
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 4, 2019**

JAGUAR HEALTH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-36714
(Commission File Number)

46-2956775
(IRS Employer Identification No.)

**201 Mission Street, Suite 2375
San Francisco, California**
(Address of principal executive offices)

94105
(Zip Code)

Registrant's telephone number, including area code: **(415) 371-8300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. x

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, Par Value \$0.0001 Per Share

Trading Symbol(s)
JAGX

Name of each exchange on which registered
The NASDAQ Capital Market

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) Appointment of Chief of Staff and General Counsel.

On September 4, 2019, the Company’s Board of Directors (the “Board”) appointed Jonathan S. Wolin, age 58, as the Company’s Chief of Staff and General Counsel, effective as of September 1, 2019. Mr. Wolin joined the Company in November 2018 as Chief Compliance Officer and Corporate Counsel of the Company and will continue to serve as Chief Compliance Officer. Prior to joining the Company, Mr. Wolin served as an independent consultant advising clients on corporate compliance from June 2017 to November 2018, as Chief Administrative Officer of Braden Partners (d/b/a Pacific Pulmonary Services) from September 2016 to May 2017, as Chief Compliance Officer of Natera, Inc. from June 2015 to August 2016, and as Chief Compliance Officer of Braden Partners from September 2013 to May 2015. There are no reportable family relationships or related party transactions (as defined in Item 404(a) of Regulation S-K) involving the Company and Mr. Wolin.

Pursuant to the terms of the promotion letter entered by and between Mr. Wolin and the Company on September 6, 2019 modifying Mr. Wolin’s existing compensatory arrangements (the “Letter”), Mr. Wolin’s base salary increased to \$280,800 from \$260,000, and he is eligible for an annual target bonus of 40% of his base salary. The Board also granted Mr. Wolin 43,500 stock options under the Company’s 2014 Stock Incentive Plan. In addition, Mr. Wolin remains eligible to participate in the employee benefit plans that the Company offers its other employees.

In connection with his appointment, Mr. Wolin entered into the Company’s standard indemnification agreement which requires the Company, under the circumstances and to the extent provided for therein, to indemnify Mr. Wolin to the fullest extent permitted by applicable law against certain expenses and other amounts incurred by Mr. Wolin as a result of Mr. Wolin being made a party to certain actions, suits, proceedings and other actions by reason of the fact that Mr. Wolin is or was a director, officer, employee, consultant, agent or fiduciary of the Company.

The foregoing description of the terms of the Letter are qualified in their entirety by reference to the full text of the Letter, which is filed as Exhibit 10.1 hereto.

On September 9, 2019, the Company issued a press release with respect to the foregoing, a copy of which is filed as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Promotion Letter, dated September 6, 2019.
99.1	Press Release, dated September 9, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JAGUAR HEALTH, INC.

By: /s/ Lisa A. Conte

Name: Lisa A. Conte

Title: Chief Executive Officer & President

Date: September 9, 2019



September 6, 2019

Mr. Jonathan Wolin
430 Hurlingham Avenue
San Mateo, CA 94402

Dear Jon,

As Jaguar Health places a high value on the contributions, hard work, and dedication that you have demonstrated over the past year, we would like to congratulate you on your promotion to **Chief Compliance Officer, General Counsel and Chief of Staff effective September 1, 2019**. Your new annual base salary has increased to \$280,800 from \$260,000 and your new pay increase will be reflected in your September 14 paycheck. Your bonus opportunity is 40% of your base salary earnings for the year. Because we value the long-term incentive compensation component of your Total Rewards package, you will also receive a promotional stock option grant of 43,500 stock options granted and approved by the Board of Directors on September 5, 2019.

Jon, once again, I wanted to thank you for accepting your new promotional opportunity and believe in your success as a valuable member of the Jaguar Health family!

Warm regards,

/s/ Lisa A. Conte

Lisa A. Conte
President & Chief Executive Officer

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Jaguar Health Promotes Jonathan Wolin to Chief of Staff, Chief Compliance Officer & General Counsel

San Francisco, CA (September 9, 2019): Jaguar Health, Inc. (NASDAQ: JAGX) (“Jaguar” or the “Company”) announced today that the Company has promoted Jonathan Wolin, an accomplished healthcare and biotech executive, to the expanded role of chief of staff, chief compliance officer and general counsel.

“We are thrilled to have Jon take on this important and expanded role as part of Jaguar’s management team. He has a proven track record of leadership across our legal function, as well as broad business and compliance experience in the life sciences space,” commented Lisa Conte, Jaguar’s president and CEO. “He has served as a trusted advisor to myself, our board, and key leaders across different parts of our business at a very key time, now that we’ve transitioned from an R&D company into a commercial-stage human health product company with a pipeline of potential crofelemer follow-on indications as we look to build Jaguar into a global leader in the development and commercialization of novel entries into the field of gastrointestinal health.”

Mr. Wolin, who joined Jaguar in November of 2018, previously held the title of chief compliance officer and corporate counsel at the Company. He has more than 25 years of compliance, legal, and business experience in the life science, biotech and healthcare fields. Prior to joining Jaguar, he was the chief administrative officer for Pacific Pulmonary Services. He also served as the chief compliance officer at other public and private companies, including Natera, Inc., Pacific Pulmonary Services, and Celera, Inc. Additionally, Mr. Wolin was general counsel for Berkeley HeartLab, Inc. and a healthcare partner at the Mintz Levin law firm in Washington, DC. Mr. Wolin has been part of leadership teams during three acquisitions, an IPO, and a turnaround. He holds a Bachelor of Science degree in accounting from the University of Maryland College Park, an MBA from the George Washington University School of Business, and a law degree from the Catholic University of America, Columbus School of Law. Additionally, Mr. Wolin is certified in Healthcare Compliance and Healthcare Privacy Compliance.

About Jaguar Health, Inc.

Jaguar Health, Inc. is a commercial stage pharmaceuticals company focused on developing novel, sustainably derived gastrointestinal products on a global basis. Our wholly-owned subsidiary, Napo Pharmaceuticals, Inc., focuses on developing and commercializing proprietary human gastrointestinal pharmaceuticals for the global marketplace from plants used traditionally in rainforest areas. Our Mytesi® (crofelemer) product is approved by the U.S. FDA for the symptomatic relief of noninfectious diarrhea in adults with HIV/AIDS on antiretroviral therapy.

For more information about Jaguar, please visit jaguar.health. For more information about Napo, visit napopharma.com.

About Mytesi®

Mytesi (crofelemer) is an antidiarrheal indicated for the symptomatic relief of noninfectious diarrhea in adult patients with HIV/AIDS on antiretroviral therapy (ART). Mytesi is not indicated for the treatment of infectious diarrhea. Rule out infectious etiologies of diarrhea before starting Mytesi. If infectious etiologies are not considered, there is a risk that patients with infectious

etiologies will not receive the appropriate therapy and their disease may worsen. In clinical studies, the most common adverse reactions occurring at a rate greater than placebo were upper respiratory tract infection (5.7%), bronchitis (3.9%), cough (3.5%), flatulence (3.1%), and increased bilirubin (3.1%).

See full Prescribing Information at Mytesi.com. Crofelemer, the active ingredient in Mytesi, is a botanical (plant-based) drug extracted and purified from the red bark sap of the medicinal *Croton lechleri* tree in the Amazon rainforest. Napo has established a sustainable harvesting program for crofelemer to ensure a high degree of quality and ecological integrity.

Forward-Looking Statements

Certain statements in this press release constitute “forward-looking statements.” These include statements regarding efforts to build Jaguar into a global leader in the development and commercialization of novel entries into the field of gastrointestinal health. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “aim,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negative of these terms or other similar expressions. The forward-looking statements in this release are only predictions. Jaguar has based these forward-looking statements largely on its current expectations and projections about future events. These forward-looking statements speak only as of the date of this release and are subject to a number of risks, uncertainties and assumptions, some of which cannot be predicted or quantified and some of which are beyond Jaguar’s control. Except as required by applicable law, Jaguar does not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Source: Jaguar Health, Inc.

Contact:

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Jaguar-JAGX
