
**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): **January 5, 2023**

HARMONY BIOSCIENCES HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39450
(Commission
File Number)

82-2279923
(IRS Employer
Identification No.)

630 W. Germantown Pike, Suite 215
Plymouth Meeting, PA 19462
(Address of principal executive offices) (Zip Code)

(484) 539-9800
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report.)

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:

- 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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.00001 par value per share	HRMY	The Nasdaq Global Market

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

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.

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

Departure of Principal Executive Officer and Director

On January 6, 2023, Harmony Biosciences Holdings, Inc. (the “Company”) announced that John C. Jacobs is resigning as President and Chief Executive Officer of the Company. In connection with his departure, Mr. Jacobs is also resigning from the Board of Directors of the Company (the “Board”). Mr. Jacobs’ resignation as President and Chief Executive Officer and as a member of the Board was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. Mr. Jacobs’ last day with the Company will be January 20, 2023.

Appointment of Interim Principal Executive Officer

On January 6, 2023, the Board appointed Dr. Jeffrey M. Dayno, the Company’s current Chief Medical Officer, as the Company’s Interim Chief Executive Officer, effective January 6, 2023. Dr. Dayno will remain as the Company’s Chief Medical Officer while serving as Interim Chief Executive Officer.

Jeffrey M. Dayno, age 65, has served as the Company’s Chief Medical Officer since November 2017. Dr. Dayno also served as Chief Medical Officer of Egalet Co., now known as Zyla Life Sciences, from July 2014 to October 2017. Prior to joining Egalet Co., Dr. Dayno served as Vice President of Global Medical Affairs at ViroPharma, Inc., from August 2011 to January 2014, at which time it was acquired by Shire Pharmaceuticals. From March 2016 to June 2022, Dr. Dayno served on the board of directors of Atrin Pharmaceuticals, LLC, a private biopharmaceutical company. Dr. Dayno has served on the board of directors of Emalex Biosciences Inc. since October 2022. Dr. Dayno completed his residency in neurology at Temple University Hospital then completed a fellowship in stroke and cerebrovascular diseases at Henry Ford Hospital in Detroit, Michigan, as part of a National Institutes of Health program grant in stroke. Dr. Dayno has over 10 years of experience in clinical and academic medicine and was on the faculty at Jefferson Medical College. Dr. Dayno also has over 20 years of experience in the pharmaceutical industry in leadership roles in companies including Merck & Co., Inc., a public pharmaceutical company, and Cephalon Inc., a former public biopharmaceutical and biotechnology company, which was acquired by Teva. Dr. Dayno was one of the founding members and served as the Chairman of the Board of the Philadelphia Stroke Council, a non-profit organization dedicated to patient awareness and professional education to advance the efforts toward acute stroke treatment. Since March 2013, Dr. Dayno has been a member of the board of visitors of Temple University School of Medicine. Dr. Dayno received a B.A. in international studies from Trinity College and an M.D. from Temple University School of Medicine.

Dr. Dayno’s compensation for his service as Interim Chief Executive Officer has not yet been determined.

There are no family relationships between Dr. Dayno and any director or executive officer of the Company, and he has no indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K, other than those disclosed under the section “Related Person Transactions” in the Company’s definitive proxy statement for the Company’s 2022 annual meeting of stockholders filed with the Securities and Exchange Commission on April 8, 2022.

Appointment of Executive Chairman

On January 6, 2023, in connection with Mr. Jacobs’ resignation from the Board and to provide additional support and oversight during this transition period, the Board appointed Jeffrey S. Aronin, currently Chairman of the Board, as the Company’s Executive Chairman, effective January 6, 2023.

Jeffrey S. Aronin, age 55, founded Harmony and has served on the Board and as non-executive Chairman since October 2017. In June 2017, Mr. Aronin founded Paragon Biosciences which he leads as Chairman and Chief Executive Officer. Paragon Biosciences is a life science innovator that invests in, builds, and advises a portfolio of bioscience companies. In addition to serving on our Board, Mr. Aronin serves on the boards of other Paragon privately-held portfolio companies, including Qlarity Imaging, LLC, which develops artificial intelligence-enabled diagnostic tools, Castle Creek Pharma, LLC, which is dedicated to rare genetic dermatology, Emalex Biosciences Inc., which is dedicated to treating neurological conditions, and Skyline Biosciences, LLC, which is dedicated to treating oncology conditions. From January 2011 to May 2017, Mr. Aronin was the Chairman and Chief Executive Officer of Marathon Pharmaceuticals, LLC, a private research-based biopharmaceutical company that developed drugs for rare diseases, which was subsequently acquired by PTC Therapeutics. Prior to that, Mr. Aronin founded Ovation Pharmaceuticals, Inc., or Ovation, where he served as President and Chief Executive Officer from 2000 to 2009. After Lundbeck A/S acquired Ovation in 2009, Mr. Aronin served as Chief Executive Officer of Lundbeck Inc. until 2011. Since June 2008, Mr. Aronin has served on the public board of directors of Discover Financial Services, Inc. Mr. Aronin also currently serves on the boards of several non-profit organizations including The Aspen Institute and MATTER, which Aronin founded to support life science innovation. Mr. Aronin received a B.S. in marketing from Northern Illinois University and an M.B.A. from DePaul University.

Mr. Aronin's compensation for his service as Executive Chairman has not yet been determined.

There are no family relationships between Mr. Aronin and any director or executive officer of the Company, and he has no indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K, other than those disclosed under the section "Related Person Transactions" in the Company's definitive proxy statement for the Company's 2022 annual meeting of stockholders filed with the Securities and Exchange Commission on April 8, 2022.

Item 7.01. Regulation FD.

On January 6, 2023, the Company issued a press release announcing the resignation of Mr. Jacobs, the appointment of Mr. Aronin as Executive Chairman and the appointment of Dr. Dayno as Interim Chief Executive Officer. A copy of the press release is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information furnished under this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, or the Exchange Act, except as set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by the Company, dated January 6, 2023 (furnished pursuant to Item 7.01).
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

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

HARMONY BIOSCIENCES HOLDINGS, INC.

Date: January 6, 2023

By: /s/ Sandip Kapadia

Sandip Kapadia
Chief Financial Officer



HARMONY BIOSCIENCES APPOINTS JEFFREY DAYNO, MD AS INTERIM CEO AND EXPANDS ROLE OF JEFF ARONIN TO EXECUTIVE CHAIRMAN

PLYMOUTH MEETING, PA, January 6, 2023 — Harmony Biosciences Holdings, Inc. ("Harmony" or the "Company") (Nasdaq: HRMY), a pharmaceutical company dedicated to developing and commercializing innovative therapies for patients with rare neurological diseases, today announced that John Jacobs is stepping down as president and chief executive officer and a member of the Board of Directors to pursue another opportunity. The Harmony Board of Directors has named Jeffrey Dayno, MD, Harmony's Executive Vice President and Chief Medical Officer, as interim CEO effective immediately. Jeff Aronin, Harmony's founder and Board chairman, will continue to lead the Board of Directors as well as provide counsel and guidance to the senior management team through the transition as Executive Chairman.

"We have full confidence in Dr. Dayno taking over as CEO on an interim basis," said Aronin, executive chairman of Harmony's Board. "He has been instrumental in leading our clinical development programs and regulatory strategy as our Chief Medical Officer for the past five years. He is a nationally recognized expert in neuroscience and has been responsible for managing the research, development and medical and regulatory affairs for Harmony. The Board is confident that Harmony's underlying business continues to be strong, and the team will continue to execute on its strategic imperative while driving long-term value."

"I want to thank John Jacobs for his leadership of Harmony over the past several years," said Dayno. "I look forward to serving as interim CEO as we continue to execute on our 3-pillar growth strategy — optimizing commercial performance in narcolepsy, expanding clinical utility beyond narcolepsy and acquiring additional assets through business development. We will remain disciplined in our execution to ensure Harmony is well-positioned for success in 2023 and beyond."

About Harmony Biosciences

At Harmony Biosciences, we specialize in developing and delivering treatments for rare neurological diseases that others often overlook. We believe that where empathy and innovation meet, a better life can begin for people living with neurological diseases. Established by Paragon Biosciences, LLC, in 2017 and headquartered in Plymouth Meeting, PA, our team of experts from a wide variety of disciplines and experiences is driven by our shared conviction that innovative science translates into therapeutic possibilities for our patients, who are at the heart of everything we do. For more information, please visit www.harmonybiosciences.com.

Forward Looking Statement

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including statements regarding our product WAKIX and our 2022 LCA with Bioprojet. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the following: our commercialization efforts and strategy for WAKIX; the rate and degree of market acceptance and clinical utility of WAKIX, pitolisant in additional indications, if approved, and any other product candidates we may develop or acquire, if approved; our research and development plans, including our development activities with Bioprojet and plans to explore the therapeutic potential of pitolisant in additional indications; our ongoing and planned clinical trials; the availability of favorable insurance coverage and reimbursement for WAKIX; the impact of the COVID-19 pandemic, including any current and future variants; the timing of and our ability to obtain regulatory approvals for pitolisant for other indications as well as any of our product candidates, including those we are developing with Bioprojet; our failure to achieve the potential benefits under our 2022 LCA with Bioprojet; our estimates regarding expenses, future revenue, capital requirements and needs for additional financing; our ability to identify additional products or product candidates with significant commercial potential that are consistent with our commercial objectives; our commercialization, marketing and manufacturing capabilities and strategy; significant competition in our industry; our intellectual property position; loss or retirement of key members of management; failure to successfully execute our growth strategy, including any delays in our planned future growth; our failure to maintain effective internal controls; the impact of government laws and regulations; volatility and fluctuations in the price of our common stock; the significant costs and required management time as a result of operating as a public company; the fact that the price of Harmony's common stock may be volatile and fluctuate substantially; and the significant costs and required management time as a result of operating as a public company. These and other important factors discussed under the caption "Risk Factors" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on February 28, 2022, and our other filings with the SEC could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. Any such forward-looking statements represent management's estimates as of the date of this press release. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change.
