

**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**

**February 13, 2019**

Date of report (Date of earliest event reported)

**Surmodics, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Minnesota**

(State of Incorporation)

**0-23837**

(Commission File Number)

**41-1356149**

(I.R.S. Employer  
Identification No.)

**9924 West 74<sup>th</sup> Street  
Eden Prairie, Minnesota**

(Address of Principal Executive Offices)

**55344**

(Zip Code)

**(952) 500-7000**

(Registrant's Telephone Number, Including Area Code)

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):

- 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

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.**

(c) On February 13, 2019, the Board of Directors (the “Board”) of Surmodics, Inc. (the “Company”) appointed Timothy J. Arens as the Company’s Vice President, Finance, and Chief Financial Officer, and principal financial officer, effective immediately. Mr. Arens had served in this role on an interim basis since May 25, 2018. Mr. Arens, 51, will continue to serve as the Company’s Vice President, Corporate Development and Strategy, a role in which he has served since February 2013.

Previously, from August 2011 to February 2013, Mr. Arens has served as the Company’s Vice President of Finance and interim Chief Financial Officer. From October 2010 to August 2011, Mr. Arens served as the Company’s General Manager, In Vitro Diagnostics. Mr. Arens joined the Company in February 2007 as Director, Business Development, and served in finance roles of increasing responsibility, including as Senior Director of Financial Planning and Analysis. Mr. Arens holds a Bachelor of Science in Finance from the University of Wisconsin-Eau Claire, and a Masters of Business Administration from the Carlson School of Management at the University of Minnesota. There were no arrangements or understandings between Mr. Arens and any other persons pursuant to which he was selected or nominated as an officer of the Company. Mr. Arens does not have a family relationship with any director or executive officer of the Company. There are no transactions or proposed transactions between the Company and Mr. Arens that would require disclosure under Item 404(a) of Regulation S-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Shareholders of the Company was held on February 13, 2019. The final voting results of the proposals which were described in more detail in the Company’s proxy statement filed with the Securities and Exchange Commission on December 21, 2018, are set forth below.

1. Election of Directors. Each of the individuals nominated by the Company’s Board of Directors to serve as Class I directors was duly elected by the Company’s shareholders, and the final results of the votes cast are as follows:

	For	Withheld	Broker Non-Votes
Ronald B. Kalich	10,244,149	342,117	1,479,445
Shawn T McCormick	10,271,172	315,094	1,479,445

2. Set the Number of Directors. The Company’s shareholders approved the proposal to set the number of directors at seven (7) by the following vote:

For	Against	Abstain	Broker Non-Votes
10,553,070	2,853	30,343	1,479,445

3. Ratification of the Appointment of Deloitte & Touche LLP. The Company's shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2019 by the following vote:

For	Against	Abstain	Broker Non-Votes
11,938,009	104,215	23,487	-

4. Advisory Vote on Executive Compensation. The Company's shareholders approved the compensation of the Company's named executive officers, on an advisory basis, by the following vote:

For	Against	Abstain	Broker Non-Votes
8,620,826	1,632,308	333,132	1,479,445

5. Surmodics, Inc. 2019 Equity Incentive Plan. The Company's shareholders approved the Company's 2019 Equity Incentive Plan by the following vote:

For	Against	Abstain	Broker Non-Votes
9,562,543	1,020,857	2,866	1,479,445

**Item 7.01 Regulation FD Disclosure.**

On February 18, 2019, the Company issued a press release announcing Mr. Aren's appointment. The text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit

**Exhibit**

**Number**

**Description**

99.1

Press Release dated February 18, 2019.

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.

SURMODICS, INC.

Date: February 18, 2019

/s/ Bryan K. Phillips

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Bryan K. Phillips

Sr. Vice President, General Counsel and Secretary

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# EXHIBIT INDEX

**Exhibit  
Number**

**Description**

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[99.1](#)

[Press Release dated February 18, 2019.](#)

## Surmodics Announces Appointment of Timothy J. Arens as Chief Financial Officer

EDEN PRAIRIE, Minn.--(BUSINESS WIRE)--February 18, 2019--Surmodics, Inc. (NASDAQ: SRDX), a leading provider of medical device and in vitro diagnostic technologies to the healthcare industry, today announced the appointment of Timothy J. Arens, Vice President of Corporate Development and Strategy, as the company's new Chief Financial Officer (CFO), effective immediately.

Arens was named interim CFO in May 2018 following the departure of Andrew LaFrence. Arens' corporate development and strategy responsibilities will be absorbed into his CFO role.

"Tim has been an impressive partner to me and an invaluable contributor to our management team and Surmodics' success during the past eight years. I am personally delighted that he has been formally appointed to the role," said Gary Maharaj, President and Chief Executive Officer of Surmodics. "Tim's excellent financial, operational and strategic skills and strong leadership are ideally suited to his new role as we continue to drive our strategic initiatives and financial goals of consistent and profitable long-term growth."

Arens has served in his current role since February 2013. He joined Surmodics in February 2007 as Director, Business Development, was named Senior Director and General Manager of the in vitro diagnostics business unit in October 2010 and served as Vice President of Finance and interim CFO from August 2011 to February 2013.

"I am excited to work with a group of dedicated and talented colleagues to accelerate our strategic transformation while continuing to deliver on our operating commitments," said Arens. "Surmodics is well-positioned to execute on our strategic initiatives including the development of highly innovative products that benefit patients. I am looking forward to being part of that journey."

### About Surmodics, Inc.

Surmodics is the global leader in surface modification technologies for intravascular medical devices and a leading provider of chemical components for in vitro diagnostic immunoassay tests and microarrays. Surmodics is pursuing highly differentiated whole-product solutions that are designed to address unmet clinical needs for its medical device customers and engineered to the most demanding requirements. This key growth strategy leverages the combination of the Company's expertise in proprietary surface technologies, along with enhanced device design, development and manufacturing capabilities. The Company mission remains to improve the detection and treatment of disease. Surmodics is headquartered in Eden Prairie, Minnesota. For more information, visit [www.surmodics.com](http://www.surmodics.com). The content of Surmodics' website is not part of this press release or part of any filings that the company makes with the SEC.

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## **Safe Harbor for Forward-Looking Statements**

This press release contains forward-looking statements. Statements that are not historical or current facts are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, and important factors could cause actual results to differ materially from those anticipated, including the factors identified under “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2018, and updated in our subsequent reports filed with the SEC. These reports are available in the Investors section of our website at [www.surmodics.com](http://www.surmodics.com) and at the SEC website at [www.sec.gov](http://www.sec.gov). Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update them in light of new information or future events.

### **CONTACT:**

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