

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 26, 2019

SHARPS COMPLIANCE CORP.

Commission File No. 001-34269

(Exact Name Of Registrant As Specified In Its Charter)

Delaware	74-2657168
(State Or Other Jurisdiction Of Incorporation or Organization)	(IRS Employer Identification No.)

9220 Kirby Drive, Suite 500
Houston, Texas 77054
(Address Of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code
713-432-0300

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))
-

TABLE OF CONTENTS

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

Item 9.01 Financial Statement and Exhibits.

SIGNATURES

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

Election of Directors

On September 26, 2019, the Board of Directors of Sharps Compliance Corp. (the "Company", "Sharps" or "we") appointed Susan Vogt to the Board of Directors (the "Board") to serve until the Company's 2019 Annual Meeting of Stockholders in November 2019. Ms. Vogt will be compensated consistent with the Company's Non-Employee Board of Director Compensation Policy described in the Company's most recent Proxy Statement filed with the Securities Exchange Commission (the "SEC") on November 15, 2018, and as updated below. F. Gardner Parker, has resigned from the Board due to other business commitments.

There are no transactions between Ms. Vogt and the Company that would be reportable under Item 404 of Regulation S-K, and no arrangements or understandings with any other persons pursuant to which she was selected. In addition, the Board has determined that Ms. Vogt is an "independent director" within the meaning of the applicable rules of the SEC and NASDAQ.

A copy of the press release issued by the Company is attached hereto as Exhibit 99.1.

Non-Employee Board of Director Compensation Policy

On September 26, 2019, the Board approved Board compensation for the Company's non-employee directors effective for the period from October 1, 2019 through September 30, 2020, with cash paid quarterly, shares issued effective on October 1, 2019, and shares vesting quarterly as follows:

Non-Employee Board of Directors Compensation	Chair of the Board	Board Member
Quarterly Cash Retainer (\$)	\$18,750	\$12,500
Annual Restricted Stock Awards (shares):		
Board Membership	16,000	16,000
Chair of the Board	8,000	

In addition, the Board of Directors approved the board and committee assignments for the current year as noted below:

Directors	Chair of the Board	Audit Committee	Compensation Committee	Acquisition Committee	Corporate Governance Committee
Sharon R. Gabrielson	Chair		Member		
John W. Dalton		Member	Chair		Member
Parris H. Holmes		Member	Member	Member	Chair
Susan N. Vogt		Chair		Member	Member

Item 9.01. Financial Statements and Exhibits.

(a) Financial Information

Not applicable

(b) Pro Forma Financial Information

Not applicable

(c) Exhibits

Exhibit Description

99.1 Press Release, dated September 30, 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 thereunto duly authorized.

Date: September 30, 2019

SHARPS COMPLIANCE CORP.

By: /s/ DIANA P. DIAZ

Vice President and Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Number	Description
<u>99.1</u>	<u>Press Release, dated September 30, 2019</u>

IMMEDIATE RELEASE

Sharps Compliance Adds Susan Vogt to Board of Directors

HOUSTON, Texas, September 30, 2019 - Sharps Compliance Corp. (NASDAQ: SMED) (“Sharps” or the “Company”), a leading full-service national provider of comprehensive waste management solutions including medical, pharmaceutical and hazardous, today announced the appointment of Susan Vogt to its Board of Directors. Ms. Vogt replaces F. Gardner Parker who has resigned his board membership.

Ms. Vogt has over 35 years of experience in the global life science, pharmaceutical, biotech and clinical diagnostics markets in corporate leadership roles as well as serving on the board of directors for several public and private companies in the industry. She currently serves as an independent director and member of the audit committee for Anika Therapeutics (NASDAQ: ANIK) and previously served as a non-executive director and chair of the audit committee for UK-based Tap Biosystems and as a non-executive director and member of the remuneration and nomination committees for Andor Technology, PLC (LSE: AND). Additionally, she has served as an independent director and member of the audit committee for Justrite Manufacturing.

Ms. Vogt’s corporate leadership experience includes serving as CEO and Director of Aushon Biosystems, Inc., a biosciences company which was acquired by Quanterix Corporation (NASDAQ: QTRX) in January 2018. Prior to that, Ms. Vogt served as President, CEO and Director of Seracare Life Sciences, Inc. (NASDAQ: SRLS). Ms. Vogt began her career at Millipore Corporation, a multinational bioscience company. During her twenty-four years at Millipore, she held positions of increasing responsibility, culminating in the role of President of the Bio Pharmaceutical Division, a \$520 million division with more than 1,600 employees across 23 countries, serving customers in the biotech, pharmaceutical and beverage manufacturing industries.

Sharon Gabrielson, Chairman of Sharps’ Board of Directors, commented, “We are very pleased to announce Susan’s addition to our Board. She brings extensive knowledge of the healthcare marketplace as well as relevant public company experience through both her executive leadership roles and previous board memberships. As we bring our unique solutions to a broader base of customers across the country, we believe Susan’s experience and perspective will provide valuable contributions to Sharps. As we welcome Susan, we would also like to thank F. Gardner Parker for his many years of valuable service as a Sharps Compliance board member.”

Susan Vogt commented, “This is an exciting time for Sharps Compliance as the Company focuses on growing its market position as a comprehensive provider of medical waste solutions for small to medium quantity generators and also increasing its role as the leading provider of solutions for the disposal of unused, patient-dispensed medications. With its diverse solution offerings, Sharps has made excellent progress winning market share as demonstrated by its recently reported solid fourth quarter revenue growth across its three core solutions, route-based, mailback and unused medications as well as achieving record billing across all market segments. I look forward to working with the management team to further the Company’s leadership position in the markets Sharps serves.”

David P. Tusa, the Company’s Chief Executive Officer and President added, “The senior management team welcomes Susan, whose background and experience are an excellent fit as we focus on increasing our market penetration in two growing markets, the \$1 billion medical waste market and the \$1 billion unused medication disposal market. We believe fiscal year 2020 should benefit from growth across all of our solution offerings and markets, due not only to our successful transformation to a comprehensive solutions provider but also due to our unwavering focus on customer service, reasonable contract terms and fair pricing to underserved markets. We look forward to Susan’s contributions and believe her broad experience across a variety of segments of the healthcare industry, will prove to be extremely valuable as we raise market awareness around our diverse capabilities and solution offerings.”

About Sharps Compliance Corp.

Headquartered in Houston, Texas, Sharps Compliance is a leading full-service national provider of comprehensive waste management services including medical, pharmaceutical and hazardous. Its key markets include healthcare facilities, pharmaceutical manufacturers, home healthcare providers, assisted living / long-term care, surgery centers, retail pharmacies and clinics, and the professional market which is comprised of physicians, dentists and veterinary practices. The Company's flagship product, the Sharps Recovery System, is a comprehensive solution for the containment, transportation, treatment and tracking of medical waste and other used healthcare materials. The Company offers its route-based pick-up service in a twenty-four (24) state region of the South, Southeast and Northeast portions of the United States. Sharps also provides two simple solutions for safe and easy disposal of unused medications: MedSafe collection receptacles and TakeAway Recovery System Envelopes.

More information on the Company and its products can be found on its website at: www.sharpsinc.com

Safe harbor statement

The information made available in this news release contains certain forward-looking statements which reflect Sharps Compliance Corp.'s current view of future events and financial performance. Wherever used, the words "estimate," "expect," "plan," "anticipate," "believe," "may" and similar expressions identify forward-looking statements. Any such forward-looking statements are subject to risks and uncertainties and the Company's future results of operations could differ materially from historical results or current expectations. Some of these risks include, without limitation, the Company's ability to educate its customers, development of public awareness programs to educate the identified consumer, customer preferences, the Company's ability to scale the business and manage its growth, the degree of success the Company has at gaining more large customer contracts, managing regulatory compliance and/or other factors that may be described in the Company's annual report on Form 10-K, quarterly reports on Form 10-Q and/or other filings with the Securities and Exchange Commission. Future economic and industry trends that could potentially impact revenue and profitability are difficult to predict. The Company assumes no obligation to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any projected results, express or implied therein, will not be realized.

For more information contact:

Diana P. Diaz
Sharps Compliance Corp.
Vice President and Chief Financial Officer
Phone: (713) 660-3547
Email: ddiaz@sharpsinc.com

John Nesbett/Jennifer Belodeau
IMS Investor Relations
Phone: (203) 972-9200
Email: jnesbett@institutionalms.com