

**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)
February 25, 2022

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))

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Shares, \$0.01 Par Value	SMED	The NASDAQ Stock Market LLC

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.

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

On February 25, 2022, the Compensation Committee of the Board of Directors of Sharps Compliance Corp. (the "Company", "Sharps" or "we") ("Compensation Committee") approved the following amendment to the employment agreement with Diana P. Diaz.

The agreement with Diana P. Diaz was amended to: (i) reflect a title change to Senior Vice President and Chief Accounting Officer, (ii) update duties and responsibilities and (iii) describe an option award to be granted on August 24, 2022 of 25,000 shares of the Company's stock under the Sharps Compliance Corp. 2010 Stock Plan, subject to continued employment.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Information

Not applicable

(b) Pro Forma Financial Information

Not applicable

(c) Exhibits

Exhibit Description

10.1 Agreement Amendment, dated February 25, 2022

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: March 1, 2022

SHARPS COMPLIANCE CORP.

By: /s/ DIANA P. DIAZ
Diana P. Diaz
Senior Vice President and Chief Accounting Officer

INDEX TO EXHIBITS

Exhibit Number	Description
10.1 104	Agreement Amendment, dated February 25, 2022 Cover Page Interactive Data File (embedded within the Inline XBRL document)

AGREEMENT AMENDMENT

THIS AGREEMENT AMENDMENT (“AMENDMENT”), is made and entered into by and between Sharps Compliance Corp., having its principal office at 9220 Kirby Drive, Suite 500, Houston, TX 77054 (hereinafter referred to as the “Company”), and Diana P. Diaz the Company’s Vice President and Chief Financial Officer since June 9, 2010 and Executive Vice President and Chief Financial Officer since April 8, 2021 (hereinafter referred to as the “Executive”).

WITNESSETH

For and in consideration of the mutual promises and covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and Executive agree to amend the Executive’s original executed employment agreement, between the Company and the Executive dated June 9, 2010 and amended on, (i) December 2, 2011 (effective November 17, 2011), (ii) March 6, 2012 (effective March 1, 2012), (iii) September 10, 2015 and (iv) April 8, 2021 and as revised by the Company’s Compensation Committee on February 7, 2020 (effective February 14, 2020), herein defined as the “Agreement”, as follows:

The Executive’s title referred to in the Agreement (as amended) is hereby changed to Senior Vice President and Chief Accounting Officer (from Executive Vice President and Chief Financial Officer).

Executive shall perform such duties and responsibilities customary to the position of Senior Vice President & Chief Accounting Officer, including but not limited to;

- a) Manage the reporting and collaborate with the CFO on projections of the Company’s financial performance;
- b) Develop and manage the Company’s accounting and financial reporting systems;
- c) Manage, in collaboration with the Chief Financial Officer (CFO), maintain recordkeeping and perform reporting for the Company’s financial assets, treasury activities and banking relationships;
- d) Prepare an annual budget and base organic five-year forecast in collaboration with the CFO that the CFO will utilize as a base for more complex scenario analyses to support the strategic plan;
- e) Monitor and assess the Company’s internal financial policy, procedure, controls and financial risk;
- f) Develop and manage the Company’s SEC financial reporting and compliance requirements;
- g) Assure compliance of all financial data to adhere to current tax laws and regulations;

- h) Support the Company's M&A efforts and other strategic initiatives as developed by the Chief Executive Officer (CEO) and CFO, as needed;
- i) Manage external company relationships with the public audit firm; and
- j) Support the Company's investor relations as developed by the CEO and CFO, as needed.

Should Executive be employed by Company on August 24, 2022, Executive will be granted the right to purchase twenty-five thousand (25,000) shares of the parent company's publicly-traded common stock (NASDAQ:SMED), vesting twenty-five percent (25%) at the end of each anniversary of the stock option grant (i.e., 25% a year) and at an exercise price equal to the closing stock price of SMED on August 24, 2022 (the "Stock Options"). The Stock Options would be issued under the Sharps Compliance Corp. 2010 Stock Plan.

IN WITNESSETH WHEREOF, the parties have executed this Agreement the day and year first written below with the amended provisions noted above being effective February 25, 2022.

EXECUTIVE:

/s/ DIANA P. DIAZ

Executive

Date: February 25, 2022

COMPANY:

By: /s/ DAVID P. TUSA

Name: David P. Tusa

Title: Chief Executive Officer and President

Date: February 25, 2022

By: /s/ ERIC T. BAUER

Name: Eric T. Bauer

Title: Executive VP and Chief Financial Officer

Date: February 25, 2022