

BIOANALYTICAL SYSTEMS INC

Form 8-K

August 03, 2017

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): July 31, 2017

BIOANALYTICAL SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction of incorporation or
organization)

0-23357

(Commission File
Number)

35-1345024

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

2701 KENT AVENUE

WEST LAFAYETTE, INDIANA 47906-1382

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (765) 463-4527

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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))

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.

On July 31, 2017, Larry S. Boulet, Chairman of the Board of Directors (the “Board”) of Bioanalytical Systems, Inc. (the “Company”), notified the Company that he was retiring from the Board effective on August 1, 2017. Mr. Boulet served on the Board for over 10 years and the Company is deeply grateful to him for his exemplary leadership and personal dedication to the Company and its shareholders. In connection with his retirement from the Board, Mr. Boulet also retired from his positions on the Board’s committees and as Chairman of the Board.

On August 1, 2017, the Board unanimously elected R. Matthew Neff as an independent, Class I director and appointed Mr. Neff as Chairman of the Company’s Audit Committee. Mr. Neff’s term will expire at the 2019 annual meeting of shareholders.

As a director of the Company, Mr. Neff will receive compensation as a non-employee director in accordance with the Company’s non-employee director compensation practices described in the Company’s Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on January 30, 2017. This compensation generally consists of cash payments (annual cash retainers and Board and committee meeting fees) and such stock option awards as may be granted from time to time.

A copy of the press release announcing the election of Mr. Neff is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

In connection with Mr. Boulet’s retirement, the Board unanimously elected Gregory C. Davis, Ph.D. as interim Chairman of the Board.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

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.

Bioanalytical Systems, Inc.

Date: August 3, 2017 By: /s/ Jill C. Blumhoff
Jill C. Blumhoff
Chief Financial Officer,
Vice President—Finance

Exhibit Index

Exhibit No. Description

99.1

Press Release dated August 3, 2017.