

**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): August 1, 2020

MICROBOT MEDICAL INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-19871
(Commission
File Number)

94-3078125
(IRS Employer
Identification No.)

25 Recreation Park Drive, Unit 108
Hingham, Massachusetts 02043
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (781) 875-3605

(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, \$0.01 par value	MBOT	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 Principal Officers; Election of Directors; Appointment of Principal Officers

As of August 1, 2020, the Board of Directors (the “Board”) of Microbot Medical Inc. (the “Company”), after the nomination thereof by the Corporate Governance and Nominating Committee of the Board, appointed Mr. Tal Wenderow, age 46, to fill a vacancy on the Board and to serve as a Class I director of the Company, with a term commencing on August 1, 2020 and expiring at the Company’s 2022 annual meeting of stockholders. Mr. Wenderow is independent under NASDAQ rules.

Since February 2019, Mr. Wenderow serves as the President and CEO of Vocalis Health Inc., an AI healthtech company pioneering the development of vocal biomarkers. Previously, Mr. Wenderow co-founded Corindus Vascular Robotics in 2002, which was a New York Stock Exchange-listed company upon its acquisition by Siemens Healthineers in 2019. Mr. Wenderow held various positions at Corindus from founder, Chief Executive Officer and director at inception, Executive Vice President Product & Business Development to his most recent role as Executive Vice President of International & Business Development. Mr. Wenderow received a B.Sc. in Mechanical Engineering at the Technion – Israel Institute of Technology, Haifa, Israel. The

There is no arrangement or understanding between Mr. Wenderow and any other persons pursuant to which Mr. Wenderow was elected as a director. The Company believes that Mr. Wenderow is qualified as a Board member of the Company because of his extensive knowledge of the medical robotics space with specific focus on interventional procedures, as well as his medical devices start up experience.

Mr. Wenderow will receive compensation for his services as a director in accordance with the compensation package of the Company for all non-management directors, which as of the appointment date includes:

- Cash payments of \$12,000 per annum, \$750 per Board meeting and \$250 per unanimous written consent, as well as an additional \$5,000 per annum for service on a Board Committee.
- An initial grant of stock options to purchase such number of shares of the Company’s common stock equal to \$40,000, at an exercise price equal to the closing price of the Company’s common stock as of the date of grant, and that vest 25% on the six month anniversary of the date of grant, and the remaining 75% on a quarterly basis over the next thirty months.
- An additional grant of stock options each year thereafter, at the same vesting schedule and pricing terms, to purchase such number of shares of the Company’s common stock equal to \$20,000, subject to the member of the Board having served on the Board for at least twelve continuous months, and having attended at least 80% of the Board meetings over the prior year.

The Company also entered into its standard director indemnification agreement with Mr. Wenderow. Pursuant to the indemnification agreement, the Company has agreed to indemnify and hold harmless Mr. Wenderow to the fullest extent permitted by the Delaware General Corporation Law. The indemnification agreement generally covers expenses that Mr. Wenderow incurs or amounts that Mr. Wenderow becomes obligated to pay because of any proceeding to which he is made or threatened to be made a party or participant by reason of his service as a current or former director of the Company, provided that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company. The indemnification agreement also provides for the advancement of expenses to Mr. Wenderow subject to specified conditions. There are certain exceptions to the Company’s obligation to indemnify Mr. Wenderow, and, with certain exceptions, with respect to proceedings that he initiates.

A copy of the press release announcing Mr. Wenderow’s appointment is filed 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.

<u>Exhibit</u>	<u>Description</u>
99.1	Press release, dated August 3, 2020

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.

MICROBOT MEDICAL INC.

By: /s/ Harel Gadot

Name: Harel Gadot

Title: Chief Executive Officer, President and Chairman

Date: August 3, 2020



Microbot Medical Appoints the Co-Founder of Corindus Vascular Robotics to its Board of Directors

Vascular Interventions Executive Will Contribute Significantly to the Development and Commercialization of LIBERTY Robotic System

HINGHAM, Mass., August 3, 2020 – Microbot Medical Inc. (Nasdaq: MBOT) has further strengthened the Company’s capabilities and expertise as Mr. Tal Wenderow, an experienced medical device and robotics executive with a proven track record in small and mid-size companies, has been appointed to the Company’s Board of Directors. Mr. Wenderow co-founded Corindus Vascular Robotics, a robotic-assisted vascular interventions company, and contributed to the company’s success, leading to its \$1.1 billion acquisition by Siemens Healthineers AG in October 2019.

“Consistent and aligned with our strategic objectives, one of which is enhancing our core leadership capabilities, Tal’s leadership and proven track record will contribute greatly to the future success of Microbot,” commented Harel Gadot, CEO, President and Chairman. “His contributions to Corindus’ growth, from inception through the recently completed acquisition by Siemens Healthineers AG, are well chronicled. I welcome him to the Board and look forward to his many contributions as we progress our multi-generation product portfolio, and especially the LIBERTY Robotic system given his extensive knowledge in the vascular interventional market.”

With over 19 years of industry experience, Mr. Wenderow holds multiple patents and is a recognized thought leader in the vascular interventions market. He is currently the President and CEO of Vocalis Health, a global technology leader in vocal biomarkers developing voice-enabled AI solutions to create proprietary vocal biomarkers for personalized healthcare screening and continuous remote monitoring of health by using a simple voice sample. At Corindus, Mr. Wenderow served several executive leadership roles, including Chief Executive Officer and Executive Vice President of International & Business Development, and demonstrated strong business execution to achieve the company’s strategic objectives. Mr. Wenderow holds a B.Sc. summa cum laude in Mechanical Engineering from Technion in Israel and has completed the Executive Program for Life Sciences at the Merage Foundation, Merage Business School, University of California, Irvine, CA.

“I am extremely excited to join the Microbot Board of Directors and support the next revolution of the healthcare robotic space,” commented Mr. Wenderow. “Microbot is developing a portfolio of innovative medical robotic devices that have the potential to address sizeable market opportunities. The depth of the entire team is very impressive including Professor Moshe Shoham, who is a known leader and innovator in the robotic market. I look forward to collaborating and working with each of them to achieve Microbot’s objectives.”

About Microbot Medical

Microbot Medical Inc. (NASDAQ: MBOT) is a pre-clinical medical device company that specializes in transformational micro-robotic technologies, focused primarily on both natural and artificial lumens within the human body. Microbot’s current proprietary technological platforms provide the foundation for the development of a Multi Generation Pipeline Portfolio (MGPP).

Microbot Medical was founded in 2010 by Harel Gadot, Prof. Moshe Shoham, and Yossi Bornstein with the goals of improving clinical outcomes for patients and increasing accessibility through the use of micro-robotic technologies. Further information about Microbot Medical is available at <http://www.microbotmedical.com>.

Safe Harbor

Statements pertaining to the registered direct offering, timing, the amount and anticipated use of proceeds and statements pertaining to future financial and/or operating results, future growth in research, technology, clinical development, and potential opportunities for Microbot Medical Inc. and its subsidiaries, along with other statements about the future expectations, beliefs, goals, plans, or prospects expressed by management, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the Federal securities laws. Any statements that are not historical fact (including, but not limited to statements that contain words such as “will,” “believes,” “plans,” “anticipates,” “expects” and “estimates”) should also be considered to be forward-looking statements. Forward-looking statements involve risks and uncertainties, including, without limitation, market conditions and the satisfaction of customary closing conditions, risks inherent in the development and/or commercialization of potential products, including LIBERTY, the outcome of its studies to evaluate the SCS and other existing and future technologies, uncertainty in the results of pre-clinical and clinical trials or regulatory pathways and regulatory approvals, uncertainty resulting from the COVID-19 pandemic, need and ability to obtain future capital, and maintenance of intellectual property rights. Additional information on risks facing Microbot Medical can be found under the heading “Risk Factors” in Microbot Medical’s periodic reports filed with the Securities and Exchange Commission (SEC) and in the prospectus supplement related to the registered direct offering to be filed with the SEC, which are or will be available on the SEC’s web site at www.sec.gov. Microbot Medical disclaims any intent or obligation to update these forward-looking statements, except as required by law.

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