

**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 21, 2021

HARROW HEALTH, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35814
(Commission
File Number)

45-0567010
(IRS Employer
Identification No.)

102 Woodmont Blvd., Suite 610
Nashville, Tennessee
(Address of principal executive offices)

37205
(Zip Code)

Registrant's telephone number, including area code: **(615) 733-4730**

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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

| Title of each class | Trading Symbol(s) | Name on exchange on which registered |
|-------------------------------------------|-------------------|--------------------------------------|
| Common Stock, \$0.001 par value per share | HROW | The NASDAQ Global Market |
| 8.625% Senior Notes due 2026 | HROWL | The NASDAQ Global Market |

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 or Rule 12b-2 of the Securities Act of 1934: Emerging growth company

If any 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 8.01. Other Information

On July 21, 2021, Surface Ophthalmics, Inc. (“Surface”) issued a press release (the “Surface PR”) announcing that it had secured gross proceeds of approximately twenty-five million dollars (\$25,000,000) in a private placement of its preferred stock at a purchase price of \$4.50 per share. According to the Surface PR, the proceeds from this round of financing is expected to be used to complete ongoing Phase II clinical studies of SURF-100 and SURF-200, and expand the Surface leadership team.

Harrow Health, Inc. owns three million five hundred thousand (3,500,000) shares of Surface common stock, along with a mid-single digit royalty right on net sales of SURF-100, SURF-200 and SURF 201.

The foregoing is only a brief description of the Surface PR, does not purport to be a complete description of the Surface PR and is qualified in its entirety by reference to the full text of the document, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

All trademarks referenced in this Current Report on Form 8-K and the Surface PR are the property of their respective owners.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

| <u>Item</u> | <u>Description</u> |
|-------------|----------------------------------------------------------------------|
| 99.1 | Surface Ophthalmics Press Release Date July 21, 2021 |

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.

HARROW HEALTH, INC.

Dated: July 21, 2021

By: /s/ Andrew R. Boll

Name: Andrew R. Boll

Title: Chief Financial Officer



Surface Ophthalmics Announces \$25 Million Private Round of Fundraising

Proceeds from the capital raise will help to support and advance Surface's ongoing clinical programs in ocular diseases

PLEASANTON, California, 21 July 2021 – Surface Ophthalmics, Inc., a pharmaceutical company focused on the development and commercialization of innovative therapeutics for ocular diseases, today announced it has secured gross proceeds of approximately \$25 million in a private placement of preferred stock, at a purchase price of \$4.50 per share. Investors in this round of financing included both new and existing investors made up of institutional, healthcare-focused, and other accredited investors, including members of the Surface Board of Directors.

The proceeds from this round of capital raising will be used to complete the ongoing Phase II clinical trial of SURF-100, an innovative head-to-head study comparing SURF-100 against leading on-market competitors lifitegrast ophthalmic solution 5% and cyclosporine ophthalmic emulsion 0.05% along with the Phase II clinical trial of SURF-200, being studied as a potential treatment for acute dry eye disease. Both studies are expected to deliver readouts in the first quarter of 2022. Additionally, Surface is preparing a head-to-head Phase III program for its SURF-201 drug candidate against difluprednate ophthalmic emulsion 0.05% following previously announced outstanding Phase II results. Surface also intends to expand its leadership team and operations to support ongoing ocular surface disease clinical programs that are expected to start in 2022.

Following the completion of current Phase II studies, the company will be positioned to begin enrolling patients in Phase III clinical trials, targeting FDA approval, for all three of its ophthalmic product candidates: SURF-100, SURF-200 and SURF-201.

“We’re excited by this new capital which will allow us to continue our development programs for truly innovative therapies in the eye care space utilizing our three core building blocks, Klarity[®], betamethasone and mycophenolate sodium, to support a healthy ocular surface and a positive experience for dry eye and post-ocular surgery patients,” said Kamran Hosseini, MD, PhD, President and CEO, Surface Ophthalmics. “We believe that this strong fundraising round demonstrates the confidence and excitement, from both our existing investor base and new investors, in our model and clinical programs.”

Newbridge Securities Corporation is acting as the exclusive placement agent for the financing. Black River Wealth Management at Newbridge was primarily responsible for sourcing and executing the financing.

ABOUT OUR CLINICAL PROGRAMS

Surface Ophthalmics is advancing three clinical programs: one in chronic dry eye disease (SURF-100), one in acute dry eye (SURF-200), and one in pain and inflammation following ocular surgery (SURF-201). These programs utilize Klarity[®] as the delivery vehicle, which is designed to enhance patient comfort as well as protect and rehabilitate the ocular surface.

In only three years, Surface has filed three unique INDs and officially moved all three of the programs into Phase II trials.

ABOUT KLARITY[®]

The patented Klarity[®] delivery vehicle is used across Surface Ophthalmics’ three current clinical programs. Developed by Richard L. Lindstrom, MD, inventor of Optisol GS (an advanced corneal preservation solution), Klarity is designed to enhance patient comfort as well as protect and rehabilitate the ocular surface pathology for patients with moderate-to-severe dry eye disease.

ABOUT SURFACE OPHTHALMICS

Surface Ophthalmics, Inc. is a pharmaceutical company focused on the development and commercialization of innovative therapeutics for ocular diseases. We are striving to solve key patient needs in eye care through leveraging deep expertise, a bold approach, an eye toward efficiency, and clear, differentiated clinical advantages. Our current drug pipeline consists of three proprietary drug candidates, all utilizing Klarity[®], a patented delivery vehicle. We are led by an experienced and proven management team and board of directors with over 80 years of ophthalmology related professional experience. For more information: <http://www.surfaceophthalmics.com>.

CONTACTS

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