

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): November 1, 2017



**CALADRIUS BIOSCIENCES, INC.**  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-33650  
(Commission  
File Number)

22-2343568  
(IRS Employer  
Identification No.)

110 Allen Road, Second Floor, Basking Ridge, NJ 07920  
(Address of Principal Executive Offices)(Zip Code)

(908) 842-0100  
Registrant's Telephone Number

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.**

Effective November 1, 2017, Caladrius Biosciences, Inc. (the “Company”) entered into an amendment (the “Amendment”) to that certain employment letter, dated August 9, 2016, as subsequently amended on March 8, 2017, by and between the Company and Doug Losordo, M.D., the Company’s Senior Vice President, Clinical, Medical and Regulatory Affairs and Chief Medical Officer.

Prior to the effectiveness of the Amendment, Dr. Losordo was eligible to receive an annual target incentive bonus of up to 30% of his base salary, which base salary is currently \$430,500 per year. Pursuant to the Amendment, Dr. Losordo’s annual incentive bonus target was increased to 40% of his base salary.

In addition, Dr. Losordo shall receive a one-time cash payment in the amount of \$165,000 and an equity grant of 49,182 restricted shares of common stock of the Company (the “Restricted Grant”). The shares that comprise the Restricted Grant shall cease to be restricted and shall fully vest in three equal installments on the date of grant and on the first and second anniversaries of the date of grant.

Dr. Losordo shall be responsible for payment of all federal, state and local withholdings associated with the one-time cash payment and the Restricted Grant.

The foregoing description of the Amendment is not complete and is subject to and qualified in its entirety by reference to the full text of the Amendment, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No.**

**Description**

[10.1](#) Amendment to Employment Letter with Doug Losordo, effective November 1, 2017.



October 30, 2017

Douglas W. Losordo  
83 Carthage Road  
Scarsdale, NY 10583

Dear Dr. Losordo,

This letter serves to modify certain terms and conditions of your employment with Caladrius Biosciences, Inc. (the "Company"), as set forth in that certain employment letter dated as of August 9, 2016, as amended on March 8, 2017 (the "Employment Letter").

In consideration for your continued services to the Company, we are pleased to increase the target cash bonus for which you are eligible from 30% to 40%. In addition, you will receive (i) a one-time cash payment in the amount of \$165,000 (the "Cash Payment") and (ii) a one-time grant of 49,182 shares of restricted common stock of the Company (the "Restricted Grant"). One-third of the shares of such restricted common stock shall become fully vested upon the date of grant and the remaining two-thirds of the shares shall cease to be restricted and shall vest in two equal annual installments on the first and second anniversaries of the grant date. You will be responsible for payment to the applicable taxing authority the federal, state, and local taxes that result due to the Cash Payment or the Restricted Grant.

Other than as set forth above, the terms and conditions set forth in the Employment Letter shall remain in effect.

In signing this letter agreement and accepting our offer of continued employment, you certify your understanding that your employment will otherwise be on an at-will basis.

CALADRIUS BIOSICENCES, INC.

By: /s/ David J. Mazzo  
Name: David J. Mazzo  
Title: President & CEO  
Date: 11-1-17

/s/ Douglas W. Losordo  
Douglas W. Losordo, M.D.  
Date: 10-30-17