

SOLIGENIX, INC.
Form 10-K/A
August 17, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the Fiscal Year Ended **December 31, 2017**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____

Commission File No. 000-16929

SOLIGENIX, INC.

(Exact name of registrant as specified in its charter)

Delaware **41-1505029**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

29 EMMONS DRIVE, SUITE B-10

PRINCETON, NJ **08540**
(Address of principal executive offices) (Zip Code)

(609) 538-8200

(Registrant's telephone number, including area code)

Securities registered under Section 12 (b) of the Exchange Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$.001 per share	Nasdaq
Common Stock Purchase Warrants	

Securities registered under Section 12(g) of the Exchange Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this 10-K or any amendments to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
(Do not check if a smaller reporting company)	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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

The aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$11,541,350 (assuming, for this purpose, that executive officers, directors and holders of 10% or more of the common stock are affiliates), based on the closing price of the registrant's common stock as reported on The Nasdaq Capital Market on June 30, 2017.

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As of March 9, 2018, 8,740,723 shares of the registrant's Common Stock, par value \$0.001 per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE: None.

EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (this “Amendment”) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2017 originally filed on March 15, 2018 (the “Original Filing”) by Soligenix, Inc., a Delaware corporation (“Soligenix,” the “Company,” “we,” or “us”). We are filing this Amendment to (a) adjust the value of common stock option awards and the total compensation for all Named Executive Officers as set forth in the Summary Compensation Table in Item 11, as the option award values included in the Original Filing overestimate the grant date fair value of stock options, which resulted in an overestimation of the total compensation paid to the Named Executive Officers, (b) add a footnote regarding certain stock options held by Christopher J. Schaber, PhD, our President and Chief Executive Officer that were no longer outstanding, and (c) correct the number of securities underlying unexercised, but exercisable, options held by, Oreola Donini, our Chief Scientific Officer and Senior Vice President.

Except as described above, no other changes have been made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing, and we have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the Original Filing.

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Item 11. Executive Compensation**Summary Compensation**

The following table contains information concerning the compensation paid during each of the two years ended December 31, 2017 to our Chief Executive Officer and each of the three other most highly compensated executive officers during 2017 (collectively, the “Named Executive Officers”).

Summary Compensation

Name	Position	Year	Salary	Bonus	Option Awards	All Other Compensation	Total
Christopher J. Schaber ⁽¹⁾	CEO & President	2017	\$443,668	\$106,480	\$78,898	\$ 44,529	\$673,575
		2016	\$434,969	\$121,792		\$ 41,511	\$598,272
Oreola Donini ⁽²⁾	CSO & Senior VP	2017	\$220,000	\$44,933	\$80,588	\$ 4,627	\$350,148
		2016	\$202,400	\$35,880		\$ 4,657	\$242,937
Karen Krumeich ⁽³⁾	CFO & Senior VP	2017	\$226,440	\$44,835	\$80,588	\$ 15,184	\$367,047
		2016	\$120,250	\$23,976	\$56,269	\$ 7,849	\$208,344
Richard C. Straube ⁽⁴⁾	CMO & Senior VP	2017	\$323,060	\$56,213	\$80,588	\$ 29,560	\$489,421
		2016	\$316,725	\$68,413		\$ 27,919	\$413,057

Dr. Schaber deferred the payment of his 2017 bonus of \$106,480 until January 15, 2018. Option awards figure includes the value of Common Stock option awards at grant date as calculated under FASB ASC 718 and reflects (1) that, as of July 30, 2018, options to purchase a total of 70,000 shares of Common Stock at a weighted average exercise of \$2.48 per share were no longer outstanding. Other compensation represents health insurance costs paid by the Company.

Dr. Donini deferred the payment of her 2017 bonus of \$44,933 until January 15, 2018. Option awards figure (2) includes the value of Common Stock option awards at grant date as calculated under FASB ASC 718. Other compensation represents health insurance costs paid by the Company.

Ms. Krumeich deferred the payment of her 2017 bonus of \$44,835 until January 15, 2018. Option awards figures (3) include the value of Common Stock option awards at grant date as calculated under FASB ASC 718. Other compensation represents health insurance costs paid by the Company.

Dr. Straube deferred the payment of his 2017 bonus of \$56,213 until January 15, 2018. Option awards figure (4) includes the value of Common Stock option awards at grant date as calculated under FASB ASC 718. Other compensation represents health insurance costs paid by the Company.

Employment and Severance Agreements

In August 2006, we entered into a three-year employment agreement with Christopher J. Schaber, PhD. Pursuant to this employment agreement we agreed to pay Dr. Schaber a base salary of \$300,000 per year and a minimum annual bonus of \$100,000. Dr. Schaber's employment agreement automatically renews every three years, unless otherwise terminated, and was automatically renewed in December 2007, December 2010, December 2013 and December 2016 for an additional term of three years. We agreed to issue him options to purchase 12,500 shares of our common stock, with one third immediately vesting and the remainder vesting over three years. Upon termination without "Just Cause" as defined by this agreement, we would pay Dr. Schaber nine months of severance, as well as any accrued bonuses, accrued vacation, and we would provide health insurance and life insurance benefits for Dr. Schaber and his dependents. No unvested options shall vest beyond the termination date. Dr. Schaber's monetary compensation (base salary of \$300,000 and bonus of \$100,000) remained unchanged from 2006 with the 2007 renewal. Upon a change in control of the Company due to merger or acquisition, all of Dr. Schaber's options shall become fully vested, and be exercisable for a period of five years after such change in control (unless they would have expired sooner pursuant to their terms). In the event of his death during the term of the agreement, all of his unvested options shall immediately vest and remain exercisable for the remainder of their term and become the property of Dr. Schaber's immediate family.

In February 2007, our Board of Directors authorized the issuance of 5,000 shares to Dr. Schaber immediately prior to the completion of a transaction, or series or a combination of related transactions negotiated by our Board of Directors whereby, directly or indirectly, a majority of our capital stock or a majority of our assets are transferred from the Company and/or our stockholders to a third party. The amended agreement with Dr. Schaber includes our obligation to issue such shares to him if such event occurs.

On June 22, 2011, the Compensation Committee eliminated his fixed minimum annual bonus payable and revised it to an annual targeted bonus of 40% of his annual base salary. On December 10, 2015, the Compensation Committee approved an increase in salary for Dr. Schaber to \$434,969. On December 14, 2016, the Compensation Committee approved an increase in salary for Dr. Schaber to \$443,668. On December 7, 2017, the Compensation Committee approved an increase in salary for Dr. Schaber to \$452,541.

In July 2013, we entered into a one-year employment agreement with Oreola Donini, PhD, our Vice President Preclinical Research & Development. Pursuant to the agreement, we have agreed to pay Dr. Donini \$170,000 (CAD) per year and a targeted annual bonus of 20% of base salary. We also agreed to issue her options to purchase 40,000 shares of our common stock with one-quarter immediately vesting and the remainder vesting over three years. Dr. Donini's employment agreement automatically renews each year, unless otherwise terminated, and has automatically renewed each year since execution. Upon termination without "Just Cause", as defined in Dr. Donini's employment agreement, we would pay Dr. Donini three months of severance, accrued bonuses and vacation, and health insurance benefits. No unvested options vest beyond the termination date. In December 2014, Dr. Donini was named Chief Scientific Officer and Senior Vice President. On December 10, 2015, the Compensation Committee approved an increase in salary for Dr. Donini to \$202,400. On December 14, 2016, the Compensation Committee approved an increase in salary for Dr. Donini to \$220,000. On December 7, 2017, the Compensation Committee approved an increase in salary for Dr. Donini to \$230,000.

In December 2014, we entered into a one-year employment agreement with Richard C. Straube, MD, our Chief Medical Officer and Senior Vice President. Pursuant to the agreement, we have agreed to pay Dr. Straube \$300,000 per year and a targeted annual bonus of 30% of base salary. We also agreed to issue him options to purchase 10,000 shares of our common stock with one-third immediately vesting and the remainder vesting over three years. Dr. Straube's employment agreement automatically renews each year, unless otherwise terminated, and has automatically renewed each year since execution. Upon termination without "Just Cause", as defined in Dr. Straube's employment agreement, we would pay Dr. Straube three months of severance, accrued bonuses and vacation, and health insurance benefits. No unvested options vest beyond the termination date. On December 10, 2015, the Compensation Committee approved an increase in salary for Dr. Straube to \$316,725. On December 14, 2016, the Compensation Committee approved an increase in salary for Dr. Straube to \$323,060. On December 7, 2017, the Compensation Committee approved an increase in salary for Dr. Straube to \$329,521.

On June 16, 2016, we entered into a one-year employment agreement with Karen Krumeich, our Senior Vice President and Chief Financial Officer. Pursuant to the agreement, we have agreed to pay Ms. Krumeich \$222,000 per

year and a targeted annual bonus of 30% of base salary. We also agreed to issue her options to purchase 10,000 shares of our common stock with one-quarter immediately vesting and the remainder vesting over three years. Ms. Krumeich's employment agreement automatically renews each year, unless otherwise terminated. Upon termination without "Just Cause", as defined in Ms. Krumeich's employment agreement, we would pay Ms. Krumeich three months of severance, accrued bonuses and vacation, and health insurance benefits. No unvested options vest beyond the termination date. On December 14, 2016, the Compensation Committee approved an increase in salary for Ms. Krumeich to \$226,440. On December 7, 2017, the Compensation Committee approved an increase in salary for Ms. Krumeich to \$230,969.

Outstanding Equity Awards at Fiscal Year-End

The following table contains information concerning unexercised options, stock that has not vested, and equity incentive plan awards for the Named Executive Officers outstanding at December 31, 2017, as adjusted for the reverse stock split of one-for-ten effective October 7, 2016. We have never issued Stock Appreciation Rights.

Name	Number of Securities Underlying Unexercised Options (#)		Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date
	Exercisable	Unexercisable			
Christopher J. Schaber	2,500	-	-	\$ 54.00	8/9/2017
	4,500	-	-	\$ 94.00	8/9/2017
	14,000	-	-	\$ 12.00	12/17/2018
	11,000	-	-	\$ 46.40	6/30/2020
	11,219	-	-	\$ 6.40	11/30/2021
	13,000	-	-	\$ 6.80	12/04/2022
	10,000	-	-	\$ 20.10	12/04/2023
	10,000	-	-	\$ 15.00	12/04/2024
	10,500	3,500	3,500	\$ 11.30	12/30/2025
	21,875(1)	28,125	(1) 28,125	\$ 2.67	3/30/2027
Oreola Donini	20,000(2)	60,000	(2) 60,000	\$ 2.01	12/6/2027
	4,000	-	-	\$ 15.60	8/14/2023
	2,000	-	-	\$ 20.10	12/4/2023
	3,000	-	-	\$ 15.00	12/4/2024
	7,000	1,746	1,746	\$ 11.30	12/30/2025
	8,750	11,250	11,250	\$ 2.67	3/30/2027
Richard C. Straube	8,750	26,250	26,250	\$ 2.01	12/6/2027
	10,000	-	-	\$ 20.10	1/06/2024
	5,000	-	-	\$ 15.00	12/04/2024
	5,254	1,746	1,746	\$ 11.30	12/30/2025
	8,750	11,250	11,250	\$ 2.67	3/30/2027
	8,750	26,250	26,250	\$ 2.01	12/6/2027
Karen Krumeich	6,250	3,750	3,750	\$ 7.40	6/15/2026
	8,750	11,250	11,250	\$ 2.67	3/30/2027

8,750	26,250	26,250	\$ 2.01	12/6/2027
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(1) This option was no longer outstanding as of July 30, 2018.

(2) This option was no longer outstanding as to 20,000 shares as of July 30, 2018.

Compensation of Directors

The following table contains information concerning the compensation of the non-employee directors during the fiscal year ended December 31, 2017.

Name	Fees Earned Paid in Cash ⁽¹⁾	Option Awards ⁽²⁾	Total
Keith L. Brownlie	\$55,000	\$30,000	\$85,000
Marco M. Brughera	\$40,000	\$30,000	\$70,000
Gregg A. Lapointe	\$47,500	\$30,000	\$77,500
Robert J. Rubin	\$52,500	\$30,000	\$82,500
Jerome B. Zeldis	\$50,000	\$30,000	\$80,000

Directors who are compensated as full-time employees receive no additional compensation for service on our Board of Directors. Each independent director who is not a full-time employee is paid \$35,000 annually, on a prorated basis, for their service on our Board of Directors, the chairman of our Audit Committee is paid \$15,000 annually, on a prorated basis, and the chairmen of our Compensation and Nominating Committees will be paid \$10,000 annually, on a prorated basis. Additionally, Audit Committee members are paid \$7,500 annually and Compensation and Nominating Committee members are paid \$5,000 annually. This compensation is paid quarterly.

We maintain a stock option grant program pursuant to the nonqualified stock option plan, whereby members of our Board of Directors or its committees who are not full-time employees receive an initial grant of fully vested options to purchase 1,500 shares of common stock. Upon re-election to the Board, each Board member will receive stock options with a value of \$30,000, calculated using the closing price of the common stock on the trading day prior to the date of the annual meeting of the Company's stockholders, which vest at the rate of 25% per quarter, commencing with the first quarter after each annual meeting of stockholders.

Stock Ownership Policy

In April 2012, our Board of Directors adopted a stock ownership policy applicable to our non-employee directors to strengthen the link between director and stockholder interests. Pursuant to the stock ownership policy, each non-employee director is required to hold a minimum ownership position in the common stock equal to the annual cash compensation paid for service on the Board of Directors, exclusive of cash compensation paid for service as a

chair or member of any committees of the Board of Directors.

Stock counted toward the ownership requirement includes common stock held by the director, unvested and vested restricted stock, and all shares of common stock beneficially owned by the director held in a trust and by a spouse and/or minor children of the director. The policy provides that the ownership requirement must be attained within three years after the later of June 21, 2012 and the date a director is first elected or appointed to the Board of Directors. To monitor progress toward meeting the requirement, the Nominating Committee will review director ownership levels at the end of March of each year. Non-employee directors are prohibited from selling any shares of common stock unless such director is in compliance with the stock ownership policy. A copy of our director compensation and stock ownership policy is publicly available on our website at www.soligenix.com under the “Investors” section.

Item 15. Exhibits and Financial Statements Schedules

(3) Exhibits:

The exhibits listed in the exhibit index of the Original Filing and the exhibits listed in the exhibit index of this Amendment are filed with, or incorporated by reference in, this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, on the 17th day of August, 2018.

SOLIGENIX, INC.

By:/s/ Christopher J. Schaber

Christopher J. Schaber, PhD

Chief Executive Officer and President

EXHIBIT INDEX

The following exhibits are included in this Amendment (and are numbered in accordance with Item 601 of Regulations S-K). Pursuant to Item 601(a)(2) of Regulation S-K, this exhibit index immediately precedes the exhibits.

Exhibit Number	Description
31.3*	<u>Certificate of Chief Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated August 17, 2018.</u>
31.4*	<u>Certificate of Chief Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated August 17, 2018.</u>

* Filed herewith.