
**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 19, 2018

FOAMIX PHARMACEUTICALS LTD.

(Exact name of registrant as specified in its charter)

Israel
(State or other jurisdiction
of incorporation)

001-36621
(Commission File Number)

N/A
(IRS Employer
Identification No.)

**2 Holzman Street,
Weizmann Science Park
Rehovot, Israel**
(Address of principal executive offices)

7670402
(Zip Code)

+972-8-9316233
(Registrant's telephone number, including area code)

(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 (see General Instruction A.2. below):

- 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.

Resignation of Dr. Rigel from Board; Appointment as Consultant to Company

On November 14, 2018, Dr. Darrell Rigel resigned from the board of directors, or the Board, of Foamix Pharmaceuticals Ltd., or the Company, effective immediately, including all committees thereof.

Following his resignation, Dr. Rigel will serve as a consultant to the Company.

In connection with Dr. Rigel's resignation, the Board appointed Dr. Dalia Megiddo as a member of the Company's Audit Committee to fill the vacancy left by Dr. Rigel's resignation.

Dr. Rigel's resignation was not the result of any disagreement with the Company or its management.

Appointment of New Director

On November 14, 2018, the Board appointed Anthony Bruno to serve as a director of the Company to fill the vacancy on the Board due to Dr. Rigel's resignation and to serve until the Company's next annual general meeting. Mr. Bruno has also been appointed to serve on the Company's Compensation Committee.

Mr. Bruno served as a strategic consultant to healthcare-focused investment funds and was a strategic advisor to Foamix from 2014 until August 2018. He was employed at Warner Chilcott from 2000 to 2011, most recently as Executive Vice President with responsibility for all business development activities including product acquisitions and divestitures as well as licensing agreements. Prior to this, he served as General Counsel for Warner Chilcott where he was responsible for all legal activities, including leading the efforts to in-license the company's dermatology portfolio from LEO Pharma. Additionally, Mr. Bruno was responsible for the acquisition of Pfizer's female healthcare business and the acquisition of Proctor and Gamble's pharmaceutical business. Mr. Bruno was also a member of the executive team that worked with a consortium of four private equity funds to take Warner Chilcott private and subsequently public on Nasdaq 18 months later.

Prior to that, Mr. Bruno spent 16 years at Warner Lambert, holding several positions of increasing strategic responsibility. While there, he worked on the Lipitor co-promotion agreement with Pfizer and Warner Lambert's announced merger with American Home Products and acquisition by Pfizer. Mr. Bruno began his legal career as an associate with Shearman & Sterling in New York in 1981. He received a J.D. with honors from The George Washington University Law School and graduated magna cum laude from Syracuse University with a B.A. in Political Science.

Mr. Bruno will receive the standard director compensation that the Company provides to its non-employee directors pursuant to its amended compensation policy as described in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 11, 2018. Mr. Bruno has entered into the Company's standard form of indemnification agreement, the form of which was filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the Securities and Exchange Commission on February 27, 2018.

Mr. Bruno was not appointed as a director pursuant to any arrangements or understandings with the Company or with any other person, and there are no related party transactions between Mr. Bruno and the Company that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing Mr. Bruno's appointment to the Board is attached hereto 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.

(d) Exhibits

Exhibit No. Description

[99.1](#) [Press release dated November 19, 2018.](#)

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.

Date: November 19, 2018

FOAMIX PHARMACEUTICALS LTD.

By: /s/ Ilan Hadar

Ilan Hadar

Chief Financial Officer & Country Manager



Foamix Announces Appointment of Anthony Bruno to Board of Directors

Rehovot, Israel, and Bridgewater, NJ – November 19 2018 – Foamix Pharmaceuticals Ltd. (NASDAQ: FOMX), a clinical stage specialty pharmaceutical company focused on developing and commercializing proprietary topical foams to address unmet needs in dermatology, today announced the appointment of Anthony Bruno to its Board of Directors, replacing Darrell Rigel, M.D. who has resigned from the Board and will become a consultant to the company.

“We are delighted to welcome Tony to our Board of Directors,” said Dr. Stanley Hirsch, Chairman of the Board of Foamix. “He is a highly accomplished senior pharmaceutical executive with broad expertise in the legal, business development, and corporate development functions within the industry, as well as significant experience in product licensing and M&A transactions. He is already well acquainted with the details of Foamix’s business, having been a strategic advisor for the past four years, and this is complemented by his previous work experience which provided him with in-depth knowledge of the dermatology market. We look forward to the insight and contributions Tony will bring in his new role on our board.”

Dr. Stanley Hirsch continued, “On behalf of the Board of Directors, I would also like to thank Dr. Darrell Rigel for his service on the Foamix Board over the past four years. His experience as a dermatologist has been most helpful to Foamix throughout our initial years as a clinical stage company. We are pleased that Darrell will continue to provide advice and guidance as a consultant to Foamix management.”

“This is a very exciting time for Foamix, with the recent successful Phase 3 clinical trial results for FMX101 in acne and FM103 in rosacea,” said Anthony Bruno. “I look forward to taking on more responsibility as a board member and to help guide the company as it advances its clinical pipeline and takes steps to become a commercial enterprise.”

Mr. Bruno was a strategic advisor to Foamix from 2014 until 2018. He was employed at Warner Chilcott from 2000 to 2011, most recently as Executive Vice President with responsibility for all business development activities including product acquisitions and divestitures as well as licensing agreements. Prior to this, he served as General Counsel for Warner Chilcott where he was responsible for all legal activities. During his time at Warner Chilcott, he led the efforts to in-license the company’s dermatology portfolio from LEO Pharma, as well as the subsequent sale back of the portfolio to LEO. Additionally, Mr. Bruno was responsible for the acquisition of Pfizer’s female healthcare business and the acquisition of Proctor and Gamble’s pharmaceutical business. Mr. Bruno was also a member of the executive team that worked with a consortium of four private equity funds to take Warner Chilcott private and subsequently public on NASDAQ 18 months later.

From 1984 to 2000, Mr. Bruno held several positions of increasing responsibility within Warner Lambert's legal division, culminating as General Counsel to the company's pharmaceutical business. During his 16 years at Warner Lambert, he worked on the Lipitor co-promotion agreement with Pfizer, the announced merger with American Home Products, and the acquisition of Warner Lambert by Pfizer. Prior to working in the pharmaceutical industry Mr. Bruno began his legal career as an associate with Shearman & Sterling in New York in 1981. He received a J.D. with honors from George Washington Law School and graduated magna cum laude from Syracuse University with a B.A. in Political Science.

About Foamix Pharmaceuticals

Foamix is a specialty pharmaceutical company focused on the development and commercialization of proprietary, innovative and differentiated topical drugs for dermatological therapy. Our leading clinical stage product candidates are FMX101, our novel minocycline foam for the treatment of moderate-to-severe acne and FMX103, our novel minocycline foam for the treatment of rosacea. We continue to pursue research & development of our proprietary, innovative foam technologies for the treatment of various skin conditions. We currently have development and license agreements relating to our technology with various pharmaceutical companies including LEO Pharma A/S and others.

Foamix uses its website (www.Foamix.com) as a channel to distribute information about Foamix and its product candidates from time to time. Foamix may use its website to comply with its disclosure obligations under Regulation FD. Therefore, investors should monitor Foamix's website in addition to following its press releases, filings with the Securities & Exchange Commission, public conference calls, and webcasts.

Contact:

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