
**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): January 23, 2019

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.

Appointment of New Director

On January 23, 2019, the Board of Directors (the “Board”) of Foamix Pharmaceuticals Ltd. (the “Company”) appointed Sharon Barbari to serve as a director of the Company in accordance with Article 17 of the Company’s Articles of Association. Ms. Barbari has been appointed to serve until the Company’s next annual general meeting. The Board has determined that Ms. Barbari satisfies the definition of an “independent director” under the Nasdaq Stock Market listing standards and applicable Securities and Exchange Commission (“SEC”) rules.

Ms. Barbari has served as Executive Vice President of Finance and Chief Financial Officer of Cytokinetics Inc. since July 2009. She served as Senior Vice President of Finance and Chief Financial Officer from September 2004 through June 2009. From September 2002 to August 2004, Ms. Barbari served as Chief Financial Officer and Senior Vice President of Finance and Administration of InterMune, Inc., a biopharmaceutical company. From January 1998 to June 2002, she served at Gilead Sciences, Inc., a biopharmaceutical company, and held several positions of increasing responsibility including most recently as its Vice President and Chief Financial Officer. Ms. Barbari has served on the board of directors of Sonoma Pharmaceuticals, Inc. since March 2014. Ms. Barbari received a B.S. in Accounting from San Jose State University.

Ms. Barbari 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 SEC on April 11, 2018. Ms. Barbari 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 SEC on February 27, 2018.

Ms. Barbari 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 Ms. Barbari and the Company that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing Ms. Barbari’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 7.01. Regulation FD Disclosure.

The Company is scheduled to host an R&D Day on January 24, 2019 from 12:00-3:00 p.m. EST at which the Company will provide an overview of its pre-launch medical affairs and commercial strategies for 2019 in support of the Company’s product candidate FMX101, 4% topical minocycline foam for the treatment of moderate to severe acne, as well as provide an update on new data from its ongoing Phase 3 clinical trial for FMX103, 1.5% topical minocycline foam for the treatment of papulopustular rosacea. A live webcast of the event, as well as the slides that will be provided during this presentation, will be available at the Company’s website (www.foamix.com) under the “Investors” tab.

The information in this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information in this Item 7.01 is not incorporated by reference into any filing with the SEC made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in the filing unless specifically stated so therein

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

[99.1](#) [Press Release dated January 23, 2019.](#)

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: January 24, 2019

FOAMIX PHARMACEUTICALS LTD.

By: /s/ Mutya Harsch

Mutya Harsch
Chief Legal Officer



Foamix Announces Appointment of Sharon Barbari to Board of Directors

Rehovot, Israel, and Bridgewater, NJ – January 23, 2019 – 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 Sharon Barbari to its Board of Directors.

“We welcome Sharon to Foamix and are confident that she will add significant value as a board member. She brings extensive executive leadership and diverse board level experience in the pharma and biotech industries,” said Dr. Stanley Hirsch, Chairman of the Board of Foamix. “Her appointment reflects our commitment to ensuring that we have a broad mix of skills on Foamix’s board as we make preparations to becoming a fully integrated, commercial stage company.”

“I am honored to join Foamix’s Board of Directors and I look forward to helping guide the company through its anticipated upcoming pivotal milestones for its lead candidates FMX101 and FMX103,” said Ms. Barbari. “I look forward to working with management and the Board to maximize the Company’s growth opportunities and help create value for Foamix shareholders.”

Ms. Barbari joins Foamix’s Board with over 40 years of pharmaceutical and biotechnology experience. From 2004 to 2017, she was Chief Financial Officer at Cytokinetics. Ms. Barbari spent four years from 1998 to 2002 in senior financial roles at Gilead Sciences, including CFO. In this position, she led the finance, accounting and information technology functions during a period of significant growth for Gilead and was involved in making finance and IT preparations for the scale up and launch of the company’s first antiviral, Viread®. Ms. Barbari was also employed as CFO and SVP of Finance and Administration at InterMune and VP of Strategic Planning at Foote, Cone & Belding Healthcare. She began her career at Syntex Corporation/Roche Pharmaceuticals where she held various roles of increasing responsibility from 1972 to 1996.

Ms. Barbari currently serves as a board member for Sonoma Pharmaceuticals, a publicly-traded pharmaceutical company developing differentiated therapies for chronic skin conditions, and as a board member for the Association of Bioscience Finance Officers, a national non-profit professional group. Previously, she was a board member for Phytogen Life Sciences. In 2017, Ms. Barbari was a recipient of the YWCA Silicon Valley Tribute to Women Awards. She received her B.S. in accounting from San Jose State University.

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.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding the future development plans of FMX101 and FMX103 and the Company's commercial activities. All statements other than statements of historical facts are forward-looking statements. Any forward-looking statements are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but not limited to, determination by the FDA that results from clinical trials are not sufficient to support registration or marketing approval of FMX101; the risk that FMX101 product candidate will not be successfully developed, approved or commercialized; unexpected delays in clinical trials or announcement of results; our ability to effectively and timely conduct clinical trials in light of excess costs or unfavorable results of clinical trials; delays or denial in the U.S. regulatory approval process and the risks that the current or planned clinical trials will be insufficient to support future regulatory submissions or to support marketing approval in the United States of our product candidates; additional competition in the acne and dermatology markets; risks associated with denial of reimbursement by third party payors; our ability to raise additional capital; and our ability to recruit and retain key employees. For a discussion of other risks and uncertainties, and other important factors, any of which could cause our actual results to differ from those contained in the forward-looking statements, see the section entitled "Risk Factors" in our most recent annual report on Form 10-K, as well as discussions of potential risks, uncertainties, and other important factors in our subsequent filings with the Securities and Exchange Commission. Although we believe these forward-looking statements are reasonable, they speak only as of the date of this release and we undertake no obligation to update this information to reflect subsequent events or circumstances, except as otherwise required by law. Given these risks and uncertainties, you should not rely upon forward-looking statements as predictions of future events.

Contact:

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