

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): April 13, 2021 (April 12, 2021)

CLEARPOINT NEURO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34822
(Commission
File Number)

58-2394628
(I.R.S. Employer
Identification Number)

5 Musick
Irvine, California 92618
(Address of principal executive offices, zip code)

(949) 900-6833
(Registrant's telephone number, including area code)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	CLPT	Nasdaq Capital Market

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.

(b) Resignation of Director for Any Reason Other than Disagreement with the Company.

On April 12, 2021, John N. Spencer, Jr. notified ClearPoint Neuro, Inc. (the "Company") of his decision to retire from the Company's Board of Directors (the "Board"), not stand for reelection and resign as a member of the Board and the Company's Audit Committee effective immediately prior to the commencement of the Company's 2021 Annual Meeting of stockholders to be held on June 3, 2021 (the "2021 Annual Meeting"). On April 12, 2021, the Board accepted Mr. Spencer's resignation. Upon his retirement, the size of the Board shall decrease from seven to six members. After more than a decade on the Board, Mr. Spencer elected to voluntarily step down from the Board and retire. Accordingly, Mr. Spencer's decision to resign was not related to any disagreement with the Company over any of its operations, policies, or practices.

Item 7.01. Regulation FD Disclosure.

On April 13, 2021, the Company issued a press release announcing Mr. Spencer's decision to not stand for re-election. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in Item 7.01 of this Current Report on Form 8-K, as well as Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 13, 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.

Date: April 13, 2021

CLEARPOINT NEURO, INC.

By: /s/ Joseph M. Burnett
Joseph M. Burnett
Chief Executive Officer and President



For Immediate Release

ClearPoint Neuro, Inc. Announces Retirement of Director John N. Spencer, Jr.

SOLANA BEACH, CA, April 13, 2021 ClearPoint Neuro, Inc. (Nasdaq: CLPT) (the "Company"), a global therapy-enabling platform company providing navigation and delivery to the brain, announced today the upcoming retirement of John N. Spencer, Jr. from its Board of Directors. Mr. Spencer, who has served as a director since March 2010, is retiring when his current term of office expires effective at ClearPoint's Annual Meeting of Stockholders to be held on June 3, 2021.

"Jack has contributed substantially to the growth of our Company and will be missed," commented Joe Burnett, President and CEO of ClearPoint Neuro. "He has been a steady force, helping to navigate this Company through difficult times over the last 11 years. I am thrilled that he is able to retire at a time when the Company is stronger than it has ever been before in its history."

"I enjoyed my 11 years on the Company's Board immensely," stated Mr. Spencer. "Nine months after joining the Board, ClearPoint had its first case, and, over the coming months, is expected to celebrate its 5,000th case. The Company's growth, in both the types and number of cases, has given it preeminent status in its sectors of the medical device industry. ClearPoint proudly hires the best available talent and serves many prestigious hospitals."

About ClearPoint Neuro

ClearPoint Neuro's mission is to improve and restore quality of life to patients and their families by enabling therapies for the most complex neurological disorders with pinpoint accuracy. Applications of the Company's current product portfolio include deep brain stimulation, laser ablation, biopsy, neuro-aspiration, and delivery of drugs, biologics, and gene therapy to the brain. The ClearPoint Neuro Navigation System has FDA clearance, is CE-marked, and is installed in over 60 active clinical sites in the United States, Canada, and Europe. The Company's SmartFlow[®] cannula is being used in partnership or evaluation with over 25 individual biologics and drug delivery companies in various stages – from preclinical research to late-stage regulatory trials. To date, more than 4,000 cases have been performed and supported by the Company's field-based clinical specialist team, which offers support and services for our partners. For more information, please visit www.clearpointneuro.com.

Forward-Looking Statements

Statements herein concerning the Company's plans, growth and strategies may include forward-looking statements within the context of the federal securities laws. Statements regarding the Company's future events, developments and future performance, as well as management's expectations, beliefs, plans, estimates or projections relating to the future, are forward-looking statements within the meaning of these laws. Uncertainties and risks may cause the Company's actual results to differ materially from those expressed in or implied by forward-looking statements. Particular uncertainties and risks include those relating to: the impact of COVID-19 and the measures adopted to contain its spread; future revenues from sales of the Company's ClearPoint Neuro Navigation System products; and the Company's ability to market, commercialize and achieve broader market acceptance for the Company's ClearPoint Neuro Navigation System products. More detailed information on these and additional factors that could affect the Company's actual results are described in the "Risk Factors" section in the Company's Annual Report on Form 10-K for the year ended December 31, 2020, which has been filed with the Securities and Exchange Commission, and in the Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2021, which the Company intends to file with the Securities and Exchange Commission on or before May 17, 2021.

Contact:

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