

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 22, 2022**

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**IsoPlexis Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40894**  
(Commission  
File Number)

**46-2179799**  
(IRS Employer  
Identification No.)

**35 NE Industrial Road, Branford, CT 06405**  
(Address of principal executive offices and zip code)  
**(203) 208-4111**  
(Registrant's telephone number, including area code)

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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
<b>Common Stock, par value \$0.001 per share</b>	<b>ISO</b>	<b>The Nasdaq Stock Market LLC</b>

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.

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## **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

### Election of New Director

On August 22, 2022, upon the recommendation of the Nominating and Governance Committee, the Board of Directors (the “Board”) of IsoPlexis Corporation (the “Company”) elected Nachum “Homi” Shamir to the Board as a Class II director, effective immediately. Mr. Shamir’s term will expire, along with the terms of the other Class II directors, at the Company’s annual meeting of stockholders expected to be held in June 2023 (“Annual Meeting”). In addition, Mr. Shamir has been appointed to the Nominating and Governance and Compensation Committees of the Board, effective immediately. There are no arrangements or understandings between Mr. Shamir and any other persons pursuant to which he was elected as a director. Upon the recommendation of the Nominating and Governance Committee, the Board has determined that Mr. Shamir qualifies as an independent director within the meaning of the listing standards of the Nasdaq Global Select Market. Additionally, there are no transactions involving the Company and Mr. Shamir that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

Mr. Shamir, age 68, was most recently the Chairman, and Chief Executive Officer of Luminex Corporation from 2014 through its sale to DiaSorin S.p.A. (“DiaSorin”) in 2021. Mr. Shamir continued to serve as President of Luminex after its sale to DiaSorin pursuant to a transition agreement with DiaSorin until June 2022. Additionally, Mr. Shamir has served as President and Chief Executive Officer of Given Imaging from 2006 through its sale to Covidien (now Medtronic) in 2014. Mr. Shamir currently serves on the Board of Directors of Strata Skin Sciences (Nasdaq: SSKN); and as Chairman of the Boards of Mediwound (Nasdaq: MDWD) and Cactus Acquisition Corp. (Nasdaq: CCTS). Mr. Shamir holds a Bachelor of Science degree from the Hebrew University of Jerusalem and a Masters of Public Administration from Harvard University.

Pursuant to the Company’s non-employee director compensation policy as currently in effect, Mr. Shamir will receive an annual cash retainer of \$49,000, payable quarterly in arrears. Such amount will be prorated for the current quarter. In addition, Mr. Shamir received a stock option grant (the “Option”) to purchase 196,842 shares of Company common stock at an exercise price of \$1.90 per share. The Option will vest in equal monthly installments over three (3) years, subject to Mr. Shamir continuing in service through each applicable vesting date. Mr. Shamir also entered into the Company’s standard director and officer indemnification agreement.

### Resignation of Directors

On August 22, 2022 Michael Egholm, Ph.D. provided notice to the Company of his resignation as a member of the Board and from his service as the Chairman of the Compensation Committee of the Board, effective immediately. Mr. Egholm’s decision to resign was not the result of any disagreement with the Company. In connection with his departure, the Company agreed to accelerate the vesting of:

- a. 44,523 shares of stock issuable pursuant to an option grant of 89,047 shares granted on June 16, 2022 at \$2.10/share. The shares were originally set to vest at the Annual Meeting, but would otherwise expire upon departure before such Annual Meeting; and
- b. 9,167 shares of stock issuable pursuant to an option grant made on July 22, 2021 at \$10.72/share, that would otherwise expire on departure.

On August 22, 2022 Siddhartha Kadia, Ph.D. provided notice to the Company of his resignation as a member of the Board and from his service as the Chairman of the Compensation Committee of the Board, effective immediately. Mr. Kadia’s decision to resign was not the result of any disagreement with the Company. In connection with his departure, the Company agreed to accelerate the vesting of:

- a. 44,523 shares of stock issuable pursuant to an option grant of 89,047 shares granted on June 16, 2022 at \$2.10/share. The shares were originally set to vest at the Annual Meeting, but would otherwise expire upon departure before such Annual Meeting; and
  - b. 6,667 shares of stock issuable pursuant to an option grant made on April 30, 2021 at \$1.83/share, that would otherwise expire on departure.
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**Item 7.01. Regulation FD Disclosure.**

On August 23, 2022, the Company issued a press release announcing changes to its Board of Directors. A copy of the press release is furnished herewith as Exhibit 99.1.

The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release of IsoPlexis Corporation, dated August 23, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

ISOPLEXIS CORPORATION

Date: August 23, 2022

By: /s/ John Strahley  
Name: John Strahley  
Title: Chief Financial Officer

## **IsoPlexis Announces the Appointment of former Luminex Corporation Chairman and CEO, Nachum “Homi” Shamir to its Board of Directors**

**BRANFORD, Conn., August 23, 2022** — IsoPlexis Corporation (Nasdaq: ISO) (“IsoPlexis”), a company empowering labs to leverage the cells and proteome changing the course of human health, today announced the appointment of Nachum “Homi” Shamir to its Board of Directors as a Class II director.

Mr. Shamir was most recently the Chairman and Chief Executive Officer of Luminex Corporation from 2014 through its sale to DiaSorin S.p.A. in 2021. Additionally, Mr. Shamir has served as President and Chief Executive Officer of Given Imaging from 2006 through its sale to Covidien (now Medtronic) in 2014. Mr. Shamir currently serves on the Board of Directors of Strata Skin Sciences (Nasdaq: SSKN); and as Chairman of the Boards of Mediowound (Nasdaq: MDWD) and Cactus Acquisition Corp. (Nasdaq: CCTS). Mr. Shamir will serve on the Compensation and Nominating and Governance Committees.

“On behalf of IsoPlexis's shareholders and Board, I would like to welcome Homi to our Board. We believe his insights into scaling large businesses in the life science, diagnostics, and device fields will be invaluable as we take the next stage of our journey,” said Sean Mackay, Chief Executive Officer.

“I am honored to join the Board of Directors of IsoPlexis, an innovative lab tools company with high resolution technologies yet lab-friendly workflows, as they empower a wider range of labs worldwide,” said Mr. Shamir. “I look forward to partnering with the Company’s talented leadership team as they continue to further advance their suite of products to expand into larger markets with their applications, while simplifying and speeding up critical work for customers.”

In addition to adding Mr. Shamir, the Board of Directors also accepted the resignations of Siddhartha Kadia, Ph.D. and Michael Egholm, Ph.D. “We also wish to thank Siddhartha and Michael for their invaluable service and contributions to IsoPlexis, including their guidance through our initial public offering. We wish the best for each of them as they lead their respective organizations”, said Sean Mackay, Chief Executive Officer. The Board will continue to search for one more member, and expects to fill this opening prior to its next annual meeting, with the expectation to add gender diversity with such appointment.

### **About IsoPlexis**

IsoPlexis is empowering labs, changing the course of human health.

By leading the discovery and identification of how multi-functional immune cells communicate and respond, IsoPlexis assists researchers in understanding and predicting disease progression, treatment resistance and therapeutic efficacy.

IsoPlexis has been named Top Innovation or Design by The Scientist Magazine, Fierce, BIG Innovation, Red Dot and multiple others. The IsoPlexis platform is used globally by researchers, including those at the top 15 global pharmaceutical companies by revenue and 78% of leading U.S. comprehensive cancer centers.

### **Forward Looking Statements**

This press release contains “forward-looking statements.” These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies and other future conditions. Such forward-looking statements may include, without limitation, statements about future opportunities for us and our products and services, our future operations, financial or operating results, including our financial guidance, anticipated business levels, future earnings, planned activities, anticipated growth, market opportunities, strategies, competitions and other expectations and targets for future periods. In some cases, you can identify forward-looking statements because they contain words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “predict,” “project,” “target,” “potential,” “seek,” “will,” “would,” “could,” “continuing,” “forward,” “should,” “continue,” “contemplate,” “plan,” and other words and terms of similar meaning. Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. We caution you that forward-looking statements are not guarantees of future performance or outcomes and that

actual performance and outcomes may differ materially from those made in or suggested by the forward-looking statements contained in this press release. In addition, even if our results of operations, financial condition and cash flows, and the development of the markets in which we operate, are consistent with the forward-looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods. New factors emerge from time to time that may cause our business not to develop as we expect, and it is not possible for us to predict all of them.

Factors that could cause actual results and outcomes to differ from those reflected in forward-looking statements include, among others, the following: estimates of our addressable market, market growth, future revenue, expenses, capital requirements and our needs for additional financing; the implementation of our business model and strategic plans for our products and technologies; competitive companies and technologies and our industry; our ability to manage and grow our business by expanding our sales to existing customers or introducing our products to new customers; our ability to develop and commercialize new products; our ability to establish and maintain intellectual property protection for our products or avoid or defend claims of infringement; the performance of third party suppliers; our ability to hire and retain key personnel and to manage our future growth effectively; our ability to obtain additional financing in future offerings; the volatility of the trading price of our common stock; our expectations regarding use of proceeds from our initial public offering (“IPO”); the potential effects of government regulation; the impact of COVID-19 on our business; and our expectations about market trends. For a further discussion of these and other factors that could impact our future results, performance or transactions, see the section “Risk Factors” included in our Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 30, 2022, and our other subsequent filings with the SEC. Given these uncertainties, you should not place undue reliance on these forward-looking statements. It is not possible for us to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. We qualify all of the forward-looking statements in this press release by these cautionary statements. Except as required by law, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

**Investor Contact**

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