
**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): May 24, 2021

ZOSANO PHARMA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36570
(Commission
File Number)

45-4488360
(I.R.S. Employer
Identification No.)

34790 Ardentech Court
Fremont, CA 94555
(Address of principal executive offices) (Zip Code)

(510) 745-1200
(Registrant's telephone number, include area code)

Not applicable
(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:

- 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 Exchange Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|----------------------------------|-------------------|--|
| Common Stock, \$0.0001 par value | ZSAN | The Nasdaq Stock 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.

On May 24, 2021, the Board of Directors (the “Board”) of Zosano Pharma Corporation (the “Company”) appointed Kathy McGee to serve as a member of the Board, effective immediately. Ms. McGee was appointed as a Class II director, to serve for an initial term expiring at the Company’s 2022 annual meeting of stockholders and until her successor is duly elected and qualified or until her earlier death, resignation or removal. Ms. McGee was also appointed to serve as a member of the Audit Committee of the Board.

Pursuant to the Company’s non-employee director compensation program, Ms. McGee will receive annual cash compensation of \$45,000 for her service as a member of the Board and annual cash compensation of \$7,500 for her service as a member of the Audit Committee of the Board. Also pursuant to the Company’s non-employee director compensation program, Ms. McGee was granted an option to purchase 90,000 shares of its common stock at an exercise price of \$0.73 per share, which was the closing price of the Company’s common stock on the Nasdaq Capital Market on the date of grant.

Ms. McGee and the Company will also enter into the Company’s standard form of indemnification agreement.

SIGNATURE

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: May 25, 2021

ZOSANO PHARMA CORPORATION

By: /s/ Christine Matthews

Christine Matthews

Chief Financial Officer