
**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)

February 12, 2020

CAPRICOR THERAPEUTICS, INC.

(Exact name of Registrant as Specified in its Charter)

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

**001-34058
(Commission
File Number)**

**88-0363465
(I.R.S. Employer
Identification No.)**

**8840 Wilshire Blvd., 2nd Floor, Beverly Hills, CA
(Address of principal executive offices)**

**90211
(Zip Code)**

(310) 358-3200

(Registrant's telephone number, including 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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

Title of Each Class
Common Stock, par value \$0.001 per share

Trading Symbol(s)
CAPR

Name of Each Exchange on Which Registered
The Nasdaq Capital Market

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

On February 12, 2020, pursuant to the authority granted to it under the 2012 Restated Equity Incentive Plan (the “2012 Plan”) and the 2012 Non-Employee Director Stock Option Plan (the “2012 Director Plan”), the board of directors of the Company approved a program under which outstanding options and other awards granted under the 2012 Plan and the 2012 Director Plan to employees, officers and directors of the Company, and designated service providers shall be repriced to their then current fair market value. The Company’s Chief Executive Officer, Linda Marban, the Company’s Chief Financial Officer, Anthony Bergmann, and the Company’s Executive Vice President and General Counsel, Karen Krasney, are all eligible to participate in the repricing program with respect to their outstanding option awards.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CAPRICOR THERAPEUTICS, INC.

Date: February 14, 2020

By: /s/ Linda Marbán, Ph.D.
Linda Marbán, Ph.D.
Chief Executive Officer
