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**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): March 3, 2014 (February 26, 2014)**

**Rexahn Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**

(State or other jurisdiction of Incorporation)

**001-34079**

(Commission File Number)

**11-3516358**

(I.R.S. Employer Identification No.)

**15245 Shady Grove Road, Suite 455  
Rockville, MD**

(Address of principal executive offices)

**20850**

(Zip Code)

**Registrant's telephone number, including area code: (240) 268-5300**

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))
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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.**

Effective as of February 26, 2014, Rexahn Pharmaceuticals, Inc., a Delaware corporation (the “Company”) appointed Mark P. Carthy to serve as a director of the Company until the 2014 annual meeting of stockholders and until his successor is duly elected and qualified.

Mr. Carthy is the Managing Partner of Orion Equity Partners, LLC, a healthcare venture capital management and advisory firm co-founded by Mr. Carthy in 2008. Prior to founding Orion, Mr. Carthy was a Venture Partner and General Partner at Oxford Bioscience Partners, an early stage venture capital firm that provides equity financing and management assistance to companies within the life sciences, technology, energy and healthcare sectors. From 1998 until 2000, Mr. Carthy served as the Biotechnology Portfolio Manager at Morningside Ventures where he focused on early stage private equity investments. Previously, he was Chief Business Officer of Cubist Pharmaceuticals and Senior Director of Business Development at Vertex Pharmaceuticals. Mr. Carthy served as a member of the board of the New England Venture Capital Association from 2006 until 2013 and was listed on the Forbes Midas List in 2009 as one of the leading venture capitalists. He received a Bachelor of Chemical Engineering from the University College Dublin, Ireland, a Master of Science in Chemical Engineering from the University of Missouri and a Master of Business Administration from the Harvard Graduate School of Business Administration.

Consistent with the Company’s compensation policy for non-employee directors, Mr. Carthy will receive (i) a pro-rated annual retainer of \$6,667 for his service on the Board of Directors of the Company (the “Board”), plus an additional \$2,000 fee per in-person meeting of the Board and an additional \$500 fee per telephonic meeting of the Board, and (ii) 20,000 options to purchase shares of the common stock of the Company.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 Rexahn Pharmaceuticals, Inc. press release dated March 3, 2014, reporting the addition of Mark P. Carthy to its Board of Directors.

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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.

**REXAHN PHARMACEUTICALS, INC.**

Date: March 3, 2014

/s/ Tae Heum Jeong  
Tae Heum Jeong  
Senior Vice President of Finance & Chief Financial  
Officer

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**CONTACTS:**

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**Rexahn Pharmaceuticals Appoints Mark Carthy to Board of Directors**

**Rockville Maryland, March 3, 2014** - Rexahn Pharmaceuticals, Inc. (NYSE MKT: RNN) a clinical stage biopharmaceutical company, announced today the appointment of Mark P. Carthy to the company's Board of Directors.

"We are very pleased to have Mark join Rexahn's Board of Directors," said Peter D. Suzdak, Ph.D., Rexahn's Chief Executive Officer. "Mark's extensive business and financing experience in the life sciences will be particularly important as we continue the development of our three clinical stage oncology candidates, Archexin<sup>®</sup>, RX-3117, and Supinoxin<sup>™</sup> (RX-5902) for the treatment of multiple types of cancer."

Dr. Chang Ahn, Ph.D., Chairman of the Board of Directors of Rexahn added, "Mark's significant industry experience and leadership, which spans over more than 30 years in both pharmaceutical and smaller biotechnology companies, will be a tremendous asset to the Company. We welcome Mark to the Board of Directors and I am confident he will assist Rexahn in continuing to build value for our stockholders while we develop potentially life-saving treatments for patients."

Mr. Carthy is the Managing Partner of Orion Equity Partners, LLC, a healthcare venture capital management and advisory firm co-founded by Mr. Carthy in 2008. Prior to founding Orion, Mr. Carthy was a Venture Partner and General Partner at Oxford Bioscience Partners, an early stage venture capital firm that provides equity financing and management assistance to companies within the life sciences, technology, energy and healthcare sectors. From 1998 until 2000, Mr. Carthy served as the Biotechnology Portfolio Manager at Morningside Ventures where he focused on early stage private equity investments. Previously, he was Chief Business Officer of Cubist Pharmaceuticals and Senior Director of Business Development at Vertex Pharmaceuticals. Mr. Carthy served as a member of the board of the New England Venture Capital Association from 2006 until 2013 and was listed on the Forbes Midas List in 2009 as one of the leading venture capitalists. He received a Bachelor of Chemical Engineering from the University College Dublin, Ireland, a Master of Science in Chemical Engineering from the University of Missouri and a Master of Business Administration from the Harvard Graduate School of Business Administration.

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**About Rexahn Pharmaceuticals, Inc.**

Rexahn Pharmaceuticals is a clinical stage biopharmaceutical company dedicated to developing best-in-class therapeutics for the treatment of cancer. Rexahn currently has three clinical stage oncology candidates, Archexin®, RX-3117, and Supinoxin™ (RX-5902), and a robust pipeline of preclinical compounds to treat multiple types of cancer. Rexahn has also developed proprietary drug discovery platform technologies in the areas of Nano-Polymer-Drug Conjugate Systems (NPDCS), nano-medicines, 3D-GOLD, and TIMES. For more information, please visit [www.rexahn.com](http://www.rexahn.com).

**Safe Harbor**

To the extent any statements made in this press release deal with information that is not historical, these are forward-looking statements under the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about Rexahn's plans, objectives, expectations and intentions with respect to future operations and products and other statements identified by words such as "will," "potential," "could," "can," "believe," "intends," "continue," "plans," "expects," "anticipates," "estimates," "may," other words of similar meaning or the use of future dates. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Uncertainties and risks may cause Rexahn's actual results to be materially different than those expressed in or implied by Rexahn's forward-looking statements. For Rexahn, particular uncertainties and risks include, among others, the difficulty of developing pharmaceutical products, obtaining regulatory and other approvals and achieving market acceptance; the marketing success of Rexahn's licensees or sublicensees; the success of clinical testing; and Rexahn's need for and ability to obtain additional financing. More detailed information on these and additional factors that could affect Rexahn's actual results are described in Rexahn's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q. All forward-looking statements in this news release speak only as of the date of this news release. Rexahn undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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