
**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): December 3, 2014 (December 2, 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))

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

Effective as of December 2, 2014, Rexahn Pharmaceuticals, Inc., a Delaware corporation (the “Company”) appointed Richard Rodgers to serve as a director of the Company until the 2015 annual meeting of stockholders and until his successor is duly elected and qualified.

Mr. Rodgers was most recently Executive Vice President, Chief Financial Officer, Secretary and Treasurer of TESARO, an oncology focused biopharmaceutical company which he co-founded, from March 2010 until August 2013. He previously served as the Chief Financial Officer from June 2009 to February 2010 of Abraxis BioScience, which was subsequently acquired by Celgene. Prior to that, Mr. Rodgers served as Senior Vice President, Controller and Chief Accounting Officer of MGI PHARMA, from 2004 until its acquisition by Eisai, in January 2008. He has held finance and accounting positions at several private and public companies, including Arthur Andersen. Mr. Rodgers also serves as a director for Ardelyx, Inc. Mr. Rodgers received a B.S. in Financial Accounting from St. Cloud State University and his MBA in Finance from the University of Minnesota, Carlson School of Business.

Consistent with the Company’s compensation policy for non-employee directors, Mr. Rodgers will receive (i) a pro-rated annual retainer of \$10,000 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) 30,000 options to purchase shares of the common stock of the Company.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	Rexahn Pharmaceuticals, Inc. press release dated December 3, 2014, reporting the addition of Richard Rodgers to its Board of Directors.

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: December 3, 2014

/s/ Tae Heum Jeong

Tae Heum Jeong

Senior Vice President of Finance and Chief Financial Officer

CONTACTS:

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Rexahn Pharmaceuticals Appoints Richard Rodgers to its Board of Directors

Rockville, MD., Dec. 3, 2014 - Rexahn Pharmaceuticals, Inc. (NYSE MKT: RNN), a clinical stage biopharmaceutical company developing best-in-class therapeutics for the treatment of cancer, announced today the appointment of Richard Rodgers to the company's Board of Directors.

"We are very pleased to have Rick join Rexahn's Board of Directors," stated Peter D. Suzdak, Ph.D., Rexahn's Chief Executive Officer. "Rick brings deep experience in financial management of oncology-focused development companies, in and out-licensing deals, as well as mergers and acquisitions with big-pharma."

Chang Ahn, Ph.D., Chairman of the Board of Directors of Rexahn added, "Rick's experience in managing oncology-focused biopharmaceutical companies spans the corporate life cycle from start-up, to building multi-billion valuations, to acquisition. We look forward to benefitting from his experience."

Mr. Rodgers was most recently Executive Vice President, Chief Financial Officer, Secretary and Treasurer of TESARO, an oncology focused biopharmaceutical company which he co-founded, from March 2010 until August 2013. He previously served as the Chief Financial Officer from June 2009 to February 2010 of Abraxis BioScience, which was subsequently acquired by Celgene. Prior to that, Mr. Rodgers served as Senior Vice President, Controller and Chief Accounting Officer of MGI PHARMA, from 2004 until its acquisition by Eisai, in January 2008. He has held finance and accounting positions at several private and public companies, including Arthur Andersen. Mr. Rodgers also serves as a director for Ardelyx, Inc. Mr. Rodgers received a B.S. in Financial Accounting from St. Cloud State University and his MBA in Finance from the University of Minnesota, Carlson School of Business.

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.

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 cash flow requirements, future operations and products, enrollments in clinical trials, the path of clinical trials and development activities, 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 success and design 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.
