

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): September 12, 2022

Progressive Care Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction

of Incorporation)

000-52684

(Commission

File Number)

32-0186005

(I.R.S. Employer

Identification No.)

400 Ansin Blvd., Suite A

Hallandale Beach, FL 33009

(Address of Principal Executive Offices) (Zip Code)

(305) 760-2053

(Registrant's telephone number, including area code)

N/A

(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:

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☐ 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: None

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

Appointment of Directors

On September 13, 2022, Progressive Care Inc. (the “Company”) appointed Charles M. Fernandez as Chairman of the Board of Directors (“Chairman”) of the Company and Rodney Barreto as the Vice Chairman of the Board of Directors (“Vice Chairman”) of the Company. In connection with these appointments, Alan Jay Weisberg, the Company’s current Chairman and Chief Executive Officer, was appointed to serve as a Vice Chairman of the Company’s Board of Directors.

Charles M. Fernandez

Mr. Fernandez, age 60, has extensive experience identifying profitable start-up and dislocation opportunities, building significant value and executing both private and public exit strategies. Mr. Fernandez has served as NexPlat Corp’s Executive Chairman since May 28, 2021 and its Chief Executive Officer since June 5, 2021. Mr. Fernandez was a co-founder and the Chairman of Kempstar (a large-scale marketer of energy and agricultural commodities) from November 2015 through June 2020; a member of the Supervisory Board of Smartrac (a RFID products and IoT solutions) from January 2019 through March 2020; Chief Executive Officer of eApeiron Solutions (a brand protection and e-commerce company) from June 2016 through December 2018; served as the founder and Chief Investment Officer of Barnstar Funds, LP (a fund established in 2012 for investment in special situations across the capital markets) from October 2012 through March 2016; and co-founder and Chairman of Lakeview Health Systems, LLC (a private pay, specialized hospital company) from December 2003 through December 2012.

The Company and Mr. Fernandez have agreed to enter into a stock option agreement (the “Fernandez Option Agreement”), in connection with Mr. Fernandez’s appointment as Chairman, pursuant to which Mr. Fernandez will receive options to purchase up to 5% of the Company’s issued and outstanding stock as measured on the date the options are granted under the Fernandez Option Agreement (the “grant date”), at an exercise price of \$0.02 per share. The options under the Fernandez Option Agreement will vest as follows:

- Mr. Fernandez will have options to purchase up to 2% of the Company’s issued and outstanding stock, as measured on the grant date, immediately upon the effectiveness of the Fernandez Stock Option Agreement;
- Upon Company’s market capitalization reaching \$50 million for five consecutive trading days, Mr. Fernandez will have the option to purchase up to an additional 1% of the Company’s issued and outstanding stock, as measured on the grant date;
- Upon the Company’s market capitalization reaching \$100 million for five consecutive trading days, Mr. Fernandez will have the option to purchase up to an additional 1% of the Company’s issued and outstanding stock, as measured on the grant date; and
- Upon the Company’s market capitalization reaching \$200 million for five consecutive trading days, Mr. Fernandez will have the option to purchase up to an additional 1% of the Company’s issued and outstanding stock, as measured on the grant date.

Rodney Barreto

Mr. Barreto, age 64, has extensive leadership and entrepreneurial experience. Mr. Barreto has served on the Board of Directors of NextPlat Corp since January 20, 2022. Mr. Barreto is President and CEO of the Barreto Group and of Barreto Hospitality since their founding. The Barreto Group, which was founded in 1988, is a diversified company specializing in corporate and public affairs consulting, real estate investment, and development. Barreto Hospitality, which was founded in 2020, is the food, beverage, and hospitality arm of NextPlat Corp., boasting a wide array of dining and entertainment venues across South Florida. Mr. Barreto is also the founding partner of Floridian Partners, LLC. Floridian Partners LLC, which was founded in 2000, is a consulting firm that develops and manages effective corporate and public affairs strategies designed to achieve specific business results. Mr. Barreto has also served as the CEO of Barreto Capital, LLC, a private money lender, since November 2018. Mr. Barreto has chaired the Super Bowl Host Committee a record three (3) times, in the years 2007, 2010 and 2020.

The Company and Mr. Barreto have agreed to enter into a stock option agreement (the “Barreto Option Agreement”), in connection with Mr. Barreto’s appointment as Vice Chairman, pursuant to which Mr. Barreto will receive options to purchase up to 4% of the Company’s issued and outstanding stock as measured on the date the options are granted under the Barreto Option Agreement (the “grant date”), at an exercise price of \$0.02 per share. The options under the Barreto Option Agreement will vest as follows.

- Mr. Barreto will have options to purchase up to 1% of the Company’s issued and outstanding stock, as measured on the grant date, immediately upon the effectiveness of the Barreto Stock Option Agreement;
- Upon Company’s market capitalization reaching \$50 million for five consecutive trading days, Mr. Barreto will have the option to purchase up to an additional 1% of the Company’s issued and outstanding stock, as measured on the grant date;
- Upon the Company’s market capitalization reaching \$100 million for five consecutive trading days, Mr. Barreto will have the option to purchase up to an additional 1% of the Company’s issued and outstanding stock, as measured on the grant date; and
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Upon the Company’s market capitalization reaching \$200 million for five consecutive trading days, Mr. Barreto will have the option to purchase up to an additional 1% of the Company’s issued and outstanding stock, as measured on the grant date.

The appointments of Mr. Fernandez and Mr. Barreto were made pursuant to the Company’s entry into a Securities Purchase Agreement (the “SPA”) with NextPlat Corp (NASDAQ: NXPL, NXPLW) (“NextPlat”), pursuant to which NextPlat purchased 3,000 newly issued units of securities from the Company (the “Units”) at a price per Unit of \$2,000, for an aggregate purchase price of \$6 million, with each Unit consisting of one share of Series B Convertible Preferred Stock of the Company and one warrant to purchase a share of Series B Preferred Stock, as had been previously disclosed. In addition, the Company is obligated to pay Messrs. Fernandez and Barreto interest and principal payments under that certain Amended and Restated Convertible Promissory Note dated September 2, 2022, which obligation was acquired by Messrs. Fernandez and Barreto and certain other investors from Iliad Research and Trading, L.P. on September 2, 2022.

Resignation of Directors

On September 12, 2022, Birute Norkute, the Company’s Chief Operating Officer, notified Progressive Care, Inc. (the “Company”) of her resignation as Director, with such resignation to become effective immediately. Such resignation is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices, and Ms. Norkute will continue to serve as Chief Operating Officer.

On September 12, 2022, Oleg Firer notified the Company of his resignation as Director, and any other positions held with the Company or any of its subsidiaries, regardless of whether Mr. Firer had been appointed, with such resignations to become effective immediately. Such resignation is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

The foregoing descriptions of each of the Fernandez Option Agreement and the Barreto Option Agreement are qualified in their entirety by reference to the full text of such agreements. The Company will file the complete Fernandez Option Agreement and the Barreto Option Agreement as exhibits to the Company’s Quarterly Report on Form 10-Q for the quarter that will end on September 30, 2022.

Item 8.01. Other Events.

On September 15, 2022, the Company issued a press release related to the appointments and resignations described above (the “Press Release”). The Press Release is furnished hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Press Release
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

PROGRESSIVE CARE, INC.

Date: September 16, 2022

By: /s/ Alan Jay Weisberg
Name: Alan Jay Weisberg
Title: Chief Executive Officer

Progressive Care Announces New Chairman and Vice-Chairman of the Board

MIAMI, FL – September 15, 2022 – Progressive Care Inc. (OTCQB: RXMD) (“Progressive Care” or the “Company”), a personalized healthcare services and technology company, is pleased to announce the appointments of Charles M. Fernandez as its new Chairman of the Board and Rodney Barreto as Vice-Chairman of the Board effective September 13, 2022.

“I am privileged to take on the role of Chairman at such an exciting time for Progressive Care. I look forward to working closely with the Board and its leadership team to help ensure that during a time when technology is rapidly transforming the healthcare industry, that Progressive Care can continue to innovate and make a positive impact on all stakeholders for years to come,” said Charles Fernandez.

Mr. Fernandez is the Executive Chairman and CEO of NextPlat Corp and has over 30 years’ experience in identifying profitable start-up and dislocation opportunities, building significant value, and executing exit strategies as an entrepreneur and global investor. In 2008, Charles M. Fernandez joined Fairholme Capital Management. As President, he co-managed all three Fairholme funds, and was commended for bringing in a \$2 billion gain for shareholders. Throughout his impressive career in Media, Pharmaceuticals, Healthcare, Finance and Technology, he has participated in more than 100 significant mergers, acquisitions, and product development projects. Mr. Fernandez was the founder, Chairman, and CEO of eApeiron Solutions, LLC, a brand protection and e-commerce company in partnership with Alibaba and Eastman Kodak which was successfully sold to Smartrac, leading developer, manufacturer, and supplier of RFID and Internet of Things (“IoT”) solutions, a unit of Avery Dennison Corporation.

“I share in Progressive Care’s belief that technology has the potential to significantly improve patients’ lives and create healthier communities,” said Rodney Barreto. “It’s my honor to join Progressive Care’s Board of Directors and to be part of a company that is committed to enhancing chronic care management through constant innovation.”

Mr. Barreto’s business career spans over 35 years including his role at the Barreto Group and earlier, as the founding partner of Floridian Partners, LLC, a corporate and public affairs consulting firm recognized by policy makers as one of the top in its industry in Florida. He has chaired the Super Bowl Host Committee in 2007, 2010 and 2020, helping to raise more than \$100 million dollars for the success of Miami Super Bowls. As a philanthropist and conservationist, Mr. Barreto is also a three-time appointee to the Florida Fish and Wildlife Conservation Commission after having been appointed first by Governor Jeb Bush, the Governor Charlie Crist, and most recently by Governor Ron DeSantis where he has served for over 10 years including holding the title of Chairman eight times. He has twice chaired the Annual U.S. Conference of Mayors, was Chairman of the 1999 Breeder’s Cup Championship held in South Florida and was the Chairman of the 1999 Sister Cities International Convention in Miami. Currently, Mr. Barreto is the Membership Chairman of the Florida Council of 100, and a member of the Boards of Fairchild Tropical Botanic Garden, the Baptist Health South Florida Giving Society, the Bonefish and Tarpon Trust, the Guy Harvey Ocean Foundation, and a member of Miami Dade County Schools Superintendent Carvalho’s Business Advisory Council. Prior to his career in public affairs and real estate, Mr. Barreto was a City of Miami police officer and is a member of the Florida Highway Patrol Advisory Council.

Oleg Firer and Birute Norkute have resigned from the Company's Board effective September 12, 2022. Ms. Norkute will continue to serve as the company's Chief Operations Officer and Alan Jay Weisberg has assumed the new role of Co-Vice Chairman, remaining on the Board, while also continuing to serve as Progressive Care's Chief Executive Officer.

"We are pleased to welcome Charlie and Rodney to Progressive's Board and are confident they will provide valuable leadership and perspectives as we continue to execute our growth strategy and drive profitability, enhancing value for our shareholders," said Mr. Weisberg.

"Progressive Care is immensely grateful for Oleg's dedication and support over the years, as he contributed his knowledge, expertise and insights to our Board. We wish him an abundance of success in his current mission and prosperity in his future endeavors," concluded Mr. Weisberg.

For more information about Progressive Care, please visit the company's website.

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Progressive Care Inc.

<https://www.progressivecareus.com/>

<https://twitter.com/ProgressCareUS>

PharmCoRx

<https://www.pharmcorx.com/>

<https://twitter.com/PharmCoRx>

ClearMetrX

<https://www.clearmetrx.com/>

<https://www.facebook.com/clearmetrx/>

About Progressive Care

Progressive Care Inc. (OTCQB: RXMD), through its subsidiaries, is a Florida health services organization and provider of prescription pharmaceuticals, compounded medications, provider of tele-pharmacy services, the sale of anti-retroviral medications, medication therapy management (MTM), the supply of prescription medications to long-term care facilities, and health practice risk management.

Cautionary Statement Regarding Forward-Looking Statements Statements contained herein that are not based upon current or historical fact are forward-looking in nature and constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements reflect the Company's expectations about its future operating results, performance, and opportunities that involve substantial risks and uncertainties. These statements include but are not limited to statements regarding departure of the company's CEO. When used herein, the words "anticipate," "believe," "estimate," "upcoming," "plan," "target," "intend" and "expect" and similar expressions, as they relate to Progressive Care Inc., its subsidiaries, or its management, are intended to identify such forward-looking statements. These forward-looking statements are based on information currently available to the Company and are subject to a number of risks, uncertainties, and other factors that could cause the Company's actual results, performance, prospects, and opportunities to differ materially from those expressed in, or implied by, these forward-looking statements.

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