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): January 14, 2020 (January 13, 2020)

ALDEYRA THERAPEUTICS, INC.
(Exact name of Registrant as specified in its charter)

Delaware	**001-36332**	**20-1968197**
(State or other jurisdiction of incorporation)	**(Commission File No.)**	**(IRS Employer Identification No.)**

131 Hartwell Avenue, Suite 320
Lexington, MA 02421
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (781) 761-4904

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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 par value per share	**ALDX**	**The Nasdaq Stock Market, LLC**

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.

(d) January 13, 2020, based upon the recommendation of the Nominating/Corporate Governance Committee of the Board of Directors (the "Board") of Aldeyra Therapeutics, Inc. ("Aldeyra"), the Board elected Nancy Miller-Rich as a Class I director, with her initial term expiring at Aldeyra's 2021 annual meeting of stockholders. In connection with Ms. Miller-Rich's election, and pursuant to the Company's bylaws, the Board has increased the number of directors to eight. A copy of the press release announcing the election of Ms. Miller-Rich is attached as Exhibit 99.1 and incorporated herein by reference.

Pursuant to Aldeyra's non-employee director compensation program, as a non-employee joining the Board, Ms. Miller-Rich was granted a non-statutory stock option to purchase 24,264 shares of Aldeyra's common stock on January 13, 2020 with an exercise price equal to the closing stock price of Aldeyra's common stock on The Nasdaq Capital Market on January 13, 2020. This option will vest ratably in annual installments over three years of service following the date of grant. She will also receive an annual fee of $30,000 for service as a director. In addition, she will be eligible to receive, upon the conclusion of each annual meeting of stockholders, a non-statutory stock option to purchase approximately $86,000 of Aldeyra's common stock on that date with an exercise price equal to the fair market value of Aldeyra's common stock on the grant date. Such annual grant will vest in full on the one-year anniversary of the grant date. Aldeyra's non-employee director compensation program is described in further detail in Aldeyra's Proxy Statement for its 2019 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 22, 2019 pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended.

Ms. Miller-Rich and Aldeyra will also enter into an indemnification agreement requiring Aldeyra to indemnify her to the fullest extent permitted under Delaware law with respect to her service as a director. The indemnification agreement will be in the form entered into with Aldeyra's other directors and executive officers. This form is attached hereto as Exhibit 99.2.

There is no arrangement or understanding between Ms. Miller-Rich and any other person pursuant to which Ms. Miller-Rich was appointed as a director. The Board has determined that Ms. Miller-Rich is an independent director in accordance with applicable rules of the Securities and Exchange Commission and the Nasdaq Stock Market.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Aldeyra Therapeutics, Inc. Press Release, dated January 14, 2020.
99.2	Form of Indemnification Agreement between Aldeyra Therapeutics, Inc. and each of its directors and executive officers (incorporated by reference to Exhibit 10.1 to Amendment No. 2 to the Aldeyra Therapeutics, Inc.'s Registration Statement on Form S-1 (SEC File No. 333-193204) filed with the SEC on March 17, 2014).

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.

Dated: January 14, 2020

ALDEYRA THERAPEUTICS, INC.

By: /s/ Joshua Reed

Name: Joshua Reed
Title: Chief Financial Officer

Exhibit 99.1

News Release

Aldeyra Therapeutics Appoints Nancy Miller-Rich to Board of Directors

Addition of 35-Year Pharmaceutical Industry Veteran Augments Board's Business Development and Commercial Strategy Expertise

Lexington, Mass., January 14, 2020 – Aldeyra Therapeutics, Inc. (Nasdaq: ALDX) (Aldeyra), a biotechnology company devoted to developing and commercializing next-generation medicines to improve the lives of patients with immune-mediated diseases, today announced the appointment of Nancy Miller-Rich to the company's board of directors.

"Nancy brings enterprise-wide strategic thinking and business development expertise over more than 35 years in the pharmaceutical industry, including senior roles with Merck Pharmaceuticals and Schering-Plough," said Richard H. Douglas, Ph.D., Chairman of the Aldeyra board of directors. "Her public company experience, particularly her strong background in areas such as licensing, joint ventures, and global commercial development, is expected to enhance our stewardship as Aldeyra continues to advance toward potential product commercialization."

Ms. Miller-Rich is Chief Executive of Miller-Rich Associates, a pharmaceutical industry consultancy she founded in 2017. Previously, she served in leadership roles at Merck & Co., Inc. and Schering-Plough Corporation, where she was Senior Vice President, Global Human Health Business Development & Licensing, Strategy and Commercial Support from 2013 to 2017 and Group Vice President, Consumer Care Global New Ventures and Strategic Commercial Development from 2007 to 2013. Prior to joining Schering-Plough Corporation in 1990, Ms. Miller-Rich served in a variety of commercial and marketing roles at Sandoz Pharmaceuticals and Sterling Drug, Inc. She is a director of Intercept Pharmaceuticals, Inc. and UDG Healthcare plc, as well as a board member of a number of private and not-for-profit entities. Ms. Miller-Rich received her B.S. in Business Administration, Marketing from Ithaca College in Ithaca, New York.

"I look forward to contributing to the Aldeyra board and working closely with the leadership team to guide the company's strategic growth," Ms. Miller-Rich said. "Aldeyra's pipeline comprises novel, diverse and highly differentiated therapeutic approaches to treat significant unmet medical needs. It's gratifying to help such an innovative organization continue to achieve success."

Ms. Miller-Rich's appointment expands Aldeyra's board of directors to eight members, seven of whom are independent directors.

About Aldeyra Therapeutics

Aldeyra Therapeutics is a biotechnology company devoted to developing and commercializing next-generation medicines to improve the lives of patients with immune-mediated diseases. Aldeyra's lead investigational drug product candidates are potential first-in-class treatments in development for dry eye disease, allergic conjunctivitis, proliferative vitreoretinopathy, and Sjögren-Larsson Syndrome. The company is also developing other product candidates for retinal and systemic inflammatory diseases.

Safe Harbor Statement

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding Aldeyra's strategy, future operations, future financial position, projected costs and expenses, prospects, plans, and objectives and Aldeyra's plans and expectations for its product candidates, including plans relating to product development and commercialization. Aldeyra intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by terms such as, but not limited to, "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "anticipate," "project," "on track," "scheduled," "target," "design," "estimate," "predict," "potential," "aim," "plan" or the negative of these terms, and similar expressions intended to identify forward-looking statements. Such forward-looking statements are based upon current expectations that involve risks, changes in circumstances, assumptions and uncertainties. Aldeyra is at an early stage of development and may not ever have any products that generate significant revenue. All of Aldeyra's development timelines may be subject to adjustment depending on recruitment rate, regulatory review, preclinical and clinical results, and other factors that could delay the initiation or completion of clinical trials. Important factors that could cause actual results to differ materially from those reflected in Aldeyra's forward-looking statements include, among others, the timing of enrollment, commencement and completion of Aldeyra's clinical trials, the timing and success of preclinical studies and clinical trials conducted by Aldeyra and its development partners; updated or refined data based on Aldeyra's continuing review and quality control analysis of clinical data, Aldeyra's ability to design clinical trials with protocols and endpoints acceptable to applicable regulatory authorities; delay in or failure to obtain regulatory approval of Aldeyra's product candidates; the ability to maintain regulatory approval of Aldeyra's product candidates, and the labeling for any approved products; the risk that prior results, such as signals of safety, activity or durability of effect, observed from preclinical or clinical trials, will not be replicated or will not continue in ongoing or future studies or clinical trials involving Aldeyra's product candidates; the scope, progress, expansion, and costs of developing and commercializing Aldeyra's product candidates; uncertainty as to Aldeyra's ability to commercialize (alone or with others) Aldeyra's product candidates following regulatory approval, if any; the size and growth of the potential markets and pricing for Aldeyra's product candidates and the ability to serve those markets; Aldeyra's expectations regarding Aldeyra's expenses and revenue, the sufficiency or use of Aldeyra's cash resources and needs for additional financing; the rate and degree of market acceptance of any of Aldeyra's product candidates; Aldeyra's expectations regarding competition; Aldeyra's anticipated growth strategies; Aldeyra's ability to attract or retain key personnel; Aldeyra's limited sales and marketing infrastructure; Aldeyra's ability to establish and maintain development partnerships; Aldeyra's ability to successfully integrate acquisitions into its business; Aldeyra's expectations regarding federal, state and foreign regulatory requirements; regulatory developments in the United States and foreign countries; Aldeyra's ability to obtain and maintain intellectual property protection for its product candidates; the anticipated trends and challenges in Aldeyra's business and the market in which it operates; and other factors that are described in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of Aldeyra's Annual Report on Form 10-K for the year ended December 31, 2018 and Aldeyra's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, which are on file with the Securities and Exchange Commission (SEC) and available on the SEC's website at www.sec.gov. Additional factors may be set forth in those sections of Aldeyra's Annual Report on Form 10-K for the year ended December 31, 2019, expected to be filed with the SEC in the first quarter of 2020.

In addition to the risks described above and in Aldeyra's other filings with the SEC, other unknown or unpredictable factors also could affect Aldeyra's results. No forward-looking statements can be guaranteed, and actual results may differ materially from such statements. The information in this release is provided only as of the date of this release, and Aldeyra undertakes no obligation to update any forward-looking statements contained in this release on account of new information, future events, or otherwise, except as required by law.

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