
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): October 26, 2016

UNILIFE CORPORATION
(Exact name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34540
(Commission
File Number)

27-1049354
(IRS Employer
Identification No.)

250 Cross Farm Lane, York, Pennsylvania
(Address of Principal Executive Offices)

17406
(Zip Code)

Registrant's telephone number, including area code: (717) 384-3400

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))
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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.

On October 28, 2016, the Board of Directors (the “Board”) of Unilife Corporation (the “Company”) expanded the size of the Board from seven to nine members and appointed Rosemary A. Crane and Duane DeSisto to serve as members of the Board. There is no arrangement or understanding between either Ms. Crane or Mr. DeSisto and any other persons pursuant to which either Ms. Crane or Mr. DeSisto was selected as a director and neither Ms. Crane nor Mr. DeSisto is a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K. Ms. Crane and Mr. DeSisto will receive compensation consistent with the Company’s approach to director compensation as described in its definitive proxy statement for the annual meeting of stockholders which the Company filed with the U.S. Securities and Exchange Commission (“SEC”) on October 28, 2016. Neither Ms. Crane or Mr. DeSisto was appointed to a committee of the Board.

On October 27, 2016, William Galle notified the Company that he will not be seeking re-appointment to the Board and is therefore resigning from the Board effective as of the date of the Company’s 2016 annual stockholder meeting. Mr. Galle currently serves as Chairman of the Nominating and Corporate Governance Committee of the Board and as a member of the Compensation Committee of the Board. Mr. Galle’s decision not to stand for re-appointment to the Board did not relate to any disagreement with the Company. Mr. Galle will remain a member of the Board until the Company’s 2016 annual meeting of stockholders, which is currently scheduled to occur on December 15, 2016.

Item 8.01. Other Events

As previously disclosed, on May 17, 2016 and September 19, 2016, the Company received notices from the Listing Qualifications department of The NASDAQ Stock Market LLC (“NASDAQ”) stating that, because the Company had not timely filed its Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 (“Form 10-Q”) and its Annual Report on Form 10-K (“Form 10-K”) for the year ended June 30, 2016, respectively, the Company was not in compliance with NASDAQ Listing Rule 5250(c)(1). NASDAQ Listing Rule 5250(c)(1) requires listed companies to timely file all required periodic financial reports with the SEC. NASDAQ subsequently granted the Company an exception until November 7, 2016 to regain compliance with NASDAQ Listing Rule 5250(c)(1).

On October 26, 2016, the Company received a notice from the Listing Qualifications department of NASDAQ stating that, based on the Company’s filing of the Form 10-Q and the Form 10-K on October 24, 2016, the NASDAQ Staff has determined that the Company complies with NASDAQ Listing Rule 5250(c)(1) and, accordingly, the matter is now closed.

As previously disclosed, on October 17, 2016, the Company received a notice from the Listing Qualifications department of NASDAQ stating that, because the Company did not maintain a minimum Market Value of Listed Securities (“MVLS”) of \$50,000,000 for the last 30 consecutive business days, the Company is no longer in compliance with NASDAQ Listing Rule 5450(b)(2)(A). The Company has been provided until April 17, 2017 to regain compliance with the minimum MVLS listing requirement. Additional information regarding the notice regarding the minimum MVLS listing requirement can be found in the Company’s Current Report on Form 8-K filed with the SEC on October 24, 2016.

As previously disclosed, because the Company did not file audited financial statements with the Australian Securities Exchange (the “ASX”) by September 30, 2016, pursuant to ASX rules, trading in the Company’s CHESS Depositary Interests (“CDIs”) on the ASX was suspended. As a result of the Company’s filing of audited financial statements with the ASX on October 24, 2016, trading of the Company’s CDIs on the ASX has resumed.

The Company issued a press release on October 31, 2016, announcing the information described in this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated October 31, 2016.

Forward-Looking Statements

This report contains forward-looking statements. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. These forward-looking statements are based on management’s beliefs and assumptions and on information currently available to our management. Our management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. We do not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results, events and developments to differ materially from our historical experience and our present expectations or projections. These risks and uncertainties include, but are not limited to, those described in “Item 1A. Risk Factors” and elsewhere in our Annual Report on Form 10-K, those described in the “Risk Factors” set forth in our prospectus supplement, dated as of and filed with the SEC on February 22, 2016, those described from time to time in other reports which we file with the SEC, and other risks and uncertainties including, without limitation, the Company’s potential inability to satisfy the NASDAQ minimum MVLS listing requirement, which may result in the Company’s common stock being delisted from trading on NASDAQ and the financial impact to the Company as a result of the foregoing.

SIGNATURES

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

Unilife Corporation

Date: October 31, 2016

By: /s/ John Ryan

Name: John Ryan

Title: President and Chief Executive Officer



**Unilife Appoints Rosemary Crane and Duane DeSisto to its Board of
Directors; Unilife Announces Date of 2016 Annual Meeting**

YORK, PA, October 31, 2016 / PR Newswire/ — Unilife Corporation (“Unilife” or the “Company”) (NASDAQ: UNIS; ASX: UNS) announced that Rosemary A. Crane and Duane M. DeSisto have joined the Company’s Board of Directors. The Company also announced that its annual meeting of stockholders will be held on Thursday, December 15, 2016 at 4:00 p.m. U.S. ET.

“Rose and Duane are outstanding additions to our Board,” commented Mary Kate Wold, Unilife’s Board Chair. “Rose and Duane each has a proven track record of leading successful life sciences organizations. In particular, Rose brings a wealth of leadership, sales, and marketing expertise and insights; and Duane has led the successful development of drug delivery systems. Rose’s and Duane’s impressive accomplishments and experience will make them vital contributors in guiding our growth strategy.”

Ms. Crane has previously served as President and Chief Executive Officer of Epocrates, Inc., and prior to leading Epocrates, she held senior executive positions at Johnson & Johnson, including Group Chairman, OTC & Nutritional Group, Group Chairman, Consumer, Specialty Pharmaceuticals and Nutritionals, and Executive Vice President of Global Marketing for the Pharmaceutical Group. Ms. Crane has also served in executive roles at Bristol-Myers Squibb, including President of U.S. Primary Care and President of Global Marketing and Consumer Products. She presently serves as a Director of Teva Pharmaceuticals and as Vice Chairman of the Board of Zealand Pharma A/S. Ms. Crane received her MBA from Kent State University and her BA in Communications and English from the State University of New York.

Ms. Crane commented, “Serving on the Unilife Board is a great opportunity for me to share my experience in the life science industry with Unilife, and I look forward to working with Unilife’s Board and management team to move the Company ahead.”

Mr. DeSisto served as the President and Chief Executive Officer of Insulet Corporation from 2003 to 2014, after serving as Insulet’s Acting Chief Executive Officer and Chief Financial Officer and Treasurer. Prior to his executive roles at Insulet, Mr. DeSisto was President, Chief Executive Officer and Chief Financial Officer of PaperExchange.com, Inc., Chief Financial Officer of FGX International Holdings Limited (formerly AAI-Foster Grant, Inc.), and Chief Financial Officer of ZOLL Medical Corporation. Mr. DeSisto received his MBA from Bryant College and his BS from Providence College.

“I am enthusiastic about joining Unilife at this important inflection point for the Company. I look forward to bringing my experience in growing a successful drug delivery device organization to the Unilife team,” commented Mr. DeSisto. “I am also looking forward to working with Unilife’s strong Board and talented management team as they execute on their significant market opportunity.”

“Our executive team is delighted by the additions of Rose and Duane to the Unilife Board of Directors,” commented John Ryan, Unilife’s President and Chief Executive Officer. “Rose and Duane each bring deep industry knowledge and insights and executive leadership experience to Unilife, and I know they will be valuable assets in enhancing our leadership position in the wearable injector market.”

The Company’s Board of Directors was assisted by John Mitchell, Global Practice Managing Partner of Heidrick & Struggles’ Healthcare and Life Sciences Practice, in conducting the search for these new Directors.

Annual Meeting of Stockholders

Unilife’s annual meeting of stockholders will be held on Thursday, December 15, 2016, at 4:00 p.m., U.S. ET (8:00 a.m. AEDT on Friday, December 16, 2016), at One Liberty Place, 1650 Market Street, Suite 2800, Philadelphia, PA 19103. The meeting will be broadcast via the Investor Relations section of our website www.unilife.com as a “live” listen only webcast.

About Unilife Corporation

Unilife Corporation (NASDAQ:UNIS / ASX: UNS) is a U.S. based developer and commercial supplier of injectable drug delivery systems. Unilife has a portfolio of innovative, differentiated products with a primary focus on wearable injectors. Products within each platform are customizable to address specific customer, drug and patient requirements. Unilife’s global headquarters and manufacturing facilities are located in York, PA. For more information, visit www.unilife.com.

Forward-Looking Statements

This press release contains forward-looking statements. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. These forward-looking statements are based on management’s beliefs and assumptions and on information currently available to our management. Our management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. We do not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results, events and developments to differ materially from our historical experience and our present expectations or projections. These risks and uncertainties include, but are not limited to, those described in “Item 1A. Risk Factors” and elsewhere in our Annual Report on Form 10-K, those described in the “Risk Factors” set forth in Unilife’s prospectus supplement, dated as of and filed with the U.S. Securities and Exchange Commission on February 22, 2016, and those described from time to time in other reports which we file with the U.S. Securities and Exchange Commission.

General: UNIS-G

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