

**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 22, 2023**

**EARGO, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39616**  
(Commission File Number)

**27-3879804**  
(IRS Employer  
Identification No.)

**2665 North First Street, Suite 300**  
**San Jose, California**  
(Address of Principal Executive Offices)

**95134**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (650) 351-7700**

(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, \$0.0001 par value per share	EAR	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.**

On December 19, 2023, Adam Laponis notified Eargo, Inc. (“Eargo” or the “Company”) that he will step down as Chief Financial Officer and depart Eargo on January 5, 2024. Mr. Laponis has elected to pursue an opportunity outside of Eargo.

On December 19, 2023, Eargo appointed Mark Thorpe as Chief Financial Officer, effective January 5, 2024, to succeed Mr. Laponis. Mr. Thorpe, 56, has served as the Company’s Chief Accounting Officer and principal accounting officer since January 2022 and will continue to serve as the Company’s principal accounting officer in his new role. Prior to his promotion to Chief Accounting Officer, Mr. Thorpe served as the Company’s Vice President of Finance and Corporate Controller since September 2019. Prior to Eargo, from August 2018 to June 2019, Mr. Thorpe served as the Senior Vice President of Finance and Operations at Bitmovin, Inc., a provider of web-based video infrastructure solutions. Prior to that, from October 2014 to June 2018, Mr. Thorpe served as the Vice President, Head of Finance and Administration at VeloCloud Networks, Inc. (acquired by VMware, Inc.) a provider of cloud, software and hardware-based SD-WAN services. Mr. Thorpe has also served in various leadership roles in accounting and finance at ServiceSource, Inc., Citrix Systems, Inc., and United Parcel Services, Inc., and Mr. Thorpe began his professional career with KPMG, LLP. Mr. Thorpe holds dual masters and bachelors degrees in accounting from the University of Florida. He is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants.

There are no family relationships between Mr. Thorpe and any director, executive officer or person nominated or chosen by the Company to become a director or executive officer of the Company within the meaning of Item 401(d) of Regulation S-K. There are no arrangements or understandings with any other person pursuant to which Mr. Thorpe will be appointed as the Company’s Chief Financial Officer. Mr. Thorpe has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

As of December 20, 2023, the Company has entered into a promotion letter with Mr. Thorpe in connection with his appointment as Chief Financial Officer. Mr. Thorpe will receive an annual base salary of \$335,000 and a target annual discretionary cash bonus of 50% of his annual base salary. The other terms of Mr. Thorpe’s employment with the Company will remain unchanged.

The above description of the material terms of the promotion letter is qualified in its entirety by reference to the full text of the promotion letter, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

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**Item 9.01      Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
10.1	<a href="#">Promotion Letter by and between Eargo, Inc. and Mark Thorpe.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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.

EARGO, INC.

Date: December 22, 2023

By: /s/ William Brownie

William Brownie  
Interim Chief Executive Officer and  
Chief Operating Officer

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December 20, 2023

Mark Thorpe  
(sent via DocuSign)

Dear Mark:

On behalf of Eargo, Inc., (the "**Company**"), and following the approval of the Company's Board of Directors, we are pleased to offer you a new position within the Company as Chief Financial Officer (CFO), effective January 5, 2024. The details and terms associated with the new position are listed below:

**Job Title:** Chief Financial Officer (CFO)

**Department:** Executive

**Reports into:** Chief Executive Officer

**Employment Type:** Exempt, Full Time

**Compensation:** Annual salary of \$335,000 that will be paid semi-monthly in accordance with the Company's normal payroll procedures.

**Incentive/**

**Bonus plan:** You will transition to the 50% bonus plan, which will be paid in accordance with obtaining the goals outlined in any applicable plan document.

**Benefits:** All Company benefits and your benefit eligibility remain unchanged with your change in position.

Sincerely,

/s/ William Brownie

William Brownie

Interim Chief Executive Officer and Chief Operating Officer

**Agreed to and accepted:**

Signature: /s/ Mark Thorpe

Printed Name: Mark Thorpe

Date: December 20, 2023

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