

**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): **June 15, 2021**

Vericel Corporation

(Exact name of registrant as specified in its charter)

Michigan
(State or other
jurisdiction of
incorporation)

001-35280
(Commission File
Number)

94-3096597
(I.R.S. Employer
Identification No.)

64 Sidney Street
Cambridge, MA
(Address of principal executive
offices)

02139
(Zip Code)

Registrant's telephone number, including area code: **(617) -588-5555**

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 (see General Instruction A.2. below):

- 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, no par value	VCEL	NASDAQ

Indicate by a check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§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. o

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

On June 15, 2021, Sandra Pennell notified Vericel Corporation (the “Company”) of her intention to resign as the Company’s Vice President, Controller and principal accounting officer. The effective date of Ms. Pennell’s resignation is July 2, 2021. In connection with Ms. Pennell’s resignation, Ms. Pennell and the Company are expected to enter into a consulting agreement pursuant to which she will assist the Company with transition matters and such other matters as the Company and Ms. Pennell may agree from time to time. Ms. Pennell will be compensated at a market hourly rate for certain services under the consulting agreement.

On June 21, 2021, Joseph Mara, the Company’s Chief Financial Officer, was appointed principal accounting officer as of the effective date of Ms. Pennell’s resignation. Mr. Mara’s biographical information is set forth in the Current Report on Form 8-K dated January 25, 2021 and such information is incorporated herein by reference. There are no arrangements or understandings between Mr. Mara and any other persons pursuant to which he became the Company’s principal accounting officer. There is no family relationship between Mr. Mara and any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer at the Company. The Company has not entered into any transactions with Mr. Mara that would require disclosure pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

As of the date of this Current Report on Form 8-K, no new compensatory arrangements have been entered into with Mr. Mara in connection with his appointment as the Company’s principal accounting officer.

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.

Vericel Corporation

Date: June 21, 2021

By: /s/ Sean C. Flynn

Name: Sean C. Flynn

Title: Vice President, General Counsel and Secretary
