

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) May 3, 2018

**REPRO MED SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction  
of incorporation)

0-12305  
(Commission  
File Number)

13-3044880  
(IRS Employer  
Identification No.)

24 Carpenter Road, Chester, New York  
(Address of principal executive offices)

10918  
(Zip Code)

Registrant's telephone number, including area code (845) 469-2042

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

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**ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

At a meeting of the Board of Directors (the "Board") of Repro Med Systems, Inc., a New York corporation (the "Company") held on May 3, 2018, the Board approved and adopted effective as of such date amendments (the "Amendment") to the Amended and Restated By-Laws of the Company (the "By-Laws") in order to separate the offices of the Chairman of the Board and the Chief Executive Officer and to provide for a designated Lead Independent Director.

Andrew I. Sealfon, Chief Executive Officer, remains the Chairman of the Board until his resignation or removal as provided in the By-Laws. Daniel Goldberger, an independent director, has been elected to serve as the Lead Director until his resignation or removal as provided in the By-Laws.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment attached hereto as Exhibit 3(iii) and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit No. Description

3.1 [Amendment to Amended and Restated By-Laws dated October 5, 2016, dated May 3, 2018.](#)

**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.

REPRO MED SYSTEMS, INC.  
(Registrant)

Date: May 10, 2018

By: /s/ Andrew I. Sealfon  
Andrew I. Sealfon  
President and Chief Executive Officer

**Exhibit 3.1**

**AMENDMENT TO BY-LAWS OF REPRO MED SYSTEMS, INC.**

The By-Laws of Repro Med Systems, Inc. dated are hereby amended as follows:

Article III is hereby amended by adding a new Section 7 as follows:

Section 7. Chairman of the Board; Lead Director. The Chairman of the Board, if one be elected, shall be appointed by resolution of the Board of Directors and shall preside at all meetings of the Board of Directors and shareholders. If the offices of the Chief Executive Officer and Chairman of the Board are not separate, or if the Chairman is not considered by the Board of Directors to be an independent director, the independent directors will elect one of their number to serve as Lead Director. The Lead Director, if any, will chair meetings of independent directors, will facilitate communications between other members of the Board of Directors and the Chief Executive Officer and the Chairman, and will assume other duties which the independent directors as a whole may designate from time to time.

Article IV, Section 2 is hereby deleted in its entirety and replaced with the following:

The Chairman of the Board, if one be elected, shall preside at all meetings of the Board of Directors and shareholders and shall perform such other duties as may be assigned by the Board of Directors or the Executive Committee.

Except as herein amended, the By-Laws shall remain in full force and effect.

AS APPROVED BY THE BOARD OF DIRECTORS ON MAY 3, 2018

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