

CERUS CORP  
Form 8-K/A  
May 18, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 14, 2011

**CERUS CORPORATION**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission

(IRS Employer

File No.)  
2550 Stanwell Drive

Identification No.)

Concord, California 94520

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (925) 288-6000

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))

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**Explanatory Note**

This Current Report on Form 8-K/A amends and restates the information in Item 5.02 of the Current Report on Form 8-K filed by Cerus Corporation (the Company) with the Securities and Exchange Commission (SEC) on April 20, 2011 (the Original Filing) related to the appointment of William M. Greenman as President and Chief Executive Officer and as a member of the Company's Board of Directors (the Board). The Original Filing incorrectly identified the Board as approving Mr. Greenman's compensation. The Compensation Committee of the Board approved the changes to Mr. Greenman's compensation at a meeting held on April 19, 2011. In addition to the foregoing, the revised disclosure below corrects the exercise price of the stock option granted to Mr. Greenman to reflect the closing price of the Company's common stock on April 19, 2011, which was the date of grant.

Except for the amended and restated information related to Mr. Greenman in Item 5.02, no other changes are being made to the Original Filing. This Current Report on Form 8-K/A continues to describe the Company's condition as of the date of the Original Filing and the disclosures contained herein have not been updated to reflect events, results or developments that have occurred after the Original Filing, or to modify or update those disclosures affected by subsequent events. This Current Report on Form 8-K/A should be read in conjunction with the Original Filing.

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

*Appointment of William M. Greenman as President and Chief Executive Officer and as a member of the Board*

On April 18, 2011, the Board appointed William M. Greenman, the Company's current Senior Vice President, Business Development & Marketing and Chief Business Officer, as the Company's President and Chief Executive Officer, effective immediately. In addition, the Board elected Mr. Greenman to the Board, effective immediately, to serve until the next annual meeting of the Company's stockholders.

William M. Greenman, 44, served as the Company's Senior Vice President, Business Development and Marketing from August 2008 until April 2011 and was named the Company's Chief Business Officer in April 2010. Previously, Mr. Greenman served as President, Cerus Europe, from 2006 until August 2008. From 1999 to 2006, Mr. Greenman served as Vice President, Business Development after returning to the Company from a brief time in the venture capital business. Prior to joining the Company in 1995 as Director of Business Development, Mr. Greenman worked in various marketing and business development positions in Baxter's Biotech Division from 1991 to 1995. Mr. Greenman has served on the board of directors of Aduro BioTech, a venture backed private cancer vaccines company, since June 2010.

In connection with Mr. Greenman's appointment as President and Chief Executive Officer, on April 19, 2011, the Compensation Committee of the Board approved the following changes to Mr. Greenman's compensation, effective immediately:

1. an increase in Mr. Greenman's annual base salary from \$321,360 per year to \$415,000 per year;
2. the grant of an option to purchase 550,000 shares of the Company's Common Stock at an exercise price of \$2.70 per share, which shall vest as to (1/8th) of the shares six months after the appointment date and 1/48th of the shares vest each month thereafter; and
3. an adjustment to Mr. Greenman's target bonus percentage under the Bonus Plan for Senior Management of Cerus Corporation from 35% to 60%.

Mr. Greenman will not receive any compensation in connection with his service as a member of the Board.

**SIGNATURE**

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.

Dated: May 18, 2011

**CERUS CORPORATION**

By: /s/ Lori L. Roll  
Lori L. Roll  
Vice President, Administration and Corporate Secretary