
**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 30, 2013

MELA Sciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-51481
(Commission
File Number)

13-3986004
(IRS Employer
Identification No.)

50 South Buckhout Street, Suite 1
Irvington, New York
(Address of principal executive offices)

10533
(Zip Code)

Registrant's telephone number, including area code (914) 591-3783

(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 Instructions 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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Item 5.02 — Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On December 30, 2013, the Board of Directors of MELA Sciences, Inc. (the “Company”) filled a current vacancy on the Board by the appointment of Jeffrey O’Donnell as a director of the Company, effective as of January 1, 2014. Mr. O’Donnell was also appointed to serve as a member of the Company’s Compensation Committee, effective as of January 1, 2014. Mr. O’Donnell is deemed by the Board to be an independent director.

In 2009, Mr. O’Donnell, age 53, joined BioStar Ventures, a venture capital firm created by physicians and medical business leaders to invest primarily in early stage medical devices. He is currently a Managing Director. In 2007, Mr. O’Donnell started Embrella Cardiovascular, Inc., a medical device startup company. In August of 2009, he was named Chairman and Chief Executive Officer of the company, which was later, sold to Edwards Lifesciences Corporation in 2011. From 1999 through 2009, Mr. O’Donnell served as President, Chief Executive Officer and a Director of PhotoMedex, Inc., a public medical device company listed on the Nasdaq Stock Market.

From 1995 through 2000, Mr. O’Donnell was at Cardiovascular Dynamics, Inc., a company focused in interventional cardiology, where he served in a number of senior executive positions, including President and Chief Operating Officer and Chairman and Chief Executive Officer. Cardiovascular Dynamics became Radiance Medical Systems, which was purchased by Endologix, Inc. in 2000. Mr. O’Donnell remained on the Board of Directors until 2012.

Currently, Mr. O’Donnell sits on the Board of Directors of CD Diagnostics, Inc., as well as BioSig Technologies, Inc. Mr. O’Donnell is also the Executive Chairman of the Board of Trice Orthopedics, Inc.

On December 30, 2013, Mindy Meads, Anne Egger and Mark Fabiani notified the Company of their respective resignations, due to other professional commitments, from the Company’s Board of Directors, effective as of the close of business on December 31, 2013.

On December 30, 2013, Richard I. Steinhart, the Company’s Sr. Vice-President, Chief Financial Officer, Secretary and Treasurer notified the Company of his resignation from the Company, effective as of the close of business on December 31, 2013. In connection with his resignation and in recognition of his years of service, the Company will make a lump sum severance payment to Mr. Steinhart of \$97,500, representing six months of his current salary. Rose Crane, the Company’s Chief Executive Officer, was appointed acting Chief Financial Officer, Secretary and Treasurer until a replacement can be found.

On December 30, 2013, the Board appointed Mary Phelan CPA, the Company’s Controller, to serve as the Company’s principal accounting officer and acting principal financial officer, effective January 1, 2014. Ms. Phelan, age 51, joined the Company in December 2013. From February 2012 to December 2013, Ms. Phelan provided CPA/Controller consulting to various companies, including Eastern Alloys, Inc., a metals industry manufacturer, Par Pharmaceutical Companies, Inc. and Quality Carton, Inc., a manufacturing company. Prior to that, Ms. Phelan worked as Controller and Principal Accounting Officer at Alteon Inc., a publically traded biotech company specializing in cardiovascular diseases, from July 2000 to September 2007. Ms. Phelan began her CPA career in 1996 at KPMG LLP in Short Hills, NJ in their manufacturing, retail and distribution audit practice.

Item 9.01 — Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release, dated January 2, 2014

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.

MELA Sciences, Inc.

Date: January 6, 2014

By: /s/ Rose Crane

Name: Rose Crane

Title: Chief Executive Officer



**MELA Sciences Appoints Healthcare Executive
Jeff O'Donnell as Director and Streamlines Board
to Support Refocused Go-to-Market Strategy**

Richard Steinhart Resigns as CFO

Irvington, NY January 2, 2014 – MELA Sciences, Inc. (NASDAQ: MELA), developer of MelaFind®, an FDA approved optical diagnostic device that assists dermatologists in the diagnosis of melanoma, today announced a realignment of its Board's composition and size to better support the Company's refocused go-to-market strategy for MelaFind. MELA also announced the resignation of Richard I. Steinhart, SVP Finance and Chief Financial Officer, effective December 31st. Mr. Steinhart has served as MELA's CFO since 2006. A search process has been initiated with an executive recruiter to secure a replacement. Rose Crane, MELA's CEO, will handle the CFO responsibilities on an interim basis with the assistance of the company's controller.

Due to other professional commitments and a desire to streamline the Board to better reflect the Company's current size, three of MELA's nine directors have resigned from the Board effective year-end 2013. The departing directors are pharmaceutical marketing executive Anne Egger, crisis communications consultant Mark Fabiani and Mindy Meads, recently named CEO of specialty retailer Calypso St. Barth.

To bolster its commitment to dermatologists as well as to secure added medical device management expertise, MELA has appointed healthcare executive and venture capitalist, Jeffrey F. O'Donnell to the Board effective January 1, 2014, bringing the number of MELA directors to seven.

Mr. O'Donnell is Managing Director of BioStar Ventures, a venture capital firm specializing in early stage medical devices. His healthcare and medical device background merges traditional corporate and early-stage experience. He has led four successful startups, two of which went public and three were sold, and he has raised over \$400 million in equity and debt capital. Of particular relevance are his prior experience and relationships in medical dermatology gained as President and CEO of PhotoMedex, Inc. (Nasdaq: PHMD), a medical device company, from 1999 through 2009.

Mr. O'Donnell, commented, "I am honored to join MELA Sciences' Board as they begin to leverage their technology and clinical insights to position the company as a leader in the fight against melanoma. They have done great work over the past six months to position the company to enter 2014 with a clear focus and compelling message. I am excited to leverage my dermatology and medical device experience to help guide the team to success."

Robert Coradini, Chairman of MELA Sciences said, "We are delighted to have someone of Jeff's talent, insight and experience join our Board as we build stronger dermatologist and

medical community engagement for MelaFind. Jeff's first-hand knowledge of medical devices as well as selling capital equipment into the dermatology field will be of great value to MELA Sciences. He also brings global expertise that will broaden our strategic thinking on ways to leverage our technology and grow the company.

"I also want to thank Mindy, Anne, Mark and Richard for their tremendous contributions to MELA and support of management, especially during my tenure as interim CEO. I wish them great success in their other endeavors."

Mr. O'Donnell's industry experience also includes the formation of Embrella Cardiovascular, a medical device company, in 2007. He was named Chairman and CEO in 2009, and in 2011 the Company was sold to Edwards Lifesciences Corp. (NYSE: EW). From 1995-2000 Mr. O'Donnell was President, COO and then promoted to CEO of Cardiovascular Dynamics, Inc., an interventional cardiology company. He led the company from start-up, raised \$50 million in an IPO and created strategic alliances with Medtronic and Guidant Corporation. Cardiovascular Dynamics became Radianc Medical Systems, which was purchased by Endologix (Nasdaq: ELGX) in 2000. Mr. O'Donnell remained on the Endologix Board until 2012.

Mr. O'Donnell is currently on the Boards of CD Diagnostics and BioSig Technology and serves as Executive Chairman of Trice Orthopedics, Inc. He holds a BS in Business Administration from LaSalle University, Philadelphia, PA. He was a Medical Advisor to Safeguard Scientifics, Inc. (NYSE: SFE). In 2011 he was named the Greater Philadelphia Emerging Entrepreneur Of The Year by Ernst & Young, and in 2005 was named the Price Waterhouse Coopers Life Sciences CEO of the Year. Mr. O'Donnell has been a speaker and panelist on general healthcare and insurance reimbursement issues at many conferences and has lectured at various university MBA classes in entrepreneurial studies.

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About MELA Sciences, Inc. www.melasciences.com

MELA Sciences is a medical device company developing dermatology diagnostics utilizing state-of-the-art optical imaging. The flagship product is MelaFind®, an FDA, PMA and CE Mark approved, non-invasive diagnostic tool to aid dermatologists in melanoma evaluation and diagnosis. MelaFind® uses a variety of visible to near-infrared light waves to evaluate skin lesions from the surface to 2.5 mm beneath the skin. It provides images and data on the relative disorganization of a lesion's cell structure that provides substantial additional perspective to aid melanoma diagnosis. MELA is also exploring new potential uses for its core imaging technology and algorithms.

Safe Harbor

This press release includes "forward-looking statements" within the meaning of the Securities Litigation Reform Act of 1995. These statements include but are not limited to our plans, objectives, expectations and intentions and may contain words such as "seeks," "look forward," and "there seems" that suggest future events or trends. These statements are based on our current expectations and are inherently subject to significant

uncertainties and changes in circumstances. Actual results may differ materially from our expectations due to financial, economic, business, competitive, market, regulatory and political factors or conditions affecting the company and the medical device industry in general, as well as more specific risks and uncertainties set forth in the company's SEC reports on Forms 10-Q and 10-K. Given such uncertainties, any or all of these forward-looking statements may prove to be incorrect or unreliable. MELA Sciences assumes no duty to update its forward-looking statements and urges investors to carefully review its SEC disclosures available at www.sec.gov and www.melasciences.com.

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