
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) February 11, 2008

Electro-Optical 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.)

3 West Main Street, Suite 201,

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 1.01 — Entry into a Material Definitive Agreement

Tina Cheng-Avery has been appointed to the position of Vice President of Commercialization of the Registrant, effective as of February 11, 2008.

The Registrant has employed Ms. Cheng-Avery pursuant to an employment offer letter (the “Offer Letter”) which provides, among other things, that Ms. Cheng-Avery will be an “at-will” employee. Ms. Cheng-Avery will be paid an annual base salary of \$200,000. In addition, Ms. Cheng-Avery will be eligible for a discretionary bonus equal to 25% of her annual base salary upon the attainment of certain to be determined goals. The Registrant has also agreed to grant Ms. Cheng-Avery an option pursuant to the Registrant’s 2005 Stock Incentive Plan to purchase up to 80,000 shares of the Registrant’s Common Stock at an exercise price per share equal to the closing price of the Registrant’s Common Stock on the date of the meeting of the Registrant’s board of directors at which such grant is approved. The option will vest in part based on time and in part based on the attainment of milestones, as more specifically set forth in the Offer Letter.

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

As discussed above in Item 1.01, Tina Cheng-Avery has been appointed to the position of Vice President of Commercialization, effective as of February 11, 2008.

Ms. Cheng-Avery joins the Registrant from Pierre Fabre Dermo-Cosmétique USA/Genesis Pharmaceutical where she served since 2007 as Vice President of Marketing of this division of Pierre Fabre Group, an independent French pharmaceutical company. From 2005 to 2007, Ms. Cheng-Avery was Global Marketing Director for Skin Care for Elizabeth Arden, Inc., a global prestige beauty products company. From 2001 to 2004, she served as Vice President of Marketing of Wella Personal Care of North America, Inc., the North American subsidiary of Wella AG, a global prestige beauty product company controlled by The Procter & Gamble Company since 2003. Prior to this, Ms. Cheng-Avery held various marketing and financial positions at different public companies. Ms. Cheng-Avery holds a Master of Business Administration degree from the J.L. Kellogg School of Management at Northwestern University and Bachelor of Business Administration from the University of Michigan. Ms. Cheng-Avery is 44 years old.

On February 12, 2008 the Registrant issued a press release announcing the appointment of Ms. Cheng-Avery as the Registrant’s new Vice President of Commercialization. A copy of the press release is furnished as Exhibit 99.1 to this report. Exhibit 99.1 is furnished to, but not filed with, the Securities and Exchange Commission. Registration statements or other documents filed with the Securities and Exchange Commission shall not incorporate this information by reference, except as otherwise expressly stated in such filing.

Item 9.01 — Financial Statements and Exhibits

(b) Exhibits.

Exhibit Number	Description
10.1	Employment Offer Letter, dated January 16, 2008, between the Registrant and Tina Cheng-Avery
99.1	Press Release of the Registrant dated February 12, 2008 titled “Electro-Optical Sciences Expands Management Team”

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.

Electro-Optical Sciences, Inc.

Date: February 12, 2008

By: /s/ Richard I. Steinhart
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

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99.1	Press Release of the Registrant dated February 12, 2008 titled "Electro-Optical Sciences Expands Management Team"

January 16, 2008

Tina Cheng-Avery
575 Hillside Street
Ridgefield, NJ 07657

Dear Tina:

It gives me great pleasure to offer you the position of Vice President of Commercialization, Electro-Optical Sciences, Inc. This is a critical post as EOS prepares for the commercialization of MelaFind®.

Reporting to the President & Chief Executive Officer, and working closely with the Operations, Software, and Clinical Trials Departments, you will be responsible for the following: (1) development and final commercialization strategy, this is to include professional sales and marketing, consumer marketing and re-imburement; (2) managing all sales and marketing staff, outside consultants and agencies; (3) working with the CEO on business development activities with respect to commercialization partners; (4) devising and implementing tactical plans for successful launch and commercialization of MelaFind® and all other Company products (5) fostering and maintaining contacts with influential thought leaders in dermatology.

Compensation will consist of a yearly salary of \$200,000 paid semi-monthly (\$8,333.33) and a grant of options to acquire up to 80,000 shares of EOS common stock according to the company's Employee Incentive Stock Option Plan. The options are exercisable at a value equivalent to the end of day trading price of MELA stock on the date of issue (this is the date approved by the Compensation Committee of the Board of Directors) and will vest according to the following schedule: (1) 25,000 options vesting; 12,500 options on the day of hire and the balance vesting in equal portions over the next four years, yearly on the anniversary of the date of hire; (2) 25,000 options upon completion of the first product launch/first commercial sale of MelaFind®; (3) and 30,000 options based upon profitability of EOS. Acceleration of option vesting will be triggered by the occurrence of an Acquisition Event (as defined in the Plan); provided, that any Acquisition Event that results in EOS' Board of Directors consisting of individuals who are the same as, or share affiliations with, the directors representing at least 51% of the Board of Directors prior to the Acquisition Event, shall not be considered an Acquisition Event for the purpose of this paragraph.

The position requires significant travel, particularly during the initial phase of commercialization. Thereafter, travel is not anticipated to exceed 50% per month, on average. Reasonable travel expenses and other business expenses will be reimbursed upon submission of receipts in accordance with EOS' business expense

reimbursement policy. You will be provided a cellular phone with remote e-mail capability for EOS business use, exclusively.

As a development stage company with no earnings, EOS is not in a position to offer a yearly cash bonus. However, we have agreed to provide you with a 25% discretionary bonus based upon attainment of goals to be agreed upon. You will be issued a corporate AMEX credit card, to be used for EOS business, and reasonable expenses charged to that card will be paid upon submission of appropriate receipts. As you know, employment in the state of New York is on an "at will basis," meaning either you or EOS may terminate your employment at any time with or without cause. In addition, this offer is contingent upon a successful background check.

You will be eligible to participate in EOS's health insurance plan, which includes family medical, and prescription drug coverage, as well as a non-contributory Simple IRA. You will be granted 4 weeks of paid personal time off (PTO).

The start date for full-time employment is February 11, 2008. The position is based full-time at EOS headquarters, presently at 3 West Main Street, Irvington, NY. Although occasional telecommuting is permitted with prior approval of the President & CEO, this position requires maximal time on premises or at clinical trial sites and customers.

This is an exciting time for EOS. The future of the company depends on our ability to efficiently execute and achieve the milestones that we have set. I believe that you can make a great contribution in helping to achieve our goals. Moreover, I feel that you will be able to work effectively with our fine staff, and enhance the professionalism of EOS.

Please sign below indicating your acceptance of the offer and mail it to me at my office.

Please call me if you have any questions.

Sincerely,

/s/ Richard I. Steinhart

Richard I. Steinhart
Vice President & CFO

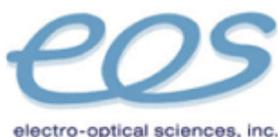
ACCEPTED AND AGREED:

/s/ Tina Cheng-Avery

Tina Cheng-Avery

Date: February 11, 2008

3 West Main Street Suite 201, Irvington-on-Hudson, New York 10533
(Tel) 914.591.3783 x10; (Fax) 914.591.3785
jvgulfo@eosciences.com

**For Immediate Release**

For further information contact:

David Carey
Lazar Partners Ltd.
(646) 239-6231
dcarey@lazarpartners.com

Electro-Optical Sciences Expands Management Team

IRVINGTON, NY, Feb 12, 2008 — Electro-Optical Sciences, Inc. (“EOS”) (NASDAQ: MELA), a medical device company focused on the design and development of MelaFind®, a non-invasive, point-of-care instrument to assist in the early diagnosis of melanoma, today announced the appointment of Tina Cheng-Avery to the Company’s senior management team.

“Tina comes to us with over 20 years of experience in the commercialization of dermatology products from Aveeno, Neutrogena, Elizabeth Arden, and Pierre Fabre. Her insights into consumer behavior, the workings of the dermatologist’s office, and market preparation will be invaluable to us as we continue pre-commercialization efforts and discussions with potential partners for the commercialization of MelaFind,” said Joseph V. Gulfo, MD, MBA, President and CEO of Electro-Optical Sciences.

“I am thrilled to be joining EOS and working on MelaFind. It is an important product that I am confident will resonate with both patients and caregivers in the dermatology field,” said Tina Cheng-Avery, Vice President of Commercialization. “In my experience in dermatology, the two things that matter most for a new product are patient demand and practice dynamics, both of which, I believe, are very favorable for MelaFind.”

Ms. Cheng-Avery joins EOS in the newly created position of Vice President of Commercialization from Pierre Fabre Dermo-Cosmetique USA/Genesis Pharmaceutical where she served as Vice President of Marketing and managed the Avene and Glytone dermo-cosmetic skincare product lines distributed through dermatologist and plastic surgeon offices.

Previously, Ms. Cheng-Avery was Global Marketing Director for Skin Care at Elizabeth Arden, Inc. where she managed a \$300 million skin care portfolio. In addition, she led a collaboration between Elizabeth Arden and Allergan Pharmaceuticals and was responsible for launching Prevage Anti-Aging Treatment.

Other key positions she has held include Vice President of Marketing for Wella Personal Care of North America, group product director at Johnson & Johnson’s Neutrogena Corporation, and Associate Brand Manager for Aveeno at S.C. Johnson & Family, Inc.

Ms. Cheng-Avery holds a Master of Business Administration degree from Northwestern University.

About Electro-Optical Sciences

EOS is a medical device company focused on designing and developing a non-invasive, point-of-care instrument to assist in the early diagnosis of melanoma. MelaFind features a hand-held imaging device that emits light of multiple wavelengths to capture images of suspicious pigmented skin lesions and extract data. Using sophisticated algorithms, the data are then analyzed against a proprietary database of melanomas and benign lesions in order to provide information to the physician and produce a recommendation of whether the lesion should be biopsied.

Melanoma is the deadliest of skin cancers, responsible for approximately 80% of all skin cancer deaths. Unless melanoma is detected early and excised with proper margins, the patient survival rate is poor, as there is currently no cure for advanced stage melanoma.

For more information on EOS, visit www.eosciences.com.

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 other statements that contain words such as “expects,” “contemplates,” “anticipates,” “plans,” “intends,” “believes” and variations of such words or similar expressions that predict or indicate future events or trends, or that do not relate to historical matters. These statements are based on our current beliefs or expectations and are inherently subject to significant uncertainties and changes in circumstances, many of which are beyond our control. There can be no assurance that our beliefs or expectations will be achieved. Actual results may differ materially from our beliefs or expectations due to economic, business, competitive, market and regulatory factors.

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