

**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): November 15, 2021

Talkspace, Inc.

(Exact name of registrant as specified in its charter)

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|--|---|---|
| Delaware <small>(State or other jurisdiction of incorporation)</small> | 001-39314 <small>(Commission File Number)</small> | 84-4636604 <small>(I.R.S. Employer Identification No.)</small> |
| Address Not Applicable <small>(Address of principal executive offices)</small> | (212) 284-7206 <small>(Registrant's telephone number, including area code)</small> | Address Not Applicable <small>(Zip Code)</small> |
| Not Applicable <small>(Former name or former address, if changed since last report)</small> | | |

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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, \$0.0001 par value per share | TALK | Nasdaq Global Select Market |
| Warrants to purchase common stock | TALKW | Nasdaq Global Select Market |

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

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

On November 15, 2021, Oren and Roni Frank, co-founders of Talkspace, Inc. (the “Company”) announced that they will be departing from their respective roles as Chief Executive Officer and Head of Clinical Services and will step down as members of the Company’s Board of Directors (the “Board”), effective immediately. Mr. and Ms. Frank will continue to provide strategic advisory services to the Board for a period of six months to assist the Company with the orderly transition of their respective duties. There were no disagreements between the Company and Mr. Frank or Ms. Frank.

Effective as of November 15, 2021, the Board appointed Douglas Braunstein, Chairman of the Board, to serve as Interim Chief Executive Officer while the Board conducts a formal search for a world-class chief executive officer to succeed Mr. Frank. Mr. Braunstein will not receive any additional compensation for his role as Interim Chief Executive Officer and will also continue in his position as Chairman of the Board.

Mr. Braunstein, 60, has served as Chairman of the Board since June 22, 2021. Mr. Braunstein is the Founder and a Managing Partner of Hudson Executive Capital. Prior to founding Hudson Executive Capital, Mr. Braunstein was the Chief Financial Officer of JPMorgan Chase & Co., or JPMorgan Chase, from 2010 to 2012 and its Vice Chairman from 2013 to 2015. In the role of Chief Financial Officer, Mr. Braunstein led the firm’s global financial operations and navigated the evolving legislative and regulatory landscape in the immediate post-financial crisis environment and served on the firm’s Operating Committee. Prior to his role as Chief Financial Officer of JP Morgan Chase, Mr. Braunstein served in several other leadership roles during his approximately twenty-year career at JPMorgan Chase, including Head of Investment Banking in the Americas, responsible for investment banking and corporate finance in the U.S., Canada and Latin America, Head of Global M&A and Global Industry Coverage and Head of Healthcare Investment Banking, as well as serving on the Investment Bank Management Committee for over ten years. Mr. Braunstein is married to Samara Braunstein, who currently serves as Chief Marketing Officer of the Company.

Mr. Frank and Ms. Frank will each receive the severance benefits provided for under the Company’s Executive Severance Plan (except that, rather than receiving 12 and 6 months of COBRA reimbursement payments, respectively, Mr. and Ms. Frank will each receive 24 months of COBRA reimbursement payments). In addition, the Company will pay \$750,000 to each of Mr. and Ms. Frank as an additional separation payment in recognition of their contributions to the Company as founders and as additional consideration for their continued compliance with their restrictive covenants. All stock options held by Mr. Frank and Ms. Frank that were granted prior to the business combination will accelerate vesting and will remain exercisable until June 1, 2024, and all stock options granted following the business combination will be cancelled and forfeited. The vesting of restricted stock units granted after the business combination that would have otherwise vested through June 1, 2024 will be accelerated and the remainder will be cancelled and forfeited.

Receipt of the foregoing payments and benefits will be subject to Mr. and Ms. Frank’s execution and non-revocation of a release of claims against the Company and is subject to Mr. and Ms. Frank’s continuous compliance with non-competition, non-solicitation, non-disclosure and non-disparagement obligations. As noted above, Mr. and Ms. Frank will provide strategic advisory services to the Board for a period of six months in order to assist in the orderly transition of their respective duties, and will each be paid \$125,000 at the end of such six month period in respect of such services and subject to their continued compliance with their restrictive covenants.

On November 15, 2021, the Company issued a press release in connection with the announcement of the foregoing matters. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Press Release issued by Talkspace, Inc. dated November 15, 2021. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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.

Talkspace, Inc.

Date: November 18, 2021

By: /s/ Jennifer Fulk
Chief Financial Officer

Talkspace Announces CEO Transition Plan*Co-Founders Oren and Roni Frank Step Down from the Company and the Board**Chairman Douglas Braunstein Named Interim CEO**Board Initiates CEO Search to Identify Successor*

NEW YORK, November 15, 2021 (BUSINESS WIRE) -- Talkspace, Inc. (Nasdaq: TALK), a leading virtual behavioral healthcare company, announced today that its co-founder and CEO, Oren Frank, has decided to step down from his position as CEO and Board member of Talkspace, effective today. Roni Frank, co-founder and Head of Clinical Services, is also stepping down from her role and from the Board of Directors. Mr. and Mrs. Frank will serve as Strategic Advisors to the Board for the next 6 months to provide continuity and strategic direction.

The Board will conduct a comprehensive search for a new CEO, and has retained Korn Ferry to advise on the search process. As part of the transition plan, Chairman Douglas Braunstein will step in as interim CEO to oversee the executive leadership team until a new CEO has been identified.

Oren and Roni Frank co-founded Talkspace in 2012, with a mission to democratize access to high-quality behavioral health services. As co-founders of the Company, Mr. and Mrs. Frank have led Talkspace to many milestones, including the Company's listing on NASDAQ earlier this year.

Oren Frank commented: "I am incredibly proud of the company Roni and I have built. Roni and I are entrepreneurs, and we're looking forward to our next adventure. We pioneered a new way of providing mental health services and in doing so, we touched millions of lives. It's been an incredible journey, we've built a terrific team, and positively changed the mental health landscape and the perception associated with it. I am certain that Talkspace will continue to see tremendous success and growth with a new leadership, one that is suited for the different set of needs and skills required for a publicly traded company."

Roni Frank added: "Over the last 10 years Talkspace expanded access to care, and empowered millions of people to live better, healthier lives. We are humbled to see our vision brought to life through a purpose driven, tech-enabled mental health platform. I will always be grateful to our talented and caring mental health providers and employees for their passion and dedication. The demand for mental health services continues to accelerate, and I have the greatest degree of confidence in the long-term growth opportunities for Talkspace."

Doug Braunstein, Chairman of the Board and interim CEO, stated "On behalf of the entire Board, I would like to thank Oren and Roni for their vision, leadership and the remarkable legacy they are leaving behind. Oren and Roni have created an innovative digital behavioral health platform, combining wide access to mental health resources with a data-driven approach to clinical treatment. We look forward to building on their vision and taking the Company from its start-up roots to the next stage of growth."

About Talkspace

Talkspace is a leading virtual behavioral healthcare company enabled by a purpose-built technology platform. As a digital healthcare company, all care is delivered through an easy-to-use and fully encrypted web and mobile platform, consistent with HIPAA and other state regulatory requirements.

Today, the need for care feels more urgent than ever. When seeking treatment, whether it's psychiatry or adolescent, individual or couples therapy, Talkspace offers treatment options for almost every need. With Talkspace, members can send their dedicated therapists text, video, and voice messages anytime, from anywhere, and engage in live video sessions. As of September 2021, over 2 million people have used Talkspace, and over 75 million lives were covered for Talkspace through insurance and employee assistance programs or other network behavioral health paid benefit programs.

For more information about Talkspace commercial relationships, visit <https://business.talkspace.com/>.

To learn more about online therapy, please visit: <https://www.talkspace.com/online-therapy/>.

To learn more about Talkspace Psychiatry, please visit <https://www.talkspace.com/psychiatry>.
