

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): January 18, 2019

DIGIRAD CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	001-35947	33-0145723
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1048 Industrial Court, Suwanee, GA	30024
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: (858) 726-1600

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 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 January 18, 2019, the Board of Directors (the “Board”) of Digirad Corporation (the “Company”) appointed Mitchell I. Quain as a new independent director to the Board, effective immediately. No decision has been made with respect to the naming of Mr. Quain to any regular committees of the Board.

Mr. Quain will be entitled to the compensation we offer our other non-employee directors, including annual retainers and equity compensation. For more information on the compensation of our directors, please refer to our disclosures under the heading “Compensation of Directors” in our definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 22, 2018.

There are no arrangements or understandings between Mr. Quain and any other person pursuant to which Mr. Quain was selected as a director. Mr. Quain is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A press release, dated January 18, 2019, announcing the appointment of Mr. Quain as a director of the Company is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press Release</a>

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**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.

**DIGIRAD CORPORATION**

By: /s/ David Noble  
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David Noble  
Interim Chief Financial Officer

Date: January 18, 2019

**News Release**  
For Immediate Release  
January 18, 2019



### **Digirad Corporation Announces Appointment of Mitchell I. Quain to its Board of Directors**

**SUWANEE, GA- January 18, 2019** - Digirad Corporation (NASDAQ: DRAD) announced today the appointment of Mitchell I. Quain, 67, as a new independent director to its Board of Directors, effective immediately.

"We are very delighted for Mitch Quain to join the Board. His extensive business and investing experience make him well-qualified to serve as an independent director," said Jeff Eberwein, Digirad's Chairman of the Board. "Additionally, Mitch's collective board experience will allow him to make a significant contribution to our new strategy of converting to a diversified holding company structure with a shared services center. We believe Mitch is uniquely positioned to provide guidance on this strategic initiative and we expect him to add significant value on behalf of all stockholders."

Mr. Quain added, "Digirad's growth potential is unique and significant with its new structure and I look forward to working with the Board and management to add substantial value for Digirad's stockholders. I am excited to become a shareholder given the longer-term value creation I see going forward."

#### **About Mitchell I. Quain**

Mr. Quain brings to the Digirad Board over 30 years of Wall Street experience in research, investment banking, and private equity. He is currently a Senior Advisor to The Carlyle Group, L.P., a private equity firm. He had previously held senior management positions at One Equity Partners, ACI Capital, and ABN Amro.

Mr. Quain is currently the Lead Director of Jason Incorporated (NASDAQ: JASN) and Board member of AstroNova, Inc. (NASDAQ: ALOT). He also serves as a member of the Audit and Nominating Committees and as the Chairman of the Compensation Committee of AstroNova. Previously, Mr. Quain served on the Boards of RBC Bearings Incorporated (NASDAQ: ROLL), Hardinge, Inc. (NASDAQ: HDNG), Xerium Technologies, Inc. (NYSE: XRM), Magnetek, Inc. (NASDAQ: MAG), Tecumseh Products Company (NASDAQ: TECU), DeCrane Aircraft Holdings, Inc., Handy & Harman, Heico Corporation, Mechanical Dynamics, Inc., and Titan International, Inc. He also served as the Chairman of the Board of Register.com.

Mr. Quain has a Bachelor of Science degree in electrical engineering from the University of Pennsylvania and a Master of Business Administration degree from Harvard University. He is also a Chartered Financial Analyst.

#### **About Digirad**

Digirad delivers convenient, effective, and efficient healthcare solutions on an as needed, when needed, and where needed basis. Digirad's diverse portfolio of mobile healthcare solutions and diagnostic imaging equipment and services, provides hospitals, physician practices, and imaging centers through the United States access to technology and services necessary to provide exceptional patient care in the rapidly changing healthcare environment. For more information, please visit [www.digirad.com](http://www.digirad.com).

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### **Forward-Looking Statements**

This press release contains statements that are forward-looking statements as defined within the Private Securities Litigation Reform Act of 1995. Some of these forward-looking statements can be identified by the use of forward-looking words such as "believes," "expects," "may," "will," "should," "seek," "approximately," "intends," "plans," "estimates," or "anticipates," or the negative of those words or other comparable terminology, or in specific statements such as the Company's ability to deliver value to customers, the ability to grow and generate positive cash flow, the ability to execute on restructuring activities, the ability to successfully execute acquisitions, the ability to successfully complete the transition of Digirad into a diversified holding company, the ability to reconstitute our Board of Directors and potentially to continue to do so, the intention of certain members of our Board to become shareholders of Digirad, and our desire to maximize stockholder value. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made, including the risks associated with changes in business conditions, technology, customers' business conditions, reimbursement, radiopharmaceutical shortages, economic outlook, operational policy or structure, acceptance and use of Digirad's camera systems and services, reliability, recalls, and other risks detailed in Digirad's filings with the U.S. Securities and Exchange Commission, including Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports. Readers are cautioned to not place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement, and Digirad undertakes no obligation to revise or update the forward-looking statements contained herein.

### **For more information contact:**

Jeffrey E. Eberwein

Chairman of the Board of Directors

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