

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report: May 31, 2012**  
(Date of earliest event reported)

**Digirad Corporation**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50789**  
(Commission File  
Number)

**33-0145723**  
(IRS Employer  
Identification Number)

**13950 Stowe Drive, Poway, CA**  
(Address of principal executive offices)

**92064**  
(Zip Code)

**(858) 726-1600**  
(Registrant's telephone number, including area code)

**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:

- ☐ 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 Principal Officers; Election of Directors; Appointment of Principal Officers**

On May 31, 2012, John M. Climaco was appointed to the Board of Directors (the "Board") of Digirad Corporation (the "Company"). In connection with this appointment, the Board voted to increase the size of the Board from seven to eight directors.

Mr. Climaco was not appointed to any committees of the Board.

The Company is not aware of any relationships or transactions in which Mr. Climaco has or will have an interest, or was or is a party, requiring disclosure pursuant to Item 404(a) of Regulation S-K.

As a member of the Board, Mr. Climaco will be eligible to receive non-employee director compensation consistent with that provided to other non-employee directors. The Board has not made any determination as to initial equity grants, if any, to Mr. Climaco.

**Item 8.01. Other Events**

On June 4, 2012, the Company issued a press release regarding the appointment of Mr. Climaco to the Board. 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**

**(a) Financial statements:**

None

**(b) Pro forma financial information:**

None

**(c) Shell company transactions:**

None

**(d) Exhibits**

99.1 [Press Release of Digirad Corporation dated June 04, 2012](#)

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**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: June 04, 2012

**DIGIRAD CORPORATION**

By: /s/ Todd P. Clyde  
Todd P. Clyde  
*President and Chief Executive Officer*

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**Exhibit Index**

**Exhibit No.**

99.1

**Description**

Press Release of Digirad Corporation dated June 04, 2012

## **John M. Climaco Appointed to Digirad Board of Directors**

POWAY, CA -- (Marketwire - June 04, 2012) - Digirad Corporation (NASDAQ: DRAD) today announced that John M. Climaco has been appointed to its Board of Directors, effective immediately.

"We are very excited to add John to Digirad's board," said R. King Nelson, Digirad's chairman. "He brings to Digirad broad-based operating experience as a life sciences CEO and has managed the real world challenges of building an emerging medical business in a tough U.S. healthcare environment. We feel this set of skills and experiences is what will help build stockholder value at Digirad."

"I am grateful for the opportunity to join Digirad's board," said Mr. Climaco. "I look forward to assisting Digirad in whatever way that I can."

Like all non-management directors, Mr. Climaco is subject to Digirad's director stock ownership policy, which strongly encourages all non-management directors to acquire on the open market (within one year) an amount of Digirad's stock equal in value to the annual cash retainer payable to non-management directors.

"John's appointment concludes our previously-announced process to strengthen Digirad's board," said Mr. Nelson. "Since April 2012, we have added four new directors -- Jeff Eberwein, Chuck Gillman, Jim Hawkins and now John Climaco. Our stockholders recommended a number of exceptional candidates as directors, and for that we are grateful. We could not be more delighted with the results of this process, which we feel has strengthened both Digirad's board and our engagement with our stockholders.

"These new directors, in addition to our existing board members, provide Digirad with a powerful mix of skills, backgrounds and perspectives," continued Mr. Nelson. "With our process to reconstitute the board now complete, we will once again turn our full attention to creating stockholder value."

Mr. Climaco is the President and Chief Executive Officer, as well as member of the board of directors, of Axial Biotech, Inc., a venture-backed molecular diagnostics company specializing in spine disorders, which he co-founded in 2003. Under Mr. Climaco's leadership, and through partnerships he created with companies including Medtronic, Johnson & Johnson and Smith & Nephew, Axial successfully developed and commercialized Scoliscore, the first molecular prognostic test in the orthopaedic industry. Prior to founding Axial Biotech, Mr. Climaco served as Director of Programming for Quokka Sports, a venture-backed online media company that went public in 1999. While with Quokka, Mr. Climaco helped to create and manage partnerships with Intel, Microsoft WebTV, NBC Sports and National Geographic. Mr. Climaco was also an attorney with Fabian & Clendenin in Salt Lake City. Mr. Climaco currently serves on the board of directors of InfuSystem Holdings, Inc., a national provider of infusion pumps and related services. Mr. Climaco holds a Bachelor of Arts in Philosophy, cum laude, from Middlebury College and a Juris Doctorate from the University of California, Hastings College of Law.

### **Additional Information and Where to Find It**

Digirad Corporation (the "Company"), its directors and certain executive officers are participants in the solicitation of proxies from stockholders in connection with the Company's 2012 Annual Meeting of Stockholders (the "Annual Meeting"). The Company plans to file a proxy statement (the "2012 Proxy Statement") with the Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies for the Annual Meeting. Gerhard F. Burbach, John M. Climaco, Todd P. Clyde, Jeffrey E. Eberwein, Charles M. Gillman, James B. Hawkins, R. King Nelson and John W. Sayward, all of whom are members of the Company's Board of Directors, are participants in the Company's solicitation. Other than Messrs. Burbach and Clyde, none of such participants owns in excess of 1% of the Company's common stock. Mr. Clyde may be deemed to own approximately 2.6% of the Company's common stock and Mr. Burbach may be deemed to own approximately 1.6% of the Company's common stock. Additional information regarding the interests of such participants will be included in the 2012 Proxy Statement and other relevant documents to be filed with the SEC in connection with the Annual Meeting.

On April 22, 2012, Messrs. Eberwein, Gillman and Hawkins joined the Company's Board of Directors. Messrs. Eberwein and Gillman each own or may be deemed to own 102,985 shares of the Company's common stock. Other than such shares, none of such individuals own any shares of Digirad's common stock or have any other interests in Digirad, by security holdings or otherwise.

On May 31, 2012, Mr. Climaco joined the Company's Board of Directors. Mr. Climaco does not own any shares of Digirad's common stock or have any other interests in Digirad, by security holdings or otherwise.

Promptly after filing its definitive 2012 Proxy Statement with the SEC, the Company will mail the definitive 2012 Proxy Statement and a WHITE proxy card to each stockholder entitled to vote at the Annual Meeting. STOCKHOLDERS ARE URGED TO READ THE 2012 PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT THE COMPANY WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders may obtain, free of charge, copies of the definitive 2012 Proxy Statement and any other documents filed by the Company with the SEC in connection with the Annual Meeting at the SEC's website (<http://www.sec.gov>), at the Company's website (<http://www.digirad.com>) or by writing to Investor Relations, Digirad Corporation, 13950 Stowe Drive, Poway, CA 92064.

### **About Digirad**

Digirad is a leading provider of diagnostic imaging products, and personnel and equipment leasing services. For more information, please visit [www.digirad.com](http://www.digirad.com). Digirad® is a registered trademark of Digirad Corporation.

**Forward-Looking Statements**

This press release contains statements that are forward-looking statements as defined within the Private Securities Litigation Reform Act of 1995. These include statements regarding our ability to deliver value to customers, our actions to reconstitute our board of directors 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.

**Investor Contact**

Matt Clawson  
Allen & Caron  
949-474-4300

**Company Contact**

Todd Clyde  
Chief Executive Officer  
858-726-1600