



March 24, 2017

Dear Fellow Stockholder:

It is my pleasure to invite you to the 2017 Annual Meeting of Stockholders of Endocyte, Inc. on Thursday, May 4, 2017 at 12:00 p.m. (EDT), at the offices of Faegre Baker Daniels LLP, 600 East 96<sup>th</sup> Street, Suite 600, Indianapolis, Indiana 46240. At the meeting, stockholders will vote on the business items listed in the notice of the meeting, which follows on the next page.

Again this year, we are furnishing proxy materials to our stockholders over the Internet. We believe that this e-proxy process expedites stockholders' receipt of proxy materials, helps keep our costs low and reduces the environmental impact of our annual meeting. On or about March 24, 2017, we are mailing to our stockholders a Notice of Internet Availability containing instructions on how to access our Proxy Statement and our 2016 Annual Report to Stockholders and vote online. The Notice also contains instructions on how you can receive a paper copy of the proxy statement and annual report.

**Whether or not you plan to attend the meeting, your vote is important and we encourage you to vote promptly.**

You may vote your shares via a toll-free telephone number or over the Internet. If you received a paper copy of the proxy card by mail, you may sign, date and mail the proxy card in the envelope provided. Instructions regarding all three methods of voting are contained in the proxy statement and on the proxy card.

I look forward to seeing you at the annual meeting.

Sincerely,

Michael A. Sherman  
President  
and Chief Executive Officer

**Endocyte, Inc.**  
**3000 Kent Avenue, Suite A1-100**  
**West Lafayette, Indiana 47906**

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

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TIME 12:00 p.m. (EDT) on Thursday, May 4, 2017

PLACE Offices of Faegre Baker Daniels LLP, 600 East 96<sup>th</sup> Street, Suite 600, Indianapolis, Indiana 46240

ITEMS OF BUSINESS

- (1) To elect four directors to serve until the 2020 annual meeting of stockholders.
- (2) To consider ratifying the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2017.
- (3) To hold an advisory vote on executive compensation.
- (4) To hold an advisory vote regarding the frequency of future advisory votes on executive compensation.
- (5) To transact such other business as may properly come before the meeting.

RECORD DATE You can vote if you were a stockholder of record on March 10, 2017.

ANNUAL REPORT Our 2016 annual report to stockholders accompanies but is not part of these proxy materials.

PROXY VOTING

We cordially invite you to attend the meeting, but regardless of whether you plan to be present, please vote in one of these ways:

- (1) VISIT THE WEB SITE noted on your proxy card or the Notice of Internet Availability of Proxy Materials to vote via the Internet;
- (2) If you receive a printed copy of the proxy materials by mail, USE THE TOLL-FREE TELEPHONE NUMBER shown on your proxy card (this is a free call in the U.S.);
- (3) If you receive a printed copy of the proxy materials by mail, MARK, SIGN, DATE AND PROMPTLY RETURN your proxy card in the envelope provided, which requires no additional postage if mailed in the U.S.

By order of the Board of Directors,



Daniel L. Boeglin  
Secretary

March 24, 2017

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**Endocyte, Inc.**  
**3000 Kent Avenue, Suite A1-100**  
**West Lafayette, Indiana 47906**

**PROXY STATEMENT**

This proxy statement and accompanying proxy are being provided to stockholders in connection with the solicitation by the Board of Directors of Endocyte, Inc. (“Endocyte,” “we,” “us,” “our” or the “company”) of proxies to be voted at the 2017 annual meeting of stockholders to be held at 12:00 p.m. (EDT) on May 4, 2017 at the offices of Faegre Baker Daniels LLP, 600 East 96<sup>th</sup> Street, Suite 600, Indianapolis, Indiana 46240.

**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

**Why did stockholders receive a Notice of Internet Availability of Proxy Materials?**

All of our stockholders will receive a Notice of Internet Availability of Proxy Materials, or Notice, which was or will be sent to stockholders on or about March 24, 2017, containing information on the availability of our proxy materials on the Internet. Stockholders will not receive a printed copy of our proxy materials unless previously requested or requested in the manner described in the Notice. The Notice explains how to access and review this proxy statement and our 2016 Annual Report to Stockholders, and how you may vote by proxy.

**What is a proxy?**

A proxy is your legal designation of another person to vote on your behalf. By submitting a proxy, you are giving the persons named in the proxy, Michael A. Sherman and Michael T. Andriole, the authority to vote your shares in the manner you indicate.

**Who is qualified to vote?**

You are qualified to vote on all matters presented to the stockholders at the meeting if you owned shares of our common stock, par value \$.001 per share, at the close of business on March 10, 2017.

**How many shares may vote at the meeting?**

On March 10, 2017, there were 42,470,874 shares of common stock outstanding, all of which are entitled to one vote per share on all matters presented to stockholders at the meeting.

**How many shares must be present to hold the meeting?**

The presence at the meeting in person or by proxy of holders of common stock representing a majority of all the votes entitled to be cast at the meeting, or 21,235,438 shares, will constitute a quorum for the transaction of business.

**What is the difference between a “stockholder of record” and a “street name” holder?**

These terms describe how your shares are held. If your shares are registered directly in your name with Computershare Trust Company, N.A., our transfer agent, you are a “stockholder of record.” If your shares are held in the name of a brokerage, bank, trust or other nominee as a custodian, you are a “street name” holder.

**How do I vote my shares?**

*If you are a “stockholder of record,”* you have several choices. You can vote your shares by proxy:

- By mailing your proxy card;
- Over the telephone; or
- Via the Internet.

Please refer to the specific instructions set forth on the Notice or printed proxy materials. For security reasons, our electronic voting system has been designed to authenticate your identity as a stockholder.

*If you hold your shares in “street name,”* your broker/bank/trustee/nominee will provide you with materials and instructions for voting your shares.

### **Can I vote in person at the meeting?**

*If you are a “stockholder of record,” you may vote your shares in person at the meeting. If you hold your shares in “street name,” you must obtain a written legal proxy from your broker, bank, trustee or nominee, giving you the right to vote the shares at the meeting.*

### **What do I need to do to attend the meeting in person?**

Proof of stock ownership and some form of government-issued photo identification (such as a valid driver’s license or passport) will be required for admission to the meeting. **Only stockholders who owned Endocyte, Inc. common stock as of the close of business on March 10, 2017 are entitled to attend the meeting.**

- If your shares are registered in your name and you owned Endocyte, Inc. common stock as of the close of business on March 10, 2017, you only need to provide some form of government issued photo identification for admission.
- **If your shares are held in a bank or brokerage account, contact your bank or broker to obtain a written legal proxy in order to vote your shares at the meeting.** If you do not obtain a legal proxy from your bank or broker, you will not be entitled to vote your shares, but you can still attend the meeting if you bring a recent bank or brokerage statement showing that you owned shares of Endocyte, Inc. common stock on March 10, 2017.

### **What are the Board’s recommendations on how I should vote my shares?**

The Board recommends that you vote your shares as follows:

- *Proposal 1:* **FOR** all of the nominees for election as directors.
- *Proposal 2:* **FOR** the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm (independent auditors) for the year ending December 31, 2017.
- *Proposal 3:* **FOR** the advisory proposal on executive compensation.
- *Proposal 4:* **FOR ANNUAL (every 1 YEAR)** for the frequency of future advisory votes on executive compensation.

### **How would my shares be voted if I do not specify how they should be voted?**

If you sign and return a proxy card without indicating how you want your shares to be voted, the persons named as proxies will vote your shares as follows:

- *Proposal 1:* **FOR** the election of all of the nominees as directors.
- *Proposal 2:* **FOR** the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm (independent auditors) for the year ending December 31, 2017.
- *Proposal 3:* **FOR** the advisory proposal on executive compensation.
- *Proposal 4:* **FOR ANNUAL (every 1 YEAR)** for the frequency of future advisory votes on executive compensation.

### **What are broker non-votes?**

A broker non-vote occurs when a broker, bank, trustee or nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary authority to vote for that particular proposal and has not received instructions from the beneficial owner as to how to vote its shares. Proposals 1, 3 and 4 fall into this category. If you do not provide your broker with voting instructions, your shares will not be voted on any of Proposals 1, 3, or 4.

## What vote is required to approve each proposal?

The following votes are required from the holders of common stock to approve each of the proposals:

<b>Proposal Number</b>	<b>Subject</b>	<b>Vote Required</b>	<b>Impact of Abstentions and Broker Non-Votes, if any</b>
1	Election of directors	Directors will be elected by a plurality of the votes cast. The nominees receiving the most FOR votes will be elected.	Abstentions and broker non-votes will not count as votes cast on the proposal and will not affect the outcome of the vote.
2	Ratification of appointment of independent registered public accounting firm	The holders of a majority of the shares present in person or by proxy at the meeting and entitled to vote must vote FOR to approve the proposal.	Abstentions will have the same effect as votes cast AGAINST the proposal. Broker non-votes will not affect the outcome of the proposal.
3	Advisory vote on executive compensation	Approval by a majority of the votes cast.	Abstentions and broker non-votes will not count as votes cast on the proposal and will not affect the outcome of the vote.
4	Advisory vote regarding the frequency of future advisory votes on executive compensation.	The frequency (every one, two or three years) that receives the most votes will be considered as representing the stockholders' views.	Abstentions and broker non-votes will not count as votes cast on the proposal and will not affect the outcome of the vote.

## Why did I receive more than one Notice or proxy card?

You will receive multiple Notices or proxy cards if you hold your shares in different ways (e.g., joint tenancy, trusts, custodial accounts) or in multiple accounts. If your shares are held by a broker (*i.e.* in “street name”), you will receive your proxy card(s) or other voting information from your broker, and you will return your proxy card(s) to your broker. You should vote on and sign each proxy card you receive.

## What is “householding”?

Stockholders who share the same address may receive only one copy of the proxy materials unless we receive contrary instructions from any stockholder at that address. This is referred to as “householding.” If you prefer to receive multiple copies of the proxy materials at the same address, additional copies will be provided to you promptly upon written or oral request, and if you are receiving multiple copies of the materials, you may request that you receive only one copy. Please address such requests to our Corporate Secretary, Endocyte, Inc., 8910 Purdue Road, Suite 250, Indianapolis, Indiana 46268. Stockholders who hold shares in street name may contact their broker, bank or similar organization to request information about householding.

## Can I change my vote after I have submitted a proxy?

You may revoke your proxy by doing one of the following:

- By sending a written notice of revocation to Corporate Secretary, Endocyte, Inc., 8910 Purdue Road, Suite 250, Indianapolis, Indiana 46268 that is received prior to the meeting, stating that you revoke your proxy;
- By delivering a later-dated proxy in writing, over the telephone or via the Internet, and submitting it so that it is received prior to the cut-off time in accordance with the instructions included in the Notice and proxy card(s); or
- By attending the meeting and voting your shares in person.

**What happens if additional matters are presented at the annual meeting?**

We know of no matters other than the items of business described in this proxy statement that are to be considered at the meeting. If other matters requiring a vote do arise, the persons named as proxies will have the discretion to vote on those matters for you.

**Who will count the votes?**

Our chief accounting officer has been appointed by our board of directors as the inspector of election for the annual meeting. She will count the votes and later certify such action. The inspector will be present at the meeting.

**Will the meeting be accessible to disabled persons?**

The location of the meeting is accessible to disabled persons. Please call Joye Fisher at least five days in advance at 765-463-7175 if you require any special accommodations.

**How can I review the list of stockholders entitled to vote at the meeting?**

A list of stockholders entitled to vote at the meeting will be available at the meeting and for ten days prior to the meeting, between the hours of 8:45 a.m. and 4:30 p.m., at our offices at 8910 Purdue Road, Suite 250, Indianapolis, Indiana 46268. If you would like to view the stockholder list, please contact our Corporate Secretary to schedule an appointment.

**Who pays the cost of this proxy solicitation?**

We will pay the cost of preparing, assembling and mailing the proxy materials. We will also request banks, brokers and other holders of record to send the proxy materials to, and obtain proxies from, beneficial owners and will reimburse them for their reasonable expenses in doing so.

**Is this proxy statement the only way that proxies are being solicited?**

Certain employees or other representatives of the company may also solicit proxies by telephone, facsimile, e-mail or personal contact. They will not be specifically compensated for doing so.

**BENEFICIAL OWNERSHIP OF COMMON STOCK BY CERTAIN  
STOCKHOLDERS AND MANAGEMENT**

The following table sets forth information concerning the beneficial ownership of our common stock as of March 10, 2017, of (1) each person (including any group) known to us to beneficially own more than five percent (5%) of any class of our voting securities as of March 10, 2017, (2) our directors and nominees for election as directors, (3) our named executive officers and (4) all of our directors and executive officers as of March 10, 2017 as a group. Unless otherwise indicated in the footnotes, shares are owned directly and the indicated person has sole voting and investment power. Also, unless otherwise noted below, the address of each person listed on the table is c/o Endocyte, Inc., 3000 Kent Avenue, Suite A1-100, West Lafayette, Indiana 47906.

<u>Name and Address of Beneficial Owner</u>	<u>Shares</u>	
	<u>Number of Shares</u>	<u>%</u>
FMR LLC <sup>(1)</sup> 245 Summer Street, Boston, MA 02210 .....	3,484,410	8.20
Entities related to Sanderling Ventures <sup>(2)</sup> Sanderling Ventures 400 S. El Camino Real, Suite 1200, San Mateo, CA 94402.....	3,545,617	8.35
Pension Fund of the Christian Church (Disciples of Christ), Inc. <sup>(3)</sup> 1099 N. Meridian Street, Suite 720, Indianapolis, IN 46204 .....	3,382,678	7.96
Michael A. Sherman <sup>(4)</sup> .....	548,667	1.28
P. Ron Ellis <sup>(5)</sup> .....	1,348,870	3.08
Alison A. Armour, M.D. <sup>(6)</sup> .....	36,565	*
Christopher P. Leamon, Ph.D. <sup>(7)</sup> .....	437,731	1.02
Katherine Parker <sup>(8)</sup> .....	77,113	*
Scot L. Harper, Ph.D. <sup>(9)</sup> .....	8,970	*
John C. Aplin, Ph.D. <sup>(10)</sup> .....	116,269	*
Keith E. Brauer <sup>(11)</sup> .....	113,921	*
Colin Goddard <sup>(12)</sup> .....	73,500	*
Ann F. Hanham, Ph.D. <sup>(13)</sup> .....	95,206	*
Marc D. Kozin <sup>(14)</sup> .....	79,500	*
Philip S. Low, Ph.D. <sup>(15)</sup> .....	848,592	1.98
Peter D. Meldrum <sup>(16)</sup> .....	89,500	*
Fred A. Middleton <sup>(17)</sup> .....	3,827,072	8.99
Lesley Russell, M.B., Ch.B. <sup>(18)</sup> .....	87,500	*
All current directors and executive officers as a group (16 people as of 3/10/17) <sup>(19)</sup> .....	6,641,039	14.86

\* Less than 1%.

- (1) Based solely on information provided in a Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2017. The reporting persons consist of FMR LLC, FMR Co., Inc., and Abigail P. Johnson. The reporting persons reported that they may be deemed to have control over various entities that are the beneficial owners of the reported shares, and that they have sole power to vote or to direct the vote of 879,600 shares and sole power to dispose or to direct the disposition of 3,484,410 shares.
- (2) Consists of (i) 100,828 shares held by Sanderling V Beteiligungs GmbH & Co. KG; (ii) 162,170 shares held by Sanderling V Biomedical Co-Investment Fund, L.P.; (iii) 249,148 shares held by Sanderling V Biomedical, L.P.; (iv) 113,315 shares held by Sanderling V Limited Partnership; (v) 267,491 shares held by Sanderling Venture Partners V Co-Investment Fund, L.P.; (vi) 1,017,304 shares held by Sanderling Venture Partners V, L.P.; (vii) 831,461 shares held by Sanderling Venture Partners VI Co-Investment Fund, L.P.; (viii) 8,434 shares held by Sanderling VI Beteiligungs GmbH and Co. KG; (ix) 10,049 shares held by Sanderling VI Limited Partnership; and (x) 785,417 shares held by Sanderling V Strategic Exit Fund, L.P. Fred Middleton is a managing director of Middleton, McNeil & Mills Associates V, LLC which has the ultimate voting and investment power over shares held of record by Sanderling V Beteiligungs GmbH & Co. KG, Sanderling V Biomedical Co-Investment Fund, L.P., Sanderling V Biomedical, L.P., Sanderling V Limited Partnership, Sanderling Venture Partners V Co-



Investment Fund, L.P., Sanderling Venture Partners V, L.P., Sanderling Venture Partners VI Co-Investment Fund, L.P., Sanderling VI Beteiligungs GmbH and Co. KG, Sanderling VI Limited Partnership, and Sanderling V Strategic Exit Fund, L.P., and he may be deemed to have voting and investment power over shares held of record by those entities. Mr. Middleton disclaims beneficial ownership of the shares directly held by the entities affiliated with Sanderling except to the extent of his individual pecuniary interest therein.

- (3) Based solely on information provided in a Schedule 13G filed with the Securities and Exchange Commission on May 28, 2015.
- (4) Consists of (i) 105,127 shares held by Michael A. Sherman, (ii) 19,919 shares held by Sherman Investors LLC over which Mr. Sherman disclaims beneficial ownership except to the extent of his pecuniary interest therein, and (iii) 423,621 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017.
- (5) Consists of (i) 89,133 shares held by P. Ron Ellis and (ii) 1,259,737 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017.
- (6) Consists of (i) 6,565 shares held by Alison A. Armour and (ii) 30,000 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017.
- (7) Consists of (i) 53,046 shares held by Christopher P. Leamon and (ii) 384,685 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017.
- (8) Consists of (i) 11,088 shares held by Katherine Parker, (ii) 1,200 shares held by Katherine K. Parker revocable trust, (iii) 1,200 shares held by Michael A. Parker revocable trust and (iv) 63,625 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017.
- (9) Consists of 8,970 shares held by Scot L. Harper.
- (10) Consists of (i) 23,313 shares held by John Aplin, (ii) 90,706 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017 and (iii) 2,250 shares issuable upon vesting of RSUs within 60 days of March 10, 2017.
- (11) Consists of (i) 12,721 shares held by Keith Brauer, (ii) 98,950 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017 and (iii) 2,250 shares issuable upon vesting of RSUs within 60 days of March 10, 2017.
- (12) Consists of (i) 2,250 shares held by Colin Goddard, (ii) 69,000 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017 and (iii) 2,250 shares issuable upon vesting of RSUs within 60 days of March 10, 2017.
- (13) Consists of (i) 2,250 shares held by Ann Hanham, (ii) 90,706 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017 and (iii) 2,250 shares issuable upon vesting of RSUs within 60 days of March 10, 2017.
- (14) Consists of (i) 2,250 shares held by Marc Kozin, (ii) 75,000 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017 and (iii) 2,250 shares issuable upon vesting of RSUs within 60 days of March 10, 2017.
- (15) Consists of (i) 175,124 shares held by Philip S. Low revocable trust, (ii) 193,318 shares held by Joan Low revocable trust, (iii) 44,626 shares held by Philip S. Low and (iv) 435,524 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017.
- (16) Consists of (i) 2,250 shares held by Peter Meldrum, (ii) 85,000 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017 and (iii) 2,250 shares issuable upon vesting of RSUs within 60 days of March 10, 2017.
- (17) Consists of (i) 3,545,617 shares held by entities affiliated with Sanderling Ventures, (ii) 188,499 shares held by Fred A. Middleton, (iii) 90,706 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017 and (iv) 2,250 shares issuable upon vesting of RSUs within 60 days of March 10, 2017. Mr. Middleton disclaims beneficial ownership of the shares directly held by the entities affiliated with Sanderling Ventures except to the extent of his individual pecuniary interest therein.
- (18) Consists of (i) 2,250 shares held by Lesley Russell, (ii) 83,000 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017 and (iii) 2,250 shares issuable upon vesting of RSUs within 60 days of March 10, 2017.
- (19) Includes (i) 2,212,057 shares issuable upon exercise of options exercisable within 60 days of March 10, 2017 and (ii) 18,000 shares issuable upon vesting of RSUs within 60 days of March 10, 2017.

## CORPORATE GOVERNANCE MATTERS

### Policies on Corporate Governance

Our Board of Directors recognizes that good corporate governance is important to ensure that the company is managed for the long-term benefit of stockholders. The Board has adopted Corporate Governance Principles, written charters for each of its standing committees and a Code of Ethics and Business Conduct and will amend them as appropriate to reflect new policies or practices. The current version of each of these documents is available on our website, *www.endocyte.com*, in the Investors & News section, and will be provided in print without charge upon written request to our Corporate Secretary at 8910 Purdue Road, Suite 250, Indianapolis, Indiana 46268.

We will also either disclose on Form 8-K or post on our Internet website any substantive amendment to, or waiver from, a provision of the Code of Ethics and Business Conduct that applies to any of our directors or executive officers.

### Board Composition

Our Board of Directors is currently composed of ten members, divided into three staggered classes of directors. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose terms are then expiring. The terms of the directors will expire upon the election and qualification of successor directors at the Annual Meeting of Stockholders to be held during the years 2017 for the Class I directors, 2018 for the Class II directors and 2019 for the Class III directors.

- Our Class I directors are John C. Aplin, Colin Goddard, Philip S. Low and Lesley Russell.
- Our Class II directors are Keith E. Brauer, Ann F. Hanham and Peter D. Meldrum.
- Our Class III directors are Marc D. Kozin, Fred A. Middleton and Michael A. Sherman.

Our amended and restated certificate of incorporation and bylaws provide that the number of our directors, which is currently ten members, shall be fixed from time to time by a resolution of the majority of our Board of Directors.

### Board Leadership Structure

John C. Aplin, one of our independent directors, currently serves as the non-executive Chairman of the Board. Michael A. Sherman is our President and Chief Executive Officer. Mr. Sherman focuses on the day-to-day developments of the company and establishes the company's growth strategy and strategic plan. Mr. Aplin chairs the Board and, in that capacity, can impact the issues that are brought before the Board. The Board of Directors believes that these complementary roles provide an appropriate leadership structure for the company at this time.

The Board of Directors expects to re-evaluate its leadership structure on an ongoing basis and may change it as circumstances warrant. The Board believes that the current leadership structure of separate individuals holding the Chairman and Chief Executive Officer roles allows the Board to function efficiently and effectively. If the Chairman and the Chief Executive Officer roles are held by one person in the future, the Board will designate one of its independent directors as "Lead Independent Director" with the responsibilities described in our Corporate Governance Principles.

### Board's Role in Oversight of Risk Management

While risk management is primarily the responsibility of our management, the Board of Directors, acting primarily through the Audit Committee, provides overall risk oversight with a focus on the most significant risks facing us. We use a risk management process to identify and assess the major risks we face and develop strategies for controlling, mitigating and monitoring risk. As part of this process, we gather information throughout the company to identify and prioritize major risks. The identified risks and mitigation strategies are validated with management and presented to the Audit Committee on an ongoing basis.

Examples of major risks we have identified are our ability to achieve regulatory milestones, enter into license or other business development transactions, access capital and execute clinical trials in a timely manner.

Information concerning risks relating to our compensation policies and practices is provided on page 31 of this proxy statement. Additional review or reporting on risks is conducted as needed or as requested by the Board or Audit Committee.

## **Director Independence**

Our common stock is listed on The Nasdaq Global Market. Under the listing rules of The Nasdaq Stock Market LLC (“Nasdaq”), independent directors must comprise a majority of a listed company’s board of directors and, subject to specified exceptions, independent directors must be the members of a listed company’s audit, compensation and nominating and corporate governance committees. Audit committee and compensation committee members must also satisfy additional independence criteria. Under the Nasdaq listing rules, a director will only qualify as an “independent director” if, in the opinion of that company’s board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

In order to be considered to be independent for purposes of audit committee membership, a director may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board committee: (1) accept, directly or indirectly, any consulting, advisory or other compensatory fee from the listed company or any of its subsidiaries; or (2) be an affiliated person of the listed company or any of its subsidiaries.

In order to be considered to be independent for purposes of compensation committee membership, a listed company’s board of directors must consider all factors specifically relevant to determining whether a director has a relationship to the listed company which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (1) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the listed company to such director; and (2) whether such director is affiliated with the listed company, a subsidiary of the listed company or an affiliate of a subsidiary of the listed company.

After reviewing the composition of the Board of Directors, the composition of its committees and the independence of each director, our Board of Directors has determined that none of Messrs. Brauer, Kozin, Meldrum and Middleton and Drs. Aplin, Goddard, Hanham and Russell, representing eight of our ten directors, has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is “independent” as that term is defined under the Nasdaq listing rules. Our Board of Directors also determined that Messrs. Brauer and Middleton and Dr. Aplin, who comprise our Audit Committee, Messrs. Kozin and Meldrum and Dr. Goddard, who comprise our Compensation Committee, and Drs. Hanham and Russell and Mr. Kozin, who comprise our Nominating and Corporate Governance Committee, satisfy the independence standards for those committees established by applicable Securities and Exchange Commission rules and the Nasdaq listing rules.

Mr. Sherman and Dr. Low are executive officers and employees of the company. Consequently, Mr. Sherman and Dr. Low are not considered independent directors.

## **Nominations for Directors**

The Nominating and Corporate Governance Committee screens candidates and recommends candidates for nomination to the Board. In seeking and evaluating director candidates, the Nominating and Corporate Governance Committee considers individuals in accordance with the criteria described below under “— Director Qualifications.” Director candidates may be recommended by Board members, a third-party search firm or stockholders. From time to time since 2012, the Nominating and Corporate Governance Committee has utilized Levin & Company, Inc., a third-party search firm, to assist it in identifying and evaluating potential candidates for director.

The Nominating and Corporate Governance Committee will consider director nominees recommended by stockholders. A stockholder who wishes to recommend a director candidate should send such recommendation to our Corporate Secretary at 8910 Purdue Road, Suite 250, Indianapolis, Indiana 46268, who will forward it to the committee. Any such recommendation should include a description of the candidate’s qualifications for Board service, the candidate’s written consent to be considered for nomination and to serve if nominated and elected, and addresses and telephone numbers for contacting the stockholder and the candidate for more information. A stockholder who wishes to nominate an individual as a director candidate at the annual meeting of stockholders, rather than recommend the individual to the Nominating and Corporate Governance Committee as a nominee, must comply with the advance notice requirements for stockholder nominations set forth in our Amended and Restated By-Laws.

## **Director Qualifications**

The Board of Directors believes that its members should exhibit high standards of independent judgment and integrity, have a strong record of achievement, have an understanding of our business and the competitive environment

in which we operate, and bring the benefits of their experiences and backgrounds to the Board and committee functions. Directors should be committed to enhancing stockholder value on a long-term basis and have sufficient time to carry out their duties.

In considering director nominees, the Nominating and Corporate Governance Committee reviews the current composition of the Board, including issues of character, judgment, diversity, age, independence, corporate experience, length of service, understanding of the Company's business, other commitments and any specialized areas of expertise needed by the Board or any of its committees. Although the Board does not have a policy requiring the consideration of diversity as a principal factor in identifying director candidates, the committee is expected to evaluate a candidate's background, age, education, professional accomplishments and experiences and the effect that the candidate's election would have on the composition of the Board as a whole.

### **Board Evaluations**

On an annual basis, the Nominating and Corporate Governance Committee leads a comprehensive evaluation process of the Board. In 2016, each director completed a performance questionnaire, which contained questions regarding the performance of the full Board and each standing committee. The chairman of the committee reviewed and prepared a summary of the completed questionnaires. The committee reviewed and discussed the results of the questionnaires. The committee reported those results to the full Board, and the full Board further reviewed and discussed the results of the evaluations.

### **Communications with the Independent Directors of the Board**

The Board has implemented a process by which our stockholders and other interested parties may communicate with the Board or one or more members of our Board in a written communication addressed to Corporate Secretary, Endocyte, Inc., 8910 Purdue Road, Suite 250, Indianapolis, Indiana 46268. The Board has instructed our Corporate Secretary to promptly forward all such communications to the specified addressees thereof. However, certain items which are unrelated to the duties and responsibilities of the Board will be excluded, such as: product complaints, product inquiries, new product suggestions, resumes, surveys and advertisements. In addition, material that is unduly hostile, threatening, illegal or similarly unsuitable will be excluded, with the provision that any communication that is filtered out must be made available to any non-management director upon request.

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who own more than 10% of our common stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Based on our records, we believe that during 2016 all applicable Section 16(a) filing requirements were met.

## **TRANSACTIONS WITH RELATED PERSONS**

### **Policy**

We have adopted a formal policy that our executive officers, directors, holders of more than five percent of any class of our voting securities, and any member of the immediate family of and any entity affiliated with any of the foregoing persons, are not permitted to enter into a related party transaction with us without the prior consent of our audit committee, or other independent members of our Board of Directors in the case it is inappropriate for our audit committee to review such transaction due to a conflict of interest. In approving or rejecting any such proposal, our audit committee is to consider the relevant facts and circumstances available and deemed relevant by the audit committee, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related party's interest in the transaction.

### **Related Party Transactions**

Since January 1, 2016, we have been a party to the following arrangements, in which the amount involved exceeded or will exceed \$120,000, and in which any director, executive officer or holder of more than five percent of any class of our voting stock, or any member of the immediate family of or entities affiliated with any of them, had or will have a material interest.

#### ***Transactions with Our Founders and Entities Affiliated with Our Founders***

Philip S. Low, Ph.D., our Chief Science Officer and one of our founders and directors, conducts research at Purdue University. We entered into an exclusive license agreement dated October 21, 1998, as amended, an exclusive license agreement effective March 1, 2010 and a master license agreement effective July 1, 2013 with Purdue Research Foundation to license certain intellectual property and methods that were invented in Dr. Low's laboratory. We fund research at Purdue University and paid \$1,000,000 in 2016. Additionally, we are a party to a lease with Purdue Research Foundation, pursuant to which we paid \$598,040 in 2016.

In September 2011, we entered into an agreement with On Target Laboratories, L.L.C., or On Target, to develop and commercialize products relating to the compound comprising our Folate and DUPA ligands and certain other licensed patents. The chief executive officer of On Target is the brother of Dr. Low, one of our directors and Chief Science Officer. Dr. Low also owns more than 10% of the equity of On Target. We believe the terms of the On Target agreement are no less favorable to us than terms that would be available in an arm's-length transaction. On Target is solely responsible for conducting research and development, seeking regulatory approval and commercialization of products. If On Target fails to meet minimum spend requirements on research and development, we have the right to terminate the agreement. We will be entitled to receive minimum royalty payments annually based on net sales, but there is no guarantee that a commercial product will be developed and approved for commercial sales. We will also be entitled to reimbursement of expenses relating to patent expenses and payments to the inventors and Purdue University as certain milestones are met. During 2016, we received \$20,000 in license payments and \$14,397 in reimbursed research and development expenses, and we expect to receive approximately \$20,000 during 2017 for license payments.

## MEETINGS AND COMMITTEES OF THE BOARD

### Meetings and Attendance

Our business, property and affairs are managed under the direction of our Board of Directors. Members of our Board of Directors are kept informed of our business by our President and Chief Executive Officer, other officers and the Chairman of the Board, by reviewing materials provided to them, and by participating in meetings of the Board and its committees. Directors are also expected to use reasonable efforts to attend the annual meeting of stockholders. During 2016, the Board of Directors met six times. The Board conducts many of its oversight responsibilities through three standing committees, including an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. During 2016, all directors participated in 75% or more of the aggregate number of meetings of the Board and the committees on which they served. All directors at that time attended the 2016 annual meeting of stockholders in person.

### Executive Sessions of Independent Directors

The independent directors meet in executive session without management present and the Chairman of the Board presides over these executive sessions. He also helps to set agendas for Board meetings and serves as a liaison between the independent directors and the senior management team.

### Committee Membership

The table below indicates the composition of each standing committee, the audit committee members determined by the Board to be “audit committee financial experts” and the number of meetings held by each committee in 2016:

<u>Committee</u>	<u>Committee Chair</u>	<u>Additional Committee Members</u>	<u>Audit Committee Financial Experts</u>	<u>Number of 2016 Committee Meetings</u>
Audit . . . . .	Keith E. Brauer	John C. Aplin, Ph.D. <sup>(1)</sup> Fred A. Middleton	Keith E. Brauer John C. Aplin, Ph.D. Fred A. Middleton	Four
Compensation . . . . .	Peter D. Meldrum	Colin Goddard Marc D. Kozin	N/A	Seven
Nominating and Corporate Governance	Ann F. Hanham, Ph.D.	Marc D. Kozin Lesley Russell, M.B., Ch.B.	N/A	Five

(1) Chairman of Board

### The Audit Committee

The members of our Audit Committee are Messrs. Brauer and Middleton and Dr. Aplin, each of whom is a non-employee member of our Board of Directors. Mr. Brauer is the chairman of the committee. Each of the members of the committee has been determined by the Board to be an audit committee financial expert, as that term is defined under the Securities and Exchange Commission rules implementing Section 407 of the Sarbanes-Oxley Act of 2002, and possesses financial sophistication, as defined under the Nasdaq listing rules. Our Audit Committee is responsible for, among other things:

- reviewing and approving the selection of our independent registered public accounting firm and approving the audit and non-audit services to be performed by our independent registered public accounting firm;
- monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to financial statements or accounting matters;
- reviewing the adequacy and effectiveness of our internal control policies and procedures;
- discussing the scope and results of the audit with the independent registered public accounting firm and reviewing with management and the independent registered public accounting firm our interim and year-end operating results; and

- preparing the audit committee report that the Securities and Exchange Commission requires in our annual proxy statement.

### **The Compensation Committee**

The members of our Compensation Committee are Messrs. Kozin and Meldrum and Dr. Goddard. Mr. Meldrum is the chairman of the committee. The Compensation Committee is responsible for, among other things:

- overseeing our compensation policies, plans and benefit programs;
- reviewing and approving for our executive officers: the annual base salary, the annual incentive bonus, including the specific goals and amount, equity compensation, employment agreements, severance arrangements and change in control arrangements, and any other benefits, compensation or arrangements;
- discussing the Compensation Discussion and Analysis required by Securities and Exchange Commission regulations with management and, if appropriate, recommending its inclusion in the company's proxy statement and its incorporation by reference in the company's annual report on Form 10-K;
- administering the issuance of stock options and other awards under our stock plans; and
- reviewing the results of advisory votes on executive compensation and determining whether to revise our compensation policies and programs to respond to stockholder concerns.

### **Compensation Committee Interlocks and Insider Participation**

No member of the Compensation Committee during 2016 was an officer, employee or former officer of Endocyte or had any relationship requiring disclosure in this proxy statement pursuant to Securities and Exchange Commission regulations. None of our executive officers served as a member of a compensation committee or a director of another entity under the circumstances requiring disclosure in this proxy statement pursuant to Securities and Exchange Commission regulations.

### **The Nominating and Corporate Governance Committee**

The members of our Nominating and Corporate Governance Committee are Mr. Kozin and Drs. Hanham and Russell. Dr. Hanham is the chairman of the committee. The Nominating and Corporate Governance Committee is responsible for, among other things:

- assisting our Board of Directors in identifying prospective director nominees and recommending nominees for each annual meeting of stockholders to our Board of Directors;
- reviewing developments in corporate governance practices and developing and recommending governance principles applicable to our Board of Directors;
- reviewing the succession planning for our executive officers;
- overseeing the evaluation of our Board of Directors and management; and
- recommending members for each committee of our Board of Directors.

## PROPOSAL 1 — ELECTION OF DIRECTORS

The Board of Directors currently consists of ten members divided into three classes whose three-year terms of office expire at successive annual meetings. Directors elected at the annual meeting will serve for a term of office expiring at the 2020 annual meeting. Based on the recommendation of the Nominating and Corporate Governance Committee, the Board has nominated the persons listed below as “Nominees for Director.” All of the nominees are current directors.

We expect each nominee for election as a director will be able to serve if elected. If any nominee is not able to serve, proxies will be voted in favor of the remainder of those nominated and may be voted for substitute nominees.

There are no family relationships among any of our directors or executive officers. The names, principal occupations and certain other information about the nominees and the directors whose term of office is not expiring at the annual meeting, as well as key experiences, qualifications, attributes and skills of those persons that led the Nominating and Corporate Governance Committee to conclude that such person is currently qualified to serve as a director are set forth on the following pages.

### **Nominees for Director (Class I Directors)**

#### ***John C. Aplin, Ph.D.***

*Age 71*

Chairman of the Board  
Audit Committee

Dr. Aplin has served as a member of our Board of Directors since May 2003 and as Chairman since May 2011. Since November 1990, Dr. Aplin has served as General Partner and Managing Director of CID Capital, a private equity firm. Dr. Aplin has served on the board of directors of 25 companies and was the Chairperson of the M.B.A. program at Indiana University. Dr. Aplin holds a B.S. in business administration from Drake University, and an M.A. and a Ph.D. in business administration from the University of Iowa. Dr. Aplin is also a Certified Management Consultant.

We believe that Dr. Aplin possesses specific attributes that qualify him to serve as a member of our Board of Directors, including his experience in the venture capital and private equity industries, his years of business and leadership experience and his financial sophistication and expertise.

#### ***Colin Goddard, Ph.D.***

*Age 57*

Compensation Committee

Dr. Goddard has served as a member of our Board of Directors since November 2013. Dr. Goddard has served as Chairman and Chief Executive Officer of BlinkBio, Inc. (formerly Coferon, Inc.), a private biotechnology platform company, since April 2011. From October 1998, until its acquisition by Astellas Pharmaceuticals, Inc. in July 2010, Dr. Goddard served as Chief Executive Officer of OSI Pharmaceuticals, Inc., or OSI, and as a member of its Board of Directors. He joined OSI as a scientist in 1989 and held positions that included Director of Drug Discovery, Chief Operating Officer and President. He also chaired the OSI board from 2000-2002. Prior to his employment at OSI, Dr. Goddard was a research fellow at the National Cancer Institute in Bethesda, MD. Dr. Goddard also chairs the board of Mission Therapeutics Ltd., a UK based private biotech company. From December 2010 until the sale of the company in July 2012, Dr. Goddard served as a director of the board of Human Genome Sciences (HGS), a publicly traded biopharmaceutical company. He also served on the boards of the trade associations PhRMA and BIO. He received his Ph.D. in Cancer Pharmacology from the University of Aston in Birmingham, U.K. and a B.Sc (Hons) in Biochemistry from the University of York, U.K.

We believe that Dr. Goddard possesses specific attributes that qualify him to serve as a member of our Board of Directors, including his years of experience in the biotechnology, diagnostic and related industries, and his scientific background and industry knowledge.



***Philip S. Low, Ph.D.***

*Age 69*

Dr. Low is one of our founders and has served as our Chief Science Officer since April 1998 and as a member of our Board of Directors since December 1995. Dr. Low has served on the faculty at Purdue University since August 1976, where he is currently the Director of the Purdue Institute for Drug Discovery and the Ralph C. Corley Distinguished Professor of Chemistry. Dr. Low holds a B.S. in chemistry from Brigham Young University and a Ph.D. in biochemistry from the University of California, San Diego.

We believe that Dr. Low possesses specific attributes that qualify him to serve as a member of our Board of Directors, including the perspective and experience he brings as our Chief Science Officer and as one of our co-founders, which brings historic knowledge, scientific expertise and continuity to our Board of Directors.

***Lesley Russell, M.B., Ch.B.***

*Age 56*

Nominating and Corporate Governance Committee

Dr. Russell joined our Board of Directors in January 2013. She has served as the chief medical officer of Innocoll Holdings plc since April 2016. Prior to Innocoll, Dr. Russell served as chief operating officer for TetraLogic Pharmaceuticals from August 2013 until April 2016, where she advanced the company's lead candidate into Phase 2 clinical trials in parallel with the company's initial public offering. Prior to this role, Dr. Russell held senior executive research and development positions at a number of biopharmaceutical companies including Teva Pharmaceuticals, Cephalon, Inc., and US Bioscience/Medimmune Oncology. In these roles, she managed staff responsible for a variety of functions including regulatory strategy development, clinical research, medical affairs and data management. Dr. Russell held positions at Amgen, UK, Lilly Industries, UK, and US Bioscience, now acquired by MedImmune Oncology. Dr. Russell received an MBChB degree from the University of Edinburgh, Scotland. She is a member of the *Royal College of Physicians, UK*, and is registered with the General Medical Council, UK. She currently serves as a member of the board of directors of AMAG Pharmaceuticals and ENANTA Pharmaceuticals, both traded on NASDAQ.

We believe that Dr. Russell possesses specific attributes that qualify her to serve as a member of our Board of Directors, including her experience in advancing products through late-stage clinical development and in navigating the new drug approval process at the FDA.

**The Board of Directors Unanimously Recommends that  
Stockholders Vote FOR the Nominees Named Above.**

Information regarding the company's directors continuing in office is provided below.

**Class II Directors (Terms expire in 2018)**

***Keith E. Brauer***

*Age 68*

Audit Committee (Chairman)

Mr. Brauer has served as a member of our Board of Directors since August 2006. From August 1999 through December 2011, Mr. Brauer served in various roles at the Community Hospitals of Indianapolis, or CHI, including roles with CHI's affiliate, Indiana Heart Hospital, or IHH. Mr. Brauer served as a member of CHI's finance committee from August 1999 to December 2011, and as a member of IHH's board of directors from April 2006 to December 2011, serving as Chairman of IHH's board of directors from July 2009 to December 2011. Mr. Brauer was also a member of CHI's board of directors from October 2000 to December 2009 and as Chairman of CHI's board of directors from August 2003 to August 2005. He also served on the board of directors from June 2006 to March 2013 and as chairman of the audit committee from September 2006 to March 2013 of NanoInk, Inc., a nanometer-scale manufacturing and applications development company. He has also served on the board of directors since August 2008 and chairman of the audit committee since October 2008 of NICO Corporation, a neurosurgery company. From 1988 to 1994, Mr. Brauer served in various executive roles at Eli Lilly and Company, a healthcare company, most recently as Executive Director and Chief Accounting Officer. From July 1994 to April 2006, Mr. Brauer served as Vice President, Finance and Chief Financial Officer of Guidant, which was acquired by Boston Scientific Corporation, a medical device company, in April 2006. Mr. Brauer retired with full benefits after the acquisition of Guidant and

has not sought full time employment since that time. Mr. Brauer occasionally consults for investors in the medical device industry. Mr. Brauer holds a B.S. in management from Indiana University and an M.B.A. from the University of Michigan and has been a member of the Financial Executives Institute since 1984.

We believe that Mr. Brauer possesses specific attributes that qualify him to serve as a member of our Board of Directors, including his financial, general operational and management experience.

***Ann F. Hanham, Ph.D.***

*Age 64*

Nominating and Corporate Governance Committee (Chairman)

Dr. Hanham has served as a member of our Board of Directors since November 2004. Dr. Hanham joined Burrill & Company in February 2000 and served as a Managing Director there from February 2002 to November 2013. She served as a Managing Partner with BAR Capital Management from December 2013 to December 2016. Dr. Hanham has served on the board of directors of the following biopharmaceutical companies: Acusphere, from December 2013 until January 2015; BioMimetic Therapeutics, Inc., from May 2001 to September 2006; Biotie Therapies, from March 2009 to April 2011; HTG Molecular Diagnostics from August 2016 to present; SCYNEXIS, from January 2008 to present; and Targacept, from September 2005 to August 2006. Dr. Hanham holds a B.Sc. from the University of Toronto, a M.Sc. from Simon Fraser University and a Ph.D. from the University of British Columbia.

We believe that Dr. Hanham possesses specific attributes that qualify her to serve as a member of our Board of Directors, including experience in the venture capital industry and her years of financial, business and leadership experience in the biomedical industry.

***Peter D. Meldrum***

*Age 69*

Compensation Committee (Chairman)

Mr. Meldrum has served as a member of our Board of Directors since May 2012. Mr. Meldrum was President and Chief Executive Officer of Myriad Genetics, Inc., a molecular diagnostic company, from November 1991 until his retirement in June 2015. Mr. Meldrum also was a director of Myriad from May 1991 to June 2015. He holds a Doctorate of Engineering (honorary) from the University of Utah, a Doctorate of Science (honorary) from Westminster College, an M.B.A. from the University of Utah and a B.S. in chemical engineering from the University of Utah.

We believe that Mr. Meldrum possesses specific attributes that qualify him to serve as a member of our Board of Directors, including his years of experience in the biotechnology, diagnostic and related industries, his expertise in investor relations and his scientific background and industry knowledge.

**Class III Directors (Terms expire in 2019)**

***Marc D. Kozin***

*Age 55*

Compensation Committee

Nominating and Corporate Governance Committee

Mr. Kozin has served as a member of our Board of Directors since July 2012. Mr. Kozin has been a Senior Advisor to L.E.K. Consulting, a global strategy consulting firm, since July 2011. Prior to that, Mr. Kozin served as president of L.E.K.'s North American practice for 15 years. Mr. Kozin has over 30 years of experience in corporate and business unit strategy consulting, merger and acquisition advisory services, and value management both domestically and internationally. Mr. Kozin currently serves as a member of the board of directors of UFP Technologies, Inc., a designer and manufacturer of engineered packaging solutions and engineered component products, OvaScience, Inc., a global life science company, Flex Pharmaceuticals, a biopharmaceutical company and one privately-held company. During the past five years, Mr. Kozin also served as a member of the board of directors of DYAX Corp., a biopharmaceutical company. He also serves on the strategic advisory board for Healthcare Royalty Partners, a global healthcare investment firm. Mr. Kozin holds a B.A., with distinction, in economics from Duke University and an M.B.A., with distinction, from The Wharton School, University of Pennsylvania.

We believe that Mr. Kozin possesses specific attributes that qualify him to serve as a member of our Board of Directors, including his experience in corporate and business unit strategy consulting, merger and acquisition advisory

services, and value management both domestically and internationally, as well as his deep industry expertise advising biopharmaceutical, life sciences and medical technology companies.

***Fred A. Middleton***

*Age 67*

Audit Committee

Mr. Middleton has served as a member of our Board of Directors since July 2001. Since 1987, Mr. Middleton has been a General Partner and Managing Director of Sanderling Ventures, a biomedical venture capital firm. During the last 30 years, Mr. Middleton has served in a number of roles as a member of management, board member or an investor in over 25 biomedical companies. Mr. Middleton currently serves as a director of Stereotaxis, Inc. (STXS), a medical device company. During the past five years, he was also a member of the board of directors of CardioNet, Inc. (BEAT), a cardiac rhythm management services company, and Pacira Pharmaceuticals, Inc. (PCRX), a therapeutic drug company. Mr. Middleton also serves on the board of directors of several privately-held biomedical and biotechnology companies. He holds a B.S. in chemistry from the Massachusetts Institute of Technology and an M.B.A. with distinction from the Harvard Business School.

We believe that Mr. Middleton possesses specific attributes that qualify him to serve as a member of the Board of Directors, including his experience in the venture capital industry and his general operational and management experience working with early-stage biomedical companies.

***Michael A. Sherman***

*Age 50*

Mr. Sherman has served as our President and Chief Executive Officer since June 2016. He served as our Chief Financial Officer from October 2006 to February 2017 and as our Chief Operating Officer from June 2014 to June 2016. From December 1994 to October 2006, Mr. Sherman served in various executive roles, but most recently as Vice President of Finance and Strategic Planning from May 2004 to October 2006, of Guidant Corporation, a cardiovascular device manufacturer acquired by Boston Scientific Corporation, a medical device company, in April 2006. Mr. Sherman serves on the Board of Directors of Mead Johnson Nutrition Company, a pediatric nutrition company. He also serves on the Indianapolis Children's Museum Board of Trustees. Mr. Sherman holds a B.A. in economics from DePauw University and an M.B.A. from the Amos Tuck School, Dartmouth College.

We believe that Mr. Sherman possesses specific attributes that qualify him to serve as a member of our Board of Directors, including the perspective and experience he brings as our President and Chief Executive Officer. Mr. Sherman was previously our Chief Financial Officer and Chief Operating Officer and has over 10 years of historic knowledge and operational expertise with our company.

## PROPOSAL 2 — RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected Ernst & Young LLP as our independent registered public accounting firm for 2017, and we are asking stockholders to approve a proposal to ratify that appointment.

In deciding whether to retain Ernst & Young LLP as our independent registered public accounting firm, the Audit Committee considers whether that firm is best positioned and qualified to provide the most effective and efficient service, based on a number of factors, including, but not limited to:

- the quality of the Audit Committee’s ongoing discussions with the firm;
- the firm’s familiarity with our business, personnel, culture, accounting systems and risk profile;
- the firm’s independence;
- management’s perceptions of the firm’s industry experience and past performance;
- external data relating to the firm’s audit quality and performance, Public Company Accounting Oversight Board reports and peer firms; and
- the appropriateness of the firm’s fees.

The Audit Committee approves all audits and permissible non-audit services to be provided to the company by Ernst & Young LLP prior to commencement of services and has delegated to the Chairman of the Audit Committee the authority to approve specific services up to specified individual and aggregate fee amounts. These approval decisions are presented to the full Audit Committee at the next scheduled meeting after such approvals are made.

The company has incurred fees as shown below for services from Ernst & Young LLP. Ernst & Young LLP has advised us that it has billed or will bill the company the below indicated amounts for the following categories of services for the years ended December 31, 2016 and 2015, respectively:

	<u>2016</u>	<u>2015</u>
Audit Fees <sup>(1)</sup> .....	\$ 515,000	\$ 475,000
Audit-Related Fees .....	—	—
Tax Fees <sup>(2)</sup> .....	\$ 47,752	\$ 85,350
All Other Fees .....	—	—

(1) Includes fees for services rendered for the annual audits for the years ended December 31, 2016 and 2015, reviews of the quarterly financial statements and issuance of consent and comfort letters in connection with filing registration statements.

(2) In 2016, includes fees related to federal, state and international compliance and general and international tax consultations. In 2015, includes fees related to federal, state and international compliance, tangible property regulations and general and international tax consultations.

We expect that representatives of Ernst & Young LLP will be present at the meeting and will be available to respond to appropriate questions. They will also have an opportunity to make a statement if they desire to do so.

If the holders of a majority of voting shares voting on this matter do not ratify the selection, the Audit Committee will reconsider its choice taking into consideration the views of the stockholders and may, but will not be required to, appoint a different independent registered public accounting firm.

**The Board of Directors Unanimously Recommends that Stockholders Vote FOR Ratification of the Appointment of Ernst & Young LLP as our Independent Registered Public Accounting Firm for 2017.**

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee is responsible for monitoring the integrity of the company's financial statements, the qualifications, performance and independence of the company's independent registered public accounting firm and the company's compliance with legal and regulatory requirements. We have the sole authority to appoint or replace the company's independent registered public accounting firm. The committee operates under a written charter adopted by the Board. The committee currently has three members. The Board has determined that each committee member is independent under the standards of director independence established under our Corporate Governance Principles, the Nasdaq listing standards and applicable securities laws, and that each member is an audit committee financial expert, as defined under the rules of the Securities and Exchange Commission.

Management is responsible for the financial reporting process, including the system of internal control over financial reporting, and for the preparation of financial statements in accordance with accounting principles generally accepted in the United States. The company's independent registered public accounting firm is responsible for auditing the financial statements and expressing an opinion on the financial statements and the effectiveness of internal control over financial reporting. Our responsibility is to oversee and review the financial reporting process and to review and discuss reports related to internal control over financial reporting. We are not, however, professionally engaged in the practice of accounting or auditing and do not provide any expert or other special assurance as to such financial statements concerning compliance with laws, regulations or accounting principles generally accepted in the United States or as to the independence of the independent registered public accounting firm. We rely, without independent verification, on the information provided to us and on the representations made by management and the independent registered public accounting firm.

We held four meetings during 2016. The meetings were designed, among other things, to facilitate and encourage communication among the committee, management and the independent registered public accounting firm, Ernst & Young LLP.

We discussed with Ernst & Young LLP the overall scope and plans for their respective audits. We met with Ernst & Young LLP, with and without management present, to discuss the results of their examinations.

We discussed with management the company's major financial risk exposures and the steps management has taken to monitor and control such exposures, particularly related to the company's compliance with the Sarbanes-Oxley Act.

We reviewed and discussed the audited financial statements for the year ended December 31, 2016 with management and Ernst & Young LLP. We reviewed Ernst & Young LLP's report on the company's financial statements which indicated that the financial statements present fairly, in all material respects, the company's financial position and results of operations and cash flows in conformity with accounting principles generally accepted in the United States. We also reviewed and discussed with management and Ernst & Young LLP the management's report and Ernst & Young LLP's report on the effectiveness of the company's internal control over financial reporting. We also discussed with management and Ernst & Young LLP the process used to support certifications by the company's Chief Executive Officer and Chief Financial Officer that are required by the Securities and Exchange Commission to accompany the company's periodic filings with the Securities and Exchange Commission.

We also discussed with Ernst & Young LLP matters required to be discussed by their professional standards, including, among other things, matters related to the conduct of the audit of the company's financial statements and the matters required to be discussed by applicable standards of the Public Company Accounting Oversight Board.

We also received the written disclosures and the letter from Ernst & Young LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with us concerning independence, and we discussed with Ernst & Young LLP the independence of that firm.

When considering Ernst & Young LLP's independence, we considered if services they provided to the company beyond those rendered in connection with their audit of the company's financial statements and reviews of the company's quarterly unaudited financial statements were compatible with maintaining their independence. We concluded that the provision of such services by Ernst & Young LLP's has not jeopardized Ernst & Young LLP's independence.

Based on our review and these meetings, discussions and reports, and subject to the limitations on our role and responsibilities referred to above and in the Audit Committee Charter, we recommended to the Board that the

company's audited financial statements for the year ended December 31, 2016 be included in the company's Annual Report on Form 10-K for the year ended December 31, 2016 for filing with the Securities and Exchange Commission. The Committee has also selected Ernst & Young LLP as the company's independent registered public accounting firm for the year ending December 31, 2017 and will present an advisory proposal to the stockholders at the meeting to ratify the selection.

**The Audit Committee:**

Keith E. Brauer, Chairman

John C. Aplin, Ph.D.

Fred A. Middleton

### **PROPOSAL 3 — ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION**

The third proposal to be considered at the 2017 annual meeting is the advisory vote to approve the compensation paid to our named executive officers as disclosed in this proxy statement pursuant to the SEC's compensation disclosure rules (which disclosures include the Compensation Discussion and Analysis, the compensation tables and the narrative discussion following the compensation tables). This advisory vote is generally referred to as a "say-on-pay vote." In accordance with the results of the advisory vote held in 2011 on the frequency of future say-on-pay votes, we have been conducting say-on-pay votes every three years. Since the last say-on-pay vote was held in 2014, a say-on-pay vote will be held this year at the 2017 annual meeting. As discussed in this proxy statement, at the 2017 annual meeting, we will hold another say-on-frequency vote to solicit shareholder preference on the frequency of future say-on-pay votes. Following such vote, our Board of Directors will determine when the next say-on-pay vote will occur.

Our goal for our executive compensation program is to motivate and retain qualified employees in a way that establishes an appropriate relationship between executive pay and the creation of stockholder value on a long-term basis. We believe that our executive compensation program accomplishes this goal.

The Compensation Discussion and Analysis beginning on page 23 of this proxy statement describes our executive compensation program and the decisions made by the Compensation Committee during 2016 in more detail.

Accordingly, we recommend that our stockholders vote **"For"** the following resolution at the annual meeting:

"Resolved, that the compensation of the company's named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the narrative discussion, is approved."

As an advisory vote, this proposal will not be binding upon the Board of Directors or us. However, we expect that the Compensation Committee, which is responsible for designing and administering our executive compensation program, will consider the outcome of the vote when making future compensation decisions for named executive officers.

**The Board of Directors Unanimously Recommends that Stockholders Vote "For" the Advisory Proposal Approving the Compensation of our Named Executive Officers as Disclosed in this Proxy Statement.**

**PROPOSAL 4 — ADVISORY VOTE REGARDING THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION**

In Proposal Three, we are providing our stockholders the opportunity to vote to approve, on an advisory, non-binding basis, the compensation of our named executive officers. In this Proposal Four, we are asking our stockholders to cast a non-binding advisory vote regarding the frequency of future executive compensation advisory votes. Stockholders may vote for a frequency of every one, two, or three years, or may abstain.

Our Board of Directors will take into consideration the outcome of this vote in making a determination about the frequency of future executive compensation advisory votes. However, because this vote is advisory and non-binding, the Board of Directors may decide that it is in the best interests of our stockholders and the company to hold the advisory vote to approve executive compensation more or less frequently.

After careful consideration, the Board of Directors believes that an executive compensation advisory vote should be held every year, and therefore our board of directors recommends that you vote for a frequency of every ONE YEAR for future executive compensation advisory votes.

The board of directors believes that an annual executive compensation advisory vote will facilitate more direct stockholder input about executive compensation. An annual executive compensation advisory vote is consistent with our policy of reviewing our compensation program annually, as well as seeking frequent input from our stockholders on corporate governance and executive compensation matters. We believe an annual vote would be the best governance practice for our company at this time.

**The Board of Directors Unanimously Recommends that Stockholders Vote “ONE YEAR” for the Advisory Proposal Regarding the Frequency of Future Advisory Votes on Executive Compensation.**



**EXECUTIVE COMPENSATION**  
**COMPENSATION COMMITTEE REPORT**

The Compensation Committee consists of the three directors named below, each of whom meets the independence standards of the company's Corporate Governance Principles, the Nasdaq listing standards and applicable securities laws.

The committee has the authority to engage its own advisers to assist it in carrying out its responsibilities. The Compensation Committee used Radford, an Aon Hewitt Consulting Company, or Radford, as its consultant during 2016. The consultant reports to the Compensation Committee directly and interacts with management, as necessary. The committee has determined that the work performed by Radford in 2016 did not raise any conflicts of interest.

The committee held seven meetings during 2016. The meetings were designed, among other things, to facilitate and encourage free and frank discussion between committee members and the consultant as well as extensive communication among committee members, executive management and other company personnel involved in executive compensation matters.

The committee reviewed and discussed with management the Compensation Discussion and Analysis that immediately follows this report. Based on its review and these discussions with management, the committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the company's annual report on Form 10-K for the fiscal year ended December 31, 2016, and proxy statement for the 2017 annual meeting of stockholders.

**The Compensation Committee:**

Peter D. Meldrum, Chairman  
Colin Goddard, Ph.D.  
Marc D. Kozin

## COMPENSATION DISCUSSION AND ANALYSIS

### Executive Summary

The following discussion and analysis is intended to supplement the more detailed information concerning executive compensation that appears in the rest of this section and in the compensation tables and accompanying narrative which follow this section. Our goal is to provide an understanding of our compensation practices and the decisions that affected the compensation payable for 2016 to our executive officers, including the individuals who served as our President and Chief Executive Officer during 2016 (P. Ron Ellis and Michael A. Sherman), the individual who served as our Chief Financial Officer during 2016 (Michael A. Sherman) and the other executive officers named in the Summary Compensation Table (Alison A. Armour, Christopher P. Leamon, Katherine Parker and Scot L. Harper), whom we refer to in this discussion as the named executive officers, or NEOs. Two of the NEOs are no longer with our company: Mr. Ellis resigned in June 2016, and Dr. Harper's employment terminated in October 2016. This discussion and analysis provides information regarding those NEOs to the extent it applies based on their status with our company at the applicable time.

The Compensation Committee of our Board of Directors, referred to in this section as the committee, plays a key role in designing and administering our executive compensation program. All principal elements of compensation paid to our executive officers are subject to approval by the committee. The Compensation Committee Report immediately precedes this discussion.

During 2016 we achieved significant accomplishments, including the following:

- the dose escalation phase of the EC1456 phase 1 trial was completed in the twice per week dosing schedules in June 2016. Enrollment commenced in a phase 1b trial with a clinical dose of 6.0 mg/m<sup>2</sup> for a twice per week dosing schedule. We are also exploring a more frequent dosing schedule, four times per week, in indications that are typically folate receptor-positive, such as ovarian and endometrial cancers;
- the EC1169 phase 1 dose escalation trial identified the recommended phase 1b dose of 6.5 mg/m<sup>2</sup> once per week. Responses (including two prostate-specific antigen responses and a partial tumor response) were confirmed during the dose escalation trial. The phase 1b cohort expansion phase is now actively recruiting metastatic castration-resistant prostate cancer patients; and
- we successfully completed a strategic review of pipeline opportunities, identifying and prioritizing multiple and diversified paths to create value leveraging our SMDC capability.

The committee also considered the fact that enrollment for the phase 1b trial to evaluate EC1456 in non-small cell lung cancer patients was behind target.

As a result of Mr. Ellis' resignation as our President and Chief Executive Officer, and Mr. Sherman's appointment to that position, in June 2016, the committee considered comparative data relating to base salary, target bonus and equity awards related to that position. The committee also discussed the differences in our severance benefits for the Chief Executive Officer versus the other executive officers. Following discussion, the committee took the following actions with respect to Mr. Sherman, effective June 16, 2016:

- increased his annualized base salary to \$400,000;
- increased his target cash bonus opportunity for the remainder of 2016 to 60% of his base salary;
- granted him the following one-time equity awards:
  - a stock option to purchase 60,000 shares of our common stock, which option has an exercise price of \$3.68 per share (which was the closing stock price of our common stock on June 16, 2016, the date of grant), has a term of 10 years and will vest in four equal annual installments beginning on the first anniversary of the date of grant; and
  - 10,000 restricted stock units, which will vest in four equal annual installments beginning on the first anniversary of the date of grant; and
- entered into a new Change in Control and Severance Agreement with him that provides for the same level of payments and benefits as had been in the Change in Control and Severance Agreement with Mr. Ellis.

## **Advisory Votes on Compensation**

We submitted two non-binding proposals to our stockholders at the 2011 annual meeting. These proposals consisted of an advisory vote to approve the compensation of the NEOs as disclosed in the proxy statement, or a say-on-pay vote, and an advisory vote on the frequency of future say-on-pay votes, or a frequency vote. In accordance with the results of the 2011 frequency vote, we have been conducting say-on-pay votes every three years. As a result, we held our second advisory say-on-pay vote at the 2014 annual meeting. The frequency vote is required to be held every six years, and therefore the next frequency vote will be held at the 2017 annual meeting, as discussed in this proxy statement.

Approximately 93% of the votes cast were cast in favor of the advisory say-on-pay vote at the 2014 annual meeting. As a result of the high level of support in 2014, the committee did not make significant changes to our executive compensation programs and policies for 2014, 2015 or 2016. However, the committee has made certain incremental changes related to NEO compensation, which are described in this Compensation Discussion and Analysis. The committee intends to continue to monitor stockholder concerns, including the results of the say-on-pay votes, in making future decisions affecting the compensation of the NEOs.

## **Compensation Philosophy**

Our executive compensation program seeks to attract and retain our senior executives and motivate them to pursue our corporate objectives while encouraging the creation of long-term value for our stockholders. Through our annual goal-setting process, organizational objectives are established for our company and employees, including the NEOs. We evaluate and reward our NEOs through compensation intended to motivate them to identify and capitalize on the opportunities that result in our growth and success.

The main elements of our NEO compensation program are:

- base salary;
- short-term incentives through our cash bonus program;
- long-term incentives through equity awards; and
- broad-based employee benefits.

The committee believes that each of these compensation components is necessary to help us attract and retain the executive talent on which we depend. We target cash and equity compensation at a competitive level relative to our peers to fuel both near term execution and long term innovation intended to generate returns for our stockholders over the long term.

## **Compensation Decision Process**

### ***Role of Committee***

All compensation decisions affecting our executive officers, including the NEOs, are solely determined by the committee.

### ***Role of Management***

Our Chief Executive Officer, or CEO, and our Vice President of Human Resources typically attend meetings of the committee, except for executive sessions. However, in some instances, the committee may request the attendance of the Vice President of Human Resources in a separate executive session to provide perspective regarding officer performance. At the request of the committee, our CEO provides his assessment of the performance of our NEOs, other than himself. Our CEO also takes an active part in the discussions of the committee at which the compensation of NEOs other than himself is discussed. The committee may agree with our CEO's recommendations or may reach a different conclusion as to the compensation of such NEOs. Our CEO oversees major operational, financial, and human resources aspects of the company, including officer compensation practices. He substantially contributes to the committee's consideration of the overall design and function of our compensation system. The Vice President of Human Resources oversees the human resources function at our company and contributes to the committee's consideration of the design and function of our compensation practices overall, including those applicable to executive

officers. All decisions regarding our CEO's and Vice President of Human Resources' compensation are made by the committee in executive closed sessions outside of such officer's presence.

### ***Role of Compensation Consultant***

The committee has the authority to engage its own advisers to assist it in carrying out its responsibilities. The committee has engaged Radford, an Aon Hewitt Consulting Company, or Radford, as its consultant. The consultant reports directly to the committee and interacts with management, as necessary. For 2016, Radford provided us with market data derived from surveys and the peer comparator group discussed below. Radford also provides advisory services supporting the committee in developing and executing elements of compensation plans for all employees.

The committee considered various factors to help it determine whether Radford's work has raised any conflicts of interest. One of those factors related to the amount of fees paid by us to Radford, a division of AON plc, during 2016. In 2016, we paid Radford \$60,000 for professional fees for committee support and \$150,533 in net commission fees for Aon Risk Services which includes advisory services related to the procurement of various forms of insurance. The decision to engage other divisions of AON in non-compensation services was reviewed by the committee, and the committee determined that the work performed by Radford in 2016 did not raise any conflicts of interest.

### **Market Competitive Data**

The committee believes that compensation decisions are complex and should be made after a review of the compensation levels paid to executives in the same or similar positions at other comparator companies. Although the committee does not rely solely on benchmarking to determine any element of compensation or overall compensation, the committee does believe that compensation data are important to the competitive positioning of the company's compensation levels.

The companies used for the comparisons vary from time to time. For 2016 compensation determinations, the committee reviewed, with the assistance of Radford, the competitive pay levels and compensation practices of a group of peer companies, as disclosed pursuant to such companies' publicly filed compensation data. The peer group for 2016 compensation assessments were determined using the following criteria:

- U.S. companies operating in drug delivery systems or biopharmaceutical industries that are similarly situated in terms of stage of development and our forecasted financial profile; and
- sufficient room for growth without over- or under-extending the breadth of our selected peer group.

The peer group utilized in connection with 2016 compensation determinations consisted of:

BIND Therapeutics	Mirati Therapeutics
Caladrius Biosciences	Peregrine Pharmaceuticals
Cerulean Pharma	Rigel Pharmaceuticals
ChemoCentryx	Sunesis Pharmaceuticals
Cytokinetics	Synta Pharmaceuticals
Dynavax Technologies	Threshold Pharmaceuticals
Geron	Trevana
GlycoMimetics	Verastem
Immunomedics	XOMA
Inovio Pharmaceuticals	

In addition to the public proxy data for the peer group companies, Radford gathered competitive market data from the Radford 2015 Global Life Sciences Survey with respect to public biopharmaceutical companies with between 30 and 260 employees and \$75 million to \$700 million in market value, as well as the companies from our peer group that participated in that survey. To arrive at competitive market compensation for comparator purposes, Radford blended survey data using a special cut specific to our peer group companies that participated, and a broader survey cut, where possible. The survey composite was then blended with the public proxy data for the peer group companies to form a market composite. Radford also aged all cash compensation data by a 3% annual rate to reflect prevailing life sciences merit budgeting.

The committee utilized this data to assess whether our executive compensation falls within a competitive range against industry norms. Generally, for 2016 NEO compensation, the committee targeted base salary, cash bonus

opportunities, and equity award opportunities at the 50<sup>th</sup> percentile of the comparator data. The aggregate 2016 target total cash compensation (base salary and target cash bonus for 2016) for all of the NEOs was approximately at the 50<sup>th</sup> percentile of the comparator data.

### Performance-Driven Compensation

The committee emphasizes performance in annually reviewing and setting our NEOs' base salary, bonuses and equity awards. This emphasis on performance with respect to a substantial portion of compensation is intended to motivate our NEOs to pursue our business objectives, reward them for achievement of these objectives and align their interests with those of our stockholders.

Our annual bonus program provides participants, including NEOs, with opportunities to earn cash bonuses that relate to specific goals for company and individual performance. Bonuses are paid in the following year after the committee determines the payouts to the participants. We also use equity awards to motivate performance. Stock options only have value to the extent our stock price improves over the term of the options. The value of restricted stock units, or RSUs, to a grantee will depend on our stock price at the time the RSUs vest. During 2011, the committee also made awards of performance-based restricted stock units, or PRSUs, that were subject to objective performance conditions. Based on the performance conditions and the stage of development of our potential products, however, we have concluded that the performance conditions will not be achieved before the performance deadline and, as a result, the PRSUs were cancelled and forfeited on May 26, 2016 without vesting.

### Elements of Executive Compensation

#### Base Salary

We provide base salaries to our NEOs and other employees to compensate them for services rendered on a day-to-day basis during the year. Generally, the base salary element of compensation is used to recognize the experience, skills, knowledge and responsibilities required of each NEO and over time reflects an NEO's overall sustained performance and contributions to our business. The reviews of NEO base salary levels conducted by our CEO, except with respect to his own salary, and by the committee are subjective, based on their general experience with respect to setting salary levels and supplemented by survey data and assessments of the experience and performance of our NEOs. Survey and comparator group data also is used to validate that determinations fall within acceptable parameters relative to the market.

The following table sets forth information regarding the base salaries for 2016 for the NEOs, as well as the percentage increase from the prior year.

Named Executive Officer	2016 Base Salary	Percentage Increase from Prior Year
Michael A. Sherman	\$ 400,000	19.5 %
P. Ron Ellis <sup>(1)</sup>	\$ 507,096	3.0 %
Alison A. Armour, M.D.	\$ 350,200	3.0 %
Christopher P. Leamon, Ph.D.	\$ 330,000	10.0 %
Katherine Parker	\$ 257,799	3.0 %
Scot L. Harper, Ph.D. <sup>(2)</sup>	\$ 309,546	3.0 %

(1) Mr. Ellis resigned on June 16, 2016.

(2) Dr. Harper's employment terminated on October 28, 2016.

In February 2016, the committee approved 3% merit increases for the executive officers (other than Mr. Leamon) to align with peer company benchmarks and in consideration of our employee engagement and retention. The committee had previously, in November 2015, approved a 10% increase for Mr. Leamon's 2016 base salary due to Mr. Leamon's performance during 2015, excellent progress on a significant Key Results Area applicable to Mr. Leamon and internal equity and retention considerations. The committee further increased Mr. Sherman's base salary effective June 16, 2016 from \$344,729 to \$400,000, after the resignation of Mr. Ellis, and Mr. Sherman's promotion to President and CEO.

### ***Short-Term Incentives (Cash Bonuses)***

NEOs are eligible to earn annual cash bonuses that relate to goals set by the committee for company and individual performance. For the 2016 bonus program, the committee approved a target cash bonus opportunity for Mr. Sherman equal to 50% for the first half of 2016 and 60% for the second half of 2016, due to his promotion to President and Chief Executive Officer in June 2016; Drs. Leamon and Armour equal to 40%; and Ms. Parker equal to 35% of his or her 2016 base salary. The committee established a maximum limit, such that an executive could not receive more than 150% of his or her target bonus percentage opportunity.

For purposes of determining the cash bonuses for our NEOs related to 2016 performance, the committee established Key Results Areas, or KRAs, for each NEO, with weightings assigned to each KRA. The committee selected four KRAs that it applied to all of the NEOs with varying weights depending on each NEO's involvement in that KRA, which were in the following areas:

- achieve efficacy hurdles in the EC1169 dose escalation trial or the EC1456 phase 1b trial;
- on target execution of clinical trial development plan;
- advancement of two pre-clinical agents on schedule toward investigational new drug applications, or INDs; and
- advancement of our strategic plan, creating value-driving catalysts.

In addition to the aforementioned KRAs applicable to each NEO, the committee established additional KRAs in their functional areas which applied to individual NEOs, as follows:

- for Mr. Sherman:
  - leadership team effectiveness; and
  - progress on potential collaboration opportunities;
- for Dr. Armour:
  - drug development strategy, particularly more rapid advancement;
  - improved process, clarity and quality of clinical documents and regulatory submissions;
  - more frequent and deeper engagements to improve key opinion leader relationships;
  - delivery of publications as planned; and
  - quality protocol process.
- for Dr. Leamon:
  - folate pro pyrrolbenzodiazepine, or PBD, and chimeric antigen receptor T-cell therapy, or CAR-T, pre-clinical proof of concept;
  - EC2319 data and plan for development;
  - generate supportive data for tumor associated macrophages, or TAM, platform; and
  - tubulysin IP development plan.
- for Ms. Parker:
  - career development plan formalized and delivered;
  - resource allocations properly aligned to current business needs; and
  - provide leadership guidance and coaching.

Mr. Ellis' and Dr. Harper's individual KRAs are not included in the above list, because they did not receive a cash bonus related to actual 2016 performance due to the fact that they were no longer with our company when the

cash bonuses were paid. Mr. Ellis did, however, receive payment of an amount equal to 50% of his target bonus for 2016 pursuant to the Ellis Separation Agreement (as defined below) in connection with his resignation.

In February 2017, the committee reviewed the 2016 performance of the NEOs (other than Mr. Ellis and Dr. Harper) and made a determination of the extent to which the 2016 KRAs were accomplished by the NEOs. The committee assigned a score to each 2016 KRA for each NEO, based on the extent to which the committee determined the KRA was accomplished. The assigned score was multiplied by the weight associated with that 2016 KRA for each NEO, resulting in a weighted number for each 2016 KRA. The weighted number for all of the 2016 KRAs for each NEO were added together, resulting in a total score for each NEO.

The committee then applied the total score of each NEO to his or her target cash bonus opportunity to arrive at the cash bonus payout for that NEO. The following table indicates the total KRA score, bonus amount and corresponding percentage of base salary, related to 2016 performance that was paid to each NEO:

<u>Named Executive Officer</u>	<u>Total KRA Score</u>	<u>Bonus \$</u>	<u>% of 2016 Salary</u>
Michael A. Sherman .....	0.74	\$ 164,711	44.2 %
Alison A. Armour, M.D. ....	0.74	\$ 102,892	29.5 %
Christopher P. Leamon, Ph.D. ....	0.85	\$ 111,363	33.9 %
Katherine Parker. ....	0.91	\$ 81,756	31.8 %

For 2017, the committee identified three KRAs which apply to all NEOs with varying weights depending on each NEO's involvement in that KRA, which were in the following areas:

- generate quality proof of concept clinical data supporting the advancement of lead drugs, EC1169 and EC1456, to the next phase;
- advance CAR-T to collaboration with credible partner; and
- diversification beyond two lead assets.

The scores for each of these KRAs will be determined by the quality of the data or collaboration and the impact on stockholder return relative to peer companies during the year.

#### ***Long-Term Incentives (Equity Awards)***

We believe that strong corporate performance over the long term is achieved with a corporate culture that encourages a long-term focus by our NEOs through the use of equity awards, the value of which depends on our stock performance. We use equity awards to provide certain of our employees, including our NEOs, with incentives to help align those employees' interests with the interests of our stockholders and to enable them to participate in the long-term appreciation of our stockholder value. Additionally, equity awards provide an important retention tool for key employees, as the awards generally are subject to vesting over an extended period of time based on continued service with us.

Typically, we have made equity awards annually at the beginning of each year based primarily on corporate performance as a whole during the preceding year. In 2016, we granted annual equity awards in February. In addition, we may grant equity awards upon the occurrence of certain events during the year, for example, upon an employee's hire, promotion or achievement of a significant business objective.

All 2016 equity awards were made under our 2010 Equity Incentive Plan, or EIP. The EIP permits the grant of incentive stock options to our employees and the grant of nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares to our employees, directors and consultants and our parent and subsidiary corporations' employees and consultants.

The EIP is administered by the committee which has the authority to determine who among the eligible participants will receive awards and the terms of those awards, to prescribe rules and to construe and interpret the EIP and awards granted under the EIP.

For 2016, the equity awards were designed to provide an aggregate compensation comparable to or competitive with the peer group annual equity market value. The committee granted 75% of the value of the equity awards to each NEO in the form of stock options and 25% in the form of RSUs. In an effort to reduce shareholder dilution and be

consistent with industry trends and peer group benchmarks, the committee decided to grant equity-based compensation in a combination of stock options and RSUs.

The committee made the following stock option and RSU awards to the NEOs under the EIP in 2016. Each option and RSU grant vests in four equal annual installments, subject to maintaining continued service. Pursuant to a Separation Agreement and Release of Claims (the “Ellis Separation Agreement”) that we entered into with Mr. Ellis in connection with his resignation, the vesting of 80,625 of the following stock options and 13,437 of the following RSUs granted to Mr. Ellis were accelerated and those shares vested on June 16, 2016. Pursuant to a Separation Agreement and Release of Claims (the “Harper Separation Agreement”) between us and Dr. Harper, as a result of his termination of employment, the vesting of 13,125 of the following stock options and 2,187 of the following RSUs granted to Dr. Harper were accelerated and those shares vested on October 28, 2016. The remaining portion of the following stock options and RSU awards made to Mr. Ellis and Dr. Harper were cancelled and forfeited upon their respective terminations of employment.

Named Executive Officer	2016 Option Grants (Number of Shares)	2016 RSU Grants (Number of RSUs)
Michael A. Sherman <sup>(1)</sup> .....	146,250	24,375
P. Ron Ellis .....	161,250	26,875
Alison A. Armour, M.D. ....	60,000	10,000
Christopher P. Leamon, Ph.D. ....	52,500	8,750
Katherine Parker .....	37,500	6,250
Scot L. Harper, Ph.D. ....	52,500	8,750

- (1) The awards shown for Mr. Sherman consist of the annual grant of equity awards (86,250 stock options and 14,375 RSUs) and an additional grant of equity awards (60,000 stock options and 10,000 RSUs) in connection with his promotion to President and Chief Executive Officer in June 2016.

The grant date fair value of the stock option and RSU grants are included in the Summary Compensation Table on page 32 and the Grants of Plan-Based Awards in 2016 table on page 35.

### ***Broad-based Employee Benefits***

Our NEOs are eligible to participate in the same group insurance and employee benefit plans as our other salaried employees. We provide employee benefits to all eligible employees, including our NEOs, which our Board of Directors and the committee believe are reasonable and consistent with its overall compensation objective to better enable us to attract and retain employees. These benefits include medical, dental, vision, and disability benefits and life insurance. We do not provide special plans or programs for our NEOs.

We sponsor a 401(k) tax-qualified retirement savings plan pursuant to which employees are entitled to participate. Employees can make contributions to the plan on a before-tax basis to the maximum amount prescribed by the U.S. Internal Revenue Service. In January 2014, we began providing matching contributions of 50% of the amount contributed by an employee, up to 6% of the employee’s salary that he or she contributes to the plan. Other than this plan, we do not maintain any other deferred savings plans in which our NEOs participate. We do not maintain or provide any defined benefit plans for our employees.

We implemented the 2010 Employee Stock Purchase Plan, or the ESPP, effective as of January 1, 2014. The ESPP is intended to comply with Section 423 of the Internal Revenue Code of 1986, as amended, or the Code, and to provide employees with an opportunity to acquire a stock ownership interest in us. The ESPP is administered by the committee, which has complete discretion to interpret and administer the ESPP, including the terms of each offering that permits purchases of our common stock. In 2016, participants purchased 86,571 shares of common stock under the ESPP. As of January 1, 2017, 825,154 shares of our common stock were available for issuance and purchase by our employees.

### **Change in Control and Severance Benefits**

The committee considers maintaining a stable and effective management team to be essential to maximizing stockholder return. We have entered into change in control and severance arrangements with certain key executives, including our NEOs, that provide additional benefits in the event of a change in control. For more detail on the change



in control and severance agreements, see “— Estimated Post-Employment Payments Under Alternative Termination Scenarios.”

In connection with Mr. Ellis’ resignation in June 2016, the committee reviewed data on industry standards provided by Radford, recommendations from our Vice President of Human Resources and the provisions of the Change in Control and Severance Agreement between Mr. Ellis and us. The committee discussed at length each element of a typical severance package, taking into account all of the data that had been provided, as well as Mr. Ellis’ long tenure with our company. Based on such reviews and discussion, the committee approved, and we entered into, the Ellis Separation Agreement, which provided for the modification of certain severance benefits that Mr. Ellis was entitled to under his Change in Control and Severance Agreement, dated May 15, 2015 (the “Ellis Severance Agreement”). The Ellis Separation Agreement provided for the following payments and benefits to Mr. Ellis:

- the payment to Mr. Ellis of the sum of (i) \$760,644 (which was equal to 150% of his annualized base salary), plus (ii) \$152,129 (which was equal to 50% of his target bonus for 2016), plus (iii) \$31,944 (which was equal to 12 months of COBRA payments as provided for in the Ellis Severance Agreement), in each case less applicable tax withholdings;
- the acceleration, immediately prior to Mr. Ellis’ termination of employment, of the vesting of the portion of each of Mr. Ellis’ stock option awards and restricted stock unit awards that, but for the termination of employment, would have vested on or before February 15, 2018; and
- the amendment of the award agreement governing each of Mr. Ellis’ outstanding stock option awards to permit the exercise of the vested portion of such option at any time up to the earlier of (i) June 15, 2019, or (ii) the expiration date of such option.

The Ellis Separation Agreement also included a mutual release of claims and provided for Mr. Ellis, for a period of 90 days following the effectiveness of the Ellis Separation Agreement and without additional compensation, to provide advice and assistance, in the capacity of a consultant, with respect to our operations and other matters within his experience and expertise, as requested by his successor.

In connection with Dr. Harper’s termination of employment, the Harper Separation Agreement provided for, and he received, the same benefits as were provided for in his Change in Control and Severance Agreement, dated May 15, 2015 (the “Harper Severance Agreement”), which had been previously approved by the committee. See “— Estimated Post-Employment Payments Under Alternative Termination Scenarios.”

### **Other Policies**

In addition, we have adopted policies and practices that the committee believes help further its goals and objectives related to executive compensation, including:

- through our Insider Trading Policy, prohibiting executive officers from engaging in hedging transactions that would limit the risks of owning our stock, including transactions in publicly-traded options, such as puts and calls, collars, prepaid variable forward contracts, equity swaps, exchange funds, and other derivative securities, other hedging or similar transactions, short sales and holding shares in margin accounts;
- through our Insider Trading Policy, prohibiting executive officers from pledging our stock as collateral for loans;
- limiting the annual cash bonus amount that an executive officer can receive to 150% of his or her target bonus percentage opportunity;
- awarding long-term incentive compensation in the form of time-based equity awards that generally vest over a period of three to four years; and
- through a Policy on Cash Incentive Repayment, or Claw Back Policy, requiring our executive officers to repay to us the amount of any annual cash incentive compensation that he or she receives to the extent that:
  - the amount of such payment was based on the achievement of certain financial results that were subsequently the subject of a restatement that occurs within 12 months of such payment;
  - the executive officer had engaged in theft, dishonesty or intentional falsification of our documents or records that resulted in the obligation to restate our financial results; and

- a lower annual cash incentive would have been paid to the executive officer based upon the restated financial results.

### **Tax and Accounting Considerations**

We have not provided any executive officer or director with a gross-up or other reimbursement for tax amounts the executive officer or director might pay pursuant to Section 280G or Section 409A of the Code. Section 280G and related Code sections provide that executive officers, directors who hold significant stockholder interests and certain other service providers could be subject to significant additional taxes if they receive payments or benefits in connection with a change in control of our company that exceeds certain limits, and that we or our successor could lose a deduction on the amounts subject to the additional tax.

Section 409A also imposes additional significant taxes on the individual in the event that an executive officer, director or service provider receives “deferred compensation” that does not meet the requirements of Section 409A.

Section 162(m) of the Code limits the allowable deduction for compensation paid or accrued with respect to the chief executive officer and each of the three other most highly compensated executive officers (other than the chief financial officer) of a publicly held corporation to no more than \$1,000,000 per year. This limitation does not apply to compensation that meets the requirements of Section 162(m) for performance-based compensation. Additionally, under a special Code Section 162(m) exception, any compensation paid by us pursuant to a compensation plan in existence before February 9, 2011, the date we closed our initial public offering, was not subject to the \$1,000,000 limitation until our 2015 annual meeting of stockholders. Because the EIP was not presented to stockholders at the 2015 annual meeting for approval, grants made under the EIP after that meeting date do not satisfy the performance-based exception to Section 162(m). As a result, any taxable compensation attributable to those later awards would count against the \$1,000,000 annual limit on deductibility. However, at December 31, 2016, we had net operating loss carryforwards for federal income taxes totaling approximately \$212.4 million. These loss carryforwards defer the impact of any tax return deduction that we might lose under Section 162(m) for one or more of the carryforward years. Although the committee cannot predict how the deductibility limit may impact our compensation program in future years, the committee believes that the potential deductibility of compensation payable to our executives should be only one of a number of relevant factors taken into consideration. The committee intends to maintain an approach to executive compensation that strongly links pay to performance.

### **ASSESSMENT OF COMPENSATION-RELATED RISKS**

We believe that our compensation policies and practices are designed to encourage our employees to act in the long-term best interests of the company and are not reasonably likely to have a material adverse effect on our business. We believe that the following factors reduce the likelihood that our employees would be encouraged to take excessive risks:

- We maintain our overall compensation at levels that are competitive with our peers.
- Our compensation mix is designed in part to reward long-term performance and is balanced among fixed cash components, incentives that reward improvements in company and individual performance, and long-term incentive opportunities.
- Our annual cash bonuses have been based on the achievement of several different performance measures.
- Our option and RSU awards generally have vesting periods of three to four years, which encourages our employees to focus on sustaining our long-term interests. The equity grants are also made annually, so employees always have unvested awards that could decrease in value if our business is not managed for the long term.

## SUMMARY COMPENSATION TABLE

The following table provides information regarding the compensation of the two individuals who served as our principal executive officer in 2016, the individual who served as our principal financial officer in 2016, each of the next three most highly compensated executive officers who were serving as executive officers at the end of 2016, and a former executive officer who would have been included as one of the other three most highly compensated except that he was not serving as an executive officer at the end of 2016. We refer to these persons as our named executive officers, or NEOs.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Stock Awards (\$)<sup>(1)</sup></u>	<u>Option Awards (\$)<sup>(2)</sup></u>	<u>Non-Equity Incentive Plan Compensation (\$)<sup>(3)</sup></u>	<u>All Other Compensation (\$)<sup>(4)</sup></u>	<u>Total (\$)</u>
Michael A. Sherman <sup>(5)</sup> . . . . .	2016	372,481	82,513	391,317	164,711	8,790	1,019,812
President and	2015	333,563	73,313	359,663	167,916	8,790	943,245
Chief Executive Officer and Former Chief Financial Officer	2014	322,985	83,325	404,730	102,128	6,130	919,298
P. Ron Ellis <sup>(6)</sup> . . . . .	2016	269,322	252,959	2,780,348	—	953,068	4,255,697
Former President and	2015	490,672	137,063	672,413	286,415	8,790	1,595,353
Chief Executive Officer	2014	475,612	249,975	1,214,190	222,824	8,640	2,171,241
Alison A. Armour, M.D. <sup>(7)</sup> . . . . .	2016	349,023	31,800	151,770	102,892	8,790	644,275
Chief Medical Officer							
Christopher P. Leamon, Ph.D. . . . .	2016	328,891	27,825	132,799	111,363	8,790	609,668
Vice President of Research	2015	297,675	44,625	218,925	124,220	8,790	694,235
	2014	278,461	83,325	404,730	87,994	8,566	863,076
Katherine Parker <sup>(8)</sup> . . . . .	2016	256,932	19,875	94,856	81,756	8,548	461,967
Vice President of Human Resources	2015	249,126	51,000	250,200	92,426	8,314	651,066
Scot L. Harper, Ph.D. <sup>(9)</sup> . . . . .	2016	283,089	44,570	324,281	—	262,019	913,959
Former Vice President of	2015	287,009	44,625	218,925	112,246	8,790	671,595
Clinical Operations	2014	261,767	83,325	404,730	83,111	6,135	839,068

(1) Amounts shown represent the aggregate grant date fair value, computed in accordance with ASC 718, of awards of RSUs granted to the NEOs in the year indicated. The amounts ultimately realized by the NEOs from the RSU awards will depend on the price of our common stock in the future and may be quite different from the values shown. In accordance with ASC 718, the stock awards column does not include any amount relating to the PRSU awards made in 2011 due to the performance conditions were not met during any of the years indicated. The PRSU awards were cancelled and forfeited without vesting on May 26, 2016.

The Ellis Separation Agreement provided that the unvested RSUs held by Mr. Ellis that, absent his termination of employment, otherwise would have vested on or before February 15, 2018, would vest on the last day of his employment, June 16, 2016. The incremental fair value of this modification was calculated at \$167,496 and is included in the amount in the Stock Awards column.

The Harper Separation Agreement provided that the unvested RSUs held by Dr. Harper that, absent his termination of employment, otherwise would have vested on or before July 28, 2017, would vest on the last day of his employment, October 28, 2016. The incremental fair value of this modification was calculated at \$16,745 and is included in the amount in the Stock Awards column.

(2) The amounts in this column represent the aggregate grant date fair value of the option awards and are computed in accordance with ASC 718. See Note 10 of the Notes to Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2016, for a discussion of assumptions made in determining the grant date fair value and compensation expense of the stock options. These amounts do not correspond to the actual value, if any, that may be recognized by the executives.

The Ellis Separation Agreement provided that the unvested stock options held by Mr. Ellis that, absent his termination, otherwise would have vested on or before February 15, 2018, would vest and become exercisable on the last day of his employment, June 16, 2016. The incremental fair value of this modification was calculated at \$671,214 and is included in the amount in the Option Awards column. The Ellis Separation Agreement also

provided that each award agreement governing Mr. Ellis' outstanding stock option awards would be amended to permit the exercise of the vested portion of each such option at any time up to the earlier of June 15, 2019, or the expiration date of such option. The incremental fair value of this modification was calculated at \$1,701,252 and is included in the amount in the Option Awards column.

The Harper Separation Agreement provided that the unvested stock options held by Dr. Harper that, absent his termination of employment, otherwise would have vested on or before July 28, 2017, would vest and become exercisable on the last day of his employment, October 28, 2016. The incremental fair value of this modification was calculated at \$191,483 and is included in the amount of the Option Awards column.

- (3) The amounts in this column represent the annual cash bonuses for performance in 2016, 2015 and 2014 that were paid in the following year. These amounts are reported in this column, instead of a "Bonus" column, because our executive cash bonus program provides for compensation intended to serve as incentive for performance to occur over a fiscal year, and the outcomes with respect to the relevant performance targets are substantially uncertain at the time they are established by the Compensation Committee and communicated to participants. Although the annual cash bonus awards for 2016, 2015 and 2014 performance are included in this Non-Equity Incentive Plan Compensation column, we refer to our annual cash incentive compensation as "bonus" compensation elsewhere in this proxy statement. See "— Compensation Discussion and Analysis — Elements of Executive Compensation — Short-Term Incentive (Cash Bonuses)" for a discussion of our 2016 bonus program.
- (4) The amounts in in this column represent cell phone allowance and employer sponsored 401(k) tax-qualified retirement savings plan matching contributions of 50% of the amount contributed by the employee, up to 6% of the employee's salary that he or she contributes to the plan. The amounts of the cell phone allowance and the 401(k) matching contributions were:

Name	Year	Cell Phone Allowance (\$)	401(k) Company Matching (\$)
Michael A. Sherman	2016	840	7,950
	2015	840	7,950
	2014	840	5,290
P. Ron Ellis	2016	401	7,950
	2015	840	7,950
	2014	840	7,800
Alison A. Armour, M.D.	2016	840	7,950
Christopher P. Leamon, Ph.D.	2016	840	7,950
	2015	840	7,950
	2014	840	7,726
Katherine Parker	2016	840	7,708
	2015	840	7,474
Scot L. Harper, Ph.D.	2016	711	7,950
	2015	840	7,950
	2014	840	5,295

The amount in 2016 for Mr. Ellis also includes payments of (i) \$760,644 (equal to 150% of his annualized base salary), (ii) \$152,129 (equal to 50% of his target bonus for 2016), and (iii) \$31,944 (equal to 12 months of COBRA payments), made to him in connection with his resignation in June 2016.

The amount in 2016 for Dr. Harper also includes payments of (i) \$232,160 in special severance compensation (representing 75% of his base salary), and (ii) \$21,198 (representing nine months of COBRA premiums), made to him in connection with his termination of employment in October 2016.

- (5) Michael T. Andriole was hired as our Chief Financial Officer, effective February 20, 2017. Mr. Andriole replaced Mr. Sherman as our Chief Financial Officer.
- (6) Mr. Ellis resigned on June 16, 2016.
- (7) Dr. Armour was hired in July 2015. As permitted by the SEC, because 2016 was Dr. Armour's first year as a named executive officer, the compensation paid to her prior to 2016 is not included in this table.

- (8) Ms. Parker became an executive officer of ours in January 2015 when she was promoted to Vice President of Human Resources. As permitted by the SEC, because 2015 was Ms. Parker's first year as a named executive officer, the compensation paid to her in years prior to 2015 is not included in this table.
- (9) Dr. Harper's employment terminated on October 28, 2016.

## GRANTS OF PLAN-BASED AWARDS IN 2016

The following table presents information concerning grants of plan-based awards to each NEO during the year ended December 31, 2016, and concerning modifications of certain plan-based awards to two NEOs during the year ended December 31, 2016.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (\$) <sup>(1)</sup>			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/SH)	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(2)</sup>
		Threshold	Target	Maximum				
Michael A. Sherman <sup>(3)</sup>	2/4/2016	N/A	N/A	N/A	14,375	N/A	45,713	
	2/4/2016	N/A	N/A	N/A	N/A	86,250	218,169	
	6/16/2016	N/A	N/A	N/A	10,000	N/A	36,800	
	6/16/2016	N/A	N/A	N/A	N/A	60,000	173,148	
	Annual Bonus	N/A	223,489	335,233	N/A	N/A	N/A	
P. Ron Ellis <sup>(4)</sup>	2/4/2016	N/A	N/A	N/A	26,875	N/A	85,463	
	2/4/2016	N/A	N/A	N/A	N/A	161,250	407,882	
	6/16/2016 <sup>(5)</sup>	N/A	N/A	N/A	42,603	N/A	167,496	
	6/16/2016 <sup>(5)</sup>	N/A	N/A	N/A	N/A	1,259,737	2,372,466	
	Annual Bonus	N/A	304,258	456,386	N/A	N/A	N/A	
Alison A. Armour, M.D.	2/4/2016	N/A	N/A	N/A	10,000	N/A	31,800	
	2/4/2016	N/A	N/A	N/A	N/A	60,000	151,770	
	Annual Bonus	N/A	139,609	209,414	N/A	N/A	N/A	
Christopher P. Leamon, Ph.D.	2/4/2016	N/A	N/A	N/A	8,750	N/A	27,825	
	2/4/2016	N/A	N/A	N/A	N/A	52,500	132,799	
	Annual Bonus	N/A	131,556	197,335	N/A	N/A	N/A	
Katherine Parker	2/4/2016	N/A	N/A	N/A	6,250	N/A	19,875	
	2/4/2016	N/A	N/A	N/A	N/A	37,500	94,856	
	Annual Bonus	N/A	89,926	134,889	N/A	N/A	N/A	
Scot L. Harper, Ph.D. <sup>(6)</sup>	2/4/2016	N/A	N/A	N/A	8,750	N/A	27,825	
	2/4/2016	N/A	N/A	N/A	N/A	52,500	132,799	
	10/28/2016 <sup>(7)</sup>	N/A	N/A	N/A	6,978	N/A	16,745	
	10/28/2016 <sup>(7)</sup>	N/A	N/A	N/A	N/A	56,875	191,483	
	Annual Bonus	N/A	123,818	185,728	N/A	N/A	N/A	

- (1) Amounts shown in this column represent the potential cash bonus payment amounts under the 2016 cash bonus program, and the actual payout amounts are reflected in the Summary Compensation Table in the “Non-Equity Incentive Plan Compensation” column. There are no specified threshold amounts under the program and payouts can range from 0% to 150% of the target bonus percentage opportunity.
- (2) Amounts shown in this column represent the grant date fair value, computed in accordance with ASC 718, of each award of RSUs and options granted to the NEOs in 2016. There were no adjustments or amendments made in 2016 to the exercise price of any option awards held by any of the NEOs, whether through amendment, cancellation or replacement grants, or any other means (such as a repricing), or that otherwise materially modified any awards, other than the modifications to Mr. Ellis’ RSUs and options to accelerate the vesting of portions of those awards and to extend the exercise period of vested stock options held by Mr. Ellis, in each case pursuant to the Ellis Separation Agreement, and other than modifications to Dr. Harper’s RSU and options to accelerate the vesting of portions of those awards pursuant to the Harper Separation Agreement. Each of the option and RSU awards vests in four annual installments beginning on the first anniversary of the grant date, subject to maintaining continued service. For a discussion of the assumptions used to value the stock options granted to the NEOs, see Note 10 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2016. To determine the grant date fair value of the RSU awards, we use the closing market price of a share of our common stock on the effective date of the award. In the case of Mr. Ellis, the amounts shown as the grant date fair value of his awards that were modified on June 16, 2016 represent the incremental fair value as a result of the modified vesting and term extension, which incremental amounts were \$167,496 related to previous awards of RSUs and \$2,372,466 related to previous option awards. In the case of Dr. Harper, the amounts shown as the grant date fair value of his awards that were modified on October 28, 2016 represent the incremental fair value as a result of the modified vesting, which incremental amounts were \$16,745 related to previous awards

of RSUs and \$191,483 related to previous option awards. The grant date fair values do not correspond to the actual value, if any, that may be recognized by the executives.

- (3) The all other stock awards and all other option awards shown for Mr. Sherman consist of the annual grant of equity awards (14,375 RSUs and 86,250 stock options) and an additional grant of equity awards (10,000 RSUs and 60,000 stock options) in connection with his promotion to President and Chief Executive Officer in June 2016.
- (4) Mr. Ellis did not receive any amounts based on actual performance under the 2016 annual bonus program, but as part of the payments to him under the Ellis Separation Agreement, he did receive an amount equal to 50% of his target bonus for 2016. Of the 26,875 RSUs granted to Mr. Ellis in 2016, 13,437 vested on June 16, 2016 pursuant to the acceleration provision in the Ellis Separation Agreement, and the remaining 13,438 were cancelled upon his resignation. Of the 161,250 stock options granted to Mr. Ellis in 2016, 80,625 vested on June 16, 2016 pursuant to the acceleration provision in the Ellis Separation Agreement, and the remaining 80,625 stock options were cancelled upon his resignation.
- (5) Represents the date on which certain RSUs and stock options held by Mr. Ellis were modified pursuant to the Ellis Separation Agreement.
- (6) Dr. Harper did not receive any amounts under the 2016 annual bonus program. Of the 8,750 RSUs granted to Dr. Harper in 2016, 2,187 vested on October 28, 2016 pursuant to the acceleration provision in the Harper Separation Agreement, and the remaining 6,563 were cancelled upon his employment termination. Of the 52,500 stock options granted to Dr. Harper in 2016, 13,125 vested on October 28, 2016 pursuant to the acceleration provision in the Harper Separation Agreement, and the remaining 39,375 stock options were cancelled upon his employment termination.
- (7) Represents the date on which certain RSUs and stock options held by Dr. Harper were modified pursuant to the Harper Separation Agreement.

The number of shares issuable under the EIP includes any shares subject to stock options or similar awards granted under our prior two plans that expire or terminate without having been exercised in full and unvested shares issued pursuant to awards granted under the prior plans that are forfeited to or repurchased by us, with the maximum number of shares to be added to the EIP from the prior plans equal to 2,486,910 shares. In addition, the EIP provides for annual increases in the number of shares available for issuance by an amount equal to the least of:

- 2,094,240 shares;
- four percent of the outstanding shares of our common stock as of the last day of our immediately preceding year; or
- such other number of shares as our Board of Directors may determine.

In November 2016, the Board approved increasing the number of shares available for issuance by 847,000 shares. At February 28, 2017, there were 2,349,749 shares available for issuance under the EIP.

Shares issued pursuant to awards under the EIP that we repurchase or that expire or are forfeited, as well as shares used to pay the exercise price of an award or to satisfy the tax withholding obligations related to an award, will become available for future grant under the EIP. In addition, to the extent that an award is paid out in cash rather than shares, such cash payment will not reduce the number of shares available for issuance under the EIP.

## OUTSTANDING EQUITY AWARDS AT 2016 FISCAL YEAR-END

The following table presents certain information concerning equity awards held by the Named Executive Officers at December 31, 2016.

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
Michael A. Sherman	44,285 <sup>(1)</sup>	—	2.10	5/31/2017		
	5,453 <sup>(1)</sup>	—	3.06	2/12/2018		
	5,330 <sup>(1)</sup>	—	2.54	3/05/2019		
	10,035 <sup>(1)</sup>	—	2.54	11/12/2019		
	15,706 <sup>(1)</sup>	—	3.82	2/11/2020		
	60,000 <sup>(1)</sup>	—	9.05	4/14/2021		
	100,000 <sup>(1)</sup>	—	3.55	2/28/2022		
	52,500	17,500 <sup>(2)</sup>	9.86	2/19/2023		
	22,500	22,500 <sup>(3)</sup>	11.11	2/06/2024		
	28,750	57,500 <sup>(4)</sup>	5.10	2/04/2025		
	—	86,250 <sup>(5)</sup>	3.18	2/04/2026		
	—	60,000 <sup>(6)</sup>	3.68	6/16/2026		
					3,750 <sup>(7)</sup>	9,563
					9,583 <sup>(8)</sup>	24,437
					14,375 <sup>(9)</sup>	36,656
					10,000 <sup>(10)</sup>	25,500
P. Ron Ellis	65,445 <sup>(1)</sup>	—	3.06	2/12/2018		
	93,438 <sup>(1)</sup>	—	2.54	3/5/2019		
	143,979 <sup>(1)</sup>	—	3.82	6/15/2019		
	160,000 <sup>(1)</sup>	—	9.05	6/15/2019		
	200,000 <sup>(1)</sup>	—	3.55	6/15/2019		
	220,000 <sup>(1)</sup>	—	9.86	6/15/2019		
	135,000 <sup>(1)</sup>	—	11.11	6/15/2019		
	161,250 <sup>(1)</sup>	—	5.10	6/15/2019		
	80,625 <sup>(1)</sup>	—	3.18	6/15/2019		
Alison A. Armour, M.D.	15,000	45,000 <sup>(11)</sup>	5.16	7/31/2025		
	—	60,000 <sup>(5)</sup>	3.18	2/04/2026		
	—				15,000 <sup>(12)</sup>	38,250
					10,000 <sup>(9)</sup>	25,500
Christopher P. Leamon, Ph.D.	26,178 <sup>(1)</sup>	—	3.06	2/12/2018		
	37,366 <sup>(1)</sup>	—	2.54	3/5/2019		
	26,177 <sup>(1)</sup>	—	3.82	2/11/2020		
	13,089 <sup>(1)</sup>	—	7.49	3/11/2021		
	50,000 <sup>(1)</sup>	—	9.05	4/14/2021		
	80,000 <sup>(1)</sup>	—	3.55	2/28/2022		
	52,500	17,500 <sup>(2)</sup>	9.86	2/19/2023		
	22,500	22,500 <sup>(3)</sup>	11.11	2/6/2024		
	17,500	35,000 <sup>(4)</sup>	5.10	2/4/2025		
	—	52,500 <sup>(5)</sup>	3.18	2/04/2026		
					3,750 <sup>(7)</sup>	9,563
					5,833 <sup>(8)</sup>	14,874
					8,750 <sup>(9)</sup>	22,313
Katherine Parker	9,500	9,500 <sup>(13)</sup>	11.47	1/5/2024		
	20,000	40,000 <sup>(4)</sup>	5.10	2/4/2025		
	—	37,500 <sup>(5)</sup>	3.18	2/4/2026		
					6,666 <sup>(8)</sup>	16,998
					6,250 <sup>(9)</sup>	15,938
Scot L. Harper, Ph.D.	60,000 <sup>(1)</sup>	—	12.78	1/28/2017		
	33,750 <sup>(1)</sup>	—	11.11	1/28/2017		
	35,000 <sup>(1)</sup>	—	5.10	1/28/2017		
	13,125 <sup>(1)</sup>	—	3.18	1/28/2017		

(1) The option is fully vested and immediately exercisable.

(2) These shares subject to the option fully vested on February 19, 2017.



- (3) These shares subject to the option vest one-half on February 6, 2017 and one-half on February 6, 2018.
- (4) These shares subject to the option vest one-half on February 4, 2017 and one-half on February 4, 2018.
- (5) These shares subject to the option vest in four equal annual installments beginning February 4, 2017.
- (6) These shares subject to the option vest in four equal annual installments beginning June 16, 2017.
- (7) Represents the unvested portion of the original RSU grant. These remaining RSUs vest one-half on February 6, 2017 and one-half on February 6, 2018.
- (8) Represents the unvested portion of the original RSU grant. One-third of this grant vested on February 4, 2016, and these remaining RSUs vest one-half on February 4, 2017 and one-half on February 4, 2018.
- (9) RSUs that vest in four equal annual installments beginning February 4, 2017.
- (10) RSUs that vest in four equal annual installments beginning June 16, 2017.
- (11) These shares subject to the option vest in three remaining equal annual installments beginning July 31, 2017.
- (12) Represents the unvested portion of the original RSU grant. One-fourth of this grant vested on July 31, 2016, and these remaining RSUs vest in three equal annual installments beginning July 31, 2017.
- (13) These shares subject to the option vest one-half on January 5, 2017 and one-half on January 5, 2018.

## OPTION EXERCISES AND STOCK VESTED IN 2016

The following table sets forth information regarding options exercised by our NEOs during 2016, and RSUs held by our NEOs that vested during 2016.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(2)</sup>
Michael A. Sherman .....	—	—	6,667	20,901
P. Ron Ellis .....	—	—	57,187	202,256
Alison A. Armour, M.D. ....	—	—	5,000	15,900
Christopher P. Leamon, Ph.D. ....	39,267	28,974	4,792	14,939
Katherine Parker .....	—	—	3,334	10,602
Scot L. Harper, Ph.D. ....	—	—	11,770	34,477

- (1) Value realized on exercise is calculated on the basis of the amount by which the closing price of our common stock on The Nasdaq Stock Market on the date of exercise exceeded the exercise price of the option, multiplied by the number of shares exercised under the option.
- (2) Value realized on vesting is calculated by multiplying the number of shares vesting by the closing price of our common stock on The Nasdaq Stock Market on the date of vesting.

The PRSUs held by our NEOs were cancelled and forfeited on May 26, 2016.

## OTHER 2016 COMPENSATION INFORMATION

### Pensions

During 2016, we did not maintain any plan providing for payments or other benefits at, following, or in connection with retirement.

### Nonqualified Deferred Compensation

There were no nonqualified defined contributions or other deferred compensation plans for any NEO in existence during 2016.

### Employment Agreements and Change in Control Arrangements

We do not currently have employment agreements with any of our NEOs, only Change in Control and Severance Agreements which are described in the following section.

## **ESTIMATED POST-EMPLOYMENT PAYMENTS UNDER ALTERNATIVE TERMINATION SCENARIOS**

The following summaries of the plans and agreements we have with our NEOs provide information regarding the payments and other benefits available to our NEOs upon the termination of their employment under various circumstances and a possible change in control of our company.

### **Change in Control and Severance Agreements**

We have entered into Change in Control and Severance Agreements with each of Mr. Sherman, Dr. Armour, Dr. Leamon and Ms. Parker.

The agreements provide that if the NEO's employment is terminated by us without Cause (as defined below), or if he or she resigns for Good Reason (as defined below), prior to a Change in Control (as defined below) or after 12 months following a Change in Control, he or she will be entitled to:

- a lump sum severance payment equal to 75% (100% for Mr. Sherman) of his or her then-current base salary;
- a monthly payment equal to 140% of the Consolidated Omnibus Budget Reconciliation Act ("COBRA") continuation coverage amount for continued coverage under the Company's medical and dental plans for the NEO and/or his or her covered dependents for nine months (12 months for Mr. Sherman) or, if earlier, until he or she becomes eligible for group health insurance coverage with a new employer; and
- unvested equity awards that would have vested in the following nine months (12 months for Mr. Sherman) will immediately vest.

If the NEO is terminated by the Company without Cause, or if he or she resigns for Good Reason, within 12 months following a Change in Control (a double trigger circumstance), he or she will be entitled to:

- a lump sum severance payment equal to the following percentage of his or her then-current base salary, as in effect immediately prior to the Change in Control or his or her termination, whichever is greater: (i) for Mr. Sherman, 200%; (ii) for Drs. Armour and Leamon, 150%; and (iii) for Ms. Parker, 100%;
- a lump sum severance payment equal to the following percentage of his or her target bonus for the year of termination or, if greater, for the year during which the Change in Control occurs: (i) for Mr. Sherman, 200%; (ii) for Drs. Armour and Leamon, 150%; and (iii) for Ms. Parker, 100%;
- a monthly payment equal to 140% of the COBRA continuation coverage amount for continued coverage under the Company's medical and dental plans for the NEO and/or his or her covered dependents for the following period or, if earlier, until he or she becomes eligible for group health insurance coverage with a new employer: (i) for Mr. Sherman, 24 months; (ii) for Drs. Armour and Leamon, 18 months; and (iii) for Ms. Parker, 12 months; and
- 100% of his or her unvested equity awards will immediately vest.

The foregoing severance benefits will be subject to the NEO providing us with an executed release of claims that becomes effective and irrevocable, and the NEO's full compliance with the non-competition, non-interference, non-solicitation and non-disparagement provisions of the agreement and with the confidential information, non-disclosure and invention assignment agreements executed by the NEO or the provisions of the agreement.

Each agreement provides that during the period of the NEO's employment with us and for two years after the termination of the NEO's employment for any reason:

- the NEO shall not, directly or indirectly, engage in another business that researches, develops, makes or sells compounds, products or therapies in the Restricted Field (as defined in the agreements) in any Prohibited Capacity (as defined below) anywhere in the world if the NEO is working on, involved in or managing the research, development, manufacture, sales or provision of any compounds, products or therapies in the Restricted Field, subject to certain exceptions;
  - i. "Prohibited Capacity" means (i) the same or similar capacity or function to that in which the NEO worked for us at any time during the three years immediately preceding the termination of the NEO's employment with us; (ii) any executive or NEO capacity or function; (iii) any managerial capacity or function; (iv) any research and development capacity or function; (v) any business consulting capacity

or function; (vi) any ownership capacity, except the NEO may own as a passive investment up to 5% of any class of securities listed or admitted to trading on a national securities exchange or otherwise regularly traded in a public market; and/or (vii) any capacity or function in which the NEO likely would inevitably use or disclose our trade secrets;

- the NEO will not urge, induce or seek to induce any of our independent contractors, consultants, vendors, suppliers or any other person or entity with whom we have a business relationship to terminate their relationship with us or to cancel, withdraw, reduce, limit or in any manner modify any such person's or entity's business with us;
- the NEO will not solicit for employment, recruit, hire, employ, attempt to hire or employ or assist in the recruitment or hiring of any employee, consultant or independent contractor of ours; and
- the NEO will not disparage us.

Each agreement provides that in the event the NEO breaches any of the non-competition, non-interference, non-solicitation or non-disparagement provisions of the agreement, or any of the confidential information, non-disclosure or invention assignment agreements executed by the NEO and/or any provisions of the agreement, the NEO will forfeit his or her right to receive any severance payments or other benefits under the agreement and the NEO will be obligated to pay to us an amount equal to the amount of any severance compensation received by the NEO under the agreement, less \$500.

For the purposes of the agreements, "Cause," "Change in Control" and "Good Reason" are defined as follows:

- "Cause" means the occurrence of one or more of the following events:
  - i. the NEO's conviction for, or pleading no contest to, a felony, any crime involving moral turpitude, or any crime that is injurious to our financial condition, reputation or goodwill;
  - ii. the NEO's misappropriation of any of our property;
  - iii. the NEO's engaging in any fraudulent or dishonest conduct in his or her dealings with, or on behalf of, us;
  - iv. the NEO's failure or refusal to follow the lawful instructions of his or her superior or the Board (other than any such failure or refusal resulting from the NEO's incapacity due to physical or mental illness), if such failure or refusal continues for a period of ten (10) days after we provide the NEO with written notice stating the instructions which the NEO has failed or refused to follow;
  - v. the NEO's breach of his or her obligations under the agreement or any other agreement with us and such breach, if curable, remains uncured for a period of ten (10) days after we provide the NEO with written notice of such breach;
  - vi. the NEO's knowing violation of any of our written policies or procedures, including, without limitation, any employee policies, business ethics policies or code of conduct policies, and such violation, if curable, remains uncured for a period of ten (10) days after we provide the NEO with written notice of such violation;
  - vii. the NEO's engaging in any willful misconduct which is injurious to our financial condition, reputation or goodwill; or
  - viii. the NEO's misuse of alcohol or drugs which materially interferes with the NEO's performance of his or her duties for us or which is injurious to our reputation or goodwill.
- "Change in Control" means the occurrence of any of the following:
  - i. A change in the ownership of us which occurs on the date that any one person, or more than one person acting as a group ("Person"), acquires ownership of our stock that, together with the stock held by such Person, constitutes more than 50% of the total voting power of our stock, except that the acquisition of additional stock by any one Person, who is considered to own more than 50% of the total voting power of our stock will not be considered a Change in Control; or
  - ii. A change in the effective control of our company which occurs on the date that a majority of members of the board of directors is replaced during any 12 month period by directors whose appointment or

election is not endorsed by a majority of the members of the Board prior to the date of the appointment or election, except that if any Person is considered to be in effective control of our company, the acquisition of additional control of our company by the same Person will not be considered a Change in Control; or

- iii. A change in the ownership of a substantial portion of our assets which occurs on the date that any Person acquires (or has acquired during the 12 month period ending on the date of the most recent acquisition by such person or persons) assets from us that have a total gross fair market value equal to or more than 50% of the total gross fair market value of all of our assets immediately prior to such acquisition or acquisitions, except that the following will not constitute a change in the ownership of a substantial portion of our assets: (A) a transfer to an entity that is controlled by our stockholders immediately after the transfer, or (B) a transfer of assets by us to: (1) a stockholder of ours (immediately before the asset transfer) in exchange for or with respect to our stock, (2) an entity, 50% or more of the total value or voting power of which is owned, directly or indirectly, by us, (3) a Person, that owns, directly or indirectly, 50% or more of the total value or voting power of all of our outstanding stock, or (4) an entity, at least 50% of the total value or voting power of which is owned, directly or indirectly, by a Person described in this (iii)(B)(3). For these purposes, gross fair market value means the value of our assets, or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets.

For purposes of this definition of Change in Control, persons will be considered to be acting as a group if they are owners of a corporation that enters into a merger, consolidation, purchase or acquisition of stock, or similar business transaction with our company. A transaction will not constitute a Change in Control if: (1) its sole purpose is to change the state of our incorporation, or (ii) its sole purpose is to create a holding company that will be owned in substantially the same proportions by the persons who held our securities immediately before such transaction.

- “Good Reason” means the NEO’s termination of employment within 90 days following the expiration of any cure period (discussed below) following the occurrence of one or more of the following, without the NEO’s express written consent:
  - i. a material reduction of the NEO’s duties, position, or responsibilities, relative to the NEO’s duties, position, or responsibilities in effect immediately prior to such reduction, unless the NEO is provided with a comparable position (i.e., a position of equal or greater organizational level, duties, authority, compensation and status), provided, however, that a reduction in duties, position, or responsibilities solely by virtue of the company being acquired and made part of a larger entity (as, for example, when the Chief Executive Officer of the company remains as such following a Change of Control but is not the Chief Executive Officer of the acquiring corporation) will not constitute “Good Reason”;
  - ii. a material reduction by us in the NEO’s annualized base pay as in effect immediately prior to such reduction;
  - iii. the relocation of the NEO’s principal place of performing his or her duties as an employee by more than fifty (50) miles; or
  - iv. the failure of a successor to assume the NEO’s agreement.

In order for an event to qualify as Good Reason, the NEO must not terminate employment with us without first providing us with written notice of the acts or omissions constituting the grounds for “Good Reason” within 90 days of the initial existence of the grounds for “Good Reason” and a reasonable cure period of not less than 30 days following the date of such notice.

We had also entered into the Harper Severance Agreement, which provided for the same level of payments and benefits to Dr. Harper that are described above for Dr. Armour, Dr. Leamon and Ms. Parker in the event of a termination by us without Cause or a resignation for Good Reason prior to a Change in Control. As a result, Dr. Harper received the level of payments and benefits upon his termination of employment as provided in the termination without Cause scenario under the Harper Severance Agreement.

### **Ellis Separation Agreement**

On June 16, 2016, we entered into the Ellis Separation Agreement with Mr. Ellis, which became effective on June 24, 2016 since Mr. Ellis did not exercise his right of revocation prior to that date. The Ellis Separation

Agreement provided for the modification of certain severance benefits that Mr. Ellis was entitled to under the Ellis Severance Agreement.

The Ellis Separation Agreement provided for the following payments and benefits to Mr. Ellis:

- the payment to Mr. Ellis of the sum of (i) \$760,644 (which was equal to 150% of his annualized base salary), plus (ii) \$152,129 (which was equal to 50% of his target bonus for 2016), plus (iii) \$31,944 (which was equal to 12 months of COBRA payments as provided for in the Ellis Severance Agreement), in each case less applicable tax withholdings;
- the acceleration, immediately prior to Mr. Ellis' termination of employment, of the vesting of the portion of each of Mr. Ellis' stock option awards and restricted stock unit awards that, but for the termination of employment, would have vested on or before February 15, 2018; and
- the amendment of the award agreement governing each of Mr. Ellis' outstanding stock option awards to permit the exercise of the vested portion of such option at any time up to the earlier of (i) June 15, 2019, or (ii) the expiration date of such option.

The Ellis Separation Agreement included a mutual release of claims and provided for Mr. Ellis, for a period of 90 days following the Effective Date and without additional compensation, to provide advice and assistance, in the capacity of a consultant, with respect to our operations and other matters within his experience and expertise, as requested by his successor.

### **Equity Awards**

The EIP provides that all equity awards granted thereunder will vest in full, and all performance goals or other vesting criteria will be deemed achieved at 100% of target levels, upon a Change in Control if the successor corporation does not assume or substitute for the award. "Change in Control" is defined in the EIP the same way it is defined in the Change in Control and Severance Agreements, as described above.

### **Estimated Payments for Termination or Change in Control as of December 31, 2016**

The following table sets forth the value of the benefits that would have been payable to each of the NEOs assuming that the following events occurred on December 31, 2016. For each of Mr. Ellis and Dr. Harper, the amounts shown reflect the value of the benefits that he actually received in connection with, for Mr. Ellis, his resignation on June 16, 2016 and, for Dr. Harper, his termination of employment effective October 28, 2016. The table does not include payments or other benefits under our 401(k) retirement plan and health and welfare plans because all salaried employees are entitled to the same benefits under those plans. The amounts shown are only estimates of the amounts that would be payable to the executives upon termination of employment and do not reflect tax positions we may take or the accounting treatment of such payments. Actual amounts to be paid can only be determined at the time of separation.

Benefit	Voluntary resignation, retirement, death or disability (\$)	Termination by the company without cause or by executive resignation with good reason (\$)	Upon a change in control (\$)	Termination within twelve months following change in control (\$)
<b>Michael A. Sherman</b>				
Severance Payment <sup>(1)</sup> .....	—	400,000	—	800,000
Stock Options <sup>(2)</sup> .....	—	—	—	—
RSUs <sup>(3)</sup> .....	—	32,535	96,155	96,155
2016 Bonus <sup>(4)</sup> .....	—	—	—	446,978
COBRA payment <sup>(5)</sup> .....	—	18,682	—	37,363
Total.....	—	451,217	96,155	1,380,496
<b>P. Ron Ellis<sup>(6)</sup></b>				
Severance Payment.....	760,644	—	—	—
Stock Options.....	2,372,466	—	—	—
RSUs.....	167,496	—	—	—
2016 Bonus.....	152,129	—	—	—
COBRA payment.....	31,944	—	—	—
Total.....	3,484,679	—	—	—
<b>Alison A. Armour, M.D.</b>				
Severance Payment <sup>(1)</sup> .....	—	262,650	—	525,300
Stock Options <sup>(2)</sup> .....	—	—	—	—
RSUs <sup>(3)</sup> .....	—	19,125	63,750	63,750
2016 Bonus <sup>(4)</sup> .....	—	—	—	209,414
COBRA payment <sup>(5)</sup> .....	—	26,070	—	21,847
Total.....	—	307,845	63,750	820,311
<b>Christopher P. Leamon, Ph.D.</b>				
Severance Payment <sup>(1)</sup> .....	—	247,500	—	495,000
Stock Options <sup>(2)</sup> .....	—	—	—	—
RSUs <sup>(3)</sup> .....	—	17,794	46,749	46,749
2016 Bonus <sup>(4)</sup> .....	—	—	—	197,335
COBRA payment <sup>(5)</sup> .....	—	16,632	—	21,847
Total.....	—	281,926	46,749	760,931
<b>Katherine Parker</b>				
Severance Payment <sup>(1)</sup> .....	—	193,349	—	257,799
Stock Options <sup>(2)</sup> .....	—	—	—	—
RSUs <sup>(3)</sup> .....	—	12,482	32,936	32,936
2016 Bonus <sup>(4)</sup> .....	—	—	—	89,926
COBRA payment <sup>(5)</sup> .....	—	26,070	—	22,815
Total.....	—	231,901	32,936	403,476
<b>Scot L. Harper, Ph.D.<sup>(7)</sup></b>				
Severance Payment.....	—	232,160	—	—
Stock Options.....	—	191,483	—	—
RSUs.....	—	16,745	—	—
2016 Bonus.....	—	—	—	—
COBRA payment.....	—	21,198	—	—
Total.....	—	461,586	—	—

(1) The severance payment was determined based on base salaries in effect on December 31, 2016.

(2) Represents intrinsic value of all unvested stock options that are accelerated as of the assumed date of termination or the assumed date of the change in control, as applicable. The intrinsic value is based on the amount by which, if any, the exercise price of the option exceeds \$2.55 per share, the closing price of our common stock as reported by The Nasdaq Stock Market on December 30, 2016. The vesting of the unvested stock options would be accelerated, and the resulting value would be realized by the NEOs (a) under the “Upon a change in control”

column, only if the successor corporation did not assume or substitute for the option award, as provided by the EIP, and (b) under the “Termination within twelve months following change in control” column upon the change in control if the successor corporation did not assume or substitute for the option award, as provided by the EIP, or upon subsequent termination even if the award had been assumed or substituted, as provided by the Change in Control and Severance Agreement.

- (3) Represents the value of all unvested RSUs that are accelerated as of the assumed date of termination or the assumed date of the change in control, as applicable. The value is calculated by multiplying the number of unvested RSUs that would vest by \$2.55, the closing price of our common stock as reported by The Nasdaq Stock Market on December 30, 2016. The vesting of the RSUs would be accelerated, and the resulting value would be realized by the NEOs (a) under the “Upon a change in control” column, only if the successor corporation did not assume or substitute for the RSU award, as provided by the EIP, and (b) under the “Termination within twelve months following change in control” column upon the change in control if the successor corporation did not assume or substitute for the RSU award, as provided by the EIP, or upon subsequent termination even if the award had been assumed or substituted, as provided by the Change in Control and Severance Agreement.
- (4) The 2016 bonus amount represents the applicable multiplier of the target bonus opportunity for the executive. The actual bonus amounts were paid in February 2017 and are set forth in the Summary Compensation Table.
- (5) Represents a payment amount equal to 140% of the COBRA continuation coverage amount for continued coverage under our medical, dental and vision plans for the executive and executive’s eligible dependents that would be paid for the applicable period in connection with the applicable events.
- (6) The amounts shown for Mr. Ellis reflect the amounts actually paid to him in connection with his resignation, or in the case of stock options and RSUs, the incremental fair value of the modifications to those awards as provided in the Ellis Separation Agreement.
- (7) The amounts shown for Dr. Harper reflect the amounts actually paid to him in connection with the termination of his employment, or in the case of stock options and RSUs, the incremental fair value of the modifications to those awards as provided in the Harper Separation Agreement.

## 2016 DIRECTOR COMPENSATION

### Non-Employee Director Compensation

The following table sets forth information concerning compensation paid or accrued for services rendered to us by members of our Board of Directors for the year ended December 31, 2016. The table excludes Mr. Sherman, our President and Chief Executive Officer, Mr. Ellis, our former President and Chief Executive Officer, and Dr. Low, our Chief Science Officer, who as employees did not and do not receive any compensation from us in their roles as directors. Mr. Ellis also resigned from our Board of Directors when he resigned from his employment positions on June 16, 2016.

Name <sup>(1)</sup>	Fees Earned or Paid in Cash (\$)	Stock Awards <sup>(2)</sup> (\$)	Option Awards <sup>(3)</sup> (\$)	Total (\$)
John C. Aplin, Ph.D. ....	62,500	7,538	40,211	110,249
Keith E. Brauer .....	50,000	7,538	40,211	97,749
Colin Goddard, Ph.D. ....	40,000	7,538	40,211	87,749
Ann F. Hanham, Ph.D. ....	42,500	7,538	40,211	90,249
Marc D. Kozin .....	43,750	7,538	40,211	91,499
Peter D. Meldrum .....	45,000	7,538	40,211	92,749
Fred A. Middleton .....	42,500	7,538	40,211	90,249
Lesley Russell, M.B., Ch.B. ....	38,750	7,538	40,211	86,499

- (1) None of Michael A. Sherman, P. Ron Ellis or Philip S. Low, Ph.D., each of whom was a director, officer and employee of the company during 2016, is included in this table because they did not receive any additional compensation for their respective service as a director. Compensation information for Messrs. Sherman and Ellis is shown in the Summary Compensation Table on page 32, and compensation information for Dr. Low is shown below under “— Compensation of Dr. Low.”



- (2) Amounts shown represent the aggregate grant date fair value, computed in accordance with ASC 718, of awards of RSUs granted in 2016. The amounts ultimately realized from the RSU awards will depend on the price of our common stock in the future and may be quite different from the values shown.
- (3) Amounts in this column represent the aggregate grant date fair value of the option awards awarded during 2016, computed in accordance with FASB Topic ASC 718. This amount does not correspond to the actual value that will be recognized by the director. The assumptions used in the valuation of this award are consistent with the valuation methodologies specified in the notes to our financial statements. For a discussion of the assumptions used to determine grant date value, see Note 10 of the Notes to Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2016.

The aggregate number of RSUs and shares subject to stock options outstanding at December 31, 2016 for each non-employee director was as follows:

Name	Aggregate Number of RSUs Held as of December 31, 2016	Aggregate Number of Stock Options Held as of December 31, 2016 <sup>(1)</sup>
John C. Aplin, Ph.D. ....	2,250	90,706
Keith E. Brauer ....	2,250	98,950
Colin Goddard, Ph.D. ....	2,250	69,000
Ann F. Hanham, Ph.D. ....	2,250	90,706
Marc D. Kozin ....	2,250	75,000
Peter D. Meldrum. ....	2,250	85,000
Fred A. Middleton ....	2,250	90,706
Lesley Russell, M.B., Ch.B. ....	2,250	83,000

- (1) Of the option shares, 575,068 have vested and 108,000 are unvested.

We refer to each of our non-employee directors as an outside director. The compensation policy for outside directors provides for (1) cash retainers and (2) automatic grants of stock options and RSUs under the EIP as described in the following paragraphs.

Our outside director compensation program consists of the following:

- for all outside directors, an annual cash retainer of \$40,000;
- for the Chairman of the Board, an additional annual cash payment of \$25,000;
- for the Chair of the Audit Committee, an additional annual cash payment of \$20,000;
- for the Chair of the Compensation Committee, an additional annual cash payment of \$12,500;
- for the Chair of the Nominating and Corporate Governance Committee, an additional annual cash payment of \$10,000;
- for each member of the Audit Committee other than the Chair, an additional annual cash payment of \$9,000;
- for each member of the Compensation Committee other than the Chair, an additional annual cash payment of \$6,000; and
- for each member of the Nominating and Corporate Governance Committee other than the Chair, an additional annual cash payment of \$5,000.

Each of the payments to our outside directors is made on a quarterly basis, in consideration for their services in these respective roles.

Each new outside director is automatically granted an equity award on the date such person first becomes an outside director. Beginning in February 2015, the equity award for a new outside director consists of a stock option grant for 22,500 shares and a grant of 3,750 RSUs. A director who is an employee and who ceases to be an employee, but who remains a director, will not receive such an initial award.

In addition, each outside director is automatically granted an equity award on the date of each annual stockholder meeting. That annual equity award consists of a stock option grant for 13,500 shares and a grant of 2,250 RSUs.

The exercise price of all stock options granted pursuant to the EIP is equal to the fair market value of our common stock on the date of grant. The term of all stock options is ten years. Subject to the adjustment provisions of the EIP, initial awards vest as to one-third of the shares subject to such awards on the business day before each date of each annual stockholder meeting following their respective commencement of service, provided such outside director continues to serve as a director through each such date. The annual awards vest as to 100 percent of the shares on the business day prior to the next annual stockholder meeting following the date of grant, provided such outside director continues to serve as a director through such date.

In the event of a “change in control,” as defined in the EIP, with respect to awards granted under the EIP to outside directors, the awards will fully vest and become fully exercisable as to all shares underlying such awards and all restrictions on awards will lapse, and all performance goals or other vesting criteria will be deemed achieved at 100 percent of target level and all other terms and conditions met if the outside director is terminated following the change in control other than by voluntary resignation (unless such resignation is at the request of the acquiror). In addition, stock options and RSUs held by outside directors will fully vest upon the director’s resignation if such resignation was requested by the Nominating and Corporate Governance Committee.

The compensation committee, as the administrator of the EIP, may change or otherwise revise the terms of awards granted under the outside director compensation policy in its discretion.

### Compensation of Dr. Low

Dr. Low is our Chief Science Officer and an executive officer. Dr. Low receives compensation from us in connection with his employment, based on his part-time employment status. Dr. Low does not receive any additional compensation for his service as a member of our Board of Directors. Dr. Low received the following compensation from us for 2016:

Fees Earned or Paid in Cash <sup>(1)</sup> (\$)	Stock Awards <sup>(2)</sup> (\$)	Option Awards <sup>(3)</sup> (\$)	All Other Compensation <sup>(4)</sup> (\$)	Total (\$)
228,092	27,825	132,799	2,463	391,179

- (1) Consists of base salary earned during 2016 and the bonus for 2016 performance that was paid in 2017. See “— Compensation Discussion and Analysis — Elements of Executive Compensation — Short-Term Incentives (Cash Bonuses)” for a discussion of our 2016 bonus program.
- (2) The amount in this column represents the aggregate grant date fair value of the RSUs awarded to Dr. Low in 2016 and is computed in accordance with ASC 718. To determine the grant date fair value of RSUs, we use the closing market price of a share of our common stock on the effective date of the award. The amounts ultimately realized by Dr. Low from the RSUs will depend on the price of our common stock in the future and may be quite different from the value shown. Dr. Low held 18,333 RSUs (none of which were vested) as of December 31, 2016.
- (3) The amount in this column represents the aggregate grant date fair value of the option award made to Dr. Low in 2016 and is computed in accordance with ASC 718. See Note 10 of the Notes to Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2016, for a discussion of assumptions made in determining the grant date fair value and compensation expense of stock options. This amount does not correspond to the actual value, if any, that may be recognized by Dr. Low. Dr. Low held 503,649 stock options as of December 31, 2016, of which 376,149 were vested and 127,500 were unvested.
- (4) This amount represents \$840 related to a cell phone allowance and \$1,623 of employer sponsored 401(k) tax-qualified retirement savings plan matching contributions of 50% of the amount contributed by Dr. Low, up to 6% of Dr. Low’s salary that he contributes to the plan.

As a salaried employee, Dr. Low is entitled to participate in our 401(k) retirement plan and our ESPP. Dr. Low is not a party to a Change in Control and Severance Agreement with us.

## ANNUAL REPORT

Our Annual Report for the year ended December 31, 2016, including financial statements audited by Ernst & Young LLP, our independent registered public accounting firm, and Ernst & Young LLP’s report thereon, is available to our stockholders on the Internet as described in the Notice of Internet availability of proxy materials. In addition, a copy of our Annual Report on Form 10-K for the year ended December 31, 2016, will be sent to any stockholder

without charge (except for exhibits, if requested, for which a reasonable fee will be charged), upon written request to Corporate Secretary, Endocyte, Inc., 8910 Purdue Road, Suite 250, Indianapolis, Indiana 46268. Our Form 10-K is also available and may be accessed free of charge through the Investor Relations section of our internet website at [www.Endocyte.com](http://www.Endocyte.com).

### **STOCKHOLDER PROPOSALS AT 2018 ANNUAL MEETING**

The date by which we must receive stockholder proposals for inclusion in the proxy statement and form of proxy relating to the 2018 annual meeting of stockholders is November 24, 2017. Notice of any director nomination or other proposal that a stockholder intends to present at the 2018 annual meeting of stockholders, but does not intend to have included in the proxy statement and form of proxy relating to the 2018 annual meeting of stockholders, must be delivered to our Corporate Secretary by mail at Corporate Secretary, Endocyte, Inc., 8910 Purdue Road, Suite 250, Indianapolis, Indiana 46268 not earlier than the close of business on January 8, 2018 and not later than the close of business on February 7, 2018. Stockholder proposals must comply with all of the applicable requirements set forth in the rules and regulations of the Securities and Exchange Commission, including Rule 14a-8, as well as the advance notification requirements set forth in our By-Laws. A copy of the advance notification requirements may be obtained upon request to Corporate Secretary, Endocyte, Inc., 8910 Purdue Road, Suite 250, Indianapolis, Indiana 46268.

### **WHERE YOU CAN FIND MORE INFORMATION**

We are subject to the informational requirements of the Exchange Act and so we file periodic reports and other information with the Securities and Exchange Commission. These reports and the other information we file with the Securities and Exchange Commission can be read and copied at the public reference room facilities maintained by the Securities and Exchange Commission in Washington, DC at 100 F Street, N.E., Washington, DC 20549. The Securities and Exchange Commission's telephone number to obtain information on the operation of the public reference room is (800) SEC-0330. These reports and other information are also filed by us electronically with the Securities and Exchange Commission and are available at its website, [www.sec.gov](http://www.sec.gov).

### **INCORPORATION BY REFERENCE**

To the extent this proxy statement has been or will be specifically incorporated by reference into any filing under the Securities Act of 1933, as amended, and the Exchange Act, the sections of this proxy statement entitled "COMPENSATION COMMITTEE REPORT" and "REPORT OF THE AUDIT COMMITTEE" should not be deemed to be so incorporated unless specifically otherwise provided in any such filing.

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