

As Amended June 2017

ENDOLOGIX, INC.

**PROCEDURES AND GUIDELINES GOVERNING INVESTOR RELATIONS AND INSIDER
TRADING AND TIPPING**

I. PURPOSE

In order to comply with federal and state securities laws governing (a) trading in Endologix, Inc. (the “Company”) securities while aware of “material nonpublic information” concerning the Company, and (b) tipping or disclosing material nonpublic information to outsiders, and in order to prevent even the appearance of improper insider trading or tipping, the Company has adopted this policy for all members of the board of directors of the Company (and board observers), all officers of the Company and its subsidiaries, and all employees of, and consultants and contractors to, the Company and its subsidiaries worldwide, and their immediate family. “Immediate family” shall mean spouse, domestic partner, lineal descendant, father, mother, brother, or sister who reside in the same household as the director, officer, employee, consultant or contractor. All persons covered by this policy are referred to as “Covered Persons.”

II. SCOPE

- A.** This policy covers all members of the board of directors of the Company (and board observers), all officers of the Company and its subsidiaries, and all employees of, and consultants and contractors to, the Company and its subsidiaries worldwide, and their immediate family.
- B.** This policy applies to any and all transactions in the Company’s securities, including sales, purchases, gifts, exchanges or any interest or position relating to the future price of Company securities such as a put, call or short sale. This policy applies to any and all securities of the Company, including its common stock, and any other type of securities that the Company may issue from time to time, such as preferred stock, convertible debentures, warrants and exchange-traded options or other derivative securities.
- C.** This policy will be delivered to all directors, officers, employees, consultants and contractors upon its adoption by the Company, and to all new directors, officers, employees, consultants and contractors at the start of their employment or relationship with the Company. Upon first receiving a copy of this policy or any revised versions, each Covered Person must sign an acknowledgment that he or she has received a copy and agrees to comply with the policy’s terms. A copy of this acknowledgement is attached hereto as Exhibit A. Restricted Persons (as defined below) may be required to certify compliance with the policy on an annual basis.

III. OFFICERS, DIRECTORS AND CERTAIN DESIGNATED EMPLOYEES

A. Officers and Directors

The Company has designated those persons listed on Exhibit B attached hereto as the directors and officers of the Company who must obtain prior approval of all trades in Company securities from the Compliance Officer in accordance with the procedures set forth in Section VII.E below and as further set forth in the Section 16 Compliance Program memorandum

attached hereto as Annex A, if applicable. The Company will amend Exhibit B from time to time as necessary to reflect the addition, termination or departure of officers and directors of the Company.

B. Designated Employees

The Company has designated those persons listed on Exhibit C attached hereto as employees who, because of their position with the Company and their access to material nonpublic information, must obtain the prior approval of all trades in Company securities from the Compliance Officer in accordance with the procedures set forth in Section VII.E below. The Company will amend Exhibit C from time to time as necessary to reflect the addition, resignation or departure of such employees.

The persons listed on Exhibits B and C , as each may be amended from time to time, are designated in this policy as “Restricted Persons.”

IV. INSIDER TRADING COMPLIANCE OFFICER

The Company has designated its Chief Financial Officer as its Insider Trading Compliance Officer (the “Compliance Officer”). The Compliance Officer will review and either approve or prohibit all proposed trades by Restricted Persons in accordance with the procedures set forth in Section VII.E below.

In addition to the trading approval duties described in Section VII.E below, the duties of the Compliance Officer will include the following:

- A.** Administering this policy and monitoring and enforcing compliance with all policy provisions and procedures.
- B.** Responding to all inquiries relating to this policy and its procedures.
- C.** Designating and announcing special trading blackout periods during which no Restricted Persons may trade in Company securities. At the discretion of the Compliance Officer, a special trading blackout period may be made applicable on a Company-wide basis to all Covered Persons.
- D.** Circulating this policy (and/or a summary thereof) to all Covered Persons on an annual basis, and providing this policy and other appropriate materials to new Covered Persons who have, or may have, access to material nonpublic information.
- E.** Administering, monitoring and enforcing compliance with all federal and state insider trading laws and regulations, including without limitation Sections 10(b), 16, 20A and 21A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations promulgated thereunder, and Rule 144 under the Securities Act of 1933, as amended (the “Securities Act”); and assisting in the preparation and filing of all required U.S. Securities and Exchange Commission (“SEC”) reports relating to insider

trading in Company securities, including without limitation Forms 3, 4, 5 and 144 and Schedules 13D and 13G.

- F. Maintaining as Company records originals or copies of all documents required by the provisions of this policy or the procedures set forth herein, and copies of all required SEC reports relating to insider trading, including without limitation Forms 3, 4, 5 and 144 and Schedules 13D and 13G.
- G. Assisting the Board of Directors in revising this policy as necessary to reflect changes in federal or state insider trading laws and regulations.
- H. Maintaining the accuracy of the list of Restricted Persons as attached on Exhibits B and C, and updating them periodically as necessary to reflect additions to or deletions from each category of individuals.
- I. Consulting at his or her discretion with outside legal counsel.
- J. Assisting in monitoring broker interface procedures and the coordination of Trading Plans, as described in Section X of this policy.

The Compliance Officer may designate an alternate individual, preferably the Chief Executive Officer, who may perform the Compliance Officer's duties in the event that the Compliance Officer is unable or unavailable to perform such duties.

V. ANALYST CONTACT

A. Chief Financial Officer is Contact for Analyst Requests for Information

The Chief Financial Officer shall serve as the designated contact person for all requests for information from analysts. All analyst calls should be referred to the Chief Financial Officer or, in his or her absence, the Chief Executive Officer. The Chief Executive Officer or Chief Financial Officer shall consult with the Board or counsel regarding any non-routine requests for information from analysts.

B. Reports of Analyst Contacts

Every other person having any contact with an analyst must provide written notice to the Chief Financial Officer or, in his or her absence, the Chief Executive Officer within 24 hours of contact. The Chief Financial Officer will maintain a log of analyst contacts.

C. No Comment Proper Response to Analyst Contact

The proper response to any request for information from an analyst to any employee, except the Chief Executive Officer or Chief Financial Officer, is "No comment." Employees shall refer all analysts to the Chief Financial Officer or, in his or her absence, the Chief Executive Officer for further response.

D. No Distribution of Analyst Reports by Company or its Representatives

Unless pre-approved by the Chief Executive Officer, Chief Financial Officer or Compliance Officer, neither the Company nor its employees, agents or representatives shall distribute any reports prepared by outside analysts, except to employees, officers, directors or agents of the Company.

E. No Editing or Review of Reports Without Approval of Chief Executive Officer, Chief Financial Officer or Compliance Officer

No Company employee, agent or representative shall edit, revise or review any analyst report prior to publication without express written approval from the Chief Executive Officer, Chief Financial Officer or Compliance Officer. Any authorized editing or comments will be limited to correcting misinformation in the draft report.

F. No Comment Proper Response to Rumors and Speculation

It is the Company's policy to respond to questions about rumors or speculation concerning the Company in the following manner, "It is the Company's policy not to comment on rumors or speculation."

VI. DEFINITION OF "MATERIAL NONPUBLIC INFORMATION"

A. "Material" Information

Information about the Company is "material" if it would be expected to affect the investment or voting decisions of the reasonable stockholder or investor, or if the disclosure of the information would be expected to significantly alter the total mix of the information in the marketplace about the Company. In simple terms, material information is any type of information which could reasonably be expected to affect the price of Company securities; material information can be positive or negative and is not limited to financial information. While it is not possible to identify all information that would be deemed "material," the following types of information ordinarily would be considered material:

- Financial performance, especially quarterly and year-end revenue and earnings, and significant changes in financial performance or liquidity.
- Company projections and strategic plans.
- Potential mergers and acquisitions or the sale of Company assets or subsidiaries.
- New major contracts, strategic partners, suppliers, customers or finance sources, or the loss thereof.
- Major discoveries or significant changes or developments in products or product lines, research, clinical study results or plans, regulatory submissions or approvals, technologies or patents.

- Significant changes or developments in products, supplies or inventory, including significant product defects, recalls or product returns.
- Significant actions by regulatory authorities.
- News of a significant sale or disposition, or write-down of assets.
- Significant pricing changes.
- Stock splits, public or private securities/debt offerings or changes in Company dividend policies or amounts.
- Significant changes in senior management.
- Significant labor disputes or negotiations.
- Actual or threatened major litigation or the resolution of such litigation.

B. “Nonpublic” Information

Material information is “nonpublic” if it has not been widely disseminated to the public through major newswire services, national news services and financial news services, or through filings with the SEC. For the purposes of this policy, information will be considered public, i.e., no longer “nonpublic,” after the close of trading on the second full trading day following the Company’s widespread public release of the information.

C. “Tipping”

“Tipping” is the disclosure of material nonpublic information concerning the Company or its securities to an outside person. Providing inside information to anyone who thereafter trades on the basis of that information may subject both the tipper (information provider) and tippee (receiver of information) to insider trading liability.

D. Consult the Compliance Officer for Guidance

Except with regard to trades by Restricted Persons that are performed pursuant to a Trading Plan, as described in Section X of this policy, any Covered Persons who are unsure whether the information that they are aware of is material or nonpublic must consult the Compliance Officer for guidance before trading in any Company securities.

VII. STATEMENT OF COMPANY POLICY AND PROCEDURES

A. Prohibited Activities

1. *Trading on Material Nonpublic Information.* No Covered Person may trade in Company securities while aware of material nonpublic information concerning the Company.
2. *Trading Windows.* No Restricted Person may trade in Company securities outside of the applicable “trading windows” described in Section VII.D below or during any special trading blackout periods designated by the Compliance Officer in accordance with Section VII.D.5 below. Even during a “trading window,” trading by all Restricted Persons is prohibited when in possession of material nonpublic information concerning the Company.
3. *Restricted Persons.* No Restricted Person may trade in Company securities unless the trade has been approved by the Compliance Officer in accordance with the procedures set forth in Section VII.D below and the Section 16 Compliance Program, if applicable. Restricted Persons who wish to sell Company securities in order to liquidate their profits or to diversify their investment portfolio are encouraged to sell their securities pursuant to a Trading Plan as described in Section X of this policy. Restricted Persons should retain all records and documents that support their reasons for making each trade.
4. *Compliance Officer.* The Compliance Officer may not trade in Company securities unless the trade has been approved by the Chief Executive Officer in accordance with the procedures set forth in Section VII.E below and as further explained in the Section 16 Compliance Program.
5. *Tippling.* No Covered Person may “tip” or disclose material nonpublic information concerning the Company to any outside person (including family members, analysts, individual investors and members of the investment community and news media), unless required as part of that Covered Person’s regular duties for the Company and authorized by the Compliance Officer. In any instance in which such information is disclosed to outsiders, the Company will take such steps as are necessary to preserve the confidentiality of the information, including requiring the outsider to agree in writing to comply with the terms of this policy and/or to sign a confidentiality agreement. All inquiries from outsiders regarding material nonpublic information about the Company must be forwarded to the Compliance Officer.
6. *Trading Advice.* No Covered Person may give trading advice of any kind about the Company to anyone while the Covered Person is aware of material nonpublic information about the Company, except that Covered Persons should advise others not to trade if doing so might violate the law or this policy. The Company strongly discourages all Covered Persons from giving trading advice concerning the

Company's securities to third parties even when the Covered Persons are not aware of material nonpublic information about the Company.

7. *Options.* No Covered Person may trade in any interest or position relating to the future price of Company securities, such as a put, call or short sale.
8. *Purchase on Margin.* No Covered Person may purchase Company securities on margin, hold Company securities in a margin account, or otherwise pledge Company securities as collateral for a loan because, in the event of a margin call or loan default, the broker or lender could sell the shares at a time when the Covered Person is in possession of material nonpublic information. The Compliance Officer may make exceptions to this prohibition on a case-by-case basis.
9. *Hedging.* No Covered Person may hedge Company securities. A "hedge" is a transaction designed to offset or reduce the risk of a decline in market value or an equity security and can include, but is not limited to, prepaid variable forward contracts, equity swaps, collars and exchange funds.
10. *Speculative Trading.* No Covered Person may trade in securities of the Company on an active or "in and out" basis, including short term speculation.
11. *Information Regarding Other Public Companies.* No Covered Person may (a) trade in the securities of any other public company while the Covered Person is aware of material nonpublic information concerning that company, (b) "tip" or disclose material nonpublic information concerning any other public company to anyone, or (c) give trading advice of any kind to anyone concerning any other public company while the Covered Person is aware of material nonpublic information about that company.

Subsection (a) of this Section VII.A.11 shall not apply to trades made pursuant to a Trading Plan in the other public company's securities, as described in Section X of this policy, where such trading plan was approved by the Compliance Officer.

12. *Social Media.* No Covered Person shall post any information about the Company or its securities on any Internet message board or social media site at any time. Violation of these prohibitions may result in termination and, in the case of inside information, possible investigation and enforcement by the SEC.

B. Exceptions to Prohibited Activities

The prohibition on trading in Company securities under this policy does not include the following:

1. The exercise of vested employee stock options, either on a “cash for stock” or “stock for stock” basis, where no Company securities are sold to fund the option exercise. However, the stock acquired through the exercise of vested stock options is subject to this policy.
2. Company securities sold under a Trading Plan, as described in Section X of this policy.
3. Transfers of Company stock by a Covered Person into a trust for which the Covered Person is a trustee, or from the trust back into the name of the Covered Person.

C. Controlling Persons

1. All individuals, who supervise, direct or manage the activities of any other employee of the Company may be deemed a “Controlling Person” for purposes of this insider trading liability.
2. A Controlling Person may be subject to liability for insider trading or tipping by a controlled person if the Controlling Person knows or recklessly disregarded that the controlled person was likely to violate insider trading laws and failed to take steps to prevent such activity.
3. The Company is a Controlling Person of its employees.
4. All Controlling Persons are encouraged to be vigilant in monitoring the activities of controlled persons with, possessing, having access to or who are aware of material, non-public information and promptly report any suspicious activity to the Compliance Officer.
5. Controlling Persons are subject to a civil penalty of \$1 million or three times the amount of profits realized or losses avoided due to insider trading or tipping of controlled persons.

D. Trading Windows and Blackout Periods

1. **Trading Windows.** Restricted Persons may trade in Company securities only in the period beginning at the close of trading on the second full trading day following the Company’s widespread public release of quarterly or year-end earnings and ending fourteen (14) calendar days prior to the last calendar day of the next quarterly or fiscal year end period.
2. **No Trading While in the Possession of Material Nonpublic Information.** No Covered Persons who are aware of material nonpublic information concerning the Company may trade in Company securities at any time. Covered Persons who are aware of such information may trade only after the close of trading on the second full trading day following the Company’s widespread public release of the information.

3. **No Trading by Restricted Persons During Blackout Periods; Prior Approval of Trading by Covered Persons During Blackout Periods.** No Restricted Persons may trade in Company securities outside of the applicable trading windows or during any special blackout periods that the Compliance Officer may designate in accordance with Section VII.D.5 below. No Restricted Persons may disclose to any outside third party that a special blackout period has been designated.

Such blackout period shall not apply, however, to trades made by certain Restricted Persons pursuant to a Trading Plan, as described in Section X of this policy, that was entered into prior to such blackout period.

Covered Persons (other than Restricted Persons) may trade in Company securities outside of the applicable trading windows only with the prior written approval of his or her manager and the approval of the Compliance Officer in accordance with the procedures set forth in Section VII.E.2 below.

4. **Exceptions for Hardship Cases.** The Compliance Officer may, on a case-by-case basis, authorize trading in Company securities outside of the applicable trading windows (but not during special blackout periods) due to financial hardship or other hardships, but only in accordance with the procedures set forth in Section VII.E.2 below.
5. **Special Blackout Periods.** The Compliance Officer may designate special blackout periods during which no Covered Persons may trade Company securities.

E. Procedures for Approving Trades by Restricted Persons and Hardship Cases

1. **Trades Generally.** No Restricted Person may trade in Company securities, and no Covered Person may trade in Company securities outside of the applicable trading windows, until:
 - a. The person trading has notified the Compliance Officer in writing of the amount and nature of the proposed trade no earlier than two business days prior to the proposed trading date.
 - b. The person trading has certified to the Compliance Officer in writing that (i) he or she is not aware of material nonpublic information concerning the Company or its securities and (ii) the proposed trade does not violate the trading restrictions of Section 16 of the Exchange Act or Rule 144 of the Securities Act.

- c. The Compliance Officer reviewed the circumstances of the trade, including coordination with any stock repurchase program the Company may have underway, and has approved the trade in writing.
 - d. If the transaction order is not placed within two business days after receiving clearance, the clearance for the transaction must be re-requested since circumstances may have changed over that time period.
 - e. The Compliance Officer's decision on clearance, whether approved or denied, shall be kept confidential.
2. **Hardship Trades.** The Compliance Officer may, on a case-by-case basis, authorize trading in Company securities outside of the applicable trading windows due to financial hardship or other hardship only after:
- a. The person trading has notified the Compliance Officer in writing of the circumstances of the hardship and the amount and nature of the proposed trade no earlier than two business days prior to the proposed trading date.
 - b. The person trading has certified to the Compliance Officer in writing that he or she is not aware of material nonpublic information concerning the Company.
 - c. The Compliance Officer has approved the trade, and the Compliance Officer has certified approval in writing.
 - d. If the transaction order is not placed within two business days after receiving clearance, the clearance for the transaction must be re-requested since circumstances may have changed over that time period.
 - e. The Compliance Officer's decision on clearance, whether approved or denied, shall be kept confidential.

For further information concerning Section 16 and the Company's policy concerning trades that are subject to Section 16, please refer to the Section 16 Compliance Program.

3. **No Obligation to Approve Trades.** The existence of the foregoing approval procedures does not in any way obligate the Compliance Officer to approve any trades requested by Covered Persons, as applicable, or hardship applicants. The Compliance Officer may reject any trading requests at his or her sole reasonable discretion.

F. Employee Benefit Plans

- 1. Employee Stock Purchase Plans.** The trading prohibitions and restrictions set forth in this policy do not apply to periodic contributions by the Company or employees to employee benefit plans (e.g., pension, employee stock purchase or 401K plans) which are used to purchase Company securities pursuant to the employees' advance instructions. In order to qualify for exemption from the trading prohibitions and restrictions set forth in this policy, however, such employee instructions to the employee benefit plans must qualify as a Trading Plan, as described in Section X of this policy, and be approved by the Compliance Officer.
- 2. Stock Option Plans.** The trading prohibitions and restrictions of this policy apply to all sales of securities acquired through the exercise of stock options granted by the Company, but not to the acquisition of securities through such exercises. Such trading prohibitions and restrictions shall not apply, however, to sales of securities that were acquired through an exercise of stock options granted by the Company where the sale is made pursuant to a Trading Plan, as described in Section X of this policy.

G. Priority of Statutory or Regulatory Trading Restrictions

The trading prohibitions and restrictions set forth in this policy will be superseded by any greater prohibitions or restrictions prescribed by federal or state securities laws and regulations, e.g., short-swing trading by persons subject to Section 16 of the Exchange Act, restrictions on the sale of securities subject to Rule 144 under the Securities Act, or coordination with Company stock repurchases under Rule 10b-18 under the Exchange Act. Any Covered Person who is uncertain whether other prohibitions or restrictions apply should ask the Compliance Officer.

VIII. POTENTIAL CIVIL, CRIMINAL AND DISCIPLINARY SANCTIONS

A. Civil and Criminal Penalties

The consequence of prohibited insider trading or tipping can be severe. Persons violating insider trading or tipping rules may be required to disgorge the profit made or the loss avoided by the trading, pay the loss suffered by the person who purchased securities from or sold securities to the insider tippee, pay civil penalties up to three times the profit made or loss avoided, pay a criminal penalty of up to \$1,000,000, and serve a jail term of up to ten years. Controlling Persons of the person violating the rules may also be required to pay major penalties. The foregoing sanctions also apply to a tipper or person who disclosed material nonpublic information even when that person did not profit from the trading.

B. Company Discipline

Violation of this policy or federal or state insider trading or tipping laws by any director, officer or employee, or their immediate family, may subject the director to termination for cause and the officer or employee to disciplinary action by the Company up to and including termination for cause.

C. Reporting of Violations

Any Covered Person who violates this policy or any federal or state laws governing insider trading or tipping, or knows of any such violation by any other Covered Persons, must report the violation immediately to the Compliance Officer. Upon learning of any such violation, the Compliance Officer, in consultation with the Company's legal counsel, will determine whether the Company should release any material nonpublic information, seek a confidentiality agreement from the outside party to whom the material nonpublic information was disclosed or whether the Company should report the violation to the SEC or other appropriate governmental authority.

IX. INDIVIDUAL RESPONSIBILITY AND INQUIRIES

A. Individual Responsibility

Every Covered Person has the individual responsibility to comply with this policy. A Covered Person may, from time to time, have to forego a proposed transaction in the Company's securities, even if he or she planned to make the transaction before learning of the material nonpublic information and even though the Covered Person believes he or she may suffer an economic loss or forego anticipated profit by waiting.

B. Inquiries

Please direct all inquiries regarding any of the provisions or procedures of this policy to the Compliance Officer.

X. PRE-APPROVED INSIDER TRADING PLANS

A. Where referenced within this policy, a Restricted Person may elect to trade in Company securities pursuant to a written plan or set of instructions to another person (a "Trading Plan").

B. All Trading Plans are subject to clearance by the Compliance Officer. A Trading Plan will not be cleared unless it contains the following provisions:

1. A Trading Plan must be in writing and signed by the person seeking to adopt the Trading Plan.
2. A Trading Plan must include the following:

- a. The specific amount of securities to be traded (either a specified number of securities or a specified dollar value of securities); the price at which the securities are to be traded; and the date on which the order is to be executed (either the specific day of the year on which the order is to be executed— or as soon thereafter as is practicable under ordinary principles of best execution—in the case of a market order, or, in the case of a limit order, a day of the year on which the limit order is in force); OR
 - b. A written formula or algorithm, or computer program for determining the amount of securities to be purchased or sold and the price at which and the date on which the securities were to be purchased or sold; OR
 - c. A provision that grants complete investment discretion to another person (a “Representative”) and does not permit the Restricted Person to exercise any subsequent influence over how, when, or whether to effect trades. Reliance upon this provision will also require a signed affirmation by a Representative that such Representative will not exercise this complete grant of discretion to trade on such securities while such Representative is aware of material nonpublic information about the Company or its securities.
3. If a Trading Plan is adopted, all trades must be made pursuant to the Trading Plan. A Restricted Person seeking to utilize a Trading Plan may not, in any manner, alter or deviate from the trading instructions set forth in a Trading Plan, including changing the amount, price, or timing of the trade.
 4. Trading Plans may be terminated. However, termination of the Trading Plan will eliminate any protection afforded by Rule 10b5-1 of the Exchange Act. A Restricted Person may not in any way discuss with his or her designated Representative or stockbroker the Company, information about the Company, or the timing of the trading in the Company’s securities (other than to confirm that he or she has given instructions and set forth their contents).
 5. A Restricted Person may not enter into any corresponding or hedging transaction or position with respect to the Company’s securities.
 6. Any Restricted Person seeking to adopt a Trading Plan may not do so if he or she is aware of any material nonpublic information about the Company or the Company’s securities, or any information at variance with the Company’s statements to investors.
 7. Any Restricted Person seeking to adopt a Trading Plan must enter into such Trading Plan in good faith and not as a part of a plan or scheme

to evade the prohibitions of any insider trading laws, rules, or regulations.

- C. The Company reserves the right to reject any Trading Plan which, in its judgment, does not satisfy the requirements above or that generally does not comply with the provisions of Rule 10b5-1.

EXHIBIT A

RECEIPT AND ACKNOWLEDGMENT

I, _____, hereby acknowledge that I have received and read a copy of the “**Procedures and Guidelines Governing Insider Trading and Tipping**” and agree to comply with its terms. I understand that violation of insider trading or tipping laws or regulations may subject me to severe civil and/or criminal penalties, and that violation of the terms of the above-titled policy may subject me to discipline by the Company up to and including termination for cause.

Dated this _____ day of _____, 20__.

Signature

Print Name

EXHIBIT B

DIRECTORS AND OFFICERS

Name	Position
John McDermott	Chief Executive Officer
Vaseem Mahboob	Chief Financial Officer
Robert D. Mitchell	President
Michael V. Chobotov, Ph.D.	Chief Technology Officer
Shari L. O'Quinn	Vice President, Regulatory and Clinical Affairs
Joseph A. DeJohn	General Manager, Asia/Pacific and Latin America
Amanda L. DePalma	Vice President, Global Marketing
Meredith O. Huetter	Vice President, Medical Affairs
David M. Jennings	Vice President, Human Resources
Michael P. Maszy	Vice President, Manufacturing
Laura Nagel	Vice President, Global Quality
Jeffrey Stelk	Vice President, U.S. Sales
W. Patrick Stephens	Vice President, Research and Development
Matthew Thompson, M.D.	Chief Medical Officer
Daniel Lemaitre	Chairman of the Board
Gregory D. Waller	Director
Thomas C. Wilder, III	Director
Guido J. Neels	Director
Thomas F. Zenty, III	Director
Leslie Norwalk	Director
Christopher Chavez	Director

EXHIBIT C
DESIGNATED EMPLOYEES

Position

1. Executive Assistants that report to the CEO or President
2. Employees with the title of "Vice President" and above
3. Employees with the title of "Senior Director" and above who report to the CEO or President
4. Members of the Accounting/Finance Department with the title of "Senior XXX," "Lead Accountant" or above
5. Family members and domestic partners who share a Restricted Person's household
6. Any other individual whom the Insider Trading Compliance Officer may designate as a "Restricted Person" because he or she has access to material nonpublic information concerning the Company

ANNEX A

SECTION 16 COMPLIANCE PROGRAM

[See Tab No.2]

**APPLICATION AND APPROVAL FORM
FOR TRADING BY RESTRICTED PERSONS**

Name	
Title	
Proposed Trade Date	
Type of Security to be Traded	
Type of Trade (Purchase/Sale)	
Number of Shares to be Traded	

Examples of Material Nonpublic Information

While it is not possible to identify all information that would be deemed “material nonpublic information,” the following types of information ordinarily would be included in the definition if not yet publicly released by the Company:

- Financial performance, especially quarterly and year-end revenue and earnings, and significant changes in financial performance or liquidity.
- Company projections and strategic plans.
- Potential mergers and acquisitions or the sale of Company assets or subsidiaries.
- New major contracts, strategic partners, suppliers, customers or finance sources, or the loss thereof.
- Major discoveries or significant changes or developments in products or product lines, research, clinical study results or plans, regulatory submissions or approvals, technologies or patents.
- Significant changes or developments in products, supplies or inventory, including significant product defects, recalls or product returns.
- Significant actions by regulatory authorities.
- News of a significant sale or disposition, or write-down of assets.
- Significant pricing changes.
- Stock splits, public or private securities/debt offerings or changes in Company dividend policies or amounts.

- Significant changes in senior management.
- Significant labor disputes or negotiations.
- Actual or threatened major litigation or the resolution of such litigation.

Certification

I, _____, hereby certify that (i) I am not aware of any “material nonpublic information” concerning the Company (as defined in the Company’s “Procedures and Guidelines Governing Insider Trading and Tipping”) and (ii) to the best of my knowledge, the proposed trade(s) listed above do not violate the trading restrictions of Section 16 of the Securities Exchange Act of 1934 or Rule 144 under the Securities Act of 1933. I understand that if I trade while I am aware of such information or in violation of such trading restrictions, I may be subject to severe civil and/or criminal penalties and may be subject to discipline by the Company up to and including termination for cause.

Signature

Date

Review and Decision

The undersigned hereby certifies that the Compliance Officer has reviewed the foregoing application and

Approves

Prohibits

the proposed trade(s).

Compliance Officer (or Designee)

Date

**APPLICATION AND APPROVAL FORM
FOR TRADING BY COVERED PERSONS AND IN HARDSHIP SITUATIONS**

Name	
Title	
Proposed Trade Date	
Type of Security to be Traded	
Type of Trade (Purchase/Sale)	
Number of Shares to be Traded	
Reason(s) for Trading:	

Examples of Material Nonpublic Information

While it is not possible to identify all information that would be deemed “material nonpublic information,” the following types of information ordinarily would be included in the definition if not yet publicly released by the Company:

- Financial performance, especially quarterly and year-end revenue and earnings, and significant changes in financial performance or liquidity.
- Company projections and strategic plans.
- Potential mergers and acquisitions or the sale of Company assets or subsidiaries.
- New major contracts, strategic partners, suppliers, customers or finance sources, or the loss thereof.
- Major discoveries or significant changes or developments in products or product lines, research, clinical study results or plans, regulatory submissions or approvals, technologies or patents.
- Significant changes or developments in products, supplies or inventory, including significant product defects, recalls or product returns.
- Significant actions by regulatory authorities.
- News of a significant sale or disposition, or write-down of assets.
- Significant pricing changes.
- Stock splits, public or private securities/debt offerings or changes in Company dividend policies or amounts.

- Significant changes in senior management.
- Significant labor disputes or negotiations.
- Actual or threatened major litigation or the resolution of such litigation.

Certification

I, _____, hereby certify that (i) I am not aware of any “material nonpublic information” concerning the Company (as defined in the Company’s “Procedures and Guidelines Governing Insider Trading and Tipping”) and (ii) to the best of my knowledge, the proposed trade(s) listed above do not violate the trading restrictions of Section 16 of the Securities Exchange Act of 1934 or Rule 144 under the Securities Act of 1933. I understand that if I trade while I am aware of such information or in violation of such trading restrictions, I may be subject to severe civil and/or criminal penalties and may be subject to discipline by the Company up to and including termination for cause.

Signature

Date

Review and Decision

The undersigned hereby certifies that the Compliance Officer has reviewed the foregoing application and

Approves

Prohibits

the proposed trade(s).

Compliance Officer (or Designee)

Date

[For sales by Covered Persons (other than Restricted Persons) outside of the applicable trading windows]

The undersigned hereby certifies that the applicant’s manager has reviewed the foregoing application and

Approves

Prohibits

the proposed trade(s).

Title

Date