

ENDOLOGIX INC /DE/

FORM DEF 14A (Proxy Statement (definitive))

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. ____)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12



Endologix, Inc.

Name of Registrant as Specified In Its Charter

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: _____

(2) Form, Schedule or Registration Statement No.: _____

(3) Filing Party: _____

(4) Date Filed: _____



ENDOLOGIX, INC.

2 Musick
Irvine, California 92618

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held On May 31, 2017**

To the Stockholders of Endologix, Inc.:

You are cordially invited to attend the 2017 Annual Meeting of Stockholders of Endologix, Inc., a Delaware corporation. The annual meeting will be held on Wednesday, May 31, 2017, at 8:00 a.m., Pacific time, at the Marriott Marquis San Diego Marina, 333 West Harbor Drive, San Diego, CA 92101, for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect the two director nominees named in the proxy statement accompanying this notice to serve as Class I directors for a three-year term expiring at the annual meeting of stockholders in 2020 or until their successors are duly elected and qualified;
2. To approve by advisory vote the compensation of our named executive officers as disclosed in the proxy statement accompanying this notice;
3. To recommend by advisory vote the frequency of future advisory votes on the compensation of our named executive officers;
4. To approve an amendment to the Endologix, Inc. 2015 Stock Incentive Plan to increase the total number of shares of common stock reserved for issuance thereunder by 3,500,000 shares, or from 6,300,000 shares to 9,800,000 shares;
5. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017; and
6. To transact such other business as may properly come before the annual meeting or any adjournment(s) or postponement(s) thereof.

Only stockholders who held shares at the close of business on April 13, 2017 are entitled to notice of and to vote at the annual meeting or any adjournments or postponements thereof.

You are cordially invited to attend the annual meeting in person. Whether or not you plan to attend the annual meeting, we encourage you to complete, sign, date and return the enclosed proxy card, or vote over the telephone or the Internet as instructed in these materials, as promptly as possible in order to ensure that your shares will be represented and voted at the annual meeting. A return envelope (which is postage prepaid if mailed in the United States) is enclosed for your convenience. Any stockholder attending the annual meeting may vote in person even if he or she previously voted by proxy. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the annual meeting, you must obtain a legal proxy issued in your name from that record holder.

The annual meeting for which this notice is given may be adjourned from time to time without further notice other than announcement at the meeting or any adjournment thereof. Any business for which notice is hereby given may be transacted at any such adjourned meeting.

Sincerely,

A handwritten signature in black ink, appearing to read 'John McDermott'.

John McDermott
Chief Executive Officer

Irvine, California
May 1, 2017

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
STOCKHOLDER MEETING TO BE HELD ON MAY 31, 2017.**

Our proxy statement for the 2017 Annual Meeting of Stockholders, the proxy card and our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 are available at <http://www.endologix.com/materialsproxyvote/>.

Your vote is important. To vote your shares by proxy you may do any of the following:

- **Vote at the Internet site address listed on your proxy card;**
- **Call the toll-free number listed on your proxy card; or**
- **Sign, date and return in the envelope provided the enclosed proxy card.**

If you choose the third option, please do so promptly to ensure your proxy arrives in sufficient time.



PROXY STATEMENT FOR 2017 ANNUAL MEETING OF STOCKHOLDERS

INFORMATION CONCERNING SOLICITATION AND VOTING

The enclosed proxy is solicited on behalf of our board of directors for use at the 2017 annual meeting of stockholders to be held on May 31, 2017 at 8:00 a.m., Pacific time, at the Marriott Marquis San Diego Marina, 333 West Harbor Drive, San Diego, CA 92101, at which time stockholders of record as of April 13, 2017 will be entitled to vote. On April 13, 2017, we had 82,969,076 shares of common stock outstanding.

We intend to mail this proxy statement, the accompanying proxy card and our annual report on Form 10-K for the fiscal year ending December 31, 2016 on or about May 5, 2017 to all stockholders entitled to vote at the annual meeting. These materials and directions to attend the annual meeting, where you may vote in person, are available on the Internet at <http://www.endologix.com/materialsproxyvote/>. Our principal executive offices are located at 2 Musick, Irvine, California 92618.

QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING

Who may vote at the annual meeting?

Only stockholders of record as of the close of business on April 13, 2017 are entitled to vote at the annual meeting. As of the record date, there were 82,969,076 shares of our common stock outstanding and entitled to vote, held by 253 holders of record.

What is the difference between a stockholder of record and a beneficial owner of shares held in “street name”?

Stockholder of Record

If, on the record date, your shares were registered directly in your name with our transfer agent, American Stock Transfer and Trust Company, then you are a stockholder of record. As a stockholder of record, you may vote in person at the annual meeting or you may vote by proxy. Whether or not you plan to attend the annual meeting, we urge you to vote your shares. If you received a proxy card by mail, you may submit your proxy card by completing, signing, dating and mailing your proxy card in the envelope provided.

Beneficial Owner of Shares Held in Street Name

If, on the record date, your shares were held, not in your name, but rather in an account at a brokerage firm, bank, or other nominee, you are considered the beneficial owner of shares held in “street name,” and these proxy materials are being forwarded to you by your broker, bank, or other nominee, which is considered to be the stockholder of record with respect to those shares. As a beneficial owner, you have the right to direct your broker, bank, or other nominee regarding how to vote the shares in your account. You are also invited to attend the annual meeting. However, because you are not the stockholder of record, you may not vote your shares in person at the annual meeting unless you request and obtain a valid legal proxy from your broker, bank, or other nominee.

How many votes do I have?

You have one vote for each share of our common stock you own as of the close of business on the record date. These shares include shares that are (a) held of record directly in your name and (b) held for you as a beneficial owner through a broker, bank, or other nominee.

What matters will be voted on at the annual meeting?

Our stockholders will vote on at least five matters at the annual meeting:

- **Proposal No. 1** . Election to our board of directors of Daniel Lemaitre and Leslie Norwalk, the two Class I nominees named in this proxy statement, for a term of three years, expiring upon the 2020 annual meeting of stockholders, and until their respective successors are duly elected and qualified.
- **Proposal No. 2** . Approval on an advisory basis of the compensation of our named executive officers as disclosed in this proxy statement.
- **Proposal No. 3** . Approval on an advisory basis of the frequency of future advisory votes on the compensation of our named executive officers.
- **Proposal No. 4** . Approval of an amendment to our Endologix, Inc. 2015 Stock Incentive Plan to increase the total number of shares of common stock reserved for issuance under the plan by 3,500,000 shares, or from 6,300,000 shares to 9,800,000 shares.
- **Proposal No. 5** . Ratify the appointment of KPMG LLP, or KPMG, as our independent registered public accounting firm for the fiscal year ending December 31, 2017.

You may also vote on such other matters as may properly come before the annual meeting or any postponement(s) or adjournment(s) thereof.

How do I vote?

You may vote on the matters presented at the annual meeting as follows:

- **Proposal No. 1** . You may either vote “For” the Class I nominees named in this proxy statement or you may “Withhold” your vote for such nominees.
- **Proposal No. 2** . You may vote “For” or “Against” the compensation of our named executive officers as disclosed in this proxy statement, or you may abstain from voting.
- **Proposal No. 3** . You may vote “Every Year,” “Every Two Years” or “Every Three Years” for the frequency of future advisory votes to approve the compensation of our named executive officers, or you may abstain from voting.
- **Proposal No. 4** . You may vote “For” or “Against” the amendment to our Endologix, Inc. 2015 Stock Incentive Plan, or you may abstain from voting.
- **Proposal No. 5** . You may vote “For” or “Against” the ratification of the selection of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2017, or you may abstain from voting.

Stockholder of Record

If you are a stockholder of record, you may vote in person at the annual meeting or you may vote by proxy using the proxy card. Whether or not you plan to attend the annual meeting in person, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person even if you have already voted by proxy.

- To vote in person, come to the annual meeting and we will give you a ballot when you arrive.
- To vote by proxy card, if you are a stockholder of record, you may submit your proxy by mail by completing, signing and dating your proxy card or, for shares held beneficially in street name, by following the voting instructions included by your broker or nominee, and mailing the proxy card promptly in the enclosed envelope. If you provide specific voting instructions to us before the annual meeting, your shares will be voted as you have instructed.

Beneficial Owner of Shares Held in “Street Name”

If you are a beneficial owner of shares registered in the name of your broker, bank, or other nominee, you should have received a notice or voting instructions from that organization rather than from us. Please follow the instructions in the notice or voting instructions to ensure that your vote is counted. The broker, bank or other nominee holding your shares may allow you to deliver your voting instructions by telephone or over the Internet. If your notice or voting instructions do not include telephone or Internet instructions, please complete and return your notice or voting instructions promptly by mail. To vote in person at the annual meeting, you must obtain a valid legal proxy from your broker, bank or other nominee. Follow the instructions from your broker, bank or other nominee included with these proxy materials, or contact your broker, bank or other nominee to request a proxy form.

What happens if I do not give specific voting instructions?

Stockholder of Record.

If you are a stockholder of record and you:

- indicate when voting on the Internet that you wish to vote as recommended by the board of directors; or
- sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by the board of directors on all matters presented in this proxy statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the annual meeting.

Beneficial Owner of Shares Held in “Street Name.”

Generally, if you are a beneficial owner of shares registered in the name of your broker, bank, or other nominee, you are entitled to give voting instructions to the organization holding the shares. If you do not provide voting instructions, your broker, bank or other nominee may still vote the shares with respect to matters that are considered to be “routine,” but not with respect to matters that are considered to be “non-routine.” If the organization that holds your shares does not receive instructions from you on how to vote your shares on a “non-routine” matter, the organization that holds your shares will inform the inspector of elections that it does not have the authority to vote on such matter with respect to your shares. This is generally referred to as a “broker nonvote.”

What proposals are considered “routine” or “non-routine”?

The election of directors (Proposal No. 1), the advisory vote on executive compensation (Proposal No. 2), the advisory vote on the frequency of future advisory votes on executive compensation (Proposal No. 3), and the approval of an amendment to our Endologix, Inc. 2015 Stock Incentive Plan (Proposal No. 4) are matters considered “non-routine” under the rules of The Nasdaq Stock Market. A broker, bank, trustee or other nominee cannot vote without voting instructions from you on “non-routine” matters, and therefore broker non-votes may exist in connection with Proposal Nos. 1, 2, 3 and 4. The ratification of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2017 (Proposal No. 5) is considered “routine” under applicable rules and thus your broker, bank, trustee or other nominee may vote your shares for Proposal No. 4 without voting instructions from you.

How do you treat broker non-votes?

Broker non-votes are counted for purposes of determining whether or not a quorum exists for the transaction of business, but will not be treated as shares present and entitled to vote for purposes of any matter requiring the affirmative vote of a majority or other proportion of the shares present and entitled to vote. Thus, a broker non-vote will not affect the outcome of the voting on a proposal the passage of which requires the affirmative vote of a plurality or a majority or some other percentage of (i) the votes cast or (ii) the votes present or represented by proxy and entitled to vote on that proposal at the annual meeting. Broker non-votes will have the same effect as a vote against a proposal the passage of which requires an affirmative vote of the holders of a majority or some other percentage of the outstanding shares entitled to vote on such proposal.

What happens if I abstain?

When an eligible voter attends the annual meeting in person or by proxy but decides not to vote, his, her or its decision not to vote is called an “abstention.” Properly executed proxy cards that are marked “abstain” or “withhold” on any proposal will be treated as abstentions for that proposal. We will treat abstentions as follows:

- abstention shares will be treated as not voting for purposes of determining the outcome on any proposal for which the minimum vote required for approval of the proposal is a plurality or a majority or some other percentage of the votes actually cast, and thus will have no effect on the outcome; and
- abstention shares will have the same effect as votes against a proposal if the minimum vote required for approval of the proposal is a majority or some other percentage of (i) the shares present or represented by proxy and entitled to vote, or (ii) all shares outstanding and entitled to vote.

What is the voting requirement to approve each of the proposals?

- **Proposal No. 1** . For the election of directors, the nominees for Class I director who receive the most “FOR” votes (among votes properly cast in person or represented by proxy) will be elected directors. If you are present at the annual meeting but do not vote for a particular nominee, or if you have given a proxy and properly withheld authority to vote for a nominee, the shares withheld or not voted will not be counted as votes cast on such matter, although they will be counted for purposes of determining whether there was a quorum. Broker non-votes will not be taken into account in determining the election of directors.
- **Proposal No. 2** . The approval of Proposal No. 2, regarding the compensation of our named executive officers, requires the affirmative vote of a majority of the outstanding shares of our common stock present in person or represented by proxy at the annual meeting and entitled to vote on the proposal. Abstentions will have the same effect as votes against this proposal. Broker non-votes will have no effect on this proposal.
- **Proposal No. 3** . Proposal No. 3 provides a choice among three frequency periods for future advisory votes on the compensation of our named executive officers. The frequency period that receives the most votes (every one, two or three years) will be deemed to be the recommendation of the stockholders. As a result, abstentions and broker non-votes will have no effect on the vote outcome, except to the extent that the failure to vote for a particular frequency period may result in another frequency period receiving a larger proportion of the votes cast.
- **Proposal No. 4** . The approval of Proposal No. 4, regarding an amendment to our Endologix, Inc. 2015 Stock Incentive Plan, requires the affirmative vote of a majority of the outstanding shares of our common stock present in person or represented by proxy at the annual meeting and entitled to vote on the proposal. Abstentions will have the same effect as votes against this proposal. Broker non-votes will have no effect on this proposal.
- **Proposal No. 5** . The approval of Proposal No. 5, regarding the ratification of the selection of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2017, requires the affirmative vote of a majority of the outstanding shares of our common stock present in person or represented by proxy at the annual meeting and entitled to vote on the proposal. Abstentions will have the same effect as votes against this proposal. Broker non-votes will have no effect on this proposal.

What are the board’s voting recommendations?

Our board of directors recommends that you vote your shares:

- **Proposal No. 1** . “For” each of the Class I nominees to the board of directors named in this proxy statement.
- **Proposal No. 2** . “For” approval of the compensation of our named executive officers as disclosed in this proxy statement.
- **Proposal No. 3** . “Every Year” as the frequency of a stockholder advisory vote to approve the compensation of our named executive officers.
- **Proposal No. 4** . “For” approval of an amendment to our Endologix, Inc. 2015 Stock Incentive Plan as described in this proxy statement.
- **Proposal No. 5** . “For” the ratification of the selection of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2017.

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count “For” and “Withheld” votes with respect to Proposal No. 1, “For” and “Against” votes with respect to Proposal Nos. 2, 4, and 5, and “Every Year,” “Every Two Years” and “Every Three Years” for Proposal No. 3, as well as abstentions and broker non-votes. Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum for the transaction of business at the annual meeting. All shares represented by valid proxies received prior to the annual meeting will be voted and, where a stockholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the

stockholder's instructions.

What is the quorum requirement for the annual meeting?

The holders of at least a majority of the shares entitled to vote at the annual meeting must be present at the annual meeting in person or represented by proxy in order to transact business. This is called a quorum. Your shares will be counted for purposes of determining if there is a quorum, if you:

Are present and vote in person at the annual meeting; or

- Have voted on the Internet, by telephone,
- or by properly submitting a proxy card by mail.

Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum. If there is no quorum, the chairman of the meeting or holders of a majority of shares present at the meeting in person or represented by proxy will adjourn the meeting to a later date.

How can I attend the annual meeting in person?

You must present a form of government-issued personal photo identification in order to be admitted to the annual meeting. If your shares are held in "street name," you also will need proof of ownership to be admitted to the annual meeting. A recent brokerage statement or a letter from your nominee are examples of acceptable proof of ownership. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the annual meeting.

Can I change my vote after submitting my proxy?

Yes. Any person giving a proxy pursuant to this solicitation has the power to revoke it at any time before it is voted at the annual meeting. If you are the stockholder of record, you may revoke your proxy in any one of three ways:

- You may submit another properly completed proxy card with a later date.
- You may send a timely written notice that you are revoking your proxy to our Corporate Secretary at 2 Musick, Irvine, California 92618.
- You may attend the annual meeting and vote in person. However, attending the annual meeting will not, by itself, revoke your proxy.

If your shares are held in "street name," you should follow the instructions provided by your broker, bank or other nominee, including, if permitted by such organization, submitting another proxy by telephone or Internet after you have already provided an earlier proxy.

Who is paying for the cost of this proxy solicitation?

We will bear the entire cost of this proxy solicitation, including costs of preparing, assembling, printing and mailing this proxy statement, the proxy card and any additional material furnished to our stockholders. Copies of the proxy materials will be furnished to brokerage houses, banks or other nominees holding in their names shares of common stock beneficially owned by others to forward to such beneficial owners. We have retained Morrow & Sodali LLC 470 East Ave, Stamford, CT 06902, a proxy solicitation firm, to deliver solicitation materials to beneficial owners and to assist us in collecting proxies from such individuals. We expect to pay Morrow & Co. a fee of \$7,500 for their solicitation services. We may reimburse persons representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners. Solicitation of proxies may be supplemented by telephone, electronic mail or personal solicitation by our directors, officers or other regular employees. No additional compensation will be paid to directors, officers or other regular employees for such services.

I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

We have adopted a procedure called "householding," which the U.S. Securities and Exchange Commission, or the SEC, has approved. Under this procedure, we are delivering a single copy of these proxy materials to multiple stockholders who share the same address unless we have received contrary instructions from one or more of the stockholders. This procedure reduces our printing costs, mailing costs and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will promptly deliver a separate copy of these proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these documents. To receive a separate copy of these proxy materials, stockholders may write or call us at the following address and telephone number:

Endologix, Inc.

2 Musick, Irvine, California 92618

(949) 595-7200

Stockholders who hold shares in "street name" may contact their brokerage firm, bank, or other nominee to request information about householding.

Where can I find the voting results of the annual meeting?

We will announce preliminary voting results at the annual meeting and will publish final results in a current report on Form 8-K that we expect to file with the SEC within four business days of the annual meeting. If final voting results are not available to us in time to file a Form 8-K with the SEC within four business days after the annual meeting, we intend to file a Form 8-K to disclose preliminary voting results and, within four business days after the final results are known, we will file an additional Form 8-K with the SEC to disclose the final voting results.

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of our common stock as of April 13, 2017 (except as otherwise indicated) by each person, or group of affiliated persons, who are known to us to beneficially own more than 5% of the outstanding shares of our common stock.

Name and Address ⁽¹⁾	Number of Shares Beneficially Owned ⁽²⁾	Percentage of Outstanding Shares ⁽³⁾
Entities affiliated with Brown Capital Management, LLC ⁽⁴⁾	8,755,102	10.6%
Arrowpoint Asset Management, LLC ⁽⁵⁾	6,491,647	7.8%
Entities affiliated with Columbia Wanger Asset Management, LLC ⁽⁶⁾	6,317,747	7.6%
Entities affiliated with The Vanguard Group, Inc. ⁽⁷⁾	5,978,672	7.2%
Entities affiliated with Camber Capital Management LLC ⁽⁸⁾	5,850,000	7.1%
Entities affiliated with BlackRock, Inc. ⁽⁹⁾	4,912,653	5.9%

⁽¹⁾ Unless otherwise indicated, the business address of each holder is: c/o Endologix, Inc., 2 Musick, Irvine, CA 92618.

⁽²⁾ The number of shares of common stock beneficially owned includes any shares deemed beneficially owned by such stockholder by virtue of such stockholder's right to acquire such shares as of April 13, 2017, or within sixty (60) days of such date.

⁽³⁾ Applicable percentages are based on 82,969,076 shares outstanding on April 13, 2017, plus the number of shares deemed beneficially owned by such stockholder by virtue of such stockholder's right to acquire such shares as of April 13, 2017, or within sixty (60) days of such date.

⁽⁴⁾ Based solely on a Schedule 13G filed with the SEC on March 7, 2017. Brown Capital Management, LLC ("Brown Capital") reported beneficial ownership of 8,775,102 shares, including 4,174,522 shares beneficially owned by The Brown Capital Management Small Company Fund ("BCMSCF"), which is managed by Brown Capital. Brown Capital reported sole voting power with respect to 5,455,349 shares, sole dispositive power with respect to 8,755,102 shares and no shared voting or dispositive power. The address of Brown Capital is 1201 N. Calvert Street, Baltimore, MD 21202.

⁽⁵⁾ Based solely on a Schedule 13G/A filed with the SEC on February 13, 2017. Arrowpoint Asset Management, LLC ("Arrowpoint") reported sole voting and dispositive power with respect to 6,491,647 shares. The address of Arrowpoint is 100 Fillmore Street, Suite 325, Denver, CO 80206.

⁽⁶⁾ Based solely on a Schedule 13G filed with the SEC on February 10, 2017. Columbia Wanger Asset Management, LLC ("Columbia Wanger") reported sole voting power with respect to 6,096,363 shares, sole dispositive power with respect to 6,317,747 shares and no shared voting or dispositive power. The address of Columbia Wanger is 227 West Monroe Street, Suite 3000, Chicago, IL 60606.

⁽⁷⁾ Based solely on a Schedule 13G/A filed with the SEC on February 9, 2017. The Vanguard Group, Inc. ("Vanguard") reported sole voting power with respect to 160,163 shares, shared voting power with respect to 11,700 shares, sole dispositive power with respect to 5,810,609 shares and shared dispositive power with respect to 168,063 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, beneficially owns 156,363 shares and Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, beneficially owns 15,500 shares. The address of Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.

⁽⁸⁾ Based solely on a Schedule 13G filed with the SEC on January 23, 2017. Camber Capital Management LLC and Stephen Dubois (collectively, "Camber") have shared voting and dispositive power with respect to 5,850,000 shares. The address of Camber is 101 Huntington Avenue, Suite 2101, Boston, MA 02119.

⁽⁹⁾ Based on a Schedule 13G/A filed with the SEC on January 24, 2017. BlackRock, Inc. ("BlackRock") reported sole voting power with respect to 4,725,246 shares, sole dispositive power with respect to 4,912,653 shares and no shared voting or dispositive power. Includes shares beneficially owned by Blackrock (Netherlands) BV, BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Ireland Limited, BlackRock Asset Management Schweiz AG, BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., BlackRock Investment Management (Australia) Limited, BlackRock Investment Management (UK) Ltd. and BlackRock Investment Management, LLC. The address of BlackRock is 55 East 52nd Street, New York, NY 10055.

BENEFICIAL OWNERSHIP OF DIRECTORS AND NAMED EXECUTIVE OFFICERS

The following table sets forth certain information known to us regarding the beneficial ownership of our common stock as of April 13, 2017 by each director and nominee for director, each named executive officer and all current directors and officers as a group.

Name and Address ⁽¹⁾	Number of Shares Beneficially Owned ⁽²⁾	Percentage of Outstanding Shares ⁽³⁾
Daniel Lemaitre ⁽⁴⁾	136,167	*
Gregory D. Waller ⁽⁵⁾	27,728	*
Thomas C. Wilder, III ⁽⁶⁾	40,738	*
Guido J. Neels ⁽⁷⁾	129,435	*
Thomas F. Zenty, III ⁽⁸⁾	41,574	*
Leslie Norwalk ⁽⁹⁾	14,163	*
Christopher G. Chavez ⁽¹⁰⁾	466,605	*
John McDermott ⁽¹¹⁾	1,458,290	1.7%
Vaseem Mahboob ⁽¹²⁾	135,566	*
Robert D. Mitchell ⁽¹³⁾	195,383	*
Shari L. O'Quinn ⁽¹⁴⁾	43,666	*
Michael Chobotov ⁽¹⁵⁾	165,750	*
All directors and officers as a group (21 persons) ⁽¹⁶⁾	3,504,944	4.1%

* Represents beneficial ownership of less than 1%.

(1) Unless otherwise indicated, the business address of each holder is: c/o Endologix, Inc., 2 Musick, Irvine, CA 92618.

(2) The number of shares of common stock beneficially owned includes any shares deemed beneficially owned by such stockholder by virtue of such stockholder's right to acquire such shares as of April 13, 2017, or within sixty days of such date.

(3) Applicable percentages are based on 82,969,076 shares outstanding on April 13, 2017, plus the number of shares deemed beneficially owned by such stockholder by virtue of such stockholder's right to acquire such shares as of April 13, 2017, or within sixty days of such date.

(4) Includes options to purchase 90,000 shares of common stock that are exercisable within 60 days of April 13, 2017 and 11,485 unvested restricted stock awards subject to vesting within 60 days of April 13, 2017.

(5) Includes 7,657 unvested restricted stock awards subject to vesting within 60 days of April 13, 2017.

(6) Includes options to purchase 12,500 shares of common stock that are exercisable within 60 days of April 13, 2017 and 7,657 unvested restricted stock awards subject to vesting within 60 days of April 13, 2017.

(7) Includes options to purchase 50,000 shares of common stock that are exercisable within 60 days of April 13, 2017 and 7,657 unvested restricted stock awards subject to vesting within 60 days of April 13, 2017.

(8) Includes 11,231 unvested restricted stock awards subject to vesting within 60 days of April 13, 2017.

(9) Includes 10,910 unvested restricted stock awards subject to vesting within 60 days of April 13, 2017.

(10) Includes 65,640 shares held by Christopher G. Chavez Trustee of the Diana J. Chavez Irrevocable Trust and 65,640 shares held by Diana J. Chavez Trustee of the Christopher G. Chavez Family Irrevocable Trust.

(11) Includes options to purchase 986,461 shares of common stock that are exercisable within 60 days of April 13, 2017 and 33,757 unvested restricted stock awards subject to vesting within 60 days of April 13, 2017.

(12) Includes options to purchase 92,147 shares of common stock that are exercisable within 60 days of April 13, 2017

(13) Includes options to purchase 86,319 shares of common stock that are exercisable within 60 days of April 13, 2017

(14) Includes options to purchase 28,985 shares of common stock that are exercisable within 60 days of April 13, 2017.

(15) Includes options to purchase 62,802 shares of common stock that are exercisable within 60 days of April 13, 2017.

(16) Includes options to purchase 1,917,232 shares of common stock that are exercisable within 60 days of April 13, 2017 and 112,302 unvested restricted stock awards subject to vesting within 60 days of April 13, 2017.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

The board of directors currently consists of eight authorized directors divided into three classes, with Class I currently having two directors, Class II currently having three directors and Class III currently having three directors. Each class of directors is elected for three-year terms on a staggered term basis, so that each year the term of office of one class will expire and the terms of office of the other classes will continue for periods of one and two years, respectively. The nominees for election at the annual meeting will serve as Class I directors, with their respective terms expiring at the annual meeting of stockholders to be held in 2020. Each director is elected to serve until the expiration of his or her term and until his or her successor is duly elected and qualified.

The nominees for election as Class I directors at the annual meeting are Daniel Lemaitre and Leslie Norwalk, each of whom currently serves as a director. Upon the recommendation of the Nominating, Governance and Compliance Committee, we selected Mr. Lemaitre and Ms. Norwalk as director nominees on March 2, 2017. Mr. Lemaitre has served as a director since December 2009 and Ms. Norwalk has served as a director since May 2015. Mr. Lemaitre and Ms. Norwalk have each indicated a willingness to continue to serve on the board of directors if elected. However, in the event any nominee is unable to or declines to serve as a director at the time of the annual meeting, the proxies will be voted for an additional nominee who shall be designated by the current board of directors to fill the vacancy. Unless otherwise instructed, the proxy holders intend to vote all proxies received by them in favor of the nominees listed above.

Corporate Governance Policy for Uncontested Election of Directors

In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the board of directors), any nominee for director who receives a greater number of votes "Withheld" from his or her election than votes "For" his or her election by stockholders present in person or represented by proxy at the annual meeting and entitled to vote in the election of directors, or a majority withheld vote, must tender a written offer to resign from the board of directors to the chairman of the board within five business days of the certification of the stockholder vote by the inspector of elections.

The Nominating, Governance and Compliance Committee will promptly consider the resignation offer and recommend to the full board whether to accept it. However, if each member of the Nominating, Governance and Compliance Committee received a majority withheld vote at the same election, then the independent members of the board who did not receive a majority withheld vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the board whether to accept them. In considering whether to accept or reject the resignation offer, the Nominating, Governance and Compliance Committee will consider all factors deemed relevant by members of the Nominating, Governance and Compliance Committee, including, without limitation, the length of service and qualifications of the director, the director's contributions to our company, compliance with listing standards, and the best interests of us and our stockholders. To the extent that one or more directors' resignation are accepted by the board, the Nominating, Governance and Compliance Committee will recommend to the board whether to fill such vacancy or vacancies or to reduce the size of the board. Any director who tenders his or her offer to resign from the board pursuant to this provision shall not participate in deliberations regarding whether to accept the offer of resignation.

The board will act on the Nominating, Governance and Compliance Committee's recommendation within 90 days following the certification of the stockholder vote by the inspector of elections, which action may include, without limitation, acceptance of the offer of resignation, adoption of measures intended to address the perceived issues underlying the majority withheld vote, or rejection of the resignation offer. Thereafter, the board will disclose its decision whether to accept the director's resignation offer and the reasons for rejecting the offer, if applicable, in a current report on Form 8-K to be filed with the SEC within four business days of the board's determination.

The board believes that this process enhances accountability to stockholders and responsiveness to stockholders' votes, while allowing the board appropriate discretion in considering whether a particular director's resignation would be in the best interests of us and our stockholders.

Required Vote

The nominees receiving the highest number of affirmative votes among votes properly cast in person or represented by proxy at the annual meeting will be elected as director. Proxies cannot be voted for a greater number of persons than the number of nominees named.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT OUR STOCKHOLDERS VOTE "FOR" THE ELECTION OF DANIEL LEMAITRE AND LESLIE NORWALK AS DIRECTORS. Proxies solicited by the board of directors will be so voted unless stockholders specify otherwise on their proxy cards.

Information With Respect to Nominees And Directors

Set forth below for each nominee for election as a director and for each of our other directors, other than Mr. McDermott, whose biographical information is set forth in the section entitled "Executive Officers" elsewhere in this proxy statement, is information regarding his or her age, position(s) with us, the period he or she has served as a director, any family relationship with any of our other directors or executive officers, and the directorships currently held by him or her or held by him or her at any time during the past five years, in corporations whose shares are publicly traded. With respect to each nominee and director, we have also provided in their biographical information below the experience and qualifications that led to the conclusion that they should serve as a director in light of our business and structure.

Class I

(Nominees for Election to the Board for a Three-Year Term Expiring at the 2020 Annual Meeting)

Daniel Lemaitre, 63, has served on our board of directors since December 2009 and has served as our Chairman since February 2017. Mr. Lemaitre served as our Lead Independent Director from March 2014 to February 2017, when the board appointed him as our Chairman. Mr. Lemaitre served as President and Chief Executive Officer of Direct Flow Medical, Inc., a privately-held medical device company, from May 2015 to November 2016. Prior to joining Direct Flow Medical, Mr. Lemaitre served as Chief Executive Officer of White Pine Medical, Inc., a privately-held medical device company, from June 2009 to May 2015. Prior to White Pine Medical, Mr. Lemaitre served as the President and Chief Executive Officer of CoreValve, a privately-held company focused on percutaneous aortic valve replacement, from April 2008 until its acquisition by Medtronic, Inc., a publicly-traded medical device company, in April 2009. From 2005 until March 2008, Mr. Lemaitre was a Senior Vice President at Medtronic, where he led the company's strategic planning and corporate development. Prior to joining Medtronic, Mr. Lemaitre spent 28 years in the medical device field as an investment analyst. This included 18 years with SG Cowen, where he was a managing director and led the healthcare research team, and six years with Merrill Lynch. Mr. Lemaitre holds a B.A. in Economics from Bethany College and an M.B.A. from Bowling Green State University. Mr. Lemaitre also serves on the board of directors of Globus Medical, Inc., a publicly-held manufacturer of spinal implants.

As reflected in the biographical information summarized above, Mr. Lemaitre has extensive business, managerial, executive and leadership experience in the medical device industry, including having served as chief executive officer of a medical device company, and as senior vice president of one of the world's leading medical technology companies. In addition, Mr. Lemaitre's experience on the board of directors of a publicly-held medical device company brings to our board of directors a meaningful understanding our business and industry and valuable skills related to strategic planning for a publicly-held company. These skills and experience, as well as Mr. Lemaitre's extensive financial and accounting skills and experience qualify him to serve on our board of directors and as an "audit committee financial expert," as such term is defined under applicable rules of the SEC, on our Audit Committee.

Leslie Norwalk, 51, has served on our board of directors since May 2015. Ms. Norwalk previously served as a member of the board of directors of Volcano Corporation, a publicly-held medical device company acquired by Phillips USA in February 2015. Since 2007, Ms. Norwalk has served as a Strategic Advisor and Strategic Counsel to Epstein Becker & Green, P.C., a law firm, and two consulting agencies: EBG Advisors, Inc., and National Health Advisors. Ms. Norwalk is an Operating Partner at Enhanced Equity Fund, L.P., a private equity firm, and also serves as an advisor to Warburg Pincus LLC, and Peloton Equity, both private equity firms. Previously, Ms. Norwalk served the Bush Administration as the Acting Administrator for the Centers for Medicare & Medicaid Services, or CMS, where she managed the day-to-day operations of Medicare, Medicaid, State Child Health Insurance Programs, the survey and certification of health care facilities and other federal health care initiatives. For four years prior to that, Ms. Norwalk was the agency's Deputy Administrator, responsible for the implementation of the changes made under the Medicare Modernization Act, including the Medicare Prescription Drug Benefit. Prior to serving the Bush Administration, Ms. Norwalk practiced law in the Washington, D.C. office of Epstein Becker & Green, P.C. where she advised clients on a variety of health policy matters. She also served in the first Bush administration in the White House Office of Presidential Personnel and the Office of the U.S. Trade Representative. Ms. Norwalk serves on the boards of directors of NuVasive, Inc. and Providence Service Corp., both publicly-held companies, and on the boards of directors of several privately-held companies, and as a member of the International Advisory Council at APCO Worldwide Inc. Ms. Norwalk earned a J.D. degree from the George Mason University School of Law and a bachelor's degree, cum laude, in Economics and International Relations from Wellesley College.

As reflected in the biographical information summarized above, Ms. Norwalk has extensive and diverse experience in the health care industry and extensive knowledge of health care policy.

Class II

(Director continuing in office with a term expiring in 2018)

Guido J. Neels, 68, has served on our board of directors since December 2010. Mr. Neels has been a Managing Director at Essex Woodlands Health Ventures, Inc., or Essex Woodlands, a venture capital firm, since 2006. Prior to joining Essex Woodlands, Mr. Neels served in a variety of management positions at Guidant Corporation, a developer of cardiovascular medical products. From July 2004 until retiring in November 2005, Mr. Neels served as Guidant's Chief Operating Officer, where he was responsible for the global operations of Guidant's four operating units: Cardiac Rhythm Management, Vascular Intervention, Cardiac Surgery, and Endovascular Solutions. From December 2002 to July 2004, Mr. Neels served as Guidant's Group Chairman, Office of the President, responsible for worldwide sales operations, corporate communications, corporate marketing, investor relations and government relations. In January 2000, Mr. Neels was named Guidant's President, Europe, Middle East, Africa and Canada. In addition, Mr. Neels served as Guidant's Vice President, Global Marketing, Vascular Intervention, from 1996 to 2000 and as Guidant's General Manager, Germany and Central Europe, from 1994 to 1996. Mr. Neels has a business engineering degree from the University of Leuven in Belgium and an M.B.A. from the Stanford University Graduate School of Business. Mr. Neels served on the boards of directors of Biopure Corporation, a publicly-held medical device company, from 2005 to 2009, Lemaitre Vascular, Inc., a publicly-held medical device company, from 2006 to 2008, and Nellix, Inc., a privately-held medical device company, from 2006 until its acquisition by us in December 2010. Mr. Neels currently serves on the boards of directors of 480 Biomedical, Inc., Arsenal Medical, Inc., Bioventus LLC, and White Pine Medical, Inc., all privately-held medical device companies; and Entellus Medical, Inc. and Axotem, Inc., each a publicly-held medical device company. Mr. Neels also serves on the board of directors of Christel House International, and Armici Lovaniengis, each a non-profit organization. Mr. Neels was initially appointed to our board of directors pursuant to a board designation right granted to Essex Woodlands Health Ventures Fund VII, L.P., or Essex Woodlands Fund VII, an affiliate of Essex Woodlands, under a

securities purchase agreement, dated as of October 27, 2010, as amended December 9, 2010, between us and Essex Woodlands Fund VII.

As reflected in the biographical information summarized above, Mr. Neels has extensive business, managerial, executive and leadership experience in the medical device industry, having served in various senior management positions, including as chief operating officer of a publicly-traded medical device company. In addition, Mr. Neels serves or has served on the boards of directors of several publicly-traded and privately-held medical device companies, including serving on the board of directors of Nellix, which we acquired in December 2010.

Christopher G. Chavez, 61, has served on our board of directors since our merger with TriVascular in February 2016. Mr. Chavez served on the board of directors of TriVascular, and as President, Chief Executive Officer and Chairman of the board of directors of TriVascular, from 2012 to February 2016. Mr. Chavez has over 30 years of leadership experience in the medical device industry. From 2005 through August 2011, Mr. Chavez served as President of the Neuromodulation Division of St. Jude Medical, Inc., or St. Jude Medical, and as Chief Executive Officer, President and a director of Advanced Neuromodulation Systems, or ANS, from 1998 until its acquisition by St. Jude Medical in 2005. Prior to ANS, Mr. Chavez spent 17 years at Johnson & Johnson, most recently as Vice President and General Manager of the Infection Control Business Unit. Mr. Chavez served on the board of directors of Advanced Medical Optics, Inc. from 2002 until it was acquired by Abbott Laboratories Inc. in 2009. Mr. Chavez has previously served as Chairman of the Medical Device Manufacturers Association and Chairman of the Dallas/Fort Worth Health Industry Council. Mr. Chavez received his M.B.A. from Harvard Business School and his Bachelors of Accountancy from New Mexico State University, Las Cruces.

As reflected in the biographical information summarized above, we believe that Mr. Chavez's detailed knowledge of our company and of TriVascular, and his more than 30 years of experience in the medical device industry qualify him to serve on our board of directors.

Class III

(Director continuing in office with a term expiring in 2019)

Gregory D. Waller, 67, has served on our board of directors since November 2003. Mr. Waller also serves on the board of Sunshine Heart Corporation, a publicly traded company, as Audit Committee Chairman. From March 2006 until April 2011, Mr. Waller was Chief Financial Officer of Universal Building Products, a manufacturer of concrete construction accessories. Previous to that, Mr. Waller has been in retirement except for board directorships. Mr. Waller served as Vice President-Finance, Chief Financial Officer and Treasurer of Sybron Dental Specialties, Inc., a manufacturer and marketer of consumable dental products, from August 1993 until his retirement in May 2005 and was formerly the Vice President and Treasurer of Kerr, Ormco Corporation, and Metrex. Mr. Waller joined Ormco Corporation in December 1980 as Vice President and Controller and served as Vice President of Kerr European Operations from July 1989 to August 1993. Mr. Waller has an M.B.A. with a concentration in Accounting from California State University, Fullerton. Mr. Waller also served on the board of directors and audit committee of Cardiogenesis Corporation, a publicly-held company until its acquisition by Cryolife in 2011. Mr. Waller also served on the boards of directors of Alsius Corporation, a publicly-held company, from June 2007 until its acquisition by Zoll in September 2009, Biolase Technology, Inc., a publicly-held company, from October 2009 to August 2010, Clariant, Inc., a publicly-held company which was acquired by General Electric Company on December 22, 2010, and SenoRx, Inc., a publicly-held company which was acquired by C.R. Bard, Inc. on July 6, 2010.

As reflected in the biographical information summarized above, Mr. Waller has extensive senior management experience in the medical device industry and is an "audit committee financial expert" as such term is defined under applicable SEC rules. Mr. Waller has served on numerous other boards of directors of publicly reporting companies, including as chairman of the Audit Committees of many of those healthcare companies.

Thomas C. Wilder, III, 53, has served on our board of directors since May 2010. From February 2010 through July 2016, Mr. Wilder served as the Chief Executive Officer of Sequent Medical, Inc., a company dedicated to the development of innovative catheter-based neurovascular technologies. From May 2009 to February 2010, Mr. Wilder consulted with several medical device companies. From April 2006 to April 2009, Mr. Wilder served as the President and Chief Executive Officer of Photothera, Inc. From 2002 through January 2006, Mr. Wilder served at Micro Therapeutics, Inc. (MTIX) as President and Chief Executive Officer. Following the merger of Micro Therapeutics, Inc. into ev3 Inc. in January 2006, Mr. Wilder served as President, ev3 Neurovascular, until April 2006. Mr. Wilder served in positions of increasing responsibility at Medtronic, Inc. from 1991 through 2002, most recently as Vice President and General Manager of its endovascular stent grafts division. From 1986 to 1989, Mr. Wilder served in the Financial Statement Audit Practice of Price Waterhouse. Mr. Wilder has a B.A. in Economics from Stanford University and an M.B.A. from Northwestern University's J.L. Kellogg Graduate School of Management. He currently serves on the board of directors of Penumbra, Inc., a publicly-held company, and served on the board of directors of Benvenue Medical, Inc., a privately-held company, until April 2017.

As reflected in the biographical information summarized above, Mr. Wilder has decades of experience in the medical device industry, including many senior management and leadership positions with numerous companies and is an "audit committee financial expert" as such term is defined under applicable SEC rules. In addition, Mr. Wilder has extensive financial expertise and operational experience with growth companies.

Thomas F. Zenty, III, 61, has served on our board of directors since May 2013. Mr. Zenty currently serves as the President and Chief Executive Officer of University Hospitals Health System, Inc., Cleveland, Ohio. Previously, Mr. Zenty held various executive positions with Cedars-Sinai Health System, St. Joseph's Medical Center, a division of Dignity Health, Franciscan Health System of New Jersey and St. Mary Hospital, Connecticut. Mr. Zenty is Chairman of the Board of Western Reserve Assurance Company, Ltd. SPC, a privately-held insurance company, and chaired The Coalition to Protect America's Health Care. Mr. Zenty is a past board member of the American Hospital Association and has also served as a director on the board of Nationwide Financial Services, Inc. Mr. Zenty has held several academic positions with prestigious universities, including his current position as Adjunct Professor, Banking & Finance at Case Western Reserve University. He received a Master's degree in Public Administration from New York University, a Master's degree in Hospital Administration from Xavier University, and a Bachelor's degree in Health Planning from Pennsylvania State University.

As reflected in the biographical information summarized above, Mr. Zenty has extensive business, managerial, executive and leadership experience in the health care industry, having served in numerous senior management positions, including as chief executive officer and executive vice president at a leading hospital and health care system.

EXECUTIVE OFFICERS

The following sets forth certain information regarding our current executive officers.

Name	Age	Position(s)
John McDermott	57	Chief Executive Officer
Robert D. Mitchell	55	President
Vaseem Mahboob	48	Chief Financial Officer and Corporate Secretary
Michael V. Chobotov, Ph.D.	56	Chief Technology Officer
Shari L. O'Quinn	43	Vice President, Regulatory and Clinical Affairs
Joseph A. DeJohn	56	General Manager, Asia/Pacific and Latin America
Amanda L. DePalma	45	Vice President, Global Marketing
Meredith O. Huetter	43	Vice President, Medical Affairs
David M. Jennings	62	Vice President, Human Resources
Michael P. Maszy	40	Vice President, Manufacturing
Laura Nagel	54	Vice President, Global Quality
Jeffrey Stelk	54	Vice President, U.S. Sales
W. Patrick Stephens	48	Vice President, Research and Development
Matthew Thompson, M.D.	55	Chief Medical Officer

John McDermott joined us in May 2008 as President and Chief Executive Officer and currently serves as our Chief Executive Officer. Mr. McDermott has 25 years of executive management, sales, marketing, and finance experience in the vascular device industry. From 2002 to 2007 he served as President of Bard Peripheral Vascular, a division of C.R. Bard, Inc. Mr. McDermott previously served as President of Global Sales for C.R. Bard's vascular surgery and endovascular businesses. Prior to that, he served for four years as President of C.R. Bard's division IMPRA, Inc., where he was responsible for global operations, including sales, marketing, research and development, manufacturing, and finance. From 1990 to 1996, Mr. McDermott served as Chief Financial Officer and later Vice President and Chief Operating Officer of IMPRA, Inc., prior to its acquisition by C.R. Bard. He is an active leader within the vascular community and is currently on the board of directors of the International Society of Endovascular Specialists. Mr. McDermott holds a B.S. in Finance from Arizona State University and an M.B.A. from Western International University. As reflected in the biographical information summarized above, Mr. McDermott has extensive business, managerial, executive and leadership experience in the medical device industry generally.

Robert D. Mitchell joined us in December 2010 as President, International, and currently serves as our President. Prior to joining us, Mr. Mitchell served as President and Chief Executive Officer of Nellix, Inc. from February 2008 until our acquisition of Nellix in December 2010. From November 2006 to February 2008, Mr. Mitchell served as Executive Vice President and Chief Operating Officer of AngioDynamics, Inc., a publicly-held medical device company. From 2005 to 2006, Mr. Mitchell served as Chairman, President and Chief Executive Officer of Millimed Holdings, Inc., a privately-held medical device company based in Roskilde, Denmark. From 2004 to 2005, Mr. Mitchell served as Vice President of Worldwide Sales for Align Technology, Inc., a publicly-held company. From 1987 to 2004, Mr. Mitchell held various positions with Cook Incorporated, a privately-held medical device company, including Vice President and Director, Global Sales and Marketing for various business units including diagnostic and interventional, endovascular, critical care. Mr. Mitchell holds a B.S. from the University of Utah and an M.B.A. from Indiana Wesleyan University.

Vaseem Mahboob joined us in October 2015 and serves as our Chief Financial Officer and Corporate Secretary. Prior to joining us, Mr. Mahboob served for 16 years as a senior executive officer of several business segments within the General Electric Company, a publicly-held infrastructure and financial services company, with expertise across all areas of finance and accounting. Mr. Mahboob served as Chief Financial Officer, Eastern and African Growth Markets, of GE Healthcare from January 2013 to September 2015. From November 2010 to December 2012, Mr. Mahboob served as Chief Financial Officer, Global Ultrasound Business, of GE Healthcare. From September 2006 to October 2010, Mr. Mahboob served as Chief Financial Officer, Global Magnetic Resonance Business, of GE Healthcare. From October 2004 to August 2006, Mr. Mahboob served as Global Manufacturing Finance Manager of GE Advanced Materials. Prior to that Mr. Mahboob held several leadership positions within General Electric's corporate audit staff. Mr. Mahboob received a Bachelor of Engineering in Computer Science from Bangalore University and an M.B.A. in Financial Markets and Institutions & Information Systems from the State University of New York, Buffalo, New York.

Michael V. Chobotov, Ph.D. joined us as Chief Technology Officer in February 2016 following our merger with TriVascular. Dr. Chobotov co-founded TriVascular in 1998 and served as its President and Chief Executive Officer. Dr. Chobotov led TriVascular's spin-off from Boston Scientific Corporation in 2008, serving as its President and Chief Executive Office until 2012. Dr. Chobotov served as Chief Technology Officer of TriVascular from 2012 through February 2016 and served as a member of TriVascular's board of directors until April 2014. Prior to co-founding TriVascular in 1998, Dr. Chobotov co-founded TransMotive Technologies, an engineering and product development consulting company. Previously, Dr. Chobotov served as Senior Vice President of Research & Development and a board member of U.S. Electricar, and Senior Systems Engineer at Hughes Space and Communications. He also led the design of the Lunar Prospector, which was subsequently implemented as the first NASA Discovery mission. Dr. Chobotov received his Ph.D. in Mechanical Engineering, his M.S. in Mechanical Engineering and his B.S. in Engineering and Applied Science, from the California Institute of Technology.

Shari L. O'Quinn joined us as Vice President, Regulatory and Clinical Affairs, in February 2016 following our merger with TriVascular. Ms. O'Quinn served as Vice President, Clinical/Regulatory Affairs and Quality for TriVascular from September 2009 to February 2016. Ms. O'Quinn previously served as the Vice President of Clinical and Regulatory at Aptus Endosystems, Inc. from February 2007 to August 2009. Prior to that, Ms. O'Quinn served as Director of Clinical and Regulatory at Bard Peripheral Vascular. Ms. O'Quinn began her career as a consultant at Quintiles Medical Technology Consultants where she specialized in developing global clinical and regulatory strategies for commercialization of implantable cardiovascular devices. Ms. O'Quinn received her B.A. from the University of Virginia.

Joseph A. DeJohn serves as our General Manager, Asia/Pacific and Latin America. Mr. DeJohn joined us in July 2008 as Vice President, Sales, and was subsequently promoted to Vice President, Global Sales. Mr. DeJohn has more than 20 years of sales management experience in the medical device industry, including 17 years at C.R. Bard. During his tenure at C.R. Bard, Mr. DeJohn held sales management positions with increasing responsibilities, serving the last six years as Vice President of Sales of the Peripheral Vascular Division. In this position, Mr. DeJohn was responsible for managing a 200-person sales organization

and played a leadership role in strategic planning, budgeting, recruitment, professional development, national accounts, and customer service. Prior to that, Mr. DeJohn was Director of Sales of C.R. Bard's Peripheral Technologies Division. Before joining C.R. Bard, Mr. DeJohn served five years with Bausch & Lomb Corporation in various sales management positions. Mr. DeJohn holds a B.S. in Education from Bowling Green State University.

Amanda L. DePalma joined us in September 2014 as our Vice President, Global Marketing. Ms. DePalma's responsibilities include global marketing, strategic planning and brand management. Ms. DePalma has more than 19 years of medical device marketing and sales experience. Prior to joining us, Ms. DePalma served as Senior Director, Global Strategic Marketing at Edwards Lifesciences, Inc. where she led global strategy, business development and branding efforts for the Critical Care business unit. From 2005 to 2011, Ms. DePalma held positions of increasing responsibility at Kimberly-Clark Healthcare (now Halyard Health), including serving as General Manager and Director of Global Strategic Marketing. Prior to that, Ms. DePalma held marketing positions at Guidant Corporation and Abbott Vascular. Ms. DePalma received a B.S. degree in Marketing and an M.B.A. from the University of Florida Warrington College of Business.

Meredith O. Huetter serves as our Vice President, Global Medical Affairs. Ms. Huetter joined us in February 2016 following our merger with TriVascular. Ms. Huetter joined TriVascular in November 2009 and served in various roles of increasing responsibility at TriVascular, including as Vice President, Clinical and Medical Affairs prior to the merger. Ms. Huetter has over 15 years of experience in the medical device industry. Prior to joining TriVascular, Ms. Huetter led the EndoVascular Product Marketing organization at Medtronic, Inc., where she directed several product introductions across the aortic product line. Ms. Huetter began her career with a focus on supply chain and healthcare at Ernst & Young LLP. Ms. Huetter received a B.S. degree in Industrial Engineering from Iowa State University.

David M. Jennings joined us in June 2013 as our Vice President, Human Resources. Prior to joining us, Mr. Jennings spent twenty-five years as a Human Resources executive with the Johnson & Johnson Company, a publicly-held life sciences company, twelve of which were in the medical device space. At Johnson & Johnson, Mr. Jennings served as Vice President, Human Resources, for Advanced Sterilization Products in Irvine, California. Mr. Jennings also served for nearly ten years at Neutrogena Corporation in Los Angeles. Mr. Jennings has a proven track record of building high performance organizations in fast growing global companies. He has a diversity of health care experience, including in the areas of ophthalmology, surgical products, hospital products, instrument sterilization, pharmaceuticals and consumer products. After leaving Johnson & Johnson, Mr. Jennings held Human Resources Vice President roles in the entertainment industry as well as in a health care start-up venture in Southern California. Mr. Jennings holds a Bachelor's Degree from California State University, Fullerton and a Masters in Business from Claremont Graduate University.

Michael P. Maszy serves as our Vice President, Manufacturing. Mr. Maszy joined us in February 2016 following our merger with TriVascular. Mr. Maszy joined TriVascular in September 2010 and served in various roles of increasing responsibility with TriVascular, including as Vice President, Manufacturing prior to the merger. Mr. Maszy has over 16 years of experience in the medical device industry. Prior to joining TriVascular, Mr. Maszy served in various roles at Medtronic, Inc. from 2000 to 2010. Most recently, he led new product development teams at Medtronic Neurosurgery as Director of Project Management. Previously, Mr. Maszy led Operations for Medtronic Endovascular Innovations and also held positions in manufacturing engineering in Medtronic's Peripheral Vascular and Ear, Nose and Throat divisions. Mr. Maszy received an M.B.A. in Entrepreneurial Management from The Wharton School at The University of Pennsylvania and M.S. and B.S. degrees in Industrial and Systems Engineering from the University of Florida.

Laura Nagel joined us in January 2017 as our Vice President, Global Quality, bringing over 25 years of medical device experience, including specific experience with catheter-based technologies in class III cardiovascular implants. Most recently, Ms. Nagel served as Vice President, Quality Assurance at Direct Flow Medical, a privately-held medical device company developing and commercializing novel transcatheter heart valve products to treat structural heart disease. From 1997 to 2015, Ms. Nagel served in several leadership positions at Edwards Lifesciences and has broad experience in quality assurance, design validation, quality engineering, microbiology, compliance and post-market surveillance. Ms. Nagel also has extensive experience with international regulatory agencies. Ms. Nagel began her career at Allergan, Inc., serving in regulatory affairs, project management and product development positions from 1987 to 1997. Ms. Nagel received a Bachelor's degree in Biological Science from the University of California, Berkeley.

Jeffrey Stelk joined us in August 2004 and serves as our Vice President, U.S. Sales. Mr. Stelk has over 25 years of sales and sales management experience in the medical device industry, including more than 16 years in the endovascular repair industry with us and Medtronic. Mr. Stelk is currently responsible for leading and managing the U.S. sales organization. During his tenure with us, Mr. Stelk has held various roles of increasing responsibility, including as Regional Sales Manager, Area Sales Manager and Director of Sales. In these roles, Mr. Stelk delivered significant sales growth by launching multiple new products and hiring, training and developing members of our direct sales team. Mr. Stelk holds a B.A. degree in Business Administration from St. Ambrose University in Davenport, Iowa.

W. Patrick Stephens serves as our Vice President, Research and Development. Mr. Stephens joined us in February 2016 following our merger with TriVascular. Mr. Stephens joined TriVascular in April 2008 and served in various roles of increasing responsibility with TriVascular, including as Vice President, Product Development prior to the merger. Mr. Stephens joined TriVascular in 1999 and served as a key member of the original TriVascular team through the acquisition by Boston Scientific in 2005. Mr. Stephens has more than 20 years of experience in the design, development and manufacturing of medical devices and previously served in roles of increasing responsibility at Medtronic, Boston Scientific and W.L. Gore. Mr. Stephens received an M.S. degree in Mechanical Engineering from the University of Arizona and a B.S. degree in Mechanical Engineering from the University of Colorado.

Matthew Thompson, M.D., joined us as Chief Medical Officer in December 2016. Most recently, Dr. Thompson served as Professor of Vascular Surgery at St. George's University of London and St George's Vascular Institute. Dr. Thompson trained at Cambridge University, St. Bartholomew's Hospital, the University of Leicester and Adelaide. Dr. Thompson's awards include a Hunterian Professorship, the Moynihan traveling fellowship and the gold medal for the intercollegiate examination. Dr. Thompson is also the editor of the Oxford Textbook of Vascular Surgery and the Oxford Handbook of Vascular Surgery. He was Chair of the National Specialized Commissioning Clinical Reference Group for Vascular Services and is a founder of the British Society for Endovascular Therapy. Dr. Thompson is also a Council Member of the Vascular Society, Chairman of the Vascular Society Annual Scientific Meeting and elected President for 2018.

Board Leadership Structure

In February 2017, our board of directors, upon the recommendation of our Nominating, Governance and Compliance Committee, separated the offices of Chairman of the Board and Chief Executive Officer and appointed Daniel Lemaitre as Chairman of the Board. Our board of directors believes that this separation is appropriate for our company at this time because it allows for a division of responsibilities and a sharing of ideas between individuals having different perspectives. Mr. McDermott, our Chief Executive Officer, who is also a member of our board of directors, is primarily responsible for our operations and strategic direction, while Mr. Lemaitre, our Chairman, who is an independent director, is primarily focused on matters pertaining to corporate governance, including management oversight. From March 2014 to February 2017, Mr. Lemaitre served as our Lead Independent Director pursuant to a lead independent director policy adopted by our board of directors, upon the recommendation of our Nominating, Governance and Compliance Committee, in March 2014. Following the separation of the offices of Chairman of the Board and Chief Executive Officer, the Lead Independent Director position will remain vacant until such time as the Chairman of the Board is not an independent director. Our board of directors retains the authority to change the current board leadership structure, including the possibility of combining the Chief Executive Officer and Chairman positions, if it deems such a change to be appropriate in the future.

Board of Directors Involvement in Risk Oversight

Our board of directors oversees our risk management practices and strategies, taking an enterprise-wide approach to risk management that seeks to complement our organizational and strategic objectives, long-term performance and the overall enhancement of stockholder value. Our board's approach to risk management includes developing a detailed understanding of the risks we face, analyzing them with the latest information available, and determining the steps that should be taken to manage those risks, with a view toward the appropriate level of risk for a company of our size and financial condition.

While our board of directors has the ultimate responsibility for the risk management process, senior management and various committees of our board of directors also have responsibility for certain areas of risk management.

Our senior management team is responsible for day-to-day risk management and regularly reports on risks to our full board of directors or a relevant committee. Our legal, finance and regulatory areas serve as the primary monitoring and evaluation function for company-wide policies and procedures, and manage the day-to-day oversight of the risk management strategy for our ongoing business. This oversight includes identifying, evaluating, and addressing potential risks that may exist at the enterprise, strategic, financial, operational, compliance and reporting levels.

The Audit Committee focuses on financial compliance risk, working closely, for example, with management and our independent registered public accounting firm. The Compensation Committee assesses risks related to our compensation programs. In setting performance metrics, our Compensation Committee creates incentives for our senior executives that encourage an appropriate level of risk-taking that is commensurate with our short-term and long-term strategies. The Nominating, Governance and Compliance Committee monitors our compliance with all legal and regulatory requirements that affect our company and works closely with our internal compliance officers and outside legal counsel to identify and assess key operational risks related to legal and regulatory compliance, as well as appropriate mitigation strategies.

Director Independence

Our common stock is listed on The NASDAQ Global Select Market and, therefore, we are subject to the listing requirements of that market. Our board of directors has determined that all of the members of our board of directors, other than Mr. McDermott, are "independent" as defined in the Listing Rules of The NASDAQ Stock Market. None of our independent directors have any transactions, relationships or arrangements not otherwise disclosed pursuant to Item 404(a) of Regulation S-K.

Meetings of the Board of Directors

Our board of directors met four times during the year ended December 31, 2016. Each director attended at least 75% of the aggregate of (i) the total number of meetings of the board of directors and (ii) the total number of meetings held by all committees of the board of directors on which he served.

Committees of the Board of Directors

The board of directors has an Audit Committee, a Compensation Committee and a Nominating, Governance and Compliance Committee. Each member of the Audit Committee, Compensation Committee and Nominating, Governance and Compliance Committee, respectively, meets the independence standards set forth in the Listing Rules of The NASDAQ Stock Market. Each committee operates under a written charter adopted by the board of directors. Copies of the charters of all standing committees are available on the "Investor Relations" page on our website located at www.endologix.com.

Audit Committee

The Audit Committee currently consists of Messrs. Waller (Chairman), Lemaitre and Wilder. The board of directors has determined that each member of the Audit Committee qualifies as an "audit committee financial expert" as that term is defined by the rules and regulations of the SEC.

The Audit Committee has the sole authority to appoint and, when deemed appropriate, replace our independent registered public accounting firm, and has established a policy of pre-approving all audit and permissible non-audit services provided by our independent registered public accounting firm. The Audit Committee has, among other things, the responsibility to:

- review and approve the scope and results of the annual audit;
- evaluate with the independent registered public accounting firm the performance and adequacy of our financial personnel and the adequacy and effectiveness of our systems and internal financial controls;
- review and discuss with management and the independent registered public accounting firm the content of our financial statements prior to the filing of our quarterly reports on Form 10-Q and annual reports on Form 10-K;

- establish procedures for receiving, retaining and investigating reports of illegal acts involving us or complaints or concerns regarding questionable accounting or auditing matters;
- establish procedures for the confidential, anonymous submission by our employees of concerns or complaints regarding questionable accounting or auditing matters; and
- assist our board of directors in its oversight of our compliance with legal and regulatory requirements.

The Audit Committee met four times during the year ended December 31, 2016. The Audit Committee also meets separately with our independent registered public accounting firm and members of management.

Compensation Committee

The Compensation Committee currently consists of Messrs. Neels (Chairman), Wilder and Zenty. The Compensation Committee is primarily responsible for evaluating and approving the cash and equity compensation for our executive officers, and administers our employee compensation plans. The Compensation Committee held two meetings during the year ended December 31, 2016.

Additional information regarding the Compensation Committee's consideration and determination of executive officer and director compensation is included under the heading "Compensation Discussion and Analysis" below.

Nominating, Governance and Compliance Committee

The Nominating, Governance and Compliance Committee currently consists of Messrs. Lemaitre (Chairman), Neels and Waller and Ms. Norwalk. The primary purposes of the Nominating, Governance and Compliance Committee are to:

- to assist our board of directors in identifying individuals qualified to become members of our board of directors, and to recommend director nominees;
- to develop and recommend to our board of directors corporate governance guidelines;
- to lead our board of directors in its annual performance reviews; and
- to oversee our compliance efforts with respect to applicable legal and regulatory requirements and relevant internal policies and procedures (other than with respect to matters that relate to our financial statements, financial reporting processes and accounting functions, which are within the purview of the Audit Committee).

The Nominating, Governance and Compliance Committee held one meeting during the year ended December 31, 2016. In addition, the Nominating, Governance and Compliance Committee recently completed the annual performance reviews for our board members.

Director and Officer Stock Ownership Policies

In May 2013, our board of directors, upon the recommendation of our Compensation Committee, adopted a stock ownership policy for our board members. Under the policy, our non-employee directors are required to hold a number of shares of our common stock equal to three times (3x) their base annual cash retainer, not including amounts received for service on committees. Incumbent non-employee directors have five years from the adoption of the policy, and new non-employee directors have five years from the date they are appointed to board, to reach the required common stock ownership level.

To further align the interests of our management and stockholders, in April 2014 our board of directors, upon the recommendation of our Compensation Committee, adopted a stock ownership policy for our executive officers. Under the policy, our Chief Executive Officer is required to hold a number of shares of our common stock equal to three times (3x) his annual base salary and our other executive officers are required to hold a number of shares of our common stock equal to one times (1x) their annual base salary. Our current executive officers have five years from the adoption of this policy, and new executive officers have five years from the date of their appointment, to reach the required common stock ownership levels.

For purposes of these stock ownership policies, "ownership" of our common stock shall include: (i) shares acquired pursuant to open-market purchases; (ii) shares acquired upon the exercise of stock options; (iii) shares acquired under our Amended and Restated 2006 Employee Stock Purchase Plan; (iv) shares obtained upon the settlement of restricted stock or restricted stock units; and (v) "in-the-money" vested stock options.

Evaluation of Director Nominees

In the case of incumbent directors whose terms of office are set to expire, the Nominating, Governance and Compliance Committee reviews such director's overall service to us during their term, including their level of participation and the quality of their performance and the continued need of such director's professional experience as part of the overall board of directors' composition. In the case of new director nominees, the Nominating, Governance and Compliance Committee screens candidates, performs reference checks, prepares a biography for each candidate for the board of directors to review and conducts interviews. The members of the Nominating, Governance and Compliance Committee and our Chief Executive Officer interview candidates that meet the criteria described below, and the Nominating, Governance and Compliance Committee recommends nominees to the board of directors that best suit the needs of the board of directors. The Nominating, Governance and Compliance Committee does not evaluate nominees for director any differently because the nominee is or is not recommended by a stockholder. The nominees for director in this proxy statement are standing for re-election. We do not pay a fee to any third party to identify or evaluate or assist in identifying or evaluating potential director nominees.

The Nominating, Governance and Compliance Committee believes that all nominees for director must meet certain minimum qualifications, including having:

- the highest character and integrity;
- business or other experience that is of particular relevance to the medical device industry;

- sufficient time available to devote to our affairs; and
- no conflicts of interest which would violate any applicable law or regulations or interfere with the proper performance of the responsibilities of a director.

We do not have a written policy with respect to diversity of the members of the board of directors. However, in considering nominees for service on the board of directors, the Nominating, Governance and Compliance Committee takes into consideration, in addition to the criteria summarized above, the diversity of professional experience, viewpoints and skills of the members of the board of directors. Examples of this include experience in the medical device industry, management experience, financial expertise, medical expertise, and educational background. The Nominating, Governance and Compliance Committee and the board of directors believe that a diverse board leads to improved performance by encouraging new ideas, expanding the knowledge base available to management and other directors and fostering a culture that promotes innovation and vigorous deliberation.

Stockholder Nominations of Directors

The Nominating, Governance and Compliance Committee will consider stockholder recommendations for directors sent to the Nominating, Governance and Compliance Committee, c/o Corporate Secretary, Endologix, Inc., 2 Musick, Irvine, California 92618. Stockholder recommendations for directors must include: (1) the name and address of the stockholder recommending the person to be nominated and the name and address of the person or persons to be nominated, (2) a representation that the stockholder is a holder of record of our stock, (3) a description of all arrangements or understandings between the stockholder and the recommended nominee, if any, (4) such other information regarding the recommended nominee as would be required to be included in a proxy statement filed pursuant to Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended, or the Exchange Act, had the nominee been nominated, or intended to be nominated, by the board of directors, and (5) the consent of the recommended nominee to serve as a director if so elected. The stockholder must also state if they intend to appear in person or by proxy at the annual meeting to nominate the person specified in the notice. In accordance with our bylaws, the notice containing the nomination must be received by us not less than 90 days prior to the annual or special meeting of stockholders or, in the event less than 100 days' notice or prior public disclosure of the date of the annual or special meeting has been given, then no later than 10 days after such notice has been given.

Communications with the Board of Directors

Stockholders can send communications to the board of directors, or an individual director, by sending a written communication to our Corporate Secretary at Endologix, Inc., 2 Musick, Irvine, California 92618. All communications sent to this address are sent to the specific directors identified in the communication or if no directors are identified, the communication is delivered to the chairman of the board. We do not have a policy with respect to director attendance at annual meetings of our stockholders. Historically, other than our employees, few stockholders have attended our annual meetings. All directors attended our annual meeting in 2016.

Code of Conduct and Ethics

We have adopted a Code of Conduct and Ethics for our principal executive officer, principal financial officer and principal accounting officer. A copy of the Code of Conduct and Ethics is available on the "Compliance" page on our website at www.endologix.com, and a copy may also be obtained by any person, without charge, upon written request delivered to our Corporate Secretary at Endologix, Inc., 2 Musick, Irvine, California 92618. We will disclose any amendment to, or waiver from, a provision of the Code of Conduct and Ethics by posting such information on our website.

Section 16(a) Beneficial Ownership Reporting Compliance

The members of our board of directors, our executive officers and persons who hold more than 10% of our outstanding common stock are subject to the reporting requirements of Section 16(a) of the Exchange Act, which requires them to file reports with respect to their ownership of our common stock and their transactions in such common stock. Based upon (i) copies of reports that we received from such persons for their transactions in our common stock and their common stock holdings during the year ended December 31, 2016 and/or (ii) written representations received from one or more of such persons that no other reports were required to be filed by them for that year, we believe that all Section 16(a) filing requirements were timely met during our most recent fiscal year, except that due to administrative errors Robert Mitchell, Vaseem Mahboob, Jose Lima, John McDermott, Amanda DePalma, David Jennings, Joseph DeJohn, James Machek and Cecile Ferracci filed a late Form 4 reporting changes in their beneficial ownership of securities as Section 16 reporting persons.

Compensation Committee Interlocks and Insider Participation

No member of our Compensation Committee during the year ended December 31, 2016 served as an officer, former officer or employee of us or any of our subsidiaries. During the year ended December 31, 2016, none of our executive officers served as a member of the Compensation Committee of any other entity, one of whose executive officers served as a member of our board of directors or Compensation Committee, and no executive officer served as a member of the board of directors of any other entity, one of whose executive officers served as a member of our Compensation Committee.

Related Party Transactions

We have not entered into a transaction with any related person since January 1, 2016. The Audit Committee is responsible for reviewing and approving any proposed transaction with any related person. Currently, this review and approval requirement applies to any transaction to which we will be a party, in which the amount involved exceeds \$120,000, and in which any of the following persons will have a direct or indirect material interest: (a) any of our directors or executive officers, (b) any nominee for election as a director, (c) any security holder who is known to us to own of record or beneficially more than five percent of any class of our voting securities, or (d) any member of the immediate family of any of the persons described in the foregoing clauses (a)-(c).

COMPENSATION DISCUSSION AND ANALYSIS

General

This Compensation Discussion and Analysis explains the compensation arrangements for our named executive officers and is intended to provide context for the decisions underlying the compensation paid to our named executive officers in 2016. This Compensation Discussion and Analysis should be read together

with the compensation tables and related disclosures set forth below. Our named executive officers for 2016 were:

- John McDermott, our Chief Executive Officer;
- Vaseem Mahboob, our Chief Financial Officer;
- Robert Mitchell, our President;
- Shari O’Quinn, our Vice President, Regulatory and Clinical Affairs effective February 3, 2016; and
- Michael Chobotov, our Chief Technology Officer effective February 3, 2016.

Executive Summary

Overview of 2016 Compensation . Our executive compensation programs provide retention and performance incentives for our named executive officers. As in 2015, we continued to focus the compensation packages for our named executive officers in 2016 on performance-based compensation, including performance-based cash bonuses and performance-based equity awards, each of which enhance long-term stockholder value and in the case of equity awards, conserve cash. To establish a strong link between executive compensation and corporate performance, our Compensation Committee placed a significant portion of our named executive officers’ 2016 compensation, as well as their future compensation, at risk under our performance-based cash bonus plan and time- and performance-based equity awards. For example, our Compensation Committee selected performance objectives for our performance-based cash bonus plan that were intended to maximize short and long-term stockholder value by linking cash bonus compensation to financial goals, including sales revenue growth and cash burn objectives, and non-financial goals, including quality and compliance initiatives and post-merger integration objectives relating to our merger with TriVascular. The Compensation Committee selected these financial and non-financial performance objectives, with input from Mr. McDermott, our Chief Executive Officer, because such objectives are important drivers of our current and future value.

Overall, we performed well against the 2016 financial and non-financial objectives established by our Compensation Committee in February 2016, though in some cases below our target levels. We reported global revenues of \$192.9 million in 2016, representing 26% growth over 2015, partially achieving the sales revenue objectives under our short term incentive compensation plan. We partially achieved our cash burn objectives because important investments in our business exceeded our plans. We also achieved a portion of our quality and compliance objectives and exceeded our merger integration objectives. The Compensation Committee also considered the exceptional contributions of our executive team towards the completion of our merger with TriVascular in February 2016. As a result of the individual and corporate achievements in each of these components, and applying additional consideration to the achievements of our executive officers in connection with our merger with TriVascular, our blended 2016 achievement was 94.5% of the target bonus levels for our named executive officers. We paid the applicable cash bonuses to our named executive officers in April 2017.

2017 Compensation Structure . Our Compensation Committee similarly structured executive compensation for 2017 to encourage and reward performance. The 2017 salaries for our named executive officers were unchanged from 2016 in order to align such salaries within the 50th percentile level of our peer group and to reflect performance in 2016. In addition, our performance-based cash bonus plan for 2017 continues to place a significant portion of our executive compensation at risk, and failure to achieve threshold results will significantly reduce total compensation for our named executive officers from 2016 levels. We believe our “pay for performance” philosophy attracts and retains our named executive officers, motivates our named executive officers to be fully aligned with the interests of our stockholders and our corporate objectives, and helps us to meet our goals.

Our Compensation Objectives

We operate in a highly competitive industry. Thus, we strive to establish compensation policies and programs and provide compensation opportunities that attract, retain and reward our executive officers and strengthen the mutuality of interests between our executive officers and our stockholders in order to motivate our executive officers to maximize stockholder value. The primary goals of our executive compensation policies and programs are:

- to motivate of our executive officers to help our company to achieve the best possible financial and operational results;
- to attract, retain and reward highly qualified and experienced executive officers who can provide effective leadership and consistency of purpose and help us to achieve our long term goals; and
- to align the compensation of our executive officers with our business objectives and interests of our stockholders.

Our executive compensation program primarily consists of a base salary, short-term cash incentives payable upon the achievement of specified corporate objectives, and long-term equity-based incentives, which are in the form of performance- and time-based stock options and restricted stock units, which may vest in full in the case of performance-based awards upon the satisfaction of specified performance conditions, or in the case of time-based awards upon the four year anniversary of the grant date. The equity component of our compensation program is designed to align a portion of our named executive officer’s compensation with the interests of our stockholders to create long term value. As noted above, the equity component of our compensation program consists of performance- and time-based stock options and restricted stock units. Historically, we have granted our named executive officers performance-based restricted stock units which vest upon the earlier to occur of the date of our achievement of a performance milestone and the four-year anniversary of the grant date. In 2014, we changed the structure of our equity program to include time-based stock options and restricted stock units and performance-based restricted stock units, the latter of which vest upon our achievement of a performance milestone plus one year of service thereafter by the named executive officer, but do not allow for cliff vesting. We modified the vesting component of our performance-based restricted stock units to make such equity awards more restrictive and if applicable to move the respective named executive officer’s compensation range into the 75th percentile of our peer group companies.

Role of the Compensation Committee

Our Compensation Committee is responsible for policies and decisions regarding the compensation and benefits for our named executive officers. The Compensation Committee consists entirely of independent directors under the Listing Rules of The NASDAQ Stock Market, “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, and “non-employee” directors for purposes of Rule 16b-3 under the Exchange Act.

The Compensation Committee’s charter authorizes the Compensation Committee to review and approve the compensation arrangements for each of our named executive officers. The Compensation Committee recommended and approved the 2016 base salaries for our named executive officers, our 2016

performance-based cash bonus plan, the cash payments made under our 2015 performance-based cash bonus plan and the grant of equity awards to our named executive officers. In addition, the Compensation Committee administers our equity compensation plans with respect to option grants and restricted stock unit issuances made thereunder to officers and other key employees.

The Compensation Committee evaluates the compensation paid to our named executive officers in each fiscal year, and analyzes achievement of our corporate objectives for purposes of determining incentive compensation. In making decisions about total compensation for each named executive officer, the Compensation Committee considers our performance against our internal operating plans, our guidance and our market in general. Additionally, the Compensation Committee evaluates the relativity of compensation among our named executive officers with a view to ensure that differences properly reflect differences in title, job responsibilities and performance.

In determining executive compensation, the Compensation Committee also considered the strong stockholder support that the “Say-on-Pay” proposal received at our 2015 and 2016 annual meetings. At each such annual meeting, our “Say-on-Pay” proposal received approximately 97% and 85% approval, respectively. Based on the foregoing, the Compensation Committee believes that our compensation programs are effectively designed in light of our objectives and continue to be aligned with the interests of our stockholders, and the Compensation Committee has determined not to make material changes to our compensation policies and practices.

In assessing our overall compensation policies and practices, the Compensation Committee also considers how such policies and practices may encourage risk-taking by employees. In considering these matters, the Compensation Committee concluded that our use of performance-based cash compensation and time- and performance-based equity awards do not create risks for us or encourage risk-taking behavior by our employees.

Role of Executive Officers and Compensation Consultants

The Compensation Committee solicits the input of our Chief Executive Officer in determining compensation, particularly with respect to salary, cash incentive compensation and equity awards, for our named executive officers other than himself. While our Chief Executive Officer participates in the deliberations regarding compensation for our other named executive officers, he does not participate in, and is not present at, any deliberations regarding his own compensation.

The Compensation Committee also receives assessments and advice regarding our compensation practices and programs from Radford, a third-party compensation consultant. The Compensation Committee believes that the use of an independent compensation consultant provides additional assurance that our executive compensation programs are consistent with our objectives and with our industry generally. The Compensation Committee engaged Radford, an Aon Hewitt consulting firm, to evaluate our peer group companies, to review competitive market data and to assess the compensation programs for our named executive officers and directors as compared to those of our peer group companies. Radford compiled the list of our peer group companies, with input from our Chief Executive Officer, based upon revenue, market capitalization, headcount and industry focus. The Compensation Committee reviewed and approved the final list of our peer group companies. Radford gathered market data at the 25th, 50th and 75th percentiles. Where possible, Radford blended survey market data with peer company data. The peer group companies used for our compensation assessment consisted of the following 20 publicly-traded companies in the medical device industry:

Abaxis	ABIOMED
AngioDynamics	AtriCure
Atrion	Cardiovascular Systems
CryoLife	Cynosure
Globus Medical	HeartWare International
ICU Medical	Insulet
LivaNova	Masimo
Natus Medical	NxStage Medical
Spectranetics	Tornier N.V.
Vascular Solutions	Wright Medical Group

The Compensation Committee assessed the independence of Radford, taking into consideration the following factors: (a) the provision of other services to us by Radford; (b) the amount of fees received from us by Radford, as a percentage of the total revenue of Radford; (c) the policies and procedures of Radford that are designed to prevent conflicts of interest; (d) any business or personal relationship of the compensation consultants with a member of the Compensation Committee; (e) any stock of our company owned by the compensation consultants; and (f) any business or personal relationship of the compensation consultants or Radford with an executive officer of our company. The Compensation Committee determined, based on its analysis of the above factors, that Radford’s services have not created any conflict of interest, and the Compensation Committee was satisfied with the independence of Radford. In addition, our Compensation Committee has the authority to direct, terminate or continue the services of Radford.

Compensation Components

Our executive compensation consists of the following components:

Base Salary

Base salary is a fixed component of compensation, and is reviewed annually. The goal is to provide our named executive officers with a stable, market-competitive base of income that is commensurate with his or her skills, experience and contributions to our company. The Compensation Committee generally reviews base salaries at the beginning of each calendar year and approves any changes in salaries based on market data, significant changes in responsibilities during the prior calendar year and individual performance, experience and contributions to our company. The Compensation Committee generally makes its approvals on the basis of its understanding of the salary levels in effect for similar positions within the medical device industry. The Compensation Committee’s objective is to target base salaries at the 50th percentile of our peer group companies. However, the base salaries of certain of our named executive officers may in some cases be above or below the 50th percentile depending on his or her experience, the scope of his or her position, duties and responsibilities, his or her

individual performance and market conditions generally.

In 2016, our Compensation Committee engaged Radford to gather and analyze information from our peer group companies and competitive market data to determine salary ranges for our named executive officers. As noted above, Radford compiled the list of our peer group companies, with input from our Chief Executive Officer, based upon revenue, market capitalization, headcount and industry focus. The Compensation Committee reviewed and approved such list.

In determining the 2016 base salaries for our named executive officers, the Compensation Committee extensively reviewed, analyzed and discussed Radford's report and its assessment of salary levels for our named executive officers relative to our peer group companies and market data. Radford concluded that the base salaries of our named executive officers were within the 50th percentile of our peer group companies. The Compensation Committee also considered performance-based factors, including experience, level of duties and responsibilities, unique skills and retention, and assessed each named executive officer's contributions to the achievement of our financial and operational objectives. Mr. McDermott also reviewed and analyzed Radford's report and the other information described above and participated in the discussions and deliberations regarding base salaries for each named executive officer other than himself. Following such review, deliberation and discussion, the Compensation Committee approved the 2016 base salaries for our named executive officers.

Incentive Bonus

The Compensation Committee aims to have a substantial portion of each named executive officer's compensation contingent upon the achievement of corporate financial and non-financial objectives. At the beginning of each year, the Compensation Committee and Mr. McDermott review and discuss the corporate financial and non-financial objectives to be used for the cash bonus plan. Following such review and discussion, the Compensation Committee approves and/or modifies the corporate financial and non-financial objectives. In February 2016, the Compensation Committee approved the corporate financial and non-financial objectives for our 2016 cash bonus plan. For 2016, each of our named executive officers was eligible to receive a cash bonus up to a percentage of his or her base salary as follows:

Named Executive Officer	2016 Base Salary	Target Bonus Percentage	Target Bonus	Maximum Bonus
John McDermott	\$ 572,000	100%	\$ 572,000	\$ 858,000
Vaseem Mahboob	\$ 350,000	55%	\$ 192,500	\$ 288,750
Robert D. Mitchell	\$ 390,500	65%	\$ 253,825	\$ 380,737
Michael V. Chobotov, Ph.D. ⁽¹⁾	\$ 300,000	45%	\$ 135,000	\$ 202,500
Shari L. O'Quinn ⁽²⁾	\$ 275,000	40%	\$ 110,000	\$ 165,000

⁽¹⁾ Mr. Chobotov joined us as Chief Technology Officer effective February 3, 2016.

⁽²⁾ Ms. O'Quinn joined us as Vice President, Regulatory and Clinical Affairs effective February 3, 2016.

The Compensation Committee, with input from Mr. McDermott, establishes target bonus amounts for our named executive officers at the beginning of each year based on the committee's review and analysis of peer group company data, competitive market data and compensation arrangements for similarly situated executive officers in the medical device industry. The Compensation Committee benchmarks the short-term incentive compensation for our named executive officers against our peer group companies and the market generally for the purpose of determining target total cash compensation and recommending changes to target bonus percentages. The Compensation Committee aims for target bonuses in the 50th percentile of our peer group companies and determined that the target bonuses for 2016 fell within such percentile. For 2016, the Compensation Committee set bonus amounts for the named executive officers based upon achievement of the following objectives:

Objective	Weight	Achievement
Performance Objectives		
Achievement of Certain Financial Objectives	60%	52.1%
Achievement of Quality and Compliance Objectives	20%	21.2%
Achievement of Merger Integration Objectives	20%	21.2%
Total	100%	94.5%

For the 2016 financial objectives, Mr. McDermott recommended to our Compensation Committee fiscal year 2016 sales revenue, gross margin and cash burn targets based on, and consistent with, our 2016 financial guidance and our board-approved 2016 annual operating plan and recommended minimum and target sales revenue, gross margin and cash burn thresholds within which we could pay cash bonuses to our named executive officers. In addition, Mr. McDermott proposed targets for the 2016 financial objectives that exceeded the targets achieved by us in the 2015 fiscal year. The Compensation Committee and Mr. McDermott reviewed and discussed the proposed 2016 sales revenue, gross margin and cash burn targets for our named executive officers, other than Mr. McDermott, and the Compensation Committee reviewed and discussed such proposed targets for Mr. McDermott. Following such review and discussion, our Compensation Committee established the 2016 sales revenue, gross margin and cash burn targets for our named executive officers, including minimum and target thresholds. We do not disclose the specific financial targets approved by our Compensation Committee because such disclosure could cause us competitive harm by revealing sensitive information regarding our internal operating plans and objectives and our short term incentive compensation program to our competitors. Under the 2016 plan, if we achieved actual sales revenue, gross margin or cash burn amounts (i) in an amount less than the established minimum threshold, then no cash bonus will be paid with respect to such component, (ii) in an amount between the established minimum threshold and the target, then a cash bonus between 50% and 100% will be paid with respect to such component (in percentage increments within such range based on actual sales revenue, gross margin or cash burn amounts), (iii) in an amount equal to the established target, then a cash bonus of 100% will be paid with respect to such component and (iv) in excess of the target, then a cash bonus between 100% and 150% will be paid with respect to such component (in percentage increments within such range based on actual sales revenue and cash burn amounts).

For the non-financial objectives, Mr. McDermott recommended to our Compensation Committee fiscal year 2016 quality and compliance and merger integration objectives. The Compensation Committee and Mr. McDermott reviewed and discussed the proposed 2016 quality and compliance and merger integration objectives for our named executive officers, other than Mr. McDermott, and the Compensation Committee reviewed and discussed such proposed

objectives for Mr. McDermott. Following such review and discussion, our Compensation Committee established 2016 quality and compliance and merger integration objectives for our named executive officers, including minimum and target thresholds for such objectives. As above, we do not disclose the specific non-financial targets approved by our Compensation Committee because such disclosure could cause us competitive harm by revealing sensitive information regarding our internal operating plans and objectives and our short term incentive compensation program to our competitors. Under the 2016 cash bonus plan, the portion of the cash bonus payable with respect to the quality and compliance component was calculated by reference to our achievement of certain quality and compliance targets, and the related cash bonus for the quality and compliance component would be in a range between a minimum of 50% and a maximum of 150% (in percentage increments within such range based on the actual level of achievement). Under the 2016 cash bonus plan, the portion of the cash bonus payable with respect to the merger integration component was calculated by reference to our achievement of certain integration targets, and the related cash bonus for the merger integration component would be in a range between a minimum of 50% and a maximum of 150% (in percentage increments within such range based on the actual level of achievement).

Following the end of the 2016 fiscal year, the Compensation Committee and our Chief Executive Officer evaluated the achievement of the financial and non-financial objectives described above. With respect to the financial components, the Compensation Committee and our Chief Executive Officer determined that we exceeded the sales revenue floor, but did not achieve our sales revenue target, assigning a weighted value of 22.8% to the sales revenue component, that we exceeded our gross margin target, assigning a weighted value of 18.0% to the gross margin component, and that we exceeded the cash burn floor, but were slightly below our cash burn target, assigning a weighted value of 11.3% to the cash burn component. The foregoing determinations resulted in an aggregate effective weighted value of 52.1% for the financial components. With respect to the quality and compliance components, the Compensation Committee and our Chief Executive Officer determined that we exceeded certain target quality and compliance objectives, assigning an aggregate weighted value of 13.9% to those objectives, and that we exceeded certain minimum quality and compliance objectives, but did not achieve our targets with respect to those objectives, assigning a weighted value of 7.3% to those objectives. This resulted in an overall weighted value of 21.2% for our quality and compliance objectives. With respect to the merger integration component, the Compensation Committee and our Chief Executive Officer determined that we exceeded our target merger integration objectives, assigning a weighted value of 21.2% to those objectives. As discussed above, the Compensation Committee and our Chief Executive Officer considered additional factors regarding the performance of our executive officers in 2016, including their efforts relating to the completion of our merger with TriVascular. Based on the foregoing calculations, the Compensation Committee approved a cash bonus payment for each of the named executive officers as set forth in the table below.

Named Executive Officer	Base Salary	Bonus Payment	Bonus Percentage
John McDermott ⁽³⁾	\$ 572,000	\$ 578,623	101.2%
Vaseem Mahboob ⁽³⁾	\$ 350,000	\$ 194,729	55.6%
Robert D. Mitchell ⁽³⁾	\$ 390,500	\$ 256,764	65.8%
Michael V. Chobotov, Ph.D. ⁽¹⁾⁽³⁾	\$ 300,000	\$ 136,563	45.5%
Shari L. O'Quinn ⁽²⁾	\$ 275,000	\$ 103,994	37.8%

⁽¹⁾ Mr. Chobotov joined us as Chief Technology Officer effective February 3, 2016.

⁽²⁾ Ms. O'Quinn joined us as Vice President, Regulatory and Clinical Affairs effective February 3, 2016.

⁽³⁾ Bonus payment deferred to April 1, 2017. These named executive officers received an additional 7% of their respective bonuses for such deferral.

Long-Term Incentives

Our 2015 Stock Incentive Plan provides for grants of equity awards to qualified employees and officers. Equity awards, which may include time- and performance-based stock options, restricted stock awards and restricted stock unit awards, are provided to our named executive officers in order to align the interests of our named executive officers with those of our stockholders and provide each individual with a significant incentive to manage our company from the perspective of an owner with an equity stake in the business.

The number of shares subject to an equity award is based upon the named executive officer's tenure, level of duties and responsibilities and position with our company. The Compensation Committee, with input from Mr. McDermott, established general guidelines for making equity awards to our named executive officers in an attempt to target a specified percentage of total compensation, generally in the 50th percentile range of our peer group companies, and potentially up to the 75th percentile range through our performance-based restricted stock unit awards. However, the Compensation Committee may vary the size of the equity award made to a named executive officer if it believes the circumstances warrant. Each time-based stock option allows the recipient to acquire shares of our common stock at a fixed price per share (the market price on the grant date) over a specified period of time (up to ten years from the date of grant). Generally, each stock option vests in periodic installments over a four-year period, contingent upon the named executive officer's continued employment with us. Accordingly, the stock option will provide a return to the named executive officer only if he or she remains in our employ and the market price of our common stock appreciates over the option term. Stock option awards are intended to retain executives by providing a compelling incentive for the participating executives to remain with us. The Compensation Committee also grants time- and performance-based restricted stock unit awards to our named executive officers. Each performance-based restricted stock unit award allows the named executive officer to acquire shares of our common stock upon our achievement of certain performance milestones set forth in the applicable award agreement. Generally, a named executive officer must be in our employ at the time we achieve a performance milestone in order to receive the benefit of vesting under a performance-based restricted stock unit award. As with stock option awards, our restricted stock unit awards are intended to retain executives by providing a compelling incentive for the participating executive to remain with us and to align their interests with our long-term performance and stockholder value. In certain cases, the Compensation Committee may also grant time- or performance-based restricted stock awards to our named executive officers.

The Compensation Committee reviews equity awards to our named executive officers each year. In its analysis of equity compensation, the Compensation Committee generally reviews equity awards granted to executive officers at our peer group companies and takes into consideration our operating results, product development initiatives, growth strategy and share availability. In any given year, the Compensation Committee may elect to grant equity awards depending on the Compensation Committee's assessment of our performance, business conditions, strategic goals and plans, executive retention risk and share availability. In 2016, the Compensation Committee awarded time-based stock options and time- and performance-based restricted stock units to our named executive officers. The time-based restricted stock units issued to our named executive officers in 2016 generally vest as to one-third of the underlying shares on the first anniversary of the grant date and as to one-third of the underlying shares annually thereafter until fully vested. The performance-based restricted stock units issued to our named executive officers in 2016 may vest upon our achievement of a Nellix regulatory milestone, plus one year of service thereafter by the named executive officer. The performance-based restricted stock units issued to our named executive officers in 2016 do not provide for cliff vesting in the event the performance milestones are

not met. The Compensation Committee, with input from Mr. McDermott, selected these milestones for our performance-based restricted stock units because Nellix product development advancements are important drivers of our current and future value. We do not disclose the specific features of these milestones prior to achievement because such disclosure could cause us competitive harm by, among other things, revealing sensitive information regarding our internal operating plans and long term incentive compensation program to our competitors. If, however, we achieve the applicable performance milestones, and the performance-based restricted stock units vest thereafter, we will disclose the specific features of the milestones in the compensation disclosure of the applicable proxy statement. The Compensation Committee granted such restricted stock units in 2016 after comparing the equity awards granted to our named executive officers in prior years against the equity awards granted to the executive officers of our peer group companies and reviewing and assessing our operating results, product initiatives and growth strategy.

Other Benefits

We have a 401(k) plan for the benefit of all of our eligible employees, including the named executive officers. Employees eligible to participate in our 401(k) plan will be those employees who have attained the age of 21. Employees may elect to defer their compensation up to the statutorily prescribed limit. An employee's interests in his or her deferrals will be 100% vested when contributed. We do not provide for matching contributions under the 401(k) plan. Contributions to the 401(k) plan and earnings on those contributions will not be taxable to the employees until distributed from the 401(k) plan.

Eligible employees, including our named executive officers, are also entitled to participate in our Amended and Restated 2006 Employee Stock Purchase Plan, or the 2006 ESPP. Employees are eligible to participate if they are employed by us, or any participating subsidiary, for at least 20 hours per week and more than five months in any calendar year. We offer shares under the 2006 ESPP in offering periods of May 1 to October 31 and November 1 to April 30, or on such other date as the administrator of the 2006 ESPP may determine. Amounts deducted and accumulated by the participant are used to purchase shares of our common stock at the end of each offering period. The purchase price of the shares is the lower of 85% of the fair market value of our common stock on the purchase date or the beginning of the offering period.

We also provide health, dental, vision and life insurance and other customary employee assistance plans to all full-time employees, including the named executive officers.

Accounting and Tax Consequences

Section 162(m) of the Internal Revenue Code of 1986 limits the amount that we may deduct for compensation paid to our Chief Executive Officer and to each of our four most highly compensated officers to \$1,000,000 per person, unless certain exemption requirements are met. Exemptions to this deductibility limit may be made for various forms of "performance-based compensation." In addition to salary and bonus compensation, upon the exercise of stock options that are not treated as incentive stock options, the excess of the current market price over the option price, or option spread, is treated as compensation and accordingly, in any year, such exercise may cause an officer's total compensation to exceed \$1,000,000. While the tax impact of any compensation arrangement is an important factor to be considered, the impact is evaluated in light of our overall compensation philosophy. Accordingly, we will authorize the payment of non-deductible compensation if we deem that it is consistent with its compensation philosophy and objectives and in our best interests of our stockholders.

Summary Compensation Table

The following table sets forth summary compensation information for the fiscal years ended December 31, 2016, 2015 and 2014 for our named executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Restricted Stock Units (\$) ⁽¹⁾	Option Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$) ⁽³⁾	Total (\$)
John McDermott, Chief Executive Officer	2016	\$ 572,000	\$ 578,623	\$ 800,002	\$ 1,250,508	\$ —	\$ —	\$ 3,201,133
	2015	\$ 520,000	\$ 260,000	\$ 1,600,006	\$ 895,037	\$ —	\$ —	\$ 3,275,043
	2014	\$ 520,000	\$ 410,904	\$ 1,000,000	\$ 908,626	\$ —	\$ —	\$ 2,839,530
Vaseem Mahboob, Chief Financial Officer and Corporate Secretary ⁽⁴⁾	2016	\$ 350,000	\$ 194,729	\$ 250,004	\$ 400,162	\$ —	\$ 26,711	\$ 1,221,606
	2015	\$ 74,100	\$ 101,500	\$ 750,004	\$ 750,000	\$ —	\$ 70,069	\$ 1,745,673
	2014	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Robert D. Mitchell, President	2016	\$ 390,500	\$ 256,764	\$ 250,004	\$ 400,162	\$ —	\$ 18,000	\$ 1,315,430
	2015	\$ 380,000	\$ 123,500	\$ 599,994	\$ 335,639	\$ —	\$ 22,500	\$ 1,461,633
	2014	\$ 380,000	\$ 200,184	\$ 250,000	\$ 227,156	\$ —	\$ 21,000	\$ 1,078,340
Michael V. Chobotov, Ph.D., Chief Technology Officer ⁽⁵⁾	2016	\$ 207,692	\$ 136,563	\$ 649,997	\$ 650,264	\$ —	\$ —	\$ 1,644,516
	2015	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
	2014	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Shari L. O'Quinn, Vice President, Regulatory and Clinical Affairs ⁽⁶⁾	2016	\$ 188,269	\$ 103,994	\$ 450,003	\$ 300,123	\$ —	\$ —	\$ 1,042,389
	2015	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
	2014	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

⁽¹⁾ The amounts shown are the grant date fair value of restricted stock awards or units granted in the year indicated as computed in accordance with FASB ASC Topic 718. For a discussion of valuation assumptions used to determine the grant date fair values, see Note 4 to our consolidated financial statements in included

in our Annual Report on Form 10-K for the year ended December 31, 2016.

(2) The amounts shown are the grant date fair value of option awards granted in the year indicated as computed in accordance with FASB ASC Topic 718. For a discussion of valuation assumptions used to determine the grant date fair values, see Note 4 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016.

(3) Represents relocation expenses, travel stipends, signing bonuses and automobile allowances, if applicable.

(4) Mr. Mahboob joined us as Chief Financial Officer and Corporate Secretary effective October 15, 2015.

(5) Mr. Chobotov joined us as Chief Technology Officer effective February 3, 2016.

(6) Ms. O'Quinn joined us as Vice President, Regulatory and Clinical Affairs effective February 3, 2016.

Grants of Plan-Based Awards

The following table summarizes grants of awards pursuant to plans made to our named executive officers during the fiscal year ended December 31, 2016.

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock or Units(#) ⁽¹⁾	All Other Option Awards: Number of securities Underlying Options(#)	Exercise or Base Price of Securities Underlying Options(#) ⁽²⁾	Grant Date Fair Value of Stock and Option Awards (\$) ⁽³⁾⁽⁴⁾
John McDermott	2/4/2016	106,242	—	\$ —	\$ 800,002
	2/4/2016	—	362,319	\$ 7.53	\$ 1,250,508
Vaseem Mahboob	2/4/2016	33,201	—	\$ —	\$ 250,004
	2/4/2016	—	115,942	\$ 7.53	\$ 400,162
Robert D. Mitchell	2/4/2016	33,201	—	\$ —	\$ 250,004
	2/4/2016	—	115,942	\$ 7.53	\$ 400,162
Michael V. Chobotov, Ph.D.	2/4/2016	86,321	—	\$ —	\$ 649,997
	2/4/2016	—	188,406	\$ 7.53	\$ 650,264
Shari L. O'Quinn	2/4/2016	39,841	—	\$ —	\$ 300,003
	2/4/2016	—	86,957	\$ 7.53	\$ 300,123
	12/9/2016	21,834	—	\$ —	\$ 150,000

(1) Represents time-based restricted stock units and performance-based restricted stock units granted to the named executive officers in 2016.

(2) Stock option awards are granted with an exercise price equal to the closing price of our common stock on the grant date.

(3) Stock option awards are granted with a value equal to the Black Scholes value on the grant date, multiplied by the number of shares of common underlying options granted.

(4) Time-based restricted stock units and performance-based restricted stock units reflect the closing price of our common stock on the grant date, multiplied by the number of shares of our common stock underlying restricted stock units issued. The performance-based restricted stock unit awards vest upon achievement of certain milestones and the time-based restricted stock units vest as to 1/3 of the underlying shares on an annual basis over a period of three years from the grant date.

Outstanding Equity Awards at Fiscal Year-End

The following table summarizes outstanding equity awards held by our named executive officers as of December 31, 2016.

Name	Option Awards				Restricted Stock Awards/Units	
	Number of Securities Underlying Unexercised Options Exercisable (#) ⁽¹⁾	Number of Securities Underlying Unexercised Options Unexercisable (#) ⁽¹⁾	Option Exercise Price (\$)	Option Expiration Date ⁽²⁾	Number of Shares or Units of Stock That Have Not Vested (#) ⁽³⁾	Market Value of Shares or Units of Stock that Have Not Vested (\$) ⁽⁴⁾
John McDermott	427,065	—	\$ 2.67	5/12/2018	17,699	\$ 101,238
	125,000	—	\$ 3.54	7/6/2019	48,222	\$ 275,830
	71,100	—	\$ 4.36	5/20/2020	32,115	\$ 183,698
	82,000	—	\$ 8.26	5/25/2021	106,242	\$ 607,704
	86,276	47,312	\$ 13.17	5/22/2024	—	—
	47,763	72,901	\$ 16.59	5/28/2025	—	—
	75,483	286,836	\$ 7.53	2/4/2026	—	—
Vaseem Mahboob	39,099	97,925	\$ 13.56	10/15/2025	55,310	\$ 316,373
	24,155	91,787	\$ 7.53	2/4/2026	33,201	\$ 189,910
Robert D. Mitchell	21,569	11,828	\$ 13.17	5/22/2024	150,000	\$ 858,000

	17,911	27,338	\$ 16.59	5/28/2025	4,424	\$ 25,305
	24,155	91,787	\$ 7.53	2/4/2026	18,083	\$ 103,435
	—	—	—	—	12,043	\$ 68,886
	—	—	—	—	33,201	\$ 189,910
Michael V. Chobotov, Ph.D.	—	188,406	\$ 7.53	2/4/2026	86,321	\$ 493,756
Shari L. O'Quinn	—	86,957	\$ 7.53	2/4/2026	39,841	\$ 227,891
	—	—	—	—	21,834	\$ 124,890

- (1) Stock options granted vest 25% upon the first anniversary of the grant date and then in equal monthly installments over the next three years. All stock options are fully vested upon the fourth anniversary of the grant date. In addition, the vesting of these stock options may fully accelerate upon a change in control pursuant to written agreements entered into with each of our named executive officers.
- (2) Stock options expire 10 years from the grant date.
- (3) The restricted stock awards and restricted stock units vest upon the earlier of achievement of performance milestones, the fourth anniversary of the grant date or achievement of performance milestones plus one year of service thereafter, or, in the case of performance-based restricted stock units granted on May 28, 2015, will not vest if the performance goal is not met, except for Mr. Mitchell's restricted stock awards which only vest upon the achievement of performance milestones. The vesting of these restricted stock awards and restricted stock units may fully accelerate upon a change in control pursuant to written agreements entered into with each of our named executive officers.
- (4) Based on a closing price of our common stock of \$5.72 per share on December 31, 2016.

Option Exercises and Stock Vested

The following table summarizes awards held pursuant to plans by our named executive officers that vested during the fiscal year ended December 31, 2016.

Name	Date of Vesting	Number of Shares Acquired on Vesting (#)	Vest Date Fair Value Per Share(\$)	Value Realized on Vesting (\$) ⁽¹⁾⁽²⁾
John McDermott	5/22/2016	17,699	\$ 11.87	\$ 210,087
	5/28/2016	16,107	\$ 12.67	\$ 204,076
	12/31/2016	54,269	\$ 5.72	\$ 310,419
Robert D. Mitchell	5/22/2016	4,425	\$ 11.87	\$ 52,525
	5/28/2016	6,040	\$ 12.67	\$ 76,527

- (1) The amounts realized upon the vesting of restricted stock units is based on the closing price of our common stock on the relevant vesting dates.
- (2) The amounts realized upon the exercise of options is based on the difference between the closing price of our common stock on the relevant exercise dates and the exercise of the relevant option.

Severance and Change-in-Control Arrangements for Named Executive Officers

We are parties to employment agreements with each of our named executive officers. The employment agreements with our named executive officers, other than Mr. McDermott, generally provide that in the event of a named executive officer's separation from service due to termination by us other than for cause, death or disability, or the officer's resignation for "good reason," which we refer to collectively herein as an involuntary termination, prior to a change in control of our company, such officer will receive (i) the portion of his or her then current base salary which accrued through the date of termination, (ii) any payments for unused vacation and reimbursement expenses, which were due, accrued or payable, (iii) a cash severance payment in an amount equal to six months (or nine months in the case of Mr. Chobotov) of his or her current base salary, payable in a lump sum within 60 days following termination, (iv) a prorated payment equal to the target bonus for which he or she would be eligible for the year in which such involuntary termination occurred, (v) continuation of certain insurance benefits for six months and (vi) in the case of Mr. Mitchell, additional vesting of outstanding equity awards granted to him or her prior to February 1, 2014 by an additional six months, but no additional vesting of any equity awards granted to him or her on or after February 1, 2014. No equity awards held by Mr. Mahboob or Mr. Chobotov will receive any additional vesting upon an involuntary termination prior to a change of control.

In addition, these employment agreements provide that upon a change in control the named executive officer will receive full vesting acceleration of his or her outstanding equity awards without regard to his or her termination of employment. In the event of an involuntary termination upon or within 24 months following a change in control, the named executive officer will be entitled to receive (i) a lump-sum cash payment equal to 18 months of his or her base salary, payable within 60 days following termination, (ii) a cash payment equal to 100% of his or her target bonus and (iii) accelerated vesting of any subsequently issued and outstanding equity awards such that they shall be fully vested upon termination.

Mr. McDermott's employment agreement provides that in the event of his involuntary termination prior to a change in control of our company, Mr. McDermott will receive (i) the portion of his then current base salary which accrued through the date of termination, (ii) any payments for unused vacation and reimbursement expenses, which were due, accrued or payable, (iii) a cash severance payment equal to 18 months of his base salary, payable in a lump sum within 60 days following termination, (iv) a prorated payment equal to the target bonus for which he would be eligible for the year in which such involuntary termination occurred, (v) continuation of certain insurance benefits for 18 months and (vi) additional vesting of outstanding equity awards granted to him prior to February 1, 2014 by an additional twelve months, but no additional vesting of any equity awards granted to him on or after February 1, 2014.

In addition, Mr. McDermott's employment agreement provides that upon a change in control Mr. McDermott will receive full vesting acceleration of his outstanding equity awards without regard to his termination of employment. In the event of an involuntary termination upon or within 24 months following a change in control, Mr. McDermott will be entitled to receive (i) a cash severance payment equal to 24 months of his base salary, payable in a lump sum within 60 days following termination, (ii) a cash payment equal to 100% of his target bonus and (iii) accelerated vesting of any subsequently issued and outstanding equity

awards such that they shall be fully vested upon termination.

Potential Payments Upon Termination or Change in Control

The following table summarizes the amounts that would become payable to each of our named executive officers, pursuant to the severance and change in control arrangements described above assuming such named executive officer experienced an involuntary termination on December 31, 2016, both before and after a change in control.

Name	Benefit	Before Change in Control Involuntary Termination(\$)	After Change in Control Involuntary Termination(\$)
John McDermott	Severance pay ⁽¹⁾	\$ 858,000	\$ 1,144,000
	Bonus pay ⁽²⁾	\$ 572,000	\$ 572,000
	Equity award vesting acceleration ⁽³⁾⁽¹⁰⁾	\$ 396,064	\$ 1,168,470
	Continuation of benefits ⁽⁴⁾	\$ 39,000	\$ 52,000
Vaseem Mahboob	Severance pay ⁽⁵⁾	\$ 175,000	\$ 525,000
	Bonus pay ⁽²⁾	\$ 192,500	\$ 192,500
	Equity award vesting acceleration ⁽⁸⁾⁽¹⁰⁾	\$ —	\$ 506,283
	Continuation of benefits ⁽⁷⁾	\$ 13,000	\$ 39,000
Robert D. Mitchell	Severance pay ⁽⁵⁾	\$ 195,250	\$ 585,750
	Bonus pay ⁽²⁾	\$ 253,825	\$ 253,825
	Equity award vesting acceleration ⁽⁶⁾⁽¹⁰⁾	\$ 123,186	\$ 1,245,536
	Continuation of benefits ⁽⁷⁾	\$ 13,000	\$ 39,000
Michael V. Chobotov, Ph.D.	Severance pay ⁽⁹⁾	\$ 225,000	\$ 450,000
	Bonus pay ⁽²⁾	\$ 135,000	\$ 135,000
	Equity award vesting acceleration ⁽⁶⁾⁽¹⁰⁾	\$ —	\$ 493,756
	Continuation of benefits ⁽⁷⁾	\$ 13,000	\$ 39,000
Shari L. O'Quinn	Severance pay ⁽⁵⁾	\$ 137,500	\$ 412,500
	Bonus pay ⁽²⁾	\$ 110,000	\$ 110,000
	Equity award vesting acceleration ⁽⁶⁾⁽¹⁰⁾	\$ —	\$ 352,781
	Continuation of benefits ⁽⁷⁾	\$ 13,000	\$ 39,000

⁽¹⁾ "Before Change in Control" Mr. McDermott is entitled to his base salary for eighteen months. "After Change in Control" Mr. McDermott is entitled to his base salary for twenty-four months.

⁽²⁾ "Before Change in Control" twelve month potential bonus amount shown, assuming 100% target was met, but would be prorated equal to the target bonus amount for which he or she would be entitled for the year of termination. "After Change in Control" twelve month potential bonus amount shown, assuming 100% target was met.

⁽³⁾ "Before Change in Control" shares represent certain equity awards that would have vested in the twelve months following December 31, 2016, as they will vest immediately. "After Change in Control" shares represent equity awards as of December 31, 2016, as they will all vest immediately.

⁽⁴⁾ "Before Change in Control" represents continuation of benefits through COBRA payments for eighteen months. "After Change in Control" represents continuation of benefits through COBRA payments for twenty-four months.

⁽⁵⁾ "Before Change in Control" the executive is entitled to his or her base salary for six months. "After Change in Control" the executive is entitled to his or her base salary for eighteen months.

⁽⁶⁾ "Before Change in Control" shares represent certain equity awards that would have vested in the six months following December 31, 2016, as they will vest immediately. "After Change in Control" shares represent equity awards as of December 31, 2016, as they will all vest immediately.

⁽⁷⁾ "Before Change in Control" represents continuation of benefits through COBRA payments for six months. "After Change in Control" represents continuation of benefits through COBRA payments for eighteen months.

⁽⁸⁾ "Before Change in Control" the officer will receive no accelerated vesting of equity awards. "After Change in Control" shares represent equity awards as of December 31, 2016, as they will all vest immediately.

⁽⁹⁾ "Before Change in Control" the executive is entitled to his or her base salary for nine months. "After Change in Control" the executive is entitled to his or her base salary for eighteen months.

⁽¹⁰⁾ Calculated based on the number of equity awards for which vesting would have been accelerated, multiplied by the difference between our year-end closing price of \$5.72 per share, as reported on the NASDAQ Global Select Market, and the exercise price of equity awards for which vesting would have been accelerated.

COMPENSATION OF DIRECTORS

Non-employee directors each receive a fee of \$40,000 per year and reimbursement for certain travel expenses and other out-of-pocket costs. The chair of the Audit Committee is entitled to an additional annual retainer of \$20,000, the chair of the Compensation Committee is entitled to an additional annual retainer of \$13,000, and the chair of the Nominating, Governance and Compliance Committee is entitled to an additional annual retainer of \$9,000. Each member of the Audit Committee, other than the chair, is entitled to an additional annual retainer of \$9,000, each member of the Compensation Committee, other than the chair, is

entitled to an additional annual retainer of \$6,000, and each member of the Nominating, Governance and Compliance Committee, other than the chair, is entitled to an additional annual retainer of \$5,000. In addition, each individual who first becomes a non-employee director, whether elected by the stockholders or appointed by the board of directors, automatically will be granted, at the time of such initial election or appointment, a restricted stock unit issuance of \$200,000, as valued on the date of grant, which vests 25% per year over four years. On the date of each annual meeting of stockholders, each individual who is to continue to serve as a non-employee director after the annual meeting will receive an additional restricted stock unit issuance of \$100,000, as valued on the date of grant, which vests after one year. The individual who is designated as the Lead Independent Director will receive an additional restricted stock unit issuance of \$50,000, as valued on the date of grant, which vests after one year.

Director Compensation Paid for the 2016 Fiscal Year

The following table summarizes the compensation paid to each of our directors during the fiscal year ended December 31, 2016.

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Daniel Lemaitre	\$ 58,000	\$ 150,000	\$ —	\$ —	\$ 1,495	\$ 209,495
Gregory D. Waller	\$ 65,000	\$ 100,000	\$ —	\$ —	\$ 10,227	\$ 175,227
Thomas C. Wilder, III	\$ 53,500	\$ 100,000	\$ —	\$ —	\$ 55	\$ 153,555
Guido J. Neels	\$ 58,000	\$ 100,000	\$ —	\$ —	\$ 7,834	\$ 165,834
Thomas F. Zenty, III	\$ 46,000	\$ 100,000	\$ —	\$ —	\$ 5,558	\$ 151,558
Leslie Norwalk	\$ 46,000	\$ 100,000	\$ —	\$ —	\$ 10,448	\$ 156,448
Christopher Chavez ⁽³⁾	\$ 28,167	\$ 200,000	\$ —	\$ —	\$ 2,808	\$ 230,975

⁽¹⁾ Reflects cash compensation earned for meeting attendance and annual retainer. Annual retainers are paid in quarterly installments and prorated for any portion of a year during which a director serves.

⁽²⁾ The amounts shown are the grant date fair value of equity awards granted in the year indicated as computed in accordance with FASB ASC Topic 718. For a discussion of valuation assumptions used to determine the grant date fair values, see Note 4 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016.

⁽³⁾ Mr. Chavez joined our board of directors in February 2016.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth the number of shares underlying outstanding equity awards (vested and unvested) held by each of our directors as of December 31, 2016.

Director	Shares Underlying Equity Awards at December 31, 2016
Daniel Lemaitre	101,485
Gregory D. Waller	7,657
Thomas C. Wilder, III	20,157
Guido J. Neels	57,657
Thomas F. Zenty, III	11,231
Leslie Norwalk	17,416
Christopher Chavez	26,954

Compensation Committee Report

The Compensation Committee of the board of directors has reviewed and discussed with management the information provided under the heading “Compensation Discussion and Analysis” in this proxy statement. Based on such review and discussions, the Compensation Committee recommended to the board of directors that this Compensation Discussion and Analysis be included in this proxy statement.

Members of the Compensation Committee

Guido J. Neels
Thomas C. Wilder, III
Thomas F. Zenty, III

The material in this report is not “soliciting material” and is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference in any filing of Endologix under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

PROPOSAL NO. 2

ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Background

In accordance with the requirements of Section 14A of the Exchange Act and the related rules of the SEC, we are providing our stockholders with the opportunity to cast an advisory vote on the compensation of our named executive officers (a “say-on-pay” proposal) as described below. We believe that it is appropriate to seek the views of our stockholders on the design and effectiveness of our executive compensation program.

At our annual meeting of stockholders held in June 2016, a substantial majority of the votes cast on the say-on-pay proposal were voted in favor of the proposal. The Compensation Committee believes this affirms our stockholders’ support of our approach to executive compensation.

Summary

Our executive compensation practices are designed to attract, retain and reward our executives and strengthen the mutuality of interests between our executives and our stockholders in order to motivate our executives to maximize stockholder value. The primary goals of our executive compensation program are to motivate our executive officers to cause us to achieve the best possible financial and operational results, to attract and retain high quality executives who can provide effective leadership, consistency of purpose and enduring relations with relevant stockholders and to align the long-term interests of our executive officers with those of our stockholders.

Our executive compensation program primarily consists of a base salary, cash incentive payments upon the achievement of corporate objectives and time- and performance-based equity incentive awards, which are generally in the form of stock options and restricted stock unit awards. The equity component of our compensation program is designed to align a portion of each executive officer’s compensation with the interests of our stockholders to create long term value. We encourage you to carefully review the section entitled “Compensation Discussion and Analysis” in this proxy statement for additional information on our executive compensation programs and practices, as well as the Summary Compensation Table and other related compensation tables and narrative disclosure, which describe the compensation of our named executive officers.

We are asking our stockholders to indicate their support for the compensation of our named executive officers as described in this proxy statement. Accordingly, we are asking our stockholders to vote “FOR” the following resolution at the annual meeting:

“RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the named executive officers of Endologix, Inc. as disclosed pursuant to the compensation disclosure rules of the SEC in the Compensation Discussion and Analysis, the related compensation tables and the narrative discussion to those tables set forth in Endologix, Inc.’s Proxy Statement for the 2017 Annual Meeting of Stockholders.”

The results of this advisory vote are not binding upon us. However, the Compensation Committee, which is responsible for designing and administering our executive compensation policies and programs, values the opinions expressed by stockholders in their vote on this proposal, and will continue to consider the outcome of the vote when making future compensation decisions and policies regarding our named executive officers. It is expected that the next say-on-pay vote will occur at the 2018 annual meeting of stockholders.

Required Vote

The affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the annual meeting is required to approve on an advisory basis the compensation of our named executive officers as set forth in this proxy statement.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT OUR STOCKHOLDERS VOTE “FOR” THE APPROVAL ON AN ADVISORY BASIS OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS SET FORTH IN THIS PROXY STATEMENT . Proxies solicited by the board of directors will be so voted unless stockholders specify otherwise on their proxy cards.

PROPOSAL NO. 3

ADVISORY VOTE ON FREQUENCY OF SAY-ON-PAY VOTES

Background

In accordance with the requirements of Section 14A of the Exchange Act and the related rules of the SEC, we are providing our stockholders with the opportunity to indicate their preference, on an advisory basis, regarding how frequently we should solicit an advisory vote on the compensation of our named executive officers. Accordingly, we are seeking an advisory vote from our stockholders on how often we should submit a “say on pay” proposal, such as provided for in Proposal No. 2, to our stockholders. You have the following choices as to the frequency with which we should submit a “say on pay” proposal to our stockholders: every year, every two years or every three years, or the choice to abstain from voting.

Summary

Our board of directors believes that the “say on pay” advisory vote should be submitted to our stockholders every year, and therefore recommends that you vote for a one-year interval for the “say on pay” vote. We believe this frequency is in alignment with our executive compensation practices, as we review the core elements of our executive compensation program annually. In addition, we are aware of the significant interest in executive compensation matters by our stockholders, and value and encourage constructive dialogue with our stockholders on these matters, and an annual advisory vote on executive compensation will allow our stockholders to provide us with their input on our executive compensation practices as disclosed in the proxy statement every year. You may cast your vote on your preferred voting frequency by choosing the option of every year, every two years, every three years or abstain from voting when you vote in response to the resolution set forth below.

“RESOLVED, that the stockholders determine, on an advisory basis, that the frequency with which Endologix, Inc. should submit an advisory vote on the compensation of its named executive officers, as disclosed pursuant to the SEC’s compensation disclosure rules (including Compensation Discussion and Analysis, the related compensation tables and the narrative discussion to those tables), to the stockholders is: every year; every two years; every three years; or abstain.”

Required Vote

Stockholders may choose among the four choices included in the resolution above. While this is an advisory vote and, therefore, non-binding, our board of directors will give careful consideration to the choice which receives the most “FOR” votes before determining the action it deems most appropriate for our company and our stockholders.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT OUR STOCKHOLDERS VOTE TO CONDUCT FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS “EVERY YEAR.” Proxies solicited by the board of directors will be so voted unless stockholders specify otherwise on their proxy cards.

PROPOSAL NO. 4

AMENDMENT TO THE ENDOLOGIX, INC. 2015 STOCK INCENTIVE PLAN, AS AMENDED

We are asking our stockholders to approve an amendment to our Endologix, Inc. 2015 Stock Incentive Plan, as amended, or the 2015 Plan, to increase the number of shares of our common stock reserved for issuance under the 2015 Plan from 6,300,000 shares to 9,800,000 shares, an increase of 3,500,000 shares. Our board of directors approved the amendment to the 2015 Plan on March 1, 2017, subject to stockholder approval at the annual meeting.

The use of equity compensation has been and will continue to be a key component of our employee recruitment, retention and compensation programs. The 2015 Plan serves as an important part of these programs, and equity awards that we issue under the 2015 Plan are a critical component of the compensation packages that we offer our personnel. We believe that the use of stock options, time and performance-based restricted stock units and other equity awards are critical for us to attract, retain and motivate qualified, talented and experienced personnel and to align their interests with the interests of our stockholders. It is imperative that we have the personnel required to execute our strategic plan, and equity compensation represents a critical component of our overall compensation program. Thus we are asking our stockholders to approve the amendment to the 2015 Plan so that we have adequate shares available under the 2015 Plan to attract, retain and motivate a qualified, talented and experienced workforce. We are requesting an increase of 3,500,000 shares for issuance under the 2015 Plan to support routine equity award grants for new employees, annual employee incentive programs and sales representative incentive programs.

The principal features of the 2015 Plan, as proposed to be amended, are summarized below. This summary does not purport to be a complete description of the 2015 Plan and is qualified in its entirety by reference to the full text of the 2015 Plan, as proposed to be amended, a copy of which is attached hereto as [Appendix A](#).

Description of the 2015 Plan (as amended)

General . The 2015 Plan is an “omnibus” stock plan consisting of a variety of equity vehicles to provide flexibility in implementing equity awards, including incentive stock options, non-qualified stock options, restricted stock grants, stock appreciation rights, stock payment awards, restricted stock units and dividend equivalents. Participants in the 2015 Plan may be granted any one of the equity awards or any combination thereof, as determined by our board of directors. The primary purposes of the 2015 Plan are (a) to enhance our ability to attract and retain the services of qualified employees, officers, directors, consultants and other service providers upon whose judgment, initiative and efforts the successful conduct and development of our business largely depends, and (b) to provide additional incentives to such persons or entities to devote their utmost effort and skill to the advancement and betterment of our company, by providing them an opportunity to participate in our ownership and thereby have an interest in the success and increased value of our company.

Shares Reserved for Issuance . As of April 13, 2017, (a) options exercisable for 4,015,180 shares of our common with a weighted average exercise price of \$8.61 were outstanding, (b) unvested time-based restricted stock units covering 766,581 shares of our common stock were outstanding, (c) unvested performance-based restricted stock units covering 414,877 shares of our common stock were outstanding and (d) 634,846 shares of our common stock were reserved for future grant under the 2015 Plan. As proposed to be amended, up to 4,134,846 shares of our common stock may be issued under the 2015 Plan. The foregoing shall be subject to adjustment as to the number and kind of shares. In the event that (a) all or any portion of any stock option granted under the 2015 Plan can no longer under any circumstances be exercised, (b) any shares of common stock subject to an equity award are reacquired by us or (c) all or any portion of any restricted stock units granted under the 2015 Plan are forfeited or can no longer under any circumstances vest, the shares of common stock allocable to the unexercised portion of such stock option or the shares so reacquired shall again be available for grant or issuance under the 2015 Plan. The following shares of Common Stock may not again be made available for issuance as awards under the 2015 Plan: (x) the gross number of shares of common stock subject to outstanding stock appreciation rights settled in exchange for shares of common stock, (y) shares of common stock used to pay the exercise price related to outstanding stock options and shares of common stock repurchased by us using stock option exercise proceeds, or (z) shares of common stock used to pay withholding taxes related to outstanding stock options, stock appreciation rights or restricted stock units. The number of shares of common stock available for grant under the 2015 Plan shall be reduced by one share of common stock for each share of common stock granted pursuant to the exercise to a stock option or stock appreciation right, and by one-and-six-tenths (1.6) shares of common stock for each share of common stock granted pursuant to a restricted stock award, stock payment award or restricted stock unit award.

Administration . Our board of directors delegated administration of the 2015 Plan to our Compensation Committee. The members of the Compensation Committee satisfy the requirements for (i) a “non-employee director” for purposes of Rule 16b-3 of the Exchange Act, and (ii) an “outside director” under Section 162(m) of the Internal Revenue Code. The term “administrator,” as used in this proxy statement, refers to the board of directors, or, if the administration of the 2015 Plan has been delegated to a committee, the Compensation Committee.

The Compensation Committee has the powers and authority as may be necessary or appropriate to carry out the functions of the administrator as described in the 2015 Plan. Subject to the express limitations of the 2015 Plan, the administrator has the authority to determine the persons to whom, and the time or times at which, awards may be granted, the number of shares, units or other rights subject to each award, the exercise, base or purchase price of an award (if any), the time or times at which an award will become vested, exercisable or payable, the performance goals and other conditions of an award, the duration of the award and all other terms of the award. The administrator may prescribe, amend and rescind rules and regulations relating to the 2015 Plan. All interpretations, determinations and actions by the administrator in good faith shall be final, conclusive and binding upon all parties. Additionally, the administrator may delegate to one or more of our officers or directors the ability to grant and determine terms and conditions of awards under the 2015 Plan to certain employees.

Eligibility . Any person who is our employee or consultant, or any person who is a non-employee director, is eligible to be designated by the administrator

to receive awards and becomes a participant under the 2015 Plan. As of April 13, 2017, 739 persons were eligible to participate in the 2015 Plan.

Types of Awards under the 2015 Plan

The 2015 Plan includes the following types of equity compensation awards: incentive stock options, non-qualified stock options, restricted stock grants, stock payment awards, stock appreciation rights, restricted stock units and dividend equivalents, all of which are described below.

Stock Options . Stock options granted under the 2015 Plan may be either incentive stock options or non-qualified stock options, subject to the provisions of Section 422 of the Internal Revenue Code or non-qualified stock options.

The exercise price per share of a stock option shall not be less than the fair market value of our common stock on the date the option is granted, provided that the administrator may in its discretion specify for any stock option an exercise price per share that is higher than the fair market value of our common stock on the date the option is granted. A stock option may be subject to such vesting and exercisability requirements as specified by the administrator in an award agreement. Such vesting and exercisability requirements may be based on the continued service of the participant with us for a specified time period (or periods) or on the attainment of specified performance goals established by the administrator in its discretion. The administrator shall determine the period during which a vested stock option may be exercised, provided that the maximum term of a stock option shall be ten years from the date the option is granted.

Stock Appreciation Rights . A stock appreciation right will entitle the holder, upon exercise or other payment of the stock appreciation right, as applicable, to receive an amount determined by multiplying: (i) the excess of the fair market value of a share of our common stock on the date of exercise or payment of the stock appreciation right over the base price of such stock appreciation right, by (ii) the number of shares as to which such stock appreciation right is exercised or paid. Subject to the requirements of Section 409A of the Internal Revenue Code, payment of the amount determined under the foregoing may be made, as approved by the administrator and set forth in the award agreement, in shares of common stock valued at their fair market value on the date of exercise or payment, in cash, or in a combination of shares of common stock and cash, subject to applicable tax withholding requirements.

A stock appreciation right may be subject to such vesting and exercisability requirements as specified by the administrator in an award agreement. Such vesting and exercisability requirements may be based on the continued service of the participant with us for a specified time period (or periods) or on the attainment of specified performance goals established by the administrator in its discretion. A stock appreciation right will be exercisable or payable at such time or times as determined by the administrator. The base value of a stock appreciation right shall not be less than the fair market value of the shares of our common stock on the date the right is granted.

Stock appreciation rights may be granted on a basis that allows for the exercise of the right by the participant or that provides for the automatic payment of the right upon a specified date or event. Stock appreciation rights are exercisable or payable at such time or times and upon conditions as approved by the administrator.

Restricted Stock Awards . Restricted stock awards are shares issued under the 2015 Plan that are subject to restrictions on transfer and vesting requirements as determined by the administrator. The restrictions imposed on shares granted under a restricted stock award lapse in accordance with the vesting requirements specified in the award agreement. The vesting requirements may be based on the continued service of the participant with us for a specified time period (or periods) or on the attainment of specified performance goals established by the administrator in its discretion. If the vesting requirements of a restricted stock award are not satisfied, the award will be forfeited and the unvested shares of common stock subject to the award will be returned to us (or, to the extent the participant paid for the shares of common stock, we have the right to repurchase such shares from the participant at the original purchase price).

Subject to the provisions of the 2015 Plan and the applicable award agreement, the participant has all rights of a stockholder with respect to the shares granted under a restricted stock award, including the right to vote the shares and receive all dividends and other distributions paid or made with respect thereto.

Restricted Stock Unit Awards . The value of each stock unit under a restricted stock unit award is equal to one share of our common stock on the applicable date or time period of determination, as specified by the administrator. A restricted stock unit award is subject to the restrictions and conditions as determined by the administrator. A restricted stock unit award may be granted together with a dividend equivalent right with respect to the shares of common stock subject to the award, which may be accumulated and may be deemed reinvested in additional stock units, as determined by the administrator.

On the date the award is granted, the administrator determines the vesting requirements with respect to a stock unit award, which is set forth in the award agreement. Vesting requirements may be based on the continued service of the participant with us for a specified time period (or periods) or on the attainment of specified performance goals established by the administrator.

A stock unit award will become payable to a participant at the time or times set forth in the award agreement, which may be upon or following the vesting of the award. Payment of a stock unit award is made in shares of our common stock, and is subject to applicable tax withholding requirements. The participant does not have any rights as a stockholder with respect to the shares subject to a stock unit award until the shares of common stock are delivered to the participant pursuant to the terms of the award agreement.

Stock Payment Awards . A stock payment award may be granted for past services, in lieu of bonus or other cash compensation, as directors' compensation or for any other valid purpose as determined by the administrator. A stock payment award granted to a participant represents shares of our common stock that are issued without restrictions on transfer and other incidents of ownership and free of forfeiture conditions, except as otherwise provided in the 2015 Plan and the award agreement. The administrator may, in connection with any stock payment award, require the payment of a specified purchase price.

Subject to the provisions of the 2015 Plan and the applicable award agreement, upon the issuance of the common stock under a stock payment award the participant has all rights of a stockholder with respect to the shares of common stock, including the right to vote the shares and receive all dividends and other distributions paid or made with respect thereto.

Dividend Equivalents . Dividend equivalents may be credited in respect of shares of common stock covered by an award of restricted stock units granted under the 2015 Plan, as determined by the administrator. At the sole discretion of the administrator, these dividend equivalents may be converted into additional shares of common stock in such manner as determined by the administrator. Any additional shares covered by an award credited by reason of such dividend equivalents is subject to all the terms and conditions of the underlying award agreement to which they relate.

Certain Features of Awards Under the 2015 Plan

Payment of Exercise Price or Purchase Price . The payment of the exercise price for stock options, or the purchase price for shares of restricted stock, shares covered by restricted stock units, or stock payment awards may be made, in the discretion of the administrator, through a variety of methods more particularly described in the 2015 Plan, including payment by (1) cash, (2) check, (3) by delivery of shares of our common stock (provided that any shares acquired pursuant to exercise of options have been held by the participant for the requisite period necessary to avoid a charge to our earnings for financial reporting purposes), which surrendered shares shall be valued at the fair market value of our common stock on the date of exercise or purchase, (4) waiver of compensation due to the participant for services rendered, or (5) any combination of the foregoing methods of payment or any other consideration or method of payment as shall be permitted by applicable law.

Transferability of Awards . All incentive stock options are nontransferable except upon the participant's death by will or the laws of descent or distribution or pursuant to the terms of certain domestic relations orders. In the case of awards other than incentive stock options, the administrator may provide, in its discretion, for the transfer of all or part of the award to a participant's "family member" (as defined for purposes of the Form S-8 registration statement under the Securities Act of 1933).

Adjustments to Awards Upon Certain Changes in Capitalization . In the event that the outstanding shares of our common stock are increased or decreased or exchanged for a different number or kind of shares or our other securities by reason of a recapitalization, stock split, combination of shares, reclassification, stock dividend or other change in our capital structure, then the administrator will make adjustments to the aggregate number and kind of shares subject to the 2015 Plan, the number and kind of shares and the exercise price per share subject to outstanding awards, and the maximum share limitations, as applicable, all in order to preserve, as nearly as practical, but not to increase, the benefits to the participants.

Occurrence of Corporate Transaction . The 2015 Plan provides that in order to preserve a participant's rights in the event of certain transactions constituting a change in control of the Company, the administrator shall have the discretion to provide in each award agreement the terms and conditions that relate to the vesting of such award in the event of a change in control of the Company and the assumption of such awards or the issuance of comparable securities under an incentive program in the event of such occurrence. The terms and conditions of each award agreement may vary. If the terms of an outstanding option or stock appreciation right provide for accelerated vesting in the event of a change in control, or to the extent that an award is vested and not yet exercised, the administrator may provide, in connection with the change in control transaction, for the purchase or exchange of each option or stock appreciation right for cash or other property. All outstanding option and stock appreciation rights will terminate and cease to be exercisable upon the consummation of a change in control except to the extent that the options or stock appreciation rights are assumed by a successor entity (or parent) pursuant to the terms of such transaction.

Section 162(m) Awards . Awards of options and stock appreciation rights granted under the 2015 Plan will automatically qualify for the "performance-based compensation" exception under Internal Revenue Code Section 162(m) pursuant to their expected terms. Awards of restricted stock and restricted stock units may qualify for the performance-based compensation exception under Section 162(m) if the terms of the awards state, in terms of an objective formula or standard, the method of computing the amount of compensation payable under the award and preclude discretion to increase the amount of compensation payable under the terms of the award.

Performance Criteria . The 2015 Plan includes a number of performance criteria that may be used to determine whether and to what extent the shares covered by an award have vested. The administrator has the discretion to specify whether the criteria will be measured either annually or cumulatively over a period of years on an absolute basis or relative to a pre-established target, to the previous years' results or to a designated peer group of companies, in each case as specified in the individual award agreement at the time of grant. The performance criteria may be stated as either target amounts, or as a percentage increase over a base period amount, and may be based upon any one or a combination of the following:

- sales;
- operating income;
- pre-tax income;
- earnings before interest, taxes, depreciation and amortization;
- earnings per share of common stock on a fully-diluted basis;
- our consolidated net income divided by the average consolidated common stockholders' equity;
- cash and cash equivalents derived from either (i) net cash flow from operations, or (ii) net cash flow from operations, financings and investing activities;
- adjusted operating cash flow return on income;
- cost containment or reduction;
- the percentage increase in the market price of our common stock over a stated period;
- return on assets;
- new product introductions;
- obtaining regulatory approvals for new or existing products; and
- individual business objectives.

Summary of Federal Income Tax Consequences of the 2015 Plan

The following is a brief summary of the material federal income tax consequences of participation in the 2015 Plan. The summary should not be relied upon as being a complete statement of all possible federal income tax consequences. Federal tax laws are complex and subject to change. Participation in the 2015 Plan may also have consequences under state and local tax laws which vary from the federal tax consequences described below. For such reasons, we recommend that each participant consult his or her personal tax advisor to determine the specific tax consequences applicable to him or her.

Incentive Stock Options . A participant who receives an incentive stock option will not recognize taxable income upon the grant of the option or the exercise of the option. However, the amount by which the fair market value of the shares at the time of exercise exceeds the option exercise price will generally be included in the participant's alternative minimum taxable income upon exercise. If stock received on exercise of an incentive option is disposed of in the same year the option was exercised, the regular tax treatment and the alternative tax treatment will be the same. If stock received on exercise of an incentive option is sold

during a year subsequent to that in which the option was exercised, the basis of the stock acquired will equal its fair market value on the date of exercise for purposes of computing alternative minimum taxable income in the year of sale.

A participant who is subject to the alternative minimum tax in the year of exercise of an incentive option may be able to claim, as a credit against the participant's regular tax liability in future years, all or a portion of the amount of alternative minimum tax paid that is attributable to the exercise of the incentive option. This credit is generally available in the first year following the year of exercise in which the participant has a regular tax liability.

Gain realized by a participant upon sale of stock issued on exercise of an incentive stock option is taxable as long-term capital gain if the participant disposes of the shares more than two years after the date of grant of the option and more than one year after the date of exercise. If the participant disposes of the shares (including by gift) less than two years after the date of grant or less than one year after the date of exercise (a "disqualifying disposition"), the participant will recognize ordinary income in an amount equal to the difference between the option exercise price and the lower of the fair market value of the shares on the date of exercise or on the date of disposition of the shares. However, certain transfers may not be treated as dispositions for such purposes, such as transfers to an estate or by inheritance upon death. If the amount realized in a disqualifying disposition exceeds the fair market value of the shares on the date of exercise, the gain realized, in excess of the amount taxed as ordinary income as indicated above, will be taxed as capital gain. Any loss realized upon a disqualifying disposition will be treated as a capital loss. Capital gains and losses resulting from disqualifying dispositions will be treated as long-term or short-term depending upon whether the shares were held for more or less than the applicable statutory holding period (which is currently more than one year for long-term capital gains). We will generally be entitled to a tax deduction in an amount equal to the amount the participant must recognize as ordinary income.

Non-Qualified Stock Options . Generally, no taxable income is recognized by a participant upon the grant of a non-qualified stock option or at the time or times a non-qualified stock option becomes vested where the exercise price of such option is no less than the fair market value of the stock underlying such option at the time such option is granted. Under the 2015 Plan, the exercise price for all options must be at least equal to the fair market value of the stock underlying such options at the time of the grant. Upon exercise, however, the participant will recognize ordinary income in the amount by which the fair market value of the shares purchased, on the date of exercise, exceeds the exercise price paid for such shares. The income recognized by the participant who is our employee will be subject to income tax withholding by us out of the participant's current compensation. If such compensation is insufficient to pay the taxes due, the participant will be required to make a direct payment to us for the balance of the tax withholding obligation. We will be entitled to a tax deduction equal to the amount of ordinary income recognized by the participant, provided that certain reporting requirements are satisfied. If the exercise price of a non-qualified stock option is paid by the participant in cash, the tax basis of the shares acquired will be equal to the cash paid plus the amount of income recognized by the participant as a result of such exercise. If the exercise price is paid by delivering shares of our common stock already owned by the participant or by a combination of cash and already-owned shares, there will be no current taxable gain or loss recognized by the participant on the already-owned shares exchanged (however, the participant will nevertheless recognize ordinary income to the extent that the fair market value of the shares purchased on the date of exercise exceeds the price paid, as described above). The new shares received by the participant, up to the number of the old shares exchanged, will have the same tax basis and holding period as the participant's basis and holding period in the old shares. The balance of the new shares received will have a tax basis equal to any cash paid by the participant plus the amount of income recognized by the participant as a result of such exercise, and will have a holding period commencing with the date of exercise. Upon the sale or disposition of shares acquired pursuant to the exercise of a non-qualified stock option, the difference between the proceeds realized and the participant's basis in the shares will be a capital gain or loss and will be treated as long-term capital gain or loss if the shares have been held for more than the applicable statutory holding period (which is currently more than one year for long-term capital gains).

Restricted Stock . If no Section 83(b) election is made and we retain repurchase rights, a taxable event will occur on each date the participant's ownership rights vest (e.g., when our repurchase rights expire) as to the number of shares that vest on that date, and the holding period for capital gain purposes will not commence until the date the shares vest. The participant will recognize ordinary income on each date shares vest in an amount equal to the excess of the fair market value of such shares on that date over the amount paid for such shares. Any income recognized by a participant who is an employee will be subject to income tax withholding by us out of the participant's current compensation. If such compensation is insufficient to cover the amount to be withheld, the participant will be required to make a direct payment to us for the balance of the tax withholding obligation. The participant's basis in the shares will be equal to the purchase price, if any, increased by the amount of ordinary income recognized. If a Section 83(b) election is made within 30 days after the date of transfer, or if we do not retain any repurchase rights, then the participant will recognize ordinary income on the date of purchase in an amount equal to the excess of the fair market value of such shares on the date of purchase over the purchase price paid for such shares. We are entitled to a tax deduction in an amount equal to the ordinary income recognized by the participant.

Stock Appreciation Rights . Generally no taxable income is recognized by a participant receiving a stock appreciation right at the time the stock appreciation right is granted or at the time or times a stock appreciation right becomes vested where the base price of a stock appreciation right is no less than the fair market value of the stock underlying such stock appreciation right at the time such option is granted. Under the 2015 Plan, the base value for all stock appreciation rights must be at least equal to the fair market value of the stock underlying such stock appreciation rights at the time of the grant. If the participant receives the appreciation inherent in the stock appreciation right in cash, the cash will be taxed as ordinary income to the participant at the time it is received. If the participant receives the appreciation inherent in a stock appreciation right in stock, the spread between the then current market value and the base price will be taxed as ordinary income to the participant at the time such amount is received. We are not entitled to a federal income tax deduction upon the grant or termination of a stock appreciation right. However, upon the settlement of a stock appreciation right, we are entitled to a deduction equal to the amount of ordinary income the participant is required to recognize as a result of the settlement.

Restricted Stock Unit Award, Stock Payment Awards and Dividend Equivalents . Restricted stock unit awards, stock payment awards and dividend equivalents are generally subject to ordinary income tax at the time of payment.

Tax Withholding . Under the 2015 Plan, we have the power to withhold, or require a participant to remit to it, an amount sufficient to satisfy Federal, state and local withholding tax requirements with respect to any award granted under the 2015 Plan. To the extent permissible under applicable tax, securities, and other laws, the administrator may, in its sole discretion, permit a participant to satisfy an obligation to pay any tax to any governmental entity in whole or in part, by (i) directing us to apply shares of common stock to which the participant is entitled pursuant to an award, or (ii) delivering to us shares of common stock owned by the participant.

Tax Deduction Limitation . Section 162(m) of the Internal Revenue Code generally limits to \$1,000,000 the amount that a publicly-held corporation is allowed each year to deduct for the compensation paid to the corporation's chief executive officer and each of the corporation's four most highly compensated executive officers other than the chief executive officer. However, "performance-based" compensation is not subject to the \$1,000,000 deduction limit. In general, to qualify as performance-based compensation, the following requirements must be satisfied: (1) payments must be computed on the basis of an objective, performance-based compensation standard determined by a committee consisting solely of two or more "outside directors," (2) the material terms under which the compensation is to be paid, including the business criteria upon which the performance goals are based, and a limit on the maximum amount which may be paid to any participant pursuant to any award with respect to any performance period, must be approved by the corporation's stockholders, and (3) the committee must

certify in writing whether, and the extent to which, the applicable performance goals have been satisfied before payment of any performance-based compensation is made. Stock options and stock appreciation rights, the terms of which limit the amount of compensation that an employee may receive to an increase in the value of the underlying stock covered by the option or right after the date of grant, automatically satisfy the performance goal requirement described in item (1) above.

Deferred Compensation. Any deferrals made under the 2015 Plan, including awards granted under the 2015 Plan that are considered to be deferred compensation, must satisfy the requirements of Section 409A of the Internal Revenue Code to avoid adverse tax consequences to participants, which include the current inclusion of deferred amounts in income and interest and a surtax on any amount included in income. The Section 409A requirements include limitations on election timing, acceleration of payments, and distributions. Section 409A applies to certain stock appreciation rights, stock unit awards, and other awards that provide the participant with an opportunity to defer to recognition of income. We intend to structure any awards under the 2015 Plan to meet the applicable tax law requirements, including under Section 409A, in order to avoid adverse tax consequences to participants or us.

Interest of Certain Persons in or Opposition to Matter to be Acted Upon

Our directors and officers are eligible to participate in the 2015 Plan, and have a substantial direct interest in the approval of the 2015 Plan.

New Plan Benefits

If our stockholders approve the amendment to the 2015 Plan, the number of shares of common stock issuable pursuant to the terms of the 2015 Plan will be available for awards to all eligible plan participants. Neither the board of directors nor the Compensation Committee has approved any awards under, or subject to, the 2015 Plan as proposed to be amended. As a result, neither the number nor types of future awards under the 2015 Plan to be received by or allocated to particular participants is presently determinable.

Securities Authorized for Issuance under Equity Compensation Plans

The following table set forth certain information regarding outstanding options, rights and shares reserved for future issuance under our existing equity compensation plans as of December 31, 2016:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights as of December 31, 2016	Weighted average exercise price of outstanding options, warrants and rights ⁽²⁾	Number of securities remaining available for future issuance as of December 31, 2016
Equity compensation plans approved by security holders:			
2015 Stock Incentive Plan, as amended ⁽¹⁾	8,413,618	\$ 9.51	2,738,117
2006 Amended and Restated Employee Stock Purchase Plan	—	\$ —	1,437,405
Equity compensation plans not approved by security holders:			
Inducement Grants to New Employees in Connection with TriVascular Merger ⁽³⁾	1,575,699	\$ 7.55	—
Total	9,989,317		4,175,522

⁽¹⁾ Includes 1,004,574 restricted or performance stock units.

⁽²⁾ Calculation excludes restricted stock units.

⁽³⁾ Includes 305,445 restricted or performance stock units.

Required Vote

The affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting is required to approve the amendment to the 2015 Plan described herein.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT OUR STOCKHOLDERS VOTE "FOR" APPROVAL OF THE AMENDMENT TO THE ENDOLOGIX, INC. 2015 STOCK INCENTIVE PLAN, AS AMENDED, DESCRIBED HEREIN. Proxies solicited by the board of directors will be so voted unless stockholders specify otherwise on their proxy cards.

PROPOSAL NO. 5

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed KPMG LLP, or KPMG, as our independent registered public accounting firm for the fiscal year ending December 31, 2017, and the board of directors has recommended that our stockholders ratify the appointment. KPMG audited our financial statements for the fiscal year ended

December 31, 2016

Although we are not required to submit the appointment of our independent registered public accountants for stockholder approval, if the stockholders do not ratify the appointment of KPMG, the Audit Committee may reconsider the appointment of KPMG. Even if the appointment is ratified, the Audit Committee may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that the change would be in the best interests of us or our stockholders.

Representatives of KPMG are expected to be present at the annual meeting with the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Required Vote

The affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting is required to ratify the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2017.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT OUR STOCKHOLDERS VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF KPMG AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. Proxies solicited by the board of directors will be so voted unless stockholders specify otherwise on their proxy cards.

Audit Fees

The following table sets forth the aggregate fees billed to us for professional services rendered by KPMG for the fiscal years ended December 31, 2016 and 2015:

	December 31,		2015 Total	December 31,		2016 Total
	2015			2016		
	PwC	KPMG	PwC	KPMG		
Audit Fees ⁽¹⁾	\$ —	\$ 704,380	\$ 704,380	\$ —	\$ 1,921,845	\$ 1,921,845
Tax Fees ⁽²⁾	\$ —	\$ 126,642	\$ 126,642	\$ —	\$ 138,000	\$ 138,000
All Other Fees ⁽³⁾	\$ 6,500	\$ 628,360	\$ 634,860	\$ 183,000	\$ —	\$ 183,000
Total	\$ 6,500	\$ 1,459,382	\$ 1,465,882	\$ 183,000	\$ 2,059,845	\$ 2,242,845

⁽¹⁾ Includes fees for professional services rendered for the audit of our annual consolidated financial statements and the audit of management's assessment of the design and operating effectiveness of our internal control over financial reporting on Form 10-K, and for reviews of our consolidated financial statements included in our quarterly reports on Form 10-Q.

⁽²⁾ Includes professional services for preparation of federal and state corporation income tax returns for years ended 2015 and 2016.

⁽³⁾ Includes fees for professional services rendered in connection with our 2015 Form S-3ASR filing, convertible debt offering, merger with TriVascular, Form S-4 filing, and related comfort letter.

Pre-Approval Policy for Non-Audit Services

The Audit Committee reviews and pre-approves all non-audit services to be performed by our independent registered public accounting firm, subject to certain de minimis exceptions. Such pre-approval is on a project by project basis. The Audit Committee approved all non-audit services provided by KPMG described above.

Report of the Audit Committee of the Board of Directors

Management is responsible for the Company's internal control over financial reporting and for the preparation of the consolidated financial statements in accordance with generally accepted accounting principles.

The Company's independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with standards of the Public Company Accounting Oversight Board (United States) and to issue a report on the Company's financial statements and of its internal control over financial reporting. The Audit Committee's responsibility is to monitor and oversee these processes.

The Audit Committee has reviewed and discussed the audited financial statements with management. The Audit Committee has discussed with the independent registered public accounting firm the matters as required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm its independence.

Based upon the review and discussions described in this report, the Audit Committee recommended to the board of directors that the audited financial statements be included in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2016 filed with the Securities and Exchange Commission.

Members of the Audit Committee

Gregory D. Waller

The material in this report is not "soliciting material" and is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference in any filing of Endologix under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

DEADLINE FOR RECEIPT OF STOCKHOLDER PROPOSALS FOR 2018 ANNUAL MEETING

Rule 14a-8 of the Exchange Act specifies the requirements for inclusion of stockholder proposals in our proxy statement for an annual meeting of stockholders. If we hold our 2018 annual meeting of stockholders on or about the same time as this year's annual meeting, then any stockholder desiring to submit a proposal for action at the 2018 annual meeting of stockholders should arrange for such proposal to be delivered to us at our principal place of business no later than January 2, 2018, in order to be considered for inclusion in our proxy statement relating to that meeting. However, if we hold our 2018 annual meeting of stockholders on a date that is more than 30 days earlier or later than this year's annual meeting, then a stockholder proposal must be received by us at our principal place of business in a reasonable amount of time prior to when we begin to print and mail our proxy materials. Matters pertaining to such proposals, including the number and length thereof, the eligibility of persons entitled to have such proposals included and other aspects are regulated by Rule 14a-8 of the Exchange Act, rules and regulations of the SEC and other laws and regulations.

If a stockholder desires to bring business before the meeting which is not the subject of a proposal properly submitted in accordance with Rule 14a-8 of the Exchange Act, the stockholder must follow procedures outlined in our Bylaws. Our Bylaws provide that a stockholder entitled to vote at the meeting may make nominations for the election of directors or may propose that other business be brought before the meeting only if (a) such nominations or proposals are included in our proxy statement or otherwise properly brought before the meeting by or at the direction of the board of directors, or (b) the stockholder has delivered or mailed written notice to us (containing certain information specified in the Bylaws), and our secretary has received such written notice, not less than 90 days prior to the date of the meeting. However, if we have given less than 100 days advance notice or public disclosure of the date the meeting is to be held, written notice of a nomination or proposal to be submitted by a stockholder at the meeting will be timely if it has been received by us not later than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made.

A copy of the full text of the Bylaw provisions containing the advance notice procedures described above may be obtained upon written request to our secretary.

OTHER BUSINESS

As of the date of this proxy statement, the board of directors is not aware of any matter other than those set forth in this proxy statement which may be presented for consideration at the annual meeting. Should any other matter or matters requiring a vote of the stockholders be properly brought before the meeting or any adjournment thereof, the persons named in the accompanying proxy will have the discretionary authority to vote, or otherwise act, with respect to such matters in accordance with their best judgment.

BY ORDER OF THE BOARD OF DIRECTORS



John McDermott
Chief Executive Officer

ENDOLOGIX, INC.
2015 STOCK INCENTIVE PLAN

The 2015 STOCK INCENTIVE PLAN (the “Plan”), originally established and adopted on the 31st day of March, 2015 (the “Effective Date”) by Endologix, Inc., a Delaware corporation (the “Company”), is hereby amended and restated effective March 2, 2017.

ARTICLE 1.

PURPOSES OF THE PLAN

1.1 Purposes . The purposes of the Plan are (a) to enhance the Company’s ability to attract and retain the services of qualified employees, officers, directors, consultants and other service providers upon whose judgment, initiative and efforts the successful conduct and development of the Company’s business largely depends, and (b) to provide additional incentives to such persons or entities to devote their utmost effort and skill to the advancement and betterment of the Company, by providing them an opportunity to participate in the ownership of the Company and thereby have an interest in the success and increased value of the Company.

ARTICLE 2.

DEFINITIONS

For purposes of this Plan, the following terms shall have the meanings indicated:

2.1 Administrator . “Administrator” means the Board or, if the Board delegates responsibility for any matter to the Committee, the term Administrator shall mean the Committee.

2.2 Affiliated Company . “Affiliated Company” means:

(a) with respect to Incentive Options, any “parent corporation” or “subsidiary corporation” of the Company, whether now existing or hereafter created or acquired, as those terms are defined in Sections 424(e) and 424(f) of the Code, respectively; and

(b) with respect to Awards other than Incentive Options, any entity described in paragraph (a) of this Section 2.2 above, plus any other corporation, limited liability company (“LLC”), partnership or joint venture, whether now existing or hereafter created or acquired, with respect to which the Company beneficially owns more than fifty percent (50%) of: (1) the total combined voting power of all outstanding voting securities or (2) the capital or profits interests of an LLC, partnership or joint venture.

2.3 Award . “Award” means an Option, a Restricted Stock award, a Stock Appreciation Right award, a Dividend Equivalents award, a Stock Payment award or a Restricted Stock Unit award granted to a Participant pursuant to the Plan.

2.4 Award Agreement . “Award Agreement” means a written or electronic agreement entered into between the Company and a Participant setting forth the terms and conditions of an Award granted to a Participant.

2.5 Board . “Board” means the Board of Directors of the Company.

2.6 Change in Control . “Change in Control” shall mean:

(a) The acquisition, directly or indirectly, in one transaction or a series of related transactions, by any person or group (within the meaning of Section 13(d)(3) of the Exchange Act) of the beneficial ownership of securities of the Company possessing more than fifty percent (50%) of the total combined voting power of all outstanding securities of the Company;

(b) A merger or consolidation in which the Company is not the surviving entity, except for a transaction in which the holders of the outstanding voting securities of the Company immediately prior to such merger or consolidation hold as a result of holding Company securities prior to such transaction, in the aggregate, securities possessing more than fifty percent (50%) of the total combined voting power of all outstanding voting securities of the surviving entity (or the parent of the surviving entity) immediately after such merger or consolidation;

(c) A reverse merger in which the Company is the surviving entity but in which the holders of the outstanding voting securities of the Company immediately prior to such merger hold, in the aggregate, securities possessing less than fifty percent (50%) of the total combined voting power of all outstanding voting securities of the Company or of the acquiring entity immediately after such merger;

(d) The sale, transfer or other disposition (in one transaction or a series of related transactions) of all or substantially all of the assets of the Company, except for a transaction in which the holders of the outstanding voting securities of the Company immediately prior to such transaction(s) receive as a distribution with respect to securities of the Company, in the aggregate, securities possessing more than fifty percent (50%) of the total combined voting power of all outstanding voting securities of the acquiring entity immediately after such transaction(s); or

(e) The approval by the stockholders of a plan or proposal for the liquidation or dissolution of the Company.

2.7 Code . “Code” means the Internal Revenue Code of 1986, as amended from time to time.

2.8 Committee . “Committee” means a committee of two or more members of the Board appointed to administer the Plan, as set forth in Section 10.1

hereof.

2.9 Common Stock . “Common Stock” means the Common Stock of the Company, subject to adjustment pursuant to Section 4.2 hereof.

2.10 Covered Employee . “Covered Employee” means the Chief Executive Officer of the Company (or the individual acting in a similar capacity) and the four (4) other individuals that are the highest compensated executive officers of the Company for the relevant taxable year for whom total compensation is required to be reported to stockholders under the Exchange Act.

2.11 Disability . “Disability” means permanent and total disability as defined in Section 22(e)(3) of the Code. The Administrator’s determination of a Disability or the absence thereof shall be conclusive and binding on all interested parties.

2.12 Dividend Equivalent . “Dividend Equivalent” means a right to receive payments equivalent to the amount of dividends paid by the Company to holders of shares of Common Stock with respect to the number of Dividend Equivalents held by the Participant. The Dividend Equivalent may provide for payment in Common Stock or in cash, or a fixed combination of Common Stock or cash, or the Administrator may reserve the right to determine the manner of payment at the time the Dividend Equivalent is payable. Dividend Equivalents may be granted only in connection with a grant of Restricted Stock Units and shall be subject to the vesting conditions that govern Restricted Stock Units as set forth in the applicable Restricted Stock Award Agreement.

2.13 DRO . “DRO” means a domestic relations order as defined in the Code or Title I of the Employee Retirement Income Security Act of 1974, as amended, or the regulations thereunder.

2.14 Effective Date . “Effective Date” means the date on which the Plan was originally adopted by the Board, as set forth on the first page hereof.

2.15 Exchange Act . “Exchange Act” means the Securities and Exchange Act of 1934, as amended.

2.16 Exercise Price . “Exercise Price” means the purchase price per share of Common Stock payable upon exercise of an Option.

2.17 Fair Market Value . “Fair Market Value” on any given date means the value of one share of Common Stock, determined as follows:

(a) If the Common Stock is then listed or admitted to trading on a Nasdaq market system or a stock exchange which reports closing sale prices, the Fair Market Value shall be the closing sale price on the date of valuation on such Nasdaq market system or principal stock exchange on which the Common Stock is then listed or admitted to trading, or, if no closing sale price is quoted on such day, then the Fair Market Value shall be the closing sale price of the Common Stock on such Nasdaq market system or such exchange on the next preceding day on which a closing sale price is reported.

(b) If the Common Stock is not then listed or admitted to trading on a Nasdaq market system or a stock exchange which reports closing sale prices, the Fair Market Value shall be the average of the closing bid and asked prices of the Common Stock in the over-the-counter market on the date of valuation.

(c) If neither (a) nor (b) is applicable as of the date of valuation, then the Fair Market Value shall be determined by the Administrator in good faith using any reasonable method of evaluation, which determination shall be conclusive and binding on all interested parties.

2.18 Incentive Option . “Incentive Option” means any Option designated and qualified as an “incentive stock option” as defined in Section 422 of the Code.

2.19 Incentive Option Agreement . “Incentive Option Agreement” means an Option Agreement with respect to an Incentive Option.

2.20 NASD Dealer . “NASD Dealer” means a broker-dealer that is a member of the National Association of Securities Dealers, Inc.

2.21 Non-Employee Director . “Non-Employee Director” shall have the meaning given in Section 7.7 below.

2.22 Nonqualified Option . “Nonqualified Option” means any Option that is not an Incentive Option. To the extent that any Option designated as an Incentive Option fails in whole or in part to qualify as an Incentive Option, including, without limitation, for failure to meet the limitations applicable to a 10% Stockholder or because it exceeds the annual limit provided for in Section 5.7 below, it shall to that extent constitute a Nonqualified Option.

2.23 Nonqualified Option Agreement . “Nonqualified Option Agreement” means an Option Agreement with respect to a Nonqualified Option.

2.24 Option . “Option” means any option to purchase Common Stock granted pursuant to the Plan.

2.25 Option Agreement . “Option Agreement” means the written agreement entered into between the Company and the Optionee with respect to an Option granted under the Plan.

2.26 Optionee . “Optionee” means any Participant who holds an Option.

2.27 Participant . “Participant” means an individual or entity that holds an Option, Stock Appreciation Right, shares of Stock, Restricted Stock, Restricted Stock Units, Stock Payment or Dividend Equivalents under the Plan.

2.28 Performance Criteria . “Performance Criteria” means one or more of the following as established by the Administrator, which may be stated as a target percentage or dollar amount, a percentage increase over a base period percentage or dollar amount or the occurrence of a specific event or events:

- (a) Sales;
- (b) Operating income;
- (c) Pre-tax income;
- (d) Earnings before interest, taxes, depreciation and amortization;

- (e) Earnings per share of Common Stock on a fully-diluted basis;
- (f) Consolidated net income of the Company divided by the average consolidated common stockholders equity;
- (g) Cash and cash equivalents derived from either (i) net cash flow from operations, or (ii) net cash flow from operations, financings and investing activities;
- (h) Adjusted operating cash flow return on income;
- (i) Cost containment or reduction;
- (j) The percentage increase in the market price of the Common Stock over a stated period;
- (k) Return on assets;
- (l) New Company product introductions;
- (m) Obtaining regulatory approvals for new or existing products; and
- (n) Individual business objectives.

2.29 Purchase Price . “Purchase Price” means the purchase price payable to purchase a share of Restricted Stock, or a Restricted Stock Unit, which, in the sole discretion of the Administrator, may be zero (0), subject to limitations under applicable law.

2.30 Repurchase Right . “Repurchase Right” means the right of the Company to repurchase either unvested shares of Restricted Stock pursuant to Section 6.6 or to cancel unvested Restricted Stock Units pursuant to Section 7.6.

2.31 Restricted Stock . “Restricted Stock” means shares of Common Stock issued pursuant to Article 6 hereof, subject to any restrictions and conditions as are established pursuant to such Article 6.

2.32 Restricted Stock Award . “Restricted Stock Award” means either the issuance of Restricted Stock or the grant of Restricted Stock Units or Dividend Equivalents under the Plan.

2.33 Restricted Stock Award Agreement . “Restricted Stock Award Agreement” means the written agreement entered into between the Company and a Participant evidencing the issuance of Restricted Stock or the grant of Restricted Stock Units or Dividend Equivalents under the Plan.

2.34 Restricted Stock Unit . “Restricted Stock Unit” means the right to receive one share of Common Stock issued pursuant to Article 7 hereof, subject to any restrictions and conditions as are established pursuant to such Article 7.

2.35 Service Provider . “Service Provider” means a consultant or other person or entity the Administrator authorizes to become a Participant in the Plan and who provides services to (i) the Company, (ii) an Affiliated Company, or (iii) any other business venture designated by the Administrator in which the Company or an Affiliated Company has a significant ownership interest.

2.36 Stock Appreciation Right . “Stock Appreciation Right” means a contractual right granted to a Participant under Article 8 hereof entitling such Participant to receive a payment representing the difference between the base price per share of the right and the Fair Market Value of a share of Common Stock, payable either in cash or in shares of the Company’s Common Stock, at such time, and subject to such conditions, as are set forth in this Plan and the applicable Stock Appreciation Rights Award agreement.

2.37 Stock Appreciation Rights Holder . “Stock Appreciation Rights Holder” means any Participant who holds a Stock Appreciation Right.

2.38 Stock Payment . “Stock Payment” means a payment in the form of shares of Common Stock.

2.39 10% Stockholder . “10% Stockholder” means a person who, as of a relevant date, owns or is deemed to own (by reason of the attribution rules applicable under Section 424(d) of the Code) stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or of an Affiliated Company.

ARTICLE 3.

ELIGIBILITY

3.1 Incentive Options . Only employees of the Company or of an Affiliated Company (including members of the Board if they are employees of the Company or of an Affiliated Company) are eligible to receive Incentive Options under the Plan.

3.2 Nonqualified Options, Stock Appreciation Rights, Stock Payments and Restricted Stock Awards . Employees of the Company or of an Affiliated Company, members of the Board (whether or not employed by the Company or an Affiliated Company), and Service Providers are eligible to receive Nonqualified Options, Stock Appreciation Rights, Stock Payments or Restricted Stock Awards under the Plan.

3.3 Section 162(m) Limitation . In no event shall any Participant be granted Options or Stock Appreciation Rights in any one calendar year pursuant to which the aggregate number of shares of Common Stock that may be acquired thereunder exceeds 750,000 shares, subject to adjustment as to the number and kind of shares pursuant to Section 4.2 hereof. Notwithstanding the foregoing, in connection with his or her initial service to the Company, the aggregate number of shares of Common Stock with respect to which Options or Stock Appreciation Rights may be granted to any Participant shall not exceed 750,000 shares of Common Stock during the calendar year which includes such individual’s initial service to the Company. The foregoing limitations shall be applied on an aggregate basis taking into account Awards granted to a Participant under the Plan as well as awards of the same type granted to a Participant under any other equity-based compensation plan of the Company or any Affiliated Company.

ARTICLE 4.

PLAN SHARES

4.1 Shares Subject to the Plan.

(a) The number of shares of Common Stock that may be issued pursuant to Awards under the Plan shall be 9,800,000 shares. The foregoing shall be subject to adjustment as to the number and kind of shares pursuant to Section 4.2 hereof. In the event that (a) all or any portion of any Option granted under the Plan can no longer under any circumstances be exercised, (b) any shares of Common Stock subject to an Award Agreement are reacquired by the Company or (c) all or any portion of any Restricted Stock Units granted under the Plan are forfeited or can no longer under any circumstances vest, the shares of Common Stock allocable to the unexercised portion of such Option or the shares so reacquired shall again be available for grant or issuance under the Plan. The following shares of Common Stock may not again be made available for issuance as awards under the Plan: (x) the gross number of shares of Common Stock subject to outstanding Stock Appreciation Rights settled in exchange for shares of Common Stock, (y) shares of Common Stock used to pay the Exercise Price related to outstanding Options, or (z) shares of Common Stock used to pay withholding taxes related to outstanding Options, Stock Appreciation Rights or Restricted Stock Units. For purposes of this Section 4.1, the number of shares of Common Stock available for grant under the Plan shall be reduced by one share of Common Stock for each share of Common Stock granted pursuant to the exercise to an Option or Stock Appreciation Right, and by one-and-six-tenths (1.6) shares of Common Stock for each share of Common Stock granted pursuant to a Restricted Stock award, Stock Payment award or Restricted Stock Unit award.

(b) The maximum number of shares of Common Stock that may be issued under the Plan as Incentive Options shall be 9,800,000 shares, subject to adjustment as to the number and kind of shares pursuant to Section 4.2 hereof.

4.2 Changes in Capital Structure . In the event that the outstanding shares of Common Stock are hereafter increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Company by reason of a recapitalization, stock split, reverse stock split, reclassification, stock dividend, or other change in the capital structure of the Company, then appropriate adjustments shall be made by the Administrator to the aggregate number and kind of shares subject to this Plan, the number and kind of shares and the price per share subject to outstanding Award Agreements and the limit on the number of shares under Section 3.3, all in order to preserve, as nearly as practical, but not to increase, the benefits to Participants.

ARTICLE 5.

OPTIONS

5.1 Grant of Stock Options . The Administrator shall have the right to grant, pursuant to this Plan, Options subject to such terms, restrictions and conditions as the Administrator may determine at the time of grant. Such conditions may include, but are not limited to, continued employment or the achievement of specified performance goals or objectives established by the Administrator with respect to one or more Performance Criteria.

5.2 Option Agreements . Each Option granted pursuant to this Plan shall be evidenced by an Option Agreement which shall specify the number of shares subject thereto, vesting provisions relating to such Option, the Exercise Price per share, and whether the Option is an Incentive Option or Nonqualified Option. As soon as is practical following the grant of an Option, an Option Agreement shall be duly executed and delivered by or on behalf of the Company to the Optionee to whom such Option was granted. Each Option Agreement shall be in such form and contain such additional terms and conditions, not inconsistent with the provisions of this Plan, as the Administrator shall, from time to time, deem desirable.

5.3 Exercise Price . The Exercise Price per share of Common Stock covered by each Option shall be determined by the Administrator, subject to the following: (a) the Exercise Price of an Incentive Option shall not be less than 100% of Fair Market Value on the date the Incentive Option is granted, (b) the Exercise Price of a Nonqualified Option shall not be less than 100% of Fair Market Value on the date the Nonqualified Option is granted, and (c) if the person to whom an Incentive Option is granted is a 10% Stockholder on the date of grant, the Exercise Price shall not be less than 110% of Fair Market Value on the date the Incentive Option is granted.

However, an Option may be granted with an exercise price lower than that set forth in the preceding sentence if such Option is granted pursuant to an assumption or substitution for another option in a manner satisfying the provisions of Section 424 of the Code.

5.4 Payment of Exercise Price . Payment of the Exercise Price shall be made upon exercise of an Option and may be made, in the discretion of the Administrator, subject to any legal restrictions, by: (a) cash; (b) check; (c) the surrender of shares of Common Stock owned by the Optionee (provided that shares acquired pursuant to the exercise of options granted by the Company must have been held by the Optionee for the requisite period necessary to avoid a charge to the Company's earnings for financial reporting purposes), which surrendered shares shall be valued at Fair Market Value as of the date of such exercise; (d) the cancellation of indebtedness of the Company to the Optionee; (e) the waiver of compensation due or accrued to the Optionee for services rendered; (f) provided that a public market for the Common Stock exists, a "same day sale" commitment from the Optionee and an NASD Dealer whereby the Optionee irrevocably elects to exercise the Option and to sell a portion of the shares so purchased to pay for the Exercise Price and whereby the NASD Dealer irrevocably commits upon receipt of such shares to forward the Exercise Price directly to the Company; (g) provided that a public market for the Common Stock exists, a "margin" commitment from the Optionee and an NASD Dealer whereby the Optionee irrevocably elects to exercise the Option and to pledge the shares so purchased to the NASD Dealer in a margin account as security for a loan from the NASD Dealer in the amount of the Exercise Price, and whereby the NASD Dealer irrevocably commits upon receipt of such shares to forward the Exercise Price directly to the Company; or (h) any combination of the foregoing methods of payment or any other consideration or method of payment as shall be permitted by applicable law.

5.5 Term and Termination of Options . The term and provisions for termination of each Option shall be as fixed by the Administrator, but no Option may be exercisable more than ten (10) years after the date it is granted.

5.6 Vesting and Exercise of Options . Each Option shall vest and become exercisable in one or more installments, at such time or times and subject to such conditions, including without limitation the achievement of specified performance goals or objectives established with respect to one or more Performance Criteria, as shall be determined by the Administrator.

5.7 Annual Limit on Incentive Options . To the extent required for "incentive stock option" treatment under Section 422 of the Code, the aggregate Fair Market Value (determined as of the time of grant) of the Common Stock with respect to which Incentive Options granted under this Plan and any other plan of the Company or any Affiliated Company become exercisable for the first time by an Optionee during any calendar year shall not exceed \$100,000.

5.8 Nontransferability of Options . Except as otherwise provided in this Section 5.8, Options shall not be assignable or transferable except by will,

the laws of descent and distribution or pursuant to a DRO entered by a court in settlement of marital property rights, and during the life of the Optionee, Options shall be exercisable only by the Optionee. At the discretion of the Administrator and in accordance with rules it establishes from time to time, Optionees may be permitted to transfer some or all of their Nonqualified Options to one or more “family members,” which is not a “prohibited transfer for value,” provided that (i) the Optionee (or such Optionee’s estate or representative) shall remain obligated to satisfy all income or other tax withholding obligations associated with the exercise of such Nonqualified Option; (ii) the Optionee shall notify the Company in writing that such transfer has occurred and disclose to the Company the name and address of the “family member” or “family members” and their relationship to the Optionee, and (iii) such transfer shall be effected pursuant to transfer documents in a form approved by the Administrator. For purposes of the foregoing, the terms “family members” and “prohibited transfer for value” have the meaning ascribed to them in the General Instructions to Form S-8 (or any successor form) promulgated under the Securities Act of 1933, as amended.

5.9 Repricing Prohibited . Subject to Section 4.2 hereof, without the prior approval of the Company’s stockholders, evidenced by a majority of votes cast, the Administrator shall not amend the terms of outstanding Options to reduce the Exercise Price of outstanding Options, cancel outstanding Options in exchange for cash, other awards or Options with an Exercise Price that is less than the Exercise Price of the original Options, or otherwise approve any modification to such an Option that would be treated as a “repricing” under the then applicable rules, regulations or listing requirements adopted by the Nasdaq Stock Market.

5.10 Rights as a Stockholder . An Optionee or permitted transferee of an Option shall have no rights or privileges as a stockholder with respect to any shares covered by an Option until such Option has been duly exercised and certificates representing shares purchased upon such exercise have been issued to such person.

5.11 Unvested Shares . The Administrator shall have the discretion to grant Options which are exercisable for unvested shares of Common Stock. Should the Optionee cease being an employee, officer or director of the Company while owning such unvested shares, the Company shall have the right to repurchase, at the exercise price paid per share, any or all of those unvested shares. The terms upon which such repurchase right shall be exercisable (including the period and procedure for exercise and the appropriate vesting schedule for the purchased shares) shall be established by the Administrator and set forth in the document evidencing such repurchase right.

ARTICLE 6.

RESTRICTED STOCK

6.1 Issuance of Restricted Stock . The Administrator shall have the right to issue pursuant to this Plan and at a Purchase Price determined by the Administrator, shares of Common Stock subject to such terms, restrictions and conditions as the Administrator may determine at the time of grant. Such conditions may include, but are not limited to, continued employment or the achievement of specified performance goals or objectives established by the Administrator with respect to one or more Performance Criteria, which require the Administrator to certify in writing whether and the extent to which such performance goals were achieved before such restrictions are considered to have lapsed.

6.2 Restricted Stock Award Agreements . A Participant shall have no rights with respect to the shares of Restricted Stock covered by a Restricted Stock Award Agreement until the Participant has paid the full Purchase Price, if any, to the Company in the manner set forth in Section 6.3(b) hereof and has executed and delivered to the Company the applicable Restricted Stock Award Agreement. Each Restricted Stock Award Agreement shall be in such form, and shall set forth the Purchase Price, if any, and such other terms, conditions and restrictions of the Restricted Stock Award Agreement, not inconsistent with the provisions of this Plan, as the Administrator shall, from time to time, deem desirable. Each such Restricted Stock Award Agreement may be different from each other Restricted Stock Award Agreement.

6.3 Purchase Price.

(a) **Amount** . Restricted Stock may be issued to Participants for such consideration as is determined by the Administrator in its sole discretion, including no consideration or such minimum consideration as may be required by applicable law.

(b) **Payment** . Payment of the Purchase Price, if any, may be made, in the discretion of the Administrator, subject to any legal restrictions, by: (a) cash; (b) check; (c) the surrender of shares of Common Stock owned by the Participant (provided that shares acquired pursuant to the exercise of options granted by the Company shall have been held by the Participant for the requisite period necessary to avoid a charge to the Company’s earnings for financial reporting purposes), which surrendered shares shall be valued at Fair Market Value as of the date of such acceptance; (d) the cancellation of indebtedness of the Company to the Participant; (e) the waiver of compensation due or accrued to the Participant for services rendered; or (f) any combination of the foregoing methods of payment or any other consideration or method of payment as shall be permitted by applicable law. If payment for shares of Restricted Stock is made by promissory note, any cash dividends paid with respect to the Restricted Stock may be applied, in the discretion of the Administrator, to repayment of such note.

6.4 Vesting of Restricted Stock . The Restricted Stock Award Agreement shall specify the date or dates, the performance goals, if any, established by the Administrator with respect to one or more Performance Criteria that must be achieved, and any other conditions on which the Restricted Stock may vest.

6.5 Rights as a Stockholder . Upon complying with the provisions of Sections 6.2 and 6.3 hereof, a Participant shall have the rights of a stockholder with respect to the Restricted Stock acquired pursuant to a Restricted Stock Award Agreement, including voting and dividend rights, subject to the terms, restrictions and conditions as are set forth in such Restricted Stock Award Agreement. Unless the Administrator shall determine otherwise, certificates evidencing shares of Restricted Stock shall remain in the possession of the Company until such shares have vested in accordance with the terms of the Restricted Stock Award Agreement.

6.6 Restrictions . Shares of Restricted Stock may not be sold, pledged or otherwise encumbered or disposed of and shall not be assignable or transferable except by will, the laws of descent and distribution or pursuant to a DRO entered by a court in settlement of marital property rights, except as specifically provided in the Restricted Stock Award Agreement or as authorized by the Administrator. In the event of termination of a Participant’s employment, service as a director of the Company or Service Provider status for any reason whatsoever (including death or disability), the Restricted Stock Award Agreement may provide, in the discretion of the Administrator, that the Company may, at the discretion of the Administrator, exercise a Repurchase Right to repurchase at the original Purchase Price the shares of Restricted Stock that have not vested as of the date of termination.

ARTICLE 7.

RESTRICTED STOCK UNITS

7.1 Grants of Restricted Stock Units and Dividend Equivalents . The Administrator shall have the right to grant, pursuant to this Plan, Restricted Stock Units and Dividend Equivalents, subject to such terms, restrictions and conditions as the Administrator may determine at the time of grant. Such conditions may include, but are not limited to, continued employment or the achievement of specified performance goals or objectives established by the Administrator with respect to one or more Performance Criteria, which require the Administrator to certify in writing whether and the extent to which such performance goals were achieved before such restrictions are considered to have lapsed.

7.2 Restricted Stock Unit Agreements . A Participant shall have no rights with respect to the Restricted Stock Units or Dividend Equivalents covered by a Restricted Stock Award Agreement until the Participant has executed and delivered to the Company the applicable Restricted Stock Award Agreement. Each Restricted Stock Award Agreement shall be in such form, and shall set forth the Purchase Price, if any, and such other terms, conditions and restrictions of the Restricted Stock Award Agreement, not inconsistent with the provisions of this Plan, as the Administrator shall, from time to time, deem desirable. Each such Restricted Stock Award Agreement may be different from each other Restricted Stock Award Agreement.

7.3 Purchase Price.

(a) **Amount** . Restricted Stock Units may be issued to Participants for such consideration as is determined by the Administrator in its sole discretion, including no consideration or such minimum consideration as may be required by applicable law.

(b) **Payment** . Payment of the Purchase Price, if any, may be made, in the discretion of the Administrator, subject to any legal restrictions, by: (a) cash; (b) check; (c) the surrender of shares of Common Stock owned by the Participant (provided that shares acquired pursuant to the exercise of options granted by the Company shall have been held by the Participant for the requisite period necessary to avoid a charge to the Company's earnings for financial reporting purposes), which surrendered shares shall be valued at Fair Market Value as of the date of such acceptance; (d) the cancellation of indebtedness of the Company to the Participant; (e) the waiver of compensation due or accrued to the Participant for services rendered; or (f) any combination of the foregoing methods of payment or any other consideration or method of payment as shall be permitted by applicable law.

7.4 Vesting of Restricted Stock Units and Dividend Equivalents . The Restricted Stock Award Agreement shall specify the date or dates, the performance goals, if any, established by the Administrator with respect to one or more Performance Criteria that must be achieved, and any other conditions on which the Restricted Stock Units and Dividend Equivalents may vest.

7.5 Rights as a Stockholder . Holders of Restricted Stock Units shall not be entitled to vote or to receive dividends unless or until they become owners of the shares of Common Stock pursuant to their Restricted Stock Award Agreement and the terms and conditions of the Plan.

7.6 Restrictions . Restricted Stock Units and Dividend Equivalents may not be sold, pledged or otherwise encumbered or disposed of and shall not be assignable or transferable except by will, the laws of descent and distribution or pursuant to a DRO entered by a court in settlement of marital property rights, except as specifically provided in the Restricted Stock Award Agreement or as authorized by the Administrator. In the event of termination of a Participant's employment, service as a director of the Company or Service Provider status for any reason whatsoever (including death or disability), the Restricted Stock Award Agreement may provide that all Restricted Stock Units and Dividend Equivalents that have not vested as of such date shall be automatically forfeited by the Participant. However, if, with respect to such unvested Restricted Stock Units the Participant paid a Purchase Price, the Administrator shall have the right, exercisable at the discretion of the Administrator, to exercise a Repurchase Right to cancel such unvested Restricted Stock Units upon payment to the Participant of the original Purchase Price. The Participant shall forfeit such unvested Restricted Stock Units upon the Administrator's exercise of such right.

7.7 Restricted Stock Unit Grants to Non-Employee Directors.

(a) **Automatic Grants** . Each director of the Company who is not an employee or executive officer of the Company (a "Non-Employee Director") shall automatically be granted (i) a Restricted Stock Unit convertible into \$200,000 of shares of the Common Stock, as valued on the Restricted Stock Unit grant date, upon commencement of service as a director of the Company, and (ii) a Restricted Stock Unit convertible into \$100,000 of shares of Common Stock at each annual meeting of the Company's stockholders (provided such individual has served as a Non-Employee Director for at least six (6) months prior to such meeting). All such Restricted Stock Units shall be subject to the terms and conditions of this Plan.

(b) **Vesting of Restricted Stock Units Granted to Non-Employee Directors** . Each initial Restricted Stock Unit granted to a newly-elected or appointed Non-Employee Director shall vest, in a series of four (4) successive equal annual installments over the Non-Employee Director's period of continued service as a director, with the first such installment to vest upon the Non-Employee Director's completion of one (1) year of service as a Non-Employee Director measured from the Restricted Stock Unit grant date. Each annual Restricted Stock Unit granted to continuing Non-Employee Directors shall vest, upon the Non-Employee Director's completion of one (1) year of service as a Non-Employee Director measured from the Restricted Stock Unit grant date.

ARTICLE 8.

STOCK APPRECIATION RIGHTS

8.1 Grant of Stock Appreciation Rights . A Stock Appreciation Right may be granted to any Participant selected by the Administrator. Stock Appreciation Rights may be granted on a basis that allows for the exercise of the right by the Participant or that provides for the automatic payment of the right upon a specified date or event. Stock Appreciation Rights shall be exercisable or payable at such time or times and upon conditions as may be approved by the Administrator, provided that the Administrator may accelerate the exercisability or payment of a Stock Appreciation Right at any time.

8.2 Vesting of Stock Appreciation Rights . Each Stock Appreciation Right shall vest and become exercisable in one or more installments at such time or times and subject to such conditions, including without limitation the achievement of specified performance goals or objectives established with respect to one or more Performance Criteria, as shall be determined by the Administrator. A Stock Appreciation Right will be exercisable or payable at such time or times as determined by the Administrator, provided that the maximum term of a Stock Appreciation Right shall be ten (10) years from the date of grant. The base price of a Stock Appreciation Right shall be determined by the Administrator in its sole discretion; provided, however, that the base price per share of any Stock Appreciation Right shall not be less than one hundred percent (100%) of the Fair Market Value of the shares of Common Stock on the date of grant.

8.3 Payment of Stock Appreciation Rights . A Stock Appreciation Right will entitle the holder, upon exercise or other payment of the Stock

Appreciation Right, as applicable, to receive an amount determined by multiplying: (i) the excess of the Fair Market Value of a share of Common Stock on the date of exercise or payment of the Stock Appreciation Right over the base price of such Stock Appreciation Right, by (ii) the number of shares as to which such Stock Appreciation Right is exercised or paid. Payment of the amount determined under the foregoing shall be made either in cash or in shares of Common Stock, as determined by the Administrator in its discretion. If payment is made in shares of Common Stock, such shares shall be valued at their Fair Market Value on the date of exercise or payment, subject to applicable tax withholding requirements and to such conditions, as are set forth in this Plan and the applicable Stock Appreciation Rights Award Agreement.

8.4 Nontransferability of Stock Appreciation Rights . Except as otherwise provided in this Section 8.4, Stock Appreciation Rights shall not be assignable or transferable except by will, the laws of descent and distribution or pursuant to a DRO entered by a court in settlement of marital property rights, and during the life of the Stock Appreciation Rights Holder, Stock Appreciation Rights shall be exercisable only by the Stock Appreciation Rights Holder. At the discretion of the Administrator and in accordance with rules it establishes from time to time, Stock Appreciation Rights Holders may be permitted to transfer some or all of their Stock Appreciation Rights to one or more “family members,” which is not a “prohibited transfer for value,” provided that (i) the Stock Appreciation Rights Holder (or such holder’s estate or representative) shall remain obligated to satisfy all income or other tax withholding obligations associated with the exercise of such Stock Appreciation Right; (ii) the Stock Appreciation Rights Holder shall notify the Company in writing that such transfer has occurred and disclose to the Company the name and address of the “family member” or “family members” and their relationship to the holder, and (iii) such transfer shall be effected pursuant to transfer documents in a form approved by the Administrator. For purposes of the foregoing, the terms “family members” and “prohibited transfer for value” have the meaning ascribed to them in the General Instructions to Form S-8 (or any successor form) promulgated under the Securities Act of 1933, as amended.

ARTICLE 9.

STOCK PAYMENT AWARDS

9.1 Grant of Stock Payment Awards . A Stock Payment award may be granted to any Participant selected by the Administrator. A Stock Payment award may be granted for past services, in lieu of bonus or other cash compensation, as directors’ compensation or for any other valid purpose as determined by the Administrator. A Stock Payment award granted to a Participant represents shares of Common Stock that are issued without restrictions on transfer and other incidents of ownership and free of forfeiture conditions, except as otherwise provided in the Plan and the Award Agreement. The Administrator may, in connection with any Stock Payment award, provide that no payment is required, or require the payment by the Participant of a specified purchase price.

9.2 Rights as Stockholder . Subject to the foregoing provisions of this Article 9 and the applicable Award Agreement, upon the issuance of the Common Stock under a Stock Payment award the Participant shall have all rights of a stockholder with respect to the shares of Common Stock, including the right to vote the shares and receive all dividends and other distributions paid or made with respect thereto.

ARTICLE 10.

ADMINISTRATION OF THE PLAN

10.1 Administrator . Authority to control and manage the operation and administration of the Plan shall be vested in the Board, which may delegate such responsibilities in whole or in part to a Committee. Members of the Committee may be appointed from time to time by, and shall serve at the pleasure of, the Board. The Board may limit the composition of the Committee to those persons necessary to comply with the requirements of Section 162(m) of the Code and Section 16 of the Exchange Act.

10.2 Powers of the Administrator . In addition to any other powers or authority conferred upon the Administrator elsewhere in the Plan or by law, the Administrator shall have full power and authority: (a) to determine the persons to whom, and the time or times at which, Awards shall be granted, the number of shares to be represented by each Award, and the consideration to be received by the Company upon the exercise and/or vesting of such Awards; (b) to interpret the Plan; (c) to create, amend or rescind rules and regulations relating to the Plan; (d) to determine the terms, conditions and restrictions contained in, and the form of, Award Agreements; (e) to determine the identity or capacity of any persons who may be entitled to exercise a Participant’s rights under any Award Agreement under the Plan; (f) to correct any defect or supply any omission or reconcile any inconsistency in the Plan or in any Award Agreement; (g) to accelerate the vesting of any Award or release or waive any repurchase rights of the Company with respect to Restricted Stock Awards; (h) to extend the expiration date of any Option; (i) to amend outstanding Award Agreements to provide for, among other things, any change or modification which the Administrator could have included in the original Agreement or in furtherance of the powers provided for herein; and (j) to make all other determinations necessary or advisable for the administration of the Plan, but only to the extent not contrary to the express provisions of the Plan. Any action, decision, interpretation or determination made in good faith by the Administrator in the exercise of its authority conferred upon it under the Plan shall be final and binding on the Company and all Participants. To the extent permitted by applicable law, the Administrator may from time to time delegate to one or more members of the Board or one or more officers of the Company the authority to grant or amend Awards to Participants other than (a) senior executives of the Company who are subject to Section 16 of the Exchange Act, (b) Covered Employees, or (c) officers of the Company (or members of the Board) to whom authority to grant or amend Awards has been delegated hereunder. Any delegation hereunder shall be subject to the restrictions and limits that the Administrator specifies at the time of such delegation, and the Administrator may at any time rescind the authority so delegated or appoint a new delegatee.

10.3 Limitation on Liability . No employee of the Company or member of the Board or Administrator shall be subject to any liability with respect to duties under the Plan unless the person acts fraudulently or in bad faith. To the extent permitted by law, the Company shall indemnify each member of the Board or Administrator, and any employee of the Company with duties under the Plan, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed proceeding, whether civil, criminal, administrative or investigative, by reason of such person’s conduct in the performance of duties under the Plan.

ARTICLE 11.

CHANGE IN CONTROL

11.1 Impact of Change in Control on Awards Under Plan . In order to preserve a Participant’s rights in the event of a Change in Control of the Company:

(a) The Administrator shall have the discretion to provide in each Award Agreement the terms and conditions that relate to (i) vesting of such Award in the event of a Change in Control, and (ii) assumption of such Awards or issuance of comparable securities under an incentive program in the event of a

Change in Control. The aforementioned terms and conditions may vary in each Award Agreement.

(b) If the terms of an outstanding Option provide for accelerated vesting in the event of a Change in Control, or to the extent that a Option is vested and not yet exercised, the Administrator in its discretion may provide, in connection with the Change in Control transaction, for the purchase or exchange of each Option for an amount of cash or other property having a value equal to the difference (or “spread”) between: (x) the value of the cash or other property that the Participant would have received pursuant to the Change in Control transaction in exchange for the shares issuable upon exercise of the Option had the Option been exercised immediately prior to the Change in Control, and (y) the Exercise Price of the Option.

(c) If the terms of an outstanding Stock Appreciation Right provide for accelerated vesting in the event of a Change in Control, or to the extent that a Stock Appreciation Right is vested and not yet exercised, the Administrator in its discretion may provide, in connection with the Change in Control transaction, for the purchase or exchange of each Stock Appreciation Right for an amount of cash or other property having a value equal to the value of the cash or other property that the Participant would have received pursuant to the Change in Control transaction in exchange for the shares issuable upon exercise of the Stock Appreciation Right had the Stock Appreciation Right been exercised immediately prior to the Change in Control.

(d) Outstanding Options and Stock Appreciation Rights shall terminate and cease to be exercisable upon consummation of a Change in Control except to the extent that the Options or Stock Appreciation Rights are assumed by the successor entity (or parent thereof) pursuant to the terms of the Change in Control transaction.

(e) The Administrator shall cause written notice of a proposed Change in Control transaction to be given to Participants not less than fifteen (15) days prior to the anticipated effective date of the proposed transaction.

ARTICLE 12.

AMENDMENT AND TERMINATION OF THE PLAN

12.1 Amendments . The Board may from time to time alter, amend, suspend or terminate the Plan in such respects as the Board may deem advisable. No such alteration, amendment, suspension or termination shall be made which shall substantially affect or impair the rights of any Participant under an outstanding Award Agreement without such Participant’s consent. The Board may alter or amend the Plan to comply with requirements under the Code relating to Incentive Options or other types of options which give Optionees more favorable tax treatment than that applicable to Options granted under this Plan as of the date of its adoption. Upon any such alteration or amendment, any outstanding Option granted hereunder may, if the Administrator so determines and if permitted by applicable law, be subject to the more favorable tax treatment afforded to an Optionee pursuant to such terms and conditions.

12.2 Plan Termination . Unless the Plan shall theretofore have been terminated, the Plan shall terminate on the tenth (10th) anniversary of the Effective Date and no Awards may be granted under the Plan thereafter, but Awards and Award Agreements then outstanding shall continue in effect in accordance with their respective terms.

ARTICLE 13.

TAX WITHHOLDING

13.1 Tax Withholding . The Participant shall be responsible for payment of any taxes or similar charges required by law to be withheld from an Award or an amount paid in satisfaction of an Award, which shall be paid by the Participant on or prior to the payment or other event that results in taxable income in respect of an Award. The Award Agreement may specify the manner in which the withholding obligation shall be satisfied with respect to the particular type of Award.

ARTICLE 14.

MISCELLANEOUS

14.1 Benefits Not Alienable . Other than as provided above, benefits under the Plan may not be assigned or alienated, whether voluntarily or involuntarily. Any unauthorized attempt at assignment, transfer, pledge or other disposition shall be without effect.

14.2 Awards subject to Code Section 409A . Any Award that constitutes, or provides for, a deferral of compensation subject to Section 409A of the Code (a “Section 409A Award”) shall satisfy the requirements of Section 409A of the Code, to the extent applicable as determined by the Administrator. The Award Agreement with respect to a Section 409A Award shall incorporate the terms and conditions required by Section 409A of the Code. If any deferral of compensation is to be permitted in connection with a 409A Award, the Administrator shall establish rules and procedures relating to such deferral in a manner intended to comply with the requirements of Section 409A of the Code, including, without limitation, the time when an election to defer may be made, the time period of the deferral and the events that would result in payment of the deferred amount, the interest or other earnings attributable to the deferral and the method of funding, if any, attributable to the deferred amount.

14.3 No Enlargement of Employee Rights . This Plan is strictly a voluntary undertaking on the part of the Company and shall not be deemed to constitute a contract between the Company and any Participant to be consideration for, or an inducement to, or a condition of, the employment of any Participant. Nothing contained in the Plan shall be deemed to give the right to any Participant to be retained as an employee of the Company or any Affiliated Company or to interfere with the right of the Company or any Affiliated Company to discharge any Participant at any time.

14.4 Application of Funds . The proceeds received by the Company from the sale of Common Stock pursuant to Option Agreements and Restricted Stock Award Agreements, except as otherwise provided herein, will be used for general corporate purposes.

14.5 Unfunded Plan . The adoption of the Plan and any reservation of shares of Common Stock or cash amounts by the Company to discharge its obligations hereunder shall not be deemed to create a trust or other funded arrangement. Except upon the issuance of Common Stock pursuant to an Award, any rights of a Participant under the Plan shall be those of a general unsecured creditor of the Company, and neither a Participant nor the Participant’s permitted transferees or estate shall have any other interest in any assets of the Company by virtue of the Plan.

14.6 Annual Reports . During the term of this Plan, the Company will furnish to each Participant who does not otherwise receive such materials, copies of all reports, proxy statements and other communications that the Company distributes generally to its stockholders.

ENDOLOGIX
2 Musick
Irvine, California 92618

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our Company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:



KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

	For All	Withhold All	For All Except		
The board of directors recommends you vote FOR the following:					To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the numbers(s) of the nominee(s) on the line below.
1. Election of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
Nominee					
01 Daniel Lemaitre					
02 Leslie Norwalk					
The board of directors recommends you vote FOR proposals 2, 3, 4.					
	For	Against	Abstain		
2. Approval, on a non-binding, advisory basis, of the compensation of our named executive officers as disclosed in the proxy statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
3. Approval of an amendment to our 2015 Stock Incentive Plan to increase the total number of shares of common stock reserved for issuance thereunder from 6,300,000 to 9,800,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
4. Ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
The board of directors recommends you vote EVERY YEAR on proposal 5.					
	Every Year	Every Two Years	Every Three Years		
5. Approval, on a non-binding, advisory basis, of the frequency of future stockholder advisory votes to approve the compensation of our named executive officers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
Note: Such other business as may properly come before the meeting or any adjournment thereof.					
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.					
Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date		

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The annual report, notice & proxy statement is/are available at <http://www.endologix.com/materialsproxyvote/>.



ENDOLOGIX, INC.
Annual Meeting of Stockholders May 31, 2017 8:00 A.M.
This proxy is solicited by the board of directors

The undersigned hereby nominates, constitutes and appoints John McDermott and Vaseem Mahboob, and each of them individually, the attorney, agent and proxy of the undersigned, with full power of substitution, to vote all stock of ENDOLOGIX, INC. which the undersigned is entitled to represent and vote at the 2017 Annual Meeting of Stockholders to be held at the Company's offices at 2 Musick, Irvine, California 92618 on May 31, 2017, at 8:00 a.m., Pacific Time, and at any and all adjournments or postponements thereof as fully as if the undersigned were present and voting at the meeting.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER. WHERE NO DIRECTION IS GIVEN, SUCH SHARES WILL BE VOTED "FOR" THE ELECTION OF THE DIRECTOR NOMINEES NAMED ON THE REVERSE SIDE OF THIS PROXY, "FOR" APPROVAL ON A NON- BINDING ADVISORY BASIS OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, "FOR" AN AMENDMENT TO OUR 2015 STOCK INCENTIVE PLAN, "FOR" THE RATIFICATION OF THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017, AND "EVERY YEAR" AS THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. THE UNDERSIGNED HEREBY REVOKES ANY OTHER PROXY OR PROXIES HERETOFORE GIVEN TO VOTE OR ACT WITH RESPECT TO THE SHARES OF COMMON STOCK OF THE COMPANY HELD BY THE UNDERSIGNED.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE URGED TO SIGN AND RETURN THIS PROXY, WHICH MAY BE REVOKED AT ANY TIME PRIOR TO ITS USE.

Continued and to be signed on reverse side