

LEXICON PHARMACEUTICALS, INC.
Form DEFA14A
March 17, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC. 20549

SCHEDULE 14A
(Rule 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant x
Filed by a Party other than the Registrant
Check the appropriate box:
 Preliminary Proxy Statement Confidential, for Use of the Commission Only
 Definitive Proxy Statement (as permitted by Rule 14a-6(e)(2))
 Definitive Additional Materials
 Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

LEXICON PHARMACEUTICALS, 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)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: N/A
- (2) Aggregate number of securities to which transaction applies: N/A
- (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): N/A
- (4) Proposed maximum aggregate value of transaction: N/A
- (5) Total fee paid: \$0
 - Fee paid previously with preliminary materials: N/A
 - 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

*** Exercise Your Right to Vote ***

Important Notice Regarding the
Availability of Proxy Materials for the
Shareholder Meeting to be Held on
April 27, 2017

Meeting Information

Meeting Type: Annual Meeting

LEXICON
PHARMACEUTICALS,
INC. For holders as of: February 27,
2017

Date: April 27, 2017 Time: 8:00
AM CDT

Location: Lexicon
Pharmaceuticals,
Inc.
8800 Technology
Forest Place
The Woodlands,
TX

You are receiving this
communication because you hold
shares in the above named
company.

LEXICON
PHARMACEUTICALS,
INC. This is not a ballot. You cannot
use this notice to vote these shares.
8800 This communication presents only
TECHNOLOGY an overview of the more complete
FOREST proxy materials that are available
PLACE to you on the Internet. You may
THE view the proxy materials online at
WOODLANDS, www.proxyvote.com or easily
TX request a paper copy (see reverse
77381 side)

We encourage you to access and
review all of the important
information contained in the proxy
materials before voting
See the reverse side of this notice
to obtain proxy materials and
voting instructions

— BEFORE
YOU
VOTE —
How to
Access
the Proxy
Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement 2. Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow ⚡ XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY EMAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow ⚡ XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 13, 2017 to facilitate timely delivery.

— HOW TO
VOTE —
Please
Choose
One of
The
Following
Voting
Methods

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Vote in Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Vote by Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow ð XXXX XXXX XXXX XXXX available and follow the instructions.

Vote by Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

The Board of Directors recommends that you vote FOR the following:

1. Election of Directors

Nominees:

01) Samuel L. Barker, Ph.D. 02) Christopher J. Sobecki 03) Judith L. Swain, M.D.

The Board of Directors recommends you vote FOR proposals 2, 3, and 4.

2. Approve the Company's 2017 Equity Incentive Plan, amending and restating the Company's existing Equity Incentive Plan.

3. Approve the Company's 2017 Non-Employee Directors' Equity Incentive Plan, amending and restating the Company's existing Non-Employee Directors' Equity Incentive Plan.

4. Advisory vote to approve the compensation paid to the Company's named executive officers.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

5. Advisory vote to determine the frequency of future advisory votes on the compensation paid to the Company's named executive officers.

The Board of Directors recommends you vote FOR on the following proposal:

6. Ratification and approval of the appointment of Ernst & Young LLP as Company's independent auditors for the fiscal year ending December 31, 2017.

NOTE: In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.