

MYRIAD GENETICS INC
Form DEF 14A
October 12, 2010

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 Statement¹

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

Myriad Genetics, 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.

Edgar Filing: MYRIAD GENETICS INC - Form DEF 14A

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:

- 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:

MYRIAD GENETICS, INC.

October 12, 2010

Dear Stockholders,

You are cordially invited to attend the 2010 Annual Meeting of Stockholders of Myriad Genetics, Inc. to be held at 9:00 a.m. MST on Friday, December 3, 2010, at our offices at 320 Wakara Way, Salt Lake City, Utah. Details regarding the meeting, the business to be conducted, and information about Myriad Genetics, Inc. that you should consider when you vote your shares are described in the Important Notice Regarding the Availability of Proxy Materials you received and in this proxy statement.

We have elected to provide access to our proxy materials over the Internet under the Security and Exchange Commission's notice and access rules. We believe this process will facilitate accelerated delivery of proxy materials, save costs, and reduce the environmental impact of our Annual Meeting.

At the Annual Meeting, two persons will be elected to the Board of Directors. We will also seek stockholder approval of our proposed 2010 Employee, Director and Consultant Equity Incentive Plan. In addition, we will ask stockholders to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending June 30, 2011. The Board of Directors recommends the approval of each of these proposals. Such other business will be transacted as may properly come before the Annual Meeting.

We hope you will be able to attend the Annual Meeting. Whether you plan to attend the Annual Meeting or not, it is important that you cast your vote. You may vote over the Internet as well as by telephone. In addition, if you requested to receive printed proxy materials, you may vote by completing, signing, dating and returning your proxy card by mail. You are urged to vote promptly in accordance with the instructions set forth in the Important Notice Regarding the Availability of Proxy Materials or on your proxy card. We encourage you to vote by proxy so that your shares will be represented and voted at the meeting, whether or not you can attend.

Sincerely,

Peter D. Meldrum

President and Chief Executive Officer

Your vote is important. Please vote as soon as possible by using the Internet or by telephone or, if you received a paper copy of the proxy card by mail, by completing, signing, dating, and returning the enclosed proxy card. Instructions for your voting options are described on the Notice or proxy card.

MYRIAD GENETICS, INC.

320 Wakara Way

Salt Lake City, Utah 84108

NOTICE OF 2010 ANNUAL MEETING OF STOCKHOLDERS

TIME: 9:00 a.m. MST

DATE: Friday, December 3, 2010

PLACE: The offices of Myriad Genetics, Inc., 320 Wakara Way, Salt Lake City, Utah
PURPOSES:

1. To elect two members to the Board of Directors to serve three-year terms expiring in 2013.
2. To approve the proposed 2010 Employee, Director and Consultant Equity Incentive Plan.
3. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2011.
4. To consider any other business that is properly presented at the Annual Meeting and any adjournments thereof.

WHO MAY VOTE:

You may vote if you were the record owner of Myriad Genetics, Inc. common stock at the close of business on October 4, 2010. A list of stockholders of record will be available at the meeting and, during the 10 days prior to the meeting, at the office of the Secretary at the above address.

All stockholders are cordially invited to attend the Annual Meeting. Whether you plan to attend the Annual Meeting or not, please vote by following the instructions on the Important Notice Regarding the Availability of Proxy Materials that you have previously received, which we refer to as the Notice, or in the section of this proxy statement entitled General Information About the Annual Meeting How Do I Vote, or, if you requested to receive printed proxy materials, your proxy card. You may change or revoke your proxy at any time before it is voted.

BY ORDER OF THE BOARD OF DIRECTORS

Richard M. Marsh

Secretary

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING
TO BE HELD ON DECEMBER 3, 2010**

This proxy statement and our Annual Report on Form 10-K for the fiscal year ended June 30, 2010 are available at www.proxyvote.com. To view these materials please have your 12-digit control number(s) available that appears on your Notice or proxy card.

October 12, 2010

MYRIAD GENETICS, INC.

320 WAKARA WAY

SALT LAKE CITY, UTAH 84108

(801) 584-3600

PROXY STATEMENT FOR THE MYRIAD GENETICS, INC.

2010 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 3, 2010

GENERAL INFORMATION ABOUT THE ANNUAL MEETING

Why Did I Receive this Proxy Statement?

The Board of Directors of Myriad Genetics, Inc. is soliciting your proxy to vote at the 2010 Annual Meeting of Stockholders to be held at our offices, 320 Wakara Way, Salt Lake City, Utah, on Friday, December 3, 2010, at 9:00 a.m. MST and any adjournments of the meeting, which we refer to as the Annual Meeting. The proxy statement along with the accompanying Notice of Annual Meeting of Stockholders summarizes the purposes of the meeting and the information you need to know to vote at the Annual Meeting.

We have sent you the Important Notice Regarding the Availability of Proxy Materials, which we refer to as the Notice, and made this proxy statement and our Annual Report on Form 10-K for the fiscal year ended June 30, 2010 available to you on the Internet because you owned shares of Myriad Genetics, Inc. common stock on the record date. We have also delivered printed versions of these materials to certain shareholders by mail. The Company intends to commence distribution of the Important Notice Regarding the Availability of Proxy Materials to stockholders on or about October 12, 2010.

Why Did I Receive a Notice in the Mail Regarding the Internet Availability of Proxy Materials Instead of a Full Set of Proxy Materials?

As permitted by the rules of the U.S. Securities and Exchange Commission, or the SEC, we may furnish our proxy materials to our stockholders by providing access to such documents on the Internet, rather than mailing printed copies of these materials to each stockholder. Most stockholders will not receive printed copies of the proxy materials unless they request them. We believe that this process should expedite stockholders' receipt of proxy materials, lower the costs of the annual meeting and help to conserve natural resources. If you received a Notice by mail or electronically, you will not receive a printed or email copy of the proxy materials, unless you request one by following the instructions included in the Notice. Instead, the Notice will instruct you how you may access and review all of the proxy materials and submit your proxy on the Internet. If you requested a paper copy of the proxy materials, you may authorize the voting of your shares by following the instructions on the enclosed proxy card, in addition to the other methods of voting described in this proxy statement.

Who Can Vote?

Only stockholders who owned Myriad Genetics, Inc. common stock at the close of business on October 4, 2010 are entitled to vote at the Annual Meeting. On this record date, there were 92,354,831 shares of our common stock outstanding and entitled to vote. Common stock is our only class of voting stock.

You do not need to attend the Annual Meeting to vote your shares. Shares represented by valid proxies, received in time for the meeting and not revoked prior to the meeting, will be voted at the meeting. For instructions on how to change or revoke your proxy, see **May I Change or Revoke My Proxy** below.

How Many Votes Do I Have?

Each share of Myriad Genetics, Inc. common stock that you own entitles you to one vote.

How Do I Vote?

Whether you plan to attend the annual meeting or not, we urge you to vote by proxy. All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with your instructions on the proxy card or as instructed via Internet or telephone. You may specify whether your shares should be voted for or against all, some or none of the nominees for director and whether your shares should be voted for, against or abstain with respect to each of the other proposals. If you properly submit a proxy without giving specific voting instructions, your shares will be voted in accordance with the Board's recommendations as noted below. Voting by proxy will not affect your right to attend the Annual Meeting. If your shares are registered directly in your name through our stock transfer agent, American Stock Transfer and Trust Company, or you have stock certificates registered in your name, you may vote:

By Internet or by telephone. Follow the instructions included in the Notice or, if you received printed materials, in the proxy card, to vote by Internet or telephone.

By mail. If you received your proxy materials by mail, you can vote by mail by completing, signing, dating and returning the proxy card as instructed on the card. If you sign the proxy card but do not specify how you want your shares voted, they will be voted in accordance with the Board's recommendations as noted below.

In person at the meeting. If you attend the meeting, you may deliver a completed proxy card in person or you may vote by completing a ballot, which will be available at the meeting.

Telephone and Internet voting facilities for stockholders of record will be available 24-hours a day and will close at 11:59 p.m. Eastern Time on December 2, 2010.

If your shares are held in street name (held in the name of a bank, broker or other holder of record), you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Telephone and Internet voting also will be offered to stockholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you plan to vote your shares in person at the Annual Meeting, you should contact your broker or agent to obtain a legal proxy or broker's proxy card and bring it to the annual meeting in order to vote.

How Does the Board of Directors Recommend That I Vote on the Proposals?

The Board of Directors recommends that you vote as follows:

FOR the election of the two nominees for director;

FOR the adoption of our 2010 Employee, Director and Consultant Equity Incentive Plan; and

FOR ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending June 30, 2011.

If any other matter is presented, your proxy provides that your shares will be voted by the proxy holder listed in the proxy in accordance with his best judgment. At the time this proxy statement was first made available, we knew of no matters that needed to be acted on at the Annual Meeting, other than those discussed in this proxy statement.

May I Change or Revoke My Proxy?

If you give us your proxy, you may change or revoke it at any time before the meeting. You may change or revoke your proxy in any one of the following ways:

Edgar Filing: MYRIAD GENETICS INC - Form DEF 14A

by re-voting by Internet or by telephone as instructed above;

if you received printed proxy materials, by signing a new proxy card with a date later than your previously delivered proxy and submitting it as instructed above;

by notifying our Secretary in writing before the Annual Meeting that you have revoked your proxy; or

by attending the meeting in person and voting in person. Attending the meeting in person will not in and of itself revoke a previously submitted proxy unless you specifically request it.

Your most current vote, whether by telephone, Internet or proxy card, is the one that will be counted.

What if I receive More Than One Notice or Proxy Card?

You may receive more than one Notice or proxy card if you hold shares of our common stock in more than one account, which may be in registered form or held in street name. Please vote in the manner described under "How Do I Vote?" for each account to ensure that all of your shares are voted.

Important New Voting Information.

If your shares are held in street name, the SEC has approved a New York Stock Exchange, or NYSE, rule that changes the manner in which your vote in the election of directors will be handled beginning with the upcoming Annual Meeting. If your shares are held in street name, you should have received these proxy materials in paper or electronic form, including a voting instruction card so you can instruct the holder of record how to vote your shares. In the past, if you did not transmit your voting instructions before the Annual Meeting, your broker could vote on your behalf on the election of directors and other matters considered to be routine under NYSE rules. Effective as of January 1, 2010, your broker is no longer permitted to vote on your behalf on the election of directors unless you provide specific instructions by following the instructions from your broker about voting your shares by telephone or Internet or completing and returning the voting instruction form. For your vote to be counted in the election of directors, you now will need to communicate your voting decisions to your bank, broker or other holder of record before the date of the Annual Meeting.

Will My Shares be Voted if I Do Not Vote?

If your shares are registered in your name, they will not be voted if you do not vote as described above under "How Do I Vote?" If your shares are held in street name and you do not provide voting instructions to the bank, broker or other holder of record that holds your shares as described above, the bank, broker or other holder of record has the authority to vote your unvoted shares on Proposal 3 even if it does not receive instructions from you. We encourage you to provide voting instructions. This ensures your shares will be voted at the meeting in the manner you desire. If your broker cannot vote your shares on a particular matter because it has not received instructions from you and does not have discretionary voting authority on that matter or because your broker chooses not to vote on a matter for which it does have discretionary voting authority, this is referred to as a broker non-vote.

What Vote is Required to Approve Each Proposal and How are Votes Counted?

Proposal 1: Elect Directors

The nominees for director who receive the most votes (also known as a plurality of the votes) will be elected. Abstentions are not counted for purposes of electing directors. You may vote either FOR all of the nominees, WITHHOLD your vote from all of the nominees or WITHHOLD your vote from any one or more of the nominees. Votes that are withheld will not be included in the vote tally for the election of directors. Brokerage firms do not have authority to vote customers' unvoted shares held by the firms in street name on this proposal; therefore, any shares not voted by a customer will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote. We have adopted a policy on plurality votes for the election of directors which is described in Proposal 1 Election of Directors of this proxy statement.

Proposal 2: Approve the Adoption of the 2010 Employee, Director and Consultant Equity Incentive Plan

The affirmative vote of a majority of the shares voted affirmatively or negatively for this proposal is required to approve the adoption of the Myriad Genetics, Inc. 2010 Employee, Director and Consultant Equity Incentive Plan. Abstentions will have no effect on the results of this vote. Brokerage firms do not have authority to vote customers' unvoted shares held by the firms in street name on this proposal; therefore, any shares not voted by a customer will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote.

Proposal 3: Ratify Selection of Independent Public Accountants

The affirmative vote of a majority of the shares voted affirmatively or negatively for this proposal is required to ratify the selection of Ernst & Young LLP as our independent public accountants. Abstentions will have no effect on the results of this vote. Brokerage firms have authority to vote customers' unvoted shares held by the firms in street name on this proposal. If a broker does not exercise this authority, such broker non-votes will have no effect on the results of this vote. We are not required to obtain the approval of our stockholders to select our independent public accountants. However, if our stockholders do not ratify the selection of Ernst & Young LLP as our independent public accountants for the fiscal year ending June 30, 2011, our Audit Committee of our Board of Directors may reconsider its selection.

Is Voting Confidential?

We will keep all the proxies, ballots and voting tabulations private. We only let our Inspectors of Election examine these documents. Management, other than the Inspectors of Election, will not know how you voted on a specific proposal unless it is necessary to meet legal requirements. We will, however, forward to management any written comments you make, on the proxy card or elsewhere.

What Are the Costs of Soliciting these Proxies?

We will pay all of the costs of soliciting these proxies. Our directors and employees may solicit proxies in person or by telephone, fax or email. We will pay these employees and directors no additional compensation for these services. We will ask banks, brokers and other institutions, nominees and fiduciaries to forward these proxy materials to their principals and to obtain authority to deliver proxies. We will then reimburse them for their expenses.

What Constitutes a Quorum for the Meeting?

The presence, in person or by proxy, of the holders of a majority of the outstanding shares of our common stock is necessary to constitute a quorum at the meeting. Votes of stockholders of record who are present at the meeting in person or by proxy, abstentions, and broker non-votes are counted for purposes of determining whether a quorum exists.

Attending the Annual Meeting

The Annual Meeting will be held at 9:00 a.m. MST on Friday, December 3, 2010 at the offices of Myriad Genetics, Inc., 320 Wakara Way, Salt Lake City, Utah. When you arrive at our offices, our personnel will direct you to the appropriate meeting room. You need not attend the Annual Meeting to vote.

Householding of Annual Disclosure Documents

In December 2000, the SEC adopted a rule concerning the delivery of annual disclosure documents. The rule allows us or your broker to send a single Notice, or if applicable, a single set of our proxy materials to any

household at which two or more of our shareholders reside, if we or your broker believe that the shareholders are members of the same family. This practice, referred to as householding, benefits both you and us. It reduces the volume of duplicate information received at your household and helps to reduce expenses. The rule applies to our annual reports, proxy statements and information statements. Once you receive notice from your broker or from us that communications to your address will be householded, the practice will continue until you are otherwise notified or until you revoke your consent to the practice. Stockholders who participate in householding will continue to have access to and utilize separate proxy voting instructions.

If your household received a single Notice or, if applicable, set of proxy materials this year, but you would prefer to receive your own copy, please contact Broadridge, by calling their toll free number 1-800-542-1061. If you do not wish to participate in householding and would like to receive your own Notice or, if applicable, set of proxy materials in future years, follow the instructions described below. Conversely, if you share an address with another Myriad Genetics, Inc. shareholder and together both of you would like to receive only a single Notice or, if applicable, set of proxy materials, follow these instructions:

If your Myriad Genetics, Inc. shares are registered in your own name, please contact Broadridge and inform them of your request by calling them at 1-800-542-1061 or writing them at Broadridge Householding Department, 51 Mercedes Way, Edgewood, NY 11717.

If a broker or other nominee holds your Myriad Genetics, Inc. shares, please contact the broker or other nominee directly and inform them of your request. Be sure to include your name, the name of your brokerage firm and your account number.

Electronic Delivery of Company Stockholder Communications

Most stockholders can elect to receive notices of the availability of future proxy materials by email instead of receiving a paper copy in the mail. You can choose this option and save us the cost of producing and mailing these documents by following the instructions provided on your Notice or proxy card or following the instructions provided when you vote over the Internet at www.proxyvote.com.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of September 3, 2010 for (a) each stockholder that we know to be the beneficial owner of more than 5% of our common stock, (b) our current and former executive officers named in the Summary Compensation Table of this proxy statement (the Named Executive Officers), (c) each of our directors and director nominees and (d) all of our current directors and executive officers as a group. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities. We deem shares of common stock that may be acquired by an individual or group within 60 days of September 3, 2010 pursuant to the exercise of options or warrants to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table. Except as indicated in footnotes to this table, we believe that the stockholders named in this table have sole voting and investment power with respect to all shares of common stock shown to be beneficially owned by them based on information provided to us by these stockholders. Percentage of ownership is based on 92,325,592 shares of common stock outstanding on September 3, 2010.

Name and Address**	Shares Beneficially Owned (1)	
	Number	Percent
5% or More Stockholders		
Capital Research Global Investors (2) 333 South Hope Street Los Angeles, California 90071	10,690,609	11.6%
FMR LLC (3) 82 Devonshire Street Boston, MA 02109	7,326,077	7.9%
The Guardian Life Insurance Company of America (4) 388 Market Street San Francisco, CA 94111	6,419,512	7.0%
Janus Capital Management LLC (5) 151 Detroit Street Denver, CO 80206	5,276,159	5.7%
BlackRock, Inc. (6) 40 East 52nd Street New York, NY 10022	4,718,858	5.1%
Named Executive Officers		
Peter D. Meldrum (7)	1,495,961	1.6%
Mark C. Capone (8)	235,830	*
Gregory C. Critchfield, M.D. (9)	874,026	*
James S. Evans (10)	479,163	*
Jerry S. Lanchbury, Ph.D. (11)	389,000	*
Richard M. Marsh (12)	536,969	*
Directors and Director Nominees		
John T. Henderson, M.D. (13)	164,300	*
Walter Gilbert, Ph.D. (14)	150,000	*
Lawrence C. Best (15)	220,000	*
Heiner Dreismann, Ph.D.		*
Dennis H. Langer, M.D., J.D. (16)	70,000	*
S. Louise Phanstiel (17)	31,000	*
Linda S. Wilson, Ph.D. (18)	157,400	*
All current executive officers and directors as a group (15 persons) (19)	4,943,928	5.1%

* Represents beneficial ownership of less than 1% of our outstanding shares of common stock.

- ** Unless otherwise indicated, the address for each beneficial owner is c/o Myriad Genetics, Inc., 320 Wakara Way, Salt Lake City, Utah 84108.
- (1) Attached to each share of common stock is a Preferred Share Purchase Right to acquire one one-hundredth of a share of our Series A Junior Participating Preferred Stock, par value \$.01 per share, which Preferred Share Purchase Rights are not presently exercisable.
 - (2) This information is based on a Schedule 13G/A filed with the SEC on June 9, 2010, with respect to Myriad Genetics common stock. Capital Research Global Investors is a division of Capital Research and Management Company, or CRMC, and is deemed to be the beneficial owner of these shares as a result of CRMC acting as investment advisor to various investment companies. Capital Research Global Investors has sole voting and dispositive power with respect to all of these shares.
 - (3) This information is based on a Schedule 13G/A filed with the SEC on February 16, 2010 with respect to Myriad Genetics common stock. Fidelity Management & Research Company, or Fidelity, a wholly-owned subsidiary of FMR LLC and an investment adviser, is deemed to be the beneficial owner of 7,152,394 shares as a result of acting as investment adviser to various investment companies. Edward C. Johnson 3d and FMR LLC., through its control of Fidelity, each has sole power to dispose of but not the power to vote or direct the voting of these shares, as such voting power resides with the funds' Boards of Trustees. Strategic Advisers, Inc., an indirect wholly-owned subsidiary of FMR LLC and an investment adviser, is deemed to be the beneficial owner of 400 shares as a result of acting as investment adviser to various investment companies. Edward C. Johnson 3d and FMR LLC., through its control of Fidelity, each has sole power to dispose of and to vote or direct the voting of these shares. Pyramis Global Advisors, LLC, an indirect wholly-owned subsidiary of FMR LLC and an investment adviser, is deemed to be the beneficial owner of 11,500 shares as a result of acting as investment adviser to various investment companies. Edward C. Johnson 3d and FMR LLC., through its control of Fidelity, each has sole power to dispose of and to vote or direct the voting of these shares. Pyramis Global Advisors Trust Company, an indirect wholly-owned subsidiary of FMR LLC, is deemed to be the beneficial owner of 46,060 shares as a result of acting as investment manager of institutional accounts owning such shares. Edward C. Johnson 3d and FMR LLC., through its control of Fidelity, each has sole power to dispose of all of these shares and to vote or direct the voting of 46,060 of these shares. FIL Limited, or FIL, is the beneficial owner of 115,723 shares of our common stock. Partnerships controlled predominantly by members of the family of Edward C. Johnson 3d own approximately 47% of the voting power of FIL.
 - (4) This information is based on a Schedule 13G filed with the SEC on August 13, 2010 with respect to Myriad Genetics common stock. Shares are owned by various investors for which RS Investment Management Co. LLC ("RS"), a SEC-registered investment adviser, serves as investment adviser with power to exercise voting and investment power. Guardian Investor Services LLC ("GIS") is the parent company of RS and a direct subsidiary of The Guardian Life Insurance Company of America ("GLICOA"). For purposes of the reporting requirements of the Securities Exchange Act of 1934, each of RS, GIS, and GLICOA is deemed to be a beneficial owner of the shares; however, each of RS, GIS, and GLICOA expressly disclaims that it is, in fact, the beneficial owner of such shares.
 - (5) This information is based on a Schedule 13G filed with the SEC on February 16, 2010 with respect to Myriad Genetics common stock. Janus Capital Management LLC has direct majority ownership stakes in Perkins Investment Management LLC and INTECH Investment Management, and as a result of these ownership positions is deemed to be the beneficial owner of these shares. Janus Capital Management LLC has sole voting power and sole dispositive power with respect to all of these shares.
 - (6) This information is based on a Schedule 13G/A filed with the SEC by BlackRock, Inc. on May 10, 2010 with respect to Myriad Genetics common stock. BlackRock, Inc. beneficially owns these shares and has sole voting power and sole dispositive power with respect to all such shares.
 - (7) Includes 1,285,936 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
 - (8) Includes 185,562 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
 - (9) Includes 744,480 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.

- (10) Includes 436,122 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
- (11) Includes 354,096 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
- (12) Includes 503,396 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
- (13) Includes shares held directly by Dr. Henderson and his wife, as well as 160,000 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
- (14) Consists solely of shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
- (15) Includes 30,000 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
- (16) Consists solely of shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
- (17) Includes 30,000 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
- (18) Includes 154,900 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010.
- (19) See Notes 7-18 above. Also includes 136,460 shares of common stock subject to currently exercisable options and options exercisable within 60 days of September 3, 2010 held by other executive officers.

MANAGEMENT AND CORPORATE GOVERNANCE
The Board of Directors

Our Restated Certificate of Incorporation, as amended, and Restated By-Laws provide that our business is to be managed by or under the direction of our Board of Directors. Our Board of Directors is divided into three classes for purposes of election. One class is elected at each annual meeting of stockholders to serve for a three-year term. Our Board of Directors currently consists of eight members, classified into three classes as follows: John T. Henderson, M.D., and S. Louise Phanstiel constitute a class with a term ending at the 2012 Annual Meeting (the Class I directors); Peter D. Meldrum, Heiner Dreismann, Ph.D., and Linda S. Wilson, Ph.D. constitute a class with a term ending at the 2010 annual meeting (the Class II directors); and Walter Gilbert, Ph.D., Dennis H. Langer, M.D., J.D., and Lawrence C. Best constitute a class with a term ending at the 2011 annual meeting (the Class III directors).

On September 16, 2010, our Board of Directors accepted the recommendation of the Nominating and Governance Committee and voted to nominate Heiner Dreismann, Ph.D. and Peter D. Meldrum for election at the Annual Meeting for a term of three years to serve until the 2013 annual meeting of stockholders, and until their respective successors have been elected and qualified, or until their earlier death, resignation, retirement or removal. Dr. Linda S. Wilson served on the Board of Directors during the last fiscal year and will continue to serve until the 2010 Annual Meeting but is not standing for re-election. As a result, our Board of Directors has authorized a decrease in the number of directors to seven, effective immediately prior to the Annual Meeting.

Set forth below are the names of the persons nominated as directors and directors whose terms do not expire this year, their ages as of September 3, 2010, their offices in the company, if any, their principal occupations or employment for at least the past five years, the length of their tenure as directors and the names of other public companies in which such persons currently hold directorships or have held directorships in the past five years. Additionally, information about the specific experience, qualifications, attributes or skills that led to the Board's conclusion at the time of the filing of this proxy statement that each person listed below should serve as a director is set forth below for each individual director.

NAME	AGE	POSITION WITH MYRIAD
John T. Henderson, M.D. (2)(3)(4)	66	Chairman of the Board of Directors
Walter Gilbert, Ph.D. (2)	78	Vice Chairman of the Board of Directors
Peter D. Meldrum	63	President, Chief Executive Officer, Director
Lawrence C. Best (1)(4)	61	Director
Heiner Dreismann, Ph.D. (4)	57	Director
Dennis H. Langer, M.D., J.D. (2)(3)	58	Director
S. Louise Phanstiel (1)	52	Director

- (1) Member of the Audit Committee. Dr. Wilson, who is not standing for re-election, currently serves on the Audit Committee. Dr. Langer will be appointed to the Audit Committee immediately following the Annual Meeting.
- (2) Member of the Compensation Committee. Dr. Dreismann will be appointed to the Compensation Committee immediately following the Annual Meeting.
- (3) Member of the Nominating and Governance Committee.
- (4) Member of the Strategic Committee.

The following is a brief summary of the background and business experience of each of our directors.

John T. Henderson, M.D., Chairman of the Board of Directors, has been a Director of Myriad since May 2004 and Chairman of the Board of Directors since April 2005. Since December 2000, Dr. Henderson has served as a consultant to the pharmaceutical industry as president of Futurepharm LLC. Dr. Henderson currently serves on the Board of Directors of Myrexix, Inc. and Cytokinetics, Inc. Until his retirement in December 2000, Dr. Henderson was with Pfizer for over 25 years, most recently as a Vice President in the Pfizer Pharmaceuticals

Group. Dr. Henderson previously held Vice Presidential level positions with Pfizer in Research and Development in Europe and later in Japan. He was also Vice President, Medical for the Europe, U.S. and International Pharmaceuticals groups at Pfizer. Dr. Henderson earned his bachelor's and medical degree from the University of Edinburgh and is a Fellow of the Royal College of Physicians (Ed.).

The Board of Directors has determined that Dr. Henderson should serve on the Board for the following reasons: Dr. Henderson's medical background provides the Board with expertise in developing predictive, personalized, and prognostic testing services. Dr. Henderson provides the Board with business and management expertise from his senior positions at Pfizer for over 25 years, including expertise in research and development which is critical to our development of molecular diagnostic testing products. Dr. Henderson brings to the Board international experience as the Company implements strategies for international expansion.

Walter Gilbert, Ph.D., Vice Chairman of the Board of Directors, joined Myriad as a founding scientist and Director in March 1992. Dr. Gilbert won the Nobel Prize in Chemistry in 1980 for his contributions to the development of DNA sequencing technology. He was a founder of Biogen, Inc. (now Biogen Idec Inc.) and its Chairman of the Board and Chief Executive Officer from 1981 to 1985. He has held professorships at Harvard University in the Departments of Physics, Biophysics, Biology, Biochemistry and Molecular Biology, and Molecular and Cellular Biology. Dr. Gilbert is a Carl M. Loeb University Professor Emeritus at Harvard University. He served on the Board of Directors of Memory Pharmaceuticals Corp. and is a General Partner of BioVentures Investors, an investment fund.

The Board of Directors has determined that Dr. Gilbert should serve on the Board for the following reasons: Dr. Gilbert provides the Board with a unique and extensive scientific background and expertise important to us in developing and commercializing molecular diagnostic products, and understanding industry technological developments. Dr. Gilbert provides the Board with business, managerial and financial expertise from having founded, managed, and directed several companies in the health care industry.

Peter D. Meldrum, President and Chief Executive Officer, has been a Director of Myriad since its inception in May 1991 and has been our President and Chief Executive Officer since November 1991. Prior to joining us he was President and Chief Executive Officer of Founders Fund, Inc., a venture capital group specializing in the biotechnology industry. He received a Doctorate of Engineering (honorary) from the University of Utah in 2009, a Doctorate of Science (honorary) from Westminster College in 2004, an M.B.A. from the University of Utah in 1974, and a B.S. in Chemical Engineering from the University of Utah in 1970.

The Board of Directors has determined that Mr. Meldrum should serve on the Board for the following reasons: Mr. Meldrum provides the Board with business and management expertise of a molecular diagnostic company from his service as President and CEO of Myriad since our inception. Mr. Meldrum brings to the Board over 36 years of experience in the biotechnology, diagnostic, and related industries. Mr. Meldrum also provides us with important expertise in investor relations. In addition, Mr. Meldrum's scientific background and industry knowledge provide important insights for the Board.

Lawrence C. Best, a Director of Myriad since September 2009, is the Chairman and Founder of OXO Capital LLC, an investment firm focused on life sciences and therapeutic medical device companies, since 2007. Mr. Best joined Boston Scientific Corporation in 1992 and served for 15 years as the Executive Vice President-Finance & Administration and Chief Financial Officer. Prior to joining Boston Scientific, Mr. Best was a partner in the accounting firm of Ernst & Young, where he specialized in serving multinational companies in the high technology and life sciences fields. He served a two-year fellowship at the SEC from 1979 to 1981 and a one-year term as a White House-appointed Presidential Exchange Executive in Washington, D.C. He currently serves on the Board of Directors of Haemonetics Corp. and is a founding director of the President's Council at Massachusetts General Hospital. Mr. Best also served on the Board of Directors of Biogen Idec, Inc. within the past five years. Mr. Best received a B.B.A. degree from Kent State University.

The Board of Directors has determined that Mr. Best should serve on the Board for the following reasons: Mr. Best provides the Board with broad financial accounting and reporting expertise in the technology and life sciences fields. Mr. Best provides the Board with extensive financial, business, management and investment expertise from his 15 years of service as the Chief Financial Officer at Boston Scientific. Mr. Best provides the Board with substantial experience in the event that we contemplate potential mergers, acquisitions and licensing opportunities.

Heiner Dreismann, Ph.D., a Director of Myriad since June 2010, had a successful career at the Roche Group from 1985 to 2006 where he held several senior positions, including President and CEO of Roche Molecular Systems, Head of Global Business Development for Roche Diagnostics and Member of Roche's Global Diagnostic Executive Committee. Dr. Dreismann currently serves on the Board of Directors of Nanogen, Inc., Shrink Nanotechnologies, GeneNews, and MedBioGene. He earned a M.S. degree in biology and his Ph.D. in microbiology/molecular biology (summa cum laude) from Westfaelische Wilhelms University (The University of Münster) in Germany.

The Board of Directors has determined that Dr. Dreismann should serve on the Board for the following reasons: Dr. Dreismann provides the Board with important business and managerial expertise from his more than 20 years at Roche, including specific expertise in developing and commercially launching diagnostic products. Furthermore, Dr. Dreismann has extensive experience in international markets, specifically in Europe, which is important as we seek to expand internationally. Dr. Dreismann's scientific background and expertise also enable Dr. Dreismann to provide the Board with technical advice on product research and development. Dr. Dreismann has a diversified background of managing and serving as a director of several companies in the health care industry.

Dennis H. Langer, M.D., J.D., has been a Director of Myriad since May 2004. From August 2005 to May 2010, Dr. Langer has served as Managing Partner of Phoenix IP Ventures, LLC. From January 2004 to July 2005, Dr. Langer served as President, North America for Dr. Reddy's Laboratories, Inc. From September 1994 until January 2004, Dr. Langer held several high-level positions at GlaxoSmithKline, and its predecessor, SmithKline Beecham, including most recently as a Senior Vice President of Research and Development. He has a broad base of experience in innovative R&D companies such as Eli Lilly, Abbott and GD Searle. He is also a Clinical Professor at the Department of Psychiatry, Georgetown University School of Medicine. Dr. Langer received a J.D. (cum laude) from Harvard Law School, an M.D. from Georgetown University School of Medicine, and a B.A. in Biology from Columbia University. Dr. Langer currently serves on the Board of Directors of Myrexix, Inc., and has held a directorship during the past five years at Auxilium Pharmaceuticals, Inc.

The Board of Directors has determined that Dr. Langer should serve on the Board for the following reasons: Dr. Langer's medical background provides the Board with expertise on developing predictive, personalized, and prognostic testing products. Dr. Langer provides the Board with business and management expertise from senior positions at several major pharmaceutical companies, including expertise in research and development which is critical to our development of molecular diagnostic testing services. Dr. Langer brings to the Board international experience as we implement strategies for international expansion. Dr. Langer has a diversified background of managing and serving as a director of several companies in the health care industry.

S. Louise Phanstiel, a Director of Myriad since September 2009, held several important positions at WellPoint, Inc. from 1996 to 2007, including President, Specialty Products (2003 to 2007), Senior Vice President, Chief of Staff and Corporate Planning in the Office of the Chairman (2000 to 2003), and Senior Vice President, Chief Accounting Officer, Controller, and Chief Financial Officer for all WellPoint, Inc. subsidiaries, including Blue Cross of California (1996 to 2000). Previously, Ms. Phanstiel was a partner at the international services firm of Coopers and Lybrand where she served clients in life and property/casualty insurance, high technology, and higher education. Ms. Phanstiel formerly served on the Board of Directors of Inveresk Research Group, Inc. and Charles River Laboratories, Inc. Ms. Phanstiel received a B.A. degree in Accounting from Golden Gate University and is a Certified Public Accountant.

The Board of Directors has determined that Ms. Phanstiel should serve on the Board for the following reasons: Ms. Phanstiel provides the Board with important expertise on the medical insurance industry from her extensive experience from several senior positions at WellPoint and Blue Cross of California. This expertise is critical as we rely on third-party reimbursement for our molecular diagnostic services. Ms. Phanstiel also provides the Board with financial accounting and reporting expertise from her work at Coopers and Lybrand and as a Certified Public Accountant. Ms. Phanstiel also provides the Board with financial and investment expertise, as well as management expertise, from managing and serving as a director of publicly-traded companies.

Director Independence

Our Board of Directors has reviewed the materiality of any relationship that each of our directors has with Myriad, either directly or indirectly. Based on this review, our Board has determined that the following members of the Board are independent directors as defined by The NASDAQ Stock Market LLC: Mr. Best, Dr. Dreismann, Dr. Gilbert, Dr. Henderson, Dr. Langer, Ms. Phanstiel, and Dr. Wilson.

Leadership Structure of the Board

The Board does not have a policy regarding the separation of the roles of Chairman of the Board and Chief Executive Officer as the Board believes it is in our best interests to make that determination based on the position and direction of the Company and the membership of the Board. However, at this time, and since our inception, the Board has determined that having an independent director serve as Chairman of the Board is in the best interests of our stockholders. Thus, the role of Chairman of the Board and Chief Executive Officer is separated. This structure ensures a greater role for the independent directors in the oversight of the Company and active participation of the independent directors in setting agendas and establishing Board policies, priorities and procedures. This structure also allows the Chief Executive Officer to focus on the management of our day-to-day operations.

Board's Role in the Oversight of Risk Management

The Board has an active role, directly and through its committees, in the oversight of our risk management efforts. The Board carries out this oversight role through several levels of review. The Board regularly reviews and discusses with members of management information regarding the management of risks inherent in the operations of our businesses and the implementation of our strategic plan, including our risk mitigation efforts.

Each of the Board's committees also oversees the management of our risks that are under each committee's areas of responsibility. For example, the Audit Committee oversees management of accounting, auditing, external reporting, internal controls, and cash investment risks. The Nominating and Governance Committee oversees our compliance policies, Code of Conduct, conflicts of interests, director independence and corporate governance policies. The Compensation Committee oversees risks arising from compensation practices and policies. While each committee has specific responsibilities for oversight of risk, the Board is regularly informed by each committee about such risks. In this manner the Board is able to coordinate its risk oversight.

Board's Consideration of Diversity

The Board and Nominating and Governance Committee do not have a formal policy with respect to the consideration of diversity in identifying nominees for a director position. However, the Board and Nominating and Governance Committee strive to nominate individuals with a variety of diverse backgrounds, skills, qualifications, attributes and experience such that the Board, as a group, will possess the appropriate expertise, talent and skills to fulfill its responsibilities to manage the Company in the long-term interests of the stockholders.

Committees of the Board of Directors and Meetings

Meeting Attendance. During the fiscal year ended June 30, 2010, or Fiscal 2010, there were seven meetings of the Board of Directors, and the various committees of the Board met a total of 17 times. No director attended fewer than 75% of the total number of meetings of the Board and of committees of the Board on which he or she served during Fiscal 2010. The Board has adopted a policy under which each member of the Board is encouraged but not required to attend each annual meeting of our stockholders. At the time of our 2009 annual meeting of stockholders, we had eight board members, six of which attended the 2009 annual meeting.

Audit Committee. Our Audit Committee met four times during Fiscal 2010. This committee currently has three members, Ms. Phanstiel (Chair), Mr. Best, and Dr. Wilson. Dr. Wilson served on the Audit Committee during Fiscal 2010 and will continue to serve until the 2010 Annual Meeting, but is not standing for re-election to the Board. Effective immediately after the 2010 Annual Meeting, Dr. Langer will join the Audit Committee in Dr. Wilson's place. Our Audit Committee's role and responsibilities are set forth in the Audit Committee's written charter and include the authority to retain and terminate the services of our independent registered public accounting firm. In addition, the Audit Committee reviews annual financial statements, considers matters relating to accounting policy and internal controls, reviews the scope of annual audits, and monitors our processes for complying with laws, regulations, and our Code of Conduct. Our Board of Directors has determined that all members of the Audit Committee satisfy the current independence standards promulgated by the SEC and by The NASDAQ Stock Market LLC, as such standards apply specifically to members of audit committees. The Board has determined that Ms. Phanstiel is an audit committee financial expert, as the SEC has defined that term in Item 407 of Regulation S-K under the Securities Act of 1933, as amended, or the Securities Act. A copy of the Audit Committee's written charter is publicly available on the Investor Relations Corporate Governance section of our website at www.myriad.com.

Please also see the report of the Audit Committee set forth elsewhere in this proxy statement.

Compensation Committee. Our Compensation Committee met four times during Fiscal 2010. This committee currently has three members, Dr. Langer (Chairman), Dr. Gilbert, and Dr. Henderson. Effective immediately after the 2010 Annual Meeting, Dr. Dreismann will serve as the Chairman of the Compensation Committee, subject to his election at the Annual Meeting, replacing Dr. Langer who will no longer serve on the Compensation Committee. Our Compensation Committee's role and responsibilities are set forth in the Compensation Committee's written charter and include reviewing, approving and making recommendations regarding our compensation policies, practices and procedures to ensure that legal and fiduciary responsibilities of the Board of Directors are carried out and that such policies, practices and procedures contribute to our success. The Compensation Committee also is responsible for evaluating and determining the compensation of our President and Chief Executive Officer, and conducts its decision making process with respect to that issue without the President and Chief Executive Officer present. Our Board of Directors has determined that all members of the Compensation Committee qualify as independent under the definition promulgated by The NASDAQ Stock Market LLC.

The Compensation Committee is charged with establishing a compensation policy for our executives and directors that is designed to attract and retain the best possible executive talent, to motivate them to achieve corporate objectives, and reward them for superior performance. Our Compensation Committee is also responsible for establishing and administering our executive compensation policies and equity compensation plans. The Compensation Committee meets at least three times per year and more often as necessary to review and make decisions with regard to executive compensation matters. As part of its review of executive compensation matters, the Compensation Committee may delegate any of the powers given to it to a subcommittee of the Committee. A copy of the Compensation Committee's written charter is publicly available on the Investor Relations Corporate Governance section of our website at www.myriad.com.

Further discussion of the process and procedures for considering and determining executive compensation, including the role that our executive officers play in determining compensation for other executive officers, is

included below in the section entitled "Executive Compensation - Compensation Discussion and Analysis." In addition, in Fiscal 2010 we retained Radford, an Aon Consulting Company, or Radford, for the purpose of providing competitive market data on the compensation of executive officers at comparable companies within our industry and to provide the Compensation Committee an analysis of, and recommendations for, cash and equity compensation for the President and CEO and executive officers of the Company. We also subscribed to competitive market survey data from Radford on the compensation of executive officers at comparable companies in our industry.

Please also see the report of the Compensation Committee set forth elsewhere in this proxy statement.

Nominating and Governance Committee. Our Nominating and Governance Committee met nine times during Fiscal 2010. This committee currently has three members, Dr. Wilson (Chair), Dr. Henderson, and Dr. Langer. Effective immediately following the Annual Meeting, Dr. Langer will serve as the Chair of the Nominating and Governance Committee, replacing Dr. Wilson, and Dr. Henderson and Ms. Phanstiel will serve as the other two members of the Committee. This committee's role and responsibilities are set forth in the Nominating and Governance Committee's written charter and include evaluating and making recommendations to the full Board as to the size and composition of the Board and its committees, identifying and evaluating potential candidates and recommending to the Board the director nominees for election, developing and recommending to the Board corporate governance guidelines applicable to us, and reviewing and approving potential or actual conflicts of interest between our executive officers or members of the Board. The committee also oversees the annual Board performance evaluations, which may be submitted anonymously at the discretion of the Director concerned, as well as our policy on plurality voting for director elections, which is described in "Proposal 1 Election of Directors" of this proxy statement. The Board of Directors has determined that all members of the Nominating and Governance Committee qualify as independent under the definition promulgated by The NASDAQ Stock Market LLC.

If a stockholder wishes to nominate a candidate for director to be included in our proxy statement under the "proxy access" rules recently adopted by the SEC, it must comply with Rule 14a-11 promulgated under the Securities Exchange Act of 1934, as amended, including providing notice within the period described in "Stockholder Proposals and Nominations For Director" at the end of this proxy statement. If a stockholder wishes to nominate a candidate for director who is not to be included in our proxy statement, it must follow the procedures described in our Restated By-Laws and in "Stockholder Proposals and Nominations For Director" at the end of this proxy statement.

In addition, under our current corporate governance policies, the Nominating and Governance Committee may consider candidates recommended by stockholders as well as from other sources such as other directors or officers, third-party search firms or other appropriate sources. For all potential candidates, the Nominating and Governance Committee may consider all factors it deems relevant, such as a candidate's personal integrity and sound judgment, business and professional skills and experience, independence, knowledge of the industry in which we operate, possible conflicts of interest, the extent to which the candidate would fill a present need on the Board, and concern for the long-term interests of the stockholders. In general, persons recommended by stockholders will be considered on the same basis as candidates from other sources. If a stockholder wishes to propose a candidate for consideration as a nominee by the Nominating and Governance Committee under our corporate governance policies, for each annual meeting, the Nominating and Governance Committee will consider only one recommended nominee from any stockholder or group of affiliated stockholders, and such recommending stockholder or group must have held at least 5% of our common stock for at least one year. All stockholder recommendations for proposed director nominees must be in writing to the Nominating and Governance Committee, care of Myriad's Secretary at 320 Wakara Way, Salt Lake City, Utah 84108, and must be received no later than 120 days prior to the first anniversary of the date of the proxy statement for the previous year's annual meeting. The recommendation must be accompanied by the following information concerning the recommending stockholder:

the name, address and telephone number of the recommending stockholder;

the number of shares of our common stock owned by the recommending stockholder and the time period for which such shares have been held;

if the recommending stockholder is not a stockholder of record, a statement from the record holder verifying the holdings of the recommending stockholder and a statement from the recommending stockholder of the length of time such shares have been held (alternatively the recommending stockholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the SEC, together with a statement of the length of time that the shares have been held); and

a statement from the recommending stockholder as to a good faith intention to continue to hold such shares through the date of the next annual meeting.

The recommendation must also be accompanied by the following information concerning the proposed nominee:

the information required by Items 401, 403 and 404 of Regulation S-K under the Securities Act;

a description of all relationships between the proposed nominee and the recommending stockholder, including any agreements or understandings regarding the nomination;

a description of all relationships between the proposed nominee and any of our competitors, customers, suppliers, labor unions or other persons with special interests regarding the Company; and

the contact information of the proposed nominee.

The recommending stockholder must also furnish a statement supporting a view that the proposed nominee possesses the minimum qualifications as set forth below for director nominees and describing the contributions that the proposed nominee would be expected to make to the Board and to the governance of Myriad and must state whether, in its view, the proposed nominee, if elected, would represent all stockholders and not serve for the purpose of advancing or favoring any particular stockholder or other constituency of Myriad. The recommendation must also be accompanied by the written consent of the proposed nominee (i) to be considered by the Nominating and Governance Committee and interviewed if the committee chooses to do so in its discretion, and (ii) if nominated and elected, to serve as a director.

For all potential candidates, the Nominating and Governance Committee may consider all factors it deems relevant, including the following threshold criteria:

candidates should possess the highest personal and professional standards of integrity and ethical values;

candidates must be committed to promoting and enhancing the long-term value of Myriad for its stockholders;

candidates must be able to represent fairly and equally all stockholders without favoring or advancing any particular stockholder or other constituency of Myriad;

candidates must have demonstrated achievement in one or more fields of business, professional, governmental, community, scientific or educational endeavor, and possess mature and objective business judgment and expertise;

Edgar Filing: MYRIAD GENETICS INC - Form DEF 14A

candidates are expected to have sound judgment, derived from management or policy making experience that demonstrates an ability to function effectively in an oversight role;

candidates must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to Myriad, including, governance concerns, regulatory obligations, strategic business planning, competition and basic concepts of accounting and finance; and

candidates must have, and be prepared to devote, adequate time to the Board of Directors and its committees.

In addition, the Nominating and Governance Committee will also take into account the extent to which the candidate would fill a present need on the Board, including the extent to which a candidate meets the independence and experience standards promulgated by the SEC and by The NASDAQ Stock Market LLC.

A copy of the Nominating and Governance Committee's written charter is publicly available on the Investor Relations Corporate Governance section of our website at www.myriad.com.

The descriptions of our corporate governance policies contained in this proxy statement are qualified in their entirety and subject to the terms of such policies as modified by the Board of Directors from time to time. The following corporate governance documents are publicly available on the Investor Relations Corporate Governance section of our website at www.myriad.com:

Corporate Governance Principles;

Corporate Code of Conduct and Ethics;

Nominating and Governance Committee Charter;

Audit Committee Charter;

Compensation Committee Charter;

Strategic Committee Charter;

Policy on Annual Shareholder Meeting Attendance by Directors;

Policy on Security Holder Communications with Directors;

Policy on Security Holder Recommendation of Candidates for Election as Directors;

Procedures for Security Holders Submitting Nominating Recommendations;

Policy Regarding Qualifications of Directors;

Policy For Handling Complaints Regarding Accounting and Auditing Matters and Code of Conduct Matters;

Policy on Plurality Vote for Director Elections;

Policy on Limiting Service on Public Company Boards;

Edgar Filing: MYRIAD GENETICS INC - Form DEF 14A

Policy on New Director Orientation;

Policy on Continuing Education for the Board; and

Policy on Related Person Transactions.

Strategic Committee. On September 16, 2010, we created the Strategic Committee of the Board of Directors. This committee currently has three members, Dr. Henderson (Chair), Mr. Best and Dr. Dreismann. This committee's role and responsibilities are set forth in the Strategic Committee's written charter and include advising and consulting with senior management on a broad range of strategic initiatives and making recommendations to the Board regarding such opportunities. A copy of the Strategic Committee's written charter is publicly available on the Investor Relations Corporate Governance section of our website at www.myriad.com.

Compensation Committee Interlocks and Insider Participation. Our Compensation Committee currently has three members, Dr. Langer (Chairman), Dr. Gilbert, and Dr. Henderson. No member of our Compensation Committee has at any time been an employee of ours. None of our executive officers is a member of the Compensation Committee, nor do any of our executive officers serve as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our Board of Directors or Compensation Committee.

Stockholder Communications to the Board

Generally, stockholders who have questions or concerns should contact our Investor Relations department at (801) 584-3600. However, any stockholders who wish to address questions regarding our business directly with the Board of Directors, or any individual director, should direct his or her questions in writing to the Chairman of the Board or a designated member of the Board at 320 Wakara Way, Salt Lake City, Utah 84108. Communications will be distributed to the Board, to the Nominating and Governance Committee, or to any individual director or directors as appropriate, depending on the facts and circumstances outlined in the communications. Items that are unrelated to the duties and responsibilities of the Board may be excluded, such as:

junk mail and mass mailings;

resumes and other forms of job inquiries;

surveys; and

solicitations or advertisements.

In addition, any material that is unduly hostile, threatening, or illegal in nature may be excluded, provided that any communication that is filtered out will be made available to any outside director upon request.

Executive Officers

The following table sets forth the name, age (as of September 3, 2010) and position of each of our current executive officers:

Name	Age	Position
Peter D. Meldrum	63	President and Chief Executive Officer
Mark C. Capone	48	President, Myriad Genetic Laboratories, Inc.
James S. Evans	47	Chief Financial Officer and Treasurer
Robert G. Harrison	44	Chief Information Officer
Gary A. King	54	Executive Vice President, International Operations
Jerry S. Lanchbury, Ph.D.	51	Chief Scientific Officer
Richard M. Marsh, Esq.	52	Executive Vice President, General Counsel and Secretary

Peter D. Meldrum. Please see biography above under Management The Board of Directors.

Mark C. Capone, President of Myriad Genetic Laboratories, Inc. a wholly owned subsidiary of Myriad joined us in October 2002. Mr. Capone initially served as our Vice President of Sales until he was named Chief Operating Officer in February 2006, a position he held until his promotion to President of Myriad Genetic Laboratories, Inc. in March 2010. Prior to joining Myriad, Mr. Capone served 17 years with Eli Lilly and Company, where he held positions as Product Development Manager, Manufacturing Plant Manager, and Area Sales Director. Mr. Capone received his B.S. degree in Chemical Engineering from Penn State University, graduating with highest distinction, his M.S. degree in Chemical Engineering from Massachusetts Institute of Technology, and his M.S. in Management from Massachusetts Institute of Technology.

James S. Evans, Chief Financial Officer and Treasurer, joined us in 1995. Mr. Evans served as Myriad's Corporate Controller from 1995 until July 2005, when he was named Vice President, Finance, a position he held until November 2007 when he was named Chief Financial Officer. Mr. Evans began his career in the Audit/Attestation division of the international accounting firm of KPMG LLP where he held several positions. He worked as the Controller for Genmark, Inc. and Shaperite Concepts, Ltd. prior to joining Myriad. Mr. Evans received a B.S. and Master of Accounting degrees from Brigham Young University in 1987 and is a Certified Public Accountant licensed in the State of Utah.

Robert G. Harrison, Chief Information Officer, joined Myriad in 1996. Mr. Harrison served as Myriad's Network Administrator from 1996 to 2000. He was then named Director of Information Systems and Technology from 2000 until January 2005. He was then named Vice President of Information Systems and Technology, a position he held until January 2008 when he was named Chief Information Officer. Mr. Harrison began his career in IT working for several private companies and consulting firms where he held several positions in technical support, sales and management capacities. Mr. Harrison received a B.S. degree in Business Administration with a minor in Computer Science from the University of Utah in 1994.

Gary A. King, Executive Vice President, International Operations, joined us in July 2010. Mr. King has been employed in the life sciences industry for more than 25 years. From June 2008 to June 2010, he was the Chief Executive Officer of AverDx Incorporated, an international biotechnology company that develops novel biomarker diagnostics for critical diseases. From June 2002 to February 2008, he served as Vice President, International Operations at Biosite Incorporated, a developer of diagnostic products and antibody development technologies where he spent six years building and leading all of the Company's commercial activities outside the United States. Mr. King received his B.A. degree in Zoology from Pomona College and a M.B.A. degree from Stanford University.

Jerry S. Lanchbury, Ph.D., Chief Scientific Officer, joined us in September 2002 as Executive Vice President of Research, a position he held until he was named Chief Scientific Officer in February 2010. Dr. Lanchbury came to us from GKT School of Medicine, King's College where he had served as Reader in Molecular Immunogenetics and Head of Molecular Immunogenetics Unit since 1997. Dr. Lanchbury earned his Ph.D. from the University of Newcastle upon Tyne and 1st Class Honours, B.Sc. Biology of Man & his Environment degree from the University of Aston.

Richard M. Marsh, Esq., Executive Vice President, General Counsel and Secretary, joined us in November 2002. Mr. Marsh previously served as Director of Intellectual Property (2001-2002), Acting General Counsel and Secretary (2000-2001), and Director of Commercial Legal Affairs (1998-2000) for Iomega Corporation. Mr. Marsh served as a partner with the law firm of Parsons, Behle & Latimer in Salt Lake City from 1989 to 1998. Mr. Marsh received a LL.M. degree in Taxation from Georgetown University Law Center, a J.D. degree, *magna cum laude*, from Thomas M. Cooley Law School, and a B.S. degree in Accounting from Brigham Young University, and was formerly a Certified Public Accountant.

We have entered into Employment Agreements with all of our executive officers, as described elsewhere in the proxy statement.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The primary objectives of our Compensation Committee in establishing and maintaining our executive compensation programs are to:

attract and retain the best possible executive talent;

motivate our executive officers to enhance our growth and profitability;

increase long-term shareholder value; and

reward the executive officers for their contribution to our growth, profitability and increased shareholder value through the recognition of individual leadership, initiatives, achievements and other contributions.

The specific directives of the Compensation Committee are to provide appropriate short- and long-term compensation and incentives, in the form of cash and equity, that motivate and reward the accomplishment of individual and corporate objectives and which align executive officer compensation with creation of shareholder value. To achieve these objectives, the Compensation Committee has adopted and implements a compensation plan that bases our executive officers' compensation on a variety of factors, including our operational performance, progress in our research and product development programs, introduction to market of new molecular diagnostic products, growth in revenue and profits, and increase in shareholder value.

Formulating and Setting Executive Compensation

The Compensation Committee is responsible for formulating, evaluating and approving the compensation, including the award of equity compensation, for our executive officers, including our President and CEO. The Compensation Committee also assists the full Board in establishing appropriate incentive compensation and equity-based plans generally for all employees and is responsible for administering these plans.

To assist in carrying out its responsibilities for this past fiscal year, the Compensation Committee utilized publicly available compensation data and subscription compensation survey data for national and regional companies in the biotechnology and life science industry. The Compensation Committee utilized the 2009 Radford Global Life Sciences Survey (the "Radford Survey") data to compare executive compensation reported for the 50th, 75th and 90th percentile ranges to our executive compensation being determined by the Compensation Committee. The Radford Survey is an independent survey report, published by Radford, an Aon Consulting Company ("Radford"), which compiles compensation data for companies in the life science industry comparable to us in size (above 500 employees) from the following industries: Alternative Energy/Technologies, Bio/Pharma-Commercial, Bio/Pharma-Pre-Commercial, Clinical Research Orgs/CMOs, Diagnostics, Institutions & Foundations, Medical Devices/Scientific Instruments, and Other Life Sciences. The Company pays a subscription fee to Radford for access to and use of the Radford Survey. The Compensation Committee uses this survey information to evaluate the competitive nature of the compensation provided to our executive officers, including annual salary, bonus and equity grants.

The Compensation Committee also retained Radford this past year for the purpose of providing competitive market data on the compensation of executive officers at comparable companies within our industry and to provide the Compensation Committee an analysis of, and recommendations for, cash and equity compensation for the President and CEO and other executive officers of the Company. As part of its engagement, Radford provided an initial review of our executive officers' annual salary, bonus and equity awards granted last fiscal year (the "Initial Radford Report"). Because the Company grants stock option awards on a semi-annual basis, an updated equity compensation review was prepared by Radford for the Compensation Committee in connection with the Company's September 2009 stock option grants (the "September Radford Report"). Radford provided a third updated equity compensation review for the Compensation Committee in connection with the Company's March 2010 stock option grants (the "March Radford Report").

We believe that the compensation information obtained from Radford provides us appropriate compensation data and benchmarks as it is derived from companies which are in our industry, share similar corporate structures, and are in similar development and operational stages. As part of its engagement, Radford also suggested certain modifications and alternatives for compensation, but the Compensation Committee decided that there were not any qualitative changes that would materially enhance the achievement of our compensation goals. Radford has not been retained or utilized by the Compensation Committee or the Company for any other purpose or in any other capacity.

As a basis for the source market data for the Initial Radford Report, Radford utilized compensation data from two peer groups. The first is a group of 15 peer companies consisting of the following:

ABRAXIS BIOSCIENCE	ALEXION PHARMACEUTICALS	AMYLIN PHARMACEUTICALS
BIOMARIN PHARMACEUTICAL	CELGENE	CEPHALON
CUBIST PHARMACEUTICALS	GEN-PROBE	ISIS PHARMACEUTICALS
MEDICIS PHARMACEUTICAL	OSI PHARMACEUTICALS	REGENERON PHARMACEUTICALS
SEPRACOR	THE MEDICINES COMPANY	VERTEX PHARMACEUTICALS

This first peer group was selected on the basis of several factors to achieve a peer group representative of our industry. These factors included number of employees, market value, revenues, net income, and product pipeline. To the extent available, Radford derived cash and equity compensation information for this first peer group from publicly available regulatory filings, including proxy statements. Radford also derived cash and equity compensation information for this first peer group from survey data collected by Radford, except for Abraxis BioScience for which no survey data was collected.

The second peer group consisted of the following 47 companies from Radford's Global Life Sciences Executive Compensation Survey:

AFFYMETRIX	ILLUMINA	QIAGEN SCIENCES
ALKERMES	IMPAX LABORATORIES	R&D SYSTEMS
AMYLIN PHARMACEUTICALS	INVITROGEN	REGENERON PHARMACEUTICALS
BARR PHARMACEUTICALS	JOHNSON & JOHNSON PHARM R&D	SANOVI PASTEUR
BOGEN IDEC	KING PHARMACEUTICALS	SCIELE PHARMA
BIOMARIN PHARMACEUTICAL	KV PHARMACEUTICAL	SEPRACOR
BIO-RAD LABORATORIES	LEXICON PHARMACEUTICALS	SHIRE PHARMACEUTICALS
CELGENE	MANNKIND	SYMYX TECHNOLOGIES
CEPHALON	MARTEK BIOSCIENCES	TEVA NEUROSCIENCE
ELAN	MEDAREX	TEVA PHARMACEUTICALS USA
EXELIXIS	MILLENNIUM	VALEANT PHARMACEUTICALS INTL
FOREST LABORATORIES	MILLIPORE	VERTEX PHARMACEUTICALS
GEN-PROBE	NOVARTIS INST/FUNCTIONAL GENOMICS	WARNER CHILCOTT
GILEAD SCIENCES	NOVARTIS VACCINES & DIAGNOSTICS	WATSON PHARMACEUTICALS
GLAXOSMITHKLINE	NOVEN PHARMACEUTICALS	ZYMOGENETICS
HUMAN GENOME SCIENCES	PAR PHARMACEUTICALS	

This second peer group was selected as being representative of companies in Radford's Global Life Sciences Executive Compensation Survey of a similar size to us based on number of employees and similar business structures. Radford derived cash and equity compensation information for this second peer group from survey data collected by Radford.

In the Initial Radford Report, Radford determined a composite average of cash and equity compensation at the 50th, 75th and 90th percentiles for each of our executive officer categories by averaging the compensation data

from the two peer groups (the Composite Peer Group). The composite average compensation was determined by weighting the compensation data from the first peer group by 50% and the second peer group by 50%. When no proxy data was available for a specific executive officer position in the first peer group, then the Radford survey data was used. Additionally, because the cash compensation data for the peer groups was determined utilizing the then available calendar year 2008 data, Radford adjusted the cash compensation in its report to account for timing differences between the 2008 calendar year end source data and our June 30th fiscal year end. Because our yearly salary adjustments and bonus are effective July 1st, Radford applied a factor of 2.0% to update the cash compensation data from December 31, 2008 to July 1, 2009, the first day of our 2010 fiscal year, to make the data comparable.

Utilizing the data provided us in the Initial Radford Report, we analyzed, amongst other criteria, the average salary and incentive bonus compensation and average equity compensation (using the Black Scholes value of options), for each of our executive officers at the 50th, 75th and 90th percentile range from our Composite Peer Group. We also analyzed our gross equity burn rate, issued equity overhang and total equity overhang at the 50th-75th percentile range as compared to the 15 companies reported in our first peer group of companies.

Utilizing the data provided us in the September Radford Report, we analyzed, amongst other criteria, the average equity compensation (using the Black Scholes value for options) at the 50th, 75th and 90th percentiles for each of our executive officers from the first peer group of companies. The number of Company options to deliver the comparable equity compensation at the 50th, 75th and 90th percentiles in connection with our semi-annual options granted on September 15, 2009, was determined by using the Black Scholes value of options based on the Company's 30-day average stock price of \$26.27 as of August 25, 2009.

Utilizing the data provided us in the March Radford Report, we analyzed, amongst other criteria, the average equity compensation (using the Black Scholes value for options) at the 50th, 75th and 90th percentiles for each of our executive officers from the first peer group of companies. The number of Company options to deliver the comparable equity compensation at the 50th, 75th and 90th percentiles in connection with our semi-annual options granted on March 3, 2010, was determined by using the Black Scholes value of options based on the Company's 30-day average stock price of \$25.50 as of January 15, 2010.

The Compensation Committee has approved a pay-for-performance philosophy for the compensation of our executive officers which is intended, in general, to provide base salary, bonus and total compensation within the 50th to 75th percentile of comparable companies in our industry; however, we may award compensation above the 75th percentile when deemed appropriate to further promote and achieve the primary objectives of our compensation programs. The comparable group of companies on which we rely to corroborate our determinations are those which participated in the Radford Survey and those companies represented by the peer groups utilized in the Radford Reports. Within the scope of this pay-for-performance philosophy, we have determined the various components of each executive's initial compensation package based on various factors, including: the executive's particular background, training and relevant work experience; the executive's role and responsibilities and the compensation paid to similar persons in comparable companies represented in the compensation data that we utilized; the demand for individuals with the executive's specific talents and expertise and our ability to attract and retain comparable talents; the performance goals and other expectations of the executive for the position; and the comparison to other executives within our Company having similar skills and experience levels and responsibilities.

Establishment and Use of Management Business Objectives

The Compensation Committee has implemented an annual management performance program for the purpose of establishing annual performance objectives for our executive officers to align their performance with the overall goals and objectives for the Company. This process commences in the fourth quarter of each fiscal year as each executive officer meets with our President and CEO to establish annual Management Business

Objectives, or MBOs, for the ensuing fiscal year. After review and discussion, our President and CEO finalizes the executive officer's MBOs for the ensuing fiscal year. Similarly, our President and CEO meets with the Compensation Committee at the end of each fiscal year to establish his MBOs for the ensuing fiscal year which, after review and discussion, are finalized by the Compensation Committee. During the fiscal year, additional MBOs may be established and assigned to an executive officer, including our President and CEO. All executive officer MBOs are reported to the independent members of the Board of Directors. At the end of the ensuing fiscal year, each executive officer's performance for the fiscal year is reviewed, including an assessment by management and the Compensation Committee of the achievement of each executive officer's respective MBOs. At this time, our President and CEO recommends to the Compensation Committee an annual cash incentive bonus amount and salary adjustment for the executive officers, other than himself. The Compensation Committee, after further review and discussion with our President and CEO, then determines the annual cash incentive bonus for the concluding fiscal year and base salary amount for the ensuing fiscal year for the executive officers, other than our President and CEO. In the case of our President and CEO, the Compensation Committee reviews and discusses with the President and CEO the accomplishment of his MBOs for the fiscal year. The Compensation Committee then makes its review and determinations without any recommendations from our President and CEO, who is not present in any portions of the meetings of the Compensation Committee where his compensation is reviewed, discussed and approved. The annual cash incentive bonus amount and salary adjustments for the executive officers are reported to the independent members of the Board of Directors.

The individual MBOs for our named executive officers for fiscal year 2010 were as follows:

Peter D. Meldrum, President and CEO manage the Company to achieve designated financial targets for total revenues for the fiscal year and net income for the fiscal year; achieve specified targets for the launch of two new molecular diagnostic products; and within the context of an overall organization development plan, develop a succession plan for all executive officer positions, identify professional and business development needs of each executive officer covered by this plan and present on an annual basis to the Board this plan and the status of implementation of the individual development plans.

Mark C. Capone, President, Myriad Genetic Laboratories, Inc. manage Myriad Genetic Laboratories, Inc. (MGL) to achieve designated financial targets for total revenues for the fiscal year and net income for the fiscal year; improve production efficiencies and achieve a designated target for gross profit margins for molecular diagnostic operations; increase sales efficiencies so that the sales force generates a designated financial target of revenue per representative; and build an internal medicine/urology specialty sales force in preparation for the launch of a prostate cancer progression product.

Gregory C. Critchfield, M.D., Former President, Myriad Genetic Laboratories, Inc. manage MGL to achieve designated financial targets for total revenues for the fiscal year and net income for the fiscal year; acquire intellectual property rights to develop a targeted genetic predisposition product; license and launch one new molecular diagnostic product in the fiscal year; complete two clinical trials in support of molecular diagnostic products and submit for publication; and implement specified internal reorganizations to achieve targeted operational efficiencies.

James S. Evans, Chief Financial Officer and Treasurer manage the Company to achieve designated financial targets for total revenues for the fiscal year and net income for the fiscal year; manage communications with research analysts on financial reporting expectations; achieve designated financial target for cost reductions; work with shareholders and industry review organizations to support proposed annual increase in authorized shares for our equity plans; and implement a management development and training program for supervisory staff with 50% of the staff having completed such program within the fiscal year.

Jerry S. Lanchbury, Ph.D., Chief Scientific Officer manage the Company to achieve designated financial targets for total revenues for the fiscal year and net income for the fiscal year; develop and launch a prostate cancer progression product; and develop at least one new cancer diagnostic product and publish related findings.

Richard M. Marsh, Executive Vice President, General Counsel and Secretary manage the Company to achieve designated financial targets for total revenues for the fiscal year and net income for the fiscal year; formulate and manage intellectual property strategy for the Company's continued commercialization of its product candidates; and manage litigation risk, exposure and costs of challenges to the Company's intellectual property.

Role of Management in Our Compensation Program

Our management, including our President and CEO, supports the Compensation Committee, attends portions of its meetings upon request, and performs various administrative functions at its request. Our President and CEO provides input to the Compensation Committee on the effectiveness of our compensation program and makes specific recommendations as to the base salary amounts, annual cash incentive bonus amounts and stock option grants for the executive officers, other than for himself. Except for our President and CEO, no executive officer is present when the Compensation Committee discusses and determines the salary and bonus amounts and equity compensation to be awarded to the executive officers. Our President and CEO is excused from all meetings, and is not present, where matters pertaining to his compensation are discussed and approved by the Compensation Committee.

At the end of each fiscal year, our President and CEO evaluates the annual performance of each of our executive officers, including an assessment of the accomplishment of each executive officer's MBOs, and submits his recommendations to the Compensation Committee which then determines an annual cash incentive bonus amount for the concluding fiscal year and the base salary amount for the ensuing fiscal year for each of the executive officers. In September and February of each fiscal year, our President and CEO also makes recommendations to the Compensation Committee for stock option awards based on the performance of the executive officers to date, including progress on accomplishing MBOs. The amounts of annual salaries, annual bonuses and equity grants for the executive officers are determined within the discretion of the Compensation Committee.

In the case of our President and CEO, his individual performance is reviewed and evaluated by the Compensation Committee at the end of each fiscal year with respect to his annual cash incentive bonus amount for the concluding fiscal year and base salary for the ensuing fiscal year, and in September and February of each year with respect to stock option awards. With respect to the compensation of our President and CEO, the Compensation Committee is responsible for (i) reviewing and approving corporate goals and objectives relevant to him, (ii) evaluating his performance in light of these goals and objectives, and (iii) determining and approving his compensation, including the award of equity compensation, based on this evaluation.

Elements of our Compensation Program and Annual Performance Evaluations

The compensation program for our executive officers consists principally of base salary, an annual cash incentive bonus, long-term compensation in the form of stock options, and certain severance and termination benefits. We believe that these elements of our compensation strike an appropriate balance to incentivize and reward our executive officers for ongoing, short-term and long-term performance. An annual base salary provides the foundation of our compensation program and ensures that the executive officer is being paid ongoing compensation which allows us to attract and retain high-quality talent. The annual cash incentive bonus forms an important part of our compensation strategy by providing an incentive to reward short-term performance as measured by Company performance and accomplishment of individual MBOs. Stock option awards also form an important part of our compensation strategy. These equity grants reward our executive officers for the long-term performance of Myriad, and help to ensure that our executive officers have a stake in our long-term success by providing an incentive to improve our overall growth and value as measured by our stock price. This aligns the executive officer's interests with stockholders' long-term interests. Finally, we have entered into retention agreements with each of our executive officers to provide certain severance and termination benefits following a change in control to ensure our executive officers are motivated to stay with us during periods of uncertainty.

The Compensation Committee, in collaboration with management, attempts to develop an overall compensation program that incentivizes the executive officers to achieve their objectives without encouraging them to take excessive risks to the business. We believe this is accomplished through the balance of the various elements of our compensation program, including the establishment of annual MBOs for each of the executive officers to appropriately guide their performance objectives, and pre-set limits on short-term incentive compensation in the form of annual cash bonuses.

Base Salary

Base salaries for executive officers are based on various factors, including the scope of their role and responsibilities and their particular background, training and relevant work experience, taking into account the compensation paid to similar positions in comparable companies represented in the compensation data that we utilized, and also considering the demand for individuals with the executives' specific talents and expertise and our ability to attract and retain comparable talents. We believe that the base salaries for our executive officers should generally be in the 50th to 75th percentile range of salaries for executives in similar positions and with similar responsibilities in comparable companies in our industry as represented in the compensation data we utilized; however, when deemed appropriate, we may set base salaries above the 75th percentile to further promote and achieve the primary objectives of our compensation programs. An executive's base salary is also evaluated together with other components of the executive's compensation to ensure that the executive's total compensation is in line with our overall compensation philosophy.

Each year we evaluate base salaries as part of our management performance program, and establish each executive's base salary for the ensuing year. In establishing base salaries, we assess the executive officer's performance in each of the areas in which individual MBOs were established, the financial performance of Myriad in the areas of responsibility of the executive officer, the overall financial performance of Myriad and other significant accomplishments and contributions of the executive officer. We also review and determine if there are any significant differences in the compensation of an executive officer compared to the compensation paid to executives in similar positions with comparable companies in our industry as represented in the compensation data we utilize. We adjust annual base salaries if we deem such an adjustment is warranted based on the performance and contribution of the executive officer, differences in comparable market salaries, changes in the scope of responsibilities of the executive officer, or internal pay inequities.

Based on the foregoing, including our evaluation of the corporate developments and events that occurred during fiscal year 2010 and an assessment of each executive officer's performance of individual MBOs for fiscal year 2010, we increased the base salaries for our named executive officers for fiscal year 2011, with the exception of Dr. Critchfield, who resigned during fiscal year 2010, as set forth below. The fiscal 2011 base salary of each of our named executive officers falls between the 50th and 75th percentiles of comparable base salary compensation as reported in the Radford Survey.

Name and Position	Fiscal 2010 Base Salary (\$)	Fiscal 2011 Base Salary (\$)	% Increase
Peter D. Meldrum	832,000	870,000	4.6%
President and Chief Executive Officer			
Mark C. Capone (1)	375,000	455,000	21.3%
President, Myriad Genetic Laboratories, Inc.			
Gregory C. Critchfield, M.D.	565,000	N/A	
Former President, Myriad Genetic Laboratories, Inc.			
James S. Evans	400,000	420,000	5.0%
Chief Financial Officer and Treasurer			
Jerry S. Lanchbury, Ph.D. (2)	335,000	395,000	17.9%
Chief Scientific Officer			
Richard M. Marsh	385,000	404,000	4.9%
Executive Vice President, General Counsel and Secretary			

- (1) Mr. Capone's salary increase includes an additional increase to \$435,000 received upon his promotion from Chief Operating Officer to President, Myriad Genetic Laboratories, Inc. on March 1, 2010. Fiscal 2010 Base Salary reflects Mr. Capone's pre-promotion salary effective on July 1, 2009.
- (2) Dr. Lanchbury's salary increase includes an additional increase to \$375,000 received upon his promotion from Executive Vice President, Research to Chief Scientific Officer on February 2, 2010. Fiscal 2010 Base Salary reflects Dr. Lanchbury's pre-promotion salary effective on July 1, 2009.

Annual Cash Incentive Bonus

An important part of our compensation program for our executive officers is an annual performance-based cash incentive bonus. This practice is designed to enable us to attract and retain executive level talent, as well as to provide variable compensation to incentivize and reward executives for ongoing performance which provides a contemporaneous benefit to our overall operations and successes. The cash incentive bonus amount is determined annually as part of our management performance program. As a part of this review, we assess the executive officer's performance in each of the areas in which individual MBOs were established, our financial performance in the areas of responsibility of the executive officer, our overall financial performance and other significant accomplishments and contributions of the executive officer. We also review and determine if there are any significant differences in the annual bonus of an executive officer compared to bonuses paid to executives in similar positions with comparable companies in our industry as represented in the compensation data we utilized. We change the cash incentive bonuses paid to our executive officers if we deem such an adjustment is warranted based on the performance and contribution of the executive officer, differences in comparable market data, significant accomplishments for the year, changes in the scope of responsibilities of the executive officer, or internal pay inequities. Any adjustments to the annual cash incentive bonus paid are determined at the discretion of the Compensation Committee.

For purposes of determining the cash incentive bonuses for our executive officers for fiscal 2010, the Compensation Committee utilized a formulaic approach, based on a target incentive bonus as a percentage of base salary, Company performance and the achievement of individual MBOs. Utilizing the compensation data from our peer group from the Initial Radford Report, the Compensation Committee established a target incentive bonus as a percentage of base salary for each executive officer. The cash incentive bonus amount for each executive officer was then determined based on the following formula: annual base salary of the executive officer times (a) the executive officer's applicable target incentive bonus target percentage, as adjusted by the Compensation Committee based on Company performance by a factor of up to 130%, and times (b) the executive officer's Performance Goals score (up to 100% based on degree of accomplishment of MBOs as determined by the Compensation Committee).

Based on the Compensation Committee's evaluation of Company performance, including the corporate developments and events that occurred during fiscal year 2010, revenue growth, sustained profitability and changes in shareholder value, the Compensation Committee made no increases or adjustments to the target incentive bonus percentages established for our executive officers for purposes of determining incentive bonuses for fiscal year 2010, including the target incentive bonus percentage for the President and CEO. With respect to the scoring of each individual executive officer's performance MBOs, as all executive officers had the same revenue growth and net income growth goals, all executive officers' performance scores for financial targets were reduced by approximately 30% based on the level of accomplishment of these financial goals for the 2010 fiscal year as further described in more detail below. Accordingly, based on the foregoing formula, and including our assessment of each executive officer's performance of individual MBOs for fiscal year 2010, as discussed below, we determined the following cash incentive bonuses for our named executive officers for fiscal year 2010:

Name and Position	Target Incentive Bonus (% of base salary)	Formula Adjusted Target Incentive Bonus (% of base salary)	Performance Goals Score (as a %)	Fiscal 2010 Bonus Payments (\$)
Peter D. Meldrum President and Chief Executive Officer	100	none	78	649,000
Mark C. Capone President, Myriad Genetic Laboratories, Inc.	52(1)	none	78	178,000
James S. Evans Chief Financial Officer and Treasurer	55	none	78	172,000
Jerry S. Lanchbury, Ph.D. Chief Scientific Officer	45	none	89	150,000
Richard M. Marsh Executive Vice President, General Counsel and Secretary	50(2)	none	80	154,000

- (1) Mr. Capone's target incentive bonus percentage was proportionally increased to reflect his promotion from Chief Operating Officer to President, Myriad Genetic Laboratories, Inc. on March 1, 2010.
- (2) Mr. Marsh's target incentive bonus percentage was increased from 45% for fiscal year 2009 to 50% for fiscal 2010 to approximate a median target incentive bonus percentage between the 50th to 75th percentiles of the target incentive bonus percentages from the Radford Survey.

For fiscal 2011, the Compensation Committee has decided to utilize the same formulaic approach for determining the annual cash incentive bonus for executive officers. Accordingly, the Compensation Committee established the following target incentive bonus percentages for our executive officers, which will be used in determining annual cash incentive bonus amounts for fiscal year 2011 performance.

Executive Officer	Target Incentive Bonus (% of Base Salary)
President and CEO	100%
Subsidiary President	65%
Chief Financial Officer	55%
Chief Scientific Officer	50%

Edgar Filing: MYRIAD GENETICS INC - Form DEF 14A

Executive Vice President, General Counsel and Secretary	50%
Chief Information Officer	45%
Executive Vice President, International Affairs	45%

The actual cash incentive bonus amount for each executive officer for fiscal year 2011 will be based on the following formula: annual base salary of the executive officer times (a) the executive officer's applicable target incentive bonus percentage, as adjusted by the Compensation Committee based on Company performance by a factor of up to 130%, and times (b) the executive officer's Performance Goals score (up to 100% based on degree of accomplishment of MBOs as determined by the Compensation Committee).

Named Executive Officer Performance for Fiscal 2010

The salary adjustments for fiscal year 2011 and cash incentive bonuses for fiscal year 2010 were awarded to our named executive officers after determining the level to which each individual officer satisfied his annual MBOs for fiscal year 2010 and in light of his relative contribution to the overall success and accomplishments of the Company, as described below with respect to each named executive officer. We also determined these amounts to maintain, in general, parity within the 50th to 75th percentile of salary and incentive bonus reflected in the compensation data we utilized from the Radford Survey.

President and CEO. The Company reported total revenues of \$362.6 million and net income of \$152.3 million for the 2010 fiscal year. Based on these financial results, the Compensation Committee determined that Mr. Meldrum had accomplished his financial MBOs, in part, and gave him a Performance Goal score of 68% for his financial objectives, which represented 60% of his total MBOs. The Compensation Committee also determined that Mr. Meldrum had substantially accomplished his remaining MBOs in light of the Company's launch of the Prolaris product, announcement of the expected launch of a pancreatic predictive cancer product later in calendar year 2010 and development of an executive management succession plan. The Compensation Committee determined a Performance Goal score of 92% for Mr. Meldrum's remaining MBOs, which represented 40% of his total MBOs. Based on Mr. Meldrum's performance and positive contribution to the Company, Mr. Meldrum's combined Performance Goal score for all MBOs was 78%.

Based on the Radford Survey, Mr. Meldrum's fiscal 2010 salary was between the 50th and 75th percentile of the reported survey compensation data for his position. Based on his Performance Goal score of 78%, Mr. Meldrum's base salary for fiscal 2011 was increased by approximately 4.6% to \$870,000, which is between the 50th and 75th percentile of the reported survey compensation data. However, his fiscal 2010 cash incentive bonus of \$649,000 was approximately 35% less than his bonus for fiscal year 2009 and was below the 50th percentile of the reported survey compensation data. The decrease in Mr. Meldrum's fiscal 2010 cash incentive bonus was reflective of the partial accomplishment of his MBOs and that no adjustment in the target incentive bonus percentage was made by the Compensation Committee because the Company did not reach its financial performance objectives. Mr. Meldrum's total fiscal 2010 cash compensation (fiscal 2010 salary and fiscal 2010 cash incentive bonus) was between the 50th and 75th percentile of the reported survey compensation data.

Other Named Executive Officers. Except as noted below, the Compensation Committee determined that the named executive officers, had also accomplished the financial MBOs, in part, and had substantially accomplished their respective remaining MBOs based, in part, on:

our achievement of total annual revenues of \$362.6 million for the fiscal year;

our achievement of net income of \$152.3 million for the fiscal year;

accomplishment of targeted cost saving measures;

improved gross profit and operating margins for our molecular diagnostic products;

continued efficiencies of our sales force as measured by revenue generation by representative;

development of an internal medicine/urology specialty sales force;

implementation of management training and development program for supervisory staff;

progress in our research and development programs, including the introduction of our Prolaris product, and the announcement of a new molecular diagnostic test for pancreatic cancer; and

improvements to our manufacturing and laboratory operations measured by productivity metrics.

Based on the Radford Survey, Mr. Capone's fiscal 2010 salary was below the 50th percentile of the reported survey compensation data for his position (as a Chief Operating Officer). Based on Mr. Capone's performance and positive contribution to the Company, as well as his promotion to President of Myriad Genetic Laboratories, Inc., Mr. Capone received a Performance Goal score of 78%, and his base salary for fiscal 2011 was increased by approximately 21% to \$455,000, which is between the 50th and 75th percentile of the reported survey compensation data. However, his fiscal 2010 cash incentive bonus of \$178,000 was approximately 15% less than his bonus for fiscal year 2009 and was also below the 50th percentile of the reported survey compensation data. The decrease in Mr. Capone's fiscal 2010 cash incentive bonus was reflective of the partial accomplishment of his MBOs and that no adjustment in the target incentive bonus percentage was made by the Compensation Committee because the Company did not reach its financial performance objectives. Mr. Capone's total fiscal 2010 cash compensation (fiscal 2010 salary and fiscal 2010 cash incentive bonus) was below the 50th percentile of the reported survey compensation data.

Effective March 1, 2010, Dr. Critchfield, former President of Myriad Genetic Laboratories, Inc., retired from the Company. In connection with his retirement, Dr. Critchfield entered into a resignation agreement with the Company on February 1, 2010. Pursuant to the resignation agreement, the Company paid Dr. Critchfield \$565,000, less all applicable taxes and withholding amounts, for the accomplishment of his fiscal year 2010 MBOs, accrued employee benefits due, consideration for consulting services, and for his contributions to the success of the Company during his 11 years of service. The resignation agreement also provided for the release of all claims by Dr. Critchfield against the Company, subject to specified exceptions, and the release of all claims by the Company against Dr. Critchfield.

Based on the Radford Survey, Mr. Evans' fiscal 2010 salary was between the 50th and 75th percentile of the reported survey compensation data for his position. Based on Mr. Evans' performance and positive contribution to the Company, Mr. Evans received a Performance Goal score of 78%, and his base salary for fiscal 2011 was increased by 5% to \$420,000, which is between the 50th and 75th percentile of the reported survey compensation data. However, his fiscal 2010 cash incentive bonus of \$172,000 was approximately 35% less than his bonus for fiscal 2009 and was below the 50th percentile of the reported survey compensation data. The decrease in Mr. Evans' fiscal 2010 cash incentive bonus was reflective of the partial accomplishment of his MBOs and that no adjustment in the target incentive bonus percentage was made by the Compensation Committee because the Company did not reach its financial performance objectives. Mr. Evans' total fiscal 2010 cash compensation (fiscal 2010 salary and fiscal 2010 cash incentive bonus) was below the 50th percentile of the reported survey compensation data.

Based on the Radford Survey, Dr. Lanchbury's fiscal 2010 salary was below the 50th percentile of the reported survey compensation data for his position. Based on Dr. Lanchbury's performance and positive contribution to the Company, including his promotion to Chief Scientific Officer, Dr. Lanchbury received a Performance Goal score of 89%, and his base salary for fiscal 2011 was increased by approximately 17.9% to \$395,000, which is between the 50th and 75th percentile of the reported survey compensation data. However, his fiscal 2010 cash incentive bonus of \$150,000 was approximately 9% less than his fiscal 2009 bonus and was below the 50th percentile of the reported survey compensation data. The decrease in Dr. Lanchbury's fiscal 2010 cash incentive bonus was reflective of the partial accomplishment of his MBOs and that no adjustment in the target incentive bonus percentage was made by the Compensation Committee because the Company did not reach its financial performance objectives. Dr. Lanchbury's total fiscal 2010 cash compensation (fiscal 2010 salary and fiscal 2010 cash incentive bonus) was below the 50th percentile of the reported survey compensation data.

Based on the Radford Survey, Mr. Marsh's fiscal 2010 salary was between the 50th and 75th percentile of the reported survey compensation data for his position. Based on Mr. Marsh's performance and positive contribution to the Company, Mr. Marsh received a Performance Goal score of 80%, and his base salary for fiscal 2011 was increased by approximately 4.9% to \$404,000, which is between the 50th and 75th percentile of the reported survey compensation data. However, his fiscal 2010 cash incentive bonus of \$154,000 was approximately 27% less than his bonus for fiscal 2009 and was between the 50th and 75th percentile of the reported survey compensation data. The decrease in Mr. Marsh's fiscal 2010 cash incentive bonus was reflective of the partial accomplishment of his MBOs and that no adjustment in the target incentive bonus percentage was made by the Compensation Committee because the Company did not reach its financial performance objectives. Mr. Marsh's total fiscal 2010 cash compensation (fiscal 2010 salary and fiscal 2010 cash incentive bonus) was between the 50th and 75th percentile of the reported survey compensation data.

Long-Term Incentives

To incentivize and reward long-term performance by our executives, we provide awards of stock options. These equity-based awards help ensure that our executive officers have a stake in our long-term success by providing an incentive to improve the overall growth and value of Myriad. We believe this fosters an executive culture that aligns our executive officers' interests with the long-term interests of our shareholders. Our 2003 Employee, Director and Consultant Stock Option Plan, as amended, or the 2003 Option Plan, only allows for the grant of stock options to our employees, directors and consultants. We typically make an initial stock option award to new executive officers upon initial hire. We also grant semi-annual stock option awards. We have not adopted stock ownership guidelines. The Compensation Committee determines the terms of all stock option grants for the named executive officers, including our President and CEO.

At the 2010 Annual Meeting, the Company is seeking approval of the 2010 Employee, Director and Consultant Equity Incentive Plan (the 2010 Plan) which in addition to an increase in the number of shares available for issuance as equity awards, will allow for the grant of stock options, restricted stock and other stock-based awards to our employees, directors and consultants. If the 2010 Plan is approved, at the discretion of the Compensation Committee, long-term incentive awards granted in the future may be in the form of other types of equity compensation in addition to stock options.

Initial Stock Option Awards. Executives who join us are awarded initial stock option grants. These grants have an exercise price equal to the closing price of our common stock on the date of grant, which is generally within the first week of the officer's employment, and a four-year vesting schedule with 1/4th of the shares vesting on each anniversary of the date of grant. The amount of the initial stock option award is determined based on the executive's position with us and analysis of the competitive practices of the companies similar in size to us represented in the compensation data that we review with the goal of creating a total compensation package for new employees that is competitive with other similar companies and that will enable us to attract high quality management personnel.

Semi-Annual Stock Option Awards. Our practice is to make semi-annual stock option awards as part of our overall performance management program. The Compensation Committee believes that stock options provide management with a strong link to long-term corporate performance and the creation of stockholder value. Stock option awards are made twice a year in connection with the Board of Director meetings generally in February and September. The Board customarily determines the dates of its meetings for the ensuing year at a meeting of the Board in the preceding year. Thus, the dates on which stock options are granted are set well in advance. The Board does not time the grant of stock options with respect to the release of material non-public information, whether or not that information may favorably or unfavorably impact the price of our common stock. Stock option awards for the executive officers, including our President and CEO, are approved by the Compensation Committee. Stock option awards are granted at an exercise price equal to the closing price of our common stock on the date of grant, and generally vest in equal annual installments over a four-year period.

We intend that the annual aggregate value of these awards will generally be set in the 75th to 90th percentile range of aggregate value of awards for executives in similar positions and with similar responsibilities in comparable companies in our industry as represented in the compensation data we utilize; however, we may award compensation above the 90th percentile when deemed appropriate to further promote and achieve the primary objectives of our compensation programs. The Compensation Committee believes that equity awards provide appropriate incentives to align individual executive officer performance with the overall enhancement of long-term shareholder value. Accordingly, we set compensation levels for equity awards at a higher threshold than cash compensation in the form of salary and short-term incentive bonus. However, the Compensation Committee still seeks to have total compensation (salary, annual bonus and equity grants) to be within the 50th to 75th percentile range. When deemed appropriate, we may award total compensation above the 75th percentile to further promote and achieve the primary objectives of our compensation programs.

In determining the number of stock options awarded, we take into consideration the total number of our outstanding shares of common stock, the relative dilution to shareholders, as well as our gross equity burn rate, issued equity overhang and total equity overhang. Individual stock option awards are based on individual accomplishments of each executive as measured by performance and achievement of individual MBOs. The Compensation Committee grants stock option awards primarily to reward performance but also to retain officers and provide incentives for future performance. The size of option grants generally increases as the rank of the executive officer increases. In determining the amount of stock options to be awarded, the Compensation Committee considers various factors, including, our financial and operating performance for the applicable period; the executive officer's contribution to our performance; the anticipated contribution of the executive officer to our future performance; a review of compensation for comparable positions in our peer group from our benchmarking studies; and the total compensation of the executive officer and the anticipated retentive effect of the grant of additional options.

Based on the Radford Survey, the long term incentive value of the semi-annual stock option grant awards made to the named executive officers on September 15, 2009 and March 3, 2010 were between the 50th and 75th percentile of long term compensation reported for each of the respective officer categories; except for Mr. Evans and Mr. Marsh, whose long term incentive value of the semi-annual stock option grant awards for the 2010 fiscal year were between the 75th and 90th percentile. The long term incentive value of the semi-annual stock option grant awards made to the named executive officers for the 2010 fiscal year are reported in the table for 2010 Fiscal Year Grants of Plan Based Awards and was determined in accordance with ASC Topic 718, utilizing the Black Scholes value for options. The number of stock options awarded for the 2010 fiscal year to each of our named executive officers was slightly lower than the number of stock options awarded for the 2009 fiscal year, except for Mr. Evans, who received the same number of option grants for the 2009 and 2010 fiscal years. We felt this appropriate given the Company's performance relative to its peers, the individual accomplishments of our named executive officers, including our President and CEO, relative to their individual MBOs and to place a higher weighting of compensation on long term compensation. Based on the Initial Radford Report, our three-year average gross burn rate falls between the 50th and 75th percentile.

Other Compensation

We maintain broad-based benefits and perquisites that are provided to all employees, including health and dental insurance, life and disability insurance, a 401(k) plan and a discretionary December holiday bonus. Additionally, we may provide other perquisites to new executive officers such as a signing bonus, relocation package or other related compensation as we determine on a case-by-case basis.

Termination-Based Compensation

We recognize that, as is the case with many publicly held corporations, the possibility of a change in control of the company exists and that such possibility, and the uncertainty and questions which it may raise among key personnel, may result in the departure or distraction of key personnel to the detriment of us and our stockholders.

Therefore, we have entered into a form of retention agreement with each of our executive officers to reinforce and encourage the continued employment and dedication of our executive officers without distraction from the possibility of a change in control of the company and related events and circumstances. We believe that the terms of our retention agreement are consistent with those maintained by others in our industry and therefore are important for attracting and retaining key employees who are critical to our long-term success. The potential benefits provided under the retention agreement are in addition to the current compensation arrangements we have with our executive officers. For the payments each of our named executive officers is entitled to receive upon a change-in-control, see [Executive Compensation Potential Payments Upon Termination or Change-in-Control](#) later in this proxy statement.

Relationship of Elements of Compensation

As noted above, our compensation structure is primarily comprised of base salary, an annual cash incentive bonus and long-term compensation in the form of stock options. In setting executive compensation, the Compensation Committee considers the aggregate compensation payable to an executive officer and the form of the compensation. The Compensation Committee seeks to achieve an appropriate balance between immediate cash rewards and long-term financial incentives.

We currently utilize stock options as a substantial component of compensation, as the Compensation Committee views the award of stock options as a primary long-term retention benefit by tying the earning of these awards to long-term vesting schedules, generally four years. If an employee leaves the Company before the completion of the vesting period, then that employee would not receive any benefit from the non-vested portion of his award. We believe that this feature makes it more attractive to remain as our employee and these arrangements do not require substantial cash payments by us. If the 2010 Plan is approved, we anticipate that we may also issue restricted stock awards as a component of long-term incentive compensation. Because we anticipate that any such restricted stock awards will generally vest over a four-year period similar to our stock options, we believe they will have similar retention benefits as provided by stock options.

The Compensation Committee reviews from time to time the mix of the compensation elements for executive officers against comparable companies in our industry as represented in the compensation data we utilize. The size and mix of each element in a compensation package is based on the impact of the position on the Company, market practice and overall corporate and individual performance relative to stated corporate goals. The level of incentive compensation typically increases in relation to an executive officer's responsibilities and ability to meet individual and corporate goals. The Compensation Committee believes that making a significant portion of an executive officer's compensation contingent on corporate performance more closely aligns the executive officer's interests with those of our stockholders.

The Compensation Committee may decide, as appropriate, to modify the mix of base salary, annual and long-term incentives to best fit an executive officer's specific circumstances or if required by competitive market conditions for attracting and retaining skilled personnel. For example, the Compensation Committee may decide to award additional stock options to an executive officer if the total number of stock option grants received during an individual's employment with us does not adequately reflect the executive's current position. We believe that this discretion and flexibility allows the Compensation Committee to better achieve our compensation objectives.

Conclusion

Our compensation policies are designed and are continually being developed to retain and motivate our executive officers and to ultimately reward them for outstanding individual and corporate performance.

Summary Compensation Table

The following table shows the total compensation paid or accrued during the fiscal years indicated therein to (1) our President and Chief Executive Officer, (2) our Chief Financial Officer, (3) our three next most highly compensated executive officers who earned more than \$100,000 during the fiscal year ended June 30, 2010 and were serving as executive officers as of June 30, 2010 and (4) Gregory C. Critchfield, M.D., the President of Myriad Genetic Laboratories, Inc. until his retirement on March 1, 2010.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Option Awards (\$ (1))	All Other Compensation (\$ (2))	Total (\$)
Peter D. Meldrum President and Chief Executive Officer	2010	832,550	649,710	3,805,820	10,475	5,298,555
	2009	800,552	1,000,812	6,677,228	9,275	8,487,867
	2008	727,552	725,812	3,307,674	9,275	4,770,313
Mark C. Capone (3) President, Myriad Genetic Laboratories, Inc.	2010	396,553	178,710	1,363,707	8,825	1,947,795
	2009	361,512	210,812	2,669,262	8,522	3,250,108
Gregory C. Critchfield, M.D. Former President, Myriad Genetic Laboratories, Inc.	2010	380,121	710	1,073,313	570,475	2,024,619
	2009	551,465	415,812	3,934,078	9,275	4,910,630
	2008	500,552	400,812	2,343,100	9,275	3,253,739
James S. Evans Chief Financial Officer and Treasurer	2010	400,550	172,710	1,614,656	8,825	2,196,741
	2009	375,552	265,812	2,566,576	9,063	3,217,003
	2008	278,213	165,812	1,004,761	9,604	1,458,390
Jerry S. Lanchbury, Ph.D. (3) Chief Scientific Officer	2010	352,217	150,710	1,052,371	12,463	1,567,761
Richard M. Marsh, Esq. (3) Executive Vice President, General Counsel and Secretary	2010	385,550	154,710	1,456,035	10,349	2,006,644
	2009	360,552	210,812	2,390,002	8,489	2,969,855

- (1) Amounts shown reflect the aggregate grant date fair value of option awards granted in each year presented calculated in accordance with FASB ASC Topic 718. Information regarding the assumptions used in the valuation of option awards can be found in the footnote to our financial statements entitled "Share-Based Compensation" in our Annual Report on Form 10-K for the fiscal year ended June 30, 2010, filed with the SEC. Our executive officers will not realize the value of these awards in cash unless and until these awards are exercised and the underlying shares are subsequently sold. See also our discussion of stock-based compensation under "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies" in our Annual Report on Form 10-K.
- (2) With the exception of the amount shown for Dr. Critchfield, all amounts shown for fiscal year 2010 consist of (i) \$6.28 per month of premiums paid by us with respect to term life insurance for the benefit of each named executive officer for their respective periods served and (ii) the balance of the amount shown for matching contributions made under our 401(k) plan on behalf of each named executive officer. The amount shown for Dr. Critchfield, who retired effective March 1, 2010, also includes payment of \$565,000 under a resignation agreement entered into with Dr. Critchfield.
- (3) Compensation data disclosed for only those years for which the individual was a named executive officer.

2010 Fiscal Year Grants of Plan-Based Awards

The following table shows information regarding semi-annual incentive grants of equity awards that we made during the fiscal year ended June 30, 2010 to each of the executive officers named in the Summary Compensation Table.

Name	Grant Date	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh) (1)	Grant Date Fair Value of Stock and Option Awards (\$) (2)
Peter D. Meldrum	9/15/2009	180,000	\$ 30.34	\$ 2,077,380
President and Chief Executive Officer	3/03/2010	200,000	\$ 23.11	\$ 1,728,440
Mark C. Capone	9/15/2009	62,000	\$ 30.34	\$ 715,542
President, Myriad Genetic Laboratories, Inc.	3/03/2010	75,000	\$ 23.11	\$ 648,165
Gregory C. Critchfield, M.D.	9/15/2009	93,000	\$ 30.34	\$ 1,073,313
Former President, Myriad Genetic Laboratories, Inc.				
James S. Evans	9/15/2009	80,000	\$ 30.34	\$ 923,280
Chief Financial Officer and Treasurer	3/03/2010	80,000	\$ 23.11	\$ 691,376
Jerry S. Lanchbury, Ph.D.	9/15/2009	50,000	\$ 30.34	\$ 577,050
Chief Scientific Officer	3/03/2010	55,000	\$ 23.11	\$ 475,321
Richard M. Marsh, Esq.	9/15/2009	70,000	\$ 30.34	\$ 807,870
Executive Vice President, General Counsel and Secretary	3/03/2010	75,000	\$ 23.11	\$ 648,165

- (1) All options were granted as part of our compensation policy of awarding semi-annual stock option grants at the meetings of our Compensation Committee in the fall and spring of each fiscal year. The options vest in equal annual installments over a four-year period. All options were granted under the 2003 Option Plan. The exercise price for all stock option grants is the closing price of our common stock on the day of the grant.
- (2) Represents the grant date fair value calculated in accordance with FASB ASC Topic 718. Information regarding the assumptions used in the valuation of option awards can be found in the footnote to our financial statements entitled "Share-Based Compensation" in our Annual Report on Form 10-K for the fiscal year ended June 30, 2010, filed with the SEC. Our executive officers will not realize the value of these awards in cash unless and until these awards are exercised and the underlying shares are subsequently sold. See also our discussion of stock-based compensation under "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies" in our Annual Report on Form 10-K.

Narrative Disclosure to Summary Compensation Table and 2010 Fiscal Year Grants of Plan-Based Awards Table

We have entered into an employment agreement with no defined term with each of our named executive officers. Pursuant to each of these agreements, either party may terminate employment without cause at any time upon 15 days' written notice to the other party or immediately with cause upon written notice to the other party. Each employment agreement also provides that the employee will not disclose confidential information of ours during and after employment and will not compete with us during the term of employment. Since the dates of these agreements entered into with our executive officers, the compensation paid to each executive officer has been increased and additional stock options have been granted as discussed below.

We have also entered into an Executive Retention Agreement with each of our named executive officers under which they are entitled to certain benefits upon a change-in-control, as discussed below under "Executive Compensation - Potential Payments Upon Termination or Change-in-Control."

Mr. Meldrum was appointed to the position of President and Chief Executive Officer in November 1991. In May 1993, Mr. Meldrum entered into the Company's standard form of employment agreement as required of all Myriad employees. As approved by our Compensation Committee, Mr. Meldrum received an annual salary of \$832,000 for the fiscal year ended June 30, 2010, and will be paid an annual base salary of \$870,000 for the fiscal year ending June 30, 2011. Mr. Meldrum's cash incentive bonus for fiscal 2010 was \$649,000 as approved by our Compensation Committee. In addition to the options granted in fiscal 2010 as noted above in the 2010 Fiscal Year Grants of Plan-Based Awards table, on September 15, 2010, Mr. Meldrum was granted 220,000 options to purchase our common stock at a per share price of \$16.53, the closing price of our common stock on that date, as part of our compensation policy of awarding semi-annual stock option grants at the meetings of our Compensation Committee in the fall and spring of each fiscal year.

Mr. Capone was appointed to the position of Vice President of Sales for Myriad Genetic Laboratories, Inc., (MGL) in October 2002, and entered into the Company's standard form of employment agreement at that time. In September 2005, Mr. Capone was appointed to the position of Senior Vice President of Sales for MGL, in February 2006, Mr. Capone was appointed to the position of Chief Operating Officer for MGL, and in March 2010 was appointed President of MGL. As determined by our Compensation Committee, Mr. Capone received an annual salary of \$375,000 for the fiscal year ended June 30, 2010, which was increased to \$435,000 upon his promotion to President, Myriad Genetic Laboratories, Inc. on March 1, 2010. Mr. Capone will be paid an annual base salary of \$455,000 for the fiscal year ending June 30, 2011. Mr. Capone's cash incentive bonus for fiscal 2010 was \$178,000 as determined by our Compensation Committee. In addition to the options granted in fiscal 2010 as noted above in the 2010 Fiscal Year Grants of Plan-Based Awards table, on September 15, 2010, Mr. Capone was granted 100,000 options to purchase our common stock at a per share price of \$16.53, the closing price of our common stock on that date, as part of our compensation policy of awarding semi-annual stock option grants at the meetings of our Compensation Committee in the fall and spring of each fiscal year.

Effective March 1, 2010, Dr. Critchfield, former President of MGL, retired from the Company. In connection with his retirement, Dr. Critchfield entered into a resignation agreement with the Company on February 1, 2010. Pursuant to the resignation agreement, the Company paid Dr. Critchfield \$565,000, less all applicable taxes and withholding amounts, for the accomplishment of his fiscal year 2010 MBOs, accrued employee benefits due, consideration for consulting services, and for his contributions to the success of the Company during his 11 years of service. The resignation agreement also provided for the release of all claims by Dr. Critchfield against the Company, subject to specified exceptions, and the release of all claims by the Company against Dr. Critchfield. In connection with his retirement, Dr. Critchfield's Executive Retention Agreement was terminated and he was not entitled to any payments thereunder.

Mr. Evans was appointed to the position of Corporate Controller in March 1995 and entered into the Company's standard form of employment agreement at that time. In November 2007, Mr. Evans was appointed as our Chief Financial Officer and Treasurer. As determined by our Compensation Committee, Mr. Evans received an annual salary of \$400,000 for the fiscal year ended June 30, 2010, and will be paid an annual base salary of \$420,000 for the fiscal year ending June 30, 2011. Mr. Evans' cash incentive bonus for fiscal 2010 was \$172,000 as determined by our Compensation Committee. In addition to the options granted in fiscal 2010 as noted above in the 2010 Fiscal Year Grants of Plan-Based Awards table, on September 15, 2010, Mr. Evans was granted 85,000 options to purchase our common stock at a per share price of \$16.53, the closing price of our common stock on that date, as part of our compensation policy of awarding semi-annual stock option grants at the meetings of our Compensation Committee in the fall and spring of each fiscal year.

Dr. Lanchbury was appointed to the position of Executive Vice President, Research in November 2002 and entered into the Company's standard form of employment agreement at that time. In February 2010, Dr. Lanchbury was appointed Chief Scientific Officer. As determined by our Compensation Committee, Dr. Lanchbury received an annual salary of \$335,000 for the fiscal year ended June 30, 2010, which was increased to \$375,000 upon his promotion to Chief Scientific Officer on February 2, 2010. Dr. Lanchbury will be paid an annual base salary of \$395,000 for the fiscal year ending June 30, 2011. Dr. Lanchbury's cash incentive bonus for fiscal 2010 was \$150,000 as determined by our Compensation Committee. In addition to the options

granted in fiscal 2010 as noted above in the 2010 Fiscal Year Grants of Plan-Based Awards table, on September 15, 2010, Dr. Lanchbury was granted 70,000 options to purchase our common stock at a per share price of \$16.53, the closing price of our common stock on that date, as part of our compensation policy of awarding semi-annual stock option grants at the meetings of our Compensation Committee in the fall and spring of each fiscal year.

Mr. Marsh was appointed to the position of Vice President, General Counsel and Secretary in November 2002 and entered into the Company's standard form of employment agreement at that time. In September 2005, Mr. Marsh was promoted to Executive Vice President, General Counsel and Secretary. As determined by our Compensation Committee, Mr. Marsh received an annual salary of \$385,000 for the fiscal year ended June 30, 2010, and will be paid an annual base salary of \$404,000 for the fiscal year ending June 30, 2011. Mr. Marsh's cash incentive bonus for fiscal 2010 was \$154,000 as determined by our Compensation Committee. In addition to the options granted in fiscal 2010 as noted above in the 2010 Fiscal Year Grants of Plan-Based Awards table, on September 15, 2010, Mr. Marsh was granted 80,000 options to purchase our common stock at a per share price of \$16.53, the closing price of our common stock on that date, as part of our compensation policy of awarding semi-annual stock option grants at the meetings of our Compensation Committee in the spring and fall of each fiscal year.

In addition to the annual cash incentive bonus paid to each of our named executive officers, all employees, including the named executive officers, received a holiday bonus of \$700 that was tax adjusted in fiscal 2010 to \$710.

All option awards granted to our named executive officers were granted with an exercise price equal to the closing price of our common stock on the date of grant, have a 10-year term, and vest annually over a four-year period.

Outstanding Equity Awards at 2010 Fiscal Year-End

The following table shows grants of Myriad stock options outstanding on the last day of the fiscal year ended June 30, 2010, to each of our named executive officers. We have not granted any stock options that are subject to performance conditions, nor have we granted any stock awards.

Name	Date of Grant	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards (1)		
			Number of Securities Underlying Unexercised Options (#) Unexercisable *	Option Exercise Price (\$)	Option Expiration Date
Peter D. Meldrum President and Chief Executive Officer	2/1/2001	50,000	0	\$ 25.49	2/1/2011
	6/27/2001	60,000	0	\$ 20.24	6/27/2011
	2/22/2002	69,998	0	\$ 12.64	2/22/2012
	8/16/2002	70,000	0	\$ 8.68	8/16/2012
	2/13/2003	52,496	0	\$ 3.80	2/13/2013
	9/9/2003	79,042	0	\$ 4.44	9/9/2013
	2/19/2004	70,000	0	\$ 6.00	2/19/2014
	9/8/2004	90,000	0	\$ 5.89	9/8/2014
	2/17/2005	100,000	0	\$ 7.82	2/17/2015
	9/14/2005	51,096	0	\$ 7.27	9/14/2015
	2/16/2006	63,804	0	\$ 8.63	2/16/2016
	9/6/2006	54,000	18,000	\$ 9.04	9/6/2016
	2/21/2007	60,000	20,000	\$ 12.17	2/21/2017
	9/26/2007	65,000	65,000	\$ 18.06	9/26/2017
	2/28/2008	100,000	100,000	\$ 13.28	2/28/2018
	9/10/2008	50,000	150,000	\$ 22.93	9/10/2018
	2/18/2009	55,000	165,000	\$ 30.12	2/18/2019
9/15/2009	0	180,000	\$ 30.34	9/15/2019	
3/3/2010	0	200,000	\$ 23.11	3/3/2020	

Name	Date of Grant	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards (1)		
			Number of Securities Underlying Unexercised Options (#) Unexercisable *	Option Exercise Price (\$)	Option Expiration Date
Mark C. Capone President, Myriad Genetic Laboratories, Inc.	2/16/2006	10,000	0	\$ 8.63	2/16/2016
	9/6/2006	9,062	10,000	\$ 9.04	9/6/2016
	2/21/2007	13,500	13,500	\$ 12.17	2/21/2017
	9/26/2007	30,000	30,000	\$ 18.06	9/26/2017
	2/28/2008	22,500	45,000	\$ 13.28	2/28/2018
	9/10/2008	22,500	67,500	\$ 22.93	9/10/2018
	2/18/2009	20,000	60,000	\$ 30.12	2/18/2019
	9/15/2009	0	62,000	\$ 30.34	9/15/2019
	3/3/2010	0	75,000	\$ 23.11	3/3/2020
Gregory C. Critchfield, M.D.	2/1/2001	40,000	0	\$ 25.49	2/1/2011
Former President, Myriad Genetic Laboratories, Inc.	6/27/2001	50,000	0	\$ 20.24	6/27/2011
	2/22/2002	54,408	0	\$ 12.64	2/22/2012
	8/16/2002	59,998	0	\$ 8.68	8/16/2012
	2/13/2003	37,498	0	\$ 3.80	2/13/2013
	2/19/2004	48,216	0	\$ 6.00	2/19/2014
	2/17/2005	80,960	0	\$ 7.82	2/17/2015
	9/14/2005	41,096	0	\$ 7.27	9/14/2015
	2/16/2006	55,804	0	\$ 8.63	2/16/2016
	9/6/2006	48,000	0	\$ 9.04	9/6/2016
	2/21/2007	51,000	0	\$ 12.17	2/21/2017
	9/26/2007	50,000	0	\$ 18.06	9/26/2017
	2/28/2008	65,000	0	\$ 13.28	2/28/2018
	9/10/2008	32,500	0	\$ 22.93	9/10/2018
2/18/2009	30,000	0	\$ 30.12	2/18/2019	
James S. Evans	2/1/2001	10,000	0	\$ 25.49	2/1/2011
Chief Financial Officer And Treasurer	5/23/2001	10,000	0	\$ 23.53	5/23/2011
	2/22/2002	8,800	0	\$ 12.64	2/22/2012
	8/16/2002	20,000	0	\$ 8.68	8/16/2012
	2/13/2003	30,000	0	\$ 3.80	2/13/2013
	9/9/2003	26,250	0	\$ 4.44	9/9/2013
	2/19/2004	8,072	0	\$ 6.00	2/19/2014
	9/8/2004	35,000	0	\$ 5.89	9/8/2014
	2/17/2005	35,000	0	\$ 7.82	2/17/2015
	9/14/2005	30,000	0	\$ 7.27	9/14/2015
	2/16/2006	30,000	0	\$ 8.63	2/16/2016
	9/6/2006	22,500	7,500	\$ 9.04	9/6/2016
	2/21/2007	25,500	8,500	\$ 12.17	2/21/2017