

Sarepta Therapeutics, Inc.
Form PRE 14A
April 19, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

SAREPTA THERAPEUTICS, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

(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:

Table of Contents

215 First Street

Suite 7

Cambridge, MA 02142

www.sareptatherapeutics.com

[], 2013

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders (the Annual Meeting) of Sarepta Therapeutics, Inc., which will be held on Tuesday, June 4, 2013, at 10:00 a.m., local time, at the Royal Sonesta Hotel at 40 Edwin H. Land Blvd., Cambridge, MA 02142 for the following purposes:

1. to elect as Group II directors to hold office until the 2015 annual meeting of shareholders, or until their successors are earlier elected, the following three nominees: M. Kathleen Behrens, Ph.D., Anthony Chase and John Hodgman;
2. to approve a proposal to change our state of incorporation from Oregon to Delaware;
3. to approve the amendment and restatement of the 2011 Equity Incentive Plan;
4. to approve a new 2013 Employee Stock Purchase Plan;
5. to approve an advisory vote on named executive officer compensation;
6. to ratify the selection of KPMG LLP as our independent registered public accounting firm for the current year ending December 31, 2013; and
7. to transact such other business as may properly come before the Annual Meeting or any continuation, postponement or adjournment thereof.

The accompanying Notice of Meeting and Proxy Statement describe these matters. We urge you to read this information carefully.

The board of directors unanimously believes that election of its nominees for directors, approval of the proposal to change our state of incorporation from Oregon to Delaware, approval of the amendment and restatement of the 2011 Equity Incentive Plan, approval of a new 2013 Employee Stock Purchase Plan, approval, on an advisory basis, of the compensation of our named executive officers, and ratification of its selection of KPMG LLP as our independent registered public accounting firm are in our best interests and that of our shareholders, and, accordingly, recommends a vote FOR election of the three nominees for directors, FOR the approval of the proposal to change our state of incorporation from Oregon to Delaware, FOR the amendment and restatement of the 2011 Equity Incentive Plan, FOR a new 2013 Employee Stock Purchase Plan, FOR the approval, on an advisory basis, of the compensation of our named executive officers, and FOR the ratification of the selection of KPMG LLP as our independent registered public accountants.

In addition to the business to be transacted as described above, management will speak on our developments of the past year and respond to comments and questions of general interest to shareholders.

It is important that your shares be represented and voted whether or not you plan to attend the Annual Meeting in person. You may vote on the Internet, by telephone or by completing and mailing a proxy card or the form forwarded by your bank, broker or other holder of record. Voting over the Internet, by telephone or by written proxy will ensure your shares are represented at the Annual Meeting. Please review the instructions on the proxy card or the information forwarded by your bank, broker or other holder of record regarding each of these voting options.

Table of Contents

On behalf of the Board of Directors, I would like to express our appreciation for your support of the Company.

Sincerely,

Christopher Garabedian,
President, Chief Executive Officer and Director

Table of Contents

215 First Street

Suite 7

Cambridge, MA 02142

www.sareptatherapeutics.com

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held on Tuesday, June 4, 2013

To the Shareholders of Sarepta Therapeutics, Inc.:

NOTICE IS HEREBY GIVEN that the 2013 annual meeting of shareholders (the Annual Meeting) of Sarepta Therapeutics, Inc., an Oregon corporation, will be held on Tuesday, June 4, 2013 at 10:00 a.m., local time, at the Royal Sonesta Hotel at 40 Edwin H. Land Blvd., Cambridge, MA 02142 for the following purposes:

1. to elect as Group II directors to hold office until the 2015 annual meeting of shareholders, or until their successors are earlier elected, the following three nominees: M. Kathleen Behrens, Ph.D., Anthony Chase and John Hodgman;
2. to approve a proposal to change our state of incorporation from Oregon to Delaware;
3. to approve the amendment and restatement of the 2011 Equity Incentive Plan;
4. to approve a new 2013 Employee Stock Purchase Plan;
5. to approve an advisory vote on named executive officer compensation;
6. to ratify the selection of KPMG LLP as our independent registered public accounting firm for the current year ending December 31, 2013; and
7. to transact such other business as may properly come before the Annual Meeting or any continuation, postponement or adjournment thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this notice. We are not aware of any other business to come before the meeting.

The board of directors has fixed the close of business on April 8, 2013 as the record date for the determination of shareholders entitled to notice of, and to vote at, this Annual Meeting and at any continuation, postponement or adjournment thereof. A list of shareholders will be available for inspection by our shareholders at our principal executive offices at 215 First Street, Suite 7, Cambridge, MA 02142 beginning two business days after notice of the Annual Meeting is given and continuing through the meeting.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on Tuesday, June 4, 2013: the Proxy Statement for the Annual Meeting and the Annual Report to Shareholders for the year ended December 31, 2012 are available at <http://www.edocumentview.com/SRPT>.

By Order of the Board of Directors,

Edgar Filing: Sarepta Therapeutics, Inc. - Form PRE 14A

David Tyrone Howton
*Senior Vice President, General Counsel and Corporate
Secretary*

Cambridge, MA

[], 2013

Table of Contents

ALL SHAREHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. IF YOU PLAN TO ATTEND, PLEASE NOTIFY US BY CONTACTING INVESTOR RELATIONS AT (857) 242-3700 OR INVESTORRELATIONS@SAREPTATHERAPEUTICS.COM.

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING. A RETURN ENVELOPE (WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR THAT PURPOSE. YOU ALSO MAY VOTE YOUR SHARES ON THE INTERNET OR BY TELEPHONE BY FOLLOWING THE INSTRUCTIONS ON YOUR PROXY CARD.

EVEN IF YOU HAVE PROVIDED US WITH YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE ANNUAL MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE ANNUAL MEETING, YOU MUST OBTAIN FROM THE RECORD HOLDER A PROXY ISSUED IN YOUR NAME.

Table of Contents

TABLE OF CONTENTS

<u>General</u>	1
<u>Who Can Vote</u>	1
<u>Shares Outstanding and Quorum</u>	1
<u>Proxy Card and Revocation of Proxy</u>	1
<u>Voting of Shares</u>	2
<u>Required Vote</u>	2
<u>Counting of Votes</u>	3
<u>Effect of Not Casting Your Vote</u>	3
<u>Solicitation of Proxies</u>	4
<u>Shareholder Proposals for the 2014 Annual Meeting</u>	4
<u>Attending the Annual Meeting</u>	4
<u>Householding of Proxy Materials</u>	5
<u>SAREPTA THERAPEUTICS, INC. DIRECTORS AND EXECUTIVE OFFICERS</u>	5
<u>Directors, Director Nominees and Executive Officers</u>	5
<u>ELECTION OF SAREPTA THERAPEUTICS, INC. DIRECTORS (Proposal 1)</u>	10
<u>General</u>	10
<u>Nominees for Group I Directors Election at the 2013 Annual Meeting of Shareholders</u>	10
<u>Vote Required and Board of Directors Recommendation</u>	11
<u>REINCORPORATION OF THE COMPANY FROM OREGON TO DELAWARE (Proposal 2)</u>	12
<u>General</u>	12
<u>Purpose and Rationale for the Reincorporation</u>	12
<u>Effect of the Reincorporation</u>	14
<u>Comparison of Shareholder Rights Before and After the Reincorporation</u>	15
<u>Interests of the Directors and Executive Officers in the Reincorporation</u>	24
<u>Material U.S. Federal Income Tax Consequences</u>	24
<u>Vote Required and Board of Directors Recommendation</u>	25
<u>APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE 2011 EQUITY INCENTIVE PLAN (Proposal 3)</u>	26
<u>Introduction and Background for Current Request to Increase the Share Reserve</u>	26
<u>The Importance of Equity Compensation</u>	27
<u>Key Historical Equity Metrics</u>	27
<u>Summary of the Restated Plan</u>	28
<u>Background and Purpose of the Plan</u>	28
<u>Administration of the Plan</u>	28
<u>Eligibility to Receive Awards: Performance Criteria</u>	29
<u>Fair Market Value Awards</u>	30
<u>Full Value Awards</u>	30
<u>Change in Control</u>	31
<u>Acceleration of Awards</u>	32
<u>Non-Transferability of Awards</u>	32
<u>Federal Tax Aspects</u>	32
<u>Amendment and Termination of the Restated Plan and Prohibition on Re-pricing or Exchange of Awards Without Shareholder Approval</u>	34
<u>New Plan Benefits</u>	34
<u>Summary</u>	35
<u>Vote Required and Board of Directors Recommendation</u>	35
<u>APPROVAL OF THE 2013 EMPLOYEE STOCK PURCHASE PLAN (Proposal 4)</u>	36
<u>Introduction and Background for Current Request to Approve the ESPP</u>	36
<u>Summary of the ESPP</u>	37
<u>Federal Income Tax Consequences</u>	39
<u>New Plan Benefits</u>	39
<u>Vote Required and Board of Directors Recommendation</u>	40

Table of Contents

TABLE OF CONTENTS (CONTINUED)

<u>ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION (Proposal 5)</u>	41
<u>2012 Strong Shareholder Support for Our Compensation Programs</u>	41
<u>2012 Compensation Program Highlights</u>	41
<u>Advisory Vote and Board Recommendation</u>	42
<u>Vote Required and Board of Directors Recommendation</u>	42
<u>RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (Proposal 6)</u>	43
<u>Fees Billed to Us by KPMG LLP during 2012 and 2011</u>	43
<u>Policy on Audit Committee Pre-Approval of Fees</u>	43
<u>Vote Required and Board of Directors Recommendation</u>	44
<u>STOCK OWNED BY SAREPTA THERAPEUTICS, INC. MANAGEMENT AND PRINCIPAL SHAREHOLDERS</u>	45
<u>Equity Compensation Plan Information</u>	46
<u>AUDIT COMMITTEE REPORT</u>	47
<u>CORPORATE GOVERNANCE AND BOARD MATTERS</u>	48
<u>Board's Role in Risk Oversight</u>	48
<u>Board Leadership Structure</u>	48
<u>Board of Directors and Committee Meetings</u>	48
<u>Determination Regarding Director Independence</u>	49
<u>Code of Conduct</u>	49
<u>Committees of the Board of Directors</u>	49
<u>Communications with the Board of Directors</u>	51
<u>Compensation of Directors</u>	51
<u>COMPENSATION POLICIES, PRACTICES, RISKS AND RELATED ISSUES</u>	53
<u>Overview</u>	53
<u>Risk Assessment and Compensation Practices</u>	53
<u>EXECUTIVE COMPENSATION</u>	55
<u>Compensation Discussion and Analysis</u>	55
<u>Compensation Committee Report</u>	80
<u>Summary Compensation Table</u>	81
<u>Grants of Plan Based Awards in 2012</u>	83
<u>Outstanding Equity Awards at 2012 Year End</u>	85
<u>2012 Option Exercises and Stock Vested</u>	86
<u>2012 Pension Benefits</u>	86
<u>2012 Nonqualified Deferred Compensation</u>	86
<u>Potential Payments Upon Termination or a Change in Control</u>	87
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	89
<u>Approval of Related Party Transactions</u>	89
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	89
<u>Compensation Committee Interlocks and Insider Participation</u>	89
<u>ANNUAL REPORT</u>	89
<u>OTHER MATTERS</u>	90
<u>Appendix A</u>	A-1
<u>Appendix B</u>	B-1
<u>Appendix C</u>	C-1
<u>Appendix D</u>	D-1
<u>Appendix E</u>	E-1

Table of Contents

215 First Street

Suite 7

Cambridge, MA 02142

www.sareptatherapeutics.com

PROXY STATEMENT

FOR

THE SAREPTA THERAPEUTICS 2013 ANNUAL MEETING OF SHAREHOLDERS

INFORMATION CONCERNING VOTING AND SOLICITATION

General

The board of directors of Sarepta Therapeutics, Inc. (the Company) is soliciting your proxy to vote at the 2013 annual meeting of shareholders (the Annual Meeting) to be held on Tuesday, June 4, 2013, at 10:00 a.m., local time, or at any continuation, postponement or adjournment thereof, for the purposes discussed in this proxy statement and in the accompanying Notice of Annual Meeting and any business properly brought before the Annual Meeting. The Annual Meeting will be held at the Royal Sonesta Hotel at 40 Edwin H. Land Blvd., Cambridge, MA 02142. We intend to mail this Proxy Statement, together with the accompanying Proxy Card, to those shareholders entitled to vote at the Annual Meeting for the first time on or about [], 2013. In the mailing, we will include copies of our Annual Report to shareholders for the year ended December 31, 2012. Proxies are solicited to give all shareholders of record an opportunity to vote on matters properly presented at the Annual Meeting.

Who Can Vote

You are entitled to vote at the Annual Meeting if you were a shareholder of record of our common stock, \$0.0001 par value per share, as of the close of business on April 8, 2013. Your shares may be voted at the Annual Meeting only if you are present in person or represented by a valid proxy.

Shares Outstanding and Quorum

At the close of business on April 8, 2013, 31,895,731 shares of our common stock were outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter presented. There is no cumulative voting. A majority of the outstanding shares of our common stock entitled to vote, present in person or represented by proxy, will constitute a quorum at the annual meeting. If less than a majority of the outstanding shares entitled to vote are represented at the annual meeting, a majority of the shares present at the annual meeting may adjourn the annual meeting to another date, time or place, and notice need not be given of the new date, time or place if the new date, time or place is announced at the annual meeting before an adjournment is taken.

Proxy Card and Revocation of Proxy

You may vote by completing and mailing the enclosed proxy card. If you sign the proxy card but do not specify how you want your shares to be voted, your shares will be voted by the proxy holders named in the enclosed proxy (i) in favor of the election of the three director nominees named in this proxy statement, (ii) in favor of the proposal to change our state of incorporation from Oregon to Delaware; (iii) in favor of the amendment and restatement to the 2011 Equity Incentive Plan; (iv) in favor of the 2013 Employee Stock

Table of Contents

Purchase Plan; (iv) in favor of the approval of the compensation of our named executive officers, and (v) in favor of ratification of the selection of KPMG LLP as our independent registered public accountants for the year ending December 31, 2013. In their discretion, the proxy holders named in the enclosed proxy are authorized to vote on any other matters that may properly come before the annual meeting and at any continuation, postponement or adjournment thereof. The board of directors knows of no other items of business that will be presented for consideration at the annual meeting other than those described in this proxy statement. In addition, no other shareholder proposal or nomination was received on a timely basis, so no such matters may be brought to a vote at the annual meeting.

If you vote by proxy, you may revoke that proxy at any time before it is voted at the Annual Meeting. Shareholders of record may revoke a proxy by sending to our corporate secretary at our principal executive office at 215 First Street, Suite 7, Cambridge, MA 02142, a written notice of revocation, by submitting another properly completed proxy over the Internet, by telephone or by mail bearing a later date or by attending the annual meeting in person and voting in person. Attendance at the annual meeting will not, by itself, revoke a proxy. In order to be effective, all revocations or later-filed proxies delivered by mail must be delivered to us at our Cambridge, Massachusetts address not later than 5:00 p.m. local time on the business day prior to the day of the Annual Meeting.

If you are a beneficial owner of shares registered in the name of a broker, bank or other nominee, you should have received a voting instruction card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the voting instruction card to ensure that your vote is counted. Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a proxy form. You may also change your vote by submitting new voting instructions to your bank, broker or other nominee. Please note that if your shares are held of record by a broker, bank or other nominee, and you decide to attend and vote at the annual meeting, your vote in person at the annual meeting will not be effective unless you present a legal proxy, issued in your name from the record holder, your broker, bank or other nominee.

Voting of Shares

Shareholders of record as of the close of business on April 8, 2013 are entitled to one vote for each share of our common stock held on all matters to be voted upon at the annual meeting. You may vote by attending the annual meeting and voting in person. You also may vote by proxy via the Internet or by completing and mailing the enclosed proxy card or the form forwarded by your bank, broker or other holder of record. You may also vote by telephone by calling the toll-free number found on the proxy card. The Internet and telephone voting facilities will close at 11:59 p.m., Eastern Time, on June 3, 2013. Shareholders who vote through the Internet or by telephone, you should be aware that they may incur costs to access the Internet, such as usage charges from telephone companies or Internet service providers and that these costs must be borne by the shareholder. Shareholders who vote by Internet or telephone need not return a proxy card or the form forwarded by your bank, broker or other holder of record by mail. All shares entitled to vote and represented by properly executed proxies received before the polls are closed at the annual meeting, and not revoked or superseded, will be voted at the annual meeting in accordance with the instructions indicated on those proxies. Under Oregon law, shareholders are not entitled to dissenter's rights with respect to any of the proposals set forth in this proxy statement. **YOUR VOTE IS IMPORTANT.**

Required Vote

Proposal 1: The affirmative vote of a plurality, or the largest number, of the shares of common stock present in person or by proxy at the meeting and entitled to vote is required for the election of each director. This means that the three director nominees who receive the highest number of affirmative FOR votes will be elected to the board.

Table of Contents

Proposal 2: The affirmative vote of the holders of a majority of the outstanding shares of our common stock will be required to approve this proposal. As a result, abstentions, broker non-votes or the failure to submit a proxy or vote in person at the annual meeting of shareholders will have the same effect as a vote against the proposal.

Proposals 3, 4 and 6: The votes cast in favor must exceed the votes cast against for these proposals to be approved. Abstentions and broker non-votes, if any, will not have any effect on the results of these votes.

Proposal 5: Because this proposal asks for a non-binding, advisory vote, there is no required vote that would constitute approval. We value the opinions expressed by our shareholders in this advisory vote, and our compensation committee, which is responsible for overseeing and administering our executive compensation programs, will consider the outcome of the vote when designing our compensation programs and making future compensation decisions for our named executive officers. Abstentions and broker non-votes, if any, will not have any effect on the results of those deliberations.

Counting of Votes

Proposal 1: You may either vote FOR or WITHHOLD for each nominee for the board.

Proposals 2, 3, 4, 5 and 6: You may vote FOR, AGAINST or ABSTAIN on these proposals.

A representative of Computershare Shareowner Services LLC, our transfer agent, will tabulate votes and act as the independent inspector of election. All votes will be tabulated by the inspector of election, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes. Shares held by persons attending the annual meeting but not voting, shares represented by proxies that reflect abstentions as to a particular proposal and broker non-votes will be counted as present for purposes of determining a quorum.

Effect of Not Casting Your Vote

If you are a shareholder of record and you sign the proxy card but do not specify how you want your shares to be voted, your shares will be voted by the proxy holders in the manner recommended by the board of directors on all matters presented in this Proxy Statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting. The board of directors knows of no other items of business that will be presented for consideration at the Annual Meeting other than those described in this proxy statement. In addition, no other shareholder proposal or nomination was received on a timely basis, so no such matters may be brought to a vote at the Annual Meeting.

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a broker non-vote.

The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2013 (Proposal 6) is a matter considered routine under applicable rules. A broker or other nominee may generally vote on routine matters, and therefore no broker non-votes are expected for Proposal 6.

The election of directors (Proposal 1), the proposal to reincorporate in Delaware (Proposal 2), the approval of the amendment and restatement of the 2011 Equity Incentive Plan (Proposal 3), the approval of a new 2013 Employee Stock Purchase Plan (Proposal 4) and the advisory vote to approve executive compensation (Proposal 5) are matters considered non-routine under applicable rules. ***If you do not provide voting instructions***

Table of Contents

to your broker or other nominee on these non-routine items (Proposals 1, 2, 3 4 and 5), such shares cannot be voted and will be considered broker non-votes. For Proposal 2, because a majority of our outstanding shares must approve the proposal to change our state of incorporation from Oregon to Delaware, abstentions, broker non-votes and the failure to submit a proxy or vote in person have the same effect as a vote against the proposal.

Solicitation of Proxies

We will bear the entire cost of solicitation of proxies, including preparation, assembly and mailing of this proxy statement, the proxy and any additional information furnished to shareholders. If properly requested, copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding shares of our common stock in their names that are beneficially owned by others to forward to those beneficial owners. We may reimburse persons representing beneficial owners for their costs of forwarding the solicitation materials to the beneficial owners. Original solicitation of proxies by mail may be supplemented by telephone, facsimile, electronic mail or personal solicitation by our directors, officers or employees. No additional compensation will be paid to our directors, officers or employees for such services. We also have retained Computershare Shareowner Services LLC to assist us in the solicitation of proxies by mail, telephone, facsimile, e-mail and personal solicitation and to contact brokerage houses and other nominees, fiduciaries and custodians to request that such entities forward soliciting materials to beneficial owners of our common stock. We anticipate that the costs associated with retaining Computershare and its affiliates will not exceed \$23,500. A list of shareholders will be available for inspection by our shareholders at our principal executive offices at 215 First Street, Suite 7, Cambridge, MA 02142 beginning two business days after notice of the annual meeting is given and continuing through the meeting.

Shareholder Proposals for the 2014 Annual Meeting

Shareholder proposals submitted for inclusion in our proxy materials for our 2014 annual meeting of shareholders pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the Exchange Act), must be received at our principal executive offices no later than the close of business on [], 2014 provided that if the date of the annual meeting is earlier than May 5, 2014 or later than July 4, 2014, the deadline is a reasonable time before we begin to print and send our proxy materials for next year's annual meeting. Shareholders who do not wish to use the mechanism provided by the rules of the Securities and Exchange Commission (the SEC) in proposing a matter for action at the next annual meeting must notify us in writing of the proposal and the information required by the provisions of our bylaws dealing with advance notice of shareholder proposals and director nominations. To be timely, a shareholder's written notice must be delivered to or mailed and received at our principal executive offices no later than the close of business on [], 2014 and no earlier than [], 2014.

Attending the Annual Meeting

Our annual meeting will begin promptly at 10:00 a.m., local time, on Tuesday, June 4, 2013, at the Royal Sonesta Hotel at 40 Edwin H. Land Blvd., Cambridge, MA 02142.

All shareholders should be prepared to present photo identification for admission to the annual meeting. Admission will be on a first-come, first-served basis. If you are a beneficial shareholder and hold your shares in street name, you will be asked to present proof of ownership of your shares as of the record date. Examples of acceptable evidence of ownership include your most recent brokerage statement showing ownership of shares prior to the record date or a photocopy of your voting instruction form. Persons acting as proxies must bring a valid proxy from a shareholder of record as of the record date. Your late arrival or failure to comply with these procedures could affect your ability to participate in the annual meeting.

Table of Contents

Householding of Proxy Materials

We have adopted a procedure approved by the SEC called householding. Under this procedure, shareholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one set of our proxy materials unless one or more of these shareholders notifies us that they wish to continue receiving individual copies. We believe this will provide greater convenience for our shareholders, as well as cost savings for us, by reducing the number of duplicate documents that are sent to your home.

Shareholders who participate in householding will continue to receive separate proxy cards. Householding will not in any way affect your rights as a shareholder.

If you are eligible for householding and currently receive multiple copies of our proxy materials with other shareholders of record with whom you share an address or if you hold stock in more than one account, and in either case you wish to receive only a single copy of these documents for your household, please contact our corporate secretary at 215 First Street, Suite 7, Cambridge, MA 02142 at (857) 242-3700.

If you participate in householding and wish to receive a separate copy of our Annual Report on Form 10-K or this proxy statement, or if you do not wish to participate in householding and prefer to receive separate copies of these documents in the future, please contact our corporate secretary at the address or telephone number indicated above and we will promptly deliver to you separate copies of these documents.

Beneficial shareholders can request information about householding from their banks, brokers, or other holders of record.

SAREPTA THERAPEUTICS, INC. DIRECTORS AND EXECUTIVE OFFICERS

Directors, Director Nominees and Executive Officers

The following table sets forth certain information with respect to the current directors, director nominees and executive officers of our Company:

Name	Age	Position(s) (4)
<i>Executive Officers</i>		
Christopher Garabedian	46	President, Chief Executive Officer and Group I Director
Edward M. Kaye, M.D.	64	Senior Vice President, Chief Medical Officer
Sandesh Mahatme	48	Senior Vice President, Chief Financial Officer
David Tyronne Howton	41	Senior Vice President, General Counsel and Corporate Secretary
Jayant Aphale, Ph.D.	52	Senior Vice President, Technical Operations
<i>Non-Employee Directors</i>		
William Goolsbee (1)(2)	59	Chairman of the Board of Directors and Group I Director
Gil Price, M.D. (1)(3)	57	Group I Director
Hans Wigzell, M.D., Ph.D.	74	Group I Director
M. Kathleen Behrens, Ph.D. (1)(3)	60	Group II Director
Anthony Chase (2)(3)	58	Group II Director
John Hodgman (1)(2)	58	Group II Director

(1) Member of the compensation committee.

(2) Member of the audit committee.

(3) Member of the nominating and corporate governance committee.

(4) The terms of Group II Directors expire as of the date of the 2013 annual meeting, and the terms of Group I Directors expire as of the date of the 2014 annual meeting.

Table of Contents

Christopher Garabedian has been a member of our board of directors since June 2010 and our President and Chief Executive Officer since January 2011. Mr. Garabedian served as Vice President of Corporate Strategy for Celgene Corporation, a publicly-traded integrated global biopharmaceutical company, from July 2007 to December 2010, where he was responsible for assessing all potential business development transactions. From November 2005 to June 2007, Mr. Garabedian served as an independent consultant to early-stage biopharmaceutical companies. From 1997 to 1998 and from 1999 to November 2005, Mr. Garabedian worked at Gilead Sciences, Inc., a publicly-traded biopharmaceutical company, where he served in a number of global leadership roles, including as Vice President of Corporate Development, Vice President of Marketing, and Vice President of Medical Affairs. While at Gilead Sciences, Mr. Garabedian's responsibilities included managing corporate development initiatives, including portfolio review and planning, mergers and acquisitions and in-licensing activities, and leading four global product launches. Mr. Garabedian also held various commercial roles at COR Therapeutics, Inc. from 1998 to 1999 and at Abbott Laboratories from 1994 to 1997. He started his biopharmaceutical career as a consultant with Migliara/Kaplan Associates from 1991 to 1994. Our corporate governance and nominating committee believes that Mr. Garabedian's qualifications for membership on the board of directors include his previous experience serving in leadership positions within the biopharmaceutical industry and his position as our President and Chief Executive Officer. Mr. Garabedian's corporate vision and operational knowledge provide strategic guidance to our management team and our board of directors. Mr. Garabedian received his B.S. in marketing from the University of Maryland.

Edward M. Kaye, Ph.D., has served as our Senior Vice President, Chief Medical Officer since June 2011. Dr. Kaye was Group Vice President of Clinical Development at Genzyme Corporation, a biotechnology company, from April 2007 to June 2011, where he supervised the clinical research in the lysosomal storage disease programs and in the genetic neurological disorders. Prior to this, Dr. Kaye held various roles at Genzyme Corporation since 2001, including Vice President of Medical Affairs for Lysosomal Storage Diseases, Vice President of Clinical Research and Interim Head of PGH Global Medical Affairs. Dr. Kaye earned his B.S. in Biology from Loyola University and earned his M.D. at Loyola University Stritch School of Medicine. He received his Pediatric training at Loyola University Hospital, Child Neurology training at the Boston City Hospital, Boston University, and completed his training as a Neurochemical Research Fellow (Geriatric Fellow) at the Bedford VA Hospital, Boston University. Dr. Kaye was head of the section of Neurometabolism, Pediatric Neurology at The Floating Hospital for Children (Tufts University) and research fellow in gene therapy at the Massachusetts General Hospital until 1996 when he moved to Philadelphia to become Chief of Pediatric Neurology and Director of the Barnett Mitochondrial Laboratory at St. Christopher's Hospital for Children. In 1998, Dr. Kaye accepted the appointment as Chief of Biochemical Genetics at the Children's Hospital of Philadelphia and Associate Professor of Neurology and Pediatrics at the University Of Pennsylvania School Of Medicine until moving to Genzyme Corporation at the end of 2001. Dr. Kaye continues as a Neurological Consultant at the Children's Hospital of Boston and is on the editorial boards of a number of journals including Journal of Child Neurology and Pediatric Neurology. He also previously served on the board of Annals of Neurology. Dr. Kaye is also on the Medical/Scientific Advisory Boards of the United Leukodystrophy Foundation, Spinal Muscular Atrophy Foundation, CureCMD, CureDuchenne, and the Prize4Life.

Sandesh Mahatme has served as our Senior Vice President, Chief Financial Officer since November 2012. From January 2006 to November 2012, Mr. Mahatme worked at Celgene Corporation, a biopharmaceutical company, where he served in various roles, including Senior Vice President of Corporate Development, Corporate Treasurer and Senior Vice President of Tax. While at Celgene, Mr. Mahatme built the treasury and tax functions before establishing the Corporate Development Department, focused on strategic, targeted initiatives including emerging markets, acquisitions and licensing and strategic planning. Prior to working at Celgene, Mr. Mahatme worked for Pfizer Inc., a pharmaceutical company, for eight and a half years in senior roles in Business Development and Corporate Tax. Mr. Mahatme started his career at Ernst & Young LLP where he advised multinational corporations on a broad range of transactions. Mr. Mahatme holds Master of Laws (LL.M.) degrees from Cornell Law School and NYU School of Law and is a member of the New York State Bar Association.

Table of Contents

David Tyrone Howton has served as our Senior Vice President, General Counsel and Corporate Secretary since November 2012. From September 2011 to June 2012, Mr. Howton served as the Senior Vice President, Chief Legal Officer and as a member of the executive team at Vertex Pharmaceuticals Incorporated, a publicly traded biotechnology company, and in this capacity he participated in the general management of the company and oversaw all aspects of the Vertex global legal and compliance departments. Mr. Howton served as Senior Vice President Legal from July 2012 to November 2012. Prior to his appointment as Chief Legal Officer at Vertex, Mr. Howton served as the Chief Compliance Officer from September 2009 to August 2011 and, in this capacity, he was responsible for designing and implementing the Vertex corporate compliance program as well as chairing the company's Corporate Compliance Committee. From 2003 to September 2009, Mr. Howton worked at Genentech, Inc., a biotechnology company, where he served in a number of legal roles before becoming the company's chief healthcare compliance officer in 2006. Prior to joining Genentech in 2003, Mr. Howton was a member of the Sidley Austin LLP corporate healthcare practice where he advised on corporate transactions involving life science companies and provided regulatory counsel. Mr. Howton holds a B.A. from Yale University and a J.D. from Northwestern University School of Law.

Jayant Aphale, Ph.D., has served as our Senior Vice President, Technical Operations since December 2011. From January 2011 to December 2011, Dr. Aphale served as the President of Apex CMC Advisors, LLC, a biotechnology consulting company. From January 2010 to November 2010, Dr. Aphale served as a Vice President at GlaxoSmithKline plc, a publicly traded pharmaceutical company, in Belgium leading new product introductions, cGMP scale-up of clinical material manufacturing, U.S. government interactions and global technology transfer of marketed vaccines. From June 2008 to January 2010, Dr. Aphale was the Vice President of Manufacturing and Process Sciences at Enobia Pharma Corp., a biopharmaceutical company, where he structured their CMO network and led technology transfer and scale-up of their lead product in the rare disease space. Before Enobia, from 2006 to May 2008, Dr. Aphale served as Vice President, Manufacturing Operations and Project Management at Acambis plc, a biotechnology company, where, besides managing cGMP manufacturing across multiple sites, he established and implemented business processes in project and portfolio management and in transitioning clinical manufacturing to commercial scale. Dr. Aphale received his Ph.D. in Microbiology from The Ohio State University in 1992, a Master of Business Administration in Finance and Strategy from the University of North Carolina in 2002, is a certified project manager (PMP) as well as holds the U.S. regulatory affairs certification (RAC).

William Goolsbee has served as a member of our board of directors since October 2007 and as chairman of the board of directors since June 2010. He also serves as a member of the audit committee and the compensation committee. Mr. Goolsbee was founder, chairman and Chief Executive Officer of Horizon Medical Inc. from 1987 until its acquisition by a unit of UBS Private Equity in 2002. Mr. Goolsbee was a founding director of ImmunoTherapy Cobottom;

24,399,643

—

24,399,643

Common stock
187,149,918

—

—

187,149,918

Mutual Funds

Edgar Filing: Sarepta Therapeutics, Inc. - Form PRE 14A

Lifecycle target date blended funds
72,376,958

—

—

72,376,958

Large cap equity fund
48,240,044

—

—

48,240,044

Small/mid cap equity funds
26,688,116

—

—

26,688,116

Fixed income funds
19,981,449

—

—

19,981,449

International equity funds
5,233,977

—

—

5,233,977

Balanced funds
291,233

—

—

291,233

Cash and cash equivalents
294,237

1,693,951

—

1,988,188

Total investments measured at fair value:
\$
360,255,932

\$
221,208,103

\$

—

\$
581,464,035

7

Table of Contents

December 31, 2014

	Level 1	Level 2	Level 3	Total
Common/Collective Trust Funds				
Stable value fund	\$—	\$94,989,074	\$	—\$94,989,074
Large cap equity fund	—	53,438,790	—	53,438,790
International equity fund	—	27,104,203	—	27,104,203
Balanced fund	—	26,104,039	—	26,104,039
Small/mid cap equity funds	—	24,444,356	—	24,444,356
Common stock	139,071,675	—	—	139,071,675
Mutual Funds				
Lifecycle target date blended funds	64,812,130	—	—	64,812,130
Large cap equity fund	45,589,783	—	—	45,589,783
Small/mid cap equity funds	27,244,007	—	—	27,244,007
Fixed income funds	21,011,522	—	—	21,011,522
International equity funds	4,733,915	—	—	4,733,915
Balanced funds	155,118	—	—	155,118
Cash and cash equivalents	705,131	2,154,340	—	2,859,471
Total investments measured at fair value:	\$303,323,281	\$228,234,802	\$	—\$531,558,083

Cash and cash equivalents consist of money market funds and monies on deposit for transactions pending settlement. Common/collective trust funds and money market funds are valued using the NAV provided by the administrator of the fund. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. Common/collective trust funds and money market funds are categorized as Level 2 as the NAV unit price is not quoted in an active market. However, the unit price is based on underlying investments which are either traded on an active market or are valued based on observable inputs such as market interest rates and quoted prices for similar securities.

As of December 31, 2015, there were no unfunded commitments related to common/collective trust funds or money market funds. Investments in these funds can be redeemed daily and, in general, do not have a redemption notification period. For the Stable Value Fund, investments can be held in the fund for up to 24 months from the date of a redemption request. It is not probable that investments in these funds would be sold at amounts that differ materially from the NAV of the units held.

Common stock and mutual fund investments are valued at fair value based on quoted market prices reported on the active markets on which the individual securities are traded, and are categorized as Level 1.

During the years ended December 31, 2015 and 2014, there were no transfers in or out of Levels 1 or 2 of the fair value hierarchy.

4. Investments

The Master Trust, held by Voya Institutional Trust Company, holds the assets of the Plan and the Edwards Lifesciences Technology SARL Retirement Savings Plan.

The accompanying Statements of Net Assets Available for Benefits reflect the apportioned share of the underlying Plan assets and liabilities of the Trust. Allocations of net income from the Trust are based on the Plan's net assets at the beginning of the year with adjustments for contributions and benefit payments made during the year.

Table of Contents

Summarized financial information for the Trust as of December 31 is as follows:

	December 31,	
	2015	2014
Net assets held by Master Trust, at fair value:		
Common/collective trusts	\$237,967,249	\$243,675,872
Common stock funds	195,649,438	146,976,927
Mutual funds	177,181,345	167,770,397
Cash and cash equivalents	1,988,333	2,859,635
Adjustment from fair value to contract value	(709,942)	(1,818,975)
Net assets held by Master Trust	\$612,076,423	\$559,463,856
% of Plan net assets held by Master Trust	94.89	% 94.72

Investment income from Master Trust investments for the years ended December 31, 2015 and 2014 is as follows:

	Years Ended December 31,	
	2015	2014
Net appreciation (depreciation) in fair value:		
Common stock funds	\$34,365,344	\$75,334,543
Mutual funds	(8,895,157)	748,100
Common/collective trusts	(1,947,915)	7,678,754
Dividend income	10,720,533	10,329,049
Interest income	2,303,945	2,059,076
Investment income	\$36,546,750	\$96,149,522
% of Plan investment income from Master Trust	94.68	% 94.83

The only investment that represents 5% or more of the Plan's net assets available for benefits at December 31, 2015 and 2014 was the Plan's interest in the Master Trust.

5. Distribution Priorities upon Termination of the Plan

Although it has not expressed any intent to do so, the Company has the right under the Plan to reduce, suspend, or discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, the account balance of each participant will become 100% vested and all assets, net of expenses, will be distributed to the participants or the participants' beneficiaries.

6. Tax Status of the Plan

The Company has received a favorable determination letter from the Internal Revenue Service ("IRS") on the Plan's federal income tax status. The Plan Administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States require the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor or IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the

financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan Administrator believes it is no longer subject to tax examinations for years prior to 2012.

Table of Contents

7. Exempt Party-in-Interest Transactions

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, an employer whose employees are covered by the Plan, and certain others. At December 31, 2015 and 2014, the Plan, through its investment in the Master Trust, held shares of common stock of the Company, as follows:

	2015	2014		
Shares of Edwards Lifesciences stock held by Plan (a)	2,219,237	2,025,104		
Value of Edwards Lifesciences stock held by Plan	\$ 175,275,309	\$ 128,978,918		
Plan's investment in Edwards Lifesciences stock as percentage of total net assets available for benefits	29.7	% 23.9		%

(a) Prior year share amounts have been retroactively adjusted for the two-for-one stock split of the Company's common stock paid on December 11, 2015 to shareholders of record on November 30, 2015.

Also, certain assets of the Master Trust are loans to Plan participants. These transactions are allowable party-in-interest transactions under ERISA and the regulations promulgated thereunder.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of amounts reported in the financial statements to amounts reported on Form 5500 as of and for the years ended December 31, 2015 and 2014:

	2015	2014
Statement of Net Assets Available for Benefits:		
Net assets available for benefits per the financial statements	\$ 590,100,346	\$ 538,713,670
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	637,010	1,653,439
Net assets available for benefits per Form 5500	\$ 590,737,356	\$ 540,367,109
Statement of Changes in Net Assets Available for Benefits:		
Net increase in net assets available for benefits per the financial statements	\$ 51,386,676	\$ 100,885,369
Prior year adjustment from contract value to fair value for fully benefit-responsive investment contracts	(1,653,439)	(853,541)
Current year adjustment from contract value to fair value for fully benefit-responsive investment contracts	637,010	1,653,439
Net income per Form 5500	\$ 50,370,247	\$ 101,685,267

Table of Contents

Edwards Lifesciences Corporation
 401(k) Savings and Investment Plan
 Schedule H – line 4i – Schedule of Assets (Held at End of Year)
 As of December 31, 2015

(a) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
* Notes Receivable from Participants Edwards Lifesciences Corporation 401(k) Savings and Investment Trust	Varying maturity dates with interest rates ranging from 4.3% to 6.0% Master Trust—Commingled and Common Stock Funds	—	\$9,176,853 \$580,827,025

* Party-in-interest for which a statutory exemption exists.

** Cost information is not required for participant-directed investments and therefore has not been included in this schedule.

Table of Contents

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the administrator of the Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

EDWARDS LIFESCIENCES
CORPORATION
401(K) SAVINGS AND
INVESTMENT PLAN

June 23, 2016 By: /s/ CHRISTINE Z. MCCAULEY
Christine Z. McCauley
Member of the Administrative and
Investment Committee for the
Edwards Lifesciences Corporation
Employee Benefit Plans

Table of Contents

EXHIBIT INDEX

Exhibits are identified below. Exhibit 23 is filed herein as an exhibit hereto.

Exhibit No. Description

23 Consent of Independent Registered Public Accounting Firm—Hein & Associates LLP