

Adamas Pharmaceuticals Inc  
Form DEF 14A  
March 30, 2015

Use these links to rapidly review the document

[Table of Contents](#)

[Table of Contents](#)

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

**SCHEDULE 14A**

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**Adamas Pharmaceuticals, Inc.**

---

(Name of Registrant as Specified In Its Charter)

---

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (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):

Edgar Filing: Adamas Pharmaceuticals Inc - Form DEF 14A

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o 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

**Adamas Pharmaceuticals, Inc.**

**1900 Powell Street, Suite 750  
Emeryville, California 94608**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 14, 2015**

To the Stockholders of Adamas Pharmaceuticals, Inc.:

The 2015 Annual Meeting of Stockholders, or the 2015 Annual Meeting, of Adamas Pharmaceuticals, Inc., a Delaware corporation, or the Company, will be held on May 14, 2015 at 8:00 a.m. local time at the Hilton Garden Inn, 1800 Powell Street, Emeryville, California 94608 for the following purposes:

1. To elect three Class I directors to hold office until the 2018 Annual Meeting of Stockholders or until their successors are elected;
2. To ratify the selection of PricewaterhouseCoopers, LLC as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2015; and
3. To transact such other business as may properly come before the 2015 Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this Notice. Only stockholders who owned the Company's common stock at the close of business on the record date, March 18, 2015, may vote at the 2015 Annual Meeting or any adjournments that take place.

We have elected to provide our proxy materials to our stockholders over the Internet as permitted by the rules of the U.S. Securities and Exchange Commission. As a result, we are mailing most of our stockholders a paper copy of the Notice of Internet Availability of Proxy Materials, or the Notice, but not a paper copy of our proxy statement and our 2014 Annual Report to Stockholders. This process allows us to provide our proxy materials to our stockholders in a timelier and more readily accessible manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. The Notice contains instructions on how to access those documents over the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials, including this proxy statement, our 2014 Annual Report to Stockholders and a form of proxy card or voting instruction card. All stockholders who have previously requested a paper copy of our proxy materials will continue to receive a paper copy of the proxy materials by mail.

You are cordially invited to attend the 2015 Annual Meeting in person. Whether or not you plan to attend the 2015 Annual Meeting, please vote as soon as possible. You may vote over the Internet or by a toll-free telephone number. If, however, you requested to receive paper proxy materials, then you may vote by mailing a complete, signed and dated proxy card or voting instruction card in the envelope provided. Please note that any stockholder of record attending the 2015 Annual Meeting may vote in person, even if the stockholder has already returned a proxy card or voting instruction card.

Our Board of Directors recommends that you vote **"FOR"** the election of the director nominees named in Proposal No. 1 of the proxy statement and **"FOR"** the ratification of the appointment of PricewaterhouseCoopers, LLC as our independent registered public accounting firm as described in Proposal No. 2 of the proxy statement.

Edgar Filing: Adamas Pharmaceuticals Inc - Form DEF 14A

By Order of the Board of Directors:

Grace U. Shin  
*Corporate Secretary*

Emeryville, California  
March 30, 2015

---

Table of Contents

**Table of Contents**

	<b>Page</b>
<u>QUESTIONS AND ANSWERS REGARDING THE PROXY MATERIALS AND THE VOTING PROCESS</u>	<u>1</u>
<u>PROPOSAL NO. 1 ELECTION OF DIRECTORS</u>	<u>6</u>
<u>PROPOSAL NO. 2 RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>10</u>
<u>REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS</u>	<u>12</u>
<u>CORPORATE GOVERNANCE</u>	<u>13</u>
<u>CERTAIN RELATIONSHIPS AND RELATED PERSONS TRANSACTIONS</u>	<u>19</u>
<u>NON-EMPLOYEE DIRECTOR COMPENSATION</u>	<u>21</u>
<u>EXECUTIVE OFFICERS AND KEY EMPLOYEES</u>	<u>23</u>
<u>EXECUTIVE COMPENSATION</u>	<u>25</u>
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	<u>32</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>33</u>
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>36</u>
<u>ADDITIONAL INFORMATION</u>	<u>36</u>

Table of Contents

**Adamas Pharmaceuticals, Inc.**

1900 Powell Street, Suite 750  
Emeryville, California 94608

**PROXY STATEMENT  
FOR THE ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 14, 2015**

**IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 14, 2015**

This proxy statement and our 2014 Annual Report to Stockholders, which includes our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, are available at our website at <http://ir.adamaspharma.com/annuals-proxies.cfm> and [www.proxyvote.com](http://www.proxyvote.com).

**QUESTIONS AND ANSWERS REGARDING THE PROXY MATERIALS AND THE VOTING PROCESS**

**Why am I receiving these proxy materials?**

We have made these proxy materials available to you on the Internet or, upon your request, have delivered paper proxy materials to you, because the Board of Directors of Adamas Pharmaceuticals, Inc., or the Company, is soliciting your proxy to vote at the 2015 Annual Meeting of Stockholders, or the 2015 Annual Meeting, or any adjournments that take place. The 2015 Annual Meeting will be held on May 14, 2015 at 8:00 a.m. local time at the Hilton Garden Inn, 1800 Powell Street, Emeryville, California 94608. As a stockholder, you are invited to attend the 2015 Annual Meeting and are requested to vote on the proposals described in this proxy statement. However, you do not need to attend the 2015 Annual Meeting to vote.

**What is included in the proxy materials?**

The proxy materials include:

This proxy statement, which includes information regarding the proposals to be voted on at the 2015 Annual Meeting, the voting process, corporate governance, the compensation of our directors and certain executive officers, and other required information;

Our 2014 Annual Report to Stockholders, which includes our Annual Report on Form 10-K for the fiscal year ended December 31, 2014; and

The proxy card or a voting instruction card for the 2015 Annual Meeting.

The proxy materials are being mailed, or made available to stockholders on the Internet, on or about March 30, 2015.

**Why did I receive a Notice of Internet Availability of Proxy Materials, or the Notice, in the mail instead of a complete set of paper proxy materials?**

We have elected to provide our proxy materials to our stockholders over the Internet as permitted by the rules of the U.S. Securities and Exchange Commission, or SEC. As a result, we are mailing most of our stockholders a paper copy of the Notice, but not a paper copy of the proxy materials. This process allows us to provide our proxy materials to our stockholders in a timelier and more readily accessible manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. The Notice contains instructions on how to access the proxy materials over the Internet, and how to request a paper copy of the proxy materials. All stockholders who have previously elected to receive a



Table of Contents

paper copy of our proxy materials will continue to receive a paper copy of the proxy materials by mail until the stockholder terminates such election.

**Why did I receive a complete set of paper proxy materials in the mail instead of a Notice of Internet Availability of Proxy Materials?**

We are providing stockholders who have previously requested to receive paper copies of the proxy materials with paper copies of the proxy materials instead of the Notice. If you would like to reduce the environmental impact and the costs incurred by us in printing and distributing the proxy materials, you may elect to receive all future proxy materials electronically via email or the Internet. To sign up for electronic delivery, please follow the instructions provided with your proxy materials and on your proxy card or voting instruction card.

**Who can vote at the 2015 Annual Meeting?**

Only stockholders of record at the close of business on March 18, 2015 will be entitled to vote at the 2015 Annual Meeting. On this record date, there were 17,705,406 shares of common stock outstanding and entitled to vote.

***Stockholder of Record: Shares Registered in Your Name***

If, at the close of business on March 18, 2015, your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, then you are a stockholder of record. As a stockholder of record, you may vote in person at the 2015 Annual Meeting or vote by proxy. Whether or not you plan to attend the 2015 Annual Meeting, please vote as soon as possible by completing and returning the enclosed proxy card or vote by proxy over the telephone or on the Internet as instructed below to ensure your vote is counted.

***Beneficial Owner: Shares Registered in the Name of a Broker or Bank***

If, at the close of business on March 18, 2015, your shares were not held in your name, but rather in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the 2015 Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent how to vote the shares in your account. You are also invited to attend the 2015 Annual Meeting. However, because you are not the stockholder of record, you may not vote your shares in person at the 2015 Annual Meeting unless you request and obtain a valid proxy from your broker or other agent.

**What proposals are scheduled for a vote?**

There are two proposals scheduled for a vote at the 2015 Annual Meeting:

Proposal No. 1 To elect three Class I directors to hold office until the 2018 Annual Meeting of Stockholders or until their successors are elected; and

Proposal No. 2 To ratify the selection of PricewaterhouseCoopers LLC as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2015.

**How do I vote?**

For Proposal No. 1, you may either vote "**FOR**" all nominees to the board of directors or you may "**WITHHOLD**" your vote for any nominee you specify. For Proposal No. 2, you may either vote "**FOR**" or "**AGAINST**" or you may abstain from voting.



Table of Contents

The procedures for voting are as follows:

***Stockholder of Record: Shares Registered in Your Name***

If you are a stockholder of record, you may vote in person at the 2015 Annual Meeting or vote by proxy by telephone or Internet or by mail. Whether or not you plan to attend the 2015 Annual Meeting, please vote as soon as possible to ensure your vote is counted. You may still attend the 2015 Annual Meeting and vote in person even if you have already voted by proxy.

**To vote in person.** You may attend the 2015 Annual Meeting and we will give you a ballot when you arrive. If you need directions to the meeting, please visit <http://ir.adamaspharma.com/annuals-proxies.cfm>.

**To vote by proxy by telephone or Internet.** If you have telephone or Internet access, you may submit your proxy by following the instructions provided in the Notice, or if you received paper proxy materials by mail, by following the instructions provided with your proxy materials and on your proxy card or voting instruction card.

**To vote by proxy by mail.** If you received paper proxy materials, you may submit your proxy by mail by completing and signing your proxy card and mailing it in the enclosed envelope. Your shares will be voted as you have instructed.

***Beneficial Owner: Shares Registered in the Name of a Broker or Bank***

If you are a beneficial owner of shares registered in the name of your broker, bank, dealer, or other similar organization, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the proxy card to ensure that your vote is counted. Alternatively, you may vote by telephone or over the Internet as instructed by your broker or other agent. To vote in person at the 2015 Annual Meeting, you must obtain a valid proxy from your broker or other agent. Follow the instructions from your broker or other agent included with these proxy materials, or contact your broker or bank to request a proxy form.

**Can I vote my shares by completing and returning the Notice?**

No. The Notice will, however, provide instructions on how to vote by telephone, by Internet, by requesting and returning a paper proxy card or voting instruction card, or by submitting a ballot in person at the 2015 Annual Meeting.

**How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of the Company's common stock you owned as of March 18, 2015.

**What if I return a proxy card but do not make specific choices?**

If you return a signed and dated proxy card without marking any voting selections, your shares will be voted "**FOR**" the election of each nominee for director (Proposal No. 1) and "**FOR**" the ratification of the selection of PricewaterhouseCoopers, LLC as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2015 (Proposal No. 2). If any other matter is properly presented at the 2015 Annual Meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

Table of Contents

**Who is paying for this proxy solicitation?**

We are making this solicitation and will pay for the entire cost of preparing, assembling, printing, mailing, and distributing these proxy materials. In addition to these mailed proxy materials, our directors, officers and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors, officers and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the reasonable cost of forwarding proxy materials to beneficial owners.

**What does it mean if I receive more than one proxy card?**

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, sign, and return each proxy card to ensure that all of your shares are voted.

**Can I change my vote after submitting my proxy?**

Yes. You can revoke your proxy at any time before the final vote at the 2015 Annual Meeting. If you are the stockholder of record of your shares, you may revoke your proxy in any one of four ways:

You may submit another properly completed proxy with a later date.

You may send a timely written notice that you are revoking your proxy to the Company's Corporate Secretary, Adamas Pharmaceuticals, Inc., 1900 Powell Street, Suite 750, Emeryville, CA 94608.

You may attend the 2015 Annual Meeting and vote in person. Simply attending the 2015 Annual Meeting will not, by itself, revoke your proxy.

You may grant a subsequent proxy by telephone or through the Internet.

If your shares are held by your broker or other agent, you should follow the instructions provided by your broker or agent.

**What is the quorum requirement?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the outstanding shares entitled to vote are present or represented by proxy at the 2015 Annual Meeting. On the record date, there were 17,705,406 shares outstanding and entitled to vote. Accordingly, the holders of 8,852,704 shares, or their proxies, must be represented at the 2015 Annual Meeting to have a quorum. Your shares will be counted toward the quorum at the 2015 Annual Meeting only if you vote in person at the meeting, or you submit a valid proxy vote.

Abstentions and broker non-votes (as described below) will be counted towards the quorum requirement. If there is no quorum, the holders of a majority of shares present and entitled to vote at the meeting in person or represented by proxy may adjourn the 2015 Annual Meeting to another date.

**How are votes counted?**

Votes will be counted by the Inspector of Elections appointed for the 2015 Annual Meeting. The Inspector of Elections will separately count "**FOR**," "**WITHHOLD**," and broker non-votes, if any, for Proposal No. 1 (the election of directors) and "**FOR**" and "**AGAINST**" votes, abstentions, and broker non-votes, if any, for Proposal No. 2 (the ratification of the selection of PricewaterhouseCoopers, LLC as the independent registered accounting firm of the Company for the fiscal year ending December 31, 2015).

If your shares are held by your broker or other agent as your nominee (that is, held beneficially in "street name"), you will need to obtain a proxy form from the institution that holds your shares and follow



Table of Contents

the instructions included on that form regarding how to instruct your broker or other agent to vote your shares. If you do not give voting instructions to your broker or other agent, your broker or other agent can only vote your shares with respect to "routine" matters (as described below).

**What are "broker non-votes"?**

If you hold shares beneficially in "street name" and do not provide your broker with voting instructions your shares may constitute "broker non-votes." Broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner. These matters are referred to as "non-routine" matters. Proposal No. 1 to elect directors is a "non-routine" matter, but Proposal No. 2 to ratify the selection of PricewaterhouseCoopers, LLC as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2015 is a "routine" matter. Broker non-votes will not be counted toward the vote total for any proposal at the 2015 Annual Meeting.

**How many votes are needed to approve each proposal?**

Proposal No. 1 To elect three Class I directors to hold office until the 2018 Annual Meeting of Stockholders or until their successors are elected. The three nominees receiving the most **"FOR"** votes (from the votes of shares present in person or represented by proxy and entitled to vote on the election of directors) will be elected. Broker non-votes will not be counted towards the vote total for this proposal.

Proposal No. 2 To ratify the selection of PricewaterhouseCoopers, LLC as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2015. **"FOR"** votes from the holders of a majority of the shares cast (excluding abstentions and broker non-votes) are required to approve this proposal. Because Proposal No. 2 is considered a "routine" matter, no broker non-votes are expected in connection with this proposal.

**How can I find out the results of the voting at the 2015 Annual Meeting?**

We will disclose final voting results in a Current Report on Form 8-K filed with the SEC within four business days after the 2015 Annual Meeting. If final voting results are unavailable at that time, then we intend to file a Current Report on Form 8-K to disclose preliminary voting results and file an amended Current Report on Form 8-K within four business days after the date the final voting results are available.

**When are stockholder proposals due for next year's annual meeting?**

If you wish to submit a stockholder proposal or nominate a director at the 2016 Annual Meeting of Stockholders that is not to be included in the proxy materials for that meeting, then you must follow the procedures set forth in our bylaws and, among other things, notify the Company's Corporate Secretary in writing between January 14, 2016 and February 13, 2016. However, if the date of the 2016 Annual Meeting of Stockholders is more than 30 days before or more than 60 days after May 14, 2016, then you must give notice no earlier than the 120 day prior to but not later than the 90th day prior to that meeting or, if later, the 10th day following the day on which public disclosure of that annual meeting date is first made. You are also advised to review our bylaws, which contain additional requirements regarding advance notice of stockholder proposals and director nominations.

Table of Contents

**PROPOSAL NO. 1  
ELECTION OF DIRECTORS**

Our Board of Directors recommends you vote for the election of our Class I directors, William Ericson, Martha Demski, and Ivan Lieberburg, M.D., Ph.D. Our Board of Directors is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a three-year term. Except as otherwise provided by law, vacancies on the Board of Directors may be filled only by individuals elected by a majority of the remaining directors. A director elected by the Board of Directors to fill a vacancy in a particular class, including a vacancy created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until such director's successor is elected and qualified, or until such director's earlier death, resignation, or removal.

Our Board of Directors currently consists of eight directors and no vacancies, divided into the three following classes:

The Class I directors are William Ericson, Martha Demski, and Ivan Lieberburg, M.D., Ph.D., and their terms will expire at the 2015 Annual Meeting;

The Class II directors are Gregory Went, Ph.D., Sara Grootwassink Lewis, and Richard Booth, and their terms will expire at the 2016 Annual Meeting of Stockholders; and

The Class III directors are David Mahoney and John MacPhee, and their terms will expire at the 2017 Annual Meeting of Stockholders.

Our current Class I directors have been nominated to serve as Class I directors and have agreed to stand for election. If the nominees for Class I directors are elected at the 2015 Annual Meeting, then each nominee will serve for a three-year term expiring at the 2018 Annual Meeting of Stockholders, or until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal.

Our directors are elected by a plurality of the votes cast. If a choice is specified on the proxy card by a stockholder, the shares will be voted as specified. If a choice is not specified on the proxy card, and authority to do so is not withheld, the shares will be voted "**FOR**" the election of the three nominees for Class I above. If any of the nominees becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for the nominee will instead be voted for the election of a substitute nominee proposed by the Company's management or the Board of Directors. Each person nominated for election has agreed to serve if elected. Our management has no reason to believe that any nominee will be unable to serve. Our Board of Directors and management encourage each nominee for director and each continuing director to attend the 2015 Annual Meeting.

**THE BOARD OF DIRECTORS RECOMMENDS  
A VOTE "FOR" PROPOSAL NO. 1.**

The Nominating and Corporate Governance Committee seeks to assemble a Board of Directors that, as a whole, possesses the appropriate balance of professional and industry knowledge, financial expertise and high-level management experience necessary to oversee and direct our business. To that end, the Nominating and Corporate Governance Committee has identified and evaluated nominees in the broader context of the Board's overall composition, with the goal of recruiting members who complement and strengthen the skills of other members and who also exhibit integrity, collegiality, sound business judgment, and other qualities that the Nominating and Corporate Governance Committee views as critical to effective functioning of the Board of Directors. The brief following biographies below include the specific and particular experience, qualifications, attributes, or skills of each director or nominee that led the Nominating and Corporate Governance Committee to recommend that person as a nominee.

Mr. Ericson was appointed as a director by our Board of Directors pursuant to the terms of a voting agreement with our investors in effect at the time giving certain investors the right to designate persons to

Table of Contents

become directors, with MDV VII, L.P. designating Mr. Ericson as its designee for appointment to the Board.

**CLASS I NOMINEES FOR DIRECTOR** *To be elected for a three-year term expiring at the 2018 Annual Meeting of Stockholders*

**William Ericson.** Mr. Ericson, age 56, has served as a member of our Board of Directors since 2005. Mr. Ericson has been a General Partner at Mohr Davidow Ventures LP, or MDV, a venture capital firm, since 2000, and has served as Managing Partner since 2008. Prior to joining MDV, Mr. Ericson founded and operated Venture Law Group LLP's Seattle office from 1996 to 2000. Mr. Ericson currently serves as a member of the board of directors of Pacific Biosciences of California, Inc., a publicly traded gene sequencing company, Rocket Fuel Inc., a publicly traded digital advertising company, Northwestern University School of Law, and a number of MDV's privately held portfolio companies. Mr. Ericson holds a B.S.F.S. from the School of Foreign Service at Georgetown University and a J.D. from Northwestern University School of Law. We believe Mr. Ericson's extensive experience in finance and service as a board member of public companies in the technology and life sciences industries and his training as a securities lawyer qualifies him to serve on our Board of Directors.

**Martha Demski.** Ms. Demski, age 62, has served as a member of our Board of Directors since March 2014. Since April 2013, Ms. Demski has served as Senior Vice President, Chief Financial Officer and Corporate Secretary of Ajinomoto Althea, Inc., a fully-integrated contract development and manufacturing organization. From August 2011 to April 2013, Ms. Demski served as Senior Vice President and Chief Financial Officer of Althea Technologies, Inc. From July 2008 to December 2010, Ms. Demski served as the Interim Chief Operating Officer and Chief Financial Officer of the Sidney Kimmel Cancer Center (SKCC), a non-profit corporation engaged in biomedical research, which voluntarily filed for Chapter 11 bankruptcy in 2009. From April 2006 to May 2008, Ms. Demski served as Senior Vice President of U.S. Trust. Ms. Demski currently serves as a member of the board of directors and chair of the audit committees of both Chimerix, Inc., and Neotherics, Inc., publicly traded biopharmaceutical companies. From 2005 to July 2008, Ms. Demski served on the Board of Trustees at SKCC, as well as chair of both the audit and governance and nominating committees. From December 1988 to June 2004, Ms. Demski served as Vice President, Chief Financial Officer, Treasurer and Secretary of Vical Incorporated, a publicly traded biopharmaceutical company. Ms. Demski holds a B.A. from Michigan State University and M.B.A. from The University of Chicago Booth School of Business. We believe that Ms. Demski's more than 30 years' experience in the fields of finance and biotechnology, as well her experience as a chief financial officer of a publicly traded company and her experience in conducting financing transactions qualifies her to serve on our Board of Directors.

**Ivan Lieberburg, M.D., Ph.D.** Dr. Lieberburg, age 65, has served as a member of our Board of Directors since 2004. Dr. Lieberburg has been a member of the Tavistock Group, a private equity firm, since 2009 where he concentrates on health care and life sciences investment opportunities. From 1987 to 2009, Dr. Lieberburg was employed by Elan Pharmaceuticals, Inc. (formerly Athena Neurosciences, Inc.), where his most recent roles were as Executive Vice President, Corporate Office of Technology and Chief Medical Officer. Dr. Lieberburg holds an A.B. in Biology from Cornell University, a Ph.D. in Neurobiology from The Rockefeller University, and an M.D. from the University of Miami Leonard M. Miller School of Medicine. Dr. Lieberburg is board certified in internal medicine and endocrinology/metabolism. We believe Dr. Lieberburg's executive experience in the life sciences industry and his medical training qualifies him to serve on our Board of Directors.

**CLASS II DIRECTORS** *To continue in office until the 2016 Annual Meeting of Stockholders*

**Gregory Went, Ph.D.** Dr. Went, age 51, has served as our Chief Executive Officer and Chairman of our Board of Directors since our inception in 2000. Previously, Dr. Went co-founded CuraGen Corporation in 1992, where he served as an Executive Vice President and director from 1996 to 1999. Dr. Went also has

Table of Contents

served as a director of Angelica Therapeutics, Inc., a biotechnology company, since 2006. Dr. Went holds a Ph.D. in Chemical Engineering from the University of California, Berkeley and a B.S. in Chemical Engineering from Carnegie Mellon University. We believe Dr. Went's extensive knowledge of our company, the pharmaceutical industry, and our competitors qualifies him to serve on our Board of Directors.

**Sara Grootwassink Lewis.** Ms. Grootwassink Lewis, age 47, has served as a member of our Board of Directors since March 2014. She is a private investor and Chief Executive Officer of Lewis Corporate Advisors, LLC, a capital markets and board advisory firm. From May 2002 to February 2009, Ms. Grootwassink Lewis served as the Chief Financial Officer of Washington Real Estate Investment Trust, and from December 2001 to May 2002 she served as Managing Director, Finance and Capital Markets. Ms. Grootwassink Lewis currently serves as a member of the board of directors of CapitalSource Inc., a publicly traded commercial finance company, where she serves as the chairman of the audit committee, chairman of the nominating and corporate governance committee and a member of the compensation committee. Ms. Grootwassink Lewis currently serves on the board of directors and serves as the chairman of the audit committee and serves on the nominating/corporate governance committee of PS Business Parks, Inc., a publicly traded owner, operator and developer of commercial properties. Ms. Grootwassink Lewis currently serves as a member of the board of directors and on the audit committee of Plum Creek Timber Company, Inc., a publicly traded company and one of the largest landowners in the nation. Ms. Grootwassink Lewis also serves as a member of the board, a member of the management resources committee and a member of the governance, nominating and investment committee of Sun Life Financial, Inc., a publicly traded company and leading international financial services organization. Ms. Grootwassink Lewis served as a member of the board of directors of CapitalSource Inc., a publicly traded commercial finance company until its acquisition in 2014. She served as the chairman of the audit committee, chairman of the nominating and corporate governance committee and a member of the compensation committee. Ms. Grootwassink Lewis has been appointed to the Public Company Accounting Oversight Board Standing Advisory Group for a term through 2017. Ms. Grootwassink Lewis holds a B.S. in Finance from the University of Illinois, Urbana-Champaign. We believe that Ms. Grootwassink Lewis' experience as a Chief Financial Officer of a publicly traded company, qualification as a chartered financial analyst, extensive experience in corporate finance and strong strategic planning and accounting skills qualifies her to serve on our Board of Directors.

**Richard Booth.** Mr. Booth, age 68, has served as a member of our Board of Directors since January 2014. Mr. Booth serves on the board of directors of The Hanover Insurance Group, Inc., a property and casualty insurance company, and Sun Life Financial Inc., an insurance and financial services company. He is also a trustee of Eversource Energy (formerly Northeast Utilities), a utility company, and serves on the boards of directors of several privately-held organizations. From July 2009, to February 2015, Mr. Booth has served as the Vice Chairman of Guy Carpenter & Company, LLC, a global risk management and reinsurance specialist and a wholly owned subsidiary of Marsh & McLennan Companies, Inc. From June 2008 to March 2009, Mr. Booth served as a corporate officer, and from October 2008 to March 2009, as Vice Chairman, Transition Planning and Chief Administrative Officer, of American International Group, Inc., an insurance and financial services company. From 2000 to 2009, Mr. Booth served as Chairman of HSB Group, Inc., a specialty insurer and reinsurer, also serving as its President and Chief Executive Officer from 2000 to 2007. Mr. Booth is a senior adviser to Century Capital Management. From 2004 to 2008, Mr. Booth was a member of the Financial Accounting Standards Advisory Council. Mr. Booth is a member of the American Institute of Certified Public Accountants. Mr. Booth received B.S. and M.S. degrees from the University of Hartford. We believe Mr. Booth's extensive experience in business and management, including, in particular, strategic planning, capital and financial markets, accounting, and financial reporting, qualifies him to serve on our Board of Directors.

Table of Contents

**CLASS III DIRECTORS** *To continue in office until the 2017 Annual Meeting of Stockholders*

**David Mahoney.** Mr. Mahoney, age 60, has served as a member of our Board of Directors since 2009. Mr. Mahoney has served on the board of directors of Symantec Corporation, a publicly-traded software technology company since 2003, including as a member of the compensation and nominating and governance committees. Mr. Mahoney also served as a member of the audit committee of Symantec from 2003 to 2011. Mr. Mahoney has served on the board of directors of Corcept Therapeutics Incorporated, a pharmaceutical company, since 2011. He also serves on the boards of directors of several privately-held organizations, including San Francisco Museum of Modern Art and Mercy Corps and is a Trustee of the Schwab/Laudis Family of Funds. From 1999 to 2001, Mr. Mahoney served as co-CEO of McKesson HBOC, Inc., a healthcare supply management and information technology company and as CEO of McKesson LLC, a healthcare management and connectivity company. He joined McKesson Corporation in 1990 as Vice President for Strategic Planning. Prior to joining McKesson, Mr. Mahoney was a principal with McKinsey & Company, a management consulting firm, where he worked from 1981 to 1990. Mr. Mahoney holds a B.A. from Princeton University and an M.B.A. from Harvard University. We believe Mr. Mahoney's extensive experience in pharmaceutical distribution, fiscal management, and in operating and advising technology companies qualifies him to serve on our Board of Directors.

**John MacPhee, MPH.** Mr. MacPhee, age 47, has served as a member of our Board of Directors since May 2013 and provided consulting services to us from March 2011 to May 2013. Since 2011, Mr. MacPhee has served as the Executive Director and CEO of The Jed Foundation, a non-profit organization. From 2005 to 2011, Mr. MacPhee served as Executive Vice President of Par Pharmaceutical, Inc. and President of Par's Strativa Pharmaceuticals division, where he oversaw commercial operations, clinical development, medical affairs, alliance management, and business development. Previously, Mr. MacPhee worked at Forest Laboratories, Inc., where he led the launches of Celexa, Lexapro, and Namenda. Mr. MacPhee also serves as a board member for Bottom Line, a nonprofit organization. Mr. MacPhee holds a B.A. from Columbia College, an M.B.A. from New York University, and an MPH from Columbia University. We believe Mr. MacPhee's extensive experience building successful specialty pharmaceutical companies and commercializing drug products qualifies him to serve on our Board of Directors.



Table of Contents

**PROPOSAL NO. 2**  
**RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has selected, and our Board of Directors has affirmed the selection of, PricewaterhouseCoopers, LLC, or PwC, as our independent registered public accounting firm for the year ending December 31, 2014, and is seeking ratification of such selection by our stockholders at the 2015 Annual Meeting. PwC has audited our financial statements for the fiscal years ended December 31, 2014 and 2013. Representatives of PwC are expected to be present at the 2015 Annual Meeting and will be available to appropriate questions.

Neither our bylaws nor other governing documents or law require stockholder ratification of the selection of PwC as our independent registered public accounting firm. However, we are submitting the selection of PwC to our stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain PwC. Even if the selection is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of the Company and our stockholders.

The affirmative vote of a majority of the shares cast at the 2015 Annual Meeting will be required to ratify the selection of PwC.

**THE BOARD OF DIRECTORS RECOMMENDS**  
**A VOTE "FOR" PROPOSAL NO. 2.**

**Principal Accountant Fees and Services**

For the fiscal years ended December 31, 2014 and 2013, PwC billed the approximate fees set forth below. All fees included below were approved by the Audit Committee.

	Fiscal Year Ended	
	2014	2013
	(in thousands)	
Audit Service Fees(1)	\$ 764	\$ 1,573
Audit-Related Fees		
Tax Fees(2)	4	
All Other Fees(3)	2	
<b>Total</b>	<b>\$ 770</b>	<b>\$ 1,573</b>

- 
- (1) This category consists of fees for professional services rendered for the audit of our financial statements, review of interim financial statements, assistance with registration statements filed with the SEC, and services that are normally provided by PwC in connection with statutory and regulatory filings or engagements. Related to the year ended December 31, 2013, fees of \$787,000 were billed in connection with the filing of our Registration Statements on Form S-1 in connection with the initial public offering of our common stock, or IPO.
- (2) This category consists of fees for professional services rendered for tax compliance and tax advice.
- (3) This category consists of fees for PwC's online research database.

Table of Contents

**Pre-Approval Policies and Procedures**

The Audit Committee has adopted a policy for the pre-approval of all audit and non-audit services to be performed for the Company by the independent registered public accounting firm. This policy is set forth in the charter of the Audit Committee and available at [www.adamaspharma.com](http://www.adamaspharma.com). The Audit Committee has considered the role of PwC in providing audit and audit-related services to the Company and has concluded that such services are compatible with PwC's role as the Company's independent registered public accounting firm.

Table of Contents

**REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2014 with management of the Company. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 16, *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board ("PCAOB"). The Audit Committee has also received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants' communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the accounting firm's independence. Based on the foregoing, the Audit Committee has recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

Ms. Martha Demski, Chair  
Ms. Sara Grootwassink Lewis  
Mr. John MacPhee

*The material in this report is not "soliciting material," is not deemed "filed" with the SEC, and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.*

Table of Contents

**CORPORATE GOVERNANCE**

**Board Composition**

Our business and affairs are managed under the direction of our Board of Directors, which currently consists of eight members. The members of our Board of Directors were elected in compliance with the provisions of our amended and restated certificate of incorporation. In accordance with our amended and restated certificate of incorporation, our Board of Directors are divided into three classes with staggered three-year terms. At each annual general meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. Our directors are divided among the three classes as follows:

The Class I directors are William Ericson, Martha Demski, and Ivan Lieberburg, and their terms will expire at our annual meeting of stockholders to be held in 2015;

The Class II directors are Gregory Went, Sara Grootwassink Lewis, and Richard Booth, and their terms will expire at our annual meeting of stockholders to be held in 2016; and

The Class III directors are David Mahoney and John MacPhee, and their terms will expire at our annual meeting of stockholders to be held in 2017.

We expect that additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. The division of our Board of Directors into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control.

**Director Independence**

Under the listing requirements and rules of The NASDAQ Global Market, independent directors must comprise a majority of a listed company's board of directors within a specified period of time after its initial public offering.

Our Board of Directors has undertaken a review of its composition, the composition of its committees, and the independence of each director. Based upon information requested from and provided by each director concerning his or her background, employment, and affiliations, including family relationships, our Board of Directors has determined that all members of our Board of Directors except Dr. Went do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent" as that term is defined under the applicable rules and regulations of the SEC, and the listing requirements and rules of The NASDAQ Global Market. In making this determination, our Board of Directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director.

**Board Leadership Structure**

Our Board of Directors is currently led by a combined Chairman of the Board and Chief Executive Officer. Our Board of Directors believes that this leadership structure is the most effective for us at this time. Because our Chief Executive Officer is closest to the many facets of our business, our Board of Directors believes that the Chief Executive Officer is in the best position to lead our Board of Directors most effectively and, accordingly, to serve in the critical role of Chairman of the Board. In addition, as the Chief Executive Officer is directly involved in managing the company, having a chairman who also serves as chief executive officer facilitates timely communication with the board on critical business matters. Furthermore, we believe that this combined leadership structure is appropriate for our company because (i) our Chairman and Chief Executive Officer conveys a singular, cohesive message to our stockholders,

Table of Contents

employees, industry partners, and the investment community and (ii) this structure eliminates any ambiguity as to who is accountable for the Company's performance. Our directors and management team engage frequently and directly in the flow of information and ideas and we believe our combined leadership structure facilitates the quality, quantity, and timeliness of the information flow and communication. Our Board of Directors believes that there is a well-functioning and effective balance between strong company leadership and oversight by active, independent directors.

**Lead Independent Director**

Our Board of Directors has appointed Mr. Mahoney to serve as our lead independent director. As lead independent director, Mr. Mahoney presides over periodic meetings of our independent directors, serves as a liaison between our Chairman and the independent directors and performs such additional duties as our Board of Directors may otherwise determine and delegate.

**Meetings of the Board of Directors and Committees**

During 2014, the Board of Directors met nine times, the Audit Committee met seven times, and the Compensation Committee met eight times. The Nominating and Corporate Governance Committee first met beginning in 2015. In 2014, each director attended at least 75% of the meetings of the Board of Directors and the committees on which he or she served, other than Mr. Rehm, who resigned from the Board of Directors prior to our IPO in April 2014.

**Board committees**

Our Board of Directors has established an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Our Board of Directors may establish other committees to facilitate the management of our business. Members serve on these committees until their resignation or until otherwise determined by our Board of Directors. The composition and functions of each committee are described below.

Name of Director	Audit	Compensation	Nominating and Corporate Governance
<b><i>Non-Employee Director</i></b>			
David Mahoney		M	C
Richard Booth		C	
Martha Demski	C		
William Ericson		M	M
Sara Grootwassink Lewis	M		M
Ivan Lieberburg			
John MacPhee	M		
<b><i>Employee Director</i></b>			
Gregory Went			

M = Committee Member

C = Committee Chairperson

***Audit Committee***

Our Audit Committee consists of Ms. Demski, Ms. Grootwassink Lewis, and Mr. MacPhee. Our Board of Directors has determined that Ms. Demski, Ms. Grootwassink Lewis, and Mr. MacPhee are independent under the NASDAQ listing standards and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended, or Exchange Act. The chair of our Audit Committee is Ms. Demski. Our Board of

## Edgar Filing: Adamas Pharmaceuticals Inc - Form DEF 14A

### Table of Contents

Directors has determined that Ms. Demski and Ms. Grootwassink Lewis are "audit committee financial experts" within the meaning of the SEC regulations. Our Board of Directors has also determined that each member of our Audit Committee can read and understand fundamental financial statements in accordance with applicable requirements. In arriving at these determinations, the Board of Directors has examined each Audit Committee member's scope of experience and the nature of their employment in the corporate finance sector. The functions of this committee include:

selecting a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;

helping to ensure the independence and performance of the independent registered public accounting firm;

discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent accountants, our interim and year-end operating results;

developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;

reviewing our policies on risk assessment and risk management;

reviewing related party transactions;

obtaining and reviewing a report by the independent registered public accounting firm at least annually, that describes our internal quality-control procedures, any material issues with such procedures, and any steps taken to deal with such issues when required by applicable law; and

approving (or, as permitted, pre-approving) all audit and all permissible non-audit services, other than *de minimis* non-audit services, to be performed by the independent registered public accounting firm.

### ***Compensation Committee***

Our Compensation Committee consists of Mr. Booth, Mr. Mahoney, and Mr. Ericson. Our Board of Directors has determined that each of Mr. Booth, Mr. Mahoney, and Mr. Ericson is independent under the NASDAQ listing standards, is a "non-employee director" as defined in Rule 16b-3 promulgated under the Exchange Act and is an "outside director" as that term is defined in Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended, or Section 162(m). The chair of our Compensation Committee is Mr. Booth. The functions of this committee include:

reviewing and approving, or recommending that our Board of Directors approve, the compensation of our executive officers;

reviewing and recommending, at least every two years and after consultation with our Nominating and Corporate Governance Committee, to our Board of Directors the compensation of our directors;

reviewing and approving, or recommending that our Board of Directors approve, the terms of compensatory arrangements with our executive officers;

administering our stock and equity incentive plans;

selecting independent compensation consultants and assessing conflict of interest compensation advisers;

Table of Contents

reviewing with our Chief Executive Officer the plans for succession of our executive officers and to make recommendations to our Board of Directors with respect to the selection of appropriate individuals to succeed such positions;

reviewing and approving, or recommending that our Board of Directors approve, incentive compensation and equity plans;  
and

reviewing and establishing general policies relating to compensation and benefits of our employees and reviewing our overall compensation philosophy.