

LEXICON PHARMACEUTICALS, INC.  
Form DEFA14A  
March 17, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC. 20549

SCHEDULE 14A  
(Rule 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

Confidential, for Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))

LEXICON PHARMACEUTICALS, INC.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

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

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

(4) Proposed maximum aggregate value of transaction: N/A

(5) Total fee paid: \$0

Fee paid previously with preliminary materials: N/A

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed

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\*\*\* Exercise Your Right to Vote \*\*\*

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

Meeting Information

Meeting Type: Annual Meeting

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

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

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

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

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

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



— BEFORE  
YOU  
VOTE —  
How to  
Access  
the Proxy  
Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement 2. Annual Report

How to View Online:

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

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

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

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY EMAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

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

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

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

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

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

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

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Voting items

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

1. Election of Directors

Nominees:

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

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

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

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

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

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

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

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

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

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