Lantheus Holdings, Inc.
Form DEF 14A
March 28, 2016
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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 x 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))**
x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material under §240.14a-12

LANTHEUS HOLDINGS, 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):

x 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:

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¨ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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March 28, 2016

Dear Stockholder,

We cordially invite you to attend Lantheus Holdings, Inc. s 2016 Annual Meeting of Stockholders, to be held on Tuesday, April 26, 2016 at 11:00 a.m. (Eastern Time) at the DoubleTree Bedford Glen, located at 44 Middlesex Turnpike, Bedford, MA 01730.

The Notice of Annual Meeting of Stockholders and the proxy statement that follow describe the business to be conducted at the meeting.

Your vote is important. We encourage you to vote by proxy in advance of the meeting, whether or not you plan to attend the meeting. Thank you for your continued investment in our Company.

Sincerely,

Brian Markison

Chairman of the Board of Directors

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Meeting Date:	Tuesday, April 26, 2016
Time:	11:00 a.m. (Eastern Time)
Place:	DoubleTree Bedford Glen,
	located at 44 Middlesex Turnpike, Bedford, MA 01730

We are holding our 2016 Annual Meeting of Stockholders for the following purposes, which are described in more detail in the proxy statement to:

1. elect three Class I directors to our Board of Directors;

2. approve an amendment to the Lantheus Holdings, Inc. 2015 Equity Incentive Plan to increase the common stock reserved for issuance by 2,140,000 shares; and

3. ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

At the meeting, we will also transact any other business as may properly come before the meeting or any adjournment or postponement thereof.

Only stockholders of record as of the close of business on March 7, 2016 will be entitled to attend and vote at the annual meeting.

Your vote is important. We encourage you to vote by proxy in advance of the meeting, whether or not you plan to attend the meeting. The proxy statement includes instructions on how to vote, including by internet and telephone. If you hold your shares through a brokerage firm, bank, broker-dealer or other similar organization, please follow their instructions.

By order of the Board of Directors,

Michael P. Duffy

Secretary, General Counsel and Senior Vice

President, Strategy and Business Development

March 28, 2016

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on April 26, 2016.

The Lantheus Holdings, Inc. Proxy Statement and Annual Report are available at http://investor.lantheus.com.

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Although we refer to our website in this Proxy Statement, the contents of our website are not part of or incorporated by reference into this Proxy Statement or any other filings made with the Securities and Exchange Commission.

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PROXY STATEMENT

2016 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON APRIL 26, 2016

GENERAL INFORMATION

Lantheus Holdings, Inc. is making this proxy statement available to its stockholders on or about March 28, 2016 in connection with the solicitation of proxies by the Board of Directors for our 2016 Annual Meeting of Stockholders to be held on Tuesday, April 26, 2016 at 11:00 a.m. (Eastern Time) at the DoubleTree Bedford Glen, located at 44 Middlesex Turnpike, Bedford, MA 01730, and any adjournment or postponement of that meeting (the Annual Meeting). As a stockholder, you are invited to attend the Annual Meeting and are entitled and encouraged to vote on the proposals described in this proxy statement.

Lantheus Holdings, Inc. is the parent company of Lantheus Medical Imaging, Inc. (LMI), which is a global leader in the development, manufacture and commercialization of innovative diagnostic imaging agents and products. LMI provides a broad portfolio of products, which are primarily used for the diagnosis of cardiovascular diseases. LMI s key products include the echocardiography contrast agent DEFINITY® Vial for (Perflutren Lipid Microsphere) Injectable Suspension; TechneLite® (Technetium Tc99m Generator), a technetium-based generator that provides the essential medical isotope used in nuclear medicine procedures; and Xenon (Xenon Xe 133 Gas), an inhaled radiopharmaceutical imaging agent used to evaluate pulmonary function and for imaging the lungs. The Company is headquartered in North Billerica, Massachusetts with offices in Puerto Rico, Canada and Australia.

In this proxy statement, unless the context requires otherwise, the words Lantheus, Company, we, us and our ref Lantheus Holdings, Inc. and its subsidiaries.

Below are answers to common questions stockholders may have about the Proxy Materials and the Annual Meeting.

What are the Proxy Materials?

The Proxy Materials consist of this proxy statement, our annual report to stockholders on Form 10-K for the fiscal year ended December 31, 2015 and a proxy card/voting instruction form.

What items will be voted on at the Annual Meeting and how does the Board of Directors recommend that I vote?

There are three proposals to be voted on at the Annual Meeting to:

1. elect three Class I directors to our Board of Directors;

2. approve an amendment to the Lantheus Holdings, Inc. 2015 Equity Incentive Plan to increase the common stock reserved for issuance by 2,140,000 shares; and

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3. ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

Our amended and restated bylaws require that we receive advance notice of any proposals to be brought before the Annual Meeting by our stockholders. We have not received any such proposals. We do not anticipate any other matters will come before the Annual Meeting. If any other matter properly comes before the Annual Meeting, the proxy holders appointed by our Board of Directors will have discretion to vote on those matters.

The Board of Directors recommends that you vote FOR each of the nominees in Proposal 1 and FOR Proposals 2 and 3.

Who may vote at the meeting?

Holders of shares of our common stock (Shares) as of the close of business on March 7, 2016 (the Record Date) may vote at the Annual Meeting.

How many shares may be voted at the Annual Meeting?

Only stockholders of record as of the close of business on the Record Date will be entitled to vote at the Annual Meeting. As of the close of business on the Record Date, there were 30,377,104 Shares entitled to vote at the Annual Meeting.

How many votes do I have?

Holders of our common stock are entitled to one vote for each Share held as of the Record Date.

What vote is required for each proposal?

For the election of Class I directors, each director must be elected by a plurality of the votes cast. This means that the three nominees receiving the largest number of FOR votes will be elected as Class I directors. We do not have cumulative voting.

The approval of an amendment to the Lantheus Holdings, Inc. 2015 Equity Incentive Plan to increase the number of Shares reserved for issuance, the ratification of the Company s independent registered public accounting firm and any other proposals that may properly come before the Annual Meeting will be determined by a majority of the votes cast.

As of the Record Date, Avista Capital Partners, L.P., Avista Capital Partners (Offshore), L.P. and ACP-Lantern Co-Invest, LLC (collectively, Avista) owned 58.6% of the outstanding Shares entitled to vote at the Annual Meeting. As a result of its beneficial ownership of Shares, Avista has the ability to decide all matters to be voted upon at the Annual Meeting.

How are abstentions and broker non-votes counted?

Abstentions (that is, Shares present at the meeting in person or by proxy that are voted ABSTAIN) and broker non-votes (explained below) are counted for the purpose of establishing the presence of a quorum, but are not counted as votes cast.

What is the difference between a stockholder of record and a beneficial owner of Shares held in street name?

Stockholder of Record. If your Shares are registered directly in your name with our transfer agent, Computershare, then you are a stockholder of record.

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Beneficial Owner of Shares Held in Street Name. If your Shares are held in an account at a brokerage firm, bank, broker-dealer or other similar organization, then you are a beneficial owner of Shares held in street name. In that case, the organization holding your account is considered the stockholder of record. As a beneficial owner, you have the right to direct the organization holding your account on how to vote the Shares you hold in your account.

How do stockholders of record vote?

There are four ways for stockholders of record to vote:

Via the internet. You may vote via the internet until 5:00 p.m. (Eastern Time) on April 25, 2016, which is the day before the Annual Meeting, by visiting https://www.proxypush.com/lnth and entering the unique control number for your Shares located on the proxy card/voting instruction form.

By telephone. You may vote by phone until 5:00 p.m. (Eastern Time) on April 25, 2016, which is the day before the Annual Meeting, by calling 866-240-5317. You will need the unique control number for your Shares located on the proxy card/voting instruction form.

By mail. You may vote by filling out, signing and dating the enclosed proxy card and returning it in the envelope provided. The completed proxy card must be received by the close of business on April 25, 2016, which is the day before the Annual Meeting.

In person. You may also vote your Shares in person by completing a ballot at the Annual Meeting.

How do beneficial owners of Shares held in street name vote?

If you hold your Shares through a brokerage firm, bank, broker-dealer or other similar organization, please follow the instructions of the organization that holds your Shares.

Can I change my vote after submitting a proxy?

Stockholders of record may revoke their proxy before the Annual Meeting by delivering to Lantheus Holdings, Inc., 331 Treble Cove Road, North Billerica, MA 01862, Attention: Secretary, a written notice stating that a proxy is revoked, by signing and delivering a proxy bearing a later date, by voting again via the internet or by telephone or by attending and voting in person at the Annual Meeting.

Street name stockholders who wish to change their votes should contact the organization that holds their Shares.

If I hold Shares in street name through a broker, can the broker vote my shares for me?

If you hold your Shares in street name and you do not vote, the broker or other organization holding your Shares can vote on certain routine proposals but cannot vote on other proposals. Proposal 1 (election of Class I directors) and Proposal 2 (amendment of the Lantheus Holdings, Inc. 2015 Equity Incentive Plan) are not considered routine proposals. Proposal 3 (ratification of the Company s independent registered public accounting firm) is considered a routine proposal. If you hold Shares in street name and do not vote on Proposal 1 or Proposal 2, your Shares will be counted as broker non-votes for that proposal.

Who is paying for this proxy solicitation?

The Company is paying the costs of the solicitation of proxies. Members of our Board of Directors and officers and employees may solicit proxies by mail, telephone, fax, email or in person. We will not pay directors, officers or employees any extra amounts for soliciting proxies. We may, upon request, reimburse brokerage firms, banks or similar entities representing street name holders for their expenses in forwarding Proxy Materials to their customers who are street name holders and obtaining their voting instructions.

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What do I need to do if I want to attend the meeting?

You will need to provide evidence that you are a stockholder as of the Record Date. This can be a copy of your proxy card or a brokerage statement showing your Shares. You should also bring photo identification. If you hold your Shares in street name and wish to vote in person at the meeting, you will need to contact the organization that holds your Shares in order to obtain a legal proxy from that organization.

Where can I find voting results?

We will file a Current Report on Form 8-K with the Securities and Exchange Commission (the SEC) to report the final voting results from the Annual Meeting within four business days of the Annual Meeting.

I share an address with another stockholder. Why did we receive only one set of Proxy Materials?

Some banks, brokers and nominees may be participating in the practice of householding Proxy Materials. This means that only one copy of our Proxy Materials may be sent to multiple stockholders in your household. If you hold your Shares in street name and want to receive separate copies of the Proxy Materials in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact the bank, broker or other nominee who holds your Shares.

Upon written or oral request, the Company will promptly deliver a separate copy of the Proxy Materials to any stockholder at a shared address to which a single copy of any of those documents was delivered. To receive a separate copy of the Proxy Materials, you can contact our Investor Relations department at 978-671-8508 or ir@lantheus.com or by writing to Lantheus Holdings, Inc., 331 Treble Cove Road, North Billerica, MA 01862, Attention: Investor Relations.

What are the implications of being an emerging growth company ?

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the JOBS Act), and we are, therefore, permitted to, and we intend to rely on, exemptions from certain disclosure requirements applicable to other public companies. For example, we have included detailed compensation information for only our four most highly paid executive officers. We are also not required to provide our stockholders with the opportunity to vote on certain executive compensation matters on a non-binding advisory basis.

Under the JOBS Act, we will remain an emerging growth company until the earliest of: (i) the last day of the fiscal year during which we have total annual gross revenues of $1 billion or more; (ii) the last day of the fiscal year following the fifth anniversary of the completion of our initial public offering; (iii) the date on which we have, during the previous three-year period, issued more than $1 billion in non-convertible debt; and (iv) the date on which we become a large accelerated filer under the Securities Exchange Act of 1934, as amended (the Exchange Act).

Who should I contact if I have additional questions?

You can contact our Investor Relations department at 978-671-8508 or ir@lantheus.com or by writing to Lantheus Holdings, Inc., 331 Treble Cove Road, North Billerica, MA 01862, Attention: Investor Relations. Stockholders who hold their Shares in street name should contact the organization that holds their Shares for additional information on how to vote.

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PROPOSAL 1: ELECTION OF DIRECTORS

Our Board of Directors is currently comprised of eight directors. At the Annual Meeting, stockholders will vote to elect as Class I directors of the Company the three nominees named in this proxy statement. Each of the Class I directors elected at the Annual Meeting will hold office until the 2019 Annual Meeting of Stockholders and until his or her successor has been duly elected and qualified.

The Board of Directors has nominated Ms. Mary Anne Heino, Mr. Samuel Leno and Dr. Derace L. Schaffer for election as Class I directors at the Annual Meeting. The persons named as proxies will vote to elect each of these nominees unless a stockholder indicates that his or her Shares should be withheld with respect to one or more of these nominees.

In the event that any nominee for director becomes unavailable or declines to serve as a director at the time of the Annual Meeting, the persons named as proxies will vote the proxies in their discretion for any nominee who is designated by the current Board of Directors to fill the vacancy. All of the nominees are currently serving as directors, and we do not expect that any of the nominees will be unavailable or will decline to serve.

In determining that each director should be nominated for re-election, our Board of Directors considered his or her service, business experience, prior directorships, qualifications, attributes and skills described in the biography set forth below under Corporate Governance Executive Officers and Directors.

Also, pursuant to the terms of the Initial Shareholders Agreement as described in Certain Relationships and Related Person Transactions Shareholders Agreements, Avista has the right to nominate two directors for election to the Board of Directors for so long as it owns 25% or more of our issued and outstanding Shares and the right to nominate for election one director to the Board of Directors for so long as it beneficially owns more than 10% but less than 25% of our issued and outstanding Shares. Currently, Mr. David Burgstahler, a Class III director, and Mr. Sriram Venkataraman, a Class II director, serve as the Avista-appointed directors.

The Board of Directors recommends that you vote FOR each of the director nominees in this Proposal 1.

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CORPORATE GOVERNANCE

Executive Officers and Directors

The following table sets forth information regarding our executive officers and directors, including their ages as of the date of this proxy statement.

Name	Age	Position
Brian Markison	56	Non-Executive Chairman of the Board of Directors
David Burgstahler	47	Director
James C. Clemmer	51	Director
Samuel Leno	70	Director
Dr. Frederick Robertson	60	Director
Dr. Derace Schaffer	68	Director
Sriram Venkataraman	43	Director
Mary Anne Heino	56	Chief Executive Officer, President and Director
Jack Crowley	52	Chief Financial Officer
William Dawes	44	Vice President, Manufacturing and Operations
Michael Duffy	55	Senior Vice President, Strategy and Business Development, General Counsel and Secretary
Timothy Healey	50	Senior Vice President, Commercial
Dr. Cesare Orlandi	66	Chief Medical Officer
Simon Robinson	56	Vice President, Research and Development
Carol Walker	53	Vice President, Quality

Brian Markison is the Non-Executive Chairman of our Board of Directors, the Chairman of our Compensation Committee and the Chairman of our Nominating and Corporate Governance Committee. Mr. Markison joined the Board of Directors in September 2012 and was elevated to Chairman in January 2013. Mr. Markison has been a Healthcare Industry Executive for Avista since September 2012. Mr. Markison is a seasoned executive with more than 30 years of operational, marketing, commercial development and sales experience with international pharmaceutical companies. He is currently the Chief Executive Officer and a Director of Osmotica Holdings, SCSp, after serving as Executive Chairman of one of its predecessor companies, Vertical/Trigen Holdings, LLC. Previously, he held the position of President and Chief Executive Officer and member of the Board of Directors of Fougera Pharmaceuticals Inc., a specialty pharmaceutical company in dermatology, prior to its sale to Sandoz, the generics division of Novartis AG. Before leading Fougera, Mr. Markison was Chairman and Chief Executive Officer of King Pharmaceuticals, which he joined as Chief Operating Officer in March 2004, and was promoted to President and Chief Executive Officer later that year and elected Chairman in 2007. Prior to joining King, Mr. Markison held various senior leadership positions at Bristol-Meyers Squibb, including President of Oncology, Virology and Oncology Therapeutics Network; President of Neuroscience, Infectious Disease and Dermatology; and Senior Vice President, Operational Excellence and Productivity. Mr. Markison also serves on the Board of Directors of Immunomedics, Inc., on the Board of Directors of Alere Inc., and as Chairman of the Board of Directors for Rosetta Genomics, Ltd. He is also a Director of the College of New Jersey. Mr. Markison holds a Bachelor of Science degree from Iona College. Mr. Markison was chosen as a Director because of his strong commercial and operational management background and extensive experience in the pharmaceutical industry.

David Burgstahler is a Director and has served as a member of our Board of Directors since December 2007 and is a member of our Compensation Committee and our Nominating and Corporate Governance Committee.

Mr. Burgstahler is the President and Co-Managing Partner of Avista. He was a founding partner of Avista since 2005, and since 2009 has been President of Avista. Prior to forming Avista, he was a partner of DLJ Merchant Banking Partners. He was at DLJ Investment Banking from 1995 to 1997 and at DLJ Merchant Banking Partners from 1997 through 2005. Prior to that, he worked at Andersen Consulting (now known as

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Accenture) and McDonnell Douglas (now known as Boeing). He holds a Bachelor of Science in Aerospace Engineering from the University of Kansas and a Master of Business Administration from Harvard Business School. He currently serves as a Director of ACP Mountain Holdings, Inc., AngioDynamics, Inc., ConvaTec, Inc., Strategic Partners, Inc., Osmotica Holdings Corp. and WideOpenWest, LLC. He previously served as a Director of Warner Chilcott PLC and BioReliance Holdings, Inc. Mr. Burgstahler was chosen as a Director because of his strong finance and management background, with over 19 years in banking and private equity finance. He has extensive experience serving as a Director for a diverse group of private and public companies.

James C. Clemmer is a Director and a member of our Audit Committee, serving on our Board of Directors since July 2015. He is a seasoned industry executive with more than 25 years of operational, manufacturing, marketing and business development experience with global healthcare product companies. He most recently served as President of the Medical Supplies segment at Covidien plc, directing strategic and day-to-day operations for global business divisions that collectively manufactured 23 different product categories. In addition, Mr. Clemmer managed global manufacturing, research and development, operational excellence, business development and all other functions associated with the Medical Supplies business. During his 15 year tenure at Covidien, Mr. Clemmer served as Group President of Kendall Healthcare and held several increasingly senior roles in marketing and general management within the SharpSafety and Critical Care divisions. Mr. Clemmer, who began his career in the medical device industry with Sage Products, Inc., joined Covidien as part of the Sage Products acquisition in 1999. Mr. Clemmer is a graduate of the Massachusetts College of Liberal Arts. Mr. Clemmer currently serves as a trustee to the college. Mr. Clemmer was chosen as a Director because of his strong commercial and operational management background and extensive experience in the healthcare industry.

Samuel Leno is a Director and the Chairman of our Audit Committee, serving on our Board of Directors since May 2012. Mr. Leno also served on our Compensation Committee from July 2015 until March 2016. Mr. Leno is a strategic executive with more than 40 years of experience with complex multinational companies. He most recently held the positions of Executive Vice President and Chief Operations Officer at Boston Scientific. He previously served as Executive Vice President, Finance and Information Systems and Chief Financial Officer. He retired from Boston Scientific in December 2011. Prior to joining Boston Scientific, Mr. Leno served as Executive Vice President, Finance and Corporate Services and Chief Financial Officer at Zimmer Holdings, Inc. and Chief Financial Officer positions at Arrow Electronics, Inc., Corporate Express, Inc. and Coram Healthcare. Previously, he held a variety of senior financial positions at Baxter International, Inc. and American Hospital Supply Corporation. He is the Chairman of the Board of Directors of Zest Anchors, Inc. and serves as a Director of Endotronix Inc. He is also a member of the Advisory Board of the Harvard Business School Healthcare Initiative. He previously served on the Boards of Directors and the Audit Committees of Omnicare and TomoTherapy, Inc. Mr. Leno served as a Lieutenant in the United States Navy and is a Vietnam veteran. He holds a Bachelor of Science in Accounting from Northern Illinois University and a Master of Business Administration from Roosevelt University. Mr. Leno was chosen as a Director because of his financial expertise and industry background.

Dr. Frederick Robertson is a Director and a member of our Audit Committee, serving on our Board of Directors since March 2016. Dr. Robertson has been a Venture Partner at Baird Capital since 2011 and has also served as an Assistant Professor of Anesthesiology at the University of Wisconsin School of Medicine and Public Health since 2012. Previously, Dr. Robertson held the role of Chief Executive Officer and Director of TomoTherapy Inc. before that company was acquired in 2011. Prior to joining TomoTherapy, Dr. Robertson served in a variety of roles in the medical field, including President and Chief Executive Officer of GE Marquette Medical Systems and later as Chief Clinical Officer of GE Medical Systems, as well as management positions with Marquette Medical Systems, including President and Chief Executive Officer. He serves on the Board of Directors of the University of Wisconsin Foundation, the Morgridge Institute for Research, Alpha Source, Inc. and Zurex Pharma, Inc. Dr. Robertson received his Master of Business Administration from San Diego State University and earned his M.D. from University of

Wisconsin Medical School. Dr. Robertson was chosen as a Director because of his extensive experience as a physician and as an executive, board member and investor in companies across the healthcare industry.

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Dr. Derace Schaffer is a Director and a member of our Compensation Committee, serving on our Board of Directors since March 2016. Dr. Schaffer is the founder and Chief Executive Officer of The Lan Group, a venture capital firm specializing in healthcare and high technology investments. He has also been a Clinical Professor of Radiology at both the University of Rochester Medical College as well as the Weill Cornell Medical College, and he currently serves as a Director of PharmAthene, Inc. and as the Chairman of its Governance and Nominating Committee and a member of its Audit and Compensation Committees. Additionally, he serves as a member of the Board of Directors of private companies Innovolt, Inc., Medical Tracking Solutions, Inc. and Partners Imaging. Previously, Dr. Schaffer served as Vice Chairman and Chief Executive Officer of Healthcare Acquisition Corp. from April 2005 to August 2007. He has served as Chairman of several healthcare companies, including Radiologix, Inc., of which he was the founder. Prior to that, he served as Chief Executive Officer and Chairman of Ide Imaging Group, P.C. from 1980 to 2001. Dr. Schaffer held the role of director on many healthcare board of directors, including several health systems, and has been a founder of more than two dozen companies, both public and private, over the past 30 years. Dr. Schaffer received his postgraduate radiology training at Harvard Medical School and Massachusetts General Hospital, where he served as Chief Resident, and is a member of the Alpha Omega Alpha Honor Medical Society. Dr. Schaffer was chosen as a Director because of his extensive experience as a radiologist and physician and as a serial entrepreneur, founder, executive, board member and investor in companies across the healthcare industry.

Sriram Venkataraman is a Director, serving on our Board of Directors since November 2010. He is also a Partner of Avista, having joined in May 2007. Mr. Venkataraman also served on our Audit Committee from November 2010 until March 2016. Prior to joining Avista, Mr. Venkataraman was a Vice President in the Healthcare Investment Banking group at Credit Suisse Group AG from 2001 to 2007. Previously, he worked at GE Healthcare (formerly known as GE Medical Systems) from 1996 to 1999. Mr. Venkataraman holds a Master of Science in Electrical Engineering from the University of Illinois, Urbana-Champaign and a Master of Business Administration with Honors from The Wharton School. He currently serves as a Director of AngioDynamics, Inc., OptiNose Inc., Zest Anchors, Inc. and Osmotica Holdings, SCSp. Mr. Venkataraman was chosen as a Director because of his experience in the healthcare industry and his strong finance and management background. He also has experience serving as a Director of private and public companies.

Mary Anne Heino has served as our Chief Executive Officer and Director since August 2015. She previously served as our Chief Operating Officer, a position she held since March 2015, and our Chief Commercial Officer, a position she held since joining the Company in April 2013. Ms. Heino brings more than 25 years of diverse pharmaceutical industry experience. Prior to joining Lantheus, Ms. Heino led Angelini Labopharm LLC and Labopharm USA in the roles of President and Senior Vice President of World Wide Sales and Marketing from February 2007 to March 2012. From May 2000 until February 2007, Ms. Heino served in numerous capacities at Centocor, Inc., a Johnson & Johnson Company, including Vice President Strategic Planning and Competitive Intelligence, Vice President Sales, Executive Director Customer Relationship Management and Senior Director Immunology Marketing. Ms. Heino began her professional career with Janssen Pharmaceutica as a Sales Representative in June 1989 and worked her way up to the role of Field Sales Director in 1999. Ms. Heino received her Master in Business Administration from New York University. She earned a Bachelor of Science in Nursing from the City University of New York and a Bachelor of Science in Biology from the State University of New York at Stony Brook. Ms. Heino was chosen as a Director because of her role as President and Chief Executive Officer, which gives her an extensive understanding of our business and operations, and because of her strong commercial experience in the pharmaceutical industry.

Jack Crowley has served as our Chief Financial Officer since March 2016, our interim Chief Financial Officer since December 2015 and our Vice President, Chief Accounting Officer since March 2015. Mr. Crowley held the position of Vice President, Finance from April 2013 until March 2015 and was Director, Accounting from September 2010 until April 2013. Prior to joining Lantheus, Mr. Crowley was the Assistant Corporate Controller of Biogen Idec, the Director of Accounting at Thermo Fischer Scientific and a Senior Manager in the Audit practice of

PricewaterhouseCoopers LLP. Mr. Crowley holds a Master of Business Administration degree from the University of Massachusetts and a Bachelor of Science in Business Administration from Westfield State University and is a Certified Public Accountant (Massachusetts licensure, current status inactive).

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William Dawes has served as our Vice President, Manufacturing and Operations since November 2010. Mr. Dawes held the position of Vice President, Manufacturing and Supply Chain from January 2008 to November 2010. From 2005 to 2008, Mr. Dawes served as General Manager, Medical Imaging Technical Operations, Interim General Manager, Medical Imaging Technical Operations and Director, Engineering and Maintenance for Bristol-Meyers Squibb Medical Imaging. Mr. Dawes began his career with DuPont Merck Pharmaceuticals. He holds a Bachelor of Science degree in Engineering from Hofstra University.

Michael Duffy has served as our Senior Vice President, Strategy and Business Development since October 2015 and our General Counsel and Secretary since January 2008. From 2002 to 2008, he served as Senior Vice President, General Counsel and Secretary of Point Therapeutics, Inc., a Boston-based biopharmaceutical company. Between 1999 and 2001, Mr. Duffy served as Senior Vice President, General Counsel and Secretary of Digital Broadband Communications, Inc., a competitive local exchange carrier which filed for protection under Chapter 11 of the United States Bankruptcy Code in December 2000. After the filing, Mr. Duffy served as the court-appointed liquidating trustee of the bankruptcy estate. From 1996 to 1999, Mr. Duffy served as Senior Vice President, General Counsel and Secretary of ETC w/tci, a sub-portfolio of TCI Ventures, Inc./Liberty Media Corporation. Mr. Duffy began his legal career with the law firm Ropes & Gray and holds law degrees from the University of Pennsylvania and Oxford University and a Bachelor of Arts degree in History of Science from Harvard College. From 2013 to 2015, Mr. Duffy also served as the Chairman of the Board of Directors of CORAR, the Council on Radionuclides and Radiopharmaceuticals, a trade association for the radiopharmaceutical industry.

Timothy Healey has served as our Senior Vice President, Commercial since November 2015. Previously, Mr. Healey spent nearly three years with Abbott Laboratories and then AbbVie, Inc., a spinoff of Abbott, as Vice President, U.S. Virology. Before joining Abbott/AbbVie, he served as Senior Vice President, Commercial Operations at AMAG Pharmaceuticals and Executive Director, CNS Marketing at Sepracor. Earlier in his career, Mr. Healey held positions at Aventis, Hoechst Marion Roussel, Marion Merrell Dow and Marion Laboratories, including sales and sales management roles. He received a Bachelor of Science from Boston College and a Master of Business Administration from Babson College, Franklin W. Olin Graduate School of Business.

Dr. Cesare Orlandi has served as our Chief Medical Officer since March 2013. Dr. Orlandi brings more than 20 years of diverse pharmaceutical industry experience. Prior to joining Lantheus, Dr. Orlandi served from January 2012 until February 2013 as Senior Vice President and Chief Medical Officer of TransTech Pharma, Inc., a clinical stage pharmaceutical company focused on discovery and development of human therapeutics. From 2007 until 2011, Dr. Orlandi served as Senior Vice President and Chief Medical Officer of Cardiokine, Inc., a specialty pharmaceutical company developing hospital products for cardiovascular indications. From 1998 until 2007, Dr. Orlandi served, among other positions, as Vice President, Global Clinical Development of Otsuka Pharmaceuticals, a large Japanese pharmaceutical company. Earlier in his career, Dr. Orlandi served in increasing roles of clinical research responsibility at Medco Research, Inc. and the Radiopharmaceutical Division of The DuPont Merck Pharmaceutical Company, a predecessor organization to Lantheus, and The Upjohn Company. Dr. Orlandi received his medical degree from the University of Pavia Medical School in Pavia, Italy. He is currently an Adjunct Assistant Professor of Medicine at Tufts University School of Medicine in Boston, Massachusetts, and he is a founding member of the American Society of Nuclear Cardiology and a Fellow of the American College of Cardiology, the European Society of Cardiology and the American Society of Nuclear Cardiology.

Dr. Simon Robinson has served as our Vice President, Research and Pharmaceutical Development, a position he has held since February 2010. Dr. Robinson was our Senior Director, Discovery Research from 2008 to 2010 and our Director, Discovery Biology and Veterinary Sciences from 2001 to 2008. Prior to joining us, he held research positions at Bristol-Meyers Squibb, Sphinx Pharmaceuticals, BASF and Dupont Pharmaceuticals. He holds a Ph.D. and Bachelor of Science Pharmacology from the University of Leeds, England and did post-doctoral training at the

University of Wisconsin Clinical Cancer Center.

Carol Walker has served as our Vice President, Quality since February 2015. Ms. Walker brings more than 30 years of industry experience in quality and medical technology primarily in the medical device area. Prior to joining Lantheus, Ms. Walker served as Vice President of Quality for Intelligent Medical Devices, Inc. from 2012 to 2015. Previously she held a number of successive Quality management roles at Siemens Healthcare Diagnostics (formerly Bayer Healthcare Diagnostics), including Vice President, Quality Assurance from 2007 to 2011 and Director, Quality Assurance from 2001 to 2007. Ms. Walker received a Bachelor of Science degree in Medical Technology from the Rochester Institute of Technology.

Board of Directors

Our Board of Directors is responsible for overseeing the management of our business and is comprised of eight directors who are elected to serve in their position until their next election and until their successors are duly elected and qualified. Pursuant to the terms of the Shareholders Agreements described in Certain Relationships and Related Person Transactions Shareholders Agreements, Avista has the right to nominate two directors for election to our Board of Directors for so long as it owns 25% or more of our issued and outstanding Shares and the right to nominate for election one director to our Board of Directors for so long as it beneficially owns more than 10% but less than 25% of our issued and outstanding Shares.

Our amended and restated certificate of incorporation divides our Board of Directors into three classes, with one class being elected at each Annual Meeting of Stockholders. Each director serves a three-year term, with termination staggered according to class:

- The Class I directors, whose terms will expire at our Annual Meeting to which this proxy statement relates, are Ms. Heino, Mr. Leno and Dr. Schaffer.

- The Class II directors, whose terms will expire at our 2017 Annual Meeting of Stockholders, are Mr. Clemmer, Dr. Robertson and Mr. Venkataraman.

- The Class III directors, whose terms will expire at our 2018 Annual Meeting of Stockholders, are Messrs. Burgstahler and Markison.

Director Independence and Controlled Company Status

Because Avista holds more than 50% of our outstanding Shares entitled to vote in elections of directors, we are a controlled company within the meaning of NASDAQ corporate governance standards. Under these rules, a controlled company may elect not to comply with certain NASDAQ corporate governance standards, including the requirements that:

- our board of directors consist of a majority of independent directors;

- we have a nominating and corporate governance committee that is composed entirely of independent directors;

- we have a compensation committee that is composed entirely of independent directors; and

- we conduct an annual performance evaluation of the nominating and corporate governance committee and compensation committee.

The Company utilizes certain of these exemptions. As a result, our Nominating and Corporate Governance Committee and Compensation Committee are not composed entirely of independent directors, and those committees are not subject to annual performance evaluations.

As of July 2015, our Board of Directors consisted of a majority of independent directors. In addition, as required by NASDAQ rules within one year of our initial public offering, our Audit Committee has been comprised entirely of directors meeting the requirements of the Sarbanes-Oxley Act and the NASDAQ audit committee independence requirements since March 2016.

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The Board of Directors has reviewed its composition, the composition of its committees and the independence of each director and considered whether any director has a material relationship with the Company that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. The Board of Directors has determined that each of Messrs. Clemmer, Leno and Markison and Drs. Robertson and Schaffer is an independent director under the NASDAQ rules and Exchange Act Rule 10A-3(b)(1) and that none of those directors has relationships with the Company that would interfere with that director s exercise of independent judgment in carrying out his responsibilities as a director of the Company.

Board of Directors Leadership Structure

Under our Corporate Governance Guidelines and Principles, the Board of Directors currently requires the separation of the offices of the Chairperson of the Board of Directors and the chief executive officer. The Board of Directors periodically reviews its leadership structure and may make changes in the future. The Company s director compensation letter agreement with Mr. Markison provides that he will be the Chairman of the Board of Directors.

Our written Corporate Governance Guidelines and Principles adopted by our Board of Directors are available in the Corporate Governance section of our Investor Relations website at http://investor.lantheus.com.

Board of Directors Role in Risk Oversight

The Company s management is primarily responsible for the day-to-day management of the Company. However, the Board of Directors believes that oversight of risk management is one of its fundamental responsibilities. The Audit Committee is primarily responsible for oversight of the quality and integrity of the Company s financial reporting process, internal controls over financial reporting and compliance programs. The Compensation Committee is responsible for reviewing compensation-related risks. The Nominating and Corporate Governance Committee is responsible for oversight of the Company s corporate governance programs. Management regularly reports to the Board of Directors and its committees on the risks that the Company may face and the steps that management is taking to mitigate those risks.

Board of Directors Committees

Our Board of Directors has the authority to appoint committees to perform certain management and administrative functions. Currently, our Board of Directors has three committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee.

Audit Committee

The primary purpose of the Audit Committee is to assist the Board of Directors in overseeing:

- the integrity of our financial statements;
- our systems of internal control over financial reporting and disclosure controls and procedures;
- our independent auditors qualifications, engagement, compensation and independence;

- the performance of our independent auditors and our internal audit function;
- our legal and regulatory compliance;
- our related person transaction policy; and
- our codes of business conduct and ethics.

As a controlled company, the NASDAQ rules allow us the period through the first anniversary of our initial public offering to implement an audit committee comprised entirely of independent directors. From June through

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July 2015, our Audit Committee was composed of Messrs. Burgstahler, Leno and Venkataraman. Messrs. Burgstahler and Venkataraman were replaced by Mr. Clemmer and Dr. Robertson in July 2015 and March 2016, respectively. As a result, our Audit Committee is currently composed of Messrs. Clemmer and Leno and Dr. Robertson, and Mr. Leno serves as the Chairman. Our Board of Directors has affirmatively determined that each of the current members of the Audit Committee meets the definition of independent director for the purposes of serving on the Audit Committee under the SEC and NASDAQ rules and has financial sophistication as defined under the NASDAQ rules. In addition, the Board of Directors has designated Mr. Leno as our Audit Committee Financial Expert, as that term is defined by the SEC in Item 407(d)(5) of Regulation S-K.

Our Board of Directors has adopted a written charter for the Audit Committee, which is available on the Corporate Governance section of our Investor Relations website at http://investor.lantheus.com.

Compensation Committee

The primary purpose of our Compensation Committee is to assist the Board of Directors in overseeing:

- our management compensation policies and practices;
- the determination and approval of the compensation of our executive officers and other members of senior management;
- the review, approval and administration of our incentive compensation policies and programs;
- the review, approval and administration of our equity compensation programs; and
- the preparation of the compensation committee report required by the SEC rules to be included in our annual report.

From June through July 2015, the members of our Compensation Committee were Messrs. Burgstahler and Markison and, in July 2015, Mr. Leno was appointed as an additional member. In March 2016, Dr. Schaffer replaced Mr. Leno on the Compensation Committee. The Compensation Committee is currently composed of Messrs. Burgstahler and Markison and Dr. Schaffer, and Mr. Markison serves as the Chairman. Our Board of Directors has affirmatively determined that Mr. Markison and Dr. Schaffer meet the definition of independent director for purposes of serving on the Compensation Committee under SEC and NASDAQ rules.

Our Board of Directors has adopted a written charter for the Compensation Committee, which is available on the Corporate Governance section of our Investor Relations website at http://investor.lantheus.com.

Nominating and Corporate Governance Committee

The primary purpose of the Nominating and Corporate Governance Committee is to:

- identify and recommend to the Board of Directors individuals qualified to serve as directors of the Company and on committees of the Board of Directors;

- assist the Board of Directors in overseeing our policies and procedures for the receipt of stockholder suggestions regarding Board of Directors compensation and recommendations of the Board of Directors;

- develop, recommend to the Board of Directors and oversee the implementation of a set of corporate governance guidelines and principles applicable to us; and

- review the overall corporate governance of our Company and recommend improvements when necessary.

Messrs. Burgstahler and Markison currently serve on the Nominating and Corporate Governance Committee, and Mr. Markison serves as the Chairman. Our Board of Directors has affirmatively determined that Mr. Markison meets the definition of independent director for purposes of serving on the Nominating and Corporate Governance Committee under SEC and NASDAQ rules.

Our Board of Directors has adopted a written charter for the Nominating and Corporate Governance Committee, which is available on the Corporate Governance section of our Investor Relations website at http://investor.lantheus.com.

Code of Ethics

We have codes of business conduct and ethics for all of our employees, including our principal executive, financial and accounting officers and our controller, or persons performing similar functions, and each of the non-employee directors on our Board of Directors. Our Company Code of Conduct and Ethics and Supplemental Code of Ethics are currently available on the Corporate Governance section of our Investor Relations website at http://investor.lantheus.com. The information on our web site is not part of, and is not incorporated into, this proxy statement. We intend to provide any required disclosure of any amendment to or waiver from any such code that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions to the extent required by law, in a Current Report on Form 8-K filed with the SEC.

Compensation Committee Interlocks and Insider Participation

None of our executive officers currently serves, or has served during the last completed fiscal year, on the compensation committee or board of directors of any other entity that has one or more executive officers serving on our Board of Directors or Compensation Committee.

Board of Directors and Committee Meetings; Annual Meeting Attendance

Since our initial public offering in June 2015 through December 2015, our Board of Directors held four meetings and acted by written consent in lieu of a meeting seven times. During 2015, each director attended at least 75% of the total number of meetings held by the Board of Directors and those of its committees on which that director served. The non-employee directors of the Company regularly meet in executive session without management. Under the Corporate Governance Guidelines and Principles adopted by our Board of Directors, the independent Chairman of the Board of Directors presides at those executive sessions, and those executive sessions must occur no less frequently than twice per year.

We have no formal policy with respect to director attendance at our Annual Meetings of Stockholders; however, we encourage all directors to attend. This Annual Meeting will be our first Annual Meeting of Stockholders as a public company.

Director Nomination Process

Each year, the Board of Directors proposes a slate of director nominees to stockholders for election at the Annual Meeting of Stockholders. Stockholders may also nominate directors, as described below. Also, pursuant to the terms of the Initial Shareholders Agreement described in Certain Relationships and Related Person Transactions Shareholders Agreements, Avista has the right to nominate two directors for election to the Board of Directors for so long as it beneficially owns 25% or more of our issued and outstanding Shares and the right to nominate for election one director to the Board of Directors for so long as it beneficially owns more than 10% but less than 25% of our issued and outstanding Shares.

The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending to the full Board of Directors for approval, potential director candidates. In selecting director candidates, the Nominating and Corporate Governance Committee considers whether the candidates possess the required skill, qualifications and other criteria approved by the Board of Directors, including independence, sound judgment, business specialization, technical skills, diversity and other desired qualities, in the context of the current make-up of the Board of Directors and the needs of the Board of Directors given the circumstances of the Company.

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The Nominating and Corporate Governance Committee values the input of stockholders in identifying director candidates. The Nominating and Corporate Governance Committee considers recommendations for Board of Directors candidates submitted by stockholders using substantially the same criteria it applies to recommendations from the Nominating and Corporate Governance Committee, directors and members of management. The stockholder making the recommendation must follow the procedures and provide the information set forth in our amended and restated bylaws.

Stockholders may submit recommendations by providing the person s name and appropriate background and biographical information by writing to the attention of the Nominating and Corporate Governance Committee at Lantheus Holdings, Inc., 331 Treble Cove Road, North Billerica, MA 01862, Attention: Secretary. Stockholder nominations may be made at any time. However, in order for a candidate to be included in the slate of director nominees for approval by stockholders in connection with a meeting of stockholders and for information about the candidate to be included in the Company s proxy materials for such a meeting, the stockholder must submit the information required by our amended and restated bylaws and other information reasonably requested by the Company within the timeframe described in our amended and restated bylaws under Additional Information Procedures for Submitting Stockholder Proposals.

The selection and nomination of candidates designated by Avista pursuant to the Initial Stockholders Agreement is not subject to the above process.

Communication with the Board of Directors

Any stockholder or other interested parties that would like to communicate with the Board of Directors, the independent directors as a group or any specific member or members of the Board of Directors should send such communications to Lantheus Holdings, Inc., 331 Treble Cove Rd., North Billerica, MA 01862, Attention: Secretary. Communications should specifically indicate for which member or members of the Board of Directors the communication is intended. Such communications will generally be forwarded to the intended recipients. However, our Secretary may, in his sole discretion, decline to forward any communications that are inappropriate.

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EXECUTIVE COMPENSATION

As an emerging growth company, as defined in the JOBS Act, we have opted to comply with the executive compensation rules applicable to smaller reporting companies, as defined in the Exchange Act.

Accordingly, for 2015, our named executive officers were:

- Mary Anne Heino, President and Chief Executive Officer (promoted from Chief Operating Officer in August 2015);
- Michael Duffy, Senior Vice President, Strategy and Business Development, General Counsel and Secretary (promoted from Vice President, General Counsel and Secretary in October 2015);
- Cesare Orlandi, Chief Medical Officer; and
- Jeffrey Bailey, former President and Chief Executive Officer (retired in August 2015).

Summary Compensation Table

The following table sets forth certain information with respect to compensation for the year ended December 31, 2015 earned by or paid to our named executive officers.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards[1][2] ($)	Option Awards[3] ($)	Non-Equity Incentive Plan Compensation[4] ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation[5][6][7][8] ($)	Total ($)
Mary Anne Heino	2015	470,769		1,688,585	6,672	591,360		13,286	2,770,672
President and Chief Executive Officer	2014	353,846				210,000		45,052	608,898
Michael Duffy	2015	360,896		520,130	35,825	185,000		13,061	1,114,912
Senior Vice President, Strategy and Business Development, General Counsel and Secretary	2014	328,154				167,000		9,215	504,369
Cesare Orlandi	2015	398,717		329,247	3,069	154,000		13,286	898,319
Chief Medical Officer	2014	372,616				179,000		13,010	564,626
Jeffrey Bailey	2015	422,500		1,436,767	14,493			603,130	2,476,890

Former President and Chief Executive Officer	2014	484,615			635,000	39,269	1,158,884

(1) Represents (i) grants of 44,484 Shares of restricted common stock (RSAs) to Ms. Heino, 35,587 RSAs to Mr. Duffy, 14,234 RSAs to Dr. Orlandi and 181,494 RSAs granted to Mr. Bailey on April 6, 2015 (each of these grants vests in two equal installments on each of second and fourth anniversaries of the grant date; Mr. Bailey s RSAs had not vested prior to his retirement from the Company in August 2015 and were, therefore, forfeited at that time); (ii) 40,000 unrestricted Shares granted to Mr. Bailey on July 17, 2015 in recognition and appreciation of his substantial contribution to the success of the Company s initial public offering and debt refinancing; and (iii) 227,000 RSAs granted to Ms. Heino on August 31, 2015 and 49,500 RSAs granted to Mr. Duffy and 40,000 RSAs granted to Dr. Orlandi on September 1, 2015 as a result of a competitive equity review by the Compensation Committee (each of these grants vests in four equal installments on each of the first four anniversaries of the grant date).

(2) Amounts reflect the aggregate grant date fair value of RSAs granted in 2015, calculated in accordance with FASB ASC Topic 718. The grant date fair value does not necessarily correspond to the actual value that will be recognized by each named executive officer, which will likely vary based on a number of factors, including financial performance, stock price fluctuations and applicable vesting. See Note 13 to our audited consolidated financial statements included in our 2015 Annual Report on Form 10-K for a description of the assumptions used in valuing the awards.

(3) Amounts reflect the incremental fair value of amendments made to options to acquire Shares granted to certain of the named executive officers under our 2008 Equity Incentive Plan and 2013 Equity Incentive Plan (collectively, Old Equity Incentive Plans) that originally contained performance-vesting criteria. The amendments changed the performance-vesting portion of each of these options into a time vesting option that cliff vests in full on the earlier of June 24, 2018 and its expiration date; provided that, if prior to that date, a change of control of the Company

occurs, those time vesting options will be eligible for partial or full accelerated vesting in certain circumstances. See Outstanding Incentive Awards. See Note 13 to our audited consolidated financial statements included in our 2015 Annual Report on Form 10-K for a description of the assumptions used in valuing the awards.

(4) The Compensation Committee awarded non-equity incentive compensation to Ms. Heino, Mr. Duffy and Dr. Orlandi (and Mr. Bailey in 2014) for achieving certain EBITDA targets and individual performance goals under the Executive Leadership Team Bonus Plan.

(5) For 2015, the amounts reflect matching contributions to our defined contribution retirement plans of $11,925 for Ms. Heino, $11,700 for Mr. Duffy, $11,925 for Dr. Orlandi and $9,938 for Mr. Bailey. For 2014, the amounts reflect matching contributions to our defined contribution retirement plans of $11,700 for Ms. Heino, $7,905 for Mr. Duffy, $11,700 for Dr. Orlandi and $9,750 for Mr. Bailey.

(6) For 2015, the amounts reflect employer contributions to our long term disability insurance premiums of $1,361 for each of Ms. Heino, Mr. Duffy and Dr. Orlandi and $907 for Mr. Bailey. For 2014, the amounts reflect matching contributions to our defined contribution retirement plans of $1,310 for each of Ms. Heino, Mr. Duffy, Dr. Orlandi and Mr. Bailey.

(7) As part of Ms. Heino s employment agreement, she was reimbursed in 2014 for certain relocation expenses from her former home in New Jersey to Massachusetts. Included in her All Other Compensation is $32,042 for taxable expenses associated with her home sales, temporary housing and physical move, which included the associated tax gross up on an aggregate basis, for 2014. As part of Mr. Bailey s employment agreement, he had been compensated for his commuting expenses from his former home in New Jersey and temporary housing expenses in Massachusetts, and that compensation arrangement terminated as of March 31, 2014. Included in his All Other Compensation is $28,209 for these expenses, which included a tax gross up on aggregate basis, for 2014.

(8) In connection with his retirement and consulting agreement, Mr. Bailey received a lump sum payment of $183,333, $400,000 in consulting fees for 2015 and $8,952 in premiums for continuing his medical, dental and vision coverage under COBRA at the active employee rate.

Elements of Compensation

Our compensation program is heavily weighted towards performance-based compensation, reflecting our philosophy of increasing our long-term value and supporting strategic imperatives, as discussed above. Total compensation and other benefits consist of the following elements:

- base salary;
- annual non-equity incentive compensation; and
- long-term equity incentives.

Base Salary

The base salaries of our named executive officers as of December 31, 2015 are as follows:

Name	Base Salary
Mary Anne Heino(1)	$ 600,000
Michael Duffy(2)	$ 372,000

Cesare Orlandi	$ 387,296
Jeffrey Bailey(3)	

(1) In connection with Ms. Heino s promotion to Chief Operating Officer and then Chief Executive Officer, Ms. Heino s base salary was increased to $400,000 in March 2015 and $600,000 in August 2015, respectively.
(2) In connection with Mr. Duffy s promotion to Senior Vice President, Strategy and Business Development, Mr. Duffy s base salary was increased from $352,000 to $372,000 in October 2015.
(3) Mr. Bailey retired in August 2015. Prior to his retirement, his base salary was $550,000. In connection with his retirement, Mr. Bailey entered into a consulting agreement. See Certain Relationships and Related Person Transactions Separation Agreement.

Annual Cash Incentive Compensation

Our 2015 Executive Leadership Team Incentive Bonus Plan rewards executive officers, including our named executive officers, for annual financial performance and performance of other corporate goals that may be long-term in nature and meeting or exceeding certain short-term objectives. For 2015, awards were based on EBITDA targets and individual performance goals.

Long-Term Equity Incentive Awards

The Board of Directors approved and adopted our 2008 Equity Incentive Plan, our 2013 Equity Incentive Plan and, in connection with our initial public offering, our 2015 Equity Incentive Plan, each of which provided for grants of equity awards and options to acquire Shares. Future grants can only be made under the 2015 Equity Incentive Plan, which supersedes the previous plans.

The outstanding options have an exercise price equal to not less than 100% of the fair market value on the date of grant. Since our common stock was not traded on a national securities exchange prior to the consummation of our initial public offering, fair market value had historically been determined reasonably and in good faith by the Board of Directors. These options have a term not exceeding ten years from the date of grant. Options were generally issued either as time-based options or EBITDA performance-based options.

In April 2015, the Compensation Committee awarded RSAs to our named executive officers in recognition of their role and performance during 2014. The named executive officers did not receive equity grants in 2014. In the third quarter of 2015, the Compensation Committee completed a competitive assessment of the cumulative equity value that had been awarded to our executives. This assessment considered numerous factors, including the grant practices of the Company s public market peers and the Company s market valuation after its initial public offering. As a result of this assessment, the Compensation Committee granted additional RSAs to members of the management team, including our named executive officers, the details of which are provided in footnote 1 of the Summary Compensation Table.

In connection with our initial public offering, we entered into amendments of options granted to certain of executive officers under our 2008 Equity Incentive Plan and 2013 Equity Incentive Plan that originally contained performance-vesting criteria. The amendments changed the performance-vesting portion of each of these options, as described in Outstanding Incentive Awards.

Our Compensation Committee or the Board of Directors will determine, subject to employment agreements, any future equity awards that executive officers will be granted pursuant to the 2015 Equity Incentive Plan.

Other Benefits

Retirement Plans

We offer a 401(k) qualified defined contribution retirement plan in which our employees, including named executive officers, are eligible to participate, with a 75% match of each participant s contributions up to 6% of the participant s base salary.

Personal Benefits

Except as otherwise discussed herein, other welfare and employee-benefit programs are the same for all of our eligible employees, including our named executive officers, and our named executive officers do not receive additional benefits outside of those offered to our other employees.

Ownership Guidelines

In the event of the exercise of an option grant granted prior to our initial public offering, the resulting Shares are subject to the provisions of the Employee Shareholder Agreement that restrict transfer to ensure alignment with our initial investors. Employee Shareholders (as defined in the Employee Shareholder Agreement) and Management Shareholders (as defined in the Initial Shareholders Agreement) are restricted from transferring any of our securities, subject to certain exceptions outlined in the Employee Shareholder Agreement and Initial Shareholders Agreement, as applicable. See Certain Relationships and Related Person Transactions Shareholders Agreements.

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Tax and Accounting Implications

Under Section 162(m), compensation paid to certain executive officers in excess of $1,000,000 cannot be taken by us as a tax deduction unless the compensation qualifies as performance-based compensation. We have determined, however, that we will not necessarily seek to limit executive compensation to amounts deductible under Section 162(m) if that limitation is not in the best interests of our stockholders. While considering the tax implications of its compensation decisions, the Compensation Committee believes its primary focus should be to attract, retain and motivate executives and to align the executives interests with those of our stockholders.

The Compensation Committee operates its compensation programs with the good faith intention of complying with Section 409A of the Internal Revenue Code. We account for stock based payments with respect to our long-term equity incentive award programs in accordance with the requirements of ASC 718.

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Outstanding Equity Awards at 2015 Fiscal Year-End

The following tables include certain information with respect to equity held by the named executive officers as of December 31, 2015:

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities of Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested ($)
Mary Anne Heino									
Stock options(1)	22,242	11,121	11,121	$ 19.11	04/14/23				
Restricted stock(2)						44,484	$ 150,356		
Restricted stock(3)						227,000	$ 767,260		
Michael Duffy									
Stock options(4)	12,456	12,456		$ 18.66	08/04/23				
Stock options(5)	61,655		27,313	$ 5.62	04/03/18				
Restricted stock(2)						35,587	$ 120,284		
Restricted stock(3)						49,500	$ 167,310		
Cesare Orlandi									
Stock options(4)	4,448	4,448		$ 18.66	08/04/23				
Stock options(1)	13,346	6,672	6,672	$ 21.10	03/03/23				
Restricted stock(2)						14,234	$ 48,111		
Restricted stock(3)						40,000	$ 135,200		
Jeffrey Bailey									
Stock options(6)									

(1) These stock options were granted to Ms. Heino upon her hire on April 15, 2013 and to Dr. Orlandi upon his hire on March 4, 2013 (half of each of these grants is subject to time-based vesting in four equal annual installments on

the first four anniversaries of the grant date, and half of each of these grants is subject to EBITDA performance vesting with respect to each of the first four fiscal years ending after the grant date).

(2) These RSAs were granted on April 6, 2015. Each of these grants vests in two equal installments on each of the second and fourth anniversaries of the grant date.

(3) These RSAs were granted to Ms. Heino on August 31, 2015 and Mr. Duffy and Dr. Orlandi on September 1, 2015 as a result of a competitive equity review by the Compensation Committee. Each of these grants vests in four equal installments on each of the first four anniversaries of the grant date.

(4) These stock options were granted to Mr. Duffy and Dr. Orlandi on August 5, 2013 (each of these grants vests in four equal installments on each of the first four anniversaries of the grant date).

(5) These stock options were granted to Mr. Duffy on April 4, 2008 (half of this grant was subject to time-based vesting in five equal annual installments on the first five anniversaries of the grant date, and half of this grant was subject to EBITDA performance vesting with respect to each of the first five fiscal years ending after the grant date).

(6) As a result of Mr. Bailey s retirement from the Company, his unvested options were forfeited and his vested options expired unexercised, and he did not hold any stock options as of December 31, 2015.

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Outstanding Incentive Awards

Certain of our employees and members of management historically have received management incentive awards consisting of options to purchase Shares and/or RSAs. These awards were typically subject to time-based or performance-based vesting. All vesting is subject to the grantee s continued employment by us. In connection with our initial public offering, we entered into agreements with then-current employees who were holders of performance-based vesting stock options granted under our Old Equity Incentive Plans to amend the vesting provisions of those options so that they vest based on the passage of time, such that any unvested performance option award will cliff vest in full on the earlier of June 24, 2018 and immediately prior to its expiration date.

With respect to these amended awards, if a change of control occurs prior to that cliff vesting date, unless the award is assumed by the acquirer in that transaction or substituted for awards with substantially the same or comparable terms, a number of Shares will vest immediately prior to that change of control transaction in an amount equal to the number of Shares subject to the unvested award that would have otherwise vested as of the date of that transaction if that award would have vested in three equal installments at each anniversary over the three year period, and any portion of the unvested award that did not vest will automatically terminate and be forfeited, and thereafter any such accelerated awards will be canceled as of the consummation of the change of control transaction and converted into the right to receive (in the form of cash, shares, other property or any combination thereof) the excess, if any, of the value of the consideration to be paid in the change of control transaction to holders of the same number of Shares, or, if no such excess, zero.

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Employment Agreements; Severance and Potential Payments

Upon Termination or Change in Control

The Compensation Committee determined that it was appropriate to enter into employment agreements with each of our named executive officers. Among other things, these agreements set forth the executives compensation terms, their rights upon a termination of employment and restrictive covenants relating to non-competition, non-solicitation and confidentiality.

All of our current named executive officers are covered by employment agreements that provide for an amount equal to the sum of (i) the executive s base salary on the date of termination and (ii) a pro rata portion (based upon the percentage of the fiscal year that will have elapsed through the date of the officer s termination of employment) of a specified percentage of the officer s base salary (60% for Ms. Heino, 45% for Mr. Duffy and 40% for Dr. Orlandi), all of which is payable in substantially equal installments over a 12 month period, and certain benefit subsidies for a 12 month period, in the event of a termination (a) by the Company *without cause* or (b) by the Company *without cause* or by the executive *for good reason* within 12 months following a *change of control*. The table below quantifies certain compensation that would become payable under certain named executive officer s employment agreements if, as of December 31, 2015, his or her employment had terminated under the circumstances described in the previous sentence or there was a termination that followed a change in control. Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed below, any actual amounts paid or distributed may be different. Factors that could affect these amounts include the timing during the year of any such event.

Name	Salary	Additional Amount	Benefits	Total
Mary Anne Heino	$ 600,000	$ 480,000	$ 26,855	$ 1,106,855
Michael Duffy	$ 372,000	$ 167,400	$ 29,447	$ 568,847
Dr. Cesare Orlandi	$ 387,296	$ 154,918	$ 18,892	$ 561,106

No compensation is payable to our named executive officers upon voluntary resignation without good reason or upon a change in control not followed by a termination.

In addition, each of the employment agreements with our current named executive officers provides for a modified cut back with respect to certain adverse tax consequences imposed on the receipt of parachute payments by the named executive officer pursuant to Sections 280G and 4999 of the Internal Revenue Code. If the named executive officer s receipt of payments or distributions from the Company in the nature of compensation or for the named executive officer s benefit, whether paid or payable pursuant to his or her employment agreement or otherwise (a Payment), would subject the named executive officer to the excise tax under Section 4999 of the Internal Revenue Code, then the Payments will be reduced to the greatest amount of the Payments that can be paid that would not result in the imposition of the excise tax (the Reduced Amount). However, if the portion of the Payments the named executive officer would receive after payment of all applicable taxes, including any excise taxes, is greater than the Reduced Amount, then no such reduction will occur.

Prior to his retirement on August 31, 2015, Mr. Bailey s employment agreement provided for 12 months salary of $550,000, a bonus of $550,000 and health benefit subsidies of $26,855 in the event of termination by the Company without cause or by Mr. Bailey with good reason, all of which totaled to $1,126,855. If his termination under these provisions was within 12 months following a change of control, the agreement provided for two times his 12 months salary (totaling $1,100,000), two times his bonus payment (totaling $1,100,000) and 12 months of certain benefit subsidies (totaling $40,282), all of which totaled to $2,240,282. In connection with his retirement on August 31, 2015, Mr. Bailey s employment agreement was superseded with a retirement and consulting agreement, which is more fully described in the section Certain Relationships and Related Person Transactions Separation Agreement.

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2015 Pension Benefits

We do not offer our executives or others a pension plan.

Nonqualified Deferred Compensation

We do not offer our executives or others any nonqualified deferred compensation.

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DIRECTOR COMPENSATION

Each of our non-employee directors was eligible to receive the following annual compensation in cash (which is paid quarterly in advance and prorated for partial periods) for services as a director and, as applicable, Board committee member:

- each director receives an annual fee of $50,000, and the Chairperson of our Board of Directors receives an additional annual fee of $25,000;
- each member of our Audit Committee receives an annual fee of $10,000, and the Chairperson of our Audit Committee receives an additional annual fee of $20,000;
- each member of our Compensation Committee receives an annual fee of $7,500, and the Chairperson of our Compensation Committee receives an additional annual fee of $15,000; and
- each member of our Nominating and Governance Committee receives a fee of $5,000, and the Chairperson of our Nominating and Governance Committee receives an additional annual fee of $10,000.

This cash compensation framework for non-employee directors was put into place at the time of our initial public offering in June 2015 and replaced our previous non-employee director compensation framework. In 2015, we did not compensate our directors or committee members with per meeting fees.

In connection with our initial public offering, our Board of Directors adopted an annual non-employee director equity grant plan. Under that plan, unless the Board of Directors otherwise determines, for so long as he or she serves as a director, each non-employee director will be granted an annual equity award consisting of: (a) stock options to purchase that number of underlying Shares having an aggregate value of $50,000 (based on the closing sales price of our common stock on the NASDAQ (the Measurement Date Price) on the date that is two business days after the public disclosure of our financial results for the prior fiscal year (the Measurement Date)) at a per share exercise price equal to the per share Measurement Date Price; and (b) that number of RSAs having an aggregate value of $50,000 (based on the Measurement Date Price), which will have a per share fair market value equal to the Measurement Date Price (this annual grant is referred to as Annual Non-Employee Director Grant). Unless the Board of Directors otherwise determines, the Annual Non-Employee Director Grant will be made each year on the Measurement Date. Each Annual Non-Employee Director Grant will vest in three equal installments on the first three anniversaries of the grant date.

During 2015, certain non-employee members of the Board of Directors also participated in our 2015 Equity Incentive Plan, as detailed in the table below. Non-employee members of the Board of Directors are also entitled to reimbursement for out-of-pocket expenses incurred in connection with rendering such services for so long as they serve as directors.

The following table shows compensation paid to the individuals who served as our non-employee directors in 2015:

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)[1]	Option Awards ($)[2]	All Other Compensation ($)	Total ($)
Brian Markison[3]	100,000	178,089	91,692		369,781
David Burgstahler[4]					
James Clemmer[5]	28,696	50,000	16,434		95,130
Samuel Leno[6]	67,500	105,776	43,451		216,727
Dr. Patrick O Neill[7]	50,000	76,771	44,075		170,846
Sriram Venkataraman[4]					

(1) Amounts reflect the aggregate grant date fair value of RSAs granted in 2015, calculated in accordance with FASB ASC Topic 718. The grant date fair value does not necessarily correspond to the actual value that will be recognized by each director, which will likely vary

based on a number of factors, including financial performance, stock price fluctuations and applicable vesting. See Note 13 to our audited consolidated financial statements included in our 2015 Annual Report on Form 10-K for a description of the assumptions used in valuing the awards.

(2) Amounts reflect the aggregate grant date fair value of stock options granted in 2015, calculated in accordance with FASB ASC Topic 718. The grant date fair value does not necessarily correspond to the actual value that will be recognized by each director, which will likely vary based on a number of factors, including financial performance, stock price fluctuations and applicable vesting. See Note 13 to our audited consolidated financial statements included in our 2015 Annual Report on Form 10-K for a description of the assumptions used in valuing the awards.

(3) On January 23, 2015, prior to our initial public offering, Mr. Markison was granted options to acquire 16,102 Shares. This award vested in twelve equal monthly installments on each of the first twelve monthly anniversaries of the grant date. On April 6, 2015, also prior to our initial public offering, he was granted 12,455 RSAs. This award vests in two equal installments on January 30, 2017 and January 30, 2018. Then on June 25, 2015, in connection with our initial public offering, he was granted (i) 16,666 RSAs and (ii) options to acquire 16,666 Shares. Each of these awards vest in three equal installments on the first, second and third anniversaries of the grant date. As of December 31, 2015, Mr. Markison held (a) 29,121 unvested RSAs and (b) unvested options to acquire 18,008 Shares.

(4) Messrs. Burgstahler and Venkataraman are Partners of Avista and in 2015 and thus far in 2016 waived their rights to, and so did not receive, any direct compensation for their service as directors or Board committee members. In 2015, we paid Avista a management fee of $500,000 and a termination fee of $6,500,000 pursuant to the Advisory Services and Monitoring Agreement, dated as of January 8, 2008, which we terminated immediately prior to the consummation of our initial public offering. See Certain Relationships and Related Person Transactions Advisory and Monitoring Services Agreement.

(5) On July 9, 2015, Mr. Clemmer was appointed to the Board of Directors and was granted (i) 6,993 RSAs and (ii) options to acquire 6,993 Shares. Each of these awards vests in three equal installments on the first, second and third anniversaries of the grant date. As of December 31, 2015, Mr. Clemmer held (a) 6,933 unvested RSAs and (b) unvested options to acquire 6,993 Shares.

(6) On April 6, 2015, prior to our initial public offering, Mr. Leno was granted 8,896 RSAs. This award vests in two equal installments on January 30, 2017 and January 30, 2018. On May 16, 2015, also prior to our initial public offering, he was granted options to acquire 7,943 Shares. This award vested in twelve equal monthly installments on each of the first twelve monthly anniversaries of the grant date. Then on June 25, 2015, in connection with our initial public offering, he was granted (i) 8,333 RSAs and (ii) options to acquire 8,333 Shares. Each of these awards vest in three equal installments on the first, second and third anniversaries of the grant date. As of December 31, 2015, Mr. Leno held (a) 17,229 unvested RSAs and (b) unvested options to acquire 8,995 Shares.

(7) On February 26, 2015, prior to our initial public offering, Dr. O Neill was granted options to acquire 8,051 Shares. This award vested in twelve equal monthly installments on each of the first twelve monthly anniversaries of the grant date. On April 6, 2015, also prior to our initial public offering, he was granted 4,270 RSAs. This award was originally scheduled to vest in two equal installments on January 30, 2017 and January 30, 2018. Then on June 25, 2015, in connection with our initial public offering, he was granted (i) 8,333 RSAs and (ii) options to acquire 8,333 Shares. Each of these awards was originally scheduled to vest in three equal installments on the first, second and third anniversaries of the grant date. As of December 31, 2015, Dr. O Neill held (a) 12,603 unvested RSAs and (b) unvested options to acquire 9,004 Shares. On March 4, 2016, Dr. O Neill retired from the Board of Directors and, in recognition of his long service to the Company, the Board of Directors accelerated the vesting of all of his then-unvested RSAs and stock option awards.

Changes in the Board of Directors and Non-Management Director Grant in Q1 of 2016

On March 4, 2016, after the end of fiscal 2015, Dr. O Neill retired as a director, and Drs. Robertson and Schaffer were appointed to the Board of Directors.

On March 4, 2016, each non-employee director (with the exception of Dr. O Neill, who retired, and Messrs. Burgstahler and Venkataraman, who thus far in 2016 waived their compensation as directors and committee members in 2016) was granted 25,000 RSAs in lieu of the previously-approved Annual Non-Employee Director Grant described above. This 2016 award vests in full on the first anniversary of the grant date. The value of this 2016 award is not reflected in the table above.

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STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of our common stock held by (i) each of our directors, (ii) each of our named executive officers, (iii) our directors and executive officers as a group and (iv) each person known to us to beneficially own more than 5% of our common stock. For our directors and officers, the information is as of March 21, 2016. For other stockholders who own more than 5% of our common stock, the information is as of the most recent Schedule 13G filed by each such stockholder with the SEC.

Beneficial ownership of Shares is determined under rules of the SEC and generally includes any Shares over which a person exercises sole or shared voting or investment power. Except as noted by footnote, and subject to community property laws where applicable, we believe based on the information provided to us that the persons and entities named in the table below have sole voting and investment power with respect to all Shares shown as beneficially owned by them.

Percentage of beneficial ownership is based on 30,377,104 Shares outstanding as of March 21, 2016. Shares subject to RSAs that are currently vested or that will vest within 60 days of the date of this proxy statement, and stock options currently exercisable or exercisable within 60 days of the date of this proxy statement, are deemed to be outstanding and beneficially owned by the person holding those RSAs and options for the purposes of computing the percentage of beneficial ownership of that person and any group of which that person is a member, but are not deemed outstanding for the purpose of computing the percentage of beneficial ownership for any other person.

Unless otherwise indicated, the address for each holder listed below is c/o Lantheus Holdings, Inc., 331 Treble Cove Road, North Billerica, MA 01862.

Name of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percentage Ownership
Directors and Named Executive Officers		
Brian Markison(1)	63,600	*
David Burgstahler(2)		*
James C. Clemmer(3)		*
Samuel Leno(4)	29,878	*
Dr. Frederick Robertson(5)		*
Dr. Derace Schaffer(6)	50,000	*
Sriram Venkataraman(7)		*
Mary Anne Heino(8)	33,363	*
Michael Duffy(9)	77,667	*
Cesare Orlandi(10)	24,465	*
Jeffrey Bailey(11)	47,913	*
All Directors and Executive Officers as a Group (15 persons)(12)	**408,432**	**1.33%**
5% Stockholders		
Avista(13)	17,793,599	58.58%
T. Rowe Price Associates, Inc.(14)	3,709,011	12.21%
Wellington Management Group LLP(15)	2,996,312	9.86%
Scopia Capital Management LP(16)	2,091,926	6.89%

* Represents beneficial ownership of less than 1% of our outstanding Shares.
(1) Does not include 54,122 unvested RSAs held by Mr. Markison.

(2) Excludes Shares held by Avista. Mr. Burgstahler is the President of the general partner of Avista Capital Partners GP, LLC and as a result may be deemed to beneficially own the shares owned by Avista. Mr. Burgstahler disclaims beneficial ownership of the Shares held by Avista, except to the extent of his pecuniary interest therein.
(3) Does not include 31,993 unvested RSAs held by Mr. Clemmer.
(4) Does not include 42,229 unvested RSAs held by Mr. Leno.
(5) Does not include 25,000 unvested RSAs held by Dr. Robertson.
(6) Does not include 25,000 unvested RSAs held by Dr. Schaffer.
(7) Excludes shares held by Avista. Mr. Venkataraman is a Partner of the general partner of Avista Capital Partners GP, LLC and as a result may be deemed to beneficially own the Shares owned by Avista. Mr. Venkataraman disclaims beneficial ownership of the Shares held by Avista, except to the extent of his pecuniary interest therein.
(8) Does not include 271,484 unvested RSAs held by Ms. Heino.
(9) Does not include 85,087 unvested RSAs held by Mr. Duffy.
(10) Does not include 54,234 unvested RSAs held by Dr. Orlandi.
(11) Mr. Bailey retired as our President and Chief Executive Officer and a Director on August 31, 2015.
(12) Does not include 880,293 unvested RSAs held by our directors and executive officers as a group. This group also does not include Shares beneficially owned by Mr. Bailey, who was not an executive officer as of March 21, 2016, the date of this beneficial ownership table.
(13) Based solely on a Schedule 13G filed on February 8, 2016 by Avista Capital Partners GP, LLC, Avista Capital Partners, L.P., Avista Capital Partners (Offshore), L.P. and ACP-Lantern Co-Invest, LLC (collectively, Avista). Includes (i) 10,138,072 Shares held by Avista Capital Partners, L.P., (ii) 2,673,319 Shares held by Avista Capital Partners (Offshore), L.P. and (iii) 4,982,208 Shares held by ACP-Lantern Co-Invest, LLC. In that filing, Avista reports that (a) Avista Capital Partners GP, LLC ultimately exercises voting and dispositive power over the shares held by Avista Capital Partners, L.P., Avista Capital Partners (Offshore), L.P. and ACP-Lantern Co-Invest, LLC and (b) voting and disposition decisions at Avista Capital Partners GP, LLC with respect to those Shares are made by an investment committee, the members of which are Thompson Dean, Steven Webster, David Burgstahler, David Durkin and Sriram Venkataraman. Also in that filing, Avista lists its address as 65 East 55th Street, 18th Floor, New York, NY 10022.
(14) Based solely on a Schedule 13G filed on February 9, 2016 by T. Rowe Price Associates, Inc. (Price Associates) and T. Rowe Price Health Sciences Fund, Inc. (Price Fund) (collectively, T. Rowe Price). In that filing, (i) Price Associates reports sole voting power with respect to 316,970 Shares and sole dispositive power with respect to 3,709,011 Shares, but expressly disclaims beneficial ownership with respect to all of those Shares and reports that not more than 5% of Shares is owned by any one client subject to the investment advice of Price Associates, and (ii) Price Fund reports sole voting and dispositive power with respect to 2,241,341 Shares. Also in that filing, T. Rowe Price lists its address as 100 E. Pratt Street, Baltimore, Maryland 21202.
(15) Based solely on a Schedule 13G/A filed on February 11, 2016 by Wellington Management Group LLP, Wellington Group Holdings LLP, Wellington Investment Advisors Holdings LLP and Wellington Management Company LLP (collectively, Wellington). In that filing, (i) Wellington Management Group LLP, Wellington Group Holdings LLP and Wellington Investment Advisors Holdings LLP each report shared voting power with respect to 1,964,578 Shares and shared dispositive power with respect to 2,996,312 Shares and (ii) Wellington Management Company LLP reports shared voting power with respect to 1,964,578 Shares and shared dispositive power with respect to 2,696,159 Shares. In that filing, Wellington also reports that (a) all of these Shares are owned of record by clients of one or more of the following of its investment advisors: Wellington Management Company LLP, Wellington Management Canada LLC, Wellington Management Singapore Pte Ltd, Wellington Management Hong Kong Ltd, Wellington Management International Ltd, Wellington Management Japan Pte Ltd and Wellington Management Australia Pty Ltd (collectively, the Wellington Investment Advisers), (b) Wellington Management Group LLP is the parent holding company of certain holding companies and the Wellington Investment Advisers, (c) Wellington Investment Advisors Holdings LLP controls directly, or indirectly through Wellington Management Global Holdings, Ltd., the Wellington Investment Advisers, (d) Wellington Investment

Advisors Holdings LLP is owned by Wellington Group Holdings LLP and (e) Wellington Group Holdings LLP is owned by Wellington Management Group LLP. Also in that filing, Wellington lists its address as c/o Wellington Management Company LLP, 280 Congress Street, Boston, MA 02210.

(16) Based solely on a Schedule 13G filed on February 16, 2016 by Scopia Capital Management LP, Scopia Management, Inc., Matthew Sirovich and Jeremy Mindich (collectively, Scopia). In that filing, Scopia reports shared voting power with respect to 2,091,926 Shares and shared dispositive power with respect to 2,091,926 Shares. Scopia also reports that (i) all of these Shares are owned by advisory clients of Scopia Capital Management LP, (ii) none of those advisory clients individually owns more than 5% of the outstanding Shares and (iii) Messrs. Sirovich and Mindich may be considered control persons of Scopia Capital GP LLC. Also in that filing, Scopia lists its address as 152 West 57th Street, 33rd Floor, New York, NY 10019.

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SECTION 16 BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company s directors, executive officers and persons who beneficially own more than 10% of the Company s Shares, to file reports of beneficial ownership and reports of changes in beneficial ownership with the SEC. These persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) reports that they file. We assist our directors and executive officers with their Section 16(a) filings. Based solely on a review of reports filed with the SEC and written representations from directors and executive officers, we believe