

NEKTAR THERAPEUTICS
Form DEF 14A
April 30, 2012
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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

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Nektar Therapeutics

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

(4) Date Filed:

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NEKTAR THERAPEUTICS

455 Mission Bay Boulevard South

San Francisco, California 94158

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 28, 2012

AT 2:00 P.M. PACIFIC TIME

Dear Stockholder:

You are cordially invited to attend the 2012 Annual Meeting of Stockholders of Nektar Therapeutics, a Delaware corporation. The 2012 Annual Meeting will be held on Thursday, June 28, 2012, at 2:00 p.m. local time at Nektar Therapeutics, 455 Mission Bay Boulevard South, San Francisco, California 94158, for the following purposes:

1. To elect three directors with terms to expire at the 2015 Annual Meeting of Stockholders.
2. To approve the 2012 Performance Incentive Plan and the reservation of an additional 5,300,000 shares of common stock authorized for issuance thereunder.
3. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012.
4. To approve a non-binding advisory resolution regarding our executive compensation (a say-on-pay vote).
5. To conduct any other business properly brought before the 2012 Annual Meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders. The record date for the 2012 Annual Meeting is April 30, 2012. Only stockholders of record at the close of business on that date are entitled to notice of, and to vote at, the 2012 Annual Meeting or any adjournment thereof.

Your vote is very important. Whether or not you attend the 2012 Annual Meeting in person, it is important that your shares be represented. You may vote your proxy on the Internet, by phone or by mail in accordance with the instructions in the Notice of Availability of Proxy Materials.

On behalf of the Board of Directors, thank you for your participation in this important annual process.

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By Order of the Board of Directors

Gil M. Labrucherie

Senior Vice President, General Counsel and

Secretary

San Francisco, California

May 18, 2012

YOU ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE VOTE ON THE INTERNET, BY PHONE OR BY MAIL AS INSTRUCTED IN THE NOTICE OF AVAILABILITY OF PROXY MATERIALS, AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. EVEN IF YOU HAVE VOTED BY PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE ANNUAL MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE ANNUAL MEETING, YOU MUST OBTAIN A PROXY ISSUED IN YOUR NAME FROM THAT RECORD HOLDER.

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NEKTAR THERAPEUTICS

455 Mission Bay Boulevard South

San Francisco, California 94158

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 28, 2012

AT 2:00 P.M. PACIFIC TIME

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING PROCEDURES

WHY AM I RECEIVING THESE MATERIALS?

We sent you a Notice of Availability of Proxy Materials (the Notice) because the board of directors of Nektar Therapeutics (Nektar, the company, we or us) is soliciting your proxy to vote at our 2012 annual meeting of stockholders (the Annual Meeting) to be held on June 28, 2012 at 2:00 p.m. local time at Nektar Therapeutics, 455 Mission Bay Boulevard South, San Francisco, California 94158. We invite you to attend the Annual Meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the meeting to vote your shares. Instead, you may vote by proxy over the Internet or by phone by following the instructions provided in the Notice or, if you request printed copies of the proxy materials by mail, you may vote by mail.

The Notice was first sent or made available on or about May 18, 2012 to all stockholders of record entitled to vote at the Annual Meeting.

WHO CAN VOTE AT THE ANNUAL MEETING?

Only stockholders of record at the close of business on April 30, 2012 will be entitled to vote at the Annual Meeting. On this record date, there were 114,611,326 shares of common stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If, on April 30, 2012, your shares were registered directly in your name with our transfer agent, Computershare Investor Services, LLC, then you are a stockholder of record. The Notice will be sent to you by mail directly by us. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote on the Internet or by phone as instructed in the Notice or by proxy by mail by requesting a paper copy of the proxy materials as instructed in the Notice to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Agent

If, on April 30, 2012, your shares were held in an account at a brokerage firm, bank or other agent, then you are the beneficial owner of shares held in street name and the Notice is being forwarded to you by that organization. The organization holding your account is considered the

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stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other agent on how to vote the shares in your account. Your brokerage firm, bank or other agent will not be able to vote in the election of directors unless they have your voting instructions, so it is very important that you indicate your voting instructions to the institution holding your shares.

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You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker, bank or other agent.

WHAT AM I VOTING ON?

There are four matters scheduled for a vote:

Proposal 1: To elect three directors with terms to expire at the 2015 Annual Meeting of Stockholders.

Proposal 2: To approve the 2012 Performance Incentive Plan and the reservation of an additional 5,300,000 shares of common stock authorized for issuance thereunder.

Proposal 3: To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2012.

Proposal 4: To approve a non-binding advisory resolution regarding our executive compensation (a say-on-pay vote).

HOW ARE PROXY MATERIALS DISTRIBUTED?

Under rules adopted by the Securities and Exchange Commission (SEC), we are sending the Notice to our stockholders of record and beneficial owners as of April 30, 2012. Stockholders will have the ability to access the proxy materials, including this proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, on the Internet at www.nektar.com or to request a printed or electronic set of the proxy materials at no charge. Instructions on how to access the proxy materials over the Internet and how to request a printed copy may be found on the Notice.

In addition, any stockholder may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. Choosing to receive future proxy materials by email will save us the cost of printing and mailing documents to stockholders and will reduce the impact of annual meetings on the environment. A stockholder who chooses to receive future proxy materials by email will receive an email prior to next year's annual meeting with instructions containing a link to those materials and a link to the proxy voting website. A stockholder's election to receive proxy materials by email will remain in effect until the stockholder terminates it.

HOW DO I VOTE?

You may either vote For or Against or abstain from voting with respect to each nominee to the board of directors. For proposals 2, 3 and 4, you may vote For or Against or abstain from voting. The procedures for voting are:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record as of April 30, 2012, you may vote in person at the Annual Meeting, vote by proxy over the Internet or by phone by following the instructions provided in the Notice or, if you request printed copies of the proxy materials by mail, you may vote by mail. If your proxy is properly executed in time to be voted at the Annual Meeting, the shares represented by the proxy will be voted in accordance with the instructions you provide. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting and vote in person if you have already voted by proxy.

1. To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive.

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2. To vote on the Internet, go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the 12-digit control number from the Notice and follow the instructions. Your vote must be received by 11:59 p.m., Eastern Time on June 27, 2012 to be counted.
3. To vote by phone, request a paper or email copy of the proxy materials by following the instructions on the Notice and call the number provided with the proxy materials to transmit your voting instructions. Your vote must be received by 11:59 p.m., Eastern Time on June 27, 2012 to be counted.
4. To vote by mail, request a paper copy of the proxy materials by following the instructions on the Notice and complete, sign and date the proxy card enclosed with the paper copy of the proxy materials and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Agent

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a Notice and voting instructions from that organization rather than from us. Simply follow the instructions to ensure that your vote is counted. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker, bank or other agent included with the Notice, or contact your broker, bank or other agent.

We provide Internet proxy voting to allow you to vote your shares on-line, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.

HOW MANY VOTES DO I HAVE?

On each matter to be voted upon, you have one vote for each share of common stock you owned as of April 30, 2012.

WHAT IS THE QUORUM REQUIREMENT?

A quorum of stockholders is necessary to take any action at the meeting (other than to adjourn the meeting). The presence, in person or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock entitled to vote will constitute a quorum. On April 30, 2012, there were 114,611,326 shares outstanding and entitled to vote.

Your shares will be counted towards the quorum only if you submit a valid proxy or vote in person at the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the chairman of the Annual Meeting or a majority of the votes present at the Annual Meeting may adjourn the Annual Meeting to another date.

WHAT IF I RETURN A PROXY CARD BUT DO NOT MAKE SPECIFIC CHOICES?

If you are a stockholder of record and you return a proxy card without marking any voting selections, your shares will be voted:

1. Proposal 1: For election of all three nominees for director.
2. Proposal 2: For the approval of the 2012 Performance Incentive Plan and the reservation of an additional 5,300,000 shares of common stock authorized for issuance thereunder.
3. Proposal 3: For the ratification of the audit committee's selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2012.

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4. Proposal 4: For the approval of the resolution regarding executive compensation. If any other matter is properly presented at the meeting, your proxy (one of the individuals named on your proxy card) will vote your shares using his best judgment.

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, your shares are held by your broker, bank or other agent as your nominee (that is, in street name) and you will need to obtain a proxy form from the organization that holds your shares and follow the instructions included on that form regarding how to instruct the organization to vote your shares. If you do not give instructions to your broker, bank or other agent, it can vote your shares with respect to discretionary items but not with respect to non-discretionary items. Discretionary items are proposals considered routine under the rules of various national securities exchanges, and, in the absence of your voting instructions, your broker, bank or other agent may vote your shares held in street name on such proposals. Non-discretionary items are proposals considered non-routine under the rules of various national securities exchanges, and, in the absence of your voting instructions, your broker, bank or other agent may not vote your shares held in street name on such proposals and the shares will be treated as broker non-votes. Proposals 1, 2 and 4 are matters considered non-routine under the applicable rules. If you do not give your broker specific instructions, the broker may not vote your shares on Proposals 1, 2 and 4 and therefore there may be broker non-votes on Proposals 1, 2 and 4. Proposal 3 involves a matter we believe to be routine and thus if you do not give instructions to your broker, the broker may vote your shares in its discretion on Proposal 3 and therefore no broker non-votes are expected to exist in connection with Proposal 3.

HOW ARE VOTES COUNTED?

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will count, with respect to Proposals 1, 2, 3 and 4, For votes, Against votes and abstentions, and with respect to Proposals 1, 2 and 4, broker non-votes.

WHO WILL SERVE AS INSPECTOR OF ELECTIONS?

A representative of Broadridge Financial Solutions, Inc. will serve as the inspector of elections.

HOW MANY VOTES ARE NEEDED TO APPROVE EACH PROPOSAL?

For Proposal 1 electing three members of the board of directors, each director must receive a For vote from a majority of the votes cast at the Annual Meeting and entitled to vote on the election of directors. A majority of votes cast shall mean that the number of shares voted For a director's election exceeds fifty percent (50%) of the number of votes cast with respect to that director's election, with votes cast including votes Against in each case and excluding abstentions with respect to that director's election.

For Proposal 2 approving the 2012 Performance Incentive Plan, the proposal must receive a For vote from the majority of the shares present and properly cast either in person or by proxy.

For Proposal 3 ratifying the audit committee's selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2012, the proposal must receive a For vote from the majority of the shares present and properly cast either in person or by proxy.

For Proposal 4 approving the resolution regarding executive compensation, the proposal must receive a For vote from the majority of the shares present and properly cast either in person or by proxy.

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WHO IS PAYING FOR THIS PROXY SOLICITATION?

We will pay for the entire cost of soliciting proxies. In addition to the Notice and the proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. We will not pay our directors and employees any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding the Notice and any other proxy materials to beneficial owners.

WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE NOTICE?

If you receive more than one Notice, your shares are registered in more than one name or are registered in different accounts. Please vote by proxy according to each Notice to ensure that all of your shares are voted.

CAN I CHANGE MY VOTE AFTER SUBMITTING MY PROXY?

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

1. A duly executed proxy card with a later date or time than the previously submitted proxy;
2. A written notice that you are revoking your proxy to our Secretary, care of Nektar Therapeutics, at 455 Mission Bay Boulevard South, San Francisco, California 94158; or
3. A later-dated vote on the Internet or by phone or a ballot cast in person at the Annual Meeting (simply attending the Annual Meeting will not, by itself, revoke your proxy).

If you are a beneficial owner, you may revoke your proxy by submitting new instructions to your broker, bank or other agent, or if you have received a proxy from your broker, bank or other agent giving you the right to vote your shares at the Annual Meeting, by attending the meeting and voting in person.

WHEN ARE STOCKHOLDER PROPOSALS DUE FOR NEXT YEAR'S ANNUAL MEETING?

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the Exchange Act), some stockholder proposals may be eligible for inclusion in our 2013 proxy statement. Any such proposal must be submitted in writing by January 13, 2013, to our Secretary, care of Nektar Therapeutics, 455 Mission Bay Boulevard South, San Francisco, California 94158. If we change the date of our 2013 annual meeting by more than 30 days from the date of the previous year's annual meeting, the deadline shall be a reasonable time before we begin to print and send our proxy materials. Stockholders interested in submitting such a proposal are advised to contact knowledgeable counsel with regard to the detailed requirements of the applicable securities laws and our bylaws. The submission of a stockholder proposal does not guarantee that it will be included in our proxy statement.

Alternatively, under our bylaws, if you wish to submit a proposal that is not to be included in next year's proxy statement or nominate a director, you must provide specific information to us no earlier than March 30, 2013 and no later than the close of business on April 29, 2013. If we change the date of our 2013 annual meeting by more than 30 days from the date of the previous year's annual meeting, the deadline shall be changed to not later than the sixtieth day prior to such annual meeting and no earlier than the close of business on the ninetieth day prior to such annual meeting. In the event we provide less than 70 days' notice or prior public disclosure of the date of the annual meeting, the stockholder proposal or nomination must be received not later than the tenth day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made. You are advised to review our bylaws, which contain additional requirements with respect to advance notice of stockholder proposals and director nominees.

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A stockholder's submission must include certain specific information concerning the proposal or nominee, as the case may be, and information as to the stockholder's ownership of our common stock. Proposals or nominations not meeting these requirements will not be entertained at any annual meeting.

In relation to stockholder proposals and nominations, in certain instances we may exercise discretionary voting authority under proxies held by the board of directors. For instance, if we do not receive a stockholder proposal by April 29, 2013, we may exercise discretionary voting authority under proxies held by the board of directors on such stockholder proposal. If we change the date of our 2013 annual meeting by more than 30 days from the date of the previous year's annual meeting, the deadline will change to a reasonable time before we begin to print and send our proxy materials. In addition, even if we are notified of a stockholder proposal within the time requirements discussed above, if the stockholder does not comply with certain requirements of the Exchange Act, we may exercise discretionary voting authority under proxies held by the board of directors on such stockholder proposal if we include advice in our proxy statement on the nature of the matter and how we intend to exercise our discretion to vote on the matter.

WHAT IS HOUSEHOLDING AND HOW DOES IT AFFECT ME?

We have adopted a procedure approved by the SEC called householding. Under this procedure, stockholders who have the same address may receive only one copy of the Notice, unless one or more of these stockholders notifies us that they wish to receive individual copies of the Notice and, if requested, other proxy materials. This process potentially means extra convenience for stockholders and cost savings for companies.

If you are a beneficial owner of our common stock, once you receive notice from your broker, bank or other agent that they will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive separate Notices or other proxy materials, please notify your broker, bank or other agent, direct your written request to Nektar Therapeutics, Secretary, 455 Mission Bay Boulevard South, San Francisco, California 94158 or contact our Secretary at (415) 482-5300. Stockholders who currently receive multiple copies of the Notice or other proxy materials at their address and would like to request householding of their communications should contact their broker, bank or other agent.

HOW CAN I FIND OUT THE RESULTS OF THE VOTING AT THE ANNUAL MEETING?

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K filed with the SEC within four business days following the Annual Meeting.

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PROPOSAL 1

ELECTION OF DIRECTORS

Our board of directors is presently comprised of nine (9) directors and is divided into three (3) classes. Each class consists of one third of the total number of directors, and each class has a three (3) year term. There are three (3) current directors in Class II, whose term of office expires in 2012: Robert B. Chess, Susan Wang and Roy A. Whitfield. Each of the current directors in Class II has been nominated for reelection at the Annual Meeting. Messrs. Chess and Whitfield and Ms. Wang were all previously elected by the stockholders. Vacancies on the board, including vacancies created by an increase in the number of directors, are filled only by persons elected by a majority of the remaining directors. A director elected by the board to fill a vacancy in a class serves until the earlier of the remainder of the full term of that class, that director's successor is elected and qualified or their death, resignation or removal.

Directors are elected by a majority of the votes cast at the Annual Meeting and entitled to vote on the election of directors. A majority of votes cast shall mean that the number of shares voted For a director's election exceeds fifty percent (50%) of the number of votes cast with respect to that director's election, with votes cast including votes Against in each case and excluding abstentions with respect to that director's election. Shares represented by executed proxies will be voted for the election of the three nominees named below, unless the Against or Abstain voting selection has been marked on the proxy card. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would otherwise be voted for such nominee will be voted for the election of a substitute nominee proposed by the nominating and corporate governance committee and nominated by the board of directors. Each person nominated for election has agreed to serve if elected. Our management has no reason to believe that any nominee will be unable to serve. If elected at the Annual Meeting, each of the nominees will serve until the earlier of the 2015 annual meeting, their successor is elected and qualified or their death, resignation or removal.

The following is a brief biography of each nominee.

Robert B. Chess

Robert B. Chess, age 55, is the Chairman of our board of directors and has served as a director since May 1992. He is currently the chairman of the board of directors of OPX Biotechnologies, a private company in the renewable fuels and chemicals field, and chairman of the board of directors of Germitec SAS, a private company in the medical instrument disinfection field. From March 2006 until January 2007, Mr. Chess served as our Acting President and Chief Executive Officer, and from April 1999 to January 2007, served as Executive Chairman. He also served as our Co-Chief Executive Officer from August 1998 to April 2000, as President from December 1991 to August 1998, and as Chief Executive Officer from May 1992 to August 1998. Mr. Chess was previously the co-Founder and President of Penederm, Inc., a publicly-traded dermatological pharmaceutical company that was sold to Mylan Laboratories. He has held management positions at Intel Corporation and Metaphor Computer Systems (now part of IBM), and was a member of the first President Bush's White House staff as a White House Fellow and Associate Director of the White House Office of Economic and Domestic Policy. From 1997 until his retirement in 2009, Mr. Chess served on the board of directors of the Biotechnology Industry Organization (BIO). Mr. Chess served as Chairman of BIO's Emerging Companies Section and Co-Chairman of BIO's Intellectual Property Committee. Mr. Chess was the initial Chairman of Bio Ventures for Global Health and continues to serve on its board. He also serves on the Board of Trustees of the California Institute of Technology and as a trustee of the Committee for Economic Development where he is co-chairman of its Health Care task force. Mr. Chess also serves as a director of NanOasis, Inc., a private company focused on desalinization technology, and Pelvalon, Inc., a private medical device company. He is currently a member of the faculty of the Stanford Graduate School of Business, where he teaches courses in the MBA program on starting technology-based businesses and the healthcare industry. Mr. Chess received his B.S. degree in Engineering from the California Institute of Technology and an M.B.A. from Harvard.

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Susan Wang

Susan Wang, age 61, has served as our director since December 2003. Ms. Wang, who retired from Solectron Corporation in May 2002, served in various management positions there from 1984 to June 2002. Her final position at Solectron, an electronics manufacturing services and supply chain solutions company, was Executive Vice President for Corporate Development and Chief Financial Officer, a position she held from September 2001 to June 2002. Prior to joining Solectron, Ms. Wang held financial and managerial positions with Xerox Corporation and Westvaco Corporation. She began her career with Price Waterhouse & Co. in New York and is a certified public accountant. Ms. Wang is also a director of Altera Corporation, a programmable semiconductor company, Cirrus Logic, Inc., an analog chip company, and Suntech Power Holdings Co., Ltd., a solar energy company. In addition, Ms. Wang served as a director of Calpine Corporation, an independent power generation company, from 2003 to 2009, Avanex Corporation, a telecommunications component and sub-systems provider, from 2002 to 2009, and Rae Systems Inc., a developer of sensory technology for hazardous materials from 2009 to 2011. Ms. Wang holds an M.B.A. from the University of Connecticut and a B.S. in accounting from the University of Texas.

Roy A. Whitfield

Roy A. Whitfield, age 58, has served as our director since August 2000. Mr. Whitfield is the former Chairman of the Board and Chief Executive Officer of Incyte Corporation, a drug discovery and development company he co-founded in 1991. From January 1993 to November 2001, Mr. Whitfield served as its Chief Executive Officer and from November 2001 until June 2003 as its Chairman. From 1984 to 1989, Mr. Whitfield held senior operating and business development positions with Technicon Instruments Corporation, a medical instrumentation company, and its predecessor company, Cooper Biomedical, Inc., a biotechnology and medical diagnostics company. Prior to his work at Technicon, Mr. Whitfield spent seven years with the Boston Consulting Group's international consulting practice. He currently serves as a director of Incyte Corporation, Illumina, Inc., a developer, manufacturer and marketer of integrated systems for analysis of genetic variations and biological functions, and Station X, Inc., a private development stage company. Since February 2008, he has also served as Executive Chairman of the board of directors of Bioseek. Mr. Whitfield received a B.S. in mathematics from Oxford University and an M.B.A. from Stanford University.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF EACH NAMED NOMINEE.

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PROPOSAL 2

APPROVAL OF THE NEKTAR THERAPEUTICS

2012 PERFORMANCE INCENTIVE PLAN

General

At the Annual Meeting, stockholders will be asked to approve the Nektar Therapeutics 2012 Performance Incentive Plan (the 2012 Plan), which was adopted, subject to stockholder approval, by the board of directors on April 4, 2012.

The company believes that incentives and stock-based awards focus employees on the objective of creating stockholder value and promoting the success of the company, and that incentive compensation plans like the proposed 2012 Plan are an important attraction, retention and motivation tool for participants in the plan.

The company currently maintains the Nektar Therapeutics 2008 Equity Incentive Plan, as amended (the 2008 Plan), and the Nektar Therapeutics 2000 Non-Officer Equity Incentive Plan, as amended and restated (the 2000 Non-Officer Plan , and together with the 2008 Plan, the Existing Plans). The company also maintains the Nektar Therapeutics 2000 Equity Incentive Plan (the 2000 Plan , and together with the Existing Plans, the Prior Plans). On February 9, 2010, the 2000 Plan expired. As a result, no new awards may be granted under the 2000 Plan. As of January 1, 2012, a total of 17,182,151 shares of the company s common stock were then subject to outstanding awards granted under the Prior Plans (1,954,160 shares under the 2008 Plan, 7,131,444 shares under the 2000 Non-Officer Plan, and 8,096,547 shares under the 2000 Plan), and an additional 7,636,433 shares of the company s common stock were then available for new award grants under the Existing Plans (7,030,715 shares under the 2008 Plan and 605,718 shares under the 2000 Non-Officer Plan). The company s outstanding options generally may not be transferred to third parties for value and do not include dividend equivalent rights.

The board of directors approved the 2012 Plan based, in part, on a belief that the number of shares currently available under the Existing Plans does not give the company sufficient authority and flexibility to adequately provide for future incentives. If stockholders approve the 2012 Plan, then the following will occur:

No new awards will be granted under the Existing Plans after the Annual Meeting.

The number of shares that are available for issuance under the Existing Plans as of the date of the Annual Meeting will then become available for issuance under the 2012 Plan.

An additional 5,300,000 new shares of the company s common stock will be made available for award grants under the 2012 Plan.

Any shares of common stock subject to outstanding awards under the Prior Plans that expire, are cancelled, or otherwise terminate at any time after December 31, 2011 will also be available for award grant purposes under the 2012 Plan.

If stockholders do not approve the 2012 Plan, the company will continue to have the authority to grant awards under the Existing Plans. If stockholders approve the 2012 Plan, the termination of our grant authority under the Existing Plans will not affect awards then outstanding under the Existing Plans.

Summary Description of the 2012 Performance Incentive Plan

The principal terms of the 2012 Plan are summarized below. The following summary is qualified in its entirety by the full text of the 2012 Plan, which appears as Exhibit A to this proxy statement.

Purpose. The purpose of the 2012 Plan is to promote the success of the company and the interests of our stockholders by providing an additional means for us to attract, motivate, retain and reward directors, officers, employees and other eligible persons through the grant of awards and

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incentives for high levels of individual performance and improved financial performance of the company. Equity-based awards are also intended to further align the interests of award recipients and our stockholders.

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Administration. Our board of directors or one or more committees appointed by our board of directors will administer the 2012 Plan. Our board of directors has delegated general administrative authority for the 2012 Plan to the Compensation Committee. A committee may delegate some or all of its authority with respect to the 2012 Plan to another committee of directors, and certain limited authority to grant awards to employees may be delegated to one or more officers of the company. (The appropriate acting body, be it the board of directors, a committee within its delegated authority, or an officer within his or her delegated authority, is referred to in this proposal as the Administrator).

The Administrator has broad authority under the 2012 Plan with respect to award grants including, without limitation, the authority:

to select participants and determine the type(s) of award(s) that they are to receive;

to determine the number of shares that are to be subject to awards and the terms and conditions of awards, including the price (if any) to be paid for the shares or the award;

to cancel, modify, or waive the company's rights with respect to, or modify, discontinue, suspend, or terminate any or all outstanding awards, subject to any required consents;

to accelerate or extend the vesting or exercisability or extend the term of any or all outstanding awards;

subject to the other provisions of the 2012 Plan, to make certain adjustments to an outstanding award and to authorize the conversion, succession or substitution of an award; and

to allow the purchase price of an award or shares of the company's common stock to be paid in the form of cash, check, or electronic funds transfer, by the delivery of already-owned shares of the company's common stock or by a reduction of the number of shares deliverable pursuant to the award, by services rendered by the recipient of the award, by notice and third party payment or cashless exercise on such terms as the Administrator may authorize, or any other form permitted by law.

No Repricing. In no case (except due to an adjustment to reflect a stock split or other event referred to under Adjustments below, or any repricing that may be approved by stockholders) will the Administrator (1) amend an outstanding stock option or stock appreciation right to reduce the exercise price or base price of the award, (2) cancel, exchange, or surrender an outstanding stock option or stock appreciation right in exchange for cash or other awards for the purpose of repricing the award, or (3) cancel, exchange, or surrender an outstanding stock option or stock appreciation right in exchange for an option or stock appreciation right with an exercise or base price that is less than the exercise or base price of the original award.

Eligibility. Persons eligible to receive awards under the 2012 Plan include officers or employees of the company or any of its subsidiaries, directors of the company, and certain consultants and advisors to the company or any of its subsidiaries. Currently, approximately 425 officers and employees of the company and its subsidiaries (including all of the Named Executive Officers), and each of the company's 8 non-employee directors, are considered eligible under the 2012 Plan.

Authorized Shares; Limits on Awards. The maximum number of shares of the company's common stock that may be issued or transferred pursuant to awards under the 2012 Plan equals: (1) 12,936,433 shares (which represents the sum of the 7,636,433 shares available for new grants under the Existing Plans as of December 31, 2011 and the additional 5,300,000 new shares that will be available for grants under the 2012 Plan if stockholders approve this proposal), less (2) the number of any shares subject to awards granted under the Existing Plans after December 31, 2011 and on or before the date of the Annual Meeting, plus (3) the number of any shares subject to stock options granted under the Prior Plans and outstanding as of December 31, 2011 which expire, or for any reason are cancelled or terminated, after that date without being exercised, plus (4) the number of any shares subject to restricted stock and restricted stock unit awards granted under the Prior Plans that are outstanding and unvested as of December 31, 2011 which are forfeited, terminated, cancelled, or otherwise reacquired after that date without having become vested. For these purposes, shares subject to awards granted under the Prior Plans

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that are full-value awards (as described below) will be taken into account based on the full-value award ratio described below. As of December 31, 2011, approximately 17,182,151 shares were subject to awards then outstanding under the Prior Plans. As noted above, no additional awards will be granted under the Existing Plans if stockholders approve the 2012 Plan.

Shares issued in respect of any full-value award granted under the 2012 Plan will be counted against the share limit described in the preceding paragraph as 1.50 shares for every one share actually issued in connection with the award. For example, if the company granted 100 shares of its common stock under the 2012 Plan, 150 shares would be charged against the share limit with respect to that award. For this purpose, a full-value award generally means any award granted under the plan other than a stock option or stock appreciation right.

The following other limits are also contained in the 2012 Plan:

The maximum number of shares that may be delivered pursuant to options qualified as incentive stock options granted under the plan is 9,500,000.

The maximum number of shares subject to those options and stock appreciation rights that are granted during any calendar year to any individual under the plan is 3,000,000 shares.

Performance-Based Awards under Section 5.2 of the 2012 Plan granted to a participant in any one calendar year will not provide for payment of more than (1) in the case of awards payable only in cash and not related to shares, \$5,000,000, and (2) in the case of awards related to shares (and in addition to options and stock appreciation rights which are subject to the limit referred to above), 3,000,000 shares.

Except as described in the next sentence, shares that are subject to or underlie awards which expire or for any reason are cancelled or terminated, are forfeited, fail to vest, or for any other reason are not paid or delivered under the 2012 Plan will again be available for subsequent awards under the 2012 Plan (with any such shares subject to full-value awards increasing the plan's share limit based on the full value award ratio described above). Shares that are exchanged by a participant or withheld by the company to pay the exercise price of an award granted under the 2012 Plan, as well as any shares exchanged or withheld to satisfy the tax withholding obligations related to any award, will not be available for subsequent awards under the 2012 Plan. To the extent that an award is settled in cash or a form other than shares, the shares that would have been delivered had there been no such cash or other settlement will again be available for subsequent awards under the 2012 Plan (with any such shares subject to full-value awards increasing the plan's share limit based on the full-value award ratio described above). In the event that shares are delivered in respect of a dividend equivalent right, the actual number of shares delivered with respect to the award shall be counted against the share limits of the 2012 Plan. (For purposes of clarity, if 1,000 dividend equivalent rights are granted and outstanding when the company pays a dividend, and 50 shares are delivered in payment of those rights with respect to that dividend, 75 shares (after adjustment for the full-value award share counting ratio described above) shall be counted against the share limits of the plan.) To the extent that shares are delivered pursuant to the exercise of a stock appreciation right or stock option, the number of underlying shares as to which the exercise related shall be counted against the applicable share limits, as opposed to only counting the shares actually issued. (For purposes of clarity, if a stock appreciation right relates to 100,000 shares and is exercised at a time when the payment due to the participant is 15,000 shares, 100,000 shares shall be charged against the applicable share limits with respect to such exercise.) In addition, the 2012 Plan generally provides that shares issued in connection with awards that are granted by or become obligations of the company through the assumption of awards (or in substitution for awards) in connection with an acquisition of another company will not count against the shares available for issuance under the 2012 Plan. The company may not increase the applicable share limits of the 2012 Plan by repurchasing shares of common stock on the market (by using cash received through the exercise of stock options or otherwise).

Types of Awards. The 2012 Plan authorizes stock options, stock appreciation rights, restricted stock, stock bonuses and other forms of awards granted or denominated in the company's common stock or units of the company's common stock, as well as cash bonus awards. The 2012 Plan retains flexibility to offer competitive incentives and to tailor benefits to specific needs and circumstances. Any award may be paid or settled in cash.

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A stock option is the right to purchase shares of the company's common stock at a future date at a specified price per share (the exercise price). The per share exercise price of an option generally may not be less than the fair market value of a share of the company's common stock on the date of grant. The maximum term of an option is eight years from the date of grant. An option may either be an incentive stock option or a nonqualified stock option. Incentive stock option benefits are taxed differently from nonqualified stock options, as described under "Federal Income Tax Consequences of Awards Under the 2012 Plan" below. Incentive stock options are also subject to more restrictive terms and are limited in amount by the U.S. Internal Revenue Code and the 2012 Plan. Incentive stock options may only be granted to employees of the company or a subsidiary.

A stock appreciation right is the right to receive payment of an amount equal to the excess of the fair market value of share of the company's common stock on the date of exercise of the stock appreciation right over the base price of the stock appreciation right. The base price will be established by the Administrator at the time of grant of the stock appreciation right and generally may not be less than the fair market value of a share of the company's common stock on the date of grant. Stock appreciation rights may be granted in connection with other awards or independently. The maximum term of a stock appreciation right is eight years from the date of grant.

The other types of awards that may be granted under the 2012 Plan include, without limitation, stock bonuses, restricted stock, performance stock, stock units, dividend equivalents, or similar rights to purchase or acquire shares, and cash awards.

Performance-Based Awards. The Administrator may grant awards that are intended to be performance-based awards within the meaning of Section 162(m) of the U.S. Internal Revenue Code ("Performance-Based Awards"). Performance-Based Awards are in addition to any of the other types of awards that may be granted under the 2012 Plan (including options and stock appreciation rights which may also qualify as performance-based awards for Section 162(m) purposes). Performance-Based Awards may be in the form of restricted stock, performance stock, stock units, other rights, or cash bonus opportunities.

The vesting or payment of Performance-Based Awards (other than options or stock appreciation rights) will depend on the absolute or relative performance of the company on a consolidated, subsidiary, segment, division, or business unit basis. The Administrator will establish the criterion or criteria and target(s) on which performance will be measured. The Administrator must establish criteria and targets in advance of applicable deadlines under the U.S. Internal Revenue Code and while the attainment of the performance targets remains substantially uncertain. The criteria that the Administrator may use for this purpose will include one or more of the following: earnings per share, cash flow (which means cash and cash equivalents derived from either net cash flow from operations or net cash flow from operations, financing and investing activities), working capital, stock price, total stockholder return, gross revenue, revenue growth, gross profit, operating income (before or after taxes), net earnings (before or after interest, taxes, depreciation and/or amortization), gross margin, operating margin, net margin, return on equity or on assets or on net investment, cost containment or reduction, regulatory submissions or approvals, manufacturing production, completion of strategic partnerships, research milestones or any combination thereof. The performance measurement period with respect to an award may range from three months to ten years. Performance targets will be adjusted to mitigate the unbudgeted impact of material, unusual or nonrecurring gains and losses, accounting changes or other extraordinary events not foreseen at the time the targets were set unless the Administrator provides otherwise at the time of establishing the targets.

Performance-Based Awards may be paid in stock or in cash (in either case, subject to the limits described under the heading "Authorized Shares; Limits on Awards" above). Before any Performance-Based Award (other than an option or stock appreciation right) is paid, the Administrator must certify that the performance target or targets have been satisfied. The Administrator has discretion to determine the performance target or targets and any other restrictions or other limitations of Performance-Based Awards and may reserve discretion to reduce payments below maximum award limits.

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Dividend Equivalents; Deferrals. The Administrator may provide for the deferred payment of awards, and may determine the other terms applicable to deferrals. The Administrator may provide that awards under the 2012 Plan (other than options or stock appreciation rights), and/or deferrals, earn dividends or dividend equivalents based on the amount of dividends paid on outstanding shares of Common Stock, provided that as to any dividend equivalent rights granted in connection with an award granted under the 2012 Plan that is subject to performance-based vesting requirements, no dividend equivalent payment will be made unless the related performance-based vesting conditions of the award are satisfied (or, in the case of a restricted stock or similar award where the dividend must be paid as a matter of law, the dividend payment will be subject to forfeiture or repayment, as the case may be, if the related performance-based vesting conditions are not satisfied).

Assumption and Termination of Awards. Generally, and subject to limited exceptions set forth in the 2012 Plan, if the company dissolves or undergoes certain corporate transactions such as a merger, business combination, or other reorganization, or a sale of substantially all of its assets, all awards then-outstanding under the 2012 Plan will become fully vested or paid, as applicable, and will terminate or be terminated in such circumstances, unless the Administrator provides for the assumption, substitution or other continuation of the award. The Administrator also has the discretion to establish other change in control provisions with respect to awards granted under the 2012 Plan. For example, the Administrator could provide for the acceleration of vesting or payment of an award in connection with a corporate event that is not described above and provide that any such acceleration shall be automatic upon the occurrence of any such event.

Transfer Restrictions. Subject to certain exceptions contained in Section 5.7 of the 2012 Plan, awards under the 2012 Plan generally are not transferable by the recipient other than by will or the laws of descent and distribution and are generally exercisable, during the recipient's lifetime, only by the recipient. Any amounts payable or shares issuable pursuant to an award generally will be paid only to the recipient or the recipient's beneficiary or representative. The Administrator has discretion, however, to establish written conditions and procedures for the transfer of awards to other persons or entities, provided that such transfers comply with applicable federal and state securities laws and are not made for value (other than nominal consideration, settlement of marital property rights, or for interests in an entity in which more than 50% of the voting securities are held by the award recipient or by the recipient's family members).

Adjustments. As is customary in incentive plans of this nature, each share limit and the number and kind of shares available under the 2012 Plan and any outstanding awards, as well as the exercise or purchase prices of awards, and performance targets under certain types of performance-based awards, are subject to adjustment in the event of certain reorganizations, mergers, combinations, recapitalizations, stock splits, stock dividends, or other similar events that change the number or kind of shares outstanding, and extraordinary dividends or distributions of property to the stockholders.

No Limit on Other Authority. Except as expressly provided with respect to the termination of the authority to grant new awards under the Existing Plans if stockholders approve the 2012 Plan, the 2012 Plan does not limit the authority of the board of directors or any committee to grant awards or authorize any other compensation, with or without reference to the company's common stock, under any other plan or authority.

Termination of or Changes to the 2012 Plan. The board of directors may amend or terminate the 2012 Plan at any time and in any manner. Stockholder approval for an amendment will be required only to the extent then required by applicable law or any applicable listing agency or required under Sections 162, 422 or 424 of the U.S. Internal Revenue Code to preserve the intended tax consequences of the plan. For example, stockholder approval will be required for any amendment that proposes to increase the maximum number of shares that may be delivered with respect to awards granted under the 2012 Plan. (Adjustments as a result of stock splits or similar events will not, however, be considered an amendment requiring stockholder approval.) Unless terminated earlier by the board of directors, the authority to grant new awards under the 2012 Plan will terminate on April 3, 2022. Outstanding awards, as well as the Administrator's authority with respect thereto, generally will continue following the expiration or termination of the plan. Generally speaking, outstanding awards may be amended by the Administrator (except for a repricing), but the consent of the award holder is required if the amendment (or any plan amendment) materially and adversely affects the holder.

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Federal Income Tax Consequences of Awards under the 2012 Plan

The U.S. federal income tax consequences of the 2012 Plan under current federal law, which is subject to change, are summarized in the following discussion of the general tax principles applicable to the 2012 Plan. This summary is not intended to be exhaustive and, among other considerations, does not describe the deferred compensation provisions of Section 409A of the U.S. Internal Revenue Code to the extent an award is subject to and does not satisfy those rules, nor does it describe state, local, or international tax consequences.

With respect to nonqualified stock options, the company is generally entitled to deduct and the participant recognizes taxable income in an amount equal to the difference between the option exercise price and the fair market value of the shares at the time of exercise. With respect to incentive stock options, the company is generally not entitled to a deduction nor does the participant recognize income at the time of exercise, although the participant may be subject to the U.S. federal alternative minimum tax.

The current federal income tax consequences of other awards authorized under the 2012 Plan generally follow certain basic patterns: nontransferable restricted stock subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid (if any) only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant); bonuses, stock appreciation rights, cash and stock-based performance awards, dividend equivalents, stock units, and other types of awards are generally subject to tax at the time of payment; and compensation otherwise effectively deferred is taxed when paid. In each of the foregoing cases, the company will generally have a corresponding deduction at the time the participant recognizes income.

If an award is accelerated under the 2012 Plan in connection with a change in control (as this term is used under the U.S. Internal Revenue Code), the company may not be permitted to deduct the portion of the compensation attributable to the acceleration (parachute payments) if it exceeds certain threshold limits under the U.S. Internal Revenue Code (and certain related excise taxes may be triggered). Furthermore, the aggregate compensation in excess of \$1,000,000 attributable to awards that are not performance-based within the meaning of Section 162(m) of the U.S. Internal Revenue Code may not be permitted to be deducted by the company in certain circumstances.

Specific Benefits under the 2012 Performance Incentive Plan

The company has not approved any awards that are conditioned upon stockholder approval of the 2012 Plan. The company is not currently considering any other specific award grants under the 2012 Plan. If the 2012 Plan had been in existence in fiscal 2011, the company expects that its award grants for fiscal 2011 would not have been substantially different from those actually made in that year under the Existing Plans. For information regarding stock-based awards granted to the Named Executive Officers during fiscal 2011, see the material under the heading Executive Compensation below.

The closing market price for a share of the company's common stock as of April 27, 2012 was \$7.87 per share.

EQUITY COMPENSATION PLAN INFORMATION

The company currently maintains four equity compensation plans: the 2008 Plan, the 2000 Non-Officer Plan, the 2000 Plan and the Employee Stock Purchase Plan, as amended and restated (the ESPP). With the exception of the 2000 Non-Officer Plan, these plans have each been approved by the company's stockholders. Stockholders are also being asked to approve a new equity compensation plan, the 2012 Plan, as described above.

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The following table sets forth, for each of the company's equity compensation plans, the number of shares of common stock subject to outstanding awards, the weighted-average exercise price of outstanding options, and the number of shares remaining available for future award grants as of December 31, 2011.

Plan category	Number of shares of Common Stock to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of shares of Common Stock remaining available for future issuance under equity compensation plans (excluding shares reflected in the first column)
Equity compensation plans approved by stockholders	10,050,707 ¹	\$ 8.98 ²	7,600,479 ³
Equity compensation plans not approved by stockholders ⁴	7,131,444 ⁵	\$ 9.73 ²	605,718
Total	17,182,151	\$ 9.29 ²	8,206,197

¹ Of these shares, 1,939,160 shares were subject to options then outstanding under the 2008 Plan, and 15,000 shares were subject to restricted stock unit awards then outstanding under the 2008 Plan. In addition, 8,096,547 shares were subject to options then outstanding under the 2000 Plan and 0 shares were subject to stock unit awards then outstanding under the 2000 Plan. The company's authority to grant new awards under the 2000 Plan terminated on February 9, 2010.

² This weighted-average exercise price does not reflect the shares that will be issued upon the payment of outstanding restricted stock units.

³ This number of shares is presented after giving effect to the 56,492 shares purchased under the ESPP for the purchase period that ended November 30, 2011. Of the aggregate number of shares that remained available for future issuance, 7,030,715 shares were available under the 2008 Plan and 569,764 were available under the ESPP. No new awards will be granted under the 2008 Plan if stockholders approve the 2012 Plan.

⁴ This row reflects information for the 2000 Non-Officer Plan. The 2000 Non-Officer Plan was adopted by our board of directors on August 18, 1998, and was amended and restated in its entirety on June 6, 2000. The purpose of the 2000 Non-Officer Plan is to attract and retain qualified personnel, to provide additional incentives to employees and consultants and to promote the success of our business. Pursuant to the 2000 Non-Officer Plan, we may grant or issue non-qualified stock options, rights to acquire restricted stock and stock bonuses to employees and consultants who are neither officers nor directors of the company. The maximum term of a stock option under the 2000 Non-Officer Plan is eight years. The exercise price of stock options granted under the 2000 Non-Officer Plan is determined by our board of directors by reference to the closing price of our common stock on the Nasdaq Global Market on the date of grant. No new awards will be granted under the 2000 Non-Officer Plan if stockholders approve the 2012 Plan.

⁵ Of these shares, 7,010,364 were subject to options then outstanding under the 2000 Non-Officer Plan, and 121,080 were subject to restricted stock units then outstanding under the 2000 Non-Officer Plan.

Vote Required for Approval of the 2012 Performance Incentive Plan

The board of directors believes that the adoption of the 2012 Plan will promote the interests of the company and its stockholders and will help the company and its subsidiaries continue to be able to attract, retain and reward persons important to our success.

All members of the board of directors and all of the company's executive officers are eligible for awards under the 2012 Plan and thus have a personal interest in the approval of the 2012 Plan.

Approval of the 2012 Plan requires the affirmative vote of a majority of the common stock present, or represented, and entitled to vote at the Annual Meeting.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE 2012 PERFORMANCE INCENTIVE PLAN AS DESCRIBED ABOVE AND SET FORTH IN EXHIBIT A HERETO.

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PROPOSAL 3

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of the board of directors has selected Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012, and has further directed that management submit the selection of our independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. Ernst & Young LLP has audited our financial statements since our inception in 1990. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our bylaws nor other governing documents or law require stockholder ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm. However, the audit committee is submitting the selection of Ernst & Young LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the audit committee will reconsider whether or not to retain Ernst & Young LLP. Even if the selection is ratified, the audit committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the committee determines that such a change would be in our best interests and our stockholders' best interest.

The affirmative vote of the holders of a majority of the shares of our common stock present in person or represented by proxy at the Annual Meeting and cast on this proposal will be required to ratify the selection of Ernst & Young LLP for our fiscal year ending December 31, 2012. Abstentions will have the effect of a vote against the ratification of Ernst & Young LLP as our independent registered public accounting firm. Broker non-votes will have no effect on the outcome of the vote.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE IN FAVOR OF PROPOSAL 3.

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PROPOSAL 4

ADVISORY VOTE ON EXECUTIVE COMPENSATION

The board of directors is committed to excellence in governance and is aware of the significant interest in executive compensation matters by investors and the general public.

We have designed our executive compensation program to attract, motivate, reward and retain the senior management talent required to achieve our corporate objectives and increase stockholder value. We believe that our compensation policies and procedures are centered on pay-for-performance principles and are strongly aligned with the long-term interests of our stockholders.

We urge you to carefully review the Compensation Discussion and Analysis section of this proxy statement for details on our executive compensation, including our compensation philosophy and objectives and the 2011 compensation of the Named Executive Officers described in Information About the Executive Officers Compensation Discussion and Analysis Introduction.

We are presenting this proposal, which gives you as a stockholder the opportunity to endorse or not endorse our compensation program for the Named Executive Officers by voting for or against the following resolution (a say-on-pay vote), as required pursuant to Section 14A of the Exchange Act:

RESOLVED, that the compensation paid to the company's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K promulgated by the SEC, including the Compensation Discussion and Analysis, compensation tables and related narrative discussion contained in the proxy statement for the company's 2012 Annual Meeting is hereby APPROVED.

While the vote on the resolution is advisory in nature and therefore will not bind us to take any particular action, our board of directors and our organization and compensation committee intend to carefully consider the stockholder vote resulting from the proposal in making future decisions regarding our compensation program.

Based on the results of voting at our 2011 annual meeting of stockholders, we have determined to hold a non-binding advisory vote on the compensation of Named Executive Officers every year, until the next non-binding advisory vote on the frequency of future advisory votes on the compensation of our Named Executive Officers. An advisory vote on the frequency of future advisory votes on the compensation paid to our Named Executive Officers is required to be held at least once every six years.

The affirmative vote of a majority of the votes cast by holders of the shares of common stock present in person or represented by proxy at the Annual Meeting is required (on a non-binding advisory basis) for approval of this proposal. Abstentions are treated as shares represented in person or by proxy and entitled to vote at the Annual Meeting and, therefore, will have the effect of a vote against this proposal. Broker non-votes will have no effect on the outcome of the vote.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE IN FAVOR OF PROPOSAL 4.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the ownership of our common stock as of April 15, 2012, by: (i) each director and nominee for director; (ii) each of our Named Executive Officers; (iii) all of our executive officers and directors as a group; and (iv) all those known by us to be beneficial owners of more than five percent of our common stock.

Beneficial Owner	Beneficial Ownership **	
	Number of Shares	Percent of Total
OppenheimerFunds, Inc. and related entities(1)	22,700,000	19.8%
HealthCor Management, L.P. and related entities(2)	11,158,100	9.7%
PRIMECAP Management Company(3)	9,171,956	8.0%
Biotechnology Value Fund, L.P.(4)	7,639,000	6.7%
Blackrock, Inc. and certain subsidiaries(5)	6,900,241	6.0%
Robert B. Chess(6)	596,082	*
R. Scott Greer(7)	120,833	*
Joseph J. Krivulka(8)	182,500	*
Christopher A. Kuebler(9)	210,000	*
Lutz Lingnau(10)	148,950	*
Howard W. Robin(11)	2,545,304	2.2%
Susan Wang(12)	192,375	*
Roy A. Whitfield(13)	210,000	*
Dennis Winger(14)	83,750	*
Stephen K. Doberstein(15)	350,416	*
Rinko Ghosh(16)	446,468	*
Gil M. Labrucherie(17)	684,151	*
John Nicholson(18)	722,666	*
All executive officers and directors as a group (16 persons)	6,904,454	5.7%

* Denotes ownership percentage less than 1%.

** This table is based upon information supplied by officers, directors and principal stockholders and Schedules 13G filed with the SEC. Unless otherwise indicated in the footnotes to this table, and subject to community property laws where applicable, we believe that each of the stockholders named in the table has sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on 114,600,326 shares outstanding on April 15, 2012, adjusted as required by rules promulgated by the SEC.

- (1) Based solely on the Schedule 13G/A (Amendment No. 14) filed with the SEC on February 9, 2012 by OppenheimerFunds, Inc., a registered investment adviser under Section 203 of the Investment Advisers Act of 1940, and Oppenheimer Global Opportunities Fund, an investment company registered under Section 8 of the Investment Company Act of 1940. Oppenheimer Global Opportunities Fund has sole voting and shared dispositive power with respect to 22,700,000 shares of our common stock. OppenheimerFunds, Inc. has shared voting and dispositive power with respect to the 22,700,000 shares of common stock beneficially owned by Oppenheimer Global Opportunities Fund. OppenheimerFunds, Inc. disclaims beneficial ownership as an investment adviser pursuant to Rule 13d-4 of the Exchange Act.
- (2) Based solely on the Schedule 13G/A (Amendment No. 5) filed with the SEC on February 13, 2012 by HealthCor Management, L.P. and related entities. Collectively, HealthCor, L.P., HealthCor Offshore Master Fund, L.P., HealthCor Hybrid Offshore Master Fund, L.P. and Healthcor Long Offshore Master Fund, L.P. (each a Fund and together, the Funds) are the beneficial owners of a total of 11,158,100 shares of our common stock. HealthCor Offshore GP, LLC is the general partner of HealthCor Offshore Master Fund, L.P. Accordingly, HealthCor Offshore GP, LLC may be deemed to beneficially own the shares of our common stock that are beneficially owned by HealthCor Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Offshore GP, LLC and, therefore, may be deemed to beneficially own

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the shares of our common stock that are beneficially owned by HealthCor Offshore Master Fund, L.P. HealthCor Hybrid Offshore GP, LLC is the general partner of HealthCor Hybrid Offshore Master Fund, L.P. Accordingly, HealthCor Hybrid Offshore GP, LLC may be deemed to beneficially own the shares of our common stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Hybrid Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of our common stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P. HealthCor Long Master GP, LLC is the general partner of HealthCor Long Offshore Master Fund, L.P. Accordingly, HealthCor Long Master GP, LLC may be deemed to beneficially own the shares of our common stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P.

By virtue of its position as the investment manager of the Funds, HealthCor Management, L.P. may be deemed a beneficial owner of all the shares of our common stock owned by the Funds. HealthCor Associates, LLC is the general partner of HealthCor Management, L.P. and thus may also be deemed to beneficially own the shares of our common stock that are beneficially owned by the Funds. HealthCor Group LLC is the general partner of HealthCor Capital, L.P., which is in turn the general partner of HealthCor, L.P. Accordingly, each of HealthCor Capital L.P. and HealthCor Group, LLC may be deemed to beneficially own the shares of our common stock that are beneficially owned by HealthCor, L.P. As the Managers of HealthCor Associates, LLC, Arthur Cohen and Joseph Healey exercise both voting and investment power with respect to the shares of common stock reported in the Schedule 13G/A (Amendment No. 5) filed by HealthCor Management, L.P. and related entities, and therefore each may be deemed a beneficial owner of such common stock. Each of the reporting persons disclaims any beneficial ownership of any such shares of our common stock in excess of their actual pecuniary interest therein.

- (3) Based solely on the Schedule 13G/A (Amendment No. 1) filed with the SEC on February 13, 2012 by PRIMECAP Management Company, a registered investment adviser under Section 203 of the Investment Advisers Act of 1940. PRIMECAP Management Company has the sole voting power with respect to 7,153,556 shares of our common stock and sole dispositive power with respect to 9,171,956 shares of our common stock.
- (4) Based solely on the Schedule 13G/A (Amendment No. 1) filed with the SEC on February 10, 2012 by Biotechnology Value Fund, L.P. (BVF), Biotechnology Value Fund II, L.P. (BVF2), BVF Investments, L.L.C. (BVLLC), Investments 10, L.L.C. (ILL10), BVF Partners L.P. (Partners), BVF Inc. and Mark N. Lampert. BVF beneficially owns 459,300 shares of our common stock, BVF2 beneficially owns 281,400 shares of our common stock, BVLLC beneficially owns 6,747,200 shares of our common stock and ILL10 beneficially owns 151,100 shares of our common stock. Partners, as the general partner of BVF and BVF2, the manager of BVLLC and the investment advisor of ILL10, may be deemed to beneficially own the 7,639,000 shares beneficially owned in the aggregate by BVF, BVF2, BVLLC and ILL10. BVF Inc., as the general partner of Partners, may be deemed to beneficially own the 7,639,000 shares of our common stock beneficially owned by Partners. Mr. Lampert, as a director and officer of BVF Inc., may be deemed to beneficially own the 7,639,000 shares of our common stock beneficially owned by Partners. Each of Partners, BVF Inc. and Mr. Lampert disclaims beneficial ownership of the shares of our common stock owned by BVF, BVF2, BVLLC and ILL10.
- (5) Based solely on the Schedule 13G/A (Amendment No. 2) filed with the SEC on February 13, 2012 by Blackrock, Inc, a parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G). Blackrock, Inc. has the sole voting and dispositive power with respect to 6,900,241 shares of our common stock.
- (6) Includes (i) 335,459 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012, and (ii) 4,914 shares issued pursuant to our 401(k) Retirement Plan.
- (7) Includes 77,500 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012.
- (8) Includes 162,500 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012.
- (9) Includes 190,000 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012.
- (10) Includes 132,500 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012.

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- (11) Includes (i) 2,534,894 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012 and (ii) 410 shares owned by Mr. Robin s wife.
- (12) Includes 172,375 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012.
- (13) Includes 190,000 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012.
- (14) Includes 80,000 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012.
- (15) Includes 350,416 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012.
- (16) Includes (i) 436,715 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012, (ii) 3,153 shares issued pursuant to our 401(k) Retirement Plan, and (iii) 1,500 shares issued pursuant to our Employee Stock Purchase Plan.
- (17) Includes (i) 680,400 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012, (ii) 997 shares issued pursuant to our 401(k) Retirement Plan, and (iii) 250 shares issued pursuant to our Employee Stock Purchase Plan.
- (18) Includes 715,166 shares issuable upon exercise of options exercisable within 60 days of April 15, 2012.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who beneficially own more than ten percent of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Officers, directors and greater than ten percent beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on our review of Forms 3, 4 and 5, and any amendments thereto, furnished to us or written representations that no Form 5 was required, we believe that during the fiscal year ended December 31, 2011, all filing requirements applicable to our executive officers and directors under the Exchange Act were met in a timely manner.

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CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We review all relationships and transactions between us and (i) any of our directors or executive officers, (ii) any nominee for election as a director, (iii) any security holder who is known to us to own beneficially or of record more than five percent of our common stock or (iv) any member of the immediate family of any of the foregoing. Our legal staff is primarily responsible for the development and implementation of processes and controls to obtain information with respect to related person transactions and for then determining, based on the facts and circumstances, whether the company or a related person has a direct or indirect material interest in the transaction. In addition, the audit committee reviews and approves or ratifies any related person transaction that is required to be disclosed. In the course of its review and approval or ratification of a disclosable related party transaction, the committee considers:

the nature of the related person's interest in the transaction;

the material terms of the transaction, including, without limitation, the dollar amount and type of transaction;

the importance of the transaction to the related person;

the importance of the transaction to the company;

whether the transaction would impair the judgment of a director or executive officer to act in the best interest of the company; and

any other matters the committee deems appropriate.

Any member of the audit committee who is a related person with respect to a transaction under review may not participate in the deliberations or vote respecting approval or ratification of the transaction, provided, however, that such director may be counted in determining the presence of a quorum at a meeting where the audit committee reviews the transaction.

As required under SEC rules, related party transactions that are determined to be directly or indirectly material to us or the related party are disclosed in our proxy statement. Historically, we have not entered into transactions with related parties. During the 2011 fiscal year, there were no relationships or transactions between us and any related party for which disclosure is required under the rules of the SEC.

INFORMATION ABOUT THE BOARD OF DIRECTORS

The following is a brief biography of each current director, including each nominee for reelection at the Annual Meeting to a new term of office and each director whose current term of office continues through the Annual Meeting.

THE BOARD OF DIRECTORS

DIRECTORS CONTINUING IN OFFICE UNTIL THE 2013 ANNUAL MEETING

R. Scott Greer

R. Scott Greer, age 53, has served as our director since February 2010. Since June 2003, Mr. Greer has served as Managing Director of Numenor Ventures, LLC, a venture capital firm. In 1996, Mr. Greer co-founded Abgenix, Inc., a company that specialized in the discovery, development and manufacture of human therapeutic antibodies, and from June 1996 through May 2002, he served as its Chief Executive Officer. He also served as a director of Abgenix from 1996 and Chairman of the board of directors from 2000 until the acquisition of Abgenix by Amgen, Inc. in April 2006. Prior to Abgenix's formation, Mr. Greer held senior management positions at Cell Genesys, Inc., a biotechnology company, initially as Chief Financial Officer and Vice President of Corporate Development and later as Senior Vice President of Corporate Development, and various positions at

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Genetics Institute, Inc., a biotechnology research and development company. Mr. Greer served as a member of the board of directors of Sirna Therapeutics, Inc., a biotechnology company, from 2003, and as its Chairman of the board of directors from 2005, through the closing of the acquisition of Sirna by Merck & Co., Inc. in December 2006. From 2001 to 2005, Mr. Greer served as a member of the board of directors of Illumina, Inc., a provider of integrated systems for the analysis of genetic variation and biological function, and from 2001 to 2004, he served as member of the board of directors of CV Therapeutics, Inc., a biotechnology company. He currently serves as a member of the board of directors of StemCells, Inc., a biopharmaceutical company focused on stem cell therapeutics, chairman of the board of directors of Ablexis LLC, a private development-stage biotechnology company, and also serves as a director of BAROnova, Inc., a private clinical-stage medical device company. Mr. Greer received a B.A. in Economics from Whitman College and an M.B.A. degree from Harvard University. He also was a certified public accountant.

Christopher A. Kuebler

Christopher A. Kuebler, age 58, has served as our director since December 2001. Mr. Kuebler also currently serves on the board of directors of Waters Corporation, an analytical technologies services company. From January 1997 to December 2005, Mr. Kuebler served as Chairman of the Board of Covance Inc., a drug development services company, and from November 1994 to December 2004, served as its Chief Executive Officer. From March 1993 through November 1994, he was the Corporate Vice President, European Operations for Abbott Laboratories, a diversified health care company. From January 1986 until March 1993, Mr. Kuebler served in various commercial positions for Abbott Laboratories Pharmaceutical Division and was that Division's Vice President, Sales and Marketing prior to taking the position of Corporate Vice President, European Operations. Before that, he held positions at Squibb Inc. and Monsanto Health Care. Mr. Kuebler holds a B.S. in Biological Science from Florida State University.

Lutz Lingnau

Lutz Lingnau, age 69, has served as our director since August 2007. Mr. Lingnau retired from Schering AG Group, Germany, in December 2005 as a member of Schering AG's Executive Board and as Vice Chairman, President and Chief Executive Officer of Schering Berlin, Inc., a United States subsidiary. Prior to his retirement, Mr. Lingnau was responsible for Schering AG's worldwide specialized therapeutics and dermatology businesses. He joined Schering AG's business trainee program in 1966. Throughout his career at Schering AG, he served in various capacities and in a number of subsidiaries in South America and the United States, including his roles as President of Berlex Laboratories, Inc., from 1983 to 1985, as the Head of Worldwide Sales and Marketing in the Pharmaceutical Division of Schering AG, from 1985 to 1989, and as Chairman of Berlex Laboratories, Inc. from 1985 to 2005. From 2005 to May 2010, Mr. Lingnau was a member of the Supervisory Board of LANXESS AG, a specialty chemicals company. From December 2006 through September 2009, he served as Chairman of the board of directors of Micropharma Limited, a private biotechnology company, and was a member of the board of directors of Sirna Therapeutics, Inc., a biotechnology company, from February 2006 through the closing of the acquisition of Sirna by Merck & Co., Inc. in December 2006.

DIRECTORS CONTINUING IN OFFICE UNTIL THE 2014 ANNUAL MEETING**Joseph J. Krivulka**

Joseph J. Krivulka, age 60, has served as our director since March 2005. Mr. Krivulka is founder and President of Triax Pharmaceuticals, a dermatology products company, a position he has held since November 2004. Mr. Krivulka is also the founder and Chairman of Akrimax Pharmaceuticals, LLC, an emerging branded and contract manufacturing pharmaceutical company. Mr. Krivulka was a co-founder and President of Reliant Pharmaceuticals, LLC, a company that markets pharmaceutical products, from 1999 until 2004. Mr. Krivulka was Chief Executive Officer of Bertek, Inc., a generic pharmaceutical products company that is a subsidiary of Mylan Laboratories Inc. from 1993 to 1997, and Corporate Vice President of Mylan Laboratories, a generic pharmaceutical products company from 1990 to 1997. Mr. Krivulka is also a director of Aeolus Pharmaceuticals, Inc., a drug development services company. He holds a B.S. from West Virginia Wesleyan College.

Table of Contents**Howard W. Robin**

Howard W. Robin, age 59, has served as our President and Chief Executive Officer since January 2007 and has served as a member of our board of directors since February 2007. Mr. Robin served as Chief Executive Officer, President and a director of Sirna Therapeutics, Inc., a biotechnology company, from July 2001 to November 2006 and from January 2001 to June 2001, served as their Chief Operating Officer, President and as director. From 1991 to 2001, Mr. Robin was Corporate Vice President and General Manager at Berlex Laboratories, Inc., a pharmaceutical products company that is a subsidiary of Schering, AG, and from 1987 to 1991 he served as Vice President of Finance and Business Development and Chief Financial Officer. From 1984 to 1987, Mr. Robin was Director of Business Planning and Development at Berlex. He was a Senior Associate with Arthur Andersen & Co. prior to joining Berlex. Mr. Robin serves as a director of the Biotechnology Industry Organization, the world's largest biotechnology industry trade organization, and also serves as a director of BayBio, a non-profit trade association serving the Northern California life sciences community. He received his B.S. in Accounting and Finance from Fairleigh Dickinson University in 1974.

Dennis L. Winger

Dennis L. Winger, age 65, has served as our director since December 2009. Mr. Winger was Senior Vice President and Chief Financial Officer of Applera Corporation, a life sciences company, from 1997 through December 2008. From 1989 to 1997, Mr. Winger served as Senior Vice President, Finance and Administration, and Chief Financial Officer of Chiron Corporation. From 1982 to 1989, Mr. Winger was with The Cooper Companies, Inc., where he held positions of increasing responsibility, including that of Chief Financial Officer. Mr. Winger currently serves on the board of directors of Vertex Pharmaceuticals Incorporated, a pharmaceutical company, and Accuray Incorporated, a radiosurgery company. Mr. Winger recently served on the board of directors of Cephalon, Inc., and pharmaceutical company, until its merger with Teva Pharmaceuticals in October 2011 and the board of directors of Cell Genesys, Inc., a pharmaceutical company, until its merger with BioSante Pharmaceuticals in October 2009. Mr. Winger received a B.A. from Siena College and an M.B.A. from the Columbia University Graduate School of Business.

CURRENT DIRECTORS NOMINATED FOR REELECTION TO SERVE UNTIL THE 2015 ANNUAL MEETING**Robert B. Chess**

Robert B. Chess, age 55, is the Chairman of our board of directors and has served as a director since May 1992. He is currently the chairman of the board of directors of OPX Biotechnologies, a private company in the renewable fuels and chemicals field, and chairman of the board of directors of Germitec SAS, a private company in the medical instrument disinfection field. From March 2006 until January 2007, Mr. Chess served as our Acting President and Chief Executive Officer, and from April 1999 to January 2007, served as Executive Chairman. He also served as our Co-Chief Executive Officer from August 1998 to April 2000, as President from December 1991 to August 1998, and as Chief Executive Officer from May 1992 to August 1998. Mr. Chess was previously the co-Founder and President of Penederm, Inc., a publicly-traded dermatological pharmaceutical company that was sold to Mylan Laboratories. He has held management positions at Intel Corporation and Metaphor Computer Systems (now part of IBM), and was a member of the first President Bush's White House staff as a White House Fellow and Associate Director of the White House Office of Economic and Domestic Policy. From 1997 until his retirement in 2009, Mr. Chess served on the board of directors of the Biotechnology Industry Organization (BIO). Mr. Chess served as Chairman of BIO's Emerging Companies Section and Co-Chairman of BIO's Intellectual Property Committee. Mr. Chess was the initial Chairman of Bio Ventures for Global Health and continues to serve on its board. He also serves on the Board of Trustees of the California Institute of Technology and as a trustee of the Committee for Economic Development where he is co-chairman of its Health Care task force. Mr. Chess also serves as a director of NanOasis, Inc., a private company focused on desalinization technology, and Pelvalon, Inc., a private medical device company. He is currently a member of the faculty of the Stanford Graduate School of Business, where he teaches courses in the MBA program on starting technology-based businesses and the healthcare industry. Mr. Chess received his B.S. degree in Engineering from the California Institute of Technology and an M.B.A. from Harvard.

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Susan Wang

Susan Wang, age 61, has served as our director since December 2003. Ms. Wang, who retired from Solectron Corporation in May 2002, served in various management positions there from 1984 to June 2002. Her final position at Solectron, an electronics manufacturing services and supply chain solutions company, was Executive Vice President for Corporate Development and Chief Financial Officer, a position she held from September 2001 to June 2002. Prior to joining Solectron, Ms. Wang held financial and managerial positions with Xerox Corporation and Westvaco Corporation. She began her career with Price Waterhouse & Co. in New York and is a certified public accountant. Ms. Wang is also a director of Altera Corporation, a programmable semiconductor company, Cirrus Logic, Inc., an analog chip company, and Suntech Power Holdings Co., Ltd., a solar energy company. In addition, Ms. Wang served as a director of Calpine Corporation, an independent power generation company, from 2003 to 2009, Avanex Corporation, a telecommunications component and sub-systems provider, from 2002 to 2009, and Rae Systems Inc., a developer of sensory technology for hazardous materials from 2009 to 2011. Ms. Wang holds an M.B.A. from the University of Connecticut and a B.S. in accounting from the University of Texas.

Roy A. Whitfield

Roy A. Whitfield, age 58, has served as our director since August 2000. Mr. Whitfield is the former Chairman of the Board and Chief Executive Officer of Incyte Corporation, a drug discovery and development company he co-founded in 1991. From January 1993 to November 2001, Mr. Whitfield served as its Chief Executive Officer and from November 2001 until June 2003 as its Chairman. From 1984 to 1989, Mr. Whitfield held senior operating and business development positions with Technicon Instruments Corporation, a medical instrumentation company, and its predecessor company, Cooper Biomedical, Inc., a biotechnology and medical diagnostics company. Prior to his work at Technicon, Mr. Whitfield spent seven years with the Boston Consulting Group's international consulting practice. He currently serves as a director of Incyte Corporation, Illumina, Inc., a developer, manufacturer and marketer of integrated systems for analysis of genetic variations and biological functions, and Station X, Inc., a private development stage company. Since February 2008, he has also served as Executive Chairman of the board of directors of Bioseek. Mr. Whitfield received a B.S. in mathematics from Oxford University and an M.B.A. from Stanford University.

MEETINGS OF THE BOARD OF DIRECTORS

The board of directors met twelve (12) times during the 2011 fiscal year. Each board member attended 75% or more of the aggregate of the meetings of the board and of the committees on which he or she served held during the period of the 2011 fiscal year for which he or she was a director or committee member, as applicable. All of our directors then serving on our board attended our 2011 annual meeting.

CORPORATE GOVERNANCE

The board of directors has documented our governance practices in our Corporate Governance Policy Statement to assure that the board will have the necessary authority and practices in place to review and evaluate our business operations as needed and to make decisions that are independent of our management. The guidelines are also intended to align the interests of directors and management with those of our stockholders. The Corporate Governance Policy Statement sets forth certain practices the board will follow with respect to board composition, board committees, board nomination, director qualifications and evaluation of the board and committees. The Corporate Governance Policy Statement, as well as the charters for each committee of the board, may be viewed at www.nektar.com.

BOARD LEADERSHIP STRUCTURE

The positions of Chief Executive Officer and Chairman of the board of directors are currently held by Howard W. Robin and Robert B. Chess, respectively. The board of directors believes that having a separate

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chairman provides a more effective channel for the board of directors to express its views on management, by enhancing the board's oversight of, and independence from, management, and allows the Chief Executive Officer to focus more on the operations of the company.

RISK OVERSIGHT

The board of directors monitors and assesses key business risks directly through deliberations of the board of directors and also by way of delegation of certain risk oversight functions to be performed by committees of the board of directors. The board of directors regularly reviews and assesses, among other matters, the following important areas that present both opportunities and risk to the company's business:

Review and approval of the company's annual operating and capital spending plan and review of management's updates as to the progress against plan and any related risks and uncertainties.

Periodic consideration of the balance of risk and opportunities presented by the company's medium to long-term strategic plan and the potential implications of success and failure in one or more of the company's key drug development programs.

Regular consideration of the risks and uncertainties presented by alternative clinical development strategies.

Regular review of the progress and results of the company's clinical development programs and early research efforts including but not limited to the strengths, weaknesses, opportunities and threats for these programs.

Periodic review and oversight of material outstanding litigation or threatened litigation.

Review and approval of material collaboration partnerships for the further development and commercial exploitation of the company's proprietary drug development programs and technologies.

Regular review and approval of the annual corporate goals and an assessment of the company's level of achievement against these established goals.

Regular review of the company's financial position relative to the risk and opportunities for the company's business.

Periodic review of the company's intellectual property estate.

Periodic review and assessment of CEO succession planning.

Periodic review of the company's compensation programs.

The discussion above of risk oversight matters reviewed by the board of directors is intended to be illustrative only and not a complete list of all important matters reviewed and considered by the board of directors in providing oversight and direction for the company's senior management and business.

The risk oversight function of the board of directors is also administered through various board committees. The audit committee oversees the management of financial, accounting, internal controls, disclosure controls and the engagement arrangement and regular oversight of the

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independent auditors. The audit committee also periodically reviews the company's investment policy for its cash reserves, corporate insurance policies, information technology infrastructure and general fraud monitoring practices and procedures, including the maintenance and monitoring of a whistleblower hotline and the segregation of duties and access controls across various functions. To assist the audit committee in its risk management oversight function, the internal auditor has a direct reporting relationship to the audit committee. The company's internal audit function is focused on internal control monitoring and activities in support of the audit committee's risk oversight function.

The organization and compensation committee is responsible for the design and oversight of the company's compensation programs. As discussed below, this committee has recently considered whether the company's

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compensation policies and practices create risks that could have a material adverse impact on the company's business and has concluded that these policies and practices do not create such risks. The organization and compensation committee also regularly reviews and reports to the board of directors on contingency succession planning for the Chief Executive Officer and certain other select senior management positions.

The nominating and corporate governance committee periodically reviews the company's corporate governance practices, including certain risks that those practices are intended to address. This committee periodically reviews the composition of the board of directors to help ensure that a diversity of skills and experiences is represented by the members of the board of directors taking into account the stage of growth of the company and its strategic direction.

In carrying out their risk oversight functions, the board of directors and its committees routinely request and review management updates, reports from the independent auditors and legal and regulatory advice from outside experts, as appropriate, to assist in discerning and managing important risks that may be faced by the company. The board of directors is committed to continuing to ensure and evolve its risk oversight practices as appropriate given the stage of the company's evolution as a drug development company and the fast-paced changes in the biopharmaceutical industry. In that regard, in 2011 the company maintained a risk management committee composed of senior managers in charge of important functional areas that will regularly report to the board of directors or one of its designated committees.

INDEPENDENCE OF THE BOARD OF DIRECTORS

As required under the NASDAQ Global Select Market listing standards, a majority of the members of a listed company's board of directors must qualify as independent, as affirmatively determined by the board of directors. Our board consults with counsel to ensure that its determinations are consistent with all relevant securities and other laws and regulations regarding the definition of independent, including those set forth in pertinent NASDAQ listing standards, as in effect from time to time.

Consistent with these standards, after review of all relevant transactions (if any) or relationships between each director, or any of his or her family members, and us, our senior management and our independent registered public accounting firm, the board has affirmatively determined that all of our directors are independent directors within the meaning of the applicable NASDAQ listing standards, except for Mr. Robin, our President and Chief Executive Officer.

As required under applicable NASDAQ listing standards, in the 2011 fiscal year, our independent directors met four times in regularly scheduled executive sessions at which only independent directors were present. The independent directors regularly rotate responsibility for presiding over the executive sessions such that no single independent director presides over more than one executive session per year.

Table of Contents**INFORMATION REGARDING THE COMMITTEES OF THE BOARD OF DIRECTORS**

The board of directors has three regularly constituted committees: an audit committee, an organization and compensation committee, and a nominating and corporate governance committee. The following table provides membership and meeting information as of December 31, 2011, for each of the board committees:

Name	Audit	Organization and Compensation	Nominating and Corporate Governance
Robert B. Chess(1)			
R. Scott Greer		X	
Joseph J. Krivulka	X	X	
Christopher A. Kuebler		X(2)	X
Lutz Lingnau		X	
Howard W. Robin			
Susan Wang	X(2)		
Roy A. Whitfield	X		X(2)
Dennis L. Winger	X		X
Total meetings in the 2011 fiscal year	9	8	5

- (1) On September 13, 2011, Mr. Chess stepped down from the Nominating and Corporate Governance Committee and Mr. Whitfield became Chairperson of this committee.
- (2) Committee Chairperson.

Below is a description of each committee of the board of directors. The board of directors has determined that each member of each committee meets the applicable rules and regulations regarding independence and that each member is free of any relationship that would interfere with his or her individual exercise of independent judgment with regard to us.

AUDIT COMMITTEE

The audit committee of the board of directors oversees our corporate accounting and financial reporting process. For this purpose, the audit committee performs several functions. The audit committee:

evaluates the performance of and assesses the qualifications of our independent registered public accounting firm;

determines whether to retain or terminate our independent registered public accounting firm or to appoint and engage a new independent registered public accounting firm;

establishes guidelines and procedures with respect to the rotation of the lead or coordinating audit partners having primary responsibility for the audit and the audit partner responsible for reviewing the audit;

reviews and approves the retention of the independent registered public accounting firm for any permissible non-audit services and, at least annually, discusses with our independent registered public accounting firm, and reviews, that firm's independence;

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obtains and reviews, at least annually, a formal written statement prepared by the independent registered public accounting firm delineating all relationships between the independent registered public accounting firm and the company and discusses with the independent registered public accounting firm, and reviews, its independence from management and the company;

reviews with the independent registered public accounting firm any management or internal control letter issued or, to the extent practicable, proposed to be issued by the independent registered public accounting firm and management's response;

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reviews with management and the independent registered public accounting firm the scope, adequacy and effectiveness of our financial reporting controls;

reviews and discusses with management, the company's risk management committee, the internal auditor and the independent registered public accounting firm, as appropriate, the company's major financial risks, the company's policies for assessment and management of such risks, and the steps to be taken to control such risks;

establishes and maintains procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters;

investigates and resolves any disagreements between our management and the independent registered public accounting firm regarding our financial reporting, accounting practices or accounting policies and reviews with the independent registered public accounting firm any other problems or difficulties it may have encountered during the course of the audit work;

meets with senior management and the independent registered public accounting firm in separate executive sessions;

reviews the financial statements to be included in our quarterly reports on Form 10-Q and our annual report on Form 10-K;

discusses with management and the independent registered public accounting firm the results of the independent registered public accounting firm's review of our quarterly financial statements and the results of our annual audit and the disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our periodic reports;

reviews and discusses with management and the independent registered public accounting firm any material financial arrangements of the company which do not appear on the financial statements of the company and any significant transactions or courses of dealing with parties related to the company;

reviews with management and the independent registered public accounting firm significant issues that arise regarding accounting principles and financial statement presentation;

discusses with management and the independent registered public accounting firm any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the company's financial statements, financial reporting process or accounting policies; and

reviews the company's investment policy for its cash reserves, corporate insurance policies, information technology infrastructure and general fraud monitoring practices and procedures, including the maintenance and monitoring of a whistleblower hotline and the segregation of duties and access controls across various functions.

The audit committee has the authority to retain special legal, accounting or other professional advisors to advise the committee as it deems necessary, at our expense, to carry out its duties and to determine the compensation of any such advisors.

Four directors comprised the audit committee at the end of the 2011 fiscal year: Ms. Wang, who chairs the committee, and Messrs. Krivulka, Whitfield and Winger. The board of directors annually reviews the NASDAQ listing standards definition of independence for audit committee members and has determined that all members of our audit committee are independent. The board of directors has determined that Ms. Wang and Mr. Winger each qualify as an audit committee financial expert, as defined in applicable SEC rules. The board of directors made a

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qualitative assessment of Ms. Wang's level of knowledge and experience based on a number of factors, including her formal education and experience as a chief financial officer of a public reporting company. In

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addition to our audit committee, Ms. Wang also serves on the audit committees of Altera Corporation, Cirrus Logic, Inc., and Suntech Power Holdings Co., Ltd. The board of directors does not believe that such simultaneous service impairs Ms. Wang's ability to effectively serve on our audit committee and as the chairwoman of such committee. The board of directors made a qualitative assessment of Mr. Winger's level of knowledge and experience based on a number of factors, including his formal education and experience as a chief financial officer of a public reporting company. In addition to our audit committee, Mr. Winger also serves on the audit committees of Accuray Incorporated and Vertex Pharmaceuticals Incorporated. The board of directors does not believe that such simultaneous service impairs Mr. Winger's ability to effectively serve on our audit committee. The audit committee has adopted a written audit committee charter that is available on our corporate website at www.nektar.com.

ORGANIZATION AND COMPENSATION COMMITTEE

The organization and compensation committee of the board of directors administers the variable compensation programs and reviews management's recommendations for organization structure and development of the company. Additionally, the organization and compensation committee reviews and in some cases approves the type and level of cash and equity-based compensation for officers, employees and consultants of the company, and recommends certain compensation actions to the board of directors for review and approval. The organization and compensation committee:

reviews and approves the structure and guidelines for various incentive compensation and benefit plans;

grants equity awards under the various equity incentive compensation and benefit plans;

recommends to the independent members of the board of directors the compensation for the President and Chief Executive Officer, including, but not limited to, annual salary, bonus, equity compensation and benefits;

approves the compensation for the executive officers of the company (other than the Chief Executive Officer) and those vice-president level employees that report directly to the Chief Executive Officer, including, but not limited to, annual salary, bonus, equity compensation and other benefits;

recommends the compensation levels for the members of the board of directors who are not employed by us or our subsidiaries (non-employee directors) for approval by the independent members of the board of directors;

reviews the operation of the company's executive compensation programs to determine whether they remain supportive of the company's business objectives and are competitive relative to comparable companies and establishes and periodically reviews policies for the administration of executive compensation programs;

reviews the company's executive compensation arrangements to evaluate whether incentive and other forms of compensation do not encourage inappropriate or excessive risk taking and reviews and discusses, at least annually, the relationship between risk management policies and practices, corporate strategy and the company's executive compensation arrangements;

reviews and discusses with management and the company's risk management committee, as appropriate, the company's major risks relating to the purview of the organization and compensation committee, the company's policies for assessment and management of such risks, and the steps to be taken to control such risks;

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oversees the preparation of the organization and compensation committee report to be included in the company's annual proxy statement;

reviews management recommendations on organization structure and development, including succession planning; and

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reviews performance of the executive officers and vice-president level employees that report directly to the Chief Executive Officer. The organization and compensation committee takes into account our President and Chief Executive Officer's recommendations regarding the compensatory arrangements for our executive officers, although our President and Chief Executive Officer does not participate in the deliberations or determinations of his own compensation. In particular, the organization and compensation committee considered our President and Chief Executive Officer's recommendations for 2011 regarding the increase in annual base compensation, award of annual performance-based bonus compensation and the number of stock options granted to our executive officers (other than himself). While the organization and compensation committee considers and appreciates the input and expertise of management in making its decisions, it does ensure that an executive session where no management is present is on the agenda for every committee meeting. The organization and compensation committee's charter gives the committee the sole authority to retain independent counsel, compensation and benefits consultants or other outside experts or advisors that it believes to be necessary or appropriate. During 2011, the organization and compensation committee retained Frederic W. Cook & Co. (FW Cook), a national executive compensation consulting firm that performs compensation benchmarking, analysis and design services. FW Cook was engaged by the organization and compensation committee in 2011 to provide regulatory, legislative updates and market trend analysis, to provide analysis on our compensation programs, to provide recommendations and advice on the structure, elements and amounts of compensation provided to our non-employee directors, to review the Compensation Discussion and Analysis, and to provide executive compensation analysis as needed. FW Cook does not provide any other services to us other than the executive and director compensation services it performs at the request of the organization and compensation committee.

The organization and compensation committee may delegate to its subcommittees such authority as it deems appropriate, except for the authority the committee is required to exercise by applicable law or regulation. The organization and compensation committee has delegated certain limited authority to grant awards under our stock incentive plans to a committee of the board of directors, with Mr. Robin serving as the sole member of the committee, and a committee comprised of management representatives. These committees may not approve award grants to anyone serving as an officer or director of the company. Other than the authority delegated to these committees, the organization and compensation committee has no current intention to delegate any of its authority to any other committee or subcommittee.

Four directors comprised the organization and compensation committee at the end of the 2011 fiscal year: Mr. Kuebler, who chaired the committee, and Messrs. Greer, Krivulka and Lingnau. The board of directors annually reviews the NASDAQ listing standards definition of independence for organization and compensation committee members and has determined that all members of our organization and compensation committee are independent. The organization and compensation committee charter can be found on our corporate website at www.nektar.com.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The nominating and corporate governance committee:

evaluates board composition and performance;

identifies, reviews and recommends the board's selected candidates to serve as directors;

reviews the adequacy of and compliance with our Code of Business Conduct and Ethics;

administers and oversees all aspects of our corporate governance functions on behalf of the board;

monitors regulatory and legislative developments in corporate governance, as well as trends in corporate governance practices, and makes recommendations to the board regarding the same;

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reviews and discusses with management and the company's risk management committee, as appropriate, the company's major risks relating to the purview of the nominating and corporate government committee, the company's policies for assessment and management of such risks, and the steps to be taken to control such risks;

establishes and oversees procedures for the receipt, retention and treatment of complaints received by the company with respect to legal and regulatory compliance (except for compliance relating to accounting, internal accounting controls, auditing matters and financial disclosure and reporting); and

provides recommendations to the board of directors to establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal, business or other matters that may arise.

The nominating and corporate governance committee believes that candidates for director should possess the highest personal and professional ethics, integrity and values, be committed to represent our long-term interests and those of our stockholders, possess diverse experience at policy-making levels in business, science and technology, possess key personal characteristics such as strategic thinking, objectivity, independent judgment, intellect and the courage to speak out and actively participate in meetings, as well as have sufficient time to carry out the duties and responsibilities of a board member effectively.

Three directors comprised the nominating and corporate governance committee at the end of the 2011 fiscal year: Mr. Whitfield, who chairs the committee, and Mr. Kuebler and Ms. Wang. The board of directors annually reviews the NASDAQ listing standards definition of independence for the nominating and corporate governance committee and has determined that all members of our organization and compensation committee are independent. The nominating and corporate governance committee charter can be found on our corporate website at www.nektar.com.

The current members of our board of directors represent a desirable mix of backgrounds, skills and experiences, and are all believed to share the key personal characteristics described above. Below are some of the specific experiences and skills of our directors.

Robert B. Chess

Mr. Chess is our Chairman and former President and Chief Executive Officer and has a deep understanding of our business. Having founded and led private and public companies, Mr. Chess has strong experience leading growing companies in our industry. Due to his long association with the company as a co-founder, director and senior executive leader at various times, he possesses significant knowledge and perspective on the history and development of the company. Mr. Chess is a prominent participant in our industry, was a long-time member of the board of our industry association, and is on the board of trustees and faculty of leading academic institutions.

Susan Wang

Ms. Wang has a strong financial and business background as a senior executive of Solectron Corporation, an electronics manufacturing services and supply chain solutions company. She is an audit committee financial expert as a result of her prior experience as chief financial officer of Solectron, has extensive experience on the audit committees of other U.S. public companies, and is a certified public accountant. Ms. Wang has extensive corporate governance experience through service on other public company boards.

Roy A. Whitfield

Mr. Whitfield has a strong strategy development and leadership background in the biotechnology and medical industries. He is a former strategy consultant from a major consulting firm, was the founder and chief executive officer of a public biotechnology company, and has held executive positions in various segments of the health care industry. He has extensive corporate governance experience through his service on other public company boards in the pharmaceutical and life sciences industries.

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Joseph J. Krivulka

Mr. Krivulka has a strong operational and leadership record in the pharmaceutical industry with strong expertise in product evaluation, development, and marketing. Mr. Krivulka has founded and served as chief executive officer of several pharmaceutical companies and is currently the president of Triax Pharmaceuticals.

Howard W. Robin

Mr. Robin is our President and Chief Executive Officer. Mr. Robin has over 25 years of experience in the pharmaceutical and biotechnology industries in a variety of roles of increasing responsibility and, prior to becoming our chief executive officer, was the chief executive officer and president and a director of Sirna Therapeutics, a development stage biotechnology company. The board of directors has determined that Mr. Robin's position as president and chief executive officer provides him with important insight into the company's opportunities, risks, strengths and weaknesses, as well as its organizational and operational capabilities, which is valuable to the board of directors in making strategic decisions and performing its oversight responsibilities.

Dennis L. Winger

Mr. Winger has a strong operational and finance background with over 20 years of experience as a financial and administrative senior executive in the life sciences and pharmaceutical industries. Most recently, he was chief financial officer of Applera Corporation, a life sciences company, and prior to that was a senior financial and administrative executive at Chiron Corporation, a biotechnology company, for 8 years. Mr. Winger has corporate governance and audit committee experience through service on other public company boards in the pharmaceutical and life sciences industries.

R. Scott Greer

Mr. Greer has a proven track record as an entrepreneur and senior executive with extensive experience in the biotechnology industry, most recently with Abgenix, Inc., until its acquisition by Amgen, Inc. in 2006. Mr. Greer has held senior executive and finance positions at other companies in our industry and currently serves as a director of several other companies in the biopharmaceutical and medical device industries. He possesses strong expertise in biotech industry strategy, business models, and finance and has served on compensation and audit committees.

Christopher A. Kuebler

Mr. Kuebler is a former chief executive officer of Covance Inc., a drug development services company. Prior to that, he had diverse management experience in positions of increasing responsibility with Abbott Laboratories and other large health care companies. As a result of his experiences, Mr. Kuebler possesses valuable knowledge and insight regarding both the development and commercial aspects of the biopharmaceutical industry as well as leadership experience in running a significant public company.

Lutz Lingnau

Mr. Lingnau has a strong management background in the pharmaceutical industry as a senior executive and member of the executive board of Schering AG Group. He has international sales and operations experience as former head of worldwide sales and marketing in the pharmaceutical division of Schering, and in operational roles in South America and the U.S., and also as a member of the supervisory board of a German specialty chemicals company.

Candidates for director nominees are reviewed in the context of the current composition of the board, our operating requirements and the long-term interests of stockholders. In conducting this assessment, the committee

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considers diversity, age, skills and such other factors as it deems appropriate given our current needs and those of our board to maintain a balance of knowledge, experience and capability. The nominating and corporate governance committee also periodically reviews the overall effectiveness of the board, including board attendance, level of participation, quality of performance, self-assessment reviews and any relationships or transactions that might impair director independence. In the case of new director candidates, the nominating and corporate governance committee also determines whether the nominee must be independent for NASDAQ purposes, which determination is based upon applicable NASDAQ listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. The committee then uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the board. The nominating and corporate governance committee meets to discuss and consider such candidates qualifications and then selects a nominee for recommendation to the board by majority vote. We have paid fees to third party search firms in the past to assist in our process of identifying or evaluating director candidates.

The nominating and corporate governance committee of our board of directors will consider for nomination any qualified director candidates recommended by our stockholders. Any stockholder who wishes to recommend a director candidate is directed to submit in writing the candidate's name, biographical information, relevant qualifications and other information required by our bylaws to our Secretary at our principal executive offices before the deadline set forth in our bylaws. All written submissions received from our stockholders will be reviewed by the nominating and corporate governance committee at the next appropriate meeting. The nominating and corporate governance committee will evaluate any suggested director candidates received from our stockholders in the same manner as recommendations received from management, committee members or members of our board.

Four directors comprised the nominating and corporate governance committee at the end of the 2011 fiscal year: Mr. Chess, who chairs the committee, Mr. Kuebler, Ms. Wang and Mr. Whitfield. The board of directors annually reviews the NASDAQ listing standards definition of independence for nominating and corporate governance committee members and has determined that all members of our nominating and corporate governance committee are independent. Our nominating and corporate governance committee charter can be found on our corporate website at www.nektar.com.

STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

The board of directors will consider any written or electronic communication from our stockholders to the board, a committee of the board or any individual director. Any stockholder who wishes to communicate to the board of directors, a committee of the board or any individual director should submit written or electronic communications to our Secretary at our principal executive offices, which shall include contact information for such stockholder. All communications from stockholders received shall be forwarded by our Secretary to the board of directors, a committee of the board or an individual director, as appropriate, on a periodic basis, but in any event no later than the board of director's next scheduled meeting. The board of directors, a committee of the board, or individual directors, as appropriate, will consider and review carefully any communications from stockholders forwarded by our Secretary.

CODE OF BUSINESS CONDUCT AND ETHICS

We have adopted a code of business conduct and ethics that applies to all employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The code of business conduct and ethics is available on our website at www.nektar.com. Amendments to, and waivers from, the code of business conduct and ethics that apply to any director, executive officer or persons performing similar functions will be disclosed at the website address provided above and, to the extent required by applicable regulations, on a Current Report on Form 8-K filed with the SEC.

Table of Contents**ORGANIZATION AND COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The organization and compensation committee consisted of four independent directors at the end of 2011: Messrs. Greer, Krivulka, Kuebler and Lingnau. No director who served on the organization and compensation committee in 2011 was, or has been, an officer or employee of us, nor has any director had any relationships requiring disclosure under the SEC rules regarding certain relationships and related-party transactions. None of our executive officers served on the board of directors or the compensation committee (or other board committee performing equivalent functions) of another entity, one of whose executive officers served on our board of directors or organization and compensation committee.

DIRECTOR COMPENSATION TABLE

Each of our non-employee directors participates in our Amended and Restated Compensation Plan for Non-Employee Directors (the Director Plan). Only our non-employee directors are eligible to participate in the Director Plan. The following table shows, for the fiscal year ended December 31, 2011, compensation awarded or paid to our non-employee directors for the fiscal year ended December 31, 2011.

Name(1)	Fees Earned	Stock	Option	All Other	Total (\$)
	or Paid in	Awards	Awards	Compensation	
(a)	Cash (\$)	(\$)(2)	(\$)(3)	(\$)(4)	(h)
	(b)	(c)	(d)	(g)	
Robert B. Chess	98,750	0	82,314	0	181,064
R. Scott Greer	68,000	0	82,314	0	150,314
Joseph J. Krivulka	76,000	0	82,314	0	158,314
Christopher A. Kuebler	91,750	0	82,314	2,650	176,714
Lutz Lingnau	68,000	0	82,314	0	150,314
Susan Wang	98,750	0	82,314	54,405	235,469
Roy A. Whitfield	71,875	0	82,314	57,144	159,903
Dennis L. Winger	63,250	0	82,314	0	145,564

- (1) Mr. Robin, our President and Chief Executive Officer, is not included in this table as he was an employee of us in 2011 and received no additional compensation for his services in his capacity as a director.
- (2) Amounts reported represent the aggregate grant date fair value of awards computed in accordance with FASB ASC Topic 718 (formerly SFAS No. 123R), which excludes the effects of estimated forfeitures. For a complete description of the assumptions made in determining the valuation, please refer to Note 14 (Stock-Based Compensation) to our audited financial statements in our annual report on Form 10-K for the fiscal year ended December 31, 2011. No restricted stock units or other stock awards were awarded as part of the annual equity compensation for non-employee directors in 2011. As of December 31, 2011, each of our non-employee directors had the following number of outstanding restricted stock units: R. Scott Greer: 7,500; and Dennis L. Winger: 7,500. Robert B. Chess, Joseph J. Krivulka, Christopher Kuebler, Lutz Lingnau, Susan Wang and Roy A. Whitfield did not hold any outstanding restricted stock units or other stock awards as of December 31, 2011.
- (3) Amounts reported represent the aggregate grant date fair value of awards computed in accordance with FASB ASC Topic 718 (formerly SFAS No. 123R), which excludes the effects of estimated forfeitures. For a complete description of the assumptions made in determining the valuation, please refer to Note 14 (Stock-Based Compensation) to our audited financial statements in our annual report on Form 10-K for the fiscal year ended December 31, 2011. Each of our non-employee directors received 30,000 options for their annual stock option grant in 2011. The grant date fair value of the stock options awarded to each of our non-employee directors for their annual stock option grant in 2011 was \$82,314. As of December 31, 2011, each of our non-employee directors had the following number of outstanding stock options: Robert B. Chess: 345,459; R. Scott Greer: 92,500; Joseph J. Krivulka: 172,500; Christopher A. Kuebler: 200,000; Lutz Lingnau: 142,500; Susan Wang: 182,375; Roy A. Whitfield: 200,000; and Dennis L. Winger: 93,750.

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- (4) Amounts reported represent reimbursement by us for penalty taxes imposed under Section 409A of the Internal Revenue Code and associated expenses incurred relating to the payment of an award of 5,000 restricted stock units made to these non-employee directors in 2008. These directors incurred this penalty tax solely as a result of a stock administration error by us and by no fault of the non-employee directors. Each non-employee director remained liable for all ordinary taxes that applied to the payment of this 2008 restricted stock unit award (i.e. all applicable state and federal income taxes other than this penalty tax). We expect to make final reimbursements in 2012 to the non-employee directors related to this penalty tax. We have put in place revised procedures for restricted stock unit delivery designed to prevent any such stock administration error from occurring in the future.

Under the Director Plan, each non-employee director is eligible to receive an annual retainer of \$30,000 for serving on the board of directors, an additional annual retainer of \$35,000 for serving as the chair or lead director of the board of directors, an additional annual retainer of \$20,000 for serving as chair of the audit committee, an additional annual retainer of \$15,000 for serving as chair of the organization and compensation committee, an additional annual retainer of \$10,000 for serving as chair of the nominating and corporate governance committee, and an additional annual retainer of \$5,000 for serving as chair of any other committee. In addition, each non-employee director is entitled to \$2,000 for each board meeting he or she attends and \$1,000 for each in-person board meeting he or she attends by telephone. Each non-employee director is also entitled to \$1,750 for each committee meeting he or she attends and \$875 for each in-person committee meeting he or she attends by telephone.

In September of each year, each non-employee director is eligible to be awarded an equity award consisting of either all stock options or a combination of stock options and restricted stock units. These equity awards vest over a period of one year and will have a total value determined annually by the board of directors. Upon initial appointment to the board of directors, each non-employee director is eligible to receive an equity award consisting of either all stock options or a combination of stock options and restricted stock units. These initial equity awards vest over a period of three years from the date of appointment and will be at a level based on 150% of the most recent annual equity compensation grant to non-employee directors, as determined annually by the board of directors in consultation with its professional advisors. Non-employee directors are also eligible to receive discretionary equity-based awards under our stock incentive plans from time to time as determined by the board of directors. The exercise price of stock options granted is equal to the closing price of the company's common stock on the grant date. Following completion of a non-employee director's service on the board of directors, his or her stock options will remain exercisable for a period of eighteen months (or, if earlier, the end of the maximum term of the option). The term of stock options granted to non-employee directors is eight years. In the event of a change of control, the vesting of each option or restricted stock unit award held by each non-employee director will accelerate in full as of the closing of such transaction.

The Director Plan includes ownership guidelines for non-employee directors, stating that each non-employee director should own shares of our common stock equal to at least three times the value of the annual board retainer. The minimum stock ownership level should be achieved by each non-employee director by January 1, 2015 or within five years of the date of his or her first appointment to the board of directors.

Table of Contents**INFORMATION ABOUT THE EXECUTIVE OFFICERS****COMPENSATION DISCUSSION AND ANALYSIS*****Introduction***

The Compensation Discussion and Analysis is designed to provide our stockholders with an understanding of our executive compensation philosophy and decision making process. It discusses the principles underlying the structure of the compensation arrangements for our Chief Executive Officer, our Chief Financial Officer, and our other three most highly compensated executive officers who were serving as executive officers on December 31, 2011 (the Named Executive Officers). Unless noted otherwise, any references within the Compensation Discussion and Analysis to decisions made by the board of directors, refers to the independent members of the board of directors only. This Compensation Discussion and Analysis primarily focuses on the compensation of our Named Executive Officers for 2011 that are identified in the table below.

Name	Title
Howard W. Robin	President & Chief Executive Officer
John Nicholson	Senior Vice President & Chief Financial Officer
Stephen K. Doberstein, Ph.D.	Senior Vice President & Chief Scientific Officer
Rinko Ghosh	Senior Vice President & Chief Business Officer
Gil M. Labrucherie	Senior Vice President & General Counsel

Our current compensation programs for the Named Executive Officers are determined and approved by the organization and compensation committee, although the independent members of the full board of directors approve the compensation for Mr. Robin after review and consideration of the recommendation of the organization and compensation committee. None of the Named Executive Officers are members of the organization and compensation committee. As described in more detail above under the caption Information About the Board of Directors-Information Regarding the Committees of the Board of Directors Organization and Compensation Committee, the organization and compensation committee takes into account Mr. Robin's recommendations regarding the compensatory arrangements for our executive officers, although Mr. Robin does not participate in the deliberations or determinations of his own compensation. For example, during 2011, the organization and compensation committee considered Mr. Robin's recommendations regarding the increase in annual base compensation, award of annual performance-based bonus compensation, and the number of stock options to be granted to our executive officers. The other Named Executive Officers do not currently have any role in determining or recommending the form or amount of compensation paid to any of our executive officers.

Company Performance Highlights

In assessing the appropriate level of compensation for our executive officers, in particular the short-term incentive compensation, we take into account the over-all performance of the company against the specific annual corporate objectives established by the board of directors for the year. The biotechnology industry is characterized by a high level of stock price volatility and, as a result, our focus on pay-for-performance is based on an assessment of the level of the company's achievement against those specific objectives rather than stock price at any point in time. Some of the significant accomplishments achieved by the company in 2011 are summarized below.

Successfully began enrollment in the Phase 3 BEACON clinical study for NKTR-102 in metastatic breast cancer.

Two Phase 1 clinical studies for NKTR-181 were successfully completed significantly ahead of schedule.

Significant research, development and regulatory projects were completed in 2011 that enabled the company to file an Investigational New Drug (IND) application with the U.S. Food and Drug Administration (FDA) for NKTR-192 that allowed us to start the Phase 1 clinical study for this drug candidate in March 2012.

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A Phase 1 clinical study was initiated by Baxter Healthcare for BAX 855 (a longer-acting (PEGylated) form of a full-length recombinant factor VIII (rFVIII) protein). The start of this study represented a major advancement in a significant collaboration which resulted from a multi-year effort in which the company's research team played a key role.

Substantially completed enrollment in the expanded Phase 2 clinical study for NKTR-102 in platinum resistant/refractory ovarian cancer.

Advanced multiple pre-clinical drug candidates in the early research pipeline.

Successfully met several manufacturing objectives that are critical to the future advancement of the company's drug candidate pipeline.

Exceeded financial plan target for cash used in operations.

In addition to reviewing current year performance, we also think it is important in making compensation decisions to take into account the long-term performance of the executive leadership team. We believe that the skills, creativity and dedication of executive leadership have led to numerous significant accomplishments including the following:

Over the past five years, our business has been transformed from a drug delivery service provider to a drug development company which included a significant change in the mix of senior leadership and the skills and experience of personnel in key functional areas, a reprioritization of resource allocation, and building a more efficient and productive organization.

In August 2007, we entered into a collaboration agreement with Bayer Healthcare LLC with regard to the further development and commercialization of our inhaled Amikacin product candidate. Bayer agreed to pay us up to \$175 million in development and sales milestones including \$50 million as an up-front payment for reimbursement of prior research and development costs incurred by us. In addition, we are also entitled to significant and escalating double-digit royalties on sales of the inhaled Amikacin product if it is approved and commercialized by Bayer.

In October 2007, Pfizer terminated the Exubera (inhaled insulin) commercial and development and gave notice of termination under our collaborative development and licensing agreement. On November 9, 2007, the company entered into a termination agreement with Pfizer pursuant to which it received a one-time payment of \$135.0 million.

At the end of 2008, we completed the sale and transfer of certain pulmonary technology assets to Novartis Pharma AG in consideration for a payment to us of \$115 million. In addition, we retained rights to certain important assets including the inhaled Amikacin program with Bayer, certain rights to receive royalties on net sales of the Cipro Inhale (also known as Ciprofloxacin Inhaled Powder or CIP) program with Bayer Schering Pharma AG, and certain patent rights specific to inhaled insulin.

Following the execution of the Novartis pulmonary asset purchase agreement in the fourth quarter of 2008, we repurchased approximately \$100 million in par value of our 3.25% convertible subordinated notes for an aggregate purchase price of \$47.8 million.

In December 2009, we received a payment of \$31 million from the negotiation of a license extension with F. Hoffmann- La Roche Ltd and Hoffmann-LaRoche Inc. related to certain PEGASYS manufacturing rights.

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In September 2009, we entered into a license agreement with AstraZeneca AB for NKTR-118 and NKTR-119. AstraZeneca agreed to pay us an up-front payment of \$125 million and assumed all future development costs for NKTR-118 and NKTR-119. For NKTR-118, we are eligible to receive up to \$235 million in development milestones and up to \$375 million in additional sales milestones. In relation to NKTR-119, for each of the first two initial products based on NKTR-119, we are eligible to receive for each of such products up to \$75 million in development milestones and up to \$310 million in additional sales milestones. For both NKTR-118 and NKTR-119, we are also eligible to receive significant and escalating royalty payments.

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In October 2010, we amended and restated a legacy supply agreement with Amgen, Inc. and its affiliates which resulted in a \$50.0 million up-front payment and the potential to receive significant additional payments.

The above accomplishments directly resulted in the company (1) building and advancing a significant drug candidate pipeline; (2) building an organization and infrastructure designed to execute on our mission of being a leading drug development company; (3) receiving over \$550 million in tangible economic value that was non-dilutive to our stockholders; (4) avoiding significant future financial commitments in certain cases; and (5) establishing collaboration and proprietary product opportunities that have significant future economic potential based on milestone payments, royalties and sales. We believe that the compensation programs and awards to our Named Executive Officers should also be evaluated within the context of these significant accomplishments and performance over a sustained period of time.

Compensation Program Objectives and Philosophy

In order to continue the execution and growth of our business as described above, we believe that it is vital that we continue to retain and attract highly experienced and skilled senior leadership by offering competitive base compensation and benefits, significant performance-based incentives, and long-term equity compensation. Our goal is to structure a meaningful portion of executive compensation such that it will only have value if the senior leadership is successful in building significant long-term value for us and our stockholders.

Our current executive compensation programs are intended to achieve the following four fundamental goals and objectives: (1) to emphasize sustained long-term performance by aligning significant elements of executive compensation with our stockholders' interests, (2) to attract and retain an experienced, highly qualified and motivated executive management team to lead our business, (3) to provide appropriate economic rewards for achieving high levels of our performance and individual contribution, and (4) to pay compensation that is competitive, taking into account the experience, skills and performance of the executives required to build and maintain the organization necessary to support our mission to be a leading drug development company.

When structuring our executive compensation programs to achieve our goals and objectives, we are guided by the following basic philosophies:

Alignment with Stockholders' Interests. Our compensation model should be designed to align the economic interests of our executives with those of our stockholders.

Pay for Performance. Our compensation model should deliver compensation above industry median for exceptional performance and deliver compensation below the median for years in which the company does not perform. In 2011, a study performed by the organization and compensation committee's independent consultant showed that the target compensation for our Named Executive Officers, including our CEO, was at approximately the median of our peer group.

Total Rewards Program. The total compensation program must balance pay for performance elements with selected static non-performance based elements in order to create a total rewards program that is competitive and will help us attract and retain highly qualified and motivated executives.

Flexible Approach. The level of compensation provided to executives must take into account each executive's role, experience, tenure, performance and expected contribution to our future success.

Focus on Achievement of Identified Business Goals. The compensation program should be structured so that executives are appropriately incentivized to achieve our short- and long-term goals that are fundamental to driving value in our business.

We believe that each element of our executive compensation program helps us to achieve one or more of our compensation goals and objectives. For example, we believe that performance-based short-term cash

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incentive opportunities in combination with equity incentive awards that are earned over time and increase in value only if we become more valuable is the best way to align our executives' interests with those of our stockholders and pay for performance. The long-term vesting schedules applicable to equity incentive awards also serve as a significant retention incentive. Providing base salaries, occasional discretionary bonus opportunities and certain severance protections helps us ensure that we are providing a competitive compensation package that will permit us to attract and retain qualified, experienced and highly skilled executives. We believe that we have created a total compensation program that combines short- and long-term components, cash and equity, and fixed and contingent payments, in proportions that are appropriate to achieve each of our fundamental goals and objectives as described above. We also believe that the structure of our compensation program provides appropriate incentives to reward our executives for achieving our long-term goals and objectives, some of the most important of which are building and advancing a robust drug candidate pipeline, entering into new collaboration partnerships and executing on our current collaborations, increasing the skill level and efficiency of our organization and improving our financial performance. We believe that our compensation program has helped us both recruit and retain superior executive talent to continue to build an organization capable of executing on our mission to become a leading drug development company.

Relationship between Company Performance and Executive Pay

The biotech industry is generally thought to be characterized by a higher risk profile than more established industries that historically has led to high stock volatility. The table below shows how even with high levels of volatility in stock price, compensation for Mr. Robin has been generally aligned with our stock price performance since he joined the company as our Chief Executive Officer in 2007.

* Mr. Robin's compensation for 2007 reflects his new-hire stock option grant. In 2009, 2010, and 2011, the stock option awards made to Mr. Robin accounted for 42%, 67%, and 54%, respectively, of his total compensation. This substantial portion of the compensation awarded to Mr. Robin will only have value if the stock price increases after the grant date.

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Executive Compensation Practices

Below we provide a summary of our executive compensation practices including both the practices that we follow and those that we do not because we believe they would not serve the long-term interests of our stockholders.

What We Do

- ⌋ *Pay-for-Performance.* A substantial majority of the compensation awarded to our Named Executive Officers is either tied to specific company-wide and individual performance objectives or has been made in the form of stock option awards that will only have value if the price of our stock increases after the grant date.
- ⌋ *Performance-Based Equity Grants.* In 2012, we established an equity compensation program whereby we awarded 50% of each executive officer's equity compensation in the form of performance-based stock options that only vest and become exercisable upon the achievement of specified significant accomplishments in addition to satisfying our typical 4-year time-based vesting requirement. We believe this represents a significant program to even further align the interests of our senior leadership team with those of our stockholders.
- ⌋ *Double Trigger.* Our change of control severance benefit plan (CIC Plan) only provides our executive officers with acceleration of unvested equity awards held by them if they are terminated (without cause or constructively) in connection with a change of control transaction or within 12 months following a change of control transaction.
- ⌋ *Modest Perquisites.* We provide only modest perquisites and nearly all of those perquisites are in the form of insurance benefits that we believe are in line with industry practice for executive compensation and represent approximately 1% of total compensation for our executives. We do not provide perquisites such as personal travel reimbursement, tax services or financial planning.
- ⌋ *Reasonable Post-Employment and Change of Control Severance Arrangements.* We believe that our severance arrangements with our executive officers are reasonable and in line with industry practice.
- ⌋ *Review Tally Sheets.* We review tally sheets for our Named Executive Officers prior to making annual executive compensation decisions.
- ⌋ *Compensation Claw-Back Policy.* In February 2012, we adopted a claw-back policy which permits us to require reimbursement or cancellation of all or a portion of any performance-based cash awards or equity incentive payments to the extent based on financial results that are subsequently revised.
- ⌋ *Regular Review of Share Utilization.* We evaluate on a regular basis share utilization by reviewing overhang levels (dilutive impact of equity compensation on stockholders) and annual run rates (the aggregate shares awarded as a percentage of total outstanding shares).
- ⌋ *Mitigate Undue Risk.* We mitigate undue risk associated with compensation by implementing the following: multiple performance targets and caps on potential payments of short-term incentive compensation (i.e. annual bonuses), awarding a substantial portion of executive compensation in the form of long-term compensation (i.e. stock options), compensation claw-back provisions, and board of directors and management processes are in place to identify and manage risk.

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- Ⓟ *Utilize Independent Compensation Consulting Firm.* The organization and compensation committee regularly consults with an independent compensation consulting firm which provides no other services to the company.

What We Don't Do

- x *No Stock Option Repricing.* We have never repriced, exchanged or otherwise provided value for underwater stock options and our equity incentive plans do not permit us to do so.

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- x *Elimination of Excise Tax Gross-Ups on Change of Control Payments.* On April 5, 2011, we amended our change of control severance benefit plan to eliminate any gross up payments for any excise taxes imposed on participants who became eligible to participate in the plan after January 1, 2010, including Dr. Doberstein.

- x *No Full Value Equity Awards.* We have not awarded full value restricted stock units to our Named Executive Officers. Stock options are our preferred form of long-term incentive compensation because we believe they are more performance based than other equity vehicles, with value delivered only if the stock price of our common shares appreciates following the stock option grant.

- x *No Accelerated Vesting of Equity Awards on Termination.* Whether one of our Named Executive Officers is terminated without cause or resigns for a good reason, our severance arrangements do not provide for accelerated vesting of outstanding equity awards.

- x *No Inclusion of the Value of Equity Awards in Severance Calculations.* Our post-termination and change of control severance arrangements do not include the value of equity awards in annual compensation for purposes of determining severance amounts.

- x *No Employment Contracts.* We do not have employment contracts with our executive officers that provide for a guaranteed term of employment.

- x *No Funded Pension or Retirement Plans.* We do not provide any guaranteed or funded retirement plan benefits other than up to \$3,000 matching contribution for 401(k) plan participation that we make available to all employees.

- x *No Hedging Transactions or Short Sales by Executive Officers or Directors.* Our security trading policy prohibits any employee or director from engaging in hedging transactions, short sales or trading in any derivative security of the company.

Role of Stockholder Say-on-Pay Votes

We provide our stockholders with the opportunity to cast an annual advisory vote on our executive compensation program (referred to as a say-on-pay vote). At our annual meeting of stockholders held in June 2011, approximately 83% of the votes cast on the say-on-pay proposal were voted in favor of the proposal. Although we believe this result affirms stockholders support of our approach to executive compensation, we continue to seek feedback on our program from our stockholders and took the actions described below under Recent Changes to Our Compensation Program in part based on feedback from our stockholders. The board of directors and organization and compensation committee will continue to consider the outcome of our say-on-pay proposals when making future compensation decisions for the Named Executive Officers.

Recent Changes to Our Compensation Program and Related Governance Policies

We have recently adopted several new compensation practices and governance policies that we believe reflect emerging market trends and best practices including the following:

1. *Elimination of Excise Tax Gross Up on Change of Control Payments.* On April 5, 2011, we amended our CIC Plan to eliminate any gross up payments for any excise taxes imposed on participants who became eligible to participate in the CIC Plan on or after January 1, 2010, including Dr. Doberstein who joined the company in 2010. The board of directors decided to eliminate this tax gross-up provision under the plan for new participants based on its review of current industry practices.

2. *Adoption of Performance Based Stock Option Program:* On February 8, 2012, we established a performance-based stock option award program for our executive officers. Under this program, 50% of the stock options granted to our executive officers for 2012 were made in the form of performance-based stock option awards that vest based on the standard four-year monthly time-based

vesting plus a separate performance condition that must also be achieved before the executive officer is permitted to

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exercise the performance-based stock option. The performance condition will be met only if within five years from the grant date, the company or one of its collaboration partners files a new drug application or biologics license application with the FDA (or the equivalent new drug registration with the European Medicines Agency) for any Proprietary Company Program which is defined to include any drug candidate that is wholly-owned by the company (e.g. NKTR-102) or where the company is entitled to an average royalty interest equal to or greater than 7.5% of net sales. We believe that this performance hurdle represents a very high bar as the company has not yet achieved this goal to date with a drug candidate based on its pegylation technology and, if achieved, we also believe long-term stockholder value will be positively impacted. The remaining 50% of the stock option grants awarded to our executive officers in 2012 are subject to normal time-based vesting requirements. We intend to continue the performance-based stock option award program in future years including performance milestones based on corporate accomplishments that we believe are significant and further align the economic interests of our executives with those of our stockholders.

3. *Adoption of Claw-Back Policy:* On February 8, 2012, we adopted a claw-back policy which would permit the board of directors or the organization and compensation committee, in such circumstances as determined to be appropriate, to require reimbursement or cancellation of all or a portion of any performance-based cash awards or equity incentive payments made to an executive officer to the extent that: (i) the amount of, or number of shares included in, any such award or payment was calculated based on the achievement of financial results that were subsequently revised, and (ii) a lesser payment of cash or shares would have been made to (or retained by) the executive officer based upon the revised financial results.

Design and Elements of Our Compensation Program

The material elements of our current executive compensation programs for Named Executive Officers consist primarily of the following:

1. *Base Salary.* Each Named Executive Officer earned an annual base salary during 2011.
2. *Short-Term Incentive Compensation.* Each Named Executive Officer was eligible to earn an incentive cash compensation payment in 2011 based on a combination of the company's achievement of corporate performance objectives and their individual performance.
3. *Long-Term Incentive Compensation.* Each Named Executive Officer was awarded stock option grants during 2011.
4. *Severance and Change of Control Benefits.* Each Named Executive Officer is offered severance benefits for certain actual or constructive terminations of employment, as well as enhanced severance benefits for certain actual or constructive terminations of employment occurring in connection with a change of control transaction.

While we review peer group company data regarding the mix of current and long-term incentive compensation and between cash and non-cash compensation, we have not adopted any formal policies or guidelines for allocations among these various compensation elements. However, consistent with our philosophy of paying for performance, we believe that a greater component of overall direct compensation for the Named Executive Officers relative to other employees should be performance-based; therefore, in 2011 performance-based compensation tied to company and individual performance objectives comprised approximately 55% to 75% of the overall direct compensation of the Named Executive Officers (with direct compensation being defined as base salary, annual bonus, all other compensation and the value of equity awards granted to the executive as determined under the principles used to value equity awards in the company's financial reporting).

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Current Executive Compensation Program Elements

We have three primary elements of total direct compensation: base salary, annual incentive and long-term equity compensation (other compensation such as life insurance and 401(k) match is less than 1% of total compensation). As illustrated in the accompanying chart, in 2011, approximately 75% of total direct compensation to Mr. Robin was performance-based and not guaranteed.

Assessment of Risk

As with other companies that utilize pay-for-performance based compensation elements, our focus on a pay-for-performance compensation model inherently presents certain risks as our executive officers and employees strive to achieve high levels of performance to build and expand our business. However, we recognize the need to strike a balance between pay-for-performance and calculated business risk taking, and believe that our compensation program, including the compensation opportunities for our executive officers, should not encourage inappropriate or excessive risk-taking. Several design features of our compensation program that we believe reduce the likelihood of excessive risk-taking include the following:

The compensation plan design provides a mix of base salary, short-term incentive compensation opportunity and equity compensation earned over multiple year periods.

The determination of the corporate performance rating under the annual bonus plan is based on the board of directors' assessment of our achievement of a diversified mix of development, research, organizational and financial objectives.

The achievement of any single annual corporate objective does not have a disproportionate impact on the aggregate annual bonus achievement.

Each employee's annual cash bonus is determined by a combination of the corporate performance rating and a subjective determination of individual performance.

The maximum payout levels for annual incentive bonuses are capped at 200% of each employee's annual target bonus.

A substantial portion of each executive's compensation opportunity is in the form of long-term equity incentives, which help to further align the long-term interests of our executives with those of our stockholders.

All employees are subject to our security trading policy which prohibits trading in derivative securities (i.e. puts or calls), short selling, and any trading in the company's securities on margin.

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Each executive officer is subject to our claw-back policy which provides that any compensation received by an executive officer based upon the achievement of financial results that are subsequently revised is subject to cancellation or a reimbursement obligation.

Based on a review of our compensation program, in particular the compensation opportunities for our executive officers, we have concluded that it should not encourage inappropriate or excessive risk-taking that may have a material adverse effect on the company.

Use of Peer Company Data

One important factor in our compensation decisions is information regarding compensation practices of similar public companies. We regularly review our peer group companies in response to the fast moving nature of the biotechnology industry, including merger and acquisition activity, and changes in product pipeline and business stage. In determining the appropriate peer companies, we consider the following factors: business model, business stage and complexity, therapeutic area similarity, status of the drug candidate pipeline, manufacturing activity, technology platform, product focus and company size based on the number of employees, revenue and market capitalization. We reviewed the peer companies and established a new peer group in September 2009, and reconfirmed it in January 2010. This information was used in the deliberations when determining the structure and amounts of total compensation for the Named Executive Officers as part of our annual compensation review in January 2011. The peer group companies included:

Abraxis Bioscience, Inc.	Incyte Corporation
Affymetrix, Inc.	Isis Pharmaceuticals, Inc.
Alkermes, Inc.	Onyx Pharmaceuticals Inc.
BioMarin Pharmaceutical Inc.	OSI Pharmaceuticals Inc.
Cubist Pharmaceutical Inc.	United Therapeutics Corp.
Exelixis, Inc.	Zymogenetics Inc.
Human Genome Sciences Inc.	

The above selection of peer group companies was substantially similar to our peer group that we reviewed and considered for 2009 compensation decisions, and was reviewed by the board of directors prior to approval. In addition, the board of directors reviewed data from the Radford Global Life Sciences Executive Survey, a broad-based survey of executive compensation in which a large number of life sciences companies (including many of the peer companies listed above) participate. In reviewing this industry compensation data, the organization and compensation committee does not focus on any particular company participating in the survey (other than those companies identified above as peer companies), in many cases using comparative data based upon Bay Area/Northern California publicly traded companies.

Review of this data and discussion of the peer group appropriateness took place in September and November of 2011. We concluded certain companies should be removed for varying reasons: Abraxis Bioscience Inc., as a result of its acquisition by Celgene Corporation, OSI Pharmaceuticals, Inc., as result of its acquisition by Astellas Pharma, Inc. and Zymogenetics, Inc., as a result of its acquisition by Bristol-Myers Squibb Co. We also determined that we would add certain companies to the peer group including Acorda Therapeutics, Inc., Auxilium Pharmaceuticals, Jazz Pharmaceuticals, Inc., Seattle Genetics, Theravance, and Viropharma, Inc. The updated peer group of companies used in the deliberations when determining the structure and amounts of total compensation for the Named Executive Officers as part of our annual compensation review in January 2012 included:

Acorda Therapeutics, Inc.	Incyte Corporation
Affymetrix, Inc.	Isis Pharmaceuticals, Inc.
Alkermes, Inc.	Jazz Pharmaceuticals, Inc.

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Auxilium Pharmaceuticals	Onyx Pharmaceuticals Inc.
BioMarin Pharmaceutical Inc.	Seattle Genetics
Cubist Pharmaceutical Inc.	Theravance
Exelixis, Inc.	United Therapeutics Corp.
Human Genome Sciences Inc.	Viropharma, Inc.

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Although the board of directors and organization and compensation committee reviewed and discussed the compensation data for the peer group companies to help inform executive compensation decisions, the board of directors does not set compensation levels at any specific level or percentile against the peer group data (i.e., we do not benchmark our executive compensation levels). As described below, the peer group data is only one reference point taken into account in making compensation decisions. We do not use peer group or industry survey data as a standalone tool for setting compensation due to the unique aspects of our business and the need to attract and retain particular expert managers with unique experience, skills and other individual circumstances. However, we generally believe that reviewing and analyzing this information is an important component of our executive compensation decision-making process.

Base Salary

Base salary is an important element of compensation for the Named Executive Officers because it provides the executives with a specified minimum level of cash compensation which we believe is important to attracting and retaining the executives. When determining the amount of each Named Executive Officer's base salary, we consider competitive pay practices, individual performance and/or promotions, level and scope of responsibility, experience and internal pay equity. However, we do not use a formula or assign a particular weight to any one factor in determining base salary levels. Rather, the determination of base salary levels is subjective, and the board of directors and organization and compensation committee sets salaries at levels it believes in its judgment are reasonably competitive.

In February 2011, base salaries for the Named Executive Officers were reviewed by us and were increased from between 3.5% to 8% based on competitive considerations. The base salary earned by each Named Executive Officer during 2011 is reported below in the Summary Compensation Table.

Short-Term Incentive Compensation

Incentive Compensation Policy. We believe that short-term incentive compensation for Named Executive Officers is important as it provides a mechanism to provide focus on achievement of short-term milestones that support our strategic direction, and provide value for our stockholders. Our Incentive Compensation Policy for 2011 applied to all employees and all executive officers other than Mr. Robin, who is subject to his own separate annual performance-based bonus compensation arrangement with a combination of corporate and personal objectives established and evaluated by the board of directors. However, Mr. Robin's bonus arrangement for 2011 was on substantially the same terms as applied to the other Named Executive Officers under the Incentive Compensation Policy. Consistent with our compensation philosophy of paying for performance and maintaining a flexible approach, we adopted the Incentive Compensation Policy to provide Named Executive Officers with an incentive to contribute to the achievement of corporate objectives and goals while at the same time encouraging and rewarding excellent individual performance and recognizing differences in performance between individual executives.

Plan Design. Under the Incentive Compensation Policy, the board of directors establishes a number of annual corporate goals that include development, research, manufacturing, organizational and financial goals which we believe are essential to building long-term stockholder value. These corporate goals are designed to be achieved during the annual performance period and their relative weighting is based upon our assessment of the importance of each goal in creating long-term value for the company and our stockholders. If we achieve all of the stated goals, the overall corporate performance rating should be approximately 100%. Each corporate goal is established so that significant levels of achievement are required to meet the goal. Following the conclusion of the annual performance period, the level of achievement for each corporate goal is assessed by the board of directors. The board determines whether each corporate goal has been met, exceeded, or not satisfied. In addition, in assessing corporate performance, the board of directors has the discretion to factor in other significant corporate events that occurred during the performance period which could result in an upward or downward adjustment in the determination of corporate performance. After taking into account the level of attainment of

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each corporate goal and other appropriate corporate performance factors, the board of directors assigns the overall corporate performance rating, which may range from 0% to 200%. The total available bonus pool under the Incentive Compensation Policy is based on the corporate performance rating multiplied by the aggregate target bonus of all eligible participants. The aggregate of all individual bonuses awarded under the policy cannot exceed the total available bonus pool so that the cost of bonuses ultimately reflects our overall performance and is not inflated by the sum of individual performance ratings.

After the corporate performance rating is determined by the board of directors, the individual performance of each Named Executive Officer (other than Mr. Robin) is reviewed by the organization and compensation committee in consultation with Mr. Robin in order to determine the appropriate annual performance percentage rating to be assigned to the executive for the performance period. Mr. Robin's individual performance is reviewed by the independent members of the board of directors for purposes of determining his annual bonus compensation. Each Named Executive Officer's actual annual performance-based incentive compensation payment is based on a combination of the corporate performance rating and his or her individual performance. The Incentive Compensation Policy does not provide for a specific allocation or weighting of each Named Executive Officer's actual bonus amount between our corporate performance rating and individual performance. The actual annual performance bonus compensation award for each Named Executive Officer is determined by us in our sole discretion, and the maximum payout for each Named Executive Officer, including Mr. Robin, could be up to 200% of his or her target annual performance-based compensation target.

Target Annual Short-Term Incentive Compensation for 2011. The Named Executive Officers were each assigned a target annual incentive for 2011 ranging from 50% to 75% of base salary. The table below shows the target annual incentive assigned by us to each Named Executive Officer for 2011 both as a dollar amount and as a percentage of base salary.

Name	Target Annual Incentive for Entire 2011 Year (\$)	Target Annual Incentive for Entire 2011 (% of Base Salary)
Howard W. Robin	590,513	75%
John Nicholson	248,500	50%
Stephen K. Doberstein, Ph.D.	211,000	50%
Rinko Ghosh	215,000	50%
Gil M. Labrucherie	235,500	50%

Company Performance Objectives. The 2011 corporate objectives and relative weightings assigned to each objective were as follows:

1. Development objective related to advancing a proprietary drug candidate into a late-stage clinical study (25%).
2. Development objective related to completing a clinical study of a proprietary drug candidate with the achievement of certain minimum clinical outcomes (10%).
3. Development objective related to completing a clinical study of a proprietary drug candidate with the achievement of certain minimum clinical outcomes (10%).
4. Research and clinical development objective related to advancing a proprietary drug candidate into clinical studies (10%).
5. Research objective related to significantly advancing multiple drug candidates through important research milestones (10%).

6. Manufacturing objective related to the specific level of output to support one of our clinical development programs (10%).

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7. Manufacturing objective related to establishing multiple elements of a supply chain to support clinical manufacturing and future potential commercial manufacturing (5%).
8. Manufacturing objective related to CMC (chemistry, manufacturing and controls) process development and scale-up (5%).
9. An objective related to building our organization and infrastructure to support late-stage clinical development (5%).
10. An objective related to business development related to establishing new collaboration arrangements (5%).
11. Financial objective related to cash used in operations (5%). Cash used in operations (excluding budgeted new deal revenue) plus capital expenditures not to exceed \$176 million.

These performance objectives served as the corporate performance objectives under the Incentive Compensation Policy and were also used to assess corporate performance for purposes of Mr. Robin's performance-based incentive compensation opportunity for 2011. The aggregate weighting of the 2011 corporate objectives was set at 100%. However, the maximum potential corporate performance rating is limited to 200% even if the board of directors determined that we significantly exceeded all of these objectives. A corporate performance rating in excess of 100% can only be achieved if the board of directors determines that the goal achievement for one or many of the goals substantially exceeded the target metrics, or they use their discretion to factor in other significant corporate events that occurred during the performance period.

Research and development goals comprised 65% of the corporate performance objectives for 2011, with an additional 20% relating to manufacturing objectives that we believe are critical to the support of our drug candidate pipeline. This weighting of objectives is a reflection of our long-term focus as a drug development company with the goal of building a broad, robust and deep pipeline of proprietary drug candidates. We believe this mix of corporate goals was not only an appropriate measure of achievement in 2011, but also represents objectives important to building the long-term foundation of our business.

Actual Annual Incentives Earned for 2011

A report of the achievement of our 2011 corporate objectives was prepared by our executive committee and then reviewed and assessed by the board of directors. Based on this review and assessment, the board of directors determined that six of the corporate goals identified above were met and two were exceeded, resulting in the crediting of 79% under the program with respect to these goals. The corporate goals that were achieved included our announcement in December 2011 that we initiated the Phase 3 BEACON clinical study for NKTR-102 in metastatic breast cancer and our announcements in 2011 of positive clinical results from two separate Phase 1 clinical studies of NKTR-181. Of the two operational goals that were exceeded, one related to a clinical development program that advanced much farther than the target objective, with the successful completion of the second Phase 1 multi-dose clinical study for NKTR-181 and the other related to the financial objective, with our end of year cash used in operations exceeding the pre-defined target by approximately 33%. The other three goals were not fully met and partial credit was given for these goals, resulting in the award of 14% achievement with respect to these goals. Partial credit was given based on the level of achievement that, while not meeting the full corporate objective, nevertheless represented significant achievement towards that objective that the board of directors determined warranted the proportional award of partial credit for the level of achievement attained. For example, partial credit was awarded for one goal where all of the activities were substantially and successfully completed in 2011 but the event-based goal did not occur until the first quarter of 2012 representing significant value but also factoring in a slight delay in achievement. The board of directors also determined that significant accomplishments outside of established corporate objectives, including the company's progress in certain partnerships and collaborations, advances in clinical development, and attainment of certain financial objectives, should be factored into the determination of the corporate performance rating and a discretionary upward adjustment of 5% was made. Accordingly, the board of directors determined that the corporate performance rating under the Incentive Compensation Policy was determined to be 98% for 2011 and that the maximum company-wide bonus pool for 2011 would be funded at 98% of the target bonus pool level.

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Following the corporate performance rating determination, the organization and compensation committee, in consultation with Mr. Robin, determined an individual performance rating for each of the Named Executive Officers (excluding Mr. Robin whose performance is determined by the independent members of the board of directors). As with our other employees and consistent with our philosophy of pay for performance, these executives are eligible to receive awards that exceed the corporate performance rating if their rating is exceptional and exceeds expectations. Employees with ratings of solid performer, needs improvement and does not meet received awards below the corporate performance rating level and in some cases they received bonuses significantly below that level or no bonus award at all.

In our judgment, we determined that each of these executives had achieved at least an exceeds expectations rating in 2011 and, in the case of Mr. Labrucherie, an exceptional rating. Specific performance factors considered by us in determining Mr. Labrucherie's performance rating primarily related to his exceptional performance within his functional area including his leadership and skills in strategic collaboration transactions, finance transactions, corporate governance and risk management, managing a high quality legal and patent department, and his ability to effectively work with other members of the management team. The independent members of the board of directors awarded Mr. Robin 110% of his target bonus for 2011, taking into account a combination of the corporate achievements identified above and its subjective assessment of his individual performance. Factors considered by the organization and compensation committee in assessing individual performance for Named Executive Officers, and considered by the independent members of the board of directors for Mr. Robin, included achievement of other significant accomplishments and deliverables, assessment of each individual's demonstrated leadership in their functional responsibility and delivery of tangible results that added meaningful value to us.

The bonuses awarded to the Named Executive Officers for 2011 fell within the guidelines we established for all of our employees under the Incentive Compensation Policy who received the individual performance ratings assessed and approved for these executives by the organization and compensation committee. In other words, although the bonus awards to the Named Executive Officers were higher than the 98% corporate performance rating, these bonus awards (expressed as a percentage of the participant's target bonus) were substantially consistent with the bonus awards made to participants in the Incentive Compensation Policy with a similar performance rating (e.g. exceeds expectations and exceptional). The following table lists the actual annual performance-based incentive compensation awarded to each Named Executive Officer as a percentage of his 2011 target annual incentive.

Name	Actual Bonus as a Percentage of Target for Entire 2011 Year (%)
Howard W. Robin	110%
John Nicholson	105%
Stephen K. Doberstein, Ph.D.	105%
Rinko Ghosh	105%
Gil M. Labrucherie	130%

Discretionary Bonuses Earned in 2011. We determined to pay Dr. Doberstein a bonus of \$20,000 in connection with our removing the opportunity for participants in the CIC Plan to receive gross up payments for any excise taxes imposed under Section 4999 of the Internal Revenue Code under the CIC Plan. Mr. Ghosh was awarded a discretionary bonus during 2011 of \$1,000 (grossed up for taxes) under our Service Award Policy, which generally applies to all employees, upon his achievement of ten years of service with us.

The amounts of each Named Executive Officer's bonuses for the 2011 fiscal year are reported in the Summary Compensation Table below.

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In accordance with our objective of aligning executive compensation with our stockholders' interests, our current long-term incentive program for the Named Executive Officers consists solely of an annual award of equity compensation that is generally subject to a multi-year vesting schedule. We believe that equity compensation is an effective tool to align the interests of our Named Executive Officers who have significant responsibility for driving our success with the interests of our stockholders. We have historically awarded equity compensation in the form of stock options and, in certain circumstances, restricted stock unit awards (RSUs). During 2011, we determined that Named Executive Officers would be granted only stock options and that no full value RSUs would be granted. Stock options are our preferred form of long-term incentive compensation because they are more performance based with value delivered only if the stock price of our common shares appreciates following the grant. As described above under Recent Changes to Our Compensation Program, we decided that 50% of equity awards for 2012 would be in the form of performance-based stock options.

The Named Executive Officers received an annual equity award during the first portion of 2011 in connection with the annual performance review process. In determining the grant levels for these awards, the board of directors or the organization and compensation committee, as applicable, considered a number of factors in making our subjective equity award determinations. The most important of these factors included an assessment of individual performance, competitive market practices, the number of unvested stock options held by the executive officer and average exercise price (i.e. the retention value) of these options, the individual's overall contribution, and stockholder dilution. However, we do not use a formula or assign a particular weight to any one factor in determining equity award levels. Rather, the determination of grant levels is subjective, and the board of directors and organization and compensation committee awards equity grants at levels it believes in its judgment are reasonably competitive and consistent with our philosophy that a substantial portion of our executives' compensation should be performance-based and help to further link the interests of our executives with those of our stockholders. These annual stock option awards vest monthly over a period of four years and thus provide a retention incentive for the executive as well as an additional incentive to help create value for our stockholders. The organization and compensation committee's independent consultant provided a study in 2011 and 2012 that indicated that the grant-date value of the equity awards granted to Mr. Robin were below the median of our peer group. For these purposes, the grant-date value of equity awards is determined using the principles applied in the company's financial reporting.

The number of shares of common stock subject to stock options granted to each Named Executive Officer during 2011 and the grant-date fair value of these equity awards is presented in the Grants of Plan Based Awards in 2011 table below. A description of the material terms of the 2011 stock option awards is presented in the narrative section following that table.

The grant date for equity awards is typically the date of approval by the organization and compensation committee or the board of directors, as the case may be, or the date an executive officer commences employment for new hire grants. To streamline the administration of our equity plans, the organization and compensation committee or board of directors, as applicable, will generally approve equity awards to newly hired executives at the time their other compensation arrangements are approved, but provide that the grant date will be the date that they actually begin employment. This approach also permits us to match the grant date with the service period of the stock option recipient. We do not have any programs, plans or practices with respect to the timing of stock option grants in coordination with the release of material nonpublic information with the intent to provide value to option recipients. Accordingly, we do not time the release of material nonpublic information for the purpose of affecting the value of equity or other compensation granted to our executive officers. We believe that the grant of equity awards should be made in the normal course of business aligning the interests of the stock option recipients with those of the stockholders rather than seeking to provide an immediate benefit to option recipients through the timing of stock option grants.

Table of Contents**CEO Pay-For-Performance Analysis**

During the first quarter of each year, typically in late January or early February, the organization and compensation committee and the board of directors make individual compensation decisions for our executive officers based on the overall corporate performance rating and individual performance assessment for the prior calendar year including decisions regarding base salary adjustments, annual bonus determinations, and equity awards. For example, as discussed above, on February 8, 2012, the board of directors awarded Mr. Robin a cash bonus of \$650,000 for the 2011 annual performance period. Under the SEC proxy rules, this bonus amount awarded to Mr. Robin is reflected in the Summary Compensation Table as Non-Equity Incentive Compensation earned by him in 2011. However, on the same day, the board of directors granted Mr. Robin a performance-based stock option for 400,000 shares that vested based on both time vesting and performance-based vesting as described above. Under SEC proxy rules, the grant date fair value of this stock option grant would be included in the Summary Compensation Table under Option Awards next year as part of Mr. Robin's compensation for 2012 rather than for 2011. This is also the case for each of the stock option grants made to Mr. Robin prior years. Because we view the equity awards we grant to our executives early in each fiscal year primarily as compensation earned for performance during the preceding year, we think it is much better to evaluate pay-for-performance for Mr. Robin by including his February annual equity award in the prior year's compensation because that is the performance period upon which the board of directors based this compensation decision. The first chart below sets forth Mr. Robin's compensation for 2009-2011 based on SEC proxy rules and the next chart shows his compensation for those years with the grant date fair value of awards made in February of each year included in the prior year's compensation.

Summary Compensation Table Per SEC Rules

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Option Awards (\$)(1) (f)	Annual Cash	All Other	Total (\$) (j)
				Incentive Compensation (\$) (g)	Compensation (\$) (i)	
Howard W. Robin	2011	785,131	1,732,530	650,000	14,973	3,182,634
President and Chief	2010	758,581	3,018,950	700,000	14,973	4,492,504
Executive Officer	2009	730,417	1,257,743	1,000,000	14,973	3,003,133

Summary Compensation Table With Annual Option Grants Included in Prior Year Compensation

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Option Awards (\$)(1)(2) (f)	Annual Cash	All Other	Total (\$) (j)
				Incentive Compensation (\$) (g)	Compensation (\$) (i)	
Howard W. Robin	2011	785,131	1,510,460	650,000	14,973	2,960,564
President and Chief	2010	758,581	1,732,530	700,000	14,973	3,206,084
Executive Officer	2009	730,417	3,018,950	1,000,000	14,973	4,764,340

- (1) Amounts reported represent the aggregate grant date fair value of awards granted in the applicable year computed in accordance with FASB ASC Topic 718 (formerly SFAS No. 123R), which excludes the effects of estimated forfeitures. For a complete description of the assumptions made in determining the valuation, please refer to (i) Note 14 (Stock-Based Compensation) to our audited financial statements in our annual report on Form 10-K for the fiscal year ended December 31, 2011 and (ii) similar footnotes to our audited financial statements in our annual reports on Form 10-K for prior years when the awards were granted.)
- (2) The grant date fair value of the stock option award made to Mr. Robin on February 8, 2012 and included in this Option Award column is based upon the following: (i) the stock option was for an aggregate of 400,000 shares of common stock, (ii) the exercise price is \$7.21 per share which was the closing price of the company's common stock on the Nasdaq Global Market on the grant date, (iii) 50% of the shares

are subject

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to time-based vesting and performance-based vesting (as discussed above) and 50% of the shares subject to the option are subject to time-based vesting, and (iv) the term of the stock option is 8 years from the grant date and expires on February 7, 2020.

Severance and Change of Control Benefits

If the employment of a Named Executive Officer is terminated by us without cause or by the executive for a designated good reason outside of the context of a change of control transaction, the executive would be entitled to severance benefits under the executive's agreement with the company. These severance benefits include a cash severance payment based on the executive's then current base salary and the amount of his or her target annual incentive bonus, payment of COBRA premiums for one year, and an additional 12 month period to exercise vested options (an 18 month period for Mr. Robin). In order to attract and retain these Named Executive Officers in a competitive environment for highly skilled senior executive talent in the biotechnology and pharmaceutical industry and to provide an incentive to obtain a broad release of claims in favor of the company, we determined it was necessary to offer each of them severance benefits in the case of a termination without cause or constructive termination outside the context of a change of control transaction. Many of our peer companies provide severance benefits for similar types of terminations of employment, and we believe that it is important for us to offer these severance benefits in order to continue to provide a competitive total compensation program. These Named Executive Officers would also be entitled to certain termination benefits upon a termination of employment because of death or disability.

We also maintain a Change of Control Severance Benefit Plan (the "CIC Plan") that provides the Named Executive Officers with certain severance benefits if their employment is terminated in connection with a change of control. The CIC Plan was originally established in 2006, and no amendments have been made to the plan since that time that would increase the severance benefits available under the CIC Plan. Severance benefits under the CIC Plan are structured on a "double-trigger" basis, meaning that the executive must experience a termination without cause or resign for a specifically defined good reason in connection with the change of control in order for severance benefits to become payable under the CIC Plan. Like the severance benefits under the letter agreements, we believe that these change of control severance benefits are an important element of a competitive total compensation program. Additionally, we believe that providing change of control benefits should eliminate, or at least reduce, any reluctance of our Named Executive Officers and other key employees covered by the CIC Plan to diligently consider and pursue potential change of control opportunities that may be in the best interests of our stockholders. At the same time, by providing change of control benefits only upon the occurrence of an additional triggering event occurring in connection with the change of control transaction resulting in a job loss, we believe that this CIC Plan helps preserve the value of our key personnel for any potential acquiring company.

Under the CIC Plan, the executive would be entitled to accelerated vesting of outstanding equity-based awards upon a termination described above. The other severance benefits under the CIC Plan are generally similar to the severance benefits described above; however Mr. Robin's cash severance would be increased to cover the two-year period following termination and company-paid COBRA coverage would be increased to eighteen months. Outplacement services received within twelve months following separation, up to a maximum of \$5,000, are provided to all participants. In addition, all executive officers would be entitled to full equity vesting and, except for Dr. Doberstein, a "gross up" payment for any excise taxes imposed under Section 4999 of the Internal Revenue Code once a 10% cutback threshold is exceeded and outplacement benefits. We determined that Mr. Robin should be entitled to increased severance benefits for a termination in connection with a change of control because of his role in the company and the likelihood that a change of control would result in his termination of employment. The excise tax gross-up was included in the CIC Plan as originally adopted in 2006 to make the participants whole for any adverse tax consequences to which they may become subject under Section 4999 of the Internal Revenue Code and to avoid unintended differences in net severance based on individual factors like the date of hire and past option exercise decisions, which preserves the level of change of control severance protections that we have determined to be appropriate. At the time the CIC Plan was

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established, we believed this excise tax gross-up protection was a reasonable part of a competitive total compensation package and generally consistent with industry practice at the time. On April 5, 2011, the board of directors amended the CIC Plan to eliminate any gross up payments for any excise taxes imposed under Section 4999 of the Internal Revenue Code for participants who became eligible to participate in the CIC Plan on or after January 1, 2010, including Dr. Doberstein who joined the company in 2010. The board of directors decided to eliminate this tax gross-up provision under the plan for new participants based on its review of current industry practices.

The Potential Payments Upon Termination or Change of Control section below describes and quantifies the severance and other benefits potentially payable to the Named Executive Officers.

Other Benefits

We believe that establishing competitive benefit packages for employees is an important factor in attracting and retaining highly-qualified personnel, including the Named Executive Officers. The Named Executive Officers are eligible to participate in all of our employee benefit plans, such as medical, dental, vision, group life, disability insurance, commuting benefits, employee stock purchase plan and the 401(k) plan, in each case generally on the same basis as other employees. We do not offer a tax-qualified defined-benefit pension plan or any non-qualified defined benefit retirement plans, nor do we provide material perquisites to our executives.

Section 162(m) Policy

Section 162(m) of the U.S. Internal Revenue Code limits our deduction for federal income tax purposes to \$1 million of compensation paid to certain Named Executive Officers in a taxable year. Compensation above \$1 million may be deducted if it is performance-based compensation within the meaning of Section 162(m). While we consider the compensation limits of Section 162(m) when designing our executive compensation programs, we reserve discretion to grant compensation from time to time that may not be deductible under the Section 162(m) limits in situations where we have determined the compensation to be appropriate to satisfy our compensation and other objectives. We intend to continue to evaluate the effects of the compensation limits of Section 162(m) and to grant compensation awards in the future in a manner consistent with the best interests of our stockholders.

COMPENSATION COMMITTEE REPORT

The material in this report is being furnished and shall not be deemed filed with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that section, nor shall the material in this section be deemed to be soliciting material or incorporated by reference in any registration statement or other document filed with the SEC under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except as otherwise expressly stated in such filing.

The organization and compensation committee has reviewed the Compensation Discussion and Analysis and discussed it with management. Based on its review and discussions with management, the committee recommended to our board of directors that the Compensation Discussion and Analysis be included in our annual report on Form 10-K for the fiscal year ended December 31, 2011 and in our 2011 proxy statement. This report is provided by the following independent directors, who currently comprise the committee:

Lutz Lingnau Chairman

R. Scott Greer

Joseph J. Krivulka

Christopher A. Kuebler

Table of Contents**SUMMARY COMPENSATION TABLE FISCAL 2009-2011**

The following table shows, for the fiscal year ended December 31, 2011, compensation awarded to or earned by our Chief Executive Officer, our Chief Financial Officer and our other three most highly compensated executive officers who were serving as executive officers on December 31, 2011 (the Named Executive Officers). To the extent any Named Executive Officers were also named executive officers for the fiscal years ended December 31, 2010 or December 31, 2009, compensation information for our 2010 and 2009 fiscal years is also presented for such executives.

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus \$(1) (d)	Awards \$(2) (e)	Non-Equity			Total (\$) (j)
					Stock Awards \$(2) (f)	Option Awards \$(2) (f)	Incentive Plan Compensation \$(3) (g)	
Howard W. Robin President and Chief Executive Officer	2011	785,131			1,732,530	650,000	14,973	3,182,634
	2010	758,581			3,018,950	700,000	14,973	4,492,504
	2009	730,417			1,257,743	1,000,000	14,973	3,003,133
John Nicholson Senior Vice President, Finance and Chief Financial Officer	2011	495,583			363,831	260,925	17,538	1,137,878
	2010	478,417			724,548	288,000	15,330	1,506,295
	2009	459,594			921,667	403,500	51,198	1,835,959
Stephen K. Doberstein Ph.D. Senior Vice President and Chief Scientific Officer	2011	420,167	20,000		346,506	221,550	17,410	1,025,632
	2010	395,455	150,000		2,740,068	240,000	7,818	3,533,340
Rinko Ghosh Senior Vice President and Chief Business Officer	2011	428,333	1,000		577,510	225,750	8,989	1,241,582
	2010	397,739			1,533,328	276,750	8,009	2,215,826
Gil M. Labrucherie Senior Vice President and General Counsel	2011	468,083			519,759	306,150	16,540	1,310,532
	2010	434,250	500		724,548	294,300	13,272	1,466,871
2009	412,242				1,006,247	363,500	13,063	1,795,052

- (1) Amounts reported for 2011 represent a bonus of \$20,000 for Dr. Doberstein in connection with our removing the opportunity for participants in the CIC Plan hired after January 1, 2010 to receive gross up payments for any excise taxes imposed under Section 4999 of the Internal Revenue Code under the plan and a discretionary bonus for Mr. Ghosh under our Service Award Policy upon his achievement of ten years of service with the company. Amounts reported for 2010 represent a sign-on bonus in connection with Dr. Doberstein's commencement of employment with the company in order to encourage him to join the company and a discretionary bonus for Mr. Labrucherie under our Service Award Policy upon his achievement of five years of service with the company.
- (2) Amounts reported represent the aggregate grant date fair value of awards granted in the applicable year computed in accordance with FASB ASC Topic 718 (formerly SFAS No. 123R), which excludes the effects of estimated forfeitures. For a complete description of the assumptions made in determining the valuation, please refer to (i) Note 14 (Stock-Based Compensation) to our audited financial statements in our annual report on Form 10-K for the fiscal year ended December 31, 2011 and (ii) similar footnotes to our audited financial statements in our annual reports on Form 10-K for prior years when the awards were granted.

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- (3) Amounts reported for 2009, 2010 and 2011 represent amounts earned under the Incentive Compensation Policy for that year or, for Mr. Robin, under his amended and restated offer letter effective as of December 1, 2008. As noted in the Compensation Discussion and Analysis above, Mr. Robin's annual bonus opportunity for 2011 was similar in structure to the bonus opportunities for the other Named Executive Officers under the Incentive Compensation Policy.
- (4) Amounts reported in 2011 for the Named Executive Officers generally include life insurance premiums paid by us, long-term disability imputed income paid on a post-tax basis, and matching contributions under our 401(k) plan. In addition to these benefits, certain Named Executive Officers received other compensation in 2011 having a value in excess of \$10,000 or that are otherwise required to be individually identified are as follows: Mr. Robin's life insurance premiums were \$13,485 and Mr. Nicholson's life insurance premiums were \$13,053.

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Description of Employment Agreements

Each of the Named Executive Officers has entered into our standard form of employment agreement and an offer letter or letter agreement. The form of employment agreement provides for protective covenants with respect to confidential information, intellectual property and assignment of inventions and also sets forth other standard terms and conditions of employment. The offer letter entered into by Messrs. Robin, Nicholson and Doberstein generally establish each Named Executive Officer's minimum base salary and target annual short-term incentive compensation amounts, as well as other additional terms and conditions of the executive's employment. Each of these letters specifies an initial base salary that may be increased in our discretion, but which may not be decreased. The current base salary levels for each of these executives are as follows: Mr. Robin \$809,000; Mr. Nicholson \$510,667; and Dr. Doberstein \$434,660. Under the offer letters, Mr. Robin's minimum target bonus level is 65% of his base salary, and the minimum target bonus levels for Mr. Nicholson and Dr. Doberstein is 50% of the executive's base salary. The letter agreements do not provide for any minimum or guaranteed term of employment.

The letter agreements entered into by each of the Named Executive Officers establish the compensation arrangements following separation from us under certain circumstances. Please see [Potential Payments upon Termination or Change in Control](#) below for more information on these separation arrangements.

Table of Contents**GRANTS OF PLAN BASED AWARDS IN 2011**

The following table shows, for the fiscal year ended December 31, 2011, certain information regarding grants of plan-based awards to the Named Executive Officers.

Name (a)	Grant Date (b)	Date of Board or Committee Approval (c)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)			All Other Stock Awards: Number of Shares of Stock or Units (#) (i)	All Other Option Awards: Number of Securities Underlying Options (#) (j)	Exercise or Base Price of Option Awards (\$/sh)(2) (k)	Grant Date Fair Value of Stock and Option Awards (\$)(3) (l)
			Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)				
Howard W. Robin									
Annual Incentive Award Stock Options	N/A 2/8/2011		590,513	1,181,025		300,000	10.69	1,732,530	
John Nicholson									
Annual Incentive Award Stock Options	N/A 2/8/2011		248,500	497,000		63,000	10.69	363,831	
Stephen K. Doberstein, Ph.D.									
Annual Incentive Award Stock Options	N/A 2/8/2011		211,000	422,000		60,000	10.69	346,506	
Rinko Ghosh									
Annual Incentive Award Stock Options	N/A 2/8/2011		215,000	430,000		100,000	10.69	577,510	
Gil M. Labrucherie									
Annual Incentive Award Stock Options	N/A 2/8/2011		235,500	471,000		90,000	10.69	519,759	

- (1) Amounts reported represent the potential short-term incentive compensation amounts payable for our 2011 fiscal year under our Incentive Compensation Policy (or for Mr. Robin, the potential amounts payable under his amended offer letter agreement). The amounts reported represent each Named Executive Officer's target and maximum possible payments for the entire 2011 calendar year. Because actual payments to the Named Executive Officers could range from 0% to 200% of their target bonuses, no threshold payment amount has been established for the Named Executive Officers. The actual short-term incentive bonus amount (if any) earned by each Named Executive Officer for 2011 is reported in Column (g) (Non-Equity Incentive Plan Compensation) of the Summary Compensation Table above.
- (2) The exercise price of the stock option awards granted during 2011 is equal to the closing price of our common stock on the date of grant as reported by the NASDAQ Global Market. No stock option grants were re-priced during 2011.
- (3) Refer to Note 14 (Stock-Based Compensation) to our audited financial statements in our annual report on Form 10-K for the fiscal year ended December 31, 2011 for the relevant assumptions used to determine the grant date fair value of the stock options granted during 2011.

Description of Plan-Based Awards

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Stock Options. Each stock option granted to the Named Executive Officers during 2011 may be exercised to purchase the designated number of shares of our common stock at an exercise price equal to the closing price of the underlying common stock on the grant date. During 2011, Named Executive Officers were granted only non-qualified stock options. Each Named Executive Officer's stock option award granted in 2011 has a maximum term of eight years and is subject to a vesting schedule that requires the executive's continued employment or service through the vesting date. Stock option awards granted to Named Executive Officers in February 2011 generally vest and become exercisable on a monthly pro-rata basis over a four-year period following the grant date.

Any stock options that are unvested upon a Named Executive Officer's termination of continuous employment or services will be forfeited without any value, unless the termination of continuous service is a result of disability or death, in which event, subject to any restrictions in the stock option agreement, the option shall become fully vested and exercisable as of the date of termination. In accordance with the Named Executive Officers' letter agreements described above, any stock options that are vested upon a Named Executive Officer's termination of continuous employment or services by us without cause or by the executive for a good reason resignation (as defined in the CIC Plan) will generally remain outstanding and exercisable for 12 months following termination (18 months for

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Mr. Robin). This exercise period is also 12 months if the termination of employment or continuous services is because of disability and is 18 months if the termination is a result of death. We also have the discretion to extend the applicable exercise period in connection with other terminations of employment. Any vested options that are not exercised within the applicable post-termination of employment exercise period will terminate.

All or a portion of each Named Executive Officer's stock option award may also become vested and exercisable upon or in connection with a change of control or certain corporate transactions with respect to us, upon certain terminations of the Named Executive Officer's employment without cause or for a good reason resignation in connection with a change of control and in connection with terminations of employment resulting from disability or death. Please see the Potential Payments Upon Termination or Change of Control section below for a description of the vesting that may occur in such circumstances.

Each Named Executive Officer's stock option award was granted under, and is subject to the terms of, the 2008 Equity Incentive Plan. The plans are administered by the organization and compensation committee, and this committee has the ability to interpret and make all required determinations under the plans. This authority includes making required proportionate adjustments to outstanding stock options to reflect certain corporate transactions and making provision to ensure that participants satisfy any required withholding taxes.

The Named Executive Officers are not entitled to any dividend equivalent rights on their stock option awards, and stock option awards are generally only transferable to a beneficiary of a Named Executive Officer upon his death.

Short-Term Incentive Compensation. All of the Named Executive Officers were eligible to earn a short-term incentive compensation payment under the Incentive Compensation Policy or, for Mr. Robin, under an arrangement that mirrors the Incentive Compensation Policy. Please see Compensation Discussion and Analysis Current Executive Compensation Program Elements Short-Term Incentive Compensation and Discretionary Bonuses for a description of the material terms of the Incentive Compensation Policy and Mr. Robin's related short-term incentive compensation arrangement.

Table of Contents**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END FOR 2011**

The following table includes certain information with respect to the value of all unexercised options and stock awards previously awarded to the Named Executive Officers as of December 31, 2011.

Name	Grant Date	Option Awards		Option Exercise Price (\$)	Option Expiration Date(2)	Stock Awards		Equity Incentive Plan Awards: Payout value of Unearned Shares/ Units etc. That Have Not Vested (\$)(3)	
		Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)			Shares or Units of Stock That Have Not Vested (g)	Equity Incentive Plan Awards: Number of Unearned Shares/ Units etc. That Have Not Vested (i)		
(a)	(b)	Exercisable(1)	Unexercisable	(e)	(f)	(g)	(h)	(i)	(j)
Howard W. Robin	1/16/2007	27,548	6,887(4)	14.52	1/15/2015				
	1/16/2007	562,452	3,113(4)	14.52	1/15/2015				
	12/21/2007	700,000	0(5)	6.98	12/20/2015				
	2/25/2008	383,333	16,667(6)	6.46	2/24/2016				
	2/23/2009	371,875	153,125(6)	4.65	2/22/2017				
	2/1/2010	229,166	270,834(6)	11.34	1/31/2018				
	2/8/2011	62,500	237,500(6)	10.69	2/7/2019				
John Nicholson	10/2/2007	45,092	0(5)	8.87	10/1/2015				
	10/2/2007	154,908	0(5)	8.87	10/1/2015				
	12/21/2007	100,000	0(5)	6.98	12/20/2015				
	2/25/2008	81,458	3,542(6)	6.46	2/24/2016				
	2/23/2009	85,000	35,000(6)	4.65	2/22/2017				
	6/10/2009	93,750	56,250(5)	6.34	6/9/2017				
	11/18/2009	25,000	0(7)	9.24	11/17/2017				
	2/1/2010	55,000	65,000(6)	11.34	2/1/2018				
2/8/2011	13,125	49,875(6)	10.69	2/7/2019					
Stephen K.									
Doberstein, Ph.D.	1/6/2010	258,750	281,250(5)	9.53	1/5/2018				
	2/8/2011	12,500	47,500(6)	10.69	2/7/2019				
Rinko Ghosh	5/14/2002	2,800	0(8)	7.25	5/13/2012				
	5/14/2003	1,400	0(8)	7.84	5/13/2013				
	2/7/2005	3,000	0(9)	18.95	2/6/2013				
	8/1/2005	2,000	0(9)	18.76	7/31/2013				
	2/1/2006							3,600(10)	20,160
	8/15/2006	15,000	0(9)	16.39	8/14/2014				
	3/16/2007	9,900	0(6)	11.38	3/15/2015				
	3/20/2008	93,750	6,250(5)	6.65	3/19/2016				
	2/23/2009	28,333	11,667(5)	4.65	2/22/2017				
	2/23/2009	42,500	17,500(6)	4.65	2/22/2017				
	12/11/2009	50,000	50,000(5)	9.2	12/10/2017				
	2/1/2010	27,500	32,500(6)	11.34	1/31/2018				
	2/1/2010	27,500	32,500(5)	11.34	1/31/2018				
3/22/2010	43,750	56,250(6)	15.19	3/21/2018					
2/8/2011	20,833	79,167(6)	10.69	2/7/2019					
Gil M. Labrucherie	10/24/2005	30,000	0(4)	15.01	10/23/2013				

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3/16/2007	9,900	0(6)	11.38	3/15/2015
4/2/2007	10,500	0(6)	13.02	4/1/2015
12/21/2007	200,000	0(5)	6.98	12/20/2015
2/25/2008	67,083	2,917(6)	6.46	2/24/2016
2/23/2009	85,000	35,000(6)	4.65	2/22/2017
6/10/2009	109,375	65,625(5)	6.34	6/9/2017
11/18/2009	25,000	0(7)	9.24	11/17/2017
2/1/2010	55,000	65,000(6)	11.34	1/31/2018
2/8/2011	18,750	71,250(6)	10.69	2/7/2019

(1) All exercisable options are currently vested.

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- (2) For all Named Executive Officers, the expiration date shown is the normal expiration date occurring on the eighth anniversary of the grant date for grants made after 2003 and the tenth anniversary of the grant date for grants made before 2004, which is the latest date that the options may be exercised. Options may terminate earlier in certain circumstances, such as in connection with a Named Executive Officer's termination of employment or in connection with certain corporate transactions, including a change of control.
- (3) Restricted stock unit value is calculated based on the December 30, 2011, closing price of our common stock of \$5.60.
- (4) Options vest over a five year period, with the first 20% of the options vesting one year from the date of grant and the remaining portion of the options vesting pro-rata on a monthly basis over the following four years.
- (5) Options vest over a four year period, with the first 25% of the options vesting one year from the date of grant and the remaining portion of the options vesting pro-rata on a monthly basis over the following three years.
- (6) Options vest pro-rata on a monthly basis over a period of four years from the date of grant.
- (7) Options vest pro-rata on a monthly basis over a twelve month period.
- (8) Options vest over a five year period, with 0% of the options vesting for the first four years from the date of grant then the options vesting pro-rata on a monthly basis over the fifth year.
- (9) Options vest pro-rata on a monthly basis over a period of five years from the date of grant.
- (10) This restricted stock unit award vests based upon achievement of a regulatory filing for a proprietary drug candidate development program before the eighth anniversary of the grant date.

OPTION EXERCISES AND STOCK VESTED IN 2011

The following table includes certain information with respect to the exercise of stock options by the Named Executive Officers during the fiscal year ended December 31, 2011, and on the vesting during our 2011 fiscal year of stock awards held by the Named Executive Officers.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
(a)	(b)	(\$)(c)	(#)(d)	(\$)(1)(e)
Howard W. Robin				
John Nicholson			2,500	13,350
Stephen K. Doberstein, Ph.D.				
Rinko Ghosh				
Gil M. Labrucherie				

- (1) The dollar amounts shown for restricted stock unit awards in Column (e) above are determined by multiplying (i) the number of restricted stock units becoming vested by (ii) the per-share closing price of our common stock on the release date.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

The following section describes the benefits that may become payable to the Named Executive Officers employed by us on the date of this proxy statement in connection with their termination of employment with us or in connection with a change of control.

All of the severance and other benefits described in this section will be paid or provided by us. For purposes of this section, we have assumed that (i) the price per share of our common stock is equal to the closing price per share on the last trading day of the fiscal year ended December 31, 2011 (\$5.60), and (ii) the value of any stock options or restricted stock units that may be accelerated is equal to the full value of such awards on that date (i.e., the full spread value for stock options and the full closing price per share on the applicable date for restricted stock unit awards). No value is attributed to any stock options with an exercise price greater than or equal to \$5.60. Please see Compensation Discussion and Analysis Severance and Change of Control Benefits for a discussion of how the payments and benefits presented below were determined.

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Severance Benefits No Change of Control

Each of the Named Executive Officers is a party to certain letter agreements and our standard form executive employment agreement, and these agreements include provisions for severance benefits upon certain terminations of employment that are not related to a change of control. Upon a termination of employment by us without cause or by the executive for a good reason resignation (as defined in the CIC Plan and described below), the executive would be entitled to the following severance benefits: (i) a cash severance payment equal to his or her total annual cash compensation target (including base salary and the target value of his or her annual incentive bonus, as such bonus target may be adjusted downward to take into account our performance through the fiscal quarter preceding termination), (ii) an extension of the exercise period for the vested and unexercised portion of all outstanding stock options held by him or her for up to 12 months (18 months for Mr. Robin) following termination and (iii) payment of all applicable COBRA premiums for the executive for up to one year following the termination date. In order to receive the severance benefits described above, each executive must first execute an effective waiver and release of claims in favor of us. Each executive's cash severance payment will ordinarily be paid in a lump-sum within 60 days following the executive's separation from service, although payment will be delayed to the extent required to comply with Section 409A of the Internal Revenue Code.

If a Named Executive Officer's employment with us terminates as a result of death, the executive's outstanding unvested stock options will become fully vested upon their death and will be exercisable for up to 18 months following termination pursuant to the terms of the company's equity incentive compensation plans. In addition, in the case of Messrs. Robin, Nicholson and Dr. Doberstein, the executive's estate would be entitled to a pro-rata portion of their target annual incentive bonus for the year in which his death occurred.

If a Named Executive Officer terminates employment with us as a result of disability, the executive's outstanding unvested stock options will become fully vested upon his disability and will be exercisable for up to twelve months following termination pursuant to the terms of the company's equity incentive compensation plans. In addition, pursuant to their offer letter agreements, Messrs. Robin, Nicholson and Dr. Doberstein would be entitled to receive a pro-rata portion of their target annual incentive bonus for the year of termination.

Pursuant to our standard form employment agreement, following a termination of employment, each Named Executive Officer will be subject to an indefinite restriction on the disclosure of our confidential information and a one-year non-solicitation restriction covering our customers and employees, as well as certain other restrictions.

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The following table lists the estimated amounts that would become payable to each of the Named Executive Officers under the circumstances described above, assuming that the applicable triggering event occurred on December 31, 2011.

Executive & Triggering Event	Estimated Value of Cash Severance (\$)	Estimated Value of COBRA Benefits (\$)(1)	Estimated Value of Vesting Acceleration (\$)(2)	Estimated Value of Pro-Rata Bonus (\$)	Estimated Total (\$)
Howard W. Robin					
Without Cause or Good Reason	1,377,863	26,206	N/A	N/A	1,404,069
Disability	N/A	N/A	145,469	590,513	735,981
Death	N/A	N/A	145,469	590,513	735,981
John Nicholson					
Without Cause or Good Reason	745,500	29,738	N/A	N/A	775,238
Disability	N/A	N/A	33,250	248,500	281,750
Death	N/A	N/A	33,250	248,500	281,750
Stephen K. Doberstein, Ph.D.					
Without Cause or Good Reason	633,000	18,337	N/A	N/A	651,337
Disability	N/A	N/A	0	211,000	211,000
Death	N/A	N/A	0	511,000	211,000
Rinko Ghosh					
Without Cause or Good Reason	645,000	16,956	N/A	N/A	661,956
Disability	N/A	N/A	27,709	N/A	27,709
Death	N/A	N/A	27,709	N/A	27,709
Gil M. Labrucherie					
Without Cause or Good Reason	706,500	26,206	N/A	N/A	732,706
Disability	N/A	N/A	33,250	N/A	33,250
Death	N/A	N/A	33,250	N/A	33,250

(1) The value of COBRA benefits are based upon actual rates as of December 2011.

(2) Based on \$5.60 per share which represents the closing price of our common stock on December 31, 2011.

Severance Benefits Change of Control

Each of the Named Executive Officers is covered under the CIC Plan. The CIC Plan provides for certain severance benefits to these executives and our other employees covered by the plan upon certain terminations of employment occurring in connection with a change of control of us.

If a change of control of the company occurs, each Named Executive Officer will be entitled to severance benefits under the CIC Plan if the executive's employment is terminated by us or a successor company without cause or by the executive for a good reason resignation, in each case within a period generally beginning on the date the agreement providing for a change of control is executed and ending twelve months following the change of control. Severance benefits under the CIC Plan include: (i) a cash severance payment equal to 12 months of base salary (24 months for Mr. Robin) and the target value of the executive's annual incentive bonus, (ii) payment by us of the same portion of the executive's COBRA premiums as we pay for active employees' group health coverage for up to 12 months (18 months for Mr. Robin) following termination, (iii) provision of up to \$5,000 for outplacement services received within 12 months following termination, (iv) accelerated vesting of all outstanding stock options, restricted stock units and other outstanding equity awards; and (v) other than in the case of Dr. Doberstein, a gross up payment to compensate the executive for excise taxes (if any) imposed under Section 4999 of the Internal Revenue Code, but only to the extent the excise taxes cannot be avoided by reducing the severance benefits by an amount not exceeding 10% such that the executive receives a greater-after tax amount as a result of the "cut-back" in benefits. In April 2011, the board of directors amended the CIC Plan

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so that this gross up benefit is not available for new hires following January 1, 2010 but is grandfathered for employees who joined the CIC Plan before that date so long as they are not promoted to a position such that he or she would be entitled to additional benefits under the plan. Accordingly, Dr. Doberstein is not entitled to this gross up benefit as he joined the CIC Plan after January 1, 2010. In order to receive the severance benefits described above, each executive must first execute an effective waiver and release of claims in favor of us pursuant to a separation and release agreement. Each executive's cash severance payment will ordinarily be paid in a lump-sum within 60 days following the executive's separation from service, although payment will be delayed to the extent required to comply with Section 409A of the Internal Revenue Code.

For the purposes of the CIC Plan, a good reason resignation means a resignation upon the occurrence of one or more of the following events: (i) assignment of any authority, duties or responsibilities that results in a material diminution in the executive's authority, duties or responsibilities as in effect immediately prior to the change of control, (ii) assignment to a work location more than 50 miles from the executive's immediately previous work location, unless such reassignment of work location decreases the executive's commuting distance from his or her residence to the executive's assigned work location, (iii) a material diminution in the executive's monthly base salary as in effect on the date of the change of control or as increased thereafter, (iv) notice to the executive by us or the successor company during the 12-month period following the change of control that the executive's employment will be terminated under circumstances that would trigger severance benefits under the CIC Plan but for the designation of a date for termination that is greater than 12 months following the change of control and (v) for Mr. Robin, if he does not serve in his same position in the successor company or is not appointed to the board of directors of the successor company. In order for a good reason resignation to occur, the executive must first give us timely written notice of the grounds for good reason resignation, and we must have failed to cure such condition after a period of 30 days.

Pursuant to the CIC Plan, the separation and release agreement that each of the Named Executive Officers will be required to execute to receive severance benefits under the plan will also require each executive to agree to continue to be subject to the restrictions on the disclosure of our confidential information in his or her employment agreement, to non-solicitation restrictions and to certain other restrictions.

Had a change of control occurred during the 2011 fiscal year and had the employment of each of the Named Executive Officers terminated on December 31, 2011 under one of the qualifying circumstances described above, each executive would have been entitled to receive the estimated benefits set forth in the table below.

Name(1)	Estimated Value of Cash Severance (\$)	Estimated Value of COBRA and Outplacement Benefits (\$)(2)	Estimated Value of Vesting Acceleration (\$)(1)	Estimated Value of Excise Tax Gross-Up (\$)	Estimated Total (\$)
Howard W. Robin	2,755,725	44,309	145,469	0	2,945,503
John Nicholson	745,500	34,738	33,250	0	813,488
Stephen K. Doberstein	633,000	23,337	0	0	656,337