

PUMA BIOTECHNOLOGY, INC.
Form DEFA14A
April 29, 2016

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

PUMA BIOTECHNOLOGY, INC.

(Name of the Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

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

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

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Shareowner Services

P.O. Box 64945

St. Paul, MN 55164-0945

Puma Biotechnology, Inc.

**ANNUAL MEETING OF
STOCKHOLDERS**

Monday, June 13, 2016

1:00 p.m. local time

Luxe Sunset Boulevard Hotel

11461 Sunset Boulevard

Los Angeles, California 90049

**Directions to the Puma Biotechnology,
Inc.**

Annual Meeting are available at

www.proxydocs.com/pbyi

Important Notice Regarding the Availability of Proxy Materials for the

Stockholder Meeting to be Held on June 13, 2016.

Notice is hereby given that the Annual Meeting of Stockholders of Puma Biotechnology, Inc. will be held at the Luxe Sunset Boulevard Hotel, 11461 Sunset Boulevard, Los Angeles, California 90049 on Monday, June 13, 2016, at 1:00 p.m. local time.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement for the 2016 Annual Meeting, including a proxy card sample, and our Annual Report for our fiscal year ended December 31, 2015, which consists of a letter to stockholders and our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, are available at ..

If you want to receive a paper copy or an email with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the

reverse side of this notice on or before May 31, 2016, to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

1. The election of the following five director nominees, as described under Proposal 1 of the Proxy Statement:
1. Alan H. Auerbach 2. Jay M. Moyes 3. Adrian M. Senderowicz 4. Troy E. Wilson 5. Frank E. Zavrl
2. Ratification of the selection of PKF Certified Public Accountants, a Professional Corporation, as independent registered public accounting firm of Puma Biotechnology, Inc. for the fiscal year ending December 31, 2016.
3. Approval of an amendment to Puma Biotechnology, Inc.'s Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to eliminate the ability of stockholders to act by written consent.
4. Approval of an amendment to the Certificate of Incorporation to eliminate the mandatory indemnification of all persons covered by Section 145 of the General Corporation Law of the State of Delaware.

The Board of Directors recommends that you vote **FOR** the election of the five director nominees, **FOR** the ratification of the selection of PKF Certified Public Accountants, a Professional Corporation, as independent registered public accounting firm of Puma Biotechnology, Inc. for the fiscal year ending December 31, 2016, **FOR** the approval of the amendment to the Certificate of Incorporation to eliminate the ability of stockholders to act by written consent, and **FOR** the approval of the amendment to the Certificate of Incorporation to eliminate the mandatory indemnification of all persons covered by Section 145 of the General Corporation Law of the State of Delaware.

THIS IS NOT A FORM FOR VOTING

You may immediately vote your proxy on the Internet at:

Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 12:00 noon (CT) on June 12, 2016.

Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy.

Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

THIS IS NOT A FORM FOR VOTING

You may immediately vote your proxy on the Internet at:

To request paper copies of the proxy materials, which include the proxy card, proxy statement and annual report, please contact us via:

Internet Access the Internet and go to .. Follow the instructions to log in, and order copies.

Telephone Call us free of charge at 866-870-3684 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.

Email Send us an email at with pbyi Materials Request in the subject line.

The email must include:

The 11-digit control # located in the box in the upper right hand corner on the front of this notice.

Your preference to receive printed materials via mail **-or-** to receive an email with links to the electronic materials.

If you choose email delivery you must include the email address.

If you would like this election to apply to delivery of material for all future meetings, write the word Permanent and include the last 4 digits of your Tax ID number in the email.

Important Information about the Notice of Proxy Materials

This Notice Regarding the Online Availability of Proxy Materials (Notice) is provided to stockholders in place of the printed materials for the upcoming Stockholders Meeting.

Information about the Notice:

In 2007, the Securities and Exchange Commission adopted a voluntary rule permitting Internet-based delivery of proxy materials. Companies can now send Notices, rather than printed proxy materials to stockholders. This may help lower mailing, printing and storage costs for the company, while minimizing environmental impact. This Notice contains specific information regarding the meeting, proposals and the Internet site where the proxy materials may be found.

To view the proxy materials online:

Please refer to the instructions in this Notice on how to access and view the proxy materials online, including the proxy card, annual report and proxy statement.

To receive paper copies of the proxy materials:

Please refer to the instructions in this Notice on how to request hard copies of proxy materials via phone, email or Internet.