

PUMA BIOTECHNOLOGY, INC.
Form DEFA14A
December 23, 2015

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:

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News Release

ISS Recommends That Puma Biotechnology Shareholders Reject Eshelman's Consent Solicitation by REVOKING CONSENT on Puma's

BLUE Consent Revocation Card

LOS ANGELES, Calif., Dec. 23, 2015 Puma Biotechnology, Inc. (NYSE: PBYI) (Puma or the Company) today announced that ISS, the leading independent proxy advisory firm, recommends that Puma shareholders revoke all consents on the BLUE Consent Revocation Card thereby rejecting the consent solicitation by Fredric Eshelman, who owns less than 1.0% of the Company's shares.

In its December 22, 2015 report, ISS concluded*:

Shareholder support for a dissident campaign that rapidly evolved from a request for information to an urgent consent solicitation demands an argument significantly more compelling than the case presented thus far. In light of Puma's recent board additions and the fact that the company is currently in a critical stage of its strategic plan, a change to the board composition—particularly a near-doubling of the current board size—does not appear prudent at this stage. As such, shareholders should support the board's request to REVOKE CONSENT.

We welcome the support of ISS," said Alan H. Auerbach, Chief Executive Officer and President of Puma. "This recommendation reaffirms our strong belief that Puma's board is best positioned to build value for all of Puma's shareholders. Eshelman's actions are not in the best interests of Puma's shareholders. We are thankful for all of the continued support we have received from our shareholders.

The Company urges shareholders to show support for their Company by signing, dating and returning their BLUE Consent Revocation Card today. Company shareholders are reminded that their revocation is important, no matter how many or how few shares they own. Shareholders who have questions or need any assistance revoking their consents may contact Innisfree M&A Incorporated, which is assisting the Company in this matter, toll-free at (888) 750-5834 or (212) 750-5833.

**Permission to use quotations from the ISS report was neither sought nor obtained.*

Your Revocation Is Important, No Matter How Many Or How Few Shares You Own.

If you have questions about how to revoke your consent, or need additional assistance, please contact the firm assisting us in the solicitation:

INNISFREE M&A INCORPORATED

Shareholders May Call Toll-Free: (888) 750-5834

Banks and Brokers May Call Collect: (212) 750-5833

IMPORTANT

We urge you NOT to sign any consent sent to you by Eshelman.

Additional Information and Where You Can Find It

The Company and certain of its directors and executive officers may be deemed to be participants in a solicitation of consent revocations from the Company's shareholders in connection with the consent solicitation by Dr. Fredric N. Eshelman. The Company has filed a definitive consent revocation statement with the SEC in connection with such consent solicitation (the "Consent Revocation Statement"). Information regarding the names of the Company's directors and executive officers and their respective interests in the Company by security holdings or otherwise is set forth in the Consent Revocation Statement filed with the SEC on December 10, 2015. This document is available free of charge at the SEC's website at www.sec.gov. Additional information regarding the interests of potential participants will be included in the Consent Revocation Statement and any other relevant documents filed with the SEC in connection with the consent solicitation.

The Company has filed the definitive Consent Revocation Statement with the SEC and has mailed the definitive Consent Revocation Statement and a consent revocation card to each shareholder entitled to deliver a written consent in connection with the consent solicitation. **THE COMPANY URGES INVESTORS TO READ ANY CONSENT REVOCATION STATEMENT (INCLUDING ANY SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT THE COMPANY MAY FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Shareholders will be able to obtain, free of charge, copies of any Consent Revocation Statement and any other documents filed by the Company with the SEC in connection with the consent solicitation at the SEC's website at www.sec.gov.

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