

Akebia Therapeutics, Inc.  
Form DEF 14A  
April 29, 2016  
**Table of Contents**

**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 Under §240.14a-12

**AKEBIA THERAPEUTICS, INC.**

**(Name of Registrant as Specified In Its Charter)**

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

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

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

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

(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:

**Table of Contents**

**Akebia Therapeutics, Inc.**

**245 First Street, Suite 1100**

**Cambridge, MA 02142**

**NOTICE OF 2016 ANNUAL MEETING OF STOCKHOLDERS**

Notice is hereby given that the 2016 Annual Meeting of Stockholders of Akebia Therapeutics, Inc. (the Company or Akebia ) will be held on June 16, 2016, at 10:00 a.m. Eastern Time, at our headquarters located at 245 First Street, Suite 1100, Cambridge, Massachusetts 02142. The purposes of the meeting are as follows:

1. Elect two directors, Maxine Gowen and Anupam Dalal, to serve as Class II directors until the 2019 Annual Meeting of stockholders and until their successors are duly elected and qualified, subject to their earlier resignation or removal;
2. Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016; and
3. Transact such other business as may properly come before the meeting or at any and all adjournments or postponements thereof.

The proposal for the election of directors relates solely to the election of Class II directors nominated by the Board of Directors.

Our Board of Directors recommends that you vote FOR each of the nominees for Class II director (Proposal No. 1) and FOR the ratification of the proposed independent registered public accounting firm (Proposal No. 2).

Each outstanding share of the Company's common stock (NASDAQ: AKBA) entitles the holder of record at the close of business on April 18, 2016 to receive notice of and to vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting.

We are pleased to take advantage of the Securities and Exchange Commission rules that allow companies to furnish their proxy materials over the Internet. We are mailing to many of our stockholders a Notice of Internet Availability of Proxy Materials instead of a paper copy of our proxy materials and our 2015 Annual Report on Form 10-K. The Notice contains instructions on how to access those documents and cast your vote via the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials and our 2015 Annual Report on Form 10-K. All stockholders who do not receive a Notice will receive a paper copy of the proxy materials and the Annual Report by mail. This process allows us to provide our stockholders with the information they need on a more timely basis, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials.

Your vote is important. Whether or not you are able to attend the meeting in person, it is important that your shares be represented. To ensure that your vote is recorded promptly, please vote as soon as possible, even if you plan to attend

the meeting, by submitting your proxy via the Internet at the address listed on the proxy card or by signing, dating and returning the proxy card. If your shares are held in a bank or brokerage account, please refer to the materials provided by your bank or broker for voting instructions.

All stockholders are extended a cordial invitation to attend the meeting.

By Order of the Board of Directors,

John P. Butler

*President and Chief Executive Officer*

Cambridge, Massachusetts

April 29, 2016

**Table of Contents**

**TABLE OF CONTENTS**

<b><u>PROXY STATEMENT FOR 2016 ANNUAL MEETING OF STOCKHOLDERS</u></b>	<b>Page</b> 1
<b><u>GENERAL INFORMATION</u></b>	1
<b><u>OVERVIEW OF PROPOSALS</u></b>	4
<b><u>PROPOSAL NO. 1 ELECTION OF DIRECTORS</u></b>	4
<b><u>DIRECTOR BIOGRAPHIES</u></b>	5
<b><u>CORPORATE GOVERNANCE</u></b>	8
<b><u>DIRECTOR COMPENSATION</u></b>	13
<b><u>PROPOSAL NO. 2 RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC</u></b>	
<b><u>ACCOUNTING FIRM</u></b>	15
<b><u>AUDIT COMMITTEE REPORT</u></b>	17
<b><u>EXECUTIVE OFFICERS</u></b>	18
<b><u>EXECUTIVE COMPENSATION</u></b>	20
<b><u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u></b>	26
<b><u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u></b>	27
<b><u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u></b>	29
<b><u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u></b>	30
<b><u>GENERAL MATTERS</u></b>	31
<b><u>HOUSEHOLDING OF PROXY MATERIALS</u></b>	32

**Table of Contents**

**Akebia Therapeutics, Inc.**

**245 First Street, Suite 1100**

**Cambridge, MA 02142**

**PROXY STATEMENT FOR 2016 ANNUAL MEETING OF STOCKHOLDERS**

**GENERAL INFORMATION**

**When will this Proxy Statement and the accompanying materials be made available to stockholders?**

Beginning on May 6, 2016, we will be mailing to many of our stockholders a Notice of Internet Availability of Proxy Materials and proxy card. The Notice will contain instructions on how to request a paper copy of our proxy materials. All stockholders who do not receive a Notice will receive a paper copy of the proxy materials and the Annual Report by mail.

This Proxy Statement and accompanying proxy card or, for shares held through a bank or broker, voting instruction form, are scheduled to be sent to stockholders beginning on May 6, 2016.

**Who is soliciting my vote?**

The Board of Directors of the Company is soliciting your vote for the 2016 Annual Meeting of Stockholders.

**When is the record date for the Annual Meeting?**

The Company's Board of Directors fixed the record date for the Annual Meeting as of the close of business on April 18, 2016.

**How many votes can be cast by all stockholders?**

A total of 37,946,010 shares of common stock of the Company were outstanding on April 18, 2016 and are entitled to be voted at the meeting. Each share of common stock is entitled to one vote on each matter.

**How do I vote?**

If you are a stockholder of record and your shares are registered directly in your name, you may vote:

**By Internet.** You may vote by proxy via the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions provided on the Notice of Internet Availability of Proxy Materials or the proxy card.

**By Telephone.** If you live in the United States or Canada, you may vote by proxy by calling toll-free 1-800-690-6903 and by following the instructions provided on the proxy card. You must have the control number that is on either the notice or the proxy card when voting.

**By Mail.** Complete and mail your proxy card in the postage prepaid envelope you receive, and return the proxy card to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Your proxy will be voted in accordance with your instructions. If you sign and return the enclosed proxy but do not specify how you want your shares voted, they will be voted **FOR** the election of the director nominees named herein to the Company's Board of Directors and **FOR** the ratification of Ernst & Young as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016, and will be voted according to the discretion of the named proxy holder on the proxy card upon any other business that may properly be brought before the meeting and at all adjournments and postponements thereof.

**In Person at the Meeting.** If you attend the meeting, be sure to bring a form of personal picture identification with you. You may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the meeting.

## **Table of Contents**

If your shares of common stock are held by a bank, broker or other nominee, you may vote:

**By Internet or By Telephone.** You will receive instructions from your bank, broker or other nominee if you are permitted to vote by Internet or telephone.

**By Mail.** You will receive instructions from your bank, broker or other nominee explaining how to vote your shares by mail.

**In Person at the Meeting.** If you attend the meeting, in addition to picture identification, you should bring an account statement or a letter from the record holder indicating that you owned the shares as of the record date, and contact the broker or other nominee who holds your shares to obtain a broker's proxy card and bring it with you to the meeting.

### **What are the Board's recommendations on how to vote my shares?**

The Board of Directors recommends a vote:

Proposal 1: FOR election of Maxine Gowen and Anupam Dalal as Class II Directors.

Proposal 2: FOR ratification of selection of Ernst & Young LLP, or Ernst & Young, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

### **Who pays the cost of soliciting proxies?**

The Company will bear the cost of solicitation of proxies. This includes the charges and expenses of brokerage firms and other third parties or other vendors for forwarding solicitation material to beneficial owners of our outstanding common stock. The Company may solicit proxies by mail, personal interview, telephone or via the Internet through its officers, directors and other management employees, who will receive no additional compensation for their services.

### **Can I change my vote?**

You may revoke your proxy at any time before it is voted by notifying the Secretary in writing, by returning a signed proxy with a later date, by transmitting a subsequent vote over the Internet prior to the close of the Internet voting facility, by transmitting a subsequent vote by telephone prior to the close of the telephone voting facility, or by attending the meeting and voting in person. If your stock is held by a bank, broker or other nominee, you must contact your bank, broker or nominee for instructions as to how to change your vote.

### **How is a quorum reached?**

The presence, in person or by proxy, of holders of at least a majority of the total number of outstanding shares entitled to vote is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes (*i.e.*, shares represented at the meeting held by brokers, bankers or other nominees for which instructions have not been received from the beneficial owners or persons entitled to vote such shares and such brokers or nominees do not have discretionary voting power to vote such shares), if any, will be counted for purposes of determining whether a quorum is present for the transaction of business at the meeting.

**What vote is required to approve each item?**

Directors are elected by a plurality of votes cast. A vote to abstain or a broker non-vote will have no direct effect on the outcome (Proposal 1). A majority of votes cast is necessary for ratification of the selection of Ernst & Young as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 (Proposal 2). A vote to abstain will have no direct effect on the outcome.

## **Table of Contents**

If there are insufficient votes to approve these proposals, your proxy may be voted by the persons named in the proxy card to adjourn the Annual Meeting in order to solicit additional proxies in favor of the approval of such proposal(s).

### **Could other matters be decided at the Annual Meeting?**

The Company does not know of any other matters that may be presented for action at the Annual Meeting. Should any other business come before the meeting, the persons named in the accompanying proxy will have discretionary authority to vote the shares represented by such proxies in accordance with their best judgment. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that come before the Annual Meeting unless they receive instructions from you with respect to such matter.

### **What happens if the meeting is postponed or adjourned?**

Your proxy may be voted at the postponed or adjourned meeting. You will still be able to change your proxy until it is voted. If the Annual Meeting is adjourned or postponed for any purpose, at any subsequent reconvening of the meeting your proxy will be voted in the same manner as it would have been voted at the original convening of the Annual Meeting unless you withdraw or revoke your proxy.

### **What does it mean if I receive more than one proxy card or voting instruction form?**

If you receive more than one proxy card or voting instruction form, it may be because you have multiple accounts at the transfer agent or with brokers. Please complete and return all proxy cards or voting instruction forms to ensure that all of your shares are voted.

### **Who should I call if I have any additional questions?**

If you hold your shares directly, please call Nicole R. Hadas, Secretary of the Company, at (617) 871-2098. If your shares are held by a bank, broker or other nominee, please call the telephone number provided on your voting instruction form or contact your bank, broker or nominee holder directly.

**Table of Contents****OVERVIEW OF PROPOSALS**

This Proxy Statement contains two proposals requiring stockholder action. Proposal 1 requests the election of two directors to the Board of Directors. Proposal 2 requests the ratification of the appointment of Ernst & Young as our independent registered public accounting firm for the fiscal year ending December 31, 2016. Each of the proposals is discussed in more detail in the pages that follow.

**PROPOSAL NO. 1 ELECTION OF DIRECTORS**

The Board of Directors is divided into three classes. One class is elected each year at the Annual Meeting of stockholders for a term of three years. Vacancies on the Board of Directors are filled exclusively by the affirmative vote of a majority of the remaining directors, even if less than a quorum is present, and not by stockholders. A director elected by the Board of Directors to fill a vacancy in a class shall hold office for the remainder of the full term of that class and until the director's successor is duly elected and qualified, or until his or her earlier resignation, death, or removal.

The terms of the Class II directors are scheduled to expire on the date of the upcoming Annual Meeting. Based on the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors, the Board of Directors' nominees for election by the stockholders are the two current Class II members: Maxine Gowen and Anupam Dalal. If elected, each nominee will serve as a director until the Annual Meeting of stockholders in 2019 and until his or her successor is duly elected and qualified, or until his earlier death, resignation, or removal.

It is intended that the proxy in the form presented will be voted, unless otherwise indicated, for the election of the Class II director nominees to the Board of Directors. If any of the nominees should for any reason be unable or unwilling to serve at any time prior to the Annual Meeting, the proxies will be voted for the election of such substitute nominee as the Board of Directors may designate.

**Nominees for Class II Directors**

The names of the nominees for Class II directors and certain information about each as of March 31, 2016 are set forth below.

<b>Name</b>	<b>Positions and Offices Held with Akebia Therapeutics, Inc.</b>	<b>Director Since</b>	<b>Age</b>
Maxine Gowen	Director	2014	58
Anupam Dalal	Director	2008	44

The two nominees for director with the highest number of affirmative votes will be elected as directors. It is intended that, unless you give contrary instructions, shares represented by proxies will be voted for the election of the two nominees listed above as director nominees. The Company has no reason to believe that any nominee will be unable to serve. In the event that one or more nominees is unexpectedly not available to serve, proxies may be voted for another person nominated as a substitute by the Board of Directors, or the Board of Directors may reduce the number of directors to be elected at the Annual Meeting. Biographical information relating to each nominee for election as director and each continuing director is shown below. The Company believes that each director meets the minimum qualifications established by the Nominating and Corporate Governance Committee of our Board of Directors.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF  
THESE NOMINEES FOR CLASS II DIRECTOR**

**(PROPOSAL 1 ON YOUR PROXY CARD)**

**Table of Contents****DIRECTOR BIOGRAPHIES**

The biographical information as of March 31, 2016 about the nominees for Class II directors are set forth below.

**Class II Director Nominees**

**Maxine Gowen, Ph.D.** has served as a member of our Board of Directors since 2014. Dr. Gowen joined Trevena, Inc., a biopharmaceutical company, in 2007 as its founding President and Chief Executive Officer. Prior to this position, Dr. Gowen held a variety of leadership roles at GlaxoSmithKline, or GSK, over a period of 15 years. As Senior Vice President for the company's Center of Excellence for Drug Discovery, she developed an innovative new approach to externalizing drug discovery. Dr. Gowen was previously President and Managing Partner at SR One, the venture capital subsidiary of GSK, where she led its investments in and served on the Board of Directors of numerous companies. Dr. Gowen also previously served as Vice President, Drug Discovery, Musculoskeletal Diseases at GSK, where she was responsible for drug discovery and early development for osteoporosis, arthritis and metastatic bone disease. Dr. Gowen graduated with a B.Sc. in biochemistry from the University of Bristol, U.K., received a Ph.D. in cell biology from the University of Sheffield, U.K., and received an M.B.A. from the Wharton School of the University of Pennsylvania. Dr. Gowen served on the Board of Directors of Human Genome Sciences, a biopharmaceutical company, until the company's acquisition by GSK in July 2012, and she currently serves on the Board of Directors of Idera Pharmaceuticals, the Biotechnology Industry Organization, or BIO, and its Pennsylvania affiliate, PA Bio. We believe that Dr. Gowen is qualified to serve on our Board of Directors due to her leadership experience at public companies and in the biopharmaceutical industry.

**Anupam Dalal, M.D.** has served as a member of our Board of Directors since 2008. Dr. Dalal has been a managing director at Kearny Venture Partners since 2008. Prior to working at Kearny Venture Partners, Dr. Dalal was a Principal at Flagship Ventures. Dr. Dalal currently serves on the Board of Directors of Aerpio Therapeutics, Inc. and has previously served on the Board of Directors of Resolvix Pharmaceuticals and Pervasis Therapeutics. Dr. Dalal received a B.A. in Economics from the University of California at Berkeley, an M.B.A. from Harvard Business School, and an M.D. from the University of California, San Francisco. Dr. Dalal was a resident in surgery at Brigham and Women's Hospital/Harvard Medical School. We believe that Dr. Dalal is qualified to serve on our Board of Directors due to his investment and board experience in the biotechnology sector.

**Current Directors Not Standing For Election At The Annual Meeting**

Our Board of Directors is currently comprised of eight members. Set forth below is the biographical information as of March 31, 2016 for the members of the Board of Directors who are not standing for election or re-election at this year's Annual Meeting.

**Positions and Offices**

Held with Akebia		Class and Year			
Name	Therapeutics, Inc.	Director	in Which Term		Age
		Since	Will Expire		
Ronald C. Renaud, Jr.	Director	2014	Class I	2018	47
Duane Nash	Director	2013	Class I	2018	45
Michael D. Clayman	Director	2014	Class I	2018	63
Michael S. Wyzga	Director	2014	Class III	2017	61

# Edgar Filing: Akebia Therapeutics, Inc. - Form DEF 14A

John P. Butler	Director, President and Chief Executive Officer	2013	Class III	2017	51
Muneer A. Satter	Director, Chairman of the Board	2012	Class III	2017	55

**Ronald C. Renaud, Jr.** has served as a member of our Board of Directors since 2014. Mr. Renaud has been the Chief Executive Officer of RaNA Therapeutics, Inc., a biopharmaceutical company, since December 2014. Previously, Mr. Renaud served as President and Chief Executive Officer of Idenix Pharmaceuticals, Inc., or Idenix, a biopharmaceutical company, from October 2010 through its acquisition by Merck which was completed

## **Table of Contents**

in August 2014. He previously served as the Chief Financial Officer of Idenix from the time he joined Idenix in June 2007 and was additionally appointed Chief Business Officer in June 2010. Prior to joining Idenix, Mr. Renaud served as Senior Vice President and Chief Financial Officer of Keryx Biopharmaceuticals, Inc., a biopharmaceutical company, from February 2006 to May 2007. He was a senior research analyst and global sector coordinator for JP Morgan Securities from May 2004 until February 2006, where he was responsible for the biotechnology equity research effort, covering all ranges of capitalized biotechnology companies. He also spent more than five years at Amgen Inc., where he held positions in clinical research, investor relations and finance. Mr. Renaud currently serves as a director of RaNA Therapeutics, Inc. and PTC Therapeutics, Inc. Mr. Renaud holds a B.A. from St. Anselm College and an M.B.A. from the Marshall School of Business at the University of Southern California. We believe that Mr. Renaud is qualified to serve on our Board of Directors because of his leadership and finance experience at public biotechnology companies, his investment banking background and his deep knowledge of the life sciences industry.

**Duane Nash, M.D.** has served as a member of our Board of Directors since 2013. Dr. Nash has been President of Vital Therapies, Inc., or Vital Therapies, a biopharmaceutical company, since March 2016. Dr. Nash previously served as Executive Vice President since 2013 and Chief Business Officer since 2012. In 2012 and 2013, he also served as Medical Director. Dr. Nash joined Vital Therapies from Wedbush PacGrow Life Sciences, an investment bank, where he was employed from March 2009 to March 2012 serving most recently as Senior Vice President in Equity Research. Before that he was a research analyst at Pacific Growth Equities, an investment bank, from April 2008 through March 2009, which was subsequently acquired by Wedbush Securities, Inc. Dr. Nash also practiced as an attorney from November 2002 to February 2008, most recently at the law firm of Davis Polk, where he focused on intellectual property litigation and corporate matters. Dr. Nash currently serves on the Board of Directors of Aerpio Therapeutics, Inc. Dr. Nash earned a B.A. in biology from Williams College, an M.D. from Dartmouth Medical School, a J.D. from the University of California, Berkeley, and an M.B.A. from the University of Oxford. Dr. Nash completed his internship in general surgery at the University of California at San Francisco. We believe that Dr. Nash is qualified to serve on our Board of Directors due to his management experience in the biotechnology sector and his investment banking background.

**Michael D. Clayman, M.D.** has served as a member of our Board of Directors since 2014. Dr. Clayman is a co-founder and director of Flexion Therapeutics, Inc., a specialty pharmaceutical company, and has served as President and Chief Executive Officer since the company's inception in 2007. Previously, Dr. Clayman served in senior management positions at Eli Lilly and Company, or Lilly, most recently as Vice President, Lilly Research Laboratories, and General Manager of Chorus, Lilly's early-phase development accelerator. Prior to Lilly, Dr. Clayman was an Assistant Professor in the School of Medicine at the University of Pennsylvania, where his research centered on the immunopathogenesis of renal disease. Additionally, Dr. Clayman is the recipient of the Physician Scientist Award from the National Institutes of Health. Since December 2015, Dr. Clayman has been serving as a director of Anokion SA., a private biopharmaceutical company. Dr. Clayman earned a B.A. from Yale University and an M.D. from the University of California, San Diego School of Medicine. Following an internship and residency in internal medicine at the University of California, San Francisco Moffitt Hospitals, Dr. Clayman completed clinical and research fellowships in nephrology at the University of Pennsylvania. We believe that Dr. Clayman is qualified to serve on our Board of Directors due to his clinical and research experience, along with his more than 20 years of experience in pharmaceutical development.

**Michael S. Wyzga** has served as a member of our Board of Directors since 2014. He is currently a consultant to a number of biotechnology companies. Prior to that, Mr. Wyzga served as the President and Chief Executive Officer and a member of the Board of Directors of Radius Health, Inc., a biopharmaceutical company, from December 2011 to November 2013. Prior to joining Radius Health, Mr. Wyzga served in various senior management positions at Genzyme Corporation, a global biotechnology company. Mr. Wyzga joined Genzyme in February 1998 and most

recently served as Executive Vice President, Finance from May 2003 until November 2011 and as Chief Financial Officer from July 1999 until November 2011. Mr. Wyzga previously served on the Board of Directors of Idenix Pharmaceuticals, Inc., a biotechnology company that was acquired by Merck in August 2014, where he also served as the Chairman of the Audit Committee and a member of the Compensation

---

**Table of Contents**

Committee; Prosensa Holding N.V., a biopharmaceutical company that was acquired by BioMarin Falcons B.V. in 2014; and Altus Pharmaceuticals, Inc., a biopharmaceutical company that ceased operations in November 2009. Mr. Wyzga currently serves on the Board of Directors of Oncomed Pharmaceuticals, Inc., a biopharmaceutical company, where he is a member of the Audit Committee, and Exact Sciences Corp., a molecular diagnostics company, where he is also a member of the Audit Committee. Mr. Wyzga received a M.B.A. from Providence College and a B.S. from Suffolk University. We believe that Mr. Wyzga is qualified to serve on our Board of Directors due to his senior management experience at biopharmaceutical companies, his current and past experience on boards of directors of public companies, including his experience as Chairman of the Audit Committee at Idenix Pharmaceuticals, and his financial expertise.

**John P. Butler** joined Akebia as director in July 2013 and was appointed as the President and Chief Executive Officer of Akebia in September 2013. Prior to joining Akebia, from 2011 until 2013, Mr. Butler served as the Chief Executive Officer of Inspiration Biopharmaceuticals, Inc., a company that filed for protection under Chapter 11 of the U.S. Bankruptcy Code in October 2012 prior to the successful sale of its hemophilia assets to Cangene Corporation and Baxter International in early 2013 for total aggregate consideration that could exceed \$1 billion. From 1997 to 2011, Mr. Butler held various positions at Genzyme Corporation, a biopharmaceutical company, most recently serving as President of the company's rare genetic diseases business. From 2002 until 2010, Mr. Butler led Genzyme's renal division. Prior to his work at Genzyme, Mr. Butler held sales and marketing positions at Amgen and Hoffmann-La Roche. Mr. Butler currently serves as a member of the Board of Trustees for the American Kidney Fund, a member of the Board of Directors of Relypsa, Inc. and Chairman of the Board of Directors of Keryx Biopharmaceuticals, Inc. Mr. Butler received a B.A. in Chemistry from Manhattan College and an M.B.A. degree from Baruch College, City University of New York. We believe that Mr. Butler is qualified to serve on our Board of Directors due to his industry experience in the biotechnology sector, particularly his experience working in the renal disease area.

**Muneer A. Satter** has served as a member of our Board of Directors since 2012. Mr. Satter has been Chairman at Satter Investment Management LLC since 2012, and he also manages the Satter Foundation. Prior to Satter Investment Management, Mr. Satter was a partner at Goldman Sachs where he spent 24 years in various roles, most recently as the Global Co-Head of the Principal Debt Group and Global Head of the Mezzanine Group in the Merchant Banking Division. He is Co-Chairman of the Board of Directors of Aerpio Therapeutics, Inc. and Vital Therapies, Inc., Chairman of the Board of Linq3 Technologies LLC and Restorsea Holdings, LLC and a director of Annexon Biosciences. He also serves as Vice Chairman of Goldman Sachs Foundation and GS Gives, is a director of World Business Chicago, is on the Board of Advisors of the American Enterprise Institute and is on the Board of Trustees of Northwestern University. Mr. Satter received a B.A. in Economics from Northwestern University, a J.D. from Harvard Law School, and an M.B.A. from Harvard Business School. We believe that Mr. Satter is qualified to serve on our Board of Directors due to his extensive investment experience.

**Table of Contents**

**CORPORATE GOVERNANCE**

**Board Composition And Structure**

Our Ninth Amended and Restated Certificate of Incorporation, referred to as our Certificate of Incorporation, states that the number of directors shall be fixed exclusively by our Board. Each director holds office until his or her successor is duly elected and qualified or until his or her death, resignation or removal. Our Certificate of Incorporation provides that our directors may be removed only for cause by the affirmative vote of the holders of at least 75% of the voting power of the outstanding shares of capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, at a meeting of the stockholders called for that purpose. Any vacancy on the Board, including a vacancy that results from an increase in the number of directors, may be filled by a vote of the majority of the directors then in office.

Our Certificate of Incorporation provides that our Board of Directors is divided into three classes of directors, with the classes as nearly equal in number as possible. Each of our directors previously identified serves in the class indicated. Subject to any earlier resignation or removal in accordance with the terms of our Certificate of Incorporation and Amended and Restated Bylaws, referred to as our bylaws, our Class I directors will serve until the 2018 Annual Meeting of stockholders; our Class II directors will serve until the 2019 Annual Meeting of stockholders; and our Class III directors will serve until the 2017 Annual Meeting of stockholders. Any additional directorships resulting from an increase in the number of directors will be apportioned by our Board among the three classes.

*Director Nomination Process*

The Nominating and Corporate Governance Committee recommends, and the Board of Directors nominates, candidates to stand for election as directors. Stockholders may also nominate persons to be elected as directors. If a stockholder wishes to nominate a person for election as director, he or she must follow the procedures contained in our bylaws and satisfy the requirements of Rule 14a-8 of Regulation 14A under the Exchange Act. To nominate a person to stand for election as a director at the Annual Meeting of stockholders for 2016, a stockholder must provide our Corporate Secretary with timely notice of the nomination that complies with the requirements of our bylaws. To be timely, the stockholder's notice must be delivered to us, or mailed and received by us, not earlier than the close of business on the 120<sup>th</sup> day nor later than the close of business on the 90<sup>th</sup> day prior to the anniversary date of the prior year's Annual Meeting, except that if the Annual Meeting is set for a date that is not within 30 days before or after such anniversary date, we must receive the notice not later than the close of business on the 10th day following the day on which we first provide notice or public disclosure of the date of the meeting.

*Director Independence*

Under NASDAQ Rule 5605, a majority of a listed company's Board of Directors must be comprised of independent directors. In addition, NASDAQ rules require that, subject to specified exceptions, each member of a listed company's Audit Committee and Compensation Committee be independent and satisfy additional independence criteria set forth in Rule 10A-3 and 10C-1, respectively, under the Securities Exchange Act of 1934, or the Exchange Act. Under NASDAQ Rule 5605(a)(2), a director will only qualify as an independent director if, in the opinion of that company's Board of Directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, our Board of Directors has determined that each member of the Board except for Mr. Butler is independent as that term is defined under NASDAQ Rule 5605(a)(2). Our Board of Directors

also determined that each of the current members of our Audit Committee and our Compensation Committee satisfies the independence standards for such committee established by Rule

## **Table of Contents**

10A-3 and 10C-1 under the Exchange Act, the Securities and Exchange Commission, or the SEC, rules and the NASDAQ rules, as applicable. In making such determination, our Board of Directors considered the relationships that each such non-employee director has with our Company and all other facts and circumstances deemed relevant in determining their independence.

There are no family relationships among any of our directors or executive officers.

### *Board Meetings and Attendance*

The Board of Directors held eight meetings during the year ended December 31, 2015. Each of the directors attended at least 75% of the meetings of the Board of Directors and the committees of the Board of Directors on which he or she served during the year ended December 31, 2015 (in each case, which were held during the period for which he or she was a director and/or a member of the applicable committee).

### **Role of the Board in Risk Oversight**

The Board of Directors plays an important role in risk oversight at the Company through its decision-making authority as well as through the oversight of management by the Board of Directors and its committees. In particular, the Board of Directors administers its risk oversight function through (1) the review and discussion of regular periodic reports by the Board of Directors and its committees on topics relating to the risks that the Company faces, (2) the required approval by the Board of Directors (or a committee of the Board of Directors) of significant transactions and other decisions, (3) the direct oversight of specific areas of the Company's business by the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, and (4) regular periodic reports from management, the independent auditors and other outside consultants regarding various areas of potential risk including, among others, those relating to our internal control over financial reporting. The Board of Directors also relies on management to bring significant matters impacting the Company to the attention of the Board of Directors.

Pursuant to the Audit Committee's charter, the Audit Committee is responsible for reviewing and discussing with management and the Company's independent registered public accounting firm the Company's system of internal controls, its critical accounting practices, and policies relating to risk assessment and management. As part of this process, the Audit Committee discusses the Company's major financial risk exposures and steps that management has taken to monitor and control such exposure. In addition, the Audit Committee has established procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submissions by employees of concerns regarding compliance matters.

Because of the role of the Board of Directors and the Audit Committee in risk oversight, the Board of Directors believes that any leadership structure that it adopts must allow it to effectively oversee the management of the risks relating to the Company's operations. The Board of Directors acknowledges that there are different leadership structures that could allow it to effectively oversee the management of the risks relating to the Company's operations and believes its current leadership structure enables it to effectively provide oversight with respect to such risks.

### **Board Committees**

The Board of Directors has a standing Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, each of which is comprised solely of independent directors and is described more fully below. Each Committee operates pursuant to a written charter and each Committee reviews and assesses the adequacy of its charter annually and submits proposed modifications to the Board for approval. The charters for the Committees

are all available on our website ([www.akebia.com](http://www.akebia.com)) under Investors at Corporate Governance.

**Table of Contents**

The following table describes which directors serve on each Committee of the Board of Directors.

<b>Name</b>	<b>Nominating and Corporate Governance Committee</b>	<b>Compensation Committee</b>	<b>Audit Committee</b>
Michael D. Clayman	CH		
Duane Nash			M
Anupam Dalal		CH	
Maxine Gowen			M
Ronald C. Renaud, Jr.		M	
Muneer A. Satter	M	M	
Michael S. Wyzga	M		CH

(CH) Chairperson of the Committee

(M) Member

*Audit Committee*

Our Audit Committee is composed of Maxine Gowen, Duane Nash and Michael S. Wyzga with Mr. Wyzga serving as Chairperson of the Committee. Our Board of Directors has determined that Mr. Wyzga, Dr. Gowen and Dr. Nash meet the independence requirements of Rule 10A-3 under the Exchange Act and the applicable listing standards of the NASDAQ Global Market. Our Board of Directors has determined that Mr. Wyzga is an Audit Committee financial expert within the meaning of the SEC regulations and applicable listing standards of the NASDAQ Global Market. The Audit Committee's responsibilities include:

appointing, approving the compensation of, reviewing the performance of, and assessing the independence of our independent registered public accounting firm;

pre-approving audit and permissible non-audit services to be provided by our independent registered public accounting firm;

reviewing the internal audit plan with the independent registered public accounting firm and members of management responsible for preparing our financial statements;

reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;

reviewing the adequacy of our internal control over financial reporting;

establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;

recommending, based upon its review and discussions with management and the independent registered public accounting firm, whether our audited financial statements shall be included in our Annual Report on Form 10-K;

preparing the Audit Committee report required by the rules of the SEC to be included in our annual Proxy Statement;

annually reviewing and reassessing the adequacy of the Audit Committee charter;

reviewing all related party transactions and approving all such transactions;

reviewing policies related to risk assessment and risk management;

establishing, maintaining and overseeing our Code of Business Conduct and Ethics; and

conducting an annual self-evaluation to assess the Committee's purpose, duties and responsibilities.

**Table of Contents**

During the year ended December 31, 2015, the Audit Committee met six times. The report of the Audit Committee is included in this Proxy Statement under Report of the Audit Committee.

*Compensation Committee*

Our Compensation Committee is composed of Anupam Dalal, Ronald C. Renaud, Jr. and Muneer A. Satter with Dr. Dalal serving as Chairperson of the Committee. Our Board of Directors has determined that each member of the Compensation Committee is independent as defined under the applicable listing standards of the NASDAQ Global Market and meets the independence criteria set forth in Rule 10C-1 under the Exchange Act. The Compensation Committee has the authority to delegate to subcommittees of the Compensation Committee any of the responsibilities of the full committee. The Compensation Committee's responsibilities include:

annually reviewing and recommending for approval by the Board of Directors the corporate goals and objectives relevant to the compensation of our employees;

evaluating the performance of our executive officers in light of such corporate goals and objectives and making recommendations to the Board of Directors regarding the compensation of our executives;

appointing, compensating and overseeing the work of any compensation consultant, legal counsel or other advisor retained by the Compensation Committee;

conducting the independence assessment outlined in the NASDAQ rules with respect to any compensation consultant, legal counsel or other advisor retained by the Compensation Committee;

annually reviewing and reassessing the adequacy of the Committee charter;

reviewing, recommending and administering our compensation and similar plans;

reviewing, recommending and administering our equity-based plans;

reviewing and making recommendations to the Board of Directors with respect to director compensation;

reviewing and recommending for approval by the Board of Directors any proposed employment, severance or change in control agreements for executives;

reviewing and making recommendations to the Board of Directors with respect to equity grants for executives;

reviewing and discussing with management the compensation discussion and analysis, if any, to be included in our annual Proxy Statement and preparing the annual Compensation Committee report to be included in our annual Proxy Statement;

overseeing and presenting to the Board of Directors our corporate succession plans for the Chief Executive Officer and other senior management positions; and

conducting an annual self-evaluation to assess the Committee's purpose, duties and responsibilities. During the year ended December 31, 2015, the Compensation Committee met five times.

*Nominating and Corporate Governance Committee*

Our Nominating and Corporate Governance Committee is composed of Michael D. Clayman, Muneer A. Satter and Michael S. Wyzga, with Dr. Clayman serving as Chairperson of the Committee. Our Board of Directors has determined that each member of the Nominating and Corporate Governance Committee is independent as defined under the applicable listing standards of the NASDAQ Global Market. The Nominating and Corporate Governance Committee's responsibilities include:

developing and recommending to the Board of Directors criteria for Board and Committee membership;

establishing procedures for identifying and evaluating Board of Director candidates, including nominees recommended by stockholders;

## **Table of Contents**

identifying individuals qualified to become members of the Board of Directors;

recommending to the Board of Directors the persons to be nominated for election as directors and appointed to each of the Board's committees; and

reviewing and recommending to the Board of Directors a set of corporate governance principles;

reviewing and recommending to the Board of Directors the functions, duties and compositions of the committees of the Board of Directors;

annually reviewing and assessing the adequacy of the Nominating and Corporate Governance Committee charter;

reviewing and assessing any changes in director circumstances that may raise possible conflicts of interest;

evaluating the need for new director orientation and continuing education for existing directors;

conducting an annual self-evaluation to assess the Committee's purpose, duties and responsibilities;

reviewing and making recommendations to the Board of Directors regarding stockholder proposals submitted for inclusion in our annual Proxy Statement; and

reviewing and evaluating the performance, operations, size and composition of the Board of Directors and committees.

During the year ended December 31, 2015, the Nominating and Corporate Governance Committee met three times.

## **Code of Business Conduct and Ethics and Corporate Governance Guidelines**

We have adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and directors, including those employees responsible for financial reporting, as well as Corporate Governance Guidelines. These documents are available on our website ([www.akebia.com](http://www.akebia.com)) under Investors at Corporate Governance or by requesting copies in writing from Nicole R. Hadas, Secretary, at our Cambridge, Massachusetts office. We intend to disclose amendments to the Code, or any waivers of its requirements, on our website as may be required by law or NASDAQ Global Market listing standards.

Table of Contents**DIRECTOR COMPENSATION**

Our Board of Directors has adopted a Non-Employee Director Compensation Policy that is designed to enable us to attract and retain, on a long-term basis, highly qualified non-employee directors. Under the policy, each director who is not an employee (referred to herein as a non-employee director) was paid cash compensation in 2015 as set forth below:

	<b>Annual Retainer</b>
<b>Board of Directors:</b>	
All Non-Employee Members	\$ 35,000
Chairperson*	\$ 55,000
<b>Audit Committee:</b>	
Members	\$ 7,500
Chairperson	\$ 15,000
<b>Compensation Committee:</b>	
Members	\$ 5,000
Chairperson	\$ 10,000
<b>Nominating and Corporate Governance Committee:</b>	
Members	\$ 3,750
Chairperson	\$ 7,500

\* In the event a non-employee director is one of two concurrently serving chairpersons of our Board of Directors, each co-chair will be paid \$27,500.

Under our Non-Employee Director Compensation policy as of December 31, 2015, each non-employee director who is initially appointed or elected to our Board of Directors is eligible to receive an option to purchase 10,000 shares of our common stock under the Akebia Therapeutics, Inc. 2014 Incentive Plan, or 2014 Incentive Plan, at the time of his or her initial appointment or election to our Board of Directors, which vests as follows: 25% of the stock option vests on the one-year anniversary of the date of grant and the remaining 75% of the stock option vests ratably on the first day of each calendar quarter between the one-year anniversary of the date of grant and the fourth anniversary of the date of grant, subject to the non-employee director's continuous service through the applicable vesting date. In addition, each continuing non-employee director who has served on the Board of Directors for at least six months as of the date of any Annual Meeting is eligible to receive, on the date of such Annual Meeting, a grant of stock options to purchase 5,000 shares of our common stock under our 2014 Incentive Plan, which vests on the first anniversary of the grant date (or, if earlier, immediately prior to the next Annual Meeting following the date of grant), subject to the non-employee director's continuous service through the applicable vesting date. These stock options will be granted with an exercise price equal to the fair market value of a share of our common stock on the date of grant and will have a 10-year term. Our Board of Directors has adopted a form of Stock Option Agreement under our 2014 Incentive Plan for our non-employee directors, under which initial and subsequent stock option grants will vest in full upon a change in control (as defined in the form of Stock Option Agreement).

**Table of Contents**

The following table sets forth a summary of the compensation paid to or earned by our non-employee directors during 2015. Other than as set forth in the table below, we did not pay any compensation, make any equity awards or non-equity awards to, or pay any other compensation to any of the non-employee members of our Board of Directors in 2015. Mr. Butler, our President and Chief Executive Officer, received no compensation for his service as a director and, consequently, is not included in this table. The compensation received by Mr. Butler as an employee during 2015 is presented in the Summary Compensation Table below.

Name	2015		All Other Compensation \$(3)
	Fees paid in Cash\$(1)	Option Awards\$(2)	
Muneer A. Satter(4)	77,813	21,985	
Jack Nielsen(5)			
Anupam Dalal(4)	53,750	21,985	
Duane Nash(6)	53,125	21,985	893
Michael S. Wyzga(7)	61,563	21,985	
Maxine Gowen(8)	53,125	21,985	4,316
Michael D. Clayman(8)	49,866	21,985	
Ronald C. Renaud, Jr.(8)	50,000		