

TRANSENERIX INC.
Form DEF 14A
March 15, 2019
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**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 Pursuant to Rule 14a-11(c) or rule 14a-12

TRANSENERIX, 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:

(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:

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March 15, 2019

To our Stockholders:

You are cordially invited to the 2019 annual meeting of stockholders (the Annual Meeting) of TransEnterix, Inc. to be held at its executive office, 635 Davis Drive, Suite 300, Morrisville, North Carolina 27560, on April 24, 2019, at 2:00 p.m. local time.

The formal Notice of Annual Meeting of Stockholders and Proxy Statement describing the matters to be acted upon at the Annual Meeting are included with this letter. Stockholders also are entitled to vote on any other matters which properly come before the Annual Meeting.

You may vote by Internet or by telephone using the instructions in the Notice of Internet Availability of Proxy Materials, or if you received a paper copy of the proxy card, by signing and returning it in the envelope provided. Our proxy statement, 2018 Annual Report to stockholders and related proxy materials are available, free of charge, on our website at www.transenterix.com.

Regardless of the number of shares you own, please be sure you are represented at the Annual Meeting either by attending in person or by returning your proxy as soon as possible.

Sincerely,

Paul A. LaViolette
Chairman of the Board of Directors

Todd M. Pope

President and Chief Executive Officer

Notice Regarding Availability of Proxy Materials

for the 2019 Annual Meeting of Stockholders to be Held on April 24, 2019.

The Notice of Annual Meeting of Stockholders, our proxy statement, the proxy card and our 2018 Annual Report are available online at <http://materials.proxyvote.com/89366M>.

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TRANSENERIX, INC.

635 Davis Drive, Suite 300

Morrisville, North Carolina 27560

(919) 765-8400

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON APRIL 24, 2019

March 15, 2019

To the stockholders of TransEnterix, Inc.:

The 2019 annual meeting of stockholders (the **Annual Meeting**) of TransEnterix, Inc., a Delaware corporation (the **Company**) will be held at 635 Davis Drive, Suite 300, Morrisville, North Carolina 27560 on April 24, 2019, beginning at 2:00 p.m. local time, for the purpose of considering and voting upon the following:

1. **Election of Directors.** The election of the nine director nominees named in the attached proxy statement to serve as directors until the next annual meeting of stockholders and until their successors are elected and qualified.
2. **Say on Pay.** An advisory vote to approve the compensation paid to the Company's named executive officers for 2018.
3. **Amendment and Restatement of the Incentive Compensation Plan.** A vote to amend and restate the TransEnterix, Inc. Amended and Restated Incentive Compensation Plan, as amended (the **Plan**) to approve an increase in the number of shares reserved for issuance under the Plan by 12,000,000 shares and to make other changes.
4. **Ratification of Appointment of Independent Accounting Firm.** Ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.
5. **Other Matters.** The transaction of such other business as may lawfully come before the Annual Meeting or any adjournments thereof.

The Board of Directors currently knows of no other business to be presented at the Annual Meeting. If any other matters come before the Annual Meeting, the persons named in the proxy will vote with their judgment on those matters. For directions to the Annual Meeting, please contact the Corporate Secretary at (

returning a proxy card. If you do attend the Annual Meeting, you may then withdraw your proxy and vote your shares in person. In any event, you may revoke your proxy prior to its exercise. Shares represented by proxies that are returned properly signed but unmarked will be voted in favor of proposals made by us.

Pursuant to the Company's bylaws, the Board of Directors has fixed the close of business on March 1, 2019 as the record date for determination of the stockholders entitled to vote at the Annual Meeting and any adjournments thereof. As allowed under the Securities and Exchange Commission rules, we have elected to furnish our proxy materials over the Internet to stockholders other than our registered stockholders. We have mailed a Notice of Internet Availability of Proxy Materials (the "Notice") to such stockholders. The Notice contains instructions on how to access this proxy statement and our 2018 Annual Report to Stockholders via the Internet and how to vote.

By Order of the Board of Directors,

Joshua B. Weingard
Corporate Secretary

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As of the record date, there were 217,040,675 shares of Common Stock outstanding and entitled to vote on the election of directors and all other matters. Holders of Common Stock will vote on all matters as a class. Holders are entitled to one vote for each share of Common Stock outstanding as of the record date.

You do not need to attend the Annual Meeting to vote your shares. Instead, you may vote by Internet or by telephone using the instructions in the Notice of Internet Availability of Proxy Materials, or if you received a paper copy of the proxy card, by signing and returning it in the envelope provided.

The presence in person or by proxy of the holders of a majority of the outstanding shares of Common Stock is necessary to constitute a quorum at the meeting. Abstentions in each of the proposals will be counted for the purpose of determining whether a quorum is present at the meeting and as votes cast and will have the effect of a negative vote. Broker non-votes will be counted for the purpose of determining the existence of a quorum at the Meeting.

by timely delivering another electronic or paper proxy dated after the date of the proxy that you wish to revoke. Your most current proxy is the one that is counted.

Do I have dissenter's rights of appraisal with respect to any proposal to be acted upon at the Annual Meeting?

No. Neither Delaware law nor the Company's certificate of incorporation or bylaws entitle stockholders to any appraisal or similar rights of dissenters with respect to any of the proposals to be acted upon at the Annual Meeting.

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Who is paying for this proxy solicitation?

We will pay for this proxy solicitation. Our officers and other regular employees may solicit proxies by mail, in person or by telephone or telecopy. These officers and other regular employees will not receive additional compensation. The Company does not currently intend to retain a third party proxy solicitor for the Annual Meeting, but may later elect to do so. We will reimburse banks, brokers, nominees, custodians and fiduciaries for their reasonable out-of-pocket expenses incurred in sending the proxy materials to beneficial owners of the shares.

executive officer experience in the pharmaceutical industry are skills he uses to play an integral role on our Board.

in Psychology from Fairfield University and his MBA from Boston College. Mr. LaViolette's broad experience and keen business judgment

to our Board.

activities, and position the Company to promptly begin its U.S. commercialization activities related to the Senhance System once FDA clearance was received.

