

TETRAPHASE PHARMACEUTICALS INC
Form DEFA14A
April 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
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 §240.14a-12

TETRAPHASE PHARMACEUTICALS, 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:

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting

to be held on June 10, 2019, for Tetrphase Pharmaceuticals, Inc.

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. To view the proxy statement and annual report, go to www.proxydocs.com/ttp. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our Annual Meeting and need YOUR participation.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's annual meeting, please make this request on or before May 31, 2019.

**For a Convenient Way to VIEW Proxy Materials
and**

**VOTE Online go to: www.proxydocs.com/ttp
Proxy Materials Available to View or Receive:**

1. Annual Report

2. Proxy Statement

Printed materials may be requested by one of the following methods:

INTERNET

www.investorelections.com/ttp

TELEPHONE

(866) 648-8133

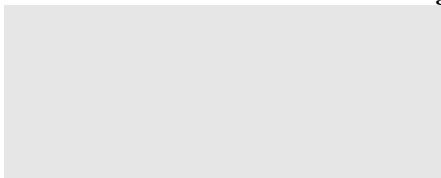
***E-MAIL**

paper@investorelections.com

*

You must use the 12 digit control number

located in the shaded gray box below.



If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

Tetraphase Pharmaceuticals, Inc., Notice of Annual Meeting

Date: Monday, June 10, 2019

Time: 10:00 A.M. (Eastern Time)

Place: Wilmer Cutler Pickering Hale and Dorr LLP,

60 State Street, Boston, Massachusetts 02109

Board of Directors Recommends a Vote FOR all the nominees listed in proposal 1 and for proposals 2, 3 and 4.

1. To elect Garen Bohlin and John Freund as class III directors, each to serve for a three-year term expiring at the 2022 annual meeting of stockholders;
2. To amend our 2014 Employee Stock Purchase Plan to increase the number of shares of common stock reserved for issuance under our 2014 Employee Stock Purchase Plan from 300,000 to 600,000;
3. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019; and
4. To approve, on a non-binding advisory basis, the compensation of our named executive officers.

Note: To transact any other business that may properly come before the annual meeting or any adjournment thereof.

Vote In-Person Instructions: While we encourage shareholders to vote by the means indicated above, a shareholder is entitled to vote in person at the Annual Meeting. If you wish to vote your shares at the Annual Meeting, please register with the Inspector of Elections at the desk marked Shareholder Registration at the entrance to receive a ballot. Proper photo ID is required. Ballots should be returned to the Inspector of Elections in order to be counted. Additionally, a shareholder who has submitted a proxy before the meeting, may revoke that proxy in person at the Annual Meeting.