

Anika Therapeutics, Inc.  
Form PRE 14A  
April 06, 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 (Amendment No.        )

- Filed by the Registrant  [X]  
Filed by a Party other than the Registrant  [ ]  
Check the appropriate box:  
 [X] 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

**ANIKA 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):  
 [X] No fee required.  
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(1)

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(2)

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Date Filed:

(4)

**Anika Therapeutics, Inc.**

**32 Wiggins Avenue**

**Bedford, Massachusetts 01730**

***Notice of Annual Meeting of Stockholders to be Held on June 1, 2016***

The 2016 Annual Meeting of Stockholders (the "Annual Meeting") of Anika Therapeutics, Inc. (the "Company"), a Massachusetts corporation, will be held at the Company's corporate headquarters, 32 Wiggins Avenue, Bedford, Massachusetts 01730, on Wednesday, June 1, 2016, at 11:30 a.m. local time for the following purposes:

1. To elect two Class II directors, each to serve until the 2019 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified;
2. To approve an amendment to the Company's Restated Articles of Organization to increase the aggregate number of shares of common stock that the Company is authorized to issue to 120,000,000 shares from 30,000,000 shares;
3. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2016 fiscal year;
4. To consider and approve an advisory vote regarding the compensation of the Company's Named Executive Officers; and
5. To consider and act upon any other matters that may properly come before the Annual Meeting or any adjournment or postponement thereof.

Proposal 1 relates solely to the election of two Class II directors nominated by the Board of Directors and does not include any other matter relating to the election of directors, including without limitation, the election of directors nominated by any stockholder of the Company. Any action may be taken on the foregoing proposals at the Annual Meeting on the date specified above, or on any date or dates to which the Annual Meeting may be adjourned or postponed.

The Board of Directors has fixed the close of business on April 4, 2016 as the record date for determining the stockholders entitled to receive notice of and to vote at the Annual Meeting and at any adjournments or postponements thereof. Only stockholders of record of our common stock, par value \$0.01 per share, at the close of business on that date will be entitled to receive notice of and to vote at the Annual Meeting and at any adjournments or postponements thereof.

All stockholders are cordially invited to attend the Annual Meeting in person. To assure your representation at the Annual Meeting, we urge you to vote via the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions on the Notice Regarding the Availability of Proxy Materials (the "Notice") you receive in the mail or, if you have requested a proxy card by mail, by signing, voting, and returning your proxy card in the enclosed envelope. You may also vote via telephone by visiting [www.proxyvote.com](http://www.proxyvote.com) and following the instructions on the website or, if you have requested the proxy materials by mail, by following the instructions on the proxy card. For specific instructions on how to vote your shares, please review the instructions for each of these voting options that are detailed in this Notice and in the accompanying proxy statement, which we expect to begin mailing or otherwise providing to our stockholders on or about April , 2016. If you attend the Annual Meeting, you may vote in person even if you have previously returned your proxy card or have voted via the Internet or by telephone. **Regardless of the number of shares you own, your vote is important.**

In addition to their availability at [www.proxyvote.com](http://www.proxyvote.com), the proxy statement and a form of proxy card, together with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, are available for viewing, printing, and downloading at <http://www.anikatherapeutics.com/proxy>.

By Order of the Board of Directors,

Sylvia Cheung  
*Chief Financial Officer & Secretary*

Bedford, Massachusetts  
April , 2016

**WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON, YOU ARE REQUESTED TO COMPLETE YOUR PROXY CARD AS INDICATED ABOVE. YOUR PROXY IS REVOCABLE UP TO THE TIME SET FORTH IN THE PROXY STATEMENT, AND, IF YOU ATTEND THE ANNUAL MEETING, YOU MAY VOTE IN PERSON EVEN IF YOU HAVE PREVIOUSLY COMPLETED YOUR PROXY CARD.**

**2016 Proxy**

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References in this proxy statement to “we,” “us,” “our,” “our company,” and other similar references refer to Anika Therapeutics, Inc.

ANIKA, ANIKA THERAPEUTICS, CINGAL, ORTHOVISC, HYALOFAST, and MONOVISC are our registered trademarks. This proxy statement also contains a registered trademark that is the property of another company and is licensed exclusively to us.

**Anika Therapeutics, Inc.**

**32 Wiggins Avenue**

**Bedford, Massachusetts 01730**

*Preliminary Proxy Statement, Subject to Completion, Dated April 6, 2016*

*for The Annual Meeting of Stockholders*

*To Be Held on Wednesday, June 1, 2016*

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Anika Therapeutics, Inc., a Massachusetts corporation, for use at the 2016 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at our corporate headquarters, 32 Wiggins Avenue, Bedford, Massachusetts 01730, on Wednesday, June 1, 2016, at 11:30 a.m. local time and at any adjournment or postponement thereof. At the Annual Meeting, the stockholders will be asked to consider and vote upon the following matters:

1. the election of two Class II directors, each to serve until the 2019 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified;
2. the approval of an amendment to the Company’s Restated Articles of Organization to increase the aggregate number of shares of common stock that the Company is authorized to issue to 120,000,000 shares from 30,000,000 shares;
3. the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2016 fiscal year;
4. the consideration and approval of an advisory vote regarding the compensation of our Named Executive Officers, as identified in this proxy statement; and
5. any other matters that may properly come before the Annual Meeting or any adjournment or postponement thereof.

Proposal 1 relates solely to the election of two Class II directors nominated by the Board of Directors and does not include any other matter relating to the election of directors, including without limitation, the election of directors nominated by any stockholder.

This proxy statement, the accompanying notice of the Annual Meeting, the form of proxy, and our Annual Report are first being made available to stockholders on or about April 1, 2016. Our Annual Report, however, is not a part of the proxy solicitation materials. The Board of Directors has fixed the close of business on April 4, 2016 as the record date for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting. Only

stockholders of record of our common stock, par value \$0.01 per share, at the close of business on the record date will be entitled to receive notice of and to vote at the Annual Meeting. As of the record date, there were 14,768,325 shares of common stock outstanding and entitled to vote at the Annual Meeting. Holders of common stock as of the close of business on the record date will be entitled to one vote per share.

This year, pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we have again elected to provide access to our proxy materials over the Internet. Accordingly, we have sent a Notice Regarding the Availability of Proxy Materials (the “Notice”) to certain of our stockholders (excluding those stockholders who previously have requested that they receive electronic or paper copies of our proxy materials). Stockholders have the ability to access our proxy materials on the website referred to in the Notice or to request a printed set of our proxy materials at no charge. Instructions on how to access our proxy materials over the Internet and how to request a printed copy of our proxy materials may be found in the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. We believe this process will expedite your receipt of our proxy materials and reduce the environmental impact of our Annual Meeting.

You may vote via the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions in the Notice you received in the mail and which are also provided on that website, or, if you have requested a proxy card by mail, by signing, voting, and returning your proxy card. You may also vote via telephone by visiting [www.proxyvote.com](http://www.proxyvote.com) and following the instructions on the website, or, if you have requested the proxy materials by mail, by following the instructions on the proxy card. If you attend the Annual Meeting, you may vote in person even if you have previously voted by telephone, via the Internet, or returned a proxy card by mail. If you hold your shares in street name, you will receive instructions from your broker, bank, or other nominee that you must follow in order to have your shares voted.

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. Proxies may be revoked by: (a) filing with our Secretary, before the taking of the vote at the Annual Meeting, a written notice of revocation bearing a later date than the proxy; (b) properly casting a new vote via the Internet or by telephone at any time before the closure of the Internet or telephone voting facilities; (c) duly completing a later-dated proxy relating to the same shares and delivering it to our Secretary before the taking of the vote at the Annual Meeting; or (d) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy). Any written notice of revocation or subsequent proxy should be sent so as to be delivered to Anika Therapeutics, Inc., 32 Wiggins Avenue, Bedford, Massachusetts 01730, Attention: Secretary, before the taking of the vote at the Annual Meeting.



**All properly authorized proxies received and not revoked prior to or at the Annual Meeting will be voted in accordance with the stockholders' instructions by the persons named as proxies. If no voting instructions are specified, properly executed proxies will be voted (i) "for" the election of the nominees for director listed in this proxy statement, (ii) "for" the approval of an amendment to our Restated Articles of Organization to increase the number of authorized shares of our common stock to 120,000,000 shares from 30,000,000 shares, (iii) "for" the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2016 fiscal year, and (iv) "for" the approval of the resolution regarding the compensation of the Named Executive Officers. If other matters are validly presented, proxies will be voted in accordance with the discretion of the persons named as proxies.**

The presence, in person or by proxy, of holders of at least a majority of the total number of outstanding shares of common stock entitled to vote is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Shares held of record by stockholders or their nominees who do not return a signed and dated proxy or attend the Annual Meeting in person will not be considered present or represented at the Annual Meeting and will not be counted in determining the presence of a quorum. Proxies withholding authority or marked as abstaining from a particular matter will be treated as present for purposes of determining whether a quorum is present for the Annual Meeting, but will not be counted as voting on any proposal for which authority is withheld or an abstention is indicated. If your common stock is held by a broker, bank, or other nominee (i.e., in "street name") and you fail to give instructions as to how you want your shares voted (a "non-vote"), the broker, bank, or other nominee may in certain circumstances, but is not required to, vote the shares at their own discretion; however, in certain circumstances a broker will not be permitted to vote such shares at its own discretion. Proxies returned by brokers as "non-votes" on behalf of shares held in street name will be counted only for the purpose of determining the presence or absence of a quorum for the transaction of business. Any shares not voted (whether by abstention, broker non-vote, or otherwise) will have no impact on the proposal to approve the election of directors, except to the extent that the failure to vote for an individual in the election of directors results in another individual receiving a larger percentage of votes. For each other matter before the Annual Meeting, other than the vote to approve the amendment to our Restated Articles of Organization, any shares not voted (whether by abstention, broker non-vote, or otherwise) will have no impact on such proposals. Because approval of the amendment to our Restated Articles of Organization to increase the number of authorized common shares requires the affirmative vote of a majority of outstanding shares, any shares not voted will have the same effect as shares voted against the proposal.

At the 2016 Annual Meeting, Proposal 1 (election of directors) requires the affirmative vote of a majority of votes cast at the Annual Meeting by the holders of the Company's Common Stock pursuant to the Company's Majority Voting in Uncontested Director Elections Policy. In accordance with this policy, if a director in an uncontested election does not receive at least the majority of the votes cast (including votes "for" and votes "withheld"), such director is required to promptly tender his resignation from the Board of Directors. The Company's Majority Voting in Uncontested Director Elections Policy is described more particularly below in the section titled "Majority Voting in Uncontested Director Elections Policy" on page 11 of this Proxy Statement. For Proposal 2 (the approval of an amendment to our Restated Articles of Organization to increase the number of authorized common shares), the affirmative vote of a majority of outstanding shares is required. For each of Proposal 3 (the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accountants for the 2016 fiscal year) and Proposal 4 (advisory vote regarding the compensation of the Named Executive Officers), the affirmative vote of the holders of a majority of shares of Common Stock present or represented at the Annual Meeting and voting on the matter is required. With respect to each of Proposal 2, Proposal 3, and Proposal 4, stockholders may vote "for," "against," or "abstain."

**Important Notice Regarding the Availability of Proxy Materials for the 2016 Annual Meeting of Stockholders to be held on June 1, 2016:** This proxy statement, a form of proxy card, and our Annual Report to Stockholders are available at <http://www.anikatherapeutics.com/proxy>. In addition, directions to the 2016 Annual Meeting of Stockholders are also available at <http://www.anikatherapeutics.com/proxy>.

**PROPOSAL 1:**

**ELECTION OF DIRECTORS**

The Board of Directors is currently comprised of six directors and is divided into three classes: Class I, Class II, and Class III. Each class of directors serves for a three-year term with one class of directors being elected by our stockholders at each annual meeting. Mr. Land and Dr. Larsen serve as Class II Directors with a term of office expiring at the 2016 Annual Meeting. Mr. Wheeler and Dr. Sherwood serve as Class III Directors with a term of office expiring at the 2017 Annual Meeting. Dr. Bower and Mr. Thompson serve as Class I Directors with a term of office expiring at the 2018 Annual Meeting.

Mr. Land and Dr. Larsen are our Board of Directors' nominees for election to the Board of Directors at the 2016 Annual Meeting. The Class II Directors will be elected to hold office until the 2019 Annual Meeting and until their successors are duly elected and qualified. Unless otherwise instructed, the persons named in the accompanying proxy will vote, as permitted by our Amended and Restated By-laws, to elect Mr. Land and Dr. Larsen as Class II Directors. If any of the Class II Directors becomes unavailable or declines to serve, the persons acting under the accompanying proxy may vote the proxy for the election of a substitute in their discretion. The Board of Directors has no reason to believe that any of the nominees will be unable or unwilling to serve if elected. There are no arrangements or understandings between any nominee and any other person pursuant to which such nominee was selected.

**Vote Required**

At the 2016 Annual Meeting, the election of a director requires the affirmative vote of a majority of votes cast by the holders of common stock entitled to vote at the election pursuant to the Company's Majority Voting in Uncontested Director Elections Policy, which is described more particularly in the section titled "Majority Voting in Uncontested Director Elections Policy" on page 11 of this Proxy Statement. Abstentions and broker non-votes, if any, will not be treated as votes cast and will have no impact on the proposal, except to the extent that failure to vote for an individual in the election of directors results in another individual receiving a larger percentage of votes.

**Board Recommendation**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES.**

**Information Regarding the Directors**

The following table sets forth the name of each current director, including the nominees for Class II Director, his age, and the year in which he became a director of Anika Therapeutics, Inc.

Director Name	Age	Director Since	Term Expires
Class I Directors:			
Joseph L. Bower	77	1993	2018
Jeffery S. Thompson	50	2011	2018
Class II Directors:			
Raymond J. Land	71	2006	2016
Glenn R. Larsen, Ph.D.	61	2015	2016
Class III Directors:			
Charles H. Sherwood, Ph.D.	69	2002	2017
Steven E. Wheeler	69	1993	2017

*Joseph L. Bower, D.B.A.*, joined the Board of Directors in February 1993 and has served as lead director since April 2005. Since July 2014, he has been the Donald Kirk David Professor Emeritus at Harvard Business School. From 2008 through 2014, he was the Baker Foundation Professor of Business Administration at Harvard Business School, and prior to 2008, he was the Donald Kirk David Professor of Business Administration. Throughout his tenure, Dr. Bower also served in many administrative roles at Harvard Business School, including as Senior Associate Dean. Dr. Bower also serves as a director of Loews Corporation and the New America High Income Fund, Inc. During the past five years, Dr. Bower also served as a director of Brown Shoe Company, Inc. and Sonesta International Hotels Corporation. He holds an A.B., as well an M.B.A. and a D.B.A. from Harvard University. Dr. Bower brings to the Board more than four decades of experience in business strategy, corporate governance, leadership, and management, during which time he has written books about and taught these subjects at the Harvard Business School. Additionally, he has consulted with numerous organizations on matters related to strategy, organizational development, and succession planning. As a result, we believe he is well suited for his roles as Lead Director and as Chairperson of our Compensation Committee.

*Jeffery S. Thompson* joined the Board of Directors in January 2011. He is a Partner with HealthEdge Investment Partners, LLC (“HealthEdge”), a Tampa, Florida based private equity firm that provides strategic capital exclusively in the healthcare industry. Mr. Thompson currently serves as President, Chief Executive Officer, and Chairman of Enaltus, LLC, a HealthEdge portfolio company specializing in skincare solutions, and as a director for HealthEdge affiliated companies, AMC, Formulated Solutions, LLC, Santus, LLC, and Data Dimensions, LLC. Mr. Thompson also serves as a non-executive director for Sinclair Pharma, plc, a publicly traded, London-based, international aesthetic dermatology company. Prior to joining HealthEdge in 2009, he served as a Director and the Chief Operating Officer for Stiefel Laboratories, Inc. (“Stiefel”), an independent pharmaceutical company specializing in dermatology. Prior to his Chief Operating Officer role, he was Stiefel’s Senior Vice President of U.S. Business Services and President of Glades Pharmaceuticals. Earlier in his career, Mr. Thompson held sales and business management positions at Bausch & Lomb Pharmaceuticals and SmithKline Beecham. Mr. Thompson holds a B.S. in general science from the University of Pittsburgh. Mr. Thompson’s qualifications for membership on the Company’s Board include his prior experience in running a pharmaceutical company and his knowledge of the medical device industry, both of which provide our Board of Directors with product and business development perspectives and insights.

*Raymond J. Land* became a member of the Board of Directors in January 2006. He also serves as Chairman of the Board of BioAmber, Inc., a publicly traded company developing chemicals from renewable feedstocks, and a director and chairman of the Audit Committee of Mountain View Pharmaceuticals, Inc., a privately held company specializing in biopharmaceuticals. From 2008 through 2010, Mr. Land served as the Senior Vice President and Chief Financial Officer of Clariant, Inc., an advanced molecular diagnostics company. From June 2007 to June 2008, he was the Senior Vice President and Chief Financial Officer of Safeguard Scientifics, Inc., a venture capital firm. Prior to Safeguard Scientifics, Inc., Mr. Land held executive management and Chief Financial Officer positions at Medcenter Solutions, Inc., a pharmaceutical marketing company where he was also a board member, and Orchid Cellmark, a provider of DNA testing services. Mr. Land previously served as Senior Vice President and Chief Financial Officer for Genencor International, Inc., a biotechnology company focusing on bioproducts and healthcare, from 1997 until its acquisition in April 2005. From 1991 to 1996, he served as Senior Vice President and Chief Financial Officer for West Pharmaceutical Services, Inc. Previously, Mr. Land was with Campbell Soup Company, Inc. where for nine years he held increasingly senior financial positions and also served as General Manager of a frozen food division. Prior to joining Campbell Soup, he was with Coopers and Lybrand for nine years. Mr. Land is a retired Certified Public Accountant and has a B.S. degree in accounting and finance from Temple University. Mr. Land's qualifications for membership on the Board include his extensive prior experience as chief financial officer at multiple companies, including several in the life science industry. He serves as the Chairperson and designated financial expert on the Audit Committee.

*Glenn R. Larsen, Ph.D.*, joined the Board of Directors in February 2015. He is currently President and Chief Executive Officer of Aquinnah Pharmaceuticals, Inc., a pharmaceutical company focused on the development of treatments for ALS and neurodegenerative diseases, which he co-founded in February 2014. He is also Chairman of the Board of Directors of 180 Therapeutics L.P., a clinical stage musculoskeletal drug development company focusing on treating fibrosis, which he co-founded in 2013. He previously served as Chief Scientific Officer and Executive Vice President of Research and Development at SpringLeaf Therapeutics, Inc., a producer of combination drug delivery devices, from 2010 through 2013 and as Chief Operating Officer and Executive Vice President of Research and Development, and as a member of the board of directors, at Hydra Biosciences, Inc., a biopharmaceutical company, from 2003 through 2010. During his prior employment at Wyeth (now Pfizer)/Genetics Institute, Dr. Larsen served in various drug discovery and development leadership positions, including Vice President Musculoskeletal Sciences where he directed Wyeth’s second-largest therapeutic area with responsibility for Enbrel, an anti-TNF therapeutic with multi-billion dollar annual sales used to treat rheumatoid arthritis and other diseases. Dr. Larsen

received his Ph.D. in Biochemistry from Stony Brook University and a PMD from Harvard University Business School. Mr. Larsen's qualifications for membership on the Board include his strong scientific background in pharmaceutical, biotech, orthopedics, and regenerative medicine, and his extensive experience in management, product development, and business development at multiple companies in the life science industry, all of which provide our Board of Directors with innovative product and commercial development perspectives and insights.

*Charles H. Sherwood, Ph.D.*, was appointed Chief Executive Officer of Anika Therapeutics in March 2002, and simultaneously became a member of the Board of Directors. Dr. Sherwood has served as President since June 2001. Dr. Sherwood previously served as Anika Therapeutics' Chief Operating Officer beginning in June 2001, Vice President of Research and Development beginning in April 2000, and Vice President of Process Development and Engineering beginning in April 1998. Dr. Sherwood served as a consultant to Anika Therapeutics from January 1998 to April 1998. From 1995 to 1997, Dr. Sherwood was Senior Director of Medical Device Research and Development for Chiron Vision. In April 1995, Chiron Vision acquired IOLAB Corporation, a division of Johnson & Johnson where Dr. Sherwood had been Executive Director of Research and Development from 1993 to 1995, Director of Materials Characterization from 1989 to 1993, and Manager/Section Head from 1982 to 1989. Dr. Sherwood was also a part-time faculty member in the Department of Chemistry at the California State Polytechnic University, Pomona, California from 1984 to 1987. Dr. Sherwood received a B.S. in Chemical Engineering from Cornell University, and an M.S. and Ph.D. in Polymer Science and Engineering from the University of Massachusetts, Amherst. Dr. Sherwood also received a Certificate in Management from Claremont Graduate School.

*Steven E. Wheeler* joined the Board of Directors in 1993. Since 1997, he has been the President of Wheeler & Co., a private investment firm. He is also currently a director of HFF, Inc. Between 1993 and 1996, he was Managing Director and a director of Copley Real Estate Advisors and President, Chief Executive Officer, and a director of Copley Properties, Inc., a publicly traded real estate investment trust. From 1991 to 1993, he was Chairman and Chief Executive Officer of Hancock Realty Investors, which manages an equity real estate portfolio. Earlier, he was an Executive Vice President of Bank of New England Corporation from 1990 to 1991. Mr. Wheeler received a B.S. in engineering from the University of Virginia, a M.S. in nuclear engineering from the University of Michigan, and an M.B.A. from Harvard University Business School. Mr. Wheeler brings to the Board a broad understanding of business and finance matters, as well as over 20 years of experience as a member of the Board.

### **The Board's Role in Risk Oversight**

The role of the Board of Directors in our risk oversight process includes receiving reports from management on areas of material risk to our Company, including operational, financial, legal, regulatory, strategic, and reputational risks. The Board (or the appropriate committee in the case of risks that are under the purview of a particular committee) receives these reports from the appropriate member of management within the Company so that it can understand risk identification, risk management, and risk mitigation strategies. When a committee receives a report from management, the Chairperson of the committee reports on its review of the report to the full Board. This enables the Board and its committees to coordinate the risk oversight role. The Board of Directors also administers its risk oversight function through the required approval by the Board (or a committee of the Board) of significant transactions and other material decisions and through regular periodic reports from our independent registered public accounting firm and other outside consultants regarding various areas of potential risk, including, among others, those relating to our internal controls and financial reporting. As part of its charter, the Audit Committee discusses with management and our independent registered public accounting firm significant risks and exposures, as well as the steps management has taken to minimize those risks.

### **Board Leadership Structure**

Dr. Bower serves as the Lead Director of the Board. Separating the Lead Director role and the Chief Executive Officer role allows our Chief Executive Officer to focus on the strategic management of our day-to-day business, while allowing the Lead Director to focus on leading our Board in its fundamental role of providing advice to and independently overseeing management. The Board recognizes the time, effort, and energy that the Chief Executive Officer is required to devote to his position in the current business environment, as well as the commitment required to serve as our Lead Director, particularly as the Board's oversight responsibilities continue to grow. The Board believes that having separate positions, with an independent, non-executive director serving as the Lead Director, is the appropriate leadership structure for our Company at this time and allows the Board to fulfill its role with appropriate independence.

### **Corporate Governance, Board Matters, and Committees**

The Board of Directors has determined that each of its members, except for Dr. Sherwood, is “independent” within the meaning of the director independence standards of the NASDAQ Stock Market, Inc. (“NASDAQ”) and the SEC. The Board of Directors based these determinations primarily on a review of the responses of each director to questions regarding employment and compensation history, affiliations, and family and other relationships, and on other relevant discussions with the directors.

Independent directors meet periodically in executive sessions without management participation. The executive sessions generally occur in connection with regularly scheduled meetings of the Board of Directors and committees of the Board of Directors, and at other times the independent directors deem appropriate. The executive sessions are chaired either by the Lead Director or by the Chairperson of the Board committee having jurisdiction over the particular subject matter to be discussed at the particular meeting or portion of a meeting.

The Board of Directors reviews matters related to our corporate governance annually at a regularly scheduled meeting of the Board. This includes an evaluation of our by-laws, committee charters, shareholder rights plan, and other matters related to the governance of the Company. During this review, the Board assesses input from management and outside consultants to discern whether any actions should be taken on any of these topics. Furthermore, the Board of Directors conducts periodic evaluations that focus on the effectiveness of the Board as a whole and of its committees. Board members complete a detailed questionnaire that (a) provides for quantitative rankings in key areas and (b) seeks subjective comments in each of those areas. In addition members of each Board committee complete a detailed questionnaire to evaluate how well their committee is operating and to make suggestions for improvement. The evaluation process is managed by the Chairperson of the Nominating and Governance Committee, with advice from outside counsel. Outside counsel conducts separate, confidential interviews with each of the directors to follow-up on responses and comments reflected in the questionnaires. An anonymized summary of the principal findings from the questionnaires and interviews is prepared by outside counsel and is used as the basis for self-assessment discussions by the Board and its committees.



The Board of Directors met eight times during 2015. No director attended less than 80% of the aggregate of (1) the total number of Board meetings and (2) the total number of meetings held by all committees on which such director served. Our Annual Meetings of Stockholders are generally held to coincide with the Board's regularly scheduled meetings. Directors are encouraged to attend the Annual Meeting. Each of the then-current directors attended the 2015 Annual Meeting of Stockholders.

The Board of Directors currently has three standing committees:

Audit Committee;

Compensation Committee; and

Governance and Nominating Committee.

The Board of Directors has adopted a written charter for each of the Audit Committee, the Compensation Committee, and the Governance and Nominating Committee, which are reviewed at least yearly by each of the committees. You can find links to these materials in the corporate governance section of our website at <http://www.anikatherapeutics.com>. Please note that the information contained on the website is not incorporated by reference in, or considered to be a part of, this proxy statement.

*Audit Committee.* The current members of the Audit Committee are Mr. Land, as Chairperson, Dr. Bower, and Mr. Thompson. Mr. Land and Dr. Bower served on the Audit Committee throughout 2015, and Mr. Thompson's service on the Audit Committee began on July 1, 2015. Mr. John Moran, a previous director of the Company, served on the Audit Committee in 2015 through his resignation from the Board of Directors on December 8, 2015. The Board of Directors has determined that each member of the Audit Committee meets the independence requirements promulgated by NASDAQ and the SEC, including Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, the Board of Directors has determined that each member of the Audit Committee is financially literate and has the requisite financial sophistication to serve on the committee. The Board of Directors has also determined that Mr. Land qualifies as an "audit committee financial expert" under the rules of the SEC. Stockholders should understand that this designation is a disclosure requirement of the SEC related to Mr. Land's experience and understanding with respect to certain accounting and auditing matters. The designation does not impose upon Mr. Land any duties, obligations, or liability that are greater than those that are generally imposed on him as a member of the Audit Committee and the Board of Directors, and his designation as an audit committee financial expert pursuant to this SEC requirement does not affect the duties, obligations, or liability of any other member of the Audit Committee or the Board of Directors.

The purposes of the Audit Committee are, among other things, to (1) oversee our accounting and financial reporting processes and the audits of our financial statements, (2) take, or recommend that the Board of Directors take, appropriate action to oversee the qualifications, independence, and performance of our independent registered public accounting firm, and (3) prepare an Audit Committee report as required by the SEC to be included in our annual proxy statement. The Audit Committee has direct authority to appoint, retain, oversee and, when appropriate, terminate our

independent registered public accounting firm. The Audit Committee also has the responsibility to confer with the independent registered public accounting firm regarding the scope, method, and result of the audit of our books and records, to report the same to the Board of Directors, and to establish and monitor a policy relative to non-audit services provided by the independent registered public accounting firm in order to ensure the firm's independence.

The Audit Committee holds separate sessions of its meetings, outside the presence of management, with our independent auditors in conjunction with each regularly scheduled Audit Committee meeting in which the independent auditors participate. The Audit Committee met ten times during 2015.

*Compensation Committee.* The current members of the Compensation Committee are Dr. Bower, as Chairperson, Dr. Larsen, Mr. Thompson, and Mr. Wheeler, each of whom is independent for purposes of NASDAQ listing standards and the SEC. Messrs. Thompson and Wheeler and Dr. Bower served on the Compensation Committee throughout 2015. Dr. Larsen joined the Compensation Committee effective February 18, 2015. The Compensation Committee, among other things, exercises on behalf of the Board of Directors all of the Board's responsibilities relating to the development and implementation of our compensation programs which provide incentives that further our long-term strategic plan with the goal of enhancing enduring stockholder value, including: (1) reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer, (2) determining, with the advice and assistance of the Chief Executive Officer, the compensation of our executive officers other than the Chief Executive Officer, (3) overseeing our overall compensation programs, including granting awards under our Second Amended and Restated 2003 Stock Option and Incentive Plan, as amended (the "Second Amended 2003 Plan"), (4) preparing a report on executive compensation to be included in our annual proxy statement, and (5) appointing, retaining, compensating, terminating, and overseeing the work of any compensation consultant or other compensation adviser, as well as considering the independence of any compensation consultant or other compensation adviser. The Compensation Committee met six times during 2015.

*Governance and Nominating Committee.* The current members of the Governance and Nominating Committee are Mr. Wheeler, as Chairperson, Mr. Land, and Dr. Larsen, each of whom is independent for purposes of NASDAQ listing standards and the SEC. Messrs. Wheeler and Land served on the Governance and Nominating Committee throughout 2015. Dr. Larsen joined the Governance and Nominating Committee effective February 18, 2015. Mr. John Moran, a previous director of the Company, served on the Governance and Nominating Committee in 2015 through his resignation from the Board of Directors on December 8, 2015. The Governance and Nominating Committee is primarily responsible for (1) recommending to the Board of Directors the criteria for Board and committee membership, and (2) identifying, evaluating, and recommending nominees to stand for election as directors at each Annual Meeting of Stockholders, including incumbent directors and candidates recommended by stockholders. In addition, the Governance and Nominating Committee is responsible for annually reviewing and recommending to the Board of Directors compensation for non-employee directors, and for evaluating the performance of our Chief Executive Officer and each member of the Board. The Governance and Nominating Committee met six times during 2015.

When considering candidates for director, the Governance and Nominating Committee takes into account a number of factors, including the following minimum qualifications: the nominee shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be most effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of the stockholders. In addition, the Governance and Nominating Committee will take into consideration such other factors as it deems appropriate, including any direct experience in the biotechnology, pharmaceutical, and/or life sciences industries or in the markets in which we operate. The Board has adopted a retirement policy providing that directors will not be nominated for election to the Board of Directors after their 75<sup>th</sup> birthday, which was waived by the Board of Directors in relation to the election of Dr. Bower at the 2015 Annual Meeting due to his distinguished experience and unique leadership position with our company and the Board of Directors. The Board plans to revisit this policy, if necessary, in 2018. While we do not have a formal diversity policy, the Governance and Nominating Committee may consider whether the candidate, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience. The Governance and Nominating Committee may also consider, among other things, the skills of the candidate, his or her availability, the candidate's depth and breadth of experience or other background characteristics, and his or her independence. Depending upon the current needs of the Board, these and other factors may be weighed more or less heavily by the Governance and Nominating Committee.

The Governance and Nominating Committee will consider written recommendations from stockholders of Anika Therapeutics regarding potential candidates for election as directors. The Governance and Nominating Committee will review and evaluate the qualifications of director nominee candidates who have been recommended by stockholders in compliance with procedures established from time to time by the Governance and Nominating Committee and will conduct such inquiries as it deems appropriate. The Governance and Nominating Committee will consider for nomination any proposed director candidate who is deemed qualified by the Governance and Nominating Committee in light of the minimum qualifications and other criteria for Board membership described above or otherwise approved by the Board from time to time.

Stockholders wishing to suggest a candidate for director should write to the Governance and Nominating Committee in care of our Chief Executive Officer, Anika Therapeutics, Inc., 32 Wiggins Avenue, Bedford, Massachusetts 01730 and include:

the name and address of record of the stockholder;

a representation that the stockholder is a record holder of our common stock, or if the stockholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) under the Exchange Act;

the name, age, business and residential address, educational background, public company directorships, current principal occupation or employment, and principal occupation or employment for the preceding five full years of the proposed director candidate;

a description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time;

a description of all arrangements or understandings between the stockholder and the proposed director candidate;

the written consent of the proposed director candidate (1) to be named in the proxy statement relating to the Annual Meeting of Stockholders, (2) to have all required information regarding such candidate included in the proxy statement relating to the Annual Meeting of Stockholders filed pursuant to the rules of the SEC, and (3) to serve as a director if elected at such annual meeting; and

any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

The Governance and Nominating Committee may solicit recommendations for candidates for directors from non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, and such other sources as it deems appropriate, including stockholders. The Governance and Nominating Committee will review and evaluate the qualifications of all such proposed candidates in the same manner and without regard to the source of the recommendation.

### **Communications with the Board of Directors**

If you wish to communicate with any of our directors or the Board of Directors as a group, you may do so by writing to the Board of Directors, or such individual director(s), in care of our Chief Executive Officer, Anika Therapeutics, Inc., 32 Wiggins Avenue, Bedford, Massachusetts 01730.

We recommend that all correspondence be sent via certified U.S. mail, return receipt requested. All correspondence received by the Chief Executive Officer will be forwarded promptly to the appropriate addressee(s).

### **Code of Business Conduct**

It is our policy that all of our officers, directors, and employees worldwide conduct our business in an honest and ethical manner and in compliance with all applicable laws and regulations. The Board of Directors has adopted the Anika Therapeutics, Inc. Code of Business Conduct and Ethics in order to clarify, disseminate, and enforce this policy. The Code of Business Conduct and Ethics applies to all of our officers, directors, and employees worldwide, including our Chief Executive Officer and Chief Financial Officer. The Code of Business Conduct and Ethics can be viewed on the investor relations section of our website at <http://www.anikatherapeutics.com> under “Corporate Governance.” Please note that the information contained on the website is not incorporated by reference in, or considered to be part of, this proxy statement.

### **Majority Voting in Uncontested Director Elections Policy**

On December 8, 2015, the Board of Directors adopted our “Majority Voting in Uncontested Director Elections Policy.” An uncontested election occurs when the number of director nominees is equal to the number of Board of Directors positions to be filled through election and proxies are being solicited for such election of directors solely by the Company. Pursuant to the Company’s policy in such an election, if a director receives a greater number of votes “withheld” than “for” his or her election, such director shall promptly offer his or her resignation for consideration by the Governance and Nominating Committee. The Governance and Nominating Committee shall then consider all of the relevant facts and circumstances, and the committee shall recommend to the Board of Directors whether or not to accept such offer of resignation. The final decision of whether or not to accept such resignation shall be made by the

Board of Directors, and, if required or determined by the Board of Directors to be desirable, the Company shall appropriately disclose the decision of the Board of Directors along with the rationale for such decision.

### **Transactions with Related Persons and Conflict of Interest Policy**

It is our policy that all employees and directors, as well as their family members, must avoid any activity that is or has the appearance of conflicting with our business interests. This policy is included in our Code of Business Conduct and Ethics, and it is supplemented by the Company's Conflict of Interest Policy, which was implemented by the Board of Directors on October 6, 2015. Among other things, this policy requires each director and officer of Anika Therapeutics to provide written notice of any potential related party transaction, defined by the Company's policy to mirror the definition of Item 404 of Regulation S-K (with the exception that the Company's policy includes a monetary threshold of \$100,000 as opposed to the threshold of \$120,000 set by Item 404 of Regulation S-K) to the Lead Director (or to the Chief Executive Officer if such transaction involves the Lead Director) including all information that the Lead Director or Chief Executive Officer may request. Upon receiving all relevant information, the disinterested members of the Board of Directors may approve the transaction if they determine that the transaction is in the best interests of, and fair to, the Company, may require modifications to the transaction to make it acceptable for approval, or may reject it. The Board of Directors may also establish guidelines for ongoing management of a specific related party transaction. The policy requires that continuing related party transactions are reviewed on at least an annual basis. Additionally, the policy requires that all executives and directors of the Company complete a directors and officers questionnaire in connection with each of the Company's annual proxy statements, in which they are asked to disclose family relationships and other related party transactions.

From January 1, 2015 through the date of this proxy statement, the Company has one reportable related party transaction. Charles Sherwood III, an adult child of Dr. Charles Sherwood, a director of the Company and the Company's President and Chief Executive Officer, is employed on an at-will basis as the Company's senior corporate legal counsel, a non-executive position, and received compensation for fiscal year 2015 of approximately \$146,000. He also received, and continues to receive, benefits generally available to all employees. In 2016, the Board of Directors approved a base salary for Mr. Sherwood III of \$170,000, a bonus initially targeted to equal 15% of his base salary, and 3,000 incentive stock options under the Second Amended 2003 Plan with a total Black-Scholes value of approximately \$49,000 on the date of grant. The compensation for this employee was determined in accordance with our standard employment and compensation practices. The 2015 compensation was initially approved by the Audit Committee of the Board of Directors and then by the Company's Board of Directors in accordance with the Company's Conflict of Interest Policy as it relates to related party transactions once such policy was implemented in October 2015. In December 2015, the Board of Directors approved Mr. Sherwood III's 2016 compensation in accordance with the Company's Conflict of Interest Policy for ongoing related party transactions.

**BENEFICIAL OWNERSHIP OF COMMON STOCK**

The following table sets forth the beneficial ownership of our common stock as of March 31, 2016, by:

each director who served the Company during 2015;

each of the Named Executive Officers named in the Summary Compensation Table set forth under the caption “Executive Compensation;”

each other person which is known by us to beneficially own 5% or more of our common stock; and

current directors and executive officers as a group.

Unless otherwise noted below, the address of each person listed on the table is in care of Anika Therapeutics, Inc., 32 Wiggins Avenue, Bedford, MA 01730.

Beneficial Owner	Amount and Nature of Beneficial Ownership <sup>(1)</sup>	Percentage of Common Stock Outstanding <sup>(2)</sup>
<i>Directors and Named Executive officers:</i>		
Joseph L. Bower	40,513 (3)	*
Raymond J. Land	14,165 (4)	*
Glenn R. Larsen, Ph.D.	4,483 (5)	*
John C. Moran	20,843 (6)	*
Jeffery S. Thompson	14,948 (7)	*
Steven E. Wheeler	34,537 (8)	*
Charles H. Sherwood, Ph.D.	548,130 (9)	3.63 %
Edward Ahn, Ph.D.	18,731 (10)	*
Sylvia Cheung	184,931 (11)	1.24 %
Richard Hague	28,900 (12)	*
Frank Luppino	- (13)	-
Current directors and executive officers as a group (9 persons)	889,338 (14)	5.80 %
<i>5% and Above Stockholders:</i>		
Blackrock, Inc. 55 East 52 <sup>nd</sup> Street New York, NY 10055	1,436,688 (15)	9.73 %
Wellington Management Group LLP 280 Congress Street Boston, MA 02210	1,190,135 (16)	8.06 %
Thompson, Siegel & Walmsely LLC 6806 Paragon Place, Suite 300 Richmond, VA 23230	976,500 (17)	6.61 %
Dimensional Fund Advisors LP		



Building One, 6300 Bee Cave Road  
 Austin, TX 78746

775,025 (18) 5.25 %

\* Indicates less than 1%

(1) Beneficial ownership is determined in accordance with the rules of the SEC. Accordingly, the number of shares deemed beneficially owned includes (i) shares of common stock owned as of March 31, 2016 and (ii) shares that may be acquired within sixty days of March 31, 2016 through the exercise or vesting of equity awards granted under the Second Amended 2003 Plan. Unless otherwise indicated below, to our knowledge, all persons listed above have sole voting and investment power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law.

(2) As of March 31, 2016, there were 14,768,325 shares of common stock outstanding. Shares not outstanding, but deemed beneficially owned by virtue of the right of a person to acquire those shares are treated as outstanding only for purposes of determining the number and percent of shares of common stock owned by such person or group.

(3) This amount includes (i) 5,210 shares subject to restricted stock units and 1,540 shares subject to stock appreciation rights that are exercisable within sixty days of March 31, 2016, and (ii) 2,000 shares owned by Dr. Bower's spouse. The restricted stock units are unvested and will be fully vested if Dr. Bower leaves our company in good standing.