

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Apollo Endosurgery, Inc.

Form: DEFA14A

Date Filed: 2020-07-02

Corporate Issuer CIK: 1251769

SCHEDULE 14A INFORMATION

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 Pursuant to § 240.14a-12

APOLLO ENDOSURGERY, 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.

Title of each class of securities to which transaction applies:

Aggregate number of securities to which transaction applies:

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):

Proposed maximum aggregate value of transaction:

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.

Amount Previously Paid:

Form, Schedule or Registration Statement No.:

Filing Party:

Date Filed:

Apollo Endosurgery, Inc.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders of Apollo Endosurgery, Inc. to be held on August 25, 2020

This communication is not a form for voting and 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/APEN. 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 2020 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. You will not otherwise receive a paper or e-mail copy of the proxy materials. 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 August 17, 2020.

**For a Convenient Way to VIEW Proxy Materials
– and –
VOTE Online go to: www.proxydocs.com/APEN**

Proxy Materials Available to View or Receive:

1. Proxy Statement 2. Proxy Card 3. Annual Report

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



**You must use the 12 digit control number
located in the shaded gray box below.**

ACCOUNT NO.

SHARES

* 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.

Apollo Endosurgery, Inc. Notice of Annual Meeting

Date: Thursday, August 25, 2020

Time: 9:00 A.M. (Central Daylight Time)

Place: 1120 S. Capital of Texas Highway, Building 1, Suite 300, Austin, Texas 78746

The purpose of the Annual Meeting is to take action on the following proposals:

The Board of Directors recommends that you vote "FOR" each of the nominees listed below:

1. Election of Directors
 - 01 Todd Newton
 - 02 Rick Anderson
 - 03 John Barr

The Board of Directors recommends that you vote "FOR" the following:

2. Proposal 2 – To ratify the selection by our Audit Committee of Moss Adams LLP as our independent registered public accounting firm for the year ending December 31, 2020.
3. Proposal 3 – To approve, on a non-binding, advisory basis, the compensation of our named executive officers, as disclosed in the proxy statement.
4. To conduct any other business properly brought before the meeting.

ANNUAL MEETING OF STOCKHOLDERS OF APOLLO ENDOSURGERY, INC.
Date: Thursday, August 25, 2020
Time: 9:00 A.M. (Central Daylight Time)
Place: 1120 S. Capital of Texas Highway, Building 1, Suite 300, Austin, TX 78746
 See Voting Instruction on Reverse Side.


Please make your marks like this: Use dark black pencil or pen only
 Board of Directors Recommends a Vote **FOR** proposals 1, 2 and 3.

- 1: Election of Directors**
- | | For | Against | Abstain |
|------------------|--------------------------|--------------------------|--------------------------|
| 01 Todd Newton | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 02 Rick Anderson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 03 John Barr | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
- 2: To ratify the selection by our Audit Committee of Moss Adams LLP as our independent registered public accounting firm for the year ending December 31, 2020.**
- | | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
- 3: To approve, on a non-binding, advisory basis, the compensation of our named executive officers, as disclosed in the proxy statement.**
- | | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
- 4: To conduct any other business properly brought before the meeting.**


Please separate carefully at the perforation and return just this portion in the envelope provided.

Annual Meeting of Stockholders of Apollo Endosurgery, Inc.
to be held on Thursday, August 25, 2020
for holders as of June 29, 2020
This proxy is being solicited on behalf of the Board of Directors


VOTE BY:

INTERNET  Go To www.proxypush.com/APEN
 • Cast your vote online.
 • View Meeting Documents.

OR

TELEPHONE  **866-230-6432**
 • Use any touch-tone telephone.
 • Have your Proxy Card/Voting Instruction Form ready.
 • Follow the simple recorded instructions.

OR

MAIL 
 • Mark, sign and date your Proxy Card/Voting Instruction Form.
 • Detach your Proxy Card/Voting Instruction Form.
 • Return your Proxy Card/Voting Instruction Form in the postage-paid envelope provided.

The undersigned hereby appoints Todd Newton and Stefanie Cavanaugh, as proxies, with full power of substitution and revocation, and authorizes each of them to vote all the shares of common stock of Apollo Endosurgery, Inc. that the undersigned is entitled to vote at said meeting and any adjournment thereof upon the matters specified and upon such other matters as may be properly brought before the meeting or any adjournment thereof, conferring authority upon such true and lawful attorneys to vote in their discretion on such other matters as may properly come before the meeting and revoking any proxy heretofore given.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED FOR THE ELECTION OF THE DIRECTOR NOMINEES IN ITEM 1 AND FOR THE PROPOSALS IN ITEMS 2 AND 3.

PROXY TABULATOR FOR
APOLLO ENDOSURGERY, INC.
P.O. BOX 8016
CARY, NC 27512-9903



To attend the meeting and vote your shares in person, please mark this box.

Authorized Signatures - This section must be completed for your instructions to be executed.

 Please Sign Here

 Please Date Above

 Please Sign Here

 Please Date Above

Please sign exactly as your name(s) appears on your stock certificate. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the proxy.

Revocable Proxy — Apollo Endosurgery, Inc.
Annual Meeting of Stockholders
August 25, 2020 9:00 a.m. (Central Daylight Time)
This Proxy is solicited on behalf of the Board of Directors

The undersigned appoints Todd Newton and Stefanie Cavanaugh with full power of substitution, to act as proxies for the undersigned, and to vote all shares of common stock of Apollo Endosurgery, Inc. that the undersigned is entitled to vote at the Annual Meeting of Stockholders on Thursday, August 25, 2020 at 9:00 a.m. at Apollo Endosurgery, Inc., 1120 S. Capital of Texas Highway, Building 1, Suite 300, Austin, Texas 78746, and any and all adjournments thereof, as set forth below.

↳ Please separate carefully at the perforation and return just this portion in the envelope provided. ↳

This proxy is revocable and will be voted as directed. However, if no instructions are specified, the proxy will be voted FOR the election of the director nominees specified in item 1 and FOR the proposals in items 2 and 3.

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE)