

BIOGEN INC.
Form DEF 14A
April 15, 2016
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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

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

BIOGEN 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):

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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NOTICE OF
2016 Annual Meeting of
Stockholders and Proxy Statement

Wednesday, June 8, 2016

9:00 a.m., Eastern Daylight Time

Online at www.virtualshareholdermeeting.com/BIB

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Letter from our Chairman

April 15, 2016

To our Stockholders:

We invite you to attend our 2016 annual meeting of stockholders, which will be held online on Wednesday, June 8, 2016, beginning at 9:00 a.m., Eastern Daylight Time. You may attend the meeting virtually via the Internet at www.virtualshareholdermeeting.com/BIIB, where you will be able to vote electronically and submit questions. You will need the 16-digit control number included with these proxy materials to attend the annual meeting.

Due to our global stockholder base, we believe that hosting a virtual meeting enhances the ability for a greater number of stockholders to attend and participate in the annual meeting. All stockholders will be able to attend remotely from any location. We are excited to embrace this emerging technology in an attempt to provide expanded access and improved communication with our stockholders. We plan to evaluate the effectiveness of this technology for future meetings.

The following notice of our annual meeting of stockholders contains details of the business to be conducted at the meeting. Only stockholders of record at the close of business on April 11, 2016 will be entitled to notice of, and to vote at, the annual meeting.

On behalf of the Board of Directors, thank you for your continued support and investment in Biogen.

Very truly yours,

STELIOS PAPADOPOULOS

Chairman of the Board

On behalf of the Board of Directors of Biogen Inc.

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Notice of 2016 Annual Meeting of Stockholders

Date: Wednesday, June 8, 2016

Time: 9:00 a.m., Eastern Daylight Time

Place: Online at www.virtualshareholdermeeting.com/BIIB

Record Date: April 11, 2016. Only Biogen stockholders of record at the close of business on the record date are entitled to receive notice of, and vote at, the annual meeting.

- Items of Business:**
1. To elect the eleven nominees identified in this proxy statement to our Board of Directors to serve for a one-year term extending until the 2017 annual meeting of stockholders and their successors are duly elected and qualified.
 2. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.
 3. To hold an advisory vote on executive compensation.
 4. To transact such other business as may be properly brought before the meeting and any adjournments or postponements.

Virtual Meeting: To participate in the annual meeting virtually via the Internet, please visit www.virtualshareholdermeeting.com/BIIB. You will need the 16-digit control number included on your Notice of Internet Availability of Proxy Materials, or your proxy card or the instructions that accompanied your proxy materials. Stockholders will be able to vote and submit questions during the annual meeting.

You will not be able to attend the annual meeting in person.

Voting:

Your vote is extremely important regardless of the number of shares you own. Whether or not you expect to attend the annual meeting online, we urge you to vote as promptly as possible by telephone or Internet or by signing, dating and returning a printed proxy card or voting instruction form, as applicable. If you attend the annual meeting online, you may vote your shares during the annual meeting virtually via the Internet even if you previously voted your proxy. Please vote as soon as possible to ensure that your shares will be represented and counted at the annual meeting.

Important Notice Regarding the Availability of Proxy Materials for Annual Meeting of Stockholders

To Be Held on June 8, 2016:

The Notice of 2016 Annual Meeting of Stockholders, Proxy Statement, and 2015 Annual Report on Form 10-K are available at the following website: www.proxyvote.com.

By Order of Our Board of Directors,

SUSAN H. ALEXANDER,

Secretary

225 Binney Street

Cambridge, Massachusetts 02142

April 15, 2016

This notice and proxy statement are first being sent to stockholders on or about April 15, 2016. Our Annual Report on Form 10-K is being sent with this notice and proxy statement.

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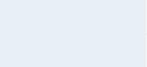
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Proxy Statement Summary

This summary highlights important information you will find in this Proxy Statement. As it is only a summary, please review the complete Proxy Statement before you vote.

Annual Meeting Information

DATE: Wednesday, June 8, 2016
TIME: 9:00 a.m., Eastern Daylight Time
LOCATION: Online only at www.virtualshareholdermeeting.com/BIIB.
RECORD DATE: **You will not be able to attend the meeting in person.**
 April 11, 2016

Voting Matters and Vote Recommendation

Voting Matter	Board Recommendation	Page Number for more detail
Item 1 Election of Directors	FOR each nominee	10
Item 2 Ratification of Selection of Independent Registered Public Accounting Firm for 2016	FOR	23
Item 3 Advisory Vote on Executive Compensation	FOR	26

How to Vote

Table of Contents[Proxy Statement Summary \(continued\)](#)**Corporate Governance Matters**

We strive to maintain effective corporate governance practices to ensure that our company is managed for the long-term benefit of our stockholders. To that end, we continually review and refine our corporate governance policies, procedures and practices. See Part 2 Corporate Governance at Biogen for more information.

Corporate Governance Highlights**Board and Board Committees**

Number of Independent Director Nominees/Total Number of Director Nominees	10/11
Average Age of Directors Standing for Election (as of April 15, 2016)	62
All Board Committees Consist of Independent Directors	Yes
Risk Oversight by Full Board and Committees	Yes
Separate Risk Committee	Yes
Separate Chairman and CEO	Yes
Regular Executive Sessions of Independent Directors	Yes
Annual Board and Committee Self-Evaluations	Yes
Annual Independent Director Evaluation of CEO	Yes
Director Education and Orientation	Yes
Annual Equity Grant to Directors	Yes
Director - Stockholder Engagement Initiative	Yes

Shareholder Rights, Accountability and Other Governance Practices

Annual Election of All Directors	Yes
Majority Voting for Directors and Resignation Policy	Yes
Proxy Access Bylaw (3% ownership, 3 years, nominees for up to 25% of the Board)	Yes
Annual Advisory Stockholder Vote on Executive Compensation	Yes
Stockholder Ability to Call Special Meetings (25% Threshold)	Yes
Stockholder Ability to Act by Written Consent	Yes
Stock Ownership Guidelines for Directors and Executives	Yes
Prohibition from Hedging and Pledging Securities or Otherwise Engaging in Derivative Transactions	Yes

Compensation Recovery in Equity and Annual Bonus Plans	Yes
Absence of a Stockholder Rights Plan (referred to as Poison Pill)	Yes
Strong Commitment to Environmental and Sustainability Matters	Yes
Board Oversight and Expanded Disclosure on Website Related to Corporate Political Contributions and Expenditures	Yes
Director - Stockholder Engagement Initiative	

We value the views of our stockholders and other stakeholders, and we solicit input throughout the year on topics such as business strategy, capital allocation, corporate governance, executive compensation, sustainability and corporate social responsibility initiatives. During fiscal year 2015 and continuing in 2016, independent members of our Board of Directors conducted outreach to stockholders owning approximately 40% of our outstanding shares to discuss a variety of issues, including business, corporate governance, and compensation related matters.

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Proxy Statement Summary (continued)

Our Director Nominees

Proposal 1 Election of Directors

You are being asked to vote on the election of the following eleven nominees for director. All Directors are elected annually by the affirmative vote of a majority of votes cast. Detailed information about each Director's background, skill sets and areas of expertise can be found beginning on page 10.

Name, Occupation and Experience	Age*	Independent	Committee Memberships*					Other Public Boards
			AC	CC	CGC	FC	RC	
Alexander J. Denner, Ph.D.								
Founding Partner, Sarissa Capital	46	Yes						2
Caroline D. Dorsa								
Retired Executive Vice President and Chief Financial Officer,								
Public Service Enterprise Group, Inc.	56	Yes						
Nancy L. Leaming								
Retired Chief Executive Officer and President, Tufts Health Plan	68	Yes						2
Richard C. Mulligan, Ph.D.								
Founding Partner, Sarissa Capital and Mallinckrodt Professor of								
Genetics, Emeritus, Harvard Medical School	61	Yes						

Robert W. Pangia

Chief Executive Officer, Ivy Sports Medicine,
LLC 64 Yes

Stelios Papadopoulos, Ph.D.

Chairman, Biogen, and Chairman, Exelixis, Inc.
and Regulus

Therapeutics, Inc. 67 Yes 3
Brian S. Posner

President, Point Rider Group and Private Investor 54 Yes 2
Eric K. Rowinsky, M.D.

Former Head of R&D and Chief Medical Officer
of Stemline

Therapeutics, Inc., and Life Sciences Consultant 59 Yes 3
George A. Scangos, Ph.D.

Chief Executive Officer 67 No 2
The Honorable Lynn Schenk

Attorney, Former Chief of Staff to the Governor
of California and

Former U.S. Congresswoman 71 Yes 1
Stephen A. Sherwin, M.D.

Clinical Professor of Medicine, University of
California, San

Francisco and Advisor to Life Sciences
Companies 67 Yes 4

* Age and Committee memberships are as of April 15, 2016.

Audit Committee

Compensation and Management Development Committee

CGC: Corporate Governance Committee

FC: Finance Committee

RC: Risk Committee

STC: Science and Technology C

Chair:

Member:

Financial Expert:

-v-

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Proxy Statement Summary (continued)

Our Auditors

Proposal 2 Ratification of Independent Registered Public Accounting Firm

You are being asked to vote to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2016. Below is summary information about PricewaterhouseCoopers LLP's fees for services provided in 2015 and 2014. Detailed information about this proposal can be found beginning on page 23.

2015 and 2014 Audit Fees

Type of Fees (in Millions)	2015	2014
Audit Fees	\$ 4,717,996	\$4,436,942
Audit-Related Fees	406,442	43,032
Tax Fees	542,125	476,520
All Other Fees	13,547	18,161
TOTAL FEES	\$ 5,680,110	\$4,974,654

Executive Compensation Matters

Proposal 3 Advisory Vote on Executive Compensation

Our Board of Directors recommends that stockholders vote to approve, on an advisory basis, the compensation paid to the Company's named executive officers (NEOs) as described in this Proxy Statement (the "say-on-pay" vote). Detailed information about the compensation paid to our named executive officers can be found beginning on page 26.

Our compensation program embodies a pay-for-performance philosophy that supports our business strategy and aligns executive interests with those of our stockholders. Highlights of our compensation program for 2015 and our compensation best practices follow.

Pay-for-Performance

Short and long-term incentive compensation rewards financial, strategic, and operational performance and goals that are set to support our long-range plans.

Approximately 91% of the compensation pay mix for our CEO was performance-based and at-risk in 2015.

Approximately 84% of the compensation pay mix for our other NEOs was performance-based and at-risk in 2015.

In 2015, we did not achieve all of our target goals. As a result, our NEOs received lower annual bonus payments and had lower multipliers applied to long-term incentives, in each case consistent with our pay-for-performance philosophy.

Other Compensation Best Practices

We provide competitive total pay opportunities after consideration of many factors, including a carefully selected peer group.

An independent compensation consultant assists the Compensation and Management Development Committee in setting executive and non-employee director compensation.

Our compensation programs do not encourage unnecessary and excessive risk taking, and risk assessments are conducted annually.

Payments under our annual bonus plan are capped.

Long-term incentive awards are subject to multi-year vesting.

Any stock option awards are granted at fair market value; We do not backdate or reprice stock option awards.

We maintain robust share ownership guidelines for executive officers and directors.

Compensation may be recouped/clawed back under our equity and annual bonus plans.

A double-trigger is required for accelerated equity vesting upon change of control for all post-2014 grants.

In June 2009, we adopted a policy to eliminate excise tax gross ups for newly-hired executives.

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1 General Information About the Meeting

Biogen Inc.

225 Binney Street

Cambridge, Massachusetts 02142

The Board of Directors of Biogen Inc. is soliciting your proxy to vote at our 2016 annual meeting of stockholders (Annual Meeting) to be held at 9:00 a.m., Eastern Daylight Time, on Wednesday, June 8, 2016 for the purposes summarized in the accompanying Notice of 2016 Annual Meeting of Stockholders. Our 2015 Annual Report on Form 10-K is also available with this Proxy Statement.

References in this Proxy Statement to Biogen or the Company, we, us and our refer to Biogen Inc.

What is the purpose of the Annual Meeting?

At our Annual Meeting, stockholders will vote upon the matters that are summarized in the formal meeting notice. This Proxy Statement contains important information for you to consider when deciding how to vote on the matters before the meeting.

Can I attend the Annual Meeting?

We will be hosting our Annual Meeting virtually via the Internet.

Any stockholder can listen to and participate in the Annual Meeting live via the Internet at www.virtualshareholdermeeting.com/BIIB. The Annual Meeting will start at 9:00 a.m., Eastern Daylight Time, on June 8, 2016. Stockholders may vote and submit questions while connected to the Annual Meeting on the Internet.

You will not be able to attend the meeting in person.

Why the change to a virtual meeting?

Due to our global stockholder base, we believe that hosting a virtual meeting enhances the ability for a greater number of stockholders to attend and participate in the annual meeting since stockholders can participate remotely

from any location. We are excited to embrace this emerging technology in an attempt to provide expanded access and improved communication with our stockholders. We plan to evaluate the effectiveness of this technology for future meetings.

What do I need in order to be able to participate in the Annual Meeting online?

You will need the 16-digit control number included on your Notice of Internet Availability of Proxy Materials or your proxy card or voting instruction form in order to be able to vote your shares or submit questions during the meeting. If you do not have your 16-digit control number, you will be able to listen to the meeting only you will not be able to vote or submit questions during the meeting.

Who can vote?

Each share of our common stock that you own as of the close of business on the record date of April 11, 2016 (Record Date) entitles you to one vote on each matter to be voted upon at the Annual Meeting. As of the Record Date, 219,051,301 shares of our common stock were outstanding and entitled to vote. We are making this Proxy Statement and other Annual Meeting materials available on the Internet or, upon request, sending printed versions of these materials on or about April 15, 2016 to all stockholders of record as of the Record Date. For 10 days before the Annual Meeting, a list of stockholders entitled to vote will be available for inspection at our offices located at 225 Binney Street, Cambridge, Massachusetts 02142 and will be available for examination during the Annual Meeting at www.virtualshareholdermeeting.com/BIIB. If you would like to review the list, please call our Investor Relations department at (781) 464-2442.

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1 General Information About the Meeting (continued)

What am I voting on at the Annual Meeting?

Stockholders will be asked to vote on the following items at the Annual Meeting:

The election to the Board of Directors of the eleven director nominees (Proposal 1);

The ratification of the selection of PricewaterhouseCoopers LLP (PwC) as our independent registered public accounting firm for the fiscal year ending December 31, 2016 (Proposal 2);

The advisory vote on executive compensation (Proposal 3); and

The transaction of such other business as may be properly brought before the meeting and any adjournments or postponements.

What is the recommendation of the Board on each of the matters scheduled to be voted on at the Annual Meeting?

The Board of Directors recommends that you vote:

FOR each of the director nominees (Proposal 1)

FOR the ratification of the selection of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2016 (Proposal 2)

FOR the approval of our advisory vote on executive compensation (Proposal 3)

How do proxies work?

Our Board of Directors is asking for your proxy authorizing the individuals named as proxies to vote your shares at the Annual Meeting in the manner you direct. You may abstain from voting on any matter. If you submit your proxy without specifying your voting instructions, we will vote your shares on the matters scheduled to be voted on at the Annual Meeting in accordance with our Board of Directors recommendations described above. As to any other matter that may properly come before the meeting or any adjournment or postponement, the individuals named as proxies will vote your shares at the Annual Meeting in accordance with their best judgment.

Shares represented by valid proxies received in time for the Annual Meeting and not revoked before the Annual Meeting will be voted at the Annual Meeting. You can revoke your proxy and change your vote in the manner described below (under the heading "Can I revoke or change my vote after I submit my proxy?"). If your shares are held through a bank, broker or other nominee, please follow the instructions that you were provided by your bank, broker or other nominee.

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1 General Information About the Meeting (continued)

How do I vote and what are the voting deadlines?

Stockholders of Record. If you are a stockholder of record, there are several ways for you to vote your shares.

By Internet. You may vote at www.proxyvote.com, 24 hours a day, seven days a week. You will need the 16-digit control number included on your Notice of Internet Availability of Proxy Materials or your proxy card (if you received a printed copy of the proxy materials). Votes submitted through the Internet must be received by 11:59 p.m., Eastern Daylight Time, on June 7, 2016.

By Telephone. You may vote using a touch-tone telephone by calling 1-800-690-6903, 24 hours a day, seven days a week. You will need the 16-digit control number included on your Notice of Internet Availability of Proxy Materials or your proxy card (if you received a printed copy of the proxy materials). Votes submitted by telephone must be received by 11:59 p.m., Eastern Daylight Time, on June 7, 2016.

By Mail. If you received printed proxy materials, you may submit your vote by completing, signing, and dating each proxy card received and returning it in the prepaid envelope. Sign your name exactly as it appears on the proxy card. Proxy cards submitted by mail must be received no later than June 7, 2016, to be voted at the Annual Meeting.

During the Annual Meeting. You may vote during the Annual Meeting by going to www.virtualshareholdermeeting.com/BIIB. You will need the 16-digit control number included on your Notice of Internet Availability or your proxy card (if you received a printed copy of the proxy materials).

If you vote via the Internet or by telephone, your electronic vote authorizes the named proxies in the same manner as if you signed, dated, and returned your proxy card. **If you vote via the Internet or by telephone, do not return your proxy card.**

Beneficial Owners. *If your shares are held in a brokerage account in your broker's name, then you are the beneficial owner of shares held in street name.* If you are a beneficial owner of your shares, you should have received a Notice of Internet Availability of Proxy Materials or voting instructions from the bank, broker or other nominee holding your shares. You should follow the instructions in the Notice of Internet Availability of Proxy Materials or voting instructions provided by your bank, broker or nominee in order to instruct your bank, broker or other nominee on how to vote your shares. The availability of telephone and Internet voting will depend on the voting process of the broker or nominee. **Shares held beneficially may not be voted during our Annual Meeting; instead a beneficial holder must instruct their bank, broker, or other nominee in advance of the meeting.**

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1 General Information About the Meeting (continued)

Can I revoke or change my vote after I submit my proxy?

Stockholders of Record. If you are a stockholder of record, you may revoke or change your vote at any time before the final vote at the Annual Meeting by:

signing and returning a new proxy card with a later date, to be received no later than June 7, 2016;

submitting a later-dated vote by telephone or via the Internet only your latest Internet or telephone proxy received by 11:59 p.m., Eastern Daylight Time, on June 7, 2016, will be counted;

participating in the Annual Meeting virtually via the Internet and voting again; or

delivering a written revocation to our Secretary at Biogen Inc., 225 Binney Street, Cambridge, Massachusetts 02142, to be received no later than June 7, 2016.

Only your latest vote, in whatever form, will be counted.

Beneficial Owners. If you are a beneficial owner of your shares, you must contact the bank, broker or other nominee holding your shares and follow their instructions for revoking or changing your vote.

Will my shares be counted if I do not vote?

Stockholders of Record. If you are the stockholder of record and you do not vote before the Annual Meeting by proxy card, telephone or via the Internet,

or during the Annual Meeting via the Internet, your shares will not be voted at the Annual Meeting.

Beneficial Owners. If you are the beneficial owner of shares, your bank, broker or other nominee, as the record holder of the shares, is required to vote those shares in accordance with your instructions. If no voting instructions are provided, these record holders can vote your shares only on discretionary, or routine, matters and not on non-discretionary, or non-routine, matters. Uninstructed shares whose votes cannot be counted on non-routine matters result in what are commonly referred to as broker non-votes.

The proposal to ratify the selection of our independent registered public accounting firm is a routine matter and our other proposals are non-routine matters. If you do not give your broker voting instructions, your broker (1) will be entitled to vote your shares on the proposal to ratify the selection of our independent registered public accounting firm and (2) will not be entitled to vote your shares on the other proposals. We urge you to provide instructions to your bank, broker or other nominee so that your votes may be counted on all of these important matters.

You should vote your shares by telephone or by Internet according to the instructions provided by your bank, broker or other nominee or by signing, dating and returning a printed voting instruction form to your bank, broker or other nominee to ensure that your shares are voted on your behalf.

How many shares must be present to hold the Annual Meeting?

A majority of our issued and outstanding shares of common stock as of the Record Date must be present at the Annual Meeting to hold the Annual Meeting and conduct business. This is called a quorum. Shares voted in the manner described above (under the heading "How do I vote and what are the voting deadlines?") will be counted as present at the Annual Meeting. Shares that are present and entitled to vote on one or more of the matters to be voted upon are counted as present for establishing a quorum. If a quorum is not present, we expect that the Annual Meeting will be adjourned until we obtain a quorum.

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1 General Information About the Meeting (continued)

What vote is required to approve each proposal and how are votes counted?

Proposal 1: Election of Directors: Directors are elected by a majority vote of the votes cast—that is, a director will be elected if more votes are cast for that director’s election than against that director. Abstentions and broker non-votes, if any, are not counted for purposes of electing directors and will have no effect on the results of this vote.

Proposal 2: Ratification of PwC: The affirmative vote of a majority of shares present in person or represented by proxy and having voting power at the Annual Meeting is required to ratify the selection of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2016. Abstentions will have the effect of votes against this proposal. Brokers generally have discretionary authority to vote on the ratification of the selection of our independent registered public accounting firm, thus we do not expect any broker non-votes on this proposal.

Proposal 3: Advisory Vote on Executive Compensation: Because this proposal asks for a non-binding, advisory vote, there is no required vote that would constitute approval. We value the opinions expressed by our stockholders in this advisory vote, and our Compensation and Management Development Committee of our Board of Directors (referred to in this Proxy Statement as the Compensation Committee), which is responsible for overseeing and administering our executive compensation programs, will consider the outcome of the vote when designing our compensation programs and making future compensation decisions for our named executive officers. Abstentions and broker non-votes, if any, will not have any effect on the results of those deliberations.

Are there other matters to be voted on at the Annual Meeting?

We do not know of any other matters that may come before the Annual Meeting. If any other matters are properly presented at the Annual Meeting, your proxy authorizes the individuals named as proxies to vote, or otherwise act, in accordance with their best judgment.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

We have elected to provide access to our proxy materials on the Internet, consistent with the rules of the Securities and Exchange Commission (SEC). Accordingly, in most instances we are mailing a Notice of Internet Availability of Proxy Materials to our stockholders. You can access our proxy materials on the website referred to in the Notice of Internet Availability of Proxy Materials or you may request printed versions of our proxy materials for the Annual Meeting. In addition, you may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

What does it mean if I receive more than one notice regarding the Internet availability of proxy materials or more than one set of printed proxy materials?

If you hold your shares in more than one account, you may receive a separate Notice of Internet Availability of Proxy Materials or a separate set of printed proxy materials, including a separate proxy card or voting instruction form, for each account. To ensure that all of your shares are voted, please vote by telephone or by Internet or sign, date and return a proxy card or voting instruction form for each account.

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1 General Information About the Meeting (continued)

Where do I find the voting results of the Annual Meeting?

We will publish the voting results of the Annual Meeting in a Current Report on Form 8-K filed with the SEC within four business days after the end of the Annual Meeting. You may request a copy of this Form 8-K by contacting Investor Relations, Biogen Inc., 225 Binney Street, Cambridge, Massachusetts 02142, (781) 464-2442. You will also be able to find a copy of this Form 8-K on the Internet through the SEC's electronic data system called EDGAR at www.sec.gov or through the Investors' section of our website, www.biogen.com.

Who should I call if I have any questions?

If you have any questions or require any assistance with voting your shares, please contact the bank, broker or other nominee holding your shares, or our Investor Relations department at (781) 464-2442.

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2 Corporate Governance at Biogen

Corporate Governance Practices

We strive to maintain effective corporate governance practices to ensure that our company is managed for the long-term benefit of our stockholders. We review our corporate governance principles and practices on a regular basis. A description of our corporate governance highlights is set forth in the Proxy Statement Summary .

We believe part of effective corporate governance includes active engagement with our stockholders. We value the views of our stockholders and other stakeholders, and we communicate with them regularly and solicit input on a number of topics such as business strategy, capital allocation, corporate governance, executive compensation, sustainability and corporate social responsibility initiatives.

Director Stockholder Engagement Initiative. Our Corporate Governance Committee leads the Board's efforts on director stockholder engagement, and directs discussions with stockholders to the appropriate Board and committee members. In 2015 and continuing in 2016, independent members of our Board of Directors conducted outreach to stockholders owning approximately 40% of our outstanding shares. A number of meetings have been, and continue to be, held with our stockholders to discuss a variety of business and strategic topics, such as capital allocation, corporate governance, and compensation-related matters. We remain committed to investing time with our stockholders to increase transparency and better understand our stockholder base and their perspectives.

Corporate Responsibility. We are committed to corporate citizenship and environmental sustainability practices and initiatives, which we believe reflects the best interests of our patients, our stakeholders and the communities we serve. Our corporate citizenship report is prominently presented on our website, and our efforts in sustainability and environmental matters have resulted in a number of awards and recognitions throughout the year, as described further in the executive summary section of our Compensation Discussion and Analysis.

Director Independence

Board of Directors. All of our directors and nominees for director, other than Dr. Scangos, our Chief Executive Officer, satisfy the independence requirements of The NASDAQ Stock Market (NASDAQ). In determining that Dr. Papadopoulos is independent, our Board of Directors considered that

Dr. Papadopoulos is a director or advisor to certain companies with which we collaborate.

Committees.

All members of the committees of our Board of Directors are independent directors, as defined by NASDAQ rules.

All members of our Audit Committee meet the additional SEC and NASDAQ independence and experience requirements applicable specifically to audit committee members.

All members of our Compensation Committee are non-employee directors within the meaning of the rules under Section 16 of the Securities Exchange Act and outside directors for purposes of Section 162(m) of the Internal Revenue Code, and the Board of Directors has affirmatively determined that the members of our Compensation Committee satisfy the additional independence requirements specifically applicable to compensation committee members.

Leadership Structure. We currently separate the roles of Chairman of the Board of Directors and Chief Executive Officer. Stelios Papadopoulos, an independent director, is Chairman of our Board. Among other responsibilities, our Chairman:

- presides at meetings of our Board of Directors, executive sessions of our independent directors and our annual meetings of stockholders;
- reviews and assists in setting the agenda and schedule for our Board of Directors meetings in collaboration with our Chief Executive Officer;
- advises the committee chairs in fulfilling their responsibilities to the Board of Directors;
- recommends to the Board of Directors the retention of any advisors who report directly to the Board of Directors;
- serves as a liaison for stockholder communications with the Board of Directors;
- leads the process of evaluating our Chief Executive Officer; and
- discharges such other responsibilities as the Board of Directors may assign from time to time.

We believe that having an independent Chairman promotes a greater role for the independent directors in the oversight of the Company, including oversight of material risks facing the Company, encourages active participation by the independent directors in the work of our Board of Directors, enhances our Board of Directors' role of representing stockholders' interests, and improves our Board of Directors' ability to supervise and evaluate our Chief Executive Officer and other executive officers.

Table of Contents**2 Corporate Governance at Biogen (continued)****Nominating Processes**

The Corporate Governance Committee is responsible for identifying individuals qualified to become members of our Board of Directors and reviewing candidates recommended by stockholders. Stockholders may recommend nominees for consideration by the Corporate Governance Committee by submitting the names and supporting information to the Secretary, Biogen Inc., 225 Binney Street, Cambridge, Massachusetts 02142. Any such recommendation should include at a minimum the name(s) and address(es) of the stockholder(s) making the recommendation and appropriate biographical information for the proposed nominee(s). Candidates who are recommended by stockholders will be considered in the same manner as candidates from other sources. For all potential candidates, the Corporate Governance Committee will consider all factors it deems relevant, including at a minimum those listed below in the subsection titled Director Qualifications, Standards and Diversity. Director nominations are recommended by the Corporate Governance Committee to our Board of Directors and must be approved by a majority of independent directors.

In addition, our Bylaws contain provisions that address the process by which a stockholder may nominate an individual to stand for election to our Board of Directors at an annual meeting of stockholders.

Stockholder Nominations Not for Inclusion in Company's Proxy Statement. Our Bylaws permit stockholders to nominate directors for consideration at an annual meeting. To nominate a director for consideration at an annual meeting, a nominating stockholder must provide the information required by our Bylaws and give timely notice of the nomination to the Secretary in accordance with our Bylaws, and each nominee must meet the qualifications required by our Bylaws. To nominate a director for consideration at next year's annual meeting, stockholders must provide the notice required by our Bylaws not less than 90 days and not more than 120 days in advance of the first anniversary of the date our proxy statement was released to our stockholders in connection with the previous year's annual meeting of stockholders.

Stockholder Nominations Under Proxy Access Bylaw. In addition, our Bylaws provide that under certain circumstances, a stockholder or group of stockholders may include director candidates that they have nominated in our annual meeting proxy statement. These proxy access provisions of our Bylaws provide, among other things, that a stockholder or group of up to twenty stockholders seeking to include director candidates in our annual meeting proxy statement must own 3% or more of our outstanding common stock continuously for at least the previous three years.

The number of stockholder-nominated candidates appearing in any annual meeting proxy statement cannot exceed 25% of the number of directors then serving on the Board. If 25% is not a whole number, the maximum number of stockholder-nominated candidates would be the closest whole number below 25%, subject to a minimum of one. A nominee will be counted in determining whether the 25% maximum has been reached if the nominee was submitted

under the proxy access procedures and later withdrawn, the nominee was included in the proxy materials as a Board-nominated candidate or the nominee was nominated in any of the Company's three preceding annual meetings and is being recommended by the Board for reelection.

The nominating stockholder or group of stockholders also must deliver the information required by our Bylaws, and each nominee must meet the qualifications required by our Bylaws.

Requests to include stockholder-nominated candidates in our proxy materials for next year's annual meeting must be received by our Secretary no earlier than 150 days and no later than 120 days before the anniversary of the date that we issued our proxy statement for the previous year's annual meeting of stockholders.

Annual Elections and Majority Voting

Our directors are elected annually to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified. Our directors must be elected by a majority of votes cast in uncontested elections (meaning any election for which the number of directors nominated does not exceed the number of directors to be elected at such meeting), and by a plurality of votes cast in contested elections (meaning any election for which the number of directors nominated exceeds the number of directors to be elected at such meeting, regardless of whether such nominees were proposed by the Company or by stockholders). In addition, following their appointment or election by stockholders to our Board of Directors, directors must submit an irrevocable resignation that will be effective upon (1) the failure to receive the required number of votes for reelection at the next annual meeting of stockholders at which they face reelection and (2) acceptance of such resignation by our Board of Directors. If an incumbent director fails to receive the number of votes required for reelection, our Board of Directors (excluding the director in question) will, within 90

Table of Contents**2 Corporate Governance at Biogen (continued)**

days after certification of the election results, decide whether to accept the director's resignation taking into account such factors as it deems relevant. Such factors may include the stated reasons why stockholders voted against such director's reelection, the qualifications of the director and whether accepting the resignation would cause us to fail to meet any applicable listing standards or would violate state law. Our Board of Directors will promptly disclose its decision in a filing with the SEC.

Director Qualifications, Standards and Diversity

General Qualifications and Standards. Our Corporate Governance Principles provide that directors should possess the highest personal and professional ethics and integrity, understand and be aligned with our core values, and be committed to representing the long-term interests of our stockholders. Our directors must also be inquisitive and objective and have practical wisdom and mature judgment.

Diversity. In accordance with our Corporate Governance Principles, we endeavor to have a Board of Directors that collectively represents diverse experience at strategic and policy-making levels in business, government, education, healthcare, science and technology, and the international arena, and collectively has knowledge and expertise in the functional areas of accounting and finance, risk management and compliance, strategic and business planning, corporate governance, human resources, marketing and commercial, and research and development. Consistent with our Corporate Governance Principles, in selecting nominees to our Board of Directors, the Corporate Governance Committee considers the diversity of skills and experience that a potential nominee possesses and the extent to which such diversity would enhance the perspective, background, knowledge and experience of our Board of Directors as a whole. The Board of Directors considers personal diversity, including gender, national origin, ethnic and racial diversity, as an additional benefit to the Board of Directors as a whole.

Director Term and Resignation. Our Board of Directors does not believe that arbitrary term limits on directors service are appropriate, nor does it believe that directors should expect to be re-nominated. Our Corporate Governance Principles provide that directors should offer their resignation in the event of any significant change in personal circumstances, including a significant change in principal job responsibilities or any circumstances that may adversely affect their ability to effectively carry out their duties and responsibilities or in the case of a significant conflict of interest that cannot otherwise be resolved. Our directors are also expected to offer their resignation to our Board of Directors effective at the annual meeting of stockholders in the year of their 75th birthday.

Board and Committee Evaluations. Regular evaluations are an important determinant for continued tenure, and, to that end, our Board of Directors and its committees perform a self-evaluation on an annual basis. Our Corporate Governance Committee oversees the evaluations, and reports the results to the Board.

Director Orientation and Continuing Education. We provide orientation for new directors, and provide directors with materials or briefing sessions on subjects that we believe will assist them in discharging their duties. We also make director education program information available to directors on a regular basis and encourage directors to

attend director education programs and reimburse the costs of attending such programs.

Table of Contents**3 Board of Directors****Proposal 1 Election of Directors**

Our Board of Directors currently consists of the following directors, all serving one-year terms extending until the Annual Meeting and until their successors are duly elected and qualified:

Alexander J. Denner
 Caroline D. Dorsa
 Nancy L. Leaming
 Richard C. Mulligan

Robert W. Pangia
 Stelios Papadopoulos
 Brian S. Posner
 Eric K. Rowinsky

George A. Scangos
 Lynn Schenk
 Stephen A. Sherwin

All current directors are standing for reelection to serve a one-year term extending until the 2017 annual meeting of stockholders and until their successors are duly elected and qualified, unless they resign or are removed. Our Board of Directors has nominated these eleven directors for reelection based on its carefully considered judgment that the experience, qualifications, attributes and skills of our nominees qualify them to serve on our Board of Directors. As described in detail below, our nominees have considerable professional and business expertise. We know of no reason why any nominee would be unable to accept nomination or election.

If any nominee is unable to serve on our Board of Directors, the shares represented by your proxy will be voted for the election of such other person as may be nominated by our Board of Directors. In addition, in compliance with all applicable state and federal laws and regulations, we will file an amended proxy statement and proxy card that, as applicable, (1) identifies the alternate nominee(s), (2) discloses that such nominees have consented to being named in the revised proxy statement and to serve if elected and (3) includes the disclosure required by Item 7 of Schedule 14A with respect to such nominees. All nominees have consented to be named in this Proxy Statement and to serve if elected.

Our Nominees for Director

(Information is as of April 15, 2016)

Alexander J. Denner, Ph.D.

Experience

Dr. Denner, 46, has served as one of our directors since 2009. Dr. Denner is a founding partner and Chief Investment Officer of Sarissa Capital Management LP. Sarissa Capital focuses on improving the strategies of companies to better provide stockholder value. From 2006 to 2011, Dr. Denner served as a Senior Managing Director at Icahn Capital. Prior to that, he served as a portfolio manager at Viking Global Investors and Morgan Stanley Investment Management.

Qualifications

Dr. Denner has significant experience overseeing the operations and research and development of healthcare companies and evaluating corporate governance matters. He also has extensive experience as an investor, particularly with respect to healthcare companies, and possesses broad healthcare industry knowledge.

Biogen Committee Memberships

Corporate Governance (Chair)

Finance

Other Current Public Company Boards

Ariad Pharmaceuticals, Inc. (Chair)

The Medicines Company

Former Public Company Directorships Held in the Past Five Years

Amylin Pharmaceuticals, Inc.

Vivus, Inc.

Enzon Pharmaceuticals, Inc.

Table of Contents**3 Board of Directors (continued)****Caroline D. Dorsa****Experience**

Ms. Dorsa, 56, has served as one of our directors since 2010. Ms. Dorsa served as the Executive Vice President and Chief Financial Officer of Public Service Enterprise Group Incorporated, a diversified energy company, from April 2009 until her retirement in October 2015, and served on its board of directors from 2003 to April 2009. From February 2008 to April 2009, she served as Senior Vice President, Global Human Health, Strategy and Integration at Merck & Co., Inc., a pharmaceutical company. From November 2007 to January 2008, Ms. Dorsa served as Senior Vice President and Chief Financial Officer of Gilead Sciences, Inc., a life sciences company. From February 2007 to November 2007, she served as Senior Vice President and Chief Financial Officer of Avaya, Inc., a telecommunications company. From 1987 to January 2007, Ms. Dorsa held various financial and operational positions at Merck & Co., Inc., including Vice President and Treasurer, Executive Director of U.S. Customer Marketing and Executive Director of U.S. Pricing and Strategic Planning. Since December 2015, Ms. Dorsa has served as a director of Intellia Therapeutics, Inc., a life sciences company that recently filed a registration statement with the SEC for an initial public offering of its common stock.

Qualifications

Ms. Dorsa has significant financial and accounting expertise and a deep knowledge of the pharmaceutical industry. Her strategic perspective on the industry is particularly valuable to our Board of Directors as it oversees our growth initiatives and reviews both internal development projects and external opportunities.

Biogen Committee Memberships

Audit (Chair)

Risk

Other Current Public Company Boards

None

Former Public Company Directorships Held in the Past Five Years

None

Nancy L. Leaming

Experience

Ms. Leaming, 68, has served as one of our directors since 2008. Ms. Leaming has been an independent consultant since 2005. From 2003 to 2005, she served as the Chief Executive Officer and President of Tufts Health Plan, a provider of healthcare insurance. From 1986 to 2003, Ms. Leaming served in several executive positions at Tufts Health Plan, including President, Chief Operating Officer and Chief Financial Officer.

Qualifications

Ms. Leaming has well-developed leadership skills and financial acumen and provides insights into the healthcare reimbursement and payor market, where she served for 20 years in senior operational, financial and managerial roles.

Biogen Committee Memberships

Audit

Risk

Other Current Public Company Boards

Hologic, Inc.

Edgewater Technology, Inc.

Former Public Company Directorships Held in the Past Five Years

None

Table of Contents

3 Board of Directors (continued)

Richard C. Mulligan, Ph.D.

Experience

Dr. Mulligan, 61, has served as one of our directors since 2009. Dr. Mulligan is a founding partner of Sarissa Capital Management LP. Sarissa Capital focuses on improving the strategies of companies to better provide stockholder value. In 2013, Dr. Mulligan became the Mallinckrodt Professor of Genetics, Emeritus, at Harvard Medical School, after serving as the Mallinckrodt Professor of Genetics and Director of the Harvard Gene Therapy Initiative since 1996. Prior to that, he was Professor of Molecular Biology at the Massachusetts Institute of Technology, a member of the Whitehead Institute for Biomedical Research, and the Chief Scientific Officer of Somatix Therapy Corporation, a drug discovery and development company that he founded. Dr. Mulligan was named a MacArthur Foundation Fellow in 1981.

Qualifications

Dr. Mulligan has scientific expertise in the areas of molecular biology, genetics, gene therapy, and biotechnology, as well as extensive experience within the healthcare industry, including overseeing the operations and research and development of healthcare companies.

Biogen Committee Memberships

Science and Technology (Chair)

Compensation and Management Development

Other Current Public Company Boards

None

Former Public Company Directorships Held in the Past Five Years

Collectis SA

Enzon Pharmaceuticals, Inc.

Robert W. Pangia

Experience

Mr. Pangia, 64, served as a director of the Company from 1997 to 2003 during the period the Company was operated as IDEC Pharmaceuticals, and has served as a director since 2003 following IDEC's merger with Biogen Inc. Mr. Pangia has been the Chief Executive Officer of Ivy Sports Medicine, LLC, a medical device company, since 2011. He has also been a partner in Ivy Capital Partners, LLC, the general partner of Ivy Healthcare Capital, L.P., a private equity fund specializing in healthcare investments, since 2003. From October 2007 to October 2009, he served as the Chief Executive Officer of Highlands Acquisition Corp., a special purpose acquisition company. From 1996 to 2003, Mr. Pangia was self-employed as an investment banker. From 1987 to 1996, he held various senior management positions at PaineWebber, a financial services company, including Executive Vice President and Director of Investment Banking for PaineWebber Incorporated of New York, member of the board of directors of PaineWebber, Inc., Chairman of PaineWebber Properties, Inc., and member of several of PaineWebber's executive and operating committees.

Qualifications

Mr. Pangia has significant financial acumen and breadth of expertise within the healthcare industry.

Biogen Committee Memberships

Compensation and Management Development (Chair)

Finance

Other Current Public Company Boards

None

Former Public Company Directorships Held in the Past Five Years

None

Table of Contents**3 Board of Directors (continued)****Stelios Papadopoulos, Ph.D.****Experience**

Dr. Papadopoulos, 67, has served as one of our directors since 2008 and as our independent Chairman since June 2014. Dr. Papadopoulos also serves as the Chairman of Exelixis, Inc., a drug discovery and development company that he co-founded in 1994, and Chairman of Regulus Therapeutics, Inc., a biopharmaceutical company developing medicines targeting micro-RNAs. Previously, he was an investment banker with Cowen & Co., LLC, a financial services company, focusing on the biotechnology and pharmaceutical sectors, from 2000 until his retirement as Vice Chairman in August 2006. Prior to joining Cowen & Co., Dr. Papadopoulos served for 13 years as an investment banker at PaineWebber, Inc., a financial services company, where he was most recently Chairman of PaineWebber Development Corp., a PaineWebber subsidiary focusing on biotechnology.

Qualifications

Having founded multiple life sciences companies and worked as an investment banker focused on the life sciences industry, Dr. Papadopoulos brings to our Board of Directors a first-hand understanding of the demands of establishing, growing and running life sciences businesses.

Biogen Committee Memberships

Audit

Finance

Science and Technology

Other Current Public Company Boards

BG Medicine, Inc.

Exelixis, Inc. (Chair)

Regulus Therapeutics, Inc. (Chair)

Former Public Company Directorships Held in the Past Five Years

Anadys Pharmaceuticals, Inc.

Brian S. Posner

Experience

Mr. Posner, 54, has served as one of our directors since 2008. Mr. Posner has been a private investor since March 2008 and is the President of Point Rider Group LLC, a consulting and advisory services firm within the financial services industry. From 2005 to March 2008, Mr. Posner served as the President, Chief Executive Officer and co-Chief Investment Officer of ClearBridge Advisors LLC, an asset management company and a wholly-owned subsidiary of Legg Mason. Prior to that, Mr. Posner co-founded Hygrove Partners LLC, a private investment fund, in 2000 and served as its Managing Partner for five years. He served as a portfolio manager and an analyst at Fidelity Investments, a financial services company, from 1987 to 1996 and, from 1997 to 1999, at Warburg Pincus Asset Management/Credit Suisse Asset Management where he also served as co-Chief Investment Officer and Director of Research.

Qualifications

Given his substantial experience as a leading institutional investment manager and advisor, Mr. Posner brings a professional investor's perspective and significant management and financial expertise that is valuable to our Board of Directors as it oversees our strategy for enhancing stockholder value.

Biogen Committee Memberships

Finance (Chair)

Audit

Corporate Governance

Other Current Public Company Boards

AQR Funds

Arch Capital Group Ltd.

Former Public Company Directorships Held in the Past Five Years

Anadys Pharmaceuticals, Inc.

BG Medicine, Inc.

RiverPark Funds

Table of Contents**3 Board of Directors (continued)****Eric K. Rowinsky, M.D.****Experience**

Dr. Rowinsky, 59, has served as one of our directors since 2010. He has served as President of RGenix, Inc., a privately-held life sciences company, since November 2015 and as its Executive Chairman since December 2015. From January 2012 to November 2015, Dr. Rowinsky was the Head of Research and Development and Chief Medical Officer of Stemline Therapeutics, Inc., a biotechnology company focusing on the discovery and development of therapeutics targeting cancer stem cells. Dr. Rowinsky is an Adjunct Professor of Medicine at New York University and has been an independent consultant since January 2010. Prior to that, he was the Chief Medical Officer of Primrose Therapeutics, Inc., a start-up biotechnology company focusing on the development of therapeutics for polycystic kidney disease, from August 2010 until its acquisition in September 2011. From 2005 to December 2009, he served as the Chief Medical Officer and Executive Vice President of ImClone Systems Incorporated, a life sciences company. From 1996 to 2004, Dr. Rowinsky held several positions at the Cancer Therapy & Research Center's Institute for Drug Development, including Director of the Institute and Director of Clinical Research. During that time, he held the SBC Endowed Chair for Early Drug Development and Clinical Professor of Medicine at the University of Texas Health Science Center at San Antonio. From 1988 to 1996, Dr. Rowinsky was an Associate Professor of Oncology at the Johns Hopkins School of Medicine and on the staff of the Johns Hopkins Hospital.

Qualifications

Dr. Rowinsky has extensive research and drug development experience, oncology expertise, and broad scientific and medical knowledge.

Biogen Committee Memberships

Compensation and Management Development

Corporate Governance

Science and Technology

Other Current Public Company Boards

BIND Therapeutics, Inc.

Fortress Biotech Inc.

Navidea Biopharmaceuticals, Inc.

Former Public Company Directorships Held in the Past Five Years

Mast Therapeutics, Inc. (formerly Adventrx Pharmaceuticals, Inc.)

George A. Scangos, Ph.D.

Experience

Dr. Scangos, 67, has served as our Chief Executive Officer and one of our directors since July 2010. Prior to that, he served as the President and Chief Executive Officer of Exelixis, Inc., a drug discovery and development company, from 1996 to July 2010. From 1993 to 1996, Dr. Scangos served as President of Bayer Biotechnology, where he was responsible for research, business development, process development, manufacturing, engineering and quality assurance of Bayer's biological products. Before joining Bayer in 1987, Dr. Scangos was a Professor of Biology at Johns Hopkins University for six years, where he is still an adjunct professor. Dr. Scangos served as non-executive Chairman of Anadys Pharmaceuticals, Inc., a biopharmaceutical company, from 2005 to July 2010 and was a director of the company from 2003 to July 2010. He also served as the Chair of the California Healthcare Institute in 2010 and was a member of the board of the Global Alliance for TB Drug Development until 2010. In March 2016, Dr. Scangos was appointed Chairman of the Board of Directors of Pharmaceutical Research and Manufacturers of America (PhRMA).

Qualifications

Dr. Scangos has extensive training as a scientist, significant knowledge and experience with respect to the biotechnology, healthcare and pharmaceutical industries, and a comprehensive leadership background resulting from service on various boards of directors and as an executive in the pharmaceutical industry.

Biogen Committee Memberships

None

Other Current Public Company Boards

Agilent Technologies, Inc.

Exelixis, Inc.

Former Public Company Directorships Held in the Past Five Years

None

Table of Contents**3 Board of Directors (continued)****Lynn Schenk, J.D.****Experience**

Ms. Schenk, 71, served as a director of the Company from 1995 to 2003 during the period the Company was operated as IDEC Pharmaceuticals, and has served as a director since 2003 following IDEC's merger with Biogen Inc. Ms. Schenk is an attorney and consultant in private practice with extensive public policy and business experience. She is also a trustee of the Scripps Research Institute, a director of the California High Speed Rail Authority Board and a trustee of the University of California, San Diego Foundation. From 1999 to 2003, she served as Chief of Staff to the Governor of California, during which time she led the effort to create the Institutes for Science and Innovation at the University of California. She headed the State's Executive Branch risk management team post 9/11 and during the California energy crisis. From 1993 to 1995, Ms. Schenk was a Member of the United States House of Representatives, representing San Diego, California and served on the House Energy & Commerce Committee with a special emphasis on biotechnology. From 1980 to 1983, she was the California Secretary of Business, Transportation and Housing during which she formed the California Commission on Industrial Innovation.

Qualifications

Ms. Schenk's strong public policy, government, legal and private sector experience provides vital insights to our Board of Directors about significant issues affecting the highly regulated life sciences industry. She brings public sector operations and management expertise to our Board of Directors. She has demonstrated her commitment to boardroom excellence by completing the National Association of Corporate Directors' (NACD) comprehensive program of study for corporate directors. Ms. Schenk currently serves as an NACD Board Leadership Fellow. She supplements her skill sets through ongoing engagement with the director community, and access to leading practices.

Biogen Committee Memberships

Risk (Chair)

Compensation and Management Development

Other Current Public Company Boards

Sempra Energy

Former Public Company Directorships Held in the Past Five Years

None

Table of Contents**3 Board of Directors (continued)****Stephen A. Sherwin, M.D.****Experience**

Dr. Sherwin, 67, has served as one of our directors since 2010. Dr. Sherwin currently divides his time between advisory work in the life sciences industry and patient care and teaching in his specialty of medical oncology. He is a Clinical Professor of Medicine at the University of California, San Francisco, and a volunteer Attending Physician in Hematology-Oncology at San Francisco General Hospital. Dr. Sherwin previously served as the Chairman of Ceregene, Inc., a life sciences company that he co-founded, from 2001 until its acquisition by Sangamo Biosciences, Inc. in 2013. He was also a co-founder and chairman of Abgenix, Inc., an antibody company which was acquired by Amgen Inc. in 2006. From 1990 to October 2009, he served as the Chief Executive Officer of Cell Genesys, Inc., a life sciences company, and was its Chairman from 1994 until the company's merger with BioSante Pharmaceuticals, Inc. in October 2009. Prior to that, he held various positions at Genentech, Inc., a life sciences company, most recently as Vice President, Clinical Research. Dr. Sherwin is board certified in internal medicine and medical oncology.

Qualifications

Dr. Sherwin has extensive knowledge of the life sciences industry and brings more than 30 years of experience in senior leadership positions at large and small publicly traded life sciences companies to our Board of Directors.

Biogen Committee Memberships

Finance

Risk

Science and Technology

Other Current Public Company Boards

Aduro Biotech, Inc.

Neurocrine Biosciences, Inc.

Rigel Pharmaceuticals, Inc.

Verastem, Inc.

Former Public Company Directorships Held in the Past Five Years

Biosante Pharmaceuticals, Inc.

Vical, Inc.

OUR BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE [FOR](#) THE ELECTION OF EACH DIRECTOR NOMINEE NAMED ABOVE.

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3 Board of Directors (continued)

Committees and Meetings

Our Board of Directors met 16 times in 2015. Our Board of Directors also has six standing committees. The principal functions of each committee, the committee composition in 2015 and number of meetings held in 2015 are described in the table below. The chair of each committee periodically reports to our Board of Directors on committee deliberations and decisions. Each committee's charter is posted on our website, www.biogen.com, under the Corporate Governance subsection of the Investors section of the website. Also posted there are our Corporate Governance Principles which, together with our committee charters, comprise our governance framework.

Committee	Function	2015 Members	Meetings in 2015
Audit	Assists our Board of Directors in its oversight of: the integrity of our financial statements; our accounting and financial reporting processes; the independence, qualifications and performance of our independent registered public accounting firm; our global tax compliance and tax audit processes; and our internal audit and corporate compliance functions. The Audit Committee has the sole authority and direct responsibility for the appointment, compensation, retention, evaluation and oversight of the work of our independent registered public accounting firm.	Caroline D. Dorsa (Chair) Nancy L. Leaming Stelios Papadopoulos Brian S. Posner	10
Compensation and Management	Assists our Board of Directors with oversight of executive compensation and management development, including: recommending to our Board of Directors the compensation for our Chief Executive Officer, and	Robert W. Pangia (Chair) Caroline D. Dorsa*	6

Development	<p>approving the compensation for our other executive officers;</p> <p>administration of our equity and other management incentive plans;</p> <p>reviewing executive and senior management development programs (including succession plans for executives and senior management); and</p> <p>recommending to our Board of Directors the compensation of our independent directors.</p>	<p>Richard C. Mulligan</p> <p>Eric K. Rowinsky</p> <p>Lynn Schenk</p>	
Corporate Governance	Assists our Board of Directors in assuring sound corporate governance practices and identifying qualified nominees to our Board of Directors and its committees.	<p>Alexander J. Denner (Chair)</p> <p>Brian S. Posner</p> <p>Eric K. Rowinsky</p> <p>Lynn Schenk*</p>	8
Finance	Assists our Board of Directors with oversight of our financial strategy, policies and practices.	<p>Brian S. Posner (Chair)</p> <p>Alexander J. Denner</p> <p>Robert W. Pangia</p> <p>Stelios Papadopoulos</p> <p>Stephen A. Sherwin</p>	6
Risk	<p>Assists our Board of Directors with oversight of management's exercise of its responsibility to assess and manage risks associated with our business and operations.</p> <p>For more information on our Board oversight of risks, please see Board Risk Oversight below.</p>	<p>Lynn Schenk (Chair)</p> <p>Alexander J. Denner*</p> <p>Caroline D. Dorsa</p> <p>Nancy L. Leaming</p> <p>Stephen A. Sherwin</p>	5
Science and Technology	Assists our Board of Directors with oversight of our key strategic decisions involving research and development matters and our intellectual property portfolio.	<p>Richard C. Mulligan (Chair)</p> <p>Stelios Papadopoulos</p> <p>Eric K. Rowinsky</p> <p>Stephen A. Sherwin</p>	7

Determined by our Board of Directors to be an audit committee financial expert.

* Effective April 1, 2016, this director no longer serves on this committee.

Table of Contents**3 Board of Directors (continued)**

Attendance at Board and Committee Meetings. No current director attended fewer than 75% of the total number of meetings of our Board of Directors and the committees on which he or she served during 2015.

Executive Sessions. Under our Corporate Governance Principles, the independent directors of our full Board are required to meet without management present at least four times each year, and may also meet without management present at such other times as determined by our Chairman, or if requested by at least two other directors. In 2015, the independent directors of our full Board met without management present six times. Each committee of the Board also had numerous executive sessions throughout the year.

Attendance at Stockholder Meeting. We expect all of our directors and director nominees to attend our annual meetings of stockholders. All of our directors attended our 2015 Annual Meeting of Stockholders.

Director Compensation

This section describes our compensation program for our non-employee directors and shows the compensation paid to or earned by our non-employee directors during 2015. Dr. Scangos receives no compensation for his service on our Board of Directors.

Retainers, Meeting Fees and Expenses

The following table presents the retainers and meeting fees for all non-employee members of our Board of Directors in effect in 2015:

Retainers	Meeting Fees
Annual Board Retainer	Board of Directors Meetings (per meeting day):
\$ 65,000	In-person attendance
Annual Retainers (in addition to Annual Board Retainer):	\$ 2,500

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Independent Chairman of the Board	\$ 50,000	Telephonic attendance	\$ 1,500
Audit Committee Chair	\$ 25,000	Committee Meetings (per meeting)	\$ 1,500
Compensation and Management Development Committee Chair	\$ 20,000	Attendance at Annual Science and Technology Committee Portfolio Review (per day)	\$ 1,500
Corporate Governance Committee Chair	\$ 15,000		
Finance Committee Chair	\$ 15,000		
Risk Committee Chair	\$ 15,000		
Science and Technology Committee Chair	\$ 15,000		
Audit Committee Member (other than Chair)	\$ 5,000		

Our non-employee directors are also eligible to be paid a fee of \$1,000 for each full day of service to the Company other than in connection with meetings of our Board of Directors or its committees.

Our non-employee directors may defer all or part of their cash compensation under our Voluntary Board of Directors Savings Plan, which is similar to our Supplemental Savings Plan described in the narrative preceding the 2015 Non-Qualified Deferred Compensation Table in Part 5 Executive Compensation Matters of this Proxy Statement, but without any Company matching features. If non-employee directors choose to defer compensation, the plan periodically will credit their accounts with amounts of deemed investment earnings as if their deferred compensation was

invested in notional investments selected by the director or a default investment if the director does not make a selection. These notional investment options include the mutual funds available under our 401(k) plan as well as a fixed rate option which earns a rate of return determined each year by the Company's retirement committee. For non-employee director contributions to the fixed rate option in 2015, this rate of return was set at 6.00%. Contributions to the fixed rate option continue to be credited with the rate of return that was in effect during the year of contribution.

Non-employee directors are also reimbursed for actual expenses incurred in attending meetings of our Board of Directors and its committees, as well as service to our Board of Directors unrelated to such meetings.

Table of Contents**3 Board of Directors (continued)****Equity Awards***Awards Under Our Non-Employee Directors Equity Plan*

Our non-employee directors receive awards under our 2006 Non-Employee Directors Equity Plan (the Non-Employee Directors Equity Plan). The Non-Employee Directors Equity Plan was initially approved by stockholders at our 2006 Annual Meeting of Stockholders. In 2015, our stockholders approved an amendment to extend the term of the plan until June 10, 2025.

General Provisions of the Non-Employee Directors Equity Plan

Non-employee directors receive grants under the Non-Employee Directors Equity Plan effective on the date of each annual meeting of stockholders (or a pro rata grant upon election other than at an annual meeting of stockholders). Under the Non-Employee Directors Equity Plan, a maximum of 17,500 shares of our common stock (or 30,000 shares for the independent Chairman of the Board) may be granted to a non-employee director each calendar year. Annual grants vest on the one-year anniversary of the date of grant or over a longer period in the discretion of the Compensation Committee.

Grants to non-employee directors are recommended by the Compensation Committee and approved by our Board of Directors, with the independent Chairman recused from discussion and voting upon his awards.

Awards granted under the Non-Employee Directors Equity Plan are subject to accelerated vesting upon termination of the directors' service by reason of death, disability, retirement and upon a change in control (as such terms are defined in the plan). In addition, non-employee director awards will become fully vested upon an involuntary termination of a director's service within two years following certain mergers or other corporate transactions, as defined in the plan.

Grants During 2015

In June 2015, the Compensation Committee recommended, and our Board of Directors approved, annual grants to non-employee directors with a grant date fair value of approximately \$270,000 for each director and an additional grant of approximately \$135,000 for the independent Chairman. These amounts were consistent with those approved in 2014 and below the limits set forth in the Non-Employee Directors

Equity Plan noted above. The June 2015 annual grants were awarded in the form of restricted stock units vesting in full on the first anniversary of the grant date, generally subject to the director's continued service.

Periodically we review our compensation program for our non-employee directors in relation to those of the peer group used for compensation purposes (as described below in our Compensation Discussion and Analysis) to assess its competitiveness and appropriateness. While the grant date fair values of the equity awards granted in 2015 were

above the median of our peer group, our annual cash retainer for directors is below the median of that same peer group. The Compensation Committee and our Board of Directors believes that a somewhat heavier reliance on equity awards than that of our peer group companies will further align the interests of our directors with those of our stockholders.

10b5-1 Trading Plans

Our directors must use pre-established trading plans to sell shares of our common stock. Trading plans may only be entered into during an open trading window and when the director is not in possession of material non-public information about the Company. We require a waiting period following the establishment of a trading plan before any trades may be executed. Our policy is designed to provide safeguards that will allow our directors to have an opportunity to realize the value intended by the Company in granting equity-based awards.

Non-Employee Director Share Ownership Guidelines

We maintain share ownership guidelines for our non-employee directors. A summary of our share ownership guidelines for our non-employee directors is set forth below.

Position	Share Ownership Requirement(1)
Non-Employee Chairman	Number of shares equal in value to 5x the total annual cash retainer for the Chair Position and the Chair's Board retainer
Non-Employee Directors (excluding Chairman)	Number of shares equal in value to 5x the annual cash retainer for Board members

(1) The director has five years from the date of initial election or appointment to meet the share ownership requirement. All of our non-employee directors currently meet the share ownership requirements.

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3 Board of Directors (continued)

2015 Director Compensation

Name	Fees Earned or Paid in Cash	Stock Awards ⁽¹⁾	Change in Pension Value and Nonqualified Deferred Compensation Earnings ⁽²⁾	All Other Compensation ⁽³⁾	Total
(a)	(b)	(c)	(d)	(e)	(f)
Alexander J. Denner	\$ 143,500	\$ 270,008			\$ 413,508
Caroline D. Dorsa	\$ 159,500	\$ 270,008			\$ 429,508
Nancy L. Leaming	\$ 129,000	\$ 270,008			\$ 399,008
Richard C. Mulligan	\$ 131,500	\$ 270,008			\$ 401,508
Robert W. Pangia	\$ 141,000	\$ 270,008	\$49,509		\$ 460,517
Stelios Papadopoulos	\$ 186,500	\$ 404,040		\$10,000	\$ 600,540
Brian S. Posner	\$ 157,500	\$ 270,008		\$21,000	\$ 448,508
Eric K. Rowinsky	\$ 131,500	\$ 270,008			\$ 401,508
Lynn Schenk	\$ 144,500	\$ 270,008		\$15,000	\$ 429,508
Stephen A. Sherwin	\$ 128,500	\$ 270,008		\$5,000	\$ 403,508

Notes to the 2015 Director Compensation Table

- (1) Reflects the grant date fair value of annual time-vested restricted stock unit grants made in 2015 to non-employee directors granted under the Non-Employee Directors Equity Plan, as described in the narrative preceding this table. These restricted stock units are scheduled to vest in full and be settled in shares on the first anniversary of the grant date, generally subject to continued service. Grant date fair values were computed in accordance with Accounting Standards Codification (ASC) Topic 718 and determined by multiplying the number of restricted stock units granted by the fair market value of the Company's common stock on the relevant grant date.
- (2) The amounts in column (d) represent earnings in the Voluntary Board of Directors Savings Plan that are in excess of 120% of the average applicable federal long-term rate. The federal long-term rate for 2015 applied in this calculation is 3.16%, the federal long-term rate effective in January 2015 when the Fixed Rate Option (FRO) under this plan was established for 2015. Only Mr. Pangia has deferred compensation allocated to the FRO.
- (3) The amounts in column (e) represent the amount of matching contributions made in 2015 by the Biogen Foundation on behalf of the director pursuant to the terms of a matching gift program offered by the Biogen Foundation to all U.S. employees and non-employee directors of Biogen. Under the matching gift program, the Biogen Foundation matches gifts to eligible U.S.-based non-profit organizations, in accordance with the Biogen Foundation's guidelines, up to an annual maximum per donor of \$25,000 per calendar year and up

to a program total of \$1.5 million per calendar year. The matching contributions made by the Biogen Foundation are not taxable income to the director, and the director may not take any tax deductions for such matching contributions.

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3 Board of Directors (continued)

Director Equity Outstanding at 2015 Fiscal Year-End

The following table summarizes the equity awards that were outstanding as of December 31, 2015, for each of the non-employee directors serving during 2015.

Name	Option Awards ⁽¹⁾	Stock Awards ⁽²⁾
	Number of Securities Underlying Unexercised Options	Number of Shares or Units of Stock That Have Not Vested
Alexander J. Denner		695
Caroline D. Dorsa	27,570	695
Nancy L. Leaming		695
Richard C. Mulligan		695
Robert W. Pangia	17,125	695
Stelios Papadopoulos		1,040
Brian S. Posner		695
Eric K. Rowinsky		695
Lynn Schenk		695
Stephen A. Sherwin	12,000	695

Notes to the Director Equity Outstanding at 2015 Fiscal Year-End Table

(1) All stock options were granted with a ten-year term. Stock options vested in full on the first anniversary of the grant date. All stock options were vested and exercisable as of December 31, 2015.

(2) Restricted stock units granted to non-employee directors as part of the annual grant vest in full on the first anniversary of the grant date.

Board Risk Oversight

Our Board of Directors provides oversight of material risks facing the Company. Our Board of Directors regularly receives information about our material strategic, operational, financial and compliance risks and management s

response to, and mitigation of, such risks. In addition, our risk management systems, including our risk assessment processes, internal controls over financial reporting, compliance programs and internal and external auditing procedures are designed, in part, to inform management and our Board of Directors about our material risks. As part of its risk oversight function, our Board of Directors and its committees review this framework, its operation and our strategies for generating long-term value for our stockholders to ensure that such strategies will not motivate management to take excessive risks.

Table of Contents**3 Board of Directors (continued)**

In determining the allocation of risk oversight responsibilities, our Board of Directors and its committees generally oversee material risks within their identified area of concern. The Board and each committee meet regularly with management to ensure that management is exercising its responsibility to identify relevant risks and is adequately assessing, monitoring, and taking appropriate action to mitigate risk. A summary of the key areas of risk oversight responsibility of the Board and each of its committees is set forth below:

Board or Committee	Area of Risk Oversight
Board	Corporate and commercial strategy and execution, pricing and reimbursement, competition, and other material risks.
Audit	Financial, accounting, disclosure, corporate compliance, distributors, anti-bribery and anti-corruption matters, and other risks, including cybersecurity, reviewed in its oversight of the internal audit and corporate compliance functions.
Compensation and Management	Workforce and compensation matters.
Development	
Corporate	
Governance	Corporate governance and board succession, director independence, potential conflicts of interest and related party transactions involving directors and executive officers.
Finance	Financial, capital and credit risks.
Risk	The Company's risk governance framework and infrastructure designed to identify, assess, manage and monitor the Company's material risks; The risk management policies, guidelines and practices implemented by Company management; The allocation of risk oversight responsibilities to the Board and its committees; Information technology, cybersecurity, environmental, health and sustainability and other material risks not allocated to the Board or another committee; and Material government and other investigations.
Science and Technology	Research and development activities, clinical development and drug safety, and intellectual property.

Compensation Risk Assessment

The Compensation Discussion and Analysis (CD&A) section of this Proxy Statement describes our compensation policies, programs and practices for our executive officers. Our goal-setting, performance assessment and compensation decision-making processes described in the CD&A apply to all employees. We offer a limited number of short-term cash incentive plans, with employees eligible for either our annual cash incentive plan or a sales incentive compensation plan; no employee is eligible to participate in more than one cash incentive plan at any time. Our annual cash incentive plan is consistently maintained for all participants globally, with the same Company performance goals, payout curves and administrative provisions regardless of the participant's job level, location or function in the Company. We also have a long-term incentive program that provides different forms of awards depending upon an employee's level, but is otherwise consistent throughout the Company.

In the CD&A, we describe the risk-mitigation controls for our compensation programs, including the role of our Compensation Committee to review and approve the design, goals and payouts under our annual cash incentive plan and long-term incentive program as well as approving each executive officer's compensation. In addition, we have reviewed the processes, controls and design of our sales incentive compensation plans. Based on our assessment, we believe that our compensation policies, programs and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

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4 [Audit Committee Matters](#)

Proposal 2 [Ratification of the Selection of Our Independent Registered Public Accounting Firm](#)

Our Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm retained to audit our consolidated financial statements. The Audit Committee has selected PricewaterhouseCoopers LLP (PwC) as our independent registered public accounting firm for the fiscal year ending December 31, 2016. PwC has served as our independent registered public accounting firm since 2003.

In order to assure continuing auditor independence, the Audit Committee periodically considers whether there should be a rotation of the independent registered public accounting firm. Further, in conjunction with the rotation of the auditing firm's lead engagement partner required by applicable SEC rules, the Audit Committee and its chairperson has in the past been and in the future will be directly involved in the selection of PwC's new lead engagement partner.

The Audit Committee believes at this time that the continued retention of PwC to serve as our independent registered public accounting is in the best interest of Biogen and its stockholders.

Although stockholder approval of the Audit Committee's selection of PwC is not required, our Board of Directors believes that it is a matter of good corporate practice to solicit stockholder ratification of this selection. If our stockholders do not ratify the selection of PwC as our independent registered public accounting firm, the Audit Committee will reconsider its selection. Even if the selection is ratified, the Audit Committee always has the ability to change the engagement of PwC if it considers that a change is in Biogen's best interest. Representatives of PwC will participate in the Annual Meeting, have the opportunity to make a statement if they so desire, and be available to respond to appropriate questions.

OUR BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE [FOR THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC](#)

ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.

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4 [Audit Committee Matters \(continued\)](#)

[Audit Committee Report](#)

The Audit Committee's role is to act on behalf of our Board of Directors in the oversight of Biogen's financial reporting, internal control and audit functions. The roles and responsibilities of the Audit Committee are set forth in the written charter adopted by our Board of Directors, which is posted on our website, www.biogen.com, under the Corporate Governance subsection of the About Us section of the site. Management has primary responsibility for the financial statements and the reporting process, including the systems of internal controls.

In fulfilling its oversight responsibilities, the Audit Committee, among other things:

- reviewed and discussed with management the audited consolidated financial statements contained in Biogen's 2015 Annual Report on Form 10-K;

- discussed with PwC, Biogen's independent registered public accounting firm, the overall scope and plans for the audit;

- met with PwC, with and without management present, to discuss the results of its examination, management's response to any significant findings, its observations of Biogen's internal controls, the overall quality of Biogen's financial reporting, the selection, application and disclosure of critical accounting policies, new accounting developments and accounting-related disclosures, the key accounting judgments and assumptions made in preparing the financial statements and whether the financial statements would have materially changed had different judgments and assumptions been made, and other pertinent items related to Biogen's accounting, internal controls and financial reporting;

- discussed with representatives of Biogen's corporate internal audit staff their purpose, authority, audit plan and reports;

- reviewed and discussed with PwC the matters required to be discussed with the Audit Committee under generally accepted auditing standards (including Public Company Accounting Oversight Board Auditing Standard No. 16);

- discussed with PwC its independence from management and Biogen, including the written disclosures and letter concerning independence received from PwC under applicable requirements of the Public Company Accounting Oversight Board. The Audit Committee has determined that the provision of non-audit services to Biogen by PwC is compatible with its independence;

- provided oversight and advice to management in connection with Biogen's system of internal control over financial reporting in response to the requirements set forth in Section 404 of the Sarbanes-Oxley Act of 2002 and related regulations. In connection with this oversight, the Audit Committee reviewed a report by management on the effectiveness of Biogen's internal control over financial reporting; and

reviewed PwC's Report of Independent Registered Public Accounting Firm included in Biogen's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 related to its audit of the effectiveness of internal control over financial reporting.

In reliance on these reviews and discussions, the Audit Committee recommended to our Board of Directors that the audited consolidated financial statements be included in Biogen's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 for filing with the SEC.

The Audit Committee of our Board of Directors:

Caroline D. Dorsa (Chair)

Nancy L. Leaming

Stelios Papadopoulos

Brian S. Posner

Table of Contents4 [Audit Committee Matters \(continued\)](#)[Audit and Other Fees](#)

The following table shows fees for professional audit services billed to us by PwC for the audit of our annual consolidated financial statements for the years ended December 31, 2015 and December 31, 2014, and fees billed to us by PwC for other services provided during 2015 and 2014:

Fees	2015	2014
Audit fees	\$ 4,717,996	\$ 4,436,942
Audit-related fees	406,442	43,032
Tax fees*	542,125	476,520
All other fees	13,547	18,161
Total	\$ 5,680,110	\$ 4,974,654

* Includes tax compliance fees of \$286,229 in 2015 and \$216,108 in 2014.

Audit fees are fees for the audit of our 2015 and 2014 consolidated financial statements included in our Annual Reports on Form 10-K, reviews of our condensed consolidated financial statements included in our Quarterly Reports on Form 10-Q, review of the consolidated financial statements incorporated by reference into our outstanding registration statements, and statutory audit fees in overseas jurisdictions.

Audit-related fees are fees that principally relate to assurance and related services that are also performed by our independent registered public accounting firm. More specifically, these services include audits of employee benefit plan information, accounting consultations, due diligence and audits in connection with business development activity, internal control reviews, and attest services related to financial reporting that are not required by statute or regulation. The increase in fees from 2014 to 2015 was primarily due to increased services associated with business development activity.

Tax fees are fees for tax compliance and planning services.

All other fees in 2015 and 2014 include \$6,077 and \$11,061, respectively, of fees incurred for services provided in assessing the technical structure and format of reports submitted to government authorities to ensure compliance with applicable regulations. All other fees also include license fees for a web-based accounting research tool, which totaled \$7,470 and \$7,100 in 2015 and 2014, respectively.

Policy on Pre-Approval of Audit and Non-Audit Services

The Audit Committee has the sole authority to approve the scope of the audit and any audit-related services as well as all audit fees and terms. The Audit Committee must pre-approve any audit and non-audit services provided by our independent registered public accounting firm. The Audit Committee will not approve the engagement of the independent registered public accounting firm to perform any services that the independent registered public accounting firm would be prohibited from providing under applicable securities laws, NASDAQ requirements or Public Company Accounting Oversight Board rules. In assessing whether to approve the use of our independent registered public accounting firm to provide permitted non-audit services, the Audit Committee tries to minimize relationships that could appear to impair the objectivity of our independent registered public accounting firm. The Audit Committee will approve permitted non-audit services by our independent registered public accounting firm only when it will be more effective or economical to have such services provided by our independent registered public accounting firm than by another firm.

The Audit Committee annually reviews and pre-approves the audit, audit-related, tax, and other permissible non-audit services that can be provided by the independent registered public accounting firm. After the annual review, any proposed services exceeding pre-set levels or amounts or additional services not previously approved requires separate pre-approval by the Audit Committee or the Chair of the Audit Committee. Any pre-approval decision made by the Chair of the Audit Committee is reported to the Audit Committee at the next regularly scheduled Audit Committee meeting. Our Chief Accounting Officer and Chief Financial Officer can approve up to an additional \$50,000 in the aggregate per calendar year for categories of services that the Audit Committee (or the Chair through its delegated authority) has pre-approved.

All of the services provided by PwC during 2015 and 2014 were pre-approved in accordance with this policy, except for \$6,077 and \$11,061, respectively, of fees incurred for technical compliance services described under the caption *All other fees* , which were subsequently ratified by the Audit Committee.

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5 [Executive Compensation Matters](#)

Proposal 3 [Advisory Vote on Executive Compensation](#)

Our Compensation Discussion and Analysis, which appears below, describes our executive compensation program and the compensation decisions that the Compensation Committee and our Board of Directors made with respect to the 2015 compensation of our named executive officers (listed in the Summary Compensation Table). As required pursuant to Section 14A of the Securities Exchange Act, our Board of Directors is asking that stockholders cast a non-binding, advisory vote FOR the following resolution:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

Our Board of Directors is asking that our stockholders support this proposal. Although the vote you are being asked to cast is non-binding, we value the views of our stockholders, and the Compensation Committee and our Board of Directors will consider the outcome of the vote when making future compensation decisions for our named executive officers.

As we describe in our Compensation Discussion and Analysis, our executive compensation program embodies a pay-for-performance philosophy that supports our business strategy and aligns the interests of our executives with those of our stockholders. In particular, our compensation programs reward financial, strategic and operational performance and the goals set for each performance category support our long-range plans. In addition, to discourage excessive risk taking, we maintain policies for share ownership and recoupment of compensation, we cap payments under our annual bonus plan, and we require multi-year vesting of long-term incentive awards.

We will hold a non-binding, advisory vote of our stockholders on the compensation of our named executive officers every year until the next required stockholder vote on the frequency of such advisory vote. The next stockholder vote on the frequency of such advisory vote is expected to be held at the 2017 annual meeting of stockholders.

OUR BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE **FOR** THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.

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5 Executive Compensation Matters (continued)

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis (CD&A) describes our compensation strategy, philosophy, policies, and practices underlying our executive compensation program for 2015. It also provides information regarding the manner and context in which compensation was earned by and awarded to our 2015 named executive officers listed below, whom we refer to collectively as Named Executive Officers or NEOs .

George A. Scangos, Ph.D.

Chief Executive Officer
Paul J. Clancy, M.B.A.

Executive Vice President, Chief Financial Officer
John G. Cox, M.S., M.B.A

Executive Vice President, Pharmaceutical Operations & Technology
Susan H. Alexander, J.D.

Executive Vice President, Chief Legal Officer and Corporate Secretary
Kenneth A. DiPietro

Executive Vice President, Human Resources
Douglas E. Williams, Ph.D.*

Former Executive Vice President, Research and Development
Stuart A. Kingsley*

Former Executive Vice President, Global Commercial Operations

* Dr. Williams separated from the Company in August 2015 and Mr. Kingsley separated from the Company in February 2016.

Executive Summary

2015 Highlights

In 2015, we saw solid performance across our portfolio of multiple sclerosis and hemophilia therapies, and we made significant progress in building and advancing our pipeline.

We provided value to our stockholders through the return of approximately \$5.0 billion in capital, and we continued our leading efforts in environmental, sustainability and diversity matters.

Our executive compensation program for 2015 was similar to our 2014 compensation program, remaining closely linked to the achievement of our strategic and financial objectives and aligned with stockholder interests.

Despite a number of very positive strategic and financial achievements in 2015, we did not achieve all of the aggressive target goals that we set in the beginning of the year and, accordingly, the payouts under our incentive compensation plans for 2015 were below their target payments.

A brief summary of our 2015 business, financial and executive compensation highlights follow:

Financial Performance

We had strong financial growth in 2015, when compared to our exceptional performance in 2014.

A reconciliation of our GAAP to non-GAAP financial measures is provided in Appendix A to this Proxy Statement.

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5 [Executive Compensation Matters \(continued\)](#)

Product and Pipeline Developments

Approvals

ELOCTA was approved by the European Commission for the treatment of hemophilia A.

Applications for Marketing

Biologics license applications and/or marketing authorization applications for four product candidates were accepted by the U.S. Food and Drug Administration (FDA) or the European Medicines Agency (EMA):

ZINBRYTA for the treatment of multiple sclerosis (FDA and EMA).

ALPROLIX for the treatment of hemophilia B (EMA).

BENEPALI and FLIXABI, two anti-TNF biosimilars developed through our joint venture, Samsung Bioepis (EMA).

Data Readouts

TYSABRI (Phase 3 - Secondary Progressive MS; Phase 2 - Acute Ischemic Stroke)

Anti-Lingo (Phase 2 - Acute Optic Neuritis)

Aducanumab (Phase 1b - Alzheimer's disease)

Nusinersen (Phase 2 - Spinal Muscular Atrophy in infants and children)

Phase 3 Initiation

Commenced two global Phase 3 studies to assess aducanumab in patients with early Alzheimer's disease.

Capital Allocation

Returned approximately \$5.0 billion to stockholders through our share repurchase program.

Completed transactions giving us access to potential therapies in new areas, including: neuropathic pain; an oral compound that targets the sphingosine 1-phosphate receptor for multiple autoimmune indications; and gene-based therapies in multiple ophthalmic diseases.

Invested in new manufacturing facilities in Solothurn, Switzerland and Research Triangle Park, North Carolina.

Other Notable Achievements in the Workplace and Community

Achieved carbon neutrality

Ranked No. 1 on the Corporate Knights 2015 Global 100, an index of the most sustainable corporations in the world

Named Biotechnology Industry Leader on Dow Jones Sustainability World Index

Total Shareholder Return

Our one, three and five-year total shareholder return (TSR) compared to our peer group and the Standard & Poor's 500 (S&P 500) is set forth below.

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5 Executive Compensation Matters (continued)

2015 Executive Compensation Programs and Pay-for-Performance Alignment

We believe our executive compensation programs are effectively designed and have worked well to implement a pay-for-performance culture that is aligned with the interests of our stockholders. In 2015, our executive compensation programs consisted of base salary, short- and long-term incentives and other benefits.

91% of our CEO s and 84% of our other NEOs 2015 compensation was performance-based and at-risk.

* Reflects actual salary and target bonus and planned approximate long-term incentive (LTI) grant date value awarded in 2015. NEO pay mix excludes Dr. Williams due to partial year employment with Biogen in 2015. *Our 2015 performance-based compensation payouts align with our commitment to strong performance.*

In 2015, we did not achieve all the aggressive target goals that we set in the beginning of the year. As a result, the payouts as a percentage of target awards for our 2015 annual bonus plan, 2015 cash-settled performance units, and 2015 market stock units were below target payouts.

Annual Bonus Plan	Cash-Settled Performance Units (CSPUs)	Market Stock Units (MSUs)
56.25%*	80.00%*	67.00%*
75% Company Performance Multiplier	Performance multiplier for the CSPUs during the 2015 performance period.	Performance multiplier for the MSUs during the 2015 performance period.
(The overall multiplier was further reduced because the individual multiplier was the same as the company multiplier)	(Earned units are subject to three year vesting)	

* Actual multiplier for applicable 2015 award.

2015 Advisory Vote on Executive Compensation

At our 2015 Annual Meeting of Stockholders, we continued to receive support for our executive compensation programs with approximately 98% of the votes cast for approval of our annual Say on Pay proposal. The Compensation Committee viewed this as very positive support for our executive compensation programs and their alignment with long-term stockholder value creation and noted that the Company's executive compensation programs have been effective in implementing the Company's stated compensation philosophy and objectives.

Our Compensation Committee is committed to continually reviewing our executive compensation programs on a proactive basis to ensure the ongoing alignment of such programs with the interests of our stockholders.

In 2015, we reviewed the external landscape, the results from our Say-on-Pay proposal at last year's annual meeting of stockholders, the results of our current compensation programs and the improvements that were made in 2014. The Compensation Committee was satisfied that our existing compensation programs further our pay-for-performance outcomes, and accordingly, did not recommend any significant changes to our executive compensation programs for 2015.

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5 Executive Compensation Matters (continued)

Roles & Responsibilities

Role of the Compensation Committee

The Compensation Committee oversees and administers our executive compensation programs. The roles and responsibilities of the Compensation Committee are set forth in its written charter adopted by our Board of Directors, which can be found on our website, *www.biogen.com*, under the Corporate Governance subsection of the About Us section of the site.

Role of the Independent Compensation Consultant

The Compensation Committee believes that independent advice is important in developing Biogen's executive compensation programs. Frederic W. Cook & Co., Inc. (FWC) is currently engaged as the Compensation Committee's independent compensation consultant. FWC does not provide any other services to Biogen.

Reporting directly to the Compensation Committee, FWC provides guidance on trends in CEO, executive and non-employee director compensation, the development of specific executive compensation programs, and the composition of the Company's compensation peer group. Additionally, FWC prepares a report on CEO pay that compares each element of compensation to chief executive officers in comparable positions at companies in our peer group. Using this and other similar information, the Compensation Committee recommends, and our Board of Directors approves, the elements and target levels of our CEO's compensation. FWC also engages in other matters as needed and as directed solely by the Compensation Committee.

During 2015, the Company paid FWC approximately \$161,110 in consulting fees directly related to these services. The Compensation Committee assesses FWC's independence annually and, in accordance with applicable SEC and NASDAQ rules, confirmed in December 2015 that FWC's work did not raise any conflicts of interest and that FWC remains independent under applicable rules.

Role of our CEO

Each year our CEO provides an assessment of performance of each executive officer, other than himself, during the prior year and recommends to the Compensation Committee the compensation to be awarded to each executive. Our CEO's recommendations are based on numerous factors including:

- Company, team and individual performance;
- potential for future contributions;
- leadership behaviors;

external market competitiveness;
internal pay comparisons; and
other factors deemed relevant.

To understand external market competitiveness of the compensation for our executive officers, our CEO and the Compensation Committee review a report analyzing publicly available information and surveys prepared by our internal compensation group and reviewed by FWC. The report compares the compensation of each executive officer, other than our CEO, relative to data for comparable positions at companies in our peer group, by compensation element (see External Market Competitiveness and Peer Group below for further details). The Compensation Committee considers all of the information presented, discusses the recommendations with our CEO and with FWC, and applies its judgment to determine the elements of compensation and target compensation levels for each executive officer other than the CEO.

Our CEO also provides a self-assessment of his achievements for the prior year. The Compensation Committee reviews and considers this in determining the CEO's performance, and in recommending for approval by the Board of Directors, the compensation of our CEO. Our CEO does not participate in the deliberations regarding his own compensation.

Executive Compensation Philosophy and Objectives

Our executive compensation programs are designed to drive the creation of long-term stockholder value by delivering performance-based compensation that is competitive with our peer group in order to attract and retain extraordinary leaders who can perform at high levels and succeed in a demanding business environment. We aim to achieve this by designing programs that are:

Mission Focused and Business Driven. Our executive compensation programs support the relentless pursuit of delivering meaningful and innovative therapies to patients by providing our executives with incentives to achieve the near and long-term objectives of the business. Substantially all of our executive rewards programs are tied directly, and meaningfully, to Company performance. Our objective is to emphasize the importance of achieving short-term goals while building and sustaining a foundation for long-term success.

Table of Contents**5 Executive Compensation Matters (continued)**

Competitively Advantageous. We benchmark our executive compensation programs against a peer group of biotechnology and pharmaceutical companies that we believe are representative of the companies we primarily compete with for talent, balanced with factors such as business scope and size, including revenue and market capitalization, business focus, and geographic scope of operations. We consider peer group practices as one of many factors to be taken into account in developing programs that we believe are most meaningful to our leaders and the Company, and which enable us to recruit, retain and inspire our leadership team to achieve their best for Biogen and our stockholders.

Performance Differentiated. We believe strongly in pay-for-performance and endeavor to significantly differentiate rewards by delivering the highest rewards to our best performers and little or no rewards to those who do not perform at pre-established levels.

Ownership Aligned. At Biogen, we believe every employee contributes to the success of the Company and, as such, every employee has a vested interest in the Company's success. To reinforce this alignment with our stockholders, we strongly encourage stock ownership through our equity-based compensation programs. For members of our executive team, including our NEOs, who set and lead the future strategic direction of our Company, we ensure that a significant portion of their total pay opportunities are equity-based to maintain alignment between the interests of our executive officers and our stockholders.

Flexible. We are committed to providing flexible benefits designed to allow our diverse global workforce to have reward opportunities that meet their varied needs so that they are inspired to perform their very best on behalf of patients and stockholders each day.

External Market Competitiveness and Peer Group

Market practices are one of our considerations when determining executive compensation levels and program designs at Biogen. We do not target a specific market percentile or simply replicate the market practice. Instead, we review external market practices as a reference point to assist us in providing programs designed to attract, retain and inspire extraordinary talent. The Compensation Committee also uses a peer group to provide context for its executive compensation decision-making. Each year our compensation consultant reviews the external market landscape and evaluates the composition of our peer group for appropriateness.

The Compensation Committee reviews the information provided from internal sources as well as the information provided by our compensation consultant to select our peer group based on comparable companies that approximate (1) our scope of business, including revenue and market capitalization, (2) our global geographical reach, (3) our research-based business with multiple marketed products, and (4) a comparable pool of talent for which we compete.

Our peer group for 2015 primarily consisted of biotechnology and pharmaceutical companies, as we compete with companies in both of these sectors for executive talent.

The companies included in the peer group used in connection with our compensation decisions in February 2015, including base salary increases and annual long-term incentive grants, were the following:

Biotech Peers

Amgen

Celgene

Gilead Sciences

Vertex Pharmaceuticals

Pharmaceutical Peers

AbbVie

Actavis*

Allergan*

Bristol-Myers Squibb

Eli Lilly

Endo Health Solutions

Forest Laboratories**

Life Technologies***

Merck

Mylan

* Actavis acquired Allergan in March 2015, and thereafter changed its name to Allergan.

** Actavis plc acquired Forest Laboratories in July 2014.

*** Thermo Fisher acquired Life Technologies in early 2014.

For each of the companies in our peer group, where available we analyze the company's Compensation Discussion and Analysis and other data publicly filed during the prior year to identify the executives at such companies whose positions are comparable to those held by our executive officers. We then compile and analyze the data for each comparable position. Our competitive analysis includes the structure and design of the compensation programs as well as the targeted value of the compensation.

For our NEOs other than our CEO, we may supplement the data for our peer group with published compensation surveys where appropriate. For 2015, consistent with past years, we used the *Towers Watson U.S. CDB Pharmaceutical Executive Compensation Database* survey (Towers Watson). We chose this survey because of the number of

Table of Contents**5 Executive Compensation Matters (continued)**

companies in our peer group that participate in it, the number of positions reported by the survey that continue to be comparable to our executive positions, and the high standards under which we understand the survey is conducted (including data collection and analysis methodologies). All of the companies in our peer group are represented in a special cross-section of the survey focused on our peer group.

Compensation Elements

The Compensation Committee determines the elements of compensation we provide to our executive officers. The elements of our executive compensation programs and their objectives are as follows:

Element	Objective(s)
Base Salary	Provides a fixed level of compensation that is competitive with the external market and reflects each executive's contributions, experience, responsibilities and potential to contribute to our future success.
Annual Bonus Plan	Aligns short-term compensation with the annual goals of the Company. Motivates and rewards the achievement of annual goals that support short- and long-term value creation.
Long-term Incentives	Aligns executives' interests with the long-term interests of our stockholders by linking awards to increases in our stock price. Motivates and rewards the achievement of stock price growth and pre-established financial goals. Promotes executive retention and stock ownership, and focuses executives on enhancing stockholder value.
Benefits	Promotes health and wellness. Provides financial protection in the event of disability or death.

Provides tax-beneficial ways for executives to save towards their retirement, and encourages savings through competitive matches to executives' retirement savings.

Compensation Pay Mix

The Compensation Committee determines the general mix of the elements of our executive compensation programs. It does not target a specific mix of value for our compensation elements in either the program design or pay decisions. Rather, the Compensation Committee reviews the pay mix to ensure an appropriate level of performance-based compensation is apportioned to the short-term and even more to the long-term to ensure alignment with our business goals and performance.

Additionally, the Compensation Committee believes the greater the leadership responsibilities, the greater the potential impact an individual will have on Biogen's future strategic direction. Therefore, for our executive officers, including our NEOs, additional emphasis is placed on performance-based compensation, with a particular emphasis on long-term incentives.

The 2015 pay mix for our CEO and our other NEOs was highly performance-based and at-risk; 91% performance-based compensation for our CEO and 84% performance-based compensation for our other NEOs serving at the end of 2015.

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5 Executive Compensation Matters (continued)

Performance Goals and Target Setting Process

Early each year, the Compensation Committee reviews and establishes the pay level of each element of total compensation for our executive officers. Total compensation is comprised of base salary, target annual bonus and long-term incentive awards. A summary of the process the Compensation Committee follows in setting compensation is described below:

Target Setting

The Compensation Committee assesses the outcomes of the prior year to determine whether the intended behaviors and results were achieved with respect to the incentives from the prior year.

The Compensation Committee and the CEO discuss potential goals for the upcoming year that are tied to the short and longer-term strategic goals of the Company.

The annual business plan for the year is approved by the Board of Directors, and incentive goals and targets are aligned with the business plan.

Monitoring & Tracking

The Compensation Committee closely monitors the progress against the performance goals throughout the year and engages in dialogue with management on such progress.

Results & Awards: Compensation

Committee Actions

Reviews and certifies the annual Company results against the pre-established goals for the performance-based plans.

Reviews and discusses the performance of the CEO.

Reviews and discusses the Company, team, and individual performance of each executive officer as assessed by the CEO.

Reviews and discusses the CEO's recommended compensation levels for each executive officer other than himself in the context of such executive officer's contributions to the Company and his or her potential.

Payout curves for each goal are established by the Company and approved by the Compensation Committee.

The goals are then applied to the executives, including NEOs, so that there is full alignment of executive incentive goals with the critical objectives that have been set forth for the year.

The Compensation Committee also reviews base salaries, bonus and LTI planning ranges, plan designs, benefits, and peer group data.

Approves the final executive officer compensation for each NEO other than the CEO, including base salary, bonus and long-term incentive awards.

Reviews CEO compensation and recommends to the Board of Directors for approval the compensation of the CEO, including base salary, bonus and long-term incentive awards.

Table of Contents**5 Executive Compensation Matters (continued)****2015 Base Salary**

In 2015, in determining Dr. Scangos' base salary, which was not increased in 2014, the Board of Directors reviewed the base salaries of comparable chief executive officers in our peer group and considered Dr. Scangos' pay mix, capabilities, performance and future expected contributions. Based on its review, Dr. Scangos' base salary was increased by 9.1%, which positioned him at the market median when compared to the chief executive officers of our peer group.

The Compensation Committee undertook a similar review when approving the base salaries for the other NEOs which positioned them, on average, at approximately the median compared to persons with comparable jobs within our peer group.

The base salary of each of our NEOs in 2015 compared to 2014 was as follows:

Name	2014 Salary	2015 Salary	% Increase ⁽¹⁾
G. Scangos	\$ 1,375,000	\$ 1,500,000	9.1%
P. Clancy	\$ 701,876	\$ 722,933	3.0%
J. Cox	\$ 613,197	\$ 656,121	7.0%
S. Alexander	\$ 649,740	\$ 675,730	4.0%
K. DiPietro	\$ 603,460	\$ 627,598	4.0%
D. Williams	\$ 743,195	\$ 803,766	8.2%
S. Kingsley	\$ 651,394	\$ 704,548	8.2%

(1) Percentage increase includes merit increases and, in the case of Dr. Scangos, Dr. Williams and Mr. Kingsley, market adjustments.

2015 Performance-Based Plans and Goal Setting

Our executive compensation programs place a heavy emphasis on performance-based rewards.

We maintain a short-term incentive plan, known as our annual bonus plan, as well as a long-term incentive plan.

Awards to our NEOs under our annual bonus plan are made under our 2008 Performance-Based Management Incentive Plan, and awards under our long-term incentive plan are granted under our 2008 Omnibus Equity Plan.

Awards under our annual bonus plan are directly tied to the achievement of our annual operating goals, which are aligned with the Company's short- and long-term strategic plans. Our long-term incentives are directly tied to the performance of the price of shares of our common stock, which align our executives' long-term interests with the interests of our stockholders. Some of our long-term incentives are tied to the Company's financial performance, as described below.

In setting our annual goals, in addition to our internal forecasts, we consider analysts' projections for our performance and the performance of companies in our peer group, as well as broad economic and industry trends. We establish challenging targets that result in payouts at target levels only when Company performance warrants it. The Compensation Committee is responsible for reviewing and approving our annual Company goals, targets and levels of payout (e.g., threshold, target and maximum) and for reviewing and determining actual performance results at the end of the performance period.

In setting and approving the performance goals for our executive officers and for the Company under both the short- and long-term plans, the Compensation Committee considers the alignment of such goals to our business plan and the degree of difficulty of attainment and the potential for the goals to encourage inappropriate risk-taking. The Compensation Committee has determined that the structures of our executive compensation programs do not put our patients, investors or the Company at any material risk.

Annual Bonus Plan

Our annual bonus plan is a cash incentive plan that rewards near-term financial, strategic and operational performance. The Compensation Committee reviews our annual target bonus opportunities by job level each year to ensure they are competitive.

Based on the results of a competitive market review conducted in 2014, the target annual bonus opportunities for our NEOs were substantially below peer comparators. In the beginning of fiscal 2015, the Compensation Committee approved the increases of the target annual bonus opportunity as a percent of year-end base salary for our NEOs other than our CEO, based on both external market information and internal considerations.

The target annual bonus opportunity as a percent of year-end base salary for each of our NEOs in 2015 compared to 2014 was follows:

Name	2014 Target %	2015 Target %
G. Scangos	140%	140%
P. Clancy	55%	70%
J. Cox	55%	70%
S. Alexander		