

ALNYLAM PHARMACEUTICALS, INC.

Form DEF 14A

March 21, 2019

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

ALNYLAM PHARMACEUTICALS, INC.

(Name of Registrant as Specified in Its Charter)

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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LETTER FROM OUR CEO

March 21, 2019

To our Stockholders:

We invite you to attend the 2019 Annual Meeting of Stockholders of Alnylam Pharmaceuticals, Inc., which will be held online on Thursday, April 25, 2019, beginning at 12:00 p.m., Eastern Time. You may attend the meeting virtually via the Internet at www.virtualshareholdermeeting.com/ALNY2019, 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.

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 March 1, 2019 will be entitled to notice of, and to vote at, the annual meeting.

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

Very truly yours,

John M. Maraganore, Ph.D.

Chief Executive Officer and Director

On behalf of the Board of Directors of

Alnylam Pharmaceuticals, Inc.

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**NOTICE OF 2019 ANNUAL MEETING
OF STOCKHOLDERS**

Date:	Thursday, April 25, 2019
Time:	12:00 p.m., Eastern Time
Place:	Online at www.virtualshareholdermeeting.com/ALNY2019
Record Date:	March 1, 2019. Only Alnylam stockholders of record at the close of business on the record date for the annual meeting are entitled to notice of, and to vote at, the annual meeting or any adjournment or postponement thereof.
Items of Business:	<ol style="list-style-type: none">1. To elect four (4) members to our board of directors, as nominated by our board of directors, each to serve as a Class III director for a term ending in 2022, or until a successor has been duly elected and qualified;2. To approve an amendment to our Restated Certificate of Incorporation to permit the holders of at least a majority of our common stock to call special meetings of the stockholders;3. To approve an amendment to our Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 125,000,000 to 250,000,000 shares;4. To approve, contingent upon the approval of Item 3, an amendment to our 2018 Stock Incentive Plan to, among other things, increase the number of shares of common stock authorized for issuance thereunder by 3,290,000 shares;5. To approve, on a non-binding advisory basis, the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosures in this proxy statement;6. To ratify the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending December 31, 2019; and7. To transact any other business that may properly come before the annual meeting or any adjournment or postponement thereof.
Virtual Meeting:	To participate in the annual meeting virtually via the Internet, please visit www.virtualshareholdermeeting.com/ALNY2019 . You will need the 16-digit control number included on your proxy card or the instructions that accompanied your proxy materials. Stockholders will be able to vote and submit questions during the annual meeting.
Voting:	You will not be able to attend the annual meeting in person. Proposal 1 relates solely to the election of four (4) Class III directors nominated by our board of directors and does not include any other matters relating to the election of directors, including without limitation, the election of directors nominated by any stockholder of the company.

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Your vote is important regardless of the number of shares you own. Whether or not you plan to participate in the annual meeting online, we hope you will take the time to vote your shares. To assure your representation at the annual meeting, if you are a stockholder of record, please vote in one of these three ways:

Vote Over the Internet, by going to www.proxyvote.com and entering the 16-digit control number provided on your proxy card or voting instruction form;

Vote by Telephone, by calling 1-800-690-6903 or the number on your proxy card or voting instruction form. You will need the 16-digit control number provided on your proxy card or voting instruction form; or

Vote by Mail, by completing, signing and dating the proxy card or voting instruction form and mailing it in the accompanying pre-addressed envelope. If you vote over the Internet or by telephone, please do not mail your proxy.

If you vote via the Internet or by telephone or mail your proxy in, you will not limit your right to vote online at the annual meeting.

If your shares are held in street name, that is, held for your account by a broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted.

**Important Notice Regarding the Availability of Proxy Materials
for the Stockholder Meeting to Be Held on April 25, 2019**

This Notice of 2019 Annual Meeting, Proxy Statement, 2018 Annual Report on Form 10-K and Annual Report to Stockholders are available for viewing, printing and downloading at www.proxyvote.com.

By Order of the Board of Directors,

Laurie B. Keating

Executive Vice President, Chief Legal Officer and Secretary

Cambridge, Massachusetts

March 21, 2019

This notice and proxy statement are expected to be first mailed to stockholders on or about March 22, 2019. Our Annual Report to Stockholders and our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 are being mailed with these proxy materials to all stockholders entitled to vote at the annual

meeting.

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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.

Virtual Annual Meeting Information

Date: Thursday, April 25, 2019
Time: 12:00 p.m., Eastern Time
Location: Online at www.virtualshareholdermeeting.com/ALNY2019
You will not be able to attend the annual meeting in person.
Record Date: March 1, 2019

Voting Items and Board Recommendations

		Board Recommendation
Proposal 1	Election of Four (4) Class III Directors	FOR All Nominees
Proposal 2	Approval of a Charter Amendment to Permit Holders of at least a Majority of our Common Stock to Call Special Meetings of Stockholders	FOR
Proposal 3	Approval of a Charter Amendment to Increase Number of Authorized Shares of Common Stock	FOR
Proposal 4	Approval of an Amendment to 2018 Stock Incentive Plan	FOR
Proposal 5	Say-on-Pay Advisory Vote on Approval of Executive Compensation	FOR
Proposal 6	Ratification of Independent Auditors	FOR

All proxies will be voted in accordance with the instructions contained in those proxies. If no choice is specified, the proxies will be voted in favor of the matters set forth in the accompanying Notice of Meeting. On any other matters

properly brought before the annual meeting, the named proxies shall vote in accordance with their best judgment.

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How to Vote

Vote Right Away Through Advance Voting Methods			Vote During Meeting
<p>Vote by Internet Using Your Computer</p> <p>Go to www.proxyvote.com and enter the 16-digit control number provided on your proxy card or voting instruction form.</p>	<p>Vote by Telephone</p> <p>Call 1-800-690-6903 or the number on your proxy card or voting instruction form. You will need the 16-digit control number provided on your proxy card or voting instruction form.</p>	<p>Vote by Mail</p> <p>Complete, sign and date the proxy card or voting instruction form and mail it in the accompanying pre-addressed envelope.</p>	<p>Vote During the Meeting</p> <p>See Important Information About the Annual Meeting and Voting for details on how to vote during the Annual Meeting.</p>

**Important Notice Regarding the Availability of Proxy Materials for
the Annual Meeting of Stockholders to be Held on April 25, 2019**

This Proxy Statement, our Annual Report on Form 10-K and our Annual Report to Stockholders are available for viewing, printing and downloading at www.proxyvote.com.

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the Securities and Exchange Commission, or SEC, on February 14, 2019, will be furnished without charge to any stockholder upon written request to