

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

FLEX PHARMA, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

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- No fee required.
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Filing Party:

Date Filed:

FLEX PHARMA, INC.
800 Boylston Street, 24th Floor
Boston, MA 02199
(617) 874-1821

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held On June 6, 2018

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Flex Pharma, Inc., a Delaware corporation (the "**Company**"). The meeting will be held on Wednesday, June 6, 2018 at 10:00 a.m. local time at Cooley LLP, 500 Boylston Street, 14th Floor, Boston, MA 02116 for the following purposes:

1. To elect the Board's one nominee for director to hold office until the 2021 Annual Meeting of Shareholders.
2. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2018.
3. To conduct any other business properly brought before the meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the Annual Meeting is April 11, 2018. Only shareholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

Important Notice Regarding the Availability of Proxy Materials for the Shareholders' Meeting to Be Held on Wednesday, June 6, 2018 at 10:00 a.m. local time at Cooley LLP, 500 Boylston Street, 14th Floor, Boston, MA 02116.

The proxy statement and annual report to shareholders are available at www.proxyvote.com.

By Order of the Board of Directors



John McCabe
Chief Financial Officer, Treasurer and Secretary

Boston, Massachusetts
April 23, 2018

You are cordially invited to attend the meeting in person. Whether or not you expect to attend the meeting, please complete, date, sign and return the enclosed proxy, or vote over the telephone or the internet as instructed in these materials, as promptly as possible in order to ensure your representation at the meeting. Even if you have voted by proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

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FLEX PHARMA, INC.
800 Boylston Street, 24th Floor
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PROXY STATEMENT
FOR THE 2018 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 6, 2018

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Why am I receiving these materials?

We have sent you these proxy materials because the Board of Directors of Flex Pharma, Inc. is soliciting your proxy to vote at the 2018 Annual Meeting of Shareholders, including at any adjournments or postponements of the meeting. You are invited to attend the annual meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card, or follow the instructions below to submit your proxy over the telephone or through the internet.

We intend to mail these proxy materials on or about April 23, 2018 to all shareholders of record entitled to vote at the annual meeting. As used in this proxy statement, "the Company," "Flex Pharma," "we," "us" and "our" refer to Flex Pharma, Inc. The term "annual meeting," as used in this proxy statement, includes any adjournment or postponement of such meeting.

How do I attend the annual meeting?

The meeting will be held on Wednesday, June 6, 2018 at 10:00 a.m. local time at Cooley LLP, 500 Boylston Street, 14th Floor, Boston, MA 02116. Information on how to vote in person at the annual meeting is discussed below.

Who can vote at the annual meeting?

Only shareholders of record at the close of business on April 11, 2018 will be entitled to vote at the annual meeting. On this record date, there were 17,984,811 shares of common stock outstanding and entitled to vote.

Shareholder of Record: Shares Registered in Your Name

If on April 11, 2018 your shares were registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are a shareholder of record. As a shareholder of record, you may vote in person at the annual meeting or vote by proxy. Whether or not you plan to attend the annual meeting, we urge you to fill out and return the enclosed proxy card or vote by proxy over the telephone or on the internet as instructed below to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If on April 11, 2018 your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered to be the shareholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the annual meeting. However, since you are not the shareholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.

What am I voting on?

There are two matters scheduled for a vote:

- election of one director; and
- ratification of the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2018.

What if another matter is properly brought before the meeting?

The Board of Directors knows of no other matters that will be presented for consideration at the annual meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

How do I vote?

You may either vote "For" the nominee to the Board of Directors or you may "Withhold" your vote for the nominee. For the approval of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018, you may vote "For" or "Against" or abstain from voting.

The procedures for voting are fairly simple:

Shareholder of Record: Shares Registered in Your Name

If you are a shareholder of record, you may vote in person at the annual meeting, vote by proxy using the enclosed proxy card, vote by proxy over the telephone, or vote by proxy through the Internet. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person even if you have already voted by proxy.

- To vote in person, come to the annual meeting and we will give you a ballot when you arrive.
- To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the annual meeting, we will vote your shares as you direct.
- To vote over the telephone, dial toll-free 1-800-690-6903 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the enclosed proxy card. Your telephone vote must be received by 11:59 p.m. Eastern time on June 5, 2018 to be counted.
- To vote through the internet, go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the company number and control number from the enclosed proxy card. Your internet vote must be received by 11:59 p.m. Eastern time on June 5, 2018 to be counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a voting instruction form with these proxy materials from that organization rather than from us. Simply complete and mail the voting instruction form to ensure that your vote is counted. Alternatively, you may vote by telephone or over the internet as instructed by your broker or bank. To vote in person at the annual meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

Internet proxy voting may be provided to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of April 11, 2018.

What happens if I do not vote?

Shareholder of Record: Shares Registered in Your Name

If you are a shareholder of record and do not vote by completing your proxy card, by telephone, through the internet or in person at the annual meeting, your shares will not be voted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner and do not instruct your broker, bank, or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether the particular proposal is considered to be a routine matter under applicable rules. Brokers and nominees can use their discretion to vote "uninstructed" shares with respect to matters that are considered to be "routine" under applicable rules but not with respect to "non-routine" matters. Under applicable rules and interpretations, "non-routine" matters are matters that may substantially affect the rights or privileges of shareholders, such as mergers, shareholder proposals, elections of directors (even if not contested), executive compensation (including any advisory shareholder votes on executive compensation and on the frequency of shareholder votes on executive compensation), and certain corporate governance proposals, even if management-supported. Accordingly, your broker or nominee may not vote your shares on Proposal 1 without your instructions, but may vote your shares on Proposal 2 even in the absence of your instruction.

What if I return a proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, "For" the election of the nominee for director and "For" the approval of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2018. If any other matter is properly presented at the meeting, the proxies (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

What does it mean if I receive more than one set of proxy materials?

If you receive more than one set of proxy materials, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the proxy cards in the proxy materials to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Shareholder of Record: Shares Registered in Your Name

Yes. You can revoke your proxy at any time before the final vote at the meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

- You may submit another properly completed proxy card with a later date.
- You may grant a subsequent proxy by telephone or through the internet.
- You may send a timely written notice that you are revoking your proxy to our Secretary at 800 Boylston Street, 24th Floor, Boston, MA 02199.
- You may attend the annual meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or internet proxy is the one that is counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count, for the proposal to elect the director, votes "For," "Withheld" and broker non-votes and, with respect to the appointment of Ernst & Young LLP, votes "For" and "Against," abstentions and, if applicable, broker non-votes.

What are "broker non-votes"?

Broker non-votes occur when a beneficial owner of shares held in "street name" does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed to be "non-routine." Generally, if shares are held in street name, the beneficial owner of the shares is entitled to give voting instructions to the broker or nominee holding the shares. If the beneficial owner does not provide voting instructions, the broker or nominee may vote the shares with respect to matters that are considered to be "routine," but may not vote the shares with respect to "non-routine" matters.

Proposal 1 is considered "non-routine" and Proposal 2 is considered "routine" under the Nasdaq Listing Rules.

How many votes are needed to approve each proposal?

Proposal No. 1, Election of Directors, nominees are elected by a plurality of the votes of the holders of shares present in person or represented by proxy and entitled to vote on the election of directors. Plurality means that the individuals who receive the largest number of "For" votes cast are elected as directors up to the maximum number of directors to be elected at the Annual Meeting. Accordingly, the nominee receiving the most "For" votes will be elected as a director. Only votes "For" or "Withheld" will affect the outcome.

Proposal No. 2, Ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal year ending December 31, 2018, must receive "For" votes from the holders of a majority of shares present in person or represented by proxy and entitled to vote on the matter. If you "Abstain" from voting, it will have the same effect as an "Against" vote. Broker non-votes will have no effect.

What is the quorum requirement?

A quorum of shareholders is necessary to hold a valid meeting. A quorum will be present if shareholders holding at least a majority of the outstanding shares entitled to vote are present at the meeting in person or represented by proxy. On the record date, there were 17,984,811 shares outstanding and entitled to vote. Thus, the holders of 8,992,406 shares must be present in person or represented by proxy at the meeting to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the meeting. Abstentions

and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the holders of a majority of shares present at the meeting in person or represented by proxy may adjourn the meeting to another date.

When are shareholder proposals and director nominations due for next year's annual meeting?

To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing by December 24, 2018 to Flex Pharma, Inc., Attn: Chief Financial Officer, 800 Boylston Street, 24th Floor, Boston, MA 02199. Nothing in this paragraph shall require us to include in our proxy statement and proxy card for the 2019 Annual Meeting any shareholder proposal that does not meet the requirements of the Securities and Exchange Commission ("SEC") in effect at the time. Any such proposal will be subject to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Pursuant to our amended and restated bylaws, if you wish to submit a proposal (including a director nomination) at the meeting that is not to be included in next year's proxy materials, you must do so by no later than the close of business on March 8, 2019 nor earlier than the close of business on February 6, 2019, otherwise such proposals shall be considered untimely; *provided, however*, that in the event that the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the anniversary of the preceding year's annual meeting, in order for your notice to be timely, it must be received no earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made. In no event shall an adjournment or a postponement of an annual meeting for which notice has been given, or the public announcement thereof has been made, commence a new time period notice.

How can I find out the results of the voting at the annual meeting?

Preliminary voting results will be announced at the annual meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the annual meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

What proxy materials are available on the internet?

The letter to shareholders, proxy statement, Form 10-K and annual report to shareholders are available at www.proxyvote.com.

PROPOSAL 1

ELECTION OF DIRECTORS

GENERAL

Our Board of Directors is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a three-year term. There is one nominee for director this year. If elected at the annual meeting, the nominee would serve until the 2021 annual meeting and until his successor has been duly elected and qualified, or, if sooner, until the director's death, resignation or removal. The nominee listed below is currently a director of the Company who was previously elected by the shareholders.

The Board of Directors presently has eight members. There are three directors in the class whose term of office expires in 2018: Jeffrey Capello, Peter Barton Hutt and Christoph Westphal. In April 2018, Mr. Capello notified our Board of Directors of his intention to retire as a member our Board, effective as of the annual meeting. As previously disclosed, Dr. Westphal resigned from the Board effective March 7, 2018. In addition, Robert Perez resigned from the Board on January 31, 2018. Neither resignation was the result of any disagreement with the Company and was a result of each director's desire to pursue other interests. Accordingly, in April 2018, our Board elected to reduce the number of directors from ten to eight. Effective as of the annual meeting, the Board will have one vacancy. Vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified. Your proxy cannot be voted for a greater number of persons than the number of nominees named in this proxy statement.

The Company does not have a formal policy relating to director attendance at annual meetings, but all directors and nominees are invited to attend the annual meeting. Two directors attended the 2017 Annual Meeting of Shareholders.

VOTE REQUIRED

Directors are elected by a plurality of the votes of the holders of shares present in person or represented by proxy and entitled to vote on the election of directors. Accordingly, the nominees receiving the highest number of affirmative votes will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the nominee named below. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead will be voted for the election of a substitute nominee proposed by us. Each person nominated for election has agreed to serve if elected. We have no reason to believe that the nominee will be unable to serve.

OUR RECOMMENDATION

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE IN FAVOR OF THE NAMED NOMINEE.**

The following is a brief biography of the nominee and each director whose term will continue after the annual meeting.

NOMINEE FOR ELECTION FOR A THREE-YEAR TERM UNTIL THE 2021 ANNUAL MEETING

Peter Barton Hutt

Peter Barton Hutt, L.L.B., L.L.M., age 83, has been a member of the Board of Directors since March 2014. Mr. Hutt is a senior counsel at the law firm of Covington & Burling LLP and has been an attorney with that firm since 1960. He served as Chief Counsel for the U.S. Food and Drug Administration from 1971 through 1975. Mr. Hutt is a member of the National Academy of Medicine of the National Academy of Sciences and teaches a course on Food and Drug Law each winter term at Harvard Law School. He

co-authored the casebook used to teach Food and Drug Law and has published numerous papers on the subject. Mr. Hutt is a member of the Board of Directors of Q Therapeutics, Selecta Biosciences, Inc., Immunomedics, Inc. and Concert Pharmaceuticals Inc., and several privately-held life sciences companies. During the last five years, Mr. Hutt has also served as a member of the Board of Directors of BIND Therapeutics, Inc., Celera Genomics, DBV Technologies, Momenta Pharmaceuticals, Inc. and Ista Pharmaceuticals, Inc. Mr. Hutt received his B.A., magna cum laude, from Yale University, his L.L.B. from Harvard University and his L.L.M. from New York University. We believe that Mr. Hutt is qualified to serve on our Board of Directors due to his 50 years of experience and expertise in food and drug regulation, including his service at the U.S. Food and Drug Administration and at Covington & Burling LLP, and his experience serving on other boards of directors in the biotechnology industry.

DIRECTORS CONTINUING IN OFFICE UNTIL THE 2019 ANNUAL MEETING

Marc Kozin

Marc Kozin, age 56 has served as a member of the Board of Directors since October 2014. Mr. Kozin has been a Senior Advisor to L.E.K. Consulting, a global strategy consulting firm, since July 2011. Prior to that, Mr. Kozin served as President of L.E.K.'s North American practice for 15 years. Mr. Kozin currently serves as a member of the Board of Directors of UFP Technologies, Inc., Endocyte, Inc., OvaScience, Inc. and one privately held company, and he previously served on the Board of Directors of DYAX Corp. He also serves on the strategic advisory board for Healthcare Royalty Partners. Mr. Kozin holds a B.A., with distinction, in Economics from Duke University and an M.B.A., with distinction, from The Wharton School, University of Pennsylvania. We believe that Mr. Kozin is qualified to serve on our Board of Directors due to his nearly 30 years of experience in corporate and business unit strategy consulting, merger and acquisition advisory services, and value management, both domestically and internationally.

Roderick MacKinnon

Roderick MacKinnon, M.D., age 62, has served as a member of the Board of Directors since February 2015. Dr. MacKinnon is currently the Co-Chair of our Scientific Advisory Board and the Investigator at Howard Hughes Medical Institute and the John D. Rockefeller Jr. Professor, Laboratory of Molecular Neurobiology and Biophysics at the Rockefeller University. Dr. MacKinnon was a faculty member at Harvard Medical School before moving to Rockefeller in 1996. Dr. MacKinnon is a member of the National Academy of Sciences and is the recipient of numerous scientific awards, including the 2003 Nobel Prize in Chemistry, the 2003 Louisa Gross Horwitz Prize, the 2001 Gairdner Foundation International Award, the 2001 Perl-UNC Neuroscience Prize, the 2000 Lewis S. Rosenstiel Award for Distinguished Work in Basic Medical Science and the 1999 Albert Lasker Basic Medical Research Award. Dr. MacKinnon received his B.A. in biochemistry from Brandeis University and his M.D. from Tufts University School of Medicine. He completed his medical residency at Beth Israel Hospital, Harvard Medical School, and postdoctoral work at Brandeis. We believe that Dr. MacKinnon is qualified to serve on our Board of Directors due to his deep scientific experience and his scientific leadership of the Company.

Michelle Stacy

Michelle Stacy, age 62, has served as a member of the Board of Directors since March 2016. As the former president of Keurig, Inc. and former vice president and general manager with Gillette/P&G, Ms. Stacy brings to the Board of Directors a wealth of experience leading consumer businesses and building global brands. Ms. Stacy sits on the Board of Directors of iRobot Corporation and Coravin, Inc. Previously, Ms. Stacy sat on the Board of Directors of Young Innovations, Inc. and Tervis Tumbler Company, and also served as a Director Advisor to The Cambridge Group (an AC Nielson Company). Ms. Stacy is a professional speaker on leadership, innovation and growth. She received a M.S. in Management from J. L. Kellogg Graduate School of Management - Northwestern University, and a B.S. from Dartmouth College. We believe that Ms. Stacy is qualified to serve on our Board of Directors given her broad marketing, senior management and leadership roles in consumer companies.

DIRECTORS CONTINUING IN OFFICE UNTIL THE 2020 ANNUAL MEETING

William McVicar

William K. McVicar, Ph.D., age 60, has served as a member of the Board of Directors since August 2017. Dr. McVicar has served as our Chief Executive Officer since July 2017. Dr. McVicar joined the Company in April 2017 as our President of Research & Development. Prior to joining the Company, Dr. McVicar served as Executive Vice President of Pharmaceutical Development, Chief Scientific Officer and President during his tenure at Inotek Pharmaceuticals Corporation from September 2007 to October 2016. Dr. McVicar also held various positions at Sepracor, Inc., Sandoz International GmbH, Novartis AG and Rhone Poulenc Rorer. Dr. McVicar earned his B.S. in Chemistry from the State University of New York College at Oneonta and his Ph.D. in Chemistry from the University of Vermont. We believe that Dr. McVicar is qualified to serve on our Board of Directors due to his over 30 years of clinical development experience and his experience as a senior executive.

Stuart Randle

Stuart Randle, age 58, has served as a member of the Board of Directors since October 2014. Mr. Randle has served as the Chief Executive Officer of Ivenix, Inc. since December 2015. Previously, Mr. Randle served as the Chief Executive Officer of GI Dynamics, Inc. from 2004 through September 2014. Prior to GI Dynamics, Mr. Randle served as the President and Chief Executive Officer of ACT Medical, Inc. from 1998 to 2001. Prior to 1998, Mr. Randle was Corporate Vice President and responsible for the northeastern region of the United States for Allegiance Healthcare Corporation. Mr. Randle previously worked for Baxter Healthcare Corporation in various roles including President, New England region, General Manager of anesthesia, and various sales and marketing roles. Mr. Randle has also held various sales and engineering roles with Ingersoll-Rand Corporation. Mr. Randle is a member of the Board of Directors of Ivenix, Inc., Teleflex, Inc. and Beacon Roofing Supply, Inc. and previously served as a member of the Board of Directors of GI Dynamics, Inc. from 2003 until November 2014. Mr. Randle earned an M.B.A. from The Kellogg Graduate School of Management at Northwestern University and a B.S. degree in Mechanical Engineering from Cornell University. We believe that Mr. Randle is qualified to serve on our Board of Directors due to his over 20 years of experience in the life sciences industry in engineering, sales, marketing, senior management and leadership roles in developing companies and also divisions of major medical corporations.

Roger Tung

Dr. Roger Tung, Ph.D., age 58, has served as a member of the Board of Directors since October 2017. Dr. Tung is the co-founder, President and Chief Executive Officer of Concert Pharmaceuticals, Inc. ("Concert"). Before Concert, Dr. Tung was a founding scientist at Vertex Pharmaceuticals Incorporated ("Vertex"), a pharmaceutical company, where he was employed from 1989 to 2005, most recently as its Vice President of Drug Discovery. Prior to Vertex, he held various positions at Merck, Sharp & Dohme Research Laboratories, a global healthcare provider, and The Squibb Institute for Medicinal Chemistry. Dr. Tung is a member of the board of directors of Concert. Dr. Tung received a B.A. in Chemistry from Reed College and a Ph.D. in medicinal chemistry at the University of Wisconsin-Madison. We believe that Dr. Tung is qualified to serve on our Board of Directors due to his over 30 year career in the global pharmaceutical and biotechnology industries, including his roles at Concert and Vertex.

INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

INDEPENDENCE OF THE BOARD OF DIRECTORS

As required under the Nasdaq Listing Rules, a majority of the members of a listed company's board of directors must qualify as "independent" as affirmatively determined by its board of directors. The Board of Directors consults with the Company's counsel to ensure that the Board of Directors' determinations are consistent with relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of Nasdaq, as in effect from time to time.

Our Board of Directors has undertaken a review of its composition, the composition of its committees and the independence of each director. Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, our Board of Directors has determined that Mr. Capello, Mr. Hutt, Mr. Kozin, Mr. Randle, Ms. Stacy and Dr. Tung, representing six of our eight directors, do not have any relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent" as that term is defined under the applicable rules and regulations of the SEC and the listing requirements of the Nasdaq Listing Rules. Our Board of Directors has determined that Dr. McVicar, by virtue of his position as our Chief Executive Officer, and Dr. MacKinnon, by virtue of his position as the Co-Chair of our Scientific Advisory Board, are not independent under applicable rules and regulations of the SEC and Nasdaq Listing Rules. In making this determination, our Board of Directors considered the current and prior relationships that each non-employee director has with us and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director.

BOARD LEADERSHIP STRUCTURE

Our amended and restated bylaws provide that unless otherwise provided by the directors, the Chief Executive Officer will preside, when present, at all meetings of shareholders and (unless a chairman of the Board of Directors has been appointed and is present) of the directors. If a chairman of the Board of Directors is appointed, he or she will preside at all meetings of the Board of Directors at which he or she is present. Currently, the position as chairman of our Board of Directors is vacant. Accordingly, our Chief Executive Officer, Dr. McVicar, presides over meetings of our Board of Directors and shareholders.

Additionally, we currently have a lead independent director whose responsibilities include to preside over periodic meetings of our independent directors and perform such additional duties as the Board of Directors may otherwise determine and delegate. We believe that the lead independent director can help ensure the effective independent functioning of the Board in its oversight responsibilities.

The Board periodically reviews its leadership structure and developments in the area of corporate governance to ensure that this approach continues to strike the appropriate balance for the Company and our shareholders.

ROLE OF THE BOARD IN RISK OVERSIGHT

One of the key functions of the Board of Directors is informed oversight of our risk management process. The Board of Directors does not have a standing risk management committee, but rather administers this oversight function directly through the Board of Directors as a whole, as well as through various standing committees of the Board of Directors that address risks inherent in their respective areas of oversight. In particular, the Board of Directors is responsible for monitoring and assessing strategic risk exposure and the Audit Committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. The Audit Committee also monitors compliance with legal and certain regulatory requirements. The Nominating and Corporate Governance Committee monitors the effectiveness of our corporate governance practices, including whether they are successful in preventing illegal or improper liability-creating conduct. The

Compensation Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking.

MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met six times during 2017. All directors except Mr. Sculley and Ms. Stacy attended at least 75% of the aggregate number of meetings of the Board of Directors and of the committees on which they served, held during the portion of the last fiscal year for which they were directors or committee members, respectively.

INFORMATION REGARDING COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has three committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee.

| Name | Audit | Compensation | Nominating and Corporate Governance |
|--|-------|--------------|-------------------------------------|
| Jeffrey Capello ⁽¹⁾ | X* | | |
| Peter Barton Hutt | | X | X* |
| Marc Kozin | X | | |
| Roderick MacKinnon, M.D. | | | |
| William McVicar, Ph.D. ⁽²⁾ | | | |
| Robert Perez ⁽³⁾ | | X | |
| Stuart Randle | | X* | X |
| John Sculley ⁽⁴⁾ | | | X |
| Michelle Stacy | X | | |
| Roger Tung, Ph.D. ⁽⁵⁾ | | | |
| Christoph Westphal, M.D., Ph.D. ⁽⁶⁾ | | | |
| Total meetings in fiscal 2017 | 4 | 6 | 3 |

* Committee Chairperson

(1) Mr. Capello will be retiring from the Board of Directors and Audit Committee at the 2018 annual meeting.

(2) Dr. McVicar joined the Board of Directors on August 23, 2017.

(3) Mr. Perez resigned from the Board of Directors and Compensation Committee on January 31, 2018.

(4) Mr. Sculley retired from the Board of Directors and Nominating and Corporate Governance Committee at the 2017 annual meeting on June 1, 2017. Mr. Sculley is currently serving as an advisor to the Company.

(5) Dr. Tung joined the Board of Directors on October 30, 2017.

(6) Dr. Westphal resigned from the Board of Directors on March 7, 2018.

Below is a description of each committee of the Board of Directors.

Each of the committees has authority to engage legal counsel or other experts or consultants, as it deems appropriate to carry out its responsibilities. The Board of Directors has determined that each member of each committee meets the applicable Nasdaq rules and regulations regarding "independence" and each member is free of any relationship that would impair his or her individual exercise of independent judgment with regard to the Company.

Audit Committee

The Audit Committee consists of Messrs. Capello and Kozin and Ms. Stacy, and is governed by a written audit committee charter that is available to shareholders on our website at www.flex-pharma.com. The Board of Directors has determined that each of the members of the Audit Committee satisfies the Nasdaq

Stock Market and SEC independence requirements. Mr. Capello serves as the chair of the Audit Committee. The functions of this committee include, among other things:

- evaluating the performance, independence and qualifications of our independent registered accounting firm and determining whether to retain our existing or engage a new independent registered public accounting firm;
- reviewing and approving the engagement of our independent registered public accounting firm to perform audit services and any permissible non-audit services;
- monitoring the rotation of partners of our independent registered public accounting firm on our engagement team as required by law;
- prior to engagement of any independent registered public accounting firm, and at least annually thereafter, reviewing relationships that may reasonably be thought to bear on their independence, and assessing and otherwise taking the appropriate action to oversee the independence of our independent registered public accounting firm;
- reviewing our annual and quarterly financial statements and reports, including the disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations," and discussing the statements and reports with our independent registered public accounting firm and management;
- reviewing with our independent registered public accounting firm and management significant issues that arise regarding accounting principles and financial statement presentation and matters concerning the scope, adequacy and effectiveness of our financial controls;
- reviewing with management and our independent registered public accounting firm any earnings announcements and other public announcements regarding material developments;
- establishing procedures for the receipt, retention and treatment of complaints received by us regarding financial controls, accounting or auditing matters and other matters;
- preparing the report that the SEC requires in our annual proxy statement;
- reviewing and providing oversight of any related-person transactions in accordance with our related person transaction policy and reviewing and monitoring compliance with legal and regulatory responsibilities, including our code of business conduct and ethics;
- reviewing our major financial risk exposures, including the guidelines and policies to govern the process by which risk assessment and risk management is implemented;
- reviewing on a periodic basis our investment policy; and
- reviewing and evaluating on an annual basis the performance of the Audit Committee, including compliance of the Audit Committee with its charter.

The Board of Directors has determined that Mr. Capello qualifies as an audit committee financial expert within the meaning of SEC regulations and meets the financial sophistication requirements of the Nasdaq Listing Rules. In making this determination, the Board of Directors has considered Mr. Capello's business background and previous experience. Both our independent registered public accounting firm and management periodically meet privately with the Audit Committee.

Report of the Audit Committee of the Board of Directors

The material in this report is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

The Audit Committee has reviewed and discussed the audited consolidated financial statements for the fiscal year ended December 31, 2017 with management of the Company. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board ("PCAOB"). The Audit Committee has also received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants' communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the accounting firm's independence. Based on the foregoing, the Audit Committee has recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Mr. Jeff Capello
Mr. Marc Kozin
Ms. Michelle Stacy

Compensation Committee

The Compensation Committee consisted of Messrs. Perez, Randle and Hutt until Mr. Perez's resignation on January 31, 2018, and is governed by a written compensation committee charter that is available to shareholders on our website at www.flex-pharma.com. Mr. Randle serves as the chair of the Compensation Committee. The Board of Directors has determined that each of the members of the Compensation Committee is a non-employee director as defined in Rule 16b-3 promulgated under the Exchange Act and satisfies the Nasdaq Stock Market independence requirements. The functions of this committee include, among other things:

- reviewing, modifying and approving (or if it deems appropriate, making recommendations to the full Board of Directors regarding) our overall compensation strategy and policies;
- reviewing and approving the compensation and other terms of employment of our executive officers;
- reviewing and approving performance goals and objectives relevant to the compensation of our executive officers and assessing their performance against these goals and objectives;
- reviewing and approving (or if it deems it appropriate, making recommendations to the full Board of Directors regarding) the equity incentive plans, compensation plans and similar programs advisable for us, as well as modifying, amending or terminating existing plans and programs;
- evaluating risks associated with our compensation policies and practices and assessing whether risks arising from our compensation policies and practices for our employees are reasonably likely to have a material adverse effect on us;
- reviewing and approving (or if it deems it appropriate, making recommendations to the full Board of Directors regarding) the type and amount of compensation to be paid or awarded to our non-employee board members;
- establishing policies with respect to votes by our shareholders to approve executive compensation as required by Section 14A of the Exchange Act and determining our recommendations regarding the frequency of advisory votes on executive compensation;
- reviewing and assessing the independence of compensation consultants, legal counsel and other advisors as required by Section 10C of the Exchange Act;
- administering our equity incentive plans;
- establishing policies with respect to equity compensation arrangements;

- reviewing the competitiveness of our executive compensation programs and evaluating the effectiveness of our compensation policy and strategy in achieving expected benefits to us;
- reviewing and approving the terms of any employment agreements, severance arrangements, change in control protections and any other compensatory arrangements for our executive officers;
- reviewing the adequacy of its charter on a periodic basis;
- reviewing with management and approving our disclosures under the caption "Compensation Discussion and Analysis" in our periodic reports or proxy statements to be filed with the SEC;
- preparing the report on executive compensation included in our annual proxy statement in accordance with applicable rules and regulations of the SEC in effect from time to time; and
- reviewing and assessing on an annual basis the performance of the Compensation Committee.

Compensation Committee Processes and Procedures

Typically, the Compensation Committee meets quarterly and with greater frequency if necessary, and meets regularly in executive session. At the request of the Compensation Committee, the Chief Executive Officer may provide recommendations regarding the compensation provided to members of the Company's management team. However, the Chief Executive Officer does not participate in, and is not present during, any deliberations or determinations of the Compensation Committee regarding his compensation or his individual performance. The charter of the Compensation Committee grants the Compensation Committee full access to our books, records, facilities and personnel, as well as authority to obtain, at the Company's expense, advice and assistance from internal and external legal, accounting or other advisors and consultants and other external resources that the Compensation Committee considers necessary or appropriate in the performance of its duties. Under its charter, the Compensation Committee may form, and delegate authority to, subcommittees as it deems appropriate.

Historically, the Compensation Committee has met at one or more meetings held during the first and fourth quarters of the year to discuss, approve and, if appropriate, make recommendations to the Board of Directors regarding, annual compensation adjustments, annual bonuses, annual equity awards, and new performance objectives. For all executives, as part of its deliberations, the Compensation Committee may review and consider, as appropriate, materials such as financial reports and projections, operational data, executive stock ownership information, company stock performance data, analyses of historical executive compensation levels and current company-wide compensation levels, compensation surveys, and recommendations of any compensation consultant, if applicable.

Generally, the Compensation Committee has designed our overall executive compensation program to achieve the following objectives:

- attempt to attract and retain talented and experienced executives;
- motivate and reward executives whose knowledge, skills and performance are critical to our success;
- provide a competitive compensation package that aligns the interests of our executive officers and shareholders by including a significant variable component which is weighted toward performance-based rewards;
- ensure fairness among executive officers by recognizing the contributions each executive makes to our success; and
- foster a shared commitment among executives by aligning their individual goals with our corporate goals and the creation of shareholder value.

The Compensation Committee retained an independent compensation consultant, Pearl Meyer & Partners, or Pearl Meyer, in 2016 to assist the Compensation Committee in developing our overall executive and director compensation programs for 2017, including base pay, bonus percentage and equity awards. To assist in determining executive compensation in 2017, Pearl Meyer and the Compensation Committee reviewed a peer group of publicly traded companies in the biotechnology industry at a stage of development, market capitalization and size comparable to ours, which companies the Compensation Committee believed were generally comparable to our company and against which the Compensation Committee believed we competed for executive talent.

The specific determinations of the Compensation Committee with respect to executive compensation for fiscal 2017 are described in greater detail in the Executive Compensation section of this proxy statement.

Compensation Committee Interlocks and Insider Participation

We have established a Compensation Committee which has and will make decisions relating to compensation of our executive officers. The Board of Directors has appointed Messrs. Randle and Hutt to serve on the Compensation Committee. None of these individuals has ever been an executive officer or employee of the Company. None of our executive officers currently serves, or has served during the last completed fiscal year, on the Compensation Committee or Board of Directors of any other entity that has one or more executive officers serving as a member of the Board of Directors or Compensation Committee.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee consisted of Messrs. Hutt, Randle and Sculley until Mr. Sculley's retirement on June 1, 2017, and is governed by a written nominating and corporate governance committee charter that is available to shareholders on our website at www.flex-pharma.com. The Board of Directors has determined that each member of this committee satisfies the Nasdaq Stock Market independence requirements. Mr. Hutt serves as the chair of the Nominating and Corporate Governance Committee. The functions of this committee include, among other things:

- identifying, reviewing and evaluating candidates to serve on the Board of Directors consistent with criteria approved by the Board of Directors;
- determining the minimum qualifications for service on the Board of Directors;
- evaluating director performance on the Board of Directors and applicable committees of the Board of Directors and determining whether continued service on the Board of Directors is appropriate;
- evaluating, nominating and recommending individuals for membership on the Board of Directors;
- evaluating nominations by shareholders of candidates for election to the Board of Directors;
- considering and assessing the independence of members of the Board of Directors;
- developing a set of corporate governance policies and principles, including a code of business conduct and ethics, periodically reviewing and assessing these policies and principles and their application and recommending to the Board of Directors any changes to such policies and principles;
- considering questions of possible conflicts of interest of directors as such questions arise;
- reviewing the adequacy of its charter on an annual basis; and
- annually evaluating the performance of the Nominating and Corporate Governance Committee.

The Board of Directors believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and

having the highest personal integrity and ethics. In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board of Directors will consider such factors as the candidate possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of our shareholders. The Board of Directors reviews candidates for director nomination in the context of the current composition of the Board of Directors, the operating requirements of the Company and the long-term interests of our shareholders. In conducting this assessment, the Board of Directors considers diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board of Directors and the Company to maintain a balance of knowledge, experience and capability.

The Nominating and Corporate Governance Committee is responsible for identifying, reviewing, evaluating and recommending to the Board of Directors candidates to serve as directors of the Company. The Board of Directors is responsible for nominating members for election to the Board of Directors by our shareholders.

We have adopted a formal policy for receiving and considering director candidates recommended by shareholders. Pursuant to our policy, our Nominating and Corporate Governance Committee will consider director candidates recommended by shareholders, but will not alter the manner in which it evaluates candidates based on whether or not the candidate was recommended by a shareholder. Shareholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the Board may do so by delivering a written recommendation to the Nominating and Corporate Governance Committee at the following address: 800 Boylston Street, 24th Floor, Boston, MA 02199, Attn: Chief Executive Officer, no later than the 90th day and no earlier than the 120th day prior to the one-year anniversary of the preceding year's annual meeting of shareholders. Submissions must include the full name, age, business and residential addresses of the proposed nominee; a description of the proposed nominee's business experience for at least the previous five years; complete biographical information, including a description of any involvement in the past ten years in certain types of legal proceedings; a description of the proposed nominee's qualifications as a director; and a representation that the nominating shareholder is a beneficial or record owner of the our stock. Each submission must also be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected. We may require any proposed nominee to furnish such other information as we may reasonably require to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

We have adopted a formal process by which shareholders may communicate with the Board of Directors or any of our directors. Pursuant to this policy, shareholders wishing to communicate with our Board of Directors or an individual director may send a written communication to the Board of Directors or such director c/o Flex Pharma, Inc., 800 Boylston Street, 24th Floor, Boston, MA 02199, Attn: Chief Executive Officer. Communications also may be sent by e-mail to the following address: legal@flex-pharma.com. Written communications may be submitted anonymously or confidentially and may, at the discretion of the person submitting the communication, indicate whether the person is a shareholder or other interested party.

Each communication will be reviewed by our Chief Executive Officer to determine whether it is appropriate for presentation to the Board of Directors or the applicable director. Communications determined to be appropriate for presentation to the Board of Directors or the applicable director will be submitted to the Board of Directors or such director on a periodic basis. Communications determined to be inappropriate for presentation will still be made available to any non-management director upon the director's request.

CODE OF ETHICS

We have adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including those officers responsible for financial reporting. Our code of business conduct and ethics is available on our website at www.flex-pharma.com. We intend to disclose any amendments to the code, or any waivers of its requirements, on our website.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors has adopted Corporate Governance Guidelines to assure that the Board of Directors will have the necessary authority and practices in place to review and evaluate the Company's business operations as needed and to make decisions that are independent of the Company's management. The guidelines are also intended to align the interests of directors and management with those of the Company's shareholders. The Corporate Governance Guidelines set forth the practices the Board intends to follow with respect to board composition and selection, board meetings and involvement of senior management, Chief Executive Officer performance evaluation and succession planning, and board committees and compensation. The Corporate Governance Guidelines may be viewed on our website at www.flex-pharma.com.

PROPOSAL 2

RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

GENERAL

The Audit Committee of the Board of Directors has selected Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018 and has further directed that management submit the selection of the independent registered public accounting firm for ratification by the shareholders at the annual meeting. Ernst & Young LLP has audited the Company's financial statements since its inception in 2014. A representative of Ernst & Young LLP is expected to be present at the annual meeting.

Neither our amended and restated Bylaws nor other governing documents or law require shareholder ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm. However, the Audit Committee of the Board is submitting the selection of independent registered public accounting firm to the shareholders for ratification as a matter of good corporate practice. If the shareholders fail to ratify the selection, the Audit Committee of the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee of the Board in its discretion may direct the appointment of different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of the Company and its shareholders.

VOTE REQUIRED

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote on the matter at the annual meeting will be required to ratify the selection of Ernst & Young LLP.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table summarizes the fees of Ernst & Young LLP, our independent registered public accounting firm, incurred for the years ended December 31, 2017 and December 31, 2016.

| | Year Ended December 31, | |
|-------------------------------|-------------------------|-------------------|
| | 2017 | 2016 |
| Audit fees ⁽¹⁾ | \$ 379,575 | \$ 312,894 |
| Audit-related fees | — | — |
| Tax fees ⁽²⁾ | 34,710 | 82,915 |
| All other fees ⁽³⁾ | 1,985 | 1,995 |
| Total Fees | \$ 416,270 | \$ 397,804 |

(1) Consist of fees billed for professional services rendered for the audit of our annual financial statements and services provided in connection with our registration statements.

(2) Consist of fees billed for tax compliance, tax advice, tax planning and tax return preparation.

(3) Consist of fees billed for products and services, other than those described above under Audit fees and Tax fees.

All such accountant services and fees were pre-approved by the Audit Committee in accordance with the “Pre-Approval Policies and Procedures” described below.

PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our independent registered public accounting firm. This policy generally provides that we will not engage our independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee or the engagement is entered into pursuant to one of the pre-approval procedures described below.

From time to time, the Audit Committee may pre-approve specified types of services that are expected to be provided to us by our independent registered public accounting firm during the next 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

OUR RECOMMENDATION

THE BOARD OF DIRECTORS RECOMMENDS A VOTE IN FAVOR OF PROPOSAL 2.

EXECUTIVE OFFICERS

The following table sets forth information concerning our executive officers:

| Name | Position(s) |
|----------------------------|---|
| William McVicar, Ph.D. | President, Chief Executive Officer and Member of the Board of Directors |
| John McCabe | Chief Financial Officer, Treasurer and Secretary |
| Thomas Wessel, M.D., Ph.D. | Chief Medical Officer |
| Elizabeth Woo | Senior Vice President, Investor Relations and Corporate Communications |

Biographical information for Dr. McVicar is included above with the director biographies under the caption "Directors Continuing in Office Until the 2020 Annual Meeting."

John McCabe, age 48, has served as our Chief Financial Officer since December 2016. From May 2014 to December 2016, Mr. McCabe served as our Vice President, Finance. Mr. McCabe joined us from ARIAD Pharmaceuticals, Inc. where he was Vice President and Chief Accounting Officer from May 2013 to May 2014. Previously, Mr. McCabe served as Vice President and Corporate Controller at Charles River Associates from June 2009 to May 2013. Previously, Mr. McCabe was the Director, Strategic Business Unit Controller at Biogen, Inc. from 2007 until 2009. Mr. McCabe has also held positions at Performance Technologies, Inc., IP.com Inc. and Arthur Andersen LLP. Mr. McCabe earned an M.B.A. from the University of Massachusetts at Amherst and B.S. degrees in Accounting and Management Information Systems from Babson College.

Thomas Wessel, M.D., Ph.D., age 62, has served as our Chief Medical Officer since December 2014. Prior to joining us, Dr. Wessel was an independent consultant to several biotechnology and large pharmaceutical companies. Previously, Dr. Wessel was the Chief Medical Officer of Acorda Therapeutics, Inc. from November 2008 until September 2011. Between March 2002 and October 2008, Dr. Wessel was employed in various leadership positions at Sepracor, Inc., including Senior Vice President of Clinical Research. Before joining Sepracor, Dr. Wessel worked on several CNS projects at Janssen Pharmaceuticals. Before working in the pharmaceutical industry, Dr. Wessel held several academic and research positions. Dr. Wessel received his M.D. from the University of Munich School of Medicine and completed his Ph.D. in experimental neurobiology at the Max-Planck-Institute for Psychiatry in Martinsried, Germany. He completed his residency in neurology at New York Hospital and Memorial Sloan-Kettering Cancer Center (Cornell University Medical Center).

Elizabeth Woo, age 51, served as our Vice President, Investors Relations and Corporate Communications from October 2014 until March 2015, when she became Senior Vice President, Investor Relations and Corporate Communications. Ms. Woo previously served an investor relations consultant to Cubist Pharmaceuticals, Inc. from August 2013 to December 2013 and as an investor relations consultant to Ironwood Pharmaceuticals, Inc. from February 2011 to June 2012. Ms. Woo also served as Vice President, Investor Relations at Biogen, Inc. from 1998 to 2010. Ms. Woo earned an M.B.A. from The Kellogg Graduate School of Management, and graduated summa cum laude and Phi Beta Kappa with bachelor degrees in Biochemistry and History from the University of California, Berkeley.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding beneficial ownership of our common stock as of April 11, 2018 by:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our common stock;
- each of our directors;
- each of our named executive officers; and
- all of our current executive officers and directors as a group.

Information with respect to beneficial ownership has been furnished by each director, officer or beneficial owner of more than 5% of our common stock. We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. In addition, the rules include shares of common stock issuable pursuant to the exercise of stock options or warrants that are either immediately exercisable or exercisable on or before June 10, 2018, which is 60 days after April 11, 2018. These shares are deemed to be outstanding and beneficially owned by the person holding those options or warrants for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws.

Percentage of beneficial ownership is based on 17,984,811 shares of common stock outstanding as of April 11, 2018. Except as otherwise noted below, the address for each person or entity listed in the table is c/o Flex Pharma, Inc., 800 Boylston Street, 24th Floor, Boston, MA 02199.

| <u>Name of beneficial owner</u> | <u>Number of shares beneficially owned</u> | <u>Percentage of shares beneficially owned</u> |
|---|--|--|
| 5% or greater stockholders | | |
| Christoph Westphal, M.D., Ph.D. ⁽¹⁾ | 3,941,118 | 21.91% |
| Longwood Funds ⁽²⁾ | 3,212,861 | 17.86% |
| PRIMECAP Management Company ⁽³⁾ | 1,806,414 | 10.04% |
| Directors and executive officers | | |
| Jeffrey Capello ⁽⁴⁾ | 50,000 | * |
| Peter Barton Hutt ⁽⁵⁾ | 76,701 | * |
| Marc Kozin ⁽⁶⁾ | 65,877 | * |
| Roderick MacKinnon, M.D. ⁽⁷⁾ | 511,480 | 2.83% |
| John McCabe ⁽⁸⁾ | 168,752 | * |
| William McVicar ⁽⁹⁾ | 90,624 | * |
| Stuart Randle ⁽¹⁰⁾ | 61,377 | * |
| Michelle Stacy ⁽¹¹⁾ | 37,585 | * |
| Roger Tung ⁽¹²⁾ | 18,481 | * |
| Thomas Wessel, M.D., Ph.D. ⁽¹³⁾ | 226,341 | 1.25% |
| All directors and executive officers as a group (total of 11 persons) ⁽¹⁴⁾ | 1,440,762 | 7.62% |

* Represents beneficial ownership of less than one percent.

- (1) Includes 3,941,118 shares of common stock held by Dr. Westphal. This number does not include 2,697,264 shares of common stock held by Longwood Fund II, L.P. and 515,597 shares held by Longwood Fund III, L.P. The ultimate general partner of Longwood Fund II, L.P. is the Fund II General Partner and the ultimate general partner of Longwood Fund III, L.P. is the Fund III General Partner. Voting and investment power with respect to the shares held by the Longwood Funds are vested in Richard Aldrich and Christoph Westphal, M.D., Ph.D., the managers of the Fund II General Partner and the Fund III General Partner, each of whom disclaims beneficial ownership of the shares held by the Longwood Funds except to the extent of any pecuniary interest therein.
- (2) Includes 2,697,264 shares of common stock held by Longwood Fund II, L.P. and 515,597 shares of common stock held by Longwood Fund III, L.P. Longwood Fund II GP, LLC (the "Fund II General Partner") is the general partner of Longwood Fund II, L.P. and exercises voting and investment power with respect to securities owned directly by Longwood Fund II, L.P. Longwood Fund III GP, LLC (the "Fund III General Partner") is the general partner of Longwood Fund III, L.P. and exercises voting and investment power with respect to securities owned directly by Longwood Fund III, L.P. Richard Aldrich and Christoph Westphal, M.D., Ph.D. are the managers of the Fund II General Partner and Fund III General Partner and share voting and dispositive power with respect to the securities held by Longwood Fund II, L.P. and Longwood Fund III, L.P. (collectively, the "Longwood Funds"), each of whom disclaims beneficial ownership of the shares held by the Longwood Funds except to the extent of his or her pecuniary interest therein. The address for the Longwood Funds is 800 Boylston Street, Suite 1555, Boston, MA 02199.
- (3) Based upon the information provided by PRIMECAP Management Company ("PRIMECAP"), in a Schedule 13G/A filed on January 5, 2018, reporting as of December 31, 2017. According to this Schedule 13G/A, PRIMECAP has sole voting power with respect to 1,459,631 of these shares and sole dispositive power with respect to 1,806,414 shares. The address of PRIMECAP is 177 E. Colorado Blvd., 11th Floor, Pasadena, CA 91105.
- (4) Represents shares of common stock issuable upon the exercise of options exercisable within 60 days of April 11, 2018.
- (5) Includes 11,675 shares of common stock and 65,026 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 11, 2018.
- (6) Includes 4,500 shares of common stock and 61,377 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 11, 2018.
- (7) Includes 431,277 shares of common stock and 80,203 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 11, 2018.
- (8) Includes 1,650 shares of common stock and 167,102 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 11, 2018.
- (9) Represents shares of common stock issuable upon the exercise of options exercisable within 60 days of April 11, 2018.
- (10) Represents shares of common stock issuable upon the exercise of options exercisable within 60 days of April 11, 2018.
- (11) Includes 2,585 shares of common stock and 35,000 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 11, 2018.
- (12) Includes 5,837 shares of common stock and 12,644 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 11, 2018.
- (13) Includes 57,064 shares of common stock and 169,277 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 11, 2018.
- (14) Includes (a) 514,588 shares held by all current executive officers and directors as a group and (b) 926,174 shares that all current executive officers and directors as a group have the right to acquire from us within 60 days of April 11, 2018 pursuant to the exercise of stock options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of December 31, 2017, with respect to shares of our common stock that may be issued under our existing equity compensation plans:

| Plan Category | (a) | (b) | (c) |
|---|---|---|---|
| | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
| Equity compensation plans approved by shareholders ⁽¹⁾ : | | | |
| 2014 Equity Incentive Plan | 879,412 ⁽²⁾ | \$4.34 | — |
| 2015 Equity Incentive Plan | 1,701,079 ⁽²⁾ | \$7.84 | 859,329 |
| 2015 Employee Stock Purchase Plan | — | \$— | 534,274 |
| Equity compensation plans not approved by shareholders: | | | |
| None | — | \$— | — |

(1) For a description of our equity compensation plans, see the section titled Executive and Director Compensation.

(2) All shares issuable upon exercise of options.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than ten percent shareholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

To the best of our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required, during the fiscal year ended December 31, 2017, all of our officers, directors and greater than ten percent beneficial owners complied with all Section 16(a) filing requirements applicable to them.

EXECUTIVE AND DIRECTOR COMPENSATION

EXECUTIVE COMPENSATION

Our named executive officers for the period ending December 31, 2017, which consist of our principal executive officer and the two other most highly compensated executive officers who were serving as executive officers as of December 31, 2017, and two former executive officers who departed from the Company during the fiscal year are:

- William McVicar, Ph.D., President and Chief Executive Officer;
- John McCabe, Chief Financial Officer, Treasurer and Secretary;
- Thomas Wessel, M.D., Ph.D., Chief Medical Officer;
- Christoph Westphal, M.D., Ph.D., former President, Chief Executive Officer and Chairman of the Board; and
- Katharine Lindemann, former Chief Operating Officer.

Summary Compensation Table

The following table provides information regarding the compensation provided to our named executive officers during the years ending December 31, 2017 and 2016, as applicable:

| Name and Principal Position | Year | Salary (\$) | Option Awards (\$) ⁽¹⁾ | Non-Equity Incentive Plan Compensation (\$) ⁽²⁾ | All Other Compensation (\$) | Total (\$) |
|--|------|-------------|-----------------------------------|--|-----------------------------|--------------|
| William McVicar, Ph.D., <i>President, Chief Executive Officer</i> ⁽³⁾ | 2017 | \$ 325,442 | \$ 606,460 | \$ 75,802 | \$ 66,194 ⁽⁶⁾ | \$ 1,073,898 |
| John McCabe, Chief Financial Officer, <i>Treasurer and Secretary</i> | 2017 | \$ 300,000 | \$ 201,543 | \$ 54,000 | \$ 14,121 ⁽⁷⁾ | \$ 569,664 |
| Thomas Wessel, M.D., Ph.D. <i>Chief Medical Officer</i> | 2017 | \$ 419,056 | \$ 255,689 | \$ 75,430 | \$ 15,951 ⁽⁸⁾ | \$ 766,126 |
| | 2016 | \$ 406,850 | \$ 316,061 | \$ 138,329 | \$ 13,187 ⁽⁸⁾ | \$ 874,427 |
| Christoph Westphal, M.D., Ph.D., <i>Former President, Chief Executive Officer and Chairman of the Board</i> ⁽⁴⁾ | 2017 | \$ 245,350 | \$ 32,276 | \$ — | \$ 78,044 ⁽⁹⁾ | \$ 355,670 |
| | 2016 | \$ 472,770 | \$ 996,808 | \$ 200,927 | \$ 27,008 ⁽⁹⁾ | \$ 1,697,513 |
| Katharine Lindemann <i>Former Chief Operating Officer</i> ⁽⁵⁾ | 2017 | \$ 184,413 | \$ 231,624 | \$ — | \$ 194,778 ⁽¹⁰⁾ | \$ 610,815 |

(1) This column reflects the aggregate grant date fair value of the option awards granted during the respective fiscal years computed in accordance with ASC 718. Assumptions used in the calculation of these amounts are included in Note 12 to our consolidated financial statements.

(2) Amounts shown represent annual performance-based bonuses for 2017 and 2016. For more information see "Annual Performance-Based Bonus Opportunity" below.

(3) Dr. McVicar joined us as our President, Research & Development on April 5, 2017. He was appointed as interim Chief Executive Officer on July 3, 2017 and then appointed as President and Chief Executive Officer on August 1, 2017. Prior to his employment, from February 14, 2017 through April 4, 2017, Mr. McVicar served as a consultant to the Company. Amounts shown for 2017 represent all compensation earned by Dr. McVicar as an employee and consultant.

(4) Dr. Westphal resigned as our President and Chief Executive Officer on July 3, 2017. Salary amount shown for 2017 represents the compensation earned by Dr. Westphal from January 1, 2017 through his July 3, 2017 resignation date.

- (5) Ms. Lindemann was terminated as our Chief Operating Officer on July 3, 2017. Amounts shown for 2017 represent the compensation earned by Ms. Lindemann from January 1, 2017 through her July 3, 2017 termination date.
- (6) Amounts consist of the following: (i) \$521 for long-term disability premiums and related tax gross up, (ii) \$900 paid as an allowance for cell phone costs, (iii) \$2,295 for reimbursement of commuting expenses and (iv) \$62,478 of consulting costs for the period prior to his employment date of April 5, 2017.
- (7) Amounts consist of the following: (i) \$888 for long-term disability premiums and related tax gross up, (ii) \$1,200 paid as an allowance for cell phone costs, (iii) \$3,060 for reimbursement of commuting expenses and (iv) \$8,973 for matching contributions defined in our 401(k) plan.
- (8) Amounts for 2017 and 2016 consist of the following: (i) \$891 and \$977 for long-term disability premiums and related tax gross up, (ii) \$1,200 in each year paid as an allowance for cell phone costs, (iii) \$3,060 in each year for reimbursement of commuting expenses and (iv) \$10,800 and \$7,950 for matching contributions defined in our 401(k) plan.
- (9) Amounts for 2017 and 2016 consist of the following: (i) \$50,791 in 2017 for Board of Directors fees, (ii) \$12,633 and \$11,094 for royalty payments on certain revenues, (iii) \$522 and \$977 for long-term disability premiums and related tax gross up, (iv) \$5,023 and \$6,987 for reimbursement of monthly telecommunications charges and (v) \$9,075 and \$7,950 for matching contributions defined in our 401(k) plan.
- (10) Amounts consist of the following: (i) \$521 for long-term disability premiums and related tax gross up, (ii) \$600 paid as an allowance for cell phone costs, (iii) \$1,954 for reimbursement of commuting expenses, (iv) \$7,359 for matching contributions defined in our 401(k) plan, (v) \$3,919 of accrued paid time off paid upon termination and (vi) \$180,425 for severance payments made from July 4, 2017 through December 31, 2017.

Annual Base Salary

Base salaries are intended to provide a fixed level of compensation for our named executive officers that is commensurate with their responsibilities and competitive market conditions. When considered in combination with other elements of our executive compensation, we believe our base salaries are sufficient to attract and retain an effective management team.

The compensation of our named executive officers is generally determined and approved by the Board of Directors or the Compensation Committee. The annual base salary of Dr. McVicar, our Chief Executive Officer, is set forth in his Amended and Restated Executive Employment Agreement and was effective on August 1, 2017 (the date Dr. McVicar commenced his position as Chief Executive Officer). The Compensation Committee approved the 2017 base salaries for our other executive officers, which became effective on January 1, 2017, and are outlined in the table below.

In December 2017 and January 2018, the Compensation Committee approved individual increases to the base salaries of Dr. McVicar and Mr. McCabe. These salary increases became effective on January 1, 2018. In January 2018, Dr. Wessel's employment agreement was amended, adjusting his annual base salary to \$343,000, his target bonus was changed to forty five percent (45%) and requiring him to devote eighty percent (80%) of his business time to the Company. The 2018 base salaries are outlined in the table below.

| Name | 2017 Base Salary | 2018 Base Salary |
|---------------------------------|------------------|------------------|
| William McVicar, Ph.D. | \$ 475,000 | \$ 490,000 |
| John McCabe | \$ 300,000 | \$ 330,000 |
| Thomas Wessel, M.D., Ph.D. | \$ 419,056 | \$ 343,000 |
| Christoph Westphal, M.D., Ph.D. | \$ 486,953 | \$ — |
| Katharine Lindemann | \$ 366,011 | \$ — |

Annual Performance-Based Bonus Opportunity

In addition to base salaries, our named executive officers are eligible to receive annual performance-based cash bonuses, which are designed to provide appropriate incentives to our executives to achieve defined annual corporate goals and to reward our executives for individual achievement towards these goals. The annual performance-based bonus that each executive officer is eligible to receive is set out in

the individual's offer letter and is based on the individual's target bonus, as a percentage of base salary, or target bonus percentage, and the extent to which we achieve the corporate goals and the executive achieves their personal goals, if any, established for each year. The actual performance-based bonus paid to each executive, if any, is calculated by multiplying the executive's annual base salary, target bonus percentage, and the percentage attainment of the corporate goals and personal goals, if any, established for such year with respect to the executive and is prorated for the duration of employment for that year. There is no minimum bonus percentage or amount established for the named executive officers and, as a result, the bonus amounts vary from year to year based on corporate and individual performance as well as the Compensation Committee's evaluation of other factors it deems relevant in determining annual bonuses.

The corporate goals are determined by the Compensation Committee, reviewed by the Board of Directors and comprised of our most important annual corporate goals and various business accomplishments, which vary from time to time depending on our overall strategic objectives. At the end of the year or the beginning of the following year, the Compensation Committee reviews our performance against each corporate goal and approves the extent to which we achieved each such goal. The Compensation Committee may award a bonus in an amount above or below the amount that would otherwise be associated with the degree of goal achievement, based on factors the Compensation Committee determines are material to our corporate performance and provide appropriate incentives to our executives, including events or circumstances that arise after the original corporate goals are set.

For 2017, each of our named executive officer's bonuses were entirely dependent upon the achievement of our corporate objectives. The corporate objectives in 2017 relating to our consumer business included revenue and growth goals for our consumer product, HOTSHOT®. The corporate objectives in 2017 relating to our research and development activities included goals related to the execution of clinical trials and the opening of an investigational new drug application for our lead drug product candidate. The corporate objectives also included goals relating to ensuring our financial stability. Each named executive officer was eligible to receive up to 135% of their target bonus. The Compensation Committee concluded that 45% of our 2017 corporate objectives had been achieved. In January 2018, we paid each of our named executive officers a bonus based on this percentage.

Each named executive officer's 2017 target bonus percentage and bonus amount paid are set forth below:

| Name | Target bonus (% of base salary) | 2017 Bonus Amount |
|---------------------------------|---------------------------------------|----------------------|
| William McVicar, Ph.D. | 50% | \$ 75,802 |
| John McCabe | 40% | \$ 54,000 |
| Thomas Wessel, M.D., Ph.D. | 40% | \$ 75,430 |
| Christoph Westphal, M.D., Ph.D. | 50% | \$ — |
| Katharine Lindemann | 40% | \$ — |

Equity-Based Incentive Awards

Our equity-based incentive awards are designed to align our longer-term interests and the longer-term interests of our shareholders with those of our employees and consultants, including our named executive officers. The Board of Directors, following the recommendation of the Compensation Committee, is responsible for approving equity grants. We have generally granted stock options to our named executive officers and employees as incentive compensation because we believe in using equity compensation to reward our named executive officers and other employees for stock price appreciation; however, we entered into a restricted stock purchase agreement and a restricted stock award agreement with Dr. Westphal in connection with and shortly after our formation. Vesting of equity awards is generally tied

to continuous service with us and serves as an additional retention measure. We anticipate awarding to our executives an initial equity grant upon commencement of employment. Additional grants may occur periodically in order to specifically incent executives with respect to achieving certain corporate goals or to reward executives for exceptional performance.

On January 18, 2017, the Board of Directors granted an option to purchase 67,000, 85,000 and 77,000 shares of common stock to Mr. McCabe, Dr. Wessel and Ms. Lindemann, respectively, in connection with each officer's annual performance review. The options vest over a four-year period where 1/48th of the total number of shares subject to the option vests monthly after January 18, 2017. Upon Ms. Lindemann's termination, her options ceased vesting on July 3, 2017 and the unvested options were forfeited. For additional information, see the section below titled "- Potential Payments Upon Termination or Change of Control."

Agreements with Our Executive Officers

Below are written descriptions of our employment agreements with our named executive officers.

William McVicar, Ph.D. We entered into an Executive Employment Agreement with Dr. McVicar in April 2017, which was amended in July 2017 and in August 2017. Pursuant to his executive employment agreement, Dr. McVicar will receive an annual base salary which is subject to increase by the Board of Directors, and is eligible for an annual bonus that targets 50% of his annualized base salary based upon an assessment of Dr. McVicar's performance and the attainment of targeted goals established by the Board of Directors. The assessment of Dr. McVicar's performance and the achievement of goals will be determined in the sole discretion of the Board of Directors. In the event that he is terminated without cause or resigns for good reason, Dr. McVicar is entitled to certain additional severance and change of control benefits pursuant to his employment agreement, the terms of which are described below under "— Potential Payments Upon Termination or Change of Control."

John McCabe. We entered into an Executive Employment Agreement with Mr. McCabe in May 2015, which was amended in December 2016. Pursuant to his executive employment agreement, Mr. McCabe receives an annual base salary, which is subject to increase by the Board of Directors, and is eligible for an annual bonus that targets 40% of his annualized base salary based upon an assessment of Mr. McCabe's performance and the attainment of targeted goals established by the Board of Directors. The assessment of Mr. McCabe's performance and the achievement of goals will be determined in the sole discretion of the Board of Directors. In the event that he is terminated without cause or resigns for good reason, Mr. McCabe is entitled to certain additional severance and change of control benefits pursuant to his employment agreement, the terms of which are described below under "- Potential Payments Upon Termination or Change of Control."

Thomas Wessel, M.D., Ph.D. We entered into an offer letter with Dr. Wessel in December 2014, which was amended in May 2015 and in January 2018. Pursuant to his offer letter, Dr. Wessel must devote 80% of his business time to the Company. Dr. Wessel receives an annual base salary, which is subject to increase by the Board of Directors, and is eligible for an annual bonus that targets 45% of his annualized base salary based upon an assessment of Dr. Wessel's performance and the attainment of targeted goals established by the Board of Directors. The assessment of Dr. Wessel's performance and the achievement of goals will be determined in the sole discretion of the Board of Directors. Under Dr. Wessel's offer letter, if Dr. Wessel is terminated without cause or resigns for good reason, Dr. Wessel will be entitled to severance benefits and payments upon a change of control, the terms of which are described below under "- Potential Payments Upon Termination or Change of Control."

Christoph Westphal, M.D., Ph.D. We entered into an Executive Employment Agreement with Dr. Westphal in May 2015. Pursuant to his employment agreement, Dr. Westphal received an annual base salary, and was eligible for an annual bonus that targeted 50% of his annualized base salary based upon an assessment of Dr. Westphal's performance and the attainment of targeted goals established by the Board of Directors. The assessment of Dr. Westphal's performance and the achievement of goals was determined in the sole discretion of the Board of Directors. In the event that he was terminated without cause or resigned for good reason, Dr. Westphal was entitled to certain additional severance and change

of control benefits pursuant to his restricted stock agreements and his employment agreement, the terms of which are described below under "- Potential Payments Upon Termination or Change of Control." We were not obligated to pay Dr. Westphal any severance pursuant to his executive employment agreement as a result of his voluntary termination from the Company.

Katharine Lindemann. We entered into an Executive Employment Agreement with Ms. Lindemann in July 2015. Pursuant to her employment agreement, Ms. Lindemann received an annual base salary which was subject to increase by the Board of Directors and was eligible for an annual bonus that targeted 40% of her annualized base salary based upon an assessment of Ms. Lindemann's performance and the attainment of targeted goals established by the Board of Directors. The assessment of Ms. Lindemann's performance and the achievement of goals was determined in the sole discretion of the Board of Directors. Upon Ms. Lindemann's termination, she was entitled to certain additional severance and change of control benefits pursuant to her employment agreement, the terms of which are described below under "- Potential Payments Upon Termination or Change of Control."

Restrictive Covenant Agreements. In connection with entering into employment agreements and offer letters with us, each of our named executive officers entered into an Employee Non-Solicitation, Non-Competition, Confidential Information and Inventions Assignment Agreement with us (the "Restrictive Covenant Agreement"), each of which became effective upon signing. Under the Restrictive Covenant Agreement, the named executive officer generally is subject to: (1) a perpetual covenant not to disclose or use any of our or third-party confidential information (except under limited circumstances); (2) an invention disclosure and assignment provision pursuant to which the named executive officer agrees to assign to us (and will cooperate with us to enforce) all their rights, title, and interest in and to any and all inventions (and intellectual property rights with respect thereto) made, conceived, reduced to practice or learned by them, either alone or with others, during their employment with us; (3) a non-competition provision pursuant to which they have agreed not to compete with us during employment and for 12 months thereafter; (4) a non-solicitation provision pursuant to which they have agreed not to solicit any of our employees, independent contractors or consultants to terminate his, her or its relationship with us during employment and for 12 months thereafter; and (5) a covenant to return all company property to us upon any termination employment or upon our request. In addition, each named executive officer has agreed to indemnify us and certain other parties, for all verdicts, judgments, settlements and other losses incurred by us in the event we are the subject of any legal action resulting from the breach of any of the named executive officer's obligations under the Restrictive Covenant Agreement, as well as any reasonable attorneys' fees and costs if the plaintiff is the prevailing party in any such action.

Potential Payments Upon Termination or Change of Control

Regardless of the manner in which a named executive officer's service terminates, the named executive officer is entitled to receive amounts earned during their term of service, including salary and unused vacation pay.

Under Dr. McVicar's executive employment agreement, in the event that he is terminated without cause or resigns for good reason prior to a change in control (each as defined in his employment agreement), Dr. McVicar will be entitled to severance in the form of salary continuation for nine months at his then-current base salary and we will pay, for up to nine months, that portion of the COBRA premiums that we paid prior to such termination. In the event that he is terminated without cause or resigns for good reason during the period beginning 30 days prior to and ending 12 months following a change in control, then 100% of the shares of common stock subject to Dr. McVicar's stock options shall automatically vest.

Under Mr. McCabe's executive employment agreement, in the event that he is terminated without cause or resigns for good reason prior to a change in control (each as defined in his employment agreement), Mr. McCabe will be entitled to severance in the form of salary continuation for six months at his then-current base salary and we will pay, for up to six months, that portion of the COBRA premiums that we paid prior to such termination. In the event that he is terminated without cause or resigns for good reason during the period beginning 30 days prior to and ending 12 months following a change in control, then 100% of the shares of common stock subject to Mr. McCabe's stock options shall automatically vest.

Under Dr. Wessel's offer letter, if Dr. Wessel is terminated without cause or resigns for good reason (each as defined in his offer letter), Dr. Wessel will be entitled to severance in the form of salary continuation for nine months at his then-current base salary and we will pay, for up to nine months, that portion of the COBRA premiums that we paid prior to such termination. Additionally, upon a change of control (as defined in his offer letter), 50% of the shares of common stock subject to Dr. Wessel's stock options shall automatically vest. Further, if during the period beginning 30 days prior to and ending 12 months following a change of control, we terminate Dr. Wessel's employment other than for cause or Dr. Wessel terminates his employment for good reason, then 100% of the shares of common stock subject to Dr. Wessel's options shall automatically vest.

Under Dr. Westphal's executive employment agreement, in the event that he was terminated without cause or resigned for good reason prior to a change in control (each as defined in his employment agreement), Dr. Westphal was entitled to severance in the form of salary continuation for 12 months at his then-current base salary. In the event that he was terminated without cause or resigned for good reason during the period beginning 30 days prior to and ending 12 months following a change in control, Dr. Westphal was entitled to severance in the form of salary continuation for 12 months at his then-current base salary and the target bonus payment for the year in which the termination occurred. In the event that he was terminated without cause or resigned for good reason during the period beginning 30 days prior to and ending 12 months following a change in control, then 100% of the shares of common stock subject to Dr. Westphal's stock options would have automatically vested. We were not obligated to pay Dr. Westphal any severance pursuant to his executive employment agreement as a result of his voluntary termination from the Company.

Under Dr. Westphal's restricted stock purchase agreements, we may only exercise our repurchase rights with respect to unvested shares of common stock if Dr. Westphal's employment is terminated by us for cause (as defined in his restricted stock purchase agreements) or Dr. Westphal terminates his employment for any reason, in each case, within 90 days of such termination. In addition, Dr. Westphal's shares would vest with respect to all of the shares held by Dr. Westphal in the event he was terminated by us without cause or due to his death or disability, or upon the occurrence of a corporate transaction (as defined in his restricted stock purchase agreements). Although Dr. Westphal voluntarily terminated his employment with us as our Chief Executive Officer in July 2017, he continued his service with us as a member of our Board. The outstanding shares of unvested restricted stock as of December 31, 2017 were fully vested as of Dr. Westphal's resignation from the Board in March 2018. Accordingly, we do not currently have any repurchase rights pursuant to Dr. Westphal's restricted stock purchase agreements.

Under Ms. Lindemann's employment agreement, in the event that she was terminated without cause or resigned for good reason prior to a change in control (each as defined in her employment agreement), Ms. Lindemann was entitled to severance in the form of salary continuation for nine months at her then-current base salary and for up to nine months, that portion of the COBRA premiums that we paid prior to such termination. In the event that she was terminated without cause or resigned for good reason during the period beginning 30 days prior to and ending 12 months following a change in control, then 100% of the shares of common stock subject to Ms. Lindemann's stock options would automatically vest. Upon Ms. Lindemann's termination, we paid her \$180,425 of severance during 2017 pursuant to these terms.

Outstanding Equity Awards at December 31, 2017

The following table sets forth certain information regarding outstanding equity awards granted to our named executive officers as of December 31, 2017.

| Name | Grant Date | Option Awards ⁽¹⁾ | | | | Stock Awards | | Equity Incentive Plan Awards | |
|------------------------------------|---------------------------|---|---|--|------------------------|---|--|--|---|
| | | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Option Exercise Price Per Share ⁽²⁾ | Option Expiration Date | Number of shares or units of stock that have not vested (#) | Market value of shares or units of stock that have not vested (\$) | Number of unearned shares that have not vested (#) | Market value of unearned shares that have not vested (\$) |
| William McVicar, Ph.D. | 5/26/2017 ⁽⁴⁾ | — | 200,000 | \$3.37 | 5/26/2027 | | | | |
| | 7/26/2017 ⁽⁵⁾ | 5,208 | 44,792 | \$4.08 | 7/26/2027 | | | | |
| John McCabe | 5/19/2014 ⁽⁶⁾ | 78,443 | 9,122 | \$0.77 | 5/19/2024 | | | | |
| | 11/14/2014 ⁽⁷⁾ | 22,499 | 6,689 | \$5.44 | 11/14/2024 | | | | |
| | 1/21/2016 ⁽⁷⁾ | 19,166 | 20,834 | \$9.59 | 1/21/2026 | | | | |
| | 1/18/2017 ⁽⁸⁾ | 15,354 | 51,646 | \$4.58 | 1/18/2027 | | | | |
| Thomas Wessel, M.D., Ph.D. | 1/7/2015 ⁽⁹⁾ | 153,870 | 9,266 | \$10.79 | 1/7/2025 | | | | |
| | 1/21/2016 ⁽⁷⁾ | 24,916 | 27,084 | \$9.59 | 1/21/2026 | | | | |
| | 1/18/2017 ⁽⁸⁾ | 19,479 | 65,521 | \$4.58 | 1/18/2027 | | | | |
| Christoph Westphal, M.D., Ph.D. | 3/5/2014 | — | — | \$— | — | 102,479 ⁽¹²⁾ | 357,652 ⁽¹³⁾ | | |
| | 4/9/2014 | — | — | \$— | — | | | 19,529 ⁽¹²⁾ | 68,156 ⁽¹³⁾ |
| | 1/21/2016 ⁽¹⁰⁾ | 78,583 | 85,417 | \$9.59 | 1/21/2026 | | | | |
| Katharine Lindemann ⁽³⁾ | 7/26/2017 ⁽¹¹⁾ | 5,000 | 7,000 | \$4.08 | 7/26/2027 | | | | |
| | — | — | — | \$— | — | | | | |

- (1) All of the option awards listed in the table above were granted under the 2014 Plan or the 2015 Plan, the terms of which are described below under "— Equity Benefit Plans." Except as otherwise indicated, each option award becomes exercisable as it becomes vested and all vesting is subject to the executive's continuous service with us through the vesting dates.
- (2) All of the option awards listed in the table above were granted with a per share exercise price equal to the fair market value of one share of our common stock on the date of grant. For option awards granted subsequent to our initial public offering, the fair market value was determined based upon the closing market price on the date of grant. The fair market value of option awards granted prior to our initial public offering was determined in good faith by the Board of Directors.
- (3) In connection with her termination, Ms. Lindemann's remaining options cancelled on December 30, 2017, and she had no options outstanding as of December 31, 2017.
- (4) The option vests with respect to 1/4th of the total number of shares one year after April 5, 2017, and with respect to the remaining shares in approximately equal monthly installments thereafter over the next three years. The option is subject to vesting acceleration as described above under "- Potential Payments Upon Termination or Change of Control."
- (5) The option vests at the rate of 1/48th of the total number of shares vesting monthly over four years measured from July 3, 2017. The option is subject to vesting acceleration as described above under "- Potential Payments Upon Termination or Change of Control."
- (6) The option vests with respect to 1/4th of the total number of shares one year after May 12, 2014, and with respect to the remaining shares in approximately equal monthly installments thereafter over the next three years. The option is subject to vesting acceleration as described above under "- Potential Payments Upon Termination or Change of Control."
- (7) The option vests with respect to 1/4th of the total number of shares one year after the grant date, and with respect to the remaining shares in approximately equal monthly installments thereafter over the next three years. The option is subject to vesting acceleration as described above under "- Potential Payments Upon Termination or Change of Control."
- (8) The option vests at the rate of 1/48th of the total number of shares vesting monthly over four years measured from the grant date. The option is subject to vesting acceleration as described above under "- Potential Payments Upon Termination or Change of Control."
- (9) The option vests with respect to 1/4th of the total number of shares subject to the option one year after December 29, 2014, and with respect to the remaining shares in approximately equal monthly installments thereafter over the next three years. Notwithstanding the vesting schedule of Dr. Wessel's option, Dr. Wessel's Stock Option Grant Notice provides that 135,338 shares were exercisable as of the date of grant and an additional 9,266 shares are exercisable on January 1 of each year beginning in 2016 and ending in 2018. On January 15, 2015, Dr. Wessel exercised 37,064 options. The option

is subject to vesting acceleration as described above under “- Potential Payments Upon Termination or Change of Control.”

- (10) The option vests with respect to 1/4th of the total number of shares one year after the grant date, and with respect to the remaining shares in approximately equal monthly installments thereafter over the next three years.
- (11) The option vests at the rate of 1/12th of the total number of shares vesting monthly over one year measured from the grant date. The option was granted as part of Dr. Westphal's non-employee Board of Directors service.
- (12) The shares vest at the rate of 1/4th of the total number of shares on the date of issuance, with 1/48th of the shares vesting monthly over four years measured from February 26, 2014, and subject to vesting acceleration as described above under “— Potential Payments Upon Termination or Change of Control.”
- (13) Computed based on the fair market value of a share of our common stock as of December 29, 2017, which was \$3.49.

Perquisites, Health, Welfare and Retirement Benefits

Our named executive officers are eligible to participate in our employee benefit plans, including our medical and dental insurance plans, in each case on the same basis as all of our other employees. We provide a 401(k) plan to our employees, including our named executive officers, as discussed in the section below entitled “— 401(k) Plan.”

We generally do not provide perquisites or personal benefits to our named executive officers, except in certain limited circumstances. We do, however, pay the premiums for group term life insurance and long-term disability benefits (and, with respect to life insurance and long-term disability benefits, we provide a tax gross up relating to such payment) for all of our employees, including our named executive officers. We also (i) reimburse our employees, including our named executive officers, for approximately 90% of their health and dental premiums, (ii) pay each of our employees, other than Dr. Westphal, a \$100 monthly allowance for cell phone costs, (iii) reimburse our employees for a portion of their commuting expenses, and (iv) with respect to Dr. Westphal, reimbursed his monthly telecommunications charges while he was employed by the Company.

401(k) Plan

We maintain a tax-qualified retirement plan that provides eligible U.S. employees with an opportunity to save for retirement on a tax advantaged basis. Eligible employees are able to defer eligible compensation up to certain Code limits, which are updated annually. In 2017, we made matching contributions of 100% of the first 4% of the eligible compensation that an employee contributed to the 401(k) Plan, up to the maximum amount allowed by the Code. Pre-tax contributions by employees and any employer contributions that we make to the 401(k) Plan and the income earned on those contributions are generally not taxable to employees until withdrawn. Employee contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participants' directions. Employees are immediately and fully vested in their own contributions. The employer match vests over four years. The 401(k) plan is intended to be qualified under Section 401(a) of the Code, with the related trust intended to be tax exempt under Section 501(a) of the Code. As a tax-qualified retirement plan, contributions to the 401(k) plan are deductible by us when made, and contributions and earnings on those amounts are not taxable to the employees until withdrawn or distributed from the 401(k) plan.

Compensation Recoupment or Clawback Policy

We have adopted a compensation recoupment or clawback policy providing that, if the Board of Directors determines that an executive officer knowingly engaged in fraud, dishonesty or gross negligence that resulted in an incorrect determination that an incentive compensation performance goal had been achieved, the Board of Directors may take appropriate action to recover from such executive officer any compensation that resulted from such determination. The Board of Directors may require reimbursement for any bonus, equity or incentive compensation awarded to an executive officer who engaged in such misconduct to the extent it was based on such incorrect determination.

Non-Qualified Deferred Compensation

None of our named executive officers participate in or have account balances in non-qualified defined contribution plans or other non-qualified deferred compensation plans maintained by us. The Board of Directors may elect to provide our officers and other employees with non-qualified defined contributions or other non-qualified deferred compensation benefits in the future if it determines that doing so is in our best interests.

Accounting Considerations and Section 162(m)

Section 162(m) of the Code generally provides that publicly held companies may not deduct compensation paid to certain of their top executive officers to the extent that such compensation exceeds \$1,000,000 per officer in any year. In connection with the recently enacted Tax Cuts and Jobs Act of 2017 (“TCJA”), the exemption from the deduction limit under Section 162(m) of the Code for “performance-based compensation” has been repealed, such that compensation paid to our Chief Executive Officer or our Chief Financial Officer at any time during the taxable year and to the top three other highest compensated executive officers serving at fiscal year-end in excess of \$1,000,000 will not be deductible unless it qualifies for transition relief applicable to certain “grandfathered” arrangements in place as of November 2, 2017. The transitional guidance will allow certain payments made under written and binding agreements entered into prior to November 2, 2017 to be treated as if they were made under the provisions of Section 162(m) that were in effect prior to enactment of the TCJA. The new rules generally apply to taxable years beginning after December 31, 2017.

We are in the process of gathering information on our existing compensation arrangements for covered employees as well as assessing the impact of transitional guidance. Prior to the TCJA, the Compensation Committee had not adopted a policy requiring all compensation to be deductible, in order to maintain flexibility in compensating our executive officers in a manner designed to promote our objectives. In determining the form and amount of compensation for our named executive officers, the Compensation Committee may continue to consider all elements of the cost of such compensation. While the Compensation Committee considers the deductibility of awards as one factor in determining executive compensation, the Compensation Committee may also look at other factors in making its decisions, and retains the flexibility to award compensation that it determines to be consistent with the goals of our executive compensation program even if the compensation is not deductible by us for tax purposes.

EQUITY BENEFIT PLANS

2015 Equity Incentive Plan

The Board of Directors adopted the 2015 Equity Incentive Plan (the “2015 plan”) in January 2015, and our shareholders approved the 2015 plan in January 2015. The 2015 plan became effective as of January 28, 2015, the date of the final prospectus for our initial public offering.

Awards. The 2015 plan provides for the grant of incentive stock options (“ISOs”), non-statutory stock options (“NSOs”), stock appreciation rights, restricted stock awards, restricted stock unit awards, performance based stock awards, and other forms of equity compensation, collectively stock awards. Additionally, the 2015 plan provides for the grant of performance cash awards. ISOs may be granted only to employees of us and our affiliates. All other awards may be granted to employees, including officers, and to non-employee directors and consultants of us and our affiliates.

Share Reserve. As of April 11, 2018, we had 3,273,462 shares of common stock reserved for issuance pursuant to the 2015 plan, including shares issuable upon the exercise of options to purchase 2,255,919 shares of our common stock outstanding under the 2015 plan. Additionally, the number of shares of our common stock reserved for issuance under our 2015 plan will automatically increase on January 1 of each year, through and including January 1, 2025, by 4% of the total number of shares of our capital stock outstanding on December 31 of the preceding calendar year, or a lesser number of shares determined by the Board of Directors. On January 1, 2018, the total number of shares available for issuance under the 2015 plan was increased by 718,887 shares pursuant to this provision. The maximum number of shares that may be issued upon the exercise of ISOs under our 2015 plan is 5,919,390 shares.

No person may be granted stock awards covering more than 934,033 shares of our common stock under our 2015 plan during any calendar year pursuant to stock options, stock appreciation rights and other stock awards whose value is determined by reference to an increase over an exercise or strike price of at least 100% of the fair market value on the date the stock award is granted. Additionally, no person may be granted in a calendar year a performance stock award covering more than 350,262 shares or a performance cash award having a maximum value in excess of \$3,000,000.

In addition, the maximum number of shares subject to awards granted during a single fiscal year to any non-employee director, taken together with any cash fees paid to such non-employee director during the fiscal year, shall not exceed \$350,000 in total value (calculating the value of any such awards based on the grant date fair value of such awards for financial reporting purposes and excluding, for this purpose, the value of any dividend equivalent payments paid pursuant to any award granted in a previous fiscal year).

If a stock award granted under the 2015 plan expires or otherwise terminates without being exercised in full, or is settled in cash, the shares of our common stock not acquired pursuant to the stock award again will become available for subsequent issuance under the 2015 plan. In addition, the following types of shares under the 2015 plan may become available for the grant of new stock awards under the 2015 plan: (1) shares that are forfeited to or repurchased by us prior to becoming fully vested; (2) shares withheld to satisfy income or employment withholding taxes; or (3) shares used to pay the exercise or purchase price of a stock award. Shares issued under the 2015 plan may be previously unissued shares or reacquired shares bought by us on the open market. As of April 11, 2018, stock awards covering a total of 3,451,769 shares of our common stock have been issued under the 2015 plan.

Administration. The Board of Directors, or a duly authorized committee thereof, has the authority to administer the 2015 plan. The Board of Directors may also delegate to one or more of our officers the authority to (1) designate employees who are not officers (other than himself or herself) to be recipients of certain stock awards and (2) determine the number of shares of common stock to be subject to such stock awards. Subject to the terms of the 2015 plan, the Board of Directors or the authorized committee, referred to herein as the plan administrator, determines recipients, dates of grant, the numbers and types of stock awards to be granted and the terms and conditions of the stock awards, including the period of their exercisability and vesting schedule applicable to a stock award. Subject to the limitations set forth below, the plan administrator will also determine the exercise price, strike price or purchase price of awards granted and the types of consideration to be paid for the award.

The plan administrator has the authority to modify outstanding awards under our 2015 plan. Subject to the terms of our 2015 plan, the plan administrator has the authority to reduce the exercise, purchase or strike price of any outstanding stock award, cancel any outstanding stock award in exchange for new stock awards, cash or other consideration, or take any other action that is treated as a repricing under generally accepted accounting principles, with the consent of any adversely affected participant.

Stock Options. Incentive and non-statutory stock options are granted pursuant to stock option agreements adopted by the plan administrator. The plan administrator determines the exercise price for a stock option, within the terms and conditions of the 2015 plan, provided that the exercise price of a stock option generally cannot be less than 100% of the fair market value of our common stock on the date of grant. Options granted under the 2015 plan vest at the rate specified by the plan administrator.

The plan administrator determines the term of stock options granted under the 2015 plan, up to a maximum of 10 years. Unless the terms of an option holder's stock option agreement provide otherwise, if an option holder's service relationship with us, or any of our affiliates, ceases for any reason other than disability, death or cause, the option holder may generally exercise any vested options for a period of three months following the cessation of service. The option term may be extended in the event that the issuance of shares of our common stock upon the exercise of the option or the same of such shares following such a termination of service is prohibited by applicable securities laws or our insider trading policy. If an optionholder's service relationship with us or any of our affiliates ceases due to disability or death, or an optionholder dies within a certain period following cessation of service, the optionholder or a beneficiary may generally exercise any vested options for a period of 12 months in the event of disability

and 18 months in the event of death. In the event of a termination for cause, options generally terminate immediately upon the termination of the individual for cause. In no event may an option be exercised beyond the expiration of its term.

Acceptable consideration for the purchase of common stock issued upon the exercise of a stock option will be determined by the plan administrator and may include (1) cash, check, bank draft or money order, (2) a broker-assisted cashless exercise, (3) the tender of shares of our common stock previously owned by the optionholder, (4) a net exercise of the option if it is an NSO, and (5) other legal consideration approved by the plan administrator.

Unless the plan administrator provides otherwise, options generally are not transferable except by will, the laws of descent and distribution, or pursuant to a domestic relations order. An optionholder may designate a beneficiary, however, who may exercise the option following the optionholder's death.

Restricted Stock Awards. Restricted stock awards are granted pursuant to restricted stock award agreements or restricted stock purchase agreements adopted by the plan administrator. Restricted stock awards may be granted in consideration for (1) cash, check, bank draft or money order, (2) services rendered to us or our affiliates, or (3) any other form of legal consideration. Common stock acquired under a restricted stock award may, but need not, be subject to a share repurchase option in our favor in accordance with a vesting schedule to be determined by the plan administrator. Rights to acquire shares under a restricted stock award may be transferred only upon such terms and conditions as set by the plan administrator. Except as otherwise provided in the applicable award agreement, restricted stock awards that have not vested will be forfeited upon the participant's cessation of continuous service for any reason.

Tax Limitations on Incentive Stock Options. The aggregate fair market value, determined at the time of grant, of our common stock with respect to ISOs that are exercisable for the first time by an optionholder during any calendar year under all of our stock plans may not exceed \$100,000. Options or portions thereof that exceed such limit will generally be treated as NSOs. No ISO may be granted to any person who, at the time of the grant, owns or is deemed to own stock possessing more than 10% of our total combined voting power or that of any of our affiliates unless (1) the option exercise price is at least 110% of the fair market value of the stock subject to the option on the date of grant, and (2) the term of the ISO does not exceed five years from the date of grant.

Restricted Stock Unit Awards. Restricted stock unit awards are granted pursuant to restricted stock unit award agreements adopted by the plan administrator. Restricted stock unit awards may be granted in consideration for any form of legal consideration. A restricted stock unit award may be settled by cash, delivery of stock, a combination of cash and stock as deemed appropriate by the plan administrator, or in any other form of consideration set forth in the restricted stock unit award agreement. Additionally, dividend equivalents may be credited in respect of shares covered by a restricted stock unit award. Except as otherwise provided in the applicable award agreement, restricted stock awards that have not vested will be forfeited upon the participant's cessation of continuous service for any reason.

Stock Appreciation Rights. Stock appreciation rights are granted pursuant to stock appreciation grant agreements adopted by the plan administrator. The plan administrator determines the strike price for a stock appreciation right, which generally cannot be less than 100% of the fair market value of our common stock on the date of grant. Upon the exercise of a stock appreciation right, we will pay the participant an amount equal to the product of (1) the excess of the per share fair market value of our common stock on the date of exercise over the strike price, multiplied by (2) the number of shares of common stock with respect to which the stock appreciation right is exercised. A stock appreciation right granted under the 2015 plan vests at the rate specified in the stock appreciation right agreement as determined by the plan administrator.

The plan administrator determines the term of stock appreciation rights granted under the 2015 plan, up to a maximum of 10 years. Unless the terms of a participant's stock appreciation right agreement provides otherwise, if a participant's service relationship with us or any of our affiliates ceases for any reason other than cause, disability or death, the participant may generally exercise any vested stock appreciation right for a period of three months following the cessation of service. The stock appreciation right term may be

further extended in the event that exercise of the stock appreciation right following such a termination of service is prohibited by applicable securities laws. If a participant's service relationship with us, or any of our affiliates, ceases due to disability or death, or a participant dies within a certain period following cessation of service, the participant or a beneficiary may generally exercise any vested stock appreciation right for a period of 12 months in the event of disability and 18 months in the event of death. In the event of a termination for cause, stock appreciation rights generally terminate immediately upon the occurrence of the event giving rise to the termination of the individual for cause. In no event may a stock appreciation right be exercised beyond the expiration of its term.

Performance Awards. The 2015 plan permits the grant of performance-based stock and cash awards where stock or cash will be issued or paid pursuant to such award only after the achievement of certain pre-established performance goals during a designated performance period.

The performance goals that may be selected include one or more of the following: (1) earnings (including earnings per share and net earnings); (2) earnings before interest, taxes and depreciation; (3) earnings before interest, taxes, depreciation and amortization; (4) earnings before interest, taxes, depreciation, amortization and legal settlements; (5) earnings before interest, taxes, depreciation, amortization, legal settlements and other income (expense); (6) earnings before interest, taxes, depreciation, amortization, legal settlements, other income (expense) and stock-based compensation; (7) earnings before interest, taxes, depreciation, amortization, legal settlements, other income (expense), stock-based compensation and changes in deferred revenue; (8) total shareholder return; (9) return on equity or average stockholder's equity; (10) return on assets, investment or capital employed; (11) stock price; (12) margin (including gross margin); (13) income (before or after taxes); (14) operating income; (15) operating income after taxes; (16) pre-tax profit; (17) operating cash flow; (18) sales or revenue targets; (19) increases in revenue or product revenue; (20) expenses and cost reduction goals; (21) improvement in or attainment of working capital levels; (22) economic value added (or an equivalent metric); (23) market share; (24) cash flow; (25) cash flow per share; (26) share price performance; (27) debt reduction; (28) implementation or completion of projects or processes (including, without limitation, clinical trial initiation, clinical trial enrollment, clinical trial results, new and supplemental indications for existing products, regulatory filing submissions, regulatory filing acceptances, regulatory or advisory committee interactions, regulatory approvals and product supply); (29) user satisfaction; (30) stockholders' equity; (31) capital expenditures; (32) debt levels; (33) operating profit or net operating profit; (34) workforce diversity; (35) growth of net income or operating income; (36) billings; (37) bookings; (38) the number of users, including but not limited to unique users; (39) employee retention; (40) initiation of phases of clinical trials and/or studies by specific dates; (41) patient enrollment rates; (42) budget management; (43) submission to, or approval by, a regulatory body (including, but not limited to the FDA of an applicable filing or a drug product candidate); (44) regulatory milestones; (45) progress of internal research or clinical programs; (46) progress of partnered programs; (47) partner satisfaction; (48) timely completion of clinical trials; (49) submission of INDs and NDAs and other regulatory achievements; (50) research progress, including the development of programs; (51) strategic partnerships or transactions (including in-licensing and out-licensing of intellectual property, and (52) to the extent that an award is not intended to comply with Section 162(m) of the Code, other measures of performance selected by the Board of Directors.

The performance goals may be based on a company-wide basis, with respect to one or more business units, divisions, affiliates, or business segments, and in either absolute terms or relative to the performance of one or more comparable companies or the performance of one or more relevant indices. Unless specified otherwise (i) in the award agreement at the time the award is granted or (ii) in such other document setting forth the performance goals at the time the goals are established, we will appropriately make adjustments in the method of calculating the attainment of performance goals. In addition, we retain the discretion to reduce or eliminate the compensation or economic benefit due upon attainment of the goals. The performance goals may differ from participant to participant and from award to award.

Other Stock Awards. The plan administrator may grant other awards based in whole or in part by reference to our common stock. The plan administrator will set the number of shares under the stock award and all other terms and conditions of such awards.

Changes to Capital Structure. In the event that there is a specified type of change in our capital structure, such as a stock split or recapitalization, appropriate adjustments will be made to (a) the class and maximum number of shares reserved for issuance under the 2015 plan, (b) the class and maximum number of shares by which the share reserve may increase automatically each year, (c) the class and maximum number of shares that may be issued upon the exercise of ISOs, (d) the class and maximum number of shares subject to stock awards that can be granted in a calendar year and (e) the class and number of shares and exercise price, strike price, or purchase price, if applicable, of all outstanding stock awards.

Corporate Transactions. In the event of certain specified significant corporate transactions, the plan administrator has the discretion to take any of the following actions with respect to stock awards:

- arrange for the assumption, continuation or substitution of a stock award by a surviving or acquiring entity or parent company;
- arrange for the assignment of any reacquisition or repurchase rights held by us to the surviving or acquiring entity or parent company;
- accelerate the vesting of the stock award and provide for its termination prior to the effective time of the corporate transaction;
- arrange for the lapse of any reacquisition or repurchase right held by us;
- cancel or arrange for the cancellation of the stock award in exchange for such cash consideration, if any, as the Board of Directors may deem appropriate; or
- make a payment equal to the excess of (a) the value of the property the participant would have received upon exercise of the stock award over (b) the exercise price otherwise payable in connection with the stock award.

Our plan administrator is not obligated to treat all stock awards, even those that are of the same type, in the same manner.

Under the 2015 plan, a corporate transaction is generally the consummation of (i) a sale or other disposition of all or substantially all of our consolidated assets, (ii) a sale or other disposition of at least 90% of our outstanding voting securities, (iii) a merger, consolidation or similar transaction following which we are not the surviving corporation, or (iv) a merger, consolidation or similar transaction following which we are the surviving corporation but the shares of our common stock outstanding immediately prior to such transaction are converted or exchanged into other property by virtue of the transaction.

Change of Control. The plan administrator may provide, in an individual award agreement or in any other written agreement between a participant and us that the stock award will be subject to additional acceleration of vesting and exercisability in the event of a change of control. Under the 2015 plan, a change of control is generally (i) the acquisition by a person or entity of more than 50% of our combined voting power other than by merger, consolidation or similar transaction; (ii) a consummated merger, consolidation or similar transaction immediately after which our shareholders cease to own more than 50% of the combined voting power of the surviving entity; (iii) a consummated sale, lease or exclusive license or other disposition of all or substantially of our consolidated assets; (iv) our complete liquidation or dissolution (or the approval by our shareholders or the Board of Directors of our complete liquidation or dissolution); or (v) members of the incumbent board cease for any reason to constitute at least a majority of the members of the Board.

Amendment and Termination. The Board of Directors has the authority to amend, suspend, or terminate our 2015 plan, provided that such action does not materially impair the existing rights of any participant without such participant's written consent. No ISOs may be granted after the tenth anniversary of the date the Board of Directors adopted our 2015 plan.

2014 Equity Incentive Plan

The Board of Directors and our shareholders approved our 2014 Equity Incentive Plan ("the 2014 plan"), which became effective in March 2014. Through December 31, 2017, there were outstanding stock awards covering a total of 879,412 shares that were granted under our 2014 plan. No additional awards will be granted under the 2014 plan, and all awards granted under the 2014 plan that are repurchased, forfeited, expire, are cancelled or otherwise not issued will become available for grant under the 2015 plan in accordance with its terms.

Stock Options. ISOs and NSOs were granted pursuant to stock option agreements adopted by the plan administrator. Options granted under the 2014 plan vest at the rate specified by the plan administrator and have a term up to a maximum of 10 years. Unless the terms of an option holder's stock option agreement provide otherwise, if an option holder's service relationship with us or any of our affiliates ceases for any reason other than disability, death or cause, the option holder may generally exercise any vested options for a period of three months following the cessation of service. The option term may be extended in the event that exercise of the option following such a termination of service is prohibited by applicable securities laws or our insider trading policy. If an optionholder's service relationship with us or any of our affiliates ceases due to disability or death, or an optionholder dies within a certain period following cessation of service, the optionholder or a beneficiary may generally exercise any vested options for a period of 12 months in the event of disability and 18 months in the event of death. In the event of a termination for cause, options generally terminate immediately upon the termination of the individual for cause. In no event may an option be exercised beyond the expiration of its term.

Acceptable consideration for the purchase of common stock issued upon the exercise of a stock option will be determined by the plan administrator and may include (1) cash, check, bank draft or money order, (2) a broker-assisted cashless exercise, (3) the tender of shares of our common stock previously owned by the optionholder, (4) a net exercise of the option if it is an NSO, and (5) other legal consideration approved by the plan administrator.

Unless the plan administrator provides otherwise, options generally are not transferable except by will, the laws of descent and distribution, or pursuant to a domestic relations order. An optionholder may designate a beneficiary, however, who may exercise the option following the optionholder's death.

Changes to Capital Structure. In the event that there is a specified type of change in our capital structure, such as a stock split or recapitalization, appropriate adjustments will be made to (a) the class and maximum number of shares reserved for issuance under the 2014 plan, (b) the class and maximum number of shares that may be issued upon the exercise of ISOs, and (c) the class and number of shares and exercise price, strike price, or purchase price, if applicable, of all outstanding stock awards.

Corporate Transactions. In the event of certain specified significant corporate transactions, the plan administrator has the discretion to take any of the following actions with respect to stock awards:

- arrange for the assumption, continuation or substitution of a stock award by a surviving or acquiring entity or parent company;
- arrange for the assignment of any reacquisition or repurchase rights held by us to the surviving or acquiring entity or parent company;
- accelerate the vesting of the stock award and provide for its termination prior to the effective time of the corporate transaction;
- arrange for the lapse of any reacquisition or repurchase right held by us;
- cancel or arrange for the cancellation of the stock award to the extent not vested or exercised prior to the effective time of the corporate transaction; or
- make a payment equal to the excess of (1) the value of the property the participant would have received upon exercise of the stock award over (2) the exercise price otherwise payable in connection with the stock award.

Our plan administrator is not obligated to treat all stock awards, even those that are of the same type, in the same manner.

Under the 2014 plan, a corporate transaction is generally the consummation of (1) a sale or other disposition of all or substantially all of our consolidated assets, (2) a sale or other disposition of at least 50% of our outstanding securities, (3) a merger, consolidation or similar transaction following which we are not the surviving corporation, or (4) a merger, consolidation or similar transaction following which we are the surviving corporation but the shares of our common stock outstanding immediately prior to such transaction are converted or exchanged into other property by virtue of the transaction.

Change in Control. The plan administrator may provide, in an individual award agreement or in any other written agreement between a participant and us that the stock award will be subject to additional acceleration of vesting and exercisability in the event of a change in control. Under the 2014 plan, a change in control is generally (1) the acquisition by a person or entity of more than 50% of our combined voting power other than by merger, consolidation or similar transaction; (2) a consummated merger, consolidation or similar transaction immediately after which our shareholders cease to own more than 50% of the combined voting power of the surviving entity; (3) a complete dissolution or liquidation; or (4) a consummated sale, lease or exclusive license or other disposition of all or substantially of our consolidated assets.

2015 Employee Stock Purchase Plan

The Board of Directors adopted the 2015 Employee Stock Purchase Plan ("the ESPP"), in January 2015 and our shareholders approved the ESPP in January 2015. The ESPP became effective as of January 28, 2015, the date of the final prospectus for our initial public offering. The purpose of the ESPP is to retain the services of new employees and secure the services of new and existing employees while providing incentives for such individuals to exert maximum efforts toward our success and that of our affiliates.

Share Reserve. As of April 11, 2018, the ESPP is authorized to issue 713,996 shares of our common stock pursuant to purchase rights granted to our employees or to employees of any of our designated affiliates. The number of shares of our common stock reserved for issuance will automatically increase on January 1 of each calendar year through January 1, 2025 by the least of (a) 1% of the total number of shares of our common stock outstanding on December 31 of the preceding calendar year, (b) 233,508 shares, or (c) a number determined by the Board of Directors that is less than (a) and (b). The ESPP is intended to qualify as an "employee stock purchase plan" within the meaning of Section 423 of the Code. As of the date hereof, no shares of our common stock have been purchased under the ESPP.

Administration. The Board of Directors has delegated its authority to administer the ESPP to the Compensation Committee. The ESPP is implemented through a series of offerings of purchase rights to eligible employees. Under the ESPP, we may specify offerings with durations of not more than 27 months, and may specify shorter purchase periods within each offering. Each offering will have one or more purchase dates on which shares of our common stock will be purchased for employees participating in the offering. An offering may be terminated under certain circumstances.

Payroll Deductions. Generally, all regular employees, including executive officers, employed by us or by any of our designated affiliates, may participate in the ESPP and may contribute, normally through payroll deductions, up to 15% of their earnings for the purchase of our common stock under the ESPP. Unless otherwise determined by the Board of Directors, common stock will be purchased for accounts of employees participating in the ESPP at a price per share equal to the lower of (a) 85% of the fair market value of a share of our common stock on the first date of an offering or (b) 85% of the fair market value of a share of our common stock on the date of purchase.

Limitations. Employees may have to satisfy one or more of the following service requirements before participating in the ESPP, as determined by the Board of Directors: (a) customarily employed for more than 20 hours per week, (b) customarily employed for more than five months per calendar year or (c) continuous employment with us or one of our affiliates for a period of time (not to exceed two years).

No employee may purchase shares under the ESPP at a rate in excess of \$25,000 worth of our common stock based on the fair market value per share of our common stock at the beginning of an offering for each year such a purchase right is outstanding. Finally, no employee will be eligible for the grant of any purchase rights under the ESPP if immediately after such rights are granted, such employee has voting power over 5% or more of our outstanding capital stock measured by vote or value pursuant to Section 424(d) of the Code.

Changes to Capital Structure. In the event that there occurs a change in our capital structure through such actions as a stock split, merger, consolidation, reorganization, recapitalization, reincorporation, stock dividend, dividend in property other than cash, large non-recurring cash dividend, liquidating dividend, combination of shares, exchange of shares, change in corporate structure or similar transaction, the Board of Directors will make appropriate adjustments to (a) the number of shares reserved under the ESPP, (b) the maximum number of shares by which the share reserve may increase automatically each year and (c) the number of shares and purchase price of all outstanding purchase rights.

Corporate Transactions. In the event of certain significant corporate transactions, including: (i) a sale of all our assets, (ii) the sale or disposition of 90% of our outstanding securities, (iii) the consummation of a merger or consolidation where we do not survive the transaction, and (iv) the consummation of a merger or consolidation where we do survive the transaction but the shares of our common stock outstanding immediately prior to such transaction are converted or exchanged into other property by virtue of the transaction, any then-outstanding rights to purchase our stock under the ESPP may be assumed, continued or substituted for by any surviving or acquiring entity (or its parent company). If the surviving or acquiring entity (or its parent company) elects not to assume, continue or substitute for such purchase rights, then the participants' accumulated payroll contributions will be used to purchase shares of our common stock within 10 business days prior to such corporate transaction, and such purchase rights will terminate immediately.

Plan Amendments, Termination. The Board of Directors has the authority to amend or terminate our ESPP, provided that except in certain circumstances any such amendment or termination may not materially impair any outstanding purchase rights without the holder's consent. We will obtain shareholder approval of any amendment to our ESPP as required by applicable law or listing requirements.

DIRECTOR COMPENSATION

Our Board has adopted a compensation policy that is applicable to all of our non-employee directors. We do not pay additional compensation to directors who are also our employees for service on the Board of Directors. The compensation policy, which was amended in January 2017 as described below, provides that each such non-employee director, other than any non-employee director who disclaims such compensation, will receive the following compensation for service on our Board:

- an annual cash retainer of \$40,000;
- an additional cash retainer of \$50,000 for our lead independent director;
- an additional annual cash retainer of \$7,500 for service as a member of the Audit Committee or \$15,000 for service as chair of the Audit Committee;
- an additional annual cash retainer of \$5,000 for service as a member of the Compensation Committee or \$10,000 for service as chair of the Compensation Committee;
- an additional annual cash retainer of \$3,500 for service as a member of the Nominating and Corporate Governance Committee or \$7,500 for service as chair of the Nominating and Corporate Governance Committee;

- upon first joining the Board of Directors, an initial grant of an option to purchase 20,000 shares of our common stock vesting monthly over a period of three years measured from the date of such grant (or such other date as the Board of Directors shall otherwise determine); and
- for each non-employee director whose term continues on the date of our annual meeting each year, an annual grant of an option to purchase 12,000 shares of our common stock vesting in monthly installments over one year following the grant date.

Each of the option grants described above will (i) vest in full upon a change in control (as defined under our 2015 plan) and (ii) have a 10 year term.

Our Compensation Committee is responsible for reviewing the compensation of our non-employee directors and making recommendations to our Board about any changes to such compensation. In January 2017, upon the recommendation of the Compensation Committee, the Board increased the annual equity option grant from 10,000 to 12,000 shares of our common stock.

We also reimburse all of our non-employee directors for their travel, lodging and other reasonable expenses incurred in attending meetings of the Board of Directors and committees of the Board of Directors.

The following table sets forth in summary form information concerning the compensation that was earned or paid during fiscal year ended December 31, 2017 to each of our non-employee directors:

| Name ⁽¹⁾ | Fees Earned or Paid in Cash | Option Awards ⁽²⁾ | All Other Compensation | Total |
|--------------------------|-----------------------------|------------------------------|--------------------------|------------|
| Jeffrey Capello | \$ 55,000 | \$ 32,276 ⁽³⁾ | \$ — | \$ 87,276 |
| Peter Barton Hutt | \$ 52,500 | \$ 32,276 ⁽³⁾ | \$ — | \$ 84,776 |
| Marc Kozin | \$ 47,500 | \$ 32,276 ⁽³⁾ | \$ — | \$ 79,776 |
| Roderick MacKinnon, M.D. | \$ 40,000 | \$ 32,276 ⁽³⁾ | \$ 70,878 ⁽⁵⁾ | \$ 143,154 |
| Robert Perez | \$ 45,000 | \$ 32,276 ⁽³⁾ | \$ — | \$ 77,276 |
| Stuart Randle | \$ 103,500 | \$ 32,276 ⁽³⁾ | \$ — | \$ 135,776 |
| John Sculley | \$ 18,284 | \$ — | \$ — | \$ 18,284 |
| Michelle Stacy | \$ 47,500 | \$ 32,276 ⁽³⁾ | \$ — | \$ 79,776 |
| Roger Tung | \$ 6,848 | \$ 47,916 ⁽⁴⁾ | \$ 20,000 ⁽⁶⁾ | \$ 74,764 |

(1) Dr. Westphal was an employee director for part of 2017 and all of 2016; his compensation is fully reflected in the "-Summary Compensation Table" for named executive officers above.

(2) This column reflects the aggregate grant date fair value of the option awards granted during the fiscal year computed in accordance with ASC 718. Assumptions used in the calculation of these amounts are included in Note 12 to our consolidated financial statements included in our Annual Report on Form 10-K filed with the SEC. As of December 31, 2017:

- Mr. Capello held stock options to purchase 52,000 shares of common stock in the aggregate;
- Mr. Hutt held stock options to purchase 67,026 shares of common stock in the aggregate;
- Mr. Kozin held stock options to purchase 67,026 shares of common stock in the aggregate;
- Dr. MacKinnon held stock options to purchase 88,041 shares of common stock in the aggregate and held 416,979 shares issued as stock awards;
- Mr. Perez held stock options to purchase 42,000 shares of common stock in the aggregate;
- Mr. Randle held stock options to purchase 67,026 shares of common stock in the aggregate;
- Mr. Sculley held stock options to purchase 59,696 shares of common stock in the aggregate;
- Ms. Stacy held stock options to purchase 42,000 shares of common stock in the aggregate; and

- Dr. Tung held stock options to purchase 29,340 shares of common stock in the aggregate.
- (3) Represents the grant date fair value associated with an option to purchase 12,000 shares of our common stock at an exercise price of \$4.08 per share.
 - (4) Represents the grant date fair value associated with an option to purchase 20,000 shares of our common stock at an exercise price of \$3.47 per share.
 - (5) Represents the following amounts earned by Dr. MacKinnon during 2017: (i) \$66,667 for his services as Co-Chair of our scientific advisory board pursuant to a scientific advisory board agreement and (ii) \$4,211 for royalty payments on certain revenues.
 - (6) Represents amounts earned by Dr. Tung during 2017 for his services on our scientific advisory board pursuant to a scientific advisory board agreement. Dr. Tung resigned from our scientific advisory board on January 1, 2018.

TRANSACTIONS WITH RELATED PERSONS

RELATED-PERSON TRANSACTIONS POLICY AND PROCEDURES

We have adopted a written related-person transactions policy that sets forth our policies and procedures regarding the identification, review, consideration and oversight of "related-person transactions." For purposes of our policy only, a "related-person transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we and any "related person" are participants involving an amount that exceeds \$120,000.

Transactions involving compensation for services provided to us as an employee, consultant or director are not considered related-person transactions under this policy. A related person is any executive officer, director or a holder of more than 5% of our common stock, including any of their immediate family members and any entity owned or controlled by such persons.

Under the policy, where a transaction has been identified as a related-person transaction, management must present information regarding the proposed related-person transaction to the Audit Committee (or, where review by the Audit Committee would be inappropriate, to another independent body of the Board of Directors) for review. The presentation must include a description of, among other things, the material facts, the direct and indirect interests of the related persons, the benefits of the transaction to us and whether any alternative transactions are available. To identify related-person transactions in advance, we rely on information supplied by our executive officers, directors and certain significant shareholders. In considering related-person transactions, the Audit Committee or other independent body of the Board of Directors takes into account the relevant available facts and circumstances including, but not limited to:

- the risks, costs and benefits to us;
- the impact on a director's independence in the event the related person is a director, immediate family member of a director or an entity with which a director is affiliated;
- the terms of the transaction;
- the availability of other sources for comparable services or products; and
- the terms available to or from, as the case may be, unrelated third-parties or to or from our employees generally.

In the event a director has an interest in the proposed transaction, the director must recuse himself or herself from the deliberations and approval.

CERTAIN RELATED-PERSON TRANSACTIONS

The following includes a summary of transactions since January 1, 2017, to which we have been a party, in which the amount involved in the transaction exceeded \$120,000, and in which any of our directors, executive officers or, to our knowledge, beneficial owners of more than 5% of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than equity and other compensation, termination, change in control and other arrangements, which are described under "Executive and Director Compensation."

Indemnification of Officers and Directors

We have entered into, and intend to continue to enter into, separate indemnification agreements with our directors and executive officers, in addition to the indemnification provided for in our amended and restated bylaws. These agreements, among other things, require us to indemnify our directors and executive officers for certain expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or executive officer in any action or proceeding arising out of their services as one of our directors or executive officers or any other company or enterprise to which the person provides services at our request. We believe that these bylaw provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers.

The limitation of liability and indemnification provisions in our amended and restated certificate of incorporation and amended and restated bylaws may discourage shareholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might benefit us and our shareholders. A shareholder's investment may be harmed to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

Employment Arrangements

We have entered into employment arrangements with our executive officers, as more fully described in "Executive and Director Compensation - Agreements with Our Executive Officers," and "- Potential Payments Upon Termination or Change of Control."

Stock and Stock Options Granted to Executive Officers and Directors

We have issued stock and granted stock options to our executive officers and directors, as more fully described in "Executive and Director Compensation."

Royalty Agreement

In connection with the transfer of certain intellectual property to us by our scientific founders and by Christoph Westphal, or collectively the Founders, on March 20, 2014, we entered into a royalty agreement with the Founders. Pursuant to the royalty agreement we are obligated to pay the Founders a royalty of 2%, in the aggregate of gross sales of any product sold by us or by any of our licensees for use in the treatment of any neuromuscular disorder, and that uses, incorporates or embodies, or is made using any of our intellectual property, including any know-how. The royalty agreement grants the Founders certain audit rights and requires any license or sublicense granted by us be consistent with the terms and conditions of the royalty agreement. Each Founder may assign his rights and obligations under the royalty agreement to a third-party upon prior written notice to us. We may not assign our rights and obligations thereunder except in the event of a change in control relating to our company. The term of the royalty agreement is perpetual. During the fiscal year ended December 31, 2017, Drs. Westphal and MacKinnon earned \$12,633 and \$4,211, respectively, pursuant to the royalty agreement.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for annual meeting materials with respect to two or more shareholders sharing the same address by delivering a single set of annual meeting materials addressed to those shareholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for shareholders and cost savings for companies.

This year, a number of brokers with account holders who are Flex Pharma shareholders will be “householding” our proxy materials. A single set of annual meeting materials will be delivered to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Once you have received notice from your broker that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate set of annual meeting materials, please notify your broker or us. Direct your written request to Flex Pharma, Inc., John McCabe, Chief Financial Officer, 800 Boylston Street, 24th Floor, Boston, MA 02199 or contact John McCabe at (617) 874-1821. Shareholders who currently receive multiple copies of the annual meeting materials at their addresses and would like to request “householding” of their communications should contact their brokers.

OTHER MATTERS

The Board of Directors knows of no other matters that will be presented for consideration at the annual meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors



John McCabe
Chief Financial Officer, Treasurer and Secretary

April 23, 2018

A copy of our Annual Report to the Securities and Exchange Commission on Form 10-K for the fiscal year ended December 31, 2017 is available without charge upon written request to: Chief Financial Officer, Flex Pharma, Inc., 800 Boylston Street, 24th Floor, Boston, MA 02199.

FLEX PHARMA, INC.
 800 BOYLSTON STREET
 24TH FLOOR
 BOSTON, MA 02199

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following:

For All Withhold All For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

1. Election of Director
 Nominees

01) Peter Barton Hutt

The Board of Directors recommends you vote FOR the following proposal:

For Against Abstain

2 To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2018.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement, Form 10-K is/are available at www.proxyvote.com

FLEX PHARMA, INC.
Annual Meeting of Shareholders
June 6, 2018 10:00 AM
This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) William McVicar and John McCabe, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common stock of FLEX PHARMA, INC. that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholder(s) to be held at 10:00 a.m. EDT on June 6, 2018, at the offices of Cooley LLP, 500 Boylston Street, 14th Floor, Boston, MA 02116 and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side

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