

PROGENICS PHARMACEUTICALS INC  
Form DEF 14A  
April 28, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant To Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material Pursuant to Rule 14a-12

PROGENICS PHARMACEUTICALS, INC.  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

April 28, 2016

To Our Stockholders:

You are cordially invited to attend the Annual Meeting of Stockholders of Progenics Pharmaceuticals, Inc. to be held on Wednesday, June 8, 2016 at 10:00 A.M. local time at the Company's offices located at 777 Old Saw Mill River Road, Tarrytown, New York.

At this Meeting, you are being asked to consider and vote on (i) the election of Progenics' directors, (ii) the annual advisory vote on executive compensation, and (iii) ratifying your Board's selection of Ernst & Young LLP to serve as Progenics' independent registered public accounting firm for 2016.

Your Board encourages stockholders to participate in Progenics' affairs and invites you to attend the Meeting in person. It is always important that your shares be represented. Whether or not you decide to attend the Meeting, we urge you to vote. Even if you return a Proxy Card or vote via the Internet or by telephone, you may still attend the Meeting and vote in person.

Thank you for your participation.

Very truly yours,

PETER J. CROWLEY  
Chairman of the Board of Directors

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PROGENICS PHARMACEUTICALS, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be held June 8, 2016

The Annual Meeting of Stockholders of Progenics Pharmaceuticals, Inc. will be held at the Company's offices located at 777 Old Saw Mill River Road, Tarrytown, New York, on Wednesday, June 8, 2016 at 10:00 A.M. local time, for the purpose of considering and voting upon the following matters, each as more fully described in the attached Proxy Statement:

1. Electing seven directors to serve until the next Annual Meeting of Stockholders and until their successors are elected and have qualified.
2. Approving, on an advisory basis, the compensation of the Company's named executive officers as disclosed in this year's Proxy Statement.
3. Ratifying the Board's selection of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for 2016.

Stockholders of record at the close of business on April 15, 2016 are entitled to receive notice of and vote at the Meeting. A list of stockholders entitled to vote at the Meeting is open to examination by any stockholder at our principal offices, 777 Old Saw Mill River Road, Tarrytown, New York 10591.

Whether or not you plan to attend the Meeting, please vote your shares promptly via the Internet or the toll-free telephone number as described in the enclosed materials. If you received a Proxy Card by mail, please sign, date and return it in the envelope provided. If you attend the Meeting and vote in person, your vote by Proxy will not be used. You may revoke your Proxy at any time prior to its exercise, regardless of the manner used to transmit your voting instructions.

Promptly communicating your voting instructions by any of these methods will help us in preparing for the Meeting. We greatly appreciate your cooperation and participation.

By order of the Board of Directors,

Mark R. Baker  
Chief Executive Officer

Tarrytown, New York  
April 28, 2016

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PROGENICS PHARMACEUTICALS, INC.  
777 Old Saw Mill River Road  
Tarrytown, New York 10591

April 28, 2016

## PROXY STATEMENT FOR 2016 ANNUAL MEETING OF STOCKHOLDERS

This Proxy Statement is furnished to holders of Progenics Pharmaceuticals, Inc. common stock, in connection with the solicitation of proxies, in the accompanying form, by our Board of Directors for use at the Annual Meeting of Stockholders to be held at the Company's offices located at 777 Old Saw Mill River Road, Tarrytown, New York on Wednesday, June 8, 2016, at 10:00 A.M. local time, and at any and all adjournments thereof.

Our proxy materials are most readily available to stockholders on the Internet. On the date of this Proxy Statement, we are

Mailing to stockholders a Notice of Internet Availability of Proxy Materials that contains instructions on how to access the proxy materials online and how to request a physical or email copy; and

Making available at [www.proxyvote.com](http://www.proxyvote.com) the Notice, Proxy Statement, Proxy Card, and a copy of our 2015 Annual Report to Stockholders, which includes our Annual Report on Form 10-K to the U.S. Securities and Exchange Commission ("SEC"). To view these documents, enter the 12-digit control number which appears on your Notice.

These proxy materials and our other SEC filings are available on the Internet at [www.progenics.com](http://www.progenics.com), and on the SEC's EDGAR system, at [www.sec.gov](http://www.sec.gov). You may also obtain without charge a copy of our Form 10-K and this Proxy Statement by writing to Investor Relations at our address above.

Stockholders of record at the close of business on April 15, 2016 are entitled to vote at the Meeting and any adjournment thereof. At that date, there were outstanding 69,946,317 shares of Progenics common stock, our only class of voting securities outstanding. Each stockholder is entitled to one vote for each share of common stock registered in the holder's name on the record date. A majority of all shares of common stock outstanding constitutes a quorum and is required to be present in person or by proxy to conduct business at the Meeting.

You may revoke the authority granted by your proxy at any time prior to its use by filing with our Corporate Secretary a written revocation, submitting a new, proper proxy via the Internet or telephone after the date of the proxy to be revoked, or attending the Meeting and voting in person. The Company's officers or employees will solicit proxies chiefly through dissemination of proxy materials via the Internet and the mails, and we may also solicit proxies in person or by telephone or other electronic communication. We may also enlist the aid of brokerage houses or our transfer agent in soliciting proxies. We will bear all solicitation expenses, including costs of preparing, assembling and distributing the proxy materials.

Shares of common stock represented by unrevoked proxies will be voted in accordance with the choice or instructions specified on the proxy. The persons named in the proxy intend, unless otherwise specifically instructed in the proxy, to vote all proxies received by them (i) FOR electing the seven director nominees named in Proposal 1, (ii) FOR approving, on an advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement, and (iii) FOR ratifying the Board's selection of Ernst & Young LLP to serve as Progenics' independent registered public accounting firm for 2016.

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## PROPOSAL 1: ELECTION OF DIRECTORS

At the Meeting, seven directors are to be elected to serve until the next Annual Meeting of Stockholders and until their respective successors are elected and have qualified. Proxies given pursuant to this solicitation will be voted as specified in the proxies, and if no specification is made will be voted in favor of the seven nominees listed below. Should a nominee become unavailable to serve for any reason between the date of this Proxy Statement and the Meeting, the proxies will be voted for an alternative nominee to be determined by the persons named in the Proxy Card. The Board has no reason to believe that any nominee will become unavailable between the date of this Proxy Statement and the Meeting. Proxies cannot be voted for a greater number of persons than the number of nominees named.

Our By-Laws require that in order to be elected, a director nominee must receive a majority of the votes cast with respect to such nominee in uncontested elections (the number of shares voted "for" a director nominee must exceed the number of votes cast "against" that nominee). If a nominee who is currently serving as a director is not re-elected, Delaware law provides that the director continues to serve on the Board until his or her successor is elected and qualified or until earlier resignation or removal (known as the "holdover rule"). In light of the holdover rule and to give appropriate effect to the majority voting standard, each incumbent director named below standing for election has, in accordance with our By-Laws and Corporate Governance Guidelines, submitted a contingent resignation which becomes effective only if the director fails to receive a sufficient number of votes for re-election at an annual meeting and the Board accepts the resignation. If an incumbent director does not receive the required vote for re-election, our Nominating and Corporate Governance Committee would make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board would act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of certification of the election results.

## Director Nominees

Our nominees for directors of the Company, all of whom except Mr. Campbell are currently directors, are listed below together with information concerning (i) their principal occupations or employment, including other public-company directorships, during the past five years, and (ii) the particular experience, qualifications, attributes and/or skills of each nominee that led the Board, and the Nominating and Corporate Governance Committee and the Company's independent directors each to determine that he or she should serve as a director.

	Director Since	Position with the Company
Peter J. Crowley <sup>(3)(4)</sup>	2009	Chairman
Mark R. Baker <sup>(4)</sup>	2009	Chief Executive Officer and Director
Karen J. Ferrante <sup>(1)(4)</sup>	2014	Director
Michael D. Kishbauch <sup>(1)(2)(3)</sup>	2013	Director
David A. Scheinberg <sup>(4)</sup>	1996	Director
Nicole S. Williams <sup>(1)(2)</sup>	2007	Director
Bradley L. Campbell	-	Director Nominee

## Member of:

- (1) Audit Committee
- (2) Nominating and Corporate Governance Committee
- (3) Compensation Committee
- (4) Science Committee

Mr. Crowley, 57, is an Operating Partner of MTS Health Partners, L.P., a New York based healthcare merchant bank, and an Operating Partner at JH Partners LLC, a private equity firm, in which capacities he has served since 2011 and 2008, respectively. Mr. Crowley retired in 2008 as Managing Director of the Healthcare Investment Banking group at Oppenheimer & Co. Inc. (formerly CIBC World Markets Inc.), which he headed since 1995, with responsibility for public and private financing and advisory services for biotechnology, pharmaceutical, medical device and healthcare services companies. Mr. Crowley serves on the boards of directors of Mount Sinai Hospital, the Foundation Fighting Blindness and Rye Country Day School. He is also a board member at Woodbury Health Products Inc., a catheter distribution company; Celerion, a contract research organization; Ouidad, Inc., a hair salon company; and served until January 2015, as a director of NapaStyle, Inc., a specialty food and furnishings company. Mr. Crowley holds an M.B.A. in finance from Columbia University Graduate School of Business and a B.A. in economics from Harvard University.

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Mr. Crowley brings to the Board deep perspective into U.S. and international capital markets and strategic business trends. As a senior investment banker specializing in the healthcare industry, Mr. Crowley developed financial and analytic capabilities which are key inputs in the development of the Company's strategic direction, the setting of goals for its financial and operational plans, and the oversight of its financial reporting and audit functions. He has extensive knowledge of, and contacts with major participants in, the global biotechnology and pharmaceutical industries, as well as a wealth of experience evaluating the performance of businesses and products in the Company's industry and designing appropriate strategic and financial alternatives for them.

Mr. Baker, 61, Chief Executive Officer, joined the Company in 2005 as Senior Vice President & General Counsel and Secretary. In 2008, he was appointed Executive Vice President – Corporate, in 2009 became President and a director, and has been CEO since March 2011. From 2003 to 2005, Mr. Baker was Chief Business Officer, Secretary and a director of New York Trans Harbor LLC, a privately-held ferry operation in New York City. From 1997 to 2001, he was Executive Vice President, Chief Legal Officer and Secretary of Continental Grain Company, a privately-held international agri-business and financial concern. Prior thereto, he was a partner and Co-Chairman of the Capital Markets Group of the New York law firm, Dewey Ballantine LLP. Mr. Baker also serves as Chairman of the board of directors of the Brooklyn Bridge Conservatory. He has an A.B. degree from Columbia College and a J.D. from the Columbia University School of Law.

Mr. Baker's qualifications for serving as a director of the Company include his 30 years of business and legal experience, a significant portion of which has been in the life sciences industry. Mr. Baker has been involved in the senior management of the organizations with which he worked before joining the Company, and has extensive experience managing public and private companies, including specific experience with respect to the financial, accounting, audit, human resources, intellectual property, legal, environmental, insurance, scientific and operational aspects of businesses in diverse industries. He has also served as a legal and business advisor to numerous boards of directors of public and private entities.

Dr. Ferrante, 58, joined our Board in January 2014. In April 2014, she was appointed head of Research and Development and Chief Medical Officer of Tokai Pharmaceuticals, Inc., a publicly traded biopharmaceutical company developing treatments for prostate cancer and other hormonally driven diseases. From 2007 to July 2013, Dr. Ferrante held senior positions at Millennium Pharmaceuticals, Inc. and its parent company, Takeda Pharmaceutical Company Limited, most recently as Oncology Therapeutic Area Head and Cambridge USA Site Head from May 2013 to July 2013. From 1999 to 2007, she held positions of increasing responsibility at Pfizer Global Research & Development, culminating as Vice President, Oncology Department. She began her career in the pharmaceutical industry in 1995 as Associate Director of Clinical Oncology at Bristol-Myers Squibb Company. For more than a decade prior, she was at the New England Deaconess Hospital in Boston (Beth Israel Deaconess), where she completed her internship and residency in internal medicine followed by her fellowship in hematology and oncology. While at Beth Israel Deaconess, she served as Instructor, Clinical Instructor and Clinical Fellow in Medicine at the Harvard Medical School, and previously was a Bacteriologist for the City of Providence, Rhode Island Water Supply Board. Dr. Ferrante serves as a director of Baxalta Inc., a publicly traded global biopharmaceutical company developing, manufacturing and commercializing therapies for orphan diseases and underserved conditions in hematology, oncology and immunology. She holds a B.S. in Chemistry and Biology from Providence College and an M.D. from Georgetown University; she has also been an author of a number of papers in the oncology field, is an active participant in academic and professional associations and symposia, and holds several patents.



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Dr. Ferrante's more than two decades' experience working with major biotechnology and pharmaceutical companies and leading their efforts in oncology research and development and clinical activities, together with her prior experience as a practicing oncologist, gives her deep knowledge in Progenics' principal focus of operations, adding broad and significant insight into our developmental and clinical efforts for the perspective of our Board.

Mr. Kishbauch, 67, has held senior management positions in the life sciences industry for almost three decades, with extensive operational, strategic, product planning and promotion, sales, marketing and product launch experience. He joined our Board in September 2013 after retiring as President and Chief Executive Officer of Achillion Pharmaceuticals, Inc., a publicly traded pharmaceutical company, in which capacities, as well as a director, he served since 2004. Before joining Achillion, Mr. Kishbauch founded in 1996 and served until 2004 as President and Chief Executive Officer of OraPharma, Inc., a publicly traded, commercial-stage pharmaceutical company focused on oral health care which was acquired by Johnson & Johnson in 2003. He previously held senior management positions with MedImmune, Inc. Mr. Kishbauch continues to serve on Achillion's board as Chair of the Strategy and Corporate Development Committee and currently serves on the boards of Catabasis Pharmaceuticals, Inc. and of TetraLogic Pharmaceuticals Corporation, both publicly traded biopharmaceutical companies. He was a director of ARIAD Pharmaceuticals, Inc. from 2004 to 2008 and has held board positions with several other life sciences companies. He holds a M.B.A. from the Wharton School of the University of Pennsylvania and a B.A. in biology from Wesleyan University.

Mr. Kishbauch's extensive experience as an entrepreneur and manager, as well as a public company senior executive, has provided him a uniquely comprehensive knowledge of and perspective on our industry and adds significant value to our Board.

Dr. Scheinberg, 60, joined our Board in 1996 and has been associated with the Sloan-Kettering Institute for Cancer Research since 1986, where he is, since 2002, the Vincent Astor Chair and Member, Leukemia Service; Chairman, Molecular Pharmacology and Chemistry Program; and Chairman, Experimental Therapeutics Center. He also holds the positions of Professor of Medicine (since 2002) and of Pharmacology (since 1999) at the Weill-Cornell Medical College of Cornell University, and is a Founder and Director of the Tri-Institutional Therapeutics Discovery Institute, a non-profit drug development corporation formed by Sloan-Kettering, Cornell and The Rockefeller University since 2013. He received a B.A. from Cornell and an M.D. and a Ph.D. in pharmacology and experimental therapeutics from The Johns Hopkins University School of Medicine. Dr. Scheinberg is a director, member of the science and technology committee and chairman of the compensation committee of ContraFect Corporation, a publicly traded biotechnology company.

Dr. Scheinberg's expertise as a leading academic oncologist at Sloan-Kettering and Cornell is exceptionally valuable to the Board and its Science and Strategy Committee, which he chairs. He evaluates potential research directions and the design and monitoring of resulting programs. His broad knowledge of and contacts in the highest levels of medical research are important to the Company's efforts to advance its research and development initiatives.

Ms. Williams, 71, joined our Board in 2007 after retiring in May 2006 as Chief Financial Officer of Abraxis BioScience Inc., a biopharmaceutical company, and President of its Abraxis Pharmaceutical Products division, positions she assumed upon the April 2006 merger of American Pharmaceutical Partners, Inc. and American Bioscience Inc. From 2002 to 2006, Ms. Williams was the Executive Vice President and Chief Financial Officer of American Pharmaceutical Partners, Inc., as well as President from 2005 to 2006. Previously, she was Executive Vice President and Chief Financial Officer of R.P. Scherer Corp., a global drug delivery company. Ms. Williams is President of the Nicklin Capital Group, Inc., a firm she founded in 1999 to invest in and provide consulting to early-stage technology companies in the Midwest. Until December 2015, she was a director, Audit Committee chair and, until August 2014, a Compensation Committee member, at Intercept Pharmaceuticals, Inc., a publicly traded biotechnology company, and previously held the same positions, in addition to Nominating and Governance Committee chair, at Orchid Cellmark, Inc., a leading DNA identity testing service company, until its 2011 purchase

by Laboratory Corporation of America Holdings. Ms. Williams received her Demi-Licence en Science Politique from the University of Geneva, Switzerland, her License en Science Politique from the Graduate Institute of International Affairs, University of Geneva, Switzerland and her M.B.A. from the Graduate School of Business, University of Chicago. She is a National Association of Corporate Directors Board Leadership Fellow.

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Ms. Williams' experience gives her special insight into the financial and operational issues that a company in the pharmaceutical industry faces. She brings expertise to the Company in the areas of financial analysis and reporting, internal auditing and controls, and risk management oversight. Her board and audit committee roles at other public companies give her a broad perspective in the areas of financial reporting, and audit and enterprise risk management (ERM). Her international training and experience with global corporations helps to guide the Company as its operations and activities have become more global.

Mr. Campbell, 40, has been nominated for election to our Board. Mr. Campbell has over 15 years of experience in the orphan drug industry and is currently serving as President and Chief Operating Officer of Amicus Therapeutics (NASDAQ: FOLD), a biotechnology company based in Cranbury, New Jersey. He is a member of the BioNJ Board of Directors and is Amicus' representative on the Health Care Initiative of New Jersey Board of Trustees. Before joining Amicus, Mr. Campbell held positions of increasing responsibility at Genzyme and Bristol-Myers Squibb and as strategy consultant for Marakon Associates. He is also past President of the National Tay-Sach and Allied Diseases Association Board of Directors and currently services on their Corporate Advisory Council. Mr. Campbell received a B.A. in Public Policy from Duke University and an M.B.A. from Harvard Business School.

Mr. Campbell's qualifications for serving as a member of the Board include his extensive experience in the pharmaceutical industry in the areas of corporate strategy, commercial operations and planning, business development and sales and marketing.

Other Information

In 2005, the SEC issued an order against Mr. Crowley arising out of allegations that his former employer violated section 15B(c)(1) of the U.S. Securities Exchange Act of 1934 and Rule G-37(b) of the Municipal Securities Rulemaking Board, which prohibit a broker, dealer or municipal securities dealer from engaging in municipal securities business with an issuer within two years after any contribution to an official of such issuer. The alleged violations occurred as a result of a 2002 political donation made by Mr. Crowley to the re-election campaign of an official of an issuer with which the employer subsequently engaged in municipal securities business. Mr. Crowley was ordered to cease and desist from causing any violations and any future violations of the above provisions and pay a \$25,000 civil money penalty. Mr. Crowley consented to the entry of the order without admitting or denying its findings, except as to the SEC's jurisdiction over him and the subject matter of the proceedings.

VOTING

Those nominees receiving a majority of the votes cast in respect of him or her (the number of shares voted "for" the nominee must exceed the number of votes cast "against") will be elected directors. Since neither abstentions nor broker non-votes are considered to be "votes cast," they will not affect the outcome of the election.

Your Board deems the election of the seven nominees listed above as directors to be in the Company's and stockholders' best interests and recommends a vote FOR their election.

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PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION

Under Section 14A of the Exchange Act, which was put in place by the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act our stockholders are entitled to vote, on an advisory, nonbinding basis, on the compensation of the following individuals: Mark R. Baker, our Chief Executive Officer ("CEO"), Patrick Fabbio, our Chief Financial Officer ("CFO"), Vivien Wong, our Executive Vice President, Development, Sheldon Hirt, our Executive Vice President and General Counsel, Robert J. Israel, our former Executive Vice President, Innovation, and Angelo W. Lovallo, Jr., our former Principal Financial Officer ("PFO"). Dr. Israel and Mr. Lovallo terminated employment with us in July and December 2015, respectively. These individuals are referred to as Named Executive Officers ("NEOs"). Biographical, compensation and other information concerning the NEOs appears in Executive and Other Officers and Executive Compensation, below.

As described in detail under Executive Compensation -- Compensation Discussion and Analysis ("CD&A"), senior executive compensation at Progenics is designed to retain and incentivize high quality executives whose efforts are key to the Company's long-term success. Our NEOs are rewarded on the basis of individual and corporate performance measured against established corporate and strategic goals. The CD&A provides details about our executive compensation philosophy, objectives and processes as well as information about 2015 compensation of our NEOs.

The Compensation Committee of your Board establishes and reviews NEO compensation to help ensure it achieves the desired goal of aligning executive compensation with our stockholders' interests and current market practices. In this proposal we ask stockholders to give advisory approval of the compensation of our NEOs. This vote is intended to address overall NEO compensation and the philosophy, policies and practices described in this Proxy Statement, rather than any specific item of compensation. We recommend that stockholders cast a non-binding advisory vote "FOR" the following resolution at the Annual Meeting:

"RESOLVED, that the compensation of the Company's Named Executive Officers, as disclosed in the Company's Proxy Statement for the 2016 Annual Meeting of Stockholders, particularly in the Compensation Discussion and Analysis and compensation tables, is hereby approved."

The say-on-pay vote is advisory, and therefore not binding on Progenics, the Compensation Committee or the Board. Nevertheless, the Committee and the Board value the opinions of stockholders, whether expressed through this vote or otherwise, and, accordingly, intend to consider the results of this vote in making future determinations regarding executive compensation arrangements.

The Company's current policy is to provide stockholders with an opportunity to approve the compensation of the NEOs each year at the annual meeting of stockholders. It is expected that the next such vote will occur at the 2017 annual meeting of stockholders.

VOTING

A majority of the votes cast at the Meeting in person or by proxy is necessary for approval of this advisory resolution. Since neither abstentions nor broker non-votes are considered to be "votes cast," they will not affect the outcome of the vote.

Your Board deems approval of this advisory resolution to be in the Company's and stockholders' best interests and recommends a vote FOR Proposal 2.

Table of Contents**PROPOSAL 3: RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board has selected Ernst & Young LLP ("E&Y") to serve as our independent registered public accounting firm for 2016. E&Y has served in this capacity since their appointment as the Company's independent auditors in 2012.

A representative of E&Y is expected to be present at the Meeting with the opportunity to make a statement if he or she so desires and to be available to respond to appropriate questions.

Although it is not required to do so, the Audit Committee is submitting the selection of E&Y as our independent registered public accounting firm for ratification at the Meeting. If this selection is not ratified, the Audit Committee will reconsider its choice.

**Fees Billed for Services Rendered by Current and Former Accounting Firms**

The following table discloses the fees that E&Y billed or is expected to bill for professional services rendered to us for 2015 and 2014:

	2015	2014
Audit Fees <sup>(1)</sup>	\$702,106	\$498,490
Audit-related Fees <sup>(2)</sup>	90,000	-
Tax Fees <sup>(3)</sup>	77,310	81,770
All Other Fees <sup>(4)</sup>	2,142	2,126

In connection with (i) the audit of our annual financial statements, including attestation services required under section 404 of the Sarbanes-Oxley Act of 2002 and reviews of quarterly interim financial statements (\$702,106 in (1) 2015 and \$384,490 in 2014), (ii) filing of replacement shelf registration statement with the SEC (\$50,000 in 2014), and (iii) the Company's 2014 follow-on public offering (\$64,000 in 2014).

(2) In connection with financial diligence related to EXINI acquisition.

In connection with tax return preparation (\$25,000 for 2015 and \$25,000 for 2014), consultations in connection (3) with adoption of tangible property regulations (\$7,500 for 2015), Section 382 Analysis and consultations (\$56,770 for 2014) and tax diligence and structuring related to EXINI acquisition (\$44,810 in 2015).

(4) For proprietary internet-based services (\$2,142 in 2015 and \$2,126 in 2014).

**Pre-Approval of Audit and Non-Audit Services by the Audit Committee**

Audit and non-audit services performed for the Company by its independent registered public accounting firm must be pre-approved by the Audit Committee in order to assure that the provision of such services does not impair the accounting firm's independence. During the first quarter of each year, the Committee reviews a schedule prepared by the accounting firm of certain types of services to be provided for that year along with projected fees. The Committee reviews the schedule and provides general pre-approval of those types of services. The fee amounts are updated to the extent necessary at regularly scheduled meetings of the Committee. Any additional service proposed to be provided after the annual pre-approval process requires specific pre-approval by the Audit Committee. The Committee may delegate either general or specific pre-approval authority to its chair or any other member(s). The member(s) to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Committee at its next meeting. The Committee approved all services described above during 2015 and 2014.

**VOTING**

A majority of the votes cast at the Meeting in person or by proxy is necessary for ratification of the selection of E&Y as our independent registered public accounting firm. Since neither abstentions nor broker non-votes are considered to be "votes cast," they will not affect the outcome of the vote.

Your Board deems the ratification of the selection of Ernst & Young LLP to be in the Company's and stockholders' best interests and recommends a vote FOR Proposal 3.

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EXECUTIVE AND OTHER OFFICERS

Information concerning our executive and other officers other than Mr. Baker is set forth below. There are no family relationships between any of our directors and executive officers. None of the organizations identified below with which an officer has previously been employed or associated is a parent, subsidiary or affiliate of the Company. Background information for Mr. Baker is provided under Proposal 1.

Name	Position with the Company
Patrick Fabbio	Chief Financial Officer
Vivien Wong	Executive Vice President, Development
Sheldon Hirt	Executive Vice President, General Counsel

Mr. Fabbio, 48, joined the Company in November 2015 as Senior Vice President and Chief Financial Officer. Prior to joining Progenics, he was Chief Financial Officer of electroCore, a privately-held bioelectric medicine healthcare company, and Vice President, Finance for NPS Pharmaceuticals, Inc., a publicly traded, global rare disease company. Mr. Fabbio has more than 20 years of financial leadership experience in both public and private life science and pharmaceutical companies including: Vice President, Finance, Catalent Pharma Solutions; Chief Financial Officer of Ikano Therapeutics; senior corporate finance, commercial, and transactional roles at Sanofi; and Corporate Controller for Biomatrix Inc., a publicly traded biotechnology company that was acquired by Genzyme. He graduated from Pace University with a B.B.A. in Accounting and from the Stern School of Business at New York University, with a Master's Degree in Finance. He received his certified public accountant license in New Jersey.

Dr. Wong, 59, currently serves as Executive Vice President, Development. For three years prior to joining Progenics in 2007, Dr. Wong was Principal at Theritas Pharmaceutical Consultants. From 1989 to 2004, she held positions of increasing responsibility in preclinical development and pharmacology at Emisphere Technologies, Vivoquest, and Regeneron Pharmaceuticals. Dr. Wong has been a co-author on over 30 scientific articles for peer-reviewed journals. She received a B.Sc. in biology from the Mississippi University for Women, a Ph.D. in anatomy and neurobiology from the University of Maryland School of Medicine, and completed a postdoctoral fellowship in neurology at the Albert Einstein College of Medicine.

Mr. Hirt, 52, joined the Company in July 2015 as Executive Vice President and General Counsel. Prior to joining Progenics, he was Senior Vice President, Legal Affairs and Assistant General Counsel at Actavis plc (now Allergan plc), where he worked from 2009 through July 2015 in positions of increasing responsibility in the legal department. From 2006 to 2009, he served as Vice President and Chief Corporate Counsel at Barr Pharmaceuticals, Inc. From 2001 to 2006, Mr. Hirt was Senior Counsel in the Johnson & Johnson Corporate legal group. He began practicing law as a corporate associate at the law firm of Davis Polk & Wardwell in the firm's New York and Frankfurt, Germany offices. He has an A.B. degree from Columbia College, an M.A. from the Columbia School of International and Public Affairs and a J.D. from the Columbia University School of Law. Prior to his graduate studies, Mr. Hirt served as an infantry officer in the U.S. Marine Corps, including in Operation Desert Shield, ground combat operations in Operation Desert Storm, and Operation Sharp Edge, the evacuation of non-combatant personnel from Liberia.

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CORPORATE GOVERNANCE

The Board and its Committees

Leadership. Since 2004, the positions of Board Chair and Chief Executive of the Company have been held by different individuals.

Our Chair, Mr. Crowley, and Mr. Baker, Chief Executive Officer and a director, provide leadership to the Board of Directors by setting meeting agendas, preparing information and alternatives for presentation to the Board and leading discussions among and decision making by the Board. In this process, other members of the Board, including Committee chairs, interact freely with Messrs. Crowley and Baker and with other members generally in contributing to the Board's direction and priorities. Individual directors may and do become involved in matters outside the specific bounds of their Committee responsibilities as and when circumstances warrant and the Board deems appropriate.

The Board believes that this structure is appropriate because it results in a balanced leadership, combining an independent Chair with members of management involved in the day-to-day operation of the Company's business.

During 2015, the Board held eight meetings. It is the policy of the Board to hold an executive session of independent directors at each Board meeting. All Board members attended all meetings of the Board during 2015.

Committees. The Board currently has four standing committees. All of our directors attended all meetings of the committee(s) on which he or she served during the year 2015, except that Dr. Ferrante did not attend one meeting of the Audit Committee. Committee charters are available on our website, [www.progenics.com](http://www.progenics.com).

The Audit Committee reviews our quarterly and annual financial statements and the reporting documents in which they are submitted to the SEC, consults with our independent auditors and examines and considers other matters relating to the audit of our financial statements and our financial condition and affairs generally, including the selection and retention of our independent auditors. It is responsible for oversight of the Company's internal auditor, who reports directly to it, oversees the work of management to identify, assess and monitor risk, and liaises with management and the Board in risk mitigation efforts. The Board has determined that Ms. Williams, Chair of the Committee, is an "audit committee financial expert" as such term is defined in SEC rules. Dr. Ferrante and Mr. Kishbauch are also members of the Audit Committee. The Committee held nine meetings during 2015.

The Compensation Committee reviews and makes recommendations concerning salaries and incentive compensation for our employees and consultants, establishes and approves salaries and incentive compensation for our executive officers and other senior employees, administers our equity incentive plan and otherwise seeks to ensure that our compensation philosophy is consistent with the best interests of the Company, its stockholders and our employees, and is properly implemented. The Committee may delegate any aspect its authority and responsibilities, in whole or in part, to the Chairperson of the Committee or a subcommittee when it deems appropriate and in the best interests of the Company, provided, however, that the Committee shall retain final review and approval authority in all such matters so delegated. Mr. Crowley is Chair and Mr. Kishbauch is a member of this Committee. The Committee held three meetings during 2015.



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The Nominating and Corporate Governance Committee is responsible for developing and implementing policies and procedures intended to constitute and appropriately organize the Board to oversee the business and affairs of the Company and meet its fiduciary obligations to the Company and its stockholders on an ongoing basis. Among its specific duties, this Committee is tasked with (i) making recommendations to the Board about our corporate governance processes, (ii) assisting in identifying and recruiting candidates for the Board, (iii) administering the Nominations Policy, (iv) considering nominations to the Board received from stockholders, (v) making recommendations to the Board regarding the membership and chairs of the Board's committees, (vi) overseeing the annual evaluation of the effectiveness of the organization of the Board and of each of its committees, (vii) periodically reviewing and making recommendations to the full Board regarding the type and amount of Board compensation for non-employee directors, and (viii) being responsible for recommending to the Board on whether to accept or reject the resignation of any incumbent director who does not receive the required vote for re-election in an uncontested election under our majority-voting standard. The Committee also annually reports findings of fact to the Board that permit the Board to make affirmative determinations regarding each Board and committee member with respect to independence and expertise criteria established by the NASDAQ Marketplace and SEC rules and applicable law. Mr. Kishbauch is Chair and Ms. Williams is a member of this Committee. The Committee held nine meetings during 2015.

The Science Committee, is responsible for periodically examining the Company's direction of and investment in its science and technology initiatives, including its research and development efforts, assisting the Board in its review, evaluation and oversight of such initiatives and efforts, and advising the Board on scientific matters involving the Company's research and development, clinical and commercial programs, including internal projects and interactions with academic and other outside research organizations. Dr. Scheinberg is Chair of this Committee and Messrs. Baker and Crowley and Dr. Ferrante are members. Pursuant to revisions made to its Charter in December 2015, the purpose and responsibilities of the Committee were revised to focus its role on overseeing and advising on science and technology and research and development matters rather than corporate strategy. In connection with such revisions, the name of the Committee was changed from The Science & Strategy Committee to the Science Committee. The Committee held seven meetings during 2015.

### Oversight of Risk Management

Risk is inherent in the business of developing pharmaceutical products, and our ability to manage the risks we face will ultimately determine our success. We face a number of risks, including economic risks, financial risks, legal and regulatory risks, and others, such as the impact of competition and reputational risks. Management is responsible for the day-to-day management of the risks that we face, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board is responsible for satisfying itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

As a research and development public company focused primarily on later-stage clinical product candidates, the Company's principal risks arise from the conduct of its research, development and clinical trial activities and its ability to build and effectively manage complex relationships with collaborators, manufacturers, vendors and other partners. While the Board is ultimately responsible for overall risk oversight at Progenics, various committees of the Board are actively involved in the oversight of risks facing us.

The committees of the Board receive regular reports from members of senior management on areas of material risk to the Company. When a committee receives the report, the Chairman of the relevant committee reports on the discussion to the full Board during the next Board meeting. This enables the Board and its committees to coordinate their oversight of risk and identify risk interrelationships. Pursuant to its charter, the Audit Committee is responsible for discussing with management the Company's major areas of financial risk exposure, and reviewing the Company's risk assessment and risk management policies. As discussed in more detail in the Compensation Discussion and Analysis section of this Proxy Statement, the Compensation Committee reviews our compensation programs to ensure

that these programs do not lead to excessive risk-taking by our employees. The Science Committee reviews the Company's research and development activities and has the role of overseeing management's monitoring of risks associated with the Company's research, development and clinical trial activities. The Nominating and Corporate Governance Committee primarily oversees the evaluation of the Board of Directors and senior management, and makes recommendations to the Board regarding matters of corporate governance and ethics.

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### Director Independence and Other Qualifications

The Board has determined each of Messrs. Crowley, Kishbauch and Campbell, Drs. Ferrante and Scheinberg and Ms. Williams to be an "independent director" as such term is defined in NASDAQ Marketplace rules.

The Board has also determined that each member of the Audit Committee and the Compensation Committee meets the independence standards applicable to those committees prescribed by the NASDAQ Marketplace rules, the SEC and the Internal Revenue Service. In accordance with the applicable NASDAQ rule, the Company's director nominees each year, as well as new candidates for director, are recommended for the Board's selection by independent directors constituting a majority of the Board's independent directors in a vote in which only independent directors participate.

With the assistance of our legal counsel, the Nominating and Corporate Governance Committee reviews the applicable legal standards for Board member and Board committee independence and the criteria applied to determine "audit committee financial expert" status, as well as the answers to annual questionnaires completed by each of our directors. On the basis of this review, the Committee delivered a report to the full Board and the Board made its independence and "audit committee financial expert" determinations based upon the Committee's report and each member's review of the information made available to the Committee.

### Stockholder Communications with the Board; Board Attendance at the Annual Meeting of Stockholders

Stockholders may communicate with the Board by writing to the Board care of the Corporate Secretary at our corporate headquarters. In general, any stockholder communication about bona fide issues concerning Progenics will be forwarded by our Corporate Secretary to the Board or a Board committee, as appropriate.

It is our policy that the members of the Board attend annual meetings of our stockholders. All of the seven members of our Board at the time attended the 2015 Annual Meeting of Stockholders.

### Code of Business Ethics and Conduct

We have a Code of Business Ethics and Conduct which is applicable to all of our directors, employees and consultants. The Code meets the criteria for a "code of ethics" under the SEC rules and "code of conduct" under the NASDAQ Marketplace rules. The Code is described in more detail under Other Matters - Certain Relationships and Related Transactions, below, and is available on our website at <http://www.progenics.com/documents.cfm>.

### Director Nominations Process

The Nominating and Corporate Governance Committee administers our Director Nominations Policy, which establishes criteria for Board member candidates and the process by which candidates for inclusion in our recommended slate of director nominees are selected, including Mr. Campbell. The Committee's charter, which includes the Nominations Policy, is available on our website at [www.progenics.com](http://www.progenics.com).

**Minimum Criteria for Board Members.** Under the Policy, each Board candidate must possess at least the following specific minimum qualifications:

He or she shall be prepared to represent the best interests of all of our stockholders and not just one particular constituency.

He or she shall be an individual who has demonstrated integrity and ethics in his or her personal and professional life and established a record of professional accomplishment in his or her chosen field.



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Neither the candidate nor any family member (as defined in the NASDAQ Marketplace rules) or affiliate or associate (each as defined in SEC rules) shall have any material personal, financial or professional interest in any of our current or potential competitors.

He or she shall be prepared to participate fully in Board activities, including, if eligible, active membership on at least one Board committee and attendance at, and active participation in, meetings of the Board and any committee of which he or she is a member, and not have other personal or professional commitments that would, in the Nominating and Corporate Governance Committee's sole judgment, interfere with or limit his or her ability to do so.

Desirable Qualities and Skills. The Committee also considers it desirable that each candidate should:

Contribute to the Board's overall diversity — diversity being broadly construed to mean a variety of opinions, perspectives, personal and professional experiences and backgrounds, as well as other differentiating characteristics.

Contribute positively to the collaborative culture among Board members.

Possess professional and personal experiences and expertise relevant to our goal of being a leading biopharmaceutical company. At this stage of our development, relevant experiences might include, among other things, large biotechnology or pharmaceutical company CEO or senior management experience, senior-level management experience in medical research or clinical development activities in the fields of supportive care, oncology, virology, immunology or molecular biology within a public company or large university setting, and relevant senior-level expertise in one or more of finance, accounting, sales and marketing, organizational development and public relations.

Internal Process for Identifying Candidates. The Committee has two primary methods for identifying Board candidates, any of which the Committee may from time to time delegate in whole or in part to one or more other members of the Board. On a periodic basis, the Committee may solicit suggestions for possible candidates from a number of sources, which may include members of the Board, our senior executives, individuals personally known to members of the Board, and independent research by either members of the Board or our senior executives. The Committee may also use its authority under its Charter to retain at the Company's expense one or more search firms to identify candidates.

If a search firm is used, it may be asked to identify possible candidates who meet the minimum and desired qualifications expressed in the Nominations Policy; interview and screen candidates, and conduct appropriate background and reference checks; act as a liaison among the Board, the Committee and the candidate during the screening and evaluation process; and be available for consultation as needed by the Committee. The Committee has the authority under its Charter to approve such firms' fees and other retention terms.

Nomination of Directors by Stockholders. The Committee will also consider properly submitted stockholder nominations for candidates for membership on the Board. Any of our stockholders may recommend one or more eligible persons for election as a director at an annual meeting of stockholders if the stockholder provides the recommendation to our Corporate Secretary at our principal executive offices not less than 120 days prior to the anniversary of the date of the proxy statement released to stockholders in connection with the previous year's annual meeting. In the event that we set an annual meeting date that is not within 30 days before or after the date of the immediately preceding annual stockholders meeting, the stockholder's recommendation must be received no later than the close of business on the tenth day following the day on which notice of the date of the annual meeting was mailed or public disclosure of that date was made, whichever occurs first.

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To be eligible for consideration, a candidate proposed by a stockholder must be independent of the stockholder providing the nomination in all respects, as determined by the Committee or by applicable law, qualify as an "independent director" under the NASDAQ Marketplace rules and meet the Minimum Criteria for Board Members set forth above.

Evaluation of Candidates. The Committee will consider all candidates identified through the processes described above, and will evaluate each of them, including incumbents, based on the same criteria.

If, based on the Committee's or other Board member(s)' initial evaluation, a candidate continues to be of interest, the Committee Chair or one or more other Board members will interview the candidate and communicate the interviewer(s)' evaluation to the other Committee member(s), the Chairman of the Board, the CEO, and the independent members of the Board. Later reviews will be conducted by other members of the Committee, the Board and senior management. Ultimately, background and reference checks will be conducted and the Committee will meet to finalize its list of recommended candidates for the Board's consideration.

Timing of the Identification and Evaluation Process. Our fiscal year is the calendar year. The Committee expects generally to meet one or more times to consider, among other things, candidates to be recommended to the Board and to the independent members of the Board for inclusion in our recommended slate of director nominees for the next annual meeting and our Proxy Statement. The Board usually meets each March or early April and at that meeting votes on, among other things, the slate of director nominees to be submitted to and recommended for election by stockholders at the annual meeting, which is typically held in May or June.

All candidates, whether identified internally or by a nomination received from a stockholder, who after evaluation are recommended by the Committee and the independent members of the Board, and approved by the Board, will be included in our recommended slate of director nominees in our Proxy Statement.

Future Revisions to the Nominations Policy. The Nominations Policy is intended to provide a flexible set of guidelines for the effective functioning of our director nominations process. The Nominating and Corporate Governance Committee intends to review the Nominations Policy at least annually and anticipates that modifications may be necessary or desirable from time to time as our needs and circumstances evolve, and as applicable legal or listing standards change. The Committee may amend the Nominations Policy at any time, in which case the most current version will be available on our web site at [www.progenics.com](http://www.progenics.com).

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Board Committee Reports

Audit Committee Report

The Audit Committee of the Board consists of three non-employee independent directors: Ms. Williams, Chair, Dr. Ferrante and Mr. Kishbauch. The Board and the Audit Committee believe that the Audit Committee's current member composition satisfies the NASDAQ Marketplace rule that governs audit committee composition, including the requirements that Audit Committee members satisfy the criteria for Audit Committee membership set forth in the federal Sarbanes-Oxley Act and SEC rules. The Audit Committee operates under a written Charter adopted by the Committee and approved by the Board as a whole.

As set forth in its Charter, the Audit Committee's role is one of oversight. Progenics management is responsible for preparing our financial statements and the independent registered public accounting firm is responsible for auditing those financial statements and expressing an opinion as to their conformity with accounting principles generally accepted in the United States.

The Audit Committee's primary function is to assist the Board in monitoring and overseeing the integrity of our financial statements, systems of internal control and the audit process. In 2015 the Audit Committee, in addition to its ongoing Company-wide ERM monitoring efforts, focused in particular on the Company's ERM analyses relating to its clinical research capabilities, our capital position and addressing cyber security risk.

The Committee as part of its regular duties selects, subject to stockholder ratification, the Company's independent registered public accounting firm. In last year's Proxy Statement, the Audit Committee reported that it had performed the necessary procedures to enable it to recommend to the Board the selection of E&Y as the Company's auditor for the year 2015, which selection was ratified by the Company's shareholders. As part of its other regular duties, the Committee met regularly with management and E&Y, and reviewed and discussed the Company's audited financial statements. The Committee also received and reviewed the written disclosures and the letter from E&Y required by applicable requirements of the PCAOB, including its Statement on Auditing Standards No. 61, as amended, regarding E&Y's communications with the Committee concerning independence, and discussed E&Y's independence with E&Y. When considering E&Y's independence, the Committee considered whether their provision of services to the Company beyond those rendered in connection with their audit and review of the Company's financial statements was compatible with maintaining their independence, and discussed with them any relationships that may affect their objectivity and independence. The Committee also reviewed, among other things, the amount of fees paid to E&Y for audit and non-audit services in 2015 as presented under Fees Billed for Services Rendered by Current and Former Accounting Firms, above. Based on these discussions and considerations, the Committee was satisfied as to E&Y's independence.

The members of the Audit Committee are not professional accountants or auditors and, in performing their oversight role, have relied without independent verification on the information and representations provided to them by management and E&Y. Accordingly, the Committee's oversight does not provide an independent basis to certify that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with accounting principles generally accepted in the United States or that E&Y is in fact "independent."

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements referred to above be included in the Company's 2015 Annual Report on Form 10-K. The Committee has also determined, subject to stockholder ratification, to retain E&Y as the independent registered public accounting firm for the Company for 2016.

By the Audit Committee of the Board of Directors,  
Nicole S. Williams, Chair  
Karen J. Ferrante  
Michael D. Kishbauch

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Compensation Committee Report

The Compensation Committee has submitted the following report for inclusion in this Proxy Statement:

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on the Committee's review of and the discussions with management with respect to the Compensation Discussion and Analysis, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference in the Company's 2015 Annual Report on Form 10-K.

The foregoing report is provided by the following directors, who constitute the Committee:

By the Compensation Committee of the Board of Directors,  
Peter J. Crowley, Chair  
Michael D. Kishbauch

Compensation Committee Interlocks and Insider Participation. Mr. Crowley and Mr. Kishbauch were members of the Compensation Committee during all of fiscal year 2015. No member of the Compensation Committee is or has been an executive officer of the Company or had any relationships requiring disclosure by the Company under rules of the SEC requiring disclosure of certain relationships and related person transactions. None of the Company's executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board or its Compensation Committee.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Progenics is a biotechnology company engaged in drug development and commercialization, focusing on oncology. We compete with biopharmaceutical companies of all sizes to attract employees with the skills and expertise necessary to develop and commercialize drugs and achieve our objectives. Since the funds we can use for compensation are limited, we have worked to develop a compensation program that allows us to attract and retain talented individuals with the essential experience and skills we need at the executive level while being mindful of our limited resources. Our program combines base salary with an annual bonus opportunity and long-term equity incentives, primarily in the form of stock options. We strive to conserve cash resources by setting base salaries and total cash compensation at what we deem an appropriate level in view of market compensation data in our industry and other factors as discussed below, while providing meaningful long-term equity opportunities for our executives.

This CD&A outlines, among other things, our compensation philosophy, objectives and processes as they relate to our NEOs in 2015: Mark R. Baker, our CEO; Patrick Fabbio, our CFO; Dr. Vivien Wong, our Executive Vice President, Development; Sheldon Hirt, our Executive Vice President and General Counsel; Angelo W. Lovallo, Jr., our former Vice President, Finance and Treasurer, whose employment with us terminated in December 2015; and Dr. Robert J. Israel, our former Executive Vice President, whose employment with us terminated in July 2015.

Overview. Progenics made significant progress in achieving strategic objectives and program development in 2015. During 2015, RELISTOR® (methylnaltrexone bromide) annual net sales totaled \$43.8 million (as reported by our partner, Valeant Pharmaceuticals International, Inc. ("Valeant")). Subcutaneous RELISTOR was approved in Europe for the treatment of opioid-induced constipation ("OIC") when response to laxative therapy has not been sufficient in adult patients, aged 18 years and older. In September 2015, the U.S. Food and Drug Administration (the "FDA") accepted Valeant's New Drug Application for RELISTOR tablets for the treatment of OIC in adult patients with chronic non-cancer pain, and assigned a Prescription Drug User Fee Act ("PDUFA") action date of April 19, 2016 (subsequently extended to July 19, 2016).

In December 2015, we achieved our target enrollment of patients in our pivotal Phase 2b trial of AZEDRA®, our ultra-orphan therapeutic product for treating patients with iobenguane-avid metastatic or recurrent pheochromocytoma and paraganglioma, which earlier in the year had been designated as a Breakthrough Therapy by the FDA. In addition, during the year we built on our PSMA-targeted prostate cancer product pipeline by commencing our pivotal Phase 3 study of 1404, our targeted SPECT/CT imaging agent, and entering into an exclusive worldwide licensing agreement with the Johns Hopkins University for imaging agent PyL, a PSMA-targeted PET/CT imaging agent. Complementing this work on our prostate cancer product pipeline was our acquisition in November 2015 of EXINI Diagnostics AB, a Swedish developer of artificial intelligence-based analytical tools to improve the management of prostate cancer.

At the same time, we continued our focus on costs control and maintaining a sustainable cash burn rate.

We believe the compensation of our executives reflected the performance of the Company during 2015 and that our program generally strongly links executive compensation with Company performance. We have adopted a formal annual incentive plan based on established metrics and administered by the Compensation Committee to provide a framework to determine annual bonus payments to NEOs and other key employees. As part of that process, we establish annual goals and objectives for the Company and for each NEO, and, as discussed below, determine bonuses based on how well the Company and the executive performed against these goals and objectives as determined by the Compensation Committee. We believe the annual bonus plan helps contribute to the growth of the Company and the creation of value for our stockholders.



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A significant percentage of our NEOs' compensation is provided in the form of equity-based awards that we believe further align their interests with those of our stockholders. All of the stock options we granted to our NEOs in 2015 have an exercise price equal to the closing price of our common stock on the date of grant, and will therefore have value only if our stock price increases. The options vest over a multi-year period to provide an additional retention incentive for our executives.

The Committee believes that the total compensation approved by the Committee and awarded to the NEOs for 2015 appropriately reflect the performance of the executives and the Company and is consistent with our compensation philosophy.

**Executive Compensation Objectives.** We seek to achieve the following broad goals in our executive compensation programs and decisions regarding individual compensation:

- Attract and retain executives critical to our overall success.
- Reward executives for contributions to achieving strategic goals that enhance stockholder value.
- Foster and maintain a company culture of ownership, creativity and innovation.

Motivate our NEOs to achieve critical long- and short-term development, product and financial milestones set by the Board in consultation with management.

**General Compensation Process.** The Compensation Committee is responsible for determining the elements and levels of compensation for our NEOs. In doing so, it reviews our corporate performance against financial and corporate achievement measures, assesses individual performance and evaluates recommendations of the CEO regarding compensation for other NEOs.

In assessing Company and individual NEO performance, the Committee has considered the progress of the Company in achieving its strategic goal of being a leading oncology biotechnology company; later-stage development including clinical testing and commercialization of its product candidates; and the contributions made by each NEO to those efforts. Recent examples of this progress include resuming our Phase 2b registrational trial for AZEDRA and completing the second cohort in our PSMA ADC Phase 2 trial as well as identifying our clinical and commercial strategy; advancing our 1404 targeted imaging agent by identifying our clinical and commercial strategy; advancing our RELISTOR franchise in the United States and abroad; and managing our relationships with collaborators and others.

The process the Committee followed in assessing the NEOs' and the Company's performance for 2015 began, as has been the Committee's practice in the past, with meetings in early 2015 that were principally focused on approving bonuses relating to 2014 performance and establishing 2015 salary and target bonus levels. In those meetings, Mr. Baker was invited to make an oral presentation and submit to the Committee written materials regarding the performance of the NEOs and other officers, his views regarding the performance of the Company and his assessment of his own performance. Mr. Baker neither participated in nor was present for decisions regarding his own compensation.

To assist in its deliberations regarding executive compensation for 2015, the Compensation Committee engaged Frederic W. Cook & Co. ("FWC") as its compensation consultant. FWC does not undertake any work for the Company other than its services for the Compensation Committee. The Committee has determined that FWC is independent and that its services do not raise any conflict of interest with the Company or any of its executive officers or directors. In carrying out its work for the Compensation Committee, FWC interacts from time to time directly with our management, as it determines appropriate, regarding its work product prior to presentation to the Committee in

order to confirm alignment with the Company's business strategy and obtain data or information necessary for its work.

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FWC reviewed and discussed with the Committee competitive market compensation data for consideration when determining different levels and mix of compensation for 2015. The primary data sources utilized for this purpose were publicly available compensation information of executive officers of a peer group of companies within the biotechnology industry, selected by the Committee with FWC's assistance, that were similar to the Company in size, business model and state of development. For 2015, the peer group companies consisted of the following companies:

Agenus Inc.	Immunomedics Inc.
Ariad Pharmaceuticals Inc.	Nektar Therapeutics
Array Biopharma Inc.	Neurocrine Biosciences, Inc.
BioCryst Pharmaceuticals, Inc.	Sucampo Pharmaceuticals, Inc.
BioDelivery Sciences International, Inc.	Synta Pharmaceuticals, Corp.
Curis, Inc.	Vanda Pharmaceuticals, Inc.
Dyax Corp.	XOMA Corporation
GTx Inc.	

In updating the peer group for 2015, the Committee added one company, Ariad Pharmaceuticals Inc., to the 2014 peer group, and removed two companies, Idenix Pharmaceuticals, Inc. and Enzon Pharmaceuticals, Inc., in order to more closely align our peer group with us in terms of overall size, business model, and stage of development. Idenix was removed from our peer group as a result of its acquisition by Merck & Co, Inc. in August 2014. Enzon was removed from the peer group because of its decision to discontinue all research and development activities.

The peer company compensation data provided by FWC is used by the Committee as a general reference point in its compensation review. The Committee does not set compensation levels at any specific level or percentile against this compensation data (i.e., the Committee does not "benchmark" the Company's executive compensation levels). The peer group data is only one point of information taken into account by the Committee in making compensation decisions as noted below.

In addition to Mr. Baker's recommendations regarding the other NEOs and its review of market data, the Committee considered various other factors in setting 2015 target compensation opportunities such as the individual's corporate roles and responsibilities, particular experience and expertise, performance and specific duties, the scope of his or her position and the department(s) or group(s) for which he or she had responsibility, the Company's overall corporate financial performance and the progress of our research and development programs and strategic initiatives during the year. The Compensation Committee does not assign any particular weighting to any factor and has discretion to consider whatever factors it may deem relevant to a particular decision. Except as otherwise noted in this Compensation Discussion and Analysis, decisions by the Compensation Committee are subjective and the result of the Compensation Committee's business judgment, which is informed by the experiences of the members of the Compensation Committee as well as analysis and input from, and comparable peer data provided by, the Compensation Committee's independent compensation consultants.

We entered into offer letters with each of Mr. Hirt and Mr. Fabbio in connection with their joining the Company during 2015. The Compensation Committee believed that these agreements were appropriate in establishing the compensation to be provided to each executive and providing a further incentive for them to commence employment with the Company.

**Elements of Compensation.** We utilize a compensation structure that we believe is similar to that of other similarly situated companies within the biotechnology industry which primarily includes base salary, an annual bonus opportunity and long-term incentives. These elements are designed to reward (i) the level of effort and competence demonstrated in light of the executive's duties and responsibilities (base salary), (ii) decision-making that supports our annual product, development and financial goals (annual bonus), and (iii) a focus on building shareholder value over the long term in a sustainable manner by making decisions that will not sacrifice long-term prospects for a particular

short-term achievement or goal (long-term incentives).

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Base Salary. Levels of base salary for our executives in general take into account an individual's role and responsibilities, experience, expertise, individual performance and tenure. The Compensation Committee's general approach is that the NEO's base salaries should be set around the median level for the executive's position relative to the peer data provided by the Committee's consultant.

The Compensation Committee approved the following base salary levels for the NEOs for 2015, in each case representing an increase of 3.10% over the executive's 2014 base salary: Mr. Baker \$572,926; Dr. Wong \$326,879; Mr. Lovallo \$297,921; and Dr. Israel \$454,607. The Committee determined in its judgment that each of these 2015 salary levels was appropriate relative to the peer company data provided by FWC and in light of the executive's tenure in his position and the other factors noted above. Messrs. Hirt and Fabbio joined the Company in July and November 2015, respectively. Their base salaries were negotiated with them upon their joining the Company and set at \$375,000 and \$350,000, respectively.

Annual Bonus. Beginning in the fourth quarter of each year, the Compensation Committee works collaboratively with senior management to develop corporate goals and objectives for the annual bonus plan that are tied to strategic plans for the coming year. For 2015, the Committee established five corporate strategic and research and development goals and one operational and financial goal, with the corresponding weightings and achievement scores awarded by the Committee noted below, for use in determining annual cash bonuses:

· Complete enrollment in the Phase 2 clinical trial of AZEDRA (weighted at 20%).

· Determine Phase 3 clinical trial strategy for PSMA ADC and complete partnering or other arrangements to fund Phase 3 (weighted at 15%).

· Commence Phase 2b/3 clinical trial for our 1404 targeted imaging agent (weighted at 15%).

· Add an additional oncology compound to the Company's pipeline through in-licensing or acquisition (weighted at 15%).

· Advance the value of the RELISTOR franchise through filing of the US NDA for oral RELISTOR, approval by EMA of subcutaneous RELISTOR for chronic pain, and sublicensing of RELISTOR in Europe and Japan (weighted at 20%).

· Successfully manage the expenses and revenues of the Company within the 2015 approved budget (weighted at 15%).

These corporate goals, along with individual goals for each NEO, were used to measure performance over the course of the year. Target bonus amounts were established for each executive based on a percentage of the executive's base salary and are generally set at levels the Committee believes to be competitive. For 2015, Mr. Baker's bonus target was 50% of base salary, and his bonus opportunity was based entirely on achievement of the corporate goals listed above. The target bonus amounts for the other NEOs were set by the Committee in its judgment taking into account Mr. Baker's recommendations. For Drs. Wong and Israel, the target bonus amounts were 35% of the executive's base salary, and the bonus opportunity was allocated 75% and 25% to the achievement of corporate and individual goals, respectively. For Mr. Lovallo, the target bonus amount was 30% of the executive's base salary, and the bonus opportunity was allocated 67% and 33% to the achievement of corporate and individual goals, respectively. In each case, the Compensation Committee caps the degree to which a goal can be over-achieved at 150% of target performance, which effectively caps annual incentive bonus payments are at 150% of the target award amount regardless of how many goals are met or achieved.





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The target bonus amounts for Mr. Hirt and Mr. Fabbio were negotiated with each executive and set forth in the executive's offer letter. Mr. Hirt's letter provides for his target bonus to be 40% of his base salary. His 2015 bonus opportunity was prorated based on his July 2015 start date. Mr. Fabbio's letter provide for his target bonus to be 35% of his base salary. Mr. Fabbio was not, however, eligible to participate in our 2015 bonus plan as he joined the Company in November 2015.

The actual bonus amounts for the NEOs are determined by the Compensation Committee based on its assessment of achievement of the corporate goals identified above and of each individual NEO's performance during the year (taking into account the recommendations of Mr. Baker with respect to the individual performance of the NEOs other than himself). Bonuses are generally paid in the first quarter of the following year.

For 2015, the Committee approved a corporate achievement percentage of 113.8% of target based on the Company:

- Exceeding the AZEDRA goal (weighted at 20%, with an achievement score of 150% awarded).
- Partially meeting the PSMA ADC goal (weighted at 15% with an achievement score of 50% awarded).
- Exceeding the 1404 Targeting Imaging Agent goal (weighted at 15% with an achievement score of 125% awarded).
- Exceeding the Pipeline Enhancement goal through the acquisition of EXINI and PyL in-licensing agreement (weighted at 15% with an achievement score of 150% awarded).
- Meeting the RELISTOR goals (weighted at 20% with an achievement score of 100% awarded).

· Exceeding the operating expenses goal through the achievement of a lower actual cash burn compared to budget (weighted at 15% with an achievement score of 100% awarded).

For the individual NEOs, the Committee awarded annual incentive bonus payments as follows:

Mr. Baker. As noted above, Mr. Baker's target annual incentive bonus was 50% of his annual base salary and his bonus opportunity for 2015 was based entirely on the Company's achievement of the corporate goals. Accordingly, for 2015, he was awarded an annual incentive bonus of \$325,852, equal to his target bonus of 50% of his 2015 annual salary multiplied by the corporate goal achievement factor determined by the Compensation Committee of 113.8%.

Dr. Wong. Dr. Wong's target annual incentive bonus was 35% of her annual base salary and her bonus opportunity for 2015 was based 75% on the Company's achievement of the corporate goals and 25% on her individual performance. Accordingly, for 2015, she was awarded an annual incentive bonus of \$138,827, an amount equal to the sum of (i) her target bonus of 35% of her 2015 annual salary multiplied by the 113.8% corporate goal achievement factor multiplied by 75%, plus (ii) her target bonus of 35% of her 2015 annual salary multiplied by her individual performance factor of 100% multiplied by 25%.

Mr. Hirt. Mr. Hirt's target annual incentive bonus was 40% of his annual base salary and his bonus opportunity for 2015 was based 75% on the Company's achievement of the corporate goals and 25% on his individual performance. Accordingly, for 2015, he was awarded an annual incentive bonus of \$85,745, an amount equal to the sum of (i) his target bonus of 40% of his 2015 annual salary multiplied by the 113.8% corporate goal achievement factor multiplied by 75%, plus (ii) his target bonus of 40% of his 2015 annual salary multiplied by his individual performance factor of 125% multiplied by 25%, times 49%, reflecting the fact that his annual incentive bonus was prorated due to his joining the Company on July 6, 2015.



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As noted above, Dr. Israel's and Mr. Lovallo's employment with us terminated in July 2015 and December 2015, respectively, and accordingly, they were not eligible to receive an annual incentive bonus for 2015.

In addition to the annual bonuses for 2015 described above, the Compensation Committee also awarded a special bonus of \$24,148 to Mr. Baker in recognition of his efforts in connection with the acquisition and integration of EXINI Diagnostics AB, and the Compensation Committee awarded a special bonus of \$50,000 to Mr. Lovallo which he earned in recognition of his efforts to support the transition of the work of the Company's finance group to new leadership in 2015.

**Long-Term Incentives.** Long-term incentives may include both stock options and restricted stock awards. For the past few years, including 2015, we granted stock options to the NEOs under our 2005 Stock Incentive Plan (the "2005 Plan"). The exercise prices of these options were set at the closing price of our common stock on the grant date so the options will only have value if our stock price increases after the grant date, further aligning the interests of our executives with those of our stockholders. The options vest generally in equal annual installments over three years from the date of grant subject to the executive's continued employment through the vesting date, although the Compensation Committee may establish different vesting requirements as it deems appropriate for a particular award (for example, in connection with a new-hire or promotion grant). The Compensation Committee believes that stock options provide appropriate incentives for executives both to increase value on a long-term basis for our stockholders and to continue in service with the Company.

When determining amounts of long-term incentive grants to our NEOs, the Compensation Committee compares (i) the value of the grant with the value of comparable grants made to executive officers in our peer group as discussed above; (ii) the number of shares granted by position as a percentage of total common shares outstanding, compared with the applicable percentages of comparable grants made to executives in our peer group; and (iii) the executive's overall equity incentive opportunity. The Committee believes these comparisons provide a meaningful context for assessing the competitive level of our equity grants and help ensure that we are not at a competitive disadvantage in terms of hiring or retaining key executive talent. As noted above, the Compensation Committee determines the levels of equity grants and other compensation in its judgment, uses the peer group information as background reference only and does not benchmark equity awards at any particular level relative to the peer group.

In March 2015, the Compensation Committee approved grants of stock options to each of Mr. Baker, Dr. Wong, Mr. Lovallo, and Dr. Israel. These grants were generally consistent with the grant levels awarded to our executives for 2014. In connection with their joining the Company, the Compensation Committee also approved option grants to each of Mr. Hirt and Mr. Fabbio. These grants were negotiated with each executive and are subject to a five-year vesting schedule (as opposed to the three-year vesting schedule that applied to the NEO annual grants). More information on the options granted to our NEOs during 2015 and awards outstanding from prior grants are presented in the Grants of Plan-Based Awards in 2015 and Outstanding Equity Awards at Fiscal Year-End tables, below.

We generally grant annual equity awards near the beginning of the year (typically in March) to coincide with other compensation decisions. We may also grant awards to newly-hired employees or at other times during the year as deemed appropriate by the Compensation Committee.

**Retirement, Welfare Benefits.** We make available to our NEOs retirement and welfare benefits, consisting of partial matching contributions to 401(k) retirement plans and access to medical, dental and other welfare plans, all of which are available to all full-time employees. NEOs also receive reimbursement of premiums for enhanced life and disability insurance, totaling less than \$10,000 per NEO, and we generally do not provide material perquisites to our NEOs. This philosophy is consistent with our view that company resources are generally best utilized in research, development and commercialization efforts. The total of these benefits in 2015 for each NEO is presented in the Summary Compensation Table, below.



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**Severance Benefits; No Tax Gross-Ups.** We do not have employment or other severance agreements with any of our NEOs who are currently employed by us, although we do provide accelerated vesting of equity awards if an NEO is terminated by the Company without cause in connection with a change in control. We do not provide any of our executives with reimbursements or "gross-up" payments for any taxes incurred pursuant to Section 280G of the Internal Revenue Code (the "Code") or otherwise.

**Compensation and Risk.** The Company does not believe, given the nature of our activities and the manner in which our employees are compensated, that risks arising from our compensation policies and practices relating to all of our employees are reasonably likely to have a material adverse effect on the Company. As described above, the Compensation Committee establishes multiple performance goals for the annual incentive plan and believes that this structure mitigates the risk associated with overemphasis on a particular performance metric. In its assessment of the achievement of these annual performance goals, the Compensation Committee caps the degree to which a goal can be over-achieved at 150% of target performance, which effectively caps annual incentive bonus payments at 150% of the target award amount regardless of how many goals are met or achieved. The Board of Directors carefully monitors the Company's activities, including those relevant to achievement of the goals specified in the annual incentive plan and believes that these bonus opportunities have not adversely affected the Company or created significant incentives to take actions not in the best interests of stockholders.

**Tax Considerations.** The Code limits deduction of compensation paid to certain of our NEOs to \$1,000,000 unless the compensation is "performance-based." The 2005 Plan allows the Committee to grant awards that are intended to be exempt from the deduction limits imposed by Section 162(m) of the Code if certain criteria are satisfied. There can be no assurance, however, that any compensation intended to qualify for deductibility awarded or paid by the Company will be fully deductible, and in any event we reserve discretion to design programs that we believe are consistent with our compensation goals and philosophy, even where the compensation paid may not be deductible.

**Shareholder Advisory Vote on Executive Compensation**

The Company provides its stockholders with the opportunity to cast an annual advisory vote to approve its executive compensation program (referred to as a "say-on-pay proposal"). At our Annual Meeting held in June 2015, approximately 98.8% of the votes actually cast on the say-on-pay proposal were voted in favor of the proposal. The Compensation Committee believes these strong results affirm stockholders' support of the Company's approach to its executive compensation program. In general, the Compensation Committee did not change its approach in 2015 and believes the program in place, as in prior years, includes a number of features that further the goals of the Company's executive compensation program and reflect best practices in the market. The Compensation Committee will continue to consider the outcome of the Company's say-on-pay proposals when making future compensation decisions for the NEOs.

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## Summary Compensation Table – 2013-2015

The table and footnotes below describe the total compensation paid to our NEOs for 2015 as identified in the table below. As reflected in the table and discussed above in the CD&A, we compensate these executive officers with a combination of cash and stock options, the latter of which is presented in this table in dollar values (see note 1 and the equity compensation tables that follow). We did not issue any other types of equity awards (such as restricted stock or stock unit awards) in 2015.

	Year	Salary	Bonus <sup>(1)</sup>	Option Awards <sup>(2)</sup>	Non-Equity Incentive Plan Compensation <sup>(1)</sup>	All Other Compensation <sup>(3)</sup>	Total
Mark R. Baker Chief Executive Officer	2015	\$572,926	\$24,148	\$669,478	\$325,852	\$18,325	\$1,610,729
	2014	555,699	-	470,012	277,850	16,588	1,320,149
	2013	535,613	-	440,892	310,656	15,892	1,303,053
Patrick Fabbio <sup>(4)</sup> Chief Financial Officer	2015	\$87,834	\$-	\$597,950	\$-	\$2,376	\$688,160
Vivien Wong <sup>(5)</sup> Executive Vice President, Development	2015	\$351,395	\$-	\$334,739	\$138,827	\$15,972	\$840,933
Sheldon Hirt <sup>(6)</sup> Executive Vice President and General Counsel	2015	\$183,413	\$-	\$819,513	\$85,745	\$10,160	\$1,098,831
Angelo W. Lovallo, Jr. <sup>(7)</sup> Former Vice President, Finance	2015	\$296,966	\$50,000	\$267,791	\$-	\$37,880	\$652,637
	2014	288,963	-	188,005	93,927	10,952	581,847
	2013	278,519	-	176,357	99,436	11,978	566,290
Robert J. Israel <sup>(8)</sup> Former Executive Vice President, Innovation	2015	\$230,800	\$-	\$334,739	\$-	\$28,405	\$593,944
	2014	440,938	-	235,006	163,974	14,623	854,541
	2013	418,158	-	220,446	175,897	24,095	838,596

The amounts reported in the "Non-Equity Incentive Plan Compensation" column represent cash bonuses awarded under our annual incentive plan, while the amounts in the "Bonus" column represent discretionary bonuses awarded to certain NEOs during the fiscal year. Each of these bonuses is described in the Compensation Discussion and Analysis above.

(2)

The amounts reported in this column for each NEO reflects the aggregate grant date fair value of stock options granted to the NEO during the applicable fiscal year. The fair values were determined based on the assumptions for calculating expense amounts as set forth in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the relevant years (See Note 11 – Share-Based Payment Arrangements, in our 2015 Annual Report, filed with the SEC on March 11, 2016). Additional information on the 2015 awards is included in the Grants of Plan-Based Awards for 2015 and Outstanding Equity Awards at 2015 Fiscal Year-End tables, below.



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The amounts reported in this column for 2015 for each NEO include the Company's matching contribution under our 401(k) Plan in the amount of \$12,000 for Mr. Baker, Mr. Lovallo, and Dr. Israel, \$11,450 for Dr. Wong, \$8,950 for Mr. Hirt, and \$2,188 for Mr. Fabbio. This column also includes payments of premiums for enhanced life and disability insurance for Mr. Baker (\$6,325), Mr. Fabbio (\$188), Dr. Wong (\$4,522), Mr. Hirt (\$1,210), Mr. Lovallo (\$2,963), and Dr. Israel (\$2,417), and payments for accrued and unused vacation for Mr. Lovallo (\$22,917) and Dr. Israel (\$13,988).

(4) Mr. Fabbio was appointed Chief Financial Officer in November 2015.

(5) Dr. Wong was appointed Executive Vice President, Development in April 2015.

(6) Mr. Hirt was appointed Executive Vice President, General Counsel in July 2015.

Mr. Lovallo's employment with the Company terminated in December 2015. He was paid a special bonus of (7) \$50,000 in recognition of his efforts to support the transition of the work of the Company's finance group to new leadership in 2015.

(8) Dr. Israel's employment with the Company terminated in July 2015.

Employment Letters

In connection with his appointment as Chief Financial Officer in November 2015, we entered into an offer letter with Mr. Fabbio. The letter provides for a starting annual base salary of \$350,000, eligibility to participate in the Company's annual cash incentive plan, with a target bonus opportunity equal to 35% of base salary, and a new hire equity award consisting of 125,000 options to purchase common stock of the Company, subject to vesting in equal annual installments over a five-year period, with the exercise price of the options to equal the closing price of the Company's common stock on the grant date. The letter includes certain non-competition, non-solicitation and other restrictive covenants in favor of the Company.

In connection with his appointment as Executive Vice President and General Counsel, in July 2015, we entered into an offer letter with Mr. Hirt. The letter provides for a starting annual base salary of \$375,000, eligibility to participate in the Company's annual cash incentive plan, with a target bonus opportunity equal to 40% of base salary, and a new hire equity award consisting of 125,000 options to purchase common stock of the Company, subject to vesting in equal annual installments over a five-year period, with the exercise price of the options to equal the closing price of the Company's common stock on the grant date. The letter includes certain non-competition, non-solicitation and other restrictive covenants in favor of the Company.

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## Grants of Plan-Based Awards in 2015

The following table sets forth information regarding grants of compensatory awards we made to our NEOs during 2015. Each of these awards was granted under, and is subject to the terms of, the 2005 Plan.

	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>		All Other Option Awards: Number of Securities Underlying Options (#) <sup>(2)</sup>	Exercise or Base Price of Option Awards (\$/Share)	Grant Date Fair Value of Stock and Option Awards <sup>(3)</sup>
		Threshold (\$)	Maximum (\$)			
Mr. Baker	3/2/2015 N/A	-	\$286,463	132,000	\$ 6.65	\$ 669,478
Mr. Fabbio	12/1/2015	-	-	125,000	\$ 6.77	\$ 597,950
Dr. Wong	3/2/2015	-	\$114,408	66,000	\$ 6.65	\$ 334,739
Mr. Hirt <sup>(4)</sup>	8/3/2015	-	\$73,562	125,000	\$ 8.56	\$ 819,513
Mr. Lovallo <sup>(5)</sup>	3/2/2015 N/A	-	\$89,376	52,800	\$ 6.65	\$ 267,791
Dr. Israel <sup>(5)</sup>	3/2/2015 N/A	-	\$159,112	66,000	\$ 6.65	\$ 334,739

These columns reflect opportunities to receive a bonus under our annual incentive plan for 2015. The terms of the plan are described in the Annual Bonus discussion under Compensation Discussion and Analysis, above. Dr. Israel <sup>(1)</sup> and Mr. Lovallo's employment with the Company terminated in 2015, and so neither of them received an annual incentive bonus with respect to 2015.

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- These option grants vest one-third in each of the three years beginning March 2, 2015, with the exception of Mr. Fabbio's option grant, which vests one-fifth in each of the five years beginning December 1, 2015, and Mr. Hirt's option grant, which vests one-fifth in each of the five years beginning August 3, 2015. In each case, vesting is contingent on the executive's continued employment through the vesting date.
- (2)
- (3) These amounts reflect the aggregate grant date fair value of the award determined by the method described in note 1 to the Summary Compensation Table above.
- (4) The 2015 target and maximum bonus amounts for Mr. Hirt were prorated based on his July 2015 start date.
- (5) Dr. Israel's and Mr. Lovallo's employment with the Company terminated in July and December 2015, respectively and they were not eligible to receive a bonus payment under our annual incentive plan for 2015.

Each of the stock option awards reported in the table above was granted under our 2005 Plan. The 2005 Plan is administered by the Compensation Committee, which has authority to interpret the plan provisions and make all required determinations. Plan awards are generally only transferable to a beneficiary of an awardee upon his or her death or, in certain cases, to family members for tax or estate planning purposes. If there is a Change of Control of the Company, the Committee may provide for the treatment of outstanding awards upon the transaction, including acceleration of vesting, elimination, or modification of performance or other conditions, extension of time to exercise or realize gain, acceleration of payment or cash settlement. The Committee has determined that all outstanding stock incentive awards held by a Company employee will vest in full if the employee is Terminated without Cause during the one-year period following a Change of Control (as such terms are defined in the 2005 Plan and the Company's form of stock incentive award agreement).

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## Outstanding Equity Awards at 2015 Fiscal Year-End

The table below sets forth information regarding unexercised stock options held by our NEOs as of December 31, 2015. None of our NEOs held any unvested restricted stock or stock unit awards at 2015 year-end.

	Option Awards			Equity Incentive Plan Awards: No. of Securities Underlying Unexercised Unearned	Option Exercise Price	Option Expiration Date
	No. of Securities Underlying Unexercised Options (#) Exercisable	No. of Securities Underlying Unexercised Options (#) Unexercisable				
Mr. Baker	-	132,000	(1)		\$ 6.65	3/2/2025
	44,000	88,000	(2)		4.70	3/3/2024
	80,000	40,000	(3)		5.03	4/4/2023
	66,666				9.81	3/1/2022
	62,500				7.40	7/1/2021
	46,875				7.40	7/1/2021
	200,000				7.66	6/8/2021
	150,000				5.35	7/1/2020
	125,000				5.35	7/1/2020
	60,000				16.05	7/1/2018
	10,000				22.01	7/2/2017
	25,000				24.26	7/3/2016
	60,000				27.71	2/21/2016
Mr. Fabbio	-	125,000	(4)		\$ 6.77	12/1/2025
Dr. Wong	-	66,000	(1)		\$ 6.65	3/2/2025
	17,600	35,200	(2)		4.70	3/3/2024
	18,750	56,250	(2)		4.70	3/3/2024
	32,000	16,000	(3)		5.03	4/4/2023
	40,000				9.81	3/1/2022
	60,000				7.40	7/1/2021
	25,000				4.83	11/1/2020
	6,000				5.35	7/1/2020
	3,375				5.33	7/1/2019
	2,589				16.05	7/1/2018
	6,000				22.67	11/1/2017
Mr. Hirt	-	125,000	(5)		\$ 8.56	8/3/2025
Mr. Lovallo (6)	17,600 (2)				\$ 4.70	3/29/2016
	32,000 (3)				5.03	3/29/2016
	10,000				9.81	3/29/2016
	9,000				7.40	3/29/2016
	4,000				5.35	3/29/2016

3,375  
6,000

5.33 3/29/2016  
14.27 3/29/2016

Dr. Israel -

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- -

- (1) These options vest in three annual installments measured from March 2, 2015.
- (2) These options vest in three annual installments measured from March 3, 2014.
- (3) These options vest in three annual installments measured from April 4, 2013.
- (4) These options vest in five annual installments measured from December 1, 2015.
- (5) These options vest in five annual installments measured from August 3, 2015.

Mr. Lovallo's employment terminated on December 29, 2015. Pursuant to the terms of the 2005 Plan, his unvested (6) options were immediately cancelled and he had three months from his termination date to exercise his vested options.

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## Option Exercises and Stock Vested in 2015

The following table sets forth information regarding the exercise of stock options by our NEOs during 2015. Our NEOs did not hold any outstanding restricted stock or stock unit awards during 2015.

	Option Awards	
	No. of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>
Mr. Baker	-	-
Mr. Fabbio	-	-
Dr. Wong	-	-
Mr. Hirt	-	-
Mr. Lovallo	-	-
Dr. Israel	135,000	\$ 125,117

(1) The dollar amounts shown in this column for option awards are determined by multiplying (i) the number of shares of our common stock to which the exercise of the option related, by (ii) the difference between the closing price per share of our common stock on the date of exercise and the per-share exercise price of the options.

## Potential Payments upon Termination or Change in Control

We have no employment or other agreements with any of our NEOs that provide for severance benefits. As a result, the only benefits which the NEOs who are currently employed by us would be entitled to receive upon termination of employment or a change in control of the Company would be accelerated vesting of their equity awards if the executive is terminated by the Company without cause during the one-year period following a change in control, as provided in the applicable award agreements. As of December 31, 2015, the total value of each executive's then-outstanding and unvested stock options (determined by multiplying the number of shares subject to the unvested options by the amount, if any, by which the closing price of our common stock on the last trading day of fiscal 2015 (\$6.13) exceeded the option exercise price) would have been:

Name	Value of Unvested Options (\$)
Mr. Baker	\$ 169,840
Dr. Wong	\$ 148,374

For Mr. Fabbio and Mr. Hirt, each of their stock options that were outstanding and unvested on December 31, 2015 had an exercise price that was greater than the closing price of our common stock on that date. As noted above, we do not provide reimbursement or gross-up payments to NEOs for parachute payment taxes incurred in connection with a change in control.

Mr. Lovallo and Dr. Israel each terminated employment with us during 2015. Neither of these executives received any severance or other benefits in connection with their termination (other than payment of accrued and unused vacation

as described in note 3 to the Summary Compensation Table above).

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## Director Compensation - 2015

The following table sets forth information regarding the aggregate compensation we paid to the non-employee members of our Board during 2015. Mr. Baker did not receive any additional compensation for services provided as a Board member during 2015, and continues to serve as a director without compensation for such services.

	Fees Earned or Paid in				Total
	Cash	Option Awards <sup>(1)</sup>	All Other Compensation		
Mr. Crowley	\$105,000	\$283,591	-		\$388,591
Dr. Ferrante	65,000	103,124	-		168,124
Mr. Kishbauch	71,000	180,936	-		251,936
Dr. Maddon	53,533	103,124	-		156,657
Dr. Scheinberg	80,000	103,124	-		183,124
Ms. Williams	83,000	103,124	-		186,124

(1) At December 31, 2015, the aggregate number of stock options outstanding for each of our non-employee directors was as follows: Mr. Crowley, 320,000; Dr. Ferrante, 80,000; Mr. Kishbauch, 95,342; Dr. Maddon, 812,500 (which includes 762,500 options previously granted to Dr. Maddon for services as a Company employee); Dr. Scheinberg, 137,857; Ms. Williams, 145,000. Each non-employee director was granted a fully-vested option with respect to 20,000 shares of our common stock on the date of our 2015 annual meeting, except that the Chair option grant for Mr. Crowley covered 55,000 shares. The grant date fair value of each of these options was \$103,124 (or \$283,591 in the case of Mr. Crowley's grant). In addition, Mr. Kishbauch was granted an option with respect to 15,342 shares in March 2015 with a grant date fair value of \$77,812. In each case, the grant date fair values of the options granted to our non-employee directors are determined as described in Note 1 to the Summary Compensation Table for NEOs.

For Board and committee service under our director compensation policy, members of the Board who are not employed by us or any of our subsidiaries are entitled to receive:

a \$45,000 annual retainer for Board service (\$75,000 for service as Chair), a fully-vested option for 20,000 common shares (55,000 in the case of the Chair) and, for newly-appointed directors joining the Board, a one-time option for 40,000 common shares vesting over five years; and

an annual retainer fee for committee service as (i) Audit Committee member (\$10,000) or Chair (\$35,000; currently Ms. Williams); (ii) Compensation Committee member (\$5,000) or Chair (\$20,000; currently Mr. Crowley); (iii) Nominating and Corporate Governance Committee member (\$3,000) or Chair (\$11,000; currently Mr. Kishbauch); and (iv) Science Committee member (\$10,000) or Chair (\$35,000; currently Dr. Scheinberg).

Option awards for Board service are granted under the 2005 Plan (or any successor plan thereto). These options each have a ten-year term and have an exercise price equal to the closing price of our stock on the grant date. The Board has discretion to grant additional awards under the 2005 Plan to our directors as it deems appropriate. In March 2015, the Board approved the grant of a fully-vested option to purchase 15,342 common shares to Mr. Kishbauch as a "make-up" equity grant with respect to the 280 days he served on the Company's Board between joining the Board of Directors in September 2013 and the Company's 2014 Annual Meeting of Stockholders.



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## Equity Compensation Plan Information

The following table sets forth certain information related to our equity compensation plans as of December 31, 2015.

	Number of shares to be issued upon exercise of outstanding options <sup>(1)(2)</sup>	Weighted average exercise price of outstanding options	Number of shares remaining available for future issuance (excluding securities reflected in first column) <sup>(3)</sup>
Equity compensation plans approved by stockholders	5,133,946	\$ 9.05	4,022,189
Equity compensation plans not approved by stockholders	-	-	-
Total	5,133,946	\$ 9.05	4,022,189

Of these shares, 5,131,071 were subject to options granted under the 2005 Plan and 2,875 were subject to options granted under our Amended and Restated 1996 Stock Incentive Plan (the "1996 Plan"). Our authority to grant new awards under the 1996 Plan has terminated. No awards other than stock options were outstanding under any of our plans.

(2) The weighted average remaining term of our outstanding options was 5.69 years at December 31, 2015.

All of these shares were available for award grant purposes under our 2005 Plan. Subject to certain express limits of the 2005 Plan, shares available under the 2005 Plan generally may be used for any type of award authorized under that plan including options, stock appreciation rights, stock awards, restricted stock and restricted stock units. Each share that is issued in respect of any full-value award under the Stock Plan (i.e., awards other than options and stock appreciation rights) counts against the 2005 Plan's share limit as 1.2 shares for each share actually issued under the award.

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## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of March 31, 2016, except as noted, regarding the beneficial ownership of the common stock by (i) each person or group known to us to be the beneficial owner of more than five percent of our common stock outstanding, (ii) each of our directors and executive officers and (iii) all of our directors and executive officers as a group.

Name and Address of Beneficial Owner <sup>(1)</sup>	Shares Beneficially Owned <sup>(2)</sup>	
	Number	Percent
Federated Investors, Inc. <sup>(3)</sup> Federated Investors Tower Pittsburgh, PA 15222-3779	13,508,290	19.31%
Broadfin Capital, LLC <sup>(4)</sup> 237 Park Avenue, Suite 900 New York, NY 10017	8,951,169	12.80%
FMR LLC <sup>(5)</sup> 245 Summer Street Boston, MA 02210	5,242,279	7.49%
BlackRock, Inc. <sup>(6)</sup> 55 East 52nd Street New York, NY 10022	4,844,445	6.93%
Baker Bros. Advisors LP <sup>(7)</sup> 667 Madison Avenue, 21st Floor New York, NY 10065	4,350,808	6.22%
Mark R. Baker <sup>(8)</sup>	1,159,181	1.63%
Peter J. Crowley <sup>(9)</sup>	320,000	*
Karen J. Ferrante <sup>(10)</sup>	56,000	*
Michael D. Kishbauch <sup>(11)</sup>	71,342	*
Paul J. Maddon <sup>(12)</sup>	1,722,391	2.43%
David A. Scheinberg <sup>(13)</sup>	184,039	*
Nicole S. Williams <sup>(14)</sup>	150,000	*
Angelo W. Lovallo, Jr. <sup>(15)</sup>	3,389	*
Robert J. Israel <sup>(16)</sup>	35,050	*
Vivien Wong <sup>(17)</sup>	289,785	*
Sheldon Hirt	-	N/A
Patrick Fabbio	-	N/A
All directors and executive officers as a group <sup>(18)</sup>	3,991,177	5.48%

\* Less than one percent.

(1) The address of each beneficial owner who is a director or officer of the Company is c/o the Company.

(2) With respect to our directors and executive officers, and except as indicated and/or pursuant to applicable community property laws, each stockholder possesses sole voting and investment power with respect to the shares of common stock listed. The number of shares of common stock beneficially owned includes shares issuable pursuant to stock options held by the stockholder that are currently exercisable (i.e., within 60 days of March 31,

2016). Shares issuable upon exercise of these options are deemed outstanding for computing the percentage of beneficial ownership of the person holding the options but not of any other person. None of the shares held by our directors and executive officers are pledged as collateral.

With respect to other stockholders identified above, the percent reported is calculated by dividing (i) the number of shares reported by the stockholder in the Schedule 13G filing described in the related note by (ii) the aggregate number of our common shares outstanding on March 31, 2016, and differs from the Percent of Class reported in the stockholder's Schedule 13G; it assumes that the stockholder continued to own the number shares reported in its Schedule 13G on March 31, 2016.

Based on a Schedule 13G (Amendment No. 12) filed February 11, 2016, which reports that Federated Investors, Inc. is the parent holding company of Federated Equity Management Company of Pennsylvania and Federated Global Investment Management Corp., which act as investment advisers to registered investment companies and (3) separate accounts that own the shares reported. Such document also reports that the investment advisers are wholly owned subsidiaries of FII Holdings, Inc., which is wholly owned subsidiary of Federated Investors, Inc., all of whose outstanding voting stock is held in the Voting Shares Irrevocable Trust for which John F. Donahue, Rhodora J. Donahue and J. Christopher Donahue act as trustees.

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- (4) Based on a Schedule 13G (Amendment No. 3) filed on February 16, 2016, which reports that Broadfin Capital, LLC, Broadfin Healthcare Master Fund, Ltd., and Kevin Kotler have shared power to vote or to direct the vote and to dispose or to direct the disposition of the securities reported.

- (5) Based on a Schedule 13G (Amendment No. 4) filed on February 13, 2015, which reports that Fidelity SelectCo, LLC (SelectCo), a wholly-owned subsidiary of FMR LLC (FMR) and an investment adviser registered under section 203 of the Investment Advisers Act of 1940, is the beneficial owner of the shares reported as a result of acting as investment adviser to various investment companies registered under section 8 of the Investment Company Act of 1940. The ownership of one investment company, Fidelity Select Biotechnology Portfolio, amounted to 4,448,736 shares according to such document. Such document also reports that (i) Edward C. Johnson 3d, Abigail P. Johnson, and FMR, through its control of SelectCo, and the funds each has sole power to dispose of the shares reported owned by the funds; (ii) members of the family of Edward C. Johnson 3d, Chairman of FMR, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR, representing 49% of the voting power of FMR; and (iii) the Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares, and accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR.

- (6) Based on a Schedule 13G (Amendment No. 2) filed on January 27, 2016, BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Ireland Limited, BlackRock Asset Management Schweiz AG, BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., BlackRock Investment Management, LLC and BlackRock Japan Co Ltd acquired the securities reported.

- (7) Based on a Schedule 13G (Amendment No. 2) filed on February 16, 2016 jointly by the Baker Bros. Advisors LP, Baker Bros. Advisors (GP) LLC, Felix J. Baker and Julian C. Baker, Baker Brothers Life Sciences, L.P. and 667, L.P. hold 4,008,003 and 342,805, respectively, of the shares reported.

- (8) Includes 161,140 shares outstanding and 998,041 issuable upon exercise of currently exercisable options.

- (9) Consists of 320,000 shares issuable upon exercise of currently exercisable options.

- (10) Consists of 56,000 shares issuable upon exercise of currently exercisable options.

- (11) Consists of 71,342 shares issuable upon exercise of currently exercisable options.

- (12) Includes 909,891 shares outstanding and 812,500 issuable upon exercise of currently exercisable options.

- (13) Includes 46,182 shares outstanding and 137,857 issuable upon exercise of currently exercisable options.

- (14) Includes 5,000 shares outstanding and 145,000 issuable upon exercise of currently exercisable options.

- (15) Includes 3,389 shares outstanding.

- (16) Includes 35,050 shares outstanding.

- (17) Includes 4,121 shares outstanding and 285,664 issuable upon exercise of currently exercisable options.

(18) Includes 1,164,773 shares outstanding and 2,826,404 issuable upon exercise of currently exercisable options held by directors, NEOs and other executive officers of the Company.

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OTHER MATTERS

Certain Relationships and Related Transactions

We have entered into indemnification agreements with each of our directors and executive and other officers. These agreements require us to indemnify such individuals to the fullest extent permitted by Delaware law for certain liabilities to which they may become subject as a result of their affiliation with us.

Our Code of Business Ethics and Conduct, which our Corporate Governance Guidelines make applicable to all directors and employees, including our CEO and CFO, requires all Progenics personnel to act in the best interests of the Company consistent with their duty of loyalty to it, including by avoiding situations and relationships that involve actual or potential conflicts of interest. Situations that could be perceived as conflicts of interest include related party transactions. The Code requires Progenics personnel who believe they are involved in or become aware of a potential conflict of interest to discuss the matter with the individual's manager and our General Counsel. Our Audit Committee is required and empowered to meet with our management and independent auditors to review all related party transactions that would be required to be disclosed in our annual proxy statement for potential conflicts of interest situations and, on an ongoing basis, approve such transactions. The Audit Committee's policy is to approve only those transactions that are in the best interests of our stockholders. In addition, our Nominating and Corporate Governance Committee is required and empowered to conduct any and all investigations into alleged violations of our Corporate Governance Guidelines or Code of Business Ethics and Conduct, and present the results of such investigations to our Board.

Section 16(a) Beneficial Ownership Reporting Compliance

Based solely on a review of the reports under section 16(a) of the Exchange Act and representations furnished to us with respect to the last fiscal year, we believe that each of the persons required to file such reports is in compliance with all applicable filing requirements. We continue to monitor the effectiveness of our policies and procedures designed to ensure compliance with section 16 reporting requirements.

Transactions in Stock by Insiders

We have established stock transaction guidelines governing the way in which persons who may be considered insiders (directors, executive officers and certain key employees who we may designate from time to time) may effect transactions in shares of our common stock. From time to time, insiders may engage in transactions in our common stock in accordance with these guidelines following applicable SEC rules or in pre-arranged stock trading (or 10b5-1) plans.

Rule 10b5-1 plans enable persons who may be considered insiders to establish written pre-arranged stock trading plans which are designed to enable the person to arrange for stock transactions to be executed by a third party (such as a broker) on his or her behalf without violating securities laws prohibiting trading on the basis of material, non-public information. The plans establish predetermined trading parameters (amount, price and date of transactions) that do not permit the person adopting the plan to exercise any subsequent influence over how, when or whether to effect trades. These plans also permit our insiders to gradually diversify their investment portfolios or increase their ownership interest in the Company and may minimize the market impact of stock trades by spreading them over an extended period of time.

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Stockholder Proposals

SEC rules provide that certain stockholder proposals must be included in the Proxy Statement for our Annual Meeting. For a proposal to be considered for inclusion in next year's Proxy Statement, it must be submitted in writing to our Corporate Secretary no later than December 29, 2016. If we receive notice after that date of a stockholder's intent to present a proposal at our 2016 Annual Meeting, we will have the right to exercise discretionary voting authority with respect to such proposal, if presented at the meeting, without including information regarding such proposal in our proxy materials.

Householding of Proxy Materials

In order to reduce printing costs and postage fees, we mail only one copy of the Notice and/or the Annual Report and Proxy Statement to any one address, unless we receive contrary instructions from any stockholder at that address (known as "householding").

We will deliver upon written or oral request a separate copy of the Notice and/or the Annual Report and Proxy Statement to any stockholder at a shared address to which a single copy of these materials was delivered. If you are a stockholder of record, you may contact us by writing c/o the Corporate Secretary at our corporate headquarters located at 777 Old Saw Mill River Road, Tarrytown, New York 10591 or by calling us at 914-789-2800. If you are a beneficial but not record owner, you can request additional copies, or you can request householding, by notifying your broker, bank or nominee.

Other Business

The Board knows of no other business to be acted upon at the Meeting. If any other business properly comes before the Meeting, however, it is the intention of the persons named in the enclosed Proxy Card to vote on such matters as recommended by the Board.

We will appreciate the prompt return of your proxy, which will be helpful in obtaining the necessary vote. Therefore, whether or not you expect to attend the Meeting, please follow the instructions on the Notice and submit your proxy.

By order of the Board of Directors,

MARK R. BAKER  
Chief Executive Officer

Tarrytown, New York

April 28, 2016

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PROGENICS PHARMACEUTICALS, INC.  
777 OLD SAW MILL RIVER ROAD  
TARRYTOWN, NY 10591

VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 PM EDT on 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 PM EDT on 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 to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717

VOTE IN PERSON

Attend the Annual Shareholders Meeting at 10:00 AM EDT on Wednesday, June 8, 2016.

The Company's offices located at

777 Old Saw Mill River Road

Tarrytown, NY 10591

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.

PROGENICS PHARMACEUTICALS, INC.

The Board of Directors recommends you vote FOR each of the Nominees named below:

1. Election of Directors

NOMINEES:                      For Against Abstain

01) Peter J. Crowley

02) Mark R. Baker

03) Bradley L. Campbell

04) Karen J. Ferrante

05) Michael D. Kishbauch

06) David A. Scheinberg

07) Nicole S. Williams



The Board of Directors recommends you vote FOR each of the following proposals:

For Against Abstain

2. Approving, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in this year's Proxy Statement.

3. Ratifying of the Board's selection of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for 2016.

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 Company's Notice of Meeting, Proxy Statement and 2015 Form 10-K and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com)

PROGENICS PHARMACEUTICALS, INC.  
ANNUAL MEETING OF STOCKHOLDERS  
JUNE 8, 2016 – 10:00AM  
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS

The undersigned(s) hereby appoint(s) Mark R. Baker and Sheldon Hirt, and each 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 PROGENICS PHARMACEUTICALS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 10:00AM EDT on June 8, 2016, at the Company's offices located at 777 Old Saw Mill River Road, Tarrytown, NY 10591, and any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.

(Continued and to be signed on the reverse side)