

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## AYTU BIOSCIENCE, INC

**Form: DEFA14A**

**Date Filed: 2019-02-25**

Corporate Issuer CIK: 1385818

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 14A

(RULE 14a-101)  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(A) of the  
Securities Exchange Act of 1934

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to § 240.14a-12

**Aytu BioScience, Inc.**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- |     |   |
|-----|---|
| (1) | Title of each class of securities to which transaction applies:   |
| (2) | Aggregate number of securities to which transaction applies:  |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
| (4) | Proposed maximum aggregate value of transaction:  |
| (5) | Total fee paid:   |
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- |     |   |
|-----|---|
| (1) | Amount Previously Paid:                       |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party:                                 |
| (4) | Date Filed:                                   |

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on April 12, 2019.**

**AYTU BIOSCIENCE, INC.**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** February 14, 2019  
**Date:** April 12, 2019 **Time:** 10:00 a.m. MDT  
**Location:** Aytu BioScience Corporate Office  
373 Inverness Parkway, Suite 206  
Englewood, Colorado 80112

AYTU BIOSCIENCE, INC.  
373 INVERNESS PARKWAY, SUITE 206  
ENGLEWOOD, CO 80112

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to  
obtain proxy materials and voting  
instructions.**

ES9253-P19618

— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before March 29, 2019 to facilitate timely delivery.

— **How To Vote** —  
Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) available and follow the instructions.  
XXXX

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

THE BOARD OF DIRECTORS RECOMMENDS A VOTE  
"FOR" THE NOMINEES IN PROPOSAL 1 AND "FOR"  
PROPOSALS 2, 3, AND 4.

1. The election as director of the nominees listed below.

**NOMINEES:**

- 1a. Joshua R. Disbrow
- 1b. Gary V. Cantrell
- 1c. Carl C. Dockery
- 1d. John A. Donofrio Jr.
- 1e. Michael E. Macaluso
- 1f. Ketan B. Mehta

2. The closing of the Exchange Transaction contemplated by the Exchange Agreement between the Company and Armistice Capital Master Fund Ltd., pursuant to which the Company will Exchange the Promissory Note, dated November 29, 2018, issued by the Company to Armistice in the Principal amount of \$5,000,000 for: 3,120,064 shares of common stock, 2,751,148 shares of Series E Convertible Preferred Stock of the Company, and a Common Stock Purchase Warrant exercisable for 4,403,409 shares of common stock of the Company.
3. The ratification of Plante & Moran, PLLC as our independent registered public accounting firm for the fiscal year ending June 30, 2019.
4. The adjournment of the Annual Meeting, if necessary, to continue to solicit votes for the Exchange Agreement Proposal.

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

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AYTU BIOSCIENCE, INC.  
373 INVERNESS PKWY, SUITE 206  
ENGLEWOOD, CO 80112

**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 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

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

**VOTE BY PHONE - 1-800-690-6903**

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

**VOTE BY MAIL**

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

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

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

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**AYTU BIOSCIENCE, INC.**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR"  
THE NOMINEES IN PROPOSAL 1 AND "FOR" PROPOSALS  
2, 3, AND 4.**

1. The election as director of the nominees listed below:

**NOMINEES:**

1a. Joshua R. Disbrow

1b. Gary V. Cantrell

1c. Carl C. Dockery

1d. John A. Donofrio Jr.

1e. Michael E. Macaluso

1f. Ketan B. Mehta

**FOR**

**WITHHOLD**

**FOR AGAINST ABSTAIN**

2. The closing of the Exchange Transaction contemplated by the Exchange Agreement between the Company and Armistice Capital Master Fund Ltd., pursuant to which the Company will Exchange the Promissory Note, dated November 29, 2018, issued by the Company to Armistice in the Principal amount of \$5,000,000 for: 3,120,064 shares of common stock, 2,751,148 shares of Series E Convertible Preferred Stock of the Company, and a Common Stock Purchase Warrant exercisable for 4,403,409 shares of common stock of the Company.

3. The ratification of Plante & Moran, PLLC as our independent registered public accounting firm for the fiscal year ending June 30, 2019.

4. The adjournment of the Annual Meeting, if necessary, to continue to solicit votes for the Exchange Agreement Proposal.

For address changes and/or comments, please check this box and write them on the back where indicated.

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

Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Signature (PLEASE SIGN WITHIN BOX) \_\_\_\_\_  
Date \_\_\_\_\_

Signature (Joint Owners) \_\_\_\_\_  
Date \_\_\_\_\_

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

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**AYTU BIOSCIENCE, INC.**  
**373 Inverness Parkway, Suite 206, Englewood, Colorado 80112**  
**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoint(s) Joshua R. Disbrow and David Green as proxies, each with full power of substitution, to represent and vote, as designated on the reverse side, all the shares of Common Stock of Aytu BioScience, Inc. held of record by the undersigned on February 14, 2019 at the Annual Meeting of Shareholders to be held at the Aytu BioScience Corporate Office at 373 Inverness Parkway, Suite 206, Englewood, Colorado 80112 on April 12, 2019, or any adjournment or postponement thereof.

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

Address Changes/Comments: \_\_\_\_\_  
\_\_\_\_\_

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**(Continued and to be signed on the reverse side)**