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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (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 under §240.14a-12

**ContraVir Pharmaceuticals, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(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:

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399 Thornall Street, First Floor  
Edison, New Jersey 08837

**NOTICE OF 2016 ANNUAL MEETING OF  
STOCKHOLDERS AND PROXY STATEMENT**

Dear Stockholder:

On behalf of our Board of Directors, I cordially invite you to attend the annual meeting of stockholders of ContraVir Pharmaceuticals, Inc. (the "Company") to be held at the Company's offices, located at 399 Thomall Street, First Floor, Edison, New Jersey 08837 on December 14, 2016 at 12:00 p.m. local time, for the following purposes:

1. To elect six (6) directors for a one-year term to expire at the 2017 annual meeting of stockholders.
2. To ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2017.
3. To consider and act upon a proposal to approve an amendment to the Company's 2013 Equity Incentive Plan (the "2013 Plan") to increase the number of shares issuable thereunder to 7,700,000 shares from 6,500,000 shares; and
4. To transact any other business that may properly come before our annual meeting or any adjournment or postponement of the meeting.

Our board of directors has fixed October 28, 2016 as the record date for the determination of stockholders entitled to notice of, and to vote at, the annual meeting and at any adjournment or postponement of the meeting.

All stockholders are cordially invited to attend the annual meeting. **Whether or not you expect to attend the annual meeting, please complete, sign and date the enclosed proxy and return it promptly.** If you plan to attend the annual meeting and wish to vote your shares personally, you may do so at any time before the proxy is voted.

**If You Plan to Attend**

Please note that space limitations make it necessary to limit attendance to stockholders. Registration and seating will begin at 11:30 a.m. Shares of common stock can be voted at the Annual Meeting only if the holder is present in person or by valid proxy.

For admission to the Annual Meeting, each stockholder may be asked to present valid picture identification, such as a driver's license or passport, and proof of stock ownership as of the record date, such as the enclosed proxy card or a brokerage statement reflecting stock ownership. Cameras, recording devices and other electronic devices will not be permitted at the meeting. If you do not plan

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on attending the meeting, please vote, date and sign the enclosed proxy and return it in the business envelope provided. Your vote is very important.

By Order of the Board of Directors,

/s/ GARY S. JACOB

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Gary S. Jacob  
*Chairman of the Board of Directors*

Edison, New Jersey  
October 28, 2016

**Your vote is important. Please vote your shares whether or not you plan to attend the meeting.**

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399 Thornall Street, First Floor  
Edison, New Jersey 08837

**PROXY STATEMENT FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON DECEMBER 14, 2016**

This proxy statement is furnished to holders of common stock of ContraVir Pharmaceuticals Inc., a Delaware corporation ("we," "us," "our," "ContraVir" or the "Company"), in connection with the solicitation of proxies by our board of directors for use at our 2016 Annual Meeting of Stockholders (the "Annual Meeting") to be held on December 14, 2016 at 12:00 p.m., local time, at the Company's offices, located at 399 Thomall Street, First Floor, Edison, New Jersey 08837. This proxy statement is being distributed or made available, as the case may be, to stockholders on or about October 28, 2016.

You are invited to attend the Annual Meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card if you received paper copies of the proxy materials, or follow the instructions below to submit your proxy over the Internet.

Our board of directors is asking you to vote your shares by completing, signing and returning the accompanying proxy card. If you attend the Annual Meeting in person, you may vote at the Annual Meeting even if you have previously returned a proxy card. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the Annual Meeting, you must obtain a proxy issued in your name from that record holder as described in more detail below.

**IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL STOCKHOLDERS MEETING TO BE HELD ON DECEMBER 14, 2016:** *This proxy statement, the accompanying proxy card or voting instruction card and our 2016 Annual Report on Form 10-K are also available at <http://www.pstvote.com/contravir2016>.*

GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

**What is a proxy?**

A proxy is the legal designation of another person to vote the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. By completing, signing and returning the accompanying proxy card, you are designating James Sapirstein and John Cavan, our Chief Executive Officer and Chief Financial Officer, respectively, as your proxies for the Annual Meeting and you are authorizing Messrs. Sapirstein and Cavan to vote your shares at the Annual Meeting as you have instructed them on the proxy card. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, we urge you to vote in one of the ways described below so that your vote will be counted even if you are unable or decide not to attend the Annual Meeting.

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**What is a proxy statement?**

A proxy statement is a document that we are required by regulations of the Securities and Exchange Commission, or "SEC," to give you when we ask you to sign a proxy card designating Messrs. Sapirstein and Cavan as proxies to vote on your behalf.

**Why did you send me this proxy statement?**

We sent you this proxy statement and the enclosed proxy card because our board of directors is soliciting your proxy to vote at the 2016 annual meeting of stockholders. This proxy statement summarizes information related to your vote at the annual meeting. All stockholders who find it convenient to do so are cordially invited to attend the annual meeting in person. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card.

We intend to begin making this proxy statement, the attached notice of annual meeting and the enclosed proxy card available on or about October 28, 2016 to all stockholders of record entitled to vote at the annual meeting. Only stockholders who owned our common stock on October 28, 2016 are entitled to vote at the annual meeting. In addition, on October 28, 2016 there were 166,486 shares of Series A Preferred Stock issued and outstanding. Each share of Series A Preferred Stock is entitled to vote on any matter with the holders of Common Stock on an as converted basis. On the record date, there were 62,740,020 shares of our common stock outstanding (including 3,468,454 shares of common stock issuable upon conversion of the Series A Preferred Stock).

**Why did I Receive in the Mail a Notice of Internet Availability of Proxy Materials this Year instead of a Full Set of Proxy Materials?**

We are pleased to take advantage of the SEC rule that allows companies to furnish their proxy materials over the Internet. Accordingly, we have sent to our stockholders of record a Notice of Internet Availability of Proxy Materials. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found in the Notice. Our stockholders may request to receive proxy materials in printed form by mail or electronically on an ongoing basis. A stockholder's election to receive proxy materials by mail or electronically by email will remain in effect until the stockholder terminates its election.

**Why did I Receive a Full Set of Proxy Materials in the Mail instead of a Notice of Internet Availability of Proxy Materials?**

We are providing paper copies of the proxy materials instead of a Notice to our beneficial owners or stockholders of record who have previously requested to receive paper copies of our proxy materials. If you are a beneficial owner or stockholder of record who received a paper copy of the proxy materials, and you would like to reduce the environmental impact and the costs incurred by us in mailing proxy materials, you may elect to receive all future proxy materials electronically via email or the Internet.

You can choose to receive future proxy materials electronically by visiting <http://www.pstvote.com/contravir2016>. Your choice to receive proxy materials electronically will remain in effect until you instruct us otherwise by following the instructions contained in your Notice and visiting <http://www.pstvote.com/contravir2016>, sending an electronic mail message to [calling 1-866-223-0448](mailto:calling 1-866-223-0448).

**What am I voting on?**

There are three proposals scheduled for a vote:

**Proposal 1:** Election of six (6) Directors:

- **Gary S. Jacob, Ph.D.**
- **James Sapirstein**
- **John P. Brancaccio**
- **Thomas Adams, Ph.D.**
- **Dr. Timothy Block**
- **Arnold Lippa, Ph.D.**

**Proposal 2:** Ratification of the appointment of BDO USA, LLP as the company's independent registered public accountants for the fiscal year ending June 30, 2017.

**Proposal 3:** Amendment of our 2013 Equity Incentive Plan (the "2013 Plan") to increase the number of shares of common stock authorized to be issued pursuant to the Plan from 6,500,000 to 7,700,000.

**How many votes do I have?**

Each share of our common stock (including shares of common stock issuable upon conversion of Series A Preferred Stock) that you own as of October 28, 2016 entitles you to one vote.

**How do I vote by proxy?**

With respect to the election of directors, you may either vote "For" all the nominees to the board of directors or you may "Withhold" your vote for any nominee you specify. For the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accountant you may vote "For" or "Against" or abstain from voting. With respect to the amendment of the 2013 Plan, you may vote "for" or "Against" or abstain from voting.

***Stockholders of Record: Shares Registered in Your Name***

If you are a stockholder of record, you may vote in person at the annual meeting or vote by proxy using the enclosed proxy card. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure that your vote is counted. You may still attend the meeting and vote in person even if you have already voted by proxy. To vote in person, come to the annual meeting and we will give you a ballot at the annual meeting. To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you properly complete your proxy card and send it to us in time to vote, your proxy (one of the individuals named on your proxy card) will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, your shares will be, as permitted, voted as recommended by our board of directors. If any other matter is presented at the annual meeting, your proxy (one of the individuals named on your proxy card) will vote in accordance with his or her best judgment. As of the date of this proxy statement, we knew of no matters that needed to be acted on at the meeting, other than those discussed in this proxy statement.

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

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a proxy card and voting instructions with these proxy materials from that

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organization rather than directly from us. Simply complete and mail the proxy card to ensure that your vote is counted. To vote in person at the annual meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

**May I revoke my proxy?**

If you give us your proxy, you may revoke it at any time before it is exercised. You may revoke your proxy in any one of the three following ways:

- you may send in another signed proxy with a later date;
- you may notify us in writing before the annual meeting that you have revoked your proxy; or
- you may notify us in writing before the annual meeting and vote in person at the meeting.

**Can I vote via the Internet?**

If your shares are registered in the name of a bank or brokerage firm, you may be eligible to vote your shares electronically over the Internet. A large number of banks and brokerage firms offer Internet voting. If your bank or brokerage firm does not offer Internet voting information, please complete and return your proxy card in the self-addressed, postage-paid envelope provided.

**What constitutes a quorum?**

The presence at the annual meeting, in person or by proxy, of holders representing a majority of our outstanding common stock (including shares of common stock issuable upon conversion of the Series A Convertible Preferred Stock) as of October 28, 2016, or approximately 31,370,010 shares, constitutes a quorum at the meeting, permitting us to conduct our business.

**What vote is required to approve each proposal?**

**Proposal 1: Election of Directors.** For Proposal 1, the six nominees who receive the most "For" votes (among votes properly cast in person or by proxy) will be elected. Only votes "For" or "Withheld" will affect the outcome.

**Proposal 2: Ratification of Independent Registered Public Accounting Firm.** To be approved, Proposal 2 must receive "For" votes from the holders of a majority of the shares of common stock present or represented by proxy and entitled to vote at the annual meeting.

**Proposal 3: Amendment of our 2013 Equity Incentive Plan.** To be approved, Proposal 3 must receive "For" votes from the holders of a majority of the shares of common stock present or represented by proxy and entitled to vote at the annual meeting.

Voting results will be tabulated and certified by our mailing and tabulating agent, Philadelphia Stock Transfer, Inc.

**What are the board's recommendations?**

The recommendations of our board of directors are set forth together with the description of each proposal in this proxy statement. In summary, our board of directors recommends a vote:

- "FOR" election of the directors named in this proxy statement as described in Proposal 1;
- "FOR" approval of BDO USA, LLP as the independent registered public accounting firm of the Company for the fiscal year ending June 30, 2017 as described in Proposal 2;

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- "FOR" approval of the amendment to our 2013 Plan increasing the number of shares of common stock authorized to be issued pursuant to the 2013 Plan from 6,500,000 to 7,700,000

**How can I attend the Annual Meeting?**

You may attend the Annual Meeting if you are listed as a stockholder of record as of October 28, 2016 and bring proof of your identity. If you hold your shares in street name through a broker or other nominee, you will need to provide proof that you are the beneficial owner of the shares by bringing either a copy of a brokerage statement showing your share ownership as of October 28, 2016, or a legal proxy if you wish to vote your shares in person at the Annual Meeting. In addition to the items mentioned above, you should bring proof of your identity.

**How can I vote my shares in person at the Annual Meeting?**

Shares held directly in your name as the stockholder of record may be voted in person at the Annual Meeting. If you choose to do so, please bring proof of your identity to the Annual Meeting. Shares held in street name beneficially owned may be voted by you if you receive and present at the Annual Meeting a proxy from your broker or nominee, together with proof of your identity. Even if you plan to attend the Annual Meeting, we urge you to vote in one of the ways described below so that your vote will be counted if you are unable or decide not to attend the Annual Meeting. Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you change your proxy instructions as described below.

**How can I vote my shares without attending the Annual Meeting?**

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct your vote without attending the Annual Meeting. You may vote by granting a proxy or, for shares held in street name, by submitting voting instructions to your broker or nominee. In most instances, you will be able to do this over the Internet or by mail. Please refer to the summary instructions below, and if you request printed proxy materials, the instructions included on your proxy card or, for shares held in street name, the voting instruction card provided by your broker or nominee.

- *By Internet*—If you have Internet access, you may submit your proxy from any location in the world by following the Internet voting instructions on the proxy card or voting instruction card sent to you.
- *By Mail*—You may do this by marking, dating and signing your proxy card or, for shares held in street name, the voting instruction card provided to you by your broker or nominee, and mailing it in the enclosed, self-addressed, postage prepaid envelope. No postage is required if mailed in the United States

**What is a broker non-vote?**

A broker non-vote occurs if you hold shares in "street name" and do not provide voting instructions to your broker on a proposal and your broker does not have the discretionary authority to vote on such proposal. Matters subject to stockholder vote are classified as "routine" or "non-routine." In the case of non-routine matters, brokers may not vote shares held in "street name" for which they have not received voting instructions from the beneficial owner ("Broker Non-Votes"), whereas they may vote those shares in their discretion in the case of any routine matter. Broker Non-Votes will be counted for purposes of calculating whether a quorum is present at the stockholder meetings, but will not be counted for purposes of determining the numbers of votes present in person or represented by proxy and entitled to vote with respect to a particular proposal. A broker is entitled to vote shares held for a beneficial holder on routine matters, such as Proposal 2 (the ratification of the appointment of BDO USA, LLP as our independent registered public accountants for 2017), without instructions from

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the beneficial holder of those shares. On the other hand, absent instructions from the beneficial holders of such shares, a broker will not be entitled to vote shares held for a beneficial holder on certain non-routine items, such as Proposal 1 and Proposal 3. Broker Non-Votes for Proposal 1 and Proposal 3 will have the same effect as an "AGAINST" vote. **It is therefore important that you provide instructions to your broker if your shares are held by a broker so that your vote may be recorded. Votes cast by proxy or in person at the stockholder meetings will be tabulated by the inspectors of election appointed for the stockholder meetings, who also will determine whether a quorum is present.**

### **What is the effect of abstentions and broker non-votes?**

Shares of common stock held by persons attending the annual meeting but not voting, and shares represented by proxies that reflect abstentions as to a particular proposal, will be counted as present for purposes of determining the presence of a quorum. Abstentions are treated as shares present in person or by proxy and entitled to vote, so abstaining has the same effect as a negative vote for purposes of determining whether our stockholders have approved each of the proposals.

Shares represented by proxies that reflect a "broker non-vote" will be counted for purposes of determining whether a quorum exists. A "broker non-vote" occurs when a nominee holding shares for a beneficial owner has not received instructions from the beneficial owner and does not have discretionary authority to vote the shares for certain non-routine matters. Because the election of directors is determined by a plurality of votes cast, abstentions will not be counted in determining the outcomes of such proposal.

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

If you receive more than one set of proxy materials, your shares may be registered in more than one name or in different accounts. Please complete, sign and return each proxy card to ensure that all of your shares are voted.

### **I share the same address with another shareholder of the Company. Why has our household only received one set of proxy materials?**

The SEC's rules permit us to deliver a single set of proxy materials to one address shared by two or more of our shareholders. This practice, known as "householding," is intended to reduce our printing and postage costs. We have delivered only one set of proxy materials to shareholders who hold their shares through a bank, broker or other holder of record and share a single address, unless we received contrary instructions from any shareholder at that address. However, any such street name holder residing at the same address who wishes to receive a separate copy of the proxy materials may make such a request by contacting the bank, broker or other holder of record.

### **Who is paying the costs of soliciting these proxies?**

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies but may be reimbursed for out-of-pocket expenses incurred in connection with the solicitation. We will also reimburse brokerage firms, banks and other agents for their reasonable out-of-pocket expenses incurred in forwarding proxy materials to beneficial owners.

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

Preliminary voting results will be announced at the annual meeting. Final voting results will be published in our current report on Form 8-K to be filed with the SEC within four business days after the annual meeting. If final voting results are not available to us in time to file a Form 8-K within four

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business days after the meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

**When are Stockholder Proposals Due for the 2017 Annual Meeting?**

Any appropriate proposal submitted by a stockholder and intended to be presented at the 2017 Annual Meeting of Stockholders (the "2017 Annual Meeting") must be submitted in writing to the Company's Secretary at 399 Thomall Street, First Floor, Edison, NJ 08873, and received no later than June 30, 2017, to be includable in the Company's proxy statement and related proxy for the 2017 Annual Meeting. However, if the date of the 2017 Annual Meeting is convened more than 30 days before, or delayed by more than 30 days after, December 14, 2017, to be considered for inclusion in proxy materials for our 2017 Annual Meeting, a stockholder proposal must be submitted in writing to the Company's Secretary at 399 Thomall Street, First Floor, Edison, NJ 08873, a reasonable time before we begin to print and send our proxy materials for the 2017 Annual Meeting. A stockholder proposal will need to comply with the SEC regulations under Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Although the Board will consider stockholder proposals, we reserve the right to omit from our proxy statement, or to vote against, stockholder proposals that we are not required to include under the Exchange Act, including Rule 14a-8.

If you wish to submit a proposal that is not to be included in the proxy materials for the 2017 Annual Meeting, your proposal must be submitted in writing to the Company's Secretary at 399 Thomall Street, First Floor, Edison, NJ 08873 by no later than September 15, 2017 and not prior to August 15, 2017. However, if the date of the 2017 Annual Meeting is convened more than 25 days before, or delayed by more than 25 days after, December 14, 2017, to be brought before our 2017 Annual Meeting, a stockholder proposal must be submitted in writing to the Company's Secretary at 399 Thomall Street, First Floor, Edison, NJ 08873, no later than the close of business on the 10th day following the date on which such notice of the date of the annual meeting was mailed or the public disclosure of the date of the annual meeting was made, whichever first occurs.

## PROPOSAL 1:

### ELECTION OF DIRECTORS

The Company's By-laws currently specify that the number of directors shall consist of one or more members, the exact number of which shall initially be fixed from time to time by the Board of Directors (the "Board"). The Company's Board currently consists of six (6) persons, all of whom have been nominated by ContraVir to stand for re-election. Each director is elected or nominated to the Board until the following annual meeting of stockholders and until his successor has been elected and qualified or until the director's earlier resignation or removal.

The Board based on the recommendation of the Nominating and Corporate Governance Committee has nominated Gary S. Jacob, John P. Brancaccio, Thomas Adams, James Sapirstein, Timothy Block and Arnold Lippa for election as directors of ContraVir. All of the nominees are existing directors of ContraVir and each of the nominees has consented to being named as a nominee for director of ContraVir and has agreed to serve if elected.

Set forth below are the nominees to be elected to serve until the 2017 annual meeting of stockholders or until their respective successors have been duly elected and qualified.

To be elected as a director, each nominee must receive a plurality of the votes cast by the holders of our common stock.

Should any nominee become unable or unwilling to accept election, the proxy holders may vote the proxies for the election, in his or her stead, of any other person our board of directors may nominate or designate. In the event that additional persons are nominated for election as directors, the proxy holders intend to vote all proxies received by them in such a manner as will ensure the election of the nominees listed below, and, in such event, the specific nominees to be voted for will be determined by the proxy holders.

#### Information with Respect to Director Nominees

Listed below are the current directors who are nominated to hold until their successors are elected and qualified.

<u>Name</u>	<u>Age</u>	<u>Present Position with ContraVir Pharmaceuticals, Inc.</u>
Gary S. Jacob	69	Chairman of the Board of Directors
James Sapirstein	55	Chief Executive Officer and Director
John P. Brancaccio	68	Director
Timothy Block	61	Director
Arnold Lippa	69	Director
Thomas Adams	73	Director

*Gary S. Jacob, Ph.D.* has served as our Chairman of the Board of Directors since March 19, 2014, and earlier served as our Chief Executive Officer from May 15, 2013 until March 19, 2014. Dr. Jacob is currently the Chairman of the Board, President and Chief Executive Officer of Synergy Pharmaceuticals Inc., a biopharmaceutical company, where he has held various positions since July 2008. Dr. Jacob served as Chief Executive Officer of Callisto Pharmaceuticals, Inc. from May 2003 until January 2013 and a director from October 2004 until January 2013. Dr. Jacob currently serves as a director of Trovogene, Inc., a diagnostics company. Dr. Jacob has over twenty-five years of experience in the pharmaceutical and biotechnology industries across multiple disciplines including research & development, operations and business development. Prior to 1999, Dr. Jacob served as a Monsanto Science Fellow, specializing in the field of glycobiology, and from 1997 to 1998 was Director of Functional Genomics, Corporate Science & Technology, at Monsanto Company. Dr. Jacob also served from 1990 to 1997 as Director of Glycobiology at G.D. Searle Pharmaceuticals Inc. During the period

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of 1986 to 1990, he was Manager of the G.D. Searle Glycobiology Group at Oxford University, England. Dr. Jacob's experience as a biotechnology company chief executive officer provides him with valuable management and leadership abilities which the Board believes qualifies him to be a director of our company.

**James Sapirstein** has served as our Chief Executive Officer and a Director since March 19, 2014. Mr. Sapirstein was the chief executive officer of Alliqua Therapeutics at Alliqua Inc., where he helped lead the transformation of transdermal wound care and drug delivery technology into a wound care organization from October 2012 to February 2014. Mr. Sapirstein was the chief executive officer of Tobira Therapeutics, a New Jersey based biopharmaceutical company focused on the development of novel HIV and infectious disease compounds, from October 2006 to April 2011. From June 2002 until May 2005, Mr. Sapirstein was Executive Vice President for Serono Laboratories. Mr. Sapirstein is a director of Panther Biotechnology, Inc., a biotechnology company and RespireRx Pharmaceuticals, Inc., a biotechnology company.

**John P. Brancaccio**, a retired CPA, has served as a director of our company since May 15, 2013 and as a director of Synergy Pharmaceuticals, Inc. since July 2008. Since April 2004, Mr. Brancaccio has been the Chief Financial Officer of Accelerated Technologies, Inc., an incubator for medical device companies. From May 2002 until March 2004, Mr. Brancaccio was the Chief Financial Officer of Memory Pharmaceuticals Corp., a biotechnology company. From 2000 to 2002, Mr. Brancaccio was the Chief Financial Officer/Chief Operating Officer of Eline Group, an entertainment and media company. Mr. Brancaccio is currently a director of Tamir Biotechnology, Inc. (formerly Alfacell Corporation) as well as a director of Trovagene, Inc. and Rasna Therapeutics, Inc. Mr. Brancaccio's chief financial officer experience provides him with valuable financial and accounting expertise which the Board believes qualifies him to serve as a director of our company.

**Dr. Timothy Block** has served as a director of our company since November 26, 2013. Dr. Block is Professor of Microbiology and Immunology, Drexel University College of Medicine and Director of its Drexel Institute for Biotechnology and Virology Research, and is also the Co-founder and President of the Hepatitis B Foundation (HBF) and its Baruch S. Blumberg Institute (formerly called the Institute for Hepatitis and Virus Research). Dr. Block is also President and CEO of the Pennsylvania Biotechnology Center. Dr. Block has been a member of medical school faculties as a professional researcher for more than 28 years, publishing more than 180 papers, 12 U.S. patents, and since 2006, has led or "co-led" more than \$50 million in research funding. Honors include an honorary Medical Doctorate (Bulgarian Academy of Medicine); the Lifetime Achievement Award from the Central Bucks Chamber of Commerce; named one of the regions 100 Most Outstanding People of the Century by the Daily Intelligencer; Distinguished Service Recognition from the National Cancer Institute's Early Detection Research Network; and a Special Citation from the U.S. House of Representatives in recognition of "outstanding achievements." Dr. Block has given frequent testimony to the U.S. Congress and State legislatures; has served on U.S. FDA and numerous NIH panels as well as commercial boards including the Bristol Myers Squibb Entecavir Advisory Board. In 2009, Dr. Block was named an elected Fellow of the American Association for the Advancement of Science (AAAS). Dr. Block's experience and expertise in the medical field with respect to Hepatitis B qualifies him to serve as a director of our company.

**Arnold Lippa, PhD.** has served as a director of our company since December 3, 2015. Dr. Lippa has been Executive Chairman of the Board of RespireRx Pharmaceuticals Inc., since March 2013, and was appointed Chief Scientific Officer in August 2015. Previously, he served as Chief Executive Officer and President. He is also Chairman of the Board of Xintria Pharmaceutical Corporation, which he co-founded in 2006. Dr. Lippa is a Managing Member and founder of T Morgen Capital LLC, which is an investment and management company specializing in the creation and management of biomedical companies. Since 2005, T Morgen Capital has been a significant equity owner and a managing member of Aurora Capital LLC, a life science focused FINRA member firm, where Dr. Lippa represents

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T Morgen Capital as a Manager. In 2004, Dr. Lippa co-founded and currently is representing T Morgen Capital, a Managing Member, as a Manager of Atypical BioCapital Management LLC and Atypical BioVentures Fund LLC, a life science fund management company and fund, respectively, both of which are affiliates of Aurora Capital. Dr. Lippa was a founder of DOV Pharmaceutical, Inc., and served as Chairman of the Board and Chief Executive Officer from its inception in April 1995 until 2005. Prior to DOV, Dr. Lippa co-founded and co-managed a number of life sciences companies, including Praxis Pharmaceuticals, Inc., which he co-founded and took public in 1985, serving as President and Chief Operating Officer from 1984 until 1987. Dr. Lippa's experience as a biotechnology company executive and a financier qualifies him to be a director of our company.

**Thomas Adams, Ph.D.** has served as a director of our company since September 2016. Dr. Adams has been Chairman of the Board of Trovogene, Inc., a molecular diagnostics company, since April 2009. Dr. Adams has served as the Chairman of Clearbridge BioPhotonics, Inc., an imaging solutions company, since April 2013. From June 2005 through 2011, Dr. Adams served as a director of IRIS International, Inc., a diagnostics company, and has served as Chief Technology Officer of IRIS since April 2006. Dr. Adams was the Head of Iris Molecular Diagnostics from 2006 until November 2012 and has served as the President of Iris Personalized Medicine since 2011. In November 2012, IRIS was acquired by Danaher Corporation. Dr. Adams served as Chairman and Chief Executive Officer of Leucadia Technologies, a privately held medical-device company, from 1998 to April 2006, when Leucadia was acquired by IRIS. In 1989, Dr. Adams founded Genta, Inc., a publicly held biotechnology company in the field of antisense technology, and served as its Chief Executive Officer until 1997. Dr. Adams founded Gen-Probe, Inc. in 1984 and served as its Chief Executive Officer and Chairman until its acquisition by Chugai Biopharmaceuticals, Inc. in 1989. Dr. Adams has served as a director of Synergy Pharmaceuticals Inc., a biotechnology company, since July 2009. Dr. Adams holds a Ph.D. in Biochemistry from the University of California, at Riverside. The Board believes that Dr. Adams' executive leadership, particularly in the diagnostic field, and the extensive healthcare expertise he has developed qualifies Dr. Adams to serve as a director of our company.

### **Board Leadership Structure and Board's Role in Risk Oversight**

We have a separate Chairman of the Board, Dr. Jacob, and Chief Executive Officer, Mr. Sapirstein. We believe that having an independent director serve as our Chairman allows our CEO to focus on our business, while allowing the Chairman to fulfill his fundamental Board leadership role, which includes providing advice to and independent oversight of our Board. As Chairman, Dr. Jacob serves as the primary liaison between the CEO and the independent directors and provides strategic input and counseling to the CEO. With input from other members of the board of directors, committee chairs and management, he presides over meetings of the board of directors. Dr. Jacob has developed an extensive knowledge of our company, its challenges and opportunities and has a productive working relationship with our senior management team.

The board of directors, as a unified body and through committee participation, organizes the execution of its monitoring and oversight roles and does not expect its Chairman to organize those functions. The board of directors has three standing committees—Audit, Compensation and Corporate Governance/Nominating. The membership of each of the board committees is comprised of independent directors, with each of the committees having a separate chairman, each of whom is an independent director. Our non-management members of the board of directors meet in executive session at each board meeting.

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. Management is responsible for the day-to-day management of risks the company faces, while the board of directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the board of directors has the responsibility to

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satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The board of directors recognizes that different leadership models may, depending upon individual circumstances, work for other companies and may be appropriate for ContraVir under different circumstances. The board of directors believes that ContraVir will be greatly benefited from having a single person setting the tone and direction for ContraVir and having primary responsibility for managing its operations, while allowing the board of directors to carry out its oversight responsibilities with the full involvement of each independent director. Our CEO communicates frequently with members of the board to discuss strategy and challenges facing the company. Senior management usually attends our regular quarterly board meetings and is available to address any questions or concerns raised by the board of directors on risk management-related and any other matters. Each quarter, the board of directors receives presentations from senior management on matters involving our areas of operations.

**Information Regarding the Board of Directors and Corporate Governance**

*Directorships*

Except as otherwise reported above, none of our directors held directorships in other reporting companies and registered investment companies at any time during the past five years.

*Family Relationships*

There are no family relationships among our directors and executive officers. There is no arrangement or understanding between or among our executive officers and directors pursuant to which any director or officer was or is to be selected as a director or officer.

*Involvement in Certain Legal Proceedings*

To our knowledge, during the past ten years, none of our directors, executive officers, promoters, control persons, or nominees has been:

- convicted in a criminal proceeding or is subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction or any Federal or State authority, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;
- found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law.
- the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of (a) any Federal or State securities or commodities law or regulation; (b) any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or (c) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
- the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or

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organization that has disciplinary authority over its members or persons associated with a member.

There are no material proceedings to which any director of the Company is a party adverse to the Company or has a material interest adverse to the Company.

*Board Responsibilities and Structure*

The Board oversees, counsels, and directs management in the long-term interest of ContraVir and its shareholders. The Board's responsibilities include establishing broad corporate policies and reviewing the overall performance of ContraVir. The Board is not, however, involved in the operating details on a day-to-day basis.

**Board of Directors Meetings**

During the fiscal year ended June 30, 2016, our Board met 5 times, including telephonic meetings, the Audit Committee met 5 times, the Compensation Committee met 1 time and the Corporate Governance/Nominating Committee did not meet at all. All directors attended at least 100% of the aggregate number of meetings of the Board and all of the Audit Committee members attended 100% of the Audit Committee meetings.

**Information Regarding Board Committees**

Our Board has established standing Audit, Compensation and Corporate Governance/Nominating Committees to devote attention to specific subjects and to assist it in the discharge of its responsibilities. All committees operate under a written charter adopted by our Board, each of which is available on our Internet website at [www.contravir.com](http://www.contravir.com) under "Corporate Governance."

**Audit Committee**

The Audit Committee's responsibilities include: (i) reviewing the independence, qualifications, services, fees, and performance of the independent registered public accountants, (ii) appointing, replacing and discharging the independent registered public accounting firm, (iii) pre-approving the professional services provided by the independent registered public accounting firm, (iv) reviewing the scope of the annual audit and reports and recommendations submitted by the independent registered public accounting firm, and (v) reviewing our financial reporting and accounting policies, including any significant changes, with management and the independent registered public accounting firm. The Audit Committee also prepares the Audit Committee report that is required pursuant to the rules of the SEC.

The Audit Committee currently consists of John Brancaccio, chairman of the Audit Committee, Arnold Lipka and Thomas Adams. We believe that each of Mr. Brancaccio, Dr. Lipka and Dr. Adams is "independent" as that term is defined under applicable SEC and NASDAQ rules. Mr. Brancaccio is our audit committee financial expert. The board of directors has adopted a written charter setting forth the authority and responsibilities of the Audit Committee. The charter is available on our website at [www.contravir.com](http://www.contravir.com).

**Compensation Committee**

The Compensation Committee has responsibility for assisting the board of directors in, among other things, evaluating and making recommendations regarding the compensation of the executive officers and directors of our company; assuring that the executive officers are compensated effectively in a manner consistent with our stated compensation strategy; producing an annual report on executive compensation in accordance with the rules and regulations promulgated by the SEC; periodically

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evaluating the terms and administration of our incentive plans and benefit programs and monitoring of compliance with the legal prohibition on loans to our directors and executive officers.

The Compensation Committee currently consists of Arnold Lippa, chairman of the Compensation Committee, John Brancaccio and Thomas Adams. We believe that all of the members are "independent" under the current listing standards of NASDAQ. The board of directors has adopted a written charter setting forth the authority and responsibilities of the Compensation Committee which is available on our website at [www.contravir.com](http://www.contravir.com).

*Compensation Committee Interlocks and Insider Participation*

None of the members of our compensation committee is an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity.

**Corporate Governance/Nominating Committee**

The Corporate Governance/Nominating Committee has responsibility for assisting the board of directors in, among other things, effecting board organization, membership and function including identifying qualified board nominees; effecting the organization, membership and function of board committees including composition and recommendation of qualified candidates; establishment of and subsequent periodic evaluation of successor planning for the chief executive officer and other executive officers; development and evaluation of criteria for Board membership such as overall qualifications, term limits, age limits and independence; and oversight of compliance with the Corporate Governance Guidelines. The Corporate Governance/Nominating Committee shall identify and evaluate the qualifications of all candidates for nomination for election as directors. Potential nominees are identified by the Board of Directors based on the criteria, skills and qualifications that have been recognized by the Corporate Governance/Nominating Committee. While our nomination and corporate governance policy does not prescribe specific diversity standards, the Corporate Governance/Nominating Committee and its independent members seek to identify nominees that have a variety of perspectives, professional experience, education, differences in viewpoints and skills, and personal qualities that will result in a well-rounded Board of Directors.

The Corporate Governance/Nominating Committee currently consists of Timothy Block, chairman of the Corporate Governance/Nominating Committee, Arnold Lippa and John Brancaccio. We believe that all of the members are "independent" under the current listing standards of NASDAQ. The board of directors has adopted a written charter setting forth the authority and responsibilities of the Corporate Governance/Nominating Committee which is available on our website at [www.contravir.com](http://www.contravir.com).

**Communications with our Board of Directors**

Stockholders seeking to communicate with our Board should submit their written comments to our Chief Executive Officer, James Sapirstein, at ContraVir Pharmaceuticals, Inc., 399 Thomall Street, First Floor, Edison, NJ 08837. Mr. Sapirstein will forward such communications to each member of our Board; provided that, if in the opinion of Mr. Sapirstein it would be inappropriate to send a particular stockholder communication to a specific director, such communication will only be sent to the remaining directors (subject to the remaining directors concurring with such opinion).

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our officers and directors, and persons who own more than ten percent of a registered class of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors

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and greater than ten percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Based on a review of the copies of such forms received, we believe that during the year ended June 30, 2016, all filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with.

**Code of Business Conduct and Ethics**

We have adopted a Code of Business Conduct and Ethics to ensure that our business is conducted in a consistently legal and ethical manner. All of our employees, including our executive officers and directors, are required to comply with our Code of Business Conduct and Ethics.

The full text of the Code of Business Conduct and Ethics is posted on our website at <http://www.contravir.com>. Any waiver of the Code of Business Conduct and Ethics for directors or executive officers must be approved by our Audit Committee. We will disclose future amendments to our Code of Business Conduct and Ethics, or waivers from our Code of Business Conduct and Ethics for our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on our website within four business days following the date of the amendment or waiver. In addition, we will disclose any waiver from our Code of Business Conduct and Ethics for our other executive officers and our directors on our website. A copy of our Code of Business Conduct and Ethics will also be provided free of charge upon request to: Secretary, ContraVir Pharmaceuticals Inc. 399 Thomall Street, First Floor, Edison, NJ 08837.

**Director Compensation**

On March 12, 2014, the Board of Directors determined that compensation for our non-employee directors will be comprised of an annual cash retainer and an annual equity award in the form of stock options. In addition, we grant to new directors a one-time equity award in the form of stock options in connection with their election to the board.

Cash Compensation

Below is a summary of cash compensation payable to non-employee directors in 2016:

	<u>Annual Retainer (\$)</u>
<b>Board of Directors</b>	
Chairman	30,000
Other Non-Employee Directors	30,000
<b>Audit Committee</b>	
Committee Chair	11,000
Committee Members	6,000
<b>Compensation Committee</b>	
Committee Chair	8,000
Committee Members	6,500
<b>Nominating Committee</b>	
Committee Chair	6,400
Committee Members	3,500

*In addition to the above cash compensation, each board member receives a \$2,000 fee for each in-person attendance of quarterly board meetings.*

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Equity Awards

The Compensation Committee grants equity awards to non-employee directors as follows:

- upon initial election or appointment to our Board of Directors, a non-employee director will be granted an award of a nonqualified stock option to purchase a number of shares of common stock to be determined at the time of such director's appointment to the Board, and;
- as a continuing member of the Board of Directors, each non-employee director will be granted an annual award of a nonqualified stock option to purchase a number of shares of common stock,

*provided that*, in either case, the Compensation Committee has discretion to decrease the size of any such grant if it determines such modification to be in the best interests of the Company after considering the factors the Compensation Committee deems appropriate.

**Director Compensation Table**

During the year ended June 30, 2016, our non-employee directors received the following compensation for their services on the board and its committees:

<u>Name</u>	<u>Cash Fees</u>	<u>Option Awards(1)</u>	<u>Total</u>
Gary S. Jacob(2)	\$ 38,000	\$ —	\$ 38,000
John P. Brancaccio(3)	63,000	—	63,000
Arnold Lippa(4)(5)	27,750	65,987	93,737
Timothy Block(6)	52,900	—	52,900
Christopher McGuigan(7)	22,000	—	22,000

As of June 30, 2016, we have recorded a liability of approximately \$50,600 related to director fees, which was paid in August 2016.

- (1) Represents the fair value of incentive stock options granted during the year ended June 30, 2016 using the Black-Scholes model for computing stock-based compensation expense as of the date of grant.
- (2) As of June 30, 2016, Dr. Jacob held 950,000 option awards of which 510,000 are exercisable.
- (3) As of June 30, 2016, Mr. Brancaccio held 135,656 option awards of which 77,517 are exercisable.
- (4) As of June 30, 2016, Mr. Lippa held 45,000 option awards of which no grants are exercisable.
- (5) On November 30<sup>th</sup>, 2015, we granted options to purchase 45,000 shares of our common stock at an exercise price of \$2.16 per share to Arnold Lippa, upon his joining our Board of Directors.
- (6) As of June 30, 2016, Dr. Block held 104,688 option awards of which 59,820 are exercisable.
- (7) As of June 30, 2016, the estate of Dr. McGuigan held 415,234 option awards of which 415,234 are exercisable.

**Vote Required; Recommendation of the Board of Directors**

If a quorum is present and voting at the annual meeting, each nominee must receive a plurality of the votes cast by the holders of our common stock to be elected to our Board. Votes withheld from any nominee, abstentions and broker non-votes will be counted only for purposes of determining a quorum. Broker non-votes will have no effect on this proposal as brokers or other nominees are not entitled to vote on such proposal in the absence of voting instructions from the beneficial owner.

**THE BOARD RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE NOMINEES TO THE BOARD SET FORTH IN THIS PROPOSAL 1.**

**PROPOSAL 2:**

**RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

The Audit Committee has selected BDO USA, LLP, as the Company's independent registered public accountants for the fiscal year ending June 30, 2017 and has further directed that management submit the selection of independent registered public accountants for ratification by the stockholders at the annual meeting. Representatives of BDO USA, LLP are not expected to be present at the annual meeting.

Stockholder ratification of the selection of BDO USA, LLP as the Company's independent registered public accountants is not required by Delaware law, the Company's certificate of incorporation, or the Company's bylaws. However, the Audit Committee is submitting the selection of BDO USA, LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of different independent registered public accountants at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and its stockholders.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the annual meeting will be required to ratify the selection of BDO USA, LLP. Abstentions will be counted toward the tabulation of votes cast on Proposal 2 and will have the same effect as negative votes. Broker non-votes will be counted towards a quorum, but will not be counted for any purpose in determining whether Proposal 2 has been approved.

**Independent Registered Public Accountants' Fees**

**Audit Fees**

The aggregate fees billed and unbilled for the fiscal years ended June 30, 2016 and 2015 for professional services rendered by our principal accountants for the audits of our annual financial statements on Form 10-K, the review of our financial statements included in our quarterly reports on Form 10-Q and consultations and consents were approximately \$270,000 and \$287,000, respectively.

**Audit Related Fees**

There were \$64,000 of audit related fees incurred in the fiscal year ended June 30, 2016 related to the acquisition of the net assets of Ciclofilin Pharmaceuticals Inc. that closed on June 10, 2016 and no audit related fees incurred for the fiscal year ended June 30, 2015, by our principal accountants.

**Tax and Other Fees**

There was approximately \$12,000 billed for the fiscal year ended June 30, 2016 and \$11,000 billed for the fiscal year ended June 30, 2015 for professional services rendered by our principal accountants for tax compliance. There were no other fees billed for the years ended June 30, 2016 or 2015.

**Audit Committee's Pre-Approval Policies and Procedures**

Consistent with SEC policies and guidelines regarding audit independence, the Audit Committee is responsible for the pre-approval of all audit and permissible non-audit services provided by our principal accountants on a case-by-case basis. Our Audit Committee has established a policy regarding approval of all audit and permissible non-audit services provided by our principal accountants. Our Audit Committee pre-approves these services by category and service. Our Audit Committee has pre-approved all of the services provided by our principal accountants.

**Vote Required; Recommendation of the Board of Directors**

The affirmative vote of a majority of the shares of common stock present or represented by proxy and entitled to vote at the meeting will be required to ratify the selection of BDO USA, LLP.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE TO RATIFY THE SELECTION OF BDO USA, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2017.**

**REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

*The following Audit Committee Report shall not be deemed to be "soliciting material," "filed" with the SEC, or subject to the liabilities of Section 18 of the Exchange Act. Notwithstanding anything to the contrary set forth in any of the Company's previous filings under the Securities Act of 1933, as amended, or the Exchange Act, that might incorporate by reference future filings, including this Proxy Statement, in whole or in part, the following Audit Committee Report shall not be incorporated by reference into any such filings.*

The Audit Committee is comprised of three independent directors (as defined under Rule 5605(a)(2) of the NASDAQ Stock Market). The Audit Committee operates under a written charter, which is available in print to any stockholder upon request to the Corporate Secretary.

We have reviewed and discussed with management the Company's audited consolidated financial statements as of and for the fiscal year ended June 30, 2016.

We have reviewed and discussed with management and BDO USA, LLP, our independent registered public accounting firm, the quality and the acceptability of the Company's financial reporting and internal controls.

We have discussed with BDO USA, LLP, the overall scope and plans for their audit as well as the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

We have discussed with management and BDO USA, LLP, such other matters as required to be discussed with the Audit Committee under Auditing Standard No. 16, as adopted by the Public Company Accounting Oversight Board (the "PCAOB") in Rule 3200T, and other auditing standards generally accepted in the United States, the corporate governance standards of the NASDAQ Stock Market and the Audit Committee's Charter.

We have received and reviewed the written disclosures and the letter from BDO USA, LLP required by applicable requirements of the PCAOB regarding BDO USA, LLP's communications with the Audit Committee concerning independence, and have discussed with BDO USA, LLP, their independence from management and the Company.

Based on the reviews and discussions referred to above, we recommended to the Board of Directors that the financial statements referred to above be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2016 for filing with the SEC.

John P. Brancaccio, *Chairman*  
Arnold Lippa  
Thomas Adams

**PROPOSAL 3:**

**AMENDMENT OF THE COMPANY'S 2013 EQUITY INCENTIVE PLAN**

Our Board of Directors adopted the 2013 Plan in June 2013. The Board of Directors initially authorized the issuance of up to 1,500,000 shares of common stock under the 2013 Plan. On December 2, 2014, our stockholders approved an increase in the authorized number of shares under the 2013 Plan to 6,500,000.

We are seeking stockholder approval in order to amend the 2013 Plan to increase the total number of shares of our common stock available for issuance thereunder to 7,700,000 shares.

**Reasons for the Proposed Amendment**

As described above, we are seeking stockholder approval of the amendment to increase the number of shares issuable pursuant to the 2013 Plan to 7,700,000 shares from 6,500,000 shares. As of October 28, 2016, there were 770,210 shares remaining available for issuance under the 2013 Plan. In determining the amount of the increase contemplated by the proposed amendment to the 2013 Plan, the Board has taken into consideration the fact that, as of October 28, 2016, there were approximately 59,271,566 shares of our Common Stock outstanding. If this amendment to the 2013 Plan is approved, the number of shares available for issuance under the 2013 Plan would increase by 6,500,000 shares to 7,700,000 shares. The requested increase represents approximately 2.0% of the outstanding shares of Common Stock and the total number of shares available for issuance under the 2013 Plan would represent approximately 13.0% of our Common Stock as calculated.

For the year ended June 30, 2016, the average burn rate at which shares of our Common Stock were granted under the 2013 Plan as a percentage of average basic shares outstanding in that period was approximately 0.33%.

Total potential dilution (as a percentage of shares of our Common Stock outstanding) associated with the 1,200,000 additional shares of our Common Stock to be authorized under the 2013 Plan plus the 5,729,790 shares subject to outstanding awards under the 2013 Plan (as of October 28, 2016) is 11.7%.

The historical burn rate and the potential dilution described above may not be indicative of what the actual amounts are in the future. The 2013 Plan does not contemplate the amount or timing of specific equity awards. The potential dilution is a forward-looking statement. Forward-looking statements are not facts. Actual results may differ materially because of factors such as those identified in reports we have filed with the Securities and Exchange Commission.

The purpose of this increase is to continue to be able to attract, retain and motivate executive officers and other employees and certain consultants. Upon stockholder approval, additional shares of Common Stock will be reserved for issuance under the 2013 Plan, which will enable us to continue to grant equity awards to our officers, employees and consultants at levels determined by the Board to be necessary to attract, retain and motivate the individuals who will be critical to our success in achieving its business objectives and thereby creating greater value for all our stockholders. We have no current plans to make awards under the 2013 Plan.

Furthermore, we believe that equity compensation aligns the interests of our management and other employees with the interests of our other stockholders. Equity awards are a key component of our incentive compensation program. We believe that option grants have been critical in attracting and retaining talented employees and officers, aligning their interests with those of stockholders, and focusing key employees on our long-term growth. We anticipate that option grants and other forms of equity awards such as restricted stock awards may become an increasing component in similarly motivating our consultants.

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Approval of the amendment to the 2013 Plan will permit the Company to continue to use stock-based compensation to align stockholder and employee interests and to motivate employees and others providing services to us or any of our subsidiaries.

The terms of the 2013 Plan are summarized below, and the full text of the proposed amendment to the 2013 Plan is set forth as Appendix A to this proxy statement. It is intended that the 2013 Plan qualify as an incentive stock option plan meeting the requirements of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code").

**Summary of the 2013 Equity Incentive Plan**

Employees, officers and directors of, and consultants and advisors to us, and any subsidiary, are eligible to receive awards under the 2013 Plan at the discretion of the Board of Directors or its designated committee. The Board, or a committee designated by the Board (for the purposes of this Proposal 3, "Board" shall also refer to such a committee, if any), has authority to, among other things:

- Determine the persons to whom, and the time or times at which, options shall be granted and the number of shares of common stock to be subject to each option;
- Designate options as incentive stock options or nonstatutory stock options;
- Determine the Fair Market Value of shares of stock or other property;
- Determine the terms, conditions and restrictions applicable to each option (which need not be identical) and any shares acquired upon the exercise thereof, including, without limitation, (i) the exercise price of the option, (ii) the method of payment for shares purchased upon the exercise of the option; (iii) the method for satisfaction of any tax withholding obligation arising in connection with the option or such shares, including by the withholding or delivery of shares of stock, (iv) the timing, terms and conditions of the exercisability of the option or the vesting of any shares acquired upon the exercise thereof, including the grants of options on an immediately exercisable basis subject to repurchase restrictions in favor of us, (v) the time of the expiration of the option, (vi) the effect of the optionee's termination of service with us on any of the foregoing, and (vii) all other terms, conditions and restrictions applicable to the option or such shares not inconsistent with the terms of the 2013 Plan;
- Approve one or more forms of Option Agreement—Incentive Stock Option and Option Agreement—Nonstatutory Stock Option;
- Amend, modify, extend, cancel, renew, reprice or otherwise adjust the exercise price of, or grant a new option in substitution for, any option or to waive any restrictions or conditions applicable to any option or any shares acquired upon the exercise thereof;
- Accelerate, continue, extend or defer the exercisability of any option or the vesting of any shares acquired upon the exercise thereof, including with respect to the period following an optionee's termination of service with us;
- Prescribe, amend or rescind rules, guidelines and policies relating to the 2013 Plan, or to adopt supplements to, or alternative versions of, the 2013 Plan, including, without limitation, as the Board deems necessary or desirable to comply with the laws of, or to accommodate the tax policy or custom of, foreign jurisdictions whose citizens may be granted options; and
- Correct any defect, supply any omission or reconcile any inconsistency in the 2013 Plan or any option agreement and to make all other determinations and take such other actions with respect to the 2013 Plan or any option as the Board may deem advisable to the extent consistent with the 2013 Plan and applicable law.

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Our Employees and Directors, and consultants to the us, and any parent corporation, or subsidiary are eligible to receive nonstatutory stock options and other stock-based awards under the 2013 Plan. Only our employees, and any parent corporation or subsidiary, are eligible to receive incentive stock options under the 2013 Plan.

Incentive stock options may not be priced at less than 100% of the fair market value of our Common Stock on the date of grant (110% of fair market value in the case of individuals holding 10% or more of our Common Stock). Except as otherwise determined by the Board, in the case of nonstatutory options, the exercise price may not be less than 100% of the fair market value on the date of grant in accordance with applicable law. The fair market value of our Common Stock on October 27, 2016, was \$1.88, based on the closing sale price of our Common Stock as reported by The Nasdaq Capital Market on that date. The 2013 Plan provides that stock options and similar awards may be issued with exercise periods of up to 10 years (except that no Incentive Stock Option granted to 10% owners of the our common stock shall be exercisable after the expiration of five years after the effective date of grant of such option).

Payment of the exercise price of options under the 2013 Plan may be made in the form of: (1) cash, check or cash equivalent; (2) by tender to us, or attestation to ownership, of shares of common stock owned by the optionee having a fair market value not less than the exercise price; (3) such other consideration as may be approved by the Board to the extent applicable by law; (4) or any combination thereof, as determined by the Board of Directors.

In the event of termination of employment or consulting relationship for any reason other than disability or death, the award recipient may exercise his or her vested options within 90 days of the date of such termination. In the event of termination as a result of disability, the award recipient may exercise his or her vested options within one year following the date of such termination but in any event no later than the date of expiration of the option's term. In the event of death, the award recipient's estate may exercise his or her vested options within one year following the date of death. Upon the occurrence of a "Change in Control" (as defined in the 2013 Plan), the Board may, at its sole discretion, accelerate the vesting and exercisability of outstanding options.

The Board has discretion to grant other stock-based awards, provided, however, that no such awards may be made unless the terms of the 2013 Plan and the awards are in compliance with Section 409A of the Code.

Transfers of awards may not be made other than by will or by the laws of descent and distribution. During the lifetime of a participant, an award may be exercised only by the participant to whom the award is granted.

### *Federal Income Tax Consequences*

The following is a summary of the principal U.S. federal income tax consequences generally applicable to awards under the 2013 Plan. This summary does not purport to consider all of the possible U.S. federal tax consequences of the awards and is not intended to reflect the particular tax position of any award recipient. This summary is based upon the U.S. federal tax laws and regulations now in effect and as currently interpreted and does not take into account possible changes in such tax laws or such interpretations, any of which may be applied retroactively. Award recipients are strongly advised to consult their own tax advisors for additional information.

*Grant of an Option* The grant of an option is not expected to result in any taxable income for the recipient as of the date of the grant, except that in the event non-statutory options are granted with an exercise price lower than the then-current fair market value of the Common Stock, the difference between the exercise price and the then-current fair market value may be treated as deferred compensation income recognized as of the date the non-statutory options are granted.

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*Exercise of Incentive Stock Option* The holder of an incentive stock option generally will have no taxable income upon exercising the option (except that a tax liability may arise pursuant to the alternative minimum tax), and the Company will not be entitled to a tax deduction.

*Exercise of Nonqualified Stock Option* Generally, subject to Code Section 409A, upon exercising a nonqualified stock option, the award recipient must recognize ordinary income equal to the excess of the fair market value of the shares of Common Stock acquired on the date of exercise over the exercise price. The income will be treated as compensation income subject to payroll and withholding tax obligations. The Company would be entitled to a compensation deduction in the amount of income recognized by the award recipient.

*Disposition of Shares Acquired Through an Option* The tax consequence to a holder of an option upon a disposition of shares acquired through the exercise of an option will depend on how long the shares have been held and upon whether such shares were acquired by exercising an incentive stock option or by exercising a nonqualified stock option.

Generally, the disposition of shares which were acquired by exercise of an incentive stock option will be taxable as long-term capital gain or loss if the award recipient disposes of the shares more than two years after the option was granted and at least one year after exercising the option. If the award recipient fails to satisfy the holding period requirements for treatment as an incentive stock option, a disposition will result in any gain being treated as compensation income subject to ordinary tax rates. If the award recipient is still an employee of the Company at the time of the disposition, the amount of gain treated as compensation will also be subject to payroll and withholding taxes.

If an award recipient disposes of shares acquired through the exercise of a nonqualified option, any gain or loss will be treated as a capital gain or loss. To the extent such shares have been held for at least one year after exercise of the nonqualified option, the gain or loss will be treated as long-term capital gain or loss.

Generally, there will be no tax consequence to us in connection with the disposition of shares acquired under an option, except that we may be entitled to a tax deduction in the case of the disposition of shares acquired under an incentive stock option before the applicable incentive stock option holding periods set forth in the Code have been satisfied.

The grant by the Board of other stock-based awards may have varying tax consequences to award recipients. Grants made pursuant to the 2013 Plan may be subject to Code Section 409A and plan administration may have to conform to Code Section 409A. Failure to comply with Code Section 409A, if applicable, will result in acceleration of income and imposition of penalties and interest to award recipients.

*Application of Section 16 of the Securities Exchange Act of 1934* Special rules may apply in the case of individuals subject to Section 16 of the Securities Exchange Act of 1934, as amended. In particular, unless a special election is made pursuant to the Code, shares received pursuant to the exercise of a stock option may be treated as restricted as to transferability and subject to a substantial risk of forfeiture for a period of up to six months after the date of exercise. Accordingly, the amount of any ordinary income recognized, and the amount of our tax deduction, are determined as of the end of such period.

*Delivery of Shares to Satisfy Tax Obligation* Under the 2013 Plan, participants may deliver shares of Common Stock (either shares received upon the receipt or exercise of the award or shares previously owned by the holder of the option) to us to satisfy federal and state tax obligations unless the Board provides to the contrary in the award agreement.

**Vote Required**

The affirmative vote of a majority of the shares of common stock present or represented by proxy and entitled to vote at the annual meeting will be required to amend our 2013 Plan. Abstentions will be counted toward the tabulation of votes cast on this proposal and will have the same effect as negative votes. Broker non-votes will have no effect on this proposal as brokers or other nominees are not entitled to vote on such proposal in the absence of voting instructions from the beneficial owner.

**Board Recommendation**

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE TO AMEND OUR 2013 PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED TO BE ISSUED PURSUANT TO THE 2013 PLAN TO 7,700,000 SHARES.**

**SECURITY OWNERSHIP OF CERTAIN  
BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the beneficial ownership of our common stock as of October 28, 2016 by:

- our named executive officers;
- each of our directors;
- all of our current directors and executive officers as a group; and
- each stockholder known by us to own beneficially more than five percent of our common stock.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and includes voting or investment power with respect to the securities. Shares of common stock that may be acquired by an individual or group within 60 days of October 28, 2016, pursuant to the exercise of options or warrants, are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table. Percentage of ownership is based on 59,271,566 shares of common stock outstanding on October 28, 2016.

Except as indicated in footnotes to this table, we believe that the stockholders named in this table have sole voting and investment power with respect to all shares of common stock shown to be beneficially owned by them, based on information provided to us by such stockholders. Unless otherwise indicated, the address for each director and executive officer listed is: c/o ContraVir Pharmaceuticals, Inc., 399 Thornall Street, First Floor, Edison, New Jersey 08837.

<u>Beneficial Owner</u>	<u>Number of Shares Beneficially Owned</u>	<u>Shares of common stock issuable upon exercise of stock options</u>	<u>Percentage of Common Stock Beneficially Owned</u>
<b>Directors and Executive Officers</b>			
James Sapirstein	13,000	883,334	1.5
Theresa Matkovits	—	16,667	*
John Sullivan-Bolyai	21,000	45,000	*
Gary S. Jacob	32,935	692,500	1.2
John Brancaccio	2,015	122,938	*
Timothy Block	—	102,292	*
Arnold Lippa	—	15,000	*
Thomas Adams	—	—	—
All current executive officers and directors as a group (10 persons)	68,950	1,877,731	3.3
<b>5% or Greater Stockholders</b>			
Gabriele M. Cerrone(1)	4,436,104	60,000	7.6

(1) Consists of 78,146 shares of common stock held by Mr. Cerrone and 4,357,958 shares of common stock held by Panetta Partners, Ltd. Mr. Cerrone is a director of Panetta Partners, Ltd. and in such capacity only exercises voting and dispositive control over securities owned by Panetta.

\* Represents beneficial ownership of less than 1%.

## EXECUTIVE COMPENSATION AND OTHER INFORMATION

### Information about Executive Officers

The following table sets forth certain information about our executive officers as of October 28, 2016:

Name	Age	Present Position with ContraVir Pharmaceuticals, Inc.
James Sapirstein	55	Chief Executive Officer and Director
John Cavan	58	Chief Financial Officer
John Sullivan-Bolyai	68	Chief Medical Officer
Dr. Robert T. Foster	58	Chief Scientific Officer
Theresa Matkovits	49	Senior Vice President

Mr. Sapirstein's biography is listed under Proposal 1—Election of Directors.

**John Cavan** has served as our Chief Financial Officer since April 1, 2016. From January 2016 to April 2016, Mr. Cavan served in the capacity of Interim CFO. Prior to joining ContraVir, Mr. Cavan was a consultant with The Pine Hill Group from February 2012 to March 2016 where he was instrumental in completing multiple strategic and financial transactions, including initial public offerings, business combinations and strategic transactions. Prior to his role with the Pine Hill Group, from June 2006 - February 2012, he served as Chief Accounting Officer at Stemline Therapeutics, Inc. and as Vice President and Chief Accounting Officer at Aegerion Pharmaceuticals, Inc. where he was instrumental in the company's initial public offering, through which Aegerion achieved a \$2 billion market capitalization. He has also held financial positions within the healthcare industry at AlgoRx Pharmaceuticals, Inc. and Alpha. Mr. Cavan served in a variety of financial and operational positions early in his career during tenures with large multinational public companies, including Sony, American Express, International Specialty Products (an Ashland Company) and Nestlé U.S.A. Mr. Cavan currently serves on the Board of Directors of Vantage Health Systems.

**John Sullivan-Bolyai** has served as our Chief Medical Officer since January 19, 2015. From August 2014 until January 2015, Dr. Sullivan-Bolyai was the Executive Director of Infectious Disease clinical research at Merck & Co. Inc. where he oversaw multiple HCV protocols in all three phases of clinical development. From June 2007 until August 2014, he was the Vice-President of Clinical Research at Idenix Pharmaceuticals Inc. where he managed all medical aspects of the HIV and HCV programs. Additionally, he was responsible for the transition of Idenix's clinical team to Merck, which acquired Idenix. Prior to joining Idenix, Dr. Sullivan-Bolyai worked at Anadys Pharmaceuticals on hepatitis C and at Valeant Pharmaceuticals International on Valeant's nucleotide prodrug for the treatment of chronic hepatitis B infection. Previously, he held various medical and operations positions at Biomeasure and Serono Laboratories in Massachusetts, working on coagulation, immunomodulatory, endocrine, and gastrointestinal compounds. He began his career with Hoffmann-La Roche where he worked on a variety of compounds for the treatment of bacterial infections, HCV and HIV. Dr. Sullivan-Bolyai received an MD, MPH from the University of Washington in Seattle. He completed his infectious diseases fellowship training at the Children's Orthopedic Hospital and Medical Center, Seattle, WA, followed by academic positions at UCLA and the University of Illinois.

**Dr. Robert T. Foster** has served as our Chief Scientific Officer since June 10, 2016. Prior to ContraVir, he was Chief Executive Officer and Founder of Ciclofilin Pharmaceuticals Inc. from January 2014 until it merged with ContraVir on June 10, 2016. Prior to Ciclofilin Pharmaceuticals, he founded Isotechnika Pharma Inc. in 1993, where he was Chairman and Chief Executive Officer for 21 years. Dr. Foster was founding Chief Executive Officer and later, Chief Scientific Officer of Aurinia Pharmaceuticals, Inc., after Isotechnika acquired Aurinia. Dr. Foster is currently a Board member of Transcriptome Sciences Inc.

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**Dr. Theresa Matkovits** has served as our Senior Vice President—Drug Development since May, 2015. Theresa Matkovits, Ph.D., brings over 20+ years global drug development, commercialization, and leadership experience to ContraVir. Prior to joining ContraVir, from 2013 - 2015, Dr. Matkovits was with NPS Pharmaceuticals leading the integration of two commercial assets acquired from Takeda into NPS and leading the global development efforts for Natpara. From 2010 to 2013 Dr. Matkovits was Vice President, Innovation Leader for The Medicines Company leading the development efforts for ORBACTIVE. From 2007 to 2010 Dr. Matkovits spent 13 years with Novartis, taking on leadership roles in global development and U.S. medical affairs for the general medicine portfolio. Dr. Matkovits started her career at the Roche Institute of Molecular Biology and Organon where she held positions in clinical development in the Women's Health area. Dr. Matkovits earned her Ph.D. in Biochemistry and Molecular Biology from the University of Medicine and Dentistry of NJ and completed her undergraduate studies at Alfred University.

### Executive Compensation

Prior to February 18, 2014, we were a majority-owned subsidiary of Synergy. Our Compensation Committee is currently reviewing all aspects of compensation and intends to adopt an appropriate structure for our executive compensation arrangements. As of the date hereof, the Compensation Committee has not reviewed our executive compensation arrangements and the specifics of our compensation programs and policies have not yet been determined.

### Summary Compensation Table

The following table contains compensation information for our prior Chief Executive Officer and certain other executives who were the most highly compensated executive officers for the fiscal years ended June 30, 2016 and 2015.

<u>Name &amp; Principal Position</u>	<u>Year</u>	<u>Salary</u>	<u>Bonus(1)(2)</u>	<u>Options granted(3)</u>	<u>Non-equity incentive plan compensation(1)(4)</u>	<u>Total</u>
James Sapirstein, Pharm.D. Chief Executive Officer	2016	\$ 370,595	\$ 51,042	\$ —	\$ 175,000	\$ 596,637
	2015	\$ 350,000	\$ 53,940	\$ 927,684	\$ 175,000	\$ 1,506,624
John Sullivan-Bolyai, M.D. Chief Medical Officer	2016	\$ 320,000	\$ —	\$ 13,963	\$ —	\$ 333,963
	2015	\$ 150,359	\$ —	\$ 252,603	\$ —	\$ 402,962
Theresa Matkovits, Ph.D.(5) Senior Vice President	2016	\$ 250,000	\$ —	\$ 23,754	\$ —	\$ 273,754
	2015	\$ 25,000	\$ —	\$ 126,444	\$ —	\$ 151,444

- (1) Bonus and non-equity incentive compensation amounts are for performance during the fiscal year ended June 30, 2016, as applicable, whether or not paid in the year the compensation was earned.
- (2) Represents cash incentive payments in excess of such named executive officer's target bonus, paid at the discretion of our Board of Directors in July 2016 for performance in 2016.
- (3) Represents the grant date fair value of option awards granted in 2016 in accordance with ASC Topic 718, or ASC 718. Our named executive officers will only realize compensation to the extent the fair value of our common stock is greater than the exercise price of such stock options. For information regarding assumptions underlying the valuation of equity awards, see Note 10 of the Financial Statements in our Annual Report on Form 10-K for the fiscal year ended June 30, 2016.
- (4) Represents cash incentive payments earned based upon the achievement of corporate objectives established by our Board of Directors for performance in 2016.
- (5) Dr. Matkovits joined the Company as Vice president—Drug Development on May 26, 2015.

[Table of Contents](#)**Employment Agreements**

On January 13, 2015, we entered into an executive agreement with John Sullivan-Bolyai, M.D., MPH, effective January 19, 2015, under which he serves as Chief Medical Officer of the Company. Pursuant to the terms of his employment agreement, Dr. Sullivan-Bolyai receives an annual salary of \$320,000. He also received 135,000 options with an exercise price of \$2.56 which vest over three years. He is eligible to receive a cash bonus of up to 25% of his base salary upon achievement of performance milestones. If Dr. Sullivan-Bolyai's employment is terminated without cause or for good reason (as defined in his employment agreement), he will be entitled to receive a severance payment equal to base salary for nine months from date of termination in addition to any earned but unpaid salary and bonus.

Effective March 19, 2014, we entered into an executive agreement with James Sapirstein, under which he serves as the Company's Chief Executive Officer. Pursuant to the terms of his employment agreement, Mr. Sapirstein received an initial annual salary of \$350,000, which was increased to \$370,000, effective July 1, 2016. He also received 1,000,000 options with an exercise price of \$2.31 which vest over four years. He is eligible to receive a cash bonus of up to 50% of his base salary upon achievement of performance milestones. Mr. Sapirstein is also eligible to receive a realization bonus equal to \$2,000,000 in either cash or registered common stock or a combination thereof as mutually agreed by Mr. Sapirstein and us, in the event that during the term of the agreement, for a period of 90 consecutive trading days, the market price of our common stock is \$6.25 or more and the value of the common stock daily trading volume is \$625,000 or more. If Mr. Sapirstein's employment is terminated without cause or for good reason (as defined in his employment agreement), he will be entitled to receive a severance payment equal to base salary for twelve months from date of termination in addition to any earned but unpaid salary and bonus and payment of the cost of medical insurance for a period of twelve months following termination.

**Outstanding Equity Awards as of June 30, 2016**

Name	Number of Securities Underlying Unexercised Options (#)		Option Exercise Price (\$)	Option Expiration Date
	Exercisable	Unexercisable		
James Sapirstein, Chief Executive Officer	500,000	500,000	2.31	3/19/2024
	166,667	333,333	1.50	12/3/2024
	50,000	100,000	3.60	6/4/2025
		500,000	0.99	6/13/2026
John Sullivan-Bolyai, Chief Medical Officer	45,000	90,000	2.56	1/19/2025
	—	20,000	0.99	6/13/2026
Theresa Matkovits, Senior Vice President	16,667	33,333	3.83	5/26/2025
	—	10,000	0.95	2/1/2026
	—	25,000	0.99	6/13/2026

**CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS***Master Services Agreement*

We are a party to a Master Services Agreement dated June 19, 2014 with Clinical Supplies Management, Inc., or CSM, pursuant to which CSM provides us with pharmaceutical and clinical supply management services in support of our clinical research programs. James Sapirstein, our CEO, is a director of CSM which is a private company. For the fiscal year ended June 30, 2016 and 2015, we paid CSM \$550,243 and \$509,532 respectively.

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*Consulting Agreement*

On June 1, 2016, we entered into a consulting agreement with Gabriele Cerrone, a principal stockholder of the Company, pursuant to which we pay Mr. Cerrone \$120,000 per year. The term of the consulting agreement is from June 1, 2016 to June 1, 2019. In addition, Mr. Cerrone was granted options to purchase 360,000 shares of common stock with an exercise price equal to \$0.94 which options vest at the rate of 10,000 per month over 3 years. For the fiscal year ended June 30, 2016 we paid Mr. Cerrone \$10,000.

*Sponsored Research Agreement*

On May 29, 2015, we entered into a Sponsored Research Agreement with Baruch S. Blumberg Institute, or Blumberg Institute, pursuant to which we are sponsoring research by investigators affiliated with the Blumberg Institute with respect to CMX157. Dr. Timothy Block, a director of our company, is President of the Blumberg Institute. For the fiscal years ended June 30, 2016 and 2015, we paid the Blumberg Institute \$127,500 and \$2,000, respectively.

**OTHER MATTERS**

ContraVir has no knowledge of any other matters that may come before the Annual Meeting and does not intend to present any other matters. However, if any other matters shall properly come before the meeting or any adjournment, the persons soliciting proxies will have the discretion to vote as they see fit unless directed otherwise.

We will bear the cost of soliciting proxies in the accompanying form. In addition to the use of the mails, proxies may also be solicited by our directors, officers or other employees, personally or by telephone, facsimile or email, none of whom will be compensated separately for these solicitation activities.

If you do not plan to attend the Annual Meeting, in order that your shares may be represented and in order to assure the required quorum, please sign, date and return your proxy promptly. In the event you are able to attend the Annual Meeting, at your request, ContraVir will cancel your previously submitted proxy.

**DELIVERY OF PROXY MATERIALS**

The Company may satisfy SEC rules regarding delivery of proxy materials, including the proxy statement, annual report and Notice, by delivering a single Notice and, if applicable, a single set of proxy materials to an address shared by two or more Company stockholders. This delivery method can result in meaningful cost savings for the Company. In order to take advantage of this opportunity, the Company may deliver only one Notice and, if applicable, a single set of proxy materials to multiple stockholders who share an address, unless contrary instructions are received prior to the mailing date. Similarly, if you share an address with another stockholder and have received multiple copies of our Notice and/or other proxy materials, you may write or call us at the address and phone number below to request delivery of a single copy of the Notice and, if applicable, other proxy materials in the future. We undertake to deliver promptly upon written or oral request a separate copy of the Notice and, if applicable, other proxy materials, as requested, to a stockholder at a shared address to which a single copy of the Notice and/or other proxy materials was delivered. If you hold stock as a record stockholder and prefer to receive separate copies of a Notice and, if applicable, other proxy materials either now or in the future, please contact the Company's Investor Relations department at 399 Thomall Street, First Floor, Edison, New Jersey 08837 or by telephone at (732) 902-4000. If your stock is held through a brokerage firm or bank and you prefer to receive separate copies of a Notice and, if applicable, other proxy materials either now or in the future, please contact your brokerage firm or bank.

**EACH STOCKHOLDER IS URGED TO COMPLETE, DATE, SIGN AND PROMPTLY RETURN THE ENCLOSED PROXY.**

By Order of the Board of Directors

/s/ GARY S. JACOB

\_\_\_\_\_  
Gary S. Jacob  
*Chairman*

Edison, New Jersey  
October 28, 2016

**CONTRAVIR PHARMACEUTICALS, INC.**

**AMENDMENT TO 2013 EQUITY INCENTIVE STOCK OPTION PLAN**

4. Stock Reserved for the Plan.

Subject to adjustment as provided in Section 8 hereof, a total of 7,700,000 shares of the Company's common stock, par value \$0.0001 per share (the "*Stock*"), shall be subject to the Plan. The shares of Stock subject to the Plan shall consist of unissued shares, treasury shares or previously issued shares held by any Subsidiary of the Company, and such number of shares of Stock shall be and is hereby reserved for such purpose. Any of such shares of Stock that may remain unissued and that are not subject to outstanding Options at the termination of the Plan shall cease to be reserved for the purposes of the Plan, but until termination of the Plan the Company shall at all times reserve a sufficient number of shares of Stock to meet the requirements of the Plan. Should any Option or award of Restricted Stock expire or be canceled prior to its exercise or vesting in full or should the number of shares of Stock to be delivered upon the exercise or vesting in full of an Option or award of Restricted Stock be reduced for any reason, the shares of Stock theretofore subject to such Option or Restricted Stock may be subject to future Options or Restricted Stock under the Plan, except where such reissuance is inconsistent with the provisions of Section 162(m) of the Code where qualification as performance-based compensation under Section 162(m) of the Code is intended.

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CONTRAVIR PHARMACEUTICALS, INC.

**PROXY FOR ANNUAL MEETING TO BE HELD ON DECEMBER 14, 2016  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints, James Sapirstein and John Cavan, and each of them, as proxies, each with full power of substitution, to represent and to vote all the shares of common stock of ContraVir Pharmaceuticals, Inc. (the "Company"), which the undersigned would be entitled to vote, at the Company's Annual Meeting of Stockholders to be held on December 14 2016 and at any adjournments or postponements thereof, subject to the directions indicated on this Proxy Card.

In their discretion, the proxy is authorized to vote upon any other matter that may properly come before the meeting or any adjournments or postponements thereof.

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE SPECIFICATIONS MADE, BUT IF NO CHOICES ARE INDICATED, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE PROPOSALS LISTED ON THE REVERSE SIDE.

This proxy is governed by the laws of the State of Delaware.

IMPORTANT—This Proxy must be signed and dated on the reverse side.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on December 14, 2016 at 12:00 p.m. local time at the Company's offices located at 399 Thornall Street, First Floor, Edison, New Jersey 08873. The proxy statement and 2016 annual report to stockholders on Form 10-K are available at [www.pstvote.com/contravir2016](http://www.pstvote.com/contravir2016).**

**THIS IS YOUR PROXY  
YOUR VOTE IS IMPORTANT!**

Dear Stockholder:

We cordially invite you to attend the Annual Meeting of Stockholders of ContraVir Pharmaceuticals, Inc. to be held at ContraVir's offices located at 399 Thornall Street, First Floor, Edison, New Jersey 08873, on December 14, 2016, beginning at 12:00 p.m. local time.

Please read the proxy statement which describes the proposals and presents other important information, and complete, sign and return your proxy promptly in the enclosed envelope.

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” EACH OF THE FOLLOWING PROPOSALS**

1. Election of six directors.

Gary S. Jacob

**FOR ALL NOMINEES**

James Sapirstein

**WITHHOLD AUTHORITY FOR ALL NOMINEES**

John P. Brancaccio

**FOR ALL EXCEPT**

Timothy Block

**INSTRUCTION:** To withhold authority to vote for any individual nominee(s), mark “**FOR ALL EXCEPT**” and, in the list to the left, strike a line through the name of the nominee for whom you wish to withhold your vote.

Arnold Lippa

Thomas Adams

2. To ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2017.

FOR

AGAINST

ABSTAIN

3. To approve an amendment to the Company’s 2013 Equity Incentive Plan (the “Plan”) to increase the number of shares of common stock authorized to be issued pursuant to the Plan from 6,500,000 to 7,700,000.

FOR

AGAINST

ABSTAIN

Important: Please sign exactly as name appears on this proxy. When signing as attorney, executor, trustee, guardian, corporate officer, etc., please indicate full title.

Dated: \_\_\_\_\_, 2016

Signature

\_\_\_\_\_

Name  
(printed)

\_\_\_\_\_

Title

\_\_\_\_\_

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## VOTING INSTRUCTIONS

You may vote your proxy in the following ways:

**1. VIA INTERNET:**

Login to [www.pstvote.com/contravir2016](http://www.pstvote.com/contravir2016)  
Enter your control number (12 digit number located below)

**2. VIA MAIL:**

Philadelphia Stock Transfer, Inc.  
2320 Haverford Rd., Suite 230  
Ardmore, PA 19003

**CONTROL NUMBER:**

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