TYME TECHNOLOGIES, INC.

FORM DEF 14A
(Proxy Statement (definitive))

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Sector Healthcare
Fiscal Year 03/31
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

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

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

Tyme Technologies, Inc.
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):
☒ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

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

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials.

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

You are cordially invited to attend our 2019 Annual Meeting of Stockholders on Thursday, August 22, 2019 at 11:00 a.m. (Eastern Time), at the Sheraton Mahwah Hotel, 1 International Boulevard, Route 17 North, Mahwah, New Jersey 07495.

All Tyme Technologies, Inc. stockholders of record at the close of business on July 1, 2019 are welcome to attend the Annual Meeting, but it is important that your shares are represented at the Annual Meeting regardless of whether you plan to attend. To ensure that you will be represented, we ask you to vote in advance by mail. If you attend the meeting, you may revoke your proxy, if you wish, and vote personally. Because the representation of stockholders at the Annual Meeting is very important, we thank you in advance for your participation.

Sincerely,

Steve Hoffman
Chief Executive Officer
Tyme Technologies, Inc.
17 State Street – 7th Floor
New York, NY 10004

Notice of Annual Meeting of Stockholders

Thursday August 22, 2019 at 11:00 a.m. Eastern Time
Sheraton Mahwah Hotel
1 International Boulevard, Route 17 North
Mahwah, New Jersey 07495

The principal business of the Annual Meeting will be to:

1. Elect three Class II directors for a three-year term;
2. Ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2020; and
3. Transact any other business as may properly come before the meeting or any adjournment or postponement thereof.

You can vote at the Annual Meeting in person or by proxy if you were a stockholder of record at the close of business on July 1, 2019. You may revoke your proxy at any time prior to its exercise at the Annual Meeting.

By Order of the Board of Directors,

James Biehl
Chief Legal Officer

New York, NY
July 16, 2019

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on August 22, 2019:
TABLE OF CONTENTS

LETTER FROM THE CHAIRMAN 1

Forward-Looking Statements/Disclosure Notice 2

QUESTIONS AND ANSWERS 4

Why am I receiving these materials? 4
What is included in these materials? 4
What is the purpose of the Annual Meeting? 4
How does the Board of Directors recommend I vote on these proposals? 4
Who is entitled to vote at the Annual Meeting? 4
What is the difference between holding shares as a stockholder of record and as a beneficial owner? 4
How can I vote my shares? 5
If I submit a proxy, how will it be voted? 5
Can I change my vote or revoke my proxy? 5
Can I attend the Annual Meeting? 6
What constitutes a quorum at the Annual Meeting? 6
What is the voting requirement to approve each of the proposals? 6
Who pays for the cost of this proxy solicitation? 7
Where can I find the voting results of the Annual Meeting? 7
How do I submit a stockholder proposal for consideration at next year’s annual meeting of stockholders? 7
How do I recommend a director nominee? 7

PROPOSAL NO. 1 ELECTION OF DIRECTORS 9

Gerald H. Sokol 9
Tommy G. Thompson 10
Timothy C. Tyson 10
David Carberry 11
Douglas A. Michels 11
Paul L. Sturman 11
Donald W. DeGolyer 12
Steve Hoffman 12

EXECUTIVE OFFICERS 13

James Biehl 13
Dr. Giuseppe Del Priore 13
Dr. Jonathan Eckard 13
Barbara C. Galaini 14
Michele Korfin 14
Ben R. Taylor 14

CORPORATE GOVERNANCE 15

Code of Ethics 15
Leadership; Director Independence 15
Risk Oversight 15
Communications with Directors 16
Director Nominations 16
Policies and Procedures for Related Person Transactions 16
# Table of Contents

- **Board of Directors Meetings and Committees**
  - Audit Committee  17
  - Compensation Committee  17
  - Nominating and Corporate Governance Committee  18
- **DIRECTOR COMPENSATION**  19
  - Director Compensation Table  20
  - Outstanding Equity Awards for Non-Employee Directors as of March 31, 2019  21
- **OWNERSHIP OF COMMON STOCK**  22
  - Security Ownership of Certain Beneficial Owners and Management  22
- **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**  24
- **EXECUTIVE COMPENSATION OVERVIEW**  25
  - Objectives of our Compensation Program  25
    - General  25
  - The Role of the Board, the Compensation Committee and Management  25
  - Compensation Consultant Role in Executive Compensation  26
  - Elements of Compensation  26
  - Limits on Hedging and Pledging  29
  - Tax Considerations  29
  - Consideration of Advisory Vote on Executive Compensation  29
    - Use of External Data  30
- **EXECUTIVE COMPENSATION**  31
  - Summary Compensation Table  31
  - Outstanding Equity Awards as of March 31, 2019  32
    - Option Exercises and Stock Vested During the Fiscal Year Ended March 31, 2019  32
  - Employment Agreements  32
- **EQUITY COMPENSATION PLAN INFORMATION**  35
  - CERTAIN RELATIONSHIPS AND RELATED-PARTY AND OTHER TRANSACTIONS**  36
- **AUDIT COMMITTEE REPORT**  37
  - PROPOSAL NO. 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**  38
  - Household of Proxy Materials  39
  - Availability of Annual Report on Form 10-K  39
  - Other Business  39
Dear Stockholders:

July 16, 2019

For nearly a decade, we have been laying the groundwork to execute on TYME’s strategy of investing in the science of cancer metabolism-based therapies (CMBTs™) to create disease-altering medicines for patients with metastatic cancers. To date, TYME has demonstrated the potential to effectively treat at least 15 different cancer types without the high levels of toxicity typically seen in chemotherapies. Our vision has always been to develop drugs that allow patients to maintain a high quality of life while also successfully treating their cancer. We believe this strategy maximizes benefits for patients and generates short- and long-term value for all stakeholders.

By all measures, fiscal year 2019 was an extraordinary year for TYME, as we released meaningful new clinical data in pancreatic and prostate cancers at major medical meetings in the US and Europe; published our first human study in a highly regarded peer-reviewed journal; commenced an investigator-initiated Phase II study of SM-88 in patients with Ewing’s sarcoma and other high-risk sarcomas; advanced our plans to start pivotal trials to begin paving the way for our first market entry in advanced pancreatic cancer; partnered with one of the world’s leading pancreatic cancer organizations; expanded our patent portfolio as well as our pipeline of cancer metabolism-based assets across multiple tumor types.

We believe our science is unique, our approach is transformational, and our clinical results speak for themselves. Our TYME-88-Panc study, which started out as a dose-optimization study, has become so much more. As a result, the findings from this Phase II trial will guide us in future clinical trial designs for years to come, including our own pivotal study and pivotal trials initiated by our partners.

More recently, on July 4, 2019, important clinical outcomes from the TYME-88-Panc study were presented to healthcare providers from all over the world at the European Society of Medical Oncology (ESMO) 21st World Congress on Gastrointestinal Cancer. The updated results from the ongoing multicenter open-label Phase II study, based on information available as of April 25, 2019, demonstrated encouraging overall survival rates in this poor prognosis population of pancreatic cancer patients, as well as encouraging new data on efficacy indicators.

Importantly, the updated results of the TYME-88-Panc study presented at ESMO validate SM-88’s well-tolerated safety profile, with only 4% of patients (2 of 49) having serious adverse events that were considered to be at least possibly related to SM-88—these safety results are extraordinary for any cancer study. To date, SM-88 has demonstrated a favorable safety profile in 15 different tumor types, including solid tumors and hematologic tumors, across four separate studies, and approximately 200 patients.

Compelled by these promising results, we plan to initiate a randomized pivotal trial for the use of our lead candidate SM-88 in patients with third-line pancreatic cancer in the third quarter of this calendar year. Additionally, working in close partnership with the largest pancreatic cancer advocate in the world, the Pancreatic Cancer Action Network, we are on track to initiate the Precision Promise SM pivotal study using SM-88 as the first experimental therapy in patients with second-line pancreatic cancer later this year.

During fiscal 2019, TYME published the results of its SM-88 first human study, including data from the trial’s initiation in January 2012 through September 2017. This study was designed to evaluate the safety and tolerability of SM-88 in patients with advanced metastatic cancers. Amazingly, encouraging clinical benefits started to emerge for patients across 15 different tumor types, including patients from our compassionate use program. This study was published in the peer-reviewed journal Investigational New Drugs.

This was a TYME-sponsored, open-label, single-center first in human study of 30 patients with metastatic cancers who had failed or refused all available therapeutic options. SM-88 was used with low doses of melanin.
melanotan 2, phenytoin, and sirolimus. Based on results from the study, clinical researchers observed that patients reached a median overall survival of 29.8 months and 13 months of progression free survival without additional therapy. 33% of patients (10/30) achieved RECIST complete response and partial response with median time to best response of greater than 3 months. 57% of patients (17/30) achieved RECIST stable disease with a median duration of 11 months. Remarkably, this oral treatment regimen demonstrated a very favorable safety profile and was well tolerated.

The extraordinary outcomes from this single study were responsible for launching multiple trials with SM-88 in pancreatic, sarcoma and prostate cancers. At TYME, these results continue to inspire us to seek to maximize the future clinical potential of SM-88, and other CMBTs, across a broad range of cancers, including breast, hematologic and brain cancers.

Beyond SM-88, we expanded our pipeline with the addition of a new pre-clinical development candidate, TYME-18. TYME-18 is an investigational CMBT designed for intra-tumoral injection to increase the permeability of cancer cells. The direct delivery of TYME-18 to the tumor target, in contrast to conventional systemic therapies, aims to localize the effect of our CMBT to the tumor, while limiting systemic effects and minimizing damage to healthy tissues. TYME-18, like SM-88, was designed to target a physiological result of the Warburg Effect – the acidic tumor microenvironment – and has demonstrated potent responses with a well-tolerated safety profile within a pre-clinical cancer model. We plan to advance the development of TYME-18 in solid tumors and to provide details of an IND-enabling program later this year.

We continue to be encouraged by the way that our investigational medicines are demonstrating great promise for patients with metastatic cancers. There is no greater gift than the impact of life-enhancing medicines that offer patients new hope and the way they think of their future.

We recognize that the success of our stakeholders is inextricably linked to making a meaningful difference in the lives of patients worldwide with metastatic cancers, and to changing the way they are treated with better, safer medicines in areas of unmet medical need. Toward that end, we believe that the promise of our science and potential of our expanding pipeline of CMBTs has never been stronger and the opportunity for TYME to change the course of cancer care for patients who desperately need new treatment options has never been greater than it is today.

Steve Hoffman
Chairman of the Board and CEO

Forward-Looking Statements/Disclosure Notice

In addition to historical information, this document contains forward-looking statements under the Private Securities Litigation Reform Act that involve substantial risks and uncertainties. Such forward-looking statements within this press release include, without limitation, statements regarding our drug candidate SM-88 and its clinical potential and non-toxic safety profiles, our drug development plans and strategies, ongoing and planned clinical trials, preliminary data results and the therapeutic design and mechanisms of our drug candidates; and readers can identify forward-looking statements by sentences or passages involving the use of terms such “believes,” “expects,” “hopes,” “may,” “will,” “plan,” “intends,” “estimates,” “could,” “should,” “would,” “continue,” “seeks,” or “anticipates,” and similar words (including their use in the negative) or by discussions of future matters such as the development and potential commercialization of our lead drug candidate and of other new products, expected releases of interim or final data from our clinical trials, possible collaborations, the timing, scope and objectives of our ongoing and planned clinical trials and other statements that are not historical. The forward-looking statements contained in this document are based on management’s current expectations, which are subject to uncertainty, risks and changes in circumstances that are difficult to predict and many of which are outside of TYME’s control. These statements involve known and unknown risks,
uncertainties and other factors which may cause the TYME’s actual results, performance or achievements to be materially different from any historical results and future results, performances or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, that the information is of a preliminary nature and may be subject to change; uncertainties inherent in research and development, including the ability to achieve clinical study start and completion dates; the possibility of unfavorable study results, including unfavorable new clinical data and additional analyses of existing data; risks associated with early, initial data, including the risk that the final Phase II data may differ from prior study data or preliminary Phase II data; final results of additional clinical trials that may be different from the preliminary data analysis and may not support further clinical development; that past reported data are not necessarily predictive of future patient or clinical data outcomes; whether and when any applications or other submissions for SM-88 may be filed with regulatory authorities; whether and when regulatory authorities may approve any applications or submissions; decisions by regulatory authorities regarding labeling and other matters that could affect commercial availability of SM-88; competitive developments; and the factors described in the section captioned “Risk Factors” of TYME’s Annual Report on Form 10-K for fiscal year ended March 31, 2019, filed with the U.S. Securities and Exchange Commission on June 12, 2019, as well as subsequent reports we file from time to time with the U.S. Securities and Exchange Commission (available at www.sec.gov).

The information contained in this document is as of its date and TYME assumes no obligation to update forward-looking statements contained in this document as a result of future events or developments.
Why am I receiving these materials?

The Board of Directors (the “Board”) of Tyme Technologies, Inc., a Delaware corporation (“Tyme,” or the “Company”), is making these Proxy Materials (defined below) available to you in connection with the solicitation of proxies for use at our 2019 Annual Meeting of Stockholders (the “Annual Meeting”), or at any adjournment or postponement of the Annual Meeting. These Proxy Materials are first being mailed to stockholders on or about July 18, 2019 to furnish information relating to the business to be transacted at the Annual Meeting. The Annual Meeting will occur on August 22, 2019 at 11:00 a.m. (Eastern Time), at the Sheraton Mahwah Hotel, 1 International Boulevard, Route 17 North, Mahwah, New Jersey 07495.

What is included in these materials?

These materials include the Notice of Annual Meeting of Stockholders, this proxy statement for the Annual Meeting (this “Proxy Statement”), our Annual Report on Form 10-K for the fiscal year ended March 31, 2019 (our “2019 Form 10-K”) and proxy card (collectively, the “Proxy Materials”). These materials will also be available online at http://www.cstproxy.com/tymeinc/2019.

What is the purpose of the Annual Meeting?

For stockholders to vote on the following proposals:

1. To elect Gerald H. Sokol, Tommy G. Thompson and Timothy C. Tyson as Class II directors, each for a three-year term;
2. To ratify the appointment of Grant Thornton LLP (“GT”) as our independent registered public accounting firm for the fiscal year ending March 31, 2020; and
3. To transact any other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

How does the Board of Directors recommend I vote on these proposals?

The Board recommends that you vote:

• “FOR” the election of Gerald H. Sokol, Tommy G. Thompson and Timothy C. Tyson as Class II directors; and
• “FOR” the ratification of the appointment of GT as our independent registered public accounting firm for the fiscal year ending March 31, 2020.

Who is entitled to vote at the Annual Meeting?

Holders of our common stock as of the close of business on July 1, 2019, the record date, may vote at the Annual Meeting. As of the record date, there were 111,950,937 shares of our common stock, par value $0.0001 per share (the “Common Stock”), outstanding. Each share of Common Stock is entitled to one vote.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered directly in your name with our transfer agent, Continental Stock and Transfer and Trust Company, you are considered the stockholder of record with respect to those shares, and the Proxy Materials were sent directly to you. As a stockholder of record, you may vote your shares in person at the Annual Meeting or by proxy as described below.
If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the “beneficial owner” of shares held in street name. The Proxy Materials were forwarded to you by your broker, bank or other nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your bank, broker or other nominee on how to vote your shares by following their instructions for voting.

How can I vote my shares?

If you are a stockholder of record, you may vote:

• **By Mail**. You may vote by filling out the proxy card and returning it in the envelope provided.

• **In Person**. You may vote in person at the Annual Meeting. You must request a ballot when you arrive.

If you are a beneficial owner of shares held in street name, you should have received from your bank, broker or other nominee instructions on how to vote or instruct the broker to vote your shares, which are generally contained in a “vote instruction form” or notice card sent by the broker, bank or other nominee. Please follow their instructions carefully. Beneficial owners generally may vote:

• **By Mail**. You may vote by proxy by filling out the voting instruction form and returning it in the envelope provided to you by your broker, bank or other nominee.

• **In Person**. If you wish to vote in person, you must obtain a legal proxy from the organization that holds your shares. Please contact that organization for instructions on how to obtain a legal proxy to you from your broker, bank or other nominee. You must then present this proxy and request a ballot when you arrive.

If you received more than one set of Proxy Materials, then you hold shares of Tyme Common Stock in more than one account. You should vote by mail or in person for all shares held in each of your accounts.

If I submit a proxy, how will it be voted?

When proxies are properly signed, dated and returned, the shares represented by the proxies will be voted in accordance with the instructions of the stockholder. If no specific instructions are given, you give authority to James Biehl and/or Ben R. Taylor to vote the shares in accordance with the recommendations of our Board as described above. If any director nominee is not able to serve, proxies will be voted in favor of the other nominees and may be voted for a substitute nominee, unless our Board chooses to reduce the number of directors serving on our Board. If any matters not described in this Proxy Statement are properly presented at the Annual Meeting, then the proxy holders will use their own judgment to determine how to vote the shares. If the Annual Meeting is adjourned, the proxy holders can vote your shares on the new meeting date as well, unless you have revoked your proxy.

Can I change my vote or revoke my proxy?

Yes. If you are a stockholder of record, you can change your vote or revoke your proxy before it is exercised by:

• Written notice to our Corporate Secretary;

• Timely delivery of a valid, later-dated proxy; or

• Voting in person at the Annual Meeting.

If you are a beneficial owner of shares held in street name, you should follow the instructions of your bank, broker or other nominee to change or revoke your voting instructions. You may also vote in person at the Annual Meeting if you obtain a legal proxy as described above.
Can I attend the Annual Meeting?

You are invited to attend the Annual Meeting if you are a registered stockholder or a beneficial owner as of the record date or if you hold a valid proxy for the Annual Meeting. To enter the Annual Meeting, you must be prepared to present photo identification acceptable to us, such as a valid driver’s license or passport. In addition, if you are a beneficial owner, you will need to provide proof of beneficial ownership on the record date, such as an account statement showing your ownership on the record date, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership.

What constitutes a quorum at the Annual Meeting?

The presence, in person or by proxy, of the holders of a majority in voting power of the shares of our Common Stock issued and outstanding and entitled to vote at the Annual Meeting must be present or represented to conduct business at the Annual Meeting. You will be considered part of the quorum if you return a signed and dated proxy card or if you attend the Annual Meeting.

Abstentions and withhold votes are counted as “shares present” at the Annual Meeting for purposes of determining whether a quorum exists. Proxies submitted by banks, brokers or other holders of record holding shares for you as a beneficial owner that do not indicate a vote for some or all of the proposals because that holder does not have voting authority and has not received voting instructions from you (so-called “broker non-votes”) are also considered “shares present” for purposes of determining whether a quorum exists. If you are a beneficial owner, these holders are permitted to vote your shares on the ratification of the appointment of our independent registered public accounting firm, even if they do not receive voting instructions from you.

What is the voting requirement to approve each of the proposals?

The following table summarizes the vote threshold required for approval of each item of business to be transacted at the Annual Meeting, provided that there is a quorum. In addition, the table shows the effect on the outcome of the vote of: (i) abstentions (or, in the case of Proposal 1, withhold votes); (ii) uninstructed shares held by brokers (which result in broker non-votes when a beneficial owner of shares held in “street name” does not provide voting instructions and, as a result, the nominee is prohibited from voting those shares on certain proposals); and (iii) signed but unmarked proxy cards.

<table>
<thead>
<tr>
<th>Proposal</th>
<th>Vote Required for Approval</th>
<th>Effect of Abstentions/Withhold Votes (1)</th>
<th>Uninstructed Shares/Effect of Broker Non-Votes (1)</th>
<th>Signed but Unmarked Proxy Cards (2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Election of Directors</td>
<td>Plurality of Votes Cast</td>
<td>No effect</td>
<td>Not voted / no effect</td>
<td>Voted “For” each nominee</td>
</tr>
<tr>
<td>2. Ratification of appointment of independent registered public accounting firm</td>
<td>Majority of shares present in person or represented by proxy and entitled to vote thereon</td>
<td>Same effect as a vote “Against”</td>
<td>Discretionary vote by broker</td>
<td>Voted “For”</td>
</tr>
</tbody>
</table>

(1) Abstentions and broker non-votes are included for purposes of determining whether a quorum is present, however, abstentions are considered “entitled to vote” whereas broker non-votes are not.

(2) If you sign and return your proxy card properly, but do not provide instructions on your proxy card as to how to vote your shares, your shares will be voted as shown in this column and in accordance with the judgment of the individuals named as proxies on the proxy card as to any other matter properly brought before the Annual Meeting.

Under the rules of the NASDAQ Stock Market (“Nasdaq”), without voting instructions from beneficial owners, brokers will have discretion to vote on the ratification of the appointment of the independent registered public accounting firm but not on the other proposals. Therefore, for your voice to be heard, it is important that you vote.
Table of Contents

Who pays for the cost of this proxy solicitation?

We will pay all the costs of preparing, mailing and soliciting the proxies. We will ask brokers, banks, voting trustees and other nominees and fiduciaries to forward the proxy materials to the beneficial owners of our Common Stock and to obtain the authority to execute proxies. We will reimburse them for their reasonable expenses upon request. In addition to mailing proxy materials, our directors, officers and employees may solicit proxies in person, by telephone or otherwise. These individuals will not be specially compensated.

Where can I find the voting results of the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting. We also will disclose voting results on a Current Report on Form 8-K that we will file with the Securities and Exchange Commission (“SEC”), within four business days after the Annual Meeting.

How do I submit a stockholder proposal for consideration at next year’s annual meeting of stockholders?

For a proposal to be included in our proxy statement for the 2020 annual meeting of stockholders, you must submit it no later than March 20, 2020. Your proposal must be in writing and comply with the proxy rules of the SEC. You should send your proposal to: Tyme Technologies, Inc., 17 State Street – 7th Floor, New York, NY 10004, Attention: Corporate Secretary.

You also may submit a proposal that you do not want included in the proxy statement but that you want to raise at the 2020 annual meeting of stockholders. We must receive this type of proposal in writing on or after April 24, 2020, but no later than May 24, 2020.

As detailed in our Amended and Restated By-laws (our “By-Laws”), to bring a proposal other than the nomination of a director before an annual meeting of stockholders, your notice of proposal must include: (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the text of the proposal or business (including the exact text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the By-Laws, the exact text of the proposed amendment), (iii) a description of any material interest of such stockholder or such beneficial owner and the respective affiliates and associates of, or others acting in concert with, such stockholder or such beneficial owner in such business, (iv) any other information relating to such stockholder and such beneficial owner, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the proposal and pursuant to and in accordance with Regulation 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and (v) the other information described in Article II, Section 9(b) of our By-Laws.

How do I recommend a director nominee?

If you wish to nominate an individual for election as director at the 2020 annual meeting of stockholders, we must receive your written nomination on or after April 24, 2020, but no later than May 24, 2020. You should send your nomination proposal to Tyme Technologies, Inc., 17 State Street – 7th Floor, New York, NY 10004, Attention: Corporate Secretary.

As detailed in our By-Laws, for a nomination to be properly brought before an annual meeting, your notice of nomination must include: (i) the name, age, business address and, if known, residence address of each proposed nominee, (ii) the principal occupation or employment of each such nominee, (iii) the class and number of shares of Tyme Common Stock that are, directly or indirectly, owned, beneficially or of record, by each nominee, (iv) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships between or among (x) the stockholder, the beneficial owner, if any, on whose behalf the nomination is being made and the respective affiliates of, or others acting in concert with, such stockholder and such beneficial owner, on the one
hand, and (y) each proposed nominee, and his or her respective affiliates and associates, or others acting in concert with such nominee(s) on the other hand, including all information that would be required to be disclosed pursuant to Item 404 of Regulation S-K if the stockholder making the nomination and any beneficial owner on whose behalf the nomination is made or any affiliate or associate thereof or person acting in concert therewith were the registrant for purposes of such Item 404 and the proposed nominee were a director or executive officer of such registrant, (v) such other information concerning each nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14A under the Exchange Act or applicable law, (vi) the written consent of the nominee to serve as a director if elected, and (vii) the other information as specified in Article II, Section 10(b) of our By-Laws, including in regards of the proposing stockholder and the beneficial owner, if any, on whose behalf the nomination is made.
PROPOSAL NO. 1
ELECTION OF DIRECTORS

Our Amended and Restated Certificate of Incorporation, as amended (our “Certificate of Incorporation”), and By-Laws provide that the number of directors to hold office at any time may be determined from time to time by resolution of our Board. Our Board has set the size of the Board at eight members. Our Board is divided into three classes, designated as Class I, Class II and Class III. Upon the expiration of the initial term of office for each class of directors, each director in that class will be elected for a three-year term and serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal.

The table below sets forth information with respect to our directors as of July 1, 2019:

<table>
<thead>
<tr>
<th>Name</th>
<th>Age</th>
<th>Date Elected to our Board of Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Class II Directors</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gerald H. Sokol</td>
<td>76</td>
<td>March 10, 2015</td>
</tr>
<tr>
<td>Tommy G. Thompson</td>
<td>77</td>
<td>February 5, 2018*</td>
</tr>
<tr>
<td>Timothy C. Tyson</td>
<td>67</td>
<td>March 10, 2015</td>
</tr>
<tr>
<td><strong>Class III Directors</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>David Carberry</td>
<td>66</td>
<td>March 30, 2017</td>
</tr>
<tr>
<td>Douglas A. Michels</td>
<td>62</td>
<td>October 1, 2018</td>
</tr>
<tr>
<td>Paul L. Sturman</td>
<td>58</td>
<td>March 2, 2017</td>
</tr>
<tr>
<td><strong>Class I Directors</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Donald W. DeGolyer</td>
<td>58</td>
<td>May 24, 2018</td>
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<td>Steve Hoffman</td>
<td>56</td>
<td>March 5, 2015**</td>
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* Mr. Thompson previously served as a special advisor to our Board and before that served as a member of our Board.
** Mr. Hoffman served as a director of Tyme, Inc. (our subsidiary) since its formation on July 26, 2013 and has served as director of the Company since the completion of the merger on March 5, 2015 among us, our wholly-owned subsidiary formed for the purposes of completing the merger, Tyme, Inc. and certain other parties.

The terms of our three Class II directors expire at the 2019 Annual Meeting. Upon the recommendation of our Nominating and Corporate Governance Committee and after consideration by the full Board, our Board has nominated Dr. Sokol and Messrs. Thompson and Tyson for re-election as Class II directors. Biographical information for each director and director nominee is contained below. If elected at the Annual Meeting, each of these nominees will serve for a three-year term expiring at the 2022 annual meeting of stockholders and until his successor has been duly elected and qualified or until his earlier death, resignation or removal. Dr. Sokol and Messrs. Thompson and Tyson have agreed to serve if elected, and we have no reason to believe that any of the nominees will be unable to serve. If a nominee is not able to serve, proxies will be voted in favor of the other nominees and may be voted for a substitute nominee, unless our Board chooses to reduce the number of directors serving on our Board. Unless otherwise instructed, the proxy holders will vote the proxies received by them “FOR” the election of Dr. Sokol and Messrs. Thompson and Tyson as Class II directors.

The following is a brief biographical summary of the experience of our directors and director nominees:

Nominees for election at our 2019 Annual Meeting with terms expiring at the 2019 Annual Meeting.

Gerald H. Sokol, MD, MSc, FCP has been a member of our Board since March 2015. Dr. Sokol attained his medical degree from Indiana University’s Combined Degree Program in Experimental Medicine together with a Master’s Degree in Pharmacology. He interned in medicine at Temple University and attended the U.S. Public Health Service Hospital in affiliation with the National Cancer Institute, Johns Hopkins and the University of Maryland completing training in internal medicine. He then completed training at the Massachusetts General
Hospital, Harvard Medical School in Radiation Oncology, Medical Oncology and Clinical Pharmacology, attaining Board Certifications in Internal Medicine, Medical Oncology, Radiation Oncology, Clinical Pharmacology, and later Quality Assurance and Utilization Review. He also is certified in Skin Cancer Medicine from the University of Queensland. Dr. Sokol has been Chief of Radiation Oncology at the University of South Florida’s Tampa General Hospital and has built or contributed to building over ten cancer centers. He is a board member and partner of Florida Cancer Specialists and Research Institute. Dr. Sokol is a decorated retired Captain in the US Navy and served as a Commanding Officer at the Uniformed Services University. Dr. Sokol currently holds professorships in Medicine and Pharmacology at that institution. While maintaining a medical practice, Dr. Sokol served on the review staff of the FDA for over 27 years as a senior regulatory scientist and officer, composing over 300 white papers, IND and NDA reviews and opinion papers. Dr. Sokol has authored or coauthored over 100 books, book chapters, abstracts and papers on a multitude of clinical issues. He is a lifetime fellow and board member of the American Cancer Society and a fellow of the American College of Clinical Pharmacology.

Our Board believes that Dr. Sokol’s strategic insight and extensive experience in drug approval and development, and knowledge as a physician, allow him to make valuable contributions to the Board.

**Tommy G. Thompson** currently is the Chairman and Chief Executive Officer of Thompson Holdings, a private company, and former United States Health and Human Services Secretary and four-term Governor of Wisconsin. Governor Thompson, through his work at Thompson Holdings, continues to develop innovative solutions to the health care challenges facing American families, businesses, communities, states and the nation as a whole. These efforts focus on improving the use of information technology in hospitals, clinics and doctors’ offices; promoting healthier lifestyles; strengthening and modernizing Medicare and Medicaid; and expanding the use of medical diplomacy around the world. From 2005 until 2009, Governor Thompson served as a senior advisor at the consulting firm Deloitte LLP and was the founding independent chairman of the Deloitte Center for Health Solutions, which researches and develops solutions to some of our nation’s most pressing health care and public health related challenges. From 2005 to early 2012, Governor Thompson served as a senior partner at the law firm of Akin, Gump, Strauss, Hauer, & Feld LLP. Governor Thompson served as Chairman of the Board of Directors of Logistics Health, Inc. from January 2011 to May 2011, and served as President from February 2005 to January 2011. He currently serves as the Chairman of the Board of Directors of Physicians Realty Trust and TherapeuticsMD, Inc. and serves as a director of Centene Corporation and United Therapeutics Corporation. Mr. Thompson also previously served on the board of C.R. Bard, Inc. from 2005 to 2017 and Cytori Therapeutics, Inc. from 2011 to 2016.

Our Board believes that Mr. Thompson’s significant experience in the healthcare field, as well as his extensive experience in public service and as a director on public and private boards, allow him to make valuable contributions to the Board.

**Timothy C. Tyson** has been a member of our Board since March 2015. Mr. Tyson is currently Chairman and CEO of TriRx Pharmaceutical Services, LLC and Chairman at Icagen Inc. He served as Chairman and CEO of Avara Pharmaceutical Services from May 2015 to October 2018. He served as Chief Executive Officer and Executive Chairman of Aptuit from 2008 to 2012 and non-executive Chairman from 2012 to 2016. Mr. Tyson served as the Chief Executive Officer of Valeant Pharmaceuticals International (formerly, ICN Pharmaceuticals Inc.) from January 1, 2005 to February 1, 2008. He served as President of Valeant Pharmaceuticals International from November 2002 to February 1, 2008 and served as its Chief Operating Officer from November 2002 to December 2004. He served as President of Global Manufacturing and Supply for GlaxoSmithKline plc. from June 1998 to November 2002. From 1997 to 1998, Mr. Tyson served as GlaxoSmithKline’s Vice President and General Manager of Business Operations. During his 14-year tenure at GlaxoSmithKline, he served in a variety of roles with broad international and domestic responsibilities, including significant management experience running two divisions: Glaxo Dermatology and Cerenex Pharmaceuticals. He was responsible for managing all sales and marketing for the U.S. operations, where he launched over 30 new products. Prior to his tenure at GlaxoSmithKline, Mr. Tyson served in a number of executive positions at Bristol-Myers Company in Operations.
and Research and Development. Before his tenure at Bristol-Myers, he served as a Manufacturing Manager for Procter & Gamble. He served as an Officer in the United States Army from 1974 to 1979 and spent 14 years in the United States Army Reserves. He has been Independent Non-Executive Chairman of Icagen, formerly Caldera Pharmaceuticals, since April 1, 2014 and has been a director since October 2013. He served or serves as Director for: the Pharmaceutical Research and Manufacturing Association; BICOM; the Chief Executive Officer Roundtable for the University of California at Irvine; the Dean’s Executive Forum at Cal State Fullerton; the Health Sector Advisory Board at Duke University; the Leadership Forum of the International Society of Pharmaceutical Engineers and as a visiting lecturer at Cambridge University. He served as a Director of Valeant Pharmaceuticals International from 2004 to February 1, 2008. In 2002, Mr. Tyson received a Bicentennial Leadership Award from the United States Military Academy at West Point and was named 2007 Alumnus of the Year at Jacksonville State University. Mr. Tyson received a Master in Business Administration and Master in Public Administration from Jacksonville State University in 1979 and 1976, respectively. He is also a 1974 graduate of the United States Military Academy at West Point.

Our Board believes that Mr. Tyson’s significant operational and senior management experience in the pharmaceutical industry, as well as his extensive experience as a director on public and private boards, allow him to make valuable contributions to the Board.

Directors continuing in office with terms expiring in 2020.

David Carberry has been a member of our Board since March 2017. Mr. Carberry is a retired healthcare financial executive with over 40 years of experience in the industry. Most recently, from April 2012 to June 2016, Mr. Carberry was the Chief Financial Officer of Excellis Health Solutions, LLC, a consulting and software solutions company focused on the healthcare industry. Before that, Mr. Carberry was Chief Financial Officer of Aldagen, a biopharmaceutical company, from 2008 to 2011. Mr. Carberry also served in a number of financial oversight roles within Johnson & Johnson and related divisions between 1981 and 2008, including Vice President, Finance of Independence Technology L.L.C., Johnson & Johnson/Merck Consumer Pharmaceuticals, a joint venture, and Vice President, Finance of Johnson Health Care Systems, Inc., a healthcare account management and business services provider.

Our Board believes that Mr. Carberry’s deep understanding of large pharma and healthcare finance, research and development, strategy and operations enable him to make valuable contributions to the Board.

Douglas A. Michels has been a member of our Board since October 2018. Mr. Michels is the former President and Chief Executive Officer of OraSure Technologies, Inc., beginning in June 2004 and retiring in March 2018. Mr. Michels brings considerable expertise and executive leadership skills in the having nearly thirty years of experience in pharmaceutical industry having spent time with OraSure Technologies, Inc., Johnson & Johnson and Abbott Laboratories. In February 2010, Mr. Michels was appointed to the Presidential Advisory Council on HIV/AIDS. He previously served on the Board of the National Blood Foundation, the Board of the National Committee for Quality Health Care and the Coalition to Protect America’s Health Care. Mr. Michels is currently a director of West Pharmaceutical Services, Inc. (NYSE: WST), where he serves on the audit committee and as the chairman of the compensation committee, and is also a trustee for St. Luke’s University Hospital in Bethlehem, Pennsylvania. Mr. Michels served as a trustee of the Health Network and Miller-Keystone Blood Center, also in Bethlehem, Pennsylvania, until April 2019.

Our Board believes that Mr. Michels’s significant operational and senior management experience in the pharmaceutical industry, as well as his experience as a director on public and private boards, allow him to make valuable contributions to the Board.

Paul L. Sturman has been a member of our Board since March 2017. Mr. Sturman has worked in the healthcare industry in a variety of leadership positions. Mr. Sturman worked at Pfizer from January 2009 to September 2014 where he ran the Global Consumer Healthcare division, one of the largest over-the-counter
healthcare products companies in the world. He also previously served at Johnson & Johnson from January 2007 to December 2008 as President of its North American Consumer Health division as well as numerous leadership roles in marketing, brand, and sales management with Warner Lambert. Since September of 2017, Mr. Sturman has served as Chief Executive Officer of Nature’s Bounty Co., a nutritional science products company. Mr. Sturman also briefly served as President and CEO of NJOY, Inc. (“NJOY”) from January 2015 to July 2016. On September 16, 2016, NJOY filed a voluntary petition under Chapter 11 of the U.S. Bankruptcy Code in U.S. Bankruptcy Court in Delaware. He was a member of the Board of Trustees of the Foundation for Morristown Medical Center from December 2012 to December 2017, which works to advance healthcare for patients by preserving and expanding programs and services in patient care, clinical research, medical and public health education, and preventive medicine.

Our Board believes that Mr. Sturman’s extensive experience in the pharmaceutical and consumer healthcare businesses, including his extensive experience in senior management, marketing, operations and strategy allow him to make significant contributions to the Board.

Directors continuing in office with terms expiring in 2021.

**Donald W. DeGolyer** has been a member of our Board since May 2018. Mr. DeGolyer is the founder, chief executive officer, and a director of Vertice Pharma, LLC, a specialty pharmaceuticals company focused on improving patients’ health, and has served in that role since 2015. He is also a director and member of the compensation committee of HLS Therapeutics Inc. (TSXV: HLS), a specialty pharmaceutical company listed on the TSX Exchange in Canada. Mr. DeGolyer has over 30 years of experience in the pharmaceuticals industry. He was previously the Chief Operating Officer of Endo Pharmaceuticals from 2013 to 2015 where he built a fast growing specialty pharmaceuticals business. He also served as President and CEO of Sandoz North America from 2010 to 2013 as it became the one of the largest generics companies in the world. Mr. DeGolyer began his career at Pfizer, Johnson & Johnson and then Novartis, progressing through various roles of increasing responsibility.

Our Board believes that Mr. DeGolyer’s significant experience in the pharmaceuticals industry and experience in founding and growing businesses allow him to make valuable contributions to the Board.

**Steve Hoffman** has been Chief Executive Officer of our wholly-owned subsidiary, Tyme, Inc., since its formation in July 2013, and a manager of our wholly-owned subsidiary, Luminant Biosciences, LLC, since its formation in September 2011. In such roles and continuing with his current position as Chief Executive Officer and Chief Science Officer of the Company, which commenced in March 2015, he supervises the development of our product candidates. He has held a variety of senior management positions with companies in the chemistry, aerospace and laser optics fields for over 25 years. Prior to the establishment of Luminant, Mr. Hoffman was a co-founder and, from 1993 to 2007, Chief Technology Officer of Mikronite Technologies Group Inc., a developer, licensor and marketer of material surfacing technologies for various manufacturing processes and applications. At Mikronite, Mr. Hoffman supervised its implementation of proprietary technology. His efforts on behalf of Mikronite were recognized by The Home Depot and Lowe’s with a Best New Product award and an Innovative Technology award from the New Jersey Manufacturers Association. Mr. Hoffman attended New York University and Rutgers University with a concentration in mechanical engineering from 1980 to 1984 and continued his studies under the direct supervision of the chairman of the physics department at the University of Michigan specializing in physics and electro-optics.

Our Board believes that Mr. Hoffman’s detailed knowledge of our Company since its founding and extensive executive experience in technology and science prior to joining Tyme provide a unique critical contribution of skills to the Board.

The Board of Directors recommends a vote “FOR” the election of Dr. Sokol and Messrs. Thompson and Tyson as Class II directors.
The following is a brief biographical summary of the experience of our executive officers:

**James Biehl** has served as the Chief Legal Officer of Tyme since September 2018. Mr. Biehl served as a member of our Board from March 2017 to September 2018. Prior to joining the Company, Mr. Biehl had been a partner at the law firm of Drinker Biddle & Reath LLP since 1998 in the Corporate and Securities Group. As a corporate lawyer with over 25 years of experience representing public and private companies with structuring, negotiating and managing sophisticated securities and corporate transactional matters, he has extensive experience with federal and state securities laws, public debt and equity financings, mergers and acquisitions, corporate venture transactions, joint ventures and strategic alliances, emerging company formation and management, and corporate governance matters. Mr. Biehl’s industry experience includes representing big pharma, healthcare systems, healthcare consulting firms, consumer products, and medical device companies.

**Dr. Giuseppe Del Priore** has been Chief Medical Officer since November 2015. Before joining the Company, he served as founding National Director of Gynecologic Oncology at the Cancer Treatment Centers of America (CTCA) from October 2013 to July 2015 and as its Southeastern Regional Director from October 2013 to November 2015. Dr. Del Priore also served on our Advisory Board from April 2015 to November 2015. Prior to CTCA, from January 2010 to December 2013, Dr. Del Priore was a tenured Distinguished Professor and Director of Gynecologic Oncology at the Indiana University School of Medicine in Indianapolis, where he directed its gynecologic oncology fellowship program and continued to teach for years later. He previously also served as Director of Gynecologic Oncology at New York University Downtown Hospital, Montefiore Medical Center, and Bellevue Hospital in New York City, as well as Assistant Director of Gynecologic Oncology at New York University School of Medicine. Dr. Del Priore earned his Doctor of Medicine with Distinction in Research from State University of New York Downstate Medical Center in Brooklyn and was valedictorian of his medical school class. He studied at The City University of New York’s Brooklyn College in a combined Bachelor of Arts/Doctor of Medicine Program, earning both degrees in seven years. Dr. Del Priore graduated magna cum laude with a Bachelor of Arts in Philosophy. He received his Master of Public Health in Biostatistics and Epidemiology from the University of Illinois at Chicago and completed other training at Northwestern University, Memorial Sloan Kettering, and the University of Rochester. U.S. News and World Report, Castle-Connely, and others named Dr. Del Priore one of its “Best Doctors” multiple times. He is an active researcher and prolific writer. He has authored and published more than 200 papers, book chapters and abstracts and written three books. He has served on several committees and organizations, including appointments at the Society of Gynecologic Oncologists and the Gynecologic Oncology Group, a National Cancer Institute Cooperative Group. He is also an examiner for the American Osteopathic Association Board of Obstetrics and Gynecology, Gyn Oncology subspecialty section.

**Dr. Jonathan Eckard** has been the Chief Business Officer of Tyme since March 2019. Prior to that appointment, Dr. Eckard, served as the Chief Scientific Affairs Officer since August 2017. Dr. Eckard has
worked in the biotechnology sector and has over ten years of financial experience following the biotechnology equity capital markets, bringing to Tyme both important industry insights and an understanding of the healthcare equity markets. He was previously Chief Business and Strategy Officer of SELLAS Life Sciences, Ltd., a Bermuda-based late stage biopharmaceutical company focused on the development of novel cancer immunotherapies and therapeutics ("SELLAS"). Prior to his employment at SELLAS, Dr. Eckard worked at Barclays plc from March 2015 to October 2016, where he was a director and senior biotechnology analyst. Prior to that, Dr. Eckard covered small- and mid-cap companies in the biotechnology and specialty pharmaceutical sectors as an equity research analyst at Citigroup Inc. from July 2012 to March 2015, Leerink Partners LLC from April 2007 to June 2012 and HSBC Holdings plc from July 2005 to February 2007. Dr. Eckard has received multiple accolades over the course of his career, including Institutional Investor’s “Best Up-and Comer” and “Rising Star.” Prior to Dr. Eckard’s career in finance, Dr. Eckard conducted oncology research and taught at The New York University School of Medicine (“NYU Med”). Dr. Eckard earned his PhD in toxicology and carcinogenesis in 2005 and a master’s degree in toxicology in 2000 from NYU Med and a bachelor of science in biochemistry from Ohio University in 1996.

**Barbara Galaini** has served as the Principal Accounting Officer of Tyme since August 2018 and the Company’s Corporate Controller since April 2018. Before joining the Company, Ms. Galaini was the Chief Accounting Officer of the Americas for Avolon Holdings, a global aircraft leasing company from April 4, 2017 to April 4, 2018. Prior to that she was employed at CIT Bank for more than 25 years in various financial roles, including segment Chief Financial Officer and most recently as Senior Vice President and Controller of the Transportation Finance unit since 2009. Ms. Galaini has extensive experience in structured finance and leasing transactions, acquisition and divestitures and finance integration.

**Michele Korfin** has served as the Chief Operating Officer of Tyme since March 2019. She previously served as the Chief Commercial Officer beginning in October 2018. Ms. Korfin has over 20 years of experience in oncology, focused on drug development, product launches, oncology marketing strategy, commercial sales, market access and government affairs. Before joining the Company, from April 2016 to July 2018, Ms. Korfin was the Vice President of Market Access at Kite Pharma, where she oversaw the market access strategy, including payer relations, reimbursement and government affairs for Yescarta®, the first approved CAR-T therapy in lymphoma. Prior to joining Kite, from 2004 to March 2016, Ms. Korfin spent more than a decade at Celgene in a variety of key strategic and operational roles, including head of the oncology sales force and overseeing the global development programs for REVLIMID® in Lymphoma and Chronic Lymphocytic Leukemia (“CLL”). While leading the global development programs for REVLIMID® in Lymphoma and CLL, Ms. Korfin focused on bridging pre-clinical science, translational medicine, clinical development and oversaw the path to successful regulatory approvals. She is also on the board of trustees of BioNJ, an organization that represents the biotechnology industry for New Jersey.

**Ben R. Taylor** has been President and Chief Financial Officer since April 2017. He has 20 years of life sciences experience in investment banking and emerging growth companies. He joined Tyme from Barclays Capital Inc., where he had been the Head of Commercial Pharma since February 2016. Before Barclays, Mr. Taylor spent ten years at Goldman, Sachs & Co. in various positions of increasing responsibility, most recently as Head of Emerging Pharma from August 2013 to February 2016 and Co-Head of Chinese and Southeast Asian Healthcare from January 2012 to July 2013. Mr. Taylor has extensive experience in pharmaceutical business models, financing and strategic transactions, with a focus on developmental and midcap biopharma. In addition to investment banking, he also spent two years at a medical diagnostic start-up, leading its finance and business development functions.
CORPORATE GOVERNANCE

Code of Ethics

We have a Code of Business Conduct and Ethics (the “Code of Ethics”) that applies to our Chief Executive Officer, Chief Financial Officer, and all other employees. The purpose of the Code of Ethics is to provide written standards that are reasonably designed to promote: honest and ethical conduct; full, fair, accurate, timely and understandable disclosure in reports and documents filed with the SEC and other public communications by the Company; compliance with applicable governmental laws, rules and regulations; prompt internal reporting of violations of the Code of Ethics; accountability for adherence to the Code of Ethics; and to deter wrongdoing. The Code of Ethics is available on our website at www.tymeinc.com. We intend to post on our website any amendments to, or waivers of, any provision of the Code of Ethics to the extent applicable to our Chief Executive Officer, principal financial officer or principal accounting officer or that relates to any element of the SEC’s definition of a “code of ethics.”

Leadership: Director Independence

Our Board consists of Steve Hoffman, Donald W. DeGolyer, Dr. Gerald Sokol, Tommy G. Thompson, Timothy C. Tyson, Douglas A. Michels, David Carberry and Paul Sturman. The Board currently combines the role of Chairman and the role of Chief Executive Officer and does not have a lead independent director position. Steve Hoffman currently serves as both Chairman and Chief Executive Officer, in addition to serving as the Company’s Chief Science Officer. The Board believes this is the most efficient and effective leadership structure for the Company at this time. Mr. Hoffman is one of the Company’s largest stockholders, and owns 26,482,748 shares or 23.66% of the outstanding Common Stock as of the record date. Mr. Hoffman is the co-founder of the Company’s precursor, Tyme, Inc., and has been the Chairman of Tyme, Inc. since its formation in 2013. The Board believes that he is uniquely qualified through his experience and expertise to set the agenda for, and lead discussions of, strategic issues for the Company at the board level.

Until March 15, 2019, the Company relied on Nasdaq’s “controlled company exemption” such that the Board did not have a standing nominating committee or a committee performing similar functions. The Company no longer relies on Nasdaq’s “controlled company exemption” for any purpose and has established a Nominating and Corporate Governance Committee and a Compensation Committee composed entirely of independent directors. The Board has reviewed the independence of the directors under the applicable Nasdaq standards. Based upon this review, the Board has determined that Dr. Sokol and Messrs. DeGolyer, Thompson, Tyson, Michels, Carberry and Sturman meet the Nasdaq definition of independent and that each member of the Compensation Committee and Nominating and Corporate Governance Committee meets the heightened independence standards under Nasdaq and SEC rules.

After review of all relevant transactions or relationships between each director, or any of his family members, and the Company, our senior management and its independent registered public accounting firm, the Board has affirmatively determined that all of our directors are independent directors within the meaning of the applicable Nasdaq listing standards, as currently in effect, excluding Mr. Hoffman, who serves as an executive officer of Tyme. James Biehl, who served as a director until September 30, 2018, was also an independent director; Michael Demurjian, who served as a director and executive officer of the Company until March 15, 2019, was not considered independent.

Risk Oversight

Risk assessment and oversight are an important part of our governance and management processes. Our management is responsible for our day-to-day risk management activities. The Board oversees the implementation of risk mitigation strategies by management and encourages management to incorporate risk management into our corporate strategy and day-to-day business operations. Management evaluates strategic and
operational risks and conducts specific strategic planning and review sessions during the year that include a discussion and analysis of the risks facing us. Our Board is apprised of particular risk management matters in connection with its general oversight and approval of corporate matters and significant transactions. Our Board administers this oversight function directly through the Board as a whole, as well as through the Audit Committee. The Board believes its leadership structure is effective in fulfilling its role in the oversight of our risks.

Communications with Directors

Interested parties may communicate with our Board or with an individual director by writing to our Board or to the particular director and mailing the correspondence to: Tyme Technologies, Inc., 17 State Street – 7th Floor, New York, NY 10004, Attention: Corporate Secretary. The Corporate Secretary will promptly relay to the addressee all communications that he determines require prompt attention and will regularly provide our Board with a summary of all substantive communications.

Director Nominations

The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending qualified director candidates for election to the Board. The Board as a whole is responsible for approving nominees. The committee may solicit current directors and executives of the Company for the names of potentially qualified candidates or ask directors and executives to pursue their own business contacts for the names of potentially qualified candidates. Once potential candidates are identified, the committee reviews the backgrounds of those candidates, evaluates candidates’ independence from the Company and potential conflicts of interest (including actual or potential competition with the Company) and determines if candidates meet the qualifications desired for election as a director and makes a recommendation to the whole Board. The committee considers the diversity of directors as part of the overall mix of factors when identifying and evaluating candidates for the Board. The Company considers diversity broadly to include differences of viewpoint, professional experience, individual characteristics and qualities and skills, resulting in naturally varying perspectives among the directors and individual skills that complement the full Board. In particular, the committee seeks candidates that have a depth of experience and skills in areas relating to biopharmaceutical development, commercialization, strategy, and regulatory matters.

The committee also will consider candidates for director recommended by stockholders so long as the recommendations comply with our Certificate of Incorporation and By-Laws and applicable laws, rules and regulations, including those promulgated by the SEC. The committee will evaluate such recommendations in accordance with our Certificate of Incorporation and By-Laws, and such other criteria it deems appropriate. Stockholders wishing to recommend a candidate for nomination should comply with the procedures set forth in the section above entitled “Questions and Answers-How do I recommend a director nominee?”

Policies and Procedures for Related Person Transactions

Pursuant to its charter, our Audit Committee is responsible for reviewing and approving, as appropriate, all transactions with related persons. In reviewing and approving any such transactions, our Audit Committee considers all relevant facts and circumstances, including, but not limited to, whether the transaction is on terms comparable to those that could be obtained in an arm’s length transaction and the extent of the related person’s interest in the transaction.

Board of Directors Meetings and Committees

There were nine meetings of the Board during the fiscal year ended March 31, 2019. During fiscal year 2019, our non-management directors met four times in executive session. During the fiscal year ended March 31, 2019, each director attended at least 75% of the total number of meetings of the Board and the committees on which he served during fiscal year 2019.
While we do not maintain a formal policy regarding director attendance at annual meetings of security holders, we expect that, absent compelling circumstances, directors will attend such meetings, including the Annual Meeting. Seven of the nine directors attended the annual meeting in 2018.

Our Board has an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, each of which has the composition and responsibilities described below. Members serve on these committees for such term or terms as our Board may determine or until their earlier resignation or death. Each of these committees are governed by a written charter, which are posted on our website at www.tymeinc.com.

Messrs. Carberry, DeGolyer, Michels and Tyson serve on an informal strategic planning committee and generally target to meet with management on a quarterly basis or more frequently as appropriate. These directors assist the Board with its responsibilities for the Company’s mission, vision and strategic direction and are provided updates on the Company’s progress on various initiatives. From time to time, our Board may also establish other special committees when necessary to address specific issues.

**Audit Committee**

We have a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. Our Audit Committee consists of Messrs. Carberry, DeGolyer and Tyson, with Mr. Carberry serving as the Chair. The Audit Committee met four times during fiscal year 2019. Our Board has affirmatively determined that Messrs. Carberry, DeGolyer and Tyson each meet the definition of “independent director” for purposes of serving on an audit committee under Rule 10A-3 under the Exchange Act and the Nasdaq rules. The Board has determined that Mr. Carberry qualifies as an “audit committee financial expert,” as such term is defined in Item 407(d)(5) of Regulation S-K.

The Audit Committee is primarily responsible for selecting, retaining and overseeing the work of our independent registered public accounting firm, overseeing the audit, reviewing our annual audited and interim financial results and providing risk and compliance oversight. Among other things, this includes:

- To select, retain, compensate, oversee and terminate, if necessary, any registered public accounting firm engaged for the purpose of preparing or issuing an audit report;
- To review with management and the Company’s independent auditors: critical accounting policies and practices used in an audit, any major issues regarding accounting principles and financial statement presentation and any audit problems or difficulties;
- To review with management and the Company’s independent auditors; the adequacy and effectiveness of the Company’s financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses;
- To review and discuss with the Company’s independent auditors and management the Company’s annual audited financial statements (including the related notes); and
- To review and discuss with management the risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company’s risks and the steps management has taken to monitor, minimize and control such exposures.

**Compensation Committee**

Our Compensation Committee was established in March 2018 and consists of Messrs. Carberry, DeGolyer and Thompson, with Mr. DeGolyer serving as the Chair. The Compensation Committee met four times during fiscal year 2019. This committee oversees compensation and benefits policies and programs for the Company, including compensation of the Company’s executive officers and non-employee directors. Among other things, its duties include:

- To annually review, and recommend to the Board for approval, the corporate goals and objectives applicable to the compensation of the CEO and evaluate at least annually the CEO’s performance in light of those goals and objectives;
• To review and approve the compensation of all executive officers other than the CEO and to review, and recommend to the Board for approval, the corporate goals and objectives applicable to the compensation of all executive officers;

• To review and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans;

• To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement; and

• To oversee engagement with stockholders and proxy advisory firms on executive compensation matters.

In connection with the performance of its duties, the Compensation Committee has (i) unrestricted access to and assistance from the officers, employees and independent auditors of the Company and such resources and support from the Company as the Compensation Committee deems necessary or desirable, and (ii) the authority to employ, at the expense of the Company, such experts and professionals as the Compensation Committee deems necessary or desirable from time to time. The Compensation Committee may also delegate any of its responsibilities to a subcommittee as it may deem appropriate in its sole discretion.

**Nominating and Corporate Governance Committee**

Our Nominating and Corporate Governance Committee was established in March 2019 and consists of Messrs. Thompson, Michels and Sturman. Mr. Thompson serves as the chair. As it was recently created, the Nominating and Corporate Governance Committee did not meet during fiscal year 2019. This committee is responsible for determining the qualifications, qualities, skills, and other expertise required to be a director and to make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders. It is also responsible for periodically reviewing the Board’s committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen. Among other things, its duties include:

• To review the Company’s corporate governance practices;

• To develop and recommend corporate governance guidelines for Board approval;

• To develop a more robust process for evaluating directors before nomination for reelection; and

• To determine the overall qualifications required to be a director.
DIRECTOR COMPENSATION

The Company has adopted a director compensation policy for non-employee directors. Under the compensation policy, each of our non-employee directors is entitled to receive annual cash compensation in the amount of $50,000, to be paid on a quarterly basis, as well as stock option awards. From time to time, our non-employee directors have in the past deferred and may in the future defer the right to receive cash payable pursuant to our non-employee director compensation policy to conserve cash resources. In the future, they may elect to receive the cash award in the form of stock options also to conserve cash reserves.

On May 24, 2018, the Compensation Committee also conducted a review of the Company’s director compensation policy, in consultation with the independent compensation consulting firm Pearl Meyer & Partners, LLC (“Pearl Meyer”). The Compensation Committee’s initial findings were that the Company’s director equity compensation was meaningfully below the median of peer biotech companies. In addition, the Company did not provide additional compensation for service on Board committees, as is common among the Company’s biotech peers. In connection with the review, and upon the recommendation of the Compensation Committee, the Board approved changes to the director compensation program, such that the program now consists of the following:

- Upon an initial election of a director to the Board, each new director will receive a grant of options to purchase 100,000 shares of our Common Stock under our 2016 Stock Option Plan for Non-Employee Directors, as amended and restated May 24, 2018 (the “2016 Plan”);
- An annual grant of options to purchase 50,000 shares of Common Stock under the 2016 Plan;
- Annual cash retainer of $50,000 paid on a quarterly basis; and
- All options awarded vest in equal quarterly increments over a one-year period from the date of grant.

In May of 2018, when the foregoing director compensation program was put into place, the Board also approved one-time grants of 75,000 options to each non-employee director of the Board, except Mr. DeGolyer, which was intended to be in lieu of any past due cash or equity compensation related to prior periods.

Directors serving on a committee are also entitled to additional cash compensation as follows:

<table>
<thead>
<tr>
<th>Committee</th>
<th>Annual Cash Retainer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit</td>
<td>Chair: $15,000</td>
</tr>
<tr>
<td></td>
<td>Member: $7,500</td>
</tr>
<tr>
<td>Compensation</td>
<td>Chair: $12,500</td>
</tr>
<tr>
<td></td>
<td>Member: $6,250</td>
</tr>
<tr>
<td>Nominating and Corporate Governance</td>
<td>Chair: $8,250</td>
</tr>
<tr>
<td></td>
<td>Member: $4,125</td>
</tr>
</tbody>
</table>

See “Executive Compensation Overview” for further identification of the peer biotech companies that were considered as part of this benchmarking analysis.
The table below includes information about the compensation paid to non-employee directors with respect to the fiscal year ending March 31, 2019. Mr. Hoffman, the only Company employee on the Board, does not receive any director compensation for Board service. James Biehl, the Company’s Chief Legal Officer, received compensation for his services on the Board through September 2018, when he resigned as a director, as shown in the Summary Compensation Table further below in the “Executive Compensation” section.

<table>
<thead>
<tr>
<th>Name</th>
<th>Fees Paid or Earned in Cash ($)</th>
<th>Option Awards ($) (1)</th>
<th>All Other Compensation ($)</th>
<th>Total Compensation ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>David Carberry</td>
<td>74,896</td>
<td>213,902</td>
<td>—</td>
<td>288,798</td>
</tr>
<tr>
<td>Donald W. DeGolyer</td>
<td>62,708</td>
<td>266,111</td>
<td>—</td>
<td>328,820</td>
</tr>
<tr>
<td>Douglas A. Michels</td>
<td>25,172</td>
<td>256,718</td>
<td>—</td>
<td>281,890</td>
</tr>
<tr>
<td>Dr. Gerald Sokol</td>
<td>50,000</td>
<td>213,902</td>
<td>2,250(2)</td>
<td>266,152</td>
</tr>
<tr>
<td>Paul L. Sturman</td>
<td>53,125</td>
<td>213,902</td>
<td>—</td>
<td>267,027</td>
</tr>
<tr>
<td>Tommy G. Thompson</td>
<td>57,317</td>
<td>213,902</td>
<td>4,089(3)</td>
<td>275,308</td>
</tr>
<tr>
<td>Timothy C. Tyson</td>
<td>57,500</td>
<td>213,902</td>
<td>—</td>
<td>271,402</td>
</tr>
<tr>
<td>Michel Demurjian (4)</td>
<td>—</td>
<td>—</td>
<td>407,032</td>
<td>407,032</td>
</tr>
</tbody>
</table>

(1) This column lists the aggregate grant date fair value of options awarded to directors pursuant to the 2016 Director Plan, computed in accordance with FASB Accounting Standards Codification (ASC) Topic 718. These values have been determined based on assumptions set forth in Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K for the year-ended March 31, 2019.

(2) Dr. Sokol was paid these fees in connection with his services on the Company’s Medical Advisory Board.

(3) Mr. Thompson was reimbursed for travel expenses.

(4) Mr. Demurjian served as a board member until his resignation on March 15, 2019. Until his resignation, Mr. Demurjian was an executive officer who served as a director and did not receive additional compensation for services provided as a director. As further discussed in “Certain Relationships and Related-Party and Other Transactions,” the amounts indicated in the table above reflect severance expense paid to or earned by Mr. Demurjian in connection with his severance arrangement with the Company. Of this amount, $388,282 relates to a stock option modification expense related to the extension of the exercise period of his vested options and $18,750 relates to a single cash payment as of the fiscal year end.
Outstanding Equity Awards for Non-Employee Directors as of March 31, 2019

The following table sets forth information regarding unexercised stock options for each Director outstanding as of March 31, 2019. We have not awarded stock grants or other equity incentive awards and as such have not made any disclosures regarding such awards.

<table>
<thead>
<tr>
<th>Name</th>
<th>Number of Securities Underlying Unexercised Options Exercisable (##)</th>
<th>Number of Securities Underlying Unexercised Options Exercisable (##)</th>
<th>Option Exercise Price ($)</th>
<th>Option Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>David Carberry</td>
<td>25,000</td>
<td>—</td>
<td>2.95</td>
<td>03/28/2027</td>
</tr>
<tr>
<td></td>
<td>22,270</td>
<td>—</td>
<td>4.10</td>
<td>11/22/2019</td>
</tr>
<tr>
<td></td>
<td>75,000</td>
<td>—</td>
<td>2.90</td>
<td>05/24/2028</td>
</tr>
<tr>
<td></td>
<td>25,000</td>
<td>25,000</td>
<td>2.33</td>
<td>08/26/2028</td>
</tr>
<tr>
<td>Donald W. DeGolyer</td>
<td>75,000</td>
<td>25,000</td>
<td>2.90</td>
<td>05/24/2028</td>
</tr>
<tr>
<td></td>
<td>25,000</td>
<td>25,000</td>
<td>2.33</td>
<td>08/26/2028</td>
</tr>
<tr>
<td>Douglas A. Michels</td>
<td>36,458</td>
<td>109,375</td>
<td>2.71</td>
<td>10/01/2028</td>
</tr>
<tr>
<td>Dr. Gerald Sokol</td>
<td>25,000</td>
<td>—</td>
<td>8.75</td>
<td>05/09/2026</td>
</tr>
<tr>
<td></td>
<td>75,000</td>
<td>—</td>
<td>2.90</td>
<td>05/24/2028</td>
</tr>
<tr>
<td></td>
<td>25,000</td>
<td>25,000</td>
<td>2.33</td>
<td>08/26/2028</td>
</tr>
<tr>
<td>Paul L. Sturman</td>
<td>25,000</td>
<td>—</td>
<td>2.90</td>
<td>02/24/2027</td>
</tr>
<tr>
<td></td>
<td>14,880</td>
<td>—</td>
<td>4.10</td>
<td>11/22/2022</td>
</tr>
<tr>
<td></td>
<td>75,000</td>
<td>—</td>
<td>2.90</td>
<td>05/24/2028</td>
</tr>
<tr>
<td></td>
<td>25,000</td>
<td>25,000</td>
<td>2.33</td>
<td>08/26/2028</td>
</tr>
<tr>
<td>Tommy G. Thompson</td>
<td>25,000</td>
<td>—</td>
<td>8.75</td>
<td>05/09/2026</td>
</tr>
<tr>
<td></td>
<td>68,639</td>
<td>—</td>
<td>4.10</td>
<td>11/22/2019</td>
</tr>
<tr>
<td></td>
<td>75,000</td>
<td>—</td>
<td>2.90</td>
<td>05/24/2028</td>
</tr>
<tr>
<td></td>
<td>25,000</td>
<td>25,000</td>
<td>2.33</td>
<td>08/26/2028</td>
</tr>
<tr>
<td>Timothy C. Tyson</td>
<td>25,000</td>
<td>—</td>
<td>8.75</td>
<td>05/09/2026</td>
</tr>
<tr>
<td></td>
<td>50,958</td>
<td>—</td>
<td>4.10</td>
<td>11/22/2022</td>
</tr>
<tr>
<td></td>
<td>75,000</td>
<td>—</td>
<td>2.90</td>
<td>05/24/2028</td>
</tr>
<tr>
<td></td>
<td>25,000</td>
<td>25,000</td>
<td>2.33</td>
<td>08/26/2028</td>
</tr>
</tbody>
</table>
OWNERSHIP OF COMMON STOCK

Security Ownership of Certain Beneficial Owners and Management

As of July 1, 2019, the record date, the Company had 111,950,937 shares of Common Stock outstanding. The following tables set forth certain information regarding the ownership of shares of Tyme’s Common Stock as of the close of business on that date, by:

- each person known by Tyme to beneficially own more than 5% of the outstanding shares of each class of our stock;
- each of our directors;
- each of our Named Executive Officers (as defined under “Executive Compensation” below) who currently serve in such roles; and
- all of our directors and executive officers as a group.

Beneficial ownership data below includes stock options and warrants that are exercisable within sixty days after July 1, 2019 (“Currently Exercisable”).

The following table sets forth certain information regarding the beneficial ownership of the Common Stock for each director and Named Executive Officer for fiscal year 2019 and all directors and executive officers of the Company as a group. The number of shares beneficially owned is as of July 1, 2019.

<table>
<thead>
<tr>
<th>Name and Address of Beneficial Owner</th>
<th>Amount and Nature of Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Common Stock Owned</td>
</tr>
<tr>
<td>James Biehl (2)</td>
<td>35,150</td>
</tr>
<tr>
<td>David Carberry</td>
<td>30,000</td>
</tr>
<tr>
<td>Donald W. DeGolyer</td>
<td>—</td>
</tr>
<tr>
<td>Steve Hoffman (3)</td>
<td>26,482,748</td>
</tr>
<tr>
<td>Douglas A. Michels (4)</td>
<td>60,000</td>
</tr>
<tr>
<td>Dr. Gerald Sokol</td>
<td>5,865</td>
</tr>
<tr>
<td>Paul Sturman</td>
<td>—</td>
</tr>
<tr>
<td>Ben R. Taylor</td>
<td>10,000</td>
</tr>
<tr>
<td>Tommy G. Thompson (5)</td>
<td>105,865</td>
</tr>
<tr>
<td>Timothy C. Tyson</td>
<td>5,865</td>
</tr>
<tr>
<td>All directors and executive officers as a group (fourteen persons) (6)</td>
<td>26,753,075</td>
</tr>
</tbody>
</table>

(1) The address of each of the beneficial owners identified herein is 17 State Street – 7th Floor, New York, NY 10004.
(2) Includes 35,000 shares owned directly and 150 shares owned by Mr. Biehl’s spouse. Mr. Biehl also owns Currently Exercisable options to purchase 490,000 shares from each of Mr. Hoffman and a Tyme co-founder with an expiration date of March 2027.
(3) Includes shares of Common Stock for which this holder possesses sole voting power, but which are subject to a Currently Exercisable (non-Company) option through which a fellow executive officer, Mr. Biehl, may acquire certain shares. See footnotes 2 and 6 hereto.
(4) Mr. Michels holds his Common Stock in a joint account with his wife, sharing voting and investment power over such shares with her.
(5) Includes 5,865 shares owned directly and 100,000 shares owned by Thompson Family Investments LLC, a family-owned investment vehicle over which Mr. Thompson holds voting and investment power.
(6) Shares subject to the non-Company options described in footnotes 2 and 3 are counted once as currently owned shares, and not double-counted as Currently Exercisable options for purposes of this calculation.

The following table sets forth certain information regarding the beneficial ownership of the Common Stock as of July 1, 2019 for each person known to the Company who beneficially owns more than five percent of the Company’s outstanding Common Stock, the name and address of such beneficial owner and the percentage such shares comprise of the outstanding Common Stock, other than Mr. Hoffman, who is discussed in table directly above.

<table>
<thead>
<tr>
<th>Name and Address of Beneficial Owner</th>
<th>Common Stock Owned</th>
<th>Options Exercisable Within 60 Days of Record Date</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Christopher F. Brown (1)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>390 Park Avenue, 7th Floor</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>New York, NY 10022</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>8,226,317</td>
<td>—</td>
<td>7.35%</td>
</tr>
<tr>
<td>Michael Demurjian (2)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>157 Broad Street, Suite 304</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Red Bank, NJ 07701</td>
<td>26,510,521</td>
<td>472,222</td>
<td>24.00%</td>
</tr>
</tbody>
</table>

(1) Based on a Schedule 13G filed with the SEC on April 25, 2018 by Christopher F. Brown reflecting holdings as of November 3, 2017 and the Form 4 filed by Christopher F. Brown on April 25, 2018 reflecting holdings as of February 28, 2018 and subsequent confirmation from the beneficial owner. These securities include 1,441,692 shares owned by GEM Global Yield Fund LLC SCS and 1,070,000 shares owned by Gem Investments America LLC, each of which Mr. Brown is manager. Mr. Brown has sole voting and dispositive power over the accounts.

(2) Based on a Schedule 13G/A filed with the SEC on February 14, 2019 by Michael Demurjian, reflecting holdings as of December 31, 2018, as well as the Company’s records subsequent to that date. Mr. Demurjian’s ownership includes 490,000 shares of Common Stock for which this holder possesses sole voting power, but which are subject to a currently exercisable (non-Company) option through which a third party may acquire certain shares. As noted in footnotes 2 and 6 to the table directly above, we have not double-counted these shares as Currently Exercisable options for purposes of this calculation.
SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Based solely on (i) our review of reports submitted to us during and with respect to the year ended March 31, 2019, filed with the SEC pursuant to Section 16(a) of the Exchange Act, including any amendment thereto and (ii) written representations of our directors, executive officers and certain beneficial owners of more than 10% of our Common Stock, we believe that, with the following exceptions, all reports required to be filed under Section 16(a) of the Exchange Act, with respect to transactions in our equity securities through March 31, 2019, were filed on a timely basis, except for the sale of 6,500 shares of Common Stock by Mr. Hoffman on May 29, 2018, which was reported on June 1, 2018, and the sale of 8,382 shares of Common Stock by Mr. Demurjian on May 29, 2018, which was reported on June 1, 2018.
EXECUTIVE COMPENSATION OVERVIEW

Tyme is a “smaller reporting company” as defined by the SEC, and is therefore is not required to provide, and does not purport to provide, all of the disclosures required for a “Compensation and Discussion Analysis” as set forth in rules promulgated by the SEC. The Company is, however, providing a brief overview of its executive compensation program in order to aid its stockholders’ understanding of how its business and performance affects executive compensation decisions.

Objectives of our Compensation Program

Our compensation program has been designed to attract, motivate and retain quality executive officers who will manage and lead the Company and will advance us toward achievement of our corporate and strategic goals. The program is also intended to be fair and equitable to the Company’s executive officers and stockholders. We also strive to increase the value of the Company, align the interests of our executive officers with those of our stockholders, and to reward our executive officers, at reasonable cost, for achievements and advances of the Company’s goals.

General

Our executive officer compensation program consists of base salary, a cash incentive bonus plan, and discretionary stock option awards, in addition to customary benefits. The amounts of compensation awarded for each element of the Company’s compensation program (i.e., base salary, bonuses and stock options) are reviewed in connection with the Company’s performance.

Key compensation elements

- Base salary;
- Cash Incentive Bonus Plan;
- Discretionary stock option awards; and
- Employee benefits.

Each of these elements is described in more detail below. In May 2018, we engaged an independent compensation consultant, Pearl Meyer to help perform a comprehensive review of our executive compensation practices and policies. As a result of this review, we implemented several changes to our compensation structure. To date, compensation has generally been determined based on negotiations with employees during the hiring process and available resources. As we continue to review our policies with Pearl Meyer, we have continued to formalize and further develop our approach to compensation and to implement compensation policies going forward. This may also include policies related to: allocations between long-term and currently paid compensation; allocations between cash and non-cash compensation; bases for allocating various types of long-term awards; methodologies for setting compensation decisions, including specific corporate and individual performance items; the relationship between prior realized compensation against other elements of compensation; and tax and accounting implications. We may also establish executive equity ownership guidelines and consider these when making compensation decisions.

The Role of the Board, the Compensation Committee and Management

Our Compensation Committee is responsible for determining the recommended compensation of our Named Executive Officers (defined further below), except our Chief Executive Officer. The Compensation Committee annually evaluates the CEO’s performance and Tyme’s performance against its pre-established goals and makes recommendations to the independent members of the Board about the CEO’s performance and compensation.
The Board then considers the Compensation Committee’s recommendations as part of its review and approval of the CEO’s compensation. The members of the Compensation Committee are currently Messrs. DeGolyer (chairman), Thompson and Carberry. Each of the current members is an “independent director” under Nasdaq listing standards and a “Non-Employee Director” within the meaning of Section 16 of the Exchange Act.

The Compensation Committee advises our Board concerning the Company’s compensation philosophy and policies, in general, and, in particular, reviews and approves, or recommends to the Board for review and approval, the compensation of our Chief Executive Officer and other executive officers and of members of the Board. In conducting its work, the Compensation Committee consults with the Chief Executive Officer, other members of management, and may consult third-party compensation consultants. Recommendations and decisions made by the Compensation Committee are reported to the full Board for approval or ratification, as appropriate.

Compensation Consultant Role in Executive Compensation

While the Compensation Committee or Board ultimately makes all executive compensation decisions, the Compensation Committee engages the services of outside advisors for assistance. In 2018 and 2019, the Compensation Committee directly engaged Pearl Meyer as its independent compensation consultant.

The Compensation Committee utilized Pearl Meyer throughout these periods to provide independent, objective analysis, advice and information and to generally assist the Compensation Committee in the performance of its duties. The Compensation Committee will typically request information and recommendations directly from the compensation consultant as it deems appropriate to structure and evaluate Tyme’s compensation programs, practices and plans. As part of its engagement, at the direction of the Compensation Committee, the compensation consultant will work, and exchange information, with the Company’s internal legal counsel in its work on the Compensation Committee’s behalf. The Compensation Committee assesses the compensation consultant’s independence each year, considering the amount of fees paid to the consultant, the consultant’s policies designed to prevent conflicts of interest, any stock owned by the consultant, and other factors deemed relevant to the committee.

Elements of Compensation

Base Salary

Annual base salaries compensate our executive officers for fulfilling the requirements of their respective positions and provide them with a level of cash income predictability and stability with respect to a portion of their total compensation. We believe that the level of an executive officer’s base salary should reflect the executive’s performance, experience and breadth of responsibilities, our understanding of salaries for similar positions within our industry and any other factors relevant to that particular job.

Base salaries are typically negotiated at the outset of an executive’s employment. Salary levels are considered annually as part of our performance review process, but also in cases including promotion or other change in the job responsibilities of an executive officer. For Named Executive Officers, initial base salaries generally are established in connection with negotiation of an offer of employment and employment agreement. Increases in base salary have several elements. In addition to promotion and increased responsibilities, merit and Company-wide general increases are also taken into consideration. Salaries of our Named Executive Officers for fiscal year 2019 and certain prior years are also reported in the Summary Compensation Table.
The following table shows the base salary for each of our Named Executive Officers for 2019 and as approved for fiscal 2020:

<table>
<thead>
<tr>
<th>Name</th>
<th>2019</th>
<th>2020</th>
<th>Increase</th>
</tr>
</thead>
<tbody>
<tr>
<td>Steve Hoffman</td>
<td>$550,000</td>
<td>$550,000</td>
<td>None</td>
</tr>
<tr>
<td>Ben Taylor</td>
<td>$450,000</td>
<td>$475,000</td>
<td>5.6%</td>
</tr>
<tr>
<td>James Biehl</td>
<td>$450,000</td>
<td>$450,000</td>
<td>None</td>
</tr>
</tbody>
</table>

**Cash Incentive Plan**

During fiscal year 2019, after consultation with Pearl Meyer, the Compensation Committee recommended, and the Board approved, the creation of a Cash Incentive Plan to motivate and reward our executives for achievements related to corporate performance for each fiscal year. Each year, the Board, after recommendation by the Compensation Committee, approves:

- Corporate performance measures and goals;
- Target incentive bonus opportunity for each Named Executive Officer, defined as a percentage of his or her annual salary;
- Funding levels for actual Cash Incentive Plan awards; and
- Individual Awards for the Named Executive Officer, except for the CEO’s award, which is approved by the Board.

Each year, the Board, upon the recommendation of the Compensation Committee, establishes major corporate objectives for the coming fiscal year related to clinical activities, operations and administration (the “Corporate Objectives”). The Board believes the Corporate Objectives will contribute to the long-term success of the Company by aligning with and driving the execution of the Company’s business strategy. For fiscal 2019, the corporate objectives related to awarding incentive bonus payments consisted of:

- **Clinical**: Release data from Part 1 of the ongoing Phase II pancreatic cancer trial that is supportive of initiating Part 2 enrollment.
- **Clinical**: Release scientific data supportive of SM-88’s efficacy, our lead drug candidate.
- **Clinical**: Release data from the Phase Ib/II prostate cancer trial supportive of ongoing development or initiating partnership discussions.
- **Clinical**: Advance at least one additional product candidate besides SM-88 to the pre-IND stage with demonstration of the mechanism of action through preclinical animal models.
- **Operations**: Maintain adequate clinical supply to meet current clinical expectations and validate potential commercial scale manufacturing route.
- **Administration**: Execute financing strategy to sustain operations and maintain adequate capitalization.

Each year, the Compensation Committee recommends, and the Board approves and establishes, the target cash incentive opportunity for each executive officer assuming full achievement against the Corporate Objectives. For 2019, the target cash incentive opportunity for each of the Named Executive Officer was considered to be within the competitive range of market data provided to the Compensation Committee by Pearl Meyer. The following table shows the amount of the target incentive for each Named Executive Officer as of March 31, 2019 as a percentage of salary and the dollar amount:

<table>
<thead>
<tr>
<th>Name</th>
<th>Target Incentive 2019 (%)</th>
<th>Target Incentive Bonus 2019 ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Steve Hoffman</td>
<td>60%</td>
<td>$330,000</td>
</tr>
<tr>
<td>Ben Taylor</td>
<td>45%</td>
<td>$202,500</td>
</tr>
<tr>
<td>James Biehl</td>
<td>40%</td>
<td>$180,000</td>
</tr>
</tbody>
</table>
At the end of the fiscal year, the Compensation Committee reviews and approves the level of the Company’s achievement against the Corporate Objectives, except for the CEO’s achievement, which is approved by the whole Board, excluding the CEO. In addition to its assessment of achievement against each Corporate Objective, the Compensation Committee may consider Tyme’s performance as a whole during the fiscal year, including matters not included in the Corporate Objectives. In reviewing the Company’s level of achievement against the Corporate Objectives, the Compensation Committee determined that the Company executed on each of the goals and approved the recommended incentive bonus funding level at 100%. Following the determination of the corporate achievement, the Compensation Committee will consider the performance of each Named Executive Officer in arriving at the individual awards, if any, to be made.

The Compensation Committee’s determination of the Company’s level of achievement against the Corporate Objectives is the basis for establishing the funding available for awards. Notwithstanding these determinations, the Compensation Committee and the Board can determine individual awards that are above or below the corporate level of achievement based on their evaluation of that individual’s performance. The Compensation Committee believes this flexibility is an important tool to aid in the retention of key talent, reward significant achievement by individual employees, motivate employees and recognize management decision-making focused on generating long-term value for stockholders over short-term achievement of the Corporate Objectives. In 2019, the Compensation Committee considered the 100% achievement of the Corporate Objectives and each Named Executive Officer’s individual performance in determining each Named Executive Officer’s incentive bonus award. In determining the amount of each Named Executive Officer’s award, the Compensation Committee and the Board also considered a Named Executive Officer’s performance against individual goals and the CEO’s input with respect to the performance of the Company and the other executive officers. Several unexpected factors influenced the Compensation Committee’s decision in 2019, including achieving the corporate milestones under original budget plans, entering the Precision Promise SM partnership with the Pancreatic Cancer Action Network, and significantly expanding patent protection. As a result, Mr. Hoffman was awarded 110% and Mr. Taylor was awarded 105% of their respective targeted bonus amounts. Mr. Biehl received 83% of his annual target bonus to account for partial year employment.

The following table shows the achievement of the targets for each Named Executive Officer as of March 31, 2019 as a percentage of the target incentive bonus amount and the dollar amount:

<table>
<thead>
<tr>
<th>Name</th>
<th>Achievement Incentive Bonus 2019 (%)</th>
<th>Incentive Bonus ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Steve Hoffman</td>
<td>110%</td>
<td>$363,000</td>
</tr>
<tr>
<td>Ben Taylor</td>
<td>105%</td>
<td>$212,500</td>
</tr>
<tr>
<td>James Biehl</td>
<td>83%</td>
<td>$150,000</td>
</tr>
</tbody>
</table>

Stock Option Grants

We provide stock option grants to our executives to complement cash salaries and cash incentives, incentivize new hires to achieve our corporate and strategic goals, and align executive compensation with the long-term interests of our stockholders and stock value. We historically provided stock option grants to our Named Executive Officers upon their initial hiring, as negotiated in their employment agreements. The Compensation Committee has the discretion to grant stock option compensation to promote high performance and achievement of our corporate objectives by our executives. In granting these awards, the Compensation Committee may establish any conditions or restrictions it deems appropriate in accordance with the 2015 Equity Incentive Plan. In addition, our CEO has limited discretionary authority to grant stock options under the 2015 Equity Incentive Plan to our non-executive employees, subject to certain volume limitations.

In fiscal 2019, each of Mr. Taylor and Mr. Biehl was awarded stock options; however, in light of his significant share ownership, Mr. Hoffman and the Compensation Committee agreed that he would not be awarded stock options.
Benefits Plans

We believe that establishing competitive benefit packages for our employees is an important factor in attracting and retaining highly qualified personnel. We maintain broad-based benefits that are provided to all employees, including medical insurance, dental insurance, vision insurance, basic life and personal accident insurance, long and short-term disability insurance, medical flexible spending accounts, adoption assistance and commuter benefits. All of our executive officers are eligible to participate in all of our employee benefit plans, in each case on the same basis as other employees. We generally do not offer our Named Executive Officers any material compensation in the form of perquisites, but any perquisites provided to our Named Executive Officers and described in the footnote to the Summary Compensation Table are offered to encourage the long-term retention of our executives.

Limits on Hedging and Pledging

As part of our insider trading policy, all employees, including executive officers, and members of our Board are prohibited from engaging in certain types of hedging transactions involving our securities, specifically short sales and purchases or sales of puts, calls or other derivative securities. Our insider trading policy also prohibits certain types of pledges of our securities by all employees, including executive officers, and members of our Board, specifically purchases of our securities on margin, borrowing against our securities held in a margin account or pledging our securities as collateral for a loan, with an exception for transactions with the pre-approval of our Chief Compliance Officer.

Tax Considerations

The applicability of Section 162(m) of the Code, may affect the tax deductibility of certain portions of Named Executive Officers’ compensation. Under Section 162(m) of the Code, the recently enacted Tax Cuts and Jobs Act eliminates the performance-based compensation exception such that all compensation over one million dollars paid to “covered employees” would be nondeductible. Notwithstanding the changes to the tax deductibility requirements of Section 162(m) of the Code, the Company continues to believe that a meaningful portion of our executive officers’ compensation should be tied to measures of performance of our business.

The Company does not usually consider the tax consequences to Named Executive Officers of cash compensation or of equity-based compensation, though it considers the tax treatment to the Company for non-qualified options and the non-qualifying disposition of qualified options to be favorable.

Consideration of Advisory Vote on Executive Compensation

We held an advisory vote on executive compensation at the 2018 annual meeting of stockholders (otherwise known as “say-on-pay” votes). At the same meeting, the stockholders also voted to recommend an advisory vote on the Company’s compensation once every two years and the Company has followed this recommendation. As such, we currently intend that the next say-on-pay vote will take place at next year’s annual meeting. While say-on-pay votes are not binding on the Company, the Compensation Committee and Board will consider the outcome of our say-on-pay votes when making future compensation decisions for our executive officers.
Use of External Data

In consultation with Pearl Meyer, the Company has established the following seventeen companies as its peer group for fiscal year 2019. We evaluate this group in conjunction with our review of peer compensation data, which is comprised principally of non-commercial, biotechnology companies with products in Phase II or Phase III clinical trials that Pearl Meyer has deemed to be most comparable to us in market capitalization and employee head count.

- ArQule, Inc.
- Calithera Biosciences, Inc.
- ChemoCentryx, Inc.
- Five Prime Therapeutics, Inc.
- Geron Corporation
- Karyopharm Therapeutics Inc.
- Kura Oncology, Inc.
- Leap Therapeutics, Inc.
- Merrimack Pharmaceuticals, Inc.
- Mirati Therapeutics, Inc.
- Pieris Pharmaceuticals, Inc.
- Progenics Pharmaceuticals, Inc.
- Stemline Therapeutics, Inc.
- Sunesis Pharmaceuticals, Inc.
- Syndax Pharmaceuticals, Inc.
- Syros Pharmaceuticals, Inc.
- ZIOPHARM Oncology, Inc.

We compare our executive compensation program and amounts of compensation against our peer group. We generally target total cash compensation, comprised of base salary and target annual incentive bonuses, to be competitive with the 50th percentile of the market. For 2019, the total cash compensation for our Named Executive Officers generally fell within a competitive range of our target positioning. In addition, we grant stock options within a competitive range of the market. We size equity grants based on market data that expresses the awards as a percent of common shares outstanding. This sizing approach is helpful to ensure that the dilutive effects of the grants are reasonable. In total, we believe that the compensation for our Named Executive Officers was reasonable given our corporate performance and our financial circumstances. Our peer group is subject to change over time, and we expect that the Compensation Committee and we will continue to periodically review and update the list.
EXECUTIVE COMPENSATION

The following table sets forth, with respect to our fiscal years ended March 31, 2019 and 2018, all compensation earned by or paid to all persons who served as Chief Executive Officer of our Company at any time during such periods, and our two most highly compensated executive officers other than the Chief Executive Officer who were serving as executive officers at the end of the last completed fiscal year (collectively, our “Named Executive Officers”).

Except as noted below, no compensation in the form of stock, options or other equity were granted or issued to any of the persons set forth in the following table during the periods indicated as compensation.

<table>
<thead>
<tr>
<th>Name and Principal Position</th>
<th>Year</th>
<th>Salary ($)</th>
<th>Bonus ($)</th>
<th>Option Awards ($)</th>
<th>Nonequity Incentive Plan Compensation ($)</th>
<th>All Other Compensation ($)</th>
<th>Total ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Steve Hoffman, CEO</td>
<td>2019</td>
<td>533,333</td>
<td>—</td>
<td>363,000</td>
<td>4,106</td>
<td>900,439</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2018</td>
<td>450,000</td>
<td>318,500</td>
<td>—</td>
<td>—</td>
<td>11,255</td>
<td>779,755</td>
</tr>
<tr>
<td>Ben Taylor, CFO, President (4)</td>
<td>2019</td>
<td>400,088</td>
<td>—</td>
<td>788,555</td>
<td>212,500</td>
<td>10,707</td>
<td>1,411,850</td>
</tr>
<tr>
<td></td>
<td>2018</td>
<td>414,875</td>
<td>200,000</td>
<td>54,299</td>
<td>—</td>
<td>20,115</td>
<td>689,289</td>
</tr>
<tr>
<td>James Biehl, Chief Legal Officer (5)</td>
<td>2019</td>
<td>252,404</td>
<td>—</td>
<td>834,815</td>
<td>250,000</td>
<td>163,758</td>
<td>1,500,977</td>
</tr>
</tbody>
</table>

(1) As previously disclosed and discussed in the “Executive Compensation Overview” section, the Company only implemented a non-equity cash incentive plan with pre-established performance measures in fiscal year 2019; the bonuses awarded for fiscal year 2018 were discretionary and not pursuant to any plan with pre-established performance measures.

(2) Amounts shown do not reflect compensation actually received by the Named Executive Officer. Instead, the amounts reported above in the “Option Awards” column represents the aggregate grant date fair value of option awards granted in the respective fiscal years, as determined in accordance with ASC 718. These values have been determined based on assumptions set forth in Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K for the year-ended March 31, 2019.

(3) All Other Compensation includes health insurance premium payments for 2019 and 2018 as compensation. For 2019, the Company made health insurance premium payments in the amount of $4,106 for Mr. Hoffman, $10,707 for Mr. Taylor and $3,821 for Mr. Biehl. Mr. Biehl’s compensation also includes $22,125 in cash compensation and $137,812 grant day fair value of options awarded to him for his service as a director prior to his appointment as Chief Legal Officer and related resignation from the Board. For 2018, the Company made health insurance premium payments in the amount of $11,255 for Mr. Hoffman and $20,115 for Mr. Taylor.

(4) In 2018, Mr. Taylor received 129,957 options in lieu of salary for a portion of 2018 and 2019. Accordingly, a portion of the amount reported for Mr. Taylor as “salary” for 2018 includes the grant date fair value of the 129,957 options received in lieu of salary ($141,150). The option grant vests in six equal installments on the monthly anniversaries of the grant date, November 22, 2017 (21,659.50 each vesting date). Due to Mr. Taylor’s acceptance, in 2018, of options in lieu of salary for a portion of fiscal 2019, he did not receive full cash salary for the 2019 fiscal year.

(5) Mr. Biehl became our Chief Legal Officer on September 10, 2018.
Outstanding Equity Awards as of March 31, 2019

As of March 31, 2019, the following equity awards were outstanding for the benefit of our Named Executive Officers. This table provides information about outstanding unexercised stock options held as of March 31, 2019 by each of the Named Executive Officers that remain outstanding.

<table>
<thead>
<tr>
<th>Name</th>
<th>Option Grant Date</th>
<th>Number of Securities Underlying Unexercised Options</th>
<th>Option Exercise Price ($)</th>
<th>Option Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Steve Hoffman</td>
<td>05/09/2016(1)</td>
<td>472,222, 27,778</td>
<td>$ 8.75</td>
<td>05/09/2026</td>
</tr>
<tr>
<td>Ben Taylor</td>
<td>03/27/2017(2)</td>
<td>1,000,000, 500,000</td>
<td>$ 2.95</td>
<td>03/27/2027</td>
</tr>
<tr>
<td></td>
<td>11/22/2017(3)</td>
<td>179,957, —</td>
<td>$ 4.10</td>
<td>11/22/2027</td>
</tr>
<tr>
<td></td>
<td>05/24/2018(4)</td>
<td>100,000, 300,000</td>
<td>$ 2.90</td>
<td>5/24/2028</td>
</tr>
<tr>
<td>James Biehl</td>
<td>3/28/2017(5)</td>
<td>25,000, —</td>
<td>$ 2.95</td>
<td>03/28/2027</td>
</tr>
<tr>
<td></td>
<td>11/22/2017(6)</td>
<td>22,270, —</td>
<td>$ 4.10</td>
<td>11/22/2019</td>
</tr>
<tr>
<td></td>
<td>5/24/2018(7)</td>
<td>75,000, —</td>
<td>$ 2.90</td>
<td>5/24/2028</td>
</tr>
<tr>
<td></td>
<td>9/10/2018(8)</td>
<td>83,333, 416,667</td>
<td>$ 2.42</td>
<td>09/08/2028</td>
</tr>
</tbody>
</table>

(1) The option vests 1/36th of the total grant every month after the date of grant.
(2) The option grant, as amended July 30, 2018, provides that 625,000 options vested as of July 30, 2018 and 1/12th of the total grant vests each quarterly anniversary of the grant date thereafter.
(3) This reflects two grants: (a) a grant of an option to purchase 50,000 shares, exercisable in two equal installments on the grant date and the one year anniversary of the grant date and has a two year term, subject to earlier termination upon certain events; and (b) a grant of an option to purchase 129,957 shares, which vests 1/6th per month beginning on December 22, 2017.
(4) The option, as amended July 30, 2018, vests in equal quarterly increments beginning August 24, 2018 through the three-year anniversary of the grant date.
(6) This option grant was approved by the Board in lieu of accrued cash compensation otherwise payable for director service and was granted pursuant to the 2016 Plan. It became exercisable on the grant date.
(7) This option represents a one-time award in connection with changes made to the Company’s compensation policies pursuant to its 2016 Plan. It became exercisable on the grant date.
(8) This option vests 1/12th of the total grant every month after the date of grant.
(9) Mr. Biehl became our Chief Legal Officer on September 10, 2018. He served as a member of the Board from March 2017 to September 30, 2018. Upon his resignation as a director, he forfeited all of his unvested options. All options awarded to Mr. Biehl prior to September 2018 were for services as a director.

Option Exercises and Stock Vested During the Fiscal Year Ended March 31, 2019

No stock options were exercised by any Named Executive Officer during the fiscal year ended March 31, 2019. The Company has not made stock awards.

Employment Agreements

Steve Hoffman

On March 5, 2015, the Company entered into employment agreements with its Chief Executive Officer. Under this agreement, the chief executive officer will be entitled to an annual base salary and such performance bonuses as the Company’s Board may determine, from time to time, in its sole discretion. The base salary is reviewed annually by the Company’s Compensation Committee and Board; provided that the base salary may not be decreased from its then current level due to any Board review. The employment agreement has a term of five years; provided, however, that, commencing on the first anniversary of the date of the agreement and on each anniversary thereafter, the term will automatically be extended by one year, such that, at any time during the term of the agreement, the remaining employment term will never be less than four years and one day. If employment is terminated by the Company without Cause or by the executive for Good Reason, the executive will be entitled
to receive (i) base salary as in effect at the time of such termination to the extent such amount has accrued through the termination date and remains unpaid, (ii) any earned but unpaid performance bonus as of the termination date, (iii) in return for a timely executed and delivered release, an aggregate amount equal to the sum of base salary the executive would have received from the date of such termination through the then applicable expiration date, which will be payable in the same amounts and at the same intervals as if the employment period had not ended, and (iv) any unpaid expenses as of the termination date. If the employment is terminated for “Cause,” or in the case of the executive’s death or disability, the executive will only be entitled to his base salary through the termination date, plus any accrued and unpaid performance bonus as of the termination date. For purposes of these employment agreements, “Cause” means any one of the following: the executive’s: (i) breach of the employment agreement, (ii) conviction of, guilty plea to, or confession of guilt of, a felony involving the Company, (iii) materially fraudulent, dishonest or illegal conduct in the performance of services for or on behalf of the Company or any of its affiliates, (iv) conduct that is materially detrimental to the reputation of the Company or any of its affiliates, (vi) misappropriation of funds of the Company or any of its affiliates, (vii) gross negligence or willful misconduct or willful failure to comply with written directions of the Board which directions are within the scope of executive’s duties under the employment agreement, (viii) engaging in conduct involving an act of moral turpitude, or (ix) breach of the duty of loyalty to the Company or its Affiliates. For purposes of these employment agreements, “Good Reason” means the failure of the Company to make all payments due to the executive under the applicable agreement and the continuation thereof for more than five calendar days after notice to the Company of such failure and demand for such outstanding payment(s).

**Ben R. Taylor**

On March 15, 2017, the Company entered into a letter agreement with Ben R. Taylor, which was effective as of March 23, 2017 (the “Effective Date”), pursuant to which he became President and Chief Financial Officer of the Company, with service and cash compensation payable effective April 3, 2017, which provides for an annual salary and a term which is scheduled to expire on the one-year anniversary of the Effective Date of the letter agreement unless earlier terminated (the “Taylor Letter Agreement”). The Taylor Letter Agreement (i) could renew for an additional one-year period unless timely notice of nonrenewal is given or the Taylor Letter Agreement is earlier terminated, (ii) provides for severance benefits equal to six months of salary in the event of termination by the Company without “cause” or by the executive for “good reason” (as such terms are defined in the Taylor Letter Agreement) in return for a timely executed and delivered release and (iii) contemplates the establishment of a performance bonus opportunity based upon the achievement of performance criteria and goals approved by the Board. Pursuant to the Taylor Letter Agreement, the Company granted to Mr. Taylor, effective March 27, 2017 (the “Grant Date”), a nonqualified stock option to Mr. Taylor, which enables Mr. Taylor to purchase up to 1,500,000 shares of Common Stock of the Company at an exercise price per share of $2.95. The Option vests in four equal annual installments on each anniversary of the Grant Date. The Taylor Letter Agreement was amended effective November 29, 2017 to provide for compensation of Mr. Taylor with stock options in lieu of potential future cash compensation.

On July 30, 2018, the Company entered into an amended employment agreement with Mr. Taylor (the “Amended Employment Agreement”) which modified the severance benefits to one year of base salary for a termination “without cause” or for “good reason” and provided that all equity awards would immediately vest in the event of a change of control (as defined in the Company’s 2015 Equity Incentive Plan). The Amended Employment Agreement also changed the duration of each executive’s non-compete and non-solicitation covenants to two years. In connection with the Amended Employment Agreement, the sign-on option, which is subject to the terms of the Company’s 2015 Equity Incentive Plan, was subsequently amended on July 30, 2018 to change the vesting terms to vest as if the original sign-on grant had been made on a three-year vesting schedule, vesting in pro-rata increments, as well as to provide for automatic vesting upon a change of control and to permit “net” cashless exercise without the need for further Board approval.
On September 10, 2018, the Company entered into a letter agreement with James Biehl, pursuant to which he became Chief Legal Officer of the Company (the “Biehl Letter Agreement”). The agreement provides for an annual salary of $450,000 and a term that is scheduled to expire on the thirty-month anniversary of the Biehl Letter Agreement unless earlier terminated. The Biehl Letter Agreement (i) could renew for an additional six-month period unless timely notice of nonrenewal is given or the Biehl Letter Agreement is earlier terminated and (ii) provides for severance benefits in the event of termination by the Company without “cause” or by the executive for “good reason” (as such terms are defined in the Biehl Letter Agreement) equal to the remaining salary through the current term expiration in return for a timely executed and delivered release and any fully earned and declared but unpaid performance bonus as of the termination date. Pursuant to the Biehl Letter Agreement, the Company granted to Mr. Biehl, effective September 13, 2018 (the “Grant Date”), a nonqualified stock option to Mr. Biehl, which enables Mr. Biehl to purchase up to 500,000 shares of Common Stock of the Company at an exercise price per share of $2.42. The Option vests over a three-year period in equal quarterly installments.
EQUITY COMPENSATION PLAN INFORMATION

The following table provides certain information with respect to all of our equity compensation plans in effect as of March 31, 2019:

<table>
<thead>
<tr>
<th>Plan Category</th>
<th>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</th>
<th>Weighted Average Exercise Price</th>
<th>Number of Securities Remaining Available for Issuance Under Equity Compensation Plans</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equity compensation plans approved by stockholders prior to</td>
<td>8,953,527(1)</td>
<td>$4.13</td>
<td>6,687,681</td>
</tr>
<tr>
<td>March 31, 2019</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Equity compensation plans not approved by stockholders prior to</td>
<td>29,767(2)</td>
<td>$5.00</td>
<td>—</td>
</tr>
<tr>
<td>March 31, 2019</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Equity</td>
<td>8,983,294</td>
<td>$4.14</td>
<td>6,687,681</td>
</tr>
</tbody>
</table>

(1) Includes 8,953,527 shares of our Common Stock issuable under option awards made prior to March 31, 2019 under our 2015 Equity Incentive Plan and our 2016 Plan, each approved by stockholders; these option awards carry a weighted average exercise price of $4.13 per share. For a description of the terms of the 2015 Equity Incentive Plan and 2016 Plan, please see Note 10 to the consolidated financial statements presented elsewhere herein.

(2) Includes 29,767 shares of our Common Stock issuable upon the exercise of certain warrants to purchase Common Stock as of March 31, 2018 at a weighted average exercise price $5.00 per share; the warrants described in this sentence are limited to warrants issued in return for goods or services provided and do not include warrants issued in connection with capital raising transactions, consistent with applicable SEC disclosure obligations.

(3) Includes 6,687,681 shares of our Common Stock issuable under awards eligible to be made (and not outstanding) as of March 31, 2019 under our 2015 Equity Incentive Plan and 2016 Plan.
CERTAIN RELATIONSHIPS AND RELATED-PARTY AND OTHER TRANSACTIONS

As a smaller reporting company, SEC rules require us to disclose any transaction for the last two completed fiscal years or any currently proposed transaction in which our Company is a participant and in which any related person has or will have a direct or indirect material interest involving an amount in excess of $120,000 or one percent of the average of the Tyme’s total assets at year end for the last two fiscal years. A related person is any executive officer, director, nominee for director or holder of 5% or more of the Company’s Common Stock or an immediate family member of any of those persons.

In accordance with such SEC rules, in addition to other disclosures contained elsewhere in this report, we note the following related party transactions that occurred during such period:

The Company was provided legal service by DBR. Prior to joining the Company as Chief Legal Officer, Mr. Biehl was a partner at DBR and a non-employee director of the Company. In that capacity, he received equity compensation payable to non-employee directors generally under the 2016 Plan, as well as cash compensation payable to non-employee directors generally. During the year ending March 31, 2019, the Company incurred approximately $1 million in legal charges payable to DBR, and the Company had approximately $325,000 and $377,000 in accounts payable and accrued expenses payable to DBR at March 31, 2019 and June 30, 2019, respectively. During the year ending March 31, 2018, the Company incurred approximately $1,819,000 in legal charges payable to DBR, and the Company had approximately $384,000 and $362,000 in accounts payable and accrued expenses payable to DBR at March 31, 2018 and June 30, 2018, respectively. In connection with his appointment as Chief Legal Officer, Mr. Biehl resigned as a partner of DBR, effective September 1, 2018, and assumed the consulting role of Counsel to DBR, which he continues to hold. In his capacity of Counsel, Mr. Biehl does not have an interest in the fees Tyme pays to DBR.

As noted above in the Director Compensation Table and “Common Stock Ownership,” Michael Demurjian, who beneficially owns more than five percent of the Company’s voting securities, resigned as an executive officer and director of the Company effective March 15, 2019. In connection with his resignation, he entered into a Release Agreement, dated March 15, 2019 (the “Release Agreement”), pursuant to which he is entitled to certain severance payments subject to his compliance with obligations and restrictions under the agreement. Mr. Demurjian is entitled to continued payment of his current base salary through March 5, 2024 pursuant to the terms of his employment agreement with the Company, dated March 5, 2015. Additionally, his vested stock options will remain exercisable until March 5, 2024, and he has forfeited all unvested stock options. Mr. Demurjian has also agreed, among other things, not to compete with the Company and not to solicit the Company’s employees, officers, managers or full-time consultants until March 5, 2024. The Release Agreement also places confidentiality and non-disparagement obligations upon Mr. Demurjian and includes a release of all claims against the Company. The Company likewise has a non-disparagement obligation, ending on March 5, 2024. The Company recorded severance expense in connection with the Release Agreement of $2,471,000 for the year ended March 31, 2019, which reflects the present value of its severance payment obligations under that agreement as of March 31, 2019.
AUDIT COMMITTEE REPORT

With respect to Tyme Technologies, Inc.’s (“Tyme” or the “Company”) financial reporting process, the management of the Company is responsible for establishing and maintaining internal controls and preparing Tyme’s consolidated financial statements. Tyme’s independent registered public accounting firm, Grant Thornton LLP (“GT”), is responsible for auditing these financial statements. It is the responsibility of the Audit Committee to oversee these activities. The Audit Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of Tyme’s financial statements. We have relied, without independent verification, on management’s representation that the financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States of America and on the representations of GT included in its audit of Tyme’s consolidated financial statements.

We have reviewed and discussed the audited consolidated financial statements for the fiscal year ended March 31, 2019 with Tyme’s management and with GT, including the results of the independent registered public accounting firm’s audit of Tyme’s financial statements. We have also discussed with GT all matters required to be discussed by the Standards of the Public Company Accounting Oversight Board (“PCAOB”) and Securities and Exchange Commission for communication with audit committees, under which GT must provide us with additional information regarding the scope and results of its audit of Tyme’s consolidated financial statements.

We have also received and reviewed the written disclosures and the letter from GT required by applicable requirements of the PCAOB regarding GT’s communications with the Audit Committee concerning independence, and have discussed with GT its independence from Tyme, as well as any relationships that may impact GT’s objectivity and independence.

Based on our review of the matters noted above and our discussions with Tyme’s management and independent registered public accountants, we recommended to the Board of Directors that the audited consolidated financial statements be included in Tyme’s Annual Report on Form 10-K for the fiscal year ended March 31, 2019, for filing with the Securities and Exchange Commission.

Members of the Audit Committee
David Carberry (Chair)
Donald DeGolyer
Timothy C. Tyson
PROPOSAL NO. 2
RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of our Board has appointed GT as our independent registered public accounting firm for the fiscal year ending March 31, 2020. We are asking our stockholders to ratify the selection of GT as our independent registered public accounting firm. Although ratification is not required by our By-Laws or otherwise, we are submitting the election of GT to our stockholders for ratification as a matter of good corporate practice and because we value our stockholders’ views on our independent registered public accounting firm. In the event that our stockholders fail to ratify the selection, the Audit Committee will review its future selection of independent auditors. Even if our stockholders ratify the election, our Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interest of Tyme and our stockholders. Representatives of GT are expected to be present at the Annual Meeting, and they will have the opportunity to make a statement if they so desire and to respond to appropriate questions.

The following table presents fees for professional audit services and other services provided to Tyme by GT for the fiscal years ended March 31, 2019 and 2018.

<table>
<thead>
<tr>
<th>Service Type</th>
<th>Fiscal 2019</th>
<th>Fiscal 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit Fees</td>
<td>$505,124(1)</td>
<td>$480,762(1)</td>
</tr>
<tr>
<td>Audit-Related Fees</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>Tax Fees</td>
<td>—</td>
<td>—</td>
</tr>
<tr>
<td>All Other Fees</td>
<td>—</td>
<td>—</td>
</tr>
</tbody>
</table>

(1) Represents the aggregate fees billed for professional services rendered for the audit and/or reviews of our financial statements.

Our Audit Committee currently has not established formal pre-approval policies or procedures but all fees described above were approved by the Audit Committee of our Board.

The Board of Directors recommends a vote “FOR” the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2020.
Householding of Proxy Materials

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

This year, a number of brokers with account holders who are our stockholders will be “householding” our proxy materials. A single set of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate set of Proxy Materials, please notify your broker or us. You can make a request by contacting our Corporate Secretary by phone at (212) 461-2315 or by mail at 17 State Street – 7th Floor, New York, NY 10004, Attention: Corporate Secretary. Stockholders who currently receive multiple copies of the Notices of Internet Availability of Proxy Materials at their addresses and would like to request “householding” of their communications should contact their brokers.

Availability of Annual Report on Form 10-K

We filed our 2019 Form 10-K with the SEC on June 12, 2019. We will mail to you without charge, upon written request, a copy of our 2019 Form 10-K, excluding exhibits. Please send the written request to Tyme Technologies, Inc., 17 State Street – 7th Floor, New York, NY 10004, Attention: Corporate Secretary. Our 2019 Form 10-K may also be accessed and printed directly from our website at http://www.tymeinc.com under the caption “Investors” or from the SEC’s website at www.sec.gov.

Other Business

Our Board does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named in the proxy card will have discretion to vote the shares represented by proxy in accordance with their own judgment on such matters.

It is important that your shares be represented at the Annual Meeting, regardless of the number of shares that you hold. We urge you to vote by executing and returning the proxy card at your earliest convenience or by attending the Annual Meeting.
YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

TYME TECHNOLOGIES, INC.

MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED

PROXY

THE BOARD OF DIRECTORS OF TYME TECHNOLOGIES, INC. RECOMMENDS A VOTE “FOR” THE ELECTION OF EACH DIRECTOR NOMINEE IN PROPOSAL 1 AND “FOR” PROPOSAL 2. ALL OF THE PROPOSALS ARE PROPOSALS OF THE COMPANY.

Proposal 1.
Election of Directors
(1) Gerald H. Sokol
(2) Tommy G. Thompson
(3) Timothy C. Tyson

(WITHOLD AUTHORITY FOR ALL NOMINEES)

(Instruction: To withhold authority to vote for any individual nominee, mark “For All Except” and write the nominee’s name on the line below)

Proposal 2.
Ratification of appointment of Grant Thornton LLP as independent registered public accounting firm for the fiscal year March 31, 2020.

(For) (Against) (Abstain)

In their discretion, the proxies are authorized to vote on such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof. This proxy, when properly signed, dated and returned, will be voted as directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted FOR All Nominees in Proposal 1 and FOR Proposal 2.

CONTROL NUMBER _______________________

Signature ___________________________ Signature, if held jointly ___________________________ Date __________, 2019

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.
Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Stockholders


PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

TYME TECHNOLOGIES, INC.

The undersigned hereby authorizes Ben R. Taylor and James Biehl, and each of them, with full of substitution and power to act alone, as proxies to vote all of the shares of Common Stock the undersigned would be entitled to vote if personally present and acting at the Annual Meeting of Tyme Technologies, Inc. to be held at 11:00 a.m., local time, August 22, 2019 at Sheraton Mahwah Hotel, 1 International Boulevard, Route 17 North, Mahwah, New Jersey 07495, and at any adjournments or postponements thereof.