

AVI BIOPHARMA INC  
Form PRE 14A  
May 06, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**AVI BIOPHARMA, 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)(4) and 0-11.

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

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(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):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



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3450 Monte Villa Parkway

Suite 101

Bothell, Washington 98021

[www.avibio.com](http://www.avibio.com)

[        ], 2011

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of AVI BioPharma, Inc., which will be held on Monday, June 13, 2011, at 2:00 p.m., local time, at the Country Inn, 19333 North Creek Parkway, Bothell, Washington 98011 for the following purposes:

1. elect as Group II directors the three nominees named in this proxy statement;
2. approve the adoption of the 2011 Equity Incentive Plan;
3. consider an advisory vote on executive compensation;
4. consider an advisory vote on whether an advisory vote on executive compensation should be held every one, two or three years;
5. ratify the form of indemnification agreement to be entered into with our current and future directors;
6. approve a proposal to restate and amend our Third Restated and Amended Articles of Incorporation, as amended to date, to increase the number of authorized shares of common stock from 200,000,000 to 300,000,000;
7. ratify the selection of KPMG LLP as our independent registered public accounting firm for the current year ending December 31, 2011; and
8. transact such other business as may properly come before the annual meeting or any continuation, postponement or adjournment thereof.

The accompanying Notice of Meeting and Proxy Statement describe these matters. We urge you to read this information carefully.

The board of directors unanimously believes that election of its nominees for directors, adoption of the 2011 Equity Incentive Plan, approval of the compensation of our named executive officers, approval of the three-year frequency of the advisory vote on executive compensation, ratification of the form of indemnification agreement, approval of the restatement and amendment of our Third Restated and Amended Articles of Incorporation, as amended to date, and ratification of its selection of KPMG LLP as the independent registered public accounting firm are in our best interests and that of our shareholders, and, accordingly, recommends a vote FOR election of the three nominees for directors, FOR the adoption of the 2011 Equity Incentive Plan, FOR the approval of the compensation of our named executive officers, for the EVERY THREE YEARS option as the frequency of the advisory vote on executive compensation, FOR the ratification of the form of indemnification agreement, FOR the proposal to restate and amend our Third Restated and Amended Articles of Incorporation, as amended to date, and FOR the ratification

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of the selection of KPMG LLP as our independent registered public accountants.

In addition to the business to be transacted as described above, management will speak on our developments of the past year and respond to comments and questions of general interest to shareholders.

It is important that your shares be represented and voted whether or not you plan to attend the annual meeting in person. You may vote on the Internet, by telephone or by completing and mailing the enclosed proxy card or the form forwarded by your bank, broker or other holder of record. Voting over the Internet, by telephone or by written proxy will ensure your shares are represented at the annual meeting. Voting on the Internet or by

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telephone may not be available to all shareholders. Please review the instructions on the proxy card or the information forwarded by your bank, broker or other holder of record regarding each of these voting options.

On behalf of the Board of Directors, I would like to express our appreciation for your support of the Company.

Sincerely,

Christopher Garabedian,

*President, Chief Executive Officer and Director*

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[www.avibio.com](http://www.avibio.com)

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held on Monday, June 13, 2011**

To the Shareholders of AVI BioPharma, Inc.:

NOTICE IS HEREBY GIVEN that the 2011 annual meeting of shareholders of AVI BioPharma, Inc., an Oregon corporation, will be held on Monday, June 13, 2011 at 2:00 p.m., local time, at the Country Inn, 19333 North Creek Parkway, Bothell, Washington 98011 for the following purposes:

1. to elect the three nominees named in the attached proxy statement as Group II directors to the board of directors of AVI BioPharma for a two-year term of office expiring at the 2013 annual meeting of shareholders;
2. to approve the adoption of the 2011 Equity Incentive Plan;
3. to approve the compensation of our named executive officers;
4. to approve the three-year frequency of the advisory vote on executive compensation;
5. to ratify the form of indemnification agreement to be entered into with our current and future directors;
6. to approve a proposal to restate and amend our Third Restated and Amended Articles of Incorporation, as amended to date, to increase the number of authorized shares of common stock from 200,000,000 to 300,000,000;
7. to ratify the selection of KPMG LLP as our independent registered public accountants for the year ending December 31, 2011; and
8. to transact such other business as may properly come before the annual meeting or any continuation, postponement or adjournment thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this notice. We are not aware of any other business to come before the meeting.

The board of directors has fixed the close of business on May 5, 2011 as the record date for the determination of shareholders entitled to notice of, and to vote at, this annual meeting and at any continuation, postponement or adjournment thereof. A list of shareholders will be available for inspection by our shareholders at our principal executive offices at 3450 Monte Villa Parkway, Suite 101, Bothell, Washington 98021 beginning two business days after notice of the annual meeting is given and continuing through the meeting.

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**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on Monday, June 13, 2011: the Proxy Statement for the Annual Meeting and the Annual Report to Shareholders for the year ended December 31, 2010 are available at <http://bnymellon.mobular.net/bnymellon/avi>.**

By Order of the Board of Directors,

Effie Toshav

*Senior Vice President, General Counsel and Secretary*



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Bothell, Washington

[        ], 2011

ALL SHAREHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. IF YOU PLAN TO ATTEND, PLEASE NOTIFY US BY CONTACTING INVESTOR RELATIONS AT (425) 354-5140 OR INVESTORRELATIONS@AVIBIO.COM.

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING. A RETURN ENVELOPE (WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR THAT PURPOSE. YOU ALSO MAY VOTE YOUR SHARES ON THE INTERNET OR BY TELEPHONE BY FOLLOWING THE INSTRUCTIONS ON YOUR PROXY CARD.

EVEN IF YOU HAVE PROVIDED US WITH YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE ANNUAL MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE ANNUAL MEETING, YOU MUST OBTAIN FROM THE RECORD HOLDER A PROXY ISSUED IN YOUR NAME.

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3450 Monte Villa Parkway

Suite 101

Bothell, Washington 98021

[www.avibio.com](http://www.avibio.com)

**PROXY STATEMENT**

**FOR**

**THE AVI BIOPHARMA 2011 ANNUAL MEETING OF SHAREHOLDERS**

**INFORMATION CONCERNING VOTING AND SOLICITATION**

**General**

The enclosed proxy is solicited on behalf of the board of directors of AVI BioPharma, Inc., an Oregon corporation (the Company), for use at the 2011 annual meeting of shareholders to be held on Monday, June 13, 2011, at 2:00 p.m., local time, or at any continuation, postponement or adjournment thereof, for the purposes discussed in this proxy statement and in the accompanying Notice of Annual Meeting and any business properly brought before the annual meeting. Proxies are solicited to give all shareholders of record an opportunity to vote on matters properly presented at the annual meeting. We mailed this proxy statement and the enclosed proxy card to all shareholders entitled to vote at the annual meeting for the first time on or about [ ], 2011. In the mailing, we included copies of our Annual Report to shareholders for the year ended December 31, 2010. The annual meeting will be held at the Country Inn, 19333 North Creek Parkway, Bothell, Washington 98011.

**Who Can Vote**

You are entitled to vote if you were a shareholder of record of our common stock, \$0.0001 par value per share, as of the close of business on May 5, 2011. Your shares may be voted at the annual meeting only if you are present in person or represented by a valid proxy.

**Shares Outstanding and Quorum**

At the close of business on May 5, 2011, 135,564,651 shares of our common stock were outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter presented. There is no cumulative voting. A majority of the outstanding shares of our common stock entitled to vote, present in person or represented by proxy, will constitute a quorum at the annual meeting. If less than a majority of the outstanding shares entitled to vote are represented at the annual meeting, a majority of the shares present at the annual meeting may adjourn the annual meeting to another date, time or place, and notice need not be given of the new date, time or place if the new date, time or place is announced at the annual meeting before an adjournment is taken.

**Proxy Card and Revocation of Proxy**

You may vote by completing and mailing the enclosed proxy card. If you sign the proxy card but do not specify how you want your shares to be voted, your shares will be voted by the proxy holders named in the enclosed proxy (i) in favor of the election of the three director nominees named in this proxy statement, (ii) in favor of the adoption of the 2011 Equity Incentive Plan, (iii) in favor of the approval of the compensation of our named executive officers, (iv) in favor of the approval of the three-year frequency of the advisory vote on executive compensation, (v) in favor of the ratification of the form of indemnification agreement to be entered into with our current and future directors, (vi) in favor of the approval to restate and amend our Third Restated and Amended Articles of Incorporation, as amended to date, and (vii) in favor of ratification of the selection of KPMG LLP as our independent registered public accountants for the year ending December 31, 2011. In their discretion, the proxy holders named in the enclosed proxy are authorized to vote on any other matters that may

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properly come before the annual meeting and at any continuation, postponement or adjournment thereof. The board of directors knows of no other items of business that will be presented for consideration at the annual meeting other than those described in this proxy statement. In addition, no other shareholder proposal or nomination was received on a timely basis, so no such matters may be brought to a vote at the annual meeting.

If you vote by proxy, you may revoke that proxy at any time before it is voted at the annual meeting. Shareholders of record may revoke a proxy by sending to our corporate secretary at our principal executive office at 3450 Monte Villa Parkway, Suite 101, Bothell, Washington 98021, a written notice of revocation or a duly executed proxy bearing a later date or by attending the annual meeting in person and voting in person. Attendance at the annual meeting will not, by itself, revoke a proxy. In order to be effective, all revocations or later-filed proxies must be delivered to us at our Bothell, Washington address not later than 5:00 p.m. local time on the business day prior to the day of the annual meeting. If your shares are held in the name of a broker, bank or other nominee, you may change your vote by submitting new voting instructions to your bank, broker or other nominee. Please note that if your shares are held of record by a broker, bank or other nominee, and you decide to attend and vote at the annual meeting, your vote in person at the annual meeting will not be effective unless you present a legal proxy, issued in your name from the record holder, your broker, bank or other nominee.

## **Voting of Shares**

Shareholders of record as of the close of business on May 5, 2011 are entitled to one vote for each share of our common stock held on all matters to be voted upon at the annual meeting. You may vote by attending the annual meeting and voting in person. You also may vote on the Internet, by telephone or by completing and mailing the enclosed proxy card or the form forwarded by your bank, broker or other holder of record. Voting on the Internet or by telephone may not be available to all shareholders. The Internet and telephone voting facilities will close at 11:59 p.m., Eastern Time, on June 12, 2011. Shareholders who vote through the Internet should be aware that they may incur costs to access the Internet, such as usage charges from telephone companies or Internet service providers and that these costs must be borne by the shareholder. Shareholders who vote by Internet or telephone need not return a proxy card or the form forwarded by your bank, broker or other holder of record by mail. If your shares are held by a bank, broker or other nominee, please refer to the instructions they provide for voting your shares. All shares entitled to vote and represented by properly executed proxies received before the polls are closed at the annual meeting, and not revoked or superseded, will be voted at the annual meeting in accordance with the instructions indicated on those proxies. Under Oregon law, shareholders are not entitled to dissenter's rights with respect to any of the proposals set forth in this proxy statement. **YOUR VOTE IS IMPORTANT.**

## **Required Vote**

Proposal No. One: The affirmative vote of a plurality, or the largest number, of the shares of common stock present in person or by proxy at the meeting and entitled to vote is required for the election of each director. This means that the three director nominees who receive the highest number of affirmative **FOR** votes will be elected to the board.

Proposal Nos. Two, Five and Seven: The votes cast in favor must exceed the votes cast against for these proposals to be approved. Abstentions and broker non-votes, if any, will not have any effect on the results of these votes.

Proposal No. Three: Because this proposal asks for a non-binding, advisory vote, there is no **required vote** that would constitute approval. We value the opinions expressed by our shareholders in this advisory vote, and our compensation committee, which is responsible for overseeing and administering our executive compensation programs, will consider the outcome of the vote when designing our compensation programs and making future compensation decisions for our named executive officers. Abstentions and broker non-votes, if any, will not have any effect on the results of those deliberations.

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Proposal No. Four: This proposal also calls for a non-binding, advisory vote. Our board of directors has recommended a vote for every three years. However, if another frequency receives more votes, our board of directors will take that fact into account when making its decision on how often to hold executive compensation advisory votes. Abstentions and broker non-votes, if any, will not have any effect on the results of those deliberations.

Proposal No. Six: The affirmative vote of the holders of a majority of the outstanding shares of our common stock will be required to approve this proposal. As a result, abstentions or the failure to submit a proxy or vote in person at the annual meeting of shareholders will have the same effect as a vote against the proposal.

### **Counting of Votes**

Proposal No. One: You may either vote FOR or WITHHOLD authority to vote for each nominee for the board.

Proposal Nos. Two, Three, Five, Six and Seven: You may vote FOR, AGAINST or ABSTAIN on these proposals.

Proposal No. Four: You may vote EVERY YEAR, EVERY TWO YEARS, EVERY THREE YEARS or ABSTAIN.

***If you do not provide voting instructions to your broker or other nominee on non-routine items (our Proposals One, Two, Three, Four and Five), such shares cannot be voted and will be considered broker non-votes.***

A representative of BNY Mellon Shareowner Services, our transfer agent, will tabulate votes and act as the independent inspector of election. All votes will be tabulated by the inspector of election, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes. Shares held by persons attending the annual meeting but not voting, shares represented by proxies that reflect abstentions as to a particular proposal and broker non-votes will be counted as present for purposes of determining a quorum. With the exception of Proposal Six, abstentions and broker non-votes are not counted as voting either for or against a proposal and therefore will have no effect on the results of the vote. For Proposal Six, because a majority of our outstanding shares must approve the restatement and amendment of our articles of incorporation, abstentions, broker non-votes and the failure to submit a proxy or vote in person have the same effect as a vote against the proposal. A broker non-vote occurs when a nominee holding shares for a beneficial owner has not received voting instructions from the beneficial owner and does not have discretionary authority to vote the shares.

### **Effect of Not Casting Your Vote**

If you hold your shares in street name it is critical that you cast your vote if you want it to count in the election of directors. In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted in the election of directors, your bank or broker was allowed to vote those shares on your behalf in the election of directors as they felt appropriate.

Recent changes in regulation were made to take away the ability of your bank or broker to vote your uninstructed shares in the election of directors on a discretionary basis. Thus, if you hold your shares in street name and you do not instruct your bank or broker how to vote in the election of directors, no votes will be cast on your behalf. Similarly, your bank or broker will not be able to vote your uninstructed shares with respect to the adoption of the 2011 Equity Incentive Plan, approval of the compensation of our named executive officers, approval of the three-year frequency of the advisory vote on executive compensation and ratification of the form of indemnification agreement. Your bank or broker will, however, continue to have discretion to vote any uninstructed shares on the approval of the restatement and amendment of our Third Restated and Amended

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Articles of Incorporation, as amended to date, and the ratification of the appointment of our independent registered public accounting firm. If you are a shareholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the annual meeting.

### **Solicitation of Proxies**

We will bear the entire cost of solicitation of proxies, including preparation, assembly and mailing of this proxy statement, the proxy and any additional information furnished to shareholders. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding shares of our common stock in their names that are beneficially owned by others to forward to those beneficial owners. We may reimburse persons representing beneficial owners for their costs of forwarding the solicitation materials to the beneficial owners. Original solicitation of proxies by mail may be supplemented by telephone, facsimile, electronic mail or personal solicitation by our directors, officers or employees. No additional compensation will be paid to our directors, officers or employees for such services. We also intend to retain Mellon Investor Services LLC to assist us in the solicitation of proxies. We anticipate that the costs associated with retaining Mellon Investor Services LLC will not exceed \$15,000. A list of shareholders will be available for inspection by our shareholders at our principal executive offices at 3450 Monte Villa Parkway, Suite 101, Bothell, Washington 98021 beginning two business days after notice of the annual meeting is given and continuing through the meeting.

### **Shareholder Proposals for the 2012 Annual Meeting**

Shareholder proposals submitted for inclusion in our proxy materials for our 2012 annual meeting of shareholders pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the Exchange Act), must be received at our principal executive offices no later than the close of business on [ ], 2012. Shareholders who do not wish to use the mechanism provided by the rules of the Securities and Exchange Commission (the SEC) in proposing a matter for action at the next annual meeting must notify us in writing of the proposal and the information required by the provisions of our bylaws dealing with advance notice of shareholder proposals and director nominations. To be timely, a shareholder's written notice must be delivered to or mailed and received at our principal executive offices no later than the close of business on [ ], 2012.

### **Attending the Annual Meeting**

Our annual meeting will begin promptly at 2:00 p.m., local time, on Monday, June 13, 2011, at the Country Inn, 19333 North Creek Parkway, Bothell, Washington 98011.

Directions to the Country Inn from the Seattle-Tacoma International Airport are as follows:

1. Take Washington State Route 518 east and continue onto Interstate 405 heading north;
2. Remain on Interstate 405 north for approximately 23 miles;
3. Take exit 24 for NE 195<sup>th</sup> Street toward Beardslee Blvd.;
4. Turn right at NE 195<sup>th</sup> Street;
5. Turn right at North Creek Parkway (destination is on the right).

All shareholders should be prepared to present photo identification for admission to the annual meeting. Admission will be on a first-come, first-served basis. If you are a beneficial shareholder and hold your shares in street name, you will be asked to present proof of ownership of your shares as of the record date. Examples of acceptable evidence of ownership include your most recent brokerage statement showing ownership of shares prior to the record date or a photocopy of your voting instruction form. Persons acting as proxies must bring a valid proxy from a shareholder of record as of the record date. Your late arrival or failure to comply with these procedures could affect your ability to

participate in the annual meeting.



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**Householding of Proxy Materials**

We have adopted a procedure approved by the SEC called householding. Under this procedure, shareholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one set of our proxy materials unless one or more of these shareholders notifies us that they wish to continue receiving individual copies. We believe this will provide greater convenience for our shareholders, as well as cost savings for us, by reducing the number of duplicate documents that are sent to your home.

Shareholders who participate in householding will continue to receive separate proxy cards. Householding will not in any way affect your rights as a shareholder.

If you are eligible for householding and currently receive multiple copies of our proxy materials with other shareholders of record with whom you share an address or if you hold stock in more than one account, and in either case you wish to receive only a single copy of these documents for your household, please contact our corporate secretary at 3450 Monte Villa Parkway, Suite 101, Bothell, Washington 98021 at (425) 354-5038.

If you participate in householding and wish to receive a separate copy of our Annual Report on Form 10-K or this proxy statement, or if you do not wish to participate in householding and prefer to receive separate copies of these documents in the future, please contact our corporate secretary at the address or telephone number indicated above and we will promptly deliver to you separate copies of these documents.

Beneficial shareholders can request information about householding from their banks, brokers, or other holders of record.

**Table of Contents****AVI BIOPHARMA, INC. DIRECTORS AND EXECUTIVE OFFICERS****Directors, Director Nominees and Executive Officers**

The following table sets forth certain information with respect to the current directors, director nominees and executive officers of our Company:

<b>Name</b>	<b>Age</b>	<b>Position(4)</b>
<b>Executive Officers</b>		
Christopher Garabedian	44	President, Chief Executive Officer and Group I Director
J. David Boyle II	57	Senior Vice President and Chief Financial Officer
Graham Johnson, Ph.D.	60	Senior Vice President of Preclinical Development and Research
Peter Linsley, Ph.D.	59	Senior Vice President and Chief Scientific Officer
Paul Medeiros	49	Senior Vice President of Business Development and Chief Business Officer
Stephen Shrewsbury, M.D.	54	Senior Vice President of Preclinical, Clinical and Regulatory Affairs and Chief Medical Officer
Effie Toshav	37	Senior Vice President, General Counsel and Secretary
<b>Non-Employee Directors</b>		
William Goolsbee(1)(2)	57	Chairman of the Board of Directors and Group I Director
Gil Price, M.D.(2)(3)	55	Group I Director
Hans Wigzell, M.D., Ph.D.	72	Group I Director
M. Kathleen Behrens, Ph.D.(1)(3)	58	Group II Director
Anthony Chase(2)(3)	56	Group II Director
John Hodgman(1)(2)	56	Group II Director

(1) Member of the compensation committee.

(2) Member of the audit committee.

(3) Member of the nominating and corporate governance committee.

(4) The terms of Group II Directors expire as of the date of the 2011 annual meeting, and the terms of Group I Directors expire as of the date of the 2012 annual meeting.

**Christopher Garabedian**, has been a member of our board of directors since June 2010 and our President and Chief Executive Officer since January 2011. Mr. Garabedian served as Vice President of Corporate Strategy for Celgene Corporation, a publicly-traded integrated global biopharmaceutical company, from July 2007 to December 2010, where he was responsible for assessing all potential business development transactions. From November 2005 to June 2007, Mr. Garabedian served as an independent consultant to early-stage biopharmaceutical companies. From 1997 to 1998 and from 1999 to November 2005, Mr. Garabedian worked at Gilead Sciences, Inc., a publicly-traded biopharmaceutical company, where he served in a number of global leadership roles, including as Vice President of Corporate Development, Vice President of Marketing, and Vice President of Medical Affairs. While at Gilead Sciences, Mr. Garabedian's responsibilities included managing corporate development initiatives, including portfolio review and planning, mergers and acquisitions and in-licensing activities, and leading four global product launches. Mr. Garabedian also held various commercial roles at COR Therapeutics, Inc. from 1998 to 1999 and at Abbott Laboratories from 1994 to 1997. He started his biopharmaceutical career as a consultant with Migliara/Kaplan Associates from 1991 to 1994. Our corporate governance and nominating committee believes that Mr. Garabedian's qualifications for membership on the board of directors include his previous experience serving in leadership positions within the biopharmaceutical industry and his position as our President and Chief Executive Officer. Mr. Garabedian's corporate vision and operational knowledge provide strategic guidance to our management team and our board of directors. Mr. Garabedian received his B.S. in marketing from the University of Maryland.

**J. David Boyle II**, has served as our Senior Vice President and Chief Financial Officer since August 2008 and served as our Interim Chief Executive Officer and President from April 2010 until December 2010.

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Mr. Boyle also previously served as our Secretary from September 2008 to April 2010. In the five years prior to his appointment as Senior Vice President and Chief Financial Officer, Mr. Boyle worked for both XOMA Ltd., a biopharmaceutical company in the field of therapeutic antibody discovery and development, and Polycom, Inc., a worldwide high technology communications company. Mr. Boyle served as Chief Financial Officer of XOMA Ltd. from July 2005 to August 2008. Prior to his position as Chief Financial Officer, Mr. Boyle served as Vice President, Financial Operations of XOMA Ltd. from January 2005 to July 2005. Mr. Boyle joined XOMA Ltd. in January 2005 from Polycom, Inc. where he served from March 2002 to December 2004, most recently, as Vice President, Finance. Mr. Boyle also brings to our company extensive global financial leadership experience in the pharmaceutical industry through previous senior leadership positions. Prior to his employment with Polycom, Inc., Mr. Boyle worked for Salix Pharmaceuticals, Ltd. in the U.S. and for Ares Serono Group both in the U.S. and Switzerland. Mr. Boyle holds a B.A. degree from Catholic University.

**Graham Johnson, Ph.D.**, has served as Senior Vice President of Preclinical Development and Research since August 2010. Prior to joining us, Dr. Johnson held a number of senior leadership positions in both biotech and large pharmaceutical companies and in pharmaceutical consulting. These roles included President of NuPharmAdvise LLC, Chief Research Officer for Rib-X Pharmaceuticals, Vice President of Bristol-Myers Squibb Discovery Chemistry for Connecticut and Canada, and Director of Neuroscience Chemistry for Parke-Davis Pharmaceuticals. Over his 32 year career, Dr. Johnson has worked in such diverse areas as neuroscience, infectious and genitourinary diseases and inflammation. Dr. Johnson is an inventor on more than 54 patents and has co-authored more than 60 peer-reviewed publications. He was a permanent steering committee member and scientific advisor for the Spinomuscular Atrophy Project, an NINDS-sponsored collaborative program to accelerate therapeutics development for spinal muscular atrophy. He is currently an Independent Observer for the European Union's Innovative Medicine Initiative and sits on the scientific advisory board for Galenea Corporation. Dr. Johnson completed his undergraduate studies and earned a Ph.D. from Heriot-Watt University, Edinburgh, and was then awarded a Fulbright Senior Fellowship for postdoctoral study in the U.S., where he joined Professor Sir Jack Baldwin's research group at the Massachusetts Institute of Technology. This was followed by two years of additional postdoctoral study with Professor Sir Derek Barton, first at Imperial College, London, and then at the Research Institute for Medicine and Chemistry in Cambridge, Massachusetts. Dr. Johnson will cease to be an employee and officer of our company effective May 13, 2011.

**Peter Linsley, Ph.D.**, has served as our Senior Vice President and Chief Scientific Officer since May 2011. Dr. Linsley was Chief Scientific Officer of Regulus Therapeutics Inc. from February