

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

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

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

APPLIED GENETIC TECHNOLOGIES CORPORATION

(Name of Registrant as Specified In Its Charter)

Not Applicable

(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:

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(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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- Fee paid previously with preliminary materials.
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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

APPLIED GENETIC TECHNOLOGIES CORPORATION
14193 NW 119th Terrace, Suite 10
Alachua, Florida 32615

NOTICE OF 2021 ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholder:

We invite you to attend our 2021 Annual Meeting of Stockholders, which is being held as follows:

Date: December 16, 2020
Time: 4:30 p.m., Eastern time
Location: Virtual annual meeting of stockholders conducted via live audio
webcast at: www.virtualshareholdermeeting.com/AGTC2020

At the meeting, we will ask our stockholders to:

- re-elect as our Class I directors William Aliski and Anne VanLent, each to serve for a three-year term ending at our 2024 annual meeting of stockholders;
- approve, on an advisory basis, the compensation paid to our named executive officers, as disclosed in this proxy statement;
- ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2021; and
- consider any other business properly presented at the meeting.

You may vote on these matters in person (virtually), by proxy or via the internet or telephone. In light of the coronavirus (COVID-19) pandemic, to provide our stockholders with a means to attend the annual meeting in a manner that does not endanger the health and well-being of our stockholders and our employees, we have elected to hold our annual meeting via remote communication. You may attend the virtual annual meeting and vote your shares during the meeting by visiting our annual meeting website at www.virtualshareholdermeeting.com/AGTC2020. Whether or not you plan to attend the virtual meeting, we ask that you promptly complete and return your proxy card by mail or vote via the internet or telephone, so that your shares will be represented and voted at the meeting in accordance with your wishes.

You are entitled to participate in and submit questions in writing during the annual meeting if you were a stockholder as of the close of business on October 28, 2020. To be admitted to the annual meeting at www.virtualshareholdermeeting.com/AGTC2020, you will need the 16-digit control number included on your notice, your proxy card or the instructions that accompanied your proxy materials. Online check-in will begin 15 minutes before the scheduled meeting start time. Please allow ample time for the online check-in procedures. If you have difficulty accessing the virtual annual meeting, please call the technical support number that will be posted on the virtual annual meeting log in page for assistance. We will have personnel available to assist you. If you hold shares through a bank, broker or other nominee, you will need to contact such bank, broker or other nominee for assistance with your 16-digit control number. A list of our registered holders as of the close of business on the record date will be made available to stockholders during the meeting at www.virtualshareholdermeeting.com/AGTC2020.

Only stockholders of record at the close of business on October 28, 2020 may vote at the meeting.

By order of the Board of Directors,
Stacie Aarestad
Secretary

November 2, 2020

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 16, 2020**

This proxy statement and our fiscal year 2020 Annual Report to Stockholders are also available for viewing, printing and downloading at www.proxyvote.com.

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INFORMATION ABOUT THE MEETING

The Meeting

The 2021 Annual Meeting of Stockholders of Applied Genetic Technologies Corporation will be held virtually at 4:30 p.m., Eastern time, on Wednesday, December 16, 2020 at www.virtualshareholdermeeting.com/AGTC2020. At the meeting, stockholders of record on the record date for the meeting who are present (virtually) or represented by proxy will have the opportunity to vote on the following matters:

- the re-election of William Aliski and Anne VanLent as our Class I directors, each to serve for a three-year term ending at our 2024 annual meeting of stockholders;
- an advisory vote on executive compensation; and
- the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending June 30, 2021.

Our board of directors does not intend to present to the annual meeting any business other than the proposals described in this proxy statement. Our board of directors was not aware, as of a reasonable time before making this proxy statement available to our stockholders, of any other business that properly may be presented for action at the annual meeting. If any other business should come before the annual meeting, the persons present will have discretionary authority to vote the shares they own or represent by proxy in accordance with their judgment, to the extent authorized by applicable regulations.

This Proxy Solicitation

This proxy statement and the enclosed proxy card are being furnished because our board of directors is soliciting your proxy to vote at the annual meeting (including any adjournment or postponement of the meeting).

- *This proxy statement* summarizes information about the proposals to be considered at the meeting and other information you may find useful in determining how to vote.
- *The proxy card* is the means by which you actually authorize another person to vote your shares at the meeting in accordance with your instructions.

We will pay the cost of soliciting proxies. Our directors, officers and employees may solicit proxies in person, by telephone or by other means. We will reimburse brokers and other nominee holders of shares for expenses they incur in forwarding proxy materials to the beneficial owners of those shares. We do not plan to retain the services of a proxy solicitation firm to assist us in this solicitation.

This proxy statement and our fiscal year 2020 Annual Report to Stockholders are also available for viewing, printing and downloading at the “Investors – Financials & Filings” section of our website at www.agtc.com.

Who May Vote

Holders of record of our common stock at the close of business on October 28, 2020 are entitled to one vote per share of common stock on each proposal properly brought before the annual meeting.

A list of our registered holders as of the close of business on the record date will be made available to stockholders during the annual meeting at www.virtualshareholdermeeting.com/AGTC2020. In addition, you may contact our Chief Financial Officer, William A. Sullivan, at our offices located at One Kendall Square, 1400W, Suite 14102, Cambridge, Massachusetts 02139, to make arrangements to review a copy of the stockholder list at those offices, between the hours of 9:00 a.m. and 5:00 p.m., Eastern time, on any business day from December 2, 2020 to the time of the annual meeting.

How to Vote

If your shares are registered in your name, you may vote online while virtually attending the annual meeting by visiting www.virtualshareholdermeeting.com/AGTC2020 or by proxy without attending the meeting. Registered stockholders may also vote prior to the meeting by telephone by calling 1-800-690-6903 or on the internet by following the instructions included with your proxy card or the notice to be mailed to you on November 3, 2020. In addition, if you received a printed proxy card, you may mark, sign, date and mail the proxy card you received in the postage-paid return envelope. If you vote in accordance with any of the available methods, your shares will be voted at the meeting pursuant to your instructions. If you sign and return the proxy card or vote by telephone or on the internet but do not provide voting instructions on some or all of the proposals, your shares will be voted by the persons named in the proxy card on all uninstructed proposals in accordance with the recommendations of the board of directors given below.

Shares Held by Brokers or Nominees

If your shares are held in “street name” by a broker, bank or other nominee, that person, as the record holder of your shares, is required to vote your shares according to your instructions. Your bank, broker or other nominee will send you directions on how to vote those shares, which may include the ability to instruct the voting of your shares by telephone or on the internet prior to the meeting.

If your shares are registered in your name or if your shares are held by a broker, bank or other nominee and you wish to vote online while virtually attending the meeting, you will need to access the live audio webcast of the meeting at www.virtualshareholdermeeting.com/AGTC2020 and follow the instructions for stockholder voting.

Under stock exchange rules applicable to most brokerage firms, if you do not give instructions to your broker, it is permitted to vote any shares it holds for your account in its discretion with respect to “routine” proposals, but it is not allowed to vote your shares with respect to certain non-routine proposals. **Proposals 1 and 2 regarding the election of directors and “say on pay”, respectively, are “non-routine” proposals. If you do not instruct your broker how to vote with respect to such proposals, your broker will not vote on such proposal and your shares will be recorded as “broker non-votes” and will not affect the outcome of the vote on such proposal.** “Broker non-votes” are shares that are held in “street name” by a bank or brokerage firm that indicates on its proxy that, while voting in its discretion on one matter, it does not have or did not exercise discretionary authority to vote on another matter.

Proposal 3, the ratification of Ernst & Young LLP as our independent registered public accounting firm, is considered to be a routine item under the applicable rules and your broker will be able to vote on that item even if it does not receive instructions from you, so long as it holds your shares in its name.

If a broker or nominee holds shares of our common stock in “street name” for your account, then this proxy statement may have been forwarded to you with a voting instruction card, which allows you to instruct the broker or nominee how to vote your shares on the proposals described herein. To vote by proxy or to instruct your broker how to vote, you should follow the directions provided with the voting instruction card. **In order to have your vote counted on any of Proposals 1 or 2, you must either provide timely voting instructions to your broker or obtain a properly executed proxy from the broker or other record holder of the shares that authorizes you to act on behalf of the record holder with respect to the shares held for your account.**

Quorum Required to Transact Business

At the close of business on October 28, 2020, a total of 25,865,862 shares of our common stock were outstanding. Our bylaws require that a majority of the outstanding shares of our common stock be represented, in person or by proxy, at the meeting in order to constitute the quorum we need to transact business at the meeting. We will count abstentions and broker non-votes as shares represented at the meeting in determining whether a quorum exists.

Multiple Stockholders Sharing the Same Address

Some banks, brokers and other nominee record holders may be “householding” our proxy statements, annual reports and related materials. “Householding” means that only one copy of these documents may have been sent to multiple stockholders in one household. If you would like to receive your own set of proxy statements, annual reports and related materials, or if you share an address with another stockholder and together both of you would like to receive only a single set of these documents, please contact your bank, broker or other nominee, or Broadridge Investor Communication Solutions, Inc. by sending such request by mail to Householding Department, 51 Mercedes Way, Edgewood, New York 11717 or by calling 1-866-540-7095.

To request a printed copy of our proxy statement, annual report and form of proxy relating to this stockholder meeting or future stockholder meetings, visit www.proxyvote.com, call 1-800-579-1639 or send an email to sendmaterial@proxyvote.com. You must have available the 16-digit control number from the notice described above.

May I change my vote?

If you are a registered stockholder, you may change your vote or revoke your proxy at any time before it is voted by notifying the Secretary in writing, by returning a signed proxy with a later date, by submitting an electronic proxy as of a later date or by virtually attending the meeting and voting online during the meeting. If your shares are held in “street name,” you must contact your bank, broker or other nominee for instructions on changing your vote.

What vote is required to approve each item?

The affirmative vote of the holders of a plurality of the shares represented in person or by proxy is required for the election of directors (Proposal 1). Broker non-votes and proxies marked to withhold authority with respect to the election of one or more directors will not be voted with respect to the director indicated. The two director nominees receiving the highest number of votes will be elected. The advisory vote on executive compensation and ratification of the selection of the independent registered public accounting firm (Proposals 2 and 3, respectively) will be approved if the votes cast “for” the action exceed the votes cast “against” the action. Each of Proposals 2 and 3 is a non-binding proposal.

Where is the meeting held?

The annual meeting will be conducted via live audio webcast at: www.virtualshareholdermeeting.com/AGTC2020. You will be able to participate, submit questions and vote your shares electronically. To do so, you will need to visit www.virtualshareholdermeeting.com/AGTC2020 and use the 16-digit control number provided with the voting instructions.

Please allow ample time for the online check-in process. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the login page hosting the virtual meeting.

How do I submit a question at the annual meeting?

If you wish to submit a question on the day of the annual meeting, beginning at 4:15 p.m., Eastern time on December 16, 2020, you may log in and ask a question at www.virtualshareholdermeeting.com/AGTC2020. The annual meeting will be governed by our meeting guidelines posted at www.virtualshareholdermeeting.com/AGTC2020 in advance of the meeting. The meeting guidelines will address the ability of stockholders to ask questions during the meeting, including rules on permissible topics, and rules for how questions and comments will be recognized and disclosed to meeting participants.

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What happens if the meeting is postponed or adjourned?

Your proxy may be voted at the postponed or adjourned meeting. You will still be able to change your proxy until it is voted.

No Appraisal Rights

There are no appraisal rights associated with any of the proposals being considered at the annual meeting.

PROPOSAL 1: ELECTION OF DIRECTORS

The first proposal on the agenda for the meeting is the re-election of William Aliski and Anne VanLent to serve as Class I directors.

Our board of directors is divided into three classes:

- William Aliski and Anne VanLent are Class I directors whose terms end at the 2021 Annual Meeting;
- Scott Koenig and Ivana Magovcevic-Liebisch are Class II directors whose terms end at our annual meeting in fiscal year 2022; and
- Susan B. Washer, Ed Hurwitz and James Rosen are Class III directors whose terms end at our annual meeting in fiscal year 2023.

At each annual meeting of stockholders, a class of directors is elected for a three-year term to succeed the directors of the same class whose terms are then expiring. The term of each Class I director elected at our 2021 Annual Meeting of stockholders will begin at the meeting and end at our 2024 Annual Meeting of stockholders, or, if later, when the director's successor has been elected and has qualified.

The following table sets forth certain information, as of October 28, 2020, regarding our Class I directors, each of whom has been nominated for re-election, and each other director who will continue in office following the 2021 Annual Meeting.

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
<i>Class I Director Nominees</i>		
William Aliski, MPA (1)	73	Director
Anne VanLent (2)	72	Director
<i>Continuing Directors</i>		
Scott Koenig, M.D., Ph.D. (1)(3)	68	Chairman of the Board of Directors
Ivana Magovcevic-Liebisch, Ph.D. (2)(3)	53	Director
Susan B. Washer	59	President, Chief Executive Officer and Director
Ed Hurwitz (1)(2)	56	Director
James Rosen (3)	51	Director

(1) Member of the Nominating and Corporate Governance Committee.

(2) Member of the Audit Committee.

(3) Member of the Compensation Committee.

Class I Director Nominees

William Aliski has served as a member of our board of directors since September 2018. Mr. Aliski has served as a commercial consultant for early-stage orphan disease companies, including Ra Pharmaceuticals, Inc., from October 2016 to March 2017, and from March 2018 to present time, Magenta Pharma, from August 2019 to March 2020, X4 Pharmaceuticals, Inc., from January 2020 to March 2020, Clementia Pharmaceuticals, Inc., from December 2015 to January 2017, OxThera, from January 2015 through April 2015, Prosensa during 2014, Adimab LLC from November 2013 until December 2013, NPS Pharmaceuticals from April 2013 through December 2014, Fidelity Biosciences from August 2012 until December 2012 and Enobia Pharma from September 2011 until March 2012. Before that, Mr. Aliski served as Senior Vice President and Chief Commercial Officer of FoldRx Pharmaceuticals, a rare disease company, from June 2009 until March 2011, as Director of Simon Kucher Partners, a global consulting firm, from January 2008 until June 2009, and as General Manager of BioMarin Europe at BioMarin Pharmaceuticals Inc. from December 2005 until January 2008.

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Mr. Aliski also has served on the board of directors of Ultragenyx Pharmaceutical Inc. since January 2011. Mr. Aliski received a B.S. in Economics and a Master of Social Planning from Boston College and an M.P.A. from the Kennedy School of Government at Harvard University. We believe that Mr. Aliski's extensive experience in the life sciences industry, membership on various boards of directors, and his leadership and management experience qualify him to serve as a member of our board of directors.

Anne VanLent has served as a member of our board of directors and chair of the audit committee since August 2016. Ms. VanLent is President of AMV Advisors, providing corporate strategy and financial consulting services to emerging growth life sciences companies. Ms. VanLent had been Executive Vice President and Chief Financial Officer of Barrier Therapeutics, Inc., a publicly traded pharmaceutical company, from May 2002 through April 2008. Ms. VanLent also worked for eight years as Senior Vice President and Chief Financial Officer of The Liposome Company, Inc., a publicly traded biopharmaceutical company. Ms. VanLent currently serves as a director, chair of the Audit Committee, and member of the Nominating and Governance Committee of Trevi Pharmaceuticals, Inc. Until June 2020, she also served as a director, chair of the Audit Committee and member of the Compensation Committee of Vaxart, Inc. as a result of its merger in February 2018 with Aviragen Therapeutics, Inc., where she served as lead director, chair of the Audit Committee and member of the Nominating and Governance Committee. From April 2011 to December 2017 she served as a director, chair of the Audit Committee, and chair of the Nominating and Governance Committee of Ocera Therapeutics, Inc. From April 2013 through June 2017 she served as a director, member of the Audit Committee, and member of the Compliance Committee of Novelion Pharmaceuticals, Inc. From July 2013 to May 2016, Ms. VanLent served as a director, chair of the Audit Committee, and member of the Compensation Committee of Onconova Therapeutics, Inc. From 1997 to May 2013, she served as a director of Integra Life Sciences Holdings, Inc. and chaired its audit committee from 2006 until 2012. Ms. VanLent received a B.A. degree in Physics from Mount Holyoke College. Our board of directors believes that Ms. VanLent's qualifications to sit on our board of directors include her extensive leadership and finance experience, and her extensive experience serving as a board member, audit committee member and audit committee chair of public companies in the life sciences industry.

Continuing Directors

Scott Koenig has served as a member of our board of directors since April 2002 and as chairman of our board of directors since April 2004. Dr. Koenig has served as the President and Chief Executive Officer and a director of MacroGenics, Inc., a publicly traded biopharmaceutical company, since September 2001 and was one of its co-founders. Prior to joining MacroGenics, Dr. Koenig served as Senior Vice President of Research at MedImmune Inc., a biopharmaceutical company, where he participated in the selection and maturation of its product pipeline. From 1984 to 1990, he worked in the Laboratory of Immunoregulation at the National Institute of Allergy and Infectious Diseases at the National Institutes of Health, or NIH, where he investigated the immune response to retroviruses and studied the pathogenesis of AIDS. Dr. Koenig currently serves on the board of directors of each of GlycoMimetics, Inc. (GLYC), The International Biomedical Research Alliance, and the Biotechnology Innovation Organization (BIO). Dr. Koenig received his A.B. and Ph.D. from Cornell University and his M.D. from the University of Texas Health Science Center in Houston. He completed his residency in Internal Medicine at the Hospital of the University of Pennsylvania, and is board certified in Internal Medicine and Allergy and Immunology. We believe that Dr. Koenig's education and professional background in science and medicine, his experience as Chief Executive Officer of MacroGenics and as a scientist and senior executive at other life science companies and research organizations and his service as a director of other biopharmaceutical companies, medical institutions and industry groups qualify him to serve as a member of our board of directors.

Ivana Magovcevic-Liebisch has served as a member of our board of directors since June 2014. Dr. Magovcevic-Liebisch has served as Chief Executive Officer and President of Vigil Neuroscience, a biotechnology company, since July 2020. Previously, Dr. Magovcevic-Liebisch served as Executive Vice President, Chief Business Officer for Ipsen, a biopharmaceutical company, from March 2018 to April 2020. Prior

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to that, Dr. Magovcevic-Liebisch served as Senior Vice President, Head of Global Business Development for Teva Pharmaceutical Industries Ltd., or Teva, a pharmaceutical company. Prior to joining Teva, Dr. Magovcevic-Liebisch held several senior positions within Dyax Corp., or Dyax, from April 2001 through March 2013, most recently serving as Executive Vice President and Chief Operating Officer. Prior to joining Dyax, Dr. Magovcevic-Liebisch was Director of Intellectual Property and Patent Counsel for Transkaryotic Therapies, Inc. from November 1999 until March 2001. Dr. Magovcevic-Liebisch received her J.D. from Suffolk University Law School and her Ph.D. in genetics from Harvard University. We believe that Dr. Magovcevic-Liebisch's extensive experience in biopharmaceutical business development and operations qualify her to serve as a member of our board of directors.

Susan B. Washer has served as our President and Chief Executive Officer since March 2002 and as a member of our board of directors since November 2003. Prior to becoming our President and Chief Executive Officer, Ms. Washer served as our Chief Operating Officer from October 2001 to March 2002. From August 1996 to October 2001, Ms. Washer was President and Chief Executive Officer of Scenic Productions Inc., a specialty construction firm providing sculpting, painting and construction services to the entertainment industry. From June 1994 to August 1996, Ms. Washer served as the Founding Executive Director and then Business Advisor for the North Florida Technology Innovation Center, a public-private organization financing and providing services to entrepreneurial companies licensing technology from Florida universities. From October 1983 to June 1994, Ms. Washer served in various research and pharmaceutical management positions with Abbott Laboratories and Eli Lilly and Company. Ms. Washer also served on the board of Histogenics Corporation from April 2018 to September 2019. Ms. Washer received a B.S. in biochemistry from Michigan State University and an M.B.A. from the University of Florida. We believe that Ms. Washer's education and professional background in science and business management, her years of experience in the pharmaceutical and biotechnology industries, her service as a senior executive of entrepreneurial companies and her extensive knowledge of our company and its business qualify her to serve as a member of our board of directors.

Ed Hurwitz has served as a member of our board of directors since November 2012. Mr. Hurwitz is a Managing Director of MPM Capital, a healthcare venture capital firm, and a Managing Director of Precision Bioventures, LLC, a consulting and investment advisory firm founded by Mr. Hurwitz. He was a director at Alta Partners from 2002 through December 2014. Mr. Hurwitz currently serves as Chairman of the board of directors of ViewPoint Therapeutics, Rekindle Therapeutics, and BioIntervene, Inc., as well as a board member of Recode Therapeutics, all privately held, biotechnology companies. Mr. Hurwitz also serves as a member of the board of directors of MacroGenics, Inc. and Dyne Therapeutics, each of which is a publicly traded biotechnology company. Prior to joining Alta, Mr. Hurwitz served as Senior Vice President and CFO of Affymetrix from 1997 to 2002. From 1994 to 1997, Mr. Hurwitz was a biotechnology research analyst for Robertson Stephens & Company, and from 1992 to 1994, was a biotechnology research analyst for Smith Barney Shearson. From 1990 to 1992, he practiced commercial law at Cooley Godward LLP. Mr. Hurwitz earned a J.D. and M.B.A. from the University of California, Berkeley's Boalt School of Law and Haas School of Business, respectively. He also holds a B.A. in Molecular Biology from Cornell University. We believe that Mr. Hurwitz's education and professional background in science, business management and law, his work as a lawyer, research analyst and senior executive in the biotechnology industry and his experience as a director of other public and private biotechnology companies qualify him to serve as a member of our board of directors.

James Rosen has served as a member of our board of directors since March 2010; he is currently President and CEO of Artizan Biosciences. Artizan Biosciences is engaging in early-stage immunobiology research and development for the treatment of unmet medical needs. From February 2015 through August 2016, Mr. Rosen served as Deputy Director, Venture Investing at the Bill & Melinda Gates Foundation. Prior to that, Mr. Rosen was a partner at Intersouth Partners, a venture capital firm, from January 2007 to December 2014. Prior to joining Intersouth, he spent 15 years in clinical, research and financial positions in the healthcare and biotechnology sectors, including serving as an equity research analyst at Brean Murray & Co., from 2000 to 2003, covering biopharmaceuticals, genomics, generics, drug delivery and medical device companies. Mr. Rosen holds a B.A. from Duke University, an M.B.A. from the University of North Carolina-Chapel Hill's Kenan-

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Flagler School of Business and an M.S.P.H. from the University of North Carolina School of Public Health. We believe that Mr. Rosen's education and professional background in science, business management and finance and his operational experience as a scientist and executive in the healthcare and biotechnology industries and as a venture capitalist concentrating on those industries, qualify him to serve as a member of our board of directors.

If for any reason either of the nominees becomes unavailable for election, the persons designated on the proxy card may vote the shares represented by proxy for the election of a substitute nominated by the board of directors. Each nominee has consented to serve as a director if elected and we currently have no reason to believe that either of them will be unable to serve.

The two nominees receiving the greatest number of votes cast will be elected as Class I directors. **Brokers may not vote shares they hold for you in the election of Directors unless they receive timely voting instructions from you.** We will not count votes withheld or broker non-votes as having been cast for the election of a director.

OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE RE-ELECTION OF WILLIAM ALISKI AND ANNE VANLENT AS CLASS I DIRECTORS.

**PROPOSAL 2: ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO
OUR NAMED EXECUTIVE OFFICERS**

We are providing our stockholders with the opportunity to cast an advisory (non-binding) vote on executive compensation, or a “say-on-pay” vote. Under Section 14A of the Securities Exchange Act of 1934, as amended, or the Securities Exchange Act, we must hold this advisory vote at least once every three years. At our annual meeting of stockholders for the fiscal year ended June 30, 2019, our stockholders approved a proposal that we will have an advisory vote on executive compensation every year. Accordingly, our next say-on-pay vote after the annual meeting will occur at our 2022 annual meeting of stockholders.

The say-on-pay vote is a non-binding vote on the compensation paid to our named executive officers, as described elsewhere in this proxy statement under the heading “Executive Compensation,” and includes the tabular disclosure regarding such compensation and the accompanying narrative disclosure. The Executive Compensation section describes how we determine executive compensation, the elements of total compensation and the actual compensation of our named executive officers identified in that section. The compensation committee and our board of directors believe that the compensation of our named executive officers for the fiscal year ended June 30, 2020 reflects and supports the policies and practices described in the Executive Compensation section of this proxy statement.

The affirmative vote of the holders of a majority of the votes cast at the meeting is required for approval of the advisory resolution to approve the compensation of our named executive officers. Abstentions and broker non-votes will have no effect on the voting outcome. The say-on-pay vote is not binding on the compensation committee or our board of directors. However, the compensation committee and our board of directors will consider the result of the vote when determining future executive compensation arrangements.

OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THIS PROXY STATEMENT.

**PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM**

Ernst & Young LLP currently serves as our independent registered public accounting firm and audited our financial statements for the fiscal year ended June 30, 2020. Our audit committee has retained Ernst & Young LLP as our independent registered public accounting firm to audit our financial statements for the fiscal year ending June 30, 2021.

Our audit committee is responsible for selecting and appointing our independent registered public accounting firm and this appointment is not required to be ratified by our stockholders. However, our audit committee has recommended that the board of directors submit this matter to the stockholders as a matter of good corporate practice. If the stockholders fail to ratify the appointment, the audit committee will reconsider whether to retain Ernst & Young LLP and may retain that firm or another without re-submitting the matter to our stockholders. Even if the appointment is ratified, the audit committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interest of our company and our stockholders.

Representatives of Ernst & Young LLP are not expected to be present at the annual meeting.

In order to pass, this proposal must receive a majority of the votes cast with respect to this matter. We will not count abstentions or broker non-votes as votes cast.

OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2021.

INFORMATION ABOUT OUR BOARD OF DIRECTORS AND MANAGEMENT

Board Composition

Our board of directors currently consists of seven members, each of whom hold office until their successors have been elected and qualified or until the earlier of their resignation or removal. Our amended and restated certificate of incorporation and amended and restated bylaws provide that the authorized number of directors may be changed only by resolution of the board of directors. Our amended and restated certificate of incorporation, and amended and restated bylaws also provide that our directors may be removed only for cause by the affirmative vote of the holders of at least 66 2/3 percent of the votes that all our stockholders would be entitled to cast in an annual election of directors, and that any vacancy on our board of directors, including a vacancy resulting from an enlargement of our board of directors, may be filled only by vote of a majority of our directors then in office.

In accordance with the terms of our certificate of incorporation and bylaws, our board of directors is divided into three classes, Class I, Class II and Class III, with members of each class serving staggered three-year terms, divided as follows:

- the Class I directors are Mr. Aliski and Ms. VanLent, whose terms will expire at the 2021 Annual Meeting;
- the Class II directors are Dr. Koenig and Dr. Magovcevic-Liebisch, whose terms will expire at the annual meeting of stockholders to be held in fiscal year 2022; and
- the Class III directors are Ms. Washer, Mr. Hurwitz and Mr. Rosen, whose terms will expire at the annual meeting of stockholders to be held in fiscal year 2023.

Upon the expiration of the term of a class of directors, directors in that class will be eligible to be elected for a new three-year term at the annual meeting of stockholders in the year in which their term expires.

Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, our board of directors has determined that each of our directors, with the exception of Ms. Washer, is an “independent director” as defined under Rule 5605(a)(2) of the Nasdaq Listing Rules.

Board Role in Risk Oversight

One of the key functions of our board of directors is informed oversight of our risk management process. Our Chief Executive Officer is responsible for setting the strategic direction for our company and the day to day leadership and performance of the company, while our Chairman, who is not an executive officer, sets the agenda for board meetings, facilitates communications between the board and the Chief Executive Officer and discussion among the independent directors and presides over meetings of the board and stockholders. Our independent directors meet in executive session on a regular basis, without management present, with our Chairman presiding.

Our board of directors does not have a standing risk management committee, but rather administers this oversight function directly through the board of directors as a whole, as well as through various standing committees of our board of directors that address risks inherent in their respective areas of oversight. In particular, our board of directors is responsible for monitoring and assessing strategic risk exposure and our audit committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. The audit committee also monitors compliance with legal and regulatory requirements. Our nominating and corporate governance committee monitors the

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effectiveness of our corporate governance practices, including whether they are successful in preventing illegal or improper liability-creating conduct. Our compensation committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking.

Board Committees

Our board of directors has established an audit committee, a compensation committee and a nominating and corporate governance committee. Each of these committees, which are the only standing committees of our board of directors, operates under a charter that has been approved by our board of directors.

Audit committee. The current members of our audit committee are Mr. Hurwitz, Dr. Magovcevic-Liebisch and Ms. VanLent (chair). Our board of directors has determined that each member of the audit committee satisfies the Nasdaq Stock Market independence standards and the independence standards of Rule 10A-3(b)(1) of the Securities Exchange Act. Each of the members of our audit committee meets the requirements for financial literacy under applicable rules and regulations of the Securities and Exchange Commission, or the SEC, and the Nasdaq Stock Market. The board of directors has also determined that Ms. VanLent qualifies as an “audit committee financial expert,” as defined by applicable rules of the Nasdaq Stock Market and the SEC. The audit committee assists our board of directors in its oversight of:

- the integrity of our financial statements;
- our compliance with legal and regulatory requirements;
- the qualifications and independence of our independent registered public accounting firm; and
- the performance of our independent registered public accounting firm.

The audit committee has direct responsibility for the appointment, compensation, retention and oversight of the work of our independent registered public accounting firm. The audit committee establishes and implements policies and procedures for the pre-approval of all audit services and all permissible non-audit services provided by our independent registered public accounting firm and reviews and has the authority to approve or disapprove any related party transactions entered into by us. The Audit Committee operates under a written charter that satisfies the applicable standards of the SEC and the Nasdaq Stock Market. A copy of the Audit Committee charter is available in the “Investors – Corporate Governance” section of our website at www.agtc.com.

The audit committee met in person or by telephone six times during fiscal year 2020.

Compensation committee. The current members of our compensation committee are Dr. Koenig, Dr. Magovcevic-Liebisch (chair) and Mr. Rosen, each of whom is an independent director. The compensation committee:

- approves or recommends to the independent directors of our board of directors the compensation and benefits of our executive officers;
- reviews and makes recommendations to the board of directors regarding benefit plans and programs for employee compensation; and
- administers our equity compensation plans.

The Compensation Committee operates under a written charter adopted by the board of directors, which is available in the “Investors – Corporate Governance” section of our website at www.agtc.com.

The compensation committee met in person or by telephone four times during fiscal year 2020.

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Nominating and corporate governance committee. The members of our nominating and corporate governance committee are Mr. Aliski (chair), Mr. Hurwitz and Dr. Koenig, each of whom is an independent director. The nominating and corporate governance committee:

- identifies individuals qualified to become board members;
- recommends to the board of directors nominations of persons to be elected to the board; and
- advises the board of directors regarding appropriate corporate governance policies and assists the board of directors in achieving them.

The Nominating and Corporate Governance Committee operates pursuant to a written charter, which is available in the “Investors – Corporate Governance” section of our website at www.agtc.com.

The nominating and corporate governance committee met in person or by telephone two times during fiscal year 2020.

Compensation Committee Interlocks and Insider Participation

None of our executive officers serves, or in the past has served, as a member of the board of directors or compensation committee, or other committee serving an equivalent function, of any entity that has one or more executive officers who serve as members of our board of directors or our compensation committee. None of the members of our compensation committee is an officer or employee of our company, nor has any of them ever been an officer or employee of our company.

Code of Business Conduct and Ethics; Corporate Governance Guidelines

We have adopted a written code of business conduct and ethics that applies to our directors, executive officers and employees, as well as corporate governance guidelines. Copies of the code of business conduct and ethics and our corporate governance guidelines are posted on the Corporate Governance section of our website, which is located at www.agtc.com. If we make any substantive amendments to, or grant any waivers from, the code of business conduct and ethics for any officer or director, we will disclose the nature of such amendment or waiver on our website or on a Form 8-K.

Meetings of the Board of Directors

Our board of directors met in person or by telephone 13 times during fiscal year 2020. No director attended fewer than 75 percent of the aggregate number of meetings of the board of directors and any committee of the board of directors on which he or she served, in each case held during the period in which he or she served as a director, in fiscal year 2020.

Policy Regarding Board Attendance

Our directors are expected to attend meetings of the board of directors and meetings of committees on which they serve. Our directors are expected to spend the time needed at each meeting and to meet as frequently as necessary to properly discharge their responsibilities. We encourage members of our board of directors to attend our annual meetings of stockholders, but we do not have a formal policy requiring them to do so. All of our directors then serving as directors attended our 2020 annual meeting of stockholders.

Director Candidates and Selection Process

Our nominating and corporate governance committee, in consultation with our board of directors, is responsible for identifying and reviewing candidates to fill open positions on the board, including positions arising as a result of the removal, resignation or retirement of any director, an increase in the size of the board or

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otherwise, and recommending to our full board candidates for nomination for election as directors. In recommending new directors, the committee will consider any requirements of applicable law or listing standards, a candidate's strength of character, judgment, business experience and specific area of expertise, diversity, factors relating to the composition of the board of directors (including its size and structure), and such other factors as the committee deems to be appropriate. The goal of the committee is to assemble a board of directors that consists of individuals who bring a variety of complementary attributes and who, taken together, have the appropriate skills and experience to oversee our business. The committee is responsible for reviewing from time to time the appropriate skills and characteristics required of directors in the context of the current make-up of the board of directors, including such factors as business experience, diversity, and personal skills in technology, finance, marketing, sales, financial reporting and other areas that contribute to an effective board of directors. In 2020, the nominating and corporate governance committee approved the director nominees for election at the 2021 Annual Meeting.

The committee has not adopted any formal policy, guidelines or procedures regarding the diversity of our board of directors. Our priority when selecting board members is the identification of members who will further the interests of our stockholders through an established record of professional accomplishment, the ability to contribute positively to the collaborative culture among board members, knowledge of our business and understanding of the competitive landscape.

Stockholders may recommend individuals to the nominating and corporate governance committee for consideration as potential director candidates by submitting their names, together with appropriate biographical information and background materials and a statement as to whether the stockholder or group of stockholders making the recommendation has beneficially owned more than five percent of our common stock for at least a year as of the date such recommendation is made, to our nominating and corporate governance committee, c/o Secretary at our offices located at One Kendall Square, 1400W, Suite 14102, Cambridge, Massachusetts 02139. Assuming that appropriate biographical and background material has been provided on a timely basis, the nominating and corporate governance committee will evaluate stockholder-recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates that it recommends. If the board of directors resolves to nominate a stockholder-recommended candidate and recommends his or her election, then his or her name will be included in our proxy card for the next annual meeting. Any recommendation of a potential director nominee should also include a statement signed by the proposed nominee expressing a willingness to serve as a director if elected. As part of this responsibility, the committee will be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for election as a director and such candidate's compliance with the independence and other qualification requirements established by the committee or imposed by applicable law or listing standards.

Communications with our Board of Directors

Stockholders wishing to communicate with our board of directors should send correspondence to the attention of our Secretary, Stacie Aarestad, at our offices located at One Kendall Square, 1400W, Suite 14102, Cambridge, Massachusetts 02139, and should include with the correspondence evidence that the sender of the communication is one of our stockholders. Satisfactory evidence would include, for example, contemporaneous correspondence from a brokerage firm indicating the identity of the stockholder and the number of shares held. Our Secretary will review all correspondence confirmed to be from stockholders and decide whether to forward the correspondence or a summary of the correspondence to the full board of directors or a committee thereof. Our Secretary will review all stockholder correspondence, but the decision to relay that correspondence to the full board or a committee thereof will rest entirely within the Secretary's discretion. Our board of directors believes that this process will suffice to handle the relatively low volume of communications we have historically received from our stockholders. If the volume of communications increases such that this process becomes burdensome to our Secretary, our board of directors may elect to adopt more elaborate screening procedures.

Director Compensation

Our non-employee directors receive equity-based compensation and cash fees as follows:

- each non-employee director receives an annual cash fee in the amount of \$40,000;
- our chairman receives an additional cash fee in the amount of \$35,000;
- the chairperson of each of our board committees receives an additional annual cash fee as follows: audit committee chair, \$18,000; compensation committee chair, \$12,000; and nominating and corporate governance committee chair, \$8,000; and
- each other member of a board committee receives an additional annual cash fee as follows: audit committee, \$9,000; compensation committee, \$6,000; and nominating and corporate governance committee, \$4,000.

The cash fees described above are paid quarterly in arrears. Non-employee directors are also reimbursed upon request for travel and other out-of-pocket expenses incurred in connection with their attendance at meetings of our board of directors and of committees on which they serve.

Upon initial election to our board of directors, our non-employee directors are entitled to receive a non-qualified stock option, vesting in equal installments on each of the first three anniversaries of the date of grant, to purchase 25,000 shares of our common stock. In August 2020, the vesting of the initial option grants to directors was revised to one third on the first anniversary of the date of grant and thereafter in 24 equal monthly installments, so that the option is fully-vested on the third anniversary of the date of grant. In addition, each non-employee director remaining in office receives at each annual meeting of the stockholders a non-qualified stock option, vesting on the first anniversary of the date of grant, to purchase 10,000 shares of our common stock. In August 2020, the annual option award made to each non-employee director remaining in office at the annual meeting was increased to 12,000 shares of our common stock and the vesting revised so that the option vests in 12 equal monthly installments. Each such initial or annual stock option is granted with an exercise price equal to the fair value of our common stock on the date of grant.

The table below sets forth information regarding compensation awarded to, earned by or paid to our non-employee directors who served during fiscal year 2020. We do not pay any compensation to our President and Chief Executive Officer in connection with her service on our board of directors. See “Executive Compensation” for a discussion of the compensation of Ms. Washer.

<u>Name</u>	<u>Fees earned or paid in cash (\$)(1)</u>	<u>Option awards (\$)(2)</u>	<u>Total (\$)</u>
Scott Koenig, M.D., Ph.D.	85,000	19,188	104,188
William Aliski, MPA	48,000	19,188	67,188
Ed Hurwitz	53,000	19,188	72,188
Ivana Magovcevic-Liebisch, Ph.D.	61,000	19,188	80,188
James Rosen	46,000	19,188	65,188
Anne VanLent	58,000	19,188	77,188

(1) Represents the amount earned or paid for service as a director during fiscal year 2020.

(2) Represents the grant date fair value of option awards granted in fiscal year 2020 in accordance with Accounting Standards Codification Topic 718, Compensation—Stock Compensation (“ASC Topic 718”). See Note 10 of the notes to our audited financial statements included in the Annual Report on Form 10-K for the fiscal year ended June 30, 2020 (the “2020 Form 10-K”), filed on September 18, 2020, for a discussion of the relevant assumptions used in calculating these amounts.

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The table below shows the aggregate number of option awards held by each of our current non-employee directors who was serving as of June 30, 2020.

<u>Name</u>	<u>Number of Options Outstanding at June 30, 2020</u>
Scott Koenig, M.D., Ph.D.	72,833
William Aliski, MPA	45,000
Ed Hurwitz	58,263
Ivana Magovcevic-Liebisch, Ph.D.	58,263
James Rosen	58,263
Anne VanLent	54,000

Our Management

The following table sets forth information with respect to our executive officers as of October 28, 2020:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Susan B. Washer	59	President, Chief Executive Officer and Director
William A. Sullivan	49	Chief Financial Officer
Stephen W. Potter	64	Vice President and Chief Business Officer
Mark S. Shearman, Ph.D.	59	Chief Scientific Officer

For biographical information concerning Susan B. Washer, see “Proposal 1—Election of Directors.”

William A. Sullivan has served as our Chief Financial Officer since August 2017. Prior to joining AGTC, Mr. Sullivan worked at Merrimack Pharmaceuticals Inc. from November 2007 to April of 2017 where he held a number of positions of increasing responsibility including Controller, Vice President of Finance, Treasurer, Chief Financial Officer and Head of Finance. Mr. Sullivan began his career at Arthur Andersen LLP, where he obtained his certified public accountant license. Mr. Sullivan holds an M.B.A. and an M.S. in accounting from Northeastern University’s Graduate School of Professional Accounting and a B.A. from Williams College.

Stephen W. Potter has served as our Vice President and Chief Business Officer since January 2015. Prior to joining us, Mr. Potter was employed most recently by NeoStem, Inc., a developer of cell-based therapeutics, where he served as Executive Vice President from July 2013 to February 2015, and was a member of the Board of Directors from January 2013 to July 2013. Previously, Mr. Potter was Senior Vice President of Operations and Corporate Development for Osiris Therapeutics, Inc., from February 2011 to November 2012, where he was part of the senior leadership team that achieved approval of the first-ever stem cell drug therapy, Prochymal. He was also responsible for the launch and overall management of the Bio-Surgery business unit as well as operational oversight for multiple functional areas including manufacturing, human resources, IT, legal, and business development. From 2006 through 2010, Mr. Potter served as Senior Vice President of Corporate and Business Development at Genzyme Corporation and as Vice President of Corporate and Business Development. While at Genzyme, he was the senior leader for its global corporate and business development team that provided strategic and transaction support, including support for many of Genzyme’s gene and cell therapy opportunities. Mr. Potter has also held positions at DuPont Pharmaceuticals, E.I. Dupont de Nemours and Company, Inc., and Booz Allen & Hamilton. Mr. Potter earned a B.S. from University of Massachusetts and an MBA from Harvard Business School.

Mark S. Shearman has served as our Chief Scientific Officer since June 1, 2015. From August 2009 until June 2015, Dr. Shearman served as Senior Vice President of Research & Early Development of EMD Serono, Inc., the U.S. and Canadian subsidiary of Merck KGaA. Prior his time at EMD Serono, Dr. Shearman was

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Executive Director of Merck & Co. Research Laboratories, Boston, from January 2006 to July 2009 and Senior Director at the Merck Sharp & Dohme Research Laboratories Neuroscience Research Centre, U.K. from January 2004 to December 2005. Dr. Shearman earned a B.Sc. from the University of Bristol, a Ph.D. from the University of Nottingham and conducted academic research at institutes in Japan and Germany.

EXECUTIVE COMPENSATION

Executive Summary

The compensation of our executive officers is determined by the compensation committee of our board of directors and discussed by the compensation committee throughout the year. Our formal annual compensation review process generally takes place during the first quarter of each fiscal year, after the results of the previous fiscal year are known. Annual variable compensation and discretionary cash bonuses for the completed fiscal year, if any, and long-term equity-based incentive compensation, if any, are awarded by the compensation committee on a discretionary basis, generally during the first fiscal quarter, after a review of the previous fiscal year's results.

Our compensation committee is comprised entirely of non-employee directors, each of whom our board of directors has determined is independent within the meaning of the rules of the Nasdaq Stock Market. The members of the compensation committee have substantial managerial experience and wide contacts in the biotechnology and biopharmaceutical industries and in the broader healthcare industry, upon which they rely in making their determinations. The compensation committee also considers publicly available information concerning the compensation practices of other companies in the biotechnology industry. This information is used by the compensation committee informally and primarily for purposes of comparison to ascertain whether our compensation practices for our executive officers are broadly competitive.

Our Chief Executive Officer makes recommendations with regard to the compensation of our executive officers other than herself, which are reviewed by the compensation committee. Executive officers do not participate in the process of establishing their own annual compensation.

The compensation committee does not have a formal benchmarking policy or a practice of establishing the amount of any element of our executive officers' compensation by reference to a fixed range of percentages or percentiles of the compensation of any peer or comparison group. As a result, the determinations made by the members of our compensation committee are guided to a significant degree by their collective judgment and experience. During fiscal year 2020, the compensation committee retained a compensation consultant, Aon Consulting's Radford Surveys + Consulting, or Radford, to assist the compensation committee in assessing the form and amount of compensation paid to our executives.

Our compensation committee has reviewed our compensation programs and believes that our compensation programs have not encouraged or rewarded excessive or inappropriate risk taking.

Summary Compensation Table for Fiscal Year 2020

The table below sets forth information regarding compensation earned by our named executive officers.

Name	Year	Salary (\$)	Stock Awards (\$)(1)	Option Awards (\$)(2)	Non-equity incentive plan compensation (\$)	Other (\$)(3)	Total (\$)
Susan B. Washer	2020	529,575	—	192,993	253,402	12,283	988,253
<i>President and Chief Executive Officer</i>	2019	514,150	—	274,957	254,504	8,621	1,052,232
Mark S. Shearman, Ph.D.	2020	414,160	100,035(4)	100,357	186,372(5)	13,391	814,315
<i>Chief Scientific Officer</i>	2019	402,097	—	233,713	128,068	8,763	772,641
Stephen W. Potter	2020	363,448	100,035(4)	100,357	111,815	11,509	687,164
<i>Chief Business Officer</i>							
Matthew Feinsod, M.D. (6)	2020	425,000(7)	7,500	258,200	114,000	10,667	815,367
<i>Former Interim Chief Medical Officer</i>	2019	699,996	109,050	—	—	11,200	820,246

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- (1) Represents the fair value of restricted stock or restricted stock unit awards granted in fiscal years 2020 and 2019 in accordance with ASC Topic 718. See Note 10 of the notes to our audited financial statements included in the 2020 Form 10-K for a discussion of the relevant assumptions used in calculating these amounts.
- (2) Represents the grant date fair value of option awards granted in fiscal years 2020 and 2019 in accordance with ASC Topic 718. See Note 10 of the notes to our audited financial statements included in the 2020 Form 10-K for a discussion of the relevant assumptions used in calculating these amounts.
- (3) Consists of 401(k) matching contributions.
- (4) Represents restricted stock units granted to each of Dr. Shearman and Mr. Potter on August 15, 2020 for services as Chief Scientific Officer and Chief Business Officer, respectively.
- (5) Includes \$41,416 that vested on January 31, 2020 pursuant to the cash bonus granted to Dr. Shearman on January 6, 2020 for his services as Chief Scientific Officer.
- (6) Effective August 1, 2019, Dr. Feinsod became our Executive Vice President of Global Strategy and Development and ceased to be an executive officer.
- (7) From July 1, 2019 through his appointment as Executive Vice President of Global Strategy and Development effective as of August 1, 2019, Dr. Feinsod's annual base salary was \$700,000. For the remainder of fiscal year 2020, Dr. Feinsod's annual base salary was \$400,000.

Narrative Disclosure to Summary Compensation Table

We review compensation annually for all of our employees, including our executives. In setting executive base salaries and bonuses and granting equity incentive awards, we consider compensation for comparable positions in the market, the historical compensation levels of our executives, individual performance as compared to our expectations and objectives, our desire to motivate our employees to achieve short- and long-term results that are in the best interests of our stockholders, and a long-term commitment to our company. We do not target a specific competitive position or a specific mix of compensation among base salary, bonus or long-term incentives.

Our compensation committee reviews and discusses management's proposed compensation with the Chief Executive Officer for all executives other than our Chief Executive Officer. Based on those discussions and its discretion, the compensation committee then determines the compensation and benefits of our executive officers.

We have an at-will employment agreement with each of Ms. Washer, our President and Chief Executive Officer, Dr. Shearman, our Chief Scientific Officer, and Mr. Potter, our Chief Business Officer. We also have an at-will employment offer letter with Dr. Feinsod, our Executive Vice President of Global Strategy and Development, who served as our Interim Chief Medical Officer until August 1, 2019. For fiscal year 2020, the annual base salaries of Ms. Washer, Dr. Shearman, Mr. Potter and Dr. Feinsod were \$529,575, \$414,160, \$363,448 and \$425,000, respectively. In addition, Ms. Washer, Dr. Shearman, Mr. Potter and Dr. Feinsod received bonuses for fiscal year 2020 of \$253,402, \$144,956, \$111,815 and \$114,000, respectively, based on the achievement of certain corporate and individual performance goals as determined by the compensation committee. On January 6, 2020, the compensation committee of our board of directors approved an additional bonus payment of \$165,664 for Dr. Shearman, of which (i) \$41,416 vested on January 31, 2020 and became payable on April 30, 2020 and (ii) \$124,248 will vest on December 31, 2020 and be payable on March 31, 2021, subject to Dr. Shearman's continued employment on each such date. For fiscal year 2021, the annual base salaries of Ms. Washer, Dr. Shearman, Mr. Potter and Dr. Feinsod were determined to be \$529,575, \$422,443, \$370,717 and \$406,000, respectively.

In fiscal year 2020, our compensation committee retained Radford to assist us with the identification of an appropriate peer group of companies for purposes of benchmarking the competitiveness of our executive compensation. Our compensation committee will evaluate the need for revisions to our executive compensation program to ensure that our program is competitive with the companies with which we compete for executive talent and that it is appropriate for a public company.

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Retirement Savings

All of our full-time employees in the United States, including our named executive officers, are eligible to participate in our 401(k) plan. Pursuant to our 401(k) plan, employees may elect to reduce their current compensation by up to the statutorily prescribed annual limit (which is \$19,500 in calendar year 2020 and was \$19,000 in calendar year 2019), with additional salary deferrals not to exceed \$6,500 and \$6,000 in calendar years 2020 and 2019, respectively, available to those employees 50 years of age or older, and to have the amount of this reduction contributed to our 401(k) plan. The 401(k) plan permits us to make contributions up to the limits allowed by law on behalf of all eligible employees. Since July 1, 2017, we have been making matching contributions of 100% of the first 4% contributed by employees to our 401(k) plan.

Outstanding Equity Awards at Year End

The following table sets forth information regarding outstanding stock options and other equity awards held by our named executive officers as of June 30, 2020.

Name	Option Awards					Stock awards	
	Number of Securities Underlying Unexercised Options (#) exercisable	Number of Securities Underlying Unexercised Options (#) unexercisable	Option Exercise Price (\$)	Option Expiration Date	Option Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)
Susan B. Washer	3,877	—	3.50	11/1/2021	11/1/2011		
	120,686	—	0.35	1/6/2023	1/6/2013		
	140,000	—	4.90	9/18/2023	9/18/2013		
	99,156	—	14.08	4/17/2024	4/17/2014		
	55,780	—	16.00	7/31/2024	7/31/2014		
	80,000	—	18.48	7/21/2025	7/21/2015		
	78,333(2)	1,667	15.57	7/7/2026	7/7/2016		
	72,916(2)	27,084	4.90	7/17/2027	7/17/2017		
	47,916(2)	52,084	4.25	7/25/2028	7/25/2018		
	20,833(2)	79,167	3.00	8/15/2029	8/15/2019		
Mark S. Shearman, Ph.D.	110,000	—	19.50	6/1/2025	6/1/2015		
	51,000	—	18.48	7/21/2025	7/21/2015		
	48,958(2)	1,042	15.57	7/7/2026	7/7/2016		
	36,458(2)	13,542	4.90	7/17/2027	7/17/2017		
	40,729(2)	44,271	4.25	7/25/2028	7/25/2018		
	10,833(2)	41,167	3.00	8/15/2029	8/15/2019	39,000(3)	216,060
Stephen W. Potter	131,049	—	24.62	1/29/2025	1/29/2015		
	51,000	—	18.48	7/21/2025	7/21/2015		
	48,958(2)	1,042	15.57	7/7/2026	7/7/2016		
	36,458(2)	13,542	4.90	7/17/2027	7/17/2017		
	40,729(2)	44,271	4.25	7/25/2028	7/25/2018		
	10,833(2)	41,167	3.00	8/15/2029	8/15/2019	39,000(3)	216,060
Matthew Feinsod, M.D.	22,500	—	16.00	7/31/2024	7/31/2014		
	7,986(4)	92,014	3.91	7/29/2029	7/29/2019	10,000(5)	55,400

(1) The market values of the awards set forth in this table are based on the number of awards shown multiplied by the closing price of our common stock on June 30, 2020 (\$5.54), as reported by the Nasdaq Global Market.

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- (2) This option becomes exercisable in equal monthly installments over four years from the date of grant.
- (3) Represents restricted stock units granted on August 15, 2019 as part of our fiscal year 2020 annual equity awards, of which 50% vested on August 15, 2020 following the achievement of certain trading-based milestones, and the remaining 50% will vest on August 15, 2021 subject to continued employment.
- (4) This option becomes exercisable based on the achievement of certain performance milestones. For each milestone met, the option vests as to 16,666.6667 shares of our common stock in accordance with the following schedule: 25% of the underlying shares for such milestone vest on achievement of such milestone, and thereafter the remaining underlying shares for such milestone vest in equal monthly installments over three years, resulting in the option being exercisable for 100% of the underlying shares for such milestone on the third anniversary of the achievement of the applicable milestone.
- (5) Represents restricted stock awards granted on March 13, 2020 in connection with the achievement of certain milestones as outlined pursuant to an offer letter between us and Dr. Feinsod dated June 26, 2014, which vested in full on September 13, 2020.

Employment Agreements, Severance and Change in Control Arrangements

Agreement with Ms. Washer

Under the terms of Ms. Washer's employment agreement, if we terminate Ms. Washer's employment without "cause" or if she terminates her employment with us for "good reason" prior to a change of control or during the 12-month period following a "change of control," in each case as those terms are defined in her employment agreement, she will be entitled to receive severance benefits, payable in a single lump sum, as follows:

- An amount equal to the sum of (a) her then current annual base salary and (b) the product of her target bonus in effect immediately prior to the date of termination multiplied by a fraction equal to the quotient of (i) the number of days elapsed as of the termination date during the year in which the termination occurs divided by (ii) 365.
- Ms. Washer will also be entitled to continue to participate in our benefits plans for a period of up to 12 months following the effective date of the termination of her employment on substantially the same terms as were in effect immediately prior to her termination.
- In addition, if Ms. Washer's employment is terminated by us without cause or by Ms. Washer during the 12 months following a change of control for good reason, all unvested equity awards previously granted to her will become fully vested as of the date of the termination of her employment.
- In the event Ms. Washer terminates her employment for good reason other than during the 12-month period following a change of control, each unvested equity award previously granted to her will immediately vest with respect to 50% of the shares that are unvested as of the effective date of the termination of her employment.
- To the extent that the vesting of any unvested awards held by Ms. Washer at the time of the termination of her employment is contingent upon the attainment of any corporate or market performance condition that has not been satisfied as of that date, the condition will be deemed to have been satisfied as of the date of termination
 - at the 100% level, in the case of a termination by us without cause or by Ms. Washer during the 12 months following a change of control for good reason, or
 - at the 50% level, in the case of a termination by Ms. Washer for good reason other than during the 12 months following a change of control for good reason.

Agreements with Dr. Shearman and Mr. Potter

Pursuant to the terms of each of Dr. Shearman's and Mr. Potter's employment agreements, if we terminate Dr. Shearman's or Mr. Potter's, as applicable, employment without "cause" or if he terminates his employment

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with us for “good reason” prior to a change of control or during the 12-month period following a “change in control,” in each case as those terms are defined in his employment agreement, he will be entitled to receive severance benefits, payable in a single lump sum, as follows:

- In the event of Dr. Shearman’s or Mr. Potter’s, as applicable, termination without cause or for good reason within 12 months of a change in control, an amount equal to the sum of (a) his then current annual base salary and (b) his target bonus in effect immediately prior to the date of termination.
- In the event of Dr. Shearman’s or Mr. Potter’s, as applicable, termination without cause (other than within 12 months of a change in control), an amount equal to the sum of (a) the product of his then current annual base salary multiplied by 0.75 and (b) the product of his target bonus in effect immediately prior to the date of termination multiplied by a fraction equal to the quotient of (i) the number of days elapsed as of the termination date during the year in which the termination occurs divided by (ii) 365.
- Dr. Shearman or Mr. Potter, as applicable, will also be entitled to continue to participate in our benefits plan for a period of up to (a) 12 months following termination in the event of Dr. Shearman’s or Mr. Potter’s, as applicable, termination without cause or for good reason, in either case, within 12 months following a change in control or (b) the earlier of nine months or until Dr. Shearman or Mr. Potter, as applicable, obtains other employment that provides the same type of benefit, if Dr. Shearman or Mr. Potter, as applicable, is terminated without cause (other than within 12 months of a change in control).
- In the event of Dr. Shearman’s or Mr. Potter’s, as applicable, termination for cause or good reason within 12 months of a change in control, Dr. Shearman’s or Mr. Potter’s, as applicable, options and other awards subject to vesting, including any award the vesting of which is contingent upon the attainment of any Company or market performance conditions, will immediately be deemed fully vested and exercisable.

Agreement with Dr. Feinsod

Pursuant to the terms of Dr. Feinsod’s employment agreement, effective as of August 1, 2019, Dr. Feinsod will be eligible to receive certain severance benefits in connection with a termination of his employment by us without “cause” (as defined in Dr. Feinsod’s employment agreement) or by Dr. Feinsod for “good reason” (as defined in Dr. Feinsod’s employment agreement), in each case, subject to execution of a mutually acceptable release and settlement agreement. If such a termination occurs, he shall be entitled to receive nine months of his then current base salary, including the amount of any earned bonus. We will also continue to pay our portion of COBRA premiums for the nine-month period. Upon the occurrence of a “change of control” (as defined in Dr. Feinsod’s employment agreement) in which Dr. Feinsod is not offered the position of Executive Vice President of Global Strategy and Development of the acquirer, all of Dr. Feinsod’s options granted in connection with his appointment as Executive Vice President of Global Strategy and Development shall immediately be deemed fully vested and exercisable.

INFORMATION ABOUT COMMON STOCK OWNERSHIP

Security Ownership of Certain Beneficial Owners

The table below sets forth certain information with respect to beneficial ownership of our common stock as of October 28, 2020, by:

- each person or entity, or group of affiliated persons or entities, known by us to beneficially own more than five percent of our common stock;
- each of our directors and named executive officers; and
- all of our executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options held by that person that are currently exercisable or exercisable within 60 days of October 28, 2020 are deemed outstanding, but are not deemed outstanding for computing the percentage ownership of any other person. To our knowledge, except as set forth in the footnotes to this table and subject to applicable community property laws, each person named in the table has sole voting and investment power with respect to the shares set forth opposite such person’s name. Except as otherwise indicated, the address of each of the persons in this table is c/o Applied Genetic Technologies Corporation, 14193 NW 119th Terrace, Suite 10, Alachua, Florida 32615.

Each stockholder’s percentage ownership is determined in accordance with Rule 13d-3 under the Securities Exchange Act and is based on 25,865,862 shares of our common stock outstanding as of October 28, 2020. The number of outstanding shares beneficially owned by each stockholder below was obtained from the most recent publicly filed information, as applicable. Amounts under the heading “Right to Acquire” represent shares that may be acquired upon exercise of outstanding stock options exercisable within 60 days of October 28, 2020.

Name of Beneficial Owner	Shares Outstanding	Right to Acquire	Total	Percentage of Shares Outstanding
Stichting Aescap 2.0 (1)	1,805,761	—	1,805,761	7.0%
Integrated Core Strategies (US) LLC and affiliates (2)	1,511,561	—	1,511,561	5.8%
Entities affiliated with InterWest Partners (3)	1,455,904	—	1,455,904	5.6%
Portolan Capital Management, LLC (4)	1,309,341	—	1,309,341	5.1%
Susan B. Washer (5)	28,408	772,747	801,155	3.0%
Stephen W. Potter (6)	15,177	347,610	362,787	1.4%
Mark S. Shearman, Ph.D. (7)	13,777	326,561	340,338	1.3%
Matthew Feinsod, M.D. (8)	66,052	34,722	100,774	*
William Aliski, MPA (9)	8,500	36,666	45,166	*
Edward Hurwitz (10)	27,472	58,263	85,735	*
Scott Koenig, M.D., Ph.D.	34,246	72,833	107,079	*
Ivana Magovcevic-Liebisch, Ph.D.	3,000	58,263	61,263	*
James Rosen	1,000	58,263	59,263	*
Anne VanLent	—	54,000	54,000	*
All executive officers and directors (10 persons) (11)	134,580	1,955,455	2,090,035	7.5%

* Less than 1%

(1) This information is based on an amendment to Schedule 13G filed with the SEC on January 27, 2020 by Stichting Aescap 2.0, Privium Fund Management B.V., Inspirational Visions B.V. and Patrick Johan Hendrik Krol. Privium Fund Management B.V. is the fund manager of Stichting Aescap 2.0 and Patrick Johan Hendrik Krol is the portfolio manager of Privium Fund Management B.V. and

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Inspirational Visions B.V. Stichting Aescap 2.0 has sole voting and dispositive power with respect to all of the shares of our common stock reported as beneficially owned by them and Inspirational Visions B.V. has sole voting and dispositive power with respect to all of the shares of our common stock reported as beneficially owned by them. The address of Inspirational Visions B.V. is Barbara Strozziiaan 101, 1083 HN Amsterdam, The Netherlands. The address of each of Stichting Aescap 2.0, Privium Fund Management B.V. and Patrick Johan Hendrik Krol is Gustav Mahlerplein 3, 1082 MS, Amsterdam, The Netherlands.

- (2) This information is based on a Schedule 13G filed with the SEC on June 19, 2020 by Integrated Core Strategies (US) LLC, ICS Opportunities II LLC, ICS Opportunities, Ltd., Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander. Millennium International Management LP is the investment manager to ICS Opportunities II LLC and ICS Opportunities, Ltd. Millennium Management LLC is the general partner of the managing member of Integrated Core Strategies (US) LLC and the general partner of the 100% owner of ICS Opportunities II LLC and ICS Opportunities, Ltd. Millennium Group Management LLC is the managing member of Millennium Management LLC and the general partner of Millennium International Management LP. The managing member of Millennium Group Management LLC is a trust of which Israel A. Englander serves as the sole voting trustee. Each of Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander may be deemed to have shared voting and dispositive power over the shares held by Integrated Core Strategies (US) LLC, ICS Opportunities II LLC and ICS Opportunities, Ltd. The address for each of these entities and Mr. Englander is 666 Fifth Avenue, New York, New York 10103.
- (3) This information is based on a Schedule 13G filed with the SEC on February 14, 2020 by InterWest Partners VIII, LP, InterWest Investors VIII, LP, InterWest Investors Q VIII, LP, InterWest Management Partners VIII, LLC, Gilbert H. Kliman and Arnold L. Oronsky. InterWest Management Partners VIII, LLC is the general partner of InterWest Partners VIII, LP, InterWest Investors VIII, LP, InterWest Investors Q VIII, LP, and has sole voting and investment control over the shares held by each of them. Gilbert H. Kliman and Arnold L. Oronsky are the managing directors of InterWest Management Partners VIII, LLC. Each of the managing directors share voting and dispositive power over the shares held by the entities affiliated with InterWest Partners and Mr. Oronsky has sole voting a dispositive power over 28,263 shares. The address for these entities is c/o InterWest Partners, 2710 Sand Hill Road, Suite 200, Menlo Park, California 94025.
- (4) This information is based on a Schedule 13G filed with the SEC on September 28, 2020 by Portolan Capital Management, LLC and George McCabe. George McCabe is the manager of Portolan Capital Management, LLC. Each of Portolan Capital Management, LLC and George McCabe has sole voting and dispositive power with respect to all of the shares of our common stock reported as beneficially owned by them. The address of each of Portolan Capital Management, LLC and George McCabe is 2 International Place, FL 26, Boston, MA 02110.
- (5) Excludes 275,752 shares subject to outstanding stock options that are not exercisable within 60 days of the date of the table.
- (6) Excludes 121,439 shares subject to outstanding stock options that are not exercisable within 60 days of the date of the table and 19,500 shares underlying restricted stock units that will vest on August 15, 2021.
- (7) Excludes 121,439 shares subject to outstanding stock options that are not exercisable within 60 days of the date of the table and 19,500 shares underlying restricted stock units that will vest on August 15, 2021.
- (8) Excludes 117,778 shares subject to outstanding stock options that are not exercisable within 60 days of the date of the table.
- (9) Excludes 8,334 shares subject to outstanding stock options that are not exercisable within 60 days of the date of the table.
- (10) Includes 1,800 shares held by the Hurwitz/Lichtenfeld Revocable Trust over which Mr. Hurwitz, as a trustee and a beneficiary, may be deemed to exercise voting and investment control.
- (11) Excludes 653,715 shares subject to outstanding stock options that are not exercisable within 60 days of the date of the table and 39,000 shares underlying restricted stock units that will vest on August 15, 2021.

Policy Regarding Hedging

We have adopted a policy that prohibits our officers, directors and employees from entering into any short sale of our securities, buying or selling publicly traded options on our common stock or hedging their positions in our securities, including through the use of instruments such as prepaid variable forwards, equity swaps, collars or exchange funds.

Delinquent Section 16(a) Reports

Section 16(a) of the Securities Exchange Act requires our directors and executive officers, and persons who beneficially own more than ten percent of a registered class of our equity securities, to file reports of ownership of, and transactions in, our securities with the SEC. These directors, executive officers and ten-percent stockholders are also required to furnish us with copies of all Section 16(a) forms they file.

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Based solely on a review of the copies of such forms received by us, and on written representations from certain reporting persons, we believe that, during fiscal year 2020, our directors, executive officers and ten-percent stockholders complied with all applicable Section 16(a) filing requirements, except that Stichting Aescap 2.0 and certain of its affiliates, which together were ten-percent stockholders through December 26, 2020, filed a late Form 4 with respect to an open market purchase on November 26, 2019.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Indemnification of Officers and Directors

Our certificate of incorporation provides that we will indemnify our directors and officers to the fullest extent permitted by Delaware law. In addition, we have entered into indemnification agreements with each of our directors that are broader in scope than the specific indemnification provisions contained in the Delaware General Corporation Law.

Policies and Procedures for Related Person Transactions

We have adopted a written related-person transactions policy that sets forth our policies and procedures regarding the identification, review, consideration, approval and oversight of “related-person transactions.” For purposes of our policy only, a “related-person transaction” is a past, present or future transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we and any “related person” are participants involving an amount that exceeds \$120,000.

Transactions involving compensation for services provided to us by an employee, consultant or director are not considered related-person transactions under this policy. A “related person,” as determined since the beginning of our last fiscal year, is any executive officer, director or a holder of more than five percent of our common stock, including any of their immediate family members and any entity owned or controlled by such persons.

The policy imposes an affirmative duty upon each director and executive officer to identify any transaction involving them, their affiliates or immediate family members that may be considered a related party transaction before such person engages in the transaction. Under the policy, where a transaction has been identified as a related-person transaction, management must present information regarding the proposed related-person transaction to our audit committee (or, where review by our audit committee would be inappropriate, to another independent body of our board of directors) for review. The presentation must include a description of, among other things, the material facts, the direct and indirect interests of the related persons, the benefits of the transaction to us and whether any alternative transactions are available.

Our audit committee is responsible for reviewing and approving in advance any related-person transactions. In determining whether to approve a related-person transaction, the audit committee will take into account, among other factors it deems appropriate, whether the related-person transaction is on terms no less favorable than terms generally available to an unaffiliated third-person under the same or similar circumstances and the extent of the related person’s interest in the transaction.

INFORMATION ABOUT OUR AUDIT COMMITTEE AND INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Audit Committee Report

The primary role of our audit committee is to assist our board of directors in fulfilling its oversight responsibilities by reviewing the financial information proposed to be provided to stockholders and others, the adequacy of the system of internal control over financial reporting and disclosure controls and procedures established by management and the board of directors, and the audit process and the independent registered public accounting firm's qualifications, independence and performance.

Management is responsible for establishing and maintaining the company's system of internal controls and for preparation of the company's financial statements. Our independent registered public accounting firm is responsible for performing an audit of our financial statements in accordance with generally accepted auditing standards and issuing an opinion on the financial statements. The audit committee has met and held discussions with management and our independent registered public accounting firm, and has also met separately with our independent registered public accounting firm, without management present, to review the audit process and the adequacy of our internal controls and financial reporting practices.

The audit committee has reviewed and discussed our audited financial statements for the year ended June 30, 2020 with management and our independent registered public accounting firm. As part of this review, the audit committee discussed with our independent registered public accounting firm the communications required by generally accepted auditing standards, including those described in the Public Company Accounting Oversight Board's Statement on Auditing Standards No. 16, *Communication with Audit Committees*, as amended, and the SEC.

The audit committee has received from our independent registered public accounting firm a written statement describing all relationships between that firm and Applied Genetic Technologies Corporation that might bear on the registered public accounting firm's independence, consistent with Public Company Accounting Oversight Board Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*. The audit committee has discussed the written statement with our independent registered public accounting firm, and has considered whether the independent registered public accounting firm's provision of any consultation and other non-audit services to Applied Genetic Technologies Corporation is compatible with maintaining the registered public accounting firm's independence.

Based on the above-mentioned reviews and discussions with management and our independent registered public accounting firm, the audit committee recommended to the board of directors that Applied Genetic Technologies Corporation's audited financial statements be included in its Annual Report on Form 10-K for the year ended June 30, 2020, as filed with the SEC.

Anne VanLent, *Chair*
Ed Hurwitz
Ivana Magovcevic-Liebisch

Our Independent Registered Public Accounting Firm

Ernst & Young LLP has been selected by our audit committee as the independent registered public accounting firm to audit our financial statements for the fiscal year ending June 30, 2021. We do not expect that representatives of Ernst & Young LLP will attend our 2021 Annual Meeting.

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Fees for Professional Services

The table below summarizes the fees for professional services rendered by Ernst & Young LLP, our independent registered public accounting firm, for fiscal years 2020 and 2019.

Fee Category	Year Ended June 30,	
	2020	2019
Audit fees	\$668,873	\$493,709
Audit-related fees	—	—
Tax fees	—	—
All other fees	2,000	2,000
Total fees	<u>\$670,873</u>	<u>\$495,709</u>

Audit fees. Audit fees consist of fees and related expenses billed for professional services rendered for the audit of the financial statements and services that are normally provided by our independent registered public accounting firm in connection with statutory and regulatory filings or engagements and include fees for professional services rendered in connection with quarterly and annual reports. The audit fees for fiscal years 2020 and 2019 also include fees and related expenses associated with the issuance of consents by our independent registered public accounting firm to be named in our registration statements and to the use of their audit report in the registration statements.

Audit-related fees. Audit-related fees represent fees for assurance and related services performed by our independent registered public accounting firm that are reasonably related to the performance of the audit or review of our financial statements, including consultation on accounting standards or accounting for specific transactions.

Tax fees. Tax fees represent fees for professional services performed by our independent registered public accounting firm with respect to tax compliance, tax advice and tax planning and related expenses. We engage a separate professional services firm for these services, including assistance with the preparation of federal, state and foreign income tax returns.

All other fees. All other fees represent fees for products and services provided by our independent registered public accounting firm, other than those disclosed above.

Pre-Approval Policies and Procedures

Our audit committee's pre-approval policies or procedures do not allow our management to engage our independent registered public accounting firm to provide any specified services without specific audit committee pre-approval of the engagement for those services. All of the services provided by our independent registered public accounting firm during fiscal year 2020 were pre-approved.

Whistleblower Procedures

Our audit committee has adopted procedures for the treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential and anonymous submission by our directors, officers and employees of concerns regarding questionable accounting, internal accounting controls or auditing matters. These procedures are set forth in our code of ethics. See "Information About Our Board of Directors and Management—Code of Business Conduct and Ethics; Corporate Governance Guidelines."

OTHER MATTERS

Other Business

Neither we nor our board of directors intends to propose any matters of business at the meeting other than the proposals described in this proxy statement. Neither we nor our board or directors know of any matters to be proposed by others at the meeting.

Stockholder Proposals for Next Annual Meeting

Stockholders who wish to present proposals pursuant to Rule 14a-8 promulgated under the Securities Exchange Act for consideration at our next annual meeting of stockholders must submit the proposals in proper form to us at the address set forth on the first page of this proxy statement no later than July 5, 2021 in order for the proposals to be considered for inclusion in our proxy statement and form of proxy relating to our next annual meeting. However, if the date of our next annual meeting is changed by more than 30 days from the anniversary of our 2021 Annual Meeting, then the deadline to submit such stockholder proposals is a reasonable time before we begin to print and send our proxy materials.

Stockholder proposals intended to be presented at our next annual meeting submitted outside the processes of Rule 14a-8 or stockholder proposals to nominate a director candidate to be considered by the nominating and corporate governance committee must be received in writing by us no later than the close of business on September 17, 2021, nor earlier than August 18, 2021, together with all supporting documentation and information required by our bylaws; provided, however, that if our next annual meeting is advanced more than 30 days or delayed more than 60 days after the anniversary of our 2021 Annual Meeting, such notice must be received in writing by us no later than the close of business on the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date is first made. Proxies solicited by us will confer discretionary voting authority with respect to these proposals, subject to SEC rules governing the exercise of this authority.



APPLIED GENETIC TECHNOLOGIES CORPORATION
 14793 NW 119TH TERRACE
 SUITE #10
 ACACOSIA, FL 32615

VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on December 15, 2020. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/AGTC2020

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on December 15, 2020. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

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

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

D26202-P46090

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

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

APPLIED GENETIC TECHNOLOGIES CORPORATION

The Board of Directors recommends a vote **FOR** all the nominees listed in Proposal 1 and **FOR** Proposals 2 and 3.

1. Election of two Class I Directors to a three-year term:

Nominees:	For	Withhold			
1a. William Aliski	<input type="checkbox"/>	<input type="checkbox"/>			
1b. Anne VanLent	<input type="checkbox"/>	<input type="checkbox"/>		For	Against

2. Approval, on an advisory basis, of the compensation paid to the Company's named executive officers, as disclosed in the proxy statement.

3. Ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2021.

NOTE: In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting or any postponement or adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Form 10-K are available at www.proxyvote.com.

D26203-P46090

APPLIED GENETIC TECHNOLOGIES CORPORATION
Annual Meeting of Stockholders
December 16, 2020 4:30 p.m., Eastern time
This proxy is solicited by the Board of Directors

Susan B. Washer and William A. Sullivan, or either of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of Applied Genetic Technologies Corporation to be held on December 16, 2020 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted in the manner directed herein by the undersigned. If no such directions are indicated, the Proxies will have authority to vote FOR the nominees for election as Class I Directors and FOR Proposals 2 and 3.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)

Continued and to be signed on reverse side