## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## **SCHEDULE 14A**

(Rule 14a-101) INFORMATION REQUIRED IN PROXY STATEMENT SCHEDULE 14A INFORMATION Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant  $\Box$ 

Check the appropriate box:

□ Preliminary Proxy Statement

□ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

□ Soliciting Material under §240.14a-12

## Zevra Therapeutics, Inc.

(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check all boxes that apply):

☑ No fee required

□ Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

#### SUPPORT THE RIGHT STRATEGY AND BOARD FOR ZEVRA

Re-elect our highly experienced and qualified director nominees to support continued execution of our plan for shareholder value creation

ZEVRA

HOW TO YOTE



#### We are confident in our strategy

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### Our Board and leadership team are highly qualified to continue driving Zevra's transformation

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We are advancing our clinical pipeline with capital to fund our development plans into 2026

We see the forward to t approved. I drive value investimant its spcontor in France at could prove who 2020. \* license as for siter growth the energias includere apportantiles an a shareholdere. With \$102.0 million bender 31, 2022, we expect our ana an (formula

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# We are uniquely positioned as a development-stage company with growing revenue to bolster our already strong financial position

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We are confident in our loars, our strong translat foundation and diverse portfolio of multiple clinical programs, and our ability to beliver value in 2023 and langums. -

We urge you to protect the value of your Investment in Zevra by voting on the WHITE proxy card "FOR" the re-election of your highly experienced and qualified Board nominees, Richard W. Pascoe, David S. Tierney, M.D., and Christopher A. Posner. DO NOT vote for the Mangless nominee Vote "AGAINST" the Mangless Proposal

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## **HIGHLY EXPERIENCED AND QUALIFIED BOARD**

## Class II Nominees for Re-Election at Zevra's 2023 Annual Meeting of Stockholders



200+ Total Years of Critical Experience	~8 Years Average Board Tenure	
ZEVRA BOARD SKILLS & EXPER	ISE NUMBER OF ZEVRA	
Biotech / Pharmaceutical Experience		
Drug Development	000000	
Medical and Scientific	0000000	
Product Management	0000000	
Commercial and Marketing Operatio		
Business Development and MLA Transactions		
Finance		
Public Company Management and 8 Service		

### **Rest of Board**







HOME HELT OUT LOUD MANCHESS NOMINEES ARE UNQUALIFIED INVESTOR FAQ SHAREHOLDER RESOURCES HOW TO VOTE



We urge you to protect the value of your investment in Zevra by voting on the WHITE proxy card "FOR" the re-election of your highly experienced and qualified Board nominees, Richard W. Pascoe, David S. Tierney, M.D., and Christopher A. Posner.

DO NOT vote for any of the Mangless nominees. Vote "AGAINST" the Mangless Proposal.

HOW TO VOTE

upport value creation at Zevra. your shares, please contact ou

Nichol Ochaner +1 (732) 754-2545

1 (917) 603-0681

ig / Tim Lynch / Tim Ragon Wikinson Brimmer Katcher Joale Frank, Wilkins +1 (212) 355-4449

sille. Avenue, 12th Floor

, NY 10022 1 (800) 662-5200 or (203) 658-9400

## ZEVRA

## WHY THE MANGLESS NOMINEES ARE UNQUALIFIED

MEET OUR BO

As we continue to make meaningful progress in becoming a commercially focused rare disease therapeutics company, one of our shareholders, Daniel Mangless, is proposing the election of his three candidates for all available Board seats at Zevra's Annual Meeting of Stockholders in opposition to your Board's nominees.

We believe that electing any of the Mangless nominees would diminish the overall quality of, and experience represented on, your Board.

### ×

John Bode's finance experience is almost entirely within media and is duplicative of more relevant skillsets already represented on your Board. Of note, he served as a Chief Financial Officer for only four years and has not been in public accounting since 2002.

#### ×

While he is the only Mangless nominee with biotech and pharmaceutical experience, Douglas Calder has no previous public company Board service. He also has a history with troubled companies, including a wind-down at the Vaccine & Gene Therapy Institute of Florida, a Chapter 11 bankruptcy at BioVest International and a liquidation of assets at Viragen.

#### ×

Corey Watton brings no biotech, pharmaceutical or Board experience. His finance experience at medical staffing and in-home senior care companies is wholly unrelated to Zevra's focus on drug development and commercialization.

INVESTOR FAG SHAREHOLDER RESOURCES HOW TO VOTE

In addition, despite Mangless' claim that his nominees "have no financial relationship" with him, one of the Mangless nominees appears to have a business relationship with him. Mangless is a significant shareholder in FISION Corporation (OTC: FSSN) — which has a market cap of approximately \$1 million where his nominee John Bode has been interim CEO since September 2022 and a Board member since March 2018. Mangless appears to have been a major FISION shareholder throughout Bode's affiliation with the company and since 2017, calling into question Bode's purported independence from Mangless.

We urge you to protect the value of your investment in Zevra by voting on the WHITE proxy card "FOR" the re-election of your highly experienced and qualified Board nominees, Richard W. Pascoe, David S. Tierney, M.D., and Christopher A. Posner.

DO NOT vote for any of the Mangless nominees. Vote "AGAINST" the Mangless Proposal.

HOW TO VOTE

Vote on your WHITE proxy card to support value creation at Zevra. If you have questions or need assistance voting your shares, please contact our proxy solicitor:

Morrow Sodali LLC 509 Madison Avenue, 12th Floor New York, NY 10022 Toll-free: 1 (800) 662-5200 or (203) 658-9400 Email: Nichol Ochaner +1 (732) 754-2545 HEDIA Jennifer Arcure +1 (917) 603-0681

Michael Freitag / Tim Lynch / Tim Ragones Joele Frank, Wikinson Brimmer Katcher +1 (212) 355-4449

## **INVESTOR FAQ**

Vho am I being asked to vote for at the Annual Meeting?	^
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	ince across such of its growth
Why should I not vote for any of the Mangless nominees, and vote "AGAINST" the Mangless Proposal?	^
<ul> <li>We believe that electing any of the nominees proposed by one of our shareholders, Baniel Mangless, would divisish the overall quality of, and eap on, your Board. The Board recommends that you do not vote for any of the Mangless nominees in Proposal 1.</li> </ul>	whence represented
<ul> <li>Your used. The second recommends that you do not vote for any of the Mangeas nominees in important.</li> <li>Your vote on the Whittill peaks and will help ensure we continue executing on the changes our staveholders want and successfully bransform Zev potential. You Bend and Zhinha Redonling team well continue to take actions that are in the best interests of the Company and all shareholders.</li> </ul>	
potential. Your Board and Zevra's leadership team will continue to take actions that are in the best interacts of the Company and all shareholders. • Mr. Manufess also has subvetted a process to adapt a resolution at the Annual Meeting that would repeat any provision of the Company's Annual	
<ul> <li>No. Mangless also has submitted a proposal to adapt a resolution at the Annual Meeting that would repeal any provision of the Company's Amend Bytwin in effect at the time of the Annual Meeting that use not include in the Company's Amended and Reststeld Bytess in effect as of January the cherry to the Company's name from Kern/Harm, the Johenn Thespondes, inc.) The Board also believes this proposal is epposed the intern aluminations and recommends for you to vote "<b>XGANET</b>" this Proposal 3.</li> </ul>	ed and Restated 1,2023 (other than its of all Zevra
tow do I vote my shares?	~
In order to vote your shares, you must submit a WHITE proxy card or WHITE voting instruction form via the Internet or by mail in the postage-pair	t envelope provided.
<ul> <li>Bubmit your vote as soon as possible.</li> <li>If you hold shares in different accounts, you will receive different sets of materials for each account – it is important that you vote with respect to</li> </ul>	
<ul> <li>If you not uname in amment accounts, you will income amment sets of meterials for each account – it is important that you vote with respect to own using the WHITE proxy cand or WHITE voting instruction form.</li> </ul>	reach account you
You can contact our proxy solicitor Morrow Sodall, who can assist you with voting your shares.	
Marrow Solial LLC 509 Madison Avenue, 10th Floor	
509 Madition Avenue, 12th Floor New York, NY 10022	
Tai-free: 1(800) 662-5200 or (203) 658-5400 Erweil ZXIIMBinformemeradal.com	
2an I change my vote?	~
Yes - only the last dated vote counts.	
You can contact our proxy solicitor Monow Sodal, who can assist you with changing your vote or voting your shares.	
Marrow Sodal LLC 500 Maston Avenue, 'Uth Floor New Yan, NY TOOZ	
Tell Fee 1 (800) 642-5200 or (203) 656-5400 Everal (205) 662-5200 or (203) 656-5400 Everal (205) 655 Everal and an an	
What happens if I don't vote?	
Your vote is important/	
<ul> <li>Today, Zevra is better positioned for value creation than at any point in its history. To continue this momentum, your Board of Directors and mana you to VDFE THE WHITE CARD or WHITE VOTING INSTRUCTION FORM to prevent you of the Manajara services from latera deviced and latera</li> </ul>	gement team need The valuable
experience and qualification of our serving directors.	
Your vote will help ensure we continue executing on the changes our shareholders want and successfully transform Zevra to meet its full potential	4
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MARCHOLDER RESOURCES NOW TO VOTE

We urge you to protect the value of your investment in Zevra by voting on the WHITE proxy card "FOR" the re-election of your highly experienced and qualified Board nominees, Richard W. Pascoe, David S. Tierney, M.D., and Christopher A. Posner.

DO NOT vote for any of the Mangless nominees. Vote "AGAINST" the Mangless Proposal.

HOW TO VOTE

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## SHAREHOLDER RESOURCES

## **Press Releases and Letters**

NAIGH III. 2023 Zevra Therapeutics Files Definitive Proxy Statement and Mails Letter to Shareholders	DOWNLOAD FOR	
MARCH 7, 2023	DOWNLOAD FOR	
Zevra Therapeutics Reports Fourth Quarter and Fiscal Year 2022 Financial Results and Corporate Updates	DOWNLOAD TRANSCRIPT	
PERKANY 27, 2013	DOWNLOAD FOR	
Zevra Therapeutics, a Rare Disease Therapeutics Company, Files Preliminary Proxy		

HOME MEET OUR BOARD MANGLESS NOMINEES ARE UNQUALIFIED INVESTOR FAG

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## **Investor Presentations and Events**

HARCH 13, 2023 Zevra Therapeutics at 2023 Roth Conference	Vietwindsco
HARCH 7. 2028 Zevra Guarterly Results Presentation – Q4 and FY 2022 Results	DOWINGAD FOR

### **Proxy Resources**

Zevra Infographic	DOWINLOAD FOR
Definitive Proxy Statement	DOWINLOAD HOP

We urge you to protect the value of your investment in Zevra by voting on the WHITE proxy card "FOR" the re-election of your highly experienced and qualified Board nominees, Richard W. Pascoe, David S. Tierney, M.D., and Christopher A. Posner.

DO NOT vote for any of the Mangless nominees. Vote "AGAINST" the Mangless Proposal.

HOW TO VOTE

Acte on your WHITE proxy card to support value creation at Zevra. If you have questions or need assistance voting your shares, please contact our proxy electron

Nichol Ochaner +1 (732) 754-2545 HETOLA Jennifer Arcure +1 (917) 603-0681

Michael Freitag / Tim Lynch / Tim Rago Josle Frank, Wikinson Brimmer Katcher +1 (212) 355-4449

Herrow Sodal LLC 509 Modeson Avenue, 12th Floor New York, NY 10022 Suid-Nee 1 (2000) 662-5200 or (203) 658-5400 Invat

## HOW TO VOTE

### Voting is quick and easy

Your vote is important. Vote on the WHITE proxy card today.

**VFOR** 

the re-election of Richard W. Pascoe, David S. Tierney, M.D., and Christopher A. Posner as Class II directors

## XAGAINST

HELTOUR BOARD H

the Mangless Proposal to adopt a resolution that would repeal any provision of the Company's Amended and Restated Bylaws in effect at the time of the Annual Meeting that was not included in the Company's Amended and Restated Bylaws in effect as of January 1, 2023

Locate the Zevra proxy materials recently sent to you, which contain the WHITE proxy card or WHITE voting instruction form. They have been sent by hard-copy mail, and penhaps also by ernail if you earlier consented to receiving materials by email from your bank or broker.

Do not vote "FOR" any of the Mangless nominees. You should mark "WITHHOLD" for each of the Mangless nominees. If you vote for more than three nominees, your vote will be invalid and will not be counted for any nominee.

Note: If you hold shares in different accounts, you will receive different sets of materials for each account – it is important that you vote with respect to each account you own.

#### **Questions?**

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

Morrow Sodali LLC 509 Madison Avenue, 12th Floor New York, NY 10022

Toll-free: 1 (800) 662-5200 or (203) 658-9400 Email: <u>ZVRARbinformorrowsodal.com</u>

You have until April 24, 2023, at 11:59 PM ET to submit your vote online

If you vote using the WHITE proxy card or WHITE voting instruction form and vote by mail, it will need to be received prior to the closing of the polls at the Annual Meeting on April 25, 2023.

If you register for the Annual Meeting in advance and attend the Annual Meeting, you may also vote online during the meeting prior to the closing of the polls.

## Ó

Vote Online Find the Control Number shown on the WHITE proxy card or WHITE voting

instruction form, access the voting website indicated, and follow the simple instructions. You will be asked to provide your Control Number.

## 4

Vote by Mail Sign, date and return the WHITE proxy card or WHITE voting instruction form in the postage-paid envelope, simply return it to the address shown on each WHITE proxy card you received. (Please note the return addresses may be different for shares held in different accounts.)

## Vote by Email

If you received your proxy materials electronically, locate the email that relates to the WHITE voting instruction form, click the "VOTE NOW!" button in the body of the email, and follow the easy instructions on the voting site.

### **Questions?**

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

Morrow Sodali LLC 509 Madison Avenue, 12th Floor New York, NY 10022

Toll-free: 1 (800) 662-5200 or (203) 658-9400 Email: <u>ZVRA@info.morrowsodal.com</u>

Vote on your WHITE proxy card to support value creation at Zevra. If you have questions or need assistance voting your shares, please contact our proxy

Marraw Sodali LLC 509 Mudsion Avenue, 12th Floor New York, NY 10022 Tall-Inee, 1 (800) 662-5200 or (2019 658-9400 Nchol Ochaner Je +1 (732) 754-2545 +1

Jennifer Arcure +1 (917) 603-0681

Hichael Freitag / Ten Lynch / Ten Ragon Joele Frank, Wilkinson Brimmer Katcher +1 (212) 355-4449