



**Endologix, Inc.**



**ELGX NASDAQ**

**Medical Equipment / Supplies / Distribution**

Market Capitalization USD:

**\$577.48 mm**

**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: John McDermott**

**Age: 51**

**CEO Since: 2008**

	2009	2010	2011
<b>Base Salary</b>	\$360,000	\$372,000	\$392,000
<b>Discretionary Bonus</b>	\$0	\$191,952	\$192,864
<b>Annual Cash Incentive</b>	\$331,200	\$0	\$0
<b>Benefits and Perquisites</b>	\$0	\$0	\$0
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$691,200</b>	<b>\$563,952</b>	<b>\$584,864</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$228,413	\$169,616	\$367,106
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$919,613</b>	<b>\$733,568</b>	<b>\$951,970</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$525,794	\$852,364	\$482,094
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$402,601
<b>Value Realized on Vesting of Stock</b>	\$0	\$2,635,000	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$2,635,000</b>	<b>\$402,601</b>

**Proxy Date:** 20 Apr 2012

**Annual Meeting Date:** 24 May 2012

**Equity Reserves:** 13.66%

**Stock Option Run Rate:** 2.33%

# Endologix, Inc.

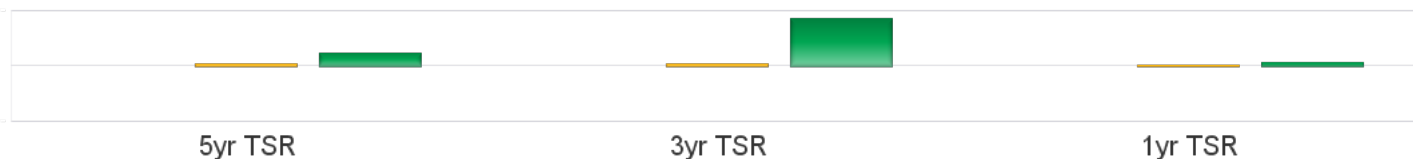
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## Performance Comparison

■ S&P500 ■ Industry ■ ELGX



## Peer Comparisons (TRBC) =Medical Equipment / Supplies / Distribution

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>ELGX</b>	<b>Endologix, Inc.</b>	<b>\$919,613</b>	<b>\$733,568</b>	<b>\$951,970</b>	<b>\$577,480,930</b>
HAE	Haemonetics Corporation	\$3,074,444	\$3,185,019		\$1,506,939,657
MASI	Masimo Corporation	\$4,429,512	\$5,105,362		\$1,292,601,964
WST	West Pharmaceutical Services, Inc.	\$3,728,907	\$4,945,985	\$4,547,222	\$1,249,265,925
ALGN	Align Technology, Inc.	\$2,105,743	\$4,041,942	\$4,396,864	\$1,190,506,071
PSSI	PSS World Medical	\$2,639,764	\$5,869,355		\$1,049,720,289
IART	Integra LifeSciences Holdings Corporation	\$4,813,467	\$6,185,442	\$11,475,099	\$984,303,228

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Specific companies not disclosed.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Roderick de Greef	Chairman	51	Male	9	Outside
Gregory D. Waller	Member	62	Male	9	Outside
Guido J. Neels	Member	63	Male	2	Outside Related

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