



ABIOMED, Inc.

ABMD NASDAQ

Advanced Medical Equipment

Market Capitalization USD:

\$424.74 mm

CONCERN LEVEL: AVERAGE

- 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: Michael R. Minogue

Age: 45

CEO Since: 2004

	2009	2010	2011
Base Salary	\$368,750	\$371,700	\$434,864
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$371,700	\$538,965	\$634,761
Benefits and Perquisites	\$3,947	\$3,967	\$4,522
TOTAL ANNUAL COMPENSATION	\$744,397	\$914,632	\$1,074,147
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$282,860	\$806,425	\$0
Stock Awards	\$1,321,757	\$0	\$3,119,320
TOTAL COMPENSATION	\$2,865,782	\$1,721,057	\$4,193,467
Median of Other Named Executive Officers Total Compensation	\$649,105	\$649,105	\$945,629
Value Realized on Exercise of Stock Option	\$272,398	\$0	\$3,424,008
Value Realized on Vesting of Stock	\$818,084	\$60,123	\$193,802
TOTAL REALIZED EQUITY COMPENSATION	\$1,090,482	\$60,123	\$3,617,810

Proxy Date: 29 Jun 2012

Annual Meeting Date: 8 Aug 2012

Equity Reserves: 20.18%

Stock Option Run Rate: 0.18%

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Performance Comparison

■ S&P500 ■ Industry ■ ABMD



Peer Comparisons (TRBC) =Advanced Medical Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ABMD	ABIOMED, Inc.	\$2,865,782	\$1,721,057	\$4,193,467	\$424,740,956
NXTM	NxStage Medical, Inc.	\$578,155	\$2,434,378	\$1,686,528	\$1,142,583,136
LMNX	Luminex Corporation	\$3,555,492	\$4,145,545	\$3,772,692	\$937,601,424
HTWR	HeartWare International, Inc.	\$1,715,347	\$7,500,900	\$2,555,690	\$896,972,629
ZOLL	ZOLL Medical Corporation	\$1,130,087	\$1,034,440	\$2,256,190	\$835,553,863
CYBX	Cyberonics, Inc.	\$2,694,985	\$2,370,176		\$791,709,508
ARTC	ArthroCare Corporation	\$3,437,629	\$2,742,636	\$2,102,531	\$789,639,976

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

Accuray Incorporated, AngioDynamics, Inc., Atrion Corporation, Cantel Medical Corp., Conceptus, Inc., Cyberonics, Inc., DexCom, Inc., Endologix, Inc., HeartWare International, Inc., ICU Medical Inc., Insulet Corporation, MAKO Surgical Corp., Merit Medical Systems, Inc., Natus Medical Inc., NxStage Medical, Inc., SonoSite, Inc., The Spectranetics Corporation, Synovis Life Technologies, Inc., Thoratec Corporation and Volcano Corporation.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Martin P. Sutter	Chairman	57	Male	4	Outside Related
Henri A. Termeer	Member	66	Male	25	Outside Related
W. Gerald Austen	Member	82	Male	27	Outside Related