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

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**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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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

**SAREPTA THERAPEUTICS, INC.**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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.

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**Online**

Go to [www.envisionreports.com/SRPT](http://www.envisionreports.com/SRPT) or scan the QR code – login details are located in the shaded bar below.

**Stockholder Meeting Notice**

**Important Notice Regarding the Availability of Proxy Materials for the Sarepta Therapeutics, Inc. Meeting to be Held on June 8, 2023**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholder meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to stockholders are available at:**

[www.envisionreports.com/SRPT](http://www.envisionreports.com/SRPT)



**Easy Online Access – View your proxy materials and vote.**

- Step 1:** Go to [www.envisionreports.com/SRPT](http://www.envisionreports.com/SRPT).
- Step 2:** Click on **Cast Your Vote or Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.**



**Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 29, 2023 to facilitate timely delivery.**



## Stockholder Meeting Notice

Sarepta Therapeutics, Inc.'s Annual Meeting of Stockholders will be held on June 8, 2023 at 10:00 a.m. Eastern Time, virtually via the internet at [www.meetnow.global/M9RCNAX](http://www.meetnow.global/M9RCNAX). To access the meeting you must have the 15 digit number that is printed in the oval shaded bar located on the reverse side of this notice.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote "FOR" all the nominees listed, "FOR" Proposals 2, 3, 4 and 6, and for "1 YEAR" on Proposal 5.

1. TO ELECT, AS CLASS II DIRECTORS TO HOLD OFFICE UNTIL THE 2025 ANNUAL MEETING OF STOCKHOLDERS, OR UNTIL THEIR SUCCESSORS ARE EARLIER ELECTED, THE FOLLOWING DIRECTOR NOMINEES: RICHARD J. BARRY, M. KATHLEEN BEHRENS, PH.D., STEPHEN L. MAYO, PH. D., AND CLAUDE NICAISE, M.D.
2. ADVISORY VOTE TO APPROVE, ON A NON-BINDING BASIS, NAMED EXECUTIVE OFFICER COMPENSATION
3. APPROVE AN AMENDMENT TO THE COMPANY'S 2018 EQUITY INCENTIVE PLAN (THE "2018 PLAN") TO INCREASE THE MAXIMUM AGGREGATE NUMBER OF SHARES OF COMMON STOCK THAT MAY BE ISSUED PURSUANT TO AWARDS GRANTED UNDER THE 2018 PLAN BY 2,500,000 SHARES TO 13,187,596 SHARES
4. APPROVE AN AMENDMENT TO THE AMENDED AND RESTATED 2013 EMPLOYEE STOCK PURCHASE PLAN (AS AMENDED AND RESTATED ON JUNE 27, 2016 AND AMENDED ON JUNE 6, 2019) (THE "2016 ESPP") TO INCREASE THE NUMBER OF SHARES OF OUR COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE 2016 ESPP BY 300,000 SHARES TO 1,400,000 SHARES
5. ADVISORY VOTE ON WHETHER AN ADVISORY VOTE ON EXECUTIVE COMPENSATION SHOULD BE HELD EVERY ONE, TWO OR THREE YEARS
6. RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR ENDING DECEMBER 31, 2023

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please have your 15 digit number available when accessing the virtual meeting website.



### Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to [www.envisionreports.com/SRPT](http://www.envisionreports.com/SRPT). Click Cast Your Vote or Request Materials.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Sarepta Therapeutics, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by May 29, 2023.

