

CRITICAL THERAPEUTICS INC

Form DEF 14A

April 25, 2008

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

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

**CRITICAL THERAPEUTICS, INC.**

(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:

(2) Aggregate number of securities to which transaction applies:

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

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**CRITICAL THERAPEUTICS, INC.  
60 WESTVIEW STREET  
LEXINGTON, MASSACHUSETTS 02421**

April 25, 2008

Dear Fellow Stockholders:

I am pleased to invite you to join us for the Critical Therapeutics, Inc. 2008 Annual Meeting of Stockholders to be held on May 28, 2008 at 10:00 a.m., local time, at the Doubletree Guest Suites, 550 Winter Street, Waltham, MA 02451. Details about the meeting, the nominee for the Board of Directors and other matters to be acted on are presented in the Notice of 2008 Annual Meeting of Stockholders and Proxy Statement that follow.

In addition to Annual Meeting formalities, we will report to stockholders generally on Critical Therapeutics' business, and will be pleased to answer stockholders' questions relating to Critical Therapeutics.

We hope you plan to attend the Annual Meeting. Please exercise your right to vote by signing, dating and returning the enclosed proxy card as described in the Proxy Statement, even if you plan to attend the meeting. You may also vote by proxy over the Internet or by telephone.

On behalf of Critical Therapeutics' Board of Directors and management, it is my pleasure to express our appreciation for your continued support.

Yours sincerely,

Trevor Phillips, Ph.D.  
*President and Chief Executive Officer*

**YOUR VOTE IS IMPORTANT**

**PLEASE TAKE TIME TO VOTE AS SOON AS POSSIBLE. BY DOING SO, YOU MAY SAVE CRITICAL THERAPEUTICS THE EXPENSE OF ADDITIONAL SOLICITATION.**

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**CRITICAL THERAPEUTICS, INC.  
60 WESTVIEW STREET  
LEXINGTON, MASSACHUSETTS 02421**

**NOTICE OF 2008 ANNUAL MEETING OF STOCKHOLDERS  
To Be Held On May 28, 2008**

To our stockholders:

NOTICE IS HEREBY GIVEN that the 2008 Annual Meeting of Stockholders of Critical Therapeutics, Inc. will be held on May 28, 2008 at 10:00 a.m., local time, at the Doubletree Guest Suites, 550 Winter Street, Waltham, MA 02451. At the annual meeting, stockholders will consider and vote on the following matters:

1. The election of one (1) member to our board of directors to serve as a Class I director for a term of three years.
2. The ratification of the selection by the Audit Committee of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2008.

Stockholders also will consider and vote on any other matters as may properly come before the annual meeting or any adjournment thereof. Our board of directors has no knowledge of any other matters which may come before the meeting.

Stockholders of record at the close of business on April 2, 2008 are entitled to notice of, and to vote at, the annual meeting or any adjournment thereof. Your vote is important regardless of the number of shares you own. Our stock transfer books will remain open for the purchase and sale of our common stock.

We hope that all stockholders will be able to attend the annual meeting in person. However, in order to ensure that a quorum is present at the meeting, please complete, date, sign and promptly return the enclosed proxy card whether or not you expect to attend the annual meeting. A postage-prepaid envelope, addressed to BNY Mellon Shareowner Services, our transfer agent and registrar, has been enclosed for your convenience. You may also vote by proxy over the Internet or by telephone. If you attend the meeting, your proxy will, upon your written request, be returned to you and you may vote your shares in person.

All stockholders are cordially invited to attend the meeting.

By order of the Board of Directors,

Scott B. Townsend, Esq.  
*Secretary*

Lexington, Massachusetts

April 25, 2008

**WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, YOUR VOTE IS IMPORTANT. IN ORDER TO ASSURE THE REPRESENTATION OF YOUR SHARES AT THE ANNUAL MEETING, PLEASE VOTE AS SOON AS POSSIBLE OVER THE INTERNET, BY TELEPHONE OR BY MAIL.**

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**CRITICAL THERAPEUTICS, INC.  
60 WESTVIEW STREET  
LEXINGTON, MASSACHUSETTS 02421**

**PROXY STATEMENT**

**For the 2008 Annual Meeting of Stockholders  
To Be Held On May 28, 2008**

This proxy statement and the enclosed proxy card are being furnished in connection with the solicitation of proxies by the board of directors of Critical Therapeutics, Inc. for use at the 2008 Annual Meeting of Stockholders to be held on May 28, 2008 at 10:00 a.m., local time, at the Doubletree Guest Suites, 550 Winter Street, Waltham, MA 02451, and of any adjournment thereof.

All proxies will be voted in accordance with your instructions. If no choice is specified, the proxies will be voted in favor of the matters set forth in the accompanying Notice of Meeting. Any proxy may be revoked by a stockholder at any time before it is exercised by delivery of written revocation to our Secretary or by appearing at the meeting and voting in person.

Our Annual Report to Stockholders for the fiscal year ended December 31, 2007 is being mailed to stockholders with the mailing of these proxy materials on or about April 25, 2008.

**A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 as filed with the Securities and Exchange Commission, or SEC, except for exhibits, will be furnished without charge to any stockholder upon written or oral request to Critical Therapeutics, Inc., Attention of Linda S. Lennox, Vice President, Investor & Media Relations, 60 Westview Street, Lexington, Massachusetts 02421; telephone: (781) 402-5700. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 are also available on the SEC's website at [www.sec.gov](http://www.sec.gov).**

**Voting Securities and Votes Required**

Stockholders of record at the close of business on April 2, 2008 will be entitled to notice of and to vote at the annual meeting. On that date, 43,479,198 shares of our common stock were issued and outstanding. Each share of common stock entitles the holder to one vote with respect to all matters submitted to stockholders at the meeting. We have no other securities entitled to vote at the meeting.

The representation in person or by proxy of at least a majority of the shares of common stock issued, outstanding and entitled to vote at the annual meeting is necessary to establish a quorum for the transaction of business. If a quorum is not present, the meeting will be adjourned until a quorum is obtained.



Directors are elected by a plurality of votes cast by stockholders entitled to vote at the meeting. To be approved, any other matter submitted to our stockholders, including the ratification of Deloitte & Touche LLP as our independent registered public accounting firm, requires the affirmative vote of the majority of shares present in person or represented by proxy and voting on such matter at the annual meeting. The votes will be counted, tabulated and certified by a representative of BNY Mellon Shareowner Services, who will serve as the inspector of elections at the annual meeting.

Shares which abstain from voting as to a particular matter, and shares held in street name by banks, brokers or other nominees who indicate on their proxy cards that they do not have discretionary authority to vote such shares as to a particular matter, which we refer to as broker non-votes, will be counted for the purpose of determining whether a quorum exists but will not have any effect upon the outcome of voting with respect to any matters voted on at the annual meeting.

Stockholders may vote in person or by proxy. Voting by proxy will not in any way affect a stockholder's right to attend the meeting and vote in person. Any stockholder voting by proxy has the right to revoke the proxy at any time before the polls close at the annual meeting by giving our Secretary a duly executed proxy card bearing a later date than the proxy being revoked at any time before that proxy is voted, by voting again

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over the Internet or by telephone or by appearing at the meeting and voting in person. The shares represented by all properly executed proxies received in time for the meeting or voted by proxy over the Internet or by telephone will be voted as specified. If the shares you own are held in your name and you do not specify in the proxy card how your shares are to be voted, they will be voted in favor of the election as directors of those persons named as nominees in this proxy statement and in favor of the ratification of Deloitte & Touche LLP as our independent registered public accounting firm. If any other matters properly come before the meeting, the persons named in the accompanying proxy intend to vote, or otherwise act, in accordance with their judgment. If the shares you own are held in street name, the bank, broker or other nominee, as the record holder of your shares, is required to vote your shares in accordance with your instructions. In order to vote your shares held in street name, you will need to follow the directions your bank, broker or other nominee provides you.

### **If your shares are registered directly in your name, you may vote:**

**Over the Internet.** Go to the web site of our tabulator, BNY Mellon Shareowner Services, at <http://www.proxyvoting.com/crtx> and follow the instructions you will find there. You must specify how you want your shares voted or your Internet vote cannot be completed and you will receive an error message. Your shares will be voted according to your instructions.

**By Telephone.** Call (866) 540-5760 toll-free from the United States or Canada and follow the instructions. You must specify how you want your shares voted and confirm your vote at the end of the call or your telephone vote cannot be completed. Your shares will be voted according to your instructions.

**By Mail.** Complete, date and sign the enclosed proxy card and mail it in the enclosed postage-paid envelope to BNY Mellon Shareowner Services. Your proxy will be voted according to your instructions. If you do not specify how you want your shares voted, they will be voted as recommended by our board of directors.

**In Person at the Meeting.** If you attend the meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the meeting.

### **If your shares are held in street name for your account by a bank, broker or other nominee, you may vote:**

**Over the Internet or By Telephone.** You will receive instructions from your broker or other nominee if you are permitted to vote over the Internet or by telephone.

**By Mail.** You will receive instructions from your broker or other nominee explaining how to vote your shares.

**In Person at the Meeting.** Contact the broker or other nominee that holds your shares to obtain a broker's proxy card and bring it with you to the meeting. **A broker's proxy is *not* the form of proxy enclosed with this proxy statement. You will not be able to vote shares you hold in street name at the meeting unless you have a proxy from your broker issued in your name giving you the right to vote the shares.**

## **Householding of Annual Meeting Materials**

Some banks, brokers and other nominee record holders may be participating in the practice of householding proxy statements and annual reports. This means that only one copy of our proxy statement and Annual Report to Stockholders may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of either document to you upon written or oral request to Critical Therapeutics, Inc., Attention of Linda S. Lennox, Vice President, Investor & Media Relations, 60 Westview Street, Lexington, Massachusetts 02421; telephone: (781) 402-5700. If you want to receive separate copies of the proxy statement or Annual Report to

Stockholders in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address and phone number.

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The following table sets forth information regarding beneficial ownership of our common stock as of April 2, 2008 by:

each person, entity or group of affiliated persons or entities known to us to be the beneficial owner of more than 5% of the outstanding shares of our common stock;

each of our directors and nominees for director;

our President and Chief Executive Officer, our Chief Financial Officer, our two other executive officers who were serving as executive officers on December 31, 2007, our former President and Chief Executive Officer and one additional former executive officer who would have been among our most highly compensated executive officers if he had been serving as an executive officer on December 31, 2007; and

all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the applicable rules of the SEC and includes voting or investment power with respect to shares of our common stock. Shares of common stock issuable under stock options and warrants that are currently exercisable or exercisable within 60 days of April 2, 2008 are deemed to be beneficially owned by the person holding the option or warrant for purposes of calculating the percentage ownership of that person but are not deemed outstanding for purposes of calculating the percentage ownership of any other person. The information set forth below is not necessarily indicative of beneficial ownership for any other purpose, and the inclusion of any shares deemed beneficially owned in this table does not constitute an admission of beneficial ownership of those shares. Unless otherwise indicated, to our knowledge, all persons named in the table have sole voting and investment power with respect to the shares of common stock beneficially owned by them, except, where applicable, to the extent authority is shared by spouses under community property laws.

Name and Address of Beneficial Owner(1)	Number of Outstanding Shares Beneficially Owned	Shares Underlying Warrants Currently Exercisable(2)	Shares Underlying Options Exercisable within 60 Days	Total Number of Shares Beneficially Owned	Percentage of Common Stock Beneficially Owned
	<b>5% Stockholders</b>				
Funds managed by Healthcare Ventures(3) 44 Nassau Street, Second Floor Princeton, NJ 08542	5,153,323	383,212		5,536,535	12.6%
Funds managed by Advanced Technology Ventures(4) Bay Colony Corporate Center 1000 Winter Street, Suite 3700 Waltham, MA 02541	3,182,132	447,081		3,629,213	8.3%

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MedImmune Ventures, Inc. One MedImmune Way Gaithersburg, MD 20878	2,663,642		2,663,642	6.1%	
<b><i>Directors and Named Executive Officers</i></b>					
Trevor Phillips, Ph.D.(5) <i>President and Chief Executive Officer and Director</i>	85,824		517,179	603,003	1.4%
Christopher Mirabelli, Ph.D.(6) <i>Director</i>	5,153,323	383,212		5,536,535	12.6%
Jean George(7) <i>Director</i>	3,182,132	447,081	29,999	3,659,212	8.3%
Richard W. Dugan <i>Director</i>			54,999	54,999	*

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Name and Address of Beneficial Owner(1)	Number of Outstanding Shares Beneficially Owned	Shares Underlying Warrants Currently Exercisable(2)	Shares Underlying Options Exercisable within 60 Days	Total Number of Shares Beneficially Owned	Percentage of Common Stock Beneficially Owned
	Thomas P. Kelly(8) <i>Chief Financial Officer and Senior Vice President of Finance and Corporate Development</i>	90,700			90,700
Scott B. Townsend, Esq.(9) <i>Senior Vice President of Legal Affairs, General Counsel and Secretary</i>	94,868		147,953	242,821	*
Jeffrey E. Young(10) <i>Vice President of Finance, Chief Accounting Officer and Treasurer</i>	52,469		76,558	129,027	*
Frank E. Thomas(11) <i>Former President and Chief Executive Officer</i>	52,033		667,029	719,062	1.6%
Dana Hilt, M.D.(12) <i>Former Chief Medical Officer and Senior Vice President of Clinical Development</i>					*
All executive officers and directors as a group (7 persons, consisting of 4 officers and 3 non-employee directors)	8,659,316	830,293	826,688	10,316,297	22.9%

\* Represents beneficial ownership of less than one percent of common stock.

- (1) Unless otherwise indicated, the address of each beneficial owner is care of Critical Therapeutics, Inc., 60 Westview Street, Lexington, MA 02421.
- (2) Consists of shares underlying warrants to purchase our common stock at \$6.58 per share issued in connection with our private placement of common stock and warrants in June 2005.
- (3) Consists of 4,058,432 shares of common stock held by HealthCare Ventures VI, L.P. and 1,094,891 shares of common stock and warrants to purchase 383,212 shares of common stock held by HealthCare Ventures VII, L.P. Christopher Mirabelli, a member of our board of directors, is a General Partner of HealthCare Partners VI, L.P., the general partner of HealthCare Ventures VI, L.P., and a General Partner of HealthCare Partners VII, L.P., the general partner of HealthCare Ventures VII, L.P. Dr. Mirabelli disclaims beneficial ownership of the shares held by the funds managed by HealthCare Ventures, except to the extent of his pecuniary interest therein.

- (4) Consists of 2,554,802 shares of common stock and warrants to purchase 359,696 shares of common stock held by Advanced Technology Ventures VII, L.P.; 102,522 shares of common stock and warrants to purchase 14,434 shares of common stock held by Advanced Technology Ventures VII (B), L.P.; 49,279 shares of common stock and warrants to purchase 6,938 shares of common stock held by Advanced Technology Ventures VII (C), L.P.; 15,225 shares of common stock and warrants to purchase 2,144 shares of common stock held by ATV Entrepreneurs VII, L.P.; 5,714 shares of common stock held by ATV Alliance 2003, L.P.; 427,315 shares of common stock and warrants to purchase 60,037 shares of common stock held by Advanced Technology Ventures VI, L.P.; and 27,275 shares of common stock and warrants to purchase 3,832 shares of common stock held by ATV Entrepreneurs VI, L.P. Jean George, a member of our board of directors, is a Managing Director of the general partner of certain of the funds managed by Advanced Technology Ventures. Ms. George disclaims beneficial ownership of the shares held by the funds managed by Advanced Technology Ventures, except to the extent of her pecuniary interest therein.
- (5) Includes 17,500 shares of restricted stock issued to Dr. Phillips in December 2006 that will vest in December 2008 and 50,000 shares of restricted stock issued to Dr. Phillips in November 2007 that will vest in equal installments in May 2008 and November 2009. In addition, includes 3,200 shares of common stock held by Dr. Phillips children. Dr. Phillips disclaims beneficial ownership of the foregoing 3,200 shares held by his children except to the extent of his pecuniary interest therein. Dr. Phillips was

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elected as a director effective March 4, 2008 and appointed as President and Chief Executive Officer effective April 1, 2008.

- (6) Consists of 5,153,323 shares of common stock and warrants to purchase 383,212 shares of common stock held by funds managed by HealthCare Ventures. Dr. Mirabelli is a general partner of HealthCare Partners VI, L.P., the general partner of HealthCare Ventures VI, L.P., and a General Partner of HealthCare Partners VII, L.P., the general partner of HealthCare Ventures VII, L.P. Dr. Mirabelli disclaims beneficial ownership of the shares held by the funds managed by HealthCare Ventures, except to the extent of his pecuniary interest therein.
- (7) Includes 3,182,132 shares of common stock and warrants to purchase 447,081 shares of common stock held by funds managed by Advanced Technology Ventures. Ms. George is a Managing Director of the general partner of certain of the funds managed by Advanced Technology Ventures. Ms. George disclaims beneficial ownership of the shares held by the funds managed by Advanced Technology Ventures, except to the extent of her pecuniary interest therein.
- (8) Includes (i) 26,700 shares of restricted stock issued to Mr. Kelly in August 2007 that will vest in equal installments in August 2008 and August 2009, (ii) 25,000 shares of restricted stock issued to Mr. Kelly in November 2007 that will vest in equal installments in May 2008 and November 2009 and (iii) 35,000 shares of restricted stock issued to Mr. Kelly in February 2008 that will vest in August 2008 and February 2010.
- (9) Includes (i) 13,350 shares of restricted stock issued to Mr. Townsend in December 2006 that will vest in December 2008, (ii) 25,000 shares of restricted stock issued to Mr. Townsend in November 2007 that will vest in equal installments in May 2008 and November 2009 and (iii) 35,000 shares of restricted stock issued to Mr. Townsend in February 2008 that will vest in August 2008 and February 2010.
- (10) Includes 13,350 shares of restricted stock issued to Mr. Young in December 2006 that will vest in December 2008 and 25,000 shares of restricted stock issued to Mr. Young in November 2007 that will vest in equal installments in May 2008 and November 2009.
- (11) Mr. Thomas resigned as a director effective March 2, 2008 and as President and Chief Executive Officer effective March 31, 2008.
- (12) Dr. Hilt resigned as Chief Medical Officer and Senior Vice President of Clinical Development effective September 25, 2007.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and the holders of more than 10% of our common stock to file with the SEC initial reports of ownership of our common stock and other equity securities on a Form 3 and reports of changes in such ownership on a Form 4 or Form 5. Officers, directors and 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. To our knowledge, based solely upon a review of the copies of such forms furnished to us for the year ended December 31, 2007, and the information provided to us by those persons required to file such reports, no such person failed to file the forms required by Section 16(a) of the Exchange Act on a timely basis during the year ended December 31, 2007.

**PROPOSAL ONE ELECTION OF DIRECTORS**

Our board of directors is divided into three classes, with one class being elected each year and members of each class holding office for a three-year term. The number of members of our board of directors is determined from time to time



by the board of directors. Our board of directors currently consists of four members, one of whom is a Class I director (with a term expiring at the 2008 annual meeting), two of whom are Class II directors (with terms expiring at the 2009 annual meeting), and one of whom is a Class III director (with a term expiring at the 2010 annual meeting).

At the 2008 annual meeting, stockholders will have an opportunity to vote for the nominee for Class I director, Trevor Phillips, Ph.D. Dr. Phillips is currently serving as a Class I Director and has been a director

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since March 2008. Dr. Phillips has been nominated for election as a director for the first time. In March 2008, following the resignation of Mr. Thomas as our President and Chief Executive Officer and a member of our board of directors, and in connection with the appointment of Dr. Phillips as our President and Chief Executive Officer, our board of directors elected Dr. Phillips to the board to fill the vacancy created by Mr. Thomas' resignation. The persons named in the enclosed proxy card will vote to elect this nominee as Class I director, unless you withhold authority to vote for the election of the nominee by marking the proxy card to that effect. The nominee has indicated his willingness to serve, if elected. However, if the nominee should be unable or unwilling to serve, the proxies may be voted for a substitute nominee designated by our board of directors, or our board of directors may reduce the number of directors.

## **Board Recommendation**

**The board of directors recommends a vote FOR the election of the Class I director nominee.**

The following paragraphs provide information as of the date of this proxy statement about the Class I director nominee and each member of our board of directors whose term continues after the 2008 annual meeting. The information presented includes information about each such director, including his or her age, all positions and offices he or she holds with us, his or her length of service as a director, his or her principal occupation and employment for the past five years and the names of other publicly-held companies of which he or she serves as a director. For information about the number of shares of common stock beneficially owned by our directors as of April 2, 2008, see Stock Ownership Information.

No director or executive officer is related by blood, marriage or adoption to any other director or executive officer. No arrangements or understandings exist between any director or person nominated for election as a director and any other person pursuant to which such person is to be selected as a director or nominee for election as a director.

## **Class I Director Nominee (Term to Expire at the 2011 Annual Meeting)**

*Trevor Phillips, Ph.D., age 46, became a director in March 2008.*

*Trevor Phillips, Ph.D.* has served as a member of our board of directors since March 2008 and as our President and Chief Executive Officer since April 2008. Dr. Phillips served as our Chief Operating Officer from November 2003 until March 2008 and as our Senior Vice President of Operations from December 2004 until March 2008. Dr. Phillips served as our Secretary from March 2004 to September 2004, as our Treasurer from September 2003 to May 2004 and as our Vice President of Operations from October 2002 to December 2004. From November 2001 to September 2002, Dr. Phillips served as Senior Program Director for Sepracor, Inc., a pharmaceutical company. From October 1999 to November 2001, Dr. Phillips served as Director of Drug Development, Strategy and Planning for Scotia Holdings plc, a biotechnology company. From March 1997 to October 1999, Dr. Phillips served as a Senior Manager, Strategic Planning for Accenture Ltd. (formerly known as Andersen Consulting), a management consulting company. From March 1990 to March 1997, Dr. Phillips served in a variety of positions, including Director of Strategic Direction, for GlaxoWellcome plc, a pharmaceutical company. Dr. Phillips holds a B.Sc. in Microbiology from the University of Reading, a Ph.D. in Microbial Biochemistry from the University of Wales and an M.B.A. from Henley Management College.

## **Class II Directors (Terms to Expire at the 2009 Annual Meeting)**

*Richard W. Dugan, age 66, became a director in 2004.*

*Richard W. Dugan* has served as a member of our board of directors since April 2004 and as our lead independent director since October 2006. From 1976 to September 2002, Mr. Dugan was a partner with Ernst & Young, LLP, where he served in a variety of managing and senior partner positions, including Mid-Atlantic Area Senior Partner from 2001 to 2002, Mid-Atlantic Area Managing Partner from 1989 to 2001 and Pittsburgh Office Managing Partner from 1981 to 1989. Mr. Dugan retired from Ernst & Young LLP in September 2002. Mr. Dugan currently serves on the board of directors of Middlebrook Pharmaceuticals, Inc.

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(formerly known as Advancis Pharmaceutical Corporation), a biopharmaceutical company, and Vanda Pharmaceuticals Inc., a biopharmaceutical company. Mr. Dugan holds a B.S. in Business Administration from Pennsylvania State University.

### ***Christopher Mirabelli, Ph.D., age 53, became a director in 2001.***

*Christopher Mirabelli, Ph.D.* has served as a member of our board of directors since July 2001. From July 2001 to August 2002, Dr. Mirabelli served as our acting non-employee president. From August 2000 to the present, Dr. Mirabelli has served as a General Partner of HealthCare Ventures, a venture capital firm. From December 1999 to July 2000, Dr. Mirabelli served as President of Pharmaceutical Research and Development and a member of the board of directors of Millennium Pharmaceuticals, Inc., a biopharmaceutical company. From July 1993 to December 1999, Dr. Mirabelli served as Chairman of the Board, President and Chief Executive Officer of LeukoSite, Inc., a biotechnology company. In 1988, Dr. Mirabelli was a founder of Isis Pharmaceuticals, Inc., where he served until July 1993 in several positions, including Executive Vice President. Dr. Mirabelli holds a B.S. in Biology from SUNY-Fredonia and a Ph.D. in Molecular Pharmacology from Baylor College of Medicine.

### **Class III Director (Term to Expire at the 2010 Annual Meeting)**

#### ***Jean George, age 50, became a director in 2003.***

*Jean George* has served as a member of our board of directors since October 2003. From January 2004 to the present, Ms. George has served as a General Partner, and from February 2002 to December 2003, she served as a Partner, with Advanced Technology Ventures, a venture capital firm. From September 1998 to January 2002, Ms. George served as a Director for BancBoston Ventures, a venture capital firm. From 1988 to July 1998, Ms. George served in a variety of roles, including most recently as Vice President of Sales and Marketing, at Genzyme Corporation, a biotechnology company. Ms. George holds a B.S. in Biology from the University of Maine and an M.B.A. from Simmons College Graduate School of Management.

## **CORPORATE GOVERNANCE**

### **General**

We believe that good corporate governance is important to ensure that Critical Therapeutics, Inc. is managed for the long-term benefit of our stockholders. This section describes key corporate governance practices that we have adopted.

### **Board Determination of Independence**

Under applicable rules of The NASDAQ Stock Market, a director will only qualify as an independent director if, in the opinion of our board of directors, that person does not have a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our board of directors has determined that none of Dr. Mirabelli, Ms. George or Mr. Dugan has a relationship which would interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director and, therefore, that each of these directors is an independent director as defined under NASDAQ Rule 4200(a)(15).

### **Board of Directors Meetings and Attendance**

The board of directors has responsibility for establishing broad corporate policies and reviewing our overall performance rather than day-to-day operations. The primary responsibility of our board of directors is to oversee the

management of our company and, in doing so, to serve the best interests of the company and our stockholders. The board of directors selects, evaluates and provides for the succession of executive officers and, subject to stockholder election, directors. It reviews and approves corporate objectives and strategies, and evaluates significant policies and proposed major commitments of corporate resources. Our board of directors

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also participates in decisions that have a potential major economic impact on our company. Management keeps the directors informed of company activity through regular communication, including written reports and presentations at board of directors and committee meetings.

Our board of directors met 21 times during the fiscal year ended December 31, 2007, either in person or by teleconference. During 2007, each of our directors attended at least 75% of the aggregate of the total number of board meetings held during the period each has been a director and the total number of meetings held by all committees on which each director then served.

We have no formal policy regarding director attendance at the annual meeting of stockholders, although all directors are expected to attend the annual meeting of stockholders if they are able to do so. All of our current directors who were also then serving as directors attended our 2007 annual meeting of stockholders.

### **Lead Independent Director**

On October 9, 2006, a majority of the independent directors of our board of directors appointed Mr. Dugan as the lead independent director. The lead independent director consults with our President and Chief Executive Officer and the Nominating and Corporate Governance Committee on matters relating to corporate governance and the performance of our board of directors. In addition, the lead independent director provides assistance to the President and Chief Executive Officer and Corporate Secretary in planning board agendas, acts as the leader of the independent directors and acts as the chair of the independent directors in meetings of the independent directors.

### **Board Committees**

Our board of directors has established an audit committee, a compensation committee and a nominating and corporate governance committee. The members of each committee are appointed by our board of directors, upon recommendation of the nominating and corporate governance committee, and serve one-year terms. Each of these committees operates under a charter that has been approved by the board of directors. We have posted current copies of each committee's charter on the Corporate Governance section of our website, which can be found at [www.crtx.com](http://www.crtx.com) in the Investors section under Corporate Governance.

The board of directors has determined that all of the members of each of the board's three standing committees are independent as defined under the rules of The NASDAQ Stock Market, and, in the case of all members of the Audit Committee, that they meet the additional independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934.

### ***Audit Committee***

The Audit Committee's responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our registered public accounting firm;

- overseeing the work of our independent registered public accounting firm, including through the receipt and consideration of reports from the independent registered public accounting firm;

- reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures;

monitoring our internal control over financial reporting, disclosure controls and procedures and code of business conduct and ethics;

establishing policies regarding hiring employees from the independent registered public accounting firm and procedures for the receipt and retention of accounting-related complaints and concerns;

meeting independently with our independent registered public accounting firm and management to discuss our financial statements, and other financial reporting and audit matters;

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preparing the audit committee report required by SEC rules, which is included on page 12 of this proxy statement; and

reviewing and approving or ratifying related person transactions.

The members of the Audit Committee are Mr. Dugan, Ms. George and Dr. Mirabelli. Mr. Dugan serves as chair of the Audit Committee. The board of directors has determined that Mr. Dugan is an audit committee financial expert as defined by applicable SEC rules. The Audit Committee met 10 times in 2007.

***Compensation Committee***

The Compensation Committee's responsibilities include:

reviewing and making recommendations to the board of directors regarding the compensation of our executive officers;

overseeing the evaluation of our senior executives;

reviewing and making recommendations to the board of directors regarding incentive compensation and equity-based plans;

administering our stock incentive plans;

reviewing and making recommendations to the board of directors regarding director compensation;

reviewing and discussing with management our Compensation Discussion and Analysis, which is included on page 17 of this proxy statement; and

preparing the compensation committee report required by SEC rules, which is included on page 33 of this proxy statement.

For information about the processes and procedures followed by the Compensation Committee in considering and making recommendations regarding executive and director compensation, see Executive and Director Compensation Process.

The members of the Compensation Committee are Ms. George and Dr. Mirabelli. Ms. George serves as chair of the Compensation Committee. The Compensation Committee met six times in 2007.

***Nominating and Corporate Governance Committee***

The Nominating and Corporate Governance Committee's responsibilities include:

identifying individuals qualified to become board members;

recommending to the board the persons to be nominated for election as directors and to each of the board's committees;

reviewing and making recommendations to the board with respect to management succession planning;



developing and recommending to the board corporate governance principles; and

overseeing an annual evaluation of the board.

The members of the Nominating and Corporate Governance Committee are Dr. Mirabelli and Mr. Dugan. Dr. Mirabelli serves as chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee met two times in 2007.

### **Executive and Director Compensation Process**

The Compensation Committee has implemented an annual performance review program for our executive officers, under which annual performance goals are determined and set forth in writing at the beginning of each calendar year for the company as a whole and each executive officer. Annual corporate goals are proposed by management and approved by the independent directors of our board of directors. These

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corporate goals target the achievement of specific commercialization, research, clinical, regulatory, financial and operational milestones. Annual individual goals focus on contributions that facilitate the achievement of the corporate goals and are set during the first quarter of each calendar year. Individual goals are proposed by each executive officer and approved by our President and Chief Executive Officer. Annual salary increases, annual bonuses and annual stock option and restricted stock awards granted to our executives are based on actual corporate and individual performance compared to these corporate and individual performance goals and various subjective performance criteria.

We evaluate individual and corporate performance against the goals for each completed year. Each executive's evaluation begins with a written self-assessment, which is submitted to our President and Chief Executive Officer. Our President and Chief Executive Officer then prepares a written evaluation based on the executive officer's self-assessment, the President and Chief Executive Officer's own evaluation and input from others within our company. This process leads to a recommendation by our President and Chief Executive Officer for annual executive salary increases, annual stock option and restricted stock awards and bonuses, if any. The Compensation Committee then reviews and makes a recommendation to the independent directors. In the case of our President and Chief Executive Officer, his individual performance evaluation is conducted by the Compensation Committee, which then recommends his compensation changes and awards to the independent directors.

The Compensation Committee periodically reviews and makes recommendations to the board of directors regarding director compensation. Currently, each non-employee member of our board of directors is compensated pursuant to our compensation and reimbursement policy that became effective January 1, 2006. For more information regarding this policy, see [Information About Executive and Director Compensation](#) [Compensation of Directors](#).

The Compensation Committee may delegate its authority to the chair of the Compensation Committee to the extent it deems necessary to finalize matters as to which the Compensation Committee has given its general approval. In March 2006, the Compensation Committee delegated to each of our Chief Executive Officer, Chief Financial Officer and Chief Operating Officer the authority to make stock option grants under our 2004 Stock Incentive Plan, as amended, to our existing employees. Our Chief Executive Officer, Chief Financial Officer and Chief Operating Officer were not authorized to grant options to any executive officer or other officer subject to Section 16(a) of the Securities Exchange Act of 1934 or to any person designated by the Compensation Committee. In addition, our Chief Executive Officer, Chief Financial Officer and Chief Operating Officer were not authorized to grant, in the aggregate, options with respect to more than 120,000 shares of common stock to existing employees or grant to any existing employee, in any one calendar year, options with respect to more than 5,000 shares of common stock, except as may be approved by the Compensation Committee.

The Compensation Committee has the authority to retain compensation consultants and other outside advisors to assist in the evaluation of executive officer compensation. During 2006, the Compensation Committee retained Nancy Arnosti and Pearl Meyer & Partners as compensation consultants, and continued to consider their recommendations in 2007. The Compensation Committee retained Ms. Arnosti in September 2007 to update her prior work. For more information regarding the nature and scope of the work performed by these consultants to the Compensation Committee, see [Information About Executive and Director Compensation](#) [Compensation Discussion and Analysis](#).

## **Director Nomination Process**

The Nominating and Corporate Governance Committee, or the Committee, is responsible for identifying individuals qualified to become board members, consistent with criteria approved by the board, and recommending the persons to be nominated for election as directors, except where we are legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors. The process followed by the Nominating and Corporate Governance Committee to identify and evaluate director candidates includes requests to board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating

to potential candidates and interviews of selected

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candidates by members of the Committee and the board, with direct input from our chief executive officer and the lead independent director. In addition, during 2007, the Nominating and Corporate Governance Committee retained the services of an executive search firm to help identify and evaluate potential director candidates.

In considering whether to recommend any particular candidate for inclusion in the board's slate of recommended director nominees, the Nominating and Corporate Governance Committee applies certain criteria, including the candidate's reputation for integrity, honesty and adherence to high ethical standards, business acumen, experience and judgment, understanding of our business and industry, diligence, conflicts of interest or the appearance thereof, other directorships and their impact on the ability of the candidate to devote adequate time to service on our board, the ability to act in the interests of all stockholders and willingness to serve for at least three years on the board. The Committee does not assign specific weights to particular criteria, and no particular criterion is a prerequisite for each prospective nominee. We believe that the backgrounds and qualifications of our directors, considered as a group, should provide a significant breadth of experience, knowledge and abilities that will assist our board in fulfilling its responsibilities.

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 5% of our common stock for at least a year as of the date such recommendation is made, to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, Critical Therapeutics, Inc., 60 Westview Street, Lexington, Massachusetts 02421. Assuming that appropriate biographical and background material has been provided on a timely basis, the Committee will evaluate stockholder recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates submitted by others. Stockholders also have the right under our by-laws to directly nominate director candidates, without any action or recommendation on the part of the Committee or the board, by following the procedures set forth under Stockholder Proposals.

At the 2008 annual meeting, stockholders will be asked to consider the election of Dr. Phillips for the first time. In March 2008, following the resignation of Mr. Thomas as President and Chief Executive Officer and a member of our board of directors, and in connection with the appointment of Dr. Phillips as President and Chief Executive Officer, our board of directors elected Dr. Phillips to the board to fill the vacancy created by Mr. Thomas's resignation.

## **Communicating with the Independent Directors**

The board will give appropriate attention to written communications that are submitted by stockholders, and will respond if and as appropriate. The lead independent director, or otherwise the chairman of the Nominating and Corporate Governance Committee, with the assistance of our General Counsel, is primarily responsible for monitoring communications from stockholders and for providing copies or summaries to the other directors as he considers appropriate.

Communications are forwarded to all directors if they relate to important substantive matters and include suggestions or comments that the lead independent director, or otherwise the chairman of the Nominating and Corporate Governance Committee, considers to be important for the directors to know. In general, communications relating to corporate governance and corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which we tend to receive repetitive or duplicative communications.

Stockholders who wish to send communications on any topic to the board should address such communications to the Board of Directors, c/o Corporate Secretary, Critical Therapeutics, Inc., 60 Westview Street, Lexington,

Massachusetts 02421. You should indicate on your correspondence that you are a Critical Therapeutics stockholder.

Anyone may express concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters to the Audit Committee by calling the

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voicemail box at (800) 799-6158. Messages to the Audit Committee will be received by the members of the Audit Committee and our Corporate Secretary. You may report your concern anonymously or confidentially.

**Audit Committee Report**

The Audit Committee consists of the following members of the Board of Directors of Critical Therapeutics, Inc. (the Company ): Richard W. Dugan (Chair), Jean George and Christopher Mirabelli, Ph.D. The Audit Committee is responsible for assisting the Board of Directors in fulfilling its oversight responsibilities pertaining to the accounting, auditing and financial reporting processes of the Company. Management is responsible for establishing and maintaining the Company s internal control over financial reporting and for preparing financial statements in accordance with accounting principles generally accepted in the United States of America. The Audit Committee is directly responsible for the appointment, oversight, compensation and retention of Deloitte & Touche LLP, the independent registered public accounting firm for the Company. Deloitte & Touche LLP is responsible for performing an independent audit of the Company s annual financial statements and expressing an opinion on:

the conformity of the Company s financial statements with accounting principles generally accepted in the United States of America; and

the effectiveness of internal control over financial reporting.

Each of Mr. Dugan, Ms. George and Dr. Mirabelli (i) meets the independence criteria prescribed by applicable law and the rules of the Securities and Exchange Commission (the SEC ) for audit committee membership, (ii) is an independent director as defined in NASDAQ rules and (iii) meets NASDAQ s financial knowledge and sophistication requirements. The Board of Directors has determined that Mr. Dugan is an audit committee financial expert under SEC rules. The Audit Committee operates pursuant to a written charter approved by the Board of Directors, which complies with the applicable provisions of the Sarbanes-Oxley Act of 2002 and related rules of the SEC and NASDAQ. The charter is available on the Company s web site at [www.crtx.com](http://www.crtx.com) by linking to the section titled Investors and then Corporate Governance.

The Audit Committee s responsibility is one of oversight. The Audit Committee s oversight responsibility relating to the accounting, auditing and financial reporting processes of the Company includes overseeing the Company s processes and preparedness for the audit of internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 conducted by the Company s independent registered public accounting firm.

Members of the Audit Committee rely on the information provided and the representations made to them by:

management, which has primary responsibility for the Company s financial statements and reports and for establishing and maintaining appropriate internal control over financial reporting; and

the independent registered public accounting firm for the Company, which is responsible for performing an audit in accordance with Standards of the Public Company Accounting Oversight Board United States ( PCAOB ) and expressing an opinion on:

the conformity of the Company s financial statements with accounting principles generally accepted in the United States; and

the effectiveness of internal control over financial reporting.

In this context, we have reviewed and discussed with management the Company's audited financial statements as of and for the year ended December 31, 2007.

We have discussed with Deloitte & Touche LLP, the independent registered public accounting firm for the Company, the matters required to be discussed by Auditing Standards No. 61 (Communication with Audit Committees), as amended or superseded, as adopted by the PCAOB in Rule 3200T.

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We have received and reviewed the written disclosures and the letter from Deloitte & Touche LLP required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), as adopted by the PCAOB in Rule 3600T, and have discussed with them their independence. We have concluded that Deloitte & Touche LLP's provision of audit and non-audit services to the Company is compatible with their independence.

Based on the reviews and discussions referred to above, and exercising our business judgment, we recommended to the Board of Directors that the financial statements referred to above be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 for filing with the SEC. We have selected Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the year ended December 31, 2008, and have approved submitting the selection of the independent registered public accounting firm for ratification by the stockholders.

By the Audit Committee of the Board of  
Directors of Critical Therapeutics, Inc.

Richard W. Dugan, Chair  
Jean George  
Christopher Mirabelli, Ph.D.

**Independent Registered Public Accounting Firm's Fees**

The following table summarizes the fees of Deloitte & Touche LLP, our independent registered public accounting firm, billed to us for each of the last two fiscal years for audit and other services. For 2007, audit fees include an estimate of amounts not yet billed.

<b>Fee Category</b>	<b>2007</b>	<b>2006</b>
Audit Fees(1)	\$ 510,000	\$ 416,000
Audit-Related Fees(2)		
Tax Fees(3)	99,000	39,000
All Other Fees(4)		
<b>Total Fees</b>	<b>\$ 609,000</b>	<b>\$ 455,000</b>

- (1) Audit fees consist of fees related to professional services rendered in connection with the audit of our consolidated financial statements, the audit of our internal control over financial reporting, the reviews of the interim financial statements included in our quarterly reports on Form 10-Q and other professional services provided in connection with statutory and regulatory filings or engagements.
- (2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit and the review of our financial statements and which are not reported under Audit Fees. No fees for audit-related services were incurred in 2006 or 2007.
- (3) Tax fees consist of fees for tax compliance, tax advice and tax planning services. Tax compliance services, which relate to the preparation of federal and state tax returns and quarterly estimated tax payments, represented \$42,000 of the total tax fees in 2007 and \$35,000 of the total tax fees in 2006. Tax advice and tax planning



services relate to miscellaneous items. In 2007, fees for tax advice and tax planning services of \$57,000 related to foreign tax matters. In 2006, fees for tax advice and tax planning services of \$4,000 related to various items, including state tax matters and assessments of potential limitations on net operating loss carryforwards.

(4) No fees for other services were incurred in 2006 or 2007.

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### **Pre-Approval Policy and Procedures**

The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our independent registered public accounting firm. This policy generally provides that we will not engage our independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee or the engagement is entered into pursuant to one of the pre-approval procedures described below.

From time to time, the Audit Committee may pre-approve specified types of services that are expected to be provided to us by our independent registered public accounting firm during the next 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

The Audit Committee has also delegated to the chair of the Audit Committee the authority to approve any audit or non-audit services to be provided to us by our independent registered public accounting firm. Any approval of services by the chair of the Audit Committee pursuant to this delegated authority is reported at the next meeting of the Audit Committee.

### **Transactions with Related Persons**

#### ***Agreements with MedImmune, Inc.***

In July 2003, we entered into an exclusive license and collaboration agreement with MedImmune Inc., a wholly-owned subsidiary of AstraZeneca plc, to jointly develop products directed towards high mobility group box protein 1, or HMGB1. This agreement was amended in December 2005. Under the terms of the agreement, we granted MedImmune an exclusive worldwide license, under patent rights and know-how controlled by us, to make, use and sell products, including small molecules and antibodies, that bind to, inhibit or inactivate HMGB1 and are used in the treatment or prevention, but not the diagnosis, of diseases, disorders and medical conditions.

Under the collaboration, MedImmune paid us initial fees of \$12.5 million in 2003 and 2004 for the HMGB1 program. Under the collaboration, MedImmune also agreed to make specified research and development payments to us, including \$4.0 million of research and development payments through the end of 2006, all of which had been paid by December 31, 2007. In addition, we may receive, subject to the terms and conditions of the agreement, other payments upon the achievement of research, development and commercialization milestones up to a maximum of \$124.0 million, after taking into account payments that we are obligated to make to The Feinstein Institute for Medical Research (formerly known as the North Shore-Long Island Jewish Research Institute) on milestone payments we receive from MedImmune. MedImmune also has agreed to pay royalties to us based upon net sales by MedImmune of licensed products resulting from the collaboration. MedImmune's obligation to pay us royalties continues on a product-by-product and country-by-country basis until the later of ten years from the first commercial sale of a licensed product in each country and the expiration of the patent rights covering the product in that country. We are obligated to pay a portion of any milestone payments or royalties we receive from MedImmune to The Feinstein Institute, which initially licensed to us patent rights and know-how related to HMGB1.

In December 2005, MedImmune agreed that the collaboration demonstrated proof-of-concept in two preclinical disease models with human HMGB1 monoclonal antibodies. As a result, MedImmune made a \$1.25 million milestone payment to us. In addition, in December 2005, MedImmune agreed to fund an additional \$1.0 million of research work performed by our full-time employees in 2006. In March 2007, MedImmune agreed to fund an additional \$125,000 of research work performed by our full-time employees in 2007.

We have agreed to work exclusively with MedImmune in the research and development of HMGB1-inhibiting products. Under the terms of the agreement, MedImmune's license to commercialize HMGB1-inhibiting products generally excludes us from manufacturing, promoting or selling the licensed products. However, we have the option to co-promote in the United States the first product for the first indication

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approved in the United States, for which we must pay a portion of the ongoing development costs and will receive a proportion of the profits in lieu of royalties that would otherwise be owed to us.

MedImmune has the right to terminate the agreement at any time upon six-months' written notice. Each party has the right to terminate the agreement upon the occurrence of a material uncured breach by the other party. Under specified conditions, we or MedImmune may have certain payment or royalty obligations after the termination of the agreement.

MedImmune Ventures, Inc., an affiliate of MedImmune, is the beneficial owner of more than 5% of our outstanding common stock. For more information regarding MedImmune Ventures' stock ownership, see [Stock Ownership Information](#).

### ***Consulting Agreement with M. Cory Zwerling***

On October 25, 2006, we entered into a consulting agreement with M. Cory Zwerling, who served as a member of our board of directors from October 2006 until February 2008. This agreement had an initial term expiring on October 25, 2007, and thereafter automatically renewed for successive one-month periods unless either party were to give at least one-month's prior notice of termination. Under this agreement, Mr. Zwerling provided consulting services relating to our commercial sales, marketing and business development initiatives and other such related projects as were mutually agreed upon by us and Mr. Zwerling. We paid Mr. Zwerling a rate of \$1,800 per day for these services during the consulting period. In 2007, we paid Mr. Zwerling a total of approximately \$14,000 for these services. On October 25, 2006, pursuant to the terms of the consulting agreement, we granted Mr. Zwerling an option to purchase 200,000 shares of our common stock at an exercise price of \$2.63 per share. This option vested in 36 equal monthly installments commencing on November 25, 2006 for so long as Mr. Zwerling remained a consultant. In addition, 50% of the then unvested options would vest upon a change of control or specified transactions as set forth in the consulting agreement. We terminated this consulting agreement with Mr. Zwerling for convenience effective June 30, 2007. As of the date of termination, 119,713 shares subject to the option had vested. The option expired unexercised on September 30, 2007.

### ***Employment Agreements***

We have entered into employment agreements with our executive officers. For additional information regarding these agreements, see [Information About Executive and Director Compensation](#), [Executive Compensation](#) and [Employment Agreements](#).

### ***Policies and Procedures Regarding Review, Approval or Ratification of Related Person Transactions***

In March 2007, our board of directors adopted written policies and procedures for the review of any transaction, arrangement or relationship in which we are a participant, the amount involved exceeds \$120,000 and one of our executive officers, directors, director nominees or 5% stockholders (or their immediate family members), each of whom we refer to as a related person, has a direct or indirect material interest.

If a related person proposes to enter into such a transaction, arrangement or relationship, which we refer to as a related person transaction, the related person must report the proposed related person transaction to our General Counsel, who we refer to as our chief legal officer. The policy calls for the proposed related person transaction to be reviewed and, if deemed appropriate, approved by our Audit Committee. Whenever practicable, the reporting, review and approval will occur prior to entry into the transaction. If advance review and approval is not practicable, the Audit Committee will review, and, in its discretion, may ratify the related person transaction. The policy also permits the chair of the Audit Committee to review and, if deemed appropriate, approve proposed related person transactions that arise between

committee meetings, subject to ratification by the Audit Committee at its next meeting. Any related person transactions that are ongoing in nature will be reviewed annually.

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A related person transaction reviewed under the policy will be considered approved or ratified if it is authorized by the Audit Committee after full disclosure of the related person's interest in the transaction. As appropriate for the circumstances, the Audit Committee will review and consider:

the related person's interest in the related person transaction;

the approximate dollar value of the amount involved in the related person transaction;

the approximate dollar value of the amount of the related person's interest in the transaction without regard to the amount of any profit or loss;

whether the transaction was undertaken in the ordinary course of our business;

whether the terms of the transaction are no less favorable to us than terms that could have been reached with an unrelated third party;

the purpose of, and the potential benefits to us of, the transaction; and

any other information regarding the related person transaction or the related person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The Audit Committee may approve or ratify the transaction only if the committee determines that, under all of the circumstances, the transaction is in, or is not in conflict with, our best interests. The Audit Committee may impose any conditions on the related person transaction that it deems appropriate.

In addition to the transactions that are excluded by the instructions to the SEC's related person transaction disclosure rule, our board of directors has determined that the following transactions do not create a material direct or indirect interest on behalf of related persons and, therefore, are not related person transactions for purposes of this policy:

interests arising solely from the related person's position as an executive officer of another entity (whether or not the person is also a director of such entity), that is a participant in the transaction, where (a) the related person and all other related persons own in the aggregate less than a 10% equity interest in such entity, (b) the related person and his or her immediate family members are not involved in the negotiation of the terms of the transaction and do not receive any special benefits as a result of the transaction, and (c) the amount involved in the transaction equals less than the greater of \$200,000 or 5% of the annual gross revenues of the company receiving payment under the transaction; and

a transaction that is specifically contemplated by provisions of our charter or bylaws.

The policy provides that transactions involving compensation of executive officers shall be reviewed and approved by the Compensation Committee in the manner specified in its charter.

We did not have a written policy regarding the review and approval of related person transactions before March 2007. Nevertheless, with respect to such transactions in 2007 prior to our adoption of this written policy, it was our policy for the Audit Committee or another committee of independent directors to consider the nature of and business reason for such transactions, how the terms of such transactions compared to those which might be obtained from unaffiliated third parties and whether such transactions were otherwise fair to and in the best interests of, or not contrary to, our best interests. In addition, all related person transactions required prior approval, or later ratification, by the Audit

Committee or a committee of independent directors. There were no related person transactions in 2007 with respect to which these policies and procedures were not followed.

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**INFORMATION ABOUT EXECUTIVE AND DIRECTOR COMPENSATION**

**Compensation Discussion and Analysis**

This compensation discussion and analysis describes the material elements of compensation awarded to, earned by, or paid to each of our executive officers identified in the Summary Compensation Table below as our named executive officers for the fiscal year ending December 31, 2007. This compensation discussion and analysis focuses on the information contained in the following tables and related footnotes and narrative for primarily the last completed fiscal year, but we also describe compensation actions taken before or after the last completed fiscal year to the extent it enhances the understanding of our executive compensation disclosure.

The Compensation Committee of our board of directors oversees our executive compensation program. In this role, the Compensation Committee annually reviews and approves, or recommends for approval, all compensation decisions relating to our executive officers.

***Objectives and Philosophy of Our Executive Compensation Program***

The objectives of our executive compensation program are to align the interests of management with the interests of stockholders through a system that relates compensation to the achievement of business objectives and individual performance. Our executive compensation philosophy is based on the following principles:

*Competitive and Fair Compensation.* We are committed to providing an executive compensation program that helps us to attract, motivate and retain highly qualified and industrious executives. Our policy is to provide total compensation that is competitive for comparable work and comparable corporate performance. In addition to providing competitive compensation packages, we also seek to achieve a balance of the compensation paid to a particular individual and the compensation paid to our other executives and employees.

*Sustained Performance.* Executive officers are rewarded based upon an assessment of corporate, business group and individual performance. Corporate performance and business group performance are evaluated by reviewing the extent to which strategic and business plan goals are met, including such factors as achievement of operating budgets, establishment of strategic development alliances with third parties and timely accomplishment of strategic objectives. Individual performance is evaluated by reviewing attainment of specified individual objectives and the degree to which teamwork and our other values are fostered.

*Retention.* We have placed significant emphasis on retention of key executives in structuring our executive compensation programs for 2007 and 2008. Our goal in doing so is to provide such executives with an incentive to remain employed and engaged notwithstanding the usual uncertainties attendant to the examination of various strategic alternatives for our business.

***Comparative Compensation Review and Benchmarking***

We do not believe that it is appropriate to establish compensation levels primarily based on benchmarking. We believe, however, that information regarding pay practices at other companies is useful in two respects. First, we recognize that our compensation practices must be competitive in the marketplace. Second, this marketplace information is one of the many factors that we consider in assessing the reasonableness of compensation. Accordingly, we regularly compare our compensation packages with those of other companies in the biotechnology and pharmaceutical industry, through reviews of survey data and information gleaned from filings of publicly traded companies and through information compiled and analyzed by our compensation consultants. However, while such



information may be a useful guide for comparative purposes, we believe that a successful compensation program also requires the application of judgment and subjective determinations of individual performance. Our review of this information and these factors forms the basis of our compensation recommendations.

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In making compensation decisions, the Compensation Committee compares our executive compensation against that paid by a peer group of publicly traded companies in the biotechnology and pharmaceutical industry compiled by Nancy Arnosti, a compensation consultant specializing in the recruiting and compensation of senior executives retained by the Compensation Committee in 2006. This peer group consists of companies the Compensation Committee believes are generally comparable to our company at the time and against which the committee believes we compete for executive talent.

The Compensation Committee's charter grants it the authority to retain outside advisors, including compensation consultants, and approve their compensation. Critical Therapeutics is obligated to pay the Compensation Committee's advisors and consultants. These advisors and consultants report directly to the Compensation Committee. Pursuant to its authority, the Compensation Committee first engaged Ms. Arnosti in late 2004 to assist the committee in its review of our executive employment arrangements and in formulating recommendations regarding such arrangements for 2005. The Compensation Committee instructed Ms. Arnosti to conduct a review of survey data and information gleaned from filings of publicly traded companies regarding executive officer base salary, target bonus and equity ownership information. Ms. Arnosti produced a report for us regarding executive employment arrangements at biotechnology and pharmaceutical companies comparable to ours, and we discussed the results of this report with her in detail in arriving at our recommendations regarding the employment agreements entered into with our senior executives in 2004 and in setting the initial base salaries and bonus opportunities reflected in such agreements. In addition, this consultant produced updated analyses of executive compensation arrangements for us in October 2005, December 2006 and October 2007, which we considered in arriving at our recommendations for the market adjustment and merit increases in executive base salaries and bonus opportunities for 2006, 2007 and 2008 that are described in Executive Compensation Employment Agreements and mentioned below. In December 2006, the Compensation Committee reviewed a report from another compensation consultant, Pearl Meyer & Partners, which had been retained by the Compensation Committee to assist in the development of an executive and key employee success bonus and retention program for 2007. This report contained benchmarking and comparative information with respect to various financial incentives that can be used to retain employees, including equity retention grants, success bonus pools and option restructuring.

***Elements of Executive Compensation***

Compensation for our executives generally consists of the following elements:

- salary;
- bonus;
- stock-based awards;
- health, dental, life and disability insurance and other traditional employee benefits;
- cash retention payments; and
- severance and change-in-control arrangements.

We have not had any formal or informal policy or target for allocating compensation between long-term and short-term compensation, between cash and non-cash compensation or among the different forms of non-cash compensation. Instead, the Compensation Committee, after reviewing information provided by its compensation consultants, determines subjectively what it believes to be the appropriate level and mix of the various compensation components. Ultimately, the Compensation Committee's objective in allocating between long-term and currently paid

compensation is to ensure adequate base compensation to attract and retain personnel, while providing incentives to maximize long-term value for our company and our stockholders. Therefore, we provide cash compensation in the form of base salary to meet competitive salary norms and reward good performance on an annual basis and in the form of bonus compensation to reward superior performance against specific annual goals, as well as to create incentives to remain employed with our company through specified periods. We provide non-cash compensation to reward superior performance

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against specific objectives and long-term strategic goals, as well as to create incentives to remain employed with our company.

*Salary.* Salary for our executives is generally set by reviewing compensation for comparable positions in the market, as described above, and the historical compensation levels of our executives. Salaries are then adjusted from time to time, but at least once annually, based upon market changes, actual corporate and individual performance and promotions or changes in responsibilities.

*Bonuses.* Bonuses, as well as annual increases in salaries, generally are based on actual corporate and individual performance compared to targeted performance criteria and various subjective performance criteria. The Compensation Committee works with our President and Chief Executive Officer to develop corporate and individual goals that they believe can be reasonably achieved with an appropriate level of effort over the course of the year. Targeted performance criteria vary for each executive based on his or her business group or area of responsibility, and may include:

achievement of the operating budget for Critical Therapeutics as a whole and of the business group of Critical Therapeutics for which the executive is responsible;

continued innovation in development and commercialization of our technology;

timely development of new product candidates or processes;

development and implementation of successful marketing and commercialization strategies; and

implementation of financing strategies and establishment of strategic development alliances with third parties.

In March 2007, the Compensation Committee established the following company goals to be considered in determining actual bonus amounts for executive officers in respect of the 2007 fiscal year:

enhance the commercial value of ZYFLO CR by signing a co-promotion arrangement for ZYFLO CR<sup>tm</sup> (zileuton) extended-release tablets, launching ZYFLO CR following FDA approval, initiating a Phase IIIb clinical trial of ZYFLO CR, increasing ZYFLO prescriptions and achieving specified business development goals;

progress the research and development pipeline by initiating a Phase II clinical trial of zileuton injection, completing specified preclinical work for the alpha-7 receptor program, establishing a co-development collaboration arrangement for the alpha-7 receptor program and supporting MedImmune in selecting a lead candidate for the HMGB1 program;

establish a strong financial position by managing corporate cash spending and ensuring adequate funding and communicate effectively with investors; and

create an attractive organization by establishing employee programs, recruiting key employees and developing a long-term facility strategy.

In establishing these goals, the Compensation Committee considered their importance to the overall success of the company, as well as the relative difficulty of achieving them. The Compensation Committee believes that these goals were clear, would require significant efforts on the part of the Company's executive team, but were, ultimately, achievable.

Subjective performance criteria include an executive's ability to motivate others, develop the skills necessary to grow as we mature as a company, recognize and pursue new business opportunities and initiate programs to enhance our growth and success. The Compensation Committee does not rely on a formula that assigns a pre-determined value to each of the criteria, but instead evaluates an executive officer's contribution in light of all criteria. Although generally none of our executive officers is guaranteed an annual cash bonus, we paid retention bonuses in lieu of cash bonuses based on performance goals for 2006 and established minimum bonuses for 2007, as described below.

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In addition to targeted performance bonuses, we employ bonuses designed to retain executives under certain circumstances. Such bonuses are typically payable so long as the executive remains employed as of a particular date or event. For example, in November 2006, the Compensation Committee determined that, in lieu of a cash bonus for 2006 based on performance goals, our executive officers and other employees, other than sales specialists and sales managers, designated by our President and Chief Executive Officer would be entitled to receive a bonus payment equal to 50% of their potential or target bonus for 2006 if they remained employed by us as of January 15, 2007, and an additional 50% of their potential or target bonus for 2006 if they remain employed by us on the date we received an action letter from the U.S. Food and Drug Administration, or FDA, on our New Drug Application, or NDA, for ZYFLO CR<sup>tm</sup> (zileuton) extended-release tablets. We paid aggregate cash bonuses to our executive officers who remained employed by us as of January 15, 2007, Mr. Thomas, Dr. Phillips, Dr. Hilt, Mr. Townsend and Mr. Young, in late January 2007 of \$194,000 and in June 2007 of \$194,000. Pursuant to new employment agreements that we entered into with our executive officers in 2007, each of our executive officers was entitled to a minimum cash bonus for 2007 if he remained employed with us through December 31, 2007. We paid these bonuses in January 2008. Under Mr. Thomas's employment agreement, he was entitled to an additional one-time special cash bonus of \$625,000 if he remained employed with us through January 31, 2008. We paid this bonus to Mr. Thomas in February 2008, and Mr. Thomas resigned as our President and Chief Executive Officer in March 2008.

*Stock-Based Awards.* Compensation for executive officers also includes the long-term incentives afforded by stock options and restricted stock awards. Our stock option and restricted stock award program is designed to align the long-term interests of our employees and our stockholders and assist in the retention of executives. The size of stock-based awards is generally intended to reflect the executive's position with us and his or her contributions to us, including his or her success in achieving the individual performance criteria described above and his or her contributions to our corporate goals. We generally make stock-based awards on an annual basis in connection with our annual reviews of executive performance and compensation, but will also make such awards in connection with appropriate events, such as the promotion of the executive, or as part of a retention program. We generally grant annual stock-based awards at the last regularly scheduled meeting of the board of directors and the Compensation Committee for each calendar year. The Compensation Committee may consider the value of stock-based awards or other long-term compensation arrangements previously granted or entered into with the executive in making grants of stock-based awards, but a significant amount of value represented by previous awards will not necessarily cause the committee to forego making, or reduce the size of, a future award. We generally grant stock options with annual vesting schedules over a four-year period to encourage key employees to continue their employment with us.

Because of the direct relationship between the value of an option and the market price of our common stock, the Compensation Committee has always believed that granting stock options is an effective method of motivating the executive officers to manage our company in a manner that is consistent with the interests of our company and our stockholders. However, because of the evolution of regulatory, tax and accounting treatment of equity incentive programs, and because it is important to us to retain our executive officers and key employees, the Compensation Committee realizes that it is important that the company utilize other forms of equity awards as and when we may deem necessary. In 2006, we granted restricted stock awards to all of our employees, including our executives in December 2006, as we believed that this was a more efficient way to reward them for and motivate them toward superior performance. These restricted stock awards vest as to 50% of the shares subject to the awards on each of the first and second anniversaries of the grant date. In addition, in August 2007, we made a restricted stock award of 26,700 shares to Mr. Kelly in connection with the commencement of his employment with us. These restricted stock awards vest as to 50% of the shares subject to the awards on each of the first and second anniversaries of the grant date. In November 2007, we made restricted stock awards of 50,000 shares to Dr. Phillips and 25,000 shares to each of Mr. Kelly, Mr. Townsend and Mr. Young in connection with our annual performance review of our executives. These restricted stock awards vest as to 50% of the shares subject to the awards on each of the six-month and 24-month anniversaries of the grant date. In February 2008, we made restricted stock awards of 35,000 shares to each of Mr. Kelly and Mr. Townsend in connection with rewarding and retaining these executives. These restricted stock

awards vest as to 50% of the shares subject to the awards on each of the six-month and 24-month anniversaries of the grant date.

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*Insurance and Other Employee Benefits.* We maintain broad-based benefits and perquisites that are provided to all employees, including health insurance, life and disability insurance, dental insurance and a 401(k) plan. In November 2005, our board of directors, based on the recommendation of the Compensation Committee, approved, effective as of January 1, 2006, a matching contribution for each 401(k) plan participant of fifty percent (50%) of the participant's elective deferrals for a plan year up to six percent (6%) of the participant's salary. The Company's matching contribution up to \$3,000 per year is fully and immediately vested. In particular circumstances, we also utilize cash signing bonuses and pay relocation expenses when executives join us. Such cash signing bonuses and relocation expenses are typically repayable in full to us if the executive voluntarily terminates employment with us, or we terminate the executive for cause, prior to the first anniversary of the date of hire. Whether a signing bonus and relocation expenses are paid and the amount thereof is determined on a case-by-case basis under the specific hiring circumstances. For example, we will consider paying signing bonuses to compensate for amounts forfeited by an executive upon terminating prior employment or to create additional incentive for an executive to join our company in a position for which there is high market demand. For example, in 2006, we paid Dr. Hilt a signing bonus of \$10,000 and reimbursed Dr. Hilt for \$100,000 in relocation expenses. We did not pay any such signing bonuses or relocation expenses in 2007.

*Severance and Change-in-Control Arrangements.* Compensation for executive officers also includes severance and change-in-control arrangements, which are generally reflected in the employment agreements for such officers. These arrangements, like other elements of executive compensation, are structured with regard to practices at comparable companies for similarly-situated officers and in a manner we believe is likely to attract and retain high quality executive talent. Changes to existing severance arrangements are also sometimes negotiated with departing executives in exchange for transition services and/or general releases. The severance and change-in-control arrangements currently in effect with respect to our current executive officers and in effect with respect to Mr. Thomas as of December 31, 2007 are described in greater detail under *Executive Compensation*, *Employment Agreements*, *Severance Agreements* and *Payments Upon Termination or Change of Control*. Because these severance and change-in-control arrangements are designed primarily for retention purposes, amounts payable in connection with such arrangements do not generally affect other elements of compensation payable to executive officers.

***Other Corporate Policies Relating to Executive Compensation***

*Role of Executive Officers in Determining or Recommending Executive and Director Compensation.* Management plays a significant role in the process of setting executive compensation. The most significant aspects of management's role are:

- evaluating employee performance;
- establishing business performance targets and objectives; and
- recommending salary levels and stock-based awards.

Our President and Chief Executive Officer works with the chair of the Compensation Committee in establishing the agenda for committee meetings. Management also prepares meeting information for each Compensation Committee meeting. Our President and Chief Executive Officer also participates in Compensation Committee meetings at the Committee's request to provide:

- background information regarding our company's strategic objectives and progress toward the attainment of those objectives;
- his evaluation of the performance of the senior executive officers; and



compensation recommendations as to senior executive officers, other than himself.

Ultimately, however, all compensation decisions are made, or recommended to the board of directors, by the Compensation Committee, which makes such decisions and recommendations after considering management's recommendations in light of those made by its compensation consultant and engaging in deliberations in executive session without the presence of any members of management.

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Management does not play any role in setting non-employee director compensation. Decisions with respect to non-employee director compensation are made by the Compensation Committee in consultation with its compensation consultant.

*Impact of Tax Treatment on Compensation Decisions.* Section 162(m) of the Internal Revenue Code of 1986, as amended, generally disallows a tax deduction for compensation in excess of \$1.0 million paid to our chief executive officer and our other officers whose compensation is required to be disclosed to our stockholders pursuant to the Exchange Act by reason of being among our four other most highly compensated officers. Qualifying performance-based compensation is not subject to the deduction limitation if specified requirements are met. We periodically review the potential consequences of Section 162(m) and we generally intend to structure the performance-based portion of our executive compensation, where feasible, to comply with exemptions in Section 162(m) so that the compensation remains tax deductible to us. However, the compensation committee may, in its judgment, authorize compensation payments that do not comply with the exemptions in Section 162(m) when it believes that such payments are appropriate to attract and retain executive talent.

*Security Ownership Requirements or Guidelines.* While we believe it is important for our executives to have an equity stake in our company in order to help align their interests with those of our stockholders, we do not currently have any equity ownership guidelines for our executive officers.

**Executive Compensation****Summary Compensation**

The following table sets forth information for the fiscal year ended December 31, 2007 regarding the compensation of our President and Chief Executive Officer, our Chief Financial Officer, our two other executive officers who were serving as executive officers on December 31, 2007, our former President and Chief Executive Officer and one additional former executive officer who would have been among our most highly compensated executive officers if he had been serving as an executive officer on December 31, 2007. We refer to these individuals as our named executive officers.

**Summary Compensation Table**

Name and Principal Position	Year	Salary(1)	Bonus(2)	Stock Awards(3)	Non-Equity Incentive		Total
					Option Awards(4)	Plan All Other Compensation(5)	
Trevor Phillips, Ph.D.(6) President and Chief Executive Officer	2007	\$ 300,000	\$ 157,500	\$ 39,517	\$ 377,423	\$3,000	\$877,440
	2006	279,000	86,700	138	591,395	27,730	984,963
Thomas P. Kelly(7) Senior Vice President of Finance and Corporate Development	2007	102,244	30,000	14,228	22,491		168,963
Scott B. Townsend, Esq. Senior Vice President of Legal Affairs, General Counsel and Secretary	2007	245,000	73,500	28,367	185,468	1,648	533,983
	2006	225,000	69,000	105	146,499	3,000	443,604

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Jeffrey E. Young	2007	195,000	43,875	28,367	87,388	3,000	357,630
<i>Chief Accounting Officer, Vice President of Finance and Treasurer</i>	2006	171,250	55,500	105	76,619	3,000	306,474
Frank E. Thomas(8)	2007	345,000	138,000	37,428	824,237	3,000	1,347,665
<i>Former President and Chief Executive Officer</i>	2006	288,800	113,750	158	556,770	3,000	962,478
Dana Hilt, M.D.(9)	2007	213,225			71,950	13,875	299,050
<i>Former Chief Medical Officer and Senior Vice President of Clinical Development</i>	2006	189,898	73,000	105	69,683	100,000	432,686

- (1) Includes amounts deferred at the direction of the executive officer pursuant to our 401(k) plan.
- (2) The amounts in the Bonus column represent retention bonuses paid to our executive officers in lieu of cash bonuses for 2006 and 2007 based on performance goals. For more information regarding these

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retention bonuses, see Retention Bonus Arrangements. In addition, Dr. Hilt received a \$10,000 sign-on bonus in 2006.

- (3) The amounts in the Stock Awards column reflect the dollar amounts recognized as compensation expense for financial statement reporting purposes for restricted stock awards for the fiscal year ended December 31, 2007 in accordance with Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, or SFAS 123(R), disregarding the estimate of forfeitures related to service-based vesting conditions. The assumptions we used to calculate these amounts are discussed in Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2007.
- (4) The amounts in the Option Awards column reflect the dollar amounts recognized as compensation expense for financial statement reporting purposes for stock options for the fiscal year ended December 31, 2007 in accordance with SFAS 123(R), disregarding the estimate of forfeitures related to service-based vesting conditions. The assumptions we used to calculate these amounts are discussed in Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2007.
- (5) The amounts in the All Other Compensation column for 2007 represent:
- \$3,000 matching contributions to our 401(k) plan that we paid on behalf of Mr. Thomas, Dr. Phillips, Mr. Young and Dr. Hilt and \$1,648 matching contributions to our 401(k) plan that we paid on behalf of Mr. Townsend; and
- \$10,875 we paid to Dr. Hilt for accrued but unused vacation in connection with the termination of his employment.
- (6) Dr. Phillips served as our Chief Operating Officer and Senior Vice President of Operations for 2006 and 2007. Dr. Phillips was appointed President and Chief Executive Officer effective April 1, 2008.
- (7) Mr. Kelly joined Critical Therapeutics in August 2007. Mr. Kelly's annual base salary was \$275,000 for 2007.
- (8) Mr. Thomas served as our Chief Financial Officer until June 2006, when he was appointed as President. Mr. Thomas was appointed as Chief Executive Officer in December 2006. Mr. Thomas resigned as our President and Chief Executive Officer in March 2008.
- (9) Dr. Hilt joined Critical Therapeutics in April 2006 and departed in September 2007. Dr. Hilt's annual base salary was \$280,000 for 2006 and \$290,000 for 2007.

The following table sets forth information regarding each grant of an award made to a named executive officer during the fiscal year ended December 31, 2007 under any plan, contract, authorization or arrangement pursuant to which cash, securities, similar instruments or other property may be received.

**2007 Grants of Plan-Based Awards**

Estimated Future Payouts Under	Estimated Future Payouts Under	All Other	All Other	Grant Date
		Stock Awards;	Option Awards;	
				Exercise

Name	Grant Date	Date of Corporate Action	Non-Equity	Equity	Number of Shares of Stock	Number of Securities Underlying Options	or Base Price of Option Awards (\$/sh)	Fair Value of Stock and Option Awards(2)
			Incentive Plan Awards(1)	Incentive Plan Awards				
Evor Phillips, Ph.D.	6/1/07	6/1/07				15,000	\$2.85	\$29,717
	11/5/07	11/5/07				200,000	1.80	233,640
	11/5/07	11/5/07	\$ 109,200		50,000			89,950
Thomas P. Kelly	8/20/07	8/7/07				150,000	2.25	231,810
	8/20/07	8/7/07			26,700			60,050
	11/5/07	11/5/07	83,850		25,000			44,975
ott B. Townsend, Esq.	3/16/07	3/16/07				40,000	2.15	55,820
	11/5/07	11/5/07	82,500		25,000			44,975
ffrey E. Young	11/5/07	11/5/07	60,840		25,000			44,975
ank E. Thomas	11/5/07	11/5/07	143,520					
ana Hilt, M.D.								

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- (1) The target amounts in the Estimated Future Payouts Under Non-Equity Incentive Plan Awards column represent the amount determined by our independent directors as the target annual cash bonus payable to each named executive officer for 2008. Under the employment agreements that we have entered into with our executive officers, each executive officer is eligible for an annual cash bonus in an amount determined by the Compensation Committee. On November 5, 2007, based on the recommendation of the Compensation Committee, our independent directors established the 2008 annual base salary and the target annual cash bonus for 2008, as a percentage of annual base salary, for each executive officer. The Compensation Committee may make actual cash bonus awards that may be greater or less than the target annual cash bonus based on overall corporate performance and individual performance. Company goals approved by our board of directors in February 2008 will be considered in determining actual bonus amounts for executive officers in respect of the 2008 fiscal year.
- (2) The amounts in the Grant Date Fair Value of Stock and Option Awards column reflect the grant date fair value of each equity award calculated in accordance with SFAS 123(R).

***Employment Agreements***

On December 21, 2004, we entered into employment agreements with each of the following executive officers: Dr. Phillips, Mr. Thomas and Mr. Townsend. On April 26, 2006, we entered into an employment agreement with Dr. Hilt. On June 26, 2006, we entered into an employment agreement with Mr. Young. On August 21, 2007, we entered into an employment agreement with Mr. Kelly. In November 2007, we entered into amended and restated employment agreements with Mr. Thomas, Dr. Phillips, Mr. Townsend and Mr. Young. In April 2008, we entered into a further amended and restated employment agreement with Dr. Phillips in connection with his appointment as President and Chief Executive Officer.

Each employment agreement with our current executive officers, other than Mr. Kelly, has an initial term that extends through December 31, 2009. Mr. Kelly's employment agreement has an initial term that extends through December 31, 2008. Each of these employment agreements automatically extends for an additional one-year term after the initial term unless either we or the executive officer gives 90-days prior notice.

Under the employment agreements, each executive officer is paid a base salary and is eligible for an annual cash bonus of a specified percentage of his annual base salary and an annual equity award. The employment agreements in effect as of December 31, 2007 provide for an initial annual base salary of \$345,000 for Mr. Thomas, \$300,000 for Dr. Phillips, \$275,000 for Mr. Kelly, \$245,000 for Mr. Townsend and \$195,000 for Mr. Young and an annual target cash bonus as a percentage of base salary of 40% for Mr. Thomas, 35% for Dr. Phillips, 30% for Mr. Kelly, 30% for Mr. Townsend and 30% for Mr. Young. The amended and restated employment agreement that we entered into with Dr. Phillips in April 2008 provides for an initial annual base salary of \$330,000 and an annual target bonus of 40% of his base salary.

The actual amount of any cash bonus or equity award is determined by the Compensation Committee. The Compensation Committee may make actual cash bonus awards that may be greater or less than the annual target cash bonus based on overall corporate performance and individual performance. Although generally none of the executive officers is guaranteed either an annual cash bonus or an annual equity award, each of the executive officers was entitled to a minimum cash bonus for the year ended December 31, 2007 if he remained employed with us through December 31, 2007. The employment agreements in effect as of December 31, 2007 provide for a minimum cash bonus for 2007 of \$138,000 for Mr. Thomas, \$157,500 for Dr. Phillips, \$30,000 for Mr. Kelly, \$73,500 for Mr. Townsend and \$43,875 for Mr. Young.

For more information regarding our executive compensation process and the elements of executive compensation, see [Corporate Governance](#) [Executive and Director Compensation Process](#) and [Information About Executive and Director Compensation](#) [Compensation Discussion and Analysis](#) [Elements of Executive Compensation](#).

Each employment agreement with our current executive officers provides that if we terminate the executive officer's employment other than for cause or if the executive officer terminates his employment for good reason, in each case as those terms are defined in his employment agreement, then we are

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obligated to provide the following to the executive officer, provided he executes and delivers to Critical Therapeutics a severance agreement and release drafted by and satisfactory to counsel to Critical Therapeutics:

a lump sum payment equal to his annual base salary in effect at that time for each executive officer other than Dr. Phillips, and a lump sum payment equal to 1.25 times his annual base salary in effect at that time for Dr. Phillips;

monthly payments in the amount of 100% of the monthly COBRA premiums for continued health and dental coverage for the executive officer and his dependents for each executive officer other than Mr. Kelly, and 80% of the monthly COBRA premiums for continued health and dental coverage for Mr. Kelly and his dependents, and 100% of the amount of the monthly premiums paid by us for life insurance and disability insurance for the executive officer until the earlier of one year, or in the case of Dr. Phillips 15 months, after termination or the last day of the first month when such officer is eligible for benefits through other employment;

a pro rata payment of his target cash bonus in effect in the year of termination; and

accelerated vesting of 50% of his outstanding unvested stock options and restricted stock.

Immediately upon a change of control of Critical Therapeutics, as defined in his employment agreement, each executive officer is entitled to accelerated vesting of 50% of all his outstanding unvested stock options and restricted stock. In addition, Dr. Phillips is entitled to receive a one-time lump sum payment of \$175,000 upon a change of control.

If we terminate the executive officer's employment other than for cause or if the executive officer terminates his employment for good reason during the period from three months before until one year after the occurrence of a change of control, then we are obligated to provide the following to the executive officer, provided he executes and delivers to Critical Therapeutics a severance agreement and release drafted by and satisfactory to counsel to Critical Therapeutics:

a lump sum payment equal to his annual base salary in effect at that time for each executive officer other than Dr. Phillips, and a lump sum payment equal to 1.5 times his annual base salary in effect at that time for Dr. Phillips;

monthly payments in the amount of 100% of the monthly COBRA premiums for continued health and dental coverage for the executive officer and his dependents for each executive officer other than Mr. Kelly and 80% of the monthly COBRA premiums for continued health and dental coverage for Mr. Kelly and his dependents, and 100% of the amount of the monthly premiums paid by us for life insurance and disability insurance for the executive officer until the earlier of one year, or in the case of Dr. Phillips 18 months, after termination or the last day of the first month when such officer is eligible for benefits through other employment;

a pro rata payment of his target cash bonus in effect in the year of termination;

accelerated vesting of 100% of his outstanding unvested stock options and restricted stock; and

up to three months of outplacement services.

Upon voluntary resignation, each executive officer is entitled to a pro rata payment of his annual bonus from the previous year provided that the executive officer gives 90-days prior written notice of resignation and executes a release of Critical Therapeutics.



Under Mr. Thomas's employment agreement, he was entitled to an additional one-time special cash bonus of \$625,000 if he remained employed with us through January 31, 2008. If Mr. Thomas's employment had been terminated on or before January 31, 2008 by us other than for cause, by him for good reason, or as a result of his death or disability, then Mr. Thomas would have been entitled to receive his annual target cash bonus for 2007 plus this one-time special cash bonus. The one-time special cash bonus was payable to Mr. Thomas in lieu of the cash compensation and benefits that he would otherwise have been entitled to if his employment was terminated on or before July 31, 2008, although he would remain entitled to accelerated

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vesting of his outstanding unvested stock options and restricted stock as specified in his employment agreement depending on the circumstances under which his employment terminated. We paid this bonus to Mr. Thomas in February 2008. Mr. Thomas resigned as our President and Chief Executive Officer in March 2008.

Each executive officer has agreed not to compete with us during his employment with us and for a one-year period after termination of employment by us for any reason or after a change of control of Critical Therapeutics. In the event of a breach of this non-competition obligation, Critical Therapeutics will be entitled to injunctive relief in addition to any other remedies it might have, and the executive will continue to be held to the obligation until the requisite time period has passed without any violation. Each executive officer has also agreed not to disclose any confidential information obtained during his employment. The severance agreements and releases used by Critical Therapeutics typically contain provisions, whereby a departing executive reaffirms these obligations, and non-disparagement clauses of perpetual duration, compliance with which is a condition to the receipt of payments.

### ***Retention Bonus Arrangements***

On November 9, 2006, the Compensation Committee determined that, in light of the restructuring announced in October 2006 and in lieu of cash bonuses based on performance goals, annual cash bonuses to executive officers for 2006 would be paid as flat sum retention bonus payments. Under this revised bonus program, each executive officer employed by us as of January 15, 2007 received a bonus payment equal to 50% of his target annual cash bonus for 2006. In addition, under this revised bonus program, each executive officer employed by us on the date we received an action letter from the FDA on our NDA for ZYFLO CR was paid a bonus equal to the remaining 50% of his target annual cash bonus for 2006.

On November 5, 2007, our independent directors determined that for 2007 our executive officers were entitled to minimum cash bonuses pursuant to their employment agreements described above.

### ***2008 Salary Increases***

On November 5, 2007, based on the recommendation of the Compensation Committee, our independent directors approved market adjustments and merit increases in the annual base salaries for our executive officers effective as of January 1, 2008. The independent directors approved a 2008 annual base salary of \$358,800 for Mr. Thomas, \$312,000 for Dr. Phillips, \$279,500 for Mr. Kelly, \$275,000 for Mr. Townsend and \$202,800 for Mr. Young. On April 1, 2008, Dr. Phillips's annual base salary increased to \$330,000 when he became our President and Chief Executive Officer.

### ***Future Bonus Eligibility***

On November 5, 2007, based on the recommendation of the Compensation Committee, our independent directors established target annual cash bonuses for executive officers for 2008. The independent directors approved a target annual cash bonus for 2008, as a percentage of 2008 annual base salary, of 40% for Mr. Thomas, 35% for Dr. Phillips and 30% for each of Mr. Kelly, Mr. Townsend and Mr. Young. On April 1, 2008, Dr. Phillips's target annual cash bonus percentage for 2008 increased to 40% when he became our President and Chief Executive Officer. The Compensation Committee may make actual cash bonus awards that may be greater or less than the target annual cash bonus based on overall corporate performance and individual performance. None of the executive officers is guaranteed any annual cash bonus.

### ***Stock Option Grants***

As reported in the Grants of Plan Based-Awards table above, we have granted stock options to our executive officers at various times during 2007. All stock options granted during 2007 to our executive officers vest as to 25% of the shares on the first anniversary of the grant date and as to the remaining shares in 36 approximately equal monthly installments beginning one month thereafter. Unless otherwise noted, all stock options are granted with an exercise price equal to the closing price per share of our common stock reported by NASDAQ on the grant date.

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***Restricted Stock Awards***

On November 5, 2007, based on the recommendation of the Compensation Committee, our independent directors approved the grant of restricted stock awards for shares of our common stock under our 2004 Stock Incentive Plan, as amended, to our executive officers for a purchase price of \$0.001 per share, subject to the terms of restricted stock agreements that we entered into with our executive officers. We granted 50,000 shares of common stock to Dr. Phillips and 25,000 shares of common stock to each of Mr. Kelly, Mr. Townsend and Mr. Young, effective as of November 5, 2007. The shares of common stock subject to the awards vest as to 50% of the shares in May 2008 and vest as to the balance on the second anniversary of the grant date. We granted 35,000 shares of common stock to each of Mr. Kelly and Mr. Townsend, effective as of February 14, 2008. The shares of common stock subject to the awards vest as to 50% of the shares in August 2008 and vest as to the balance on the second anniversary of the grant date. In addition, on August 20, 2007, we made a restricted stock award of 26,700 shares to Mr. Kelly in connection with the commencement of his employment with us. The shares of common stock subject to this award vests as to 50% of the shares on the first anniversary of the grant date and vest as to the balance on the second anniversary of the grant date.

On December 19, 2006, based on the recommendation of the Compensation Committee, our independent directors approved the grant of restricted stock awards for shares of our common stock to our executive officers for a purchase price of \$0.001 per share, subject to the terms of restricted stock agreements that we entered into with our executive officers. We granted 40,000 shares of common stock to Mr. Thomas, 35,000 shares of common stock to Dr. Phillips and 26,700 shares of common stock to each of Dr. Hilt, Mr. Townsend and Mr. Young, effective as of December 27, 2006. The shares of common stock subject to the awards vest as to 50% of the shares on each of the first and second anniversaries of the grant date.

Our board of directors has approved a tax withholding right that allows employees to satisfy any tax withholding obligations that occur upon the vesting of restricted stock by means of a deemed disposition to us of a portion of the restricted shares that are scheduled to vest. We deduct and retain the applicable number of shares from the number of restricted shares that are scheduled to vest.

***Information Relating to Equity Awards and Holdings***

The following table sets forth information regarding unexercised stock options, stock that has not vested and equity incentive plan awards for each of the named executive officers outstanding as of December 31, 2007.

**Outstanding Equity Awards at Fiscal Year-End 2007**

Option Awards			Stock Awards		
		Equity Incentive Plan Awards: Number of	Number	Market Value of Unearned Shares	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares
Number of	Number of	of	of Shares	Shares or Shares	Shares,

Name	Securities Underlying Unexercised Options	Securities Underlying Unexercised Options	Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	or Units of Stock That Have Not Vested	Units of Stock That Have Not Vested(2)	Units or Other Rights That Have Not Vested	Units or Other Rights That Have Not Vested
	Exercisable	Unexercisable	Options						
Trevor Phillips, Ph.D.	153,396	5,530(3)		\$ 1.05	12/19/2013	17,500(4)	\$ 22,225		
	121,916	103,084(5)		5.99	9/7/2014	50,000(6)	63,500		
	47,916	52,084		7.12	1/2/2016				
	22,500	37,500		3.80	6/24/2016				
	25,000	75,000		1.88	12/26/2016				
Thomas P. Kelly		15,000		2.85	5/31/2017				
		200,000		1.80	11/4/2017				
		150,000		2.25	8/19/2017	26,700(7) 25,000(6)	33,909 31,750		

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Name	Option Awards				Stock Awards		
	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price	Expiration Date	Number of Shares or Units That Have Not Vested	Market Value of Shares or Units That Have Not Vested
Scott B. Townsend, Esq.	61,500	12,500	4.84	8/19/2014	13,350(4)	16,955	
	10,937	4,063	7.75	1/20/2015	25,000(6)	31,750	
	19,166	20,834	7.12	1/2/2016			
	18,750	31,250	3.80	6/24/2016			
	6,250	18,750	1.88	12/26/2016			
		40,000	2.15	3/16/2017			
Jeffrey E. Young	33,333	16,667	5.75	4/27/2015	13,350(4)	16,955	
	1,354	1,146	8.58	10/12/2015	25,000(6)	31,750	
	3,750	3,750	6.83	12/19/2015			
	2,083	2,917	4.95	4/2/2016			
	18,750	31,250	3.80	6/24/2016			
	3,750	11,250	1.88	12/26/2016			
Frank E. Thomas	184,217	15,116(8)	5.63	4/25/2014	20,000(4)	25,400	
	67,731	57,269(9)	5.99	9/7/2014			
	47,916	52,084	7.12	1/2/2016			
	161,250	268,750	3.80	6/24/2016			
	125,000	375,000	1.88	12/26/2016			
Dana Hilt, M.D.							

(1) Except as otherwise noted, shares subject to the options reflected in this column vest as to 25% of such shares on the first anniversary of the date of grant and as to the remaining shares in 36 approximately equal monthly installments beginning one month thereafter. The date of grant for each of these options is the date 10 years prior to the expiration date reflected in this table. Share numbers in this column give effect to shares already vested as of December 31, 2007, which are reflected in the previous column.

- (2) The amounts in this column are calculated based on a price per share of \$1.27, the closing market price per share of our common stock on December 31, 2007, the last business day of the year.
- (3) The remaining shares subject to this option vest on December 31, 2008.
- (4) The shares reflected represent restricted stock awards that vest on December 27, 2008.
- (5) This option vests as to these shares in approximately equal monthly installments through September 8, 2010, provided that 75% of the original number of shares subject to this option become exercisable based upon the satisfaction of two corporate objectives as determined by the Compensation Committee.
- (6) The shares reflected represent restricted stock awards that vest as to 50% of the shares subject thereto on May 5, 2008 and as to the remaining 50% of the shares subject thereto on November 5, 2009.
- (7) The shares reflected represent restricted stock awards that vest as to 50% of the shares subject thereto on August 20, 2008 and as to the remaining 50% of the shares subject thereto on August 20, 2009.
- (8) This option vests as to these shares in approximately equal monthly installments through April 26, 2008.
- (9) This option vests as to these shares in approximately equal monthly installments through September 8, 2010, provided that 75% of the original number of shares subject to this option become exercisable based upon the satisfaction of two corporate objectives as determined by the Compensation Committee.

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The following table sets forth information regarding the exercise of stock options and the vesting of restricted stock during the fiscal year ended December 31, 2007 for each of the named executive officers on an aggregated basis.

**2007 Option Exercises and Stock Vested**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise(1)	Number of Shares Acquired on Vesting	Value Realized on Vesting(2)
Trevor Phillips, Ph.D.	1,389	\$ 2,486	17,500	\$ 22,383
Thomas P. Kelly				
Scott B. Townsend, Esq.			13,350	17,075
Jeffrey E. Young			13,350	17,075
Frank E. Thomas			20,000	25,580
Dana Hilt, M.D.				

(1) The amounts in the Value Realized on Exercise column are calculated based on the difference between the closing market price per share of our common stock on the date of exercise and the exercise price per share of the options.

(2) The amounts in the Value Realized on Vesting column are calculated by multiplying the number of vested shares by the closing market price per share of our common stock on the vesting date or, if the vesting date is not a business day, on the previous business day.

***Payments Upon Termination or Change of Control***

We have entered into employment agreements with each of the named executive officers. These employment agreements provide for payments and benefits to the executive officer upon termination of employment or a change of control of Critical Therapeutics under specified circumstances. For information regarding the specific circumstances that would trigger payments and the provision of benefits, the manner in which payments and benefits would be provided and conditions applicable to the receipt of payments and benefits, see Employment Agreements.

The following tables set forth information regarding potential payments and benefits that each named executive officer who was serving as an executive officer on December 31, 2007 would receive upon termination of employment or a change of control of Critical Therapeutics under specified circumstances, assuming that the triggering event in question occurred on December 31, 2007, the last business day of the fiscal year.

**Summary of Potential Payments Upon Termination or Change of Control**

Termination without Cause or for Good Reason	Voluntary Resignation
Value of Options	Value of Stock



<b>Name</b>	<b>Cash Payments(1)</b>	<b>Value of Benefits(2)</b>	<b>with Accelerated Vesting(3)</b>	<b>with Accelerated Vesting(4)</b>	<b>Cash Payments(5)</b>
Trevor Phillips, Ph.D.	\$ 480,000	\$ 20,541	\$ 608	\$ 42,829	\$ 86,700
Thomas P. Kelly	357,500	11,203		32,804	
Scott B. Townsend, Esq.	318,500	16,432		24,333	69,000
Jeffrey E. Young	253,500	15,981		24,333	55,500
Frank E. Thomas	483,000	16,432		12,690	113,750

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Name	Immediately upon a Change of Control			Termination in Connection with a Change of Control			
	Cash Payment	Value of Options with Accelerated Vesting(3)	Value of Stock with Accelerated Vesting(4)	Cash Payments(6)	Value of Benefits(7)	Value of Options with Accelerated Vesting(3)	Value of Stock with Accelerated Vesting(4)
Trevor Phillips, Ph.D.	\$ 175,000	\$ 608	\$ 42,829	\$ 730,000	\$ 34,649	\$ 1,217	\$ 85,658
Thomas P. Kelly			32,804	357,500	21,203		65,607
Scott B. Townsend, Esq.			24,333	318,500	26,432		48,666
Jeffrey E. Young			24,333	253,500	25,981		48,666
Frank E. Thomas(8)			12,690	483,000	26,432		25,380

- (1) The amounts in this column reflect (i) a lump sum payment equal to annual base salary in effect on December 31, 2007, or in the case of Dr. Phillips, a lump sum payment equal to 1.25 times annual base salary in effect on December 31, 2007, and (ii) a pro rata payment of the target cash bonus for 2007 for the named executive officer.
- (2) The amounts in this column reflect 12 monthly payments in the amount of (i) 100% of the monthly COBRA premiums for continued health and dental coverage for the executive officer and his dependents, or 80% in the case of Mr. Kelly, and (ii) 100% of the amount of life insurance and disability insurance for the executive officer in the month prior to termination for 12 months, or 15 months in the case of Dr. Phillips if we terminate his employment other than for cause or he terminates his employment for good reason .
- (3) The amounts in this column are calculated based on the difference between \$1.27, the closing market price per share of our common stock on December 31, 2007, and the exercise price per share of the options subject to accelerated vesting.
- (4) The amounts in this column are calculated by multiplying the number of shares subject to accelerated vesting by \$1.27, the closing market price per share of our common stock on December 31, 2007.
- (5) The amounts in this column reflect a lump sum pro rata payment of the actual annual cash bonus paid to the named executive officer in the previous year.
- (6) The amounts in this column reflect (i) a lump sum payment equal to annual base salary in effect on December 31, 2007, or in the case of Dr. Phillips, a lump sum payment equal to 1.5 times annual base salary in effect on December 31, 2007, and (ii) a pro rata payment of the target cash bonus for 2007 for the named executive officer.
- (7) The amounts in this column reflect 12 monthly payments in the amount of (i) 100% of the monthly COBRA premiums for continued health and dental coverage for the executive officer and his dependents, or 80% in the case of Mr. Kelly, and (ii) 100% of the amount of life insurance and disability insurance for the executive officer in the month prior to termination for 12 months, or 18 months in the case of Dr. Phillips if we terminate his employment other than for cause or if he terminates his employment for good reason during the period from

three months before until one year after the occurrence of a change of control. In addition, the amounts in this column include \$10,000 which is our estimate of the fair market value of the up to three months of outplacement services that would be provided to such executives if we terminate the executive's employment other than for cause or if an executive terminates his employment for good reason during the period from three months before until one year after the occurrence of a change of control.

- (8) On March 2, 2008, Mr. Thomas resigned as our President and Chief Executive Officer effective March 31, 2008. We did not pay to Mr. Thomas any severance benefits in connection with the termination of his employment.

**Table of Contents****Compensation of Directors**

The following table sets forth information for the fiscal year ended December 31, 2007 regarding the compensation of our directors who are not also named executive officers.

Name	Director Compensation		All Other Compensation	Total
	Fees Earned or Paid in Cash	Option Awards(1)		
Richard W. Dugan	\$ 57,500	\$ 50,649		\$ 108,149
Nicholas Galakatos, Ph.D.(2)	9,000	9,610		18,610
Jean George	49,000	30,085		79,085
Christopher Mirabelli, Ph.D.(3)				
James B. Tananbaum, M.D.(4)		16,785		16,785
Christopher Walsh, Ph.D.(5)	4,500	18,148		22,648
Robert H. Zeiger(6)	19,000	41,965		60,965
M. Cory Zwerling(7)	34,500	12,337	\$ 14,000	60,837

- (1) The amounts in the Option Awards column reflect the dollar amounts recognized as compensation expense for financial statement reporting purposes for stock options for the fiscal year ended December 31, 2007 in accordance with SFAS 123(R). The assumptions we used to calculate these amounts are discussed in Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2007.
- (2) Dr. Galakatos term as a member of our board of directors ended on May 2, 2007.
- (3) Dr. Mirabelli waived annual fees and meeting fees for 2007. Dr. Mirabelli also waived an option award.
- (4) Dr. Tananbaum resigned from our board of directors on June 22, 2007. Dr. Tananbaum waived annual fees and meeting fees for 2007.
- (5) Dr. Walsh resigned from our board of directors on May 10, 2007.
- (6) Mr. Zeiger resigned from our board of directors on October 5, 2007.
- (7) Mr. Zwerling resigned from our board of directors on February 14, 2008. The amount in the Option Awards column for Mr. Zwerling includes the value of a stock option granted to Mr. Zwerling in connection with his consulting agreement. The amount in the All Other Compensation column for Mr. Zwerling consists of consulting fees for Mr. Zwerling in 2007. For more information, see Transactions with Related Persons Consulting Agreement with M. Cory Zwerling.

Effective January 1, 2006, each non-employee member of our board of directors is eligible to receive the following fees:

\$3,000 for each meeting of the board, up to a maximum of five in any calendar year, that the director attends in person;

\$1,000 for each additional meeting of the board, in excess of five in any calendar year, that the director attends in person;

\$1,500 for each meeting of any committee of the board on which the director serves that the director attends in person; and

\$1,000 for each meeting of the board or any committee of the board on which the director serves that the director attends by teleconference.

The annual fee for the lead independent director is \$7,000, the annual fee for the chair of our Audit Committee is \$6,500, the annual fee for the chair of our Compensation Committee is \$6,000, and the annual fee for the chair of our Nominating and Corporate Governance Committee is \$5,000. We reimburse each non-employee director for reasonable travel and other expenses incurred in connection with attending meetings of

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the board of directors and its committees. We pay all reasonable expenses related to continuing director education. However, we pay only a pro rata portion of those expenses for our non-employee directors who serve on any additional public company boards.

Each non-employee director also receives an option to purchase up to 25,000 shares of our common stock upon his or her initial election to our board of directors and an option to purchase up to 15,000 shares of our common stock at each year's annual meeting after which he or she continues to serve as a director. Non-employee directors serving on the board for less than a full year receive a pro rata portion of the stock option grant that we make to non-employee directors following our annual meeting each year. The shares subject to these options become exercisable in 36 equal monthly installments beginning one month from the date of grant. Our directors are eligible to participate in our 2004 Stock Incentive Plan, as amended.

**Securities Authorized for Issuance Under Equity Compensation Plans**

The following table sets forth information as of December 31, 2007 regarding securities authorized for issuance under our equity compensation plans, consisting of our 2006 Employee Stock Purchase Plan, our 2004 Stock Incentive Plan, as amended, our 2003 Stock Incentive Plan, as amended, and our 2000 Equity Incentive Plan, as amended. All of our equity compensation plans were adopted with the approval of our stockholders.

**Equity Compensation Plan Information**

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b> <b>(a)</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</b> <b>(b)</b>	<b>Number of Securities Remaining Available for Future Issuance Under</b>
			<b>Equity Compensation Plans (Excluding Securities Reflected in Column (a))(1)</b> <b>(c)</b>
Equity compensation plans approved by stockholders	5,020,903	\$4.20	1,391,977
Equity compensation plans not approved by stockholders			
<b>Total</b>	<b>5,020,903</b>	<b>\$4.20</b>	<b>1,391,977</b>

(1) In addition to being available for future issuance upon exercise of stock options that may be granted after December 31, 2007, our 2004 Stock Incentive Plan, as amended, provides for the issuance of restricted stock awards and other stock-based awards.

### **Compensation Committee Interlocks and Insider Participation**

The members of the Compensation Committee during the fiscal year ended December 31, 2007 were Ms. George, Dr. Mirabelli and, during the period from January 1, 2007 until May 2, 2007, Dr. Galakatos. No member of the Compensation Committee was at any time during the fiscal year ended December 31, 2007, or formerly, an officer or employee of Critical Therapeutics or any subsidiary of Critical Therapeutics, except that Dr. Mirabelli served as our acting non-employee president from July 2001 to August 2002, nor has any member of the Compensation Committee had any relationship with Critical Therapeutics during the fiscal year ended December 31, 2007 requiring disclosure under Item 404 of Regulation S-K under the Securities Exchange Act of 1934.

None of our executive officers has served as a director or member of the compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served as a director or member of the Compensation Committee of Critical Therapeutics.

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**Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on this review and discussion, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference in Critical Therapeutics Annual Report on Form 10-K for the year ended December 31, 2007.

By the Compensation Committee of the Board  
of Directors of Critical Therapeutics, Inc.

Jean George, Chair  
Christopher Mirabelli, Ph.D.

**PROPOSAL TWO RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM**

The Audit Committee has selected the firm of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2008.

Although stockholder approval of the selection of Deloitte & Touche LLP is not required by law, our board of directors believes that it is advisable to give stockholders an opportunity to ratify this selection. If this proposal is not approved at the annual meeting, our board of directors will reconsider its selection of Deloitte & Touche LLP.

Deloitte & Touche LLP also served as our independent registered public accounting firm for the fiscal year ending December 31, 2007. Representatives of Deloitte & Touche LLP are expected to be present at the annual meeting and will have the opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate questions from our stockholders.

**Board Recommendation**

**The board of directors recommends a vote FOR the ratification of the selection of Deloitte & Touche LLP as Critical Therapeutics, Inc. s independent registered public accounting firm for the fiscal year ending December 31, 2008.**

**OTHER MATTERS**

Our board of directors has no knowledge of any other matters which may come before the meeting. However, if any other matters are properly presented to the meeting, it is the intention of the persons named in the accompanying proxy card to vote, or otherwise act, in accordance with their judgment on those matters.

**SOLICITATION OF PROXIES**

The cost of solicitation of proxies will be borne by Critical Therapeutics. In addition to the solicitation of proxies by mail, officers and employees of Critical Therapeutics may solicit proxies in person or by telephone. We may reimburse brokers or persons holding stock in their names, or in the names of their nominees, for their expenses in sending proxies and proxy material to beneficial owners.

**REVOCATION OF PROXY**



Subject to the terms and conditions set forth in this proxy statement, all proxies received by us will be effective, notwithstanding any transfer of the shares to which those proxies relate, unless prior to the closing

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of the polls at the annual meeting, we receive a written notice of revocation signed by the person who, as of the record date, was the registered holder of those shares. The notice of revocation must indicate the certificate number and numbers of shares to which the revocation relates and the aggregate number of shares represented by the certificate(s).

**STOCKHOLDER PROPOSALS**

In order to be included in proxy material for our 2009 annual meeting of stockholders, stockholders proposed resolutions must be received by us at our principal executive offices, Critical Therapeutics, Inc., Attn: Corporate Secretary, 60 Westview Street, Lexington, Massachusetts 02421 no later than December 26, 2008. However, if the date of the 2009 annual meeting is changed by more than 30 days from the date of the first anniversary of the 2008 annual meeting, then the deadline is a reasonable time before we begin to print and mail our proxy statement for the 2009 annual meeting. We suggest that proponents submit their proposals by certified mail, return receipt requested, addressed to our Corporate Secretary.

In addition, our by-laws require that we be given advance notice of stockholder nominations for election to the board of directors and of other matters which stockholders wish to present for action at an annual meeting of stockholders, other than matters included in our proxy statement. The required notice must be in writing and received by our corporate secretary at our principal offices in the case of an election of directors at an annual meeting of stockholders, not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than 20 days, or delayed by more than 60 days, from the first anniversary of the preceding year's annual meeting, a stockholder's notice must be so received not earlier than the 120th day prior to such annual meeting and not later than the close of business on the later of (A) the 90th day prior to such annual meeting and (B) the tenth day following the day on which notice of the date of such annual meeting was mailed or public disclosure of the date of such annual meeting was made, whichever first occurs. The date of our 2009 annual meeting of stockholders has not yet been established, but assuming it is held on May 28, 2009, in order to comply with the time periods set forth in our by-laws, appropriate notice for the 2009 annual meeting would need to be provided to our Corporate Secretary no earlier than January 28, 2009 and no later than February 27, 2009.

By order of the Board of Directors,

Scott B. Townsend, Esq.  
*Secretary*

*Lexington, Massachusetts*  
April 25, 2008

**OUR BOARD OF DIRECTORS HOPES THAT STOCKHOLDERS WILL ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU PLAN TO ATTEND, YOU ARE URGED TO VOTE BY PROXY OVER THE INTERNET, BY TELEPHONE OR BY MAIL. A PROMPT RESPONSE WILL GREATLY FACILITATE ARRANGEMENTS FOR THE MEETING AND YOUR COOPERATION WILL BE APPRECIATED. STOCKHOLDERS WHO ATTEND THE MEETING MAY VOTE THEIR STOCK PERSONALLY EVEN THOUGH THEY HAVE SENT IN THEIR PROXY CARDS OR VOTED BY PROXY OVER THE INTERNET OR BY TELEPHONE.**

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**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR PROPOSALS 1 AND 2.**

Please Mark Here for Address **c** Change or Comments **SEE REVERSE SIDE**

- 1. To elect the following one (1) nominee as a Class I Director of the Company:

**FOR THE NOMINEE**

**WITHHOLD AUTHORITY FOR THE NOMINEE**

**NOMINEE**

**c**

**c**

**01 Trevor Phillips, Ph.D.**

**FOR AGAINST ABSTAIN**

- 2. To ratify the selection by the Audit Committee of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2008.

**c**

**c**

**c**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

**Signature**

**Signature**

**Date**

**, 2008**

**NOTE: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by a duly authorized officer, giving title as such. If signer is a partnership, please sign in partnership name by an authorized person.**

**5 FOLD AND DETACH HERE 5**

**Vote by Internet or Telephone or Mail**

**We encourage you to take advantage of Internet or Telephone voting.**

**Both are available 24 hours a day, 7 days a week.**

**Internet and telephone voting is available through 11:59 PM Eastern Time on May 27, 2008.**

**Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.**

**Internet**

**<http://www.proxyvoting.com/crtx>**

Use the internet to vote your proxy. Have your proxy card in hand when you access the web site.

**Telephone**

**1-866-540-5760**

**OR** Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

**Mail**

**OR** Mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

**To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.**

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**PROXY**  
**CRITICAL THERAPEUTICS, INC.**  
**60 WESTVIEW STREET**  
**LEXINGTON, MASSACHUSETTS 02421**  
**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**  
**FOR THE ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON MAY 28, 2008**

The undersigned, revoking all prior proxies, hereby appoints Thomas P. Kelly, Jeffrey E. Young and Scott B. Townsend, as proxies, each with the power to appoint his substitute, and hereby authorizes each of them to represent and vote, as designated on the reverse side, all shares of common stock of Critical Therapeutics, Inc. (the Company) held of record by the undersigned on April 2, 2008 at the Annual Meeting of Stockholders to be held on May 28, 2008 at 10:00 a.m. and any adjournments thereof. The undersigned hereby directs Thomas P. Kelly, Jeffrey E. Young and Scott B. Townsend to vote in accordance with their judgment on any matters which may properly come before the Annual Meeting, all as indicated in the Notice of Annual Meeting receipt of which is hereby acknowledged, and to act on the matters set forth in such Notice as specified by the undersigned.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS GIVEN WITH RESPECT TO A PARTICULAR PROPOSAL, THIS PROXY WILL BE VOTED FOR SUCH PROPOSAL. ATTENDANCE OF THE UNDERSIGNED AT THE ANNUAL MEETING OR AT ANY ADJOURNMENT THEREOF WILL NOT BE DEEMED TO REVOKE THE PROXY UNLESS THE UNDERSIGNED REVOKES THIS PROXY IN WRITING.**

(Continued and to be signed, on the reverse side)

**Address Change/Comments (Mark the corresponding box on the reverse side)**

**5 FOLD AND DETACH HERE 5**

Dear Stockholder:

Please take note of the important information enclosed with this proxy card. There are matters related to the operation of Critical Therapeutics, Inc. that require your prompt attention. Your vote counts, and you are strongly encouraged to exercise your right to vote your shares.

Please mark the boxes on the proxy card to indicate how your shares will be voted. Then sign and date the card, detach it and return your proxy in the enclosed postage-paid envelope. Thank you in advance for your prompt consideration of these matters.

Sincerely,

Critical Therapeutics, Inc.

**Your vote is important. Please vote immediately.**

ANNUAL MEETING OF STOCKHOLDERS OF  
CRITICAL THERAPEUTICS, INC.

May 28, 2008

Please date, sign and mail  
your proxy card in the  
envelope provided as soon  
as possible.