

PHARMION CORP
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April 28, 2006

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

SCHEDULE 14A

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

Filed by the Registrant
Filed by a Party other than the Registrant

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

Pharmion Corporation

(Name of Registrant as Specified In Its Charter)

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

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- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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PHARMION CORPORATION
2525 28th Street, Suite 200
Boulder, Colorado 80301

April 28, 2006

Dear Stockholder,

I am pleased to invite you to attend the 2006 Annual Meeting of Stockholders of Pharmion Corporation, a Delaware corporation (the Company). The meeting will be held on Thursday, June 8, 2006 at 8:30 a.m. local time at the Hotel Boulderado, located at 2115 13th Street, Boulder, Colorado 80302. The accompanying Notice of Annual Meeting and Proxy Statement describe the business to be conducted, details regarding admission to the meeting and information about the Company that you should consider when you vote your shares.

Your vote is important. When you have read the Proxy Statement, please promptly vote your shares by marking, signing, dating and returning the proxy card in the enclosed prepaid envelope. If you hold your shares through a broker, you may also be able to vote your shares on the Internet or by telephone. Whether or not you plan to attend the Annual Meeting, I encourage you to vote as soon as possible to ensure your representation at the meeting.

Thank you for your ongoing support and continued interest in Pharmion Corporation.

Sincerely,

PATRICK J. MAHAFFY
President and Chief Executive Officer

2006 ANNUAL MEETING OF STOCKHOLDERS

NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

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PHARMION CORPORATION
2525 28th Street, Suite 200
Boulder, Colorado 80301
(720) 564-9100

NOTICE OF 2006 ANNUAL MEETING OF STOCKHOLDERS

DATE AND TIME: Thursday, June 8, 2006, at 8:30 a.m. Mountain Daylight Time

PLACE: Hotel Boulderado
2115 13th Street
Boulder, Colorado 80302

- ITEMS OF BUSINESS:**
- (1) To elect Class III Directors for a three-year term (see page 12).
 - (2) To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2006 (see page 13).
 - (3) To approve the adoption of the Pharmion Corporation 2006 Employee Stock Purchase Plan (see page 14).
 - (4) To consider such other business as may properly come before the meeting.

RECORD DATE: You are entitled to vote at the Annual Meeting of Stockholders or any adjournments thereof only if you were a stockholder at the close of business on Thursday, April 13, 2006. A list of stockholders of record will be available for inspection at the meeting and, during the 10 days prior to the meeting, in the Investor Relations office at the Company's address listed above.

VOTING BY PROXY: For specific instructions on how to vote your shares, refer to the section entitled, *Voting Information*, on page 3, and the instructions on the proxy or voting instruction card. Please submit a proxy as soon as possible so that your shares can be voted at the meeting in accordance with your instructions.

By Order of the Board of Directors

STEVEN DUPONT
Vice President, General Counsel and Secretary

April 28, 2006
at Boulder, Colorado

This notice of annual meeting, proxy statement and form of proxy are being distributed on or about May 1, 2006

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**PHARMION CORPORATION
2525 28th Street, Suite 200
Boulder, Colorado 80301**

**PROXY STATEMENT
FOR THE 2006 ANNUAL MEETING OF STOCKHOLDERS**

April 28, 2006

Questions and Answers

Proxy Materials

1. Why am I receiving these materials?

The Board of Directors (the *Board*) of Pharmion Corporation, a Delaware corporation (sometimes referred to as *Pharmion*, the *Company*, *we*, *us*, and *our*) is soliciting your proxy to vote at Pharmion's Annual Meeting of Stockholders, which will take place on Thursday, June 8, 2006. We are providing this proxy statement and the enclosed proxy card for you in preparation of the annual meeting.

As a stockholder, you are invited to attend the annual meeting and are entitled and requested to vote on the items of business described in this proxy statement. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card. If you hold your shares through a broker, you may also be able to submit your proxy over the telephone or on the Internet.

2. What information is contained in this proxy statement?

The information in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, Pharmion's Board and Board committees, the compensation of the Board's directors and certain current and former executive officers for the 2005 fiscal year and other required information. We are also enclosing our 2005 Annual Report on Form 10-K, which includes our financial statements for the fiscal year ended December 31, 2005.

3. What items of business will be voted on at the annual meeting?

The items of business scheduled to be voted on at the annual meeting are:

The election of Class III directors (Proposal 1)

The ratification of Pharmion's independent registered public accounting firm for the 2006 fiscal year (Proposal 2)

The approval of the Pharmion 2006 Employee Stock Purchase Plan (Proposal 3)

We will also consider any other business that properly comes before the annual meeting. See Question 18 What happens if additional matters are presented at the annual meeting?

4. How does the Board recommend that I vote?

Our Board recommends that you vote your shares **FOR** the election of each of the nominees for Class III Director according to Proposal 1, **FOR** the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2006 fiscal year according to Proposal 2; and **FOR** the adoption of the Pharmion 2006 Employee Stock Purchase Plan according to Proposal 3.

5. Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and

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employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for their costs in forwarding proxy materials to beneficial owners.

Stock Ownership Information

6. What is a record holder? And what is the difference between holding shares as a stockholder of record and as a beneficial owner?

Record Holders. Record holders of common stock at the close of business on April 13, 2006 (the *Record Date*), may vote at the annual meeting. On April 13, 2006, we had 31,924,318 outstanding shares of common stock, which were held by approximately 2,900 record holders.

Stockholder of Record. If your shares are registered directly, in your name, with our transfer agent, American Stock Transfer & Trust Company, you are considered with respect to those shares, the *stockholder of record*, and these proxy materials are being sent to you by Pharmion. As the *stockholder of record*, you have the right to grant your voting proxy directly to Pharmion or to vote in person at the annual meeting.

Beneficial Owner. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the *beneficial owner* of shares held *in street name*. These proxy materials are being forwarded to you by your broker or nominee, who is considered, with respect to those shares, the record holder. As the *beneficial owner*, you have the right to direct your broker or nominee how to vote, and you are also invited to attend the annual meeting. However, since you are not the record holder, you may not vote these shares in person at the meeting unless you follow your broker's procedures for obtaining a legal proxy. Your broker or nominee has enclosed a voting instruction card for you to use.

You are urged to vote by proxy regardless of whether or not you attend the annual meeting.

Voting Information

7. What shares can I vote?

Each share of our common stock that you own entitles you to one vote. Shares held in your name as the stockholder of record may be voted by proxy or in person at the annual meeting. Shares held beneficially in street name may be voted by following your voting instructions or, in person at the annual meeting, only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares. *Even if you plan to attend the annual meeting, we recommend that you also submit your proxy or voting instructions as described below so that your vote will be counted if you later decide not to attend the meeting.*

8. How do I vote by proxy?

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the annual meeting. If you are a stockholder of record, you may vote by submitting the enclosed proxy card and returning it promptly in the envelope provided. If you hold shares beneficially in street name, you may vote by submitting voting instructions to your broker, trustee or nominee. Please refer to the voting instruction card provided by your broker, trustee or nominee. If you properly fill in your proxy card and send it to us in time, or properly submit your voting instructions, your proxy holder, Patrick J. Mahaffy or Erle T. Mast, will vote your shares as recommended by our Board.

9. How do I vote in person?

If you plan to attend the annual meeting and vote in person, we will give you a ballot when you arrive. However, if your shares are held in a stock brokerage account or by a bank or other nominee, you must bring an account statement or letter from the nominee indicating that you were the beneficial owner of the shares on April 13, 2006, the Record Date for voting together with a legal proxy from the broker.

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10. May I change or revoke my proxy?

You can change your vote or revoke your proxy at any time before the final vote at the annual meeting. If you are the stockholder of record, you may do this by:

by voting in person at the annual meeting;

by delivering a written notice of revocation dated after the proxy to our Secretary; **or**

by delivering another proxy dated after the previous proxy.

If you hold shares through a broker, trustee or nominee, you must contact your financial institution, broker or nominee for information on how to revoke your proxy or change your vote. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request.

11. Is my vote confidential?

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Pharmion or to third parties, except: (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote, and (3) to facilitate a successful proxy solicitation. Occasionally, stockholders provide written comments on their proxy card, which are then forwarded to Pharmion management.

12. How are votes cast for each Proposal?

Proposal 1: Election of Class III Directors

You may vote **FOR** all of the nominees to the Board of Directors or you may **WITHHOLD** your vote for any nominee you specify.

Proposal 2: Ratification of the independent registered public accounting firm

For each of Proposals 2 and 3, you may vote **FOR**, **AGAINST** or **ABSTAIN**. If you elect to **ABSTAIN**, the abstention has the same effect as a vote **AGAINST**.

and

Proposal 3: Approval of Pharmion's 2006 Employee Stock Purchase Plan

If you sign your proxy card or voting instruction card without giving specific instructions, your shares will be voted in accordance with the recommendations of the Board (**FOR** all of Pharmion's Director nominees to the Board, **FOR** ratification of Pharmion's independent registered public accounting firm, **FOR** approval of the Pharmion's 2006 Employee Stock Purchase Plan, and in the discretion of the proxy holders, Patrick J. Mahaffy and Erle T. Mast, on any other matters that may properly come before the meeting.

13. What is the voting requirement to approve each of the proposals?

In the election of Directors, the two persons receiving the highest number of **FOR** votes at the annual meeting will be elected. All other proposals require the affirmative **FOR** vote of a majority of those shares present in person or represented by proxy and entitled to vote on those proposals at the annual meeting.

14. How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count FOR and WITHHOLD and, with respect to proposals other than the election of directors, AGAINST votes, abstentions and broker non-votes. Abstentions will be counted towards the vote total for each proposal, and will have the same effect as AGAINST votes. Broker non-votes have no effect and will not be counted towards the vote total for any proposal.

If your shares are held by your broker, trustee or nominee, you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. If you do not give instructions to your broker, your broker can vote your shares with respect to discretionary items, but not with respect to non-discretionary items. Discretionary items are

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proposals considered routine on which your broker may vote shares held in street name in the absence of your voting instructions. On non-discretionary items for which you do not give your broker instructions, the shares will be treated as broker non-votes.

15. What is the deadline for voting my shares?

If you are a stockholder of record, your vote by proxy must be received before the polls close at the annual meeting. If you hold shares beneficially in street name with a broker, trustee or nominee, please follow the voting instructions provided by your broker, trustee or nominee.

Annual Meeting Information

16. How can I attend the annual meeting?

You are entitled to attend the annual meeting only if you were a Pharmion stockholder as of the close of business on April 13, 2006 or you hold a valid proxy for the annual meeting. Your name will be verified against the list of stockholders of record on the record date prior to your being admitted to the annual meeting. If you are not a stockholder of record but hold shares through a broker, trustee or nominee (i.e., in street name), you should provide proof of beneficial ownership on the record date, such as your most recent account statement prior to April 13, 2006, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership. If you do not provide photo identification or comply with the other procedures outlined above, you will not be admitted to the annual meeting.

The meeting will begin promptly at 8:30 a.m., local time, on Thursday, June 8, 2006. Check-in will begin at 8:00 a.m., local time, and you should allow ample time for the check-in procedures.

17. How many shares must be present or represented to conduct business at the annual meeting?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if at least a majority of the outstanding shares of Pharmion common stock are represented by stockholders entitled to vote and present in person or represented by proxy. Both abstentions and broker non-votes described previously in Question 14 are counted for the purpose of determining the presence of a quorum. If there is no quorum, a majority of the votes present at the meeting may adjourn the meeting to another date.

18. What happens if additional matters are presented at the annual meeting?

Other than the three items of business described in this proxy statement, we are not aware of any other business to be acted upon at the annual meeting. If you grant a proxy, the persons named as proxy holders, Patrick J. Mahaffy and Erle T. Mast, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any reason any of our nominees is not available as a candidate for Director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board.

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Stockholder Proposals, Director Nominations and Related Bylaw Provisions

19. What is the deadline to propose actions for consideration at next year's annual meeting of stockholders?

You may submit proposals for consideration at future stockholder meetings. For a stockholder proposal to be considered for inclusion in Pharmion's proxy statement for the annual meeting next year, the Corporate Secretary must receive the written proposal at our principal executive offices no earlier than February 8, 2007 and no later than March 10, 2007. Such proposals also must comply with Securities and Exchange Commission (SEC) regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Corporate Secretary
Pharmion Corporation
2525 28th Street, Suite 200
Boulder, Colorado 80301
Fax: (720) 564-9191

20. What is the deadline to propose or nominate individuals to serve as directors?

A stockholder may send a proposed director candidate's name and qualifications to the Board at any time. Generally, such proposed candidates are considered at the Board meeting prior to the annual meeting.

To nominate an individual for election at an annual stockholder meeting, the stockholder must give timely notice to the Corporate Secretary in accordance with the bylaws of Pharmion, which, for the 2007 annual stockholder meeting, require that the notice be received by the Corporate Secretary between the close of business on February 8, 2007 and March 10, 2007, unless the annual meeting is moved by more than 30 days before from the anniversary of the prior year's annual meeting, in which case the deadline will be not earlier than the close of business on the tenth (10th) day following the earlier of the day on which notice of the date of the meeting was mailed or the day public announcement of the meeting date was made.

21. How may I obtain a copy of Pharmion's bylaw provisions regarding stockholder proposals and director nominations?

You may contact the Corporate Secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

Further Questions

22. What if I have questions for Pharmion's transfer agent?

Please contact Pharmion's transfer agent, at the phone number or address listed below, with questions concerning stock certificates, transfer of ownership or other matters pertaining to your stock account.

American Stock Transfer & Trust Company
59 Maiden Lane
Plaza Level
New York, NY 10038

(800) 937-5449

(718) 921-8124

23. What is householding of annual disclosure documents?

In December 2000, the SEC adopted a rule concerning the delivery of annual disclosure documents. The rule allows us or your broker to send a single set of our annual report and proxy materials to any household at which two or more of our shareholders reside, if we or your broker believe that the shareholders are members of the same family. This practice, referred to as householding, benefits both you and us. It reduces the volume of duplicate information received at your household and helps to reduce our expenses. The rule applies to our annual reports,

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proxy statements and information statements. Once you receive notice from your broker or from us that communications to your address will be householded, the practice will continue until you are otherwise notified or until you revoke your consent to the practice. Each shareholder will continue to receive a separate proxy card or voting instruction card.

If your household received a single set of disclosure documents this year, but you would prefer to receive a set for each stockholder or if you share a household with another stockholder and you received multiple sets of disclosure documents and would like to only receive one set, please follow these instructions:

If you are a stockholder of records, please contact our transfer agent, American Stock Transfer & Trust Company, and inform them of your request by calling them at 1-800-937-5449 or writing them at 59 Maiden Lane, New York, New York 10038.

If a broker, trustee or other nominee holds your shares, please contact the broker, trustee or other nominee directly and inform them of your request. Be sure to include your name, the name of your brokerage firm and your account number.

CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS

Pharmion is committed to maintaining the highest standards of business conduct and corporate governance, which we believe are essential to running our business in an efficient and effective manner, serving our stockholders well and maintaining Pharmion's integrity as a global pharmaceutical company. Pharmion has adopted a code of business conduct and ethics for its Board members, officers and employees, known as the Corporate Code of Conduct and Ethics. Pharmion also has adopted Corporate Governance Guidelines to be followed by our Board which, in conjunction with its Certificate of Incorporation, bylaws and Board committee charters, form the framework for governance. Pharmion's Corporate Governance Guidelines are available on our web site at www.pharmion.com. Disclosure regarding any amendments to, or waivers from, provisions of the Corporate Code of Conduct and Ethics that apply to our directors, principal executive or financial officers will be included in a Current Report on Form 8-K within four business days following the date of any amendment or waiver, unless Pharmion has posted such amendments or waivers on its web site.

Copies of the Corporate Code of Conduct and Ethics and the Corporate Governance Guidelines are available to stockholders without charge, upon written request, from:

Pharmion Corporation
Attention: Investor Relations
2525 28th Street
Boulder, CO 80301

Voting for Directors

Our bylaws provide that our business is to be managed under the direction of our Board. Under the Certificate of Incorporation, our Board is divided into three classes of directors for purposes of election. One class of directors is elected at each annual meeting of stockholders to serve for a three-year term. Our Board currently consists of eight (8) members, classified into three (3) classes as follows: (1) Brian G. Atwood, M. James Barrett and Edward J. McKinley constitute Class I with a term ending at the 2007 annual meeting; (2) Patrick J. Mahaffy, James Blair and Cam L. Garner constitute Class II with a term ending at the 2008 annual meeting; and (3) Dr. Thorlef Spickschen and Dr. John C. Reed constitute Class III with a term ending at the 2006 annual meeting.

On April 7, 2006, our Board nominated Dr. Thorlef Spickschen and Dr. John C. Reed for reelection as directors at our 2006 annual meeting of stockholders for a term of three years to serve until the 2009 annual meeting of stockholders, and until their respective successors have been elected and qualified.

Board Independence

Pharmion's Corporate Governance Guidelines provide that a majority of the Board will consist of independent directors. The Board has determined that each nominee director standing for reelection, Dr. Thorlef Spickschen and

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Dr. John C. Reed, and each of the members of each Board committee has no material relationship with Pharmion and is independent within the meaning of the Board's independence standards, which reflect the criteria for independence of The National Stock Market, Inc. (NASDAQ) and the Securities and Exchange Commission (the SEC) rules. The current Board is composed of the following seven independent directors.

Brian G. Atwood
 James Blair
 M. James Barrett
 Cam L. Garner
 Edward J. McKinley
 John C. Reed
 Thorlef Spickschen

Board Structure

Set forth below are the names of the persons nominated as directors and directors whose terms do not expire this year, their ages as of April 28, 2006, their offices in the Company, if any, background information about their principal occupations or employment, the length of their tenure as directors and the names of other public companies in which such persons hold directorships.

Name	Age	Position with the Company
M. James Barrett, Ph.D.	63	Chairman of the Board of Directors
Brian G. Atwood	53	Director
James Blair, Ph.D.	66	Director
Cam L. Garner	58	Director
Patrick J. Mahaffy	43	President and Chief Executive Officer; Director
Edward J. McKinley	54	Director
John C. Reed, M.D., Ph.D.	47	Director
Thorlef Spickschen	65	Director

M. James Barrett, Ph.D., has served as the Chairman of our board of directors since September 2003. Since September 2001, Dr. Barrett has served as a general partner of New Enterprise Associates, a venture capital firm that focuses on the healthcare and information technology industries. From 1997 to 2001, Dr. Barrett served as Chairman and Chief Executive Officer of Sensors for Medicine and Science, Inc., which he founded in 1997. He continues to serve as the chairman of its board of directors. Dr. Barrett also serves on the board of directors of Medimmune, Inc., Iomai Corporation and Inhibitex, Inc., as well as several privately-held healthcare companies.

Brian G. Atwood has served as a member of our board of directors since January 2000. Since 1999, Mr. Atwood has served as a Managing Director of Versant Ventures, a venture capital firm focusing on healthcare that he co-founded. Prior to founding Versant Ventures, Mr. Atwood served as a general partner of Brentwood Associates, a venture capital firm. Mr. Atwood also serves on the board of directors of several privately-held pharmaceutical and biotechnology companies.

James Blair, Ph.D., has served as a member of our board of directors since January 2000. Since 1985, Dr. Blair has served as a general partner of Domain Associates, L.L.C., a venture capital management company focused on life sciences. Dr. Blair also serves on the board of directors of NuVasive, Inc., as well as several privately-held healthcare companies. Additionally, Dr. Blair serves on the board of directors of the Prostate Cancer Foundation, a philanthropic

organization. Dr. Blair is presently an advisor to the Department of Molecular Biology at Princeton University and an advisor to the Department of Bioengineering at the University of Pennsylvania.

Cam L. Garner has served as a member of our board of directors since May 2001. Mr. Garner is a co-founder and currently serves as Chairman and CEO of Verus Pharmaceuticals, Inc., a specialty pharmaceutical company. Mr. Garner served as the chairman of Xcel Pharmaceuticals, Inc., a specialty pharmaceutical company that he co-founded, from 2001 until its acquisition by Valeant Pharmaceuticals International in March 2005. From 1989 to November 2000, Mr. Garner was Chief Executive Officer of Dura Pharmaceuticals, Inc. and its Chairman from

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1995 to 2000. Mr. Garner was also the co-founder and Chairman of DJ Pharma from 1998 to 2000. Mr. Garner serves on the board of directors of Favril, Inc. and Somaxon Pharmaceuticals, Inc., as well as several privately-held pharmaceutical and biotechnology companies.

Patrick J. Mahaffy is a founder of Pharmion and has served as our President and Chief Executive Officer and a member of our board of directors since our inception. From 1992 through 1998, Mr. Mahaffy was President and Chief Executive Officer of NeXagen, Inc. and its successor, NeXstar Pharmaceuticals, Inc., a biopharmaceutical company. Prior to that, Mr. Mahaffy was a Vice President at E.M. Warburg Pincus and Co.

Edward J. McKinley has served as a member of our board of directors since October 2004. Mr. McKinley is a private investor. Until his retirement in 2002, he was previously a partner at E.M. Warburg, Pincus and Co. During Mr. McKinley's 20 years with Warburg Pincus, he held various roles including managing the firm's private equity activity in Europe and serving on the firm's Management Committee. From 2002 to 2004, he served as a Senior Advisor to Warburg Pincus. Prior to joining Warburg Pincus, he was a consultant with McKinsey and Company. Mr. McKinley also serves on the board of directors of several private companies.

John C. Reed has served as a member of our board of directors since June 2005. Dr. Reed has been the President and Chief Executive Officer of The Burnham Institute, an independent, nonprofit, public benefit organization dedicated to basic biomedical research, since January 2002. Dr. Reed has been with The Burnham Institute for the past thirteen years, serving as the Deputy Director of the Cancer Center beginning in 1994, as Scientific Director of the Institute beginning in 1995 and as Cancer Center Director in 2002. Additionally, he holds adjunct professorships at the University of California San Diego and San Diego State University. Dr. Reed serves as an advisor and consultant to numerous biotechnology and pharmaceutical companies. He currently serves on the board of directors of Isis Pharmaceuticals, Inc. and Stratagene, Inc. He is also a member of the Board of Trustees of The Burnham Institute.

Thorlef Spickschen has served as a member of our board of directors since December 2001. From 1994 to 2001, Dr. Spickschen was chairman and CEO of BASF Pharma/Knoll AG. Prior to joining Knoll AG, he held executive positions at Boehringer Mannheim GmbH, where he was responsible for sales and marketing and has been Chairman of its Executive Board since 1990, and at Eli Lilly & Co. Dr. Spickschen currently serves on the board of Cytos Biotechnology AG, which is publicly-traded in Switzerland, and as Chairman of the Supervisory Board of BIOTEST AG, which is publicly-traded in Germany, as well as on the boards of several privately held companies in Europe and the U.S.

Committee Composition

As of the date of this proxy statement, our Board has three committees, Audit, Compensation and Nominating and Corporate Governance. Each of the committees operates under a written charter adopted by the Board. All of the committee charters are available on Pharmion's web site at www.pharmion.com. During the year ended December 31, 2005, there were five meetings of our Board, and the various committees of the Board met a total of ten times. No director attended fewer than 75% of the total number of meetings of the Board and of committees of the Board on which he or she served during 2005. Currently, the Board does not have a formal policy regarding director attendance at our annual meetings of stockholders. However, it is expected that absent compelling circumstances, each of our directors will be in attendance. All of the current members of our Board attended our 2005 Annual Meeting of Stockholders.

Audit Committee. Our audit committee currently has three members, Messrs. McKinley (Chairman), Atwood, and Spickschen. Our audit committee evaluates the independent auditors' qualifications, independence and performance; determines the engagement of the registered public accounting firm to be retained as independent auditors; approves the retention of the independent registered public accounting firm to perform any proposed permissible non-audit

services; monitors the rotation of partners of the independent registered public accounting firm on our engagement team as required by law; confers with management and the independent registered public accounting firm regarding the effectiveness of financial reporting controls in effect; reviews our financial statements; reviews our critical accounting policies and estimates; and discusses with management and the independent registered public accounting firm the results of the annual audit and the review of our quarterly financial statements. All members of the audit committee satisfy the current independence standards promulgated

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by the Securities and Exchange Commission and by the Nasdaq Stock Market as such standards apply specifically to members of audit committees. Our Board has determined that Mr. McKinley is an audit committee financial expert, as the Securities and Exchange Commission has defined that term in Item 401 of Regulation S-K. Please also see the Report of the Audit Committee set forth elsewhere in this proxy statement. Our audit committee charter, in addition to being available at our web site, is attached to this proxy statement as Appendix B. The audit committee held six meetings during 2005.

Compensation Committee. Our compensation committee currently has three members, Messrs. Blair (Chairman), Barrett and Spickschen. The compensation committee reviews and recommends policy relating to compensation and benefits of our executives and members of our Board, including reviewing and approving corporate goals and objectives relevant to compensation of the Chief Executive Officer and other senior officers, evaluating the performance of these officers in light of those goals and objectives and setting compensation of these officers based on such evaluations. The compensation committee also administers the issuance of stock options and other awards under our stock plans. The compensation committee reviews and evaluates, at least annually, the performance of the compensation committee and its members, including compliance of the compensation committee with its charter. All members of the compensation committee qualify as independent under the definition promulgated by the Nasdaq Stock Market. Please also see the report of the compensation committee set forth elsewhere in this proxy statement. The committee held three meetings during 2005.

Nominating and Corporate Governance Committee. Our nominating and corporate governance committee currently has three members, Messrs. Barrett (Chairman), Atwood and Blair each of whom is a non-management member of our Board. The nominating and corporate governance committee oversees and assists our Board in reviewing and recommending nominees for election as directors, assessing the performance of the Board, directing guidelines for the composition of our Board members and reviewing and administering our corporate governance guidelines. All members of the nominating and corporate governance committee qualify as independent under the definition promulgated by the Nasdaq Stock Market. The committee held two meetings during 2005.

New candidates for membership on the Board are reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of our stockholders. The committee may consider candidates recommended by stockholders as well as from other sources such as other directors or officers, third party search firms or other appropriate sources. For all potential candidates, the committee may consider all factors it deems relevant, such as a candidate's personal integrity and sound judgment, business and professional skills and experience, independence, knowledge of the industry in which we operate, possible conflicts of interest, diversity, the extent to which the candidate would fill a present need on the Board and concern for the long-term interests of the stockholders. In the case of incumbent members of the Board whose terms of office are set to expire, the nominating and corporate governance committee reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair the independence of that director. In the case of new director candidates, the committee also determines whether the nominee is independent, which determination is based upon applicable NASDAQ listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. In connection with the Company's appointment of Dr. Reed to the Board in June 2005, the Company engaged a private search firm to assist in the search.

In general, persons recommended by stockholders will be considered on the same basis as candidates from other sources. If a stockholder wishes to nominate a candidate to be considered for election as a director at the 2007 Annual Meeting of Stockholders using the procedures set forth in our bylaws, it must follow the procedures described in Questions 19 and 20, under stockholder proposals, director nominations and related bylaw provisions. If a stockholder wishes to propose a candidate for consideration as a nominee by the nominating and corporate governance committee, it should submit any pertinent information regarding the candidate to the Nominating Committee by mail at 2525 28th Street, Suite 200, Boulder, CO 80301 (c/o Pharmion Corporation).

To be considered for inclusion in the proxy statement relating to our Annual Meeting of Stockholders to be held in 2007, stockholder proposals must be received not earlier than February 8, 2007 and not later than March 10, 2007, unless the annual meeting is moved by more than 30 days before from the anniversary of the 2006 annual meeting, in which case the deadline will be not earlier than the close of business on the tenth (10th) day following

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the earlier of the day on which notice of the date of the meeting was mailed or the day public announcement of the meeting date was made.

Compensation Committee Interlocks and Insider Participation

As noted above, during the fiscal year ended December 31, 2005, our compensation committee was composed of Drs. Blair (Chairman), Barrett and Spickschen. None of the members of the committee has ever been an employee or officer of Pharmion. Erle T. Mast, our Executive Vice President and Chief Financial Officer, serves on the board of directors of Verus Pharmaceuticals, Inc., a privately-held specialty pharmaceutical company. Cam L. Garner, a member of our board of directors, currently serves as Chairman and CEO of Verus. None of our executive officers serve as a member of the board of directors or compensation committee of any entity that has one or more executive officers who serve on our compensation committee.

Communications with the Board

Generally, shareholders who have questions or concerns should contact our Investor Relations Department at (720) 564-9150. However, any shareholders who wish to address questions regarding our business directly with our Board, any Board committee or any individual director should direct his or her questions or other communications in writing to:

Corporate Secretary
Pharmion Corporation
2525 28th Street
Boulder, CO 80301

Director Compensation

During the year ended December 31, 2005, non-employee directors received an annual fee of \$15,000, payable in equal quarterly installments, plus a fee of \$2,000 for each meeting of the Board attended by such director, a fee of \$2,000 for each audit committee meeting and a fee of \$1,000 for each meeting of the other board committees attended by such director. Mr. Mahaffy, our President and Chief Executive Officer does not receive any separate compensation for his Board activities. Members of the Board are reimbursed for all reasonable expenses incurred in connection with their attendance at Board or committee meetings.

Under our 2001 Non-Employee Director Stock Option Plan, as amended and restated, each new non-employee director upon joining our Board will receive an option to purchase 25,000 shares of our common stock. Thereafter, each non-employee director will receive an annual option grant to purchase 5,000 shares of our common stock. All such non-employee director options have an exercise price equal to the fair market value of the common stock on the grant date. The non-employee directors' options expire ten years after the date of grant of such options.

The initial option grant to non-employee directors upon first becoming a member of our Board vests ratably in four installments beginning with the date