

SCHEDULE 14A INFORMATION
(Rule 14a-101)

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant ☒ [X]

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
☒ [X] Definitive Additional Materials
☐ [] Soliciting Material under §240.14a-12

Orexigen Therapeutics, Inc.

(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

☒ [X] No fee required.

☐ [] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
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- (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:
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☐ [] Fee paid previously with preliminary materials.

☐ [] 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:
-

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting
to be held on July 14, 2017, for Orexigen Therapeutics, Inc.**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report, go to www.proxydocs.com/OREX. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under new United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2017 Annual Meeting and need YOUR participation.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's annual meeting, please make this request on or before July 3, 2017.

**For a Convenient Way to VIEW Proxy Materials
– and –
VOTE Online go to: www.proxydocs.com/OREX**

Proxy Materials Available to View or Receive:

1. Proxy Statement 2. Annual Report

Printed materials may be requested by one of the following methods:



**You must use the 12 digit control number
located in the shaded gray box below.**

ACCOUNT NO.

SHARES

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

Company Notice of Annual Meeting

Date: Friday, July 14, 2017
Time: 10:00 a.m. Pacific Time
Place: 3344 N. Torrey Pines Court, Suite 200
La Jolla, California 92037

The purpose of the Annual Meeting is to take action on the following proposals:

The Board of Directors recommends that you vote "FOR" the following.

1. Election of Directors

Nominees 01 Patrick J. Mahaffy
 02 Michael A. Narachi

The Board of Directors recommends that you vote "FOR" proposals 2, 3 and 5, and "3 YEARS" in proposal 4.

2. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017.
3. Advisory vote on executive compensation.
4. Advisory vote on the frequency of solicitation of advisory stockholder approval of executive compensation.
5. To ratify the filing and effectiveness of the certificate of amendment to the Company's certificate of incorporation filed with the Secretary of State of the State of Delaware on July 8, 2016 and the reverse stock split effected thereby.
6. Transact such other business as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

As described in the definitive proxy statement (the "2017 Proxy Statement") for the 2017 annual meeting of stockholders (the "2017 Annual Meeting"), because there may be uncertainty regarding the validity or effectiveness of the certificate of amendment to our certificate of incorporation filed with the Secretary of State of the State of Delaware on July 8, 2017 (the "July 2016 Certificate of Amendment") and the one for ten reverse stock split of our common stock (the "2016 Reverse Stock Split") that was effected thereby, the Board of Directors is submitting a proposal to the Company's stockholders to ratify such actions in order to eliminate such uncertainty (the "Amendment Ratification"). The Amendment Ratification is being submitted to stockholders pursuant to Section 204 of the Delaware General Corporation Law, or the DGCL, and Delaware common law. Under Section 204 of the DGCL, stockholders of record as of July 8, 2016 and as of July 11, 2016 (including holders of our non-voting preferred stock), other than holders whose identities or addresses cannot be determined from our records, as well as holders of record of our non-voting preferred stock as of the record date for the 2017 Annual Meeting, are being given notice of the 2017 Annual Meeting, but are not entitled to attend the 2017 Annual Meeting or vote on any matter presented at the 2017 Annual Meeting unless they were also holders of our common stock as of May 22, 2017, the record date for the 2017 Annual Meeting.

As discussed in the 2017 Proxy Statement, in the Amendment Ratification, the stockholders are being asked to vote upon the ratification of the July 2016 Certificate of Amendment and the 2016 Reverse Stock Split (in which each 10 outstanding shares of common stock were combined into one share of common stock, resulting in the combination of all previously outstanding shares of the Company's common stock into a total of 14,586,771 shares of common stock). As noted above and as further described in the proxy statement, there may be uncertainty with respect to the validity or effectiveness of those acts. Specifically, certain shares of common stock held through brokers/nominees and with respect to which the beneficial owner had not provided the broker/nominee with voting instructions, were voted by the broker/nominee in favor of the approval of July 2016 Certificate of Amendment and the July 2016 Reverse Stock Split in accordance with the rules of the New York Stock Exchange. Certain statements made in the Company's definitive proxy statement for the Company's 2016 annual meeting of stockholders were inconsistent with this. In addition, the exhibit to the Company's definitive proxy statement for the Company's 2016 annual meeting of stockholders setting forth the amendment that would affect the 2016 Reverse Stock Split included a different effective time for the 2016 Reverse Stock Split than was ultimately included in the July 2016 Certificate of Amendment. The Company's Board of Directors has approved the ratification of the July 2016 Certificate of Amendment and the 2016 Reverse Stock Split pursuant to Section 204 of the DGCL.

This Notice Regarding the Availability of Proxy Materials for the 2017 Annual Meeting, along with the 2017 Proxy Statement, constitute the notice required to be given to our stockholders under Section 204 of the DGCL in connection with the Amendment Ratification, including to our stockholders as of July 8, 2016 and as of July 11, 2016. Under Sections 204 and 205 of the DGCL, when a matter is submitted for ratification at a stockholder meeting, any claim that a defective corporate act ratified under Section 204 is void or voidable due to the failure of authorization, or that the Delaware Court of Chancery should declare in its discretion that a ratification in accordance with Section 204 of the DGCL not be effective or be effective only on certain conditions, must be brought within 120 days from the validation effective time. Accordingly, if the Amendment Ratification is approved at the 2017 Annual Meeting, any claim that the filing and effectiveness of the July 2016 Certificate of Amendment and the 2016 Reverse Stock Split are void or voidable due to the failure to receive the requisite stockholder approval at our 2016 Annual Meeting of Stockholders (or the inclusion in the definitive proxy statement for the Company's 2016 annual meeting of stockholders of the text of an amendment with an effective time for the 2016 Reserve Stock Split different from the effective time included in the July 2016 Certificate of Amendment), or that the Delaware Court of Chancery should declare, in its discretion, that the Amendment Ratification not be effective or be effective only on certain conditions, must be brought within 120 days from the time at which a certificate of validation filed in respect of the Amendment Ratification becomes effective under the DGCL (which will be the validation effective time with respect to the Amendment Ratification).