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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**

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 under Rule 14a-12

**PUMA BIOTECHNOLOGY, INC.**

(NAME OF THE 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):

- 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:

- 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:

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Shareowner Services  
P.O. Box 64945  
St. Paul, MN 55164-0945

COMPANY #

**Puma Biotechnology, Inc.**  
**ANNUAL MEETING OF STOCKHOLDERS**  
**Wednesday, June 13, 2012**  
**1 p.m. local time**

**Luxe Sunset Boulevard Hotel**  
**11461 Sunset Boulevard**  
**Los Angeles, California 90049**

Directions to the Puma Biotechnology, Inc.  
Annual Meeting are available at  
[www.ematerials.com/pbyi](http://www.ematerials.com/pbyi)

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to be Held on June 13, 2012.**

Notice is hereby given that the Annual Meeting of Stockholders of Puma Biotechnology, Inc. will be held at the Luxe Sunset Boulevard Hotel, 11461 Sunset Boulevard, Los Angeles, California 90049 on Wednesday, June 13, 2012 at 1 p.m. local time.

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

The Proxy Statement for the 2012 Annual Meeting, including a proxy card sample, and our Annual Report for our fiscal year ended December 31, 2011, which consists of a letter to stockholders and our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, are available at [www.ematerials.com/pbyi](http://www.ematerials.com/pbyi).

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before June 1, 2012 to facilitate timely delivery.

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**Matters intended to be acted upon at the meeting are listed below.**

1. The election of the following three director nominees, as described under Item 1 of the Proxy Statement:
  1. Alan H. Auerbach
  2. Thomas R. Malley
  3. Jay M. Moyes
2. The advisory (non-binding) vote to approve the compensation of our named executive officers, as described under Item 2 of the Proxy Statement (“say-on-pay vote”).
3. The advisory (non-binding) vote regarding the frequency of holding future say-on-pay votes, as described under Item 3 of the Proxy Statement (“frequency vote”).
4. Ratification of the selection of PKF Certified Public Accountants, a Professional Corporation, as independent registered public accounting firm of Puma Biotechnology, Inc. for the fiscal year ending December 31, 2012.
5. The transaction of such other business as may properly come before the Annual Meeting or any adjournments or postponements of the Annual Meeting.

The Board of Directors recommends that you vote **“FOR”** the election of the three director nominees, **“FOR”** the say-on-pay vote, for **“THREE YEARS”** with respect to the frequency vote and **“FOR”** the ratification of PKF Certified Public Accountants, a Professional Corporation, as independent registered public accounting firm of Puma Biotechnology, Inc. for the fiscal year ending December 31, 2012.

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**THIS IS NOT A FORM FOR VOTING**

**You may immediately vote your proxy on the Internet at:**

**[www.eproxy.com/pbyi](http://www.eproxy.com/pbyi)**

- Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 12:00 noon (CT) on June 12, 2012.
- Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy.



**Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.**

***THIS IS NOT A FORM FOR VOTING***

**You may immediately vote your proxy on the Internet at:**

**[www.eproxy.com/pbyi](http://www.eproxy.com/pbyi)**

**To request paper copies of the proxy materials, which include the proxy card, proxy statement and annual report, please contact us via:**



**Internet** – Access the Internet and go to [www.ematerials.com/pbyi](http://www.ematerials.com/pbyi). Follow the instructions to log in, and order copies.



**Telephone** – Call us free of charge at 866-697-9377 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.



**Email** – Send us an email at [ep@ematerials.com](mailto:ep@ematerials.com) with “pbyi Biotechnology Materials Request” in the subject line. The email must include:

- The 3-digit company # and the 11-digit control # located in the box in the upper right hand corner on the front of this notice.
- Your preference to receive printed materials via mail **-or-** to receive an email with links to the electronic materials.
- If you choose email delivery you must include the email address.
- If you would like this election to apply to delivery of material for all future meetings, write the word “Permanent” and include the last 4 digits of your Tax ID number in the email.

**Important Information about the Notice of Proxy Materials**

This Notice Regarding the Online Availability of Proxy Materials (Notice) is provided to stockholders in place of the printed materials for the upcoming Stockholder Meeting.

**Information about the Notice:**

In 2007, the Securities and Exchange Commission adopted a voluntary rule permitting Internet-based delivery of proxy materials. Companies can now send Notices, rather than printed proxy materials to stockholders. This may help lower mailing, printing and storage costs for the company, while minimizing environmental impact. This Notice contains specific information regarding the meeting, proposals and the internet site where the proxy materials may be found.

**To view the proxy materials online:**

Please refer to the instructions in this Notice on how to access and view the proxy materials online, including the proxy card, annual report and proxy statement.

**To receive paper copies of the proxy materials:**

Please refer to the instructions in this Notice on how to request hard copies of proxy materials via phone, email or Internet.