

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

**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 Rule 14a-12

**Targacept, 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):

- 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: \_\_\_\_\_

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting  
to be Held on May 31, 2013**

**TARGACEPT, INC.**

**Meeting Information**  
Meeting Type: Annual Meeting  
For holders as of: April 9, 2013  
Date: May 31, 2013 Time: 8:30 a.m. Eastern Daylight Time  
Location: Targacept, Inc.  
100 North Main Street  
Suite 1510  
Winston-Salem, North Carolina

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication is not a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Please visit [www.targacept.com/2013annualmeeting](http://www.targacept.com/2013annualmeeting) where the following materials are available for view:

- Notice of 2013 Annual Meeting of Stockholders and Proxy Statement
- Form of Proxy Card
- 2012 Annual Report

If you want to receive a paper or e-mail copy of these documents you must request one, as you will not otherwise receive one. There is no charge to you for requesting a copy. Please make your request as instructed below on or before May 17, 2013 to facilitate timely delivery.

TO REQUEST MATERIAL OR TO TELEPHONE: 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers)  
SELECT A FUTURE DELIVERY E-MAIL: [info@amstock.com](mailto:info@amstock.com)  
PREFERENCE: WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

**TO VOTE:**

**OVER THE INTERNET:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Daylight Time the day before the meeting date.

**IN PERSON:** You may vote your shares in person at the Annual Meeting.

**BY TELEPHONE:** To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call.

**BY MAIL:** You may request a proxy card by following the instructions above.

**Matters to be acted upon:**

1. Election of the two nominees named below as Class I directors for a term to expire at the 2016 annual meeting of stockholders, with each director to hold office until his successor is duly elected and qualified or until his earlier death, retirement, resignation or removal.

**NOMINEES:**

Charles A. Blixt  
Alan W. Dunton, M.D.

2. Approval of (a) the amendment of the Targacept, Inc. 2006 Stock Incentive Plan to increase the number of available shares and (b) certain terms of the Targacept, Inc. 2006 Stock Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code.
3. Advisory vote to approve the compensation of the Company's named executive officers as disclosed in the proxy statement.
4. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013.

This is not a ballot or proxy card. You cannot use this notice to vote your shares.

The Board of Directors recommends that you vote FOR the election of the nominees for director named in the proxy materials and FOR Proposals 2, 3 and 4.