

AMPHENOL CORP /DE/
Form PRE 14A
April 08, 2016

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[TABLE OF CONTENTS](#)

[Table of Contents](#)

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 Pursuant to §240.14a-12

Amphenol Corporation

(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.
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(1) Amount Previously Paid:

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(4) Date Filed:

Table of Contents

**NOTICE OF 2016 ANNUAL MEETING
and
PROXY STATEMENT**

CORPORATION

**AMPHENOL CORPORATION
358 HALL AVENUE
WALLINGFORD, CONNECTICUT 06492**

Table of Contents

NOTICE OF 2016 ANNUAL MEETING OF STOCKHOLDERS

TIME AND DATE

11:00 a.m., Wednesday, May 25, 2016

PLACE

Amphenol Corporation
World Headquarters
Conference Center
358 Hall Avenue
Wallingford, CT 06492
(203) 265-8900

AGENDA

1. To elect nine directors as named for terms indicated in the Proxy Statement.
2. To ratify the selection of Deloitte & Touche LLP as independent accountants.
3. To conduct an advisory vote on compensation of named executive officers.
4. To approve an amendment to the Restated Certificate of Incorporation.
5. To transact such other business as may properly come before the meeting and any postponements or adjournments thereof.

**By Order of the Board of Directors
Edward C. Wetmore
Vice President, Secretary and General Counsel**

April [20], 2016

**IMPORTANT
PLEASE COMPLETE, DATE, SIGN AND RETURN
THE ACCOMPANYING PROXY WHETHER OR
NOT YOU PLAN TO ATTEND THE MEETING**

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to Be Held on May 25, 2016: The Proxy Statement and Annual Report to Stockholders for the fiscal year ended December 31, 2015 are available at www.edocumentview.com/APH.

Table of Contents

TABLE OF CONTENTS

<u>2016 Proxy Summary</u>	<u>iii</u>
<u>Proxy Statement</u>	<u>1</u>
<u>Record Date</u>	<u>1</u>
<u>Proxies</u>	<u>1</u>
<u>Security Ownership of Certain Beneficial Owners</u>	<u>3</u>
<u>Security Ownership of Management</u>	<u>4</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>5</u>
<u>ý Proposal 1. Election of Directors</u>	<u>6</u>
<u>Director Nominees</u>	<u>7</u>
<u>The Board of Directors and the Committees of the Board</u>	<u>10</u>
<u> Governance Principles</u>	<u>10</u>
<u> Director Independence</u>	<u>10</u>
<u> Leadership Structure</u>	<u>10</u>
<u> Board of Directors Summary Information</u>	<u>11</u>
<u> Committees</u>	<u>11</u>
<u> Meetings of the Board and Committees</u>	<u>14</u>
<u> Risk Oversight</u>	<u>14</u>
<u> Non-employee Director Compensation</u>	<u>15</u>
<u> Communications with the Board of Directors</u>	<u>17</u>
<u> Board Member Attendance at Annual Meeting of Stockholders</u>	<u>17</u>
<u>Executive Officers</u>	<u>18</u>
<u>Report of the Audit Committee</u>	<u>22</u>
<u>Audit and Non-Audit Fees</u>	<u>23</u>
<u>Pre-Approval of Auditor Services</u>	<u>23</u>
<u>ý Proposal 2. Ratification of Independent Accountants</u>	<u>24</u>
<u>Compensation Discussion & Analysis</u>	<u>25</u>
<u> Overview of Compensation</u>	<u>25</u>
<u> Say on Pay</u>	<u>25</u>
<u> The Compensation Committee</u>	<u>25</u>
<u> Role of Compensation Consultant in Compensation Decisions</u>	<u>26</u>
<u> Role of Executive Officers in Compensation Decisions</u>	<u>26</u>
<u> Philosophy and Objectives of Compensation Program</u>	<u>27</u>
<u> Elements of Compensation Program</u>	<u>27</u>
<u>Base Salary</u>	<u>27</u>
<u>Performance-Based Incentive Plans</u>	<u>27</u>
<u>Stock Option Plans</u>	<u>30</u>
<u>Insurance Benefits</u>	<u>30</u>

Table of Contents

<u>Retirement Benefits</u>	<u>31</u>
<u>Perquisites</u>	<u>31</u>
<u>Compensation of Named Executive Officers</u>	<u>31</u>
<u>Company Performance</u>	<u>31</u>
<u>Pay Mix</u>	<u>31</u>
<u>CEO Compensation</u>	<u>32</u>
<u>Other Named Executive Officers' Compensation</u>	<u>33</u>
<u>Compensation Committee Report</u>	<u>37</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>37</u>
<u>Summary Compensation Table</u>	<u>38</u>
<u>Section 162(m) of the Internal Revenue Code</u>	<u>39</u>
<u>Employment Agreements</u>	<u>39</u>
<u>Stock Option Plans</u>	<u>40</u>
<u>Repricing of Options/Granting of SARs</u>	<u>41</u>
<u>Grants of Plan Based Awards in Fiscal Year 2015</u>	<u>41</u>
<u>Outstanding Equity Awards at 2015 Fiscal Year End</u>	<u>42</u>
<u>Option Exercises and Stock Vested for the 2015 Fiscal Year</u>	<u>43</u>
<u>Pensions and Deferred Compensation</u>	<u>43</u>
<u>Pension Plan</u>	<u>43</u>
<u>Pension Benefits for the 2015 Fiscal Year</u>	<u>46</u>
<u>Nonqualified Deferred Compensation Table for the 2015 Fiscal Year</u>	<u>48</u>
<u>Potential Payments upon Termination or Change in Control</u>	<u>50</u>
<u>ý Proposal 3. Advisory Vote on Compensation of Named Executive Officers</u>	<u>54</u>
<u>ý Proposal 4. Approve Amendment to the Restated Certificate of Incorporation</u>	<u>55</u>
<u>Certain Relationships and Related Party Transactions</u>	<u>57</u>
<u>Investor Outreach</u>	<u>57</u>
<u>Stockholder Proposals</u>	<u>58</u>
<u>General and Other Matters</u>	<u>59</u>
<u>Annex A Audit Committee Charter</u>	<u>A-1</u>
<u>Annex B Compensation Committee Charter</u>	<u>B-1</u>
<u>Annex C Nominating/Corporate Governance Committee Charter</u>	<u>C-1</u>

Table of Contents

2016 Proxy Summary

This summary highlights selected information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement and the 2015 Amphenol Annual Report to Stockholders carefully before voting.

Annual Meeting of Stockholders

Time and Date	11:00 a.m., Wednesday, May 25, 2016
Place	Amphenol Corporation World Headquarters, Conference Center 358 Hall Avenue Wallingford, CT 06492
Record Date	March 28, 2016
Voting	Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and for each of the other proposals to be voted on.

Meeting Agenda and Voting Matters

	Board Vote Recommendation	Page References (for more detail)
Election of Nine Directors	FOR EACH DIRECTOR NOMINEE	6-17
Other Management Proposals		
Ratification of Deloitte & Touche LLP as independent accountants	FOR	22-24
Advisory vote on compensation of named executive officers	FOR	25-54
Amendment to the Restated Certificate of Incorporation	FOR	55-56

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Table of Contents

Director Nominees

Name	Director Tenure	Principal Occupation	Experience/Qualifications	Independent	Committee Memberships*					Other Public Company Boards
					AC	CC	EC	NCGC	PC	
Ronald P. Badie	Since 2004	Former Vice Chairman of Deutsche Bank Alex. Brown	- Leadership - Finance - M&A	Y	X		C		X	Nautilus, Inc.
Stanley L. Clark	Since 2005	Lead Trustee and Senior Advisor of Goodrich, LLC	- Leadership - Finance - Global - Industry - Operations	Y	X	X			C	
David P. Falck	Since 2013	Executive Vice President and General Counsel Pinnacle West Capital Corporation	- Leadership - Compliance - Risk Management - M&A	Y	X	X		X		
Edward G. Jepsen	1989-1997; Since 2005	CEO and Chairman of Coburn Technologies, Inc.	- Leadership - Finance - Global - Industry	Y	C,F			X	X	ITC Holdings Corp.
Randall D. Ledford	Since 2015	Former SVP and CTO of Emerson Electric Company and President of Emerson Venture Capital	- Leadership - Technology - Industry - M&A - Operations	Y						
Martin H. Loeffler (Chairman)	Since 1987	Former CEO of Amphenol Corporation	- Leadership - Global - Industry - Technology	Y						
John R. Lord	Since 2004	Former CEO and Chairman of Carrier Corporation	- Leadership - Global - Operations	Y		C	X	X		
R. Adam Norwitt	Since 2009	President and CEO of Amphenol Corporation	- Leadership - Global - Industry - Operations - M&A	N						
Diana G. Reardon	Since 2015	Former CFO of Amphenol Corporation	- Leadership - Finance - Global	N						