

BENCHMARK ELECTRONICS INC
Form DEFA14A
April 02, 2015

**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
(Amendment No.)**

| | | |
|---|---|--|
| Filed by the Registrant <input checked="" type="checkbox"/> | Filed by a Party other than the Registrant <input type="checkbox"/> | |
|---|---|--|

Check the appropriate box:

| | | |
|-------------------------------------|---|--|
| <input type="checkbox"/> | Preliminary Proxy Statement | |
| <input type="checkbox"/> | Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2)) | |
| <input type="checkbox"/> | Definitive Proxy Statement | |
| <input checked="" type="checkbox"/> | Definitive Additional Materials | |
| <input type="checkbox"/> | Soliciting Material Pursuant to §240.14a-12 | |

BENCHMARK ELECTRONICS, INC.

(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

| | | | |
|-------------------------------------|---|---|--|
| <input checked="" type="checkbox"/> | No fee required. | | |
| <input type="checkbox"/> | 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: | |
| <input type="checkbox"/> | Fee paid previously with preliminary materials. | | |
| <input type="checkbox"/> | 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: | |
| | | | |

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 12, 2015**

**BENCHMARK
ELECTRONICS, INC.**

*BENCHMARK
ELECTRONICS, INC.
ATTN: JAMES WALKER
3000 TECHNOLOGY DR.
ANGLETON, TX 77515*

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 13, 2015

Date: May 12, 2015 **Time:** 9:00 AM
CDT

Location: Four Seasons Hotel
1300 Lamar Street
Houston, Texas

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report
2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 28, 2015 to facilitate timely delivery.

How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees

01 Michael R. Dawson 02 Gayla J. Delly 03 Peter G. Dorflinger 04 Douglas
G. Duncan 05 Kenneth T. Lamneck
06 David W. Scheible 07 Bernee D. L. Strom 08 Clay C. Williams

The Board of Directors recommends you vote FOR proposals 2, 3 and 4.

2. To reapprove the material terms of the performance goals under the Company's 2010 Omnibus Incentive Compensation Plan for purposes of Section 162(m) of the Internal Revenue Code.

3. Board proposal regarding an advisory vote on the compensation of the Company's named executive officers.

4. To ratify the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2015.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.
