

DUPONT E I DE NEMOURS & CO
Form PREC14A
March 06, 2015

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 (Amendment No.)

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 §240.14a-12

E. I. du Pont de Nemours and Company

(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:

Edgar Filing: DUPONT E I DE NEMOURS & CO - Form PREC14A

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o 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:

Table of Contents

PRELIMINARY PROXY SUBJECT TO COMPLETION

**2015 ANNUAL MEETING
AND PROXY STATEMENT**

Table of Contents

Ellen J. Kullman
Chair of the Board and
Chief Executive Officer

Annual Meeting [DATE], 2015

[Date], 2015

Dear Fellow DuPont Stockholder:

I cordially invite you to attend DuPont's 2015 Annual Meeting on [DAY], [DATE], 2015, in [•].

Your Board of Directors is recommending a highly qualified and experienced slate of director nominees for election to the Board of Directors at the Annual Meeting. At the Annual Meeting, we will ask you to: (1) elect twelve directors; (2) ratify the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending December 31, 2015; (3) consider an advisory vote on the compensation of our named executive officers; (4) vote on various stockholder proposals, if properly presented at the Annual Meeting; and (5) take action upon any other business as may properly come before the Annual Meeting.

The accompanying materials include the Notice of Annual Meeting of Stockholders and Proxy Statement. The Proxy Statement describes the business that we will conduct at the Annual Meeting. It also provides information about us that you should consider when you vote your shares.

You should have also received a **WHITE** proxy card and postage-paid return envelope. **WHITE** proxy cards are being solicited on behalf of our Board of Directors.

Your vote will be especially important at the meeting. As you may have heard, Trian Partners, L.P. and certain of its affiliates (together, "Trian") have notified the company that Trian intends to nominate a slate of four nominees for election as directors at the meeting in opposition to the nominees recommended by our Board of Directors and to present a proposal to repeal any bylaws adopted without stockholder approval since August 12, 2013. You may receive a proxy statement, Gold proxy card and other solicitation materials from Trian. The Company is not responsible for the accuracy of any information provided by or relating to Trian or its nominees contained in solicitation materials filed or disseminated by or on behalf of Trian or any other statements that Trian may make.

The Board of Directors does NOT endorse any Trian nominees and unanimously recommends that you vote FOR the election of each of the nominees proposed by the Board of Directors and AGAINST Trian's Proposal described above. The Board of Directors strongly urges you NOT to sign or return any proxy card sent to you by Trian. If you have previously submitted a Gold proxy card sent to you by Trian, you can revoke that proxy and vote for our Board of Directors' nominees and on the other matters to be voted on at the meeting by using the enclosed WHITE proxy card.

If your brokerage firm, bank, broker-dealer or other similar organization is the holder of record of your shares (i.e., your shares are held in "street name"), you will receive voting instructions from the holder of record. You must follow these instructions in order for your shares to be voted. Your broker is required to vote those shares in accordance with your instructions. **Because of the contested nature of the proposals, if you do not give instructions to your broker, your broker will not be able to vote your shares with respect to the election of directors (Proposal 1) or the stockholder proposals (Proposals 4, 5, 6 and 7). We urge**

Table of Contents

you to instruct your broker or other nominee, by following those instructions, to vote your shares for the WHITE proxy card.

Holders of shares as of the close of business on [DATE], the record date for voting at the Annual Meeting, are urged to submit a WHITE proxy card, even if your shares were sold after such date.

Your management team expects to provide you with further information during the course of the solicitation and at the Annual Meeting on the progress with regard to separation of Performance Chemicals business operations, our cost-cutting organizational redesign initiative and our continued transformation into a higher-growth, higher-value company with our focus centering on three areas: Agriculture & Nutrition, Advanced Materials and Bio-Based Industrials. At the Annual Meeting, we also will review our progress during the past year and answer your questions.

Thank you for your continued support. **For more information and up-to-date postings, please go to www.dupont.com.** If you have any questions, please contact Innisfree M&A Incorporated, our proxy solicitor assisting us in connection with the Annual Meeting. Stockholders may call toll free at (877) 750-9501. Banks and brokers may call collect at (212) 750-5833.

Thank you for your continued support, interest and investment in DuPont.

Sincerely,

Ellen J. Kullman
Chair & Chief Executive Officer

Table of Contents

DuPont
1007 Market Street
Wilmington, DE 19898

NOTICE OF ANNUAL MEETING

Meeting Date: [DAY], [DATE], 2015
Time: [•] (EDT)
Location: [•]

AGENDA:

1. The election of twelve (12) directors
2. The ratification of the Company's independent registered public accounting firm
3. An advisory vote to approve executive compensation
4. Four stockholder proposals described in the Proxy Statement if properly presented at the Annual Meeting
5. Such other business as may properly come before the meeting

All stockholders are cordially invited to attend, although only holders of record of DuPont Common Stock at the close of business on [DATE], 2015, are entitled to vote at the meeting.

If you need special assistance, please call Innisfree M&A Incorporated, the firm assisting us in the solicitation. Stockholders may call toll free at (877) 750-9501. Banks and brokers may call collect at (212) 750-5833.

Please note that Trian Partners, L.P. and certain of their affiliates (together, "Trian") have stated their intention to propose four alternative director nominees for election at the Annual Meeting. You may receive solicitation materials from Trian seeking your proxy to vote for Trian's nominees. **THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE BOARD'S NOMINEES ON THE ENCLOSED WHITE PROXY CARD AND URGES YOU NOT TO SIGN OR RETURN OR VOTE ANY PROXY CARD SENT TO YOU BY TRIAN.** If you have already voted using a Gold proxy card sent to you by Trian, you can **REVOKE** it by signing and dating the enclosed **WHITE** proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by telephone by following the instructions provided on the enclosed **WHITE** proxy card. Only your last-dated proxy will count, and any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in the accompanying Proxy Statement.

YOUR VOTE IS VERY IMPORTANT. EVEN IF YOU PLAN TO ATTEND THE ANNUAL MEETING, WE REQUEST THAT YOU READ THE PROXY STATEMENT AND VOTE YOUR SHARES BY SIGNING AND DATING THE ENCLOSED WHITE PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED OR BY VOTING VIA THE INTERNET OR BY TELEPHONE BY FOLLOWING THE INSTRUCTIONS PROVIDED ON THE ENCLOSED WHITE PROXY CARD.

This notice and the accompanying proxy materials have been sent to you by order of the Board of Directors.

Erik T. Hoover
Secretary

Table of Contents

PRELIMINARY PROXY SUBJECT TO COMPLETION

2015 ANNUAL MEETING OF STOCKHOLDERS

PROXY STATEMENT

<u>Proxy Summary</u>	<u>1</u>
<u>General Information</u>	<u>3</u>
<u>Background of the Solicitation</u>	<u>8</u>
<u>Governance of the Company</u>	<u>16</u>
<u>Corporate Governance Guidelines</u>	<u>16</u>
<u>Board Leadership Structure</u>	<u>16</u>
<u>Board's Role in the Oversight of Risk Management</u>	<u>17</u>
<u>Committees of the Board</u>	<u>18</u>
<u>Committee Membership</u>	<u>19</u>
<u>Other Practices and Policies</u>	<u>20</u>
<u>Office of the Chief Executive</u>	<u>21</u>
<u>Sustainability and Corporate Citizenship</u>	<u>22</u>
<u>Directors' Compensation</u>	<u>23</u>
<u>Management Proposal 1 Election of Directors</u>	<u>26</u>
<u>Director Skills and Qualifications</u>	<u>26</u>
<u>Our Director Nominees</u>	<u>27</u>
<u>Audit Committee Report</u>	<u>32</u>
<u>Management Proposal 2 Ratification of Independent Registered Public Accounting Firm</u>	<u>33</u>
<u>Ownership of Company Stock</u>	<u>35</u>
<u>Security Ownership by Directors and Executive Officers</u>	<u>36</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>37</u>
<u>Compensation Committee Report</u>	<u>37</u>
<u>Compensation Discussion and Analysis</u>	<u>38</u>
<u>Executive Summary</u>	<u>39</u>
<u>Our Performance in 2014</u>	<u>40</u>
<u>Summary of Our 2014 Compensation Actions</u>	<u>42</u>
<u>Consideration of Say on Pay Results</u>	<u>43</u>
<u>Our Executive Compensation Philosophy</u>	<u>44</u>
<u>How We Determine Executive Compensation</u>	<u>44</u>
<u>Components of Our Executive Compensation Program</u>	<u>46</u>
<u>How We Manage Compensation Risk</u>	<u>48</u>
<u>2014 Compensation Decisions</u>	<u>50</u>
<u>2014 NEO Performance and Total Compensation Summary</u>	<u>56</u>
<u>Compensation of Executive Officers</u>	<u>59</u>
<u>2014 Summary Compensation Table</u>	<u>59</u>
<u>2014 Grants of Plan-Based Awards</u>	<u>62</u>
<u>Outstanding Equity Awards</u>	<u>64</u>
<u>2014 Option Exercises and Stock Vested</u>	<u>66</u>
<u>Pension Benefits</u>	<u>67</u>
<u>Nonqualified Deferred Compensation</u>	<u>69</u>
<u>Potential Payments Upon Termination or Change in Control</u>	<u>70</u>
<u>Management Proposal 3 Approve, by Advisory Vote, Executive Compensation</u>	<u>73</u>
<u>Stockholder Proposals</u>	<u>74</u>
<u>Proposal 4 Lobbying</u>	<u>74</u>
<u>Proposal 5 Grower Compliance</u>	<u>77</u>
<u>Proposal 6 Plant Closure</u>	<u>80</u>
<u>Proposal 7 Repeal Certain Bylaws</u>	<u>82</u>
<u>Director Nomination Process</u>	<u>A-1</u>

Reconciliation of Non-GAAP Financial Measures

B-1

Additional Information Regarding Participants in the Solicitation

C-1

Proxy Statement for 2015 Annual Meeting of Stockholders i

Table of Contents**PROXY SUMMARY**

This proxy summary is an overview of information that you will find throughout this proxy statement. As this is only a summary, we encourage you to read the entire proxy statement, which was first distributed beginning on or about [DATE], 2015, for more information about these topics prior to voting.

ANNUAL MEETING OF STOCKHOLDERS

Time and Date:	[TIME], [DATE], 2015
Place:	[•]
Record Date:	Stockholders as of the close of business on [DATE], 2015
Admission:	Please follow the instructions contained in "How to Attend the Annual Meeting" on page 6.

STOCKHOLDER VOTING MATTERS

<i>Proposal</i>	<i>Board's Voting Recommendation</i>	<i>Page References (for more detail)</i>
1. Election of Directors	FOR EACH NOMINEE RECOMMENDED BY YOUR BOARD	26
2. Ratification of Independent Registered Public Accounting Firm	FOR	33
3. Advisory Vote on Executive Compensation	FOR	73
4. Stockholder Proposal on Lobbying	AGAINST	74
5. Stockholder Proposal on Grower Compliance	AGAINST	77
6. Stockholder Proposal on Plant Closure	AGAINST	80
7. Stockholder Proposal to Repeal Certain Bylaws Adopted without Stockholder Approval	AGAINST	82

YOUR VOTE IS EXTREMELY IMPORTANT THIS YEAR IN LIGHT OF THE PROXY CONTEST BEING CONDUCTED BY TRIAN.

You may receive solicitation materials from a dissident stockholder, Trian Partners, L.P. and certain of their affiliates (together, "Trian"), seeking your proxy to vote for Nelson Peltz, John H. Myers, Arthur B. Winkleblack and Robert J. Zatta to become members of the Board of Directors and for a proposal to repeal any bylaws adopted without stockholder approval since August 12, 2013 (the "Trian Proposal"). **THE BOARD OF DIRECTORS DOES NOT ENDORSE THE TRIAN NOMINEES AND URGES YOU NOT TO SIGN OR RETURN**

Proxy Statement for 2015 Annual Meeting of Stockholders 1

Table of Contents

ANY PROXY CARD SENT TO YOU BY TRIAN. IF YOU HAVE PREVIOUSLY SIGNED A GOLD PROXY CARD SENT TO YOU BY TRIAN, YOU CAN REVOKE IT BY SIGNING, DATING AND MAILING THE ENCLOSED WHITE PROXY CARD IN THE ENVELOPE PROVIDED. ONLY YOUR LATEST DATED PROXY WILL BE COUNTED.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE BOARD'S NOMINEES LISTED ON THE ENCLOSED WHITE PROXY CARD.

In addition, the Board recommends that you vote against Trian's proposal on the enclosed **WHITE** proxy card.

For more information and up-to-date postings, please go to www.dupont.com. If you have any questions or need assistance in voting your shares, please call Innisfree M&A Incorporated, the firm assisting us in the solicitation. Stockholders may call toll free at (877) 750-9501. Banks and brokers may call collect at (212) 750-5833.

2 Proxy Statement for 2015 Annual Meeting of Stockholders

Table of Contents

PROXY STATEMENT

The enclosed proxy materials are being sent to stockholders at the request of the Board of Directors of E. I. du Pont de Nemours and Company to encourage you to vote your shares at the Annual Meeting of Stockholders to be held [DATE], 2015. This Proxy Statement contains information on matters that will be presented at the meeting and is provided to assist you in voting your shares.

DuPont's 2014 Annual Report on Form 10-K, containing management's discussion and analysis of financial condition and results of operations and the audited financial statements, and this Proxy Statement were distributed together beginning on or about [DATE], 2015.

GENERAL INFORMATION

Who Can Vote

Only holders of record of DuPont Common Stock at the close of business on [DATE], the record date for voting at the Annual Meeting, are entitled to vote at the Annual Meeting. On the record date, [•] shares of DuPont Common Stock were entitled to vote.

Determining the Number of Votes You Have

The enclosed **WHITE** proxy card indicates the number of shares of DuPont Common Stock that you own. Each share of DuPont Common Stock has one vote.

How to Vote

By Telephone Stockholders can vote their shares by a toll-free telephone number by following the instructions provided on the enclosed **WHITE** proxy card. The telephone voting procedures are designed to authenticate a stockholder's identity to allow stockholders to vote their shares and confirm that their instructions have been properly recorded. Voting by telephone authorizes the named proxies to vote your shares in the same manner as if you had submitted a validly executed proxy card.

By the Internet Stockholders can simplify their voting by voting their shares via the Internet as instructed on the enclosed **WHITE** proxy card. The Internet procedures are designed to authenticate a stockholder's identity to allow stockholders to vote their shares and confirm that their instructions have been properly recorded. Internet voting facilities for stockholders of record are available 24 hours a day. Voting via the Internet authorizes the named proxies to vote your shares in the same manner as if you had submitted a validly executed proxy card.

By Mail Stockholders may vote their shares by signing and dating the enclosed **WHITE** proxy card and returning it in the postage-paid envelope provided with this Proxy Statement. Proxy cards submitted by mail must be received by the time of the Annual Meeting for your shares to be voted.

At the Annual Meeting Only our stockholders and invited guests may attend the Annual Meeting.

You will need to bring picture identification to the meeting. If you own shares in street name (i.e., your

shares are held in street name through a broker, bank, trustee or other nominee), please bring your most recent brokerage statement, along with picture identification, to the meeting. We will use your brokerage statement to verify your ownership of DuPont Common Stock and admit you to the meeting. Shares held in your name as the stockholder of record may be voted by you in person at the Annual Meeting. Shares held beneficially in street name may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker or other agent that holds your shares giving you the right to vote the shares and bring such proxy to the Annual Meeting. If you vote by proxy and also attend the Annual Meeting, you do not need to vote again at the Annual Meeting unless you wish to change your vote. **Even if you plan to attend the Annual Meeting, we strongly urge you to vote in advance by proxy by signing and dating the enclosed WHITE proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by telephone by following the instructions provided on the enclosed WHITE proxy card. Directions to the Annual Meeting are available at: www.[•].**

If you vote by telephone, via the Internet or by signing, dating and returning a proxy card, we will vote your shares as you direct. For the election of directors, you can specify whether your shares should be voted for all, some or none of the nominees for director listed. Your Board

Edgar Filing: DUPONT E I DE NEMOURS & CO - Form PREC14A

urges you to use the enclosed **WHITE** proxy card to vote based on its recommendations on page 1, including **FOR ALL** of the nominees for director listed and **AGAINST** the four stockholder proposals.

If you submit a proxy to us without indicating instructions with respect to specific proposals, we will vote your shares consistent with the recommendations of our Board of Directors as stated in this Proxy Statement, specifically for all our nominees for director, in favor of the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditors, in favor of the advisory vote on the compensation of our named executive officers, and against the stockholder proposals, if

Proxy Statement for 2015 Annual Meeting of Stockholders 3

Table of Contents

Proxy Statement *General Information*

properly presented at the Annual Meeting. If any other matters are properly presented at the Annual Meeting for consideration, then the persons named on your proxy will have discretion to vote for you on those matters. As of the date of the Notice of Annual Meeting of Stockholders, we knew of no other matters to be presented at the Annual Meeting.

An independent inspector of elections will tabulate the proxies and certify the results.

Voting of Shares of DuPont Common Stock Held in Street Name

If your brokerage firm, bank, broker-dealer or other similar organization is the holder of record of your shares (i.e., your shares are held in "street name"), you will receive voting instructions from the holder of record. You must follow these instructions in order for your shares to be voted. Your broker is required to vote those shares in accordance with your instructions. **Because of the contested nature of the proposals, if you do not give instructions to your broker, your broker will not be able to vote your shares with respect to the election of directors (Proposal 1) or the stockholder proposals (Proposals 4, 5, 6 and 7). We urge you to instruct your broker or other nominee how to vote your shares by following those instructions.**

Notification of Trian Proposal for Alternative Directors

Trian, a stockholder of the Company, has filed a preliminary proxy statement indicating that it intends to propose four alternative director nominees for election at the Annual Meeting in opposition to the nominees recommended by your Board. The Trian nominees have NOT been endorsed by your Board, and your Board unanimously recommends a vote FOR each of your Board's nominees for director on the enclosed **WHITE** proxy card accompanying this proxy statement. **Your Board unanimously recommends that you disregard and do not return any Gold proxy card you receive from Trian. Voting to "withhold" with respect to any Trian nominee on a Gold proxy card sent to you by Trian is NOT the same as voting for your Board's nominees because a vote to "withhold" with respect to any Trian nominee on its Gold proxy card will revoke any proxy you previously submitted.** If you have previously submitted a Gold proxy card sent to you by Trian, you can revoke that proxy and vote for your Board's nominees and on the other matters to be voted on at the Annual Meeting by using the enclosed **WHITE** proxy card.

Receipt of Multiple Proxy Cards

Many of our stockholders hold their shares in more than one account and may receive separate proxy cards or voting instructions forms for each of those accounts. To ensure that all of your shares are

represented at the Annual Meeting, we recommend that you **vote every WHITE proxy card you receive.**

Additionally, please note that Trian has stated its intention to nominate four alternative director nominees for election at the Annual Meeting and propose the Trian Proposal. If Trian proceeds with its alternative nominations and proposal, you may receive proxy solicitation materials from Trian, including an opposition proxy statement and a Gold proxy card. **Your Board unanimously recommends that you disregard and do not return any Gold proxy card you receive from Trian. Voting to "withhold" with respect to any Trian nominee on a Gold proxy card sent to you by Trian is not the same as voting for your Board's nominees because a vote to "withhold" with respect to any Trian nominee on its Gold proxy card will revoke any proxy you previously submitted.**

If you have already voted using Trian's Gold proxy card, you have every right to change your vote and revoke your prior proxy by signing and dating the enclosed **WHITE** proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by telephone by following the instructions provided on the enclosed **WHITE** proxy card. **Only the latest dated proxy you submit will be counted. If you have any questions or need assistance voting, please call DuPont's proxy solicitor, Innisfree M&A Incorporated. Stockholders may call toll free at (877) 750-9501. Banks and brokers may call collect at (212) 750-5833.**

Revocation of Proxies

You can change your vote or revoke your proxy at any time before it is exercised at the Annual Meeting by doing any of the following: (1) you can submit a valid proxy with a later date; (2) you can notify our Secretary in writing at Secretary, E. I. du Pont de Nemours and Company, 1007 Market Street, Wilmington, Delaware 19898 that you have revoked your proxy; or (3) you can vote in person by written ballot at the Annual Meeting.

If you have previously signed a Gold proxy card sent to you by Trian, you may change your vote and revoke your prior proxy by signing and dating the enclosed WHITE proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by telephone by following the instructions on the enclosed WHITE proxy card. Submitting a Trian Gold proxy card even if you withhold your vote on the Trian nominees will revoke any votes you previously made via our WHITE proxy card. Accordingly, if you wish to vote pursuant to the recommendation of our Board, you should disregard any proxy card that you receive that is not a WHITE proxy card and not return any Gold proxy card that you may receive from Trian, even as a protest.

4 Proxy Statement for 2015 Annual Meeting of Stockholders

Table of Contents

Proxy Statement General Information

Required Vote

Proposal 1: Election of Directors. Under our Bylaws, because we have received notice from Trian that it intends to nominate persons for election to the Board, the provisions of our Bylaws relating to majority voting for directors will not be applicable to the Annual Meeting and, pursuant to our Bylaws, plurality voting will apply at the Annual Meeting.

The twelve nominees for director who receive the most votes of all votes cast for directors will be elected. If you do not vote for a particular nominee, or if you indicate on your proxy card, via the Internet or by telephone that you want to withhold authority to vote for a particular nominee, then your shares will not be voted for that nominee. In addition, if you hold shares of DuPont Common Stock through a broker-dealer, bank nominee, custodian or other securities intermediary, **the intermediary will not vote those shares for the election of any nominee for director unless you give the intermediary specific voting instructions on a timely basis directing the intermediary to vote for such nominee.** Abstentions and broker non-votes do not constitute a vote "for" or "against" a director.

It will NOT help elect your Board if you sign and return a proxy card sent by Trian, even if you withhold on their director nominees using Trian's proxy card. Doing so will cancel any previous vote you may have cast on our WHITE proxy card. The only way to support your Board's nominees is to vote FOR the Board's nominees on our WHITE proxy card and to disregard, and not return, any proxy card that you receive that is not a WHITE proxy card, including any proxy card that you receive from Trian.

Pursuant to our Bylaws, written notice by stockholders of qualifying nominations for election to our Board of Directors must have been received by our Secretary by January 23, 2015. We did not receive any such nominations other than the nominations from Trian, and no other nominations for election to our Board may be made by stockholders at the Annual Meeting.

If for some reason any of the Board's director nominees are unable to serve, or for good cause will not serve if elected, the persons named as proxies may vote for a substitute nominee recommended by the Board and, unless you indicate otherwise on the **WHITE** proxy card, your shares will be voted in favor of the Board's remaining nominees. As of the date of the Notice of Annual Meeting of Stockholders, we knew of no reason why any of the Board's nominees would be unable or for good cause unwilling to serve as a director if elected.

In the event Trian were to withdraw its nominees, such that there would no longer be a contested election, the majority voting provisions of our Bylaws would apply. While we have no reason to expect this

will occur, if it did, then pursuant to the majority voting provisions of our Bylaws, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election must promptly tender his or her resignation to the Chairman of the Board. The Governance Committee of our Board of Directors (or, under certain circumstances, another committee appointed by the Board) will promptly consider that resignation and will recommend to the Board whether to accept the tendered resignation or reject it based on all relevant factors. The Board must then act on that recommendation no later than 90 days following the date of an Annual Meeting of Stockholders. Within four days of the Board's decision, we must disclose the decision in a Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") that includes a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the resignation.

Proposal 2: Ratification of the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending December 31, 2015. The votes cast "for" must exceed the votes cast "against" to approve the ratification of the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending December 31, 2015. Abstentions and broker non-votes do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast."

Proposal 3: Advisory vote on executive compensation. The votes cast "for" this proposal must exceed the votes cast "against" to approve the advisory vote on the compensation of our named executive officers as disclosed in the Compensation Discussion and Analysis section and accompanying compensation tables contained in this Proxy Statement. Abstentions and broker non-votes do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast." Although the outcome of this advisory vote on the compensation of our named executive officers is non-binding, the Compensation Committee and our Board will review and consider the outcome of this vote when making future compensation decisions for our named executive officers.

Proposals 4, 5, 6 and 7: Stockholder Proposals. The votes cast "for" a proposal must exceed the votes cast "against" such proposal for a stockholder proposal to pass. Abstentions and broker non-votes do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast." Each proposal must be properly presented at the Annual Meeting for such proposal to be voted upon.

Proxy Statement for 2015 Annual Meeting of Stockholders 5

Table of Contents

Proxy Statement *General Information*

Broker non-votes

A broker non-vote occurs when a beneficial owner of shares held by a broker, bank or other nominee fails to provide the record holder with specific instructions concerning how to vote on any "non-routine" matters brought to a vote at a stockholders meeting. Under the New York Stock Exchange (the "NYSE") rules, "non-routine" matters include the election of directors (Proposal 1) and the vote, on an advisory basis, of the compensation of the Company's