

EPAM Systems, Inc.  
Form DEFA14A  
April 23, 2019

**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

**EPAM Systems, Inc.**

**(Name of Registrant as Specified in its Charter)**

**N/A**

**(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 of**

**EPAM Systems, Inc.**

**To Be Held On:**

**June 5, 2019 at 10:00 a.m. EDT**

**at corporate offices located at**

**41 University Drive, Newtown, Pennsylvania, 18940**

**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.**

**If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before May 22, 2019.**

**Please visit <http://www.astproxyportal.com/ast/17464/>, where the following proxy materials are available for view:**

Notice of Annual Meeting of Stockholders  
Proxy Statement  
Form of Electronic Proxy Card  
Annual Report on Form 10-K

**TO REQUEST MATERIAL TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)**

**E-MAIL: [info@astfinancial.com](mailto:info@astfinancial.com)**

**WEBSITE:**

**<https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>**

**TO VOTE:**

**ONLINE:** To access your online proxy card, please visit **[www.voteproxy.com](http://www.voteproxy.com)** and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM EDT the day before the meeting date.

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting. Please review the

proxy statement for directions to be able to attend the Annual Meeting and vote in person.

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

**The Board of Directors recommends a vote FOR all The Board of Directors recommends a vote FOR  
Director nominees listed in item 1: items 2 and 3:**

1. To elect three (3) Class I directors listed in the accompanying proxy statement to hold office for a three year term or until their successors are elected and qualified.
2. To ratify the appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2019.

**NOMINEES:**

Richard Michael Mayoras

Karl Robb  
Helen Shan

3. To approve, on an advisory and non-binding basis, the compensation for our named executive officers as disclosed in this Proxy Statement.

**Please note that you cannot use this notice to vote by mail.**

**ANNUAL MEETING OF STOCKHOLDERS OF**

**EPAM Systems, Inc.**

**June 5, 2019**

**PROXY VOTING INSTRUCTIONS**

**INTERNET** - Access **www.voteproxy.com** and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

Vote online until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**GO GREEN** - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access.

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, proxy statement, proxy card and Annual Report on Form 10-K

are available at <http://www.astproxyportal.com/ast/17464/>

i Please detach along perforated line and mail in the envelope provided **IF** you are not voting via the Internet. i

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES IN THE ELECTION OF DIRECTORS,**

**FOR PROPOSALS 2 AND 3.**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

1. To elect three (3) Class I directors listed in the accompanying proxy statement to hold office for a three year term or until their successors are elected and qualified.

2. To ratify the appointment **FOR AGAINST ABSTAIN**  
of Deloitte & Touche  
LLP as the Company's  
Independent Registered  
Public Accounting Firm  
for the fiscal year ending  
December 31, 2019.

**FOR ALL NOMINEES**

**NOMINEES:**

i Richard  
Michael  
Mayoras

i Karl Robb

**WITHHOLD AUTHORITY FOR ALL NOMINEES** i Helen Shan

**FOR AGAINST ABSTAIN**

3. To approve, on an  
advisory and non-binding  
basis, the compensation  
for our named executive  
officers as disclosed in  
this Proxy Statement.

**FOR ALL EXCEPT**

(See instructions below)

In their discretion the proxies are authorized to vote  
upon such other business as may properly come before  
the Annual Meeting.

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: &#127761;

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE DIRECTIONS OF THE UNDERSIGNED. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED:

FOR ALL NOMINEES FOR DIRECTOR DESCRIBED  
IN PROPOSAL 1

FOR PROPOSAL 2

FOR PROPOSAL 3  
IF ANY OTHER BUSINESS IS PRESENTED AT THE ANNUAL MEETING, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BEST JUDGMENT OF THE NAMED ATTORNEYS-IN-FACT.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder

Date:

Signature of Stockholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.