GREATBATCH, INC.
Form DEF 14A
April 18, 2016
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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 þ 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))**
þ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant §240.14a-12

GREATBATCH, 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):

þ 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:

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¨ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 18, 2016

Dear Stockholder:

You are cordially invited to attend the 2016 Annual Meeting of Stockholders of Greatbatch, Inc., which will be held on Tuesday, May 24, 2016 at 9:00 a.m., Central Daylight Time, at The Westin Minneapolis, 88 South 6^{th} Street, Minneapolis, Minnesota 55402.

Details of the business to be conducted at the Annual Meeting are given in the enclosed Notice of Annual Meeting and Proxy Statement. Included with the Proxy Statement is a copy of the company s 2015 Annual Report. We encourage you to read this document. It includes information on the company s operations, markets and products, as well as the company s audited financial statements.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted. To make it easier for you to vote, we are offering Internet and telephone voting. The instructions included on your proxy card describe how to vote using these services. Of course, if you prefer, you can vote by mail by completing and signing your proxy card, and returning it in the enclosed postage-paid envelope.

We look forward to seeing you at the Annual Meeting.

Sincerely,

/s/ Bill R. Sanford

Bill R. Sanford

Chairman of the Board

/s/ Thomas J. Hook

Thomas J. Hook

President & Chief Executive Officer

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GREATBATCH, INC.

2595 DALLAS PARKWAY, SUITE 310

FRISCO, TEXAS 75034

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 2016 Annual Meeting of Stockholders of Greatbatch, Inc. will be held at The Westin Minneapolis, 88 South 6th Street, Minneapolis, Minnesota 55402, on Tuesday, May 24, 2016 at 9:00 a.m., Central Daylight Time, for the following purposes:

1. To elect nine directors for a term of one year and until their successors have been elected and qualified;
2. To approve the adoption of the Greatbatch, Inc. 2016 Stock Incentive Plan;
3. To approve an amendment to the company s Amended and Restated Certificate of Incorporation to change the company s name to Integer Holdings Corporation;
4. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for Greatbatch, Inc. for fiscal year 2016;
5. To approve, on an advisory basis, the compensation of our named executive officers; and
6. To consider and act upon other matters that may properly come before the Annual Meeting and any adjournments thereof.

Stockholders of record at 5:00 p.m., Eastern Daylight Time, on April 8, 2016 are entitled to vote at the Annual Meeting.

By Order of the Board of Directors,

/s/ Timothy G. McEvoy

Timothy G. McEvoy

Senior Vice President,

General Counsel & Secretary

Frisco, Texas

April 18, 2016

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AND VOTED AT THE ANNUAL MEETING. YOU CAN VOTE YOUR SHARES BY PROXY BY USING ONE OF THE FOLLOWING METHODS: MARK, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE POSTAGE-PAID ENVELOPE FURNISHED FOR THAT PURPOSE, **OR** VOTE BY TELEPHONE OR THE INTERNET USING THE INSTRUCTIONS ON THE ENCLOSED PROXY CARD. ANY PROXY MAY BE REVOKED IN THE MANNER DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT AT ANY TIME PRIOR TO ITS USE AT THE ANNUAL MEETING OF STOCKHOLDERS. ANY STOCKHOLDER PRESENT AT THE MEETING MAY WITHDRAW HIS OR HER PROXY AND VOTE PERSONALLY ON ANY MATTER PROPERLY BROUGHT BEFORE THE MEETING.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 24, 2016

THE GREATBATCH, INC. 2016 PROXY STATEMENT AND 2015 ANNUAL REPORT ARE AVAILABLE

AT http://proxy.greatbatch.com

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GREATBATCH, INC.

PROXY STATEMENT

GENERAL INFORMATION QUESTIONS AND ANSWERS

Why am I being provided this proxy statement?

Greatbatch, Inc. (we or the Company) is providing this proxy statement to you because the Board of Directors (the Board) is soliciting your proxy to vote your shares of the Company s common stock at the 2016 Annual Meeting of Stockholders (the Annual Meeting), or any adjournment or adjournments thereof. This proxy statement contains information about matters to be voted upon at the Annual Meeting and other information required by the U.S. Securities and Exchange Commission (SEC) and the New York Stock Exchange (NYSE).

We are first sending this proxy statement and the accompanying form of proxy to common stock holders of record on or about April 8, 2016. A copy of the Company s Annual Report for 2015, including financial statements, accompanies this proxy statement, but is not part of the proxy solicitation materials.

Where will the Annual Meeting be held and when?

The Annual Meeting will be held at The Westin Minneapolis, 88 South 6th Street, Minneapolis, Minnesota 55402 at 9:00 a.m., Central Daylight Time, on Tuesday, May 24, 2016. The Company s mailing address is 2595 Dallas Parkway, Suite 310, Frisco, Texas 75034, and its telephone number is (716) 759-5600.

Who is entitled to vote at the Annual Meeting?

Common stockholders of record at 5:00 p.m., EST, on April 8, 2016 are entitled to vote at the Annual Meeting. At that time, the Company had outstanding 30,774,842 shares of common stock, $0.001 par value per share (common stock). Each share of common stock is entitled to one vote. Shares may not be voted at the Annual Meeting unless the owner is present or represented by proxy, as more fully explained in this proxy statement. An individual who has a beneficial interest in shares allocated to the Company stock fund account under the Greatbatch, Inc. 401(k) Retirement Plan (the 401(k) Plan) is entitled to vote the shares of Common Stock allocated to that account.

How can I give my proxy or vote?

You can give your proxy by completing and returning the physical proxy card accompanying this proxy statement or vote by utilizing the telephone or Internet voting procedures described on the proxy card. The telephone and Internet voting procedures are designed to authenticate that you are a stockholder by use of a control number and allow you to confirm that your instructions have been properly recorded. If you are a stockholder of record, the method by which you vote will not limit your right to vote at the Annual Meeting if you later decide to attend in person.

May I revoke my proxy?

Depending on how you hold your shares (stockholder of record or beneficial owner), determines how and when you may revoke your proxy. A stockholder of record may revoke a proxy that has been previously given at any time before it is exercised by giving written notice of such revocation or by delivering a later dated proxy, in either case, to the

Corporate Secretary, at 10000 Wehrle Drive, Clarence, New York 14031, or by voting in person at the Annual Meeting. A beneficial owner must follow the instructions from his or her broker, bank or other intermediary to revoke his previously given proxy.

How will my proxy be voted?

Your proxy will be voted in accordance with the direction you provide, if any. If you sign, date and return your proxy card but do not specify how you want to vote your shares, your shares will be voted FOR the election as directors of the 9 persons named under the section titled Nominees for Director ; FOR approving the adoption of the Greatbatch, Inc. 2016 Stock Incentive Plan; FOR approval of an amendment to the Company s Amended and Restated Certificate of Incorporation to change the Company s name to Integer Holdings Corporation; FOR ratifying the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for fiscal year 2016; and FOR approving, on an advisory basis, the compensation of the Company s Named Executive Officers.

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What is required for a quorum at the Annual Meeting?

The presence in person or by proxy of the holders of a majority of the outstanding common stock constitutes a quorum for the transaction of business at the Annual Meeting. Broker non-votes will be counted as being present or represented at the Annual Meeting for purposes of establishing a quorum, but, under NYSE rules, brokers will not be permitted to vote in the election of directors, on the proposal to approve the adoption of the Company s 2016 Stock Incentive Plan, on the proposal to amend the Company s Amended and Restated Certificate of Incorporation to change the name of the Company to Integer Holdings Corporation, or on the advisory vote to approve the compensation of the Company s Named Executive Officers unless specific voting instructions are provided to the broker. We therefore encourage beneficial owners of shares whose shares are held in street name to direct their vote for all agenda items on the form of proxy or instruction card sent by their broker, bank or other intermediary.

What happens if an incumbent director nominee does not receive a majority of votes in favor of his or her election?

Under the Company s Corporate Governance Guidelines, any director who receives a greater number of withhold votes than for votes is expected to tender his or her resignation to the Board for consideration in accordance with the Corporate Governance Guidelines.

What approval is necessary to approve Proposals 2, 3, 4 and 5?

For each of Proposals 2, 3, 4 and 5, the affirmative vote of a majority of the votes cast at the Annual Meeting is required to: approve the adoption of the Company s 2016 Stock Incentive Plan; approve the amendment of the Company s Amended and Restated Certificate of Incorporation to change the name of the Company to Integer Holdings Corporation; ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for fiscal year 2016; and approve, on an advisory basis, the compensation of the Company s Named Executive Officers. An abstention will not constitute a vote cast and therefore will not affect the outcome of the vote on the election of directors, the approval of the adoption of the Company s 2016 Stock Incentive Plan, approval of the amendment to the Company s Amended and Restated Certificate of Incorporation to change the Company s name to Integer Holdings Corporation, approval of the ratification of Deloitte & Touche LLP (Deloitte & Touche) as the independent registered public accounting firm of the Company for the 2016 fiscal year, or the advisory vote to approve, on an advisory basis, the compensation of the Company s Named Executive Officers. Broker non-votes will not constitute votes cast on the election of directors, approval of the adoption of the Company s 2016 Stock Incentive Plan, approval of the amendment to the Company s Amended and Restated Certificate of Incorporation to change the Company s name to Integer Holdings Corporation, or the vote to approve, on an advisory basis, the compensation of the Company s Named Executive Officers, and therefore will have no effect on the outcome of any of these proposals.

Who is paying for the solicitation of proxies?

The Company will bear the cost of soliciting proxies in the accompanying form of proxy. We are making this solicitation by mail, by telephone and in person using the services of some employees of the Company or its subsidiaries at nominal cost. We will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for expenses they incur in sending proxy materials to beneficial owners of the Company s common stock. The Company has retained Georgeson LLC, a proxy solicitation firm, to assist in the solicitation of proxies for the Annual Meeting for a fee of $7,000, plus payment of out-of-pocket expenses.

What do I have to bring in order to attend the Annual Meeting in person?

In order to be admitted to the Annual Meeting, you will need to bring a valid photo ID or other satisfactory proof of identification. If you are a beneficial owner, you must also bring evidence of your share ownership that can include a notice from your broker, bank or other intermediary regarding the availability of these proxy materials or a recent account statement or letter from the bank, broker or other intermediary that holds your shares and confirms your beneficial ownership of those shares.

How do I propose actions for the 2017 Annual Meeting of Stockholders?

In order for a shareholder proposal for the 2017 Annual Meeting of Stockholders to be eligible for inclusion in the Company s proxy statement, we must receive it, at our principal executive offices, no later than December 19, 2016. You must provide your proposal to us in writing and your notice must contain the information required by the Company s bylaws.

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The proposal should be submitted to the Company s principal executive offices in Frisco, Texas and should be directed to the Senior Vice President, General Counsel & Secretary of the Company.

The Company s bylaws provide that no business may be brought before an annual meeting of stockholders unless it is specified in the notice of the meeting or is otherwise brought before the meeting by the Board or by a stockholder entitled to vote who has delivered notice to the Company (containing the information specified in the bylaws) not later than 90 days nor more than 120 days in advance of the anniversary date of the prior year s annual meeting of stockholders. These requirements are separate from and in addition to the SEC s requirements that a shareholder must meet in order to have a shareholder proposal included in the Company s proxy statement. A stockholder wishing to submit a proposal for consideration at the 2017 Annual Meeting of Shareholders, which is not submitted for inclusion in the proxy statement, should do so between January 24, 2017 and February 23, 2017.

COMPANY PROPOSALS

PROPOSAL 1 Election of Directors

Shares represented by properly executed proxies will be voted, unless authority is withheld, for the election as directors of the Company of the following nine persons nominated by the Board, to hold office until the 2017 Annual Meeting of Stockholders and until their successors have been elected and qualified. Each of the nominees listed below was elected at the 2015 Annual Meeting of Stockholders except for Ms. Hobby, Mr. Maxwell and Mr. Passerini, who were appointed as directors on July 2, 2015 upon the recommendation of the Corporate Governance and Nominating Committee following a search process conducted through CT Partners.

If any nominee for any reason should become unavailable for election or if a vacancy should occur before the election (which events are not expected), the shares of common stock represented by the proxies will be voted for such other person, if any, as the Corporate Governance and Nominating Committee shall designate. Information regarding the nominees standing for election as directors is set forth below:

Nominees for Director

Pamela G. Bailey is 67, is Chair of the Corporate Governance and Nominating Committee, a member of the Compensation and Organization Committee, and has been a director since 2002.

Ms. Bailey has been President and Chief Executive Officer of The Grocery Manufacturers Association (GMA), a Washington, D.C. based trade association, since January 2009. From April 2005 until January 2009, she was President and Chief Executive Officer of the Personal Care Products Council. Ms. Bailey served as President and Chief Executive Officer of the Advanced Medical Technology Association (AdvaMed), the world s largest association representing the medical technology industry, from June 1999 to April 2005. From 1970 to 1999, she served in the White House, the Department of Health and Human Services and other public and private organizations with responsibilities for health care public policy. Ms. Bailey is a director of the Reagan-Udall Foundation, a 501(c)(3) organization created by Congress to advance the mission of the Food and Drug Administration by advancing regulatory science and research. She formerly served as a director of Albertsons, Inc., MedCath Corporation, and The National Food Laboratory, Inc.

Ms. Bailey s 40 years of health care public policy experience with both public and private organizations, including service in the White House, the Department of Health and Human Services, and as President and Chief Executive Officer of AdvaMed, gives her a unique perspective on a variety of health care-related issues. With over 20 years of chief executive officer experience at GMA, the Personal Care Products Council, AdvaMed, and other

Washington-based health care trade associations, Ms. Bailey brings to the Board demonstrated management ability at senior levels. This experience, together with her experience gained as a director of Albertsons and MedCath, supports her continued service as a member of the Board.

Joseph W. Dziedzic is 47, is Chair of the Audit Committee, a member of the Compensation and Organization Committee, and has been a director since February 2013.

Mr. Dziedzic is Executive Vice President and Chief Financial Officer of The Brink s Company, a global leader in security-related services for banks, retailers and a variety of other commercial and governmental customers. In addition to his responsibilities as Chief Financial Officer, Mr. Dziedzic is responsible for global security, global procurement, risk management and the payment services business for The Brink s Company. Prior to joining The Brink s Company in 2009, he had a 20-year career with General Electric where from 2006 to 2009, he was Chief Financial Officer of GE Aviation Services, from 2003 to 2006 he was Manager of Global Financial Planning and Analysis of GE Energy, and from 2000 to 2002 he was Chief Financial Officer of GE Plastics America. Prior to 2000, Mr. Dziedzic held a number of other positions of increasing responsibility with General Electric. He is a director of the YMCA of Greater Richmond.

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Mr. Dziedzic has over 25 years of experience in global operations and financial and accounting matters. The depth and breadth of Mr. Dziedzic s financial experience support his continued service as a member of the Board.

Jean Hobby is 55, is a member and chair of the Science and Technology Committee and a member of the Audit Committee, and has been a director since July 2015.

Ms. Hobby served as a global strategy partner at PricewaterhouseCoopers, LLP from 2013 until she retired in June of 2015 following a 33 year career at that firm. Prior to 2013, Ms. Hobby served as PricewaterhouseCoopers Technology, Media and Telcom Sector Leader from 2008 to 2013, and as Chief Financial Officer from 2005 to 2008. She joined PricewaterhouseCoopers in 1983 and became a partner in 1994.

The depth and breadth of Ms. Hobby s 33 years of experience in global operations and financial and accounting matters support her continued service as a member of the Board.

Thomas J. Hook is 53, is a member of the Science and Technology Committee, and has been a director since 2006.

Mr. Hook has been the Company s President and Chief Executive Officer since August 2006. Prior to August 2006, he was the Company s Chief Operating Officer, a position to which he was appointed upon joining the Company in September 2004. From August 2002 until September 2004, Mr. Hook was employed by CTI Molecular Imaging where he served as President, CTI Solutions Group. From March 2000 to July 2002, he was General Manager, Functional and Molecular Imaging for General Electric Medical Systems. From 1997 to 2000, Mr. Hook worked for the Van Owen Group Acquisition Company and prior to that, Duracell, Inc. He is Chairman of the Board of HealthNow New York, Inc., a leading health care company in Western New York that provides quality health care services to companies and individuals in that region, and serves on its executive committee. Mr. Hook is also a director of AdvaMed.

Since joining the Company as Chief Operating Officer in 2004 and becoming President and Chief Executive Officer in 2006, Mr. Hook has directed the Company s acquisition, integration and product development efforts, growing the business from $200 million to the more diverse $688 million medical device technology company that it is today. Mr. Hook s knowledge of the Company s business and his role as the Company s President and Chief Executive Officer support his continued service as a member of the Board.

M. Craig Maxwell is 57, is a member of the Science and Technology Committee and a member of the Audit Committee, and has been a director since July 2015.

Mr. Maxwell is the Vice President and Chief Technology and Innovation Officer for Parker Hannifin Corporation, a Fortune 250 company located in Cleveland, Ohio that is the global leader in motion and control technologies and systems, providing precision-engineered solutions for a variety of mobile, industrial and aerospace markets. Mr. Maxwell s responsibilities include leading Parker Hannifin in new and emerging markets and implementing Parker Hannifin s new product development process. Additionally, Mr. Maxwell is responsible for Parker Hannifin s technology incubator designed to facilitate cross group opportunities that leverage the company s portfolio of products and technology to develop emerging opportunities.

As Vice President and Chief Technology and Innovation Officer for Parker Hannifin, Mr. Maxwell leads that company s innovation research that commercializes new technologies. Through his service, he has gained management experience at senior levels. These attributes provide the Company valuable insight into developing new technologies to support future growth and support Mr. Maxwell s continued service on the Board.

Filippo Passerini is 58, is a member of the Science and Technology Committee, a member of the Corporate Governance and Nominating Committee, and has been a director since July 2015.

Mr. Passerini is an Operating Executive in U.S. Buyouts for the Carlyle Group, a company he joined in July of 2015 following his retirement from a 33-year career at the Procter & Gamble Company. He joined Procter & Gamble in 1981 and held executive positions in Italy, Turkey, United Kingdom, Greece, Latin America and the United States. Prior to his retirement, Mr. Passerini served as Procter & Gamble s Group President, Global Business Services and Chief Information Officer, positions he held from 2004 and 2005, respectively. He oversaw over 170 distinct services in 70 countries and led the integration of Procter & Gamble s IT and Business Services groups, one of the largest shared services organizations in the world. Mr. Passerini is a director of United Rentals, Inc. and serves on its audit and compensation committees, and of Poste Italiane and serves on its compensation and nomination & governance committees.

Mr. Passerini brings to the Company over three decades of global experience in operations, digital technology, and general management roles. He is globally recognized as an information technology and shared services thought leader, known for creating new, progressive business models and driving innovation. Mr. Passerini s extensive background and experience supports his continued service as a member of the Board.

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Bill R. Sanford is 72, is Chairman of the Board, is a member of the Corporate Governance and Nominating Committee, and has been a director since 2000.

Mr. Sanford is Chairman of Symark LLC, a company he founded in 1979 that focuses on the development and commercialization of medical devices, bioscience inventions, nanotechnology, and advanced technology systems, products, and services. He has broad experience as a board member and advisor of numerous public and private for-profit companies, not-for-profit organizations, investment limited partnerships and venture capital firms. Mr. Sanford is Executive Founder and retired Chairman, President and Chief Executive Officer of Steris Corporation, retired director of KeyCorp and KeyBank N.A., trustee of Cleveland Clinic, trustee emeritus of Case Western Reserve University and Kansas State University, former director of AdvaMed, and a Fellow of the American Institute for Medical and Biological Engineering (AIMBE).

Mr. Sanford has extensive public company, merger and acquisition, operations integration, marketing and sales, new venture, turnaround and market development experience. He has led public and private company financings, including initial and secondary public stock offerings, structured debt financings, public stock mergers, private equity and venture capital investments. Mr. Sanford s background and expertise, including his substantial involvement in the medical device industry, support his continued service as a member of the Board.

Peter H. Soderberg is 69, is Chair of the Compensation and Organization Committee, a member of the Audit Committee, and has been a director since 2002.

Mr. Soderberg is managing partner of Worthy Ventures Resources, LLC, a private investment company he founded in February 2010. He retired in January 2010 as President and Chief Executive Officer of Hill-Rom Holdings, Inc. (formerly Hillenbrand Industries), a position he held since March 2006. From January 2000 to March 2006, he was President and Chief Executive Officer of Welch Allyn, Inc., and for the seven years prior to that, Chief Operating Officer of Welch Allyn s medical products business. Mr. Soderberg also held a number of positions over a 23-year career with Johnson & Johnson, where his final position was as president of one of its operating subsidiaries. Until his retirement, he also had served on the board of directors of Hill-Rom and AdvaMed. Mr. Soderberg currently serves as a director and senior advisor to the CEO of two privately-held medtech companies. He is a former director of St. Vincent Health System (Indianapolis), Constellation Brands, Inc. and Welch Allyn.

Having served in the roles of President and Chief Executive Officer of Hill-Rom and Welch Allyn, Mr. Soderberg has significant management experience and business understanding. Running a public company gave Mr. Soderberg front-line exposure to many of the issues facing public companies, particularly on the operational, financial and corporate governance fronts. His deep knowledge of health care policy and patient care delivery, gained through his long career in the health care industry, provides our Board with a valuable perspective on the priorities of and challenges facing our major customers. These attributes support Mr. Soderberg s continued service as a member of the Board.

William B. Summers, Jr. is 65, is a member of the Compensation and Organization Committee, a member of the Corporate Governance and Nominating Committee, and has been a director since 2001.

Mr. Summers retired in June 2006 as Chairman of McDonald Investments, Inc., a position he had held since 1998. He also held the additional positions of President (from 1989 through 1998) and Chief Executive Officer (from 1994 through 1998) of that investment company. Mr. Summers serves on the board of directors of RPM International, Inc. and is a member of its audit committee. He also serves on the advisory boards of Molded Fiberglass Companies, MAI Wealth Advisors LLC, and IQWARE Marketing, LLC, and on the board of directors of The Rock and Roll Hall of Fame and Museum, Baldwin-Wallace University, State Troopers of Ohio, and the Convention and Visitors Bureau of

Greater Cleveland, Inc. Mr. Summers previously served as chairman of the board of the National Association of Securities Dealers, as chairman of the board of the NASDAQ Stock Market, and as a director of the NYSE. He is a former director of Developers Diversified Realty, Inc., Cleveland Indians Baseball Company, and Penton Media Inc.

Through his positions with McDonald Investments, Mr. Summers gained leadership experience and extensive knowledge of complex financial and operational issues. In addition, through his service with the NASDAQ Stock Market and the NYSE and on the boards of other public companies, Mr. Summers has gained valuable experience dealing with the capital markets, accounting principles and financial reporting rules and regulations, evaluating financial results and generally overseeing the financial reporting process of large public corporations. This experience supports Mr. Summers continued service as a member of the Board.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR

THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR

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PROPOSAL 2 Approval of the Adoption of the Greatbatch, Inc. 2016 Stock Incentive Plan

Stockholders are being asked to approve the Greatbatch, Inc. 2016 Stock Incentive Plan (the 2016 Plan) which was adopted by the Board on March 1, 2016, subject to stockholder approval. If approved by stockholders, the 2016 Plan will supplement the Company s existing 2009 and 2011 Stock Incentive Plans in providing stock-based incentive compensation to select employees, non-employee directors, consultants and service providers. As of March 1, 2016, 8,487 shares were available for award under the Company s 2009 Stock Incentive Plan and 29,669 shares were available for award under the Company s 2011 Stock Incentive Plan, all of which were available only for award in the form of restricted stock, restricted stock units or stock bonuses under the respective plans sub-limits. As of March 1, 2016, the aggregate of all options outstanding under all plans was 1,820,372, with a weighted average exercise price of $25.60 and a weighted average remaining term of 6.3 years. As of March 1, 2016, the aggregate number of full-value awards outstanding under all plans that have not vested or been earned was 550,401. The Committee believes this remaining amount of shares to be insufficient to meet our anticipated needs. The Company continues to focus on equity awards in the form of restricted stock units, thus no sub-limit for these types of awards was included in the 2016 Plan. The 2016 Plan was designed by the Compensation and Organization Committee (the Compensation Committee) with the assistance of management and an outside compensation consultant as part of a comprehensive compensation strategy to provide long-term incentives for employees and non-employees to contribute to the growth of the Company and attain specific performance goals. See the Long-Term Equity Awards section of the Compensation Discussion and Analysis (CD&A) in this proxy statement for further discussion.

Approval of the 2016 Plan will allow the Company to continue to award stock options, restricted stock, restricted stock units, stock appreciation rights and stock bonuses to employees and to non-employee directors, consultants and service providers. In determining the number of shares available under the 2016 Plan, we considered the historical burn-rate of the Company s equity compensation plans, the potential dilution and stockholder value transfer as a result of this plan and the one-year and three-year TSR of the Company. The 1,450,000 shares available under the 2016 Plan represent 4.71% of the Company s outstanding Common Stock as of March 1, 2016. The NYSE closing price of a share of Common Stock on March 1, 2016 was $29.77. Based on historical burn rates and our current stock price, the Committee believes the 1,450,000 shares that may be awarded under the 2016 should be sufficient to cover grants through the end of fiscal year 2018.

We are also seeking approval of the performance criteria under the 2016 Plan for purposes of Section 162(m) of the Internal Revenue Code of 1986, which would allow certain awards granted under the 2016 Plan to qualify as performance-based compensation (see discussion of Tax Consequences below).

The purpose of awards under the 2016 Plan (see Award Types described below) is to attract and retain talented employees and the services of select non-employees, further align employee and stockholder interests and closely link employee compensation with Company performance. If approved, the 2016 Plan will provide an essential component of the total compensation package offered to employees, reflecting the importance that the Company places on motivating superior results with long-term incentives.

The 2016 Plan also contains several features considered compensation and governance best practices. The 2016 Plan does not permit stock option re-pricing, the use of discounted options, the reloading of option grants, or the adding back of shares used to pay the exercise price of awards or to satisfy tax withholding obligations. The 2016 Plan limits the term on options and stock appreciation rights to ten years. Other than for awards to outside directors and grants not to exceed 10% of the shares available under the 2016 Plan, for full value awards (restricted stock and restricted stock units), the 2016 Plan imposes vesting requirements on time and performance based awards of three years and one year, respectively The 2016 Plan provides for accelerated vesting of awards upon the consummation of a change in control. The 2016 Plan contains no evergreen features that would provide for automatic replenishment of authorized shares and generally limits the number of shares that may be awarded to any person in any fiscal year. The 2016 Plan also limits the number of shares that may be awarded to non-employee directors in any fiscal year.

Key Terms **-** The following is a summary of the material features of the 2016 Plan, which is qualified by reference to the full text of the 2016 Plan, which is set forth as Exhibit A:

Plan Term:	March 1, 2016 to February 28, 2026.
Eligible Participants:	Employees of the Company (including employees who are also directors and prospective employees conditioned on their becoming employees), non-employee consultants or service providers and non-employee directors of the Company as the Compensation Committee designates from time to time. The Company has approximately 9,000 employees and eight non-employee directors who would be eligible to participate in the 2016 Plan.

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Shares Authorized:	1,450,000, subject to adjustment only to reflect stock splits and similar events. Shares underlying awards that are forfeited, expire, cancelled or lapse become available for future grants. Shares used to pay the exercise price of a stock option and shares withheld to satisfy tax withholding obligations will not be available for future grants. When a stock settled stock appreciation right is exercised, the shares subject to a stock appreciation right grant agreement will be counted against the shares available for award as one share for every share subject thereto, regardless of the number of shares used to settle the stock appreciation right upon exercise.
Shares Authorized as a Percent of Outstanding Common Stock:	4.71%
Award Types:	(1) Non-qualified and incentive stock option the right to purchase a certain number of shares of stock, at a certain exercise price, in the future. (2) Restricted stock share award conditioned upon continued employment, the passage of time or the achievement of performance objectives. (3) Restricted stock unit the right to receive, at a specified future date, shares of common stock or an amount equal to the fair market value of a specified number of shares of common stock. Restricted stock units may be conditioned upon continued employment, the passage of time or the achievement of performance objectives . Payments in respect of restricted stock units may be made in shares, cash or a combination of both, in the Committee s discretion. (4) Stock appreciation right the right to receive the net of the market price of a share of stock and the exercise price of the right, in stock, in the future. (5) Stock bonus a bonus payable in shares of stock.
Award Terms:	Stock options and stock appreciation rights will have a term no longer than ten years. All awards made under the 2016 Plan may be subject to vesting and other contingencies as determined by the Compensation Committee and will be evidenced by agreements which set forth the terms and conditions of each award. The Compensation Committee, in its discretion, may accelerate or extend the period for the exercise or vesting of any awards. Upon the death or disability of an employee, all outstanding time-based awards immediately vest and all outstanding performance-based awards immediately vest at the target level applicable to such performance-based awards. Upon the retirement of an employee, all outstanding time-based awards immediately vest and a pro-rated portion of outstanding performance-based awards held by such employee remain outstanding and continue to be eligible for vesting and exercisability based on the Company s attainment of the performance goals applicable to such performance-based awards. For purposes of the 2016 Plan, retirement means a voluntary termination of employment occurring on or after such time as such employee has attained 59.5 years of age with a combination of age and length of Company service equal to or exceeding 69.5 years. In the event that an employee is terminated without cause, a pro-rata portion of such employee s performance-based awards that were awarded more than one year before the date of termination will not expire or be forfeited upon such termination but will remain outstanding and continue to be eligible for vesting and/or exercisability based on the Company s attainment of the performance goals applicable to those performance-based awards. The Compensation Committee, in its discretion, may accelerate or extend the period for the exercise or vesting of any

	awards.
Vesting:	Subject to certain exceptions set forth in the 2016 Plan, at least three years for time based awards of restricted stock or restricted stock units and at least one year after grant for performance based awards of restricted stock and restricted stock units. As determined by the Compensation Committee for Stock Options and SARs. The vesting of all awards is subject to acceleration, in whole or in part, upon certain events set forth in the 2016 Plan including a change in control or the death, disability, or retirement of a participant.
Not Permitted:	(1) Granting stock options or stock appreciation rights at a price below market price on the date of grant. (2) Repricing of a stock option or stock appreciation right without stockholder approval. (3) Granting stock options and stock appreciation rights to any one employee during any fiscal year in excess of 200,000 shares. (4) Granting restricted stock, restricted stock units and stock bonuses to any one employee during any fiscal year in excess of 200,000 shares.

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	(5) Granting shares of Company Stock subject to incentive awards awarded during a single fiscal year to any non-employee director, taken together with any cash fees paid to such non-employee director during the fiscal year, in excess of $500,000 in total value
Performance Criteria	The Committee may grant restricted stock or restricted stock units that will be paid solely on the attainment of certain performance goals established by the Committee based on the performance criteria set forth in the 2016 Plan. It is intended that awards that are paid based on the achievement of performance goals may be exempt from the $1 million deduction limit on compensation under Section 162(m), but the Committee may elect to provide for non-deductible awards under the 2016 Plan. The performance criteria are one or more of the following objective criteria, (i) net earnings or net income (either before or after one or more of the following: interest, taxes, depreciation, amortization, and non-cash equity-based compensation expenses), (ii) economic value-added (as determined by the Committee), (iii) sales or revenue, (iv) net earnings or net income (either before or after taxes), (v) operating earnings or income, (vi) cash flow (including, but not limited to, operating cash flow and free cash flow), (vii) gross profit or gross profit growth, (viii) cash flow return on capital, (ix) return on investment, (x) return on stockholders equity, (xi) return on assets or net assets, (xii) return on capital, (xiii) stockholder returns, (xiv) return on sales, (xv) gross or net profit margin, (xvi) productivity, (xvii) expenses or expense targets, (xviii) margins, (xix) improvement of capital structure, (xx) operating efficiency, (xxi) cost reduction or savings, (xxii) budget and expense management, (xxiii) customer satisfaction, (xxiv) working capital, (xxv) basic or diluted earnings or loss per share (before or after taxes), (xxvi) price per share of Company Stock (including, but not limited to growth measures or total stockholder return), (xxvii) completion of acquisitions or business expansion, (xxviii) regulatory achievements or compliance (including, without limitation, regulatory body approval for commercialization of a product), (xxix) implementation or completion of critical products, (xxx) enterprise value, and (xxxi) market share, any of which may be measured either in absolute terms or as compared to any incremental increase or as compared to results of a peer group. The Committee shall, within the time prescribed by Section 162(m) of the Code, define in an objective fashion the manner of calculating the performance criteria it selects to use for the performance period for a participant.
Clawback	Any awards and shares of stock issued pursuant to the 2016 Plan that are subject to recovery under any applicable law, government regulation or rule or listing standard of any stock exchange, will be subject to such deductions and clawback as may be required to be made pursuant to such applicable law, government regulation or rule or listing standard of any stock exchange (or any policy adopted by the Company pursuant to any such applicable law, government regulation or rule or listing standard of any stock exchange).
Change in Control	A change in control occurs if (1) any person or related group of persons (as such terms are used in Sections 13(d) and 14(d)(2) of the Securities Exchange Act of 1934, as amended (the Exchange Act)), becomes the beneficial owner (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of more than 50% of the total combined voting power of all classes of capital stock of the Company

normally entitled to vote for the election of directors of the Company; (2) a sale of all or substantially all of the assets of the Company is consummated, in one transaction or a series of related transactions; or (3) any merger or consolidation of the Company is consummated in which the stockholders of the Company immediately prior to such transaction own, in the aggregate, less than 50% of the total combined voting power of all classes of capital stock of the surviving entity normally entitled to vote for the election of directors of such surviving entity).

Tax Consequences Stock option grants under the 2016 Plan may be intended to qualify as incentive stock options under Internal Revenue Code of 1986, as amended (IRC) §422 or may be non-qualified stock options governed by IRC §83. Generally, no federal income tax is payable by a participant upon the grant of a stock option and no deduction is taken by the Company. Under current tax laws, if a participant exercises a non-qualified stock option, he or she will have taxable income equal to the difference between the market price of the stock on the exercise date and the stock option grant price. The Company will be entitled to a corresponding deduction on its income tax return. A participant will have no taxable income upon exercising an incentive stock option if the shares received are held for the applicable holding periods (except that alternative minimum tax may apply), and the Company will receive no deduction when an incentive stock option is exercised. The Company may be entitled to a deduction in the case of a disposition of shares acquired under an incentive stock option that occurs before the applicable holding periods have been satisfied.

Restricted stock and restricted stock units are also governed by IRC §83. Generally, no taxes are due when the award is made. Restricted stock generally becomes taxable when it is no longer subject to a substantial risk of forfeiture (i.e., becomes vested or transferable). Restricted stock units become taxable when settled. When taxable to the participant, income tax is paid on the value of the stock or units at ordinary rates. The Company will generally be entitled to a corresponding deduction on its income tax return. Any additional gain on shares received are then taxed at capital gains rates when the shares are sold.

The grant of a stock appreciation right will not result in income for the participant or in a tax deduction for the Company. Upon the settlement of such a right, the participant will recognize ordinary income equal to the aggregate value of the payment received, and the Company generally will be entitled to a tax deduction in the same amount.

Awards granted under the 2016 Plan may qualify as performance-based compensation under IRC §162(m) and thus preserve federal income tax deductions by the Company with respect to annual compensation required to be taken into account under §162(m) that is in excess of $1 million and paid to one of the Company s most highly compensated executive officers. To qualify, options and other awards must be granted under the 2016 Plan by a committee consisting of two or more outside directors (as defined under §162(m)) and options and stock appreciation rights must satisfy the 2016 Plan s limit on the total number of shares that may be awarded to any one participant during any fiscal year. In addition, for awards other than options and stock appreciation rights to qualify, the grant, issuance, vesting or retention of the award must be contingent upon satisfying one or more of the performance criteria, as established and certified by a committee consisting solely of two or more outside directors. Certain awards that may be made under the 2016 Plan may not qualify as performance based compensation and that performance-based compensation awards that are intended to be exempt from the deduction limitation may not meet the requirements to qualify for such exemption.

The foregoing is only a summary of the effect of federal income taxation on the participant and the Company under the 2016 Plan. It does not purport to be complete and does not discuss the tax consequences arising in the context of a participant s death or the income tax laws of any municipality, state or foreign country in which the participant s income may be taxable.

Transferability **-** Awards granted under the 2016 Plan generally are not transferable except by will or the laws of descent and distribution.

Administration **-** The Compensation Committee, which consists entirely of outside directors, will administer the 2016 Plan. The Compensation Committee will select the employees and non-employees who receive awards, determine the number of shares covered thereby, and, subject to the terms and limitations expressly set forth in the 2016 Plan, establish the terms, conditions and other provisions of the grants. The Compensation Committee may interpret the 2016 Plan and establish, amend and rescind any of its rules relating to the 2016 Plan, unless expressly prohibited in the 2016 Plan.

Amendments **-** The Board may, at any time, suspend or terminate the 2016 Plan or revise or amend it in any respect whatsoever; provided, however, that stockholder approval shall be required if and to the extent required by Exchange Act Rule 16b-3 or by any comparable or successor exemption under which the Board believes it is appropriate for the 2016 Plan to qualify, or if and to the extent the Board determines that such approval is appropriate for purposes of satisfying IRC §162(m), §422 or §409A or any applicable rule or listing standard of any stock exchange, automated quotation system or similar organization. Nothing in the 2016 Plan restricts the Compensation Committee s ability to exercise its discretionary authority to administer the plan, which discretion may be exercised without amendment to the 2016 Plan. No action may, without the consent of a participant, reduce the participant s rights under any outstanding award.

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Plan Awards **-** The Compensation Committee approved the annual long-term incentive program award of restricted stock units to senior level managers of the Company effective January 4, 2016 (the 2016 Awards), which included the executive officers who are named in the Summary Compensation Table contained in this proxy statement (the Named Executive Officers). Currently, there are not enough shares available under the Company s existing stock incentive plans to fund the entire 2016 Award. Thus, a portion of the 2016 Awards granted to Thomas J. Hook, President & CEO, as well as Michael Dinkins, Executive Vice President & CFO are subject to the approval of the 2016 Plan by the Company s stockholders. The following table sets forth the number and approximate grant date fair value of the 2016 Awards pending issuance:

	Non-Qualified Stock Options	
Name	**Number of Stock Options(#)**	**Grant Date Fair Value ($)**
Thomas J. Hook	65,215	$ 860,000
Michael Dinkins	18,095	238,625

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR

THE APPROVAL OF THE ADOPTION OF THE GREATBATCH, INC. 2016 STOCK INCENTIVE PLAN

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information regarding the Company s equity compensation plans as of January 1, 2016:

Plan Category (As of January 1, 2016)	**Number of securities to be issued upon exercise of outstanding options, warrants and rights** (a)(1)	**Weighted-average exercise price of outstanding options, warrants and rights** (b)	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))** (c)(2)
Equity compensation plans approved by security holders	2,295,960	$ 28.32	365,095
Equity compensation plans not approved by security holders			
Total	2,295,960	$ 28.32	365,095

(1) Consists of shares of common stock underlying stock options issued under the 1998 Stock Option Plan, the Non-Employee Director Stock Incentive Plan, the 2005 Stock Incentive Plan, as amended, the 2009 Stock Incentive Plan, as amended, and the 2011 Stock Incentive Plan, as amended. Also includes 617,060 shares of common stock underlying restricted stock and restricted stock units that were granted under the 2005 Stock Incentive Plan, the 2009 Stock Incentive Plan and the 2011 Stock Incentive Plan at a weighted average grant date fair value of $26.53 per share, which are not included in the exercise price reported in column b.

(2) As of January 1, 2016, 365,095 shares were available under the plans described above for future grants of stock options, stock appreciation rights, restricted stock, restricted stock units or stock bonuses. Due to plan sub-limits, of the shares available for grant, only 299,462 shares were available for issuance in the form of restricted stock, restricted stock units or stock bonuses.

PROPOSAL 3 - AMENDMENT TO CERTIFICATE OF INCORPORATION TO CHANGE NAME TO INTEGER HOLDINGS CORPORATION

In order to reflect the expansion of the breadth and scope of the Company s business over the past decade, the Board has determined that the Company s name should be changed from Greatbatch, Inc. to Integer Holdings Corporation.

The Company s origin dates back to 1970 when Wilson Greatbatch, the co-inventor of the implantable cardiac pacemaker, founded the Company s wholly owned subsidiary, Greatbatch Ltd. The Greatbatch brand became synonymous with lithium battery technology for implantable medical devices. In 1979, Greatbatch Ltd. began providing technologies beyond the medical space. The Company s Electrochem brand develops and manufactures high performance batteries and battery packs for high-end niche applications in energy, military and environmental markets.

The Company was incorporated in 1997 in connection with a management-led buyout of Greatbatch Ltd. Since then, the Company has established itself as a leading developer and manufacturer of more than batteries. In addition to developing a full range of core components used in implantable medical devices for the cardiac and neuromodulation markets, the Company entered the orthopedic, vascular and portable medical markets. Most recently, the Company demonstrated its ability to design and develop integrated active implantable medical devices with the Algovita® Spinal Cord Stimulation (SCS) system, which received U.S. Food and Drug Administration approval in 2015 and is among the assets held by Nuve4ctra Corporation after the completion of the spin-off of Nuvectra in March 2016.

Following the October 2015 acquisition of Lake Region Medical which transformed the Company into one of the largest medical device outsource (MDO) manufacturers in the world the Board concluded that the Greatbatch name is more closely associated with Mr. Greatbatch s innovations related to battery technology than it is to the broader range of capabilities and applications provided by the Company today.

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In light of the Company s substantially more comprehensive product and service portfolio, the Board believes that the name Integer Holdings Corporation better represents the Company s current offerings.

The word *integer* represents the transformation of the Company, which now comprises the expertise and innovation of its legacy brands to deliver holistic, high-quality and value-driven solutions. From design and development services to commercialization support, the Company offers end-to-end capabilities that provide customers with a distinct advantage as they bring their products to market.

In addition to providing a distinctive name in the technology marketplace, the Integer name recognizes the critical pieces from employees to technologies that have been combined to form a complete offering. Rather than defining the Company by its legacy, Integer positions the Company to move forward as one entity, focused on defining what is possible, creating new opportunities, and providing continuous, meaningful innovation that delivers value for customers and stockholders.

Changing the corporate name in the manner proposed will not change the Company s corporate structure. If the proposal to is approved and the name change becomes effective, the Company s common stock will continue to be listed on the NYSE but we will expect the common stock to be traded under a new ticker symbol ITGR, which has already been reserved, at the time the Company effects the name change.

If the name change becomes effective, the rights of stockholders holding certificated shares under currently outstanding stock certificates and the number of shares represented by those certificates will remain unchanged. The name will not affect the validity or transferability of any currently outstanding stock certificates nor will it be necessary for stockholders with certificated shares to surrender any stock certificates they currently hold as a result of the name change.

If approved by our stockholders, the proposed name change will become effective upon the filing of an amendment to our Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware. Upon approval of this proposal and the filing of the amendment with the Secretary of State of the State of Delaware, our Board will amend our bylaws to replace any references to Greatbatch, Inc. with Integer Holdings Corporation. If the name change is not approved, the proposed amendment to our Amended and Restated Certificate of Incorporation will not be made and the name of the Company and our ticker symbol for trading our common stock on the NYSE will remain unchanged.

The Board has reserved the right, in the exercise of its discretion, to withdraw this proposal from consideration by stockholders prior to the holding of the Annual Meeting. Furthermore, the Board has also reserved the right, in the exercise of its discretion, to abandon such proposed amendment without further action by the stockholders at any time prior to the effectiveness of the filing of the amendment with the Secretary of State of the State of Delaware, notwithstanding approval of the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS

A VOTE FOR THE AMENDMENT TO CERTIFICATE OF INCORPORATION

TO CHANGE THE COMPANY S NAME TO INTEGER HOLDINGS CORPORATION

PROPOSAL 4 Ratification of the Appointment of Independent Registered Public Accounting Firm

On the recommendation of the Audit Committee, Deloitte & Touche has been appointed by the Board as the Company s independent registered public accounting firm for fiscal year 2016, a capacity in which it has served since 2000. Although stockholder approval is not required, the Company has determined that it is desirable to request that the stockholders ratify the appointment of Deloitte & Touche as the Company s independent registered public accounting firm for fiscal year 2016. In the event the stockholders fail to ratify the appointment, the Board will reconsider this appointment and make such a determination as it believes to be in the Company s best interests. Even if the appointment is ratified, the Board, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Board determines that such a change would be in the Company s best interests. Representatives of Deloitte & Touche are expected to be present at the Annual Meeting. The representatives may, if they wish, make a statement and, it is expected, will be available to respond to appropriate questions.

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The following table sets forth the aggregate fees billed by Deloitte & Touche for services provided to the Company during fiscal years 2015 and 2014:

	2015	2014
Audit Fees[(1)]	$ 2,527,000	$ 1,333,000
Audit-Related Fees[(2)]	1,830,000	30,000
Total Audit and Audit-Related Fees	4,357,000	1,363,000
Tax Fees[(3)]	76,000	426,251
All Other Fees[(4)]	2,000	
Total Fees	$ 4,435,000	$ 1,789,251

(1) Represent fees billed by Deloitte & Touche for services rendered for the audit of the Company s annual consolidated financial statements and for review of the Company s quarterly condensed consolidated financial statements. 2015 audit fees include amounts billed in connection with the audit of Lake Region Medical subsequent to its acquisition by the Company in October 2015.

(2) Represents fees billed by Deloitte & Touche for services rendered related to the performance of their audit but are not included in (1) above. 2015 audit-related fees include amounts billed in connection with the audit of Nuvectra Corporation standalone financial statements in connection with its spin-off from the Company.

(3) Represents fees billed by Deloitte & Touche for tax compliance, planning and consulting services.

(4) Represents a licensing fee billed by Deloitte & Touche for accounting research software.

Audit Committee Pre-Approval Policy on Audit and Non-Audit Services. As described in the Audit Committee charter, the Audit Committee must review and pre-approve both audit and non-audit services to be provided by the Company s independent registered public accounting firm (other than with respect to *de minimis* exceptions permitted by Regulation S-X, Rule 2-01(c)(7)(i)(C)). This duty may be delegated to one or more designated members of the Audit Committee with any such pre-approval reported to the Audit Committee at its next regularly scheduled meeting. None of the services described above were performed by Deloitte & Touche under the *de minimis* exception rule.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR

RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2016

PROPOSAL 5 Advisory Vote on Compensation of the Named Executive Officers

As required pursuant to Section 14A of the Exchange Act, the Company seeks your advisory vote on a resolution to approve the compensation of our named executive officers as disclosed in this proxy statement. Our named executive officers are the Chief Executive Officer, the Chief Financial Officer, the next three highest paid executive officers, and the former Executive Vice President & Chief Technology Officer (Named Executive Officers). Although your vote is advisory and will not be binding on the Board or the Company, the Board will review the voting results and take them into consideration when making future decisions regarding executive compensation. Unless the Board modifies its policy on the frequency of future advisory votes, the next advisory vote on the compensation of our Named Executive Officers will be held at the 2017 Annual Meeting of Stockholders.

The Company s executive compensation programs have played a material role in our ability to drive strong financial results and attract and retain a highly experienced, successful management team. We believe that our executive compensation programs are structured to support the Company s business objectives. We closely monitor the compensation programs and pay levels of executives from companies of similar size and complexity to ensure that our compensation programs are within the norm of a range of market practices. As discussed below in the Compensation Discussion and Analysis (CD&A) section, the Company s compensation for its Named Executive Officers includes the following elements:

Long-term equity compensation with multi-year performance based vesting. The most significant element of the Named Executive Officers equity compensation opportunity is performance based awards under the LTI Program for which vesting depends on the Company s total stockholder return relative to its peer group over a three-year period.

Total cash compensation tied to performance. A significant portion of the cash compensation opportunity for the Named Executive Officers is based on the Company s performance. As such, the cash compensation for the Named Executive Officers has fluctuated from year to year, reflecting the Company s financial results.

The text of the resolution in respect of Proposal 5 is as follows:

Resolved, that the stockholders approve, on a non-binding basis, the compensation of the Company s Named Executive Officers as disclosed in this Proxy Statement.

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THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS

PRINCIPAL BENEFICIAL OWNERS OF SHARES

The following table sets forth certain information with respect to all persons known to the Company to be the beneficial owner of more than 5% of its outstanding common stock as of March 15, 2016.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class
Accellent Holdings LLC[(1)] c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street New York, NY 10019	2,946,709	9.57%
BlackRock, Inc.[(2)] 55 East 52nd Street New York, NY 10022	2,371,172	7.70%
The Vanguard Group, Inc.[(3)] 100 Vanguard Boulevard Malvern, PA 19355	2,156,764	7.00%
Dimensional Fund Advisors LP[(4)] Building One 6300 Bee Cave Road Austin, TX 78746	2,042,683	6.64%

(1) Accellent Holdings LLC filed a Schedule 13G on October 29, 2015 reporting that it holds the shares and that each of KKR Millennium Fund L.P. (as the managing member of Accellent Holdings LLC), KKR Associates Millennium L.P. (as the general partner of KKR Millennium Fund L.P.), KKR Millennium GP LLC (as the general partner of KKR Associates Millennium L.P.), KKR Fund Holdings L.P. (as the designated member of KKR Millennium GP LLC), KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.), KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited), KKR Group Limited (as the sole general partner of KKR Group Holdings L.P.), KKR & Co. L.P. (as the sole shareholder of KKR Group Limited), KKR

Management LLC (as the sole general partner of KKR & Co. L.P.), and Henry R. Kravis and George R. Roberts may be deemed to share voting and dispositive power with respect to the shares of common stock held by Accellent Holdings LLC, but each disclaims beneficial ownership of such shares.

(2) BlackRock, Inc. filed a Schedule 13G/A on January 26, 2016. The beneficial ownership information presented is based solely on the Schedule 13G/A. The reported securities are owned by BlackRock, Inc. and its affiliated companies listed in the Schedule 13G/A. BlackRock, Inc. reports sole investment power with respect to the reported shares and sole voting power with respect to 2,312,614 of the reported shares.

(3) The Vanguard Group, Inc. filed a Schedule 13G/A on February 10, 2016. The beneficial ownership information presented is based solely on the Schedule 13G/A. The reported securities are owned by The Vanguard Group, Inc., Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd. Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd. are wholly owned subsidiaries of The Vanguard Group, Inc. and serve as an investment manager of collective trust accounts and Australian investment offerings, respectively. The Vanguard Group, Inc. reports sole investment power with respect to 2,123,731 of the reported shares, shared investment power with respect to 33,043 of the reported shares, sole voting power with respect to 32,443 of the reported shares, and shared voting power with respect to 2,200 of the reported shares.

(4) Dimensional Fund Advisors LP (Dimensional) filed a Schedule 13G/A on February 9, 2016. The beneficial ownership information presented and information contained in this footnote is based solely on the Schedule 13G/A. Dimensional, an investment advisor registered under Section 203 of the Investment Advisers Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager or sub-advisor to certain other commingled funds, group trusts and separate accounts (the Dimensional Funds). In its role as investment advisor, sub-advisor or manager, Dimensional may possess investment and/or voting power over the securities of the Company that are owned by the Dimensional Funds, and may be deemed to be the beneficial owner of the shares of the common stock of the Company held by the Dimensional Funds. However, Dimensional reports that all such common stock is owned by the Dimensional Funds and disclaims beneficial ownership of such common stock.

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STOCK OWNERSHIP BY DIRECTORS AND EXECUTIVE OFFICERS

The beneficial ownership of Common Stock by each of the directors, each of the Named Executive Officers, and by all directors and executive officers as a group is set forth in the following table as of March 15, 2016, together with the percentage of total shares outstanding represented by such ownership. For purposes of this table, beneficial ownership has been determined in accordance with the provisions of Rule 13d-3 under the Exchange Act, under which, in general, a person is deemed to be the beneficial owner of a security if that person has or shares the power to vote or to direct the voting of the security or the power to dispose or to direct the disposition of the security, or if he or she has the right to acquire the beneficial ownership of the security within 60 days.

Name of Beneficial Owner	Number of Shares	Percent of Class
Pamela G. Bailey	90,288(1)	*
Joseph W. Dziedzic	28,197(1)	*
Jean Hobby	7,939(1)	*
Thomas J. Hook	744,319(1)(2)	2.4%
M. Craig Maxwell	7,939(1)	*
Filippo Passerini	7,939(1)	*
Bill R. Sanford	138,021(1)	*
Peter H. Soderberg	87,473(1)	*
William B. Summers, Jr.	95,300(1)	*
Michael Dinkins	146,840(1)(2)	*
Mauricio Arellano	82,848(1)	*
Andrew P. Holman	28,013(1)(2)	*
Timothy G. McEvoy	61,447(1)(2)	*
George M. Cintra	32,428(1)(2)	*
All directors and executive officers as a group (19 persons)	1,657,276(1)(2)	5.2%

(1) Includes the following shares subject to options granted under the Company s stock incentive plans, all of which are currently exercisable or exercisable within 60 days after March 15, 2016: Ms. Bailey 57,085 shares; Mr. Dziedzic 20,570 shares; Ms. Hobby 5,221 shares; Mr. Hook 498,405 shares; Mr. Maxwell 5,221 shares; Mr. Passerini 5,221 shares; Mr. Sanford 83,499 shares; Mr. Soderberg 57,085 shares; Mr. Summers 57,085 shares; Mr. Dinkins 106,571 shares; Mr. Arellano 40,635 shares; Mr. Holman 19,186 shares; Mr. McEvoy 30,438 shares; Mr. Cintra 21,254 shares; and all directors and executive officers as a group 1,080,370 shares. Also includes shares of restricted stock as of March 15, 2016 as follows: Ms. Bailey 1,408 shares; Mr. Dziedzic 1,408 shares; Ms. Hobby 1,408 shares; Mr. Maxwell 1,408 shares; Mr. Passerini 1,408 shares; Mr. Sanford 2,058 shares; Mr. Soderberg 1,408 shares; and Mr. Summers - 1,408 shares.

(2) Includes the following shares through participation in the Company s 401(k) Plan: Mr. Hook 3,682 shares; Mr. Dinkins 643 shares; Mr. Holman 546 shares; Mr. McEvoy 2,108 shares; and Mr. Cintra 906 shares. Such individuals retain voting and investment power over their respective shares in the 401(k) Plan.

* Less than 1%

Section 16(a) Beneficial Ownership Reporting Compliance. Under Section 16(a) of the Exchange Act, the Company s directors and executive officers are required to report their beneficial ownership of the common stock and any changes in that beneficial ownership to the SEC and the NYSE. The Company believes that these filing requirements were satisfied during fiscal year 2015, except that Thomas J. Mazza, the Company s principal accounting officer, was late in filing one report reporting the acquisition of restricted stock units. In making the foregoing statement, the Company has relied on copies of the reporting forms received by it or on the written representations from the persons required to report.

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COMPENSATION DISCUSSION AND ANALYSIS

Objectives of Executive Compensation Programs and 2015 Performance

Financial results in 2015 were mixed, as we were not able to materially advance our financial objective of driving mid-single digit top line revenue and double digit bottom line operating profit growth in our core business. Our organic core revenues decreased from $688 million in 2014 to $661.8 million, Adjusted Operating Income of $91 million in 2015 was unchanged from 2014 Adjusted Operating Income, and Adjusted Earnings Per Share rose 1%, from $2.86 in 2014 to $2.90. See Strategic and Financial Overview in Part II, Item 7 of our 2015 Form 10-K for a reconciliation of these adjusted amounts to those calculated in accordance with generally accepted accounting principles (GAAP). Total stockholder return of 6.5% for fiscal year 2015, measured as the increase in our stock price, was comparable to total stockholder return for our peer group, which was 6.6%.

The Compensation and Organization Committee of the Board, referred to as the Compensation Committee in this CD&A, designs and oversees the Company s executive compensation programs to emphasize and reward the execution of our business strategy, the achievement of corporate financial objectives, and the creation of stockholder value. Our executive compensation programs and practices have remained consistent over the past several years, and we believe our programs are aligned with the interests of our stockholders and have significantly contributed to the achievement of our business strategy.

To ensure our compensation programs are aligned with the long-term interest of our stockholders, we have adopted several governance policies that we expect our executive officers to comply with, including meaningful stock ownership guidelines, a pledging and hedging policy and a recapture or clawback policy that provides for the recoupment of any performance-based payouts made based on financial results that are not in compliance with any financial reporting requirement that requires restatement of the Company s financial statements.

At our 2015 Annual Meeting, our stockholders had the opportunity to vote on the compensation paid to our named executive officers. The results of this advisory say-on-pay vote were overwhelmingly supportive, with almost 97% of votes cast voting in favor. Our 2016 executive compensation programs and plan design will remain substantially similar to our 2015 executive compensation programs.

In order to better meet our compensation philosophy and objectives, following the acquisition of Lake Region Medical in late October, 2015 we embarked on a project to develop a new global compensation framework. The goal of this project was to ensure that our compensation programs allow for flexibility for future growth, eliminate cross functional boundaries, increase an associate s line of sight, and integrate and optimize the various compensation programs within our Company that resulted from our acquisition. As a result of this initiative, for 2016, our Named Executive Officers will be compensated under our new short term incentive plan (STIC Plan). All expected changes to the compensation of the Named Executive Officers as a result of the STIC Plan are highlighted throughout this CD&A section.

Compensation Philosophy

Our compensation philosophy is to provide a competitive compensation package that will attract, retain and motivate our executives to drive the Company s success through high performance and innovation, to link our executives compensation to short- and long-term performance of the Company and to align our executives compensation with the interests of our stockholders. The compensation programs for our Named Executive Officers are designed to be consistent with our compensation philosophy.

We have designed our compensation programs to include:

- Base Salary
- Annual Performance-Based Cash Incentives
- Long-Term Incentives Including Stock Options and Performance Shares
- Retirement and Change in Control Agreements
- Other Limited Executive Perquisites

We expect the total compensation levels of our Named Executive Officers to be approximately between the 50th and 75th percentiles of the total compensation levels for comparable positions within our peer group if the Company achieves above market performance. This allows us to attract and retain executives who have the appropriate skill set to develop and execute our strategic plans and attain both our short- and long-term financial and strategic objectives. We believe that this approach properly incentivizes our executive officers and provides value to our stockholders through the above market financial performance of the Company. The executive compensation programs for our Named Executive Officers have been designed to allow for flexibility to respond to the evolving business environment, address individual performance and consider internal and external pay equity.

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The following graphs depict the mix of cash versus equity compensation as a percentage of total direct compensation awarded to our Named Executive Officers during 2015, assuming target performance levels for cash incentives and maximum performance levels for equity incentives are achieved:

The following graphs depict the mix of fixed (base salary) versus variable (at risk, all incentive compensation) based compensation as a percentage of total direct compensation awarded to our Named Executive Officers during 2015, assuming target performance levels for cash incentives and maximum performance levels for equity incentives are achieved:

Compensation Committee Practices and Procedures

The Compensation Committee has responsibility for the Company s compensation practices with appropriate approval and general oversight from the Board. This responsibility includes the determination of compensation levels and awards provided to the Named Executive Officers. The Compensation Committee has directly engaged Ernst & Young LLP as an independent compensation consulting firm to review the Company s executive compensation programs and provide guidance on compensation matters and recommendations made by management and also performed a market study related to non-employee director compensation. In 2015, Ernst & Young advised the Compensation Committee on the Company s executive compensation programs. A representative of Ernst & Young was present in person or by telephone for all meetings held by the Compensation Committee during 2015.

In accordance with NYSE rules regarding the independence of compensation consultants, the Compensation Committee has considered the other services Ernst & Young provides to the Company, the amount of fees paid to Ernst & Young by the Company, Ernst & Young s policies and procedures designed to prevent conflicts of interest, any business or personal relationship Ernst & Young may have with any member of the Compensation Committee, any stock of the Company owned by Ernst & Young, and any business or personal relationship Ernst & Young has with any of the Named Executive Officers. Following that review, the Compensation Committee concluded that Ernst & Young s work for the Compensation Committee does not raise a conflict of interest.

The Compensation Committee is also responsible for evaluating the performance of Mr. Hook, our President & Chief Executive Officer. Performance reviews of Mr. Hook are based on his individual performance as well as on the Company s performance during a given year. The Compensation Committee provides a recommendation for the performance review and any compensation adjustments to the Board for approval. For the other Named Executive Officers, the Compensation Committee considers input and recommendations from Mr. Hook regarding performance, base salary adjustments and annual and long-term incentive programs and award amounts. The Compensation Committee determines the final compensation for those executive officers. Grants of equity-based compensation are approved by the Compensation Committee in accordance with long-term incentive programs established by the Compensation Committee with the assistance of Ernst & Young. Although not required by our long-term incentive plans, the Board has provided final approval on the equity-based compensation awards for our senior level executives.

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During 2015, Kristin Trecker, Executive Vice President, Chief Human Resources Officer, and Timothy G. McEvoy, Senior Vice President, General Counsel & Secretary, attended meetings of the Compensation Committee to provide counsel and assistance to the Compensation Committee as needed. These executives were not present during executive sessions of the Compensation Committee or when items pertaining to their individual compensation were discussed.

Competitive Market Review

The Compensation Committee compares Company performance and compensation programs against a peer group of companies. The companies selected to be in our peer group (i) have relevant overlap with our industry, customers and products, (ii) are similar in size, and (iii) have key metrics consistent with our growth strategy. The key metrics considered in evaluating companies for our peer group are revenue size and growth rate, return on equity, net income, earnings per share growth, average gross margins and enterprise value. The Compensation Committee also took into consideration companies identified as peers of our peers, peers by our analysts and peers by governance rating firms. The Compensation Committee typically reevaluates the peer group every two to three years or sooner if acquisitions warrant or events occur such that the companies in the peer group are no longer comparable to our Company. The companies comprising our 2015 compensation peer group are as follows:

Analogic Corporation	Merit Medical Systems, Inc.
CONMED Corporation	NuVasive, Inc.
CTS Corporation	Orthofix International
Haemonetics Corporation	Thoratec Corporation
Integra LifeSciences Holdings Corporation	West Pharmaceutical Services, Inc.
KEMET Corporation	Wright Medical Group, Inc.
Masimo Corporation	

The Compensation Committee believes this is an appropriate size for a peer group in order to obtain a representative sample of our competitive market.

As a result of the Company s acquisition of Lake Region Medical in October 2015, the Compensation Committee reviewed and updated our peer group to better reflect the changed profile of the Company. CTS Corporation, KEMET Corporation, Orthofix International, Thoratec Corporation and Wright Medical Group Inc. were removed from the peer group because they were no longer within the range of 50 percent to 200 percent of Company revenue size, and nine other companies were added that both fit within that range and were representative of the markets in which we compete. We believe that this is an appropriate size for a peer group in order to obtain a representative sample of our market, yet to keep the size of the peer group at a manageable level for analysis purposes. We believe the companies in our peer group (i) have relevant overlap with our industry, customers and products, (ii) are similar in size, and (iii) have key metrics that are consistent with our growth strategy. The key metrics considered included revenue size and growth rate, return on equity, net income, earnings per share growth, average gross margins and enterprise value. Additionally, the Compensation Committee took into consideration companies identified as peers of our peers, peers by our analysts and certain governance rating agencies. The companies comprising our current compensation peer group are as follows:

Analogic Corporation	Masimo Corporation
Alere Inc.*	Merit Medical Systems, Inc.

Benchmark Electronics, Inc.*	NuVasive, Inc.
Cantel Medical Corp.*	Plexus Corp.*
CONMED Corporation	ResMed Inc.*
Haemonetics Corporation	STERIS Corporation*
Halyard Health, Inc.*	Teleflex Incorporated*
Hill-Rom Holdings, Inc.*	West Pharmaceutical Services, Inc.
Integra LifeSciences Holdings Corporation	

* New for 2016

Base Salary

We provide our senior level executives with a fixed level of cash compensation in the form of base salary that is consistent with their skill level, experience, knowledge, length of service with our Company and the level of responsibility and complexity of their position. The Compensation Committee does not use a specific formula when setting base salary for our Named Executive Officers, but our general practice is to be within 90% to 110% of the competitive market median. In addition to the factors listed above, actual base salaries may differ from the competitive market median target as a result of various other factors including relative depth of experience, prior individual performance and expected future contributions, internal pay equity considerations within our Company and the degree of difficulty in replacing the individual. Any such differences are approved by the Compensation Committee and in the case of Mr. Hook, by the Board.

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The base salaries of our Named Executive Officers are reviewed by the Compensation Committee on an annual basis, as well as at the time of promotion or significant changes in responsibility. We expect the base salaries of our Named Executive Officers to generally increase in-line with any increases to the competitive median market rates. However, base salary increases are also reviewed on an individual basis and adjusted accordingly for performance.

In setting base salaries for our Named Executive Officers for 2015, the Compensation Committee reviewed and used a 2012 Ernst and Young market study related to the compensation of the Named Executive Officers, trending the data to 2014, and supplemented it with the 2014 Towers Watson Executive Compensation survey and 2013 proxy data from our peer group. The 2015 base salaries for our Named Executive Officers were compared to this data, and were adjusted for factors such as prior individual experience and performance and expected future contributions, performance of our Company, internal equity considerations within our Company and the degree of difficulty in replacing the executive.

The base salaries for our Named Executive Officers were as follows:

	2013 Base Salary	2014 Base Salary	2015 Base Salary	2016 Base Salary
Thomas J. Hook	$ 700,000	$ 700,000	$ 721,000	$ 800,000
Michael Dinkins	366,120	375,273	384,655	415,000
Mauricio Arellano	328,250	339,082	350,045	375,000
Andrew P. Holman	280,000	288,400	315,000	315,000(1)
Timothy McEvoy	242,925	250,213	280,000	300,000
George M. Cintra	205,000	230,000	250,000	N/A(2)

(1) Mr. Holman served as President, Corporate Development until April 8, 2016.
(2) Mr. Cintra served as Executive Vice President & Chief Technology Officer until October 28, 2015.

In December 2015, base salaries for the Named Executive Officers were increased to reflect a competitive market increase for companies with similar size and profile as a result of the Company s acquisition of Lake Region Medical based on a study conducted by Ernst & Young utilizing the 2016 peer group.

Annual Performance-Based Cash Incentives

None of our Named Executive Officers received cash incentive payments under our Greatbatch Growth Bonus Plan (G^{2}B Plan) for 2015. The objective of the G^{2}B Plan is to provide a target level of performance-based annual cash compensation at the competitive market median, with the opportunity for above median compensation if stretch performance is achieved. Achievement at the 100% target level is deemed to be a realistic but challenging goal and any amount greater than the target is considered a stretch goal. A portion of our Named Executive Officers annual cash incentive payment is made in the form of shares of Common Stock contributed to their accounts under our 401(k) Plan. See further discussion regarding retirement benefits in the Retirement section.

The Compensation Committee sets the performance metrics for the G^{2}B Plan generally at its first meeting each year based upon prior year performance, the Company s plan for the current year, and the Board s desire for continuous and meaningful performance improvement. The annual cash incentive plan awards for our Named Executive Officers are set based upon Company-wide performance metrics. Payment of annual incentive plan awards are based upon the achievement of these performance metrics and can vary significantly from year to year.

Overall funding of our G^2B Plan is based upon Company-wide performance measures as recommended by the Compensation Committee and is generally approved by the Board at its first meeting each year. For 2015, the G^2B Plan funding percentage was based upon two financial metrics, total revenue (25%) and adjusted operating income (75%). In addition, if the adjusted operating income threshold is not achieved, no portion of the G^2B Plan is funded. Once the adjusted operating income metric is achieved the plan funding begins at 50%. Therefore the threshold adjusted operating income metric must be achieved inclusive of the 50% accrual. In 2015 this threshold was not reached. The Compensation Committee believes that these performance metrics are appropriate as they are relevant key metrics that drive stockholder value. %. In 2015 this threshold was not reached, assuming the 50% accrual. The Compensation Committee believes that these performance metrics are appropriate as they are relevant key metrics that drive stockholder value.

Funding of the G^2B Plan is calculated in accordance with the following scale:

Achievement of Performance Measure	**Funding %**
Less than Threshold	0%
Threshold - 100%	50% - 100%
100% - Maximum	100% - 195%

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The Compensation Committee believes that the calculation of funding and performance metrics are aligned with the Company s strategic objective of growing revenue and profitability. The weighting between revenue and adjusted operating income puts more emphasis on profitability and is believed to be more directly aligned with the interest of stockholders.

The 2015 G^2B Plan individual achievement percentages were determined as follows:

	Revenue (25%)		Adjusted OI (75%)	
Actual	$661.8M	0.0%	$91.2M	0.0%
Threshold	$688.0M	50.0%	$91.2M	50.0%
Target	$737.8M	100.0%	$99.0M	100.0%
Maximum	$757.0M	195.0%	$115.0M	195.0%
Weighted Average G^2B Funding			0.0%	

Adjusted operating income under the G^2B Plan differs from operating income under GAAP as a result of the exclusion of: (i) acquisition-related charges; (ii) facility consolidation, optimization, manufacturing transfer and system integration charges; (iii) asset write-down and disposition charges; (iv) severance charges in connection with corporate realignments or a reduction in force; (v) litigation charges and gains; (vi) unusual or infrequently occurring items; (vii) gain/loss on the sale of investments; and (viii) the income tax (benefit) related to these adjustments. The Compensation Committee approved the categories for adjustments at the beginning of the performance period, and all of the adjustments were reviewed and approved by the Compensation Committee at the end of the performance period. See Strategic and Financial Overview in Item 7, page 39 of our 2015 Form 10-K for a reconciliation of adjusted operating income to GAAP operating income.

Individual cash incentives are calculated by multiplying the funding percentage by the individual s target bonus percent.

Total Available Award (TAA) = (Base Salary x Individual Target Bonus %) x Plan Funding %

The individual target bonus percent for our Named Executive Officers was determined by the Compensation Committee in order to provide targeted total cash compensation at the median of our competitive market. The target payout as a percentage of base salary for our Named Executive Officers is as follows:

	2015	**2016**
President & CEO	90%	100%
CFO	75%	75%
Mauricio Arellano	75%	75%
Andrew P. Holman	75%	75%(1)
Timothy G. McEvoy	65%	65%
George M. Cintra	70%	N/A(2)

(1) Mr. Holman served as President, Corporate Development until April 8, 2016.
(2) Mr. Cintra served as Executive Vice President & Chief Technology Officer until October 28, 2015.

Illustrative Computation of 2015 cash incentive award for Thomas J. Hook:

Total Available Award =

(Base Salary ($700,000) x Individual Target Bonus % (90%)) x Incentive Plan Funding % (0.0%) = $0

Annual cash incentives for our Named Executive Officers pursuant to the G^2B Plan are awarded under the Company s Executive Short-Term Incentive Compensation Plan, which was approved by stockholders at our 2012 Annual Meeting in order to meet the requirements under Internal Revenue Code (IRC) §162(m). Under IRC §162(m), a limitation is placed on the tax deductibility of compensation to certain executives of a publicly-held corporation that exceeds $1,000,000 in any taxable year, unless the compensation meets certain requirements. Historically, our deductions for executive compensation have not been materially impacted by IRC §162(m). We do not believe that any of the changes to our short term cash incentive program that resulted from the adoption of the STIC Plan will impact the deductibility of those awards under IRC §162(m).

Long-Term Incentives

In addition to cash incentives, we also compensate our Named Executive Officers with long-term incentive awards (LTI) that are designed to align management s performance incentives with the interests of our stockholders. The LTI program includes time- and performance-based awards that are at the competitive market median of executive officers in comparable positions in our peer group. Our Named Executive Officers receive 25% of their LTI award in time-based stock options and 75% of their award in performance-based restricted stock units. The objective of the time-based award is to provide total direct compensation, when combined with the executive s base salary and G^2B Program award at target, at the bottom

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quartile of our competitive market. The objective of the performance-based award is to deliver total direct compensation at the 60th percentile of our competitive market if target level performance is achieved and deliver the 75th percentile if the maximum performance level is achieved. The metric for the performance-based awards is relative total stockholder return (TSR) versus our peer group.

The LTI award percentage granted each year is reviewed on an individual basis and can be adjusted based on individual performance and expected future contributions. The individual award opportunity under the LTI Program is expressed as a percentage of the Named Executive Officer s salary as follows:

	Maximum(1)			**2015(1)**		
	2014	**2015**	**2016**	**Threshold(1)**	**Target(2)**	**Maximum(3)**
President & CEO	430%	430%	430%	108%	269%	430%
CFO	260%	260%	260%	65%	163%	260%
Mauricio Arellano	260%	260%	260%	65%	163%	260%
Andrew P. Holman(4)	230%	230%	260%	65%	163%	260%
Timothy G. McEvoy	120%	120%	120%	30%	75%	120%
George M. Cintra(5)	120%	230%	N/A	N/A	N/A	N/A

(1) Includes the percentage related to time-based stock options and maximum performance award.
(2) Target represents TSR performance at the median of the peer group.
(3) Maximum represents TSR performance at or above the 75th percentile of the peer group.
(4) Mr. Holman served as President, Corporate Development until April 8, 2016.
(5) Mr. Cintra served as Executive Vice President & Chief Technology Officer until October 28, 2015.

The 2013 LTI program matured on January 1, 2016. The TSR achievement of 149.7% was in the 92nd percentile of our peer group and accordingly all performance awards vested at 100% of maximum on January 15, 2016.

The time based portion of the LTI Program awards was determined based upon the following formula:

Maximum Stock Option Award (MSOA) = (Base Salary x Individual Maximum Award %) x 25%

Non-Qualified Stock Option Grant = (MSOA) ÷ Grant Date Black-Scholes Value

We utilize the Black-Scholes option pricing model to estimate the fair value of stock options granted for financial statement reporting purposes as allowed under GAAP. See Note 11 of the Notes to the Consolidated Financial Statements contained in Item 8 of our 2015 Form 10-K for further explanation of the assumptions and methodology for determining the fair value of stock options granted.

The time-based portion of the LTI awards vest in three equal annual installments on the last day of each fiscal year, beginning in the year of grant. This portion of the LTI award is issued in the form of non-qualified stock options to provide a balance between the amount of stock options and full-value awards provided to our executive officers and to align their interests with those of stockholders.

The performance-based LTI awards, granted 100% in restricted stock units, are determined based upon the following formula:

Maximum Performance Award (MPA) = (Base Salary x Individual Maximum Award %) x 75%

Restricted Stock Unit Grant = MPA ÷ Grant Date Closing Stock Price

The performance metric for these awards is TSR relative to our peer group for a three-year performance period. In measuring TSR, the peer group is set at the award date and does not change unless a peer group company is acquired, in which case that company is removed entirely from the performance measurement period. Relative TSR was selected as the Compensation Committee believed it most closely aligns the interests of our executive officers with those of stockholders and, since this is a long-term measure, drives appropriate risk taking. LTI performance awards will vest at the end of the three-year performance period as follows:

TSR Performance Rank	**Vesting Amount**
25th Percentile	5.3% of MPA (Threshold Shares[(1)])
25th Percentile - 75th Percentile	Calculation between Threshold and Maximum Shares
75th Percentile and above	100% of MPA (Maximum Shares)

(1) Payment at threshold would generally result in compensation that was slightly above the 25th percentile of the peer group, thus aligning pay with performance.

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Illustrative Computation of 2015 LTI Program Award for Thomas J. Hook, calculated on his base salary at the time of the award:

Time Award (TA) = ($700,000 x 430%) x 25% = $752,500

Non-Qualified Stock Option Grant = ($752,500) ÷ $12.21 = 61,629 stock options

Maximum Performance Award (MPA) = ($700,000 x 430%) x 75% = $2,257,500

Restricted Stock Unit Grant = $2,257,500 ÷ $48.68 = 46,374 restricted stock units

Threshold Performance Award (TPA) = (($700,000 x 430%) x 75%) x 5.333% = $120,392

Restricted Stock Unit Grant = $120,392 ÷ $48.68 = 2,473 restricted stock units

In addition to the LTI Program, our executive officers may receive additional equity-based compensation at the date of hire, upon promotion, for special recognition or upon a significant change in responsibility. These awards are used as a recruiting and retention tool. These grants are typically made in the form of restricted stock units. In 2015, none of our Named Executive Officers received an additional equity grant.

Our long-term incentive compensation plans and awards are designed and administered by the Compensation Committee in collaboration with management and subject to general oversight by the Board. Historically, we have granted associates long-term incentive compensation in the form of non-qualified and incentive stock options, restricted stock and restricted stock units. Annual long-term awards are approved in December, and are effective on the first day of the new fiscal year. The Compensation Committee and Board typically meets at least five times per year based upon a schedule determined several months in advance. Accordingly, the proximity of any awards to earnings announcements or the release of material non-public information would be coincidental. All stock options are issued with strike prices that are equal to the value of our closing stock price on the grant date.

Upon the death or disability of an associate, all outstanding stock option awards immediately vest and all outstanding performance-based restricted stock units immediately vest at the target level applicable to such performance-based awards. All vested stock options expire at various times following the event, no later than one year, based upon the terms of the plan they were awarded from. In the event that an associate s employment is terminated by the Company without cause, a pro-rata portion of such associate s performance-based restricted stock units that were awarded more than one year before the date of termination will remain outstanding. These awards will continue to be eligible for vesting based on the Company s attainment of the performance goals applicable to such awards.

Upon retirement of an associate, all outstanding stock option awards immediately vest and a pro-rated portion of outstanding performance-based restricted stock units held by such associate continue to be eligible for vesting based on the Company s attainment of the performance goals applicable to such awards. See further discussion regarding retirement benefits in the Retirement section.

In the event of a change in control, as defined in the applicable award plan or agreement, unless determined otherwise by the Compensation Committee, all unvested stock option awards granted will immediately vest, but only the portion of unvested performance-based restricted stock units that would have vested under the original plan design will immediately vest. While our plans provide for single trigger vesting, our Change in Control agreements with our Named Executive Officers require both a Change in Control and termination of employment for our Named Executive Officers. See further discussion regarding change in control benefits in the Change in Control Agreements section.

Tax deductions for awards under our LTI plans may be limited in the future under IRC §162(m). The Compensation Committee considers the potential non-deductibility of stock incentive awards under IRC §162(m) when setting award levels. The Compensation Committee believes that our long-term incentive programs are properly designed to incentivize and retain senior management, which is in the best interest of stockholders even if IRC §162(m) limits are periodically exceeded and the tax deductions are limited.

Compensation Recoupment Policy

The Company has adopted a compensation recoupment, or clawback policy intended to be consistent with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act). This policy provides that, in the event we are required to restate our financial statements as a result of material noncompliance with financial reporting requirements under the securities laws, we will recover from our current and former executive officers any incentive-based compensation (including equity awards) that is (i) based on erroneous data, (ii) received during the three-year period preceding the date on which the Company becomes required to prepare an accounting restatement, and (iii) in excess of what would have been paid if calculated under the restatement.

In addition, the Dodd-Frank Act requires the SEC to issue regulations requiring issuers to seek recovery from executive officers in certain circumstances involving financial restatements. The SEC has issued proposed regulations implementing this portion of the Dodd-Frank Act. Once the SEC finalizes its regulations regarding the required form of a clawback policy under the Dodd-Frank Act, we expect to amend our clawback policy accordingly.

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Share Ownership

In order to align the interests of our executive officers with the interests of our stockholders and to promote our commitment to sound corporate governance, the Compensation Committee designed and the Board approved stock ownership guidelines under which our executive officers are required to hold a meaningful dollar value of Common Stock for the duration of their employment.

For purposes of measuring compliance with these guidelines, shares of Common Stock owned directly or indirectly by the executive officer or his or her immediate family members, as well as unvested time-based restricted stock and restricted stock units issued under our long-term equity compensation programs are considered shares owned. Shares underlying unexercised stock options and unvested performance-based restricted stock and restricted stock units do not count toward satisfying the guidelines. The Compensation Committee reviews stock ownership levels of our executive officers on an annual basis with the expectation of seeing meaningful progress toward the achievement of the guideline.

The following table provides the status of our Named Executive Officers, as of March 15, 2016, toward meeting the ownership guidelines, which are calculated as a multiple of base salary:

Named Executive Officers	Multiple of Base Salary	% of Ownership Guideline Achieved
Thomas J. Hook	5.0x	Achieved
Michael Dinkins	2.5x	Achieved
Mauricio Arellano	2.5x	Achieved
Andrew P. Holman(1)	N/A	15%
Timothy G. McEvoy	2.0x	Achieved
George M. Cintra(2)	N/A	N/A

(1) Mr. Holman served as President, Corporate Development until April 8, 2016.
(2) Mr. Cintra served as Executive Vice President & Chief Technology Officer until October 28, 2015.

The ownership guidelines also contain a holding period requirement for equity awards. Our executive officers are required to hold vested stock options, vested shares of restricted stock and shares issued on vesting of restricted stock units, net of shares sold or surrendered to pay applicable taxes, for one year following the vesting date.

Pledging and Hedging Policy

The Company considers it improper and inappropriate for any director, executive officer or associate to engage in short-term or speculative transactions involving our Common Stock. We therefore prohibit directors, executive officers and other associates from engaging in pledging, short sales or other short-position transactions in our Common Stock. We also strongly discourage directors, executive officers and other associates from engaging in certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, that allow a person to continue to own the covered securities but without the full risks and rewards of ownership. Any director or executive officer wishing to enter into such a hedging arrangement must first pre-clear the proposed transaction with the Company s Chief Financial Officer or General Counsel.

Retirement

All of our U.S. based associates are eligible to participate in our defined contribution 401(k) Plan. This plan provides for the deferral of associate compensation up to the maximum IRC limit and a discretionary Company match. This match is currently $0.35 per dollar of participant deferral, up to 6% of the base salary for each participant.

In addition to the discretionary Company match described above, U.S. based associates are eligible to receive an additional contribution to the 401(k) Plan under our G^2B Plan of up to 4% of their base salary if certain performance metrics are achieved, as described in the Annual Performance-Based Cash Incentives section above. The changes to our short term cash incentive program that resulted from the adoption of the STIC Plan are not expected to impact how this contribution is calculated.

Each year we perform standard year-end coverage, nondiscrimination and compliance testing on our 401(k) Plan to ensure compliance with applicable Internal Revenue Service rules and regulations. In the event the plan does not meet the nondiscrimination requirements, a prorated portion of the contributions made by highly compensated associates will be returned to the respective associate in order to ensure compliance. Participants immediately vest in their own contributions and earnings and in the Company s matching and stock contributions to the 401(k) Plan.

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We do not offer our U.S. based associates defined benefit pension or deferred compensation benefits as these plans are more expensive to administer in comparison to the programs that we do offer. When designing our retirement and other post-employment benefit programs we consider IRC §409A and continue to evaluate our programs in light of the guidance issued under that rule.

All associates who are at least 59 ½ years of age with a combination of age and length of service equal to at least 69 ½ years are eligible to receive the following benefits under our stock incentive plans on retirement:

- accelerated vesting of all outstanding time-based stock incentive awards;
- pro-rata continuation of all outstanding performance-based stock incentive awards, subject to the actual performance metrics achieved; and
- extension of the time eligible to exercise outstanding stock options.

Change in Control Agreements

We employ change in control agreements for a very limited number of key executives, including our Named Executive Officers, to retain our leadership in the event of a change in control and also to provide them with financial security in case of a loss of employment. These agreements only provide benefits to participants if there is both a change in control of the Company and termination of employment other than for cause. We believe that it is in the best interest of our Company and stockholders to have the dedication of our executive officers, without the distraction of personal uncertainties that can result on a change in control. We believe these agreements allow for a smooth transition in the event of a change in control without providing windfall benefits. We also believe that these benefits are competitive with those of comparable companies, including our peer group.

Our change in control agreements provide for continued employment with the same base salary, annual cash incentive and benefits for two years following a change in control. Our agreements only provide benefits if there is both a change in control of the Company and termination of employment other than for cause. If the executive is terminated after the change in control, other than for death, disability or cause, or the executive terminates employment for good reason, then the executive will be entitled to certain benefits to be paid in a lump sum in cash. The most significant components of those benefits are as follows:

- two times annual base salary;
- two times the greater of (i) average cash bonus for the three year period prior to the date of termination or (ii) current year annual cash incentive award at the target level;
- two times the Company s total contributions to the 401(k) Plan or any other similar plans in effect at the time, for the year preceding the termination;

$25,000 for outplacement services;

24 months coverage under the Company s medical and other benefit plans (i.e. education assistance, financial planning);

immediate vesting of all time-based equity awards, vesting of performance-based awards based on actual performance through the change in control, except as otherwise provided in the applicable award agreement; and

reimbursement of relocation expenses following the change in control if the Company had relocated the associate at the Company s request within twelve months prior to the change in control and the associate returns to the original place of his or her residence.

Our change in control agreements entered into prior to 2011 provide that the Company will make the executive whole for any golden parachute excise tax imposed on a change in control payment, unless the payments are less than 110% of the safe harbor amount. An executive is not entitled to this gross-up if the present value of payments does not exceed 110% of the safe harbor threshold. Instead, the payment due to the executive would be reduced to the safe harbor threshold. This form of change in control agreement is applicable to Mr. Hook, Mr. Arellano and Mr. McEvoy.

During 2011, the Compensation Committee amended the form of change in control agreement, which is provided to prospective executives joining the Company after 2011, to eliminate the gross-up language found in the existing agreements with a best after-tax provision (i.e., the executive s payment will be scaled back to the golden parachute safe harbor if the executive is better off on an after-tax basis) and to include a 24 month post-employment non-compete covenant. This new form of change in control agreement is applicable to Mr. Dinkins, Mr. Cintra and Mr. Holman.

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Based upon the hypothetical termination date of January 1, 2016, the change in control termination benefits for our Named Executive Officers would be as follows:

	Salary & Bonus	Acceleration of Stock-Based Awards[(1,3)]	Continuance of Benefits[(2)]	Outplacement Services	Tax Gross-Up (Modified Cut-Back)	Total(4)
Thomas J. Hook	$ 3,200,000	$ 7,024,441	$ 297,977	$ 25,000	$	$ 10,547,418
Michael Dinkins	1,452,500	2,605,816	43,831	25,000		4,127,147
Mauricio Arellano	1,312,500	2,337,575	170,379	25,000		3,845,454
Andrew P. Holman	990,000	805,155	222,045	25,000		2,042,200
Timothy G. McEvoy	1,102,500	973,577	47,271	25,000		2,148,348
George Cintra	850,000	641,183	48,677	25,000	(296,395)	1,268,465

(1) Based upon our closing stock price of $52.50 per share as of January 1, 2016 (the last day of our 2015 fiscal year).

(2) Messrs. Dinkins and Holman both exceeded their respective Code Section 280G safe harbor thresholds. Per the best after-tax language contained in each executive s change of control agreement, the hypothetical amounts payable to Messrs. Dinkins and Holman upon a change of control will not be reduced to fall below the Code Section 280G safe harbor threshold. Accordingly, the Company will lose a compensation deduction in the amount of $3,060,970 for Mr. Dinkins and $1,602,025 for Mr. Holman.

(3) The calculations assume all performance based awards vest on the last day of the performance period. All or some portion of the value of such performance based awards may actually be earned based on actual performance.

The calculations above do not take into consideration the value of the non-compete and non-solicitation provisions which are valuable to the Company.

Perquisites

In addition to the elements of compensation discussed above, we also provide senior level executives with various other benefits as follows:

Education Reimbursement

Executive Life Insurance

Long-Term Disability

Executive Financial Planning

Executive Physicals

Executive Relocation

We provide these benefits in order to remain competitive with the market and believe that these benefits help us to attract and retain high caliber executives. These benefits also reduce the amount of time and attention that our executive officers must spend on personal matters and allow them to dedicate more time to our Company. We believe that these benefits are reasonable in nature, are not excessive and are in the best interest of our Company and its stockholders.

Education Reimbursement

All associates and dependents of certain associates are eligible to participate in our Education Reimbursement Program. This program is provided to support our innovation and commitment to continuous improvement. We believe that education will support the development of our associates for new positions and enhance their contributions to the achievement of our strategic goals.

Under our Education Reimbursement Program, we reimburse the cost of tuition, textbooks and laboratory fees for all of our associates and dependents of associates employed as of December 14, 2011. All full-time associates are eligible for 100% reimbursement upon the successful completion of job related courses or degree programs. The dependent children benefit for those associates employed as of December 14, 2011 relates to post-secondary education and vests 10% each year of employment until the associates reaches 100%. For associates hired after January 1, 2003, the maximum amount of dependent children reimbursable tuition is based on the cost of tuition at the recognized local state university. For associates hired prior to January 1, 2003 and for all of the Named Executive Officers, there is no maximum limit for dependent children reimbursement.

This dependent tuition reimbursement program was frozen on December 14, 2011 and is now limited to those U.S. associates who were employed by the Company as of that date. Minimum academic achievement is required in order to receive reimbursement under all Education Reimbursement Programs. In fiscal year 2015, Mr. Hook, Mr. Cintra and Mr. McEvoy received benefits under this program. Under the terms of his employment agreement, Mr. Hook s annual reimbursement is limited to 10% of his base salary.

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Executive Life Insurance

Our executive officers receive term life insurance paid by the Company of $5 million for the President and Chief Executive Officer and $1 million for all other executive officers. Additionally, the Company reimburses those executive officers for any additional tax burden resulting from this benefit.

Long-Term Disability

Our executive officers receive long-term disability insurance paid by the Company equal to 60% of salary plus an average of the last two years annual cash incentive award, with no cap. Additionally, the Company reimburses the executive officers for any additional tax burden resulting from this benefit.

Executive Financial Planning

All executive officers, except the CEO, are eligible for reimbursement of financial planning services. Reimbursement is approved for dollar amounts up to $5,000 in the first year of the program and up to $2,500 in all other years. Qualified expenses include income tax preparation, estate planning and investment planning, among others.

Executive Physicals

We provide our executive officers with annual physicals. We cover 100% of the cost of this program. This program was developed to promote the physical wellbeing and health of our executive officers.

Executive Relocation

Reimbursement for relocation expenses for our executive officers is made in accordance with our Executive Relocation Program. This program allows our executive officers to remain as productive as possible during the relocation transition. We provide a miscellaneous allowance equal to two month s base salary (not to exceed $30,000) and up to three house hunting trips. Additionally, we will pay for temporary lodging and unavoidable storage for up to 90 days, and we will pay for duplicate housing expense for up to 180 days if the current home has been listed for 30 days and a new home has been purchased. We also offer Loss on Sale Protection under which we will reimburse up to $100,000 on the loss on sale of the current residence. All reimbursed amounts are to be repaid if the executive officer voluntarily terminates his or her employment within 24 months of relocation. No Named Executive Officer received benefits under this program in 2015.

Other Benefits. Our executive officers also participate in other benefit plans that we fully or partially subsidize. Their participation is on the same terms as other associates of the Company. Some of these benefits include medical, dental and vision insurance, wellness incentives and paid time off.

Employment Agreement

In general, we do not offer our associates employment agreements. None of our Named Executive Officers other than Mr. Hook was covered by an employment agreement in fiscal year 2015. On August 5, 2013, the Company entered into a new employment agreement with Mr. Hook in order to secure his continuing service as President & Chief Executive Officer. In addition to the benefits discussed in this section, the agreement provides for the following:

Term extends through August 4, 2016;

In the event of death or permanent disability: (i) salary and benefits (only health insurance in the event of death) will continue for one year; and (ii) immediate vesting of all non-vested time-based equity awards and the continuation of all performance awards, subject to achievement of the performance metrics;

In the event of termination without cause or with good reason as defined in the agreement: (i) a lump sum payment of one year base salary; (ii) a lump sum severance payment equal to 88% of base salary; and (iii) immediate vesting of all time-based equity awards and the continuation of a pro-rated number of performance awards, subject to achievement of the performance metrics;

Right to exercise vested options upon termination is extended to twelve months; and

Unless Mr. Hook is terminated without cause, he will be subject to a post-employment non-compete covenant for 24 months from the date of last payment under the contract.

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The following table presents the benefits that would be received by Mr. Hook under his employment agreement in the event of a hypothetical termination as of January 1, 2016:

	Salary	Acceleration of Stock-Based Awards(1)	Continuance of Benefits(2)	Severance	Total
Permanent Disability	$ 800,000	$ 5,611,216	$ 130,157	$	$ 6,541,373
Death	800,000	5,611,216	10,636		6,421,852
Termination Without Cause	800,000	2,947,186		704,000	4,451,186
Termination With Good Reason	800,000	2,947,186		704,000	4,451,186
Termination for Cause					
Termination Without Good Reason					
Retirement					

(1) Based upon our closing stock price of $52.50 on January 1, 2016 (the last day of our 2015 fiscal year). Termination due to death or disability includes the 2013, 2014 and 2015 LTI performance awards assuming vesting at target performance as well as the full value of his time-based awards. Termination without cause and termination with good reason include the pro rata acceleration of the 2014 and 2015 LTI performance awards based on actual performance as of the assumed termination date of January 1, 2016, as well as the full value of his time-based awards.
(2) Includes the continuation of all benefits described in the Perquisites section above.

Severance Benefits

We currently do not have a formal severance plan for our associates. In the past, we have provided post-employment severance benefits to our associates who are terminated in connection with a reduction-in-force or corporate reorganization. Generally, these severance benefits are based upon length of service and position level with the Company. Severance benefits are at the discretion of management.

The offer letter of Michael Dinkins, Executive Vice President & Chief Financial Officer, provides that in the event that the Company terminates his employment for any reason other than cause, as defined in his offer letter, he will be entitled to salary, health and medical benefit continuation for a period of one year following the date of termination. In the event of a hypothetical termination by the Company for any reason other than cause as of January 1, 2016, Mr. Dinkins would be entitled to a payment of approximately $422,000. Historically, upon termination Named Executive Officers have received severance benefits. Going forward, this would be determined on a case by case basis.

The following table presents the value of the acceleration of outstanding equity awards pursuant to the terms of our 2005 Stock Incentive Plan, 2009 Stock Incentive Plan and 2011 Stock Incentive Plan that would be received by our Named Executive Officers, other than Mr. Hook, in the event of a hypothetical termination as of January 1, 2016:

	Michael Dinkins	Mauricio Arellano	Andrew P. Holman	Timothy G. McEvoy	George Cintra

Permanent Disability	$ 1,197,061	$ 1,799,300	$ 956,995	$ 630,505	$ 615,989
Death	1,197,061	1,799,300	956,995	630,505	615,989
Termination Without Cause	618,630	555,600	441,097	194,705	220,862
Termination With Good Reason	681,630	555,600	441,097	194,705	220,862
Termination for Cause					
Termination Without Good Reason					
Retirement					

Amounts above are based upon our closing stock price of $52.50 on January 1, 2016 (the last day of our 2015 fiscal year). Termination due to death or disability includes the full value of their time-based awards and the value of the vesting of their performance-based awards at target for the 2013, 2014 and 2015 LTI performance awards. Termination without cause and with good reason includes pro rata continuation of the 2014 and 2015 LTI performance awards through the end of the performance period. None of these Named Executive Officers would be eligible for the accelerated vesting of equity upon a retirement as of January 1, 2016, as none of them are at least 59 ½ with age and years of service totaling at least 69 ½ years.

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Compensation and Organization Committee Report

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis, or CD&A, with management and based upon this review and discussion recommended to the Board that the CD&A be included in this proxy statement for filing with the SEC.

Respectively submitted,

Peter H. Soderberg (Chair)
Pamela G. Bailey
Joseph W. Dziedzic
William B. Summers, Jr.

Compensation Risk Analysis

The preceding CD&A generally describes our compensation policies, plans and practices that are applicable for executives and senior executives of the Company. The Company uses a combination of fixed and variable and short and long-term compensation programs with a significant focus on corporate and business financial performance as generally described in this proxy statement. The Company does not believe that risks arising from its compensation policies, plans or practices are reasonably likely to have a material adverse effect on the Company.

EXECUTIVE COMPENSATION

2015 Summary Compensation Table

The following table summarizes the total compensation paid or earned by each of the Named Executive Officers for fiscal years 2015, 2014 and 2013.

Name and Principal Position	Year	Salary(1)	Bonus(2)	Stock Awards(3)	Option Awards(4)	Non-Equity Incentive Plan Comp.(5)	All Other Comp.(8)	Total
Thomas J. Hook	2015	$ 719,192	$	$ 1,526,632	$ 752,490	$	$ 140,486	$ 3,138,800
President &	2014	700,000		1,612,922	752,492	505,604	138,943	3,709,961
Chief Executive Officer	2013	616,330		1,231,719	601,622	508,097	456,716	3,414,484
Michael Dinkins	2015	383,657		494,853	243,919		38,388	1,160,817
Executive Vice President &	2014	375,661		510,083	237,965	221,429	28,289	1,373,427
Chief Financial Officer	2013	366,120		487,219	237,974	246,757	29,923	1,367,993
Mauricio Arellano	2015	350,375		447,119	220,402		27,007	1,044,903
Executive Vice President,	2014	336,583		457,314	213,360	197,512	23,755	1,228,524

Global Operations	2013	328,250		436,816	213,359	220,258	55,791	1,254,474
Andrew P. Holman[6]	2015	315,000		415,385	204,750		34,709	969,844
President,	2014	287,485		345,081	160,986	155,735	32,717	982,004
Corporate Development	2013	270,481	75,000	118,617	57,933	145,089	5,272	672,392
Timothy G. McEvoy	2015	280,769		170,394	83,993		107,509	642,665
Senior Vice President,	2014	248,531		156,181	72,870	123,719	88,538	689,839
General Counsel & Secretary	2013	242,925		149,195	72,870	138,086	99,674	702,750
George Cintra[7]	2015	250,000		291,605	143,748		39,899	725,252
Executive Vice President &	2014	235,812		147,892	68,989	117,783	41,712	612,188
Chief Technology Officer	2013	222,025		97,254	47,504	101,776	32,712	501,271

(1) Amounts represent the dollar value of base salary earned during fiscal years 2015, 2014, and 2013.

(2) Amount represents a sign on bonus for Mr. Holman.

(3) Amounts represent the aggregate grant date fair value of stock awards granted. The valuation of restricted stock and restricted stock units are based on the assumptions and methodology set forth in notes 1 and 11 to our financial statements included in our Annual Report on Form 10-K, which was filed with the SEC on March 1, 2016.

(4) Amounts represent the aggregate grant date fair value of stock options granted. The valuation of stock options is based on the assumptions and methodology set forth in notes 1 and 11 to our financial statements included in our Annual Report on Form 10-K, which was filed with the SEC on March 1, 2016.

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(5) Amounts represent cash awards earned under our G^{2}B Plan. See Annual Performance-Based Cash Incentives section of the CD&A for a discussion of this program.
(6) Mr. Holman served as President, Corporate Development until April 8, 2016.
(7) Mr. Cintra served as Executive Vice President & Chief Technology Officer until October 28, 2015.
(8) Items included in All Other Compensation were as follows:

	Year	401(k) Contribution	Term Life Insurance Premiums	Long-Term Disability Insurance Premiums	Tax Gross-Up	Perquisites	Excess Vacation	Other	Total
Thomas J. Hook	2015	$ 5,250	$ 14,127	$ 5,716	$ 21,217	$ 75,044	$ 18,007	$ 1,125	$ 140,486
	2014	13,725	16,300	12,574	20,866	74,428		1,050	138,943
	2013	14,685	16,300	18,408	20,692	333,889	52,042	700	456,716
Michael Dinkins	2015	5,250	8,500	9,755	13,192		1,141	550	38,388
	2014	13,726	4,468	6,039	3,956			100	28,289
	2013	14,247	4,468	4,769	3,477		2,962		29,923
Mauricio Arellano	2015	3,780	4,890	8,593	9,744				27,007
	2014	12,151	1,740	4,996	4,868				23,755
	2013	13,110	1,740	7,092	3,325		30,524		55,791
Andrew P. Holman	2015	5,250	14,127	5,716	7,470		2,146		34,709
	2014	13,726	10,880	2,917	5,194				32,717
	2013	4,060		886	326				5,272
Timothy G. McEvoy	2015	5,040	16,574		9,722	75,673		500	107,509
	2014	12,932	1,540		1,640	71,226		1,200	88,538
	2013	14,066	1,540	5,176	3,939	68,147	6,706	100	99,674
George Cintra	2015	4,582	3,964	4,347	4,001	14,294	8,486	225	39,899
	2014	12,639		8,978	4,333	15,762			41,712
	2013	12,856		3,429	1,659	13,668		1,100	32,712

Perquisites for the Named Executive Officers are included in All Other Compensation if the aggregate value is equal to or greater than $10,000. The perquisites included are set forth in the table below. No perquisite exceeded the greater of $25,000 or 10% of the total perquisites provided to the respective executive, except to the extent of the dollar values described below:

	Year	Executive Physical	Dependent Education Reimbursement