

SANMINA-SCI CORP  
Form DEFR14A  
February 23, 2012

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Sanmina-SCI Corporation**

---

(Name of Registrant as Specified In Its Charter)

---

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (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):

Edgar Filing: SANMINA-SCI CORP - Form DEFR14A

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

---

Table of Contents

February 23, 2012

Dear Stockholder,

As we announced on February 10, 2012, we have rescheduled our 2012 Annual Meeting of Stockholders, originally scheduled to be held on February 13, 2012, until March 12, 2012. We rescheduled the Annual Meeting so that we could make a correction to the original proxy statement for the Annual Meeting relating to Proposal 3 (Approval of the reservation of 2,500,000 shares of common stock for issuance under our 2009 Incentive Plan). In particular, in the original proxy statement, we had indicated that our net annual burn rate, which is the total number of equity awards granted during fiscal 2011, less cancellations and expirations, divided by outstanding shares at fiscal year end, was 2.08%. However, the correct annual burn rate for fiscal 2011 was 2.55%. Consequent to making this correction, we have updated certain related information contained on page 15. Postponing the meeting will provide stockholders sufficient time to consider the revised information.

At the rescheduled Annual Meeting, stockholders will vote upon all matters originally proposed for stockholder approval, not just the increase in the number of shares available under our 2009 Incentive Plan. If you were a stockholder of record as of December 14, 2011, the original record date for the Annual Meeting, and you submitted a proxy card or vote instruction form or voted by Internet or telephone prior to the postponement of the Annual Meeting and you remained a stockholder of record on February 17, 2012, the new record date for the Annual Meeting, then your previous choices for all matters being voted upon will continue to be honored. However, should you wish to change your vote, you may do so by either following the instructions contained in the Notice of Internet Availability of Proxy Materials to vote by Internet or telephone or by completing and returning a proxy card or vote instruction form.

We appreciate your support.

Sincerely,

Michael R. Tyler,  
Executive Vice President, General Counsel  
and Corporate Secretary

---

Table of Contents

**SANMINA-SCI CORPORATION**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held on March 12, 2012**

The Annual Meeting of Stockholders of Sanmina-SCI Corporation will be held on March 12, 2012, at 11:00 a.m., Pacific Standard Time, at Sanmina-SCI Corporation's corporate offices, located at 30 E. Plumeria Drive, San Jose, California 95134, for the following purposes (as more fully described in the Proxy Statement accompanying this Notice):

1. To elect nine directors of Sanmina-SCI Corporation.
2. To ratify the appointment of KPMG LLP as Sanmina-SCI Corporation's independent registered public accountants for the fiscal year ending September 29, 2012.
3. To approve the reservation of 2,500,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI Corporation.
4. To hold an advisory (non-binding) vote on the compensation of Sanmina-SCI Corporation's named executive officers.
5. To hold an advisory (non-binding) vote on the frequency of future advisory (non-binding) votes on the compensation of Sanmina-SCI Corporation's named executive officers.
6. To transact such other business as may properly come before the meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting.

Pursuant to the Internet proxy rules promulgated by the Securities and Exchange Commission, Sanmina-SCI Corporation has elected to provide access to its proxy materials over the Internet. Accordingly, stockholders of record at the close of business on February 17, 2012 will receive a Notice of Internet Availability of Proxy Materials and may vote at the Annual Meeting and any adjournment or postponement of the meeting. Sanmina-SCI Corporation expects to mail the Notice of Internet Availability of Proxy Materials on or about February 23, 2012.

The Annual Meeting was previously scheduled to be held on February 13, 2012, but was postponed in order to provide stockholders additional time to consider new information contained on page 15 of the Proxy Statement relating to Proposal 3 (Approval of the reservation of 2,500,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI Corporation). If you have previously submitted a proxy card or vote instruction form or cast your vote by Internet or telephone and you are a stockholder of record on February 17, 2012, Sanmina-SCI Corporation shall vote such proxies as directed and honor such votes as previously cast, unless revoked through delivery of a new proxy or vote instruction form or a new vote is cast by Internet or telephone.

---

## Edgar Filing: SANMINA-SCI CORP - Form DEFR14A

### Table of Contents

All stockholders are cordially invited to attend the Annual Meeting in person. You should bring a brokerage statement or other evidence of your Sanmina-SCI shareholdings for entrance to the Annual Meeting. Even if you plan to attend the Annual Meeting, please vote, as instructed in the Notice of Internet Availability of Proxy Materials, via the Internet or the telephone as promptly as possible to ensure that your vote is recorded. Alternatively, you may follow the procedures outlined in the Notice of Internet Availability of Proxy Materials to request a paper proxy card to submit your vote by mail. Any stockholder attending the Annual Meeting may vote in person even if he or she previously voted by another method.

FOR THE BOARD OF DIRECTORS

Michael Tyler,  
Executive Vice President, General Counsel  
and Corporate Secretary

---

Table of Contents

**TABLE OF CONTENTS**

	<b>Page</b>
<u>QUESTIONS AND ANSWERS ABOUT PROCEDURAL MATTERS</u>	<u>1</u>
<u>PROPOSAL ONE: ELECTION OF DIRECTORS</u>	<u>9</u>
<u>PROPOSAL TWO: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS</u>	<u>13</u>
<u>PROPOSAL THREE: APPROVAL OF THE RESERVATION OF 2,500,000 SHARES OF COMMON STOCK FOR ISSUANCE UNDER THE 2009 INCENTIVE PLAN</u>	<u>14</u>
<u>PROPOSAL FOUR: ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION</u>	<u>25</u>
<u>PROPOSAL FIVE: ADVISORY (NON-BINDING) VOTE ON FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION</u>	<u>26</u>
<u>CORPORATE GOVERNANCE</u>	<u>26</u>
<u>EXECUTIVE COMPENSATION AND RELATED INFORMATION</u>	<u>32</u>
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	<u>32</u>
<u>SUMMARY COMPENSATION TABLE</u>	<u>41</u>
<u>COMPENSATION OF DIRECTORS</u>	<u>48</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>50</u>
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	<u>53</u>
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>53</u>
<u>REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS</u>	<u>54</u>
<u>OTHER MATTERS</u>	<u>55</u>
<u>AVAILABILITY OF ADDITIONAL INFORMATION</u>	<u>55</u>

---

Table of Contents

**SANMINA-SCI CORPORATION**

**30 E. Plumeria Drive  
San Jose, California 95134**

**PROXY STATEMENT  
FOR THE 2012 ANNUAL MEETING OF STOCKHOLDERS**

**QUESTIONS AND ANSWERS ABOUT PROCEDURAL MATTERS**

**Q1:**

**Why am I receiving these proxy materials?**

A:

The Board of Directors of Sanmina-SCI Corporation ("Sanmina-SCI," "we," "us" or "our") is providing these proxy materials to you in connection with the solicitation of proxies for use at the 2012 Annual Meeting of Stockholders to be held on Monday, March 12, 2012 at 11:00 a.m., Pacific Standard Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters described in this document.

**Q2:**

**What is the Notice of Internet Availability of Proxy Materials?**

A:

In accordance with rules and regulations adopted by the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our proxy materials to all stockholders entitled to vote at the Annual Meeting, we are furnishing the proxy materials to our stockholders over the Internet. If you received a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") by mail, you will not receive a printed copy of the proxy materials. Instead, the Notice of Internet Availability will instruct you as to how you may access and review the proxy materials and submit your vote via the Internet. If you received a Notice of Internet Availability by mail and would like to receive a printed copy of the proxy materials, please follow the instructions for requesting such materials included in the Notice of Internet Availability.

We expect to mail the Notice of Internet Availability on or about February 23, 2012, to all stockholders entitled to vote at the Annual Meeting. On the date of mailing of the Notice of Internet Availability, all stockholders and beneficial owners will have the ability to access all of our proxy materials on a website referred to in the Notice of Internet Availability. These proxy materials will be available free of charge.

**Q3:**

**Where is the Annual Meeting?**

A:

The Annual Meeting will be held at our corporate offices, located at 30 E. Plumeria Drive, San Jose, California 95134. The telephone number at the meeting location is (408) 964-3500.

**Q4:**

**Can I attend the Annual Meeting?**

A:

You are invited to attend the Annual Meeting if you were a stockholder of record or a beneficial owner as of February 17, 2012. You should bring a brokerage statement or other evidence of your Sanmina-SCI shareholdings for entrance to the Annual Meeting. The meeting will begin promptly at 11:00 a.m., Pacific Standard Time.

**Q4A:**

**Why was the Annual Meeting postponed?**

A:

The Annual Meeting was originally scheduled for February 13, 2012 but was postponed until March 12, 2012 in order to give stockholders additional time to consider new information contained on page 15 of the Proxy Statement relating to Proposal 3 (Approval of the reservation of 2,500,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI

Corporation).

---



Table of Contents

**Q4B: What if I already voted?**

A: If you previously submitted a proxy card or vote instruction form or voted by Internet or telephone prior to the postponement of the Annual Meeting and you remained a stockholder of record on February 17, 2012, the new record date for the Annual Meeting, then your previous choices for all matters being voted upon will continue to be honored with respect to the shares held by you as of the new record date, February 17, 2012. However, should you wish to change your vote, you may do so by either following the instructions contained in the Notice of Internet Availability of Proxy Materials to vote by Internet or telephone or by completing and returning a proxy card or vote instruction form.

**Stock Ownership**

**Q5: What is the difference between holding shares as a stockholder of record and as a beneficial owner?**

A: *Stockholders of Record.* If your shares are registered directly in your name with Sanmina-SCI's transfer agent, Wells Fargo Shareowner Services, you are considered, with respect to those shares, the stockholder of record, and the Notice of Internet Availability has been sent directly to you.

*Beneficial Owners.* Many stockholders hold their shares through a broker, trustee or other nominee, rather than directly in their own name. If your shares are held in a brokerage account or by a bank or another nominee, you are considered the "beneficial owner" of shares held in "street name." The Notice of Internet Availability should be forwarded to you by your broker, trustee or nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, trustee or other nominee on how to vote your shares. For directions on how to vote shares beneficially held in street name, please refer to the voting instruction card provided by your broker, trustee or nominee. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a "legal proxy" from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting.

**Quorum and Voting**

**Q6: Who is entitled to vote at the Annual Meeting?**

A: Holders of record of our common stock at the close of business on February 17, 2012 are entitled to receive notice of and to vote their shares at the Annual Meeting. Such stockholders are entitled to cast one vote for each share of common stock held as of February 17, 2012.

As of the close of business on February 17, 2012, there were 81,465,651 shares of common stock outstanding and entitled to vote at the Annual Meeting held by approximately 1,727 stockholders of record.

**Q7: How many shares must be present or represented to conduct business at the Annual Meeting?**

A: The presence of the holders of a majority of the shares of our common stock entitled to vote at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting. Such stockholders are counted as present at the meeting if they are present in person at the Annual Meeting or have properly submitted a proxy.

Under the General Corporation Law of the State of Delaware, abstentions and broker "non-votes" are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the Annual Meeting.

Table of Contents

**Q8: What is a broker "non-vote" and how are they counted at the Annual Meeting?**

A: A broker "non-vote" occurs if you are a beneficial owner of shares held in street name and you do not provide the organization that holds your shares with specific voting instructions. At the Annual Meeting, broker non-votes will be counted toward the presence of a quorum for the transaction of business at the meeting, but will not be counted as votes cast on any matter being voted upon at the Annual Meeting. As a result, broker non-votes will have no effect on the outcome of any proposal being voted upon at the Annual Meeting.

**Q9: Can I vote my shares in person at the Annual Meeting?**

A: Yes. Whether you hold shares directly as the stockholder of record or beneficially in street name, you may vote your shares at the Annual Meeting by following the procedures described below.

*Stockholders of Record.* Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting even if previously voted by another method.

*Beneficial Owners.* Shares held beneficially in street name may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker, trustee or other nominee that holds your shares giving you the right to vote the shares.

**Even if you plan to attend the Annual Meeting, we recommend that you submit your vote as described in the Notice of Internet Availability and below, so that your vote will be counted if you later decide not to attend the Annual Meeting.**

**If you already submitted a proxy card or vote instruction form for the Annual Meeting prior to its postponement and you are still a stockholder of record on February 17, 2012, the new record date for the Annual Meeting, then your choices indicated in your existing proxy card or vote instruction form for all matters being voted upon at the Annual Meeting will continue to be honored. However, should you wish to change your vote, you may do so by either following the instructions contained in the Notice of Internet Availability of Proxy Materials to vote by Internet or telephone or by completing and returning a proxy card or vote instruction form.**

**Q10: Can I vote my shares without attending the Annual Meeting?**

A: Yes. Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting, as summarized below.

*Internet.* Stockholders of record with Internet access may submit proxies by following the "Vote by Internet" instructions on the Notice of Internet Availability until 11:59 p.m., Eastern Standard Time, on March 11, 2012 or by following the instructions at [www.proxyvote.com](http://www.proxyvote.com). Most of our stockholders who hold shares beneficially in street name may vote by *accessing* the website specified in the voting instructions provided by their brokers, trustees or nominees. A large number of banks and brokerage firms are participating in the Broadridge Financial Solutions, Inc. ("Broadridge") online program. This program provides eligible stockholders the opportunity to vote over the Internet or by telephone. Voting forms will provide instructions for stockholders whose bank or brokerage firm is participating in the Broadridge program.

*Telephone.* Depending on how your shares are held, you may be able to vote by telephone. If this option is available to you, you will have received information with the Notice of Internet Availability explaining this procedure.

*Mail.* If you are a record holder (i.e. you own your shares directly and not through a broker), you may request a proxy card from Sanmina-SCI on which you can indicate your vote by

Table of Contents

completing, signing and dating the card where indicated and by returning it in the prepaid envelope that will be included with the proxy card. If you hold your shares in street name, the voting instructions provided by your broker, trustee or nominee will indicate how you may vote by mail.

**Q11: How will my shares be voted if I submit a proxy via the Internet, by telephone or by mail and do not make specific choices?**

A: If you submit a proxy via the Internet, by telephone or by mail and do not make voting selections, the shares represented by that proxy will be voted "FOR" Proposals One, Two, Three and Four and "One Year" for Proposal Five.

**Q12: What happens if additional matters are presented at the Annual Meeting?**

A: If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place or adjournment for the purpose of soliciting additional proxies, the proxy holders will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

**Q13: Can I change or revoke my vote?**

A: Yes, by following the instructions below:

*Stockholders of Record.* If you are a stockholder of record, you may change your vote by:

Delivering to Sanmina-SCI's Corporate Secretary, prior to your shares being voted at the Annual Meeting, a written notice of revocation or a duly executed proxy card, in either case dated later than the prior proxy relating to the same shares, or

by attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not, by itself, revoke a proxy).

Any written notice of revocation or subsequent proxy card must be received by Sanmina-SCI's Corporate Secretary prior to the taking of the vote at the Annual Meeting.

A stockholder of record who has voted via the Internet or by telephone may also change his or her vote by making a timely and valid Internet or telephone vote no later than 11:59 p.m., Eastern Standard Time, on March 11, 2012.

*Beneficial Owners.* If you are a beneficial owner of shares held in street name, you may change your vote by submitting new voting instructions to your broker, trustee or other nominee, or if you have obtained a legal proxy from the broker, trustee or other nominee that holds your shares giving you the right to vote the shares, by attending the Annual Meeting and voting in person.

**Q14: What proposals will be voted on at the Annual Meeting?**

A: At the Annual Meeting, stockholders will be asked to vote on:

*Proposal One.* The election of nine directors to hold office until the 2013 Annual Meeting of Stockholders or until their respective successors have been duly elected and qualified;

*Proposal Two.* The ratification of the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending September 29, 2012; and

## Edgar Filing: SANMINA-SCI CORP - Form DEFR14A

*Proposal Three.* The approval of the reservation of 2,500,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI Corporation.

*Proposal Four.* The approval on an advisory (non-binding) basis of the compensation of our named executive officers.

*Proposal Five.* The approval on an advisory (non-binding) basis of the frequency with which we should hold future advisory (non-binding) votes on the compensation of our named executive officers.

**Q15: What is the voting requirement to approve each of the proposals and how does the Board of Directors recommend that I vote?**

A:

*Proposal One.* A nominee for director shall be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election. Abstentions and broker non-votes do not count as "votes cast" with respect to this proposal and therefore will not affect the outcome of the election. Pursuant to our Corporate Governance Guidelines, should a nominee for director fail to receive the required number of votes for election, he or she is required to tender his or her resignation to the Board. In such a case, the Nominating and Governance Committee of the Board has the option of accepting or declining such resignation, considering any factors that the Committee deems relevant.

You may vote "FOR," "AGAINST" or "ABSTAIN" on each of the nine nominees for election as director. **The Board of Directors recommends that you vote your shares "FOR" each of the nine nominees listed in Proposal One.**

*Proposal Two.* The affirmative vote of a majority of the votes cast is required to ratify the appointment of KPMG LLP as our independent registered public accounting firm. Abstentions have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

You may vote "FOR," "AGAINST" or "ABSTAIN" on this proposal. **The Board of Directors recommends that you vote your shares "FOR" Proposal Two.**

*Proposal Three.* The affirmative vote of a majority of the votes cast is required to approve the reservation of an additional 2,500,000 shares of common stock for issuance under the 2009 Incentive Plan of Sanmina-SCI Corporation. Abstentions have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

You may vote "FOR," "AGAINST" or "ABSTAIN" on this proposal. **The Board of Directors recommends that you vote your shares "FOR" Proposal Three.**

*Proposal Four.* The affirmative vote of a majority of the votes cast is required to approve on an advisory (non-binding) basis the compensation of our named executive officers, as disclosed in the Proxy Statement for the 2012 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the other related disclosure. Abstentions have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

You may vote "FOR," "AGAINST" or "ABSTAIN" on this proposal. **The Board of Directors recommends that you vote your shares "FOR" Proposal Four.**

*Proposal Five.* The option of once every year, two years or three years that receives the highest number of votes cast will be determined to be the preferred frequency with which we are to

Table of Contents

hold future advisory (non-binding) votes on the compensation of our named executive officers. Abstentions and broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

You may vote once every "ONE YEAR," "TWO YEARS," "THREE YEARS" or "ABSTAIN" on this proposal. **The Board of Directors recommends that you vote your shares "ONE YEAR" on Proposal Five.**

**Q16: Who will bear the cost of soliciting votes for the Annual Meeting?**

A: Sanmina-SCI will bear all expenses of soliciting proxies. We must reimburse brokerage firms, custodians, nominees, fiduciaries and other persons representing beneficial owners of common stock for their reasonable expenses in forwarding solicitation material to such beneficial owners. Directors, officers and employees of Sanmina-SCI may also solicit proxies in person or by other means of communication. Such directors, officers and employees will not be additionally compensated but may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation.

**Q17: Where can I find the voting results of the Annual Meeting?**

A: We intend to announce the voting results of the Annual Meeting in a Current Report on Form 8-K to be filed with the Securities and Exchange Commission within four business days of the meeting date.

**Stockholder Proposals and Director Nominations**

**Q18: What is the deadline to propose actions for consideration at next year's Annual Meeting of Stockholders or to nominate individuals to serve as directors?**

A: You may submit proposals, including director nominations, for consideration at future stockholder meetings. All notices of proposals by stockholders should be sent to Sanmina-SCI Corporation, Attention Corporate Secretary, 30 E. Plumeria Drive, San Jose, California 95134.

*Requirements for stockholder proposals to be considered for inclusion in our proxy materials.* Stockholders may present proper proposals to be considered for inclusion in Sanmina-SCI's proxy statement and for consideration at the next Annual Meeting of Stockholders by submitting their proposals in writing to our Corporate Secretary in a timely manner. In order to be considered for inclusions in the proxy statement for the 2013 Annual Meeting of Stockholders, stockholder proposals must be received by Sanmina-SCI's Corporate Secretary no later than October 26, 2012 and must otherwise comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

*Requirements for stockholder proposals to be brought before an Annual Meeting of Stockholders.* In addition, our bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an Annual Meeting of Stockholders, provided that the stockholders are stockholders of record when notice is given and on the record date for the determination of the stockholders entitled to vote at the Annual Meeting, even though these proposals are not included in the Annual Meeting proxy statement. To be timely for the 2013 Annual Meeting, a stockholder's notice must be delivered to or mailed and received by our Corporate Secretary at our principal executive offices between December 10, 2012 and January 9, 2013. For all matters that a stockholder proposes to bring before the Annual Meeting, the notice must set forth:

a brief description of the business intended to be brought before the Annual Meeting and the reasons for conducting such business at the Annual Meeting;

Table of Contents

the name and address, as they appear on our books, of the stockholder proposing the business, and any beneficial owner on whose behalf the stockholder is proposing the business or proposing a director nomination and any person controlling, directly or indirectly, or acting in concert with, the stockholder or beneficial owner (a "Stockholder Associated Person");

the class and number of shares of Sanmina-SCI that are held of record or are beneficially owned by the stockholder or any Stockholder Associated Person and any derivative positions held or beneficially held by the stockholder or any Stockholder Associated Person;

whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of the stockholder or any Stockholder Associated Person with respect to any securities of Sanmina-SCI, or whether any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit from share price changes for, or to increase or decrease the voting power of, the stockholder or any Stockholder Associated Person with respect to any securities of Sanmina-SCI;

any material interest of the stockholder or any Stockholder Associated Person in the business intended to be brought before the Annual Meeting; and

a statement whether either the stockholder or any Stockholder Associated Person will deliver a proxy statement and form of proxy to holders of at least the percentage of Sanmina-SCI's voting shares required under applicable law to carry the proposal.

**Additional Information**

- Q19:** **What should I do if I receive more than one Notice of Internet Availability or set of proxy materials?**
- A: If you received more than one Notice of Internet Availability or set of proxy materials, your shares are registered in more than one name or brokerage account. Please follow the voting instructions on each Notice of Internet Availability or voting instruction card that you receive to ensure that all of your shares are voted.
- Q20:** **How may I obtain a separate copy of the Notice of Internet Availability?**
- A: If you share an address with another stockholder, each stockholder may not receive a separate copy of the Notice of Internet Availability because some brokers and other nominee record holders may be participating in the practice of "householding," which reduces duplicate mailings and saves printing and postage costs. If your Notice of Internet Availability is being househanded and you would like to receive separate copies, or if you are receiving multiple copies and would like to receive a single copy, please contact our Investor Relations Department at (408) 964-3610 or write to us at 30 E. Plumeria Drive, San Jose, California 95134, attention: Investor Relations.
- Q21:** **Can I access Sanmina-SCI's proxy materials and Annual Report on Form 10-K over the Internet?**
- A: Yes. All stockholders and beneficial owners will have the ability to access our proxy materials, free of charge, at [www.proxyvote.com](http://www.proxyvote.com) with their control number referred to in the Notice of Internet Availability. Sanmina-SCI's Annual Report on Form 10-K for the fiscal year ended October 1, 2011 is also available on the Internet as indicated in the Notice of Internet Availability.

Table of Contents

Q22:

**What is the mailing address for Sanmina-SCI's principal executive offices?**

A:

Our principal executive offices are located at 30 E. Plumeria Drive, San Jose, California 95134.

Any written requests for additional information, copies of the proxy materials and the 2011 Annual Report on Form 10-K, notices of stockholder proposals, recommendations for candidates to the Board of Directors, communications to the Board of Directors or any other communications should be sent to 30 E. Plumeria Drive, San Jose, California 95134, Attention Investor Relations.

**NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS PROXY STATEMENT, AND, IF GIVEN OR MADE, SUCH INFORMATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED AND THE DELIVERY OF THIS PROXY STATEMENT SHALL, UNDER NO CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF SANMINA-SCI SINCE THE DATE OF THIS PROXY STATEMENT.**

Table of Contents**PROPOSAL ONE:  
ELECTION OF DIRECTORS****Identification of Nominees**

Our Board of Directors (the "Board") currently consists of nine members. The Nominating and Governance Committee of the Board has nominated the nine incumbent members of the Board listed below for reelection at this meeting. Unless otherwise instructed, the proxy holders will vote the proxies received by them for Jure Sola, Neil R. Bonke, John P. Goldsberry, Joseph G. Licata, Jr., Jean Manas, Mario M. Rosati, A. Eugene Sapp, Jr., Wayne Shortridge and Jackie M. Ward. If any such nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by the Nominating and Governance Committee to fill the vacancy. If stockholders nominate additional persons for election as directors, the proxy holders will vote all proxies received by them to assure the election of as many of the nominees listed below as possible, with the proxy holder making any required selection of specific nominees to be voted for. The term of office of each person elected as a director will continue until that person's successor has been elected by the holders of the outstanding shares of Common Stock and qualified, or until his or her earlier death, resignation or removal in the manner provided in our bylaws.

<b>Name of Nominee</b>	<b>Age</b>	<b>Principal Occupation</b>	<b>Director Since</b>
Jure Sola	60	Chairman of the Board and Chief Executive Officer of Sanmina-SCI Corporation	1989
Neil R. Bonke	70	Private Investor	1995
John P. Goldsberry	57	Chief Financial Officer of American Traffic Solutions, Inc.	2008
Joseph G. Licata, Jr.	51	Chief Executive Officer of Synergy Leadership, LLC	2007
Jean Manas	46	Chief Executive Officer of Foros	2009
Mario M. Rosati	65	Member, Wilson Sonsini Goodrich & Rosati, Professional Corporation	1997
A. Eugene Sapp, Jr.	75	Former Co-Chairman of Sanmina-SCI Corporation	2001
Wayne Shortridge	73	Former Office Managing Shareholder, Carlton Fields, PA	2001
Jackie M. Ward	73	Consultant	2001

*Jure Sola* has served as our Chief Executive Officer since April 1991, as Chairman of our Board from April 1991 to December 2001 and from December 2002 to present, and Co-Chairman of our Board from December 2001 to December 2002. In 1980, Mr. Sola co-founded Sanmina Corporation and initially held the position of Vice President of Sales. In October 1987, he became Vice President and General Manager of Sanmina Corporation, responsible for manufacturing operations and sales and marketing. In July 1989, Mr. Sola was elected as a director and in October 1989 was appointed as President of Sanmina Corporation.

*Neil R. Bonke* has served as a director of Sanmina-SCI since 1995. Mr. Bonke is a private investor and is the retired Chairman of the Board and Chief Executive Officer of Electroglas, Inc., a semiconductor equipment manufacturer. He also serves on the Board of Directors of Novellus Systems, Inc., a semiconductor equipment company. He is a past director of San Jose State University Foundation.

*John P. Goldsberry* has served as a director of Sanmina-SCI since January 2008. Mr. Goldsberry has served as Chief Financial Officer of American Traffic Solutions, Inc., the leading traffic camera services company, since July 2010. Mr. Goldsberry previously served as Chief Financial Officer of TPI Composites, Inc, a manufacturer of composites products for the wind energy markets, from July 2008 until July 2010. Mr. Goldsberry previously served as Senior Vice President and Chief Financial Officer of Gateway, Inc., a computer manufacturer, from August 2005 to April 2008. He also served as Senior Vice President, Operations, Customer Care and Information Technology from April 2005 to August



Table of Contents

2005, as Senior Vice President, Strategy and Business Development from March 2004 to April 2005 and as Chief Financial Officer of eMachines, Inc., a PC manufacturer acquired by Gateway, from January 2004 until March 2004. Previously, Mr. Goldsberry held Chief Financial Officer positions at TrueSpectra, Inc., an imaging solutions company, Calibre, Inc., a wireless technology company, Quality Semiconductor, Inc., a semiconductor company, DSP Group, Inc., a semiconductor company and The Good Guys, Inc., an electronics retailer, and worked for Salomon Brothers and Morgan Stanley in a number of corporate finance positions.

*Joseph G. Licata, Jr.* has served as a director of Sanmina-SCI since August 2007. Since January 2011, he has been the Chief Executive Officer of Synergy Leadership, LLC, a firm specializing in Board and CEO advisory services in the areas of corporate and growth strategy, sales, performance improvement, operational full potential and customer value creation, a company which he also founded. He served as Chief Executive Officer of Peopleclick Authoria, Inc., a vendor of human resources process management software and services, from April 2010 through November 2010. He also served as President and Chief Executive Officer of SER Solutions, Inc., a global call management and speech analytics solutions company, from July 2007 through October 2008 and was a consultant from October 2008 through April 2010. Mr. Licata also served as President of Siemens Enterprise Networks, LLC, a vendor of open communications solutions for enterprises, from 2001 to 2006.

*Jean Manas* has served as a director of Sanmina-SCI since October 2009. He has been serving as Chief Executive Officer of Foros, a financial services firm which he founded, since June 2009. From February 2006 until June 2009, Mr. Manas served in various executive positions at Deutsche Bank, most recently as Americas Head of Mergers & Acquisitions and member of the Global Banking Executive Committee. From May 1998 through January 2006, Mr. Manas served in various senior roles at Goldman Sachs & Co., most recently as Managing Director and Co-Head of Mergers & Acquisitions in the Technology, Media and Telecommunications Investment Banking Group.

*Mario M. Rosati* has served as a director of Sanmina-SCI since 1997. He has been an attorney with the law firm of Wilson Sonsini Goodrich & Rosati, Professional Corporation, since 1971. Mr. Rosati serves as a member of the Board of Directors of Aehr Test Systems, a manufacturer of electronics device testing equipment. Mr. Rosati also serves as a director of several privately held companies. During the past five years, Mr. Rosati also served as a director of Symyx Technologies, a scientific research and development integration company, and Vivus, Inc., a biopharmaceutical company.

*A. Eugene Sapp, Jr.* has served as a director of Sanmina-SCI since December 2001 and served as Co-Chairman of the Sanmina-SCI Board of Directors from December 2001 to December 2002. In 1962, Mr. Sapp joined SCI Systems, Inc. and, after holding several positions, was promoted to President and Chief Operating Officer and named a member of the Board of Directors in 1981. In July 1999, Mr. Sapp was appointed Chief Executive Officer of SCI Systems, Inc. and served as Chairman of the Board and Chief Executive Officer from July 2000 until our merger with SCI Systems, Inc.

*Wayne Shortridge* has served as a director of Sanmina-SCI since December 2001 and has served as our lead independent director since December 2006. Mr. Shortridge also served as a director of SCI Systems, Inc. from 1992 until December 2001, when SCI merged with Sanmina-SCI. Mr. Shortridge is an attorney. From March 2004 to December 2011, Mr. Shortridge served as Office Managing Shareholder of the law firm of Carlton Fields, PA. From 1994 to 2004, he was a partner in the law firm of Paul, Hastings, Janofsky & Walker, LLP, in Atlanta, Georgia.

*Jackie M. Ward* has served as a director of Sanmina-SCI since December 2001. From 1992 until December 2001 when we merged with SCI Systems, Inc., she served as a director of SCI Systems, Inc. Ms. Ward also serves as a director of Wellpoint, Inc., Flowers Foods, Inc. and SYSCO Corporation, all publicly held companies. During the past five years, Ms. Ward also served as a director of Equifax, Inc., a credit reporting firm, and Bank of America Corporation. From December 2000 to October 2006, Ms. Ward was the Outside Managing Director of Intec Telecom Systems, USA, a provider of turnkey

Table of Contents

telecommunication systems and products. From 1968 to 2000, she served as President, Chief Executive Officer and Chairman of the Board of Computer Generation Incorporated, which company she also co-founded.

**Qualifications of Nominees**

The Nominating and Governance Committee believes its slate of nominees possess the strategic development, financial, operational and industry-specific skills necessary to effectively guide and oversee our business. In evaluating the qualifications of the nominees listed above, the Nominating and Governance Committee considered a number of factors, including the nominees' experience in the following areas:

- Electronics manufacturing services and similar manufacturing companies;
- Other technology/information technology;
- Public company board membership;
- Senior management for public and large companies and private and entrepreneurial companies;
- International business;
- Strategic planning;
- Business development and marketing;
- Executive compensation issues;
- Accounting, audit and corporate finance;
- Board governance, including board nominations;
- Risk management and crisis communication; and
- Senior leadership in business, professional services and education/government.

The Nominating and Governance Committee does not require that each nominee have experience in each of these areas, instead evaluating nominees as a group to ensure that the Board as a whole possesses the appropriate mix of experience and knowledge. The Nominating and Governance Committee does not explicitly consider diversity in indentifying nominees for director. Below are listed the primary factors considered by the Nominating and Governance Committee with respect to each nominee in determining to nominate him or her for election to the Board and, if applicable, to serve as a member of one of our Board committees.

Name of Nominee	Board Nominating Factors	Committee Nomination Factors
Jure Sola	Mr. Sola's role as the co-founder of Sanmina-SCI as well as his 35 years of experience in the EMS industry and deep knowledge of the company and its operations	N/A

Edgar Filing: SANMINA-SCI CORP - Form DEFR14A

Neil R. Bonke

Mr. Bonke's broad experience with a range of technology companies through his role as a private investor and board member for over 20 years

Mr. Bonke's experience as a chief executive officer with direct experience in management compensation programs (Compensation)

11

---

## Edgar Filing: SANMINA-SCI CORP - Form DEFR14A

### Table of Contents

Name of Nominee	Board Nominating Factors	Committee Nomination Factors
John P. Goldsberry	Mr. Goldsberry's understanding of the hardware and manufacturing businesses (computers, renewable energy and electronic equipment), providing knowledge to help Sanmina-SCI refine and improve its strategy and execution	Mr. Goldsberry's experience as chief financial officer of a number of public and private technology and manufacturing companies (Audit)
Joseph G. Licata	Mr. Licata's more than 10 years of experience as chief executive of technology companies, giving him excellent visibility into operational and financial issues	Mr. Licata's role in several companies as chief executive officer in charge of designing compensation programs to motivate management (Compensation)
Jean Manas	Mr. Manas' extensive financial industry experience, making him uniquely qualified to help the Board evaluate future strategic and financial transactions and initiatives	N/A
Mario M. Rosati	Mr. Rosati's senior and significant role in a major Silicon Valley law firm serving technology companies and service on multiple company boards, giving him unique viewpoints on the technology industry and strategies for growth	N/A
A. Eugene Sapp	Mr. Sapp's over 40 years of experience in technology and manufacturing as well as his 19 years of service as an executive officer and board member of SCI Systems, Inc., Sanmina-SCI's predecessor	Mr. Sapp's service as former Chief Executive Officer of SCI Systems, Inc., Sanmina-SCI's predecessor, giving him a firm understanding of the Company's particular financial challenges and issues (Audit) and general oversight of compensation issues (Compensation)
Wayne Shortridge	Mr. Shortridge's 40 years of experience as a business attorney representing a broad range of enterprises on a variety of matters and knowledge of the industry from his nine years of service as a board member of SCI Systems, Inc., Sanmina-SCI's predecessor, giving him insights and knowledge into the particular issues faced by EMS companies	Mr. Shortridge's involvement and participation in a variety of governance forums and bodies, including being recently appointed to the National Association of Corporate Directors Advisory Counsel for Nominating and Governance Chairs, giving him a keen understanding of current governance trends and best practices (Governance); experience as a business attorney for over 40 years, including representation of public companies, from which we gained strong knowledge of accounting and corporate finance matters (Audit)

Table of Contents

Name of Nominee	Board Nominating Factors	Committee Nomination Factors
Jackie M. Ward	Ms. Ward's wealth of experience as a current or former board member of a number of leading Fortune 500 companies and her long-term service as a technology company chief executive officer	Ms. Ward's prior experience as a governance committee member on a number of leading Fortune 500 companies (Governance)

**Vote Required; Recommendation of the Board of Directors**

A nominee for director shall be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election. Abstentions and broker non-votes do not count as "votes cast" with respect to this proposal and therefore will not affect the outcome of the election. Pursuant to our Corporate Governance Guidelines, should a nominee for director fail to receive the required number of votes for election, he or she is required to tender his or her resignation to the Board. In such a case, the Nominating and Governance Committee of the Board has the option of accepting or declining such resignation, considering any factors that the Nominating and Governance Committee deems relevant.

**OUR BOARD UNANIMOUSLY RECOMMENDS VOTING "FOR" THE NOMINEES LISTED ABOVE FOR ELECTION TO THE BOARD.**

**PROPOSAL TWO:  
RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

The Audit Committee has approved the engagement of KPMG LLP ("KPMG") as our independent registered public accountants for the fiscal year ending September 29, 2012. In the event stockholders do not ratify the Audit Committee's selection of KPMG as our independent registered public accountants, the Audit Committee may reconsider its selection. Representatives of KPMG are expected to be present at the Annual Meeting, with the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

The following is a summary of fees paid to KPMG for the fiscal years ended October 2, 2010 ("fiscal 2010") and October 1, 2011 ("fiscal 2011").

**Audit Fees**

The aggregate fees billed for professional services rendered by KPMG for the audit of our annual consolidated financial statements, the audit of our internal control over financial reporting, evaluation of management's assessment of its internal control over financial reporting, various statutory audits, and the reviews of the condensed consolidated financial statements included in our Quarterly Reports on Form 10-Q for fiscal 2010 and fiscal 2011 were as follows:

Fiscal 2010	Fiscal 2011
\$ 4,205,273	\$ 4,393,200

Table of Contents

**Audit-Related Fees**

The aggregate fees billed for audit-related services, exclusive of the fees disclosed above relating to audit fees, rendered by KPMG during fiscal 2010 and fiscal 2011 were as follows:

	Fiscal 2010	Fiscal 2011
	\$ 39,333	\$ 112,739

**Tax Fees**

The aggregate fees billed for tax services rendered by KPMG during fiscal 2010 and fiscal 2011 are set forth below. These services consisted primarily of tax compliance and tax consultation services.

	Fiscal 2010	Fiscal 2011
	\$ 1,071,465	\$ 1,045,810

**All Other Fees**

There were no other fees billed for any other services, exclusive of the fees disclosed above relating to audit and non-audit fees and tax services, rendered by KPMG during fiscal 2010 and fiscal 2011.

The Audit Committee has concluded that the non-audit services provided by KPMG are compatible with maintaining the independence of KPMG.

**Audit Committee Pre-Approval Policy with Respect to Audit Services and Permissible Non-Audit Services**

All audit and non-audit services provided by our independent registered public accounting firm require prior approval of the Audit Committee, with limited exceptions as permitted by the SEC's Rule 2-01 of Regulation S-X. Our management periodically reports to the Audit Committee services for which the independent registered public accountants have been engaged and the aggregate fees incurred and to be incurred. During fiscal 2011, all services provided by independent registered public accounting firm were pre-approved in accordance with this policy.

**Vote Required; Recommendation of the Board of Directors**

The affirmative vote of a majority of the votes duly cast is required to ratify the appointment of KPMG LLP as our independent registered public accounting firm. Abstentions have the same effect as a vote against this proposal. However, broker non-votes are not deemed to be votes cast and, therefore, have no effect on the outcome of this proposal.

**THE BOARD UNANIMOUSLY RECOMMENDS VOTING "FOR" THE RATIFICATION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING SEPTEMBER 29, 2012.**

**PROPOSAL THREE:  
APPROVAL OF THE RESERVATION OF 2,500,000 SHARES OF COMMON STOCK  
FOR ISSUANCE UNDER THE 2009 INCENTIVE PLAN**

The Board believes that equity compensation programs align the interests of management and the stockholders to increase long-term stockholder value by giving directors, executives and other key employees a stake in our success. By permitting us to grant equity in our company, our 2009 Incentive Plan (the "Incentive Plan") is a key tool for attracting, rewarding, motivating and retaining the key personnel necessary for us to achieve our business objectives and increase stockholder value. At the

Table of Contents

Annual Meeting, we are requesting that stockholders approve an amendment to the Incentive Plan to reserve an additional 2,500,000 shares for issuance thereunder. We believe this increase is reasonable and necessary for the following reasons:

1. *Allowing Sanmina-SCI to make continued equity grants as necessary in fiscal 2012 in order to attract and retain key talent.* As of November 30, 2011, approximately 1,350,000 shares remained available for future grant under the Incentive Plan, significantly less than our three-year average annual net burn rate of approximately 2,400,000 shares. Consequently, unless the proposed increase is approved, Sanmina-SCI will be unable to make planned grants to existing high-value employees and executives and anticipated new executive hires, which will put us at a significant competitive disadvantage compared to our peers.
2. *We will not receive the full benefit of all canceled grants.* Like most issuers, we expect to be able to regrant options that are canceled due to employee terminations. The reuse of plan shares allows issuers to reduce the number of additional plan shares they ask stockholders to approve. However, in our case, as of November 30, 2011, approximately 5,000,000 outstanding options, or approximately 43% of our total, were granted under our now expired 1999 Stock Plan. As a result, none of these options will be returned to the Incentive Plan for future issuance if canceled in connection with terminations of employment, eliminating a natural source of shares for future grant.
3. *Our burn rate is reasonable compared to our peers.* Sanmina-SCI's fiscal 2011 net burn rate (grants less cancellations divided by outstanding shares) of 2.55% was consistent with the approximately 2.03% median net burn rate of the peer companies listed in the "Compensation Discussion and Analysis" on page 34 of the Proxy Statement for their last fiscal years. As an additional point of reference, our fiscal 2010 net burn rate was 1.90%.
4. *Our overhang is reasonable compared to our peers.* Sanmina-SCI's total overhang (outstanding options and restricted stock units plus remaining shares available for grant divided by outstanding shares) was approximately 18.7% as of November 30, 2011 compared to the approximately 16.4% median total overhang for our peer companies as of the end of their last fiscal years. However, approximately one-quarter of our issued overhang was attributable to options that have an exercise price of \$18.33 or higher (compared to our stock price of \$8.47 on November 30, 2011). Such options are unlikely to be exercised and, accordingly, will not impact dilution in the near to medium term. If such options were excluded from o