

AMPHENOL CORP /DE/
Form DEF 14A
April 17, 2017

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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

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

Amphenol Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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

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**NOTICE OF 2017 ANNUAL MEETING
and
PROXY STATEMENT**

CORPORATION

**AMPHENOL CORPORATION
358 HALL AVENUE
WALLINGFORD, CONNECTICUT 06492**

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NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS

TIME AND DATE

11:00 a.m., Thursday, May 18, 2017

PLACE

Amphenol Corporation
World Headquarters
Conference Center
358 Hall Avenue
Wallingford, CT 06492
(203) 265-8900

AGENDA

1. To elect eight directors as named for terms indicated in the Proxy Statement.
2. To ratify the selection of Deloitte & Touche LLP as independent accountants.
3. To conduct an advisory vote on compensation of named executive officers.
4. To conduct an advisory vote on the frequency of future advisory votes on compensation of named executive officers.
5. To ratify and approve the 2017 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries.
6. To transact such other business as may properly come before the meeting and any postponements or adjournments thereof.

By Order of the Board of Directors
Lance E. D'Amico
Vice President, Secretary and General Counsel

April 17, 2017

IMPORTANT
PLEASE COMPLETE, DATE, SIGN AND RETURN
THE ACCOMPANYING PROXY WHETHER OR
NOT YOU PLAN TO ATTEND THE MEETING

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to Be Held on May 18, 2017: The Proxy Statement and Annual Report to Stockholders for the fiscal year ended December 31, 2016 are available at www.edocumentview.com/APH.

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2017 Proxy Summary

This summary highlights selected information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement and the 2016 Amphenol Annual Report to Stockholders carefully before voting.

Annual Meeting of Stockholders

Time and Date	11:00 a.m., Thursday, May 18, 2017
Place	Amphenol Corporation World Headquarters, Conference Center 358 Hall Avenue Wallingford, CT 06492
Record Date	March 20, 2017
Voting	Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and for each of the other proposals to be voted on.

Meeting Agenda and Voting Matters

	Board Vote Recommendation FOR EACH DIRECTOR NOMINEE	Page References (for more detail)
Election of Eight Directors		6-17
Other Management Proposals		
Ratification of Deloitte & Touche LLP as independent accountants	FOR	22-24
Advisory vote on compensation of named executive officers	FOR	25-51
Advisory vote on frequency of future advisory votes on compensation of named executive officers	EVERY 1 YEAR	52
To ratify and approve the 2017 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries	FOR	53-55

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	Director	Principal	Experience/		Committee Memberships*						Other Public
Name	Tenure	Occupation	Qualifications	Independent	AC	CC	EC	NCGC	PC	Company Boards	
Ronald P. Badie	Since 2004	Former Vice Chairman of Deutsche Bank Alex. Brown	- Leadership	Y	X,F		C		X	Nautilus, Inc.	
			- Finance								
			- M&A								
Stanley L. Clark	Since 2005	Lead Trustee and Senior Advisor of Goodrich, LLC	- Leadership	Y	X	X			C		
			- Finance								
			- Global								
			- Industry								
			- Operations								
David P. Falck	Since 2013	Executive Vice President and General Counsel	- Leadership	Y	X	X		C			
(Presiding Director)			- Compliance								
		Pinnacle West Capital Corporation	- Risk Management								
			- M&A								
Edward G. Jepsen	1989-1997;	CEO and Chairman of Coburn	- Leadership	Y	C,F			X	X	..	
	Since 2005	Technologies, Inc.	- Finance								
			- Global								
			- Industry								
Martin H. Loeffler	Since 1987	Former CEO of Amphenol Corporation	- Leadership	Y							
(Chairman)			- Global								
			- Industry								
			- Technology								
John R. Lord	Since 2004	Former CEO and Chairman of Carrier Corporation	- Leadership	Y		C	X	X			
			- Global								
R. Adam Norwitt	Since 2009	President and CEO of Amphenol Corporation	- Leadership	N							
			- Global								
			- Industry								
			- Operations								
			- M&A								
Diana G. Reardon	Since 2015	Former CFO of Amphenol Corporation	- Leadership	N					X		
			- Finance								
			- Global								