

INTERNATIONAL BUSINESS MACHINES CORP
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March 09, 2015

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 X

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International Business Machines Corporation

(Name of Registrant as Specified In Its Charter)

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IBM Notice of 2015 Annual Meeting and Proxy Statement

International Business Machines Corporation

Armonk, New York 10504

March 9, 2015

DEAR STOCKHOLDERS:

You are cordially invited to attend the Annual Meeting of Stockholders on Tuesday, April 28, 2015 at 10 a.m., in the Statehouse Convention Center, Little Rock, Arkansas.

We are very pleased that Mr. Alex Gorsky, Chairman and Chief Executive Officer of Johnson & Johnson, and Mr. Peter R. Voser, Retired Chief Executive Officer of Royal Dutch Shell plc, are new nominees for the Board this year.

At this year's Annual Meeting, you will once again be asked to provide an advisory vote on executive compensation. The Board's recommendation on this item is set forth in the proposal, and your support is important.

Stockholders of record can vote their shares by using the Internet or the telephone. Instructions for using these convenient services are set forth on the enclosed proxy card. You also may vote your shares by marking your votes on the enclosed proxy card, signing and dating it, and mailing it in the enclosed envelope. If you will need special assistance at the meeting because of a disability, please contact the Office of the Secretary, International Business Machines Corporation, Armonk, NY 10504.

Very truly yours,

Virginia M. Rometty

Chairman of the Board

YOUR VOTE IS IMPORTANT.

Please vote by using the Internet, the telephone,

or by signing, dating, and returning the enclosed proxy card.

NOTICE OF MEETING

The Annual Meeting of Stockholders of International Business Machines Corporation will be held on Tuesday, April 28, 2015 at 10 a.m., in the Statehouse Convention Center, #1 Statehouse Plaza, Little Rock, Arkansas. The items of business are:

1. Election of directors proposed by the Company's Board of Directors for a term of one year, as set forth in this Proxy Statement.
2. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.
3. Advisory vote on executive compensation.
4. Four stockholder proposals if properly presented at the meeting.

These items are more fully described in the following pages, which are a part of this Notice.

Christina M. Montgomery

Vice President and Secretary

This Proxy Statement and the accompanying form of proxy card are being mailed beginning on or about March 9, 2015 to all stockholders entitled to vote. The IBM 2014 Annual Report, which includes consolidated financial statements, is being mailed with this Proxy Statement.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on April 28, 2015: The Proxy Statement and the Annual Report to Stockholders are available at www.ibm.com/investor/material/.

IBM Notice of 2015 Annual Meeting and Proxy Statement

International Business Machines Corporation

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1. ELECTION OF DIRECTORS FOR A TERM OF ONE YEAR

The Board proposes the election of the following directors of the Company for a term of one year. Below is information about each nominee, including biographical data for at least the past five years. If one or more of these nominees become unavailable to accept nomination or election as a director, the individuals named as proxies on the enclosed proxy card will vote the shares that they represent for the election of such other persons as the Board may recommend, unless the Board reduces the number of directors.

Alain J.P. Belda, 71, is a managing director at Warburg Pincus LLC, a global private equity and investment firm. He is a member of IBM's Directors and Corporate Governance Committee. Mr. Belda joined Alcoa in 1969 and subsequently held various executive positions. From 1979 to 1994, he was president of Alcoa Aluminio S.A. in Brazil, Alcoa's Brazilian subsidiary. He was named executive vice president of Alcoa Inc. in 1994, vice chairman in 1995, president and chief operating officer in 1997 and president and chief executive officer in 1999. Mr. Belda was chairman and chief executive officer from 2001 until 2008; he remained chairman until his retirement in 2010. He is a director of Renault S.A., Omega Energia Renovavel S.A., Banco Indusval Partners, Pet Center Marginal and Dudalina. Additionally, during the past five years, he served as a director of Citigroup Inc. Mr. Belda became an IBM director in 2008.

William R. Brody, 71, is president of the Salk Institute for Biological Studies, a non-profit scientific research institution. He is a member of IBM's Directors and Corporate Governance Committee. From 1987 to 1994, Dr. Brody was the Martin Donner Professor and director of the Department of Radiology, professor of electrical and computer engineering, and professor of biomedical engineering at The Johns Hopkins University and radiologist-in-chief of The Johns Hopkins Hospital. He was the provost of the Academic Health Center at the University of Minnesota from 1994 until 1996. Dr. Brody was president of The Johns Hopkins University from 1996 to 2009. He is a director of all T. Rowe Price fund companies and BioMed Realty Trust. Dr. Brody is a trustee of the W.M. Keck Foundation. Additionally, during the past five years, he served as a director of Novartis AG. Dr. Brody became an IBM director in 2007.

Kenneth I. Chenault, 63, is chairman and chief executive officer of American Express Company, a financial services company. Mr. Chenault joined American Express in 1981 and was named president of the U.S. division of American Express Travel Related Services Company, Inc. in 1993, vice chairman of American Express Company in 1995, president and chief operating officer in 1997 and chairman and chief executive officer in 2001. He is a director of The Procter & Gamble Company. Mr. Chenault became an IBM director in 1998.

Michael L. Eskew, 65, is retired chairman and chief executive officer of United Parcel Service, Inc., a provider of specialized transportation and logistics services. He is IBM's Presiding Director, chair of IBM's Audit Committee and a member of IBM's Executive Committee. Mr. Eskew joined United Parcel Service in 1972. He was named corporate vice president for industrial engineering in 1994, group vice president for engineering in 1996, executive vice president in 1999, vice chairman in 2000, and he was chairman and chief executive officer from 2002 until his retirement at the end of 2007. Mr. Eskew remained on the board of United Parcel Service until the end of 2014. He is a director of Allstate Corporation, Eli Lilly and Company and 3M Company. In addition, he is chairman of the Annie E. Casey Foundation. Mr. Eskew became an IBM director in 2005.

David N. Farr, 60, is chairman and chief executive officer of Emerson Electric Co., a diversified manufacturing and technology company. He is a member of IBM's Audit Committee. Mr. Farr joined Emerson in 1981 and subsequently held various executive positions. He was named senior executive vice president and chief operating officer in 1999, chief executive officer in 2000 and chairman and chief executive officer in 2004. Mr. Farr was named chairman, president and chief executive officer in 2005 and chairman and chief executive officer in 2010. He is a member of the Executive Committee of the National Association of Manufacturers, and a director of the US-China Business Council. Mr. Farr became an IBM director in 2012.

Alex Gorsky, 54, is chairman and chief executive officer of Johnson & Johnson, a global healthcare products company. He is a member of IBM's Executive Compensation and Management Resources Committee. Mr. Gorsky joined Johnson & Johnson in 1988. In 2001, he was appointed president of Janssen Pharmaceutical Inc., and in 2003 he was named company group chairman of the Johnson & Johnson pharmaceutical business in Europe, the Middle East and Africa. Mr. Gorsky left Johnson & Johnson in 2004 to join the Novartis Pharmaceuticals Corporation, where he served as head of the company's pharmaceutical business in North America. Mr. Gorsky returned to Johnson & Johnson in 2008 as company group chairman for Ethicon. In early 2009, he was appointed worldwide chairman of the Surgical Care Group and member of the executive committee. In September 2009, he was appointed worldwide chairman of the Medical Devices and Diagnostics Group. Mr. Gorsky became vice chairman of the executive committee in January 2011. He was named chief executive officer and joined the board of directors in April 2012 and was named chairman in December 2012. Mr. Gorsky also serves on the boards of the Travis Manion Foundation, Congressional Medal of Honor Foundation, and the National Academy Foundation. Mr. Gorsky became an IBM director in 2014.

Shirley Ann Jackson, 68, is president of Rensselaer Polytechnic Institute. She is chair of IBM's Directors and Corporate Governance Committee and a member of IBM's Executive Committee. Dr. Jackson was a theoretical physicist at the former AT&T Bell Laboratories from 1976 to 1991, professor of theoretical physics at Rutgers University from 1991 to 1995, and chairman of the U.S. Nuclear Regulatory Commission from 1995 until she assumed her current position in 1999. Dr. Jackson is a director of FedEx Corporation, Marathon Oil Corporation, Medtronic, Inc., and Public Service Enterprise Group Incorporated. She is co-chair of the President's Intelligence Advisory Board, and a member of the International Security Advisory Board to the United States Secretary of State. Dr. Jackson is a fellow of the Royal Academy of Engineering (U.K.), the American Academy of Arts and Sciences, a trustee of the Brookings Institution and a past president of the American Association for the Advancement of Science. She is a member of the Council on Foreign Relations, the National Academy of Engineering, the American Philosophical Society and the Board of Regents of the Smithsonian Institution. Additionally, during the past five years, she served as a director of NYSE Euronext. Dr. Jackson became an IBM director in 2005.

Andrew N. Liveris, 60, is chairman, president and chief executive officer of The Dow Chemical Company, a global technology company focused on developing innovative solutions at the intersections of the physical, materials, polymer and biological sciences. He is a member of IBM's Executive Compensation and Management Resources Committee. Mr. Liveris joined Dow in 1976 and subsequently held various executive positions, including vice president of specialty chemicals from 1998 to 2000, business group president for performance chemicals from 2000 to 2003, and president and chief operating officer from 2003 to 2004. Mr. Liveris was named president and chief executive officer of Dow in 2004 and chairman in 2006. Mr. Liveris serves as vice chairman of the executive committee of the Business Roundtable, co-chair of the President's Advanced Manufacturing Partnership, an Executive Committee member and past chairman of The Business Council and a member of the President's Export Council. Mr. Liveris is also a trustee of the Herbert H. & Grace A. Dow Foundation, the California Institute of Technology and the United States Council for International Business (USCIB). Additionally, he served as a director of Citigroup Inc. until April 2011. Mr. Liveris became an IBM director in 2010.

W. James McNerney, Jr., 65, is chairman and chief executive officer of The Boeing Company, an aerospace company and manufacturer of commercial airplanes and defense, space and security systems. He is a member of IBM's Executive Compensation and Management Resources Committee. Mr. McNerney joined Boeing in his current role in 2005. Beginning in 1982, he served in management positions at General Electric Company, including as president and chief executive officer of GE Aircraft Engines from 1997 to 2000. From 2001 to 2005, he served as chairman and chief executive officer of 3M Company. Mr. McNerney is chairman of the President's Export Council. He is also a director of The Procter & Gamble Company. Mr. McNerney became an IBM director in 2009.

James W. Owens, 69, is retired chairman and chief executive officer of Caterpillar Inc., a manufacturer of construction and mining equipment, diesel and natural gas engines and industrial gas turbines. He is a member of IBM's Audit Committee. Mr. Owens joined Caterpillar in 1972 as a corporate economist and subsequently held various management positions, including chief financial officer. He was named group president in 1995 and vice chairman in 2003. Mr. Owens served as chairman and chief executive officer of Caterpillar from 2004 until his retirement in 2010. He is a director of Alcoa Inc. and Morgan Stanley. Mr. Owens is chairman of the executive committee of the Peterson Institute for International Economics and a senior advisor at KKR & Co. L.P. He is a trustee of North Carolina State University and was a member of the President's Economic Recovery Advisory Board. Mr. Owens became an IBM director in 2006.

Virginia M. Rometty, 57, is chairman, president and chief executive officer of IBM and chair of IBM's Executive Committee. Mrs. Rometty joined IBM in 1981. She was elected senior vice president of Global Business Services in 2005, senior vice president of Sales and Distribution in 2009, senior vice president and group executive of Sales, Marketing and Strategy in 2010, president and chief executive officer in early 2012 and chairman in late 2012. She is a member of the Business Roundtable, the Council on Foreign Relations, the President's Export Council, the Board of Trustees of Northwestern University and the Board of Overseers and Managers of Memorial Sloan-Kettering Cancer Center. Mrs. Rometty became an IBM director in 2012.

Joan E. Spero, 70, is an adjunct senior research scholar at Columbia University's School of International and Public Affairs. She is a member of IBM's Audit Committee. Ms. Spero served as U.S. Ambassador to the United Nations for Economic and Social Affairs from 1980 to 1981. From 1981 to 1993, she held several positions with American Express Company, the last being executive vice president, corporate affairs and communications. From 1993 to 1996, Ms. Spero served as U.S. Under Secretary of State for Economic, Business and Agricultural Affairs, and from 1997 through 2008, she was president of the Doris Duke Charitable Foundation. She is a director of Citigroup Inc. and International Paper Company. From 2009 to 2010, she was a visiting fellow at the Foundation Center. She is a member of the Council on Foreign Relations and the American Philosophical Society, a trustee emeritus of Columbia University, an honorary trustee of the Brookings Institution, and a trustee of the Wisconsin Alumni Research Foundation and the International Center for Transitional Justice. Additionally, during the past five years, she served as a member of the supervisory board of ING Group. Ms. Spero became an IBM director in 2004.

Sidney Taurel, 66, is senior advisor at Moelis & Company, an investment bank. He is chair of IBM's Executive Compensation and Management Resources Committee and a member of IBM's Executive Committee. Mr. Taurel joined Eli Lilly in 1971 and held management positions in the company's operations in South America and Europe. He was named president of Eli Lilly International Corporation in 1986, executive vice president of the Pharmaceutical Division in 1991, executive vice president of Eli Lilly and Company in 1993, and president and chief operating officer in 1996. He was named chief executive officer of Eli Lilly and Company in 1998 and chairman of the board in 1999. Mr. Taurel retired

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as chief executive officer in early 2008 and as chairman in late 2008. He is a director of McGraw Hill Financial, Inc. He is also a member of the Board of Overseers of the Columbia Business School, a graduate member of The Business Council and a trustee of the Indianapolis Museum of Art. Mr. Taurel became an IBM director in 2001.

Peter R. Voser, 56, is retired chief executive officer of Royal Dutch Shell plc, a global group of energy and petrochemical companies. He is a member of IBM's Directors and Corporate Governance Committee. Mr. Voser joined Shell in 1982 and held a variety of finance and business roles including chief financial officer of Oil Products. In 2002, he joined the Asea Brown Boveri (ABB) Group of Companies as chief financial officer and a member of the ABB Group executive committee. Mr. Voser returned to Shell in 2004 becoming a managing director of The Shell Transport and Trading Company, p.l.c. and chief financial officer of the Royal Dutch/Shell Group. He was appointed chief executive officer of the company in 2009 and held that position until his retirement in late 2013. He is a director of Catalyst, Roche Holding Limited, and Temasek. Mr. Voser is also active in a number of international and bilateral organizations, including The Business Council. Additionally, during the past five years he served as a director of UBS AG. Mr. Voser became an IBM director in 2015.

GENERAL INFORMATION

IBM Board of Directors

IBM's Board of Directors is responsible for supervision of the overall affairs of the Company. To assist it in carrying out its duties, the Board has delegated certain authority to several committees. Following the Annual Meeting in 2015, the Board will consist of 14 directors. In the interim between Annual Meetings, the Board has the authority under the by-laws to increase or decrease the size of the Board and to fill vacancies. The Board held nine meetings during 2014. The Board and the Directors and Corporate Governance Committee recognize the importance of director attendance at Board and committee meetings. In 2014, overall attendance at Board and committee meetings was over 94%. Attendance was at least 75% for each director except Mr. Zambrano who died in May 2014. Information about board attendance at the Company's 2014 Annual Meeting of Stockholders and the Company's policy with regard to board members' attendance at annual meetings of stockholders is available at <http://www.ibm.com/investor/governance/director-attendance-at-annual-meeting.html?subtabs=open>.

IBM's Board of Directors has long adhered to governance principles designed to assure the continued vitality of the Board and excellence in the execution of its duties. Since 1994, the Board has had in place a set of governance guidelines reflecting these principles, including the Board's policy of requiring a majority of independent directors, the importance of equity compensation to align the interests of directors and stockholders, and regularly scheduled executive sessions, including sessions of non-management directors without members of management. An executive session with independent directors is held at least once a year, and the non-management directors met in executive session nine times in 2014. The IBM Board Corporate Governance Guidelines reflect the Company's principles on corporate governance matters. These guidelines are available at <http://www.ibm.com/investor/governance/corporate-governance-guidelines.wss>.

The Directors and Corporate Governance Committee is responsible for leading the search for qualified individuals for election as directors to ensure the Board has the right mix of skills, expertise and background. The Board believes that the following attributes are key to ensuring the continued vitality of the Board and excellence in the execution of its duties: experience as a leader of a business, firm or institution; mature and practical judgment; the ability to comprehend and analyze complex matters; effective interpersonal and communication skills; and strong character and integrity. Each of the Company's directors has these attributes. In identifying potential director candidates, the Committee and the Board also focus on ensuring that the Board reflects a diversity of experiences, backgrounds and individuals.

The IBM Board is composed of a diverse group of leaders in their respective fields. Many of the current directors have leadership experience at major domestic and international companies with operations inside and outside the United States, as well as experience on other companies boards, which provides an understanding of different business processes, challenges and strategies. Other directors have experience as presidents of significant academic, research and philanthropic institutions, which brings unique perspectives to the Board. Further, the Company's directors also have other experience that makes them valuable members, such as prior public policy or regulatory experience that provides insight into issues faced by companies.

The Directors and Corporate Governance Committee and the Board believe that the above-mentioned attributes, along with the leadership skills and other experiences of its Board members described in the table below, provide the Company with the perspectives and judgment necessary to guide the Company's strategies and monitor their execution.

A.J.P. Belda	<ul style="list-style-type: none"> • Global business experience as former chairman and chief executive officer of Alcoa Inc. • Private equity management experience as a managing director of Warburg Pincus LLC • Outside board experience as a director of Renault S.A.
W.R. Brody	<ul style="list-style-type: none"> • Leadership position as president of the Salk Institute for Biological Studies, a leading scientific research institution that develops solutions to a wide range of medical issues • Leadership and teaching positions at research universities, including former president of The Johns Hopkins University • Outside board experience as a director of all T. Rowe Price fund companies and former director of Novartis AG • Experience as a university trustee • Experience as a founder and former chief executive officer of a high-tech medical device company
K.I. Chenault	<ul style="list-style-type: none"> • Global business, technology and information management experience as chairman and chief executive officer of American Express Company • U.S. Government service (member of the President's Council on Jobs and Competitiveness) • Affiliation with leading business and public policy association (member of the executive committee of the Business Roundtable) • Experience as a university trustee • Outside board experience as a director of The Procter & Gamble Company
M.L. Eskew	<ul style="list-style-type: none"> • Global business experience as former chairman and chief executive officer of United Parcel Service, Inc. • Outside board experience as a director of Allstate Corporation, Eli Lilly and Company, and 3M Company • Chairman of charitable organization
D.N. Farr	<ul style="list-style-type: none"> • Global business experience as chairman and chief executive officer of Emerson Electric Co. • Affiliation with leading business and public policy association (director of the US-China Business Council) • Outside board experience as a former director of Delphi Corporation
A. Gorsky	<ul style="list-style-type: none"> • Global business experience as chairman and chief executive officer of Johnson & Johnson • Affiliation with leading business and public policy associations (member of the Business Roundtable and The Business Council)
S.A. Jackson	<ul style="list-style-type: none"> • Leadership position as president of Rensselaer Polytechnic Institute, a leading science and technology university that brings technological innovation to the marketplace • Industry and research experience as a theoretical physicist at the former AT&T Bell Laboratories • U.S. Government service (former chairman of the U.S. Nuclear Regulatory Commission, co-chair of the President's Intelligence Advisory Board, member of the International Security Advisory Board to the United States Secretary of State, and a former member of the President's Council of Advisors on Science and Technology) • Regulatory experience (former member of the board of governors of the Financial Industry Regulatory Authority (FINRA)) • Affiliation with leading business and public policy associations (member of the Council on Foreign Relations and former university vice chair of the Council on Competitiveness) • Outside board experience as a director of FedEx Corporation, Marathon Oil Corporation, Medtronic, Inc., and Public Service Enterprise Group Incorporated • Leadership and teaching positions at a research university

A.N. Liveris

- Global business experience as chairman, president and chief executive officer of The Dow Chemical Company
- U.S. Government service (co-chair of the President's Advanced Manufacturing Partnership and member of the President's Export Council)
- Affiliation with leading business and public policy associations (vice chairman of the executive committee of the Business Roundtable and former chairman of The Business Council)
- Outside board experience as a former director of Citigroup Inc.
- Experience as a university trustee

W.J. McNerney, Jr.

- Global business experience as chairman and chief executive officer of The Boeing Company
- Manufacturing and technology experience as former chairman and chief executive officer of 3M Company and senior executive of General Electric Company
- U.S. Government service (chairman of the President's Export Council)
- Affiliation with leading business and public policy association (member and former chairman of the executive committee of the Business Roundtable)
- Outside board experience as a director of The Procter & Gamble Company
- Experience as a university trustee

J.W. Owens

- Global business experience as former chairman and chief executive officer of Caterpillar Inc.
- Experience as a senior advisor at KKR & Co. L.P., a global asset management company
- U.S. Government service (former member of the President's Economic Recovery Advisory Board)