COLUMBUS MCKINNON CORP Form DEF 14A June 12, 2018 <u>TABLE OF CONTENTS</u>

### SCHEDULE 14A (Rule 14a-101) INFORMATION REQUIRED IN PROXY STATEMENT

### SCHEDULE 14A INFORMATION

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

Filed by the Registrant Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statemento Confidential, for Use of the Commission OnlyDefinitive Proxy Statement(as permitted by Rule 14a-6(e)(2))

## **Columbus McKinnon Corporation**

(Name of Registrant as specified in its charter)

Payment of filing fee (check the appropriate box):

No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- 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:

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

# **PROXY STATEMENT**

## COLUMBUS MCKINNON CORPORATION

2018

# **Columbus McKinnon Corporation**

205 CrossPoint Parkway Buffalo, New York 14068

June 12, 2018

Dear Fellow Stockholder:

It is a pleasure to invite you to the 2018 Columbus McKinnon Corporation annual meeting of stockholders. The meeting will be held at 10:00 a.m., Chicago time, on Monday, July 23, 2018 at the Four Seasons Hotel Chicago, 120 East Delaware Place, Chicago, Illinois. The attached Notice of Annual Meeting of Stockholders and Proxy Statement discuss the items scheduled for a vote by stockholders at the meeting.

The Securities and Exchange Commission rules allow companies to furnish proxy materials to their stockholders over the Internet. As a result, most of our stockholders will receive in the mail a notice regarding availability of the proxy materials for the annual meeting on the Internet instead of paper copies of those materials. The notice contains instructions on how to access the proxy materials over the Internet and instructions on how stockholders can receive paper copies of the proxy materials, including a proxy or voting instruction form. This process expedites stockholders receipt of proxy materials and lowers the cost of our annual meeting.

The Board of Directors has fixed the close of business on June 1, 2018, as the record date for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting.

It is important that your shares be represented and voted at the Annual Meeting. Whether or not you plan to attend, please sign, date and return the enclosed proxy card in the enclosed postage-paid envelope or vote by telephone or using the internet as instructed on the enclosed proxy card. If you attend the Annual Meeting, you may vote your shares in person if you wish.

Please vote your shares as soon as possible. This is your annual meeting, and your participation is important.

Mark D. MorelliAlan S. KormanPresident & Chief Executive OfficerVice President, General Counsel & CHRO

## **NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS**

#### When:

Monday, July 23, 2017 at 10:00 a.m., Chicago Time

### Where:

Four Seasons Hotel Chicago, 120 East Delaware Place, Chicago, Illinois

### Items of Business:

- To elect nine Directors to hold office until the 2019 Annual Meeting and until their successors have been elected 1. and qualified;
- 2. To ratify the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending March 31, 2019
- 3. To conduct a shareholder advisory vote on the compensation of our named executive officers; and
- To take action upon and transact such other business as may be properly brought before the meeting or any 4. adjustment of the meeting of any adjournment or adjournments thereof.

Who Can Vote:

Only stockholders of record at the close of business on June 1, 2018 will be entitled to vote at the annual meeting.

Important notice regarding the availability of proxy materials for the Annual Meeting of Shareholders. The Company s Proxy Statement and Annual Report to shareholders for the fiscal year ended March 31, 2018 are available at http://www.cmworks.com/investors/proxy.

## **TABLE OF CONTENTS**

<u>Stockholder's Lette</u> r			
Notice of 2018 Annual Meeting			
<b>Table of Contents</b>			
<b>Voting Recommendations</b>			<u>1</u>
Business Highlights			2
<b>Proposal 1: Election of Directors</b>			<u>3</u>
* *	ment of Ernst & Young LLP as independent	<u>registered public</u>	
accounting firm for the fiscal year of			<u>8</u>
	ompensation of our named executive officers		<u>9</u>
Voting Standard			<u>10</u>
<b>Corporate Governance Policy</b>			<u>11</u>
General Corporate Governance Policy			<u>11</u>
Board Leadership Structure		<u>11</u>	
Board Composition and Diversity		<u>12</u>	
Board Experience and Qualifications		<u>13</u>	
Board Independence			<u>13</u>
Board Meetings and Attendance			<u>13</u>
Code of Ethics			<u>13</u>
Risk Oversight			<u>14</u>
Audit Committee			<u>14</u>
Compensation and Succession Committee			<u>15</u>
Corporate Governance and Nomination Committee			<u>16</u>
Director Stock Ownership Guidelines			<u>17</u>
Officer Stock Ownership Guidelines			<u>17</u>
Director Compensation			<u>17</u>
Executive Officers			<u>19</u>
Security Ownership			<u>20</u>
Sect. 16(a) Beneficial Ownership			<u>21</u>
<b>Related Party Transactions</b>			<u>21</u>
Proxy Sol	licitations	<u>21</u>	
Sharehold	<u>ders' Proposal</u> s	<u>22</u>	
<u>Contactin</u>	ng Directors	<u>22</u>	
Director	Orientation and Education	<u>22</u>	
Insider Pa	<u>articipation</u>	<u>23</u>	
Audit Con	<u>mmittee Report</u>	<u>24</u>	
Compens	ation Committee Report	<u>25</u>	
COMPEN	NSATION DISCUSSION AND ANALYSIS	<u>26</u>	

Overview, Philosophy and Objectives	<u>26</u>
Compensation and Succession Committee's Role	<u>27</u>
Compensation Committee Advisors	<u>27</u>
Management's Role in Setting Compensation	<u>27</u>
Elements of Compensation Program for NEOs	<u>28</u>
Executive Compensation Policies and Practices	<u>28</u>
<u>Our Target Pay Mix</u>	<u>29</u>
Factors in Making Compensation Decisions	<u>30</u>
Compensation and Excessive Risk	<u>30</u>
Components of Compensation	<u>31</u>
Annual Incentive Plan	<u>32</u>