

STANDARD MOTOR PRODUCTS INC  
Form DEF 14A  
April 14, 2015

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

SCHEDULE 14-A  
(Rule 14a-101)

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 Under Rule 14a-12

STANDARD MOTOR PRODUCTS, INC.  
(Name of Registrant as Specified in its Charter)

N/A

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(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:

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(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):

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(1) Amount Previously Paid:

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

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(3) Filing Party:

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(4) Date Filed:

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STANDARD MOTOR PRODUCTS, INC.  
37-18 Northern Blvd.  
Long Island City, New York 11101

April 14, 2015

To Our Stockholders:

You are cordially invited to attend the Annual Meeting of Stockholders of Standard Motor Products, Inc. to be held at the offices of Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178, on Thursday, May 14, 2015 at 2:00 p.m. (Eastern Daylight Time).

At the Annual Meeting, you will be asked to: (a) elect ten directors; (b) ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for our 2015 fiscal year; and (c) consider and vote upon a non-binding, advisory resolution approving the compensation of our named executive officers.

The formal notice of the Annual Meeting, the Proxy Statement and the Proxy Card are enclosed. We have also enclosed a copy of our Annual Report to Stockholders, which includes our Form 10-K for our 2014 fiscal year.

**YOUR VOTE IS IMPORTANT!** The Board of Directors appreciates and encourages stockholder participation in the Company's affairs and invites you to attend the Annual Meeting in person. It is important, however, that your shares be represented at the Annual Meeting, and for that reason, we ask that whether or not you expect to attend the Annual Meeting, you take a moment to complete, sign, date and return the accompanying proxy in the enclosed postage-paid envelope, or to transmit your voting instructions via the Internet or by telephone. Unless you provide specific instructions as to how to vote, brokers may not vote your shares in connection with the election of directors or the advisory vote on the compensation of our named executive officers.

On behalf of the Board of Directors, I would like to thank you for your continued support of the Company. I look forward to seeing you at the Annual Meeting.

Sincerely,

Lawrence I. Sills  
Chairman of the Board and  
Chief Executive Officer

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 14, 2015—this Proxy Statement and the Annual Report are available at [www.smpcorp.com](http://www.smpcorp.com) under "Investor Relations—Financial Reporting—Proxy Statements" and "—Annual Reports."

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STANDARD MOTOR PRODUCTS, INC.  
37-18 Northern Blvd.  
Long Island City, New York 11101

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held on May 14, 2015

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of STANDARD MOTOR PRODUCTS, INC. (the "Company") will be held at the offices of Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178, on Thursday, May 14, 2015 at 2:00 p.m. (Eastern Daylight Time). The Annual Meeting will be held for the following purposes:

1. To elect ten directors of the Company, all of whom shall hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified;
2. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015;
3. To consider and vote upon a non-binding, advisory resolution approving the compensation of our named executive officers; and
4. To transact such other business as may properly come before the Annual Meeting.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. The Board of Directors has fixed the close of business on April 2, 2015 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof.

Whether or not you plan to attend the Annual Meeting, please vote your shares by using the Internet or telephone to transmit your voting instructions, or by completing, signing and dating the enclosed proxy, which is solicited by the Board of Directors of the Company, and return the proxy in the pre-addressed envelope, to which no postage need be affixed if mailed within the United States.

By Order of the Board of Directors

Carmine J. Broccole  
Vice President General Counsel  
and Secretary

Long Island City, New York  
April 14, 2015

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STANDARD MOTOR PRODUCTS, INC.  
37-18 Northern Blvd.  
Long Island City, New York 11101

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STANDARD MOTOR PRODUCTS, INC.

37-18 Northern Blvd.

Long Island City, New York 11101

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 14, 2015

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Standard Motor Products, Inc. (the “Company”) for use at the Annual Meeting of Stockholders of the Company to be held on May 14, 2015 or at any adjournment thereof. Proxy material is first being mailed on or about April 14, 2015.

The specific proposals to be considered and acted upon at the Annual Meeting are summarized in the accompanying Notice of Annual Meeting of Stockholders. Each proposal is described in more detail in this Proxy Statement.

VOTING RIGHTS AND SOLICITATION

Information as to Voting Securities

The close of business on April 2, 2015 has been fixed by the Board of Directors as the record date for the determination of stockholders entitled to notice of, and entitled to vote at, the Annual Meeting. The total number of shares of Common Stock outstanding and entitled to vote on April 2, 2015 was 23,574,940. Holders of Common Stock have the right to one vote for each share registered in their names on the books of the Company as of the close of business on the record date.

In order to conduct business at the Annual Meeting, our By-laws require the presence in person or by proxy of stockholders holding a majority of the voting power of the outstanding shares of Common Stock entitled to vote on the matters presented at the Annual Meeting. If a quorum is not present, a vote cannot occur, and our Annual Meeting may be adjourned to a subsequent date for the purpose of obtaining a quorum. Proxies received by us but voted as “Withheld,” abstentions and broker non-votes will be included in the calculation of the number of shares considered in determining whether or not a quorum exists. Broker non-votes are shares that are held in “street name” by a bank, brokerage firm or other holder of record that indicates on its proxy that it does not have or did not exercise discretionary authority to vote on a particular matter.

Under the current rules of the New York Stock Exchange, or NYSE, if you do not give instructions to your brokerage firm, it will still be able to vote your shares with respect to certain “routine matters,” but will not be allowed to vote your shares with respect to certain “non-routine matters.” The ratification of KPMG LLP as our independent registered public accounting firm (Proposal No. 2) is considered to be a routine matter under the NYSE rules, and your brokerage firm will be able to vote on that item even if it does not receive instructions from you, so long as it holds your shares in its name. However, the election of directors (Proposal No. 1) and the advisory resolution to approve the compensation of our named executive officers (Proposal No. 3) are “non-routine matters.” Your broker will not be able to vote your shares with respect to these non-routine matters if you have not provided instructions to your broker, and those votes will be counted as broker non-votes. Broker non-votes are not counted or deemed to be present or represented for the purpose of determining whether stockholders have approved a proposal. We strongly encourage you to exercise your right to vote as a stockholder.

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Voting and Revocation of Proxies

You can vote your shares by completing and returning a proxy card, by voting in person or by using the Internet or telephone to transmit your voting instructions.

**To Vote by Mail:** Complete, sign, date and return your proxy card in the pre-addressed envelope, to which no postage need be affixed if mailed within the United States. The persons named in the proxy will vote the shares represented thereby, as directed in the proxy, if the proxy appears to be valid on its face and is received by the time of the Annual Meeting.

**To Vote in Person:** Attend the Annual Meeting, or send a personal representative with an appropriate proxy, to vote by ballot.

**To Vote by Internet:** Go to the website listed on your proxy card to vote via the Internet. You will need to follow the instructions on your proxy card and the website.

**To Vote by Telephone:** Call the telephone number on your proxy card to vote by telephone. You will need to follow the instructions on your proxy card and the voice prompts.

If you vote via the Internet or by telephone, your electronic vote authorizes the named proxies to vote on your behalf in the same manner as if you completed, signed, dated and returned your proxy card. If you vote via the Internet or by telephone, you do not need to return your proxy card.

If you hold your shares in "street name," you will receive instructions from the holder of record that you must follow in order to have your shares voted. The instructions from the holder of record will indicate if Internet and telephone voting are available, and if they are available, will provide details as to how to vote by such means.

With respect to the election of directors, stockholders may (a) vote in favor of all nominees, (b) withhold their votes as to all nominees, or (c) withhold their votes as to specific nominees. With respect to Proposals No. 2 and 3, stockholders may vote For or Against the proposal or Abstain from voting with respect to the proposal. Stockholders should specify their choices when voting their shares. In the absence of specific instructions, proxies so received will be voted: (1) "FOR" the election of all of the named nominees to the Company's Board of Directors; (2) "FOR" the ratification of KPMG LLP as the Company's independent registered public accounting firm; (3) "FOR" the advisory resolution approving the compensation of our named executive officers; and (4) in accordance with the best judgment of the individuals named as proxies on any other matters properly brought before the meeting.

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Proxies are revocable at any time before they are exercised. Whether you voted by mail, via the Internet or by telephone, you may revoke your proxy before it is exercised by (a) completing and returning a timely and later-dated proxy card, or using the Internet or telephone to timely transmit your later voting instructions, (b) appearing at the Annual Meeting and voting in person, or (c) notifying Carmine J. Broccole, Secretary of the Company, that the proxy is revoked via fax at 718-784-3284, or via mail to 37-18 Northern Blvd., Long Island City, NY 11101, or via email at financial@smpcorp.com.

If you hold shares in “street name,” you must contact the holder of record to revoke any prior voting instructions.

### Votes Required

Nominees receiving a plurality of the votes cast will be elected as directors. Approval of each of Proposals No. 2 and 3 requires that the votes cast in favor of the respective proposal exceed the number of votes cast against the proposal. However, with respect to Proposal No. 3 because your vote is advisory, it will not be binding on the Board or the Company, but the Board will review the voting results and take them into consideration when making future decisions regarding executive compensation. Only those votes cast “FOR” or “AGAINST” a proposal are used in determining the results of a vote. An abstention or a broker non-vote shall not constitute a vote cast.

### Method and Expense of Proxy Solicitation

The solicitation of proxies will be made primarily by mail. Proxies may also be solicited personally and by telephone by employees of the Company at nominal cost.

The Company does not expect to pay compensation for any solicitation of proxies, but may pay brokers and other persons holding shares in their names, or in the name of nominees, their out-of-pocket and reasonable clerical expenses for sending proxy material to beneficial owners for the purpose of obtaining their proxies. The Company will bear all expenses in connection with the solicitation of proxies.

## PROPOSAL 1

### ELECTION OF DIRECTORS

At the Annual Meeting, ten directors are to be elected to hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified. Unless individual stockholders specify otherwise, each proxy will be voted “FOR” the election to the Board of Directors of the ten nominees named below, all of whom are currently directors of the Company.



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## Information Regarding Nominees

The following paragraphs provide information, as of the date of this Proxy Statement, about each nominee. The information includes each director's age, all positions they hold, their principal occupation and business experience for at least the past five years, and the names of other publicly-held companies of which they currently serve as a director or for which they have served as a director at any time during the past five years. In addition to the information presented below regarding each nominee's specific experience, qualifications, attributes and skills that led our Board to the conclusion that he or she should serve as a director, we also believe that all of our director nominees have a reputation for integrity, honesty and adherence to high ethical standards. They each have demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment to serve the Company and our Board. Finally, we value their significant experience on other public company boards of directors and board committees.

Each person listed below has consented to be named as a nominee and agreed to serve if elected. If any of those named are not available for election at the time of the Annual Meeting, discretionary authority will be exercised to vote for substitutes unless the Board chooses to reduce the number of directors. Management is not aware of any circumstances that would render any nominee listed below unavailable.

<u>Name of Director</u>	<u>Position with the Company</u>	<u>Age</u>	<u>Director Since</u>
Lawrence I. Sills	Chairman of the Board and Chief Executive Officer	75	1986
William H. Turner <sup>(1)(2)</sup>	Presiding Independent Director	75	1990
Pamela Forbes Lieberman <sup>(1)(5)(6)</sup>	Director	61	2007
Joseph W. McDonnell <sup>(1)</sup>	Director	63	2012
Alisa C. Norris <sup>(1)(5)</sup>	Director	45	2012
Arthur S. Sills	Director	71	1995
Peter J. Sills	Director	68	2004
Frederick D. Sturdivant <sup>(1)(5)(6)</sup>	Director	77	2001
Richard S. Ward <sup>(1)(4)</sup>	Director	74	2004
Roger M. Widmann <sup>(1)(3)(5)</sup>	Director	75	2005

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<sup>(1)</sup> Member of the Audit Committee, Compensation and Management Development Committee, and Nominating and Corporate Governance Committee.

<sup>(2)</sup> Chairman of the Audit Committee.

<sup>(3)</sup> Chairman of the Compensation and Management Development Committee.

<sup>(4)</sup> Chairman of the Nominating and Corporate Governance Committee.

<sup>(5)</sup> Member of the Strategic Planning Committee.

<sup>(6)</sup> Co-Chairperson of the Strategic Planning Committee.

Lawrence I. Sills has served as our Chairman of the Board and Chief Executive Officer since December 2000 and has been a director of the Company since 1986. From 1986 to 2000, Mr. Sills served as our President and Chief Operating Officer. From 1983 to 1986, he served as our Vice President of Operations. Mr. Sills is the brother of Arthur S. Sills and Peter J. Sills, each a director of the Company, and is the father of Eric Sills, our President. Mr. Sills holds an MBA from Harvard Business School and a BA from Dartmouth College.

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We believe Mr. Sills' qualifications to serve as a director and our Chairman of the Board include his wealth of experience and the business understanding that Mr. Sills has obtained from over 40 years of working in various capacities at the Company and in the automotive industry. Mr. Sills' knowledge of all aspects of the Company's business and its history, position him well to serve as our Chairman and Chief Executive Officer. In addition, we believe Mr. Sills' qualifications to sit on our Board include his and his family's significant ownership interest in the Company, which serves to align his interests with the interests of our other stockholders, and the fact that he represents the third generation of the Sills family which established the Company in 1919.

William H. Turner has served as our Presiding Independent Director since January 2006 and as a director of the Company since May 1990. He also serves as a director of Ameriprise Financial, Inc. and Volt Information Sciences, Inc. Formerly, Mr. Turner served as a director of Franklin Electronic Publishers, Inc. and New Jersey Resources Corporation. Since 1985, he has served as the Chairman of the International College, Beirut, Lebanon and, from June 2008 to January 2010, as Acting Dean of the Business School at Montclair State University. From 2004 to 2008, Mr. Turner was the Dean of the College of Business at Stony Brook University. Mr. Turner served as the Senior Partner of Summus Ltd., a consulting firm, from 2002 to 2004. From 1997 to 2002, he served in various capacities at PNC Bank NJ, including President, Chief Executive Officer and Chairman Northeast Region. He was President and Co-Chief Executive Officer of Franklin Electronic Publishers, Inc. from 1996 to 1997. Prior to that time, he was the Vice Chairman of Chase Manhattan Bank and its predecessor, Chemical Banking Corporation. Mr. Turner completed the Advanced Management Program from Harvard Business School, and he holds an MBA from New York University and a BA from Trinity College.

We believe Mr. Turner's qualifications to serve as a director and our Presiding Independent Director include his extensive executive leadership and financial and managerial experience. His service as Chief Executive Officer and Vice Chairman at several banking institutions make him a valuable asset to our Board, and has provided him with a wealth of knowledge in dealing with financial and accounting matters. The depth and breadth of his exposure to complex financial issues at other large corporations, as well as the deep understanding of our Company that he has acquired in two decades of service on our Board, make him a valuable advisor.

Pamela Forbes Lieberman has served as a director of the Company since August 2007. Ms. Forbes Lieberman also serves as a director of A.M. Castle & Co. and VWR Funding, Inc. From March 2006 to August 2006, Ms. Forbes Lieberman served as the interim Chief Operating Officer of Entertainment Resource, Inc. Prior to such time, Ms. Forbes Lieberman also served as President and Chief Executive Officer and member of the Board of Directors of TruServ Corporation (now known as True Value Company) and as TruServ's Chief Operating Officer and Chief Financial Officer. Prior to such time, Ms. Forbes Lieberman held Chief Financial Officer positions at ShopTalk Inc., The Martin-Brower Company, LLC, and Fel-Pro, Inc. and served as an automotive industry consultant. Ms. Forbes Lieberman, a Certified Public Accountant, began her career at PricewaterhouseCoopers LLP. Ms. Forbes Lieberman holds an MBA from Kellogg School of Management, Northwestern University, and a BS from the University of Illinois.

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We believe Ms. Forbes Lieberman's qualifications to serve as a director include her years of executive experience, including serving as Chief Executive Officer, Chief Operating Officer and Chief Financial Officer for distribution and automotive companies. She brings demonstrated management ability at senior levels to the Board and insights into the operational requirements of a large company. In addition, her knowledge of public and financial accounting matters, logistics, and business strategy provides valuable insight to our Board.

Joseph W. McDonnell has served as a director of the Company since October 2012. Mr. McDonnell also serves as the Provost and Vice President of Academic Affairs at the University of Southern Maine. In this position, he is the chief academic officer of the university. Mr. McDonnell previously served as Dean of the College of Management and Human Service at the University of Southern Maine, which includes the Schools of Business, Education, Social Work and Public Service. Prior to such time, he served as the Interim Dean of the College of Business at Stony Brook University and was the President and Chief Executive Officer of the New York International Commerce Group, Inc., which provides services for companies doing business in China. Mr. McDonnell holds an Executive Program Certificate from Harvard Business School, a PhD in Communications from the University of Southern California, and an MA and BA from Stony Brook University.

We believe Mr. McDonnell's qualifications to serve as a director include his significant experience in academics focusing on business administration and the development of management-level personnel, as well as the various leadership positions he held at foreign and domestic companies prior to becoming an academic administrator. His expertise in doing business in China and in consulting management on various strategic initiatives provides valuable insight to our Board.

Alisa C. Norris has served as a director of the Company since October 2012. Ms. Norris also serves as the Chief Marketing Officer of R.R. Donnelley & Sons Company, a global provider of communications solutions. Prior to joining R.R. Donnelley in April 2013, Ms. Norris served as the Chief People Officer of Opera Solutions, LLC, a predictive analytics company, where she was responsible for human capital development and management, and staff operations. Prior to Opera Solutions, Ms. Norris served as a Senior Vice President and was a founding member of Zeborg, Inc., and as a strategy consultant for A.T. Kearney and Mitchell Madison Group. Ms. Norris holds an MBA from Harvard Business School and a BA from Trinity College, where she was Phi Beta Kappa.

We believe Ms. Norris' qualifications to serve as a director include her significant experience in defining and implementing corporate governance structures and growth strategies, and in developing and managing operational resources. Her experience of more than 15 years of providing consulting services to financial services, information technology and media, and office technology firms makes her a valuable advisor to our Board.

Arthur S. Sills has served as a director of the Company since October 1995. Mr. Sills was an educator and administrator in the Massachusetts school districts for 30 years prior to his retirement in 2000. Mr. Sills is the brother of Lawrence I. Sills and Peter J. Sills, and is the uncle of Eric Sills. Mr. Sills holds an MEd from Hampton University and a BA from Colby College.

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We believe Mr. Sills' qualifications to serve as a director include his and his family's significant ownership interest in the Company, which serves to align his interests with the interests of our other stockholders, his more than 15 years of experience as a director, his knowledge of the Company acquired over many years, and the fact that he represents the third generation of the Sills family which established the Company in 1919.

Peter J. Sills has served as a director of the Company since July 2004 and from December 2000 to May 2004. Mr. Sills is a non-fiction writer and was an attorney. Mr. Sills is the brother of Arthur S. Sills and Lawrence I. Sills, and is the uncle of Eric Sills. Mr. Sills holds a JD from Benjamin N. Cardozo School of Law and a BA from Trinity College.

We believe Mr. Sills' qualifications to serve as a director include his and his family's significant ownership interest in the Company, which serves to align his interests with the interests of our other stockholders, his knowledge and experience with the Company, which he acquired over many years, his legal background, and the fact that he represents the third generation of the Sills family which established the Company in 1919.

Frederick D. Sturdivant has served as a director of the Company since December 2001. Mr. Sturdivant is a director of Dennen Steel, an independent consultant, and serves as an Adjunct Professor at the Warrington College of Business at the University of Florida. From 2000 to 2002, Mr. Sturdivant was Chairman of Reinventures LLC. From 1998 to 2000, he was Executive Managing Director of Navigant Consulting. From 1996 to 1998, he was President of Index Research and Advisory Services, a subsidiary of Computer Sciences Corporation. Previously, he served as a director of Fel-Pro, Inc., State Savings Bank, Columbus, and The Progressive Corporation. Mr. Sturdivant holds a PhD from Northwestern University, an MBA from the University of Oregon, and a BS from San Jose State. After completing his PhD at Northwestern University, Mr. Sturdivant held professorships at the University of Southern California, the University of Texas at Austin, the Harvard Business School, and an endowed chair at Ohio State University.

We believe Mr. Sturdivant's qualifications to serve as a director include his years of experience providing strategic advisory services to complex organizations in the areas of corporate strategy, marketing, management, information technology, distribution and environmental analysis. His knowledge of corporate strategy development and his organizational acumen provide valuable insight to our Board.

Richard S. Ward has served as a director of the Company since July 2004. Mr. Ward also serves as a member of the University of Virginia School of Law Business Advisory Council, the American Law Institute, the Association of General Counsel, and the Board of Trustees (Executive Committee) of the International College, Beirut, Lebanon. Mr. Ward is a private investor and legal consultant. In 2000, Mr. Ward served as Chairman of the Large, Complex Case Committee of the American Arbitration Association. From 1969 to 1998, he served in various legal and managerial capacities at ITT Corporation, including Executive Vice President, General Counsel and Corporate Secretary, and as a member of the ITT Management Committee. Previously, he served on the Boards of the American Arbitration Association, STC plc, a British telecommunications company, ITT Sheraton Corporation, First State Insurance Company, Boeing Industrial Technology Group Corporation, and Caesars World, Inc. Mr. Ward completed the Finance for Senior Executives program at Harvard Business School and holds an LLB from University of Virginia School of Law, and a BSME from Yale University. Mr. Ward is a member of the Bars of New York and Virginia, and is admitted to practice before the U.S. Court of International Trade and the U.S. Court of Appeals for the Federal Circuit.

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We believe Mr. Ward's qualifications to serve as a director include his experience as an executive officer of an international engineering and manufacturing company, and his legal and corporate governance expertise. His knowledge of the complex legal and governance issues facing multi-national companies and his understanding of what makes businesses work effectively and efficiently provide valuable insight to our Board.

Roger M. Widmann has served as a director of the Company since May 2005. Mr. Widmann also serves as Chairman of Cedar Realty Trust, Inc., Chairman of Keystone National Group, a private equity fund of funds, and a Vice Chair of Oxfam America. He is a senior moderator of the Aspen Seminar at The Aspen Institute and the Liberty Fellowship (South Carolina), and a senior mentor of the Henry Crown Fellowship Program. Previously, Mr. Widmann served as a director and, more recently, as Chairman of the Board of Lydall, Inc., a manufacturing company, as a principal of Tanner & Co., Inc., an investment banking firm, and as the Senior Managing Director of Chemical Securities Inc. (now JPMorgan Chase Corporation). Mr. Widmann holds a JD from the Columbia Law School and an AB from Brown University.

We believe Mr. Widmann's qualifications to serve as a director include his approximately 30 years experience in leading a manufacturing corporation as a director and Chairman and his experience as a principal of an investment banking firm. His demonstrated leadership capability and his extensive knowledge of complex financial and operational issues provide our Board with greater insight into the concerns of stockholders, investors, analysts and those in the financial community. The depth and breadth of his experience at such companies makes him a valuable advisor to our Board.

The Board of Directors recommends a vote "FOR" each of the nominees listed above.

PROPOSAL 2

RATIFICATION OF KPMG LLP

The Audit Committee of our Board of Directors plans to appoint KPMG LLP ("KPMG") as the Company's independent registered public accounting firm to audit the Company's consolidated financial statements for the 2015 fiscal year. Although the Company is not required to seek stockholder approval of this appointment, the Board believes it to be sound corporate governance to do so and is asking stockholders to ratify the appointment of KPMG. If the appointment is not ratified, the Audit Committee will investigate the reasons for stockholder rejection and will reconsider the appointment. Representatives of KPMG are expected to attend the Annual Meeting where they will be available to respond to questions and, if they desire, to make a statement.

The Board of Directors recommends a vote "FOR" the ratification of KPMG as the Company's independent registered public accounting firm.

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## Audit and Non-Audit Fees

The following table presents fees for professional services rendered by KPMG in the fiscal years ended December 31, 2014 and 2013.

	2014	2013
Audit fees	\$1,433,000	\$1,275,400
Audit-related fees <sup>(1)</sup>	59,800	136,000
Tax fees <sup>(2)</sup>	326,150	395,400
All other fees		
Total	\$1,818,950	\$1,806,800

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(1) Audit-related fees consist principally of audits of financial statements of certain employee benefit plans.

(2) Tax fees consist primarily of U.S. and international tax compliance and planning.

In accordance with its charter, the Audit Committee approves the compensation and terms of engagement of the Company's independent auditors, including the pre-approval of all audit and non-audit service fees. All of the fees paid to the Company's independent auditors described above were for services pre-approved by the Audit Committee.

## PROPOSAL 3

## ADVISORY VOTE ON THE COMPENSATION

## OF OUR NAMED EXECUTIVE OFFICERS

SEC rules adopted pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enable our stockholders to vote, on an advisory (non-binding) basis, at the Annual Meeting to approve the compensation of our named executive officers, as disclosed in this Proxy Statement (referred to as a "say-on-pay" vote). The stockholder vote on executive compensation is an advisory vote only, and it is not binding on the Company or the Board of Directors. Although the vote is non-binding, the Board values the opinions of our stockholders and will consider the outcome of the vote when making future compensation decisions as it deems appropriate.

As described more fully in the "Compensation Discussion and Analysis" section, beginning on page 23 of this Proxy Statement, our executive compensation program is designed to attract, motivate and retain individuals with the skills required to formulate and drive the Company's strategic direction and achieve annual and long-term performance goals necessary to create stockholder value, while striving to avoid the use of highly leveraged incentives that may encourage overly risky short-term behavior on the part of executives. We believe that our executive compensation program is reasonable and competitive and focused on pay for performance principles.

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Our Compensation and Management Development Committee establishes, recommends and governs all of the compensation and benefits policies and actions for the Company's named executive officers. We utilize a combination of base pay, annual incentives and long-term incentives. While we have generally targeted base pay to be in the median to 75% range, and each other component of executive compensation to be at or near the median range of similar-type compensation for our peer group, actual compensation of our named executive officers varies depending upon the achievement of pre-established performance goals, both corporate and individual. The annual incentive payout is based both on company-wide operating financial performance (our EVA or economic value added bonus) as well as individual performance goals (our MBO or management by objective bonus), and it is limited to an annual payout of 200% of the target opportunity. Through stock ownership requirements and equity incentives, we also align the interests of our executives with those of our stockholders and the Company's long-term interests. Our executive compensation policies have enabled us to attract and retain talented and experienced executives and have benefited the Company over time. We believe that the fiscal year 2014 compensation of each of our named executive officers was reasonable and appropriate and aligned with the Company's fiscal year 2014 results and achievement of the objectives of our executive compensation program.

The Company also has several governance policies in place to align executive compensation with stockholder interests and mitigate risks in its plans. These programs include stock ownership guidelines, limited perquisites, use of tally sheets, and a claw back policy.

For the reasons discussed above, the Board of Directors unanimously recommends that stockholders vote in favor of the following non-binding resolution:

“RESOLVED, that the stockholders hereby APPROVE, on an advisory basis, the compensation of the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K and the other compensation disclosure rules of the Securities and Exchange Commission in the Company's Proxy Statement for the 2015 Annual Meeting of Stockholders (which disclosure includes the Compensation Discussion and Analysis, the Summary Compensation Table for 2014 and other related tables and accompanying narrative).”

The Board of Directors recommends a vote “FOR” the approval of the non-binding, advisory resolution approving the compensation of our named executive officers.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock as of April 2, 2015 by:

- each person known by the Company to own beneficially more than five percent of the Company's Common Stock;
- each director and nominee for director of the Company;
- our principal executive officer, principal financial officer, and each of our four other most highly compensated executive officers named in the Summary Compensation Table below; and
- all directors and executive officers as a group.

<u>Name and Address</u>	Amount and Nature of Beneficial Ownership (1)	Percentage of Class	
Royce & Associates, LLC 745 Fifth Avenue New York, NY 10151	3,139,687 (2)	13.3	%
BlackRock, Inc.	1,767,628 (3)	7.5	