

AMPHENOL CORP /DE/  
Form 8-K  
May 23, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **May 21, 2014**

**AMPHENOL CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**1-10879**  
(Commission File Number)

**22-2785165**  
(IRS Employer Identification No.)

**358 Hall Avenue, Wallingford, Connecticut**  
(Address of principal executive offices)

**06492**  
(Zip Code)

Registrant's telephone number, including area code **(203) 265-8900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 21, 2014, Amphenol Corporation (the Company) held its 2014 Annual Meeting of Stockholders. Stockholders submitting votes for the meeting approved: (i) the 2014 Amphenol Executive Incentive Plan (the 2014 EIP) and (ii) The First Amended 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (the Amended 2009 Option Plan).

A description of each of the 2014 EIP and the Amended 2009 Option Plan is set forth in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 28, 2014, such descriptions being qualified in their entirety by reference to the complete terms and conditions of the 2014 EIP and the Amended 2009 Option Plan, respectively. A copy of the 2014 EIP is included herewith as Exhibit 10.1 to this Report and incorporated herein by reference. A copy of the Amended 2009 Option Plan is included herewith as Exhibit 10.2 to this Report and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The annual meeting of the stockholders of the Company was held on May 21, 2014. As of March 24, 2014, the record date for the meeting, 157,103,855 shares of the Company's common stock were outstanding. A quorum of 144,404,986 were present or represented at the meeting.

(b) The stockholders (i) elected each of the Company's nominees for director; (ii) ratified the selection of Deloitte & Touche LLP as independent accountants of the Company; (iii) ratified and approved the 2014 Amphenol Executive Incentive Plan; (iv) ratified and approved The First Amended 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries; and (v) approved the advisory vote on compensation of named executive officers. Voting of shares for each item is as follows:

1. Election of Directors:

|                    | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|-------------|---------------|-------------|------------------|
| Ronald P. Badie    | 139,837,956 | 923,582       | 247,906     | 3,395,542        |
| Stanley L. Clark   | 139,559,355 | 1,202,384     | 247,705     | 3,395,542        |
| David P. Falck     | 139,627,792 | 1,133,947     | 247,705     | 3,395,542        |
| Edward G. Jepsen   | 139,336,440 | 1,425,799     | 247,205     | 3,395,542        |
| Andrew E. Lietz    | 138,866,180 | 1,962,806     | 180,458     | 3,395,542        |
| Martin H. Loeffler | 139,491,152 | 1,336,929     | 181,363     | 3,395,542        |
| John R. Lord       | 139,333,190 | 1,428,549     | 247,705     | 3,395,542        |
| R. Adam Norwitt    | 139,893,902 | 934,907       | 180,635     | 3,395,542        |

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2. Selection of Deloitte & Touche LLP as independent accountants of the Company:

|                  |             |
|------------------|-------------|
| Votes For        | 143,203,225 |
| Votes Against    | 1,027,779   |
| Abstentions      | 173,982     |
| Broker Non-Votes | 0           |

3. The 2014 Amphenol Executive Incentive Plan:

|                  |             |
|------------------|-------------|
| Votes For        | 139,065,595 |
| Votes Against    | 1,678,777   |
| Abstentions      | 265,072     |
| Broker Non-Votes | 3,395,542   |

4. The First Amended 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries:

|                  |             |
|------------------|-------------|
| Votes For        | 114,725,869 |
| Votes Against    | 26,022,221  |
| Abstentions      | 261,354     |
| Broker Non-Votes | 3,395,542   |

5. Advisory Vote on Compensation of Named Executive Officers:

|                  |             |
|------------------|-------------|
| Votes For        | 138,119,373 |
| Votes Against    | 2,600,454   |
| Abstentions      | 289,617     |
| Broker Non-Votes | 3,395,542   |

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following Exhibits are included herewith:

| <b>Exhibit Number</b> | <b>Exhibit Description</b>   |
|-----------------------|--|
| 10.1                  | The 2014 Amphenol Executive Incentive Plan   |
| 10.2                  | The First Amended 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries |

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMPHENOL CORPORATION

By: */s/ Diana G. Reardon*  
Diana G. Reardon  
Executive Vice President  
and Chief Financial Officer

Date: May 23, 2014

**Exhibit Index**

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