

AGILENT TECHNOLOGIES INC
Form DEF 14A
February 08, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

AGILENT TECHNOLOGIES, INC.
(Name of Registrant as Specified In Its Charter)

(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.

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5301 Stevens Creek Boulevard
Santa Clara, California 95051
(408) 553-2424

Notice of Annual Meeting of Stockholders

TIME : 8:00 a.m., Pacific Time, on Wednesday, March 21, 2018

PLACE : Corporate Headquarters
5301 Stevens Creek Boulevard, Building No. 5
Santa Clara, California 95051 USA

AGENDA : 1. To elect three directors to a three-year term. At the annual meeting, the Board of Directors intends to present the following nominees for election as directors:

- Koh Boon Hwee
- Michael R. McMullen; and
- Daniel K. Podolsky, M.D.

2. To approve the amendment and restatement of our 2009 Stock Plan.

3. To approve, on a non-binding advisory basis, the compensation of our named executive officers.

4. To ratify the Audit and Finance Committee's appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

5. To consider such other business as may properly come before the annual meeting.

RECORD DATE : You are entitled to vote at the annual meeting and at any adjournments, postponements or continuations thereof if you were a stockholder at the close of business on Tuesday, January 23, 2018.

VOTING : For instructions on voting, please refer to the instructions on the Notice of Internet Availability of Proxy Materials you received in the mail or, if you received a hard copy of the Proxy Statement, on your enclosed proxy card.

ADMISSION : To be admitted to the annual meeting, you must present proof of ownership of our stock as of the record date. This can be a brokerage statement or letter from a bank or broker indicating ownership on January 23, 2018, the Notice of Internet Availability of Proxy Materials, a proxy card, or legal proxy or voting instruction card provided by your broker, bank or nominee. You may also be asked to present a form of photo identification such as a driver's license or passport. The annual meeting will begin promptly at 8:00 a.m.

WEBCAST : If you are unable to attend the annual meeting in person, you may listen through the Internet or by telephone. To listen to the live webcast, log on at www.investor.agilent.com and select the link for the webcast. To listen by telephone, please call (877) 312-5529 (international callers should dial (253) 237-1147). The meeting identification number is 9585968. The webcast will begin at 8:00 a.m. and will remain on the company's website for one year. You cannot record your vote or ask questions on

this website or at this phone number.

By Order of the Board of Directors

MICHAEL TANG

Senior Vice President, General Counsel and Secretary

This Proxy Statement and the accompanying proxy card are being sent or made available on or about February 7, 2018.

SUMMARY INFORMATION

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement contains forward-looking statements as defined in the Securities Exchange Act of 1934 and is subject to the safe harbors created therein. The forward-looking statements contained herein are generally identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are based on the beliefs and assumptions of our management and on currently available information. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in our annual report on Form 10-K for the fiscal year ended October 31, 2017. We undertake no responsibility to publicly update or revise any forward-looking statement.

PROXY SUMMARY

The following is a summary which highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider, and you are urged to read the entire Proxy Statement carefully before voting.

Voting Matters and Vote Recommendations

We currently expect to consider four items of business at the 2018 annual meeting. The following table lists those items of business and our Board’s vote recommendation.

PROPOSAL	BOARD RECOMMENDATION	REASONS FOR RECOMMENDATION	MORE INFORMATION
(1) Election of three directors to a three-year term	FOR	The Board and the Nominating/Corporate Governance Committee believe our nominees possess the skills, experience and qualifications to effectively monitor performance, provide oversight and support management’s execution of our long-term strategy.	5
(2) Approval of the Amendment and Restatement of 2009 Stock Plan	FOR	The Board strongly believes that its equity compensation programs and emphasis on employee stock ownership have been integral to the Company’s success and that a continuation of those programs is necessary for the Company to achieve superior performance in the future.	18
(3) Advisory vote to approve the compensation of our named executive officers	FOR	Our executive compensation program incorporates a number of compensation governance best practices and reflects our commitment to pay for performance.	55
(4) Ratification of the independent registered public accounting firm	FOR	Based on its assessment, the Board and the Audit and Finance Committee believe that the appointment of PricewaterhouseCoopers LLP is in the best interests of the company and our stockholders.	56

SUMMARY INFORMATION

Director Nominees

Our Board is currently divided into three classes serving staggered three-year terms. Robert J. Herbold's current term expires at the annual meeting and he will not stand for re-election as he has reached the mandatory retirement age as set forth in our Corporate Governance Standards. The following table provides summary information about each of the three director nominees who are being voted on at the annual meeting.

DIRECTOR			COMMITTEE	
NAME	AGE	SINCE	OCCUPATION	MEMBERSHIPS
Koh Boon Hwee	67	2003	Managing Partner Credence Capital Fund II (Cayman) Ltd.	<ul style="list-style-type: none"> Executive (Chair) Nominating/Corporate Governance (Chair)
Michael R. McMullen	56	2015	President and Chief Executive Officer Agilent Technologies, Inc.	<ul style="list-style-type: none"> Executive
Daniel K. Podolsky, M.D.	64	2015	President University of Texas Southwestern Medical Center	<ul style="list-style-type: none"> Audit and Finance Nominating/Corporate Governance

Corporate Governance Highlights

The Board is committed to sound and effective governance practices that promote long-term stockholder value and strengthen Board and management accountability to our stockholders, customers and other stakeholders. The following table highlights many of our key governance practices. Specific details on our governance practices can be found starting on page 12.

Ten of our 11 directors are independent	Annual board self-assessment process, including peer evaluations
Independent standing board committees	Majority voting and director resignation policy in uncontested director elections
Strong independent lead director	Continued assessment of highly qualified, diverse and independent candidates for nomination to the board
Regular meetings of our independent directors without management present	Strong focus on pay-for-performance
Diverse board with an effective mix of skills, experience and perspectives	Proactive stockholder engagement
Four new independent directors added during the past four years	Policies prohibiting hedging, short selling and pledging of our common stock
Varied lengths of Board tenure with an average tenure of 7 years for directors whose terms continue after this annual meeting	Stock ownership guidelines for executive officers and directors

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