

ZEBRA TECHNOLOGIES CORP  
Form DEFA14A  
April 05, 2018

**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**

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

**ZEBRA TECHNOLOGIES CORPORATION**

*(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.**

(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:

**Fee paid previously with preliminary materials.**

**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:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 17, 2018.**

**ZEBRA TECHNOLOGIES CORPORATION Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 23, 2018

**Date:** May 17, 2018      **Time:**  
10:30 AM Central Time

**Location:** Zebra Technologies  
Corporation  
3 Overlook Point  
Lincolnshire, Illinois 60069

You are receiving this communication  
because you hold shares in the  
company named above.

*ZEBRA TECHNOLOGIES CORPORATION  
3 OVERLOOK POINT  
LINCOLNSHIRE, IL 60069*

This is not a ballot. You cannot use this  
notice to vote these shares. This  
communication presents only an  
overview of the more complete proxy  
materials that are available to you on  
the Internet. You may view the proxy  
materials online at *www.proxyvote.com*  
or easily request a paper copy (see  
reverse side).

We encourage you to access and  
review all of the important information  
contained in the proxy materials before  
voting.

**See the reverse side of this notice to  
obtain proxy materials and voting  
instructions.**

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## Before You Vote

### How to Access the Proxy Materials

#### Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT  
ANNUAL REPORT

#### How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:  
[www.proxyvote.com](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL\*:* [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 3, 2018 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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**Voting Items**

**The Board of Directors recommends that you vote "FOR" the following:**

1. Election of Directors  
**Nominees:**  
Class III term to expire  
2021
  - 01) Chirantan Desai
  - 02) Richard L. Keyser
  - 03) Ross W. Manire

**The Board of Directors recommends that you vote "FOR" the following proposal:**

2. Proposal to approve, by non-binding vote, compensation of named executive officers.

**The Board of Directors recommends that you vote "FOR" the following proposal:**

3. Proposal to approve the 2018 Long-Term Incentive Plan.

**The Board of Directors recommends that you vote "FOR" the following proposal:**

4. Ratify the appointment of Ernst & Young LLP as our independent auditors for 2018.

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E41718-P04397