

GLOBUS MEDICAL INC
Form DEF 14A
April 27, 2016

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
(Amendment No.)

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

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

GLOBUS MEDICAL, 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):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

Globus Medical, Inc.
Valley Forge Business Center
2560 General Armistead Avenue
Audubon, PA 19403

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 14, 2016

To the stockholders of Globus Medical, Inc.:

Notice is hereby given that the 2016 Annual Meeting of Stockholders of Globus Medical, Inc., a Delaware corporation (the "Company"), will be held on Tuesday, June 14, 2016 at 6:00 p.m., local time, at our corporate headquarters located at Valley Forge Business Center, 2560 General Armistead Avenue, Audubon, Pennsylvania 19403.

The purposes of the Annual Meeting, as more fully described in the accompanying proxy statement, are:

1. To elect three directors to serve until the 2019 annual meeting of stockholders or until their successors are duly elected and qualified;
2. To approve the material terms of the performance goals set forth in the Globus Medical, Inc. 2012 Equity Incentive Plan to allow certain grants under the plan to be deductible under Section 162(m) of the Internal Revenue Code;
3. To ratify the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016;
4. To conduct a non-binding advisory vote to approve the compensation of the Company's named executive officers; and
5. To transact such other business as may properly be brought before the meeting or any adjournment or postponement thereof.

Only stockholders of record at the close of business on April 14, 2016 may vote at the Annual Meeting or any adjournment or postponement thereof.

The Notice of Internet Availability of Proxy Materials is being mailed, and the attached Proxy Statement is being made available, to our stockholders beginning on or about April 27, 2016.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please vote your shares promptly. To vote your shares, you can (1) use the Internet as described in the Notice of Internet Availability of Proxy Materials in the attached Proxy Statement and on your proxy card; (2) call the toll-free telephone number as described in the attached Proxy Statement and on your proxy card; or (3) complete, sign and date your proxy card and return your proxy card by mail.

By Order of the Board of Directors,

Anthony L. Williams
President
Audubon, Pennsylvania
April 27, 2016

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GLOBUS MEDICAL, INC.

Valley Forge Business Center
2560 General Armistead Avenue
Audubon, PA 19403

PROXY STATEMENT FOR THE
2016 ANNUAL MEETING OF STOCKHOLDERS
GENERAL INFORMATION

We are providing these proxy materials in connection with the solicitation by the Board of Directors of Globus Medical, Inc., a Delaware corporation (the “Company,” “Globus,” “our,” “we,” or “us”), of proxies to be voted at our 2016 Annual Meeting of Stockholders (the “Annual Meeting”) and at any adjournments or postponements thereof. The Annual Meeting will begin at 6:00 p.m., Eastern Time, on Tuesday, June 14, 2016 at our corporate headquarters located at 2560 General Armistead Avenue, Audubon, Pennsylvania 19403. The “proxy materials” include this Proxy Statement, our Annual Report for the year ended December 31, 2015 (including our annual report on Form 10-K) and, if you are receiving printed copies of the proxy materials by mail, the proxy card. We are making these proxy materials available to our stockholders electronically via the Internet beginning on April 27, 2016. Accordingly, we are mailing to our stockholders of record and beneficial owners a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy materials via the Internet and how to vote online. As a result, you will not receive a paper copy of the proxy materials unless you request one. All stockholders are able to access the proxy materials on a website referred to in the Notice of Internet Availability of Proxy Materials and in this Proxy Statement, and to request to receive a set of the proxy materials by mail or electronically, in either case free of charge. If you would like to receive a paper or electronic copy of the proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

Annual Meeting Admission

Attendance at the Annual Meeting is limited to stockholders of record as of April 14, 2016, the record date for the Annual Meeting.

If your shares are held beneficially in the name of a bank, broker or other holder of record and you plan to attend the Annual Meeting, you must present proof of your ownership of Globus stock, such as a bank or brokerage account statement, as of the record date to be admitted to the Annual Meeting.

Stockholders also must present a form of personal identification in order to be admitted to the Annual Meeting.

No cameras, recording equipment or electronic devices will be permitted in the Annual Meeting.

Stockholders Entitled to Vote

Only holders of record of our Class A common stock and Class B common stock as of the close of business on April 14, 2016, the record date for the Annual Meeting, are entitled to notice of, and to vote at, the Annual Meeting or at any adjournment or postponement thereof. As of the record date for the Annual Meeting, 71,631,827 shares of our Class A common stock and 23,877,556 shares of our Class B common stock were outstanding.

Notice of Internet Availability of Proxy Materials

As permitted by the Securities and Exchange Commission (the “SEC”), we are making this Proxy Statement and our 2015 Annual Report available to our stockholders electronically via the Internet. In accordance with this e-proxy process, we are sending our stockholders of record and beneficial owners a Notice of Internet Availability of Proxy Materials containing instructions on how to access the attached Proxy Statement and our 2015 Annual Report via the Internet and how to vote online. The Notice of Internet Availability of Proxy Materials also contains instructions on how you can receive a paper copy of the proxy materials. If you elect to receive a paper copy of our proxy materials, our 2015 Annual Report will be mailed to you along with the Proxy Statement and a proxy card.

How to Vote

Your vote is important. Stockholders can vote via the Internet, by telephone, by mail, or in person by attending the Annual Meeting and voting by ballot as described below.

Vote via Internet

If you choose to vote via Internet, simply visit www.proxyvote.com and follow the steps outlined on the secure website.

Vote by Mail

If you choose to receive printed copies of the proxy materials, you may vote by simply marking your proxy card, dating and signing it, and returning it in the postage-paid envelope provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY, 11717.

Vote by Telephone

If you choose to vote via telephone, call toll free 1-800-690-6903 using a touch-tone telephone and follow the instructions provided on the recorded message. If you hold shares beneficially, through a broker, brokerage firm, bank or other nominee, please refer to the instructions provided to you by such broker, brokerage firm, bank or other nominee regarding voting by telephone.

Voting at the Annual Meeting

Voting via the Internet, by telephone or by mail will not limit your right to vote at the Annual Meeting if you decide to attend and vote in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a legal proxy, executed in your favor, from the holder of record to be able to vote at the Annual Meeting. You should contact your bank or brokerage account representative to obtain a legal proxy.

If you vote via the Internet or by telephone, your vote must be received by 11:59 p.m., Eastern Time, on June 13, 2016.

All shares of common stock that have been properly voted or for which proxy cards have been properly executed and returned, and not revoked, will be voted at the Annual Meeting.

General Information on Voting and Required Vote

The presence of the holders of a majority of the voting power of the shares of common stock outstanding as of the record date and entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum.

You are entitled to cast one vote for each share of our Class A common stock you own on the record date and 10 votes for each share of our Class B common stock you own on the record date. Provided that a quorum is present, stockholders will vote on (1) three nominees for election as director, who will be elected by a plurality of the voting power of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote at the Annual Meeting, (2) the approval of the material terms of the performance goals set forth in the Globus Medical, Inc. 2012 Equity Incentive Plan to allow certain grants under the plan to be deductible under Section 162(m) of the Internal Revenue Code, (3) the ratification of appointment of Grant Thornton LLP as the Company's registered public accounting firm, (4) the approval, on an advisory basis, of the compensation of our named executive officers, and (5) such other business as may properly be brought before the meeting or any adjournment or postponement thereof. The ratification of our registered public accounting firm, the approval of our executive compensation on an advisory basis and the approval of the material terms of our equity compensation plan to allow certain grants under the plan to be deductible under Section 162(m) of the Internal Revenue Code will each require the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote at the Annual Meeting.

For each of the proposals, you may vote "FOR," "AGAINST" or "ABSTAIN." A vote of "ABSTAIN" with respect to any matter will not be voted with respect to that matter but these shares will be counted for purposes of determining whether there is a quorum present at the Annual Meeting. Accordingly, abstentions will have no effect on the election of the nominees for director, but will have the effect of a vote "AGAINST" the ratification of the appointment of our independent registered accounting firm, the approval, on an advisory basis, of the compensation to be paid to our named executive officers and the approval of the material terms of the performance goals set forth in the Globus Medical, Inc. 2012 Equity Incentive Plan to allow certain grants under the plan to be deductible under Section 162(m) of the Internal Revenue Code.

All shares of common stock for which proxies have been properly executed and delivered, and not revoked, will be voted at the Annual Meeting in accordance with your instructions. If you sign, date and return your proxy card but do

not give voting instructions, the shares of common stock represented by that proxy will be voted in accordance with the Board's recommendations as follows:

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1. FOR each of the nominees for election as director.

FOR the approval of the material terms of the performance goals set forth in the Globus Medical, Inc. 2012 Equity Incentive Plan to allow certain grants under the plan to be deductible under Section 162(m) of the Internal Revenue Code.

3. FOR the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2016.

4. FOR the approval, on an advisory basis, of the compensation of our named executive officers.

5. In the named proxies' discretion with respect to such other business as may properly be brought before the meeting or any adjournment or postponement thereof.

Shares represented by a proxy as to which there is a "broker non-vote" (that is, where a broker or other nominee does not have the discretionary authority to vote the shares), will be counted for purposes of determining whether there is a quorum present at the Annual Meeting. We believe that brokers and other nominees have the authority to vote their customers' shares on the ratification of the appointment of our independent registered public accounting firm, even if their customers do not instruct their nominees how to vote on these matters, and that brokers have no authority to vote their customers' shares with respect to any other proposal unless instructed how to vote. If we receive a proxy card with a broker non-vote, those shares will be voted FOR the ratification of the appointment of our independent registered public accounting firm but will NOT be included as a vote with respect to the election of directors, the approval of the material terms of the performance goals set forth in the Globus Medical, Inc. 2012 Equity Incentive Plan to allow certain grants under the plan to be deductible under Section 162(m) of the Internal Revenue Code, and the proposal to approve, on an advisory basis, the compensation of our named executive officers.

Voting on Other Matters

If other matters are properly presented at the Annual Meeting for consideration, the persons named on the proxy card will have the discretion to vote on those matters for you. At the date we began printing this Proxy Statement, no other matters had been raised for consideration at the Annual Meeting.

How You May Revoke or Change Your Vote

You can revoke your proxy at any time before it is voted at the Annual Meeting by:

• sending written notice of revocation to the Secretary of the Company;

• timely delivering a valid, later-dated proxy; or

• attending the Annual Meeting and voting in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a legal proxy, executed in your favor from the holder of record, to be able to vote at the Annual Meeting.

List of Stockholders

The names of stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting and for ten days prior to the Annual Meeting for any purpose germane to the Annual Meeting, between the hours of 9:30 a.m. and 4:30 p.m., at our principal executive offices at Valley Forge Business Center, 2560 General Armistead Avenue, Audubon, Pennsylvania 19403, by contacting Anthony L. Williams, the Secretary of the Company.

Cost of Proxy Solicitation

We will bear all expenses of this solicitation, including the cost of preparing and mailing this Proxy Statement. Pursuant to SEC rules, we are making this Proxy Statement and our 2015 Annual Report available to our stockholders electronically via the Internet. In addition to soliciting proxies by Internet and mail, proxies may be solicited by telephone, facsimile or personally by our directors, officers and employees. None of these directors, officers or employees will receive any additional or special compensation for this solicitation. We will, on request, reimburse banks, brokerage firms and other nominees for their expenses in sending proxy materials to their customers who are beneficial owners of our common stock and obtaining their voting instructions.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on June 14, 2016: This Proxy Statement, the proxy card and the Annual Report (including our annual report on Form 10-K) for the fiscal year ended December 31, 2015 are available at www.proxyvote.com.

PROPOSAL 1

ELECTION OF DIRECTORS

Our Board of Directors currently consists of eight members divided into three classes, as nearly equal in number as possible, with each director serving a three-year term and one class being elected at each year's annual meeting of stockholders. At each annual meeting of stockholders, successors to the class of directors whose term expires at such meeting will be elected for a term of three years. Each director will serve until a successor is duly elected and qualified, or until the director's earlier death, resignation or removal. There is no limit to the number of terms a director may serve.

Three of our directors are nominated for election this year. Each director to be elected and qualified at the Annual Meeting will hold office until the 2019 annual meeting of stockholders and will serve until his or her successor is duly elected and qualified, or until the director's earlier death, resignation or removal. Each of the nominees listed below is currently a director. Each person nominated for election has agreed to serve if elected, and we have no reason to believe that any nominee will be unable to serve. If any nominee becomes unavailable or unable to serve as director before the Annual Meeting, the shares of common stock represented by executed proxies will be voted for the election of a substitute nominee proposed by our Board of Directors or, in the alternative, the Board of Directors may elect to reduce its size.

Our Board of Directors believes that each of our current directors, including those nominated for election this year, is highly qualified to serve as a member of our Board of Directors and each has contributed to the mix of skills, core competencies and qualifications of the Board of Directors. Our directors are highly experienced and have diverse backgrounds and skills, as well as extensive track records of success in what we believe are relevant positions. A number of our directors also have served as directors of Globus for many years, and we benefit from their knowledge of our history, operations and corporate philosophy.

Board of Directors

The following table sets forth information concerning our directors as of April 1, 2016:

Name	Age	Position and Committee Memberships	Term Expires
David C. Paul	49	Chairman of the Board of Directors and Chief Executive Officer; Compensation Committee Chair and Nominating and Corporate Governance Committee Chair	2016
David M. Demski	58	Director, Group President, Emerging Technologies; Member of the Nominating and Corporate Governance Committee	2017
David D. Davidar	50	Director	2018
Kurt C. Wheeler	63	Director; Member of the Compensation Committee; Lead Independent Director	2017
Robert W. Liptak	52	Director; Member of the Compensation Committee and Audit Committee	2018
Daniel T. Lemaitre	62	Director; Member of the Compensation Committee and Audit Committee	2016
Ann D. Rhoads	50	Director; Audit Committee Chair and Member of the Nominating and Corporate Governance Committee	2016
James R. Tobin	71	Director, Member of the Nominating and Corporate Governance Committee and Audit Committee	2018

Nominees for Director

The following is a brief biography of each nominee for director and a discussion of the relevant experiences, qualifications, attributes or skills of each nominee that, together with other relevant factors, led the Nominating and Corporate Governance Committee to recommend that person as a nominee for director as of the date of this Proxy Statement.

David C. Paul has served as our Chief Executive Officer and as Chairman of our Board of Directors since our inception in 2003. He is a member of our Compensation Committee and our Nominating and Corporate Governance Committee. Prior to founding Globus, Mr. Paul was employed at Synthes from March 1996 to January 2003 in various positions. He served as Director of Product Development for Synthes in his last position, where he was responsible for product development and marketing functions. Prior to Synthes, Mr. Paul worked as a Research Engineer in biomaterials research at Temple University from 1994 to 1995. Mr. Paul is a named inventor on approximately 70 patents and approximately 90 pending patent applications. Mr. Paul received a B.S. in Mechanical Engineering from the University of Madras, and an M.S. in Computer Integrated Mechanical Engineering Systems from Temple University. Mr. Paul also

currently serves as a member of the board of directors of Operating Room Safety LLC, a privately-held company. Mr. Paul brings to our Board of Directors valuable perspective and experience as our founder, CEO and largest stockholder, as well as leadership skills, industry experience and knowledge, discipline and dedication to our mission that qualify him to serve as one of our directors.

Daniel T. Lemaitre has served on our Board of Directors since April 2011, and is a member of our Compensation Committee and Audit Committee. Mr. Lemaitre is currently the President and Chief Executive Officer of Direct Flow Medical, a venture-backed medical device company, and has served in that capacity since May 2015. Prior to joining Direct Flow Medical, Mr. Lemaitre served as Chief Executive Officer of White Pine Medical, a venture-backed medical device start-up company. Prior to White Pine Medical, Mr. Lemaitre served as the President and Chief Executive Officer of CoreValve, a privately-held company focused on percutaneous aortic valve replacement until its acquisition by Medtronic, Inc. Prior to joining CoreValve, Mr. Lemaitre was a Senior Vice President at Medtronic, where he led the company's strategic planning and corporate development. Prior to joining Medtronic, Mr. Lemaitre spent 28 years as an investment analyst in the medical device field. This included 18 years with SG Cowen, where he was a managing director and led the healthcare research team, and six years with Merrill Lynch. Mr. Lemaitre holds a B.A. in Economics from Bethany College and an M.B.A. from Bowling Green State University. Mr. Lemaitre also serves on the board of directors of Endologix, Inc. (NASDAQ:ELGX).

Ann D. Rhoads has served on our Board of Directors since July 2011, and is a member of our Audit Committee and our Nominating and Corporate Governance Committee. Currently, Ms. Rhoads is the Executive Vice President and Chief Financial Officer of Zogenix, Inc. (NASDAQ:ZGNX), a pharmaceutical company, and has served in that capacity since March 2010. From 2000 through the end of 2009, Ms. Rhoads served as the Chief Financial Officer of Premier, Inc., a healthcare supply management company. From 1998 to 2000, she was Vice President, Strategic Initiatives at Premier, Inc., and from 1993 to 1998, she was a Vice President of The Sprout Group, an institutional venture capital firm. Ms. Rhoads holds a B.S. in Finance from the University of Arkansas and an M.B.A. from the Harvard Business School. Ms. Rhoads also serves on the board of directors, as chairman of the audit committee and as a member of the compensation committee of Evoke Pharma, Inc. (NASDAQ:EVOK). Ms. Rhoads also previously served on the board of directors of Novellus Systems, Inc. (NASDAQ:NVLS) from 2003 until 2012. Ms. Rhoads' experience as the chief financial officer of a publicly-traded pharmaceutical company and as a member of the board of directors of a publicly-traded company brings to our Board of Directors and the committees of our Board of Directors valuable financial skills and expertise, which qualify her to serve as an "audit committee financial expert" on our Audit Committee, and significant executive management experience and leadership skills, as well as a strong understanding of corporate governance principles.

Vote Required

Provided that a quorum is present, the nominees for director who receive the most affirmative votes will be elected to fill the available seats on our Board of Directors.

The Board of Directors recommends a vote FOR the election of the above nominees.

Continuing Directors

The following is a brief biography of each current director who is not nominated for election at the Annual Meeting but will continue to serve on our Board of Directors following the Annual Meeting as of the date of this Proxy Statement.

David M. Demski has served as our Group President, Emerging Technologies since September 2015 and as one of our directors since our inception in 2003. He is a member of our Nominating and Corporate Governance Committee. Mr. Demski served as our President and Chief Operating Officer from August 2008 to September 2015, as our acting Chief Financial Officer from November 2014 to May 2015, and as our Chief Financial Officer from 2003 to July 2008. Prior to joining Globus in 2003, Mr. Demski founded Cornerstone Capital LBO Fund, a boutique leveraged-buyout consultancy. Mr. Demski's experience also includes serving as Vice President for Gilo Ventures, a Silicon Valley-based venture capital fund, from 2000 to 2001, and serving as Chief Operating Officer of Rendall and Associates, a telecommunications-focused consulting firm, from 1994 to 2000. He also managed regional and international distribution for Domino's Pizza during the company's growth in the late 1980s. Previously, he was an

audit supervisor for Peat, Marwick, Mitchell & Company. Mr. Demski received a B.S. in Business Administration from the University of Michigan and an M.B.A. from the Stanford Graduate School of Business. Mr. Demski's extensive leadership and experience at our Company and knowledge of our finances and operations, including as one of the founders of our Company, as well as his prior experience in the investing and auditing industries, bring to our Board of Directors critical strategic planning, financial, operations and leadership skills and qualify him to serve as one of our directors.

Kurt C. Wheeler has been a co-founder and Managing Director of Clarus Ventures, LLC, a life sciences venture capital firm, since its inception in 2005. He has served as one of our directors since July 2007 and is a member of our Compensation Committee. He has over 25 years of direct investment and industry experience within the healthcare sector, including being a General Partner at MPM Capital, L.P., a healthcare venture capital firm, since 2000. Mr. Wheeler co-founded and served as CEO of InControl (NASDAQ: INCL), a publicly-traded medical device company that was acquired by Guidant Corporation in 1998. Prior to founding InControl, he was a Principal with the Mayfield Fund, a private equity firm, where he focused on healthcare investing. Mr. Wheeler began his career with Eli Lilly &

Co., a pharmaceutical company. Mr. Wheeler also sits on the boards of directors of SFJ Pharmaceuticals, Inc., Avillion LP and Flowonix, all privately-held companies. Previously, he was responsible for investments in the following medical device companies: Hemosense (AMEX: HEM); Intratherapeutics, Inc.; and SenoRx, Inc. (NASDAQ: SENO), and the following biopharmaceutical companies: Eyetech Pharmaceuticals, Inc. (NASDAQ: EYET); Neuromed Pharmaceuticals, Ltd. (NASDAQ: CRXX); Somaxon Pharmaceuticals, Inc. (NASDAQ: SOMX); and Zogenix, Inc. (NASDAQ: ZGNX). Mr. Wheeler holds a B.A. from Brigham Young University and an M.B.A. from Northwestern University. Mr. Wheeler's background as a chief executive officer of a publicly-traded medical device company, his extensive experience at the board level in various healthcare companies and his experience as a venture capitalist focused on the medical device and biopharmaceutical industries, bring to our Board of Directors critical skills related to financial oversight of complex organizations, strategic planning, and corporate governance and qualify him to serve as one of our directors.

David D. Davidar has served as one of our directors since 2003. Between 2003 and January 2013, Mr. Davidar served as our Vice President, Operations and from January 2013 until March 2016 served as our Senior Vice President, Operations. Prior to joining Globus, Mr. Davidar served as the Executive Director of Highway Home, an assisted living facility, from 1995 to 2003. Mr. Davidar also served in a management capacity for Pizza Hut, Inc. from 1993 to 1995. Mr. Davidar received a B.Com. in Commerce, Economics and Management from the University of Madras, a Post-Graduate diploma in Personnel Management at the Madras School of Social Work, and an M.B.A. from Bloomsburg University. Mr. Davidar's role as one of our founders and his operational leadership of our Company have contributed significantly to our success and provided him with a deep familiarity with our Company, its history and business and brings to our Board of Directors valuable operational insight and managerial skill that qualify him to serve as one of our directors.

Robert W. Liptak has been Managing Director of Clarus Ventures, LLC, a life sciences venture capital firm, since its inception in 2005. He has served as one of our directors since July 2007 and is a member of our Compensation Committee and our Audit Committee. He has over 20 years of experience in investment management focusing primarily on the establishment and management of various investment management businesses, including as a General Partner in MPM Capital, L.P., a healthcare venture capital firm, from 2001 to 2008. From 1995 to 2001, Mr. Liptak was a Partner with the Geometry Group, a diversified asset management firm focused on establishing investment management firms. From 1992 to 1995, Mr. Liptak was Vice President of Finance for Global Asset Management (USA) Inc., an asset management firm, and he began his career in 1986 with Price Waterhouse where he was a Manager in its Capital Markets Group. Mr. Liptak also serves on the board of directors of SFJ Cayman Corp., a privately-held company. Mr. Liptak holds a B.A. in Accounting and Finance from LaSalle University and an M.B.A. from Columbia University, and is a certified public accountant. Mr. Liptak's broad experience as an investment management professional in the healthcare industry, his leadership roles and his financial and accounting skills and expertise, which qualify him to serve as an "audit committee financial expert" on our Audit Committee, as well as his deep understanding of our Company through service as a director qualify him to serve as one of our directors.

James R. Tobin has served on our Board of Directors since August 2015 and is a member of our Nominating and Corporate Governance Committee and Audit Committee. Mr. Tobin served as President and Chief Executive Officer of Boston Scientific from March 1999 to July 2009. Before joining Boston Scientific, Mr. Tobin served Biogen, Inc. as its President and CEO from 1997 to 1998 and as its Chief Operating Officer from 1994 to 1997. Mr. Tobin served Baxter International in various capacities from 1972 to 1994, including as its President and Chief Operating Officer from 1992 to 1994. Mr. Tobin has served as a director of multiple private and publicly traded life sciences companies, and he currently serves on the boards of directors of Oxford Immunotech Global PLC (NYSE: OXFD), Chiasma, Inc. (NASDAQ:CHMA), and several private companies. He served as Lieutenant in the U.S. Navy from 1968 to 1972. Mr. Tobin holds an M.B.A. from Harvard Business School and an A.B. from Harvard College. We believe that Mr. Tobin is well qualified to serve on our board of directors and on our Audit Committee and Nominating and Corporate Governance Committee for numerous reasons, including his decades of experience as a senior executive of large multinational healthcare and medical device companies, and his service as a director of Boston Scientific Corporation and numerous other medical device companies.

Information Concerning the Board of Directors and Corporate Governance

Board Composition

Our business and affairs are managed under the direction of our Board of Directors. Our bylaws provide that our Board of Directors must consist of between five and 11 directors, and such number of directors within this range may be determined from time to time by resolution of our Board of Directors or our stockholders. Our current Board of Directors is comprised of eight members and is divided into three classes. Upon the expiration of the initial term of office for each class of directors, each director in such class will be elected for a term of three years and serve until a successor is duly elected and qualified or until his or her earlier death, resignation or removal. Any additional directorships resulting from an increase in the number of directors or a vacancy may be filled by the directors then in office or by a vote of our stockholders at a duly convened meeting.

There are no family relationships between any directors, director nominees, and executive officers.

For information regarding the members of our Board of Directors, please see the discussion of their respective experiences, qualifications, attributes and skills under “Proposal 1-Election of Directors” above.

Board Meetings

Our Board of Directors holds regular meetings throughout the year, and holds special meetings as and when necessary. Our full Board of Directors held six regular and five special meetings during 2015. With the exception of Mr. Tobin, who joined the Board of Directors in August 2015, each director attended at least 75% of the meetings of the Board of Directors and the committees on which he or she served during 2015.

Our Board of Directors encourages but does not require independent directors to attend the annual meeting of stockholders. Three of our directors, though none of our independent directors, attended our 2015 annual meeting of stockholders.

Director Independence

Our Board of Directors has affirmatively determined that Messrs. Wheeler, Liptak, Lemaitre and Tobin and Ms. Rhoads meet the definition of “independent director” under New York Stock Exchange listing standards.

We are a “controlled company” as set forth in New York Stock Exchange Rule 303A.00 because more than 50% of the voting power of our common stock is held by David C. Paul, our Chairman and Chief Executive Officer (“CEO”). Under New York Stock Exchange rules, a “controlled company” may elect not to comply with certain New York Stock Exchange corporate governance requirements, including the requirement that a majority of the Board of Directors consist of independent directors and the requirement that director nominations and executive compensation must be approved by a majority of independent directors or a Nominating and Corporate Governance Committee or Compensation Committee comprised solely of independent directors. We rely, and intend to continue to rely, on certain of these exemptions from the corporate governance requirements. In particular, though we have determined that a majority of our directors and all of the members of our Audit Committee are independent, our Compensation Committee and our Nominating and Corporate Governance Committee do not consist entirely of independent directors. Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the New York Stock Exchange corporate governance requirements.

Board Leadership Structure

David C. Paul, our founder and CEO, is the Chairman of our Board of Directors. We believe that combining the CEO and Chairman of the Board positions helps ensure that our Board of Directors and management act with a common purpose. We believe that combining the positions provides a single, clear chain of command to execute our strategic initiatives and business plans and reduces the risk of divided leadership, which could interfere with good decision-making or weaken our ability to develop and implement strategy. In addition, we believe that a combined CEO and Chairman of the Board is better positioned to act as a bridge between management and our Board of Directors, maintaining the regular flow of information. We also believe that it is important to have a Chairman of the Board with an extensive history with and knowledge of the Company (as is the case with our CEO), as compared to a relatively less informed independent chairman.

Our non-management directors meet in executive session at least once annually, and our Lead Independent Director presides over such meetings.

In February 2015, our Board of Directors selected Kurt C. Wheeler to be the Lead Independent Director. The duties of our Lead Independent Director include calling and presiding over meetings of our non-management directors as well as presiding over meetings of the Board of Directors where our Chairman is not present. In addition, our Lead Independent Director also serves as a liaison between our management directors and non-management directors.

Role of the Board in Risk Oversight

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. Management is responsible for the day-to-day management of the risks that we face, while our Board of Directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, our Board of Directors is responsible for satisfying itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

Our Board of Directors does not have a standing risk management committee, but rather administers this oversight function directly through our Board of Directors as a whole, as well as through various standing committees of the Board of Directors that address risks inherent in their respective areas of oversight. In particular, our Board of Directors is responsible for monitoring and assessing strategic risk exposure, including a determination of the nature

and level of risk appropriate for us. Our Audit Committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. The Audit Committee also monitors oversight of the performance of our internal audit function. Our entire Board of Directors monitors the effectiveness of our corporate governance guidelines, including whether they are successful in preventing illegal or improper liability-creating conduct. Our

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Compensation Committee assesses and monitors whether any of our compensation policies and programs have the potential to encourage excessive risk-taking.

As a medical device company, we have also implemented a compliance function that monitors compliance with various company policies, specifically those governing relationships with health care professionals and compliance with anti-kickback laws and laws restricting off-label promotion of medical devices. Our Audit Committee is responsible for oversight of our compliance function, but our Board of Directors, as a whole, also receives regular updates regarding, and evaluates the effectiveness of, our compliance program.

Committees of the Board of Directors

Our Board of Directors has three permanent committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The written charters for these committees are on our website at <http://www.globusmedical.com/investors/corporate-governance/>. Our Board of Directors may from time to time establish other standing committees. In addition, from time to time, special committees may be established under the direction of our Board of Directors when necessary to address specific issues.

Audit Committee

We have an Audit Committee consisting of Ann D. Rhoads, Daniel T. Lemaitre, Robert W. Liptak and, as of January 2016, James R. Tobin, each of whom has been determined to be an independent director. The Audit Committee is responsible for, among other things:

- appointing, terminating, compensating and overseeing the work of any accounting firm engaged to prepare or issue an audit report or other audit, review or attest services;
- reviewing and approving, in advance, all audit and non-audit services to be performed by the independent auditor, taking into consideration whether the independent auditor's provision of non-audit services to us is compatible with maintaining the independent auditor's independence;
- reviewing and discussing the adequacy and effectiveness of our accounting and financial reporting processes and controls and the audits of our financial statements;
- establishing and overseeing procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by our employees regarding questionable accounting or auditing matters;
- investigating any matter brought to its attention within the scope of its duties and engaging independent counsel and other advisors as the Audit Committee deems necessary;
- determining compensation of the independent auditors and of advisors hired by the Audit Committee and ordinary administrative expenses;
- reviewing and discussing with management and the independent auditor the annual and quarterly financial statements prior to their release;
- monitoring and evaluating the independent auditor's qualifications, performance and independence on an ongoing basis;
- reviewing reports to management prepared by the internal audit function, as well as management's response;
- reviewing and assessing the adequacy of the formal written charter on an annual basis;
- reviewing and approving related-party transactions for potential conflict of interest situations on an ongoing basis;
- serving as the Qualified Legal Compliance Committee in accordance with Section 307 of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC; and
- handling such other matters that are specifically delegated to the Audit Committee by our Board of Directors from time to time.

Our Board of Directors has affirmatively determined that each member of our Audit Committee, Ms. Rhoads and Messrs. Liptak, Lemaitre and Tobin, meets the definition of an “independent director” for purposes of serving on an Audit Committee under New York Stock Exchange Rule 303A.07, and that each of Ms. Rhoads and Messrs. Liptak, Lemaitre and Tobin is an “audit committee financial expert.”

In 2015, our Audit Committee held six meetings.

Compensation Committee

We have a Compensation Committee consisting of Daniel T. Lemaitre, Robert W. Liptak and Kurt C. Wheeler, each of whom has been determined to be an independent director, and David C. Paul, our CEO. The Compensation Committee is responsible for, among other things:

- reviewing and approving the compensation, employment agreements and severance arrangements and other benefits of all of our executive officers and key employees;

- reviewing and approving, on an annual basis, the corporate goals and objectives relevant to the compensation of the executive officers, and evaluating their performance in light thereof;

- reviewing and making recommendations, on an annual basis, to the Board of Directors with respect to director compensation;

- reviewing and discussing with management the compensation of our executive officers, and recommending that it be included in the annual proxy statement and annual report on Form 10-K;

- periodically reviewing and assessing the adequacy of the formal written charter; and

- such other matters that are specifically delegated to the Compensation Committee by our Board of Directors from time to time.

The Compensation Committee has authority to delegate responsibility to subcommittees. Messrs. Lemaitre, Liptak and Wheeler also serve on our Equity Compensation Committee, a standing subcommittee of our Compensation Committee established to administer our equity-based compensation plans.

In 2015, our Compensation Committee held three meetings.

Nominating and Corporate Governance Committee

We have a Nominating and Corporate Governance Committee consisting of Ann D. Rhoads and, as of January 2016, James R. Tobin, each of whom has been determined to be independent an director, David C. Paul, our CEO, and David M. Demski, our Group President, Emerging Technologies. The Nominating and Corporate Governance Committee is responsible for, among other things:

- identifying and screening candidates for our Board of Directors, and recommending nominees for election as directors;

- establishing procedures to exercise oversight of the evaluation of the Board of Directors and management;

- developing and recommending to the Board of Directors a set of corporate governance guidelines, as well as reviewing these guidelines and recommending any changes to the Board of Directors;

- reviewing the structure of the Board of Directors’ committees and recommending to the Board of Directors for its approval directors to serve as members of each committee, and where appropriate, making recommendations regarding the removal of any member of any committee;

- reviewing and assessing the adequacy of the formal written charter on an annual basis; and

- generally advising our Board of Directors on corporate governance and related matters.

Our Nominating and Corporate Governance Committee held three meetings in 2015.

The Nominating and Corporate Governance Committee and the Board of Directors have not established a specific diversity component in their consideration of candidates for director and instead consider the diversity of directors as part of the overall mix of factors when

identifying and evaluating candidates for the Board of Directors. The Company considers diversity broadly to include differences of viewpoint, professional experience, individual characteristics, qualities and skills, resulting in naturally varying perspectives among the directors and individual skills that complement the full Board of Directors. Therefore, the Board of Directors, as a unit, possesses the appropriate skills and experience to oversee the Company's business. The Nominating and Corporate Governance Committee will give appropriate consideration to qualified persons recommended by stockholders for nomination as directors and will evaluate such qualified persons in the same manner as other identified candidates, when submitted in a timely manner and in compliance with the advance notice procedures in our bylaws as set forth in the "Stockholders Proposals" section of this Proxy Statement.

Board Self-Assessment

In 2015, our Board of Directors implemented an annual self-evaluation process in which each director evaluates the Board of Directors as a whole and each committee on which he or she serves. After these evaluations are complete, the results are discussed by the Board of Directors and each committee, as applicable, and, if necessary, action plans are developed.

At least once a year, the Board of Directors, or the Nominating and Governance Committee, evaluates the size and composition of the Board of Directors to assess the skills and experience of directors, and compares them with those skills that might prove valuable in the future, giving consideration to the changing circumstances of the Company and the then current Board of Directors membership. This assessment enables the Board of Directors to consider whether the skills and experience of the existing members continue to be appropriate as the Company's needs evolve over time.

Compensation Committee Interlocks and Insider Participation

None of our executive officers serves as a member of the board of directors or compensation committee (or other committee performing equivalent functions) of any entity that has one or more executive officers serving on our Board of Directors or Compensation Committee. No interlocking relationship exists between any member of the Board of Directors and any member of the compensation committee (or other committee performing equivalent functions) of any other company.

Mr. Paul, our CEO, has served on our Compensation Committee since 2007.

Indemnification Agreements with our Directors and Officers

Our amended and restated certificate of incorporation and bylaws provide that we shall indemnify our directors and officers to the fullest extent permitted by law. In addition, as permitted by the laws of the State of Delaware, we have entered into indemnification agreements with each of our directors and certain of our officers. Under the terms of our indemnification agreements, we are required to indemnify each of our directors and officers, to the fullest extent permitted by the laws of the State of Delaware, if the indemnitee acted in good faith and in a manner the indemnitee reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal proceeding, had no reasonable cause to believe the indemnitee's conduct was unlawful. We must indemnify our officers and directors against any and all (a) costs and expenses (including attorneys' and experts' fees, expenses and charges) actually and reasonably paid or incurred in connection with investigating, defending, being a witness in or participating in, or preparing to investigate, defend, be a witness in or participate in, and (b) judgments, fines, penalties and amounts paid in settlement in connection with, in the case of either (a) or (b), any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing or any other actual, threatened or completed proceeding, by reason of the fact that (x) such person is or was a director or officer, employee, agent or fiduciary of the Company or (y) such person is or was serving at our request as a director, officer, employee or agent or fiduciary of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification agreements also require us, if so requested, to advance within 30 days of such request any and all costs and expenses that such director or officer incurred, provided that such person will return any such advance if it shall ultimately be determined that such person is not entitled to be indemnified for such costs and expenses. Our bylaws also require that such person return any such advance if it is ultimately determined that such person is not entitled to indemnification by us as authorized by the laws of the State of Delaware.

We are not required to provide indemnification under our indemnification agreements for certain matters, including:

1. indemnification in connection with certain proceedings or claims initiated or brought voluntarily by the director or officer;

indemnification related to disgorgement of profits made from the purchase or sale of securities of our Company
2. under Section 16(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or similar provisions
of state statutory or common law;

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3. indemnification that is finally determined, under the procedures and subject to the presumptions set forth in the indemnification agreements, to be unlawful; or
indemnification for liabilities for which the director or officer has received payment under any insurance policy as may exist for such person's benefit, our articles of incorporation or bylaws or any other contract or otherwise, except with respect to any excess amount beyond the amount so received by such director or officer. The indemnification agreements require us, to the extent that we maintain an insurance policy or
4. policies providing liability insurance for directors, officers, employees, agents or fiduciaries of our company or of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise that such person serves at the request of our Company, to cover such person by such policy or policies to the maximum extent available.

Code of Ethics and Corporate Governance Guidelines

We have adopted a code of ethics relating to the conduct of our business by all of our employees, officers and directors, as well as a code of ethics specifically for our principal executive officer and senior financial officers. Both codes of ethics, and our corporate governance guidelines, are posted on our website at

<http://www.globusmedical.com/investors/corporate-governance/> and <http://www.globusmedical.com/code-of-ethics/>.

Interested Party Communications With the Board of Directors

We have established a process to receive communications from stockholders and other interested parties. Stockholders and other interested parties may contact any member or all members of the Board of Directors, any committee of the Board of Directors, or any chair of any committee by mail. To communicate with the Board of Directors, the Lead Independent Director, any individual director or any group or committee of directors, correspondence should be addressed to the Board of Directors or any such individual director or group or committee of directors by either name or title. All such correspondence should be sent to Anthony L. Williams, our Secretary, at Globus Medical, Inc., Valley Forge Business Center, 2560 General Armistead Avenue, Audubon, PA 19403.

Audit Committee Report

The Audit Committee has reviewed and discussed the Company's audited consolidated financial statements as of and for the year ended December 31, 2015 and internal controls over financial reporting with our management and Grant Thornton LLP ("Grant Thornton"), our independent registered public accounting firm for the year ended December 31, 2015. Further, the Audit Committee has discussed with Grant Thornton the matters required to be discussed under auditing standards generally accepted in the United States, including those matters set forth in Auditing Standard No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board (the "PCAOB"), other standards of the PCAOB, rules of the SEC, and other applicable regulations, relating to the firm's judgment about the quality, not just the acceptability, of the Company's accounting principles, the reasonableness of significant judgments and estimates, and the clarity of disclosures in the consolidated financial statements.

The Audit Committee also has received the written disclosures and the letter from Grant Thornton required by PCAOB Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, which relate to Grant Thornton's independence from our Company, and has discussed with Grant Thornton its independence from our Company. The Audit Committee has also considered whether the independent registered public accounting firm's provision of non-audit services to us is compatible with maintaining the firm's independence. The Audit Committee has concluded that the independent registered public accounting firm is independent from our Company and our management. The Audit Committee has also discussed with our management and Grant Thornton such other matters and received such assurances from them as it has deemed appropriate.

The Audit Committee also reviewed management's report on its assessment of the effectiveness of our internal control over financial reporting. In addition, the Audit Committee reviewed key initiatives and programs aimed at strengthening the effectiveness of our internal and disclosure control structure. As part of this process, the Audit Committee continues to monitor the scope and adequacy of our internal auditing program.

Based on the reviews, reports and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors approved, that our audited consolidated financial statements for the year ended December 31, 2015 and management's assessment of the effectiveness of our internal control over financial reporting be included in our Annual Report on Form 10-K for the year ended December 31, 2015, for filing with the SEC.

Submitted by the Audit Committee of the Board of Directors.

Members of the Audit Committee

Ann D. Rhoads (Chair)

Daniel T. Lemaitre

Robert W. Liptak

James R. Tobin

The above Audit Committee Report does not constitute soliciting material, and shall not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except to the extent that we specifically incorporate the Audit Committee Report by reference therein.

PROPOSAL 2

APPROVAL OF MATERIAL TERMS OF PERFORMANCE GOALS OF THE 2012 EQUITY INCENTIVE PLAN

The Globus Medical, Inc. 2012 Equity Incentive Plan (the "2012 Equity Plan") provides for the grant of "incentive stock options," as defined in Section 422 of the Internal Revenue Code (the "Code") to employees, and for the grant of non-qualified stock options, restricted stock, restricted stock units, stock appreciation rights, stock payments and performance awards, including performance stock units and cash bonuses or cash awards (collectively, the "Awards"), to employees, consultants and non-employee directors. The use of equity and cash awards as part of our compensation program is important because it fosters a pay-for-performance culture that is an important element of our overall compensation philosophy. We believe equity compensation provides additional motivation for directors and employees to create stockholder value because the value such individuals realize from their equity compensation is based on our stock price performance. Equity compensation also promotes a focus on long-term value creation, because our equity compensation awards are subject to vesting and/or performance criteria.

The 2012 Equity Plan is intended to comply with Section 162(m) of the Code. Section 162(m) places a limit of \$1,000,000 on the amount that the Company may deduct in any one taxable year for compensation paid to each of its "covered employees." The Company's covered employees include its Chief Executive Officer and each of its other three most highly-paid executive officers, other than the Chief Financial Officer. There is, however, an exception to this deduction limit for compensation earned pursuant to certain performance-based awards. A performance-based award made under the 2012 Equity Plan is eligible for this deduction regardless of amount provided certain Section 162(m) requirements are met. One of these requirements relates to stockholder approval (and, in certain cases, re-approval) of the material terms of the performance goals underlying the performance-based award. The 2012 Equity Plan, including the material terms of the performance goals, was last approved by our stockholders on June 8, 2012, prior to our initial public offering. Section 162(m) of the Code generally requires re-approval of the material terms of the performance goals under an incentive program, such as the 2012 Equity Plan, every five years in order for a company to continue to have the ability to grant Awards under it that qualify as performance-based compensation if the committee has the authority to change targets under the performance goals. However, where a company's stockholders approved an incentive program prior to an initial public offering, Section 162(m) of the Code requires approval of the material terms of the performance goals of an equity plan at the first annual meeting of stockholders to occur following the completion of the third calendar year following the calendar year of the initial public offering. Accordingly, the Company is seeking approval of the performance goals included in the 2012 Equity Plan in order to preserve the Company's ability to deduct compensation earned by certain executives pursuant to any performance-based award that may be made in the future under the plan, so long as other technical requirements of Section 162(m) are met.

The purpose of this Proposal 2 is to secure stockholder approval of the material terms for "qualified performance-based compensation" under the 2012 Equity Plan for purposes of Section 162(m) of the Code. Stockholders are not being asked to otherwise approve the 2012 Equity Plan and no new shares are being requested in this proposal. Outstanding Awards under the 2012 Equity Plan will continue in effect in accordance with their terms. If our stockholders do not approve this Proposal 2, the 2012 Equity Plan will continue in its current form; however, our ability to make certain performance Awards to certain recipients may be limited. If our stockholders approve this Proposal 2, performance-based cash or equity awards that have been authorized under the 2012 Equity Plan, including for shares that resulted from the 3% annual increase feature of the 2012 Equity Plan, and that meet the other technical requirements of Section 162(m) will continue to be deductible regardless of their amount.

The following discussion summarizes the material terms of the performance goals under the 2012 Equity Plan, including a description of (i) the individuals eligible for performance awards under the 2012 Equity Plan, (ii) the business criteria on which the underlying performance goals are based, and (iii) the applicable award limits. A description of the 2012 Equity Plan, which is intended merely as a summary of its principal features and is qualified in its entirety by reference to the provisions of the 2012 Equity Plan, is also included with Proposal 4 below under the heading "Equity Compensation Plans- 2012 Equity Incentive Plan." The full text of the 2012 Equity Plan is attached to this Proxy Statement as Appendix A.

Eligibility. Employees and consultants of the Company and non-employee directors of the Company are eligible to receive Awards under the 2012 Equity Plan. Under the 2012 Equity Plan and pursuant to the Compensation Committee's practice, there were approximately 1,250 employees and five non-employee directors eligible to receive grants as of March 31, 2016.

Business Criteria Underlying Performance Goals. In order to be considered performance-based compensation, an award must be subject to the accomplishment of one or more performance goals. These performance goals may be based on one or more of the following business criteria: (i) net earnings (either before or after one or more of the following: (A) interest, (B) taxes, (C) depreciation and (D) amortization); (ii) gross or net sales or revenue; (iii) net income (either before or after taxes); (iv) adjusted net income; (v) operating earnings (including but not limited to EBITDA or adjusted EBITDA); (vi) cash flow (including, but not limited to, operating cash flow and free cash flow); (vii) return on assets; (viii) return on capital; (ix) return on stockholders' equity; (x) total stockholder return; (xi) return on sales; (xii) gross or net profit or operating margin; (xiii) operating or other costs and expenses; (xiv) funds from operations; (xv) improvements in expense levels; (xvi) working capital; (xvii) earnings per share; (xviii) adjusted earnings per share; (xix) price per share of Class A common stock; (xx) regulatory body approval for commercialization of a product; (xxi) implementation or completion of critical projects; (xxii) market share; (xxiii) economic value; (xxiv) comparisons with various stock market indices; (xxv) capital raised in financing transactions or other financing milestones; (xxvi) stockholders' equity; (xxvi) market recognition (including but not limited to awards and analyst

ratings); (xxvii) financial ratios; and (xxviii) implementation, completion or attainment of objectively determinable objectives relating to research, development, regulatory, commercial, or strategic milestones or developments; in each case as determined in accordance with applicable accounting standards, if applicable, any of which may be measured either in absolute terms or as compared to any incremental increase or decrease or as compared to results of a peer group or to market performance indicators or indices.

The Compensation Committee may, in its sole discretion, provide that one or more objectively determinable adjustments shall be made to one or more of the performance goals. Such adjustments may include one or more of the following: (i) items related to a change in accounting principle; (ii) items relating to financing activities; (iii) expenses for restructuring or productivity initiatives; (iv) other non-operating items; (v) items related to acquisitions; (vi) items attributable to the business operations of any entity acquired by the Company during the performance period; (vii) items related to the disposal of a business or segment of a business; (viii) items related to discontinued operations that do not qualify as a segment of a business under applicable accounting standards; (ix) items attributable to any stock dividend, stock split, combination or exchange of stock occurring during the performance period; (x) any other items of significant income or expense which are determined to be appropriate adjustments; (xi) items relating to unusual or extraordinary corporate transactions, events or developments, (xii) items related to amortization of acquired intangible assets; (xiii) items that are outside the scope of the Company's core, on-going business activities; (xiv) items related to acquired in-process research and development; (xv) items relating to changes in tax laws; (xvi) items relating to major licensing or partnership arrangements; (xvii) items relating to asset impairment charges; (xviii) items relating to gains or losses for litigation, arbitration and contractual settlements; or (xix) items relating to any other unusual or nonrecurring events or changes in applicable laws, accounting principles or business conditions.

Award Limits. Awards under the 2012 Equity Plan are subject to the following limits:

Plan Limits. Under the terms of the 2012 Plan, the aggregate number of shares of common stock that may be subject to options and other awards is equal to the sum of (1) 3,076,923 shares of Class A common stock, (2) any shares available for issuance under the 2008 Plan as of March 13, 2012, (3) any shares underlying any award outstanding under the 2008 Plan as of March 13, 2012 that, on or after that date, is forfeited, terminates, expires, or lapses for any reason, or is settled for cash without the delivery of shares, and (4) an annual increase in the number of shares available under the 2012 Plan equal to up to 3% of the number of shares of Company common and preferred stock outstanding at the end of the previous year, as determined by the Board of Directors. This annual increase added 2,738,101 shares in 2013 and 2,803,282 shares in 2014. In 2015, the Board determined not to increase the number of shares pursuant to the 3% feature. As of March 31, 2016, options to purchase 6,294,766 shares of our Class A common stock were outstanding under the 2012 Plan and there were 5,292,834 shares of our Class A common stock available for grant under the 2012 Plan.

Award Limits. The number of shares that may be issued or transferred pursuant to incentive stock options under the 2012 Plan is limited to 10,769,230 shares. The shares of Class A common stock covered by the 2012 Plan are authorized but unissued shares, treasury shares or common stock purchased on the open market.

Individual Limits. During any calendar year, no participant may be awarded more than the following amounts of awards: (i) award rights that relate to 3,000,000 shares of Class A common stock; and (ii) cash-based awards that relate to no more than \$3.0 million.

It is not possible to determine the actual amount of compensation that will be earned under the 2012 Equity Plan in the 2016 fiscal year or in future years because the amount earned will depend on the number of shares subject to future awards and our future performance as measured against the applicable performance goals established by our Compensation Committee. We expect that future Awards under the 2012 Equity Plan will be granted in a manner substantially consistent with the historical grant of Awards under the plan. For information regarding past grants and outstanding equity awards, see the disclosure in this Proxy Statement in "Grants of Plan-Based Awards" and "Outstanding Equity Awards at Fiscal Year-End 2015."

The Board of Directors recommends a vote FOR approval of the material terms of the performance goals set forth in the 2012 Equity Plan to allow certain grants under the 2012 Equity Plan to continue to be deductible under Section 162(m) of the Code.

Summary of 2012 Equity Incentive Plan

The material terms of the 2012 Equity Plan are summarized in Proposal 4 below under the heading 'Equity Compensation Plans- 2012 Equity Incentive Plan.' This summary of the 2012 Equity Plan is not intended to be a complete description of the Equity Plan and is qualified in its entirety by the actual text of the Equity Plan to which reference is made, which is attached as Appendix A to this proxy statement.

PROPOSAL 3

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Independent Registered Public Accounting Firm

Grant Thornton. The Audit Committee of our Board of Directors has selected Grant Thornton LLP, an independent registered public accounting firm, to audit our books and financial records for the fiscal year ending December 31, 2016. We are asking our stockholders to ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for 2016.

Grant Thornton has audited our financial statements since May 2015. A representative of Grant Thornton LLP is expected to be present at the Annual Meeting. The representative will have an opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

The ratification of our independent registered public accounting firm by our stockholders is not required by law or our bylaws. However, the Audit Committee believes it is good corporate practice to submit the selection of our independent registered public accounting firm to the stockholders for ratification. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain Grant Thornton LLP. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and our stockholders.

A representative of Grant Thornton is expected to be present at the Annual Meeting. The representative will have an opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

KPMG. KPMG was our independent registered public accounting firm prior to April 2015. On April 16, 2015, KPMG notified us that it declined to stand for reelection as the independent registered public accounting firm for the Company. KPMG's resignation was accepted by the Audit Committee.

The audit reports of KPMG on the consolidated financial statements of the Company and its subsidiaries as of and for the fiscal years ended December 31, 2014 and 2013 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal years ended December 31, 2014 and 2013, and the subsequent interim period through April 16, 2015, there were no disagreements between us and KPMG on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which, if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference thereto in its reports on the consolidated financial statements for such years, and there were no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

In accordance with SEC rules, we provided KPMG with a copy of the Current Report on Form 8-K and requested KPMG to furnish us with a letter addressed to the SEC stating whether it agrees with the above statements. KPMG furnished the letter, and we filed it as Exhibit 16.1 to the Current Report on Form 8-K.

Fees Paid to the Independent Registered Public Accounting Firm

KPMG. The following table represents aggregate fees billed to us for the fiscal years ended December 31, 2015 and December 31, 2014 by KPMG. All fees described below were approved by the Audit Committee.

	2015	2014
Audit Fees ⁽¹⁾	\$292,100	\$785,800
Tax Fees ⁽²⁾	—	20,000
All Other Fees ⁽³⁾	1,650	1,650

Total Fees \$293,750 \$807,450

Fees for audit services billed for fiscal years 2015 and 2014 consisted of fees for reviews of our periodic reports (1) and certain of our current reports and the consent letter provided in connection with the filing of our Form S-8 with the SEC.

(2) Fees for tax services billed for fiscal year 2014 consisted of fees for tax compliance and tax planning and advice.

(3) Fees for all other services billed for fiscal years 2015 and 2014 consisted of the subscription fee for an accounting research tool.

Grant Thornton. The following table represents aggregate fees billed to us for the fiscal years ended December 31, 2015 and 2014 by Grant Thornton LLP. The fees incurred in fiscal year 2014 and the fees for certain tax compliance services and services provided in Australia in fiscal year 2015 were not approved by the Audit Committee. All other fees described below that were incurred after engagement of Grant Thornton as our independent registered public accounting firm in 2015 were approved by the Audit Committee.

	2015	2014
Audit Fees ⁽¹⁾	\$584,007	-
Audit Related Fees	5,401	-
Tax Fees ⁽²⁾	23,046	\$63,056
All Other Fees ⁽³⁾	20,313	22,112
Total Fees	\$632,767	\$85,168

(1) Fees for audit services billed for fiscal year 2015 consisted of fees for reviews of our periodic reports and certain of our current reports.

(2) Fees for tax services billed for fiscal years 2015 and 2014 consisted of fees for tax compliance and tax planning and advice.

(3) Fees for all other services billed for fiscal year 2015 consisted of payroll services and other financial preparation work in Australia and a subscription fee for an accounting research tool. Fees for all other services billed for fiscal year 2014 consisted of fees for payroll services and other financial preparation work in Australia.

In considering the nature of the services provided by Grant Thornton LLP, the Audit Committee determined that such services are compatible with the provision of independent audit services. The Audit Committee discussed these services with Grant Thornton LLP and our management to determine that they are permitted under the rules and regulations concerning auditor independence promulgated by the SEC to implement the Sarbanes-Oxley Act of 2002, as well as the American Institute of Certified Public Accountants.

Pre-Approval Policies and Procedures

Consistent with SEC policies regarding auditor independence, the Audit Committee is responsible for appointing, setting compensation and overseeing the work of the independent registered public accounting firm. In recognition of this responsibility, the Audit Committee has established a policy to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm.

Before engaging the Company's independent registered public accounting firm, management must submit a request for approval to the Audit Committee, which reviews such request and approves or declines to approve it. The Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decision to the Audit Committee at its next scheduled meeting.

PROPOSAL 4

ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (“Say-on-Pay Vote”)

Pursuant to Section 14A of the Exchange Act, we are providing our stockholders with the right to approve, on a non-binding, advisory basis, the compensation of our “named executive officers” as disclosed in this Proxy Statement under the heading “Compensation Discussion and Analysis” (“CD&A”) and tabular disclosures of this Proxy Statement. Since the required vote is advisory, the result of the vote is not binding upon the Board of Directors. We have a policy of holding the advisory vote annually. The next advisory vote will occur at our 2017 annual meeting.

Our compensation philosophy is centered on our goal of establishing and maintaining an executive compensation program, which applies to all of our named executive officers, that attracts proven, talented leaders who possess the skills and experience necessary to achieve our strategic goals and to create value for our stockholders. Further, our executive compensation program is weighted towards performance-based compensation such that our executive officers will see returns that are correlated to returns realized by our stockholders.

We evaluate and reward our executive officers, generally on an annual basis, based upon the realization of our corporate objectives, including sales, and the individual contributions of each executive officer towards these objectives. Our Compensation Committee considers a variety of objective and subjective performance criteria for setting the compensation levels for each of our executive officers and also considers what it believes to be market standards for compensation paid to similarly-situated executives at other comparable companies. We make decisions about our executive officers’ salary increases and the amount of annual non-equity incentive awards primarily based on company performance, but we also consider individual performance when appropriate.

The compensation packages for our executive officers generally include a base salary, annual non-equity incentive awards, stock option awards and other benefits. In addition, our equity compensation plans provide our named executive officers and all other optionees with acceleration of vesting of stock options upon either a change of control or a termination of employment in connection with a change in control, depending on the specific plan under which the options were granted and if our acquiror does not assume or replace the awards under our equity compensation plans. In limited circumstances, we will provide severance payments to certain of our named executive officers upon their termination of employment.

Our Compensation Committee does not rely strictly on formulaic guidelines for determining the relative mix or levels of cash and equity-based compensation for our executive officers; instead, it maintains a flexible compensation program that allows it to adapt components and levels of compensation to motivate and reward individual executives within the context of our desire to attain specific strategic and financial goals.

The Compensation Committee has and will continue to take action to structure our executive compensation practices in a manner that is performance-based with a view towards maximizing long-term stockholder value. Our Board of Directors believes that the executive compensation as disclosed in the CD&A, tabular disclosures, and the other narrative executive compensation disclosures in this Proxy Statement coincides with our compensation philosophy.

We are asking our stockholders to indicate their support for the compensation of our named executive officers as disclosed in the CD&A, tabular disclosures, and other narrative executive compensation disclosures in this Proxy Statement by casting a non-binding advisory vote “FOR” the following resolution:

“RESOLVED, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the compensation discussion and analysis, compensation tables and narrative discussion, is hereby APPROVED.”

Effect of Proposal

The above say-on-pay resolution is non-binding. The approval or disapproval of this proposal by stockholders will not require the Board of Directors or the Compensation Committee to take any action regarding our executive compensation practices. The Board of Directors values the opinions of our stockholders as expressed through their votes and other communications. Although the resolution is non-binding, the Board of Directors will consider the outcome of the advisory vote on executive compensation when making future compensation decisions.

The Board of Directors recommends a vote FOR the approval, on an advisory basis, of the compensation paid or to be paid to our named executive officers as described in the CD&A, the tabular disclosures and the other narrative executive compensation disclosures in this Proxy Statement.

EXECUTIVE OFFICERS

Our executive officers and their respective ages, positions, and committee memberships as of April 1, 2016 were as follows:

Name	Age	Position and Committee Memberships
David C. Paul	49	Chairman of the Board of Directors and Chief Executive Officer; Compensation Committee Chair and Nominating and Corporate Governance Committee Chair
Anthony L. Williams	45	President
Daniel T. Scavilla	51	Senior Vice President and Chief Financial Officer
David M. Demski	58	Director, Group President, Emerging Technologies; Member of the Nominating and Corporate Governance Committee
A. Brett Murphy	51	Group President, Commercial Operations

The following is a brief biography of each current executive officer who will continue to serve in that capacity following the Annual Meeting, as of the date of this Proxy Statement.

David C. Paul has served as our Chief Executive Officer and as Chairman of our Board of Directors since our inception in 2003. His biography is contained in the section of this Proxy Statement entitled “Proposal 1-Election of Directors” above.

Anthony L. Williams has served as our President since September 2015. Mr. Williams previously served as our Senior Vice President of Business Development and General Counsel from April 2014 to September 2015, as our Vice President of Business Development and Corporate Counsel from January 2013 to April 2014 and as our Vice President and Corporate Counsel from March 2011 to January 2013. Mr. Williams also serves as our Corporate Secretary. Prior to joining Globus, Mr. Williams was a partner with Wyrick Robbins Yates & Ponton LLP, a law firm based in Raleigh, North Carolina, where he specialized in public and private financings, mergers, acquisitions and other strategic transactions, and corporate governance matters. Mr. Williams received a B.A. degree from the University of North Carolina at Chapel Hill and a J.D. and M.B.A. from Wake Forest University.

Daniel T. Scavilla has served as our Senior Vice President and Chief Financial Officer since May 2015. Prior to joining Globus, Mr. Scavilla spent 28 years in various positions with Johnson & Johnson, including most recently serving as Chief Financial Officer, Global Vice President Finance & Business Operations of Johnson & Johnson Vision Care from February 2012 to December 2015, and previously as Chief Financial Officer, Worldwide Vice President Finance of Advanced Sterilization Products, the infection prevention branch of J&J Medical Devices from October 2007 to January 2012. Mr. Scavilla earned a B.S. degree from LaSalle University and an M.B.A. from Temple University.

David M. Demski has served as our Group President, Emerging Technologies since September 2015 and as one of our directors since our inception in 2003. Mr. Demski previously served as our President and Chief Operating Officer from August 2008 to September 2015 and as our acting Chief Financial Officer from November 2014 to May 2015. His biography is contained in the section of this Proxy Statement entitled “Proposal 1-Election of Directors” above.

A. Brett Murphy has served as our Group President, Commercial Operations since September 2015. Mr. Murphy served as our Executive Vice President, U.S. Sales from February 2011 to September 2015, as our Vice President, U.S. Sales-West, from November 2006 to February 2011, and as the Area Director for our South region from June 2005 to November 2006. Prior to joining Globus, Mr. Murphy served in various sales and management roles at Synthes from July 1995 to May 2005. Between November 1992 and June 1995, Mr. Murphy was a sales representative for Smith & Nephew Richards. Mr. Murphy also served as an officer in the United States Marine Corps between 1987 and 1992. Mr. Murphy received a B.S. in General Studies from Louisiana State University.

COMPENSATION DISCUSSION AND ANALYSIS

The discussion below includes a review of our compensation decisions with respect to 2015 for our “named executive officers,” including our principal executive officer, the two individuals who served as our principal financial officer during 2015, and our three other most highly compensated executive officers. Our named executive officers for 2015 were:

• David C. Paul, who currently serves as our Chairman and Chief Executive Officer and is our principal executive officer;

• Anthony L. Williams, who currently serves as our President;

• Daniel T. Scavilla, who has served as our Senior Vice President and Chief Financial Officer since May 4, 2015;

• David M. Demski, who currently serves as our Group President, Emerging Technologies and was our principal financial officer from November 3, 2014 to May 4, 2015;

• A. Brett Murphy, who currently serves as our Group President, Commercial Operations; and

• David D. Davidar, who served as our Senior Vice President, Operations until March 15, 2016.

Compensation Overview

Our business is highly competitive, and competition presents an ongoing challenge to our success. Our ability to compete and succeed in this environment is directly dependent on our ability to recruit, retain and motivate talented and skilled individuals to form our executive team. Our compensation philosophy is centered on our goal of establishing and maintaining an executive compensation program that attracts proven, talented leaders who possess the skills and experience necessary to achieve our strategic goals and to create value for our stockholders. Further, our executive compensation program, which applies to all of our named executive officers, is weighted towards performance-based compensation such that our executive officers will see returns that are correlated to returns realized by our stockholders. The decisions with respect to our executive compensation are subject to the discretion of our Compensation Committee. Our Compensation Committee does not rely strictly on formulaic guidelines for determining the relative mix or levels of cash and equity-based compensation for our executive officers; instead, it maintains a flexible compensation program that allows it to adapt components and levels of compensation to motivate and reward individual executives within the context of our desire to attain specific strategic and financial goals. The compensation packages for our executive officers, including our named executive officers, generally include a base salary, annual non-equity incentive compensation, stock option awards and other benefits. In addition, our equity compensation plans provide our executive officers and all other optionees with acceleration of vesting of stock options upon either a change of control or a termination of employment in connection with a change in control, depending on the specific plan under which the options were granted and if our acquiror does not assume or replace the awards under our equity compensation plans. In limited circumstances, we will provide severance payments to certain of our named executive officers upon termination of their employment.

We evaluate and reward our named executive officers, generally on an annual basis, based upon the realization of our corporate objectives, including sales revenue, and the individual contributions of each named executive officer towards these objectives. David Paul, as our Chairman and Chief Executive Officer, makes recommendations to the Compensation Committee regarding compensation of our named executive officers, but our Compensation Committee as a whole is ultimately responsible for establishing and reviewing all compensatory plans and arrangements with respect to our named executive officers, including Mr. Paul. The Compensation Committee may approve the recommendations, make adjustments in their discretion, or seek additional information from the Company or legal counsel before making a final determination with respect to the compensation of any named executive officer, including Mr. Paul. Our Compensation Committee considers a variety of objective and subjective performance criteria for setting compensation levels for each of our named executive officers and also considers what it believes to be market standards for compensation paid to similarly-situated executives at other comparable companies. We make decisions about our named executive officers' salary increases and the amount of annual non-equity incentive awards primarily based on company performance, but we also consider individual performance when appropriate. Individual factors we consider in compensation determinations include an executive's skills and capabilities, contributions as a member of the executive management team, contributions to our overall performance, and the sufficiency of total

compensation potential and structure to ensure the retention of an executive when considering the compensation potential that may be available elsewhere.

Our current executive compensation program is based in part upon input provided to the Compensation Committee by an independent compensation consultant, Radford, in 2014. The Compensation Committee evaluated the independence of Radford in 2014 and concluded that its work for the Compensation Committee did not raise any conflict of interest at that time.

A key factor in determining levels and types of compensation of our named executive officers is the pay practices of our peer group, which consists of publicly-traded medical device companies that our Compensation Committee believes are the most comparable to our Company. The peer group typically changes from time to time due to industry consolidation, new market entrants, and other factors.

Based on recommendations from Radford in 2014, our peer group for 2016 will consist of the following companies:

Abiomed	Align Technology	Analogic	ArthroCare
CONMED Corporation	Cyberonics	Greatbatch	Haemonetics
HaertWare International	ICU Medical	Insulet	Integra Life Sciences
Masimo	NuVasive	NxStage Medical	Orthofix International
ResMed	Sirona Dental Systems	The Cooper Companies	Thoratec
Volcano	Wright Medical Group		

Tax Considerations

Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”) limits the deductibility of compensation over \$1 million paid to a company’s chief executive officer and up to the three next most highly compensated executive officers (with the chief financial officer being excluded). To qualify for deductibility under Section 162(m), compensation in excess of \$1 million per year paid to each of these executive officers generally must be “performance-based” compensation as determined under Section 162(m). In general, to be performance-based compensation, the material terms of the performance goals under which the compensation is to be paid must be disclosed to and approved by our stockholders before the compensation is paid. To the extent determinable and as one of the factors in its consideration of compensation matters, the Compensation Committee considers the anticipated tax treatment to the Company and to the executive officers of various payments and benefits. The Compensation Committee may decide to provide non-deductible compensation if it determines that such action is in our best interests and those of our stockholders.

Our Compensation Committee does not believe that we have compensation policies or practices that create risks that are reasonably likely to have a material adverse effect on our company.

Say-On-Pay Consideration

At our 2015 annual meeting of stockholders, we conducted a stockholder advisory vote on executive compensation (the “say-on-pay vote”), and over 99% of the votes cast were voted in favor of our executive compensation. The Compensation Committee believes this result evidences stockholder support for our executive compensation decisions and policies, and as such, the Compensation Committee did not implement any changes as a result of this vote. In a separate advisory vote at the 2013 annual meeting of stockholders, our stockholders voted to hold the say-on-pay vote annually. The Compensation Committee will consider the results of future say-on-pay votes when making executive compensation decisions and policies.

Key Elements of Our Compensation Program for 2016

We generally pay executive compensation through a combination of base salary, annual non-equity incentive compensation, long-term equity incentives in the form of stock options, and benefits. We do not use specific formulas or weightings in determining the allocation of the various compensation elements. Instead, compensation for each of our executives has been designed to provide a combination of fixed and at-risk compensation that is tied to achievement of our short-term and long-term objectives. We believe that this approach achieves the primary objectives of our compensation program, which are to recruit, retain and properly motivate our executives. The Compensation Committee retains the discretion to increase or decrease the actual amount of any executive officer’s annual non-equity incentive compensation based on his or her individual performance during the year.

In 2015, we compensated our named executive officers through a combination of base salary, annual non-equity incentive compensation, long-term equity incentives in the form of stock options, and benefits that included health, vision and dental insurance, paid time-off, life insurance, short-term and long-term disability insurance, 401(k) plan with Company matching contributions, relocation assistance, gym membership reimbursement, and car allowance. We believe the forms and mix of compensation provided to our named executive officers in 2015 appropriately reward performance, as the non-equity incentive plan compensation is tied to our Company performance as well as individual performance, and help to align the interests of our named executive officers with those of our stockholders,

particularly through the grants of annual equity incentives.

Base Salary. Base salaries for all of our employees are determined by position, taking into consideration the scope of job responsibilities and competitive market compensation paid by other companies for similar positions. Base salaries are also driven by market competition

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to attract and retain high quality professionals. Our overall approach to setting base salaries is to create and sustain long-term stockholder value by balancing our need to retain high-quality professionals while appropriately managing our general and administrative expenses.

The Compensation Committee approved merit increases to the 2015 base salaries for our named executive officers of approximately 3.0% percent over each such named executive officer's 2014 base salary.

Annual Non-Equity Incentive Compensation. In 2015, all of our named executive officers participated in our annual non-equity incentive program, pursuant to which they were eligible to earn cash payments (which were paid in January 2016) based on a percentage of their annual non-equity incentive compensation for 2013 (other than Messrs. Williams and Scavilla, whose target amounts were determined as described below). We focused performance targets in 2015 on overall Company sales revenue growth. Specifically, our Compensation Committee set a target for revenue of \$530.4 million for 2015, which would have represented an 11.8% increase in annual sales over 2014. Our Compensation Committee developed a range of possible annual non-equity incentive amounts that would be payable at various levels of Company sales revenue for 2015. Our Compensation Committee set the annual non-equity incentive target amounts for our named executive officers other than Messrs. Williams and Scavilla based on 2013 incentive compensation because 2014 incentive compensation was lower on account of the Company's performance in 2014, and we did not want to magnify a penalty by basing their incentive payments off of a lower number. The Compensation Committee set Mr. Williams' 2015 non-equity incentive target amount based on his 2014 incentive compensation payment because he had been awarded higher 2014 incentive compensation than he was paid in 2013. Mr. Williams target amount was set at \$247,500. In September 2015, Mr. Williams was promoted to President of the Company and the Compensation Committee increased his target incentive compensation amount to \$310,000 in connection with the promotion. At the time Mr. Williams' 2015 incentive compensation award was paid, the amount was prorated based on the original target through September 2015 and the new target of \$310,000 effective as of September 2015. Mr. Scavilla joined the Company in May 2015, and his target non-equity incentive award was negotiated to be \$150,000 at that time. The Compensation Committee determined that for each named executive officer, achievement of 75% or less of target revenue would result in non-equity incentive compensation of \$0, achievement of target revenue would result in non-equity incentive compensation equal to 110% of the target amount of earned non-equity incentive compensation, and achievement of 110% of target revenue would result in non-equity incentive compensation of 145% of the target amount of earned non-equity incentive compensation. Achievement of revenue between the specified revenue targets would result in non-equity incentive compensation payments based on interpolation between the specified target payout amounts.

In 2015, we ultimately achieved worldwide sales revenues of \$544.7 million, an increase of 14.8% over 2014. Based on this performance, the Compensation Committee determined each named executive officer should receive non-equity incentive awards at a rate of 111.9% of their applicable target amounts. In addition, after calculating the earned non-equity incentive award for 2015 for the named executive officers, the Compensation Committee awarded Mr. Scavilla \$24,575 and Mr. Murphy \$15,787 in additional bonus amounts in 2015 based on their exceptional personal performance in 2015.

Equity Incentive Compensation. The Compensation Committee believes that stock option awards are an important and useful long-term component of our overall compensation program. Stock options generally expire after ten years and vest ratably over four years. If an officer dies or becomes disabled, unexercised stock options generally are forfeited within one year. If an officer otherwise leaves our employ for any reason other than for cause, unexercised stock options generally are forfeited three months after termination of employment. If an officer's employment is terminated for cause, unexercised stock options are typically forfeited upon termination of employment.

In 2015, all of our named executive officers received options to purchase shares of our common stock. See "Outstanding Equity Awards as of December 31, 2015" below, for a description of those stock option awards. All equity awards to our named executive officers were granted at no less than the fair market value of our common stock at the time of the grants, as determined by our Board of Directors.

Employee Benefits and Perquisites. Each named executive officer receives the same company-wide benefits as are generally available to all other salaried employees, such as short- and long-term disability insurance, basic life insurance and eligibility for supplemental health and life insurance, access to flexible health care reimbursement

accounts and 401(k) matching. Additionally, our named executive officers are entitled to a vehicle allowance.

Summary Compensation Table

The following table sets forth certain compensation information for our named executive officers.

Name and Principal Position	Year	Salary ⁽¹⁾ (\$)	Bonus (\$)	Option Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽³⁾ (\$)	All Other Compensation ⁽⁴⁾ (\$)	Total
David C. Paul, Chairman and Chief Executive Officer	2015	432,418	-	1,015,470	733,831	36,618	2,218,337
Anthony L. Williams, President	2015	328,076	-	1,220,624	300,014	37,218	1,885,932
Daniel T. Scavilla, Senior Vice President and Chief Financial Officer	2015	203,125	24,575	699,046	152,550	59,400	1,138,696
David M. Demski, Group President, Emerging Technologies	2015	347,898	-	812,376	538,143	34,015	1,732,432
A. Brett Murphy, Group President, Commercial Operations	2014	337,765	-	555,595	476,233	29,431	1,399,024
	2013	324,774	-	224,650	481,043	32,235	1,062,702
David D. Davidar, Senior Vice President, Operations	2015	333,086	15,787	1,220,624	376,323	22,634	1,968,454
	2014	309,309	-	303,052	333,030	20,374	965,765
	2013	297,413	-	140,406	336,394	21,263	795,476
	2015	247,717	-	406,188	313,101	36,010	1,003,015
	2014	234,738	-	303,052	277,081	28,831	843,702
	2013	227,342	-	140,406	279,880	32,683	680,311

(1) Reflects the base salary earned during the fiscal year covered.

Reflects the grant date fair value for each named executive officer's stock option awards, computed in accordance with Financial Accounting Standards Board, Accounting Standards Codification Topic 718, Stock Compensation.

(2) These values have been determined based on the assumptions set forth in Note 11 to our consolidated financial statements included in our 2015 Annual Report on Form 10-K. See "Outstanding Equity Awards as of December 31, 2015" below, for a description of those stock option awards.

(3) Reflects cash amounts earned pursuant to our annual non-equity incentive plan for the fiscal year covered. All such cash payouts earned under this plan in a given year were paid in the following year.

Amounts for 2015 include participation in our group health insurance benefits, Company 401(k) plan matching contributions, vehicle allowance, YMCA membership reimbursement, and life and disability insurance premiums.

(4) The compensation amounts for our group health insurance benefits in 2015 were \$20,956 for Messrs. Paul, Davidar, and Williams, \$18,362 for Mr. Demski and \$7,142 for Mr. Murphy. The compensation amount in 2015 for Mr. Scavilla included \$50,679 in relocation expense reimbursement and \$1,750 for a medical insurance waiver payment.

Grants of Plan-Based Awards in 2015

The table below sets forth information with respect to awards granted to the named executive officers under our annual non-equity incentive compensation plan and our 2012 Equity Incentive Plan in 2015, which constitute all of the plan-based awards granted to our named executive officers in 2015.

Name	Grant Date	Estimated Possible Payouts			Number of Securities Underlying Options	Per-Share Exercise Price of Option Awards (\$/share)	Grant Date Fair Value of Option Awards ⁽¹⁾ (\$)
		Under Non-Equity Incentive Plan Awards Threshold (\$)	Target (\$)	Maximum (\$)			
David C. Paul	January 20, 2015	-	721,565	951,154	125,000	24.10	1,015,470
Anthony L. Williams	January 20, 2015	-	247,500	326,250	50,000	24.10	406,188
	July 7, 2015				100,000	25.65	814,436
Daniel T. Scavilla	April 8, 2015	-	150,000	197,727	100,000	25.40	699,046
David M. Demski	January 20, 2015	-	529,147	697,512	100,000	24.10	812,376
A. Brett Murphy	January 20, 2015	-	370,033	487,771	50,000	24.10	406,188
	July 7, 2015				100,000	25.65	814,436
David D. Davidar	January 20, 2015	-	307,868	405,826	50,000	24.10	406,188

Reflects the grant date fair value for each named executive officer's stock option awards, computed in accordance with Financial Accounting Standards Board, Accounting Standards Codification Topic 718, Stock Compensation.

(1) These values have been determined based on the assumptions set forth in Note 11 to our consolidated financial statements included in our 2015 Annual Report on Form 10-K. See "Outstanding Equity Awards as of December 31, 2015" below, for a description of those stock option awards.

Outstanding Equity Awards as of December 31, 2015

The following table lists the outstanding equity awards held by our named executive officers as of December 31, 2015.

Name	Option awards		Option Exercise Price (\$)	Option Expiration Date
	Number of Securities Underlying Unexercised Options – Exercisable (#)	Number of Securities Underlying Unexercised Options – Unexercisable (#)		
David C. Paul (1)	18,461	-	4.875	8/6/2019
David C. Paul (2)	18,461	-	11.8625	6/16/2020
David C. Paul (3)	18,461	-	10.66	10/27/2021
David C. Paul (4)	14,688	312	15.34	8/29/2022
David C. Paul (5)	35,000	13,000	13.04	1/24/2023
David C. Paul (6)	28,750	31,250	23.95	1/23/2024
David C. Paul (9)	-	125,000	24.10	1/20/2025
Anthony L. Williams (8)	16,153	-	11.2775	4/20/2021
Anthony L. Williams (5)	18,229	6,771	13.04	1/24/2023
Anthony L. Williams (6)	14,375	15,625	23.95	1/23/2024
Anthony L. Williams (10)	15,833	24,167	24.42	6/23/2024
Anthony L. Williams (9)	-	50,000	24.10	1/20/2025
Anthony L. Williams (11)	-	100,000	25.65	7/7/2025
Daniel T. Scavilla (12)	-	100,000	25.40	4/8/2025
David M. Demski (3)	3,846	-	10.66	10/27/2021
David M. Demski (4)	6,563	312	15.34	8/29/2022
David M. Demski (5)	17,500	10,833	13.04	1/24/2023
David M. Demski (6)	26,354	28,646	23.95	1/23/2024
David M. Demski (9)	-	100,000	24.10	1/20/2025
A. Brett Murphy (7)	107,692	-	2.925	11/1/2016
	9,230	-	4.875	8/6/2019

A. Brett Murphy ⁽¹⁾				
A. Brett Murphy ⁽²⁾	9,230	-	11.8625	6/16/2020
A. Brett Murphy ⁽⁸⁾	15,384	-	11.2775	4/20/2021
A. Brett Murphy ⁽³⁾	12,307	-	10.66	10/27/2021
A. Brett Murphy ⁽⁴⁾	9,792	208	15.34	8/29/2022
A. Brett Murphy ⁽⁵⁾	18,229	6,771	13.04	1/24/2023
A. Brett Murphy ⁽⁶⁾	14,375	15,625	23.95	1/23/2024
A. Brett Murphy ⁽⁹⁾	-	50,000	24.10	1/20/2025
A. Brett Murphy ⁽¹¹⁾	-	100,000	25.65	7/7/2025
David D. Davidar ⁽¹⁾	18,461	-	4.875	8/6/2019
David D. Davidar ⁽²⁾	18,461	-	11.8625	6/16/2020
David D. Davidar ⁽³⁾	18,461	-	10.66	10/27/2021
David D. Davidar ⁽⁴⁾	14,688	312	15.34	8/29/2022
David D. Davidar ⁽⁵⁾	18,229	6,771	13.04	1/24/2023
David D. Davidar ⁽⁶⁾	14,375	15,625	23.95	1/23/2024
David D. Davidar ⁽⁹⁾	-	50,000	24.10	1/20/2025

(1) These options were granted in 2009. All remaining unexercised stock options from 2009 became exercisable during 2013.

(2) These options were granted in 2010. All remaining unexercised stock options from 2010 became exercisable during 2014.

(3) These options were granted in 2011. All remaining unexercised stock options from 2011 became exercisable during 2015.

These options were granted on August 29, 2012, and vest over a four-year period with one-fourth (1/4) of the (4) options granted vesting on January 1, 2013, the first anniversary of the vesting commencement date, and the balance of the options granted vesting ratably on a monthly basis over the following 36 months.

These options were granted on January 24, 2013, and vest over a four-year period with one-fourth (1/4) of the (5) options granted vesting on January 1, 2014, the first anniversary of the vesting commencement date, and the balance of the options granted vesting ratably on a monthly basis over the following 36 months.

These options were granted on January 23, 2014, and vest over a four-year period with one-fourth (1/4) of the (6) options granted vesting on January 1, 2015, the first anniversary of the vesting commencement date, and the balance of the options granted vesting ratably on a monthly basis over the following 36 months.

(7) These options were granted in 2006. All remaining unexercised stock options became exercisable during 2010.

These options were granted on April 20, 2011, and vest over a four-year period with one-fourth (1/4) of the options (8) granted vesting on February 8, 2012, the first anniversary of the vesting commencement date, and the balance of the options granted vesting ratably on a monthly basis over the following 36 months.

These options were granted on January 20, 2015, and vest over a four-year period with one-fourth (1/4) of the (9) options granted vesting on January 1, 2016, the first anniversary of the vesting commencement date, and the balance of the options granted vesting ratably on a monthly basis over the following 36 months.

These options were granted on June 23, 2014, and vest over a four-year period with one-fourth (1/4) of the (10) options granted vesting on May 1, 2015, the first anniversary of the vesting commencement date, and the balance of the options granted vesting ratably on a monthly basis over the following 36 months.

These options were granted on July 7, 2015, and vest over a four-year period with one-fourth (1/4) of the options (11) granted vesting on July 7, 2016, the first anniversary of the vesting commencement date, and the balance of the options granted vesting ratably on a monthly basis over the following 36 months.

These options were granted on April 8, 2015, and vest over a four-year period with one-fourth (1/4) of the options (12) granted vesting on May 4, 2016, the first anniversary of the vesting commencement date, and the balance of the options granted vesting ratably on a monthly basis over the following 36 months.

2015 Option Exercises Table

Name	Option Awards	
	Number of shares acquired on exercise (#)	Value realized on exercise (\$)
David C. Paul	-	-
Anthony L. Williams	-	-
Daniel T. Scavilla	-	-
David M. Demski	-	-
A. Brett Murphy	-	-
David D. Davidar	-	-

Equity Compensation Plans

The following description of each of our equity compensation plans is qualified by reference to the full text of those plans, which were filed with the SEC as exhibits to Amendment No. 1 to our Registration Statement on Form S-1 (File No. 333-180426), filed on May 8, 2012. Our equity compensation plans are designed to continue to give our company flexibility to make a wide variety of equity awards to reflect what the Compensation Committee believes at the time of such award will best motivate and reward our employees, directors, consultants, and other service providers.

Amended and Restated 2003 Stock Plan

Our Amended and Restated 2003 Stock Plan (the "2003 Plan") was originally adopted by our Board of Directors and approved by our stockholders in July 2006 and amended in July 2007. The 2003 Plan terminated pursuant to its terms in 2013. Following the effectiveness of our initial public offering in 2012, we have not issued any additional awards under the 2003 Plan; however, all outstanding awards previously granted under the 2003 Plan remain subject to the terms and conditions of the 2003 Plan. As of March 31, 2016, options to purchase 409,155 shares of our Class A

common stock were outstanding under the 2003 Plan. The Class B common stock is subject to

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conversion to Class A common stock immediately upon issuance if the holder and the holders family members and affiliates together own Class B common stock that represents less than 5% of the outstanding shares of our common stock.

The 2003 Plan provides for the grant of “incentive stock options,” as defined under Section 422 of the Code, to employees, and for the grant of non-statutory stock options to employees, consultants and non-employee directors. The 2003 Plan also provides for the grant of stock bonuses and rights to purchase shares of our common stock to employees and consultants.

In the event of a corporate transaction where we are to be consolidated with or acquired by another entity and the acquiror assumes or replaces options granted under the 2003 Plan, options issued under the 2003 Plan will not be subject to accelerated vesting unless provided otherwise by agreement with the optionee, except in the case of a termination of the optionee’s service relationship by us or the acquiror, other than for misconduct, or a resignation by the optionee due to certain material negative changes in the terms of the optionee’s employment, within 60 days before or 180 days after the corporate transaction, in which case all options held by that optionee will become fully vested and exercisable. In the event of a corporate transaction where the acquiror does not assume or replace options granted under the 2003 Plan, such outstanding options will become fully vested and exercisable immediately prior to, and will terminate upon, the consummation of the corporate transaction.

2008 Stock Plan

Our 2008 Stock Plan (the “2008 Plan”) was adopted by our Board of Directors in December 2008 and approved by our stockholders in January 2009. The 2008 Plan will terminate automatically in 2018 unless terminated earlier by our Board of Directors. Following the effectiveness of our initial public offering, we have not issued any additional awards under the 2008 Plan; however, all awards previously granted under the 2008 Plan remain outstanding and are administered by our Board of Directors under the terms and conditions of the 2008 Plan. Upon the closing of our initial public offering, all shares of Class C common stock were converted into shares of our Class A common stock. As such, shares of Class A common stock now underlie outstanding awards under the 2008 Plan. As of March 31, 2016, options to purchase 908,823 shares of our Class A common stock were outstanding under the 2008 Plan. The 2008 Plan provides for the grant of “incentive stock options,” as defined under Section 422 of the Code, to employees, and for the grant of non-statutory stock options, stock bonuses and rights to purchase shares of our common stock to employees, consultants and non-employee directors.

In the event of a corporate transaction where we are to be consolidated with or acquired by another entity and the acquiror assumes or replaces options granted under the 2008 Plan, options issued under the 2008 Plan will not be subject to accelerated vesting unless provided otherwise by agreement with the optionee. In the event of a corporate transaction where the acquiror does not assume or replace options granted under the 2008 Plan, such outstanding options will become fully vested and exercisable immediately prior to, and will terminate upon, the consummation of the corporate transaction. In lieu of the acceleration of options in connection with a corporate transaction, however, we may instead cancel the outstanding options in exchange for cash payments per share underlying each option equal to the amount per share of common stock to be paid in connection with the corporate transaction and the exercise price per share of such option.

2012 Equity Incentive Plan

Our 2012 Equity Incentive Plan (the “2012 Plan”) was adopted by our Board of Directors on March 13, 2012, and approved by our stockholders on June 8, 2012. We adopted the 2012 Plan to promote the success and enhance the value of the Company by linking the individual interests of non-employee directors, employees and consultants to those of our stockholders and by providing such individuals with an incentive for outstanding performance in generating superior returns to our stockholders. The 2012 Plan provides flexibility to the Company in its ability to motivate, attract and retain the services of non-employee directors, employees, and consultants upon whose judgment, interest and special efforts the successful conduct of the Company’s operation is largely dependent. Under the 2012 Equity Plan and pursuant to the Compensation Committee’s practice, there were approximately 1,250 employees and five non-employee directors eligible to receive grants as of March 31, 2016.

The 2012 Plan provides for the grant of “incentive stock options,” as defined in Section 422 of the Code to employees, and for the grant of non-qualified stock options, restricted stock, restricted stock units, stock appreciation rights, stock

payments and performance awards, including performance stock units and cash awards, to employees, consultants and non-employee directors.

Business Criteria Underlying Performance Goals.

Under the 2012 Plan, in order to be considered performance-based compensation, an award must be subject to the accomplishment of one or more performance goals. These performance goals may be based on one or more of the following business criteria: (i) net earnings (either before or after one or more of the following: (A) interest, (B) taxes, (C) depreciation and (D) amortization); (ii) gross or net sales or revenue; (iii) net income (either before or after taxes); (iv) adjusted net income; (v) operating earnings (including but not limited to EBITDA or adjusted EBITDA); (vi) cash flow (including, but not limited to, operating cash flow and free cash flow); (vii) return on

assets; (viii) return on capital; (ix) return on stockholders' equity; (x) total stockholder return; (xi) return on sales; (xii) gross or net profit or operating margin; (xiii) operating or other costs and expenses; (xiv) funds from operations; (xv) improvements in expense levels; (xvi) working capital; (xvii) earnings per share; (xviii) adjusted earnings per share; (xix) price per share of Class A common stock; (xx) regulatory body approval for commercialization of a product; (xxi) implementation or completion of critical projects; (xxii) market share; (xxiii) economic value; (xxiv) comparisons with various stock market indices; (xxv) capital raised in financing transactions or other financing milestones; (xxvi) stockholders' equity; (xxvi) market recognition (including but not limited to awards and analyst ratings); (xxvii) financial ratios; and (xxviii) implementation, completion or attainment of objectively determinable objectives relating to research, development, regulatory, commercial, or strategic milestones or developments; in each case as determined in accordance with applicable accounting standards, if applicable, any of which may be measured either in absolute terms or as compared to any incremental increase or decrease or as compared to results of a peer group or to market performance indicators or indices.

The Compensation Committee may, in its sole discretion, provide that one or more objectively determinable adjustments shall be made to one or more of the performance goals. Such adjustments may include one or more of the following: (i) items related to a change in accounting principle; (ii) items relating to financing activities; (iii) expenses for restructuring or productivity initiatives; (iv) other non-operating items; (v) items related to acquisitions; (vi) items attributable to the business operations of any entity acquired by the Company during the performance period; (vii) items related to the disposal of a business or segment of a business; (viii) items related to discontinued operations that do not qualify as a segment of a business under applicable accounting standards; (ix) items attributable to any stock dividend, stock split, combination or exchange of stock occurring during the performance period; (x) any other items of significant income or expense which are determined to be appropriate adjustments; (xi) items relating to unusual or extraordinary corporate transactions, events or developments, (xii) items related to amortization of acquired intangible assets; (xiii) items that are outside the scope of the Company's core, on-going business activities; (xiv) items related to acquired in-process research and development; (xv) items relating to changes in tax laws; (xvi) items relating to major licensing or partnership arrangements; (xvii) items relating to asset impairment charges; (xviii) items relating to gains or losses for litigation, arbitration and contractual settlements; or (xix) items relating to any other unusual or nonrecurring events or changes in applicable laws, accounting principles or business conditions.

Plan Limits.

Under the terms of the 2012 Plan, the aggregate number of shares of common stock that may be subject to options and other awards is equal to the sum of (1) 3,076,923 shares of Class A common stock, (2) any shares available for issuance under the 2008 Plan as of March 13, 2012, (3) any shares underlying any award outstanding under the 2008 Plan as of March 13, 2012 that, on or after that date, is forfeited, terminates, expires, or lapses for any reason, or is settled for cash without the delivery of shares, and (4) an annual increase in the number of shares available under the 2012 Plan equal to up to 3% of the number of shares of Company common and preferred stock outstanding at the end of the previous year, as determined by the Board of Directors. This annual increase added 2,738,101 shares in 2013 and 2,803,282 shares in 2014. In 2015, the Board determined not to increase the number of shares pursuant to the 3% feature. The number of shares that may be issued or transferred pursuant to incentive stock options under the 2012 Plan is limited to 10,769,230 shares. The shares of Class A common stock covered by the 2012 Plan are authorized but unissued shares, treasury shares or common stock purchased on the open market. As of March 31, 2016, options to purchase 6,294,766 shares of our Class A common stock were outstanding under the 2012 Plan and there were 5,292,834 shares of our Class A common stock available for grant under the 2012 Plan.

In the event of a merger or consolidation, the sale or exchange of all of our common stock, the sale, transfer or disposition of all or substantially all of our assets, or our liquidation or dissolution, or a "change in control" (as defined in the 2012 Plan), the administrator may take one or more of the following actions with respect to outstanding awards, as appropriate:

- provide for the assumption or substitution of the awards;
- cancel the award if no amount would have been attained upon exercise of the award or realization of the participant's rights;
- accelerate the awards in whole or in part;

- cash out the awards;
- make adjustments in the number and kind of shares subject to outstanding awards;
- convert the awards into the right to receive liquidation proceeds;
- provide that the award cannot vest, be exercised or become payable after such event; or
- any combination of the above.

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In the event of a corporate transaction where the acquiror does not assume or replace options granted under the 2012 Plan, such outstanding options will become fully vested and exercisable immediately prior to, and will terminate upon, the consummation of the corporate transaction.

Our Board of Directors may terminate, amend, or modify the 2012 Plan at any time. However, stockholder approval is required to increase the aggregate share limit, change the description of eligible participants, or to the extent necessary to comply with applicable law.

The term of the 2012 Plan will expire on March 13, 2022 unless earlier terminated by our Board of Directors.

Equity Compensation Plan Information

The following table sets forth certain information relating to the Company's equity compensation plans as of December 31, 2015. Each number of securities reflected in the table is a reference to shares of our Class A common stock.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	6,677,380	⁽¹⁾ \$19.14	3,548,783 ⁽²⁾
Equity compensation plans not approved by security holders	—	—	—
Total	6,677,380	—	3,548,783

(1) Consists of shares subject to outstanding options under our 2003 Plan, our 2008 Plan, and our 2012 Plan. No future issuances will be made from our 2003 Plan or our 2008 Plan.

(2) Consists of 3,548,783 shares available for future issuance under our 2012 Plan. Under the terms of the 2012 Plan, the aggregate number of shares of Class A common stock that may be subject to options and other awards is equal to the sum of (1) 3,076,923 shares of Class A common stock, (2) any shares available for issuance under the 2008 Plan as of March 13, 2012, (3) any shares underlying any award outstanding under the 2008 Plan as of March 13, 2012 that, on or after that date, is forfeited, terminates, expires, or lapses for any reason, or is settled for cash without the delivery of shares, and (4) an annual increase in the number of shares available under the 2012 Plan equal to up to 3% of the number of shares of our common and preferred stock outstanding at the end of the previous year, as determined by the Board of Directors. This annual increase added 2,738,101 shares in 2013 and 2,803,282 shares in 2014. In 2015, the Board determined not to increase the number of shares pursuant to the 3% feature.

Tax withholding

We may require participants to discharge applicable withholding tax obligations with respect to any award granted to the participant. The administrator may in its discretion allow a holder to meet any such withholding tax obligations by electing to have us withhold shares of common stock otherwise issuable under any award (or allow the return of shares of common stock) having a fair market value equal to the sums required to be withheld.

Employment Agreements

Messrs. Paul, Scavilla, and Davidar are not party to an employment agreement with the Company. A description of employment agreements with Messrs. Williams, Demski and Murphy is set forth below.

Mr. Williams Employment Agreement

On June 26, 2014, we entered into an executive employment agreement with Mr. Williams, our current President and then Senior Vice President and General Counsel. Mr. Williams' employment is "at will," meaning that his employment may be terminated by either party for any or no reason at any time. The agreement provides for a monthly car allowance. Mr. Williams is eligible to earn a salary and also a non-equity cash incentive award by meeting certain company and individual performance targets. Both the base salary and non-equity incentive award are subject to adjustment from time to time in the sole discretion of the Company.

Mr. Williams is entitled to receive his base salary for 12 months and continued coverage under the Company's group health, dental and vision plans for a period of 12 months in the event we terminate his employment without cause or in connection with a change of control

or if he resigned for good reason. All severance payments are conditioned on Mr. Williams signing a general release of claims against the Company. Under Mr. Williams' employment agreement, "good reason" was defined as (i) a materially adverse change or material diminution in the office, title, duties, powers, authority or responsibilities of Mr. Williams, (ii) our failure to pay his base salary or a bonus that has become due and payable, (iii) a material reduction in his base salary, (iv) a relocation of Mr. Williams' principal worksite of more than 25 miles unless such relocation reduces his commute to such worksite, or (v) a material breach of the employment agreement by the Company; provided in each case that the Company did not correct such reason during a specified cure period.

Mr. Demski's Employment Agreement

On September 14, 2015, we entered into an executive employment agreement with Mr. Demski, our Group President, Emerging Technologies. Mr. Demski's employment is "at will," meaning that his employment may be terminated by either party for any or no reason at any time. The agreement provided for a 2015 base salary of \$347,898 and a monthly car allowance. Mr. Demski was also eligible to earn a non-equity cash incentive award by meeting certain company and individual performance targets. Both the base salary and non-equity incentive award were subject to adjustment from time to time in the sole discretion of the Company.

Mr. Demski is entitled to receive his base salary for 12 months and the non-equity cash incentive award he would have received in the event his employment is terminated, except if Mr. Demski is terminated "for cause". Under Mr. Demski's employment agreement, "for cause" was defined as (i) the material breach of the agreement that is not cured within 15 days after giving notice to Mr. Demski, (ii) failure of Mr. Demski to comply with the policies and directives of the Company or Board and if such failure is curable, is not cured within 15 days after giving notice to Mr. Demski, (iii) any act of gross negligence or willful misconduct, (iv) any failure of Mr. Demski to fully disclose a material conflict of interest he may have with the Company in a transaction involving the Company and the conflict is materially detrimental to the interest of the Company, or (v) any adverse act or omission that would be required to be disclosed pursuant to securities laws or that would limit the ability of the Company or any entity affiliated with the Company to sell securities under any federal or state law or that would disqualify the Company or any affiliated entity from any exemption otherwise available to it. All severance payments are conditioned on Mr. Demski signing a general release of claims against the Company.

Mr. Murphy's Employment Agreement

In June 2005, we entered into a vice president employment agreement with Mr. Murphy, our current Executive Vice President, U.S. Sales, which we subsequently amended in November 2006 and February 2011. Mr. Murphy's employment remains "at will," meaning that his employment may be terminated by either party for any or no reason at any time. The agreement provided for a monthly car allowance. Mr. Murphy is eligible to earn a salary, which is subject to adjustment from time to time in the sole discretion of the Company.

Mr. Murphy is entitled to receive his base salary for six months in the event we terminate his employment without cause or if Mr. Murphy resigns for good reason. However, if during those six months, Mr. Murphy secures employment with another individual or entity, we may offset against our payments to Mr. Murphy the amount of any compensation he receives from his subsequent employer during the six-month severance period. All severance payments are conditioned on Mr. Murphy signing a general release of claims against the Company. If Mr. Murphy resigns from the Company voluntarily or without good reason, he is not entitled to these severance payments.

Additionally, Mr. Murphy is not entitled to these severance payments if we terminate his employment for cause, if he dies or becomes disabled, or in the event of the Company's bankruptcy, liquidation, dissolution, or discontinuance of business. We may recoup all profits, compensation, commissions, remuneration or benefits that Mr. Murphy directly or indirectly realized as a result of or growing out of or in connection with Mr. Murphy's violation of his employment agreement. Under Mr. Murphy's employment agreement, resignation for good reason is defined as a resignation due to a materially adverse change or material diminution in the office, title, duties, powers, authority or responsibilities of Mr. Murphy, which change or diminution is not corrected during a specified cure period, or our failure to pay his base salary that has become due and payable which is not corrected during a specified cure period. Termination for cause, which will be decided by a majority vote of our Board of Directors, is a termination due to any material breach of the agreement by Mr. Murphy, any failure to diligently and properly perform his duties, his failure to comply with the policies and directives of the Board of Directors which failure is not corrected during a specified cure period, any

dishonest or illegal action or other action that is materially detrimental to the interest and well-being of the Company, including to our reputation, any failure by Mr. Murphy to fully disclose any material conflict of interest he may have in a transaction involving the Company if such conflict is materially detrimental to the interest of the Company, or any adverse act or omission that would be required to be disclosed pursuant to securities laws or that would limit our ability to sell securities under any Federal or state law or that would disqualify the Company from any exemption otherwise available to it. In connection with his employment agreement, Mr. Murphy also entered into our no competition and non-disclosure agreement.

Potential Payments Upon Termination or Change in Control

Severance

Our Compensation Committee has decided to provide, in limited circumstances, certain of our named executive officers with severance payments in order to recruit qualified executives and ensure continued dedication, objectivity and stability of our named executive officers in the event of a change in control. Whether we provide severance benefits to our named executive officers depends on when and under what circumstances we hire the executives, the positions they hold and how difficult our Compensation Committee believes it might be or how long our Compensation Committee believes it might take for them to find comparable employment. In the limited circumstances when we do provide severance benefits, the terms of these severance payments are incorporated into the employment agreements of the named executive officers entitled to receive those payments.

In 2015, Messrs. Williams, Demski and Murphy were the only named executive officers entitled to severance in the event of a termination of employment. See the description of such severance under “Employment Agreements” above. We did not have a severance policy applicable to executive officers in 2015, and no other named executive officers were guaranteed cash severance payments.

As described under “Executive Compensation-Equity Compensation Plans” above, our equity compensation plans provide our named executive officers and all other optionees with acceleration of vesting of stock options upon termination of employment in connection with a change in control or acceleration of vesting of stock options upon a change of control, depending on the specific plan under which those options were granted and if our acquiror does not assume or replace the awards under our equity compensation plans.

We believe these severance and change in control benefits are an important element of our compensation program for our executive officers and that they assist us in recruiting and retaining talented individuals. The Compensation Committee believes that these benefits are valuable as they address the valid concern that it might be difficult for our named executive officers to find comparable employment in a short period of time in the event of termination or change in control. Our Compensation Committee believes that the prospect of a change in control could be a distraction to an executive officer and could cause an executive officer to consider alternative employment opportunities at a time when the executive’s continued service might be crucial to the Company and to our stockholders’ best interests.

Equity Awards

In the event of a corporate transaction where we are to be consolidated with or acquired by another entity and the acquiror does not assume or replace options granted under our 2003 Stock Plan, all options outstanding under the 2003 Stock Plan will become fully vested and exercisable immediately prior to the consummation of the corporate transaction, and such outstanding options will terminate upon the consummation of the corporate transaction.

In addition, in the event of such a corporate transaction where the acquiror does assume or replace options granted under our 2003 Stock Plan, if an optionee’s service relationship is terminated by us or the acquirer, other than for misconduct, or if the optionee resigns due to certain material negative changes in the terms of the optionee’s employment, within 60 days before or 180 days after the corporate transaction, all options held by that optionee will become fully vested and exercisable.

In the event of a corporate transaction where we are to be consolidated with or acquired by another entity and the acquiror does not assume or replace options granted under our 2008 Stock Plan, all options outstanding under the 2008 Stock Plan will become fully vested and exercisable immediately prior to the consummation of the corporate transaction, and such outstanding options will terminate upon the consummation of the corporate transaction. In lieu of requiring the exercise of any options granted under our 2008 Stock Plan prior to termination in connection with a corporate transaction, however, we may instead cancel the outstanding options in exchange for cash payments per share underlying each option equal to the positive difference, if any, in the amount per share of common stock to be paid in connection with the corporate transaction and the exercise price per share of such option.

In the event of a corporate transaction where we are to be consolidated with or acquired by another entity and the acquiror does not assume or replace the equity awards granted under the 2012 Plan, all awards outstanding under our 2012 Plan will become fully vested, exercisable and all forfeiture restrictions will lapse immediately prior to the consummation of the transaction.

Potential Payments Upon a Termination or Change in Control

As described above, Messrs. Williams, Demski and Murphy are entitled to severance payments in the event of an involuntary, not-for-cause termination of employment, including a termination in connection with a change in control. Also, upon a change in control of our Company, the unvested stock options held by our named executive officers would vest under the circumstances described above.

The table below sets forth an estimate of the amounts that would be paid out to our named executive officers upon a change in control and assumes the termination, other than for cause, of the employment of Messrs. Williams, Demski and Murphy in connection with the

change in control. The amounts in the table assume that such change in control was effective as of December 31, 2015. The actual amounts that would be paid can only be determined at the time of a change in control.

Name	Cash Payment ⁽¹⁾ (\$)	Value of Acceleration of Unvested Stock Options ⁽²⁾ (\$)	Total (\$)
David C. Paul	—	4,717,215	4,717,215
Anthony L. Williams	361,733	5,468,383	5,830,116
Daniel T. Scavilla			