

AMPHENOL CORP /DE/
Form DEF 14A
April 20, 2016

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

Amphenol Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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**NOTICE OF 2016 ANNUAL MEETING
and
PROXY STATEMENT**

CORPORATION

**AMPHENOL CORPORATION
358 HALL AVENUE
WALLINGFORD, CONNECTICUT 06492**

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NOTICE OF 2016 ANNUAL MEETING OF STOCKHOLDERS

TIME AND DATE

11:00 a.m., Wednesday, May 25, 2016

PLACE

Amphenol Corporation
World Headquarters
Conference Center
358 Hall Avenue
Wallingford, CT 06492
(203) 265-8900

AGENDA

1. To elect nine directors as named for terms indicated in the Proxy Statement.
2. To ratify the selection of Deloitte & Touche LLP as independent accountants.
3. To conduct an advisory vote on compensation of named executive officers.
4. To approve an amendment to the Restated Certificate of Incorporation.
5. To transact such other business as may properly come before the meeting and any postponements or adjournments thereof.

**By Order of the Board of Directors
Edward C. Wetmore
Vice President, Secretary and General Counsel**

April 20, 2016

**IMPORTANT
PLEASE COMPLETE, DATE, SIGN AND RETURN
THE ACCOMPANYING PROXY WHETHER OR
NOT YOU PLAN TO ATTEND THE MEETING**

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to Be Held on May 25, 2016: The Proxy Statement and Annual Report to Stockholders for the fiscal year ended December 31, 2015 are available at www.edocumentview.com/APH.

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2016 Proxy Summary

This summary highlights selected information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement and the 2015 Amphenol Annual Report to Stockholders carefully before voting.

Annual Meeting of Stockholders

Time and Date	11:00 a.m., Wednesday, May 25, 2016
Place	Amphenol Corporation World Headquarters, Conference Center 358 Hall Avenue Wallingford, CT 06492
Record Date	March 28, 2016
Voting	Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and for each of the other proposals to be voted on.

Meeting Agenda and Voting Matters

	Board Vote Recommendation	Page References (for more detail)
Election of Nine Directors	FOR EACH DIRECTOR NOMINEE	6-17
Other Management Proposals		
Ratification of Deloitte & Touche LLP as independent accountants	FOR	22-24
Advisory vote on compensation of named executive officers	FOR	25-54
Amendment to the Restated Certificate of Incorporation	FOR	55-56

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Director Nominees

Name	Director Tenure	Principal Occupation	Experience/Qualifications	Independent	Committee Memberships*					Other Public Company Boards
					AC	CC	EC	NCGC	PC	
Ronald P. Badie	Since 2004	Former Vice Chairman of Deutsche Bank Alex. Brown	- Leadership - Finance - M&A	Y	X		C		X	Nautilus, Inc.
Stanley L. Clark	Since 2005	Lead Trustee and Senior Advisor of Goodrich, LLC	- Leadership - Finance - Global - Industry - Operations	Y	X	X			C	
David P. Falck	Since 2013	Executive Vice President and General Counsel Pinnacle West Capital Corporation	- Leadership - Compliance - Risk Management - M&A	Y	X	X		X		
Edward G. Jepsen	1989-1997; Since 2005	CEO and Chairman of Coburn Technologies, Inc.	- Leadership - Finance - Global - Industry	Y	C,F			X	X	ITC Holdings Corp.
Randall D. Ledford	Since 2015	Former SVP and CTO of Emerson Electric Company and President of Emerson Venture Capital	- Leadership - Technology - Industry - M&A - Operations	Y						
Martin H. Loeffler (Chairman)	Since 1987	Former CEO of Amphenol Corporation	- Leadership - Global - Industry - Technology	Y						
John R. Lord	Since 2004	Former CEO and Chairman of Carrier Corporation	- Leadership - Global - Operations	Y		C	X	X		
R. Adam Norwitt	Since 2009	President and CEO of Amphenol Corporation	- Leadership - Global - Industry - Operations - M&A	N						
Diana G. Reardon	Since 2015	Former CFO of Amphenol Corporation	- Leadership - Finance - Global - Industry	N						

AC
Audit Committee

C
Chair

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CC Compensation Committee
EC Executive Committee
F Financial Expert
NCGC Nominating/Corporate Governance Committee
PC Pension Committee

*

Note that Andrew E. Lietz continues as a director through the 2016 Annual Meeting. Mr. Lietz has indicated that he will not stand for re-election after his term expires at the Annual Meeting. Mr. Lietz currently serves as Presiding Director, as Chair of the Nominating/Corporate Governance Committee and as a member of the Compensation and Executive Committees.

Attendance In 2015, each of the Company's director nominees attended 100% of the Board and the Committee meetings on which such nominee sits.

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Governance

The Company's most current Governance Principles, the Code of Business Conduct and Ethics and the Charters of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee of the Board can be accessed via the Company's website at www.amphenol.com by clicking on "Investors", then "Governance", then the desired Principles, Code or Charter. A printed copy will also be provided to any stockholder of the Company free of charge upon written request to the Company, c/o Secretary, Amphenol Corporation, 358 Hall Avenue, Wallingford, Connecticut 06492. The most current Audit Committee Charter, Compensation Committee Charter and Nominating/Corporate Governance Committee Charter are attached hereto as Annex A, Annex B and Annex C, respectively.

Executive Compensation

At the 2015 annual meeting of stockholders, the Company's stockholders cast a non-binding advisory vote regarding the compensation of the Company's named executive officers as disclosed in the proxy statement for that meeting. The Company's stockholders overwhelmingly approved the proposal with more than 98% of the shares voted being cast in favor of the proposal. These programs and policies remain intact, as described in detail beginning on page 25. The Company's core management compensation programs include base salary, an annual performance-based incentive plan payment opportunity, annual stock option awards (with 20% vesting each year over a five year period, except that vesting may be accelerated or continued in cases of death, disability, retirement or a change in control), insurance benefits and retirement benefits.

Compensation programs for the named executive officers emphasize at-risk, performance-based elements. Fixed compensation elements, including base salary, retirement benefits and other compensation are designed to be market competitive for purposes of retention, and to a lesser extent, recruitment. However, it is intended that a larger part of the named executive officers' compensation be geared to reward performance that generates long-term stockholder value.

For the Company's Chief Executive Officer, fixed compensation elements including salary, retirement benefits and "all other compensation" comprised approximately 16% of his total 2015 compensation. His at-risk compensation linked to increasing stockholder value comprised approximately 84% of his total 2015 compensation. These at-risk elements include stock options granted at market price which only increase in value if the Company's share price increases after the grant date (the value ascribed to the options for purposes of calculating percentages in this paragraph is the grant date fair value calculated in accordance with ASC Topic 718, as further described in footnote (1) to the Summary Compensation Table on page 38). The other at-risk compensation is incentive plan compensation which historically has required year-over-year EPS growth before any amount is paid in addition to other considerations designed to motivate the Chief Executive Officer to generate long-term stockholder value, and rewards the Chief Executive Officer when Company revenues and EPS grow. For the Company's other named executive officers as a group, fixed compensation elements comprised approximately 28% of total 2015 compensation while at-risk compensation comprised approximately 72% of total 2015 compensation. As with the Chief Executive Officer, the fixed compensation elements for the other named executive officers include salary, retirement benefits and "all other compensation", while the at-risk items include stock options and incentive plan compensation linked to goals that encourage growth in revenues and either EPS or operating income.

The Board believes this compensation program is a valuable and appropriate tool which contributes to the Company's continuing success.

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2015 Performance Highlights

In 2015, Company revenue increased over 2014 levels by 8% (in local currencies), with adjusted diluted EPS increasing over 2014 levels by 8%, while the Company achieved adjusted operating margins of 19.9% (adjustments to GAAP financial measures are explained in more detail on page 31).

Investor Outreach

Amphenol has continued to engage with key stockholders to discuss, among other items, governance issues to ensure that management and the Board understand and address issues that are important to the Company's stockholders. Through these engagements the Company has obtained valuable feedback. Partly in response to this feedback, in March 2016, the Board adopted an amendment to the Company's By-Laws that, among other things, implemented "proxy access", which, subject to the requirements of the By-Laws, permits any stockholder or group of up to 20 stockholders that beneficially owns at least 3% of the Company's outstanding common stock continuously for three years to nominate candidates for election to the Board and to require the Company to list such nominees in the Company's proxy statement.

The adoption of the proxy access By-Law is consistent with the Board's prior actions to ensure that the Company adheres to high corporate governance standards, which have included lowering the threshold to call special meetings of stockholders from 50% to 25%; declassifying the Board and providing for the annual election of directors; allowing stockholders to act by written consent; and eliminating supermajority voting requirements in the Company's Articles of Incorporation or By-Laws. The Company has also continued to engage key stockholders to discuss other important topics, such as compensation practices and programs.

Other Company Proposals

1. *Ratification of selection of Deloitte & Touche as independent accountants.* As a matter of good governance, the Board is asking stockholders to ratify the selection of Deloitte & Touche LLP as the Company's independent accountants.

2. *Advisory vote to approve compensation of named executive officers.* The Board is asking stockholders to approve, on an advisory basis, the compensation of the Company's named executive officers. The Board recommends a FOR vote because it believes the compensation policies and practices of the Company, as described in the Compensation Discussion and Analysis beginning on page 25, have been and continue to be effective in helping to achieve the Company's goals of rewarding leadership excellence and sustained financial and operating performance, aligning the named executive officers' long-term interest with those of the stockholders and motivating these executives to remain with the Company for long and productive careers.

3. *Amendment to the Restated Certificate of Incorporation.* The Board is asking stockholders to approve an amendment to the Company's Restated Certificate of Incorporation to provide that the Company's stockholders may remove any director from office, with or without cause. Currently, the Restated Certificate of Incorporation provides that stockholders may remove a director from office only for cause. The Board believes that it is desirable to adopt this proposed amendment to conform the Restated Certificate of Incorporation to the requirement of Delaware law, as interpreted by a recent ruling of the Delaware Court of Chancery.

2017 Annual Meeting

Deadline for stockholder proposals to be included in the proxy statement for the 2017 annual meeting of stockholders.

December 21, 2016

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PROXY STATEMENT

This Proxy Statement (first mailed to stockholders on or about April 20, 2016) is furnished to the holders of the Class A Common Stock, par value \$.001 per share ("Common Stock"), of Amphenol Corporation (the "Company" or "Amphenol") in connection with the solicitation of proxies for use at the Annual Meeting of Stockholders to be held in the Conference Center at the Company's Corporate Headquarters at 358 Hall Avenue, Wallingford, Connecticut 06492 (telephone (203) 265-8900) at 11:00 a.m. on Wednesday, May 25, 2016 (the "Annual Meeting").

RECORD DATE

The Board of Directors of the Company (the "Board") has fixed the close of business on March 28, 2016 as the Record Date for the 2016 Annual Meeting (the "Record Date"). Only stockholders of record at the Record Date are entitled to notice of and to vote at the Annual Meeting and any postponements or adjournments thereof, in person or by proxy. At the Record Date, there were 307,587,119 shares of Common Stock outstanding.

PROXIES

The proxy accompanying this Proxy Statement is solicited on behalf of the Board for use at the Annual Meeting and any postponements or adjournments thereof. Each holder of Common Stock is entitled to one vote for each share of Common Stock held at the Record Date. The holders in person or by proxy of a majority of the shares of Common Stock entitled to be voted at the Annual Meeting shall constitute a quorum.

Shares will be voted in accordance with stockholder instructions. In addition, if a stockholder has returned a signed proxy card, the proxy holders will have, and intend to exercise, discretion to vote shares in accordance with their best judgment on any matters not identified in the Proxy Statement on which a vote is taken at the Annual Meeting. At present, the Company is not aware of any such matter.

If a stockholder does not give voting instructions on a particular matter, and the shares are registered in the stockholder's name, the proxy holders will be authorized to vote the shares on that matter in accordance with the Board's recommendation. For stockholders that hold their shares through an account with a broker and do not give voting instructions on a matter, under the rules of the New York Stock Exchange, the broker is permitted to vote in its discretion only on Proposal 2 (ratification of selection of the independent accountants) and is required to withhold its vote on each of the other proposals, the withholding of which is referred to as a "broker non-vote". The impact of broker non-votes is shown in the following table.

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Votes Required and Effect of Abstentions and Broker Non-Votes

Proposal	Required Vote	Impact of Abstentions	Impact of Broker Non-Votes
1. Election of directors	Votes "For" a nominee exceed votes "Against" that nominee.	Not counted as votes cast; no impact on outcome.	Not counted as votes cast; no impact on outcome.
2. Ratification of selection of the independent accountants	Approval by a majority of the votes cast.	Counted toward quorum; impact equivalent to vote AGAINST.	Not applicable.
3. Advisory vote on compensation of named executive officers	Approval by a majority of the votes cast.	Counted toward quorum; impact equivalent to vote AGAINST.	Not counted as votes cast; no impact on outcome.
4. Approval of Amendment to the Restated Certificate of Incorporation	Approval by a majority of the stockholders.	Counted toward quorum; impact equivalent to vote AGAINST.	Not counted as votes cast; impact equivalent to vote AGAINST.

A proxy may be revoked. For shares that are held in "street name", the stockholder must follow the directions provided by its bank, broker or other intermediary for revoking or modifying voting instructions. For shares that are registered in the stockholder's own name, the proxy may be revoked by written notification to the Company Secretary prior to its exercise and providing relevant name and account information, submitting a new proxy card with a later date (which will override the earlier proxy) or voting in person at the Annual Meeting.

Votes on each of the proposals other than election of directors and the amendment to the Restated Certificate of Incorporation are advisory and therefore not binding on the Company. However, the Board will consider the outcome of these votes in its future deliberations.

The inspectors of election appointed for the Annual Meeting with the assistance of the Company's transfer agent, Computershare Trust Company, N.A., will tabulate the votes.

The Company pays the cost of preparing, printing, assembling and mailing this proxy soliciting material. The Company has engaged the firm of Georgeson LLC to assist in the distribution of this Notice of 2016 Annual Meeting and Proxy Statement and will pay Georgeson its out of pocket expenses for such services. The Company will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to stockholders. Proxies may be solicited from some stockholders personally, by mail, e-mail, telephone or other means of communication by the Company's officers and regular employees who are not specifically employed for proxy solicitation purposes and who will not receive any additional compensation.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

Listed in the following table are those stockholders known to Amphenol to be the beneficial owners of more than five percent of the Company's Common Stock as of December 31, 2015.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
FMR LLC 245 Summer Street Boston, MA 02210	44,565,154(1)	14.44%
The Vanguard Group. 100 Vanguard Blvd. Malvern, PA 19355	26,281,099(2)	8.52%
Capital World Investors 333 South Hope Street, 55 th Floor Los Angeles, CA 90071	20,315,341(3)	6.58%
BlackRock, Inc. 55 East 52 nd Street New York, NY 10055	17,289,576(4)	5.60%
The Bank of New York Mellon Corporation 225 Liberty Street New York, NY 10286	16,803,520(5)	5.45%

- (1) The Schedule 13G filed by such beneficial owner on February 12, 2016 for the year ended December 31, 2015 indicates that it has (i) sole voting power over 3,237,603 shares, (ii) shared voting power over 0 shares, (iii) sole dispositive power over 44,565,154 shares and (iv) shared dispositive power over 0 shares.
- (2) The Schedule 13G filed by such beneficial owner on February 10, 2016 for the year ended December 31, 2015 indicates that it has (i) sole voting power over 571,783 shares, (ii) shared voting power over 30,300 shares, (iii) sole dispositive power over 25,666,466 shares and (iv) shared dispositive power over 614,633 shares.
- (3) The Schedule 13G filed by such beneficial owner on February 12, 2016 for the year ended December 31, 2015 indicates that it has (i) sole voting power over 20,315,341 shares, (ii) shared voting power over 0 shares, (iii) sole dispositive power over 20,315,341 shares and (iv) shared dispositive power over 0 shares.
- (4) The Schedule 13G filed by such beneficial owner on February 10, 2016 for the year ended December 31, 2015 indicates that it has (i) sole voting power over 14,716,067 shares, (ii) shared voting power over 0 shares, (iii) sole dispositive power over 17,289,576 shares and (iv) shared dispositive power over 0 shares.
- (5) The Schedule 13G filed by such beneficial owner on February 1, 2016 for the year ended December 31, 2015 indicates that it has (i) sole voting power over 14,529,480 shares, (ii) shared voting power over 10,093 shares, (iii) sole dispositive power over 13,878,169 shares and (iv) shared dispositive power over 2,267,502 shares.

Table of Contents**SECURITY OWNERSHIP OF MANAGEMENT**

Set forth below is certain information with respect to beneficial ownership of the Company's Common Stock as of April 1, 2016 by each director, the named executive officers (listed in the Summary Compensation Table on page 38) and by all executive officers and directors of the Company as a group. Except as otherwise noted, the individuals listed in the table below have the sole power to vote or transfer the shares reflected in the table.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Ronald P. Badie	125,877(2)(3)	*
Stanley L. Clark	32,677(2)(3)	*
David P. Falck	9,215(2)	*
Edward G. Jepsen	232,677(2)	*
Craig A. Lampo	429,200(4)	*
Randall D. Ledford	4,858(2)	*
Andrew E. Lietz	116,874(2)	*
Martin H. Loeffler	466,343(2)	*
John R. Lord	40,677(2)	*
R. Adam Norwitt(1)	3,497,922	1.14%
Zachary W. Raley	563,600(4)	*
Diana G. Reardon	904,000(4)	*
Luc Walter	352,528(4)	*
Di Yang	251,200(4)	*
All executive officers and directors of the Company as a group (24 persons)	8,992,326	2.92%

*

Less than one percent.

(1)

The share ownership amounts for Mr. Norwitt in this table include 103,922 shares, of which 102,930 shares are held in trusts over which he has sole voting power and 992 are owned directly; 290,000 shares, which are not owned by Mr. Norwitt but which would be issuable upon the exercise of stock options that are exercisable or would be exercisable within 60 days of April 1, 2016, and which are held by a family trust for which Mr. Norwitt has shared voting and investment power; and 3,104,000 shares which are not owned by Mr. Norwitt but which would be issuable upon the exercise of stock options pursuant to the 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries and the 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries, which are exercisable or would be exercisable within 60 days of April 1, 2016.

(2)

The share ownership amounts in this table include 43,720, 10,520, 7,058, 210,520, 2,702, 114,717, 444,186 and 38,520 shares which are owned directly by Messrs. Badie, Clark, Falck, Jepsen, Ledford, Lietz, Loeffler and Lord, respectively. Of the 210,520 shares of Common Stock owned by Mr. Jepsen reflected in this table, 200,000 have been pledged as security. Pursuant to the pledge

arrangement, Mr. Jepsen has the power to vote or direct the voting of the shares and he has the power to dispose or

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direct the disposition of the shares. The table also includes 80,000, 20,000, 20,000 and 20,000 shares which are not owned by Messrs. Badie, Clark, Jepsen and Loeffler, respectively, but which would be issuable upon the exercise of stock options pursuant to the Amended 2004 Stock Option Plan for Directors of Amphenol Corporation (the "Directors' Stock Option Plan") which are exercisable or would be exercisable within 60 days of April 1, 2016. Additionally, this table includes 2,157 shares of restricted stock owned by each of Messrs. Badie, Clark, Falck, Jepsen, Ledford, Lietz, Loeffler and Lord, all of which vest within 60 days of April 1, 2016.

(3)

The share ownership amounts for Messrs. Badie and Clark reflected in this table do not include any shares of the Company's Common Stock which may be issued pursuant to the Amphenol Corporation Directors' Deferred Compensation Plan (the "Directors' Deferred Compensation Plan") described under the caption "Non-employee Director Compensation for the 2015 Fiscal Year" beginning on page 15. Mr. Badie was appointed to the Board on July 21, 2004 and the cumulative balance in his Directors' Deferred Compensation account as of April 1, 2016, including credit for dividends, is 19,404 unit shares. Mr. Clark was appointed to the Board on January 27, 2005 and the cumulative balance in his Directors' Deferred Compensation account as of April 1, 2016, including credit for dividends, is 17,058 unit shares. Commencing with the fourth quarter 2009, Messrs. Badie and Clark elected to receive their quarterly director's fees in cash in lieu of shares. As long as the election to receive quarterly director's fees in cash in lieu of shares continues, the cumulative balance in each of Messrs. Badie and Clark's Director's Deferred Compensation account will only increase by the number of shares credited for dividends.

(4)

The share ownership amounts in this table include 71,728 shares owned by Mr. Walter, as well as 904,000, 429,200, 563,600, 280,800 and 251,200 shares, respectively, which are not owned by Ms. Reardon, Messrs. Lampo, Raley, Walter and Yang but which would be issuable upon the exercise of stock options pursuant to the 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries and the 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries which are exercisable or would be exercisable within 60 days of April 1, 2016.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires that the Company's executive officers and directors, and any persons who own more than 10% of the Common Stock, file reports of initial ownership of the Company's Common Stock and subsequent changes in that ownership with the Securities and Exchange Commission ("SEC") and furnish the Company with copies of all forms they file pursuant to Section 16(a). As a practical matter, the Company seeks to assist its directors and officers by monitoring transactions and completing and filing reports on their behalf.

Based solely upon a review of the filings with the SEC and written representations from directors and executive officers that no other reports were required, the Company believes that during fiscal year 2015 all executive officers and directors of the Company filed all required reports on a timely basis.

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PROPOSAL 1. ELECTION OF DIRECTORS

The Amended and Restated Certificate of Incorporation and the By-Laws of the Company, taken together, provide for a Board consisting of not less than three or more than 15 directors. Currently, the number of directors of the Company is ten. Andrew E. Lietz has indicated that he will not stand for re-election after his term expires at the Annual Meeting. The Company thanks Mr. Lietz for his many years of dedicated service. Our directors are elected annually. Action will be taken at the Annual Meeting for the re-election of nine directors: Ronald P. Badie, Stanley L. Clark, David P. Falck, Edward G. Jepsen, Randall D. Ledford, Martin H. Loeffler, John R. Lord, R. Adam Norwitt and Diana G. Reardon for a term of one year that will expire at the 2017 Annual Meeting.

It is intended that the proxies delivered pursuant to this solicitation will be voted in favor of the election of Messrs. Badie, Clark, Falck, Jepsen, Ledford, Loeffler, Lord, Norwitt and Ms. Reardon except in cases of proxies bearing contrary instructions. In the event that any of these nominees should become unavailable for election for any presently unforeseen reason, the persons named in the proxy will have the right to use their discretion to vote for a substitute.

Certain information regarding all directors, including individual experience, qualifications, attributes and skills that led the Board to conclude that the director should serve on the Board is set forth below. The Company's goal is to assemble a Board that works together and with management to deliver long term stockholder value. The Company believes that the nominees and directors set forth below, each of whom is currently a director of the Company, possess the skills and experience necessary to guide the Company in the best interests of its stockholders. The Company's current Board consists of individuals with proven records of success in their chosen professions and with the Company. They all have high integrity and keen intellect. They are collegial yet independent in their thinking, and have demonstrated the willingness to make the time commitment necessary to be informed about the interconnect and sensor industry and the Company, including its customers, suppliers, competitors, stockholders and management. Members of the Board also have extensive experience in leadership, the management of public companies, risk assessment, accounting and finance, mergers and acquisitions, technology and global business practices and operations.

The following information details offices held and other business directorships of public companies during the past five years, as well as the classes and terms of each of the proposed director nominees. Beneficial ownership of equity securities of the current directors and the proposed director nominees is shown under the caption "Security Ownership of Management" on page 4.

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DIRECTOR NOMINEES

Ronald P. Badie	Mr. Badie, age 73, has been a Director since 2004. Mr. Badie retired from Deutsche Bank Alex. Brown (now Deutsche Bank Securities) in 2002, at which time he was vice chairman. He also held several executive positions with its predecessor, Bankers Trust Company. From 2004 to the present, he has acted as a Senior Advisor to Hadley Partners, a firm providing M&A advisory, private placement and financial advisory services. Mr. Badie's extensive experience in the investment banking industry is extremely valuable to the Company, in particular with respect to his insight into merger & acquisition and capital markets related matters. He is Chairman of the Executive Committee and is a member of the Audit Committee and the Pension Committee of the Company. Mr. Badie currently serves as Director and member of the nominating and corporate governance committee, the compensation committee and the audit committee of Nautilus, Inc. In the past five years, but not currently, Mr. Badie served as director, chairman of the nominating/corporate governance committee and a member of the compensation and audit committees of Obagi Medical Products, Inc.
Stanley L. Clark	Mr. Clark, age 72, has been a Director since 2005. Mr. Clark is Lead Trustee and Senior Advisor of Goodrich, LLC, where he also served as chief executive officer and trustee from 2001 until 2014. This role has provided him excellent insight into a broad range of markets and investment perspectives as well as financial analysis, which are of particular value in his roles as Chairman of the Pension Committee and a member of the Audit Committee. He gained significant experience in general management of a complex manufacturing organization as chief executive officer of Simplex Time Recorder Company from 1998 to 2001 and director from 1996 to 2001, chief operating officer from 1996 to 1998 and group vice president from 1994 to 1996. Prior to working at Simplex Time Recorder Company, he held various positions with Raytheon Company over a period of 17 years, including service as the corporate group vice president for the commercial electronics group and as a director of New Japan Radio Company, a joint venture between Raytheon Company and Japan Radio. Mr. Clark also served four years in the United States Navy. He brings to the Board international experience as well as an understanding of the aerospace and defense industry, important markets for the Company. Mr. Clark is Chairman of the Pension Committee and is a member of the Audit Committee and the Compensation Committee of the Company.
David P. Falck	Mr. Falck, age 63, has been a Director since 2013. Mr. Falck has more than 35 years of experience as a legal advisor to public and private companies. Mr. Falck has been Executive Vice President and General Counsel of Pinnacle West Capital Corporation and its primary subsidiary, Arizona Public Service Company where he has overseen all facets of the company's legal affairs since 2009. From 2007 to 2009, he was senior vice president, law for New Jersey-based Public Service Enterprise Group Inc. and served as a member of its executive group. From 1987 to 2007, Mr. Falck was a partner in the New York office of Pillsbury Winthrop Shaw Pittman LLP where he provided strategic advice for a range of clients in the manufacturing, energy and telecommunications industries in the U.S. and abroad, including the Company. His well developed legal and financial acumen bring great value to the Company, in particular with respect to corporate governance, mergers and acquisitions, financing, compliance, and legal matters. Mr. Falck is a member of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee of the Company.

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Edward G. Jepsen

Mr. Jepsen, age 72, has been a Director since 2005. Mr. Jepsen also served as a Director of the Company from 1989 through 1997. Mr. Jepsen has been Chairman and Chief Executive Officer of Coburn Technologies, Inc., a manufacturer of lens processing systems and equipment for the ophthalmic industry, since December 2010. Mr. Jepsen was employed as a non-executive Advisor to the Company from 2005 through his retirement in 2006. He was executive vice president and chief financial officer of the Company from 1989 through 2004. During his time as chief financial officer of the Company, Mr. Jepsen gained a deep familiarity with the operations, markets, technologies and other business matters of the Company, and in particular a comprehensive understanding of the Company related to accounting, auditing and controls. In addition, Mr. Jepsen brings to the Board significant experience in public accounting and auditing acquired as a partner at PricewaterhouseCoopers LLP prior to joining the Company. Mr. Jepsen is Chairman of the Audit Committee and is a member of the Nominating/Corporate Governance Committee and Pension Committee of the Company. Mr. Jepsen also currently serves as a director and chairman of the audit and finance committee and member of the nominating/corporate governance committee of ITC Holdings Corp.

Randall D. Ledford

Mr. Ledford, age 66, has been a Director since January 2015. Mr. Ledford was senior vice president and chief technology officer of Emerson Electric Company and president of Emerson Venture Capital from 1997 until his retirement in September 2014. From 1980 to 1997, Mr. Ledford was president and general manager of several different divisions of Texas Instruments. In the past five years, but not currently, Mr. Ledford served as a director and member of the audit and finance committee and corporate governance committee of Gerber Scientific, Inc. Mr. Ledford's extensive technology background, including his PhD in physics as well as more than three decades working as a technology expert in the semiconductor, sensor and industrial power industries, are extremely valuable to the Company, in particular as the technology requirements of our customers accelerate.

Martin H. Loeffler

Mr. Loeffler, age 71, has been a Director since 1987 and Chairman of the Board since 1997. He had been an employee of the Company for 37 years when he retired in December 2010. He was executive chairman of the Company from 2009 to 2010, chief executive officer of the Company from 1996 to 2008 and president of the Company from 1987 to 2007. Prior to assuming the position of president, he oversaw the Company's international operations, and prior to that served in general management and operations roles in several European countries. He has a technology background with a PhD in physics and experience as a researcher in the field of semiconductors. His leadership, market knowledge, technology background, international and other business experience are of tremendous value to the Company in his role on the Board.

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John R. Lord	<p>Mr. Lord, age 72, has been a Director since 2004. Mr. Lord served as the non-executive chairman of Carrier Corporation from 2000 through 2006. Mr. Lord was president and chief executive officer of Carrier Corporation, a division of United Technologies Corporation, from 1995 until his retirement in 2000. Mr. Lord served in a variety of other executive and general management roles at United Technologies between 1975 and 1995. During his more than 25 year career at United Technologies, Mr. Lord gained significant manufacturing, general management, and global management experience, including spending three years based in Asia, one of the Company's most important regions. He was also very involved in personnel development at United Technologies, providing him with insight into management development and compensation issues which is of great value to the Company. He is Chairman of the Compensation Committee and is a member of the Executive Committee and of the Nominating/Corporate Governance Committee of the Company. In the past five years, but not currently, Mr. Lord served as a director and member of the audit and finance committee and as chairman of the compensation committee of Gerber Scientific, Inc.</p>
R. Adam Norwitt	<p>Mr. Norwitt, age 46, has been a Director since 2009, and an employee of the Company or its subsidiaries for approximately 16 years. He has been President since 2007 and Chief Executive Officer since 2009. Mr. Norwitt was chief operating officer of the Company from 2007 through 2008. He was senior vice president and group general manager, worldwide RF and microwave products division of the Company during 2006 and vice president and group general manager, worldwide RF and microwave products division of the Company from 2004 until 2006. Prior thereto, Mr. Norwitt served as group general manager, general manager and business development manager with various operating groups in the Company, including approximately five years resident in Asia. Mr. Norwitt has a juris doctor degree and trained as a corporate lawyer prior to joining the Company. He also has an MBA degree. He has studied in the United States, Taiwan, China and France. His vision, leadership, market knowledge, merger & acquisition experience, international exposure and other business experience are of significant value to the Company.</p>
Diana G. Reardon	<p>Ms. Reardon, age 56, has been a Director since 2015, and an employee of the Company for approximately 28 years. In addition to serving the Company as a Director, she continues as an employee, acting as Senior Advisor. She was executive vice president from 2010 to 2015, senior vice president from 2004 to 2009, and chief financial officer from 2004 to 2015. She was vice president in 2004, controller of the Company from 1994 through 2004 and treasurer of the Company from 1992 through 2004. During her tenure with the Company, Ms. Reardon has been deeply involved with the operations, markets and other business matters of the Company, including the acquisition program during her time as Chief Financial Officer. She has a comprehensive understanding of the Company including, in particular, its financial, accounting and auditing systems, policies, procedures and controls and growth strategy. Her breadth of knowledge about the Company and its finances are extremely valuable to the Company.</p>

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS.

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THE BOARD OF DIRECTORS AND THE COMMITTEES OF THE BOARD

Governance Principles

Amphenol Corporation's Corporate Governance Principles meet or exceed the Listing Standards of the New York Stock Exchange (the "NYSE Listing Standards"), including guidelines for determining director independence and reporting concerns to non-employee directors and the Audit Committee of the Board. The Company's most current Governance Principles, the Code of Business Conduct and Ethics and the Charters of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee of the Board are reviewed at least annually and revised as warranted. The most current Audit Committee Charter, Compensation Committee Charter and Nominating/Corporate Governance Committee Charter are attached hereto as Annex A, Annex B and Annex C, respectively. Amphenol Corporation's Code of Business Conduct and Ethics applies to all employees, directors and officers of the Company and its subsidiaries. The principles, code and charters can be accessed via the Company's website at www.amphenol.com by clicking on "Investors", then "Governance" then the desired principles, code or charter. A printed copy of the Company's most current Governance Principles, the Code of Business Conduct and Ethics and the charters of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee of the Board will also be provided to any stockholder of the Company free of charge upon written request to the Secretary of the Company, Amphenol Corporation, 358 Hall Avenue, Wallingford, Connecticut 06492.

Director Independence

The Board has adopted the definition of "independent director" set forth in the NYSE Listing Standards to assist it in making determinations of independence. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making an independence determination. The Board has determined that all of the directors are independent of the Company and its management with the exception of Mr. Norwitt and Ms. Reardon who are considered inside directors because of their current employment with the Company.

Leadership Structure

Mr. Loeffler is Chairman of the Board and Mr. Lietz is the Board's Presiding Director. As Presiding Director, Mr. Lietz has the authority to call, schedule and chair executive sessions of the independent directors. After each meeting of the Board, committee meeting and executive session the Chairman and Presiding Director communicate with the Chief Executive Officer to provide feedback and to effectuate the decisions and recommendations of the directors.

The Board of Directors has determined that at the present time, its current leadership structure, including a Presiding Director, a Chairman of the Board who retired from employment with the Company in 2010 after 37 years of service and a Chief Executive Officer who is an inside director, is appropriate and allows the Board to fulfill its duties effectively and efficiently based on the Company's current needs. The Presiding Director and independent Chairman of the Board provide a means for the Board to effectively operate independently of the Company's management as necessary or desirable. This structure also allows the Board to draw upon the skills and extensive experience of a Chairman, who can ensure that the other directors' attention is devoted to the issues of greatest importance to the Company and its stockholders, while permitting the Chief Executive Officer to continue to set the strategic direction and drive the ongoing business operations and finances of the Company, all in consultation with the Board of Directors. Historically, the Company's Board of Directors included an independent Presiding Director and a Chief Executive Officer who also served as Chairman of the Board.

Table of Contents**Board of Directors Summary Information**

The following table sets forth basic information about the current structure of the Board including summary information for the nominees to the Board: Messrs. Loeffler, Badie, Clark, Falck, Ledford, Jepsen, Lord, Norwitt and Ms. Reardon.

Name	Director		Committee Memberships					Current Service on Other Public Company Boards	Board Nominee at 2016 Annual Meeting
	Tenure	Independent	Audit Committee	Compensation Committee	Executive Committee	Nominating/Corporate Governance Committee	Pension Committee		
Martin H. Loeffler (Chairman)	Since 1987	X							Yes
Andrew E. Lietz (Presiding Director)	Since 2001	X		X	X	Chair		Safeguard Scientifics, Inc.	No
Ronald P. Badie	Since 2004	X	X			Chair	X	Nautilus, Inc.	Yes
Stanley L. Clark	Since 2005	X	X	X			Chair		Yes
David P. Falck	Since 2013	X	X	X		X			