

CABOT MICROELECTRONICS CORP  
Form DEF 14A  
January 20, 2015  
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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES**

**EXCHANGE ACT OF 1934**

Filed by Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |                                     |  |                          |  |
|-------------------------------------|--|--------------------------|--|
| <input type="checkbox"/>            | Preliminary Proxy Statement  | <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)). |
| <input checked="" type="checkbox"/> | Definitive Proxy Statement   |                          |  |
| <input type="checkbox"/>            | Definitive Additional Materials  |                          |  |
| <input type="checkbox"/>            | Soliciting Materials Pursuant to Section 240.14a-11(c) or Section 240.14a-12 |                          |  |

**CABOT MICROELECTRONICS CORPORATION**

(Exact name of Registrant as Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

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

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3)

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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**CABOT MICROELECTRONICS CORPORATION**

**870 North Commons Drive**

**Aurora, Illinois 60504**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

To be held March 3, 2015

To our Stockholders:

We are notifying you that the Annual Meeting of Stockholders of Cabot Microelectronics Corporation will be held on Tuesday, March 3, 2015 at 8:00 a.m. local time at Cabot Microelectronics Corporation, 870 North Commons Drive, Aurora, Illinois 60504 for the following purposes:

1. To elect three directors, each for a term of three years;
2. To hold a non-binding stockholder advisory vote to approve our named executive officer compensation;
3. To ratify the selection of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for fiscal year 2015; and
4. To transact other business properly coming before the meeting.

*Each of these matters is described in further detail in the accompanying proxy statement. We also have included a copy of our 2014 Annual Report. Only stockholders of record at the close of business on January 9, 2015 are entitled to vote at the meeting or any postponements or adjournments of the meeting. A complete list of these stockholders will be available at our principal executive offices prior to the meeting.*

We are delivering our proxy statement and 2014 Annual Report under the United States Securities and Exchange Commission rules that allow companies to furnish proxy materials to their stockholders over the internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials to our stockholders, which is designed to reduce our printing and mailing costs and the environmental impact of the proxy materials. A paper copy of our proxy materials may be requested through one of the methods described in the Notice of Internet Availability of Proxy Materials.

Please use this opportunity to take part in our affairs by voting your shares. You are cordially invited to attend the meeting in person. If you wish to attend the meeting in person, please bring a valid form of photo identification to the meeting. If your stock is not registered in your own name and you plan to attend the meeting and vote in person, you should contact your broker or agent in whose name your stock is registered to obtain a broker's proxy and bring it to the meeting in order to vote at the meeting.

**Whether or not you plan to attend the meeting, your vote is important.** Please promptly submit your proxy by telephone, internet or mail by following the instructions found on your Notice of Internet Availability of Proxy Materials or proxy card. Your proxy can be withdrawn by you at any time before it is voted.

By order of the Board of Directors,

William P. Noglows

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Chairman of the Board

Aurora, Illinois

January 20, 2015, and is first being made available to stockholders electronically via the internet on or about January 20, 2015.

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**CABOT MICROELECTRONICS CORPORATION**

870 North Commons Drive

Aurora, Illinois 60504

**PROXY STATEMENT**

The Board of Directors of Cabot Microelectronics Corporation is asking for your proxy for use at the annual meeting of our stockholders to be held on Tuesday, March 3, 2015 at 8:00 a.m. local time, at Cabot Microelectronics Corporation, 870 North Commons Drive, Aurora, Illinois 60504 and at any postponements or adjournments of the meeting.

Pursuant to the rules and regulations adopted by the United States Securities and Exchange Commission ( SEC ), we are providing our stockholders with access to our proxy materials over the internet rather than in paper form. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials, rather than a printed copy of the proxy materials, to our stockholders of record as of January 9, 2015. We expect to mail the Notice of Internet Availability of Proxy Materials to stockholders entitled to vote at our annual meeting on or about January 20, 2015.

**ABOUT THE MEETING**

*What is the purpose of the annual meeting?*

At our annual meeting, stockholders will act upon the matters outlined in the accompanying notice of meeting, including the election of three directors, the non-binding stockholder advisory vote to approve our named executive officer compensation and the ratification of the selection of our independent auditors. In addition, our management will report generally on the fiscal year ended September 30, 2014 and respond to questions from stockholders.

*What is the Notice of Internet Availability of Proxy Materials?*

On or about January 20, 2015, we will mail to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access and review our proxy materials and our 2014 annual report. The Notice of Internet Availability of Proxy Materials will instruct you as to how you may access and review the proxy materials and submit your proxy via the internet or phone. If you would like to receive a printed copy of the proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials for requesting printed materials.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held March 3, 2015:**

**The proxy statement and annual report to stockholders are available at [www.cabotcmp.com](http://www.cabotcmp.com) and [www.proxyvote.com](http://www.proxyvote.com).**

*What are our voting recommendations?*

Our board of directors recommends that you vote your shares FOR the election of each of the nominees named below under ELECTION OF DIRECTORS , FOR non-binding advisory approval of our named executive officer compensation and FOR the ratification of the selection of our independent auditors.



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### *Who is entitled to vote?*

Only stockholders of record at the close of business on the record date, January 9, 2015, are entitled to receive notice of the annual meeting and to vote the shares of common stock that they held on that date at the meeting, or any postponements or adjournments of the meeting. Each outstanding share of common stock entitles its holder to cast one vote, without cumulation, on each matter to be voted on.

### *What is the difference between holding shares as a record holder and as a beneficial owner?*

**Record Holder.** You are a record holder of our common stock if at the close of business on the record date your shares were registered directly in your name with Computershare Trust Company, N.A., P.O. Box 43078, Providence, Rhode Island 02940-3078, our stock transfer agent.

**Beneficial Owner.** You are a beneficial owner if at the close of business on the record date your shares were held by a broker, bank, custodian, nominee or other record holder of our common stock and not in your name. Being a beneficial owner means that, like most of our stockholders, your shares are held in street name. As the beneficial owner, you have the right to direct your broker or nominee how to vote your shares by following the voting instructions your broker or other nominee provides. If you do not provide your broker or nominee with instructions on how to vote your shares, your broker or nominee will be able to vote your shares with respect to some of the proposals, but not all. Please see *What if I did not specify how my shares are to be voted?* for additional information.

### *What constitutes a quorum?*

If a majority of the shares outstanding on the record date are present at the annual meeting, either in person or by proxy, we will have a quorum at the meeting permitting the conduct of business at the meeting. As of the record date, we had approximately 24,086,489 shares of common stock outstanding and entitled to vote. Any shares represented by proxies that are marked to abstain from voting on a proposal will be counted as present for purposes of determining whether we have a quorum. If a broker, bank, custodian, nominee or other record holder of our common stock indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular matter, the shares held by that record holder (referred to as broker non-votes) will also be counted as present in determining whether we have a quorum.

### *How do I vote, and can I vote by telephone or through the internet?*

You may vote in person at the annual meeting or you may vote by proxy. If your stock is registered in your own name, you may vote in person by attending the meeting, presenting a valid form of photo identification and delivering your completed proxy card in person. If your stock is not registered in your own name and you plan to attend the meeting and vote in person, you should contact your broker or agent in whose name your stock is registered to obtain a broker's proxy and bring it to the meeting along with a valid form of photo identification. You may vote by proxy by signing, dating and mailing a proxy card. In addition, you may vote by telephone or through the internet by following the instructions below or those included in the Notice of Internet Availability of Proxy Materials.

To vote by telephone, if you are a record holder of our common stock, call toll free 1-800-690-6903 and follow the instructions provided by the recorded message. To vote by telephone if you are a beneficial owner of our common stock, call the toll free number listed in the Proxy Card or follow the instructions provided by your broker. For all holders of our common stock (whether record or beneficial), to vote through the internet, go to [www.proxyvote.com](http://www.proxyvote.com) and follow the steps on the secure website. You also may access the proxyvote website ([www.proxyvote.com](http://www.proxyvote.com)) or view our proxy materials by going to our website, [www.cabotcmp.com](http://www.cabotcmp.com), selecting Investor Relations on our Homepage, and then selecting Annual Meeting/Proxy from the drop down menu.

If you vote by proxy, the individuals named on the proxy card as proxy holders will vote your shares in the manner you indicate.



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*What if I do not specify how my shares are to be voted?*

*Record Holder.* If you are a record holder of our common stock and you sign and return the proxy card without indicating your instructions, your shares will be voted FOR :

the election of the three nominees for director named below under ELECTION OF DIRECTORS;

the non-binding advisory approval of our named executive officer compensation; and

the ratification of the selection of our independent auditors.

*Beneficial Owners.* If you are a beneficial owner and you do not provide the broker, bank, custodian, nominee or other record holder that holds your shares with voting instructions, such person will determine if it has the discretionary authority to vote on the particular matter. Under applicable rules, such person has the discretion to vote on routine matters such as the ratification of our independent auditors, but does not have discretion to vote on non-routine matters such as the election of directors and the non-binding stockholder advisory vote to approve our named executive officer compensation.

*Can I revoke my proxy or change my vote after I return my proxy card or after I vote electronically via the internet or by telephone?*

Yes. Even after you have submitted your proxy, you may revoke your proxy or change your vote at any time before the proxy is voted at the annual meeting by delivering to our Secretary a written notice of revocation or a properly signed proxy bearing a later date, or by attending the annual meeting and voting in person. (Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request.) To revoke a proxy previously submitted electronically through the internet or by telephone, you may simply vote again at a later date, using the same procedures, in which case the later submitted vote will be recorded and the earlier vote revoked.

*What vote is required to approve each matter that comes before the meeting?*

Our bylaws provide that director nominees must receive the affirmative vote of a plurality of the votes cast at the meeting by stockholders entitled to vote thereon, meaning that the three nominees for director with the most votes will be elected. However, our Corporate Governance Guidelines, which are available through our website, [www.cabotcmp.com](http://www.cabotcmp.com), provide that in an uncontested election, any nominee for director who receives a greater number of votes withheld from his or her election than votes for such election (a Majority Withheld Vote ) shall promptly tender his or her resignation following certification of the stockholder vote for such election. In this situation, our nominating and corporate governance committee then shall consider the resignation offer and recommend to our board of directors whether to accept it. The board of directors then will act on the nominating and corporate governance committee's recommendation within ninety (90) days following certification of the stockholder vote for such election. Thereafter, the board of directors will promptly disclose its decision whether to accept the director's resignation offer (and the reasons for rejecting the resignation offer, if applicable), in a press release to be disseminated in the manner that we typically distribute press releases.

The non-binding stockholder advisory vote to approve our named executive officer compensation requires the affirmative vote of a majority of the votes cast at the meeting in person or by proxy by stockholders entitled to vote thereon. If the named executive officer compensation is not approved, then our compensation committee and our board of directors will meet following the annual meeting to consider the results of such non-binding stockholder advisory vote.

The ratification of the selection of our independent auditors requires the affirmative vote of a majority of the votes cast at the meeting in person or by proxy by stockholders entitled to vote thereon. If our independent auditors are not ratified, then our audit committee and our board of directors will meet following the annual meeting to consider the results of such non-binding ratification vote.

Abstentions and broker non-votes will not be counted for purposes of determining whether an item has received the requisite number of votes for approval.



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*What happens if additional proposals are presented at the meeting?*

Other than the matters described in this proxy statement, we do not expect any additional matters to be presented for a vote at the annual meeting. If you vote by proxy, your proxy grants the persons named as proxy holders the discretion to vote your shares on any additional matters properly presented for a vote at the meeting.

*Who will bear the costs of soliciting votes for the meeting?*

Certain directors, officers and employees, who will not receive any additional compensation for such activities, may solicit proxies by personal interview, mail, telephone or electronic communication. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to our stockholders. In addition to the mailing of these proxy materials, we have hired the firm of D.F. King & Co., Inc. to assist in the solicitation of proxies at an estimated cost of approximately \$8,000. We shall bear all costs of solicitation.

**Table of Contents****STOCK OWNERSHIP****Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth certain information regarding the beneficial ownership of our common stock as of January 9, 2015 (except as indicated below) by:

all persons known by us to own beneficially 5% or more of our outstanding common stock;

each of our directors;

each of the named executive officers in the Compensation Discussion and Analysis Section and the Summary Compensation Table included in this Proxy Statement; and

all of our directors and executive officers as a group.

Unless otherwise indicated, each stockholder listed below has sole voting and investment power with respect to the shares of common stock beneficially owned by such stockholder.

**Stock Ownership Table**

| <b>Name and Address</b>   | <b>Number of<br/>Shares<br/>Beneficially<br/>Owned(1)</b> | <b>Approximate<br/>Percent of<br/>Class(1)</b> |
|---|---|--|
| <b>CERTAIN BENEFICIAL OWNERS:</b>   |   |  |
| 1. BlackRock, Inc.<br><br>55 East 52 <sup>nd</sup> Street<br><br>New York, New York 10022                     | 2,690,958(2)  | 11.2%  |
| 2. Royce & Associates, LLC<br><br>745 Fifth Avenue<br><br>New York, New York 10151                            | 1,921,484(3)  | 8.0%   |
| 3. Earnest Partners, LLC<br><br>1180 Peachtree Road, Suite 2300 N.E.<br><br>Atlanta, Georgia 30309            | 1,911,426(4)  | 7.9%   |
| 4. Riverbridge Partners LLC<br><br>80 South 8 <sup>th</sup> Street, #1200<br><br>Minneapolis, Minnesota 55402 | 1,860,676(5)  | 7.7%   |
| 5. Price (T.Rowe) Associates Inc.   | 1,781,376(6)  | 7.4%   |

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P.O. Box 89000

Baltimore, Maryland 21289

|                             |              |      |
|-----------------------------|--------------|------|
| 6. The Vanguard Group, Inc. | 1,498,775(7) | 6.2% |
|-----------------------------|--------------|------|

P.O. Box 2600

Valley Forge, Pennsylvania 19482

DIRECTORS AND EXECUTIVE OFFICERS:

|                     |            |      |
|---------------------|------------|------|
| William P. Noglows  | 627,667(8) | 2.6% |
| David H. Li         | 65,622(8)  | *    |
| Robert J. Birgeneau | 61,689(8)  | *    |
| John P. Frazee, Jr. | 81,495(8)  | *    |
| H. Laurance Fuller  | 131,246(8) | *    |
| Richard S. Hill     | 32,125(8)  | *    |
| Barbara A. Klein    | 81,773(8)  | *    |
| Edward J. Mooney    | 89,782(8)  | *    |
| Steven V. Wilkinson | 116,200(8) | *    |

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| Name and Address   | Number of<br>Shares<br>Beneficially<br>Owned(1) | Approximate<br>Percent of<br>Class(1) |
|--|---|---------------------------------------|
| Bailing Xia  | 87,795(8)                                       | *                                     |
| William S. Johnson   | 264,863(8)                                      | 1.1%                                  |
| Adam F. Weisman  | 160,223(8)(9)                                   | *                                     |
| Ananth Naman   | 39,257(8)                                       | *                                     |
| All directors and executive officers as a group (19 persons) | 2,115,454(10)                                   | 8.8%                                  |

\* = less than 1%

- (1) Beneficial ownership generally means any person who, directly or indirectly, has or shares voting or investment power with respect to a security or has the right to acquire such power within 60 days. Shares of common stock subject to options, warrants or rights that are currently exercisable or exercisable within 60 days of January 9, 2015 are deemed outstanding for computing the ownership percentage of the person holding such options, warrants or rights, but are not deemed outstanding for computing the ownership percentage of any other person. The amounts and percentages are based upon 24,086,489 shares of our common stock outstanding as of January 9, 2015.
- (2) Of the shares reported as beneficially owned, Blackrock, Inc. exercises (a) sole power to vote 2,579,692 shares, (b) shared power to vote 0 shares, (c) sole investment power over 2,690,958 shares, and (d) shared investment power over 0 shares. The total number of shares reported as beneficially owned is 2,690,958. BlackRock, Inc. is the parent holding company of the following investment operating subsidiaries that beneficially own shares: (i) BlackRock Advisors (UK) Limited; (ii) BlackRock Advisors, LLC; (iii) BlackRock Asset Management Canada Limited; (iv) BlackRock Asset Management Ireland Limited; (v) BlackRock Financial Management, Inc.; (vi) BlackRock Fund Advisors; (vii) BlackRock Institutional Trust Company, N.A.; (viii) BlackRock International Limited; (ix) BlackRock Investment Management (Australia) Limited; (x) BlackRock Investment Management (UK) Ltd; (xi) BlackRock Investment Management, LLC; (xii) BlackRock Japan Co Ltd; and (xiii) BlackRock Life Limited. The number of shares indicated is based on information reported in the Schedule 13G/A Holdings Report filed by Blackrock, Inc. on January 9, 2015.
- (3) Of the shares reported as beneficially owned, Royce & Associates, LLC exercises (a) sole power to vote 1,921,484 shares, (b) shared power to vote 0 shares, (c) sole investment power over 1,921,484 shares, and (d) shared investment power over 0 shares. The total number of shares reported as beneficially owned is 1,921,484. Various accounts managed by Royce & Associates, LLC have the right to receive or power to direct the receipt of dividends from, or the proceeds of the sale of the shares. The number of shares indicated is based on information reported in the Schedule 13G/A Holdings Report filed by Royce & Associates, LLC on January 6, 2015.
- (4) Of the shares reported as beneficially owned, Earnest Partners, LLC exercises (a) sole power to vote 743,086 shares, (b) shared power to vote 250,504 shares, (c) no power to vote 917,836 shares, (d) sole investment power over 1,911,426 shares, and (e) shared investment power over 0 shares. The total number of shares reported as beneficially owned is 1,911,426. The number of shares indicated is based on information reported in the Form 13F Holdings Report filed by Earnest Partners, LLC on November 14, 2014.
- (5) Of the shares reported as beneficially owned, Riverbridge Partners LLC exercises (a) sole power to vote 1,483,332 shares, (b) shared power to vote 0 shares, (c) no power to vote 377,344 shares, (d) sole investment power over 1,860,676 shares, and (e) shared investment power over 0 shares. The total number of shares reported as beneficially owned is 1,860,676. This information is based on information reported in the Form 13F Holdings Report filed by Riverbridge Partners LLC on November 5, 2014.
- (6) Of the shares reported as beneficially owned, Price (T.Rowe) Associates Inc exercises (a) sole power to vote 675,430 shares, (b) shared power to vote 0 shares, (c) no power to vote 1,105,946 shares, (d) sole investment power over 1,781,376 shares, and (e) shared investment power over 0 shares. The total number of shares reported as beneficially owned is 1,781,376. This information is based on information reported in the Form 13F Holdings Report filed by Price (T.Rowe) Associates Inc on November 14, 2014.



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- (7) Of the shares reported as beneficially owned, The Vanguard Group, Inc. exercises (a) sole power to vote 34,414 shares, (b) shared power to vote 0 shares, (c) no power to vote 1,464,361 shares, (d) sole investment power over 1,465,861 shares, and (e) shared investment power over 32,914 shares. The total number of shares reported as beneficially owned is 1,498,775. The number of shares indicated is based on information reported in the Form 13F Holdings Report filed by The Vanguard Group, Inc. on November 12, 2014.
- (8) Includes shares of our common stock that such person has the right to acquire pursuant to stock options granted pursuant to the Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan, As Amended and Restated September 23, 2008 ( 2000 Equity Incentive Plan ), and pursuant to the Cabot Microelectronics Corporation 2012 Omnibus Incentive Plan ( 2012 Omnibus Incentive Plan ), exercisable within 60 days of January 9, 2015, as follows:

| Name          | Upon Exercise<br>Shares<br>Issuable |
|---------------|-------------------------------------|
| Mr. Noglows   | 505,535                             |
| Mr. Li        | 26,056                              |
| Mr. Birgeneau | 44,112                              |
| Mr. Frazee    | 61,520                              |
| Mr. Fuller    | 61,520                              |
| Mr. Hill      | 23,625                              |
| Ms. Klein     | 63,696                              |
| Mr. Mooney    | 52,816                              |
| Mr. Wilkinson | 61,520                              |
| Mr. Xia       | 72,400                              |
| Mr. Johnson   | 168,115                             |
| Mr. Weisman   | 131,937                             |
| Dr. Naman     | 18,999                              |

Also includes restricted shares of common stock awarded to such executive officer pursuant to the 2000 Equity Incentive Plan, on December 1, 2011, and pursuant to the 2012 Omnibus Incentive Plan on December 3, 2012, December 3, 2013 and December 3, 2014, respectively, that are still subject to restrictions as of January 9, 2015, as set forth in the table below. On December 1, 2011, December 3, 2012, December 3, 2013 and December 3, 2014 as part of our annual equity incentive award program, we awarded restricted shares to our executive officers with restrictions that lapse in equal increments upon each anniversary over four years, except that pursuant to his Executive Chairman employment letter, all unvested restricted stock held by Mr. Noglows will vest in full (1) at end of the employment term, subject to Mr. Noglows' continued employment through the end of the employment term, or (2) upon the earlier termination of Mr. Noglows' employment by us without cause or by Mr. Noglows due to a material breach by us of the employment letter subject to Mr. Noglows' execution and non-revocation of a release of claims against us. On January 2, 2015 as part of Mr. Li's appointment as our President and Chief Executive Officer, we awarded 14,700 restricted shares to Mr. Li with restrictions that lapse in equal increments upon each anniversary of the award over four years. On January 2, 2015, related to the leadership transition, we awarded 22,222 restricted shares to Mr. Johnson with restrictions that lapse in equal increments upon each anniversary of the award over four years. The outstanding restricted stock awards are eligible to receive dividends and have voting rights.



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| Name        | Equity Incentive Program Restricted Shares |          |          |          |         |
|-------------|--|----------|----------|----------|---------|
|             | 12/01/11                                   | 12/03/12 | 12/03/13 | 12/03/14 | 1/02/15 |
| Mr. Noglows | 5,500                                      | 12,500   | 18,750   | 44,400   |         |
| Mr. Li      | 1,450                                      | 3,000    | 4,425    | 5,200    | 14,700  |
| Mr. Johnson | 2,175                                      | 4,900    | 6,375    | 7,100    | 22,222  |
| Mr. Weisman | 1,725                                      | 3,950    | 5,400    | 5,800    |         |
| Dr. Naman   | 1,375                                      | 3,250    | 4,950    | 6,100    |         |

Also includes both restricted shares of common stock that such executive officer has purchased at fair market value as deposit shares and for which the executive officer has been awarded a matching grant of award shares, pursuant to our Executive Officer Deposit Share Program, that are still subject to restrictions (with respect to award shares) or conditions (with respect to deposit shares) as of January 9, 2015 as set forth in the table below. Under this program, our executive officers are entitled to voluntarily use all or a portion of their after-tax annual cash bonus compensation to purchase at fair market value shares of restricted stock awarded under the 2012 Omnibus Incentive Plan, and before that, under the 2000 Equity Incentive Plan. These shares are retained on deposit with us until the third anniversary of the date of deposit (deposit shares), and our company matches the deposit with a restricted stock award equal to 50% of the shares deposited by the participant (award shares). If the participant is employed by our company on the third anniversary of the deposit date and the deposit shares have remained on deposit with us through such date, the restrictions on the award shares will lapse. Such executive officer has dividend and voting rights with respect to the restricted shares.

| Name        | Deposit Share Program Restricted Shares |
|-------------|---|
| Mr. Noglows |   |
| Mr. Li      | 1,738                                   |
| Mr. Johnson | 1,967                                   |
| Mr. Weisman |   |
| Dr. Naman   |   |

Also includes restricted stock units awarded to such non-employee director pursuant to the 2012 Omnibus Incentive Plan that are still subject to restrictions as of January 9, 2015, as set forth in the table below. For annual equity awards to non-employee directors, restricted stock units are currently awarded with restrictions that lapse in full upon the first anniversary of the award. Initial equity awards of restricted stock units to non-employee directors are currently made with restrictions that lapse in equal annual increments beginning on the date of the award, as with awards to our employees, including our executive officers. Outstanding restricted stock awards are eligible to receive dividends and have voting rights but may not be sold or transferred, other than to immediate family members as provided in the plan. Outstanding restricted stock unit awards have the same economic value as shares of common stock but do not receive dividends and may not be voted, sold or transferred, other than to immediate family members as provided in the plan.

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| Name          | Non-Employee Director<br>Restricted Stock<br>Units |
|---------------|--|
| Mr. Birgeneau | 2,000  |
| Mr. Frazee    | 2,000  |
| Mr. Fuller    | 2,000  |
| Mr. Hill      | 2,625  |
| Ms. Klein     | 2,000  |
| Mr. Mooney    | 2,000  |
| Mr. Wilkinson | 2,000  |
| Mr. Xia       | 2,000  |

Also includes phantom shares of our common stock that such non-employee director has the right to acquire pursuant to the Directors' Deferred Compensation Plan as of January 9, 2015, as follows:

| Name            | Phantom Shares |
|-----------------|----------------|
| Mr. Birgeneau*  |                |
| Mr. Frazee**    | 14,749         |
| Mr. Fuller      | 35,938         |
| Mr. Hill*       |                |
| Ms. Klein*      |                |
| Mr. Mooney**    | 9,807          |
| Mr. Wilkinson** | 16,641         |
| Mr. Xia*        |                |

\* Messrs. Birgeneau, Hill and Xia and Ms. Klein are not participants in the Directors' Deferred Compensation Plan.

\*\* Messrs. Frazee and Wilkinson, as of January 1, 2008, and Mr. Mooney, as of January 1, 2009, elected to cease deferral of their compensation pursuant to the Directors' Deferred Compensation Plan.

- (9) On January 5, 2015, we announced that Mr. Weisman has announced his decision to resign from our company. The effective date of his resignation as Executive Vice President, Business Operations was December 31, 2014, and he will continue to perform transition responsibilities for us until he resigns his employment on April 1, 2015.
- (10) Includes all individuals who were directors and executive officers as of January 9, 2015, and does not include individuals who ceased to be executive officers prior to such date, even if such individuals are otherwise named executive officers (e.g., Mr. Weisman). Includes 1,420,360 shares of our common stock that our directors and executive officers have the right to acquire pursuant to stock options exercisable within 60 days of January 9, 2015, 236,028 restricted shares of our common stock held by our executive officers still subject to restrictions as of January 9, 2015 (which include shares subject to restrictions or conditions pursuant to our Deposit Share Program), and 77,135 phantom shares of our common stock that our non-employee directors have the right to acquire pursuant to the Directors' Deferred Compensation Plan as of January 9, 2015. Does not include 3,598 restricted covered appreciation rights and 1,299 restricted covered units to which a non-U.S. executive officer who is not a named executive officer has the right to receive a cash payment.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and holders of more than 10% of our common stock to file with the Securities and Exchange Commission reports regarding

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their ownership and changes in ownership of our common stock. Based solely on our review of the reports furnished to us, we believe that all of our directors and executive officers have complied with all Section 16(a) filing requirements for fiscal year 2014.

**ELECTION OF DIRECTORS**

Our board of directors is currently comprised of ten directors. The board of directors is divided into three classes: Class I, whose terms will expire at the annual meeting of stockholders to be held in 2016; Class II, whose terms will expire at the annual meeting of stockholders to be held in 2017; and Class III, whose terms will expire at the upcoming annual meeting of stockholders. Messrs. Fuller, Hill and Mooney are currently in Class I, Messrs. Birgeneau, Wilkinson and Xia are currently in Class II, and Messrs. Frazee, Li and Noglows and Ms. Klein are currently in Class III. Mr. Frazee has decided not to stand for re-election when his term expires at the upcoming annual meeting of stockholders, and therefore will cease to be a member of the board of directors as of such time. At such time, the board of directors will be comprised of nine directors, with three directors in Class III.

At each annual meeting of stockholders, the successors to directors whose terms will then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. Our certificate of incorporation provides that the authorized number of directors may be changed only by resolution of the board of directors. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the total number of directors. Our certificate of incorporation also provides that our board of directors may fill any vacancy created by the resignation of a director or the increase in the size of our board of directors.

The board of directors has nominated and urges you to vote **FOR** the election of the three nominees named below for terms of office ending in 2018.

In the event a nominee is not available to serve for any reason when the election occurs, it is intended that the proxies will be voted for the election of the other nominees and may be voted for any substitute nominee. Our board of directors has no reason to believe that any of the nominees will not be a candidate or, if elected, will be unable or unwilling to serve as a director. In no event will the proxies be voted for a greater number of persons than the number of nominees named.

***Our board of directors recommends that you vote FOR the election to the board of each of the nominees named below.***

*Nominees for Director for terms that expire in 2018:*

*Barbara A. Klein*, 60, was elected a director of our company in April 2008. Ms. Klein also is a director of Ingredion, Inc. She retired in May 2008 as the Senior Vice President and Chief Financial Officer of CDW Corporation. Prior to that, Ms. Klein held a variety of senior finance positions including Vice President and Chief Financial Officer of Dean Foods Company, Vice President and Corporate Controller of Ameritech Corporation, and Vice President and Corporate Controller of Pillsbury Co. She is a certified public accountant. Ms. Klein received a B.S. in accounting and finance from Marquette University, and a M.B.A. from Loyola University. Based upon Ms. Klein's management and director experience and her accounting and finance background discussed above, the board has concluded Ms. Klein should serve as a director of our company.

*David H. Li*, 42, was elected a director of our company in January 2015. Mr. Li has served as our President and Chief Executive Officer since January 2015. From June, 2008 through December 2014, Mr. Li served as our Vice President of the Asia Pacific Region. Prior to that role, Mr. Li served in various leadership roles, including as our Managing Director of China and Korea, and our Global Business Director for Tungsten and Advanced Dielectrics. Prior to that, he held a variety of leadership positions in operations, sourcing and investor relations since joining us in 1998. Mr. Li received a B.S. in chemical engineering from Purdue University and an M.B.A.

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from Northwestern University. Based upon Mr. Li's management experience, his knowledge of our company, its operations and customers, his knowledge of the chemical and semiconductor industries, and his Asia-focused, cross-border business experience, the board has concluded Mr. Li should serve as a director of our company.

*William P. Noglows*, 56, has served as our Chairman since 2003 and our President and Chief Executive Officer from November 2003 through December 2014. Mr. Noglows also is a director of Aspen Aerogels, Inc. and Littlefuse, Inc. From 1984 through 2003, he served in various management positions at Cabot Corporation, culminating in serving as an executive vice president and general manager. While there, he was one of the primary founders of our company and was responsible for identifying and encouraging the development of the CMP application, which is the core of our business. Mr. Noglows had previously served as a director of our company from December 1999 until April 2002. Mr. Noglows received his B.S. in chemical engineering from the Georgia Institute of Technology. Based upon Mr. Noglows' management experience, his knowledge of our company and its operations, and his knowledge of the chemical and semiconductor industries, the board has concluded Mr. Noglows should serve as a director of our company.

### *Directors whose terms continue until 2016:*

*H. Laurance Fuller*, 76, was elected a director of our company in June 2002. Mr. Fuller retired from the position of Co-Chairman of BP Amoco, p.l.c. in 2000 after serving as Chairman and Chief Executive Officer of Amoco Corporation since 1991 and President since 1983. He also has served as director of various entities including Abbott Laboratories, J.P. Morgan Chase, Motorola, Inc. and Security Capital Group Incorporated. Mr. Fuller received his B.S. in chemical engineering from Cornell University. Based upon Mr. Fuller's management and director experience and his technical background discussed above, the board has concluded Mr. Fuller should serve as a director of our company.

*Richard S. Hill*, 63, was elected a director of our company in June 2012. Mr. Hill retired as the Chairman and Chief Executive Officer of Novellus Systems, Inc. in June 2012 after serving in these positions since 1996, and since 1993 as CEO upon his joining Novellus. Prior to leading Novellus, Mr. Hill held various senior leadership and management positions with Tektronix, Inc., General Electric, Inc., Motorola, Inc., and Hughes Aircraft, Inc. Mr. Hill also serves as a director of Arrow Electronics, Inc., Planar Systems, Inc., and Tessera Technologies, Inc. He received a B.S. in bioengineering from the University of Illinois and a M.B.A. from Syracuse University. Based upon Mr. Hill's management and director experience and his technical background discussed above, the board has concluded Mr. Hill should serve as a director of our company.

*Edward J. Mooney*, 73, was elected a director of our company in March 2005. He also serves as a director of FMC Technologies, Inc. and the Northern Trust Corporation, and has served on the boards of Commonwealth Edison, Inc., FMC Corporation and PolyOne Corporation. Mr. Mooney was the Delegate General-North America, Suez Lyonnaise des Eaux from March 2000 until his retirement in March 2001. From 1994 to 2000, he was Chairman and Chief Executive Officer of Nalco Chemical Company. Mr. Mooney received both a B.S. in chemical engineering and a J.D. from the University of Texas. Based upon Mr. Mooney's management and director experience and his knowledge of the chemical industry discussed above, the board has concluded Mr. Mooney should serve as a director of our company.

### *Directors whose terms continue until 2017:*

*Robert J. Birgeneau*, 72, was elected a director of our company in March 2005. In June, 2014, he concluded his service as the Chancellor of the University of California, Berkeley, a position he had held since September 2004. He holds a faculty appointment in the departments of physics and materials science and engineering there. From July 2000 until assuming his position at Berkeley, Mr. Birgeneau served as the President of the University of Toronto. Prior to that, Mr. Birgeneau was the Dean of the School of Science at the Massachusetts Institute of Technology, and previously had been the chair of its physics department. Mr. Birgeneau received his B.S. in mathematics from the University of Toronto and his Ph.D. in physics from Yale University. Based upon Mr. Birgeneau's management experience and his science and technology background discussed above, the board has concluded Mr. Birgeneau should serve as a director of our company.

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*Steven V. Wilkinson*, 73, was elected a director of our company in April 2000. He is also a director of Entergy Corporation. Mr. Wilkinson has been retired since 1998. Prior to retirement, he was a partner of Arthur Andersen LLP. During his tenure with Arthur Andersen LLP, Mr. Wilkinson served clients across many industries, including chemical, electric and gas distribution, telecommunications, steel and transportation. He is a certified public accountant. Mr. Wilkinson received his B.A. in economics from DePauw University and his M.B.A. from the University of Chicago. Based upon Mr. Wilkinson’s management experience and his accounting and finance background discussed above, the board has concluded Mr. Wilkinson should continue to serve as a director of our company.

*Bailing Xia*, 59, was elected a director of our company in September 2007. He is the Chairman of Summer Leaf, Inc., a privately-held company, headquartered in Toronto, Canada, and has served in that role since 1996. He has been the Chief Representative in North America for China Central Television (CCTV) for education, science, technology, culture and health programs since 1994. In April 2007, Mr. Xia was appointed a Member of the Planning Committee of the China Development Bank. In February, 2010, Mr. Xia was appointed a Senior Advisor of China Certification & Inspection Group (CCIC). He also served as a director of Lingo Media International, Inc. Mr. Xia holds a degree in economics from Anhui University, and also graduated from the Sino-American Scientific Technology, Industry and Business Administration Program. Based upon Mr. Xia’s management experience and his Asia-centric cross-border business experience, the board has concluded Mr. Xia should serve as a director of our company.

**BOARD STRUCTURE AND COMPENSATION**

**Board of Directors and Board Committees**

Our board of directors has a standing audit committee, a standing compensation committee and a standing nominating and corporate governance committee to assist the board of directors in the discharge of its responsibilities. Our board of directors has adopted the Cabot Microelectronics Corporation Corporate Governance Guidelines, which are available on our website, [www.cabotcmp.com](http://www.cabotcmp.com), along with other corporate governance materials, such as board of directors committee charters and our Code of Business Conduct. Pursuant to the Corporate Governance Guidelines, committee charters and other corporate governance materials and practices, our board of directors and audit committee periodically review and provide oversight of the management of various risk factors that are relevant to our company. Our board of directors also reviews annually the functioning of the board. During fiscal year 2014, our board of directors held 16 meetings and did not take action by written consent. Each of our directors attended at least 75% of all the meetings of the board and those committees on which he or she served during fiscal year 2014. With respect to our annual meeting of stockholders in fiscal year 2014, all of our directors attended. Since the end of fiscal year 2014, the board of directors has met seven times and took action by written consent twice. Stockholders and third parties may communicate with our board of directors through the Chairman of the Board, c/o the Secretary of our company at our offices at 870 North Commons Drive, Aurora, Illinois 60504.

*Independent Directors and Leadership Structure.* The board of directors has determined that seven of our nine directors (Mr. Frazee will cease to be a member of the board of directors following the upcoming annual meeting of stockholders and the size of the board will be reduced accordingly to nine directors), including Messrs. Birgeneau, Fuller, Hill, Mooney, Wilkinson, and Xia and Ms. Klein, are independent directors as defined in Rule 4200 of the National Association of Securities Dealers Automated Quotation (NASDAQ) Marketplace Rules and as defined in applicable rules by the SEC. In making its determinations of independence, in addition to consideration of the relevant SEC and NASDAQ rules (according to which the definition of independent director is set forth in our Corporate Governance Guidelines), the board of directors considered factors for each director such as any other directorships, any employment or consulting arrangements, and any relationship with our company’s customers, suppliers or advisors. Our independent directors hold regularly scheduled meetings in executive session, at which only independent directors are present. As provided in our Corporate Governance Guidelines, the Chairman of the nominating and governance committee serves as

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chairman of the meetings of the independent directors in executive session and performs other responsibilities of a lead director such as working with the Chairman of the board of directors to plan and set the agenda for meetings of the board of directors. Following the upcoming annual meeting of stockholders, our board of directors will appoint committees and chairmanships, pursuant to its usual practice, and our board of directors will appoint another independent director to replace Mr. Frazee as the Chairman of the nominating and governance committee, and such Chairman will serve as chairman of the meetings of the independent directors in executive session. Mr. Noglows is the Chairman of the board of directors and prior to January 1, 2015, also was the President and Chief Executive Officer of our company. The board of directors believed that this leadership structure was appropriate at the time for our company given the size and scope of our business, the experience and active involvement of our independent directors, and our corporate governance practices, which include regular communication with and interaction between and among Mr. Noglows and the independent directors. The board believed that this approach served to provide for the board's role in corporate governance and guiding corporate policy in an efficient manner. Effective January 1, 2015, Mr. Li became our President and Chief Executive Officer, and Mr. Noglows has continued as Chairman of the Board. Thus, from and after January 1, 2015, our company has a separate Chairman of the Board of directors (Mr. Noglows) and a separate President and Chief Executive Officer (Mr. Li), an approach that our board believes is appropriate while Mr. Noglows as Chairman and Mr. Li as Chief Executive Officer work to ensure a smooth leadership transition for our company. Stockholders and third parties may communicate with our independent directors through the Chairman of the nominating and corporate governance committee, c/o the Secretary of our company at our offices at 870 North Commons Drive, Aurora, Illinois 60504. During fiscal year 2014, our independent directors met in executive session ten times. Since fiscal year end, our independent directors have met in executive session six times.

***Audit Committee.*** The functions of the audit committee include selecting, appointing, retaining, compensating and overseeing our independent auditors, deciding upon and approving in advance the scope of audit and non-audit assignments and related fees, reviewing accounting principles we use in financial reporting, and reviewing the adequacy of our internal control procedures, including the internal audit function. The members of the audit committee are currently Messrs. Frazee, Hill and Wilkinson and Ms. Klein (Chair); Mr. Frazee will cease to be a member when he ceases to be a director as of the upcoming annual meeting. Each of these audit committee members during fiscal year 2014 and currently:

is an independent director as defined in Rule 4200(a)(15) of the NASDAQ Marketplace Rules;

meets the criteria for independence as required by applicable rules adopted by the SEC;

has not participated in the preparation of our financial statements or the financial statements of any of our current subsidiaries at any time during the past three years; and

is able to read and understand fundamental financial statements.

Our board of directors has determined that the audit committee has at least one member who qualifies as an Audit Committee Financial Expert, as defined by relevant SEC rules, and has designated Ms. Klein, the Chair of the committee, as such Audit Committee Financial Expert. As previously stated, Ms. Klein is an independent director. The audit committee operates under a written charter, a current copy of which is attached to this proxy statement as Appendix A and is available on our website, [www.cabotcmp.com](http://www.cabotcmp.com). The audit committee reviews and reassesses the adequacy of the audit committee charter on an annual basis. The audit committee has established procedures for the receipt, retention, and treatment of complaints received regarding accounting, internal accounting controls or auditing matters, as well as for the pre-approval of services provided by our independent auditors, both of which are also available on our website, [www.cabotcmp.com](http://www.cabotcmp.com). A current copy of the procedures for the pre-approval of services provided by our independent auditors is attached to this proxy statement as Appendix B. As set forth in the audit committee charter, the audit committee is also responsible for the review and approval of any related party transaction in advance of the company entering into any such transaction; since April 2002, we have not been engaged in any related party transactions and none have been proposed to the audit committee for consideration. The audit committee met eight times during fiscal year 2014 and did not take action by written consent, and has met twice since fiscal year end with respect to the audit of our fiscal year 2014

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financial statements and related matters and has not taken action by written consent. In fulfillment of the audit committee's responsibilities for fiscal year 2014, Ms. Klein, the audit committee Chair, reviewed our Annual Report on Form 10-K for the fiscal year ended September 30, 2014 (as did the other members of the committee and board of directors), and our Quarterly Reports on Form 10-Q before we filed them, and Ms. Klein and other members of the committee also reviewed quarterly earnings announcements and related matters before we released them.

**Compensation Committee.** The functions of the compensation committee include reviewing and approving the compensation and benefits for our employees, evaluating and deciding upon the compensation of our chief executive officer, evaluating and deciding upon the compensation of our other executive officers, which is done following consultation with our chief executive officer, monitoring the administration of our employee benefit plans, authorizing and ratifying stock option grants, restricted stock and restricted stock unit awards, other equity awards and other incentive arrangements, and authorizing employment and related agreements. Our chief executive officer is neither present for voting or deliberation on, nor votes upon decisions relating to, his compensation. In addition, our chief executive officer does not vote upon decisions related to the compensation of our other executive officers. Also, our vice president of human resources and her staff support the compensation committee in its work by providing input and recommendations on the overall mix and forms of executive compensation as directed by the compensation committee. Our vice president of human resources and human resources staff do not make decisions regarding the amount of compensation for our named executive officers or other executive officers.

The compensation committee has engaged the services of a compensation consultant, W.T. Haigh & Company, Inc. ( W.T. Haigh ), which reports directly to the committee. The consultant has been engaged to advise the committee on executive compensation and equity incentive matters and trends and to perform benchmark comparison analysis of compensation practices of peer companies. From time to time, and as part of the committee's ongoing and annual reviews of executive officer compensation matters, the consultant recommends specific ranges of compensation for our executive officers, including our named executive officers, based on information provided by the committee regarding different performance scenarios and desired market placement. The consultant also advises the nominating and corporate governance committee on non-employee director compensation matters. The consultant provides no other services to our company. The compensation committee also has reviewed the independence of the consultant in light of SEC rules and NASDAQ listing standards regarding compensation consultants and has concluded that the consultant's work for the committee and for the nominating and corporate governance committee is independent and does not raise any conflict of interest.

The members of the compensation committee are Messrs. Birgeneau, Fuller (Chairman), Hill, Mooney and Xia, each of whom was during fiscal year 2014 and is now an independent director as defined in Rule 4200(a)(15) of the NASDAQ Marketplace Rules and as defined in applicable rules adopted by the SEC. Further, the members of the compensation committee each satisfy the enhanced eligibility requirements applicable to compensation committee members of listed companies set forth in newly approved NASDAQ listing standards. The compensation committee operates under a written charter that addresses compensation matters, a current copy of which is available on our website, [www.cabotcmp.com](http://www.cabotcmp.com). The compensation committee reviews and reassesses the adequacy of the compensation committee charter (including under NASDAQ listing standards) on an annual basis. The compensation committee met six times during fiscal year 2014 and did not take action by written consent, and has met four times since the fiscal year end with respect to 2014 annual bonuses, salary increases, stock option grants and restricted stock awards, and other matters, and took action by written consent twice.

**Nominating and Corporate Governance Committee.** The functions of the nominating and corporate governance committee include reviewing and recommending a slate of nominees for the election of directors, recommending changes in the number, classification and term of directors, reviewing nominations by stockholders with regard to the nomination process, reviewing and recommending compensation and other matters for our non-employee directors, and attending to general corporate governance matters. The members of

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the nominating and corporate governance committee are currently Messrs. Frazee (Chairman), Fuller and Wilkinson and Ms. Klein, each of whom was during fiscal year 2014 and is now an independent director as defined in Rule 4200(a)(15) of the NASDAQ Marketplace Rules and as defined in applicable rules adopted by the SEC. Mr. Frazee will cease to be a member when he ceases to be a director as of the upcoming annual meeting; as of such time, another independent director will become a member of the nominating and corporate governance committee and serve as its chairman. The nominating and corporate governance committee operates under a formal charter that addresses the nominations process and such related matters as may be required under the federal securities laws and NASDAQ listing requirements, a current copy of which is available on our website, [www.cabotcmp.com](http://www.cabotcmp.com). The nominating and corporate governance committee reviews and reassesses the adequacy of the nominating and corporate governance charter on an annual basis. The nominating and corporate governance committee met three times during fiscal year 2014, did not take action by written consent, and has met three times since fiscal year end and took action by written consent once. The nominating and corporate governance committee acted unanimously to recommend the nomination of the Class III director nominees to the board of directors, subject to stockholder approval, as discussed in ELECTION OF DIRECTORS, above.

### **Criteria for Nominating Directors**

The nominating and corporate governance committee considers candidates to fill new directorships created by expansion and vacancies that may occur and makes recommendations to the board of directors with respect to such candidates. The nominating and corporate governance committee considers suggestions from many sources regarding possible candidates for director and will consider nominees recommended by stockholders. Any such stockholder nominations, together with appropriate biographical information, should be submitted to the Chairman of the nominating and corporate governance committee, c/o the Secretary of our company at our offices at 870 North Commons Drive, Aurora, Illinois 60504. To be included in the proxy statement, such nomination must be received by the Secretary of our company not later than the 120th day prior to the first anniversary of the date of the preceding year's proxy statement.

In fiscal year 2014, we did not pay a fee to any third party to identify or evaluate potential director nominees; however, in the future we may pay a fee to a third party to identify or evaluate potential director nominees if the need arises, given the important role our directors play in guiding our strategic direction and overseeing the management of our company.

Board candidates are selected based upon various criteria including their character and reputation, relevant business experience and acumen, and relevant educational background. Some of the factors that are considered in evaluating candidates for the board of directors include experience in areas such as technology, manufacturing, marketing, finance, strategy, international business, and academia, as well as geographic, cultural, experiential and other forms of diversity. The nominating and corporate governance committee and board of directors review these factors, including diversity, in considering candidates for board membership. Board members are expected to prepare for, attend and participate in all board of directors and applicable committee meetings, and our annual meetings of stockholders. The nominating and corporate governance committee considers a director's past attendance record, participation and contribution to the board of directors in considering whether to recommend the reelection of such director.



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The following table shows information concerning the compensation that the company's non-employee directors earned during the last completed fiscal year ended September 30, 2014. A director who is also our employee receives no additional compensation for his or her services as a director.

**2014 Director Compensation**

| Name                | Fees Earned<br>or Paid |                   |                   |                           | Total<br>(\$) |
|---------------------|------------------------|-------------------|-------------------|---------------------------|---------------|
|                     | in Cash                | Stock<br>Awards   | Options<br>Awards | All Other<br>Compensation |               |
|                     | (\$) <sup>1</sup>      | (\$) <sup>2</sup> | (\$) <sup>2</sup> | (\$)                      |               |
| Robert J. Birgeneau | 70,000                 | 89,600            | 99,591            |                           | 259,191       |
| John P. Frazee, Jr. | 97,500                 | 89,600            | 99,591            |                           | 286,691       |
| H. Laurance Fuller  | 95,000                 | 89,600            | 99,591            |                           | 284,191       |
| Richard S. Hill     | 82,500                 | 89,600            | 99,591            |                           | 271,691       |
| Barbara A. Klein    | 101,250                | 89,600            | 99,591            |                           | 290,441       |
| Edward J. Mooney    | 70,000                 | 89,600            | 99,591            |                           | 259,191       |
| Steven V. Wilkinson | 88,750                 | 89,600            | 99,591            |                           | 277,941       |
| Bailing Xia         | 70,000                 | 89,600            | 99,591            |                           | 259,191       |

<sup>1</sup> Includes an annual retainer fee and committee fee, earned quarterly, and, as applicable, committee chairperson annual retainer fees, earned annually, each as discussed in more detail below. Dollar amounts are comprised as follows:

| Name             | Annual<br>Retainer Fee | Committee<br>Membership<br>Fees | Committee<br>Chair Fee |
|------------------|------------------------|---------------------------------|------------------------|
| Mr. Birgeneau    | \$ 60,000              | \$ 10,000                       |                        |
| Mr. Frazee, Jr.* | \$ 60,000              | \$ 22,500                       | \$ 15,000              |
| Mr. Fuller**     | \$ 60,000              | \$ 20,000                       | \$ 15,000              |
| Mr. Hill         | \$ 60,000              | \$ 22,500                       |                        |
| Ms. Klein***     | \$ 60,000              | \$ 22,500                       | \$ 18,750              |
| Mr. Mooney       | \$ 60,000              | \$ 10,000                       |                        |
| Mr. Wilkinson*** | \$ 60,000              | \$ 22,500                       | \$ 6,250               |
| Mr. Xia          | \$ 60,000              | \$ 10,000                       |                        |

\* Nominating and corporate governance committee chairman

\*\* Compensation committee chairman

\*\*\* Audit committee chair (Mr. Wilkinson served until the 2014 annual meeting of stockholders in March 2014 and Ms. Klein has served since such time)

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<sup>2</sup> The amounts in the column headed "Stock Awards" represent the aggregate award date fair value of awards made in fiscal year 2014 computed in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718, Stock Compensation (ASC 718). For these restricted stock unit awards, the fair value is equal to the underlying value of the stock and is calculated using the closing price of our common stock on the award date. The actual value realized by a non-employee director related to restricted stock unit awards will depend on the market value of our common stock on the date the underlying stock is sold following vesting of the awards.

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The amounts in the column headed "Option Awards" represent the aggregate grant date fair value of grants in fiscal year 2014 computed in accordance with ASC 718 (see Note 11 of Notes to Consolidated Financial Statements included in Item 8 of Part II of our Annual Report on Form 10-K for fiscal year 2014 for a description of the assumptions used in that computation). The actual value realized by a non-employee director related to option awards will depend on the difference between the market value of our common stock on the date the option is exercised and the exercise price of the option.

The award date fair market value computed in accordance with ASC 718, excluding the impact of estimated forfeitures for service-based vesting conditions, of each "Stock Award" awarded to our non-employee directors during fiscal year 2014 is as follows:

| Name          | Award Date | Number of Restricted Stock Units | Award Date Fair Value (\$) |
|---------------|------------|----------------------------------|----------------------------|
| Mr. Birgeneau | 3/4/14     | 2,000                            | 89,600                     |
| Mr. Frazee    | 3/4/14     | 2,000                            | 89,600                     |
| Mr. Fuller    | 3/4/14     | 2,000                            | 89,600                     |
| Mr. Hill      | 3/4/14     | 2,000                            | 89,600                     |
| Ms. Klein     | 3/4/14     | 2,000                            | 89,600                     |
| Mr. Mooney    | 3/4/14     | 2,000                            | 89,600                     |
| Mr. Wilkinson | 3/4/14     | 2,000                            | 89,600                     |
| Mr. Xia       | 3/4/14     | 2,000                            | 89,600                     |

The grant date fair market value computed in accordance with ASC 718 (such amount is included in the amounts under "Option Awards" in the 2014 Director Compensation Table), and the grant date fair market value computed in accordance with SFAS 123R, excluding the impact of estimated forfeitures for service-based vesting conditions, of each "Option Award" granted to our non-employee directors during fiscal year 2014 is as follows:

| Name          | Grant Date | Number of Options | Grant Date Fair Value (\$) |
|---------------|------------|-------------------|----------------------------|
| Mr. Birgeneau | 3/4/14     | 6,000             | 99,591                     |
| Mr. Frazee    | 3/4/14     | 6,000             | 99,591                     |
| Mr. Fuller    | 3/4/14     | 6,000             | 99,591                     |
| Mr. Hill      | 3/4/14     | 6,000             | 99,591                     |
| Ms. Klein     | 3/4/14     | 6,000             | 99,591                     |
| Mr. Mooney    | 3/4/14     | 6,000             | 99,591                     |
| Mr. Wilkinson | 3/4/14     | 6,000             | 99,591                     |
| Mr. Xia       | 3/4/14     | 6,000             | 99,591                     |

During fiscal year 2014, no awards to any of our non-employee directors were modified or cancelled (forfeited).

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The aggregate number of stock awards and the aggregate number of stock option awards for each non-employee director that were outstanding as of the end of fiscal year 2014 are as follows:

| Name          | Aggregate Number of Awards<br>Outstanding as of September 30,<br>2014 |               |
|---------------|---|---------------|
|               | Stock Awards*   | Option Awards |
| Mr. Birgeneau | 2,000   | 52,816        |
| Mr. Frazee    | 2,000   | 76,026        |
| Mr. Fuller    | 2,000   | 61,520        |
| Mr. Hill      | 2,625   | 25,500        |
| Ms. Klein     | 2,000   | 63,696        |
| Mr. Mooney    | 2,000   | 52,816        |
| Mr. Wilkinson | 2,000   | 61,520        |
| Mr. Xia       | 2,000   | 72,400        |

\* Restricted Stock Units.

Our non-employee directors received an aggregate of 48,000 stock options and 16,000 restricted stock units in fiscal year 2014.

As provided in our Corporate Governance Guidelines and the nominating and corporate governance committee charter, the nominating and corporate governance committee is responsible for reviewing and recommending to the board of directors compensation (cash and equity) for non-employee directors. The committee does this through review of director compensation benchmark information and analysis provided by W.T. Haigh, director compensation consultant to the committee.

As a result of such review following the close of fiscal year 2010, and confirmed pursuant to an additional review following the close of fiscal year 2013, effective March 2011 at the time of our annual meeting, the board of directors, upon the recommendation of the nominating and corporate governance committee, approved certain changes to the compensation program for non-employee directors, as summarized below, and since then, non-employee directors have been eligible for the following compensation:

| Description of Director Compensation Effective March 2011 | Amount        |
|---|---------------|
| <b>Annual Retainer Fee*</b>                               | \$60,000      |
| <b>Committee Membership Fee*:</b>                         |               |
| Audit committee member                                    | \$12,500      |
| Compensation committee member                             | \$10,000      |
| Nominating and corporate governance committee member      | \$10,000      |
| <b>Committee Chair Annual Retainer Fees*:</b>             |               |
| Audit committee chairperson                               | \$25,000      |
| Compensation committee chairperson                        | \$15,000      |
| Nominating and corporate governance committee chairperson | \$15,000      |
| <b>No Standing Committee or Board Meeting Fees**</b>      |               |
| <b>Annual Non-qualified Stock Option Grant***</b>         | 6,000 options |
| <b>Annual Restricted Stock Unit Award***</b>              | 2,000 units   |
| <b>Initial Non-qualified Stock Option Grant****</b>       | 7,500 options |
| <b>Initial Restricted Stock Unit Award****</b>            | 2,500 units   |

\* Paid quarterly beginning with the quarter end following each the effective date of appointment, and subsequently, beginning with the quarter end following our annual meeting.

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\*\* To the extent a special committee is established by board of directors to address a unique matter, committee meeting fee of \$1,500 will be provided.

\*\*\* Made at the time of our annual meeting, with 100% vesting occurring on the first anniversary of the grant/award date.

\*\*\*\* Made as of the effective date of appointment to the board of directors, with vesting occurring 25% immediately on the grant/award date, and 25% per year on the next three anniversaries of the grant/award date.

Upon a non-employee director's termination of service as a director of the company for reason of Death, Disability or a Change in Control, as defined in the 2000 Equity Incentive Plan, the 2012 Omnibus Incentive Plan and/or an award agreement, the grant or award will be fully vested. In addition, if at the time of termination of service for any reason other than by reason of Cause, Death, Disability or a Change in Control, as defined in the 2000 Equity Incentive Plan, the 2012 Omnibus Incentive Plan and/or an award agreement, the non-employee director has completed at least two full terms as a director, as defined in our bylaws, the grant or award will be fully vested.

Under our Directors' Cash Compensation Umbrella Program, which only applies to non-employee directors and is filed as an exhibit to our Annual Report on Form 10-K filed with the SEC on December 10, 2003, each non-employee director may choose to receive his compensation either in cash, in fully vested restricted stock under our 2012 Omnibus Incentive Plan (and formerly under our 2000 Equity Incentive Plan) (as of the date the fees are earned, the fees would be converted into the equivalent number of fully vested restricted shares, which would be beneficially owned and reported on Form 4 filings), or as deferred compensation under our Directors' Deferred Compensation Plan, as amended September 23, 2008, which first became effective in March 2001, and is filed as an exhibit to our Annual Report on Form 10-K filed with the SEC on November 25, 2008. At present, non-employee directors receive their annual retainer and committee chair and member fees on a quarterly basis. Non-employee directors also are eligible for reimbursement of travel and other out-of-pocket costs incurred in attending meetings. Non-employee directors are not eligible for any other compensation arrangement.

Prior to January 1, 2008, Messrs. Frazee, Fuller, Mooney, and Wilkinson had each elected to defer his compensation to future periods under the Directors' Deferred Compensation Plan. Messrs. Frazee and Wilkinson, as of January 1, 2008, and Mr. Mooney, as of January 1, 2009, each elected to no longer defer his compensation under the plan. Under the Directors' Deferred Compensation Plan, deferred amounts are payable only in the form of our common shares. A participating director is required to elect a date on which deferred compensation will begin to be distributed, which date generally must be at least two years after the end of the year deferrals are made and no later than the date of termination. As of the date the compensation is earned, the fees are converted into the right to acquire the equivalent number of shares of common stock at the end of the deferral period. These rights to acquire shares under the Directors' Deferred Compensation Plan are reported as beneficially owned on Form 4 filings for each participating director. As of January 9, 2015, an aggregate of approximately \$1,965,790 of directors' compensation was deferred under the plan, and as of September 30, 2014, the amount was \$1,942,040.

### **Compensation Committee Interlocks and Insider Participation**

None of the current or former members of the compensation committee are or have been our employees.

**Table of Contents****FEES OF INDEPENDENT AUDITORS AND AUDIT COMMITTEE REPORT****Fees Billed by Independent Auditors**

During fiscal years 2014 and 2013, the audit committee pre-approved 100% of all audit and non-audit services provided by our independent auditors, PricewaterhouseCoopers LLP, an independent registered public accounting firm. For such pre-approval of services, the audit committee follows its policy for the pre-approval of services provided by our independent auditors, a current copy of which is attached to this proxy statement as Appendix B and also is available on our web-site, [www.cabotcmp.com](http://www.cabotcmp.com). The following table presents fees for audit services rendered by PricewaterhouseCoopers LLP for the audit of our annual financial statements for the fiscal year ended September 30, 2014, and September 30, 2013, and fees billed for other services rendered by PricewaterhouseCoopers LLP during those periods.

| Fees                  | Fiscal Year Ended<br>September 30, 2014 (\$) | Fiscal Year Ended<br>September 30, 2013 (\$) |
|-----------------------|--|--|
| Audit Fees(1)         | 1,845,545                                    | 1,544,009                                    |
| Audit-Related Fees(2) |  |  |
| Tax Fees(3)           | 788,061                                      | 493,743                                      |
| All Other Fees(4)     | 4,500  | 4,500  |
| <b>Total</b>          | <b>2,638,106</b>                             | <b>2,042,252</b>                             |

- (1) Audit Fees include fees for professional services rendered by PricewaterhouseCoopers LLP for the audit of our annual financial statements and internal control over financial reporting and review of financial statements included in our Form 10-Q and for services that normally would be provided by PricewaterhouseCoopers LLP in connection with statutory and regulatory filings or engagements. In addition to including fees for services necessary to perform an audit or review in accordance with generally accepted auditing standards, this category also may include services that generally only PricewaterhouseCoopers LLP reasonably can provide, such as comfort letters, statutory audits, attest services, consents and assistance with and review of documents filed with the SEC.
- (2) Audit-Related Fees include assurance and related services traditionally performed by PricewaterhouseCoopers LLP that are reasonably related to the performance of the audit or review of our financial statements and not reported under the Audit Fee heading, including any employee benefit plan audits, due diligence related to mergers and acquisitions, accounting consultations and audits in connection with acquisitions, internal control reviews, attest services that are not required by statute or regulation and consultation concerning financial accounting and reporting standards. For fiscal years 2014 and 2013, PricewaterhouseCoopers LLP did not provide any Audit-Related Services to us.
- (3) Tax Fees include all services performed by professional staff in PricewaterhouseCoopers LLP's and its foreign affiliates' tax divisions except those services related to the audit, and include fees for tax compliance, tax planning, and tax advice. Tax compliance generally involves preparation of original and amended tax returns, and claims for refund. Tax planning and tax advice encompass a diverse range of services, including assistance with tax audits and appeals, tax advice related to mergers and acquisitions, employee benefit plans and requests for rulings or technical advice from taxing authorities. For fiscal year 2014, out of Tax Fees of \$788,061, which included non-recurring fees related to tax planning services, \$258,064 was for tax compliance services. For fiscal year 2013, \$352,700 out of the total \$493,743 for Tax Fees was for tax compliance services.
- (4) All Other Fees include fees for fiscal years 2014 and 2013 for access to on-line accounting research software tools.



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### **Report of the Audit Committee**

*The following report of the audit committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other of our filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate this report by reference therein.*

The audit committee of the board of directors is responsible for providing independent, objective oversight of our accounting and system of internal controls, the quality and integrity of our financial reports, and the independence and the selection, appointment, retention, compensation and oversight of the performance of our independent auditors. The audit committee is composed of independent directors and operates under a written charter, a current copy of which is attached to this proxy statement as Appendix A and is available on our website, [www.cabotcmp.com](http://www.cabotcmp.com). The audit committee reviews and reassesses the adequacy of the audit committee charter on an annual basis. Our board of directors has determined that the audit committee has at least one member who qualifies as an Audit Committee Financial Expert, as defined by relevant Securities and Exchange Commission ( SEC ) rules, and has designated Ms. Klein, the Chair of the committee, as such Audit Committee Financial Expert.

Management is responsible for our internal controls and the financial reporting process. The independent auditors are responsible for performing an independent audit of our financial statements in accordance with generally accepted auditing standards and issuing a report on those financial statements. The audit committee monitors and oversees these processes.

In this context, the audit committee reviewed and discussed the audited financial statements for fiscal year 2014 with management and with the independent auditors. Specifically, the audit committee has discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 16 (Communications with Audit Committees), which include, among other things:

methods used to account for any significant and unusual transactions;

the effect of any significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus;

the process used by management in formulating any particularly sensitive accounting estimates and the basis for the independent auditors' conclusions regarding the reasonableness of those estimates; and

any disagreements with management over the application of accounting principles, the basis for management's accounting estimates, and the disclosures in the financial statements.

The audit committee believes strongly in the principles underlying the requirement that independent auditors maintain their independence in strict compliance with applicable independence rules. The audit committee has received the written disclosures and the letter from the independent auditors required by the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with the independent auditors the issue of the independent auditors' independence from the company and management. In addition, in accordance with the SEC's auditor independence requirements, the audit committee has considered whether the independent auditors' provision of non-audit services to the company is compatible with maintaining the independence of the independent auditors and has concluded that it is.

Based on its review of the audited financial statements and the various discussions noted above, the audit committee recommended to the board of directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2014.

Respectfully submitted by the audit committee,

John P. Frazee, Jr.

Richard S. Hill



Barbara A. Klein, Chair

Steven V. Wilkinson

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS**

In this section, we discuss and analyze our executive officer compensation program and how we compensated each of our named executive officers identified in the following table in fiscal year 2014. The individuals listed include our chief executive officer, chief financial officer and our three other most highly compensated executive officers based on total compensation.

| <b>Name</b>        | <b>Title</b>   |
|--------------------|--|
| William P. Noglows | Chairman of the Board, President and Chief Executive Officer |
| William S. Johnson | Executive Vice President and Chief Financial Officer         |
| Adam F. Weisman    | Executive Vice President, Business Operations                |
| Ananth Naman       | Vice President, Research and Development                     |
| David H. Li        | Vice President, Asia Pacific Region                          |

**Chief Executive Officer Transition**

On December 16, 2014, we announced that after more than eleven years of Mr. Noglows serving as our Chairman of the Board of Directors, President and Chief Executive Officer, effective January 1, 2015, David H. Li, previously our Vice President, Asia Pacific Region, would succeed him as our President and Chief Executive Officer, with Mr. Noglows continuing to serve as Executive Chairman of the Board, consistent with our board of directors long-term planning for a seamless transition of executive leadership. Also, effective as of January 1, 2015, Mr. Li was elected as a member of the board of directors. Related to this transition, on December 12, 2014, we entered into an employment letter with Mr. Noglows that provides for the continuation of his employment with our company until December 31, 2015, or such other date that may be mutually agreed upon by us and Mr. Noglows, in the role of Executive Chairman of the Board of Directors. Under this employment letter, which replaces the original one entered into with Mr. Noglows on November 2, 2003 upon his employment with us, Mr. Noglows remains an employee and member of the board of directors. In consideration of Mr. Noglows continuing to serve as our Executive Chairman of the Board of Directors and of the other terms of the employment letter, Mr. Noglows base salary was reduced to \$500,000 and his target bonus under our Annual Incentive Program continues to be 100% of his base salary. Except in connection with a change of control of our company, as set forth in Mr. Noglows Change in Control Severance Protection Agreement previously entered into in 2008, (i) in the event that Mr. Noglows employment is terminated by us without cause or by Mr. Noglows due to a material breach by us of the employment letter, Mr. Noglows would receive a lump-sum cash payment equal to the base salary he would have received had he continued to be employed for the remainder of his employment term as Executive Chairman, and (ii) in the event that Mr. Noglows employment is terminated by us without cause, Mr. Noglows would receive a pro-rata bonus under the Annual Incentive Program. Receipt of severance under the employment letter is subject to Mr. Noglows execution and non-revocation of a release of claims against us. Mr. Noglows will continue to be eligible to participate in all employee benefit plans, programs and arrangements applicable to employees and executive officers of our company, and to those that applied to him prior to January 1, 2015. All unvested stock options and restricted stock held by Mr. Noglows will vest in full (1) at end of the employment term, subject to Mr. Noglows continued employment through the end of the employment term, or (2) upon the earlier termination of Mr. Noglows employment by our company without cause or by Mr. Noglows due to a material breach by our company of the employment letter subject to Mr. Noglows execution and non-revocation of a release of claims against our company.

On December 12, 2014, we entered into an employment letter with Mr. Li setting forth the material terms of Mr. Li's employment as our President and Chief Executive Officer as of January 1, 2015. Pursuant to the employment letter, Mr. Li's initial base salary is now \$550,000, and his target bonus under our Annual Incentive Program is now 100% of his base salary. Mr. Li also received a non-qualified stock option grant covering 38,500 shares of our common stock and an award of 14,700 restricted shares of our common stock, each with an award

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date of January 2, 2015. The option and restricted shares are scheduled to vest upon each anniversary in 25% increments over four years, subject to Mr. Li's continued service, and the options have an exercise price equal to \$46.82, the closing price of our common stock on January 2, 2015.

Except in connection with a change of control of our company, as set forth in Mr. Li's Change in Control Severance Protection Agreement previously entered into in 2008, in the event that Mr. Li's employment is terminated by us without cause or by Mr. Li due to a material breach by us of the employment letter, (1) Mr. Li would be entitled to vesting of stock options and restricted shares held by him, including those described above, to the extent that such awards would have otherwise vested in accordance with their terms during the twelve-month period following the date of termination, (2) Mr. Li would continue to receive his base salary for twelve months and (3) to the extent applicable, we would maintain for 60 days the lease for Mr. Li's Shanghai housing if such lease is then in effect. Receipt of severance and the accelerated vesting described above is subject to Mr. Li's execution and non-revocation of a release of claims against us.

In the event of a termination of Mr. Li's employment in connection with a change of control of our company, Mr. Li's rights are set forth in his existing change in control agreement, and as of January 1, 2015, the severance amount multiple pursuant thereto is three times, and the benefits continuation period is 36 months.

Mr. Li is eligible to participate in all employee benefit plans, programs and arrangements applicable to our employees and executive officers. Due to the significant amount of time Mr. Li is expected to spend in Asia and the United States, Mr. Li is also entitled to the continued provision of a car and driver in China on the same basis as applied prior to January 1, 2015, a housing allowance of up to \$100,000 per year to be used for housing expenses in Shanghai, China and Aurora, Illinois, and a tax equalization benefit, on the same basis as applied prior to January 1, 2015.

**Fiscal Year 2014 Executive Compensation Summary**

Our executive compensation program is structured to align our named executive officers' interests with those of our stockholders, by linking compensation to business objectives and performance, and to attract and retain talented executives. In general, our executive officers, including William P. Noglows, our Chairman, President and Chief Executive Officer during fiscal year 2014, and our other named executive officers, are eligible for, and participate in, our compensation and benefits programs according to the same general terms as those available to all of our employees. Our executive compensation program is administered by the compensation committee of our board of directors, which is composed solely of independent directors. The key elements of our executive compensation program are base salary, annual cash bonuses and long-term equity incentives. The compensation committee is responsible for determining the level of compensation paid to our named executive officers and our other executive officers. The compensation committee targets compensation levels that take into account current market practices and believes that offering market-comparable pay opportunities allows our company to maintain a stable, successful executive team.

Our company delivered solid results in fiscal year 2014 as a result of the efforts of our global workforce, led by Mr. Noglows and our other executive officers, including our named executive officers. Highlights included an increase in overall revenue from our integrated circuit (IC) CMP consumables products, which is the core of our business, from fiscal year 2013, and record revenue in our Pads, Aluminum and Advanced Dielectrics product areas, as well as growth in our Tungsten product area, accentuated by our receipt of seven supplier excellence awards. However, our overall financial results decreased from the strong results of fiscal year 2013 with respect to revenue, gross profit margin, net income and earnings per share, as a result of a variety of factors, including soft semiconductor industry conditions in the first half of the fiscal year, and lower revenue in our QED Technologies and Data Storage product areas. For fiscal year 2014, we reported annual revenue of \$424.7 million, gross profit margin of 47.8 percent of revenue, annual net income of \$50.8 million, and earnings per share of \$2.04. Despite the decline in our financial results for fiscal year 2014, we believe our overall results reflect our continued successful execution of the company's long-term strategic initiatives, such as our renewed focus on greater technological collaboration with customers, enhanced innovation of products for leading-edge applications, and supply chain excellence.

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The company's performance in most areas did not meet the company's fiscal year 2014 performance goals that were established by the compensation committee of our board of directors. The fiscal year 2014 performance goals that were not met were financial goals that included revenue, gross profit margin, and earnings per share; the 2014 performance goal that was exceeded was a nonfinancial goal related to certain growth objectives. As described in greater detail below, because of our company's overall performance with respect to our fiscal year 2014 performance goals, based on the methodology for determining awards under our Annual Incentive Program, our employees earned annual cash bonuses under the Annual Incentive Program that resulted in smaller annual cash bonuses than in fiscal year 2013, based on the strong performance in fiscal year 2013 that had met or exceeded more of our fiscal year 2013 performance goals as compared with performance against the goals for fiscal year 2014. Using a similar methodology, the compensation committee, in evaluating the performance of our company in fiscal year 2014 against our fiscal year 2014 performance goals, determined awards to be made under the Annual Incentive Program to our executive officers, including Mr. Noglows and our other named executive officers, which resulted in smaller annual cash bonuses being earned by them as compared with fiscal year 2013. Following the end of fiscal year 2014, the compensation committee awarded annual long term equity incentives under our 2012 Omnibus Incentive Plan that reflected a methodology and terms and conditions generally consistent with annual award cycles of the past few years, but with values somewhat reduced to be more aligned with the lower end of the target range for comparable benchmark positions, as described more fully below. With respect to base salaries, following the end of fiscal year 2013, after two years of slight to modest increases to the base salaries of our named executive officers awarded by the compensation committee consistent with the company's strategy to maintain base salaries in line with market comparables, for 2014, in consideration of market comparables and the additional responsibilities assumed during fiscal year 2013 by each of Mr. Johnson and Mr. Weisman, who were named executive vice presidents, and market comparables for Dr. Naman and Mr. Li, the compensation committee elected to award Mr. Johnson, Mr. Weisman, Dr. Naman and Mr. Li base salary increases of 4.8%, 6.1%, 10% and 5%, respectively; the compensation committee awarded Mr. Noglows a base salary increase of 5.6% based on market comparables. Following the end of fiscal year 2014, for 2015, in consideration of market comparables, the compensation committee did not award any increase to the base salaries of Mr. Noglows, Mr. Johnson, Mr. Weisman, and Mr. Li; the compensation committee awarded Dr. Naman a base salary increase of 3.4% in consideration of market comparables. In November 2014, the compensation committee established performance goals for our company for fiscal year 2015. As described above in consideration of the change in respective responsibilities, effective January 1, 2015 the compensation committee increased Mr. Li's base salary from \$336,000 to \$550,000 in consideration of his promotion to President and Chief Executive Officer of our company, and decreased Mr. Noglows' salary from \$640,000 to \$500,000 to reflect his continuing service as only our Executive Chairman of the board of directors as of such date.

**Overview**

**General.** Our executive compensation program is administered by the compensation committee of our board of directors, which is composed solely of independent directors. The compensation committee is responsible for determining the level of compensation paid to our named executive officers and our other executive officers, including determining awards under and administering the 2012 Omnibus Incentive Plan, and its predecessor, the 2000 Equity Incentive Plan. The compensation committee is also responsible for reviewing and establishing all other executive officer compensation programs and plans that we may adopt from time to time. During and for fiscal year 2014, the compensation committee made all decisions pertaining to the compensation of our named executive officers and our other executive officers. The compensation committee also reviewed and approved the methodology used for compensation of our general employee population. Our chief executive officer is neither present for voting or deliberation on, nor votes upon decisions relating to, his compensation. In addition, our chief executive officer does not vote upon decisions related to the compensation of our other executive officers. Although our chief executive officer evaluates the performance of our other executive officers, including the named executive officers, discusses the compensation and mix and forms of compensation of the other executive officers with the compensation committee's compensation consultant and with the committee, and makes recommendations to the committee with respect to the compensation of the other

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executive officers, the committee makes all final decisions regarding the executive officers' compensation. Also, our vice president of human resources and her human resources staff support the compensation committee in its work by providing input and recommendations on the overall mix and forms of executive officer compensation, and discuss such matters with the committee's compensation consultant, as directed by the compensation committee. Our vice president of human resources and her human resources staff do not make decisions regarding the amount of compensation for our named executive officers or other executive officers, and are not present for voting or deliberation on, any such matters.

As part of its responsibilities pursuant to its charter, the compensation committee also authorizes and reviews the non-binding stockholder advisory vote to approve our named executive officer compensation, as described in our proxy statement. At our 2014 annual meeting of stockholders, our stockholders approved the company's named executive officer compensation, as described in our 2014 proxy statement, with approximately 91% of the votes cast in favor of the matter. Our compensation committee and our board of directors met following the 2014 annual meeting to consider the results of such non-binding stockholder advisory vote and made no changes to the company's executive compensation program as a result of such vote. The compensation committee has determined that the non-binding stockholder advisory vote to approve our named executive officer compensation should be submitted to our stockholders for approval annually.

***Compensation Policy and Overall Objectives.*** In determining the amount and composition of executive officer compensation, the committee's goal is to provide compensation that will enable us to:

attract and retain talented executives,

align compensation with business objectives and performance, and

link the interests of our executive officers to the interests of our stockholders.

In general, executive officers, including our Chairman, President and Chief Executive Officer and our other named executive officers, are eligible for, and participate in, our compensation and benefits programs according to the same general terms as those available to all of our employees. For example, the terms and conditions of our annual equity incentive awards under the 2012 Omnibus Incentive Plan, and its predecessor the 2000 Equity Incentive Plan, are the same for our executive officers as they are for our other employees. Similarly, the health and welfare benefit programs are the same for all of our employees, including our named executive officers and other executive officers; all executive officers participate in the same Employee Stock Purchase Plan, tax-qualified savings plan (the "401(k) Plan") and non-qualified supplemental savings plan (the "Supplemental Plan"), according to the same terms, as all of our employees. Aside from the change-in-control severance protection agreements with our named executive officers and other executive officers, and employment agreements with Mr. Noglows and Mr. Li, all of which are described in greater detail either above or in the "Executive Compensation" section below, we do not have general post-termination of service agreements with our executive officers. Our executive officers are eligible to participate in our Executive Officer Deposit Share Program, under which they are entitled to voluntarily use all or a portion of their after-tax bonus compensation to purchase, at fair market value, shares of restricted stock awarded under the 2000 Equity Incentive Plan and the 2012 Omnibus Incentive Plan. These shares are retained on deposit with us until the third anniversary of the date of deposit ("deposit shares"), and our company matches the deposit with a restricted stock grant equal to 50% of the shares deposited by the participant ("award shares") subject to certain terms and conditions, as described in greater detail below.

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**Competitive Compensation and Benchmarking.** The compensation committee believes that each element of the compensation program should target compensation levels that take into account current market practices. Offering market-comparable pay opportunities allows us to maintain a stable, successful management team. Our direct competitors in our core business of developing, manufacturing, and selling CMP slurries and pads are generally not stand-alone publicly-traded entities; therefore, our market for compensation comparison purposes is comprised of a group of companies that develop, manufacture, supply or use a variety of semiconductor products and processes, including companies that have similar levels of revenue, market capitalization, and employment, as well as comparable geographic presence. The compensation committee considers changes to the composition of this group from time to time based on changes in our or others' business, and last revised the group during fiscal year 2014 based on recommendations made by the outside compensation consultant to the compensation committee, W.T. Haigh. These revisions were made in light of changes in the size and scope of others' business (i.e., Axcelis, Cree, and Mattson), and various mergers and acquisition activity (i.e., Aeroflex, Cymer, and Triquint) in the prior group over the prior several years, and as other comparable companies are identified. The compensation committee first used the current group for comparison purposes as of the end of fiscal year 2014 to consider benchmarks for fiscal year 2014 annual cash bonuses, and fiscal year 2015 base salaries, annual cash bonus targets, and long term equity incentive awards, and intends to continue to use it for all comparison purposes. The current group is comprised of the following companies:

|                                     |                                    |
|-------------------------------------|------------------------------------|
| Advanced Energy Industries          | Integrated Device Technology, Inc. |
| ATMI, Inc.                          | Micrel Semiconductor, Inc.         |
| AZ Electronic Materials, Inc.       | Park Electrochemical Corp.         |
| Brooks Automation, Inc.             | Photonics, Inc.                    |
| Cognex Corporation                  | PMC Sierra, Inc.                   |
| Coherent, Inc.                      | QLogic Corporation                 |
| Electro Scientific Industries, Inc. | Rogers Corporation                 |
| Entegris, Inc.                      | Semtech Corporation                |
| FormFactor, Inc.                    | Tessera Technologies, Inc.         |
| II-VI, Inc.                         | Veeco Instruments, Inc.            |

In evaluating the comparison group for compensation purposes, the compensation committee, in consultation with an outside compensation consultant hired by the committee, currently W.T. Haigh, exercises its discretion and makes its judgment regarding executive officer compensation matters after considering all relevant factors. In general, it is the goal of the compensation committee that each element of compensation and total compensation for our named executive officers and our other executive officers fall within the 50<sup>th</sup> to 75<sup>th</sup> percentile for comparable positions within the comparison group. However, a direct correlation may not always exist between the roles, responsibilities, and tenure of each of our executive officers and those of the position that appears to best correspond to such individual at companies within the comparison group. In addition, a direct correlation may not always exist between the relevant time period of evaluation given that the fiscal year end of companies within the comparison group is in most cases different from the company's fiscal year end of September 30, thereby making direct or any comparison difficult, especially when significant macro-economic or semiconductor industry changes occur that materially affect business performance and therefore, compensation differently and in different reporting periods, for each the company and the companies within the comparison group. The timing of the commencement of, and recovery from, the severe global economic recession that began in 2008 is one such example.

**Elements of Compensation**

The key elements of our compensation program for our named executive officers and other executive officers are:

base salary,

annual cash bonuses, and

long-term equity incentives.

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In addition, we provide our named executive officers and other executive officers with:

change in control severance protection agreements, and in some limited circumstances post-termination agreements, and

the same retirement and other benefits provided to our employees generally.

Descriptions of these elements and the reasons we provide them to our named executive officers and other executive officers are provided in the following table:

| <b>Element</b>  | <b>Description</b>  | <b>Reason Provided</b>  |
|---|---|---|
| Base Salary   | Fixed amount paid in cash twice per month, as for all of our employees.   | As for all of our employees, provides named executive officers with a steady, predictable amount of fixed income with merit increases from time-to-time based on performance and market comparisons (if provided, usually effective on January 1 of the calendar year following such evaluation). |
| Annual Cash Bonuses (Annual Incentive Program, pursuant to 2012 Omnibus Incentive Plan)                     | Cash payment made within 75 days following completion of fiscal year depending on company and individual performance, as for all of our employees.  | As for all of our employees, aligns compensation with business objectives and performance by communicating goals and motivating individuals to achieve these goals, and rewarding performance actually achieved.  |
| Long-Term Equity Incentives (2012 Omnibus Incentive Plan and prior thereto, the 2000 Equity Incentive Plan) | Restricted Stock Awards (Initial, Annual and Deposit Share Program) and Stock Option Grants (Initial, Annual).  | As for all of our employees who receive awards pursuant to our equity incentive plan, at risk nature of equity awards links interests with those of our stockholders; provides ongoing retention mechanism over vesting periods.  |
| Change in Control Severance Protection Benefits for Executive Officers and other Key Employees              | Salary and other benefits paid if terminated within a certain period of time pursuant to a Change in Control of our company (three years salary and other benefits for Chief Executive Officer; two years for other Executive Officers other than Principal Accounting Officer; one year for Key Employees and Principal Accounting Officer). | Assures company of dedicated executive and key employee team, notwithstanding the possibility, threat or occurrence of a change in control;<br><br>provides for continuity of executive management and key employees in the event of an actual or threatened change in control.                   |
| Retirement and other Benefits   | 401(k) savings plan, Supplemental Plan, basic life and disability insurance and limited perquisites, as for all of our employees.   | Represents market practice and competitive factors;<br><br>broad-based programs for all employees who exceed the federal 401(k) compensation limit.   |

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Each of these elements is also addressed separately below. In determining compensation for executive officers, the compensation committee considers all elements of an executive officer's total compensation package in comparison to current market practices, including change in control arrangements, ability to participate in savings plans and other benefits. On at least an annual basis, the compensation committee considers the base salary, annual cash bonus, and long-term equity incentive elements, and balance among each of these elements, of each executive officer's overall compensation.

The receipt and retention by executive officers of certain elements of compensation, such as cash bonuses and equity-based compensation, are subject to our company's Code of Business Conduct, and the terms and conditions of relevant program, plan, and grant and award agreements, all of which include provisions that provide that the company may rescind or recover ( **clawback** ) from an executive officer, including post-separation of service, cash bonus and/or equity-based incentives paid or awarded to such executive officer immediately under certain circumstances, including, but not limited to, actions by the executive constituting Cause, as determined by the company in its discretion and as otherwise enforceable under local law and violation of the Cabot Microelectronics Corporation Code of Business Conduct, including those provisions related to financial reporting (e.g., in the event of a restatement caused by certain factors). In the event of any such rescission or right of recovery, the individual must repay the amount in question to the company, and the company shall be entitled to set-off against such amount any amount owed to the individual by the company.

**Base Salaries.** The compensation committee regularly reviews each executive officer's base salary. Base salaries for executive officers are initially determined by evaluating the executive officers' levels of responsibility, prior experience, breadth of knowledge, internal equity issues and external compensation practices, with particular reference to the comparison group of companies. Increases to base salaries are driven primarily by performance and current market practices, and evaluated by the compensation committee based on sustained levels of contribution to the company in the context of our performance-based management process. In the past, depending on the level of performance of the company and each executive officer, this generally had meant base salaries in the 50<sup>th</sup> to 75<sup>th</sup> percentile of the salary ranges of similarly positioned executive officers in the comparison group of companies, but in the past few years generally has meant closer to the 50<sup>th</sup> percentile of the range. The factors the compensation committee considers in determining base salary levels are not assigned specific weights. Rather, the compensation committee reviews all of the factors and makes base pay determinations that reflect the compensation committee's analysis of the aggregate impact of these factors.

Current market practices, as represented by a comparison to executive officer base salaries in the comparison group of companies continued to serve as the primary reference for the compensation committee with respect to deciding upon any changes to base salary for both fiscal year 2014 (effective as of January 1, 2014), and fiscal year 2015 (effective as of January 1, 2015), similar to fiscal year 2013 (effective as of January 1, 2013). Over this period the comparative data likely reflect the effects of macroeconomic and industry factors, set in the context of individual company performance, since, for example, for fiscal year 2015, our named executive officers' salaries remained competitive within our peer group and therefore the named executive officers, including Mr. Noglows, received no increases to their base salaries, with the exception of Dr. Naman, who received 3.4%, in the context of solid performance for fiscal year 2014, whereas for fiscal year 2014, to remain competitive with our peer group, and as a reflection of certain increased responsibilities for Mr. Johnson and Mr. Weisman, the named executive officers received base salary increases that averaged approximately 6.3%, in the context of the company's strong performance for fiscal year 2013, and for fiscal year 2013, to remain competitive within our peer group, the named executive officers received only modest increases of 2.5% or less, or no increases, and Mr. Noglows received an increase of 4.5%, in the context of solid performance for fiscal year 2012. As described above, according to consistent methodology, for fiscal year 2015, upon review of the competitiveness of salaries within the peer group and upon review of each named executive officer's performance in the context of the company's performance for fiscal year 2014, the compensation committee awarded no base salary increase to Mr. Noglows, Mr. Johnson, Mr. Weisman, or Mr. Li; the compensation committee awarded Dr. Naman an increase of 3.4%. As described above, effective January 1, 2015, to reflect Mr. Noglows' new position of continuing solely as our Executive Chairman, and Mr. Li's promotion to President and Chief Executive Officer, the compensation committee decreased Mr. Noglows' base



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salary and increased Mr. Li's base salary, based on competitive benchmarks. The resulting base salaries for 2015, 2014, and 2013 are as follows:

| Name               | 2015 Base Salary | 2014 Base Salary | 2013 Base Salary |
|--------------------|------------------|------------------|------------------|
| William P. Noglows | \$ 500,000       | \$ 640,000       | \$ 606,000       |
| William S. Johnson | \$ 370,000       | \$ 370,000       | \$ 353,000       |
| Adam F. Weisman    | \$ 360,000       | \$ 360,000       | \$ 339,300       |
| Ananth Naman       | \$ 341,200       | \$ 330,000       | \$ 300,000       |
| David H. Li        | \$ 550,000       | \$ 336,000       | \$ 320,000       |

**Annual Cash Bonuses.** All of the company's employees are eligible to participate in the company's annual cash bonus program, which is called our Annual Incentive Program and is administered pursuant to our 2012 Omnibus Incentive Plan, with executive officer, including named executive officer, bonuses, if any, determined by the compensation committee. As with all employees, executive officers' opportunities to earn annual cash bonuses correspond to the degree to which our company achieves the annually-established goals. The compensation committee believes that an annual cash bonus program allows us to communicate specific goals that are of primary importance during such year and motivates executive officers to achieve these goals.

**Performance-Based Management Program and Company Performance Objectives:** At the beginning of each fiscal year, the compensation committee and board of directors establish specific performance goals for the company in accordance with our performance-based management process. These objectives are set to reflect the key elements of our annual plan and budget, and provide a common platform for our initiatives for the year. Throughout the year, our senior management periodically reviews the company's progress in achieving these goals with our board of directors and compensation committee. In November 2013, the board of directors and compensation committee approved our Fiscal Year 2014 Company Performance Objectives, which also served as our Performance Goals for the purposes of our Annual Incentive Program. As in prior years, the fiscal year 2014 Annual Incentive Program Performance Goals were chosen to encourage a particular and enhanced focus on certain aspects of our company's performance, business strategy and objectives for all of our employees, including our named executive officers and other executive officers, and for which all of our executive officers collectively have responsibility for influencing and driving.

The board of directors and compensation committee selected as our Fiscal Year 2014 Company Performance Objectives and Annual Incentive Program Performance Goals financial measures that are consistent with those used by the investment community to evaluate the performance of our company, and which would be appropriate goals by which to incent the ongoing balanced performance of the company and its employees, including its executive officers, across all of its operational units, within the soft industry environment we faced in early fiscal year 2014. The Fiscal Year 2014 Company Performance Objectives and Annual Incentive Program Performance Goals with corresponding Weighting, Measures for evaluating attainment of such, and corresponding Performance Targets were as follows:

**Fiscal Year 2014 Company Performance Objectives:**

*Fiscal Year 2014 Annual Incentive Program Performance Goals (with corresponding Weighting, Measures, and Performance Targets), followed by (Fiscal Year 2014 Achievement):*

Revenue (25%) (Revenue, \$439 million, threshold of \$418 million) (\$424.7 million);

Gross Margin (30%) (Gross Profit, as a percentage of revenue, 49.5%, threshold of 47.5%) (47.8%);

Earnings Per Share (30%) (Earnings Per Share, \$2.31, threshold of \$1.73) (\$2.04); and

Achievement of Certain Business Opportunities (15%) (Achievement of Number of Certain Business Opportunities, 100%) (122%).

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**Performance Goals, Bonus Pool and Bonus Calculation:** As in prior years, in fiscal year 2014, level of achievement of the noted four Fiscal Year 2014 Annual Incentive Program Performance Goals served as the mechanism by which the company determined the amount of funding for our Annual Incentive Program Bonus Pool ( AIP Bonus Pool ), which is approved by the compensation committee for all employees, including our named executive officers and other executive officers.

To determine the funding of the AIP Bonus Pool, the performance goals generally are weighted, based on their relative importance to achieving the company's overall goals. Then, for each performance goal, threshold, target and stretch metrics, or levels, of performance are established. Because each year our performance goals are set to reflect the key objectives of our annual plan and budget, the threshold, target and stretch metrics for each goal are designed to reflect increasing levels of difficulty, improvement, and motivation in achieving each level. For fiscal year 2014, consideration was given to the generally improved industry conditions in the context of some global economic uncertainty, and at the time continuation of the seasonal slowdown in the semiconductor industry from the end of fiscal year 2013, in setting the Performance Targets for the Annual Incentive Program Performance Goals. As part of our senior management's periodic review throughout the year of our progress in meeting our Company Performance Objectives and Annual Incentive Program Performance Goals with the compensation committee and board of directors, performance is discussed against a particular goal's threshold, target and stretch levels.

The threshold level of performance for a particular performance goal represents the lowest level of performance for which any bonus would be earned on that goal. The stretch level of performance represents the level for which the maximum bonus would be earned for that particular goal, and the target represents the target level of performance. The actual bonus, if any, attributable to each performance goal is calculated based on the actual performance compared to these threshold, target and stretch performance levels, and these are added together for all the performance goals to determine the funding of the AIP Bonus Pool. In turn, the AIP Bonus Pool is allocated for payment of bonuses to employees and executive officers, including our named executive officers. For fiscal year 2014, the bonus for a particular employee or executive officer was calculated by:

i) multiplying the salary of the employee or executive officer by the bonus target level established for the particular role or level of the employee or executive officer (expressed as a percentage of the individual's base salary, and set according to market pay practices), as described in greater detail for executive officers below;

ii) multiplied by a factor related to the company's overall achievement of the Annual Incentive Program Performance Goals (expressed as a percentage of the target level of performance); and

iii) multiplying this product by a factor that corresponds to an assessment of the individual performance of the employee or executive officer relative to the individual's own performance objectives. The compensation committee and board of directors approved and set the individual performance factor multiplier for each participant at the maximum level of 2.0, and the compensation committee retained discretion to reduce this amount.

In addition, in certain years, in assessing the company's overall performance and calculating the funding of the AIP Bonus Pool for all of our employees, including our named executive officers and other executive officers, the compensation committee also considers certain additional factors, such as, for example, acquisition activity or the impact of global or other events beyond the company's control, that may have affected our company's achievement of certain of the Performance Goals that the committee considered important in evaluating the company's performance for the particular fiscal year, but that were not able to be known to the company at the time the year's Annual Incentive Program Performance Goals and related metrics were established.

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**Individual Executive Officer Bonus Target Levels and Cash Bonus Earned:** As described above, actual payouts for cash bonus awards are determined by the level of performance of our company, which as described above while overall solid, generally did not meet the target level of performance goals for fiscal year 2014, and the individual performance of each employee, including each named executive officer and other executive officers, and may be higher or lower than the established individual's bonus target level depending upon performance relative to the pre-established goals. The compensation committee, in consultation with its outside compensation consultant, has established a bonus award target for each executive officer by evaluating factors such as external pay practices, with particular reference to the comparison group of companies (as described above, bonus award targets are established for each of our employees based on an individual's role or level). In this regard, for fiscal year 2014, the compensation committee retained the bonus award target for each named executive officer at the same level as each individual's bonus award target for fiscal year 2013, other than for Mr. Johnson and Mr. Weisman, whose responsibilities were expanded during fiscal year 2013 and as a result the compensation committee increased their bonus targets from 65% to 75%. The bonus award targets and actual amounts earned for our named executive officers for fiscal year 2014 were as follows:

| Name               | Bonus Target (as % of Base Salary) | Bonus Target (\$) | Actual Bonus Earned* (\$) |
|--------------------|------------------------------------|-------------------|---------------------------|
| William P. Noglows | 100%                               | \$ 640,000        | \$ 359,300                |
| William S. Johnson | 75%                                | \$ 277,500        | \$ 155,800                |
| Adam F. Weisman    | 75%                                | \$ 270,000        | \$ 142,700                |
| Ananth Naman       | 55%                                | \$ 181,500        | \$ 101,900                |
| David H. Li        | 55%                                | \$ 184,800        | \$ 103,700                |

\* In assessing our company's and executive officers' achievement of the noted Performance Goals for purposes of the multiplier described above, the compensation committee concluded that a factor of approximately 54.5% percent had been achieved and the bonus pool was funded accordingly. In assessing each named executive officer's individual performance for fiscal year 2014, and for purposes of the multiplier described above, the compensation committee, pursuant to its ability to exercise negative discretion, ultimately decided upon factors ranging from approximately 0.97 to 1.03.

As discussed above, cash bonuses awarded to our executive officers are subject to rescission and recovery ( **clawback** ) by the company in certain circumstances.

**Fiscal Year 2015 Performance Management Program and Performance Goals:** In November 2014, the compensation committee and board of directors set our Fiscal Year 2015 Annual Incentive Program Performance Goals, generally using the process described above. Any amounts earned under this program will be paid under the 2012 Omnibus Incentive Plan. The performance goals approved for Fiscal Year 2015 are: financial goals that include revenue, gross margin, operating income, and earnings per share, and a nonfinancial goal involving achievement of identified business opportunities. In addition, the compensation committee and board of directors approved and set the individual performance factor multiplier for each participant at the maximum level of 2.0, and the compensation committee retained discretion to reduce this amount.

**Long-Term Equity Incentives.** Long-term equity incentives are provided to our named executive officers and other executive officers pursuant to the 2012 Omnibus Incentive Plan following our stockholders' approval of the plan at our 2012 Annual Meeting of Stockholders, and the 2000 Equity Incentive Plan prior to such time. All of the company's employees are eligible to participate in the 2012 Omnibus Incentive Plan (and were eligible to participate in the 2000 Equity Incentive Plan), with any and all awards to executive officers, including named executive officers, pursuant to it determined by the compensation committee. The compensation committee believes that equity-based compensation is an essential element in our overall compensation scheme. Equity-based compensation is emphasized in the design of our executive officer compensation program because it involves at-risk components of compensation that directly link our executive officers' interests with those of our

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stockholders. The compensation committee, in consultation with its outside compensation consultant, evaluates the balance of equity-based compensation with the base salary and cash bonus elements of cash compensation by considering factors such as external compensation practices, with particular reference to the comparison group of companies, the ability to achieve a desired balance between cash and equity-based compensation, and the financial impact to our company of providing various kinds and amounts of equity-based compensation to our employees, including our executive officers.

**Timing of Grants:** Initial or new-hire options and restricted stock may be awarded to employees, including our executive officers, when they join the company. Thereafter, options and restricted stock may be awarded to employees, including each executive officer, annually and from time to time based on performance, or certain other factors, such as promotion or retention awards. To enhance retention, options and restricted stock awarded to executive officers, as with awards to all other employees, are subject to vesting restrictions that generally lapse over a four-year period. Stock option grants to executive officers, whether new hire, occasional, or pursuant to our annual incentive program, may only be made upon specific approval by the compensation committee, as is the case with all other forms of equity-based compensation, such as restricted stock awards, and non-equity-based compensation for executive officers. Our stock option grant practice consistently has been that the exercise price for all of our stock option grants, including those to our executive officers, is the fair market value, as represented by the closing price on NASDAQ, of our stock on the stock option grant date, as approved by the compensation committee. For new hire stock option grants, the grant date is the first day of employment for the grant recipient; for stock option grants made pursuant to our annual grant program or at other times in particular circumstances, the latter of which has not occurred for any of our executive officers while serving as an executive officer with the exception of the stock option grant awarded by the compensation committee to David Li as of January 2, 2015, the first date on which the stock market is open following the January 1, 2015 effective date of his promotion to President and Chief Executive Officer, as defined in his employment letter described above and below, the grant date is the date of approval by the compensation committee or a subsequent date set by the committee in its approval. For our annual award program, our practice for the annual award cycle over the past ten years has been that the one grant date for grants made to all employees, including all of our executive officers, occurs within approximately one to two weeks following the compensation committee's meeting (usually late November) to consider and decide upon performance and compensation-related matters for our employees, including specific evaluations and decisions regarding each of our executive officers, such as base salary increases, annual cash bonuses, and equity-based incentive awards following the close of our fiscal year on September 30. It is our practice to set a stock option's grant date only for a date certain on or subsequent to the date the grant is approved, and it is not our practice to set a stock option's grant date as a date prior to the date of approval for a grant (i.e., backdating). In addition, it is not our practice to make stock option grants while we are in possession, or in coordination with the release, of material non-public information regarding our company. To our knowledge, we have followed our stock option grant practices throughout our history as a publicly-traded company. While we do not have any current plans to change our stock option grant practices, circumstances may arise such that we might decide it is in the best interests of our business to do so in the future.

**Allocation Among Awards:** As permitted by the 2012 Omnibus Incentive Plan and prior thereto, the 2000 Equity Incentive Plan, our compensation committee awards a blend of non-qualified stock option grants and restricted stock awards (restricted stock units for our non-United States employees) to employees selected to receive awards, including the named executive officers and other executive officers; the awards generally had been made according to approximately a three-to-one ratio of non-qualified stock options granted to restricted stock awarded, but as of December 2013 (fiscal year 2014), the ratio was adjusted to approximately 2.7-to-one to allocate approximately equal value to non-qualified stock options granted and restricted stock awarded to reflect current market practices. Our compensation committee believes that this mix of awards competitively balances the types of equity incentives being awarded to our employees, and also appropriately addresses the financial impact of the expensing of equity-based compensation required pursuant to an accounting standard issued by the Financial Accounting Standards Board (ASC 718 SFAS 123R). We have provided a combination of restricted stock and stock option awards for the annual equity incentive award program grants to our employees, including our named executive officers, since fiscal year 2007. For the annual equity incentive program for fiscal year 2015 (December 2014), the compensation committee decided to award Mr. Noglows only restricted stock, rather than

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a blend of a non-qualified stock option grant and a restricted stock award. For more information regarding these awards generally, see Footnotes no. 1 and 2 to the 2014 Grants of Plan-Based Awards table.

**Size of Awards:** When determining awards for individual executive officers under the 2012 Omnibus Incentive Plan (and the 2000 Equity Incentive Plan prior to our stockholders' approval of the 2012 Omnibus Incentive Plan), the compensation committee primarily considers compensation practices and equity values awarded by the comparison group of companies, as well as the executive officer's level of current and potential future responsibility, and to some extent performance in the prior year. In determining award sizes, the compensation committee does not assign specific weights to these factors. Rather, the factors are evaluated on an aggregate basis. The compensation committee also considers the overall number of units to be awarded pursuant to our annual equity incentive award program to all employees with respect to consideration of our annual equity award run rate. In addition, the compensation committee considers the underlying economic value associated with equity incentive awards, and may decide to increase or decrease the award units to be awarded in an attempt to deliver a relatively consistent dollar value of awards from year to year, or to deliver a dollar value aligned within the target range for comparable benchmark positions. For example, for our fiscal year 2015 annual equity incentive awards, which occurred on December 3, 2014, the compensation committee, upon the advice of its compensation consultant in general decreased the overall number of units to be awarded to our employees, including our named executive officers and other executive officers, receiving such awards, relative to the fiscal year 2014 awards generally in order to reflect a dollar value of award delivered based upon the average near term price of our stock more consistent with the value delivered in fiscal year 2014, and in addition, with values somewhat reduced to be more aligned with the lower end of the target range for comparable benchmark positions. These fiscal year 2015 annual equity incentive awards, which occurred on December 3, 2014, are shown in the following table:

| Name               | Fiscal Year 2015<br>Non-Qualified Stock<br>Option Grant (#) | Fiscal Year 2015<br>Restricted Stock Award (#) |
|--------------------|---|--|
| William P. Noglows |   | 44,400   |
| William S. Johnson | 18,500  | 7,100  |
| Adam F. Weisman    | 15,100  | 5,800  |
| Ananth Naman       | 16,000  | 6,100  |
| David H. Li        | 13,500  | 5,200  |

In general, the compensation committee has not considered any actual amounts that may have been realized from prior equity-based compensation awards in awarding subsequent equity-based compensation, or other elements of compensation. However, in considering awards under the 2012 Omnibus Incentive Plan (and the 2000 Equity Incentive Plan prior to our stockholders' approval of the 2012 Omnibus Incentive Plan) to our employees, including executive officers, the compensation committee does consider whether equity-based awards that previously may have been made to them continue to fulfill the purposes of motivation and retention.

Our executive officers are also eligible to participate in the Executive Officer Deposit Share Program. See EXECUTIVE COMPENSATION Executive Officer Deposit Share Program, below. While all of our executive officers have equity ownership in our company through participation in various equity-based programs such as the Employee Stock Purchase Plan, Executive Officer Deposit Share Program, and our annual equity incentive award program, we do not currently have equity-ownership requirements or guidelines for our executive officers.

**Clawback Policy; Anti-Hedging or Anti-Pledging Policy:** As discussed above, equity-based compensation awarded to our executive officers is subject to rescission and recovery ( **clawback** ) by the company in certain circumstances. In addition, all equity-based compensation is subject to all of the terms of our 2012 Omnibus Incentive Plan, and its predecessor, the 2000 Equity Incentive Plan, as applicable, the respective grant and award agreements for particular grants and awards, our Code of Business Conduct, our Insider Trading

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and Non-Disclosure Policy, including Trading Guidelines for Directors, Executive Officers and Other Key Employees, and our Reporting Requirements and Trading Guidelines for Directors and Executive Officers Under Section 16 of the Securities and Exchange Act and Rule 144 Under the Securities Act of 1933; as applicable, noted policies and procedures apply to any and all equity in our company held by our executive officers. For example, our executive officers, as well as our directors and designated other key employees, observe various requirements, such as those related to quarterly trading and other blackout periods, and affirmative pre-clearance of any transactions in our company's securities. Our executive officers and directors do not hedge or pledge equity in our company.

***Change in Control Severance Protection Benefits.*** The terms and conditions of the change in control severance protection agreements with our named executive officers and the employment agreement with Mr. Noglows are described in more detail in the section entitled Executive Compensation, below. The board of directors and compensation committee originally determined the terms and conditions of the change in control severance protection agreements, including the severance benefit payable, and the triggering events for the payment of such severance benefit, pursuant to such agreement, in consultation with their outside compensation consultant and our financial and other advisors, and considered external practices at similarly situated companies regarding change in control arrangements. The board of directors and compensation committee also review the costs and benefits of the change in control severance protection agreements periodically. As a result of the most recent review, which occurred in 2014, the board of directors and compensation committee, with advice from an independent outside compensation consultant regarding market practices, determined that the cost to the company and the competitiveness of such agreements remain reasonable and appropriate. The agreements are described in more detail in the section entitled Executive Compensation, below.

***Retirement and Other Benefits.*** We have adopted various employee benefit plans and arrangements for the purpose of providing employee benefits to our employees, including our executive officers. In general, the same terms apply to all of our employees, including our executive officers. These plans and arrangements include our Employee Stock Purchase Plan, the 401(k) Plan, the Supplemental Plan, and the Cabot Microelectronics Health and Welfare Benefit Plan.

**CEO Compensation**

When Mr. Noglows joined our company in fiscal year 2004, the compensation committee, in consultation with outside advisors hired by the committee, used the executive compensation practices described above to determine the terms of Mr. Noglows' employment offer and initial compensation, comprised of base salary, annual cash bonus and equity-based compensation elements, which are part of Mr. Noglows' employment agreement with our company, as described in greater detail in the section entitled Executive Compensation, below. As part of the agreement and his joining the company, Mr. Noglows also entered into a change-in-control severance protection agreement and became eligible for the reimbursement of certain relocation and other expenses, all of which are described in greater detail in the section entitled Executive Compensation, below.

Upon completion of fiscal year 2014, the compensation committee, in consultation with the compensation committee's outside compensation consultant, used the executive compensation practices described above, including the performance goals established by the committee, to determine Mr. Noglows' compensation, composed of a cash bonus for fiscal year 2014, and a restricted stock award as part of the annual equity incentive award cycle for which all employees were eligible. In addition, in setting both the cash-based and equity-based elements of Mr. Noglows' compensation, the compensation committee made an overall assessment of Mr. Noglows' leadership in achieving the company's long-term and short-term strategic, operational and business goals. This included a favorable review of his overall performance in leading the company during yet another overall successful fiscal year, including with regard to its solid financial results and continued successful execution of the company's long-term strategic initiatives, such as ongoing greater collaboration with technology leading customers, the introduction of new generations of leading edge technology to refresh various of the company's product areas, and enhancements to the company's traditionally-strong supply chain. The compensation committee also considered Mr. Noglows' compensation with respect to chief executive officers

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among the comparison group of companies, as well as equitable and consistent treatment compared to our other executive officers. In addition to these factors, Mr. Noglows' cash bonus award for fiscal year 2014 reflected the company's performance against certain financial and other objectives in fiscal year 2014, as described in greater detail above, and the aspects of the overall pre-established goals for fiscal year 2014 that may have been met or exceeded at threshold, target or stretch levels, as assessed by the compensation committee, using its discretion. Based upon all of these criteria, which included the compensation committee's assessment of the company's and Mr. Noglows' performance in various respects in fiscal year 2014 as compared with fiscal year 2013, the compensation committee awarded Mr. Noglows \$359,300 as a cash bonus for fiscal year 2014. Mr. Noglows' fiscal year 2014 cash bonus of \$359,300, together with his \$631,500 base salary paid during fiscal year 2014, resulted in total cash compensation of salary and cash bonus to Mr. Noglows for fiscal year 2014 of \$990,800; this was \$358,700 less than the \$1,349,500 in total cash compensation that Mr. Noglows received for fiscal year 2013, and reflects the weaker performance of the company against goals in fiscal year 2014 compared to fiscal year 2013. In addition, as noted above and as reported in Footnotes 1 and 2 to the 2014 Grants of Plan-Based Awards table that follows, on December 3, 2014, the compensation committee awarded Mr. Noglows equity-based compensation in the form of 44,400 shares of restricted stock with a fair market value based on the closing price of our stock on NASDAQ on the award date of \$46.45 per share that lapse in equal increments upon each anniversary over four years. Aside from the number of restricted stock awarded, the terms and conditions of this restricted stock award are the same as those for awards made to our other employees, including those that provide that restricted stock on which restrictions have not lapsed at the time of termination of employment are forfeited, except that pursuant to the employment agreement related to the Chief Executive Officer transition, by which Mr. Noglows will continue to serve only as our Executive Chairman, all unvested restricted shares held by Mr. Noglows will vest in full (1) at the end of the employment term, subject to Mr. Noglows' continued employment through the end of the employment term, or (2) upon the earlier termination of Mr. Noglows' employment by us without cause or by Mr. Noglows due to a material breach by us of the employment letter subject to Mr. Noglows' execution and non-revocation of a release of claims against us. Because this equity award was made after the completion of fiscal year 2014, it is reported in the referenced footnote and not specifically reported in the compensation tables that follow.

As noted above, the compensation committee and the board of directors reviews on a periodic basis the hypothetical costs to the company of Mr. Noglows' change-in-control severance protection agreement, and those of the company's other executive officers and key employees who have such agreements.

As described in greater detail above and below, effective January 1, 2015, Mr. Li became our President and Chief Executive Officer succeeding Mr. Noglows in these roles, and a member of our board of directors, and as of such date Mr. Noglows has continued to serve as the Executive Chairman of our board of directors. The compensation committee, in consultation with the committee's independent compensation consultant, used the executive compensation practices described above to determine the terms of Mr. Li's initial compensation, comprised of base salary, annual cash bonus and equity-based compensation elements, along with other terms, which are part of Mr. Li's employment letter agreement with our company, as described in greater detail above and in the section entitled "Executive Compensation," below. Similarly, the compensation committee, in consultation with the committee's independent compensation consultant, determined the terms of Mr. Noglows' compensation for continued service as Executive Chairman, comprised of base salary, annual cash bonus, and other terms, which are part of his employment letter agreement with our company, as described in greater detail above and in the section entitled "Executive Compensation," below.

**Regulatory and Other Factors**

**Internal Revenue Code Section 162(m).** As one of the factors in its review of compensation matters, the committee considers the anticipated tax treatment to our company and to our executive officers of various payments and benefits. We have designed our compensation program (including the 2012 Omnibus Incentive Plan) to grant certain awards that may be fully deductible for federal income tax purposes under Section 162(m) of the Internal Revenue Code. The deductibility of some types of compensation payments depends upon the timing of an executive officer's vesting or exercise of previously granted rights. Furthermore, interpretations of

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and changes in the tax laws and other factors beyond the compensation committee's control also affect the deductibility of compensation. For these and other reasons, the compensation committee will not necessarily limit executive compensation to that which is or may be deductible under Section 162(m) of the Internal Revenue Code. The compensation committee will consider various alternatives to preserving the deductibility of compensation payments and benefits to the extent consistent with its compensation objectives.

**Other Factors.** As described above, our compensation committee uses awards of restricted stock in addition to grants of non-qualified stock options to, among other reasons, address the financial impact of the expensing of equity-based compensation required under FASB ASC Topic 718. In addition, the company has intended for its non-qualified deferred compensation plans and other plans, programs and agreements subject to the requirements of Internal Revenue Code Section 409A to be in compliance with such requirements.

## **COMPENSATION AND RISK**

The company's management, with a review by the audit committee and compensation committee of our board of directors and with support from the compensation committee's outside compensation consultant, has assessed the risks associated with our compensation programs, policies and practices, and has determined that risks arising from them are not reasonably likely to have a material adverse effect on our company. In making this determination, our management considered the various elements of our compensation programs, policies and practices, such as the: mix of base salary, annual cash bonuses and equity incentive program participations at various levels and throughout our company; balance between and among short-term and long-term compensation incentives in our programs; significant use of performance measures that are financial in nature such that they are readily measurable and verifiable, are regularly reviewed, and also are consistent with those that are publicly reported; use of performance measures that directly relate to the operations of our business such that they are readily measurable and verifiable, and are regularly reviewed; use of performance measures that relate to our business overall and avoid overdependence on one aspect of our business and its operations as opposed to another; multiple and cross-functional levels of review and verification prior to award approval; our system of internal controls and internal risk review and assessment processes; and, our general employment practices, policies and procedures.

## **COMPENSATION COMMITTEE REPORT**

*The following report of the compensation committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other of our filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate this report by reference therein.*

The compensation committee of the board of directors has reviewed and discussed the Compensation Discussion and Analysis with our company's management, and based on the review and discussions, the compensation committee has recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement and the company's annual report on Form 10-K for the fiscal year ended September 30, 2014.

Submitted by the compensation committee,

Robert J. Birgeneau

H. Laurance Fuller, Chairman

Richard S. Hill

Edward J. Mooney

Bailing Xia



**Table of Contents****EXECUTIVE COMPENSATION**

The following tables set forth certain compensation information for our Chief Executive Officer, Chief Financial Officer, and three other most highly compensated executive officers of the company (collectively the named executive officers) for the fiscal year ended September 30, 2014. Information for the fiscal years ended September 30, 2013 and September 30, 2012 is also presented for executive officers who were named executive officers during those years.

**SUMMARY COMPENSATION TABLE**

| Name and Principal Position   | Year | Salary (\$) | Bonus (\$) <sup>1</sup> | Stock Awards (\$) <sup>2,3</sup> | Option Awards (\$) <sup>3</sup> | All Other Compensation (\$) <sup>4</sup> | Total Compensation (\$) |
|---|------|-------------|-------------------------|----------------------------------|---------------------------------|--|-------------------------|
| <b>William P. Noglows</b><br>President and Chief Executive Officer                      | 2014 | 631,500     | 359,300                 | 1,102,500                        | 1,061,114                       | 102,486                                  | 3,256,900               |
|   | 2013 | 599,500     | 750,000                 | 816,000                          | 902,865                         | 86,422                                   | 3,154,787               |
|   | 2012 | 574,750     | 465,000                 | 891,440                          | 1,064,309                       | 110,381                                  | 3,105,880               |
| <b>William S. Johnson</b><br>Executive Vice President                                   | 2014 | 365,750     | 155,800                 | 387,309                          | 363,137                         | 39,002                                   | 1,310,998               |
|   | 2013 | 353,000     | 275,300                 | 332,338                          | 353,923                         | 34,598                                   | 1,349,159               |
|   | 2012 | 351,750     | 184,200                 | 365,022                          | 420,886                         | 37,610                                   | 1,359,468               |
| <b>Adam F. Weisman</b> <sup>5</sup><br>Executive Vice President,<br>Business Operations | 2014 | 354,825     | 142,700                 | 317,520                          | 306,544                         | 37,826                                   | 1,159,415               |
|   | 2013 | 337,650     | 256,700                 | 257,856                          | 285,305                         | 38,800                                   | 1,176,311               |
|   | 2012 | 331,075     | 150,000                 | 279,588                          | 333,806                         | 36,831                                   | 1,131,300               |
| <b>Ananth Naman</b><br>Vice President, Research<br>and Development                      | 2014 | 322,500     | 101,900                 | 291,060                          | 278,032                         | 34,671                                   | 1,028,163               |
|   | 2014 | 332,000     | 103,700                 | 285,151                          | 249,917                         | 399,154                                  | 1,369,922               |
| <b>David H. Li</b><br>Vice President,<br>Asia Pacific Region                            |      |             |                         |                                  |                                 |  |                         |

<sup>1</sup> Certain amounts in the Bonus column were used to purchase deposit shares of restricted stock under our Executive Officer Deposit Share Program after the end of the 2012 fiscal year on December 14, 2012, and after the end of the 2013 fiscal year on December 13, 2013. See footnote 2 below for more details.

<sup>2</sup> Certain amounts in the Stock Awards column correspond to matching grants of award shares of restricted stock made pursuant to our Executive Officer Deposit Share Program, which is described in more detail below. Under this program, our executive officers are entitled to voluntarily use all or a portion of their after-tax bonus compensation to purchase at fair market value shares of restricted stock awarded under the 2000 Equity Incentive Plan and the 2012 Omnibus Incentive Plan. These shares are retained on deposit with us until the third anniversary of the date of deposit (deposit shares), and our company matches the deposit with a restricted stock grant equal to 50% of the shares deposited by the participant (award shares). If the participant is employed by our company on the third anniversary of the deposit date and the deposit shares have remained on deposit with us through such date, the restrictions on the award shares will lapse. This column does not include deposit shares as these amounts were purchased by the participant after-tax from amounts that were already disclosed in the Bonus column. On December 14, 2012, Mr. Johnson participated in the Executive Officer Deposit Share Program receiving 366 award shares on deposit under the program with a fair market value based on the closing price of our stock on the award date of \$34.06 per share. The restrictions on these award shares will lapse on December 14, 2015 if the executive is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date. Mr. Johnson purchased 733 deposit shares related to

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these award shares after-tax from amounts that are disclosed in the Bonus column above. On December 13, 2013, Mr. Johnson and Mr. Li participated in the

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Executive Officer Deposit Share Program receiving 289 and 579 respective award shares on deposit under the program with a fair market value based on the closing price of our stock on the award date of \$43.11 per share. The restrictions on these award shares will lapse on December 13, 2016 if the executive is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date. Mr. Johnson and Mr. Li purchased 579 and 1,159 respective deposit shares related to these award shares after-tax from amounts that are disclosed in the Bonus column above. These amounts do not include award share grants made pursuant to our Executive Officer Deposit Share Program to certain of our named executive officers after the end of fiscal year 2014. In December 2014, none of the named executive officers participated in the Executive Officer Deposit Share Program.

<sup>3</sup> The amounts in the column headed Stock Awards represent the aggregate grant date fair value of grants in fiscal years 2014, 2013 and 2012 computed in accordance with ASC 718. For restricted stock awards, the fair value is equal to the underlying value of the stock and is calculated using the closing price of our common stock on the grant date. The actual value realized by a named executive officer related to stock awards will depend on the market value of our common stock on the date the stock is sold.

The amounts in the column headed Option Awards represent the aggregate grant date fair value of grants in fiscal years 2014, 2013, and 2012 computed in accordance with ASC 718 (see Note 11 of Notes to Consolidated Financial Statements included in Item 8 of Part II of our Annual Report on Form 10-K for fiscal year 2014 for a description of the assumptions used in that computation). The actual value realized by a named executive officer related to option awards will depend on the difference between the market value of our common stock on the date the option is exercised and the exercise price of the option.

During fiscal years 2014, 2013, and 2012, no awards to any of our named executive officers were modified or cancelled (forfeited).

<sup>4</sup> The information in the column headed All Other Compensation predominantly reflects amounts that by nature generally recur each year, such as benefit costs we contribute on behalf of our named executive officers in the same manner in which we contribute such costs for all of our employees. For example, the information in the column includes contributions (both safe-harbor and matching) made by us to our tax-qualified savings plan (the 401(k) Plan) and accruals under our non-qualified supplemental savings plan (the Supplemental Plan) according to the standard terms of each of these plans as applied to all of our employees, including our named executive officers and other executive officers. Under the 401(k) Plan, we make an employer contribution on the employee's behalf of 4% of each employee's eligible compensation (up to the I.R.S. eligible compensation limit), regardless of whether the employee makes a contribution to the plan (safe-harbor contribution), and a matching contribution on the employee's behalf of 100% of the first 4%, and 50% of the next 2%, that the employee contributes to the 401(k) Plan (matching contribution). With respect to the Supplemental Plan, which applies to all employees, including our named executive officers and other executive officers, at such time as they reach the I.R.S. eligible compensation limit, we continue to make the safe-harbor contribution of the equivalent of 4% of each employee's eligible compensation (over the I.R.S. eligible compensation limit) to the Supplemental Plan on the employee's behalf. Employees are presently not able to make contributions to the Supplemental Plan. For fiscal year 2014, contributions as such to the 401(k) Plan and the Supplemental Plan on behalf of the named executive officers were made in the following amounts:

| Name        | 401(k) Plan | Supplemental Plan |
|-------------|-------------|-------------------|
| Mr. Noglows | \$ 23,400   | \$ 44,860         |
| Mr. Johnson | \$ 23,400   | \$ 15,242         |
| Mr. Weisman | \$ 23,426   | \$ 14,040         |
| Dr. Naman   | \$ 24,275   | \$ 10,036         |
| Mr. Li      | \$ 23,430   | \$ 11,384         |

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Similarly, the amounts in the column headed "All Other Compensation" include amounts we provided on behalf of each of our named executive officers for basic life insurance and accidental death and dismemberment insurance coverage in fiscal year 2014, which was provided on the same basis to all of our employees. There is no cash surrender value associated with this insurance coverage. The value paid for this coverage in fiscal year 2014 attributable to each named executive officer is: \$360.

In addition, the figures in the column headed "All Other Compensation" reflect (i) business club membership fees for fiscal year 2014 in the amount of \$10,758, of which \$3,658 is tax reimbursement, for Mr. Noglows; (ii) the payment of financial planning fees of \$23,108, of which \$8,108 is tax reimbursement, for Mr. Noglows in fiscal year 2014, as per the terms of his original employment agreement; and (iii) the payment or reimbursement of fees related to Mr. Li's service as an ongoing expatriate employee of the company located in China. Mr. Li's expatriate fees include: a) cost of living differential of \$92,667; b) income tax equalization of \$136,549; c) housing-related expenses of \$58,821; d) travel and transportation expenses of \$75,193; and e) other miscellaneous expense of \$750. Following the close of fiscal year 2014 and as of January 1, 2015, Mr. Li ceased to be subject to an expatriate agreement with the company, and instead is covered by his employment agreement dated December 12, 2014, described above and below.

<sup>5</sup> On January 5, 2015, we announced that Mr. Weisman has decided to resign from our company. The effective date of his resignation as Executive Vice President, Business Operations is December 31, 2014, and he will continue to perform transition responsibilities for us until he resigns his employment on April 1, 2015 ( "Resignation Date" ). In connection with Mr. Weisman's planned resignation, following the Resignation Date, and in consideration for a release of claims from him, his agreement to perform certain transition responsibilities, and his agreement to non-competition, non-solicitation, non-disparagement and confidentiality covenants, Mr. Weisman will receive the following: a cash severance payment of \$360,000, which is equal to one year's base salary; a cash payment of \$135,000, which is a pro-rated amount representing his target bonus opportunity under our Annual Incentive Program, based on six months' employment of fiscal year 2015; and the benefits of his Change in Control Severance Protection Agreement to the extent that a Change in Control as defined thereunder occurs within one year of the Resignation Date. Any unvested non-qualified stock options and restricted stock held by Mr. Weisman will be forfeited by him pursuant to the terms of the 2012 Omnibus Incentive Plan and the 2000 Equity Incentive Plan, as amended and restated, and relevant grant and award agreements thereunder, as of the Resignation Date. His non-qualified stock options and restricted stock vested prior to the Resignation Date will remain subject to, and exercisable only per, the terms of the Plans and grant and award agreements thereunder. During his employment prior to the Resignation Date, Mr. Weisman will continue to receive his current salary and benefits, and will continue to comply with our Code of Business Conduct and other company policies and procedures. The consideration referenced above will remain subject to recovery by us if Mr. Weisman is found to have violated the Company's Code of Business Conduct. The terms described will be set forth in a General Release, Waiver and Covenant Not to Sue, which will be executed by Mr. Weisman and us on the Resignation Date.

**Employment Agreements**

On November 2, 2003, we entered into an employment agreement with Mr. Noglows to become our Chairman, President and Chief Executive Officer. Pursuant to this employment agreement, among other terms, we agreed to pay Mr. Noglows an annual base salary of \$450,000 and a cash bonus for fiscal year 2004 that would not be less than \$160,000, following the end of fiscal year 2004. Mr. Noglows' agreement provided that following the close of each fiscal year, beginning with the end of fiscal year 2004, the compensation committee of the board of directors will meet to consider an increase in Mr. Noglows' annual base salary in accordance with its normal practices, and the compensation committee has done so, as described in more detail in the compensation discussion and analysis section above. For 2012, the compensation committee set his salary at \$580,000; for 2013, the compensation committee set his salary at \$606,000; and for 2014, the compensation committee set his salary at \$640,000. The employment agreement also provided the grant of an option to purchase 250,000 shares of our common stock with an exercise price of \$55.37, which, as a result of the leveraged recapitalization with a special cash dividend in March 2012, was proportionally adjusted to preserve the same fair value after payment of the special cash dividend as before, to an option to purchase 362,670 shares of our common stock with an exercise

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price of \$38.17. Prior to the option's expiration on November 3, 2013, Mr. Noglows exercised this option with respect to 4,682 shares during fiscal 2013, and 357,988 shares during fiscal 2014. We also agreed to provide Mr. Noglows with certain relocation and other reimbursements and to allow Mr. Noglows to utilize first-class air travel while he is employed by us. As described above in the Compensation Discussion and Analysis, on December 12, 2014, we entered into a new employment letter with Mr. Noglows effective as of January 1, 2015, in connection with the Chief Executive Officer transition, whereby Mr. Noglows will cease to serve as our President and Chief Executive Officer, but will remain as Executive Chairman of the Board of Directors, pursuant to which his base salary will be \$500,000 and his target bonus under our company's Annual Incentive Program will be 100% of his base salary. As also described in the Compensation Discussion and Analysis, on December 12, 2014, we entered into an employment letter with Mr. Li in connection with his appointment as our President and Chief Executive Officer effective as of January 1, 2015.

**Standard Employee Benefits**

We have adopted various employee benefit plans and arrangements for the purpose of providing employee benefits to our employees, including our named executive officers and our other executive officers. In general, the same terms apply to all of our employees, including our named executive officers and our other executive officers. These plans and arrangements include the Employee Stock Purchase Plan, the 401(k) Plan, the Supplemental Plan, and the Cabot Microelectronics Health and Welfare Benefit Plan.

**2014 GRANTS OF PLAN-BASED AWARDS**

The following table shows all awards granted to the named executive officers during the fiscal year ended September 30, 2014 pursuant to the 2012 Omnibus Incentive Plan.

| Name               | Grant Date | All Other Stock Awards: Number of Shares of Stock or Units (#) <sup>1</sup> | All Other Option Awards: Number of Securities Underlying Options (#) <sup>2</sup> | Exercise or Base Price of Option Awards (\$/Sh) | Grant Date Fair Value of Stock and Option Awards (\$) <sup>3</sup> |
|--------------------|------------|---|---|---|--|
| William P. Noglows | 12/3/13    | 25,000  |   |   | 1,102,500  |
|                    | 12/3/13    |   | 67,500  | 44.10   | 1,061,114  |
| William S. Johnson | 12/3/13    | 8,500   |   |   | 374,850  |
|                    | 12/3/13    |   | 23,100  | 44.10   | 363,137  |
| Adam F. Weisman    | 12/13/13   | 289   |   |   | 12,459   |
|                    | 12/3/13    | 7,200   |   |   | 317,520  |
| Ananth Naman       | 12/3/13    |   | 19,500  | 44.10   | 306,544  |
|                    | 12/3/13    | 6,600   |   |   | 291,060  |
| David H. Li        | 12/3/13    |   | 17,800  | 44.10   | 278,032  |
|                    | 12/3/13    | 5,900   |   |   | 260,190  |
|                    | 12/3/13    |   | 16,000  | 44.10   | 249,917  |
|                    | 12/13/13   | 579   |   |   | 24,961   |

<sup>1</sup> The awards in this column that correspond to a Grant Date of December 13, 2013 reflect the matching grants of award shares of restricted stock made under our 2012 Omnibus Incentive Plan pursuant to our Executive Officer Deposit Share Program, which is described in more detail below. This column does not include deposit shares as these amounts were purchased by the participant from after-tax bonus compensation already disclosed in the Bonus column of our Summary Compensation Table of our 2014 Proxy Statement. As shown, on December 13, 2013, Mr. Johnson, and Mr. Li participated in the Executive Officer Deposit Share Program receiving 289, and 579, respective award shares on deposit under the program with a fair market value based on the closing price of our stock on the award date of \$43.11 per share. The restrictions on these

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award shares will lapse on December 13, 2016 if the participant is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date.

In December 2014, none of the named executive officers participated in the Executive Officer Deposit Share Program.

These amounts in this column do not include restricted shares awarded to our named executive officers after the end of fiscal year 2014. On December 3, 2014, as part of our annual equity incentive award program, we awarded restricted shares to our named executive officers with a fair market value based on the closing price of our stock on the award date of \$46.45 per share that lapse in equal increments upon each anniversary over four years, in the amounts set forth in the table below:

| Name        | Restricted Stock Award |
|-------------|------------------------|
| Mr. Noglows | 44,400                 |
| Mr. Johnson | 7,100                  |
| Mr. Weisman | 5,800                  |
| Dr. Naman   | 6,100                  |
| Mr. Li      | 5,200                  |

Pursuant to the employment agreement related to Mr. Li's election as our President and Chief Executive Officer, on January 2, 2015 we awarded 14,700 restricted shares to Mr. Li with a fair market value based on the closing price of our stock on the award date of \$46.82 with restrictions that lapse in equal increments upon each anniversary over four years.

Pursuant to a retention award approved by the compensation committee, on January 2, 2015, we awarded Mr. Johnson 22,222 restricted shares with a fair market value based on the closing price of our stock on the award date of \$46.82, with restrictions that lapse in equal increments upon each anniversary over four years. Pursuant to the employment agreement related to the Chief Executive Officer transition, by which Mr. Noglows will continue to serve only as our Executive Chairman, all unvested restricted shares held by Mr. Noglows will vest in full (1) at end of the employment term, subject to Mr. Noglows' continued employment through the end of the employment term, or (2) upon the earlier termination of Mr. Noglows' employment by us without cause or by Mr. Noglows due to a material breach by us of the employment letter subject to Mr. Noglows' execution and non-revocation of a release of claims against us.

<sup>2</sup> As with all other grants of stock options and stock awards to our named executive officers and other executive officers, other than the number of options or restricted stock awarded, the terms and conditions of the stock option grants in this column are the same as those made to all other employees. This includes a provision that if a participant retires (defined as the voluntary termination of employment, where no circumstances for termination for cause exist, upon the participant's achievement of at least 55 years of age and five years of service), then the participant may retain any option previously vested throughout the term of such option; as with our other option grants, any options that have not yet vested as of termination are forfeited.

These amounts do not include options granted to our named executive officers after the end of fiscal year 2014. On December 3, 2014, as part of our annual equity incentive award program, we granted options to our named executive officers that have an exercise price of \$46.45, which as with all of our grants and awards to date was the fair market value based on the closing price of our common stock on the date of grant, vest in equal increments upon each anniversary over four years and expire December 3, 2024, in the amounts set forth in the table below:

| Name        | Securities Underlying Options |
|-------------|-------------------------------|
| Mr. Noglows |                               |
| Mr. Johnson | 18,500                        |
| Mr. Weisman | 15,100                        |
| Dr. Naman   | 16,000                        |
| Mr. Li      | 13,500                        |

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Pursuant to the employment agreement related to Mr. Li's election as our President and Chief Executive Officer, on January 2, 2015, as part of Mr. Li's appointment as our President and Chief Executive Officer, we awarded 38,500 stock options to Mr. Li with restrictions that lapse in equal increments upon each anniversary over four years, and the options have an exercise price of \$46.82, which is equal to the closing price of our common stock on January 2, 2015.

Pursuant to the employment agreement related to the Chief Executive Officer transition, by which Mr. Noglows will continue to serve only as our Executive Chairman, all unvested stock options held by Mr. Noglows will vest in full (1) at the end of the employment term, subject to Mr. Noglows' continued employment through the end of the employment term, or (2) upon the earlier termination of Mr. Noglows' employment by us without cause or by Mr. Noglows due to a material breach by us of the employment letter subject to Mr. Noglows' execution and non-revocation of a release of claims against us.

<sup>3</sup> As with all of our grants and stock awards to date, the exercise price was the fair market value based on the closing price of our stock on the date of grant.

The grant date fair value was estimated using the Black-Scholes option pricing formula on the basis of the following assumptions: expected volatility: 32%; risk free rate of return: 1.9%; annualized dividend yield: 0.0%; and expected time until exercise: 6.31 years for people younger than the age of 46 at the date of grant and 6.39 years for people 46 years and older on the date of grant. On the December 3, 2013 grant date, Dr. Naman and Mr. Li were younger than 46 and Messrs. Noglows, Johnson and Weisman were 46 or older.

During fiscal year 2014, no awards to our named executive officers, or other executive officers, were modified or cancelled (forfeited), and no awards to any of our employees were modified.

**Executive Officer Deposit Share Program**

Our executive officers are eligible to participate in the Executive Officer Deposit Share Program that our board of directors adopted in March 2000. Under this program, our executive officers are entitled to use all or a portion of their after-tax annual cash bonus compensation to purchase at fair market value shares of restricted stock awarded under the 2012 Omnibus Incentive Plan, and its predecessor, the 2000 Equity Incentive Plan. These shares are retained on deposit with us until the third anniversary of the date of deposit ( deposit shares ), and our company matches the deposit with a restricted stock grant equal to 50% of the shares deposited by the participant ( award shares ). If the participant is employed by us on the third anniversary of the deposit date and the deposit shares have remained on deposit with us through such date, the restrictions on the award shares will lapse. Seven individuals currently participate in the Executive Officer Deposit Share Program, and 14,802 shares (including award shares) are currently on deposit under that program for all executive officers. Of the named executive officers currently participating in the Executive Officer Deposit Share Program, Mr. Johnson, and Mr. Li participate with (i) 1,352, and (ii) 1,159 respective deposit shares and (i) 655, and (ii) 579 respective award shares on deposit under the program. These amounts do not include the 44,607 shares (including award shares) no longer under deposit or subject to restrictions as of January 9, 2015, of which Mr. Noglows, Mr. Johnson, Mr. Weisman, and Mr. Li, respectively had (i) 7,684, (ii) 5,948, (iii) 457, and (iv) 407 respective deposit shares and (i) 3,840, (ii) 2,973, (iii) 228, and (iv) 203 respective award shares. On December 14, 2012, Mr. Johnson participated in the Executive Officer Deposit Share Program; he purchased 733 deposit shares and received 366 award shares. The restrictions on the award shares will lapse on December 14, 2015 if Mr. Johnson is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date. On December 13, 2013, Mr. Johnson and Mr. Li participated in the Executive Officer Deposit Share Program as follows: Mr. Johnson purchased 579 deposit shares and received 289 award shares; and Mr. Li purchased 1,159 deposit shares and received 579 award shares. The restrictions on the award shares will lapse on December 13, 2016 if the participant is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date. In December 2014, none of the named executive officers participated in the Executive Officer Deposit Share Program.

**Table of Contents****OUTSTANDING EQUITY AWARDS AT 2014 FISCAL YEAR-END**

The following table shows outstanding stock option awards classified as exercisable and unexercisable as of September 30, 2014 for each named executive officer.

The table also shows unvested and unearned stock awards assuming a market value of \$41.45 a share (the closing market price of the company's stock on September 30, 2014).

| Name               | Option Awards                                       |   |                       |                        | Stock Awards                                   |   |
|--------------------|---|---|-----------------------|------------------------|--|---|
|                    | Number of Securities Underlying Unexercised Options | Number of Securities Underlying Unexercised Options | Option Exercise Price | Option Expiration Date | Number of Shares or Units That Have Not Vested | Market Value of Shares or Units of Stock That Have Not Vested |
|                    | (#)   | (#)   | (\$)                  |                        | (#) <sup>2</sup>                               | (\$)  |
| William P. Noglows | Exercisable <sup>1</sup>                            | Unexercisable <sup>1</sup>                          |                       |                        |  |   |
|                    | 107,242   |   | 26.05                 | 12/10/2014             |  |   |
|                    | 83,414  |   | 21.77                 | 12/1/2016              |  |   |
|                    | 78,336  |   | 25.79                 | 11/30/2017             |  |   |
|                    | 108,801   |   | 21.45                 | 12/1/2019              |  |   |
|                    | 81,600  | 27,201  | 28.62                 | 12/1/2020              |  |   |
|                    | 47,872  | 47,872  | 27.94                 | 12/1/2021              |  |   |
| William S. Johnson | 18,750  | 56,250  | 32.64                 | 12/3/2022              |  |   |
|                    |   | 67,500  | 44.10                 | 12/3/2023              | 61,000   | 2,528,450   |
|                    | 37,717  |   | 21.77                 | 12/1/2016              |  |   |
|                    | 40,038  |   | 25.79                 | 11/30/2017             |  |   |
|                    | 41,344  |   | 21.45                 | 12/1/2019              |  |   |
|                    | 28,396  | 9,466   | 28.62                 | 12/1/2020              |  |   |
|                    | 18,931  | 18,931  | 27.94                 | 12/1/2021              |  |   |
| Adam F. Weisman    | 7,350   | 22,050  | 32.64                 | 12/3/2022              |  |   |
|                    |   | 23,100  | 44.10                 | 12/3/2023              | 23,300   | 965,785   |
|                    | 32,640  |   | 25.79                 | 11/30/2017             |  |   |
|                    | 42,069  | 16.00   | 12/1/2018             |                        |  |   |



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|              |        |        |       |           |        |         |
|--------------|--------|--------|-------|-----------|--------|---------|
|              | 31,769 |        | 21.45 | 12/1/2019 |        |         |
|              | 20,889 | 6,964  | 28.62 | 12/1/2020 |        |         |
|              | 15,014 | 15,015 | 27.94 | 12/1/2021 |        |         |
|              | 5,925  | 17,775 | 32.64 | 12/3/2022 |        |         |
|              |        | 19,500 | 44.10 | 12/3/2023 | 18,175 | 753,354 |
| Ananth Naman | 906    |        | 22.13 | 1/21/2018 |        |         |
|              | 1,687  |        | 21.45 | 12/1/2019 |        |         |
|              |        | 1,097  | 28.62 | 12/1/2020 |        |         |
|              |        | 11,968 | 27.94 | 12/1/2021 |        |         |
|              |        | 14,625 | 32.64 | 12/3/2022 |        |         |
|              |        | 17,800 | 44.10 | 12/3/2023 | 14,477 | 600,072 |
| David H. Li  | 6,745  |        | 21.45 | 12/1/2019 |        |         |
|              | 6,745  | 6,746  | 28.62 | 12/1/2020 |        |         |
|              | 6,310  | 12,621 | 27.94 | 12/1/2021 |        |         |
|              | 4,500  | 13,500 | 32.64 | 12/3/2022 |        |         |
|              |        | 16,000 | 44.10 | 12/3/2023 | 15,429 | 639,532 |

<sup>1</sup> These option awards vest or vested over four years in equal increments upon each anniversary of the grant date, with a term expiring on the tenth anniversary of the grant date, except that pursuant to the employment agreement related to the Chief Executive Officer transition, by which Mr. Noglows will continue to serve only as our Executive Chairman, all unvested stock options held by Mr. Noglows will vest in full (1) at end of the employment term, subject to Mr. Noglows' continued employment through the end of the employment term, or (2) upon the earlier termination of Mr. Noglows' employment by us without cause or by

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Mr. Noglows due to a material breach by us of the employment letter subject to Mr. Noglows' execution and non-revocation of a release of claims against us.

- <sup>2</sup> The restricted stock awards made to Mr. Noglows are scheduled to vest as follows: 25,000 shares vest over four years in equal increments upon each anniversary of the December 3, 2013 award date, 18,750 shares vest over three years in equal increments upon each anniversary of the December 3, 2012 award date, 11,000 shares vest over two years in equal increments upon each anniversary of the December 1, 2011 award date, and 6,250 shares vest on December 1, 2014 upon the anniversary of the December 1, 2010 award date, except that pursuant to the employment agreement related to the Chief Executive Officer transition, by which Mr. Noglows will continue to serve only as our Executive Chairman, all unvested restricted stock held by Mr. Noglows will vest in full (1) at end of the employment term, subject to Mr. Noglows' continued employment through the end of the employment term, or (2) upon the earlier termination of Mr. Noglows' employment by us without cause or by Mr. Noglows due to a material breach by us of the employment letter subject to Mr. Noglows' execution and non-revocation of a release of claims against us. The restricted stock awards made to Mr. Johnson are scheduled to vest as follows: 8,500 shares vest over four years in equal increments upon each anniversary of the December 3, 2013 award date, 7,350 shares vest over three years in equal increments upon each anniversary of the December 3, 2012 award date, 4,350 shares vest over two years in equal increments upon each anniversary of the December 1, 2011 award date, 2,175 shares vest on December 1, 2014 upon the anniversary of the December 1, 2010 award date, 270 award shares vest on December 15, 2014, 366 award shares vest on December 14, 2015, and 289 award shares vest on December 13, 2016. The restricted stock awards made to Mr. Weisman are scheduled to vest as follows: 7,200 shares vest over four years in equal increments upon each anniversary of the December 3, 2013 award date, 5,925 shares vest over three years in equal increments upon each anniversary of the December 3, 2012 award date, 3,450 shares vest over two years in equal increments upon each anniversary of the December 1, 2011 award date, and 1,600 shares vest on December 1, 2014 upon the anniversary of the December 1, 2010 award date. The restricted stock awards made to Dr. Naman are scheduled to vest as follows: 6,600 shares vest over four years in equal increments upon each anniversary of the December 3, 2013 award date, 4,875 shares vest over three years in equal increments upon each anniversary of the December 3, 2012 award date, 2,750 shares vest over two years in equal increments upon each anniversary of the December 1, 2011 award date, 252 shares vest on December 1, 2014 upon the anniversary of the December 1, 2010 award date. The restricted stock awards made to Mr. Li are scheduled to vest as follows: 5,900 shares vest over four years in equal increments upon each anniversary of the December 3, 2013 award date, 4,500 shares vest over three years in equal increments upon each anniversary of the December 3, 2012 award date, 2,900 shares vest over two years in equal increments upon each anniversary of the December 1, 2011 award date, 1,550 shares vest on December 1, 2014 upon the anniversary of the December 1, 2010 award date, and 579 award shares vest on December 13, 2016.

**Table of Contents****2014 OPTION EXERCISES AND STOCK VESTED**

The following table sets forth certain information regarding stock options exercised during fiscal year 2014 and stock awards vested during fiscal year 2014 for the named executive officers.

| Name               | Option Awards                         |                            | Stock Awards                         |                           |
|--------------------|---------------------------------------|----------------------------|--------------------------------------|---------------------------|
|                    | Number of Shares Acquired on Exercise | Value Realized on Exercise | Number of Shares Acquired on Vesting | Value Realized on Vesting |
|                    | (#) <sup>1</sup>                      | (\$) <sup>2</sup>          | (#)                                  | (\$) <sup>2</sup>         |
| William P. Noglows | 613,416                               | 5,419,614                  | 24,250                               | 1,081,485                 |
| William S. Johnson | 177,272                               | 3,511,242                  | 9,475                                | 422,056                   |
| Adam F. Weisman    | 59,864                                | 1,328,821                  | 7,125                                | 317,663                   |
| Ananth Naman       | 20,132                                | 258,279                    | 3,640                                | 161,874                   |
| David H. Li        |                                       |                            | 6,050                                | 269,854                   |

<sup>1</sup> These amounts do not include options exercised by our named executive officers after the end of fiscal year 2014. The following table sets forth certain information regarding stock options exercised between October 1, 2014 and January 9, 2015 by our named executive officers:

| Name        | Option Awards                         |                            |
|-------------|---------------------------------------|----------------------------|
|             | Number of Shares Acquired on Exercise | Value Realized on Exercise |
|             | (#)                                   | (\$)                       |
| Mr. Noglows | 107,242                               | 2,250,935                  |
| Mr. Johnson | 37,717                                | 972,552                    |
| Mr. Weisman | 41,640                                | 998,456                    |
| Dr. Naman   |                                       |                            |
| Mr. Li      | 19,800                                | 437,986                    |

All options exercised in fiscal year 2014 and after the end of the fiscal year by Mr. Noglows were options expiring in either 2013 or 2014, and as such, only a limited number of regular quarterly trading periods remained prior to their expiration.

<sup>2</sup> For option awards, the value realized on exercise is equal to the aggregate difference between the exercise price of the options and the fair market value of the shares on the date of exercise. For stock awards, the value realized is the number of shares vested multiplied by the fair market value of the shares at the time of vesting.

**Table of Contents****PENSION BENEFITS**

The company does not maintain a defined benefit pension program.

**2014 NONQUALIFIED DEFERRED COMPENSATION**

The company maintains the Cabot Microelectronics Corporation Supplemental Employee Retirement Plan, which is a nonqualified supplemental savings plan (the Supplemental Plan). The following table discloses the earnings and balances of our named executive officers under the company's Supplemental Plan that provides for compensation deferral on a non-tax-qualified basis.

| <b>Name</b>        | <b>Registrant<br/>contributions<br/>in last FY (\$)¹</b> | <b>Aggregate<br/>earnings<br/>in last FY (\$)</b> | <b>Aggregate<br/>balance at<br/>last FYE (\$)</b> |
|--------------------|--|---|---|
| William P. Noglows | 44,860   | 24,432  | 461,576   |
| William S. Johnson | 15,242   | 20,834  | 200,154   |
| Adam F. Weisman    | 14,040   | 19,119  | 153,426   |
| Ananth Naman       | 10,036   | 2,642   | 29,467  |
| David H. Li        | 11,384   | 4   | 38,496  |

<sup>1</sup> These amounts are included in the All Other Compensation column of the Summary Compensation Table.

Effective May 1, 2000, the company adopted the Supplemental Plan covering all eligible employees as defined by the Supplemental Plan. Participants in the Supplemental Plan, including our named executive officers, do not make any contributions to the Supplemental Plan. The purpose of the Supplemental Plan is to provide for the deferral of the company contributions to certain highly compensated employees as defined under the provision of the Employee Retirement Income Security Act of 1974, as amended. Under the Supplemental Plan, the company contributes up to 4% of the named executive officers' eligible compensation in excess of the I.R.S. eligible compensation limit. All amounts contributed by the company and earnings on these contributions are fully vested at all times. The same menu of investment funds under the 401(k) Plan is available under the Supplemental Plan. Like the 401(k) Plan, all investment decisions are made by the participants. Participants in the Supplemental Plan are not permitted to make hardship withdrawals prior to termination and distributions under the Supplemental Plan are paid in a lump sum.

**POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL**

The following tables and the accompanying narrative show potential benefits payable to our named executive officers upon the occurrence of the events specified herein, assuming such events occurred on September 30, 2014 and excluding certain benefits generally available to all salaried employees. Except as noted, the amounts disclosed below reflect the aggregate potential payments under each scenario and category. These tables do not include amounts to the extent that the form and amount of any payment or benefit are fully disclosed in an earlier table.

**Table of Contents***William P. Noglows*

The following table shows the potential payments upon termination with or without a change in control for named executive officer William P. Noglows, assuming such events occurred on September 30, 2014, under the terms of his original employment agreement in effect on such date and prior to this agreement being superseded as described above. Footnotes describing the assumptions in calculations are included following the last table in this section, as is a description of the employment terms and plans providing benefits specified in the table below.

| Executive Benefits and Payments Upon Termination     | Involuntary Not for Cause or Good Reason Termination |  | Death        | Disability   |
|--|--|--|--------------|--------------|
|  | No Change in Control                                 | In Connection with a Change in Control |              |              |
|  |  |  |              |              |
| Salary Continuation                                  | \$ 640,000 <sup>1</sup>                              | \$ 1,920,000                           |              |              |
| Bonus Through Termination Date <sup>2</sup>          |  | \$ 750,000                             |              |              |
| Bonus Continuation <sup>2</sup>                      |  | \$ 2,250,000                           |              |              |
| Contributions under Retirement Plans                 |  | \$ 204,780                             |              |              |
| Accelerated Vesting of Stock Options <sup>3</sup>    | \$ 837,552   | \$ 1,491,302                           | \$ 1,491,302 | \$ 1,491,302 |
| Accelerated Vesting of Restricted Stock <sup>4</sup> |  | \$ 2,528,450                           | \$ 2,528,450 | \$ 2,528,450 |
| Post-termination Health Care <sup>5</sup>            |  | \$ 30,000                              |              |              |
| Outplacement Services                                |  | \$ 96,000                              |              |              |
| 280G Tax Gross Up                                    |  | \$ 0                                   |              |              |
| <b>Total:</b>  | \$ 1,477,552   | \$ 9,270,532                           | \$ 4,019,752 | \$ 4,019,752 |

*William S. Johnson*

The following table shows the potential payments upon termination with or without a change in control for named executive officer William S. Johnson, assuming such events occurred on September 30, 2014. Footnotes describing the assumptions in calculations are included following the last table in this section, as is a description of the employment terms and plans providing benefits specified in the table below.

| Executive Benefits and Payments Upon Termination     | Involuntary Not for Cause or Good Reason Termination |  | Death        | Disability   |
|--|--|--|--------------|--------------|
|  | No Change in Control                                 | In Connection with a Change in Control |              |              |
|  |  |  |              |              |
| Salary Continuation                                  | \$ 740,000   | \$ 740,000                             |              |              |
| Bonus Through Termination Date <sup>2</sup>          |  | \$ 277,500                             |              |              |
| Bonus Continuation <sup>2</sup>                      |  | \$ 555,000                             |              |              |
| Contributions under Retirement Plans                 |  | \$ 77,284                              |              |              |
| Accelerated Vesting of Stock Options <sup>3</sup>    |  | \$ 571,467                             | \$ 571,467   | \$ 571,467   |
| Accelerated Vesting of Restricted Stock <sup>4</sup> |  | \$ 965,785                             | \$ 965,785   | \$ 965,785   |
| Post-termination Health Care <sup>5</sup>            |  | \$ 20,000                              |              |              |
| Outplacement Services                                |  | \$ 55,500                              |              |              |
| 280G Tax Gross Up                                    |  | \$ 0                                   |              |              |
| <b>Total:</b>  |  | \$ 3,262,536                           | \$ 1,537,252 | \$ 1,537,252 |

**Table of Contents***Adam F. Weisman*

The following table shows the potential payments upon termination with or without a change in control for named executive officer Adam F. Weisman, assuming such events occurred on September 30, 2014. Footnotes describing the assumptions in calculations are included following the last table in this section, as is a description of the employment terms and plans providing benefits specified in the table below.

| Executive Benefits and Payments Upon Termination     | Involuntary Not for Cause or Good Reason Termination |  | Death        | Disability   |
|--|--|--|--------------|--------------|
|  | No Change in Control <sup>6</sup>                    | In Connection with a Change in Control |              |              |
| Salary Continuation                                  | \$   | 720,000                                |              |              |
| Bonus Through Termination Date <sup>2</sup>          | \$   | 270,000                                |              |              |
| Bonus Continuation <sup>2</sup>                      | \$   | 540,000                                |              |              |
| Contributions under Retirement Plans                 | \$   | 74,932                                 |              |              |
| Accelerated Vesting of Stock Options <sup>3</sup>    | \$   | 448,799                                | \$ 448,799   | \$ 448,799   |
| Accelerated Vesting of Restricted Stock <sup>4</sup> | \$   | 753,354                                | \$ 753,354   | \$ 753,354   |
| Post-termination Health Care <sup>5</sup>            | \$   | 20,000                                 |              |              |
| Outplacement Services                                | \$   | 54,000                                 |              |              |
| 280G Tax Gross Up                                    | \$   | 0                                      |              |              |
| <b>Total:</b>  | \$   | 2,881,085                              | \$ 1,202,153 | \$ 1,202,153 |

*Ananth Naman*

The following table shows the potential payments upon termination with or without a change in control for named executive officer Ananth Naman, assuming such events occurred on September 30, 2014. Footnotes describing the assumptions in calculations are included following the last table in this section, as is a description of the employment terms and plans providing benefits specified in the table below.

| Executive Benefits and Payments Upon Termination     | Involuntary Not for Cause or Good Reason Termination |  | Death      | Disability |
|--|--|--|------------|------------|
|  | No Change in Control <sup>6</sup>                    | In Connection with a Change in Control |            |            |
| Salary Continuation                                  | \$   | 660,000                                |            |            |
| Bonus Through Termination Date <sup>2</sup>          | \$   | 205,900                                |            |            |
| Bonus Continuation <sup>2</sup>                      | \$   | 411,800                                |            |            |
| Contributions under Retirement Plans                 | \$   | 68,622                                 |            |            |
| Accelerated Vesting of Stock Options <sup>3</sup>    | \$   | 304,608                                | \$ 304,608 | \$ 304,608 |
| Accelerated Vesting of Restricted Stock <sup>4</sup> | \$   | 600,072                                | \$ 600,072 | \$ 600,072 |
| Post-termination Health Care <sup>5</sup>            | \$   | 20,000                                 |            |            |
| Outplacement Services                                | \$   | 49,500                                 |            |            |
| 280G Tax Gross Up <sup>7</sup>                       | \$   |  |            |            |
| <b>Total:</b>  | \$   | 2,320,502                              | \$ 904,680 | \$ 904,680 |

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David H. Li

The following table shows the potential payments upon termination with or without a change in control for named executive officer David H. Li, assuming such events occurred on September 30, 2014, and prior to his employment agreement for service as our President and Chief Executive Officer, as described above. Footnotes describing the assumptions in calculations are included following the last table in this section, as is a description of the employment terms and plans providing benefits specified in the table below.

| Executive Benefits and Payments Upon Termination     | Involuntary Not for Cause or Good Reason Termination |                                      | Death        | Disability   |
|--|--|--------------------------------------|--------------|--------------|
|  | No Change in Control                                 | In Connection with Change in Control |              |              |
| Salary Continuation                                  |  | \$ 672,000                           |              |              |
| Bonus Through Termination Date <sup>2</sup>          |  | \$ 219,600                           |              |              |
| Bonus Continuation <sup>2</sup>                      |  | \$ 439,200                           |              |              |
| Contributions under Retirement Plans                 |  | \$ 69,628                            |              |              |
| Accelerated Vesting of Stock Options <sup>3</sup>    |  | \$ 375,996                           | \$ 375,996   | \$ 375,996   |
| Accelerated Vesting of Restricted Stock <sup>4</sup> |  | \$ 639,532                           | \$ 639,532   | \$ 639,532   |
| Post-termination Health Care <sup>5</sup>            |  | \$ 20,000                            |              |              |
| Outplacement Services                                |  | \$ 50,400                            |              |              |
| 280G Tax Gross Up                                    |  | \$ 0                                 |              |              |
| <b>Total:</b>  |  | \$ 2,486,356                         | \$ 1,015,528 | \$ 1,015,528 |

<sup>1</sup> This figure reflects the lump sum value of twelve months of salary continuation.

<sup>2</sup> In accordance with the terms of the change in control agreements described below, for purposes of calculating the bonus through the termination date, the bonus amount for each named executive officer is equal to the greatest of: (i) the target bonus amount for the fiscal year in which the Change in Control occurs, (ii) the target bonus amount for the fiscal year in which the termination date occurs, and (iii) the highest bonus amount paid or payable to the named executive officer in respect of any of the three fiscal years preceding the fiscal year in which the Change in Control occurs. Assuming a Change in Control and termination date as of September 30, 2014, the bonus amounts for Mr. Johnson and Mr. Weisman represent the target bonus amounts for fiscal year 2014. The bonus amounts for Mr. Noglows, Dr. Naman, and Mr. Li represent the highest bonus amount paid to them in respect of one of the three fiscal years preceding fiscal year 2014. The amount disclosed as bonus continuation for Mr. Noglows represents three times his bonus amount and the amount disclosed as bonus continuation for Mr. Johnson, Mr. Weisman, Dr. Naman, and Mr. Li represents two times their bonus amounts, each in accordance with the terms of the change in control agreements described below.

<sup>3</sup> This figure represents the aggregate difference between the exercise price of the accelerated options and \$41.45, which was the fair market value of a share of our common stock on September 30, 2014. This figure does not include the value of vested but unexercised options. The table below sets forth the total value of all options, which includes the value of the accelerated options and the vested but unexercised options as of September 30, 2014.

| Named Executive Officer | Total Value of Options |
|-------------------------|------------------------|
| Mr. Noglows             | \$ 10,046,044          |
| Mr. Johnson             | \$ 3,452,445           |
| Mr. Weisman             | \$ 3,189,021           |
| Dr. Naman               | \$ 355,852             |
| Mr. Li                  | \$ 722,327             |





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For Mr. Noglows, the figure disclosed in the No Change in Control column represents the value of his outstanding and unexercisable options that were scheduled to vest during the twelve months following termination, in accordance with the terms of Mr. Noglows' original employment agreement. For purposes of this table, the value of these options was also calculated assuming a market price of \$41.45, which was the fair market value of a share of our common stock on September 30, 2014.

In the event of a termination of service by reason of death or disability, the 2000 Equity Incentive Plan and the 2012 Omnibus Incentive Plan, and the non-qualified stock option grant agreements under each plan, provide that unvested options shall fully vest for all participants, including the named executive officers.

<sup>4</sup> This figure represents the number of shares vested multiplied by \$41.45, which was the fair market value of the shares on September 30, 2014. This figure does not include the value of restricted stock that has already vested, including shares on deposit under our Executive Officer Deposit Share Program.

In the event of a termination of service by reason of death or disability, the 2000 Equity Incentive Plan, the 2012 Omnibus Incentive Plan, and the restricted stock award agreements under each plan, provide that unvested restricted stock shall fully vest for all participants, including the named executive officers.

<sup>5</sup> This amount assumes comparable health care coverage to that which is currently provided under our existing plan. Our company is self-insured, therefore there is no direct employer contribution amount. We have estimated the cost of post-termination health care to be \$10,000 per person per year. This amount could vary depending on the details of any new or replacement plan that may be in place in the event of a change in control, or any changes to our plan that are made for regulatory or other reasons.

<sup>6</sup> As described in greater detail above, as of December 31, 2014, Mr. Weisman has resigned his position as Executive Vice President, Business Operations, and will resign his employment effective April 1, 2015 ( Resignation Date ); in the interim he is performing transition responsibilities for us. The consideration to be provided to Mr. Weisman following the Resignation Date, and the terms and conditions thereof are described in detail above and below; this column does not contemplate such arrangement or amounts to be provided thereunder.

<sup>7</sup> As described in more detail in the section entitled Executive Compensation, below, Dr. Naman's Change in Control Severance Protection Agreement, which was entered into subsequent to 2008, does not provide for a gross-up payment ( 280G Tax Gross Up ) for excise taxes that may be assessed on amounts received in connection with a change in control of our company. Instead, Dr. Naman's Change in Control Severance Protection Agreement provides in the event that amounts or benefits Dr. Naman would receive under such agreement or otherwise would subject Dr. Naman to excise taxes, we would reduce such amounts and benefits up to an amount such that Dr. Naman would not be subject to excise taxes, provided that such reduction results in greater after-tax benefits to Dr. Naman.

Pursuant to the terms of the company's 2000 Equity Incentive Plan, the 2012 Omnibus Incentive Plan, and the awards granted thereunder, the named executive officers receive the accelerated vesting of certain equity awards in the event of a Change in Control without termination of employment. The value of the accelerated vesting for each named executive officer, assuming a change in control, is the same value as disclosed in the In Connection with a Change in Control column above.

**Employment Agreement**

Pursuant to Mr. Noglows' original November 3, 2003 employment agreement, which was in effect as of September 30, 2014 but which was superseded as described above, if we terminate his employment without cause or Mr. Noglows terminates his employment because we breached the terms of his agreement, the company must pay Mr. Noglows one year's base salary over the one year period following such termination and allow any options that would vest during such period to vest during such time. Aside from the requirements set forth in the employment agreement, there are no other material conditions to receipt by Mr. Noglows of these termination benefits, although Mr. Noglows still would be subject to the terms of our standard confidentiality, intellectual property and non-competition agreement, which he entered into when he joined our company, and of the relevant



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stock option grant agreements. The amount and terms of this severance arrangement was determined by our compensation committee, in consultation with its outside compensation consultant, and included consideration of market practices for similar arrangements for other chief executive officers of comparable companies.

**Change in Control Severance Protection Agreements**

We have entered into Change in Control Severance Protection Agreements ( change in control agreements ), the specific form of which is available as Exhibit 10.23 to our Form 10-K filed on November 25, 2008, with each of the named executive officers, our other executive officers, and certain key employees of our company, because we believe such agreements are valuable aspects in enabling a smooth transition and providing continuity of management in the event of a change in control of our company; all of the change in control agreements remain unamended and according to such filed exhibit. Under the change in control agreements, which are double trigger agreements and which we believe are in compliance with the American Jobs Creation Act, each executive officer, including the named executive officers, whose employment with us terminates (including an executive s voluntary termination of employment for either good reason , as defined in the agreement, or during the thirty-day period commencing on the first anniversary of a change in control ), other than for cause, disability, death, or certain other specified reasons, within thirteen months after a change in control of our company (as such term is defined in the agreements), is entitled to a severance benefit. The severance benefit includes:

accrued and unpaid compensation including: base salary, reimbursement for reasonable and necessary expenses incurred by the executive on our behalf through the date of termination, vacation pay and earned and unpaid bonuses and incentive compensation with respect to the period prior to the termination date;

the Bonus Amount (which is the greatest of (i) the executive s target bonus amount for the fiscal year in which the change in control occurs, (ii) the executive s target bonus amount for the fiscal year in which the termination date occurs, and (iii) the highest bonus paid or payable to the executive in respect of any of the three fiscal years preceding the fiscal year in which change in control occurs), pro-rated for the number of days that have elapsed in the fiscal year through the termination date;

two times (in the case of Mr. Johnson, Mr. Weisman, Dr. Naman, and Mr. Li) or three times (in the case of Mr. Noglows, or Mr. Li as of January 1, 2015 pursuant to the terms of his employment letter), the executive s annual base salary plus the Bonus Amount plus an amount equal to the contributions made or credited by us under all qualified and non-qualified retirement plans for the benefit of the executive for the most recently completed plan year of each such plan (e.g., the 401(k) Plan and Supplemental Plan), payable in a lump sum;

health and welfare benefits (consistent with health and welfare benefits available to all employees for which they had been eligible prior to their termination) for 24 months (in the case of Mr. Johnson, Mr. Weisman, Dr. Naman, and Mr. Li) or 36 months (in the case of Mr. Noglows, or Mr. Li as of January 1, 2015 pursuant to the terms of his employment letter) following the executive s termination date;

payment or reimbursement for the costs, fees and expense of outplacement assistance services, up to a maximum of fifteen percent of the executive s annual base salary; and

only for change in control severance protection agreements for executive officers entered into as of 2008, a full gross-up payment of any and all excise (but not income) taxes assessed on amounts received under the change in control agreements, as well as all other taxes, other than income taxes, that may become due as a result of the gross-up payment. Any change in control severance protection agreement entered into subsequent to 2008 for a new executive officer does not include this provision.

Cause as defined in the agreements means (i) the willful and continued failure to perform substantially the duties reasonably assigned to the executive and (ii) the willful engaging in conduct that is demonstrably and materially injurious to the company, monetarily or otherwise.



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The agreements define "Good Reason" as the taking of actions by the company that result in a material negative change in the executive's employment relationship, including (i) a change in the executive's status, title, position or responsibilities (including reporting responsibilities) which represents a material adverse change from those in effect immediately prior to the Change in Control, (ii) an assignment of the executive's duties or responsibilities that are materially inconsistent with his or her status, title, position or responsibilities as of immediately prior to the Change in Control, (iii) a material decrease in the executive's annual base salary below the rate in effect as of the Change in Control or as of any date following the Change in Control, whichever is greater (iv) relocation of the offices of the company or operating unit at which the executive is principally employed that increases the executive's one-way commute by more than thirty-five (35) miles from the location of the offices occupied immediately prior to such relocation, or (v) any other action or inaction that constitutes a material breach by the company of the agreement.

A "Change in Control" means (i) any person, together with all affiliates and associates (within the meaning of Rule 12b-2 promulgated under the Exchange Act), acquires beneficial ownership, directly or indirectly, or securities of the company representing at least thirty percent (30%) of the combined voting power of the company's then outstanding voting securities, (ii) during any period of twenty-four (24) consecutive months beginning on or after the date of the agreement, individuals who, at the beginning of that 24-month period, constitute the Board (the "Incumbent Directors"), cease for any reason to constitute at least a majority of the Board; provided, however, that a new director of the company whose election or nomination for election as a director of the company was approved by a vote of at least two-thirds of the Incumbent Directors will be deemed to be an Incumbent Director, (iii) one of the following events occur at a special or annual meeting of the company's stockholder: (a) two or more nominees who are both (A) nominees of and endorsed by the company and (B) not employees of the company or any Affiliate at the time of the election are not elected to serve as directors; and (b) any person not a nominee of, and endorsed by, the company is elected to serve as a director of the company, (iv) the consummation of: (a) a merger, consolidation or reorganization involving the company, unless the merger, consolidation or reorganization is a "Non-Control Transaction"; or (b) an agreement for the sale or other disposition of all or substantially all of the assets of the company to any Person (other than a transfer to a Change in Control Subsidiary), or (v) the stockholders of the company approve a complete liquidation or dissolution of the company. Notwithstanding the foregoing, a Change in Control will not be deemed to occur solely because a person acquires beneficial ownership of more than the permitted amount of the then outstanding voting securities as a result of the acquisition of voting securities by the company which, by reducing the number of voting securities then outstanding, increases the percentage of shares beneficially owned by the person. Notwithstanding the foregoing, if a Change in Control would occur but for the operation of the preceding sentence as a result of the acquisition of voting securities by the company, and after that acquisition by the company, the person described in the preceding sentence increases the percentage of then outstanding voting securities he or she owns, a Change in Control will occur.

We also have similar change in control severance protection agreements providing for two times severance benefits in place with our other executive officers (with the exception of our Principal Accounting Officer, Thomas S. Roman, whose agreement provides for one times severance benefits). Under the change in control agreements, all amounts accrued or awarded to the executive officers under any incentive compensation or benefit plan, including options and restricted stock awarded under the 2000 Equity Incentive Plan and the 2012 Omnibus Incentive Plan, will immediately vest on each executive's respective termination date if the executive is entitled to severance benefits.

Our board of directors and compensation committee determined the terms and conditions of the change in control severance protection agreements, including the severance benefit payable, and the triggering events for the payment of such severance benefit, pursuant to such agreement, in consultation with their outside compensation consultant and our financial and other advisors, and considered external practices at similarly situated companies regarding change in control arrangements.

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The 2000 Equity Incentive Plan and the 2012 Omnibus Incentive Plan provide that an award shall immediately terminate on the date a participant's service terminates, unless otherwise set forth in an award agreement. Similarly, in the event of a Change in Control, the compensation committee has the discretion to provide for accelerated vesting in an award agreement. In the event of a Change in Control that is a merger or consolidation in which the company is not the surviving corporation or that results in the acquisition of substantially all of the company's outstanding stock or in the event of a sale or transfer of all or substantially all of the company's assets (a Covered Transaction), the compensation committee has the discretion to provide for the termination of all outstanding options as of the effective date of the Covered Transaction; provided, that, if the Covered Transaction follows a Change in Control or would give rise to a Change in Control, no option will be terminated prior to the expiration of twenty days following the later of: (i) the date on which the award became fully exercisable and (ii) the date on which the participant receive written notice of the Covered Transaction.

Under the 2000 Equity Incentive Plan and the 2012 Omnibus Incentive Plan, Change in Control means: (a) any person as such term is used in Sections 13(d) and 14(d) of the 1934 Act (other than (i) the company, (ii) any subsidiary of the company, (iii) any trustee or other fiduciary holding securities under an employee benefit plan of the company or of any subsidiary of the company, or (iv) any company owned, directly or indirectly, by the stockholders of the company in substantially the same proportions as their ownership of stock of the company), is or becomes the beneficial owner (as defined in Section 13(d) of the 1934 Act), together with all Affiliates and Associates (as such terms are used in Rule 12b-2 of the General Rules and Regulations under the 1934 Act) of such person, directly or indirectly, of securities of the company representing thirty percent (30%) or more of the combined voting power of the company's then outstanding securities; (b) the consummation of a merger or consolidation of the company with any other company, other than (i) a merger or consolidation which would result in the voting securities of the company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity), in combination with the ownership of any trustee or other fiduciary holding securities under an employee benefit plan of the company or any subsidiary of the company, at least sixty percent (60%) of the combined voting power of the voting securities of the company or such surviving entity outstanding immediately after such merger or consolidation or (ii) a merger or consolidation effected to implement a recapitalization of the company (or similar transaction) after which no person (with the method of determining beneficial ownership used in clause (a) of this definition) owns more than thirty percent (30%) of the combined voting power of the securities of the company or the surviving entity of such merger or consolidation; or (c) during any period of two consecutive years (not including any period prior to the execution of the 2000 Equity Incentive Plan or the 2012 Omnibus Incentive Plan, as applicable), individuals who at the beginning of such period constitute the Board, and any new director (other than a director designated by a person who has conducted or threatened a proxy contest, or has entered into an agreement with the company to effect a transaction described in clause (a), (b) or (d) of this definition) whose election by the Board or nomination for election by the company's stockholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved cease for any reason to constitute at least a majority thereof; or (d) the stockholders of the company approve a plan of complete liquidation of the company or an agreement for the sale or disposition by the company of all or substantially all of the company's assets.

Pursuant to the non-qualified stock option grant agreements, the option grants will become fully vested in the event of a Change in Control (as defined in the 2000 Equity Incentive Plan and the 2012 Omnibus Incentive Plan). In the event of a Change in Control that constitutes a Covered Transaction, the compensation committee may, in its sole discretion, terminate any or all outstanding options as of the effective date of the Covered Transaction; provided that the compensation committee may not terminate an option outstanding under the agreement earlier than twenty days following the later of: (i) the date on which the award became fully vested and (ii) the date on which the participant received written notice of the Covered Transaction. In the event of a termination of service by reason of death or Disability, then any unvested portion of the options will become

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fully vested. Disability has the meaning provided under (i) first, an employment agreement between the participant and the company, (ii) second, if no employment agreement exists, the long-term disability program maintained by the company or any governmental entity covering the Participant, or (iii) third, if no such agreement or program exists, permanent and total disability within the meaning of Section 22(e)(3) of the Code.

Pursuant to the restricted stock award agreements, the awards will become fully vested and all restrictions will lapse in the event of a participant's death, Disability, or Change in Control (as defined in the 2000 Equity Incentive Plan and the 2012 Omnibus Incentive Plan). Disability has the meaning provided under (i) first, an employment agreement between the participant and the company, (ii) second, if no such employment agreement exists, the long-term disability program maintained by the company or any governmental entity covering the participant, or (iii) third, if no such agreement or program exists, as defined under local law.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

### *Certain Relationships*

At present we have no related party transactions and there are no currently proposed related party transactions.

### *Related Party Transactions*

Although at present we have no related party transactions, we may from time to time enter into transactions with related persons. Related persons include our directors and executive officers, nominees for director, 5% or more beneficial owners of our common stock, and immediate family members of such persons. As set forth in our audit committee charter, a current copy of which is attached to this proxy statement as Appendix A and is also available on our website at [www.cabotcmp.com](http://www.cabotcmp.com), any related person transaction must be reviewed and approved in advance by our audit committee. All of our employees, including our executive officers and directors, are subject to our Code of Business Conduct, which is available on our website. Our Code of Business Conduct prohibits any relationship that may present, or appears to present, a conflict of interest with our company. Among other things, this includes a prohibition on the holding of more than a nominal financial interest in or financial relationship with any publicly held company with whom we do business or compete, and prohibits any financial interest in or financial relationship with such entities if they are privately held. Any request for waiver of our Code of Business Conduct for our directors and executive officers may be approved only by our board of directors; to date, no such waivers have been requested or approved. In addition to the provisions of our Code of Business Conduct, our nominating and corporate governance committee charter and our corporate governance guidelines, both of which are also available on our website, also contain provisions requiring the review of potential conflicts of interest of prospective and current directors and the requirement of notification, and offer of tender of resignation, by directors, and review by the nominating and corporate governance committee and the board of directors of any change in employment or for-profit board membership status.

### *Indemnification*

Our bylaws and our certificate of incorporation require us to indemnify our directors and officers to the fullest extent authorized by the Delaware General Corporation Law. We have entered into indemnification agreements with all of our directors and executive officers in which we confirm that we will provide to them the indemnification rights provided for in our bylaws and agree to maintain directors' and officers' liability insurance on their behalf.

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**NON-BINDING ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

Under Section 14A of the Securities and Exchange Act of 1934, enacted pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, and as implemented by SEC Proposed Rule 14a-21(a), our company must conduct a separate non-binding stockholder advisory vote at least every three years to approve our company's executive officer compensation, as disclosed in our Compensation Discussion and Analysis, related compensation tables, and other related material ( named executive officer compensation program ) under the compensation disclosure rules of the SEC, in any proxy or consent or authorization for an annual or other meeting of our stockholders. Our stockholders supported a one year frequency for this stockholder advisory vote at our 2011 Annual Meeting. As such, the board of directors has determined the company will hold a non-binding advisory vote on the compensation of our named executive officers every year.

Thus, our board of directors is providing stockholders with the opportunity to cast a non-binding advisory vote on our named executive officer compensation program at our 2015 Annual Meeting. This vote will not be binding on or overrule any decisions by our board of directors, and will not create or imply any additional fiduciary duty on the part of our board of directors. However, our compensation committee will take into account the outcome of the vote when considering future named executive officer compensation arrangements.

As described in greater detail in our Compensation Discussion and Analysis above, we believe that our named executive officer compensation program is structured in a manner that most effectively supports our company and our business objectives. Our named executive officer compensation program is substantially tied to our key business objectives and the success of our stockholders. If value we deliver to our stockholders declines, so does the compensation we deliver to our executive officers. We also closely monitor the various short-term and long-term aspects of our named executive officer compensation program, including base salary, annual cash bonus and equity incentives, in comparison to similar programs and practices at comparable companies, so that we may confirm that our named executive officer compensation program is within the norm of the range of market practices.

Our board of directors determined that the best way to allow our stockholders to vote on the company's named executive officer compensation program is through the following resolution:

**RESOLVED**, that the stockholders approve Cabot Microelectronics Corporation's compensation of its named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which includes the Compensation Discussion and Analysis, the compensation tables and related material).

*Our board of directors unanimously recommends that you vote **FOR** this proposal.*



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**RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS**

PricewaterhouseCoopers LLP, an independent registered public accounting firm, audited our financial statements for fiscal year 2014, and has been selected by the audit committee of our board of directors to audit our financial statements for fiscal year 2015. A representative of PricewaterhouseCoopers LLP is expected to attend our annual meeting, where she will have the opportunity to make a statement, if she desires, and will be available to respond to appropriate questions.

Stockholder ratification of the selection of PricewaterhouseCoopers LLP as our independent auditors is not required by our bylaws or otherwise. However, our board of directors is submitting the selection of PricewaterhouseCoopers LLP to our stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the selection, our audit committee will review its future selection of auditors. Even if the selection is ratified, the audit committee, in its discretion, may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of our company and our stockholders.

For information regarding audit and other fees billed by PricewaterhouseCoopers LLP for services rendered in fiscal year 2014 and fiscal year 2013, see FEES OF INDEPENDENT AUDITORS AND AUDIT COMMITTEE REPORT Fees Billed by Independent Auditors, above.

*Our board of directors recommends that you vote FOR the ratification of the selection of our independent auditors.*

**2016 ANNUAL MEETING OF STOCKHOLDERS**

The 2016 annual meeting of stockholders is presently scheduled to be held on Tuesday, March 8, 2016. Any proposals of stockholders intended for inclusion in the proxy statement for our 2016 annual meeting of stockholders must be received by the Secretary of our company at our offices at 870 North Commons Drive, Aurora, Illinois 60504, by Friday, September 25, 2015. If a stockholder of the company intends to present a proposal at the 2016 annual meeting of stockholders, such stockholder must comply with the advance notice provisions of our bylaws. Those provisions require that such proposal must be received by our Secretary at 870 North Commons Drive, Aurora, Illinois 60504, not earlier than Tuesday, November 10, 2015 and not later than Thursday, December 10, 2015. Subject to certain exceptions set forth in our bylaws, such proposals must contain specific information concerning the person to be nominated or the matters to be brought before the meeting and concerning the stockholder submitting the proposal.

**HOUSEHOLDING OF PROXY MATERIALS**

The SEC has adopted rules that permit companies and intermediaries (e.g. brokers) to satisfy the delivery requirements with respect to two or more stockholders sharing the same address by delivering a single Notice of Internet Availability of Proxy Materials addressed to those stockholders. This process, which is commonly referred to as householding, potentially means additional convenience for stockholders, cost savings for companies and reduced environmental impact of our proxy materials.

A number of brokers with accountholders who are stockholders will be householding the Notice of Internet Availability of Proxy Materials. As indicated in the notice previously provided by these brokers to stockholders, a single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from an affected stockholder. Once you have received notice from your broker or us that communications to your address will be subject to householding, it will continue until you are notified otherwise.

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Stockholders who received a householded mailing this year and would like to have additional copies of the Notice of Internet Availability of Proxy Materials mailed to them, or would like to opt out of this practice for future mailings should submit a written request to our transfer agent, Computershare Trust Company, N.A., at P.O. Box 43010, Providence, Rhode Island 02940-3010 Attention: Shareholder Inquiries. We will promptly send additional copies of the Notice of Internet Availability of Proxy Materials upon receipt of such request.

Stockholders who currently receive multiple copies of the Notice of Internet Availability of Proxy Materials at their address and would like to request householding of their communications should contact their broker or, if a stockholder is a direct holder of shares of our common stock, they should submit a written request to our transfer agent, Computershare Trust Company, N.A., at P.O. Box 43010, Providence, Rhode Island 02940-3010 Attention: Shareholder Inquiries.

### **VOTING THROUGH THE INTERNET OR BY TELEPHONE**

Our stockholders voting through the internet should understand that there may be costs associated with electronic access, such as usage charges from access providers that must be borne by the stockholder. To vote by telephone if you are a record holder of our common stock, call toll free 1-800-690-6903 and follow the instructions provided by the recorded message. To vote by telephone if you are a beneficial owner of our common stock, call the toll free number listed in your Proxy Card or follow the instructions provided by your broker. To vote through the internet, go to [www.proxyvote.com](http://www.proxyvote.com) and follow the steps on the secured website. You also may access the proxyvote website by going to our website, [www.cabotcmp.com](http://www.cabotcmp.com), selecting Investor Relations on our Homepage, and then selecting Annual Meeting/Proxy from the dropdown menu.

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*Appendix A*

**CABOT MICROELECTRONICS CORPORATION**

**AUDIT COMMITTEE CHARTER**

**Purpose**

The purpose of the Audit Committee (the *Committee*) of the Board of Directors (the *Board*) of Cabot Microelectronics Corporation (the *Company*) is to oversee the *Company*'s accounting and financial reporting processes and the audit of its financial statements. The *Committee* is responsible for overseeing the *Company*'s accounting and system of internal controls, the quality and integrity of the *Company*'s financial reports and the independence and performance of the *Company*'s independent public accountants responsible for the annual audit and quarterly reviews of the *Company*'s financial statements (*independent auditor*). In so doing, the *Committee* should endeavor to maintain free and open means of communication between the members of the *Committee*, other members of the *Board*, the independent auditor, the senior and financial management of the *Company*, and with any employees of the *Company* or other individuals who desire to bring accounting, internal accounting controls, auditing, or other matters to the *Committee*'s attention.

In the exercise of its oversight responsibilities, it is not the duty of the *Committee* to plan or conduct audits or to determine that the *Company*'s financial statements fairly present the *Company*'s financial position and results of operation and are in accordance with generally accepted accounting principles. Instead, such duties remain the responsibility of management and the independent auditor. Nothing contained in this charter is intended to alter or impair the operation of the *business judgment rule* as interpreted by the courts under the Delaware General Corporation Law. Further, nothing contained in this charter is intended to alter or impair the right of the members of the *Committee* under the Delaware General Corporation Law to rely, in discharging their responsibilities, on the records of the *Company* and on other information presented to the *Committee*, *Board* or *Company* by officers or employees or by outside experts such as the independent auditor.

**Membership**

The *Committee* shall consist of at least three members of the *Board*. The members shall be appointed by action of the *Board*, upon recommendation of the Nominating and Corporate Governance Committee, and shall serve at the discretion of the *Board*. Each *Committee* member shall satisfy the *independence* and other requirements of relevant law, including rules adopted by the Securities and Exchange Commission (*SEC*), and the NASDAQ Stock Market LLC (*NASDAQ*). At least one member of the *Committee* shall satisfy the *financial expert* requirements of relevant law, including rules adopted by the *SEC*, and *NASDAQ*. Each member of the *Committee* shall be able to read and understand financial statements at the time of his or her appointment.

**Committee Organization and Procedures**

1. The Chair of the *Committee* shall be appointed by the *Board* by majority vote. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the *Committee*.
2. The *Committee* shall have the authority to establish its own rules and procedures consistent with the bylaws of the *Company* for notice and conduct of its meetings, should the *Committee*, in its discretion, deem it desirable to do so. Members of the *Committee* may participate telephonically in any meeting. A majority of the

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members of the Committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

3. The Committee shall meet as frequently as the Committee in its discretion deems desirable.

4. The Committee may, in its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, outside counsel, the director of internal audit and other personnel employed or retained by the Company, the Board or the Committee. The Committee shall meet periodically and as it deems appropriate with the independent auditor or the director of internal audit, outside counsel or other advisors in separate executive sessions to discuss any matters that the Committee believes should be addressed privately, without management's presence, and also shall meet periodically and as it deems appropriate in separate executive sessions with the Company's management.

5. The Committee may, in its discretion, retain and utilize the services of the Company's regular corporate legal counsel with respect to legal matters or its other advisors with respect to other matters or, at its discretion, retain other legal counsel or other advisors if it determines that such counsel or advice is necessary or appropriate under the circumstances.

6. The Committee shall have its own funding from the Company to pay for the services of the Company's independent auditors and any legal counsel or other advisors that are retained by the Committee.

7. The Secretary and General Counsel of the Company shall serve as Secretary of the Committee.

## **Responsibilities**

### *Independent Auditor*

8. The Committee has the sole and direct responsibility for selecting, appointing, terminating, compensating and overseeing the Company's independent auditor, as well as for resolving any disagreements between the independent auditors and management. The Committee shall only retain as independent auditor a firm, including representatives of the firm responsible for the Company's audit, that meets the requirements of relevant law, the Public Company Accounting Oversight Board (PCAOB), the SEC and NASDAQ. The independent auditor shall be accountable to the Committee for all matters, including the audit of the Company's annual financial statements and related services. The Committee shall select, appoint and periodically evaluate the performance of the independent auditor and, if necessary, replace the independent auditor. At the discretion of the Committee or to the extent required by relevant law, NASDAQ or the SEC, the Committee shall recommend to the Board the nomination of the independent auditor for stockholder ratification at any meeting of stockholders.

9. The Committee shall pre-approve the fees to be paid to the independent auditor and any other terms of the engagement of the independent auditor for any and all services (whether auditing services, audit-related services, tax services or permitted other (non-audit) services), to be provided by the independent auditor, in advance of such services being provided. The Committee may delegate such pre-approval of services to the Committee Chair, and the Committee Chair shall provide subsequent notification to the Committee of any such pre-approval at the next scheduled meeting of the Committee.

10. The Committee shall receive from the independent auditor and review, at least annually, a written statement delineating all relationships between the independent auditor and the Company, consistent with the PCAOB's Rule 3526, *Communication with Audit Committees Concerning Independence* (Rule 3526). The Committee shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor. If the Committee determines that further inquiry is advisable, the Committee shall take any appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

### *Annual Audit*

11. The Committee shall meet with the independent auditor and management of the Company in connection with each annual audit to discuss the scope of the audit and the procedures to be followed.

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12. The Committee shall review and discuss the audited financial statements with the management of the Company.

13. The Committee shall discuss with the independent auditor the matters required to be discussed by PCAOB AU Section 380 Communications with Audit Committees as then in effect including, among others, (i) the methods used to account for any significant unusual transaction reflected in the audited financial statements; (ii) the effect of significant and critical accounting policies in any controversial or emerging areas for which there is a lack of authoritative guidance or a consensus to be followed by the independent auditor; (iii) the process used by management in formulating particularly sensitive accounting estimates and the basis for the independent auditor's conclusions regarding the reasonableness of those estimates; and (iv) any disagreements with management over the application of accounting principles, the basis for management's accounting estimates or the disclosures in the financial statements.

14. The Committee shall, based on the review and discussions in paragraphs 11, 12, and 13 above, and based on the disclosures received from the independent auditor regarding its independence and discussions with the independent auditor regarding such independence in paragraph 10 above, recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

15. The Committee shall review and discuss with management, including the director of internal audit and, at its discretion, any provider of internal audit services, and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

*Quarterly Review*

16. The independent auditor is required to review the interim financial statements to be included in any Quarterly Report on Form 10-Q of the Company using professional standards and procedures for conducting such reviews, as established by generally accepted auditing standards as modified or supplemented by the SEC, prior to the filing of the Form 10-Q. The Committee shall discuss with management and the independent auditor in person, at a meeting, or by conference telephone call, the results of the quarterly review including such matters as significant adjustments, management judgments, accounting estimates, significant new accounting policies and disagreements with management. The Chair may represent the entire Committee for purposes of this discussion.

*Internal Controls*

17. The Committee shall discuss with the independent auditor and the director of internal audit, as well as management, at least quarterly, the adequacy and effectiveness of the accounting, financial and internal controls of the Company, and consider any recommendations for improvement of such internal control procedures.

18. The Committee shall be provided, and discuss with, the independent auditor and with management any material written communications between the independent auditor and management, including any summary of aggregated deficiencies or management letter provided by the independent auditor (or other auditor) and any other significant matters brought to the attention of the Committee by the independent auditor (or other auditor) as a result of its annual or other audit. The Committee should allow management adequate time to consider any such matters raised by the independent auditor (or other auditor).

19. The Committee shall meet with the Company's Chief Executive Officer, Chief Financial Officer, and other Company management as appropriate and as required by relevant law, including rules adopted by the SEC, PCAOB, and NASDAQ, on a regular basis to discuss the Company's internal controls structure and procedures and status, and disclosure controls and procedures and status.

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*Internal Audit*

20. The Committee shall review and preapprove the selection of the Company's director of internal audit, and any termination of employment of such person. The Committee shall be notified in advance of, and at its discretion review and preapprove, the selection of any third party provider of internal audit services. The Chair may represent the entire Committee for purposes of these matters.

21. The Committee shall discuss at least quarterly with the director of internal audit and, at its discretion other provider(s) of internal audit services (if any), the activities and organizational structure of the Company's internal audit function and the qualification of the primary personnel performing such function.

22. Management shall furnish to the Chair a copy of each internal audit report, and provide summaries thereof to the Committee, to whom it shall furnish a copy of each internal audit report if so requested by the Committee or any of its members.

23. The Committee shall, at its discretion, meet with the director of internal audit and other provider(s) of internal audit services (if any) to discuss any reports or any other matters brought to the attention of the Committee by the director of internal audit or other provider(s) of internal audit services (if any).

24. The director of internal audit and other provider(s) of internal audit services (if any) shall be granted unfettered access to the Committee.

*Other Responsibilities*

25. The Committee shall review and reassess the Committee's charter at least annually and submit any recommended changes to the Board for its consideration.

26. The Committee shall review and assess the Committee's fulfillment of its responsibilities pursuant to the Committee's charter at least annually and submit its conclusions in this regard to the Board for its consideration.

27. The Committee shall provide the report for inclusion in the Company's Annual Proxy Statement required by Item 407 of Regulation S-K of the SEC.

28. The Committee shall establish procedures in compliance with requirements of relevant law, including rules adopted by the SEC, and NASDAQ, for addressing matters and complaints brought to the Committee's attention by employees of the Company or other individuals regarding accounting, internal accounting controls, auditing, or other matters, and shall ensure that such complaints brought by employees are treated confidentially and anonymously to the extent required by law.

29. The Committee shall be responsible for receiving, dealing with, and responding to legal compliance reports relating to actual or alleged material violations of the securities laws, material breaches of fiduciary duties, or similar material violations.

30. The Committee shall have direct access to the Company's General Counsel, who serves as the Company's Chief Compliance Officer, and who has operational responsibility for the Company's compliance and ethics program, who in turn shall have direct reporting obligations to the Committee for related matters.

31. The Committee shall review and approve any related party transaction in advance of the Company's entering into any such related party transaction, and shall subsequently inform the Board of any such approval.

The Committee, through its Chair, shall report periodically, as deemed necessary or desirable by the Committee, but at least following its regularly scheduled meetings, to the full Board regarding the Committee's actions and recommendations, if any.

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*Appendix B*

**CABOT MICROELECTRONICS CORPORATION**  
**AUDIT COMMITTEE PRE-APPROVAL POLICY FOR SERVICES TO BE PROVIDED**  
**BY INDEPENDENT AUDITOR**

The Audit Committee (the *Committee*) of Cabot Microelectronics Corporation (the *Corporation*) has the sole and direct responsibility for selecting, appointing, terminating, compensating and overseeing the Company's independent auditor, as well as for resolving any disagreements between the independent auditors and management. Pursuant to the Committee's Charter, the Committee is required to pre-approve the audit and non-audit services performed by the Corporation's independent auditor in order to assure that the provision of such services does not impair the auditor's independence. Each type of service provided by the independent auditor will require specific pre-approval at a particular fee level by the Committee.

The Committee, through the Controller of the Corporation or another designated individual, will maintain a list of the Audit, Audit-related, Tax and All Other services that have been pre-approved by the Committee as of the particular date of the relevant list (the *List*), and will revise the list periodically, based on subsequent determinations of the Committee. The term of any pre-approval is twelve (12) months from the date of pre-approval, unless the Committee specifically provides for a different period.

**I. Delegation**

The Committee has delegated pre-approval authority to the Chairman of the Committee, and may delegate such pre-approval authority to others members of the Committee. The Chairman will report any pre-approval decisions to the Committee no later than at its next scheduled meeting. The Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

**II. Audit Services**

The annual Audit services engagement terms and fees will be subject to the specific pre-approval of the Committee. The Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope or other matters.

In addition to the annual Audit services engagement approved by the Committee, the Committee may grant pre-approval for other Audit services, which are those services that only the independent auditor reasonably can provide and such Audit services will be placed on the List. All other Audit services not on the List must be separately pre-approved by the Committee.

**III. Audit-Related Services**

Audit-related services, including internal control-related services, are assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and that are traditionally performed by the independent auditor. The Committee believes that the provision of Audit-related services does not impair the independence of the auditor. The List will contain the pre-approved Audit-related services. All other Audit-related services not on the List, and all internal control-related services, must be separately pre-approved by the Committee.

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### **IV. Tax Services**

The Committee believes that the independent auditor can provide Tax services to the Corporation such as tax compliance, tax planning and tax advice without impairing the auditor's independence. However, the Committee will not permit the retention of the independent auditor in connection with a transaction initially recommended by the independent auditor, the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The List will contain those Tax services that the Committee has pre-approved. All other Tax services not on the List must be separately pre-approved by the Committee.

### **V. All Other Services**

The Committee may grant pre-approval to those permissible non-audit services classified as All Other services that it believes are routine and recurring services, and would not impair the independence of the auditor. The List will contain All Other services that the Committee has pre-approved. Permissible All Other services not on the List must be separately pre-approved by the Committee.

A list of the Security and Exchange Commission's (SEC's) prohibited non-audit services is attached to this policy as Exhibit 1. The SEC's rules and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

### **VI. Pre-Approval Fee Levels**

At the time of pre-approval of services to be provided by the independent auditor, the Committee will establish an approved fee level for such services. Any increase in the fee level for such services will require additional specific pre-approval by the Committee.

### **VII. Supporting Documentation**

With respect to each proposed pre-approved service, the Committee will be provided with detailed back-up documentation, regarding the specific services to be provided.

### **VIII. Procedures**

Requests to provide services will be submitted to the Committee by both the independent auditor and the Corporation's Chief Financial Officer, Treasurer, Controller, or other designated officer, and each will state whether, in their view, the request is consistent with the SEC's rules on auditor independence.



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**EXHIBIT 1**

**PROHIBITED NON-AUDIT SERVICES**

Bookkeeping or other services related to the accounting records or financial statements of the audit client\*

Financial information systems design and implementation

Appraisal or valuation services\*, fairness opinions or contribution-in-kind reports

Actuarial services\*

Internal audit outsourcing services\*

Management functions

Human resources

Broker-dealer, investment adviser or investment banking services

Legal services

Expert services unrelated to the audit

(\* may be allowed in limited circumstances if reasonable to conclude that the results of these services will not be subject to audit procedures; check relevant SEC rules)

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**CABOT MICROELECTRONICS CORPORATION**

**ATTN: H. CAROL BERNSTEIN**

**870 N. COMMONS DRIVE**

**AURORA, IL 60504**

**Investor Address Line 1**

**Investor Address Line 2**

**Investor Address Line 3**

**Investor Address Line 4**

**Investor Address Line 5**

**John Sample**

**1234 ANYWHERE STREET**

**ANY CITY, ON A1A 1A1**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.



**NAME**

**CONTROL #**



**THE COMPANY NAME INC. - COMMON**

**SHARES**

**123,456,789,012.12345**

**THE COMPANY NAME INC. - CLASS A**

**123,456,789,012.12345**

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|  |                              |
|--|------------------------------|
| <b>THE COMPANY NAME INC. - CLASS B</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - CLASS C</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - CLASS D</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - CLASS E</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - CLASS F</b> | <b>123,456,789,012.12345</b> |
| <b>THE COMPANY NAME INC. - 401 K</b>   | <b>123,456,789,012.12345</b> |

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:  
x

PAGE 1 OF 2

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**For All** **Withhold All** **For All Except** To withhold authority to vote for any individual nominee(s), mark **For All Except** and write the number(s) of the nominee(s) on the line below.

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

1. Election of Directors  
**Nominees**
- 01 Barbara A. Klein      02 David H. Li      03 William P. Noglows

**The Board of Directors recommends you vote FOR proposals 2 and 3.**

|   | For | Against | Abstain |
|---|-----|---------|---------|
| 2 To approve, by non-binding advisory vote, executive compensation.   | ..  | ..      | ..      |
| 3 Ratification of the selection of PricewaterhouseCoopers LLP as the company's independent auditors for fiscal year 2015. | ..  | ..      | ..      |

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

|   |                          |      |                   |
|---|--------------------------|------|-------------------|
|   |                          |      |                   |
| <b>JOB #</b>  |                          |      | <b>SHARES</b>     |
|   |                          |      | <b>CUSIP #</b>    |
|   |                          |      | <b>SEQUENCE #</b> |
| Signature [PLEASE SIGN WITHIN BOX]<br>0000223932_1 R1.0.0.51160 | Signature (Joint Owners) | Date | 02 000000000      |

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice and Proxy Statement, Annual Report, Telephone/Internet insert (BR supplied) is/are available at [www.proxyvote.com](http://www.proxyvote.com).

**CABOT MICROELECTRONICS CORPORATION**

**ANNUAL MEETING OF STOCKHOLDERS MARCH 3, 2015- 8:00 A.M.**

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS**

The undersigned stockholder of CABOT MICROELECTRONICS CORPORATION, a Delaware corporation (the Company), hereby appoints William P. Noglows and H. Carol Bernstein, and each of them, proxies and attorneys-in-fact of the undersigned, each with full power of substitution, to attend and act for the undersigned at the Annual Meeting of Stockholders to be held on Tuesday, March 3, 2015 at 8:00 a.m., local time at Cabot Microelectronics Corporation, 870 North Commons Drive, Aurora, Illinois 60504, and at any adjournments or postponements thereof, and in connection therewith to vote and represent all of the shares of common stock of the Company which the undersigned would be entitled to vote.

Each of the above-named proxies at said meeting, either in person or by substitute, shall have and exercise all of the powers said hereunder. In their discretion, each of the above-named proxies is authorized to vote upon such other business incident to the conduct of the Annual Meeting as may properly come before the meeting or any postponements or adjournments thereof. The undersigned hereby revokes all prior proxies given by the undersigned to vote at said meeting.

**If no instructions are indicated herein, this proxy will be treated as a grant of authority to vote for the proposals and any other matters to be voted upon at the Annual Meeting or at any postponements or adjournments thereof.**

**CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE**

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