

KVH INDUSTRIES INC \DE\
Form DEF 14A
April 29, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

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

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

KVH INDUSTRIES, INC.

(Name of Registrant as Specified In Its Charter)

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

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KVH Industries, Inc.
Notice of Annual Meeting of Stockholders
to be held on June 8, 2011
and
Proxy Statement

IMPORTANT

Please mark, sign and date your proxy
and promptly return it in the enclosed envelope or
vote your proxy over the Internet or by telephone.

This proxy statement and form of proxy are first being mailed to stockholders on or about May 2, 2011.

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KVH Industries, Inc.

50 Enterprise Center

Middletown, RI 02842-5279

April 29, 2011

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of KVH Industries, Inc. Our meeting will be held at the offices of KVH Industries, Inc., 50 Enterprise Center, Middletown, Rhode Island, on Wednesday, June 8, 2011, beginning at 11:00 a.m. local time.

At this year's annual meeting, stockholders will be asked to take the following actions:

elect two directors;

consider a non-binding say on pay vote regarding the compensation of our named executive officers;

consider a non-binding say on frequency vote regarding the frequency of holding the vote on our executive compensation program (once every year, every two years or every three years);

ratify the appointment of KPMG LLP as our independent registered public accounting firm; and

vote upon any other matters appropriate to the meeting.

We have provided additional information about these items and the annual meeting in the attached notice of annual meeting and proxy statement.

Whether or not you plan to attend the annual meeting, we hope you will vote as soon as possible. You may vote over the Internet, by telephone, or by mailing a completed proxy card. Voting your proxy will ensure your representation at the annual meeting. If you hold your shares indirectly, such as through a brokerage firm or similar institution, you should follow the voting instructions provided by that firm.

I urge you to review the proxy materials carefully and to vote for the proposals described in the proxy statement.

Thank you for your cooperation, continued support, and interest in KVH Industries, Inc. I hope to see you at the annual meeting.

Sincerely,

Martin A. Kits van Heyningen
President, Chief Executive Officer and

Chairman of the Board of Directors

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KVH INDUSTRIES, INC.

Notice of Annual Meeting of Stockholders

to be held on June 8, 2011

KVH Industries, Inc., hereby gives notice that it will hold its annual meeting of stockholders at the offices of KVH Industries, Inc., 50 Enterprise Center, Middletown, Rhode Island, on Wednesday, June 8, 2011, beginning at 11:00 a.m., local time, for the following purposes:

1. To consider and vote upon the election of two Class III directors;
2. To consider a non-binding say on pay vote regarding the compensation of our named executive officers;
3. To consider a non-binding say on frequency vote regarding the frequency of holding the vote on our executive compensation program (once every year, every two years or every three years);
4. To ratify the appointment of KPMG LLP as our independent registered public accounting firm; and
5. To transact such further business as may properly come before the annual meeting or any adjournment of the meeting.

Our Board of Directors has fixed the close of business on Friday, April 15, 2011 as the record date for the determination of the stockholders entitled to receive notice of, and to vote at, the annual meeting and any adjournment of the meeting. Only stockholders of record on April 15, 2011 are entitled to receive notice of, and to vote at, the annual meeting or any adjournment of the meeting.

By Order of the Board of Directors,

Felise Feingold

Secretary

Middletown, Rhode Island

April 29, 2011

YOUR VOTE IS IMPORTANT

**Please sign and return the enclosed proxy, whether or not you
plan to attend the annual meeting.**

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Important Notice Regarding the Availability of Proxy Materials

for the Annual Meeting of Stockholders to be Held on June 8, 2011

This proxy statement and our 2010 annual report to stockholders are available on the Internet at www.kvh.com/annual. You can read, print, download and search these materials at that website. The website does not use cookies or other tracking devices to identify visitors.

You can obtain directions to be able to attend the meeting and vote in person at www.kvh.com/annual.

None of the information on our website or elsewhere on the Internet forms a part of this proxy statement or is incorporated by reference into this proxy statement.

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ANNUAL MEETING OF STOCKHOLDERS

Purpose of the annual meeting

At the annual meeting, we will submit the following proposals to our stockholders:

- Proposal One:** To elect two Class III directors to a three-year term.
- Proposal Two:** To consider a non-binding say on pay vote regarding the compensation of our named executive officers.
- Proposal Three:** To consider a non-binding say on frequency vote regarding the frequency of the vote on our executive compensation program (once every year, every two years or every three years).
- Proposal Four:** To ratify the appointment of KPMG LLP as our independent registered public accounting firm.

Our Board of Directors does not intend to present to the annual meeting any business other than the proposals described in this proxy statement. Our Board of Directors was not aware, a reasonable time before mailing this proxy statement to stockholders, of any other business that may be properly presented for action at the annual meeting. If any other business should come before the annual meeting, the persons present will have discretionary authority to vote the shares they own or represent by proxy in accordance with their judgment, to the extent authorized by applicable regulations.

Record date

Our Board of Directors has fixed the close of business on Friday, April 15, 2011, as the record date for the annual meeting. Only stockholders of record as of the close of business on that date are entitled to receive notice of the annual meeting, and to vote at, the annual meeting. At the close of business on the record date, there were 15,555,444 shares of our common stock outstanding. Each share of common stock outstanding on the record date will be entitled to cast one vote.

Methods of voting

The shares represented by your properly signed proxy card will be voted in accordance with your directions. If you do not specify a choice with respect to a proposal for which our Board of Directors has made a recommendation, the shares covered by your signed proxy card will be voted as recommended in this proxy statement. We encourage you to vote on all matters to be considered.

Voting by mail:

By signing and returning the proxy card in the enclosed envelope, you are enabling the individual named on the proxy card (known as proxy) to vote your shares at the meeting in the manner you indicate. We encourage you to sign and return the proxy card even if you plan to attend the meeting. In this way, your shares will be voted even if you are unable to attend the meeting. If you received more than one proxy card, it is an indication that your shares are held in multiple accounts. Please sign and return all proxy cards to ensure that all of your shares are voted.

Voting by telephone:

To vote by telephone, please follow the instructions included on your proxy card. If you vote by telephone, you do not need to complete and mail your proxy card.

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Voting on the Internet:

To vote on the Internet, please follow the instructions included on your proxy card. If you vote on the Internet, you do not need to complete and mail your proxy card.

Voting in person at the meeting:

If you plan to attend the meeting and vote in person, we will provide you with a ballot at the meeting. If your shares are registered directly in your name, you are considered the stockholder of record and you have the right to vote in person at the meeting. If your shares are held in the name of your broker or other nominee, you are considered the beneficial owner of the shares held in street name. If you wish to vote shares held in street name at the meeting, you will need to bring with you to the meeting a legal proxy from your broker or other nominee authorizing you to vote your shares.

You can obtain directions to be able to attend the meeting and vote in person at www.kvh.com/annual. None of the information on our website or elsewhere on the Internet forms a part of this proxy statement or is incorporated by reference into this proxy statement.

Quorum requirement

Our by-laws provide that a quorum consists of a majority of the shares of common stock outstanding and entitled to vote at the annual meeting. Shares of common stock represented by a properly signed and returned proxy will be treated as present at the annual meeting for purposes of determining the existence of a quorum at the annual meeting. In general, votes withheld from any nominee for election as director, abstentions, if applicable, and broker non-votes, if applicable, are counted as present or represented for purposes of determining the existence of a quorum at the annual meeting. A non-vote occurs when a broker or nominee holding shares for a beneficial owner returns a proxy but does not vote on a proposal because the broker or nominee does not have discretionary voting power and has not received instructions from the beneficial owner.

Votes required; tabulation of votes

A plurality of the votes properly cast at the annual meeting will be necessary to elect each Class III director to a three-year term (proposal 1) and to approve the advisory vote on the frequency of holding future advisory votes regarding the approval of our executive compensation (proposal 3). Approval of the advisory vote on the approval of our executive compensation (proposal 2) and approval of the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011 (proposal 4) each requires the affirmative vote of the holders of a majority of the votes cast at the annual meeting. Proposals 2 and 3 are non-binding proposals.

Abstentions and broker non-votes will not be included in calculating the number of votes cast on any proposal. Abstentions and broker non-votes will not have any effect on the outcome of the vote on any of the proposals described in this proxy statement.

Our transfer agent, Computershare Trust Company, N.A., will separately tabulate the votes on each matter presented to the stockholders at the annual meeting.

Solicitation of proxies

We are soliciting proxies on behalf of our Board of Directors. No compensation will be paid by any person in connection with our solicitation of proxies. We will reimburse brokers, banks and other nominees for the out-of-pocket expenses and other reasonable clerical expenses they incur in obtaining instructions from

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beneficial owners of our common stock. In addition to our solicitation by mail, our directors, officers and employees may make special solicitations of proxies personally or by telephone, facsimile, courier or e-mail. We expect that the expense of any special solicitation will be nominal. We will pay all expenses incurred in connection with this solicitation.

Revocability of proxy

You may revoke your proxy at any time before it is voted at the meeting. In order to revoke your proxy, you must either:

sign and return another proxy card with a later date;

provide written notice of the revocation of your proxy to our secretary; or

attend the meeting and vote in person.

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PROPOSAL ONE: ELECTION OF DIRECTORS

Proposal One concerns the election of two Class III directors for three-year terms.

Our Board of Directors currently consists of six directors and is divided into three classes. We refer to these classes as Class I, Class II and Class III. The term of one class of directors expires each year at the annual meeting of stockholders. Each director also continues to serve as a director until his or her successor is duly elected and qualified. This year, the term of the Class III directors is expiring.

Our Nominating and Corporate Governance Committee has nominated Robert W.B. Kits van Heyningen and Bruce J. Ryan to serve as Class III directors for a three-year term. Our stockholders elected Messrs. Robert W.B. Kits van Heyningen and Bruce J. Ryan at our annual meeting of stockholders in May 2008, and their current terms will expire at the 2011 annual meeting.

Proxies will not be voted at the 2011 annual meeting for more than two candidates.

Messrs. Robert W.B. Kits van Heyningen and Bruce J. Ryan have agreed to serve if elected, and we have no reason to believe that they will be unable to serve. If either of them is unable or declines to serve as a director at the time of the annual meeting, proxies will be voted for another nominee that our Board of Directors will designate at that time.

A plurality of the votes properly cast at the annual meeting will be necessary to elect each Class III director to a three-year term.

Our Board of Directors recommends that you vote FOR the election of Messrs. Robert W.B. Kits van Heyningen and Bruce J. Ryan as our Class III directors.

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PROPOSAL TWO: ADVISORY VOTE ON EXECUTIVE COMPENSATION

Proposal Two concerns the consideration of an advisory vote on executive compensation.

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act enacted in July 2010, or the Dodd-Frank Act, and Section 14A of the Securities Exchange Act of 1934, as amended, or the Exchange Act, our shareholders are entitled to vote at the annual meeting to approve the compensation of our named executive officers as described in the Compensation Discussion and Analysis section, the executive compensation tables and the accompanying narrative disclosure set forth in this proxy statement. This proposal is commonly referred to as a say on pay proposal. Pursuant to the Dodd-Frank Act, the shareholder vote on executive compensation is an advisory vote only, and it is not binding on us or our Board of Directors.

We designed our executive compensation program to provide an appropriate mix of fixed and variable pay, to balance short-term operational performance with long-term shareholder value, and to encourage executive recruitment and retention. Our 2010 executive compensation program provided for (a) fixed compensation in the form of salaries designed to provide a competitive baseline of compensation, (b) short-term variable compensation in the form of a cash-based incentive compensation program designed to reward achievement of our financial and business goals for 2010 and (c) long-term variable compensation in the form of equity awards designed to reward our executives primarily through increases in the price of our common stock. We believe that our executive compensation program appropriately implemented our pay-for-performance philosophy and gave appropriate incentives to our named executive officers to increase shareholder value.

Highlights of our executive compensation program include the following:

Base Salary. Base salaries of our named executive officers provide fixed compensation to reward individual value that the executive brings to us through experience and past and expected future contributions to our success while factoring in our specific needs and the base salaries of executives with comparable responsibilities at similar organizations. Annually, with the assistance of Radford Surveys and Consulting, or Radford, an Aon Consulting Company, the Compensation Committee has reviewed the base salaries of our named executive officers against those of a peer group of companies and other survey data (collectively, survey data). For 2010, the base salaries of all named executive officers approximated the 50th percentile of this survey data. We believe that aligning the base salaries of our named executive officers with appropriate benchmarks is especially critical to a competitive compensation program, as other elements of our compensation are determined as a percentage of base salary.

Annual Cash-based Incentive Compensation. In 2010, we implemented a cash-based incentive compensation plan that tied executive pay to the achievement of our annual business and financial goals and certain individual performance goals set at the beginning of the year. This incentive program awarded compensation based on the degree to which our actual financial results met the financial goals of our internal business plan and the degree to which the executives met their individual performance goals. In 2010, our formula tied 75% of the executives' target incentive compensation directly to corporate performance and 25% to individual performance goals. The Compensation Committee gave greater weight in the formula to corporate performance because it wished to align our executives' interest with strong corporate performance and to promote cooperation among them. The target incentive compensation (as a percentage of base salary) selected for the named executive officers was generally positioned at the 50th percentile of the survey data. The corporate performance goal was based on our progress against our business strategy for 2010. In assessing this progress, the Compensation Committee gave primary consideration to our achievement of our goal for earnings before interest, taxes, depreciation, amortization and equity-based compensation expenses, or Adjusted EBITDA. The Compensation Committee selected Adjusted EBITDA as a performance measure because it believed that Adjusted EBITDA was a strong operating measurement of how well or poorly we performed from a financial standpoint. As a percentage of base salary, cash-based incentive

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compensation awarded to the named executive officers for 2010 performance ranged from 7% above to 8% below the 50th percentile of the survey data for the applicable position.

Long-term Equity Incentives. Equity incentives are designed to reward the achievement of long-term growth in the price of our common stock. The equity grants to our named executive officers in 2010 consisted of restricted stock awards, with four year vesting periods designed to encourage the executives to focus on the long-term performance of our stock price. In addition, thirty percent of the restricted stock awards granted to the named executive officers in 2010 were performance-based, since vesting was also contingent upon attaining the fiscal 2010 performance goals as determined by the Compensation Committee. The Compensation Committee believed that granting equity incentives was the best method of motivating the named executive officers to manage our operations in a manner that is consistent with the long-term interests of our stockholders. The fair values of the equity awards granted to the named executive officers in 2010 were between the 50th and 75th percentile of the survey data. For the years 2010 to 2012, we have committed to maintain an average annual equity burn rate that does not exceed 5.15% (determined at the end of fiscal year 2012).

Pay Practices. We do not use certain pay practices that shareholder advocates consider to be problematic. For example, we do not provide extensive perquisites to our named executive officers, we do not have long-term employment agreements, we do not have guaranteed severance programs and we do not provide any tax gross-ups. We have no guaranteed salary increases, no guaranteed bonuses and no cash-based incentive compensation programs that are not tied to our performance.

Consultant Independence. Our Compensation Committee's independent consultant is retained directly by the Compensation Committee, provides no other services to us, and has provided the Committee with a written attestation of its independence from management.

The Compensation Discussion and Analysis beginning on page 14 of this Proxy Statement, further describes our compensation program for our named executive officers and the decisions made by the Compensation Committee with respect to 2010.

Stockholders are being asked to vote on the following resolution:

RESOLVED: That the stockholders of KVH Industries, Inc. hereby approve, on an advisory basis, the compensation of the corporation's named executive officers, as described in the Compensation Discussion and Analysis section, the executive compensation tables and the accompanying narrative disclosure set forth in the corporation's proxy statement for the 2011 annual meeting of stockholders.

Approval of this proposal requires the affirmative vote of the holders of a majority of the votes cast on the proposal at the annual meeting.

As an advisory vote, this proposal is not binding. The outcome of this advisory vote will not determine or overrule any decision by our directors or officers, create or imply any change to the fiduciary duties of our directors or officers or create or imply any additional fiduciary duties for our directors or officers. However, our Compensation Committee and Board of Directors value the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers.

Our Board of Directors unanimously recommends that you vote FOR the approval of the compensation of our named executive officers, as described in the Compensation Discussion and Analysis section, the executive compensation tables and the accompanying narrative disclosure set forth in this proxy statement.

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PROPOSAL THREE: FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION

Proposal Three concerns the advisory vote on the frequency of holding future executive compensation advisory votes.

In Proposal Two, we are providing our stockholders the opportunity to vote to approve, on an advisory basis, the compensation of our named executive officers. Under the Dodd-Frank Act and Section 14A of the Exchange Act, our stockholders are also entitled to cast an advisory vote regarding the frequency of holding future advisory votes on the compensation of our named executive officers. Under this Proposal Three, stockholders may vote for a frequency of every one, two, or three years, or may abstain.

The Board of Directors will take into consideration the outcome of the vote on this proposal in making a determination about the frequency of future advisory votes on the compensation of our named executive officers. However, because this vote is advisory and non-binding, our Board may decide that it is in the best interests of our stockholders to hold the advisory vote more or less frequently than the frequency that receives the most support from stockholders.

After careful consideration, the Board of Directors believes that the advisory vote on the compensation of our named executive officers should be held every three years, and therefore our Board recommends that you vote for a frequency of every THREE YEARS for future advisory votes on the compensation of our named executive officers for the following reasons:

We believe our executive compensation program is competitive and designed to reward management based on our operating and stock price performance. Although we pay competitive salaries, a substantial portion of each executive's potential compensation comes either from our management incentive plan or from increases in the value of equity awards, which appreciate only if the price of our common stock increases. Payments under the management incentive plan that are tied to corporate performance are generally made only if we meet the threshold of performance set by the Compensation Committee, and those payments become substantial in relation to the executives' salaries only if performance meets or exceeds the targets set by the Committee. Although grants of restricted stock have a certain value at the time of vesting, the executives will realize substantial gains only if our stock price improves over time; those gains are shared directly by our stockholders. Accordingly, we believe that our executive compensation program provides a competitive baseline of compensation but otherwise rewards executives only for improvements in either operating or stock price performance.

The structure of our executive compensation program has generally not changed from year to year. Since January 2007, our Compensation Committee has utilized the independent consulting services of Radford and has been targeting and paying total direct compensation at approximately the 50th percentile of the relevant survey data, and we have been using the same basic management incentive plan structure for that entire time. Although the specific performance targets set forth in the management incentive plan have changed in recent years from earnings per share to Adjusted EBITDA, those changes were made primarily to exclude non-performance-related factors (such as unusual tax matters). In light of our generally consistent executive compensation program, we do not believe that an annual vote on essentially the same program is useful or necessary.

We believe that an annual say on pay vote would place too much emphasis on short-term results and would not properly take into account the nature of our business. For example, our defense business generates inconsistent revenue because of the nature of the applicable government procurement programs and fluctuations in military requirements, which can vary according to the scope of wartime engagements. These matters are far outside the direct control of our management. Accordingly, our defense revenue can vary dramatically (in either direction) from year to year regardless of the efforts of our management team. Similarly, the rollout of our new mini-VSAT business is having a multi-year adverse impact on our operating results as we establish new satellite coverage areas and seek to grow our business in those areas. We have substantially increased our operating costs in order to facilitate

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and grow future airtime revenues. In light of these aspects of our business, we think an annual vote on our executive compensation program would inevitably focus stockholders' attention only on the results for the most recent year rather than on multi-year trends and investments that are directed at longer-term results. We think a triennial vote would allow stockholders to assess our management's performance over the entire three-year period for which compensation is reported, which we think would lead to a more reasonable assessment of that performance.

We also think that an annual vote allows insufficient time to respond properly to a negative or weakly positive "say on pay" vote. We typically establish salaries, define the performance goals of the management incentive plan and award equity compensation in the first few months of each calendar year, well before the annual meeting of stockholders. As a result, by the time of the stockholder vote in the current year on our executive compensation for the prior year, the current year's compensation program would be well underway. Accordingly, in the event of a negative or weakly positive vote, we would likely not have a meaningful opportunity to engage with stockholders and settle upon any appropriate changes to our executive compensation program for the current year. Since the current year's executive compensation program is likely to be substantially similar to the program that received a negative or weakly positive vote, an advisory vote held in the following year on the current year's compensation program would likely lead to the same or a similar outcome. In effect, the outcome of the vote on the current year's program would be largely determined before the Compensation Committee even knew of or had time to respond to any concerns of stockholders. We believe a triennial vote would provide sufficient time for us to solicit specific input from our largest stockholders relative to our executive compensation program, evaluate proposed changes to the program and make any appropriate revisions to the program.

We believe that a dialogue with our shareholders about executive compensation should be ongoing and that a formal vote at an annual meeting will provide us with only limited information about the nature of any shareholder concerns regarding our executive compensation. We encourage our shareholders to convey their compensation concerns to us on a real-time basis.

We note that stockholders will have additional opportunities to vote on matters relating to our executive compensation. Under the rules of the Nasdaq Stock Market, Inc., we must seek stockholder approval of new equity compensation plans and material revisions to our existing equity compensation plans, regardless of whether we also submit to stockholders a "say on pay" vote in the year in which we seek such approval.

A plurality of the votes properly cast on this proposal at the annual meeting will be necessary to approve the frequency of holding future advisory votes on the compensation of our named executive officers. Stockholders are not voting to approve or disapprove the recommendation of the Board of Directors on this proposal.

Our Board of Directors recommends that you vote for a frequency of once every THREE YEARS for future non-binding advisory votes on the compensation of our named executive officers.

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PROPOSAL FOUR: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Proposal Four concerns the ratification of the appointment of KPMG LLP as our independent registered public accounting firm.

In accordance with its charter, the Audit Committee has selected the firm of KPMG LLP, an independent registered public accounting firm, to be our independent auditor for the year ending December 31, 2011 and, with the endorsement of the Board of Directors, recommends to stockholders that they ratify such appointment. KPMG LLP has served in this capacity since fiscal 1994. Its representatives will be present at the annual meeting and will have an opportunity to make a statement and be available to respond to appropriate questions.

A majority of the votes properly cast at the annual meeting will be necessary to ratify the selection by the Audit Committee of our Board of Directors of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2011. Abstentions and broker non-votes will not be included in calculating the number of votes cast on the proposal.

Our Board of Directors recommends that you vote FOR the proposed ratification of the appointment by our Audit Committee of KPMG LLP as our independent registered public accounting firm.

Table of Contents**DIRECTORS AND EXECUTIVE OFFICERS**

Our executive officers and directors are as follows:

Name	Age	Position
Martin A. Kits van Heyningen	52	President, Chief Executive Officer and Chairman of the Board of Directors
Patrick J. Spratt	63	Chief Financial Officer
Robert J. Balog	47	Senior Vice President, Engineering
Brent C. Bruun	45	Vice President, Global Sales and Business Development
Daniel R. Conway	57	Vice President, Business Development
James S. Dodez	52	Vice President, Marketing and Strategic Planning
Felise B. Feingold	41	Vice President, General Counsel and Secretary
Robert W.B. Kits van Heyningen	54	Vice President, Research and Development and Director
Mark S. Ain ⁽¹⁾⁽²⁾⁽³⁾	68	Director
Stanley K. Honey ⁽¹⁾⁽³⁾	56	Director
Bruce J. Ryan ⁽¹⁾⁽²⁾⁽³⁾	67	Director
Charles R. Trimble ⁽¹⁾⁽²⁾⁽³⁾	69	Director

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

(3) Member of the Nominating and Corporate Governance Committee.

Our executive officers are appointed by, and serve at the discretion of, our Board of Directors. Robert W.B. Kits van Heyningen is the brother of Martin A. Kits van Heyningen. Arent H. Kits van Heyningen, our chief scientist, is the father of Martin A. Kits van Heyningen and Robert W.B. Kits van Heyningen. Kathleen Keating, our creative director, is the wife of Martin A. Kits van Heyningen. Paula Conway, our program manager, is the wife of Daniel R. Conway.

Directors serving a term expiring at the 2011 annual meeting (Class III directors):

Robert W.B. Kits van Heyningen, one of our founders, has served as one of our directors since 1982 and as our vice president of research and development since April 1998. From September 2008 to June 2009, he also served as an Adjunct Professor at the University of Rhode Island School of Engineering. From 1982 to April 1998, he served as our vice president of engineering. From 1979 to 1982, Mr. Kits van Heyningen was an associate engineer at the Submarine Signal Division of Raytheon Company and from 1977 to 1984, he served as a consultant to various companies and universities. Mr. Kits van Heyningen received a B.S. in physics from McGill University with a minor in computer science. Our Nominating and Corporate Governance Committee determined that Mr. Kits van Heyningen should serve as a director because of his more than 30 years of industry experience, combined with his extensive background in engineering, as well as his 29 years of experience as a member of our Board of Directors.

Bruce J. Ryan has served as one of our directors, the Chairman of our Audit Committee, and a member of our Compensation Committee since July 2003. He has also been a member of our Nominating and Corporate Governance Committee since February 2004. Mr. Ryan is currently involved in private consulting. From February 1998 to November 2002, he served as executive vice president and chief financial officer of Global Knowledge Network, a provider of information technology and computer software training programs and certifications. From 1994 to 1998, he served as the executive vice president and chief financial officer of Amdahl Corporation, a provider of information technology solutions. Mr. Ryan previously had a 25-year career at Digital Equipment Corporation, where he served in various executive positions, including senior vice president of the financial services, government and professional services business group. He currently serves on the Board of Director of two private companies and served as a director of UTStarcom, Inc. from April 2008 to December 2010. He received a B.S. in business administration from Boston College and an M.B.A. from Suffolk

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University. Our Nominating and Corporate Governance Committee determined that Mr. Ryan should serve as a director because of his more than seven years of experience as a member of our Board of Directors combined with his experience as a member of the Board of Directors for numerous private and public companies, his familiarity with accounting matters, as well as his executive and management experience serving as executive vice president and chief financial officer of Global Knowledge Network and Amdahl Corporation, both providers of information technology, and his 25 years of experience at Digital Equipment Corporation.

Directors serving a term expiring at the 2012 annual meeting (Class I directors):

Mark S. Ain has served as one of our directors since 1997, the Chairman of our Compensation Committee since 1997, a member of our Audit Committee since 2000 and a member of our Nominating and Corporate Governance Committee since February 2004. He is the Chairman of the Board of Directors of Kronos Incorporated, which he founded in 1977 and served as CEO until 2006. Mr. Ain also serves on the Boards of Directors of LTX-Credence Corporation, VeruTEK Technologies, Inc., and various private companies and charitable organizations. He received a B.S. from the Massachusetts Institute of Technology and an M.B.A. from the University of Rochester. Our Nominating and Corporate Governance Committee determined that Mr. Ain should serve as a director because of his 14 years of experience as a member of our Board of Directors combined with his executive and management experience serving as founder, chief executive officer and Chairman of the Board of Directors of Kronos Incorporated as well as his experience as a member of the Board of Directors of LTX-Credence Corporation, VeruTEK Technologies and various private companies.

Stanley K. Honey has served as one of our directors since 1997 and a member of our Nominating and Corporate Governance Committee since February 2004. Mr. Honey was a member of the Audit Committee from 1997 to 2003 and was reappointed in February 2011. Mr. Honey has been serving as the Director of Technology for the America's Cup Event Authority since April 2011. From January 2004 through January 2005, Mr. Honey served as the chief scientist of Sportvision Systems, LLC, which he co-founded in November 1997. He served as president and chief technology officer of Sportvision Systems, LLC, from 2000 to January 2004 and as its executive vice president and chief technology officer from 1998 to 2000. From 1993 to 1997, Mr. Honey served as executive vice president of technology for the New Technology Group of News Corporation. From 1989 to 1993, Mr. Honey served as president and chief executive officer of ETAK, Inc., a wholly owned subsidiary of News Corporation. Mr. Honey founded ETAK in 1983 and served as its executive vice president of engineering until News Corporation acquired it in 1989. Mr. Honey received a B.S. from Yale University and an M.S. from Stanford University. Our Nominating and Corporate Governance Committee determined that Mr. Honey should serve as a director because of his 14 years of experience as a member of our Board of Directors as well as his executive and management experience serving in numerous senior level executive positions, his experience as co-founder of Sportvision Systems, LLC and founder of ETAK and his extensive knowledge of our marine customer base and the industry.

Directors serving a term expiring at the 2013 annual meeting (Class II directors):

Martin A. Kits van Heyningen, one of our founders, has served as our president and a director since 1982, chief executive officer since 1990, and as our Chairman of the Board of Directors since 2007. From 1980 to 1982, Mr. Kits van Heyningen was employed by the New England Consulting Group, a marketing consulting firm, as a marketing consultant. Mr. Kits van Heyningen received a B.A., cum laude, from Yale University and has been issued six patents. Our Nominating and Corporate Governance Committee determined that Mr. Kits van Heyningen should serve as a director because of his more than 30 years of industry experience as well as his executive leadership and management experience as founder, president, chief executive officer and Chairman of the Board of Directors of the Company.

Charles R. Trimble has served as one of our directors since 1999, a member of our Audit Committee since 2001, a member of our Compensation Committee since 2000 and a member of our Nominating and Corporate

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Governance Committee since February 2004. From 1981 to 1998, he served as the president and chief executive officer of Trimble Navigation Limited, a GPS company that he founded in 1978. Previously, he served as the manager of integrated circuit research and development at Hewlett-Packard's Santa Clara Division. Mr. Trimble is an elected member of the National Academy of Engineering, and he has been Chairman of the United States GPS Industry Council since 1996. In addition, Mr. Trimble is a member of the California Institute of Technology (Caltech) Board of Trustees. He received a B.S. in engineering physics, with honors, and an M.S. in electrical engineering from the California Institute of Technology. Our Nominating and Corporate Governance Committee determined that Mr. Trimble should serve as a director because of his 12 years of experience as a member of our Board of Directors combined with his executive leadership and management experience as co-founder, president and chief executive officer of Trimble Navigation Limited as well as his experience as an elected member of the National Academy of Engineering, Chairman of the United States GPS Industry Council and a member of the California Institute of Technology Board of Trustees.

Our executive officers who are not also directors are listed below:

Patrick J. Spratt has served as our chief financial officer since July 2002. From April 2001 to June 2002, Mr. Spratt served as an independent consultant, including service as the chief financial officer of FabCentric, Inc., a provider of productivity software for semiconductor manufacturing, from April 2001 until its acquisition in December 2001. From January 2000 to April 2001, Mr. Spratt served as a director and the chief financial officer of NEGEN Access, Inc., an early-stage broadband telecommunications company. From 1998 to January 2000, he served as the chief financial officer of

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This announcement will also be available on HSBC's website at www.hsbc.com/sea

Enquiries to:
Lauren Brown
Shareholder Services Team
+ 44 (0) 207 992 3761

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HSBC Holdings plc

By:

Name: Ben J S Mathews

Title: Group Company Secretary

Date: 06 October 2016