

COGNEX CORP  
Form DEF 14A  
March 18, 2014  
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**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**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
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

**COGNEX CORPORATION**

*(Name of Registrant as Specified In Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

**Payment of Filing Fee (Check the appropriate box):**

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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**COGNEX CORPORATION**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held on April 29, 2014**

To the Shareholders:

The 2014 Annual Meeting of Shareholders of COGNEX CORPORATION will be held at 9:00 a.m. local time on Tuesday, April 29, 2014, at Cognex's headquarters at One Vision Drive, Natick, Massachusetts, for the following purposes:

1. To elect three Directors to serve for a term of three years, all as more fully described in the proxy statement for the meeting.
2. To cast a non-binding advisory vote to approve executive compensation ( "say-on-pay" ).
3. To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2014.
4. To consider and act upon any other business which may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on March 7, 2014 as the record date for the meeting. All shareholders of record on that date are entitled to receive notice of and to vote at the meeting.

The proposal for the election of Directors relates solely to the election of three Directors nominated by the Board of Directors and does not include any other matters relating to the election of Directors, including, without limitation, the election of Directors nominated by any shareholder of Cognex Corporation.

The proxy statement for the meeting includes a description of certain amendments to the by-laws of Cognex Corporation that were adopted by the Board of Directors. See the section titled "Notice of Amendments to By-Laws" for further information.

**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE VOTE YOUR SHARES BY TELEPHONE, VIA THE INTERNET, OR BY COMPLETING AND RETURNING A PROXY CARD. IF YOU ATTEND THE MEETING, YOU MAY CONTINUE TO HAVE YOUR SHARES VOTED AS INSTRUCTED IN THE PROXY OR YOU MAY WITHDRAW YOUR PROXY AT THE MEETING AND VOTE YOUR SHARES IN PERSON.**

By Order of the Board of Directors

Richard A. Morin, *Secretary*

Natick, Massachusetts

March 19, 2014

**Important**

Please note that due to security procedures, you may be required to show a form of picture identification to gain access to our headquarters. Please contact the Cognex Department of Investor Relations at (508) 650-3000 if you plan to attend the meeting.

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**COGNEX CORPORATION**  
**PROXY STATEMENT**  
**INFORMATION ABOUT THE MEETING**  
**AND VOTING PROCEDURES**

**General**

This proxy statement is being furnished to you in connection with the solicitation of proxies by the Board of Directors of Cognex Corporation (Cognex) for use at the 2014 Annual Meeting of Shareholders to be held at 9:00 a.m. local time on Tuesday, April 29, 2014, at our headquarters at One Vision Drive, Natick, Massachusetts 01760, and at any adjournments or postponements of that meeting. Our telephone number is (508) 650-3000. At this meeting, shareholders will consider and vote on the following proposals:

1. To elect three Directors to serve for a term of three years, all as more fully described in this proxy statement.
2. To cast a non-binding advisory vote to approve executive compensation (say-on-pay).
3. To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2014.
4. To consider and act upon any other business which may properly come before the meeting or any adjournment or postponement thereof.

This proxy statement is first being made available to our shareholders on or about March 19, 2014.

**Voting Rights and Quorum**

Shareholders of record at the close of business on March 7, 2014 (the Record Date) are entitled to receive notice of and to vote at the meeting. As of the close of business on the Record Date, there were 87,040,711 shares of our common stock outstanding and entitled to vote. Each outstanding share of our common stock entitles the record holder to one vote.

The holders of a majority in interest of our common stock outstanding on the Record Date for the meeting are required to be present in person or be represented by proxy at the meeting in order to constitute a quorum for the transaction of business. Following the determination of a quorum, the election of a nominee for Director will be decided by a plurality of the votes cast. Votes may be cast for or withheld from each nominee. Other matters presented at the meeting require the favorable vote of a majority of the votes cast on the matter.

**Treatment of Abstentions and Broker Non-Votes**

We will count both abstentions and broker non-votes as present for the purpose of determining the existence of a quorum for the transaction of business. However, for the purpose of determining the number of shares voting on a particular proposal, we will not count abstentions and broker non-votes as votes cast or shares voting. A broker non-vote refers to shares held by a broker or nominee that does not have the authority, either express or discretionary, to vote on a particular matter.

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### **Voting Your Shares**

If you received a paper copy of the proxy materials, you may vote your shares by submitting the proxy card accompanying this material for use at the meeting. Please complete, date, sign and submit the proxy card as instructed. You may also vote your shares by telephone or via the Internet by following the instructions included on the proxy card or on the Notice of Internet Availability of Proxy Materials. The Internet and telephone voting facilities for shareholders of record will close at 1:00 a.m. Eastern time on April 29, 2014.

Our Board of Directors recommends an affirmative vote on all proposals described in the notice for the meeting. Proxies will be voted as specified. If your proxy is properly submitted, it will be voted in the manner that you direct. **If you do not specify instructions with respect to any particular matter to be acted upon at the meeting, proxies will be voted in favor of the Board of Directors' recommendations as set forth in this proxy statement.**

You may revoke your proxy at any time before your proxy is voted at the meeting by:

giving written notice of revocation of your proxy to the Secretary of Cognex;

completing and submitting a new proxy card relating to the same shares and bearing a later date;

properly casting a new vote through the Internet or by telephone at any time before the closure of the Internet or telephone voting facilities; or

voting in person at the meeting, although meeting attendance will not, by itself, revoke a proxy.

### **Expense of Solicitation**

The cost of this solicitation will be borne by Cognex. It is expected that the solicitation will be made primarily by mail, but regular employees or representatives of Cognex (none of whom will receive any extra compensation for their activities) may also solicit proxies by telephone, telegraph and in person and arrange for brokerage houses and other custodians, nominees and fiduciaries to send proxy materials to their principals at our expense.

### **How to Obtain an Annual Report on Form 10-K**

**Our Annual Report on Form 10-K, including the financial statements and schedules to such report, required to be filed with the Securities and Exchange Commission (SEC) for our most recent fiscal year is available on our website at [www.cognex.com](http://www.cognex.com) under Company Investor Information Financial Information SEC Filings. Shareholders can send a written request to the Director of Investor Relations at Cognex Corporation, One Vision Drive, Natick, Massachusetts 01760 or by email at [IR@cognex.com](mailto:IR@cognex.com) and we will provide a printed copy to such person without charge.**

### **Householding of Annual Meeting Materials**

Some banks, brokers and other nominee record holders may send only one copy of our proxy statement and annual report to multiple shareholders in the same household unless contrary instructions were received. To obtain a copy of either document please contact our Director of Investor Relations at the mailing address or email address noted above. To receive a copy of either document in the future, or if you are receiving multiple copies and want to receive only one copy per household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above mailing or email address.

**Table of Contents****Investor Contact**

If you have any questions about the meeting or your ownership of our common stock, please contact our Director of Investor Relations at the above mailing or email address.

**STOCK OWNERSHIP****Security Ownership of Certain Beneficial Owners**

The following table shows as of the Record Date, any person who is known by us to be the beneficial owner of more than five percent of our common stock. For purposes of this proxy statement, beneficial ownership is defined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Accordingly, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, agreement, understanding, relationship or otherwise has or shares the power to vote such security or to dispose of such security.

| <b>Name and Address of Beneficial Owner</b>                                    | <b>Amount and Nature of Beneficial Ownership</b> | <b>Percent of Class(1)</b> |
|--------------------------------------------------------------------------------|--------------------------------------------------|----------------------------|
| BlackRock, Inc.<br>40 East 52 <sup>nd</sup> Street<br>New York, NY 10022       | 7,536,173(2)                                     | 9%                         |
| Brown Capital Management, LLC<br>1201 N. Calvert Street<br>Baltimore, MD 21202 | 6,118,763(3)                                     | 7%                         |
| Royce & Associates, LLC<br>745 Fifth Avenue<br>New York, NY 10151              | 5,393,604(4)                                     | 6%                         |
| The Vanguard Group, Inc.<br>100 Vanguard Blvd.<br>Malvern, PA 19355            | 5,386,296(5)                                     | 6%                         |

- (1) Percentages are calculated on the basis of 87,040,711 shares of our common stock outstanding as of March 7, 2014.
- (2) Information regarding BlackRock, Inc. is based solely upon a Schedule 13G filed by BlackRock with the SEC on January 28, 2014, which indicates that BlackRock held sole voting power over 7,287,125 shares and sole dispositive power over 7,536,173 shares.
- (3) Information regarding Brown Capital Management, LLC is based solely upon a Schedule 13G filed by Brown Capital with the SEC on February 13, 2014, which indicates that Brown Capital held sole voting power over 3,576,485 shares and sole dispositive power over 6,118,763 shares. Per the 13G, the shares beneficially owned by Brown Capital were held by various investment advisory clients with no individual client holding more than five percent of the class.
- (4) Information regarding Royce & Associates, LLC is based solely upon a Schedule 13G filed by Royce & Associates with the SEC on January 8, 2014, which indicates that Royce & Associates held sole voting and dispositive power over 5,393,604 shares.

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- (5) Information regarding The Vanguard Group, Inc. is based solely upon a Schedule 13G filed by The Vanguard Group with the SEC on February 12, 2014, which indicates that The Vanguard Group held sole voting power over 120,248 shares, sole dispositive power over 5,271,848 shares and shared dispositive power over 114,448 shares. Per the Schedule 13G, Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 114,448 shares as a result of its serving as investment manager of collective trust accounts. Also, Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 5,800 shares as a result of its serving as investment manager of Australian investment offerings.

**Security Ownership of Directors and Executive Officers**

The following information is furnished as of the Record Date, with respect to our common stock beneficially owned within the meaning of Rule 13d-3 of the Exchange Act by each of our Directors, each Director nominee, each of the named executive officers (as defined in Item 402(a)(3) of Regulation S-K) and by all of our Directors and executive officers as a group. Unless otherwise indicated, the individuals named held sole voting and investment power over the shares listed below. The address for each individual is c/o Cognex Corporation, One Vision Drive, Natick, Massachusetts 01760.

| Name                                                        | Amount and<br>Nature of<br>Beneficial<br>Ownership(1) | Percent<br>of Class(2) |
|-------------------------------------------------------------|-------------------------------------------------------|------------------------|
| Robert J. Shillman                                          | 4,031,800(3)                                          | 5%                     |
| Robert J. Willett                                           | 350,000                                               | *                      |
| Anthony Sun                                                 | 231,826                                               | *                      |
| Theodor Krantz                                              | 102,250                                               | *                      |
| Jeffrey B. Miller                                           | 52,900(4)                                             | *                      |
| Richard A. Morin                                            | 47,009                                                | *                      |
| Reuben Wasserman                                            | 41,250                                                | *                      |
| Patrick A. Alias                                            | 37,500                                                | *                      |
| J. Bruce Robinson                                           | 0                                                     | *                      |
| All Directors and Executive Officers as a group (9 persons) | 4,894,535(5)                                          | 6%                     |

\* Less than 1%

- (1) Includes the following shares which the specified individual has the right to acquire upon the exercise of outstanding options, exercisable currently or within 60 days of March 7, 2014: Dr. Shillman, 0 shares; Mr. Willett, 350,000 shares; Mr. Sun, 77,250 shares; Mr. Krantz, 91,000 shares; Mr. Miller, 52,500 shares; Mr. Morin, 45,000 shares; Mr. Wasserman, 41,250 shares; Mr. Alias, 37,500 shares; and Mr. Robinson, 0 shares. Share amounts have been adjusted to reflect the two-for-one stock split completed on September 16, 2013.
- (2) Percentages are calculated on the basis of 87,040,711 shares of our common stock outstanding as of March 7, 2014. The total number of shares outstanding used in this calculation also assumes that the currently exercisable options or options which become exercisable within 60 days of March 7, 2014 held by the specified person are exercised but does not include the number of shares of our common stock underlying options held by any other person.
- (3) Includes a) 4,030,400 shares held in a trust with respect to which Dr. Shillman serves as trustee, and b) 1,400 shares owned by Dr. Shillman's spouse which Dr. Shillman may be deemed to beneficially own, but as to which he disclaims beneficial ownership.

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- (4) Mr. Miller has shared voting and investment power with respect to 400 shares owned jointly with his spouse.
- (5) Includes 694,500 shares which certain Directors and executive officers have the right to acquire upon the exercise of outstanding options, exercisable currently or within 60 days of March 7, 2014. Share amounts have been adjusted to reflect the two-for-one stock split completed on September 16, 2013.

### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our executive officers and Directors and persons owning more than 10% of our outstanding common stock to file reports of ownership and changes in ownership with the SEC. Our executive officers, Directors and greater than 10% holders of our common stock are required by SEC regulations to furnish us with copies of all forms they file with the SEC under Section 16(a).

Based solely on copies of such forms furnished to us as provided above, we believe that during fiscal year 2013, all Section 16(a) filing requirements applicable to our executive officers, Directors and owners of greater than 10% of our common stock were complied with.

## **CORPORATE GOVERNANCE**

### **Code of Business Conduct and Ethics**

We have a Code of Business Conduct and Ethics that applies to our Board of Directors and our employees, including our named executive officers. Pre-dating this code are our company's ten corporate values, which include integrity, that are the basis for ensuring we maintain the highest ethical standards in all that we do. Copies of our company's Code of Business Conduct and Ethics and ten corporate values are available on our website at [www.cognex.com](http://www.cognex.com) under Company Investor Information Governance. We intend to disclose on our website any amendment to, or waiver of, any provision of this code applicable to our directors and named executive officers that would otherwise be required to be disclosed under the rules of the SEC or the NASDAQ Stock Market LLC (Nasdaq).

### **Director Independence**

Our Board of Directors has determined that all of the Director nominees and incumbent Directors are independent as such term is defined in the applicable listing standards of Nasdaq, except for Robert J. Shillman and Robert J. Willett, who are executive officers of Cognex, and Patrick A. Alias, who is a non-executive employee of Cognex.

### **Board Leadership Structure**

The positions of Chief Executive Officer and Chairman of the Board of Directors were separated in March 2011. At that time, Mr. Willett was promoted to become our Chief Executive Officer. Dr. Shillman retained his position as Chairman of the Board of Directors.

Because Dr. Shillman continues to serve as an executive officer of Cognex, our Board has appointed Anthony Sun to serve in the role of Lead Independent Director. As Lead Independent Director, Mr. Sun presides at all meetings of our Board of Directors at which the Chairman is not present, and he chairs the executive sessions of independent Directors, who regularly meet in executive sessions at which only independent Directors are present. Mr. Sun may also provide input regarding meeting agendas and bear such further responsibilities as our Board may designate from time to time.

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Our Board believes this leadership structure promotes unified leadership and direction for the Board and management that, together with having a Lead Independent Director, assists the Board in the administration of its risk oversight responsibilities.

### **The Board's Role in Risk Oversight**

The role of our Board of Directors in our company's risk oversight process includes receiving regular reports from management on areas of material risk to our company, including operational, financial, legal and regulatory, and strategic and reputational risks. The full Board (or the appropriate committee in the case of risks that are under the purview of a particular committee) receives these reports from the appropriate risk owner within our company so that it can understand our risk identification, risk management and risk mitigation strategies. When a committee receives the report, the Chairman of the relevant committee reports on the discussion to the full Board. This enables the Board and its committees to coordinate the risk oversight role. Our Board of Directors also administers its risk oversight function through the required approval by the Board (or a committee of the Board) of significant transactions and other material decisions, and regular periodic reports from our company's independent registered public accounting firm and other outside consultants regarding various areas of potential risk, including, among others, those relating to our internal controls and financial reporting. As part of its charter, the Audit Committee discusses with management and our independent registered public accounting firm significant risks and exposures and the steps management has taken to minimize those risks.

### **Policy on Pledging, Hedging and Trading of Cognex Stock**

Our insider trading policy governs the timing and type of transactions in Cognex stock by our Board of Directors and certain Cognex employees who have regular access to material non-public information, including our executive officers. Among other provisions, the policy:

prohibits our Directors and any Cognex employee, including our executive officers, from engaging in short sales of Cognex stock with violators subject to immediate termination;

prohibits our Directors and executive officers from trading in exchange-traded options for Cognex stock or any other derivative security designed to hedge or offset risk of a decline in the market value of Cognex stock; and

prohibits our Directors and executive officers from pledging Cognex stock as collateral for a loan without the approval of the Compensation/Stock Option Committee of the Board of Directors.

### **Communications to Directors**

Shareholders who wish to communicate with our Board of Directors or with a particular Director may send a letter to the Secretary of Cognex Corporation at One Vision Drive, Natick, Massachusetts 01760. The mailing envelope should contain a clear notation indicating that the enclosed letter is a Shareholder-Board Communication or Shareholder-Director Communication. The letter should clearly state whether the intended recipients are all members of our Board or certain specified individual Directors. The Secretary will make copies of all such letters and circulate them to the appropriate Director(s).

**Table of Contents****Board Meetings, Committees and Attendance**

Our Board of Directors held six meetings during 2013. All of our Directors attended at least 75% of the aggregate of the total number of meetings of our Board of Directors held in 2013, and the total number of meetings held by committees of the Board on which they served during 2013. Our Directors are strongly encouraged to attend the annual meeting of shareholders or the special meeting in lieu of the annual meeting; however, we do not have a formal policy with respect to attendance at that meeting. All of our Directors then in office attended the Special Meeting in lieu of the 2013 Annual Meeting of Shareholders held on April 25, 2013.

The Board has three standing committees: The Compensation/Stock Option Committee, the Audit Committee and the Nominating and Corporate Governance Committee. Each committee acts according to a written charter approved by the Board. The charters are available on our website at [www.cognex.com](http://www.cognex.com) under Company Investor Information Governance. Each Director who served on a Board committee during 2013 was independent as such term is defined in the applicable listing standards of Nasdaq and rules of the SEC. The agenda for committee meetings is determined by its Chairman in consultation with the other members of the committee and management. The Chairman reports the actions and determinations of the committee to the full Board on a regular basis.

The following table provides current committee membership information for each of the Board committees:

| Name              | Compensation/<br>Stock Option | Audit | Nominating and<br>Corporate Governance |
|-------------------|-------------------------------|-------|----------------------------------------|
| Theodor Krantz    | X                             | *     | X                                      |
| Jeffrey B. Miller |                               | X     | X                                      |
| J. Bruce Robinson |                               |       | X                                      |
| Anthony Sun       | X                             |       | *                                      |
| Reuben Wasserman  | *                             | X     |                                        |

\* Committee Chairman

X Committee Member

During 2013, Jerald G. Fishman was a member of the Compensation/Stock Option Committee and the Nominating and Corporate Governance Committee prior to his death on March 28, 2013. In April 2013, Mr. Krantz was appointed to the Compensation/Stock Option Committee and Mr. Miller was appointed to the Nominating and Corporate Governance Committee. In October 2013, Mr. Robinson was appointed to the Nominating and Corporate Governance Committee.

**Compensation/Stock Option Committee**

In accordance with its written charter, the Compensation/Stock Option Committee:

discharges the Board's responsibilities relating to the compensation of Cognex's executives, including the determination of the compensation of our Chief Executive Officer and other executive officers;

oversees our overall compensation structure, policies and programs;

administers our stock option and other equity-based plans;

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reviews and makes recommendations to the Board regarding the compensation of our Directors; and

is responsible for producing the annual report included in this proxy statement.

Our Chief Executive Officer, other Cognex executives, and the Cognex Human Resources department support the Compensation/Stock Option Committee in its duties and may be delegated authority to fulfill certain administrative duties regarding Cognex's compensation programs. In addition, our Chief Executive Officer makes recommendations to the Compensation/Stock Option Committee on an annual basis regarding salary increases, potential bonuses, and stock option grants for each of our other executive officers. Our Chief Executive Officer also has been delegated the authority to approve stock option grants to non-executive employees of Cognex not to exceed 40,000 shares to any one individual in the aggregate per calendar year.

The Compensation/Stock Option Committee has sole authority under its charter to retain, approve fees for, determine the scope of the assignment of, and terminate advisors and consultants as it deems necessary to assist in the fulfillment of its responsibilities. The Compensation/Stock Option Committee typically does not retain compensation consultants, but may utilize independent third-party benchmarking surveys acquired by Cognex.

Committee meetings are regularly attended by our Chief Executive Officer, except when his compensation is being discussed, and may also include other executives at the invitation of the Committee. The Compensation/Stock Option Committee also meets in executive session as appropriate. The Compensation/Stock Option Committee met three times in 2013.

The full Board determines the compensation of our Directors, after considering any recommendations of the Compensation/Stock Option Committee.

Further information regarding the processes and procedures of the Compensation/Stock Option Committee for establishing and overseeing our executive compensation programs is provided under the heading Compensation Discussion and Analysis.

## **Audit Committee**

For 2013, among other functions, the Audit Committee reviewed with our independent registered public accounting firm the scope of the audit for the year, the results of the audit when completed and the independent registered public accounting firm's fees for services performed. The Audit Committee also appointed the independent registered public accounting firm and reviewed with management various matters related to our internal controls. The Audit Committee held five meetings during 2013.

The Board of Directors has determined that all members of the Audit Committee are financially literate, and that Mr. Krantz qualifies as an audit committee financial expert under the rules of the SEC.

## **Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to serve as members of the Board and recommending to the Board nominees for election as directors at each annual meeting of shareholders and when vacancies in the Board occur for any reason. The Nominating and Corporate Governance Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines to assist and guide the Board in the exercise of its responsibilities, periodically reviewing these guidelines and recommending changes deemed appropriate, and coordinating any evaluations of the Board and its committees.

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The Nominating and Corporate Governance Committee met twice during 2013. The Nominating and Corporate Governance Committee met in February 2014 and recommended the Director nominees for election at the meeting.

### **Compensation/Stock Option Committee Interlocks and Insider Participation**

No member of the Compensation/Stock Option Committee served as an officer or employee of Cognex or any of its subsidiaries, nor had any business relationship or affiliation with Cognex or any of its subsidiaries during 2013 other than his service as a Director.

### **Certain Relationships and Related Transactions**

In accordance with its written charter, the Audit Committee conducts an appropriate review of all related party transactions for potential conflict of interest situations on an ongoing basis, and the approval of the Audit Committee is required for all related party transactions. Under our Code of Business Conduct and Ethics, any transaction or relationship engaged in by our employees that reasonably could be expected to give rise to a conflict of interest should be reported promptly to our Compliance Officer, who may notify our Board of Directors or a committee thereof as he deems appropriate. Actual or potential conflicts of interest involving a Director or named executive officer are required to be disclosed directly to the Chairman of our Board of Directors.

### **Director Nominees**

When considering a potential candidate for membership on our Board of Directors, the Nominating and Corporate Governance Committee will consider any criteria it deems appropriate, including, among other things, the experience and qualifications of any particular candidate as well as such candidate's past or anticipated contributions to our Board and its committees. At a minimum, each nominee is expected to have high personal and professional integrity and demonstrated ability and judgment to be effective, with the other Directors and management, in collectively serving the long-term interests of our shareholders. Each nominee is expected to be personable and support our "Work Hard, Play Hard and Move Fast" culture. And, each nominee is expected to have direct and significant experience in one or more industries or markets in which our company does, or plans to do, business, and/or significant senior-level management experience in functions or roles which are helpful to our company, such as, for example, finance, accounting, engineering, manufacturing, and sales and marketing.

In addition to the minimum qualifications set forth above, when considering potential candidates for our Board of Directors, the Nominating and Corporate Governance Committee seeks to ensure that the Board of Directors is comprised of a majority of independent Directors, that the committees of the Board are comprised entirely of independent Directors, and that at least one member of the Audit Committee qualifies as an audit committee financial expert under SEC rules. The Nominating and Corporate Governance Committee may also consider any other standards that it deems appropriate. Although there is no specific policy regarding diversity in identifying director nominees, both the Nominating and Corporate Governance Committee and our Board seek the talents and backgrounds that would be most helpful to Cognex in selecting director nominees. In particular, the Committee, when recommending director candidates to the full Board for nomination, may consider whether a Director candidate, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.

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In practice, the Nominating and Corporate Governance Committee generally will evaluate and consider all candidates recommended by our Directors, officers and shareholders. The Nominating and Corporate Governance Committee intends to consider shareholder recommendations for Directors using the same criteria as potential nominees recommended by the members of the Nominating and Corporate Governance Committee or others. The Nominating and Corporate Governance Committee did not receive any shareholder nominations for Director with respect to this meeting.

On October 23, 2013, upon the recommendation of the Nominating and Corporate Governance Committee, Mr. Robinson was appointed to our Board of Directors. Mr. Robinson was initially recommended to the Nominating and Corporate Governance Committee for election to the Board by Dr. Shillman.

Shareholders who wish to submit Director candidates for consideration as nominees for election at our 2015 Annual Meeting of Shareholders should send such recommendations to the Secretary of Cognex Corporation at our executive offices on or before November 19, 2014. These recommendations must include:

the name and address of record of the shareholder;

a representation that the shareholder is a record holder of our common stock, or if the shareholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Exchange Act;

the name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding ten full fiscal years of the proposed Director candidate;

a description of the qualifications and background of the proposed Director candidate which addresses the minimum qualifications described above and any other criteria for Board membership approved by the Board from time to time;

a description of all arrangements or understandings between the shareholder and the proposed Director candidate; and

the consent of the proposed Director candidate to be named in the proxy statement, to serve as a Director if elected at such meeting, and to give our company the authority to carry out a detailed and thorough investigation of his/her educational, professional, financial and personal history.

Shareholders must also submit any other information regarding the proposed Director candidate that is required to be included in a proxy statement filed pursuant to SEC rules. See also the information under the heading "Shareholder Proposals."

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**PROPOSAL 1: ELECTION OF DIRECTORS**

Our Board of Directors currently consists of eight Directors. Jerald G. Fishman, a Director of Cognex and a member of the Compensation/Stock Option Committee and the Nominating and Corporate Governance Committee, died on March 28, 2013. On October 23, 2013, upon the recommendation of the Nominating and Corporate Governance Committee, J. Bruce Robinson was appointed to our Board of Directors. He serves as a member of the Nominating and Corporate Governance Committee.

Our Board of Directors is divided into three classes, with one class being elected each year for a term of three years. We are proposing that Robert J. Shillman, Theodor Krantz and J. Bruce Robinson be elected to serve terms of three years and in each case until their successors are duly elected and qualified or until they sooner die, resign or are removed. Dr. Shillman, who is currently serving a term as a Director ending in 2016, previously indicated his desire to stand for re-election by the shareholders generally on an annual basis. As such, he is being nominated to serve in the class of Directors being nominated for re-election at the meeting.

**Recommendation**

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF ROBERT J. SHILLMAN, THEODOR KRANTZ AND J. BRUCE ROBINSON.**

The persons named in the accompanying proxy will vote, unless authority is withheld, FOR the election of the nominees named above. Our Board of Directors anticipates that each of the nominees, if elected, will serve as a Director. If any nominee is unable to accept election, the persons named in the accompanying proxy will vote for such substitute as our Board of Directors may recommend. Should our Board not recommend a substitute for any nominee, then the proxy will be voted for the election of the remaining nominees. There are no family relationships between any Director and executive officer of Cognex or its subsidiaries.

**Information Regarding Directors**

Set forth below is information furnished to us by the Director nominees and the incumbent Directors whose terms will continue after the meeting. The biographical description for each Director includes his age, all positions he holds with Cognex, his principal occupation and business experience over the past five years, and the names of other publicly held companies for which he currently serves as a director or has served during the past five years. It also includes the specific experience, qualifications, attributes and skills that led to our Board's conclusion that he should serve as a director of Cognex or, with respect to each Director who is not standing for election, that the Board would expect to consider if it were making a conclusion currently as to whether he should serve as a director.

We believe that all of our directors have a reputation for integrity, honesty and adherence to high ethical standards. Each has demonstrated business acumen and an ability to exercise sound judgment as well as a commitment of service to Cognex and, to the extent applicable, our Board. Our Board did not currently evaluate whether the incumbent Directors who are not standing for election should serve as directors, as the terms for which they were previously elected continue beyond the meeting.

**Nominated for a term ending in 2017:**

*Robert J. Shillman*, 67, known to many as Doctor Bob, is the founder of Cognex. He has served as Chairman of the Board of Directors and as an executive officer of Cognex since the company's founding in 1981.

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Dr. Shillman was Chief Executive Officer of Cognex from 1981 through March 2011, at which time, and upon his recommendation, Mr. Willett was promoted to fill that role. During the past five years, Dr. Shillman has not served as a member of the Board of Directors of another publicly held company or of a registered investment company. We believe Dr. Shillman's qualifications to continue to sit on our Board of Directors include his thirty-three years of executive leadership experience building Cognex to become the world's largest and most successful company that specializes in machine vision.

*Theodor Krantz*, 71, has served as a director since 2007. Mr. Krantz has been Vice President and Chief Financial Officer of Airmar Technology Corporation since May 2011, and previously was President from 2000 to 2011. He served as President, and later Chief Executive Officer, of Velcro Industries from 1984 to 1999. Mr. Krantz also serves, and has served for more than ten years, as a member of the Boards of Directors and Audit Committees of Hitchiner Manufacturing Company and Control Air, Inc. Mr. Krantz holds a B.A. from Princeton University, and an M.B.A. from Harvard University. We believe Mr. Krantz's qualifications to sit on our Board of Directors include his extensive executive leadership experience and his accounting and financial management expertise.

*J. Bruce Robinson*, 71, has served as a director since 2013. Mr. Robinson has been a consultant to Zygo Corporation, a worldwide supplier of optical metrology instruments, precision optics, and electro-optical design and manufacturing services, since January 2010. He was Chief Executive Officer of Zygo from 1999 to 2010 and Chairman of the Board of Directors from 2000 to 2009. Previously, he spent 25 years with The Foxboro Company. Mr. Robinson served as a member of the Board of Directors of Zygo, a publicly held company (ZIGO), from 2000 to 2010. Mr. Robinson holds a B.Sc. in Electrical Engineering from the University of Waterloo in Canada. We believe Mr. Robinson's qualifications to sit on our Board of Directors include his executive experience and his expertise in the high-technology industry.

### **Serving a term ending in 2016:**

*Anthony Sun*, 61, has served as a director since 1982. Mr. Sun served as a managing general partner and Chief Executive Officer of Venrock Associates, a venture capital partnership, from 1997 until his retirement in 2010. He joined Venrock in 1979 and was a general partner from 1980 to 1997. Mr. Sun also serves as a member of the Boards of Directors of several private companies. During the past five years, he served as a director of Keynote Systems, Inc. when it was a publicly held company (KEYN). We believe Mr. Sun's qualifications to sit on our Board of Directors include his executive experience, his expertise in the high-technology industry including being a member of the Board of Directors of more than a dozen public high tech companies in the past, and the deep understanding of our company that he has acquired over thirty years of service on our Board.

*Robert J. Willett*, 46, has served as a director and as our Chief Executive Officer since 2011. Mr. Willett joined Cognex in 2008 as President of the Modular Vision Systems Division, and was promoted in 2010 to President and Chief Operating Officer. He came to Cognex from Danaher Corporation, a diversified manufacturer of industrial controls and technologies, where he served as Vice President of Business Development and Innovation for the Product Identification Business Group and prior to that as President of Videojet Technologies, a leader in coding and marking products. Mr. Willett also served as Chief Executive Officer of Willett International Ltd., a coding and marking company which was sold to Danaher and merged with Videojet. During the past five years, Mr. Willett has not served as a member of the Board of Directors of another publicly held company or of a registered investment company. He holds a B.A. from Brown University, and an M.B.A. from Yale University. We believe Mr. Willett's qualifications to sit on our Board of Directors include his experience in the machine vision industry, his executive leadership experience and his knowledge of our company through his various management roles.

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**Serving a term ending in 2015:**

*Patrick A. Alias*, 68, has served as a director since 2001. Mr. Alias has served as Senior Vice President of Cognex since April 2005, and previously was Executive Vice President from 1991 through April 2005. Prior to joining Cognex, Mr. Alias spent over 20 years in various high technology management positions in Europe, Japan and the United States. He holds Master's Degrees in Electronics, Mathematics and Economics from IEP in Europe, and is a graduate of Harvard Business School's Advanced Management Program. During the past five years, Mr. Alias has not served as a member of the Board of Directors of another publicly held company or of a registered investment company. We believe Mr. Alias's qualifications to sit on our Board of Directors include his four decades of experience working with high-technology companies, including nearly fifteen years as our company's Executive Vice President of Worldwide Sales and Marketing, and his extensive management experience.

*Jeffrey B. Miller*, 57, has served as a director since 2010. Mr. Miller is the former President of Markem Corporation, a leading global provider of product identification solutions, where he spent a 27-year career. In 2006, he managed the sale of the then-private company to Dover Corporation. Mr. Miller retired from Markem in 2008. Mr. Miller has served on numerous non-profit boards and local government agencies and commissions, and continues to devote significant time in an advisory and board capacity to non-profit organizations. Mr. Miller serves as a member of the Boards of Directors of two private companies. During the past five years, he has not served as a member of the Board of Directors of another publicly held company or of a registered investment company. He holds an A.B. from Dartmouth College, and an M.B.A. from Harvard University. We believe Mr. Miller's qualifications to sit on our Board of Directors include his industry and executive leadership experience.

*Reuben Wasserman*, 84, has served as a director since 1990. Mr. Wasserman has been an independent business consultant serving high-technology corporations and venture capital firms, and has served on numerous boards, since 1985. Prior to 1985, he was Vice President of Strategic Planning for Gould Electronics, Inc. Mr. Wasserman also serves as a member of the Board of Overseers of Lahey Clinic. During the past five years, Mr. Wasserman served as a member of the Board of Directors of AMR, Inc., the Advisory Board for the Threshold Program at Lesley University, and the Advisory Council Board of Scripps Florida Research Institution. We believe Mr. Wasserman is qualified to sit on our Board of Directors based on his years of experience providing strategic advisory services.

**Table of Contents****DIRECTOR COMPENSATION**

The following table sets forth the compensation earned by or awarded to each Director who served on our Board of Directors in 2013, other than Dr. Shillman and Mr. Willett. Details of Dr. Shillman's and Mr. Willett's compensation are set forth under the heading "Executive Compensation Summary Compensation Table." Share amounts, fair value and exercise prices set forth in the table or described in the notes to the table have been adjusted to reflect the two-for-one stock split completed on September 16, 2013.

**Director Compensation Table 2013**

| Name                 | Fees<br>Earned<br>or Paid<br>in Cash | Option<br>Awards(1)(2) | All Other<br>Compensation(3) | Total<br>Compensation |
|----------------------|--------------------------------------|------------------------|------------------------------|-----------------------|
| Patrick A. Alias     | \$ 0                                 | \$ 161,000             | \$ 183,243                   | \$ 344,243            |
| Jerald G. Fishman(4) | \$ 525                               | \$ 121,200             | \$ 0                         | \$ 121,725            |
| Theodor Krantz       | \$ 50,575                            | \$ 121,200             | \$ 0                         | \$ 171,775            |
| Jeffrey B. Miller    | \$ 43,775                            | \$ 121,200             | \$ 0                         | \$ 164,975            |
| J. Bruce Robinson(5) | \$ 16,275                            | \$ 323,200             | \$ 0                         | \$ 339,475            |
| Anthony Sun          | \$ 39,125                            | \$ 121,200             | \$ 0                         | \$ 160,325            |
| Reuben Wasserman     | \$ 40,850                            | \$ 121,200             | \$ 0                         | \$ 162,050            |

- (1) In 2013, each Director other than Dr. Shillman, Mr. Willett and Mr. Robinson was granted options to purchase 15,000 shares of our common stock at an exercise price of \$21.06 per share on February 13, 2013 (except that Mr. Alias was granted 20,000 shares instead of 15,000 shares). These options have a ten-year life and vest in four equal annual installments commencing on February 13, 2014. Mr. Robinson was granted options to purchase 20,000 shares of our common stock at an exercise price of \$31.72 per share on October 30, 2013, in conjunction with joining the Board. These options also have a ten-year life and vest in four equal annual installments commencing on October 30, 2014. Amounts listed in this column represent the aggregate grant date fair value of these options granted but disregarding estimated forfeitures for this purpose. The methodology and assumptions used to calculate the grant date fair value are described in Note 15, "Stock-Based Compensation" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. Cognex recognizes the grant date fair value as an expense for financial reporting purposes over the service-based vesting period. See also the information under the heading "Director Compensation Elements of Director Compensation."
- (2) Each Director, other than Dr. Shillman and Mr. Willett, had the following unexercised options outstanding at December 31, 2013: Mr. Alias, options to purchase 70,000 shares; Mr. Krantz, options to purchase 117,250 shares; Mr. Miller, options to purchase 85,000 shares; Mr. Robinson, options to purchase 20,000 shares; Mr. Sun, options to purchase 103,500 shares; and Mr. Wasserman, options to purchase 73,500 shares. The Directors listed above did not forfeit any stock option grants in 2013 except for 41,250 shares granted to Mr. Fishman, which were forfeited upon his death.
- (3) Amounts listed in this column include salary of \$93,807 and a bonus under our annual bonus program of \$85,275, both of which were earned by Mr. Alias during 2013 in his capacity as a non-executive employee of Cognex. Also includes insurance premiums of \$4,161.
- (4) Mr. Fishman died on March 28, 2013.
- (5) Mr. Robinson was appointed to our Board of Directors on October 23, 2013.

**Table of Contents****Elements of Director Compensation**

The following table sets forth the elements of compensation in 2013 for our non-employee directors for their service on our Board of Directors and its committees. Dr. Shillman and Mr. Willett, both of whom are executive officers of Cognex, receive no compensation to serve on our Board, and Mr. Alias, who is a non-executive employee of Cognex, receives no additional cash compensation for his service on the Board.

| Type of Fee            | Board of Directors | Compensation/<br>Stock<br>Option<br>Committee(1) | Audit<br>Committee(1) | Nominating and<br>Corporate Governance<br>Committee |
|------------------------|--------------------|--------------------------------------------------|-----------------------|-----------------------------------------------------|
| Annual cash retainer   | \$ 10,500          | \$ 2,100                                         | \$ 4,725              | \$ 525(2)                                           |
| Meeting fee(3)         | \$ 5,000           | \$ 500                                           | \$ 1,500              |                                                     |
| Meeting fee(4)         | \$ 5,250           | \$ 525                                           | \$ 1,575              |                                                     |
| Telephonic meeting fee | \$ 525             |                                                  | \$ 525                |                                                     |
| Annual Chairman fee    |                    |                                                  | \$ 4,200              |                                                     |

- (1) A fee for attending a committee meeting is paid if the meeting is not held in conjunction with a regular Board meeting, or for participation in discussions that are beyond the scope covered by the annual cash retainer.
- (2) An additional fee may be paid to members of this committee from time to time in connection with the evaluation of director candidates.
- (3) Effective for meetings held between January 1, 2013 and April 24, 2013.

- (4) Effective for meetings held between April 25, 2013 and December 31, 2013.

In 2013, each Director (other than Dr. Shillman, Mr. Willett and Mr. Robinson) also received his 2013 annual grant of options to purchase 15,000 shares of our common stock at an exercise price of \$21.06 per share that began vesting on February 13, 2014. Mr. Alias was granted options to purchase an additional 5,000 shares (20,000 total shares) as compensation for services performed by him as an employee of Cognex. In conjunction with joining the Board, Mr. Robinson was granted options to purchase 20,000 shares of our common stock at an exercise price of \$31.72 per share that begin vesting on October 30, 2014. All of the options described in this paragraph have a ten-year term, vest in four equal annual installments and have an exercise price equal to the closing price of our common stock as reported by Nasdaq on the date of grant. All share amounts and exercise prices have been adjusted to reflect the two-for-one stock split completed on September 16, 2013.

**COMPENSATION POLICIES AND PROCEDURES**

Cognex's approach to compensation and performance management is to provide a competitive total compensation package with periodic reviews to encourage ongoing high-quality performance. We strive to hire, retain and promote talented individuals based on their achievements, to reward employees based on their overall contribution to the success of our company, and to motivate employees to continue increasing shareholder value.

In addition to salary, total compensation may include overtime pay, commissions, stock options and potential bonuses depending on the employee's job and level within Cognex. It also includes benefits consistent with our "Work Hard, Play Hard and Move Fast" culture that recognize employee achievement and encourage new levels of success, such as President's Awards, which are given annually to our top performers, and Perseverance Awards, which reward employee longevity, commitment and loyalty. Other benefits available to all employees include company-paid basic group term life insurance, basic accidental death and dismemberment insurance, an employer match of eligible compensation that employees invest in their 401(k) accounts, and tuition reimbursement.

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The Compensation/Stock Option Committee oversees the compensation program for all Cognex employees. The Committee has discussed the concept of risk as it relates to our compensation program and does not believe that our compensation program is structured to encourage excessive or inappropriate risk taking for the following reasons:

Compensation consists of both fixed and variable components. The fixed portion (i.e. base salary) provides a steady income to our employees regardless of the performance of our company or stock price. The variable portion (i.e. annual company bonus and stock option awards) is based upon company and stock price performance. This mix of compensation is designed to motivate our employees, including our named executive officers, to produce superior short- and long-term corporate performance without taking unnecessary or excessive risks to the detriment of important business metrics.

For the variable portion of compensation, the company bonus is an annual program and is focused on profitability, while the stock option program generally grants awards that have a four year service-based vesting period and is focused on stock price performance. We believe that these programs provide a check on excessive risk taking because to inappropriately benefit one would be a detriment to the other.

For example, focusing solely on profitability would be detrimental to our company over the long term, ultimately harming our stock price and the value of stock options. In addition, we prohibit all hedging transactions involving Cognex stock by our Board of Directors and certain employees who have regular access to material non-public information, including our named executive officers, so that they cannot insulate themselves from the effects of poor stock performance. And, any Cognex employee engaged in short sales of Cognex stock is subject to immediate termination.

Cognex must first achieve certain financial goals that are established annually by the Compensation/Stock Option Committee related to profitability (we refer to this metric as operating margin) in order for any employee to be eligible for a company bonus. Operating margin for our corporate employees, which includes our named executive officers, is based upon our consolidated financial results while operating margin for division employees is based upon the financial results of either our company's Modular Vision Systems Division or Surface Inspection Systems Division, as the case may be. We believe that focusing on profitability rather than other measures encourages a balanced approach to performance and emphasizes consistent behaviour across the organization.

Our annual bonus program is capped, which we believe mitigates excessive risk taking by limiting bonus payouts even if our company dramatically exceeds its operating margin target.

Our annual bonus program has been structured around attaining a certain level of profitability for many years and we have seen no evidence that it encourages unnecessary or excessive risk taking.

The calculation of our operating margin target is defined annually by our Compensation/Stock Option Committee and is designed to keep it from being susceptible to manipulation by any employee, including our named executive officers. We have a Code of Business Conduct and Ethics that covers, among other things, accuracy of books and records. And, pre-dating this code is our company's ten corporate values, which include integrity, that are the basis for ensuring we maintain the highest ethical standards in all that we do.

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### **COMPENSATION DISCUSSION AND ANALYSIS**

#### **Executive Summary**

We maintain a performance-based compensation philosophy. The compensation program for our named executive officers utilizes a combination of base salaries, annual bonuses and stock option awards. We target paying our named executive officers a base salary that is in the mid-range of benchmarks from the Radford Executive Compensation Report, which is an independent third-party survey of compensation practices by companies in the high-technology industry; we establish a potential annual bonus that is market competitive; and we grant stock options in a manner that aligns the interests of our named executive officers with those of our shareholders.

Total compensation for our named executive officers also includes other benefits that are available to all Cognex employees generally. This includes Perseverance Awards (which reward employee longevity, commitment and loyalty), company-paid basic group term life insurance and basic accidental death and dismemberment insurance, an employer match of eligible compensation that employees invest in their 401(k) accounts, and tuition reimbursement.

The Compensation/Stock Option Committee, which consists entirely of independent directors, reviews and approves all compensation for our named executive officers, using its judgment and experience in determining the mix of compensation. The Committee views salary and bonuses as short-term compensation to reward our named executive officers for meeting individual and company performance objectives, and stock option awards as a reward for increasing shareholder value and improving corporate performance over the long term. The Compensation/Stock Option Committee also believes that the stock option program promotes the retention of talented employees.

Determinations with respect to compensation for a fiscal year are generally made in conjunction with our Board of Directors' approval of Cognex's annual budget for that year, which typically occurs at the end of the prior fiscal year.

#### **Say-on-Pay Feedback from Shareholders**

At our Special Meeting of Shareholders in lieu of the 2013 Annual Meeting, approximately 99% of the votes cast on the say-on-pay proposal were in favor of the approval of the compensation of our named executive officers, with only 1% of the votes cast against such proposal. The Compensation/Stock Option Committee believes that this shareholder vote endorses the compensation philosophy of our company, and the Compensation/Stock Option Committee did not make any changes to our executive compensation program as a result of the say-on-pay vote by our shareholders. We have conducted an advisory vote on the compensation of our named executive officers on an annual basis since the last advisory vote on the frequency of such say-on-pay proposals in 2011.

#### **2013 Business Results**

Cognex reported record revenue for the fourth consecutive year. Revenue was a record \$354 million in 2013, a 9% increase over the \$324 million we reported for the prior year. We were highly profitable with record net income of \$74 million, which represented 21% of annual revenue even with the significant investments we made in product development and our sales channel to drive long-term growth. We brought new products to market, and we broadened our global footprint in high-potential geographies for machine vision. We were pleased with these achievements in 2013.

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### **Compensation Program Highlights**

Our executive compensation program is designed to be largely performance-based with base salary providing a steady income to our employees and the annual company bonus and stock option awards based upon individual, company and stock price performance. In its deliberations of compensation for our named executive officers, the Compensation/Stock Option Committee considers the following:

the levels of responsibility associated with each executive's position;

the past performance of the individual executive;

the extent to which individual, departmental and company-wide goals have been met;

the overall competitive environment and the level of compensation necessary to attract and retain talented and motivated individuals in key positions;

the recommendations of our Chief Executive Officer with respect to the salary increases, potential bonuses and stock option grants for those executive officers that report to him; and

the outcome of advisory shareholder votes on executive compensation (commonly known as "say-on-pay" proposals).

The Compensation/Stock Option Committee also considers ways to maximize deductibility of executive compensation under U.S. tax laws, while retaining the discretion of the Compensation/Stock Option Committee as is appropriate to compensate executive officers at levels commensurate with their responsibilities and achievements.

Neither Cognex nor the Compensation/Stock Option Committee typically uses compensation consultants other than independent third-party benchmarking surveys of annual compensation paid by companies in the high-technology industry, such as the Radford Executive Compensation Report described above.

### **Base Salary**

In determining the base salaries paid to our named executive officers for fiscal year 2013, the Compensation/Stock Option Committee considered, in particular, their levels of responsibility, salary increases awarded in the past, and the executive's experience and potential. The base salary approved for each of our named executive officers for fiscal year 2013 was made based on the following criteria:

the Radford Executive Compensation Report's benchmarking survey of annual compensation paid by companies in the high-technology industry that have between \$250 million and \$500 million of annual revenue, with our named executive officers' salaries in 2013 falling below the 50<sup>th</sup> percentile of their position;

the levels of responsibility associated with each executive's position;

the past performance of the individual employee; and

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the increase in salary levels approved by our Board of Directors in the fourth quarter of 2012 in conjunction with its approval of our annual budget for fiscal year 2013.

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Messrs. Willett and Morin received salary increases in 2013 of 3% and 4%, respectively. Dr. Shillman's salary was reduced by 4% to \$215,000, which he elected to forgo as in prior years and, as requested by him, we donated this amount to a public charity.

### **Annual Company Bonuses**

The Compensation/Stock Option Committee views annual company bonuses as a way to reward employees for meeting performance objectives. All Cognex employees, including our named executive officers, are eligible to participate in a performance-based annual company bonus program except for those employees on a sales commission plan. The Compensation/Stock Option Committee approves the annual company bonus plan in conjunction with our Board of Directors' approval of Cognex's annual budget, which typically takes place at the end of the prior fiscal year.

Cognex must first achieve financial goals set forth in the annual budget related to budgeted non-GAAP operating income as a percentage of revenue (we refer to this metric as "operating margin") in order for any employee to be eligible for an annual company bonus. The Compensation/Stock Option Committee determined that operating margin is an appropriate metric because the Committee believes employee performance is integral in achieving desired levels of company profitability. Once the operating margin criterion is met, the amount each employee at director level and above, which includes our named executive officers, receives depends upon the achievement of individual performance goals, which are established annually.

Non-GAAP operating income as used in the calculation of operating margin for purposes of our bonus program is calculated by adjusting our operating income as determined in accordance with generally accepted accounting principles (GAAP) for expense related to stock options and foreign currency gains or losses. Operating margin for our corporate employees, which includes our named executive officers, is based upon our consolidated financial results. For division employees, operating margin is based upon the financial results of either our company's Modular Vision Systems Division or our Surface Inspection Systems Division, as the case may be.

The Compensation/Stock Option Committee establishes a minimum level of operating margin for the company or division, as the case may be, which must be achieved for any cash bonus to be paid to an employee. Once the minimum level has been achieved, each employee's eligible bonus is calculated as follows:

if the actual operating margin is above the minimum level but below the operating margin target in the annual budget, each employee is eligible to receive a pro-rata portion of his or her target bonus;

if the actual operating margin is equal to the operating margin target in the annual budget, each employee is eligible to receive 100% of his or her target bonus; and

if the actual operating margin is above the operating margin target in the annual budget, all "exempt" employees are eligible to receive an additional amount depending upon his or her grade level up to a maximum level approved by the Compensation/Stock Option Committee. The payout is scaled in such a way that this additional amount is funded by a portion of the incremental operating income above Cognex's operating margin target. ("Exempt" employees are those employees who receive an annual salary and are exempt from certain wage and hour laws.)

The Compensation/Stock Option Committee approves the target bonus for each employee at director level and above, which includes our named executive officers, and the amount by which each individual can participate in any increase due to company or division performance, as the case may be, in excess of the

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operating margin target. The target bonus amount is based upon a percentage of base salary with the percentage based upon the individual's grade level. Individual performance goals are established annually and generally relate to near-term strategic, financial and operational performance that supports the company's business objectives. A weighting is assigned to each individual performance goal. For fiscal year 2013:

the target bonus for Dr. Robert J. Shillman, our Executive Chairman, was \$107,500, with the opportunity to earn 0-300% of this amount based on company performance and the achievement of individual performance goals;

the target bonus for Robert J. Willett, our President and Chief Executive Officer, was \$234,000, with the opportunity to earn 0-300% of this amount based on company performance and the achievement of individual performance goals; and

the target bonus for Richard A. Morin, our Executive Vice President and Chief Financial Officer, was \$156,750, with the opportunity to earn 0-200% of this amount based on company performance and the achievement of individual performance goals.

The Compensation/Stock Option Committee believes that the payment of an annual company bonus based upon the achievement of company and individual performance goals is an appropriate way to reward our named executive officers for meeting performance objectives while also achieving desired levels of company profitability.

The consolidated operating margin target for 2013 was consistent with our long-term financial model of 20% to 30% of revenue. The actual consolidated operating margin was 27%, which was above the target. As a result, each of our named executive officers was eligible to receive up to 189.5% of his bonus target. The annual bonuses for 2013 for our named executive officers are listed under the heading "Executive Compensation Summary Compensation Table" and will be paid in the first quarter of 2014. Consistent with prior years, Dr. Shillman elected to forgo his 2013 bonus, and, as requested by him, we donated this amount to a public charity.

**Stock Option Awards**

Cognex's stock option program is intended to reward the majority of our exempt employees, which includes our named executive officers, for their efforts in building shareholder value and improving corporate performance over the long-term. The Compensation/Stock Option Committee views salary increases and bonuses as short-term compensation and stock option awards as long-term compensation. The Compensation/Stock Option Committee also believes that the stock option program promotes the retention of talented employees.

In determining the number of options to be granted to participating employees, including our named executive officers, during a fiscal year, the Compensation/Stock Option Committee first selects an appropriate dilution target and then determines a target number of options to be granted to current employees in the form of annual grants and a target number for employees hired or promoted during the year. The Compensation/Stock Option Committee approves the options granted to our named executive officers on an individual basis. Our Chief Executive Officer has been delegated the authority to approve stock option grants to our non-executive employees not to exceed 40,000 shares to any one individual in the aggregate per calendar year.

The dilution target for 2013 was determined to be 1.75% which resulted in a target stock option pool of approximately 1,500,000 shares on a net basis (the target amount has been adjusted to reflect the two-for-one stock split completed on September 16, 2013). The options granted in 2013 to our named executive officers are consistent with the vesting schedules and expiration dates of the majority of the options granted to employees during the year.

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Our policy is to grant stock options on certain fixed dates. The annual grants are predetermined to occur each year on the fourth Monday in January of such year. The options for employees hired or promoted during a month are granted on the last Monday of that month. If any such Monday falls within a designated quiet period, then the grants will instead be made on the first Monday following the completion of the quiet period. If Nasdaq is closed on the appropriate Monday as described above, then the grants will instead be made on the next day that Nasdaq is open for trading. The Compensation/Stock Option Committee retains the discretion to grant options at such other times as it may otherwise deem appropriate. The exercise price for all options granted in 2013 equals the closing price of our common stock on Nasdaq on the date of grant.

The Compensation/Stock Option Committee believes that the primary purpose of stock option awards is to align employee interests with the interests of our shareholders, and to provide our employees, including our named executive officers, with incentives to increase shareholder value over time. Change of control transactions typically represent events where our shareholders are realizing the value of their equity interests in our company. We believe it is appropriate for our Directors and named executive officers to share in this realization of shareholder value.

As such, all options held by our non-employee Directors, Mr. Alias, Dr. Shillman and Mr. Morin are subject to immediate vesting upon a change of control of Cognex. The options held by Mr. Willett, except for those granted to him in 2008, are subject to immediate vesting if there is a change of control and if his employment is involuntarily terminated within twelve months following the transaction. In providing for the immediate vesting of Mr. Morin's options, the Compensation/Stock Option Committee noted that, given his role with Cognex, it was unlikely that his employment with Cognex would be continued following a change of control transaction.

The 100,000 options granted to Mr. Willett in 2008, which become exercisable on June 17, 2014, provide for accelerated vesting if (1) there is a change of control of Cognex during Mr. Willett's sixth year of employment; and (2) Mr. Willett is not given the opportunity to remain in his role following the change of control (the share amount has been adjusted to reflect the two-for-one stock split we completed on September 16, 2013).

We do not have a stock ownership policy for our named executive officers or members of our Board of Directors.

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**COMPENSATION/STOCK OPTION COMMITTEE REPORT**

The Compensation/Stock Option Committee administers the compensation program for Cognex's executive officers. The Compensation/Stock Option Committee is composed of Directors who qualify as independent under the applicable listing standards of Nasdaq.

The Compensation/Stock Option Committee has reviewed and discussed the Compensation Discussion and Analysis included in this proxy statement with management. Based on that review and discussion, the Compensation/Stock Option Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

The foregoing report has been approved by all members of the Compensation/Stock Option Committee.

**COMPENSATION/STOCK OPTION COMMITTEE**

Reuben Wasserman, *Chairman*

Theodor Krantz

Anthony Sun

**Table of Contents****EXECUTIVE COMPENSATION****Summary Compensation Table 2013**

The following table sets forth the total compensation awarded to, earned by or paid to our Chief Executive Officer, our Chief Financial Officer, and our other executive officer in fiscal years 2011, 2012 and 2013 (who we refer to collectively as the named executive officers).

| Name and Principal Position | Year | Salary(1)  | Option Awards(2) | Non-Equity Incentive Plan Compensation(1) | All Other Compensation(3) | Total Compensation |
|-----------------------------|------|------------|------------------|-------------------------------------------|---------------------------|--------------------|
| Robert J. Shillman(4)       | 2013 | (5)        | \$ 0(7)          | (5)                                       | \$ 6,593                  | \$ 425,306(5)      |
| Chairman of the Board       | 2012 | (5)        | \$ 0(7)          | (5)                                       | \$ 14,298                 | \$ 358,555(5)      |
| and Chief Culture Officer   | 2011 | (5)        | \$ 0(7)          | (5)                                       | \$ 14,008                 | \$ 649,166(5)      |
| Robert J. Willett(6)        | 2013 | \$ 373,961 | \$ 808,000       | \$ 443,430                                | \$ 1,004                  | \$ 1,626,395       |
| President and               | 2012 | \$ 351,346 | \$ 0             | \$ 184,971                                | \$ 8,400                  | \$ 544,717         |
| Chief Executive Officer     | 2011 | \$ 345,769 | \$ 2,271,750     | \$ 554,746                                | \$ 8,649                  | \$ 3,180,914       |
| Richard A. Morin            | 2013 | \$ 295,788 | \$ 484,800       | \$ 282,189                                | \$ 3,841                  | \$ 1,066,618       |
| Executive Vice President    | 2012 | \$ 276,058 | \$ 0             | \$ 133,117                                | \$ 11,064                 | \$ 420,239         |
| and Chief Financial Officer | 2011 | \$ 274,596 | \$ 744,450       | \$ 275,000                                | \$ 12,341                 | \$ 1,306,387       |

- (1) Salary and bonus amounts are presented in the year earned. The payment of such amounts may have occurred in other years.
- (2) Represents the aggregate grant date fair value of options granted to each named executive officer in each year presented but disregarding estimated forfeitures for this purpose. The methodology and assumptions used to calculate the grant date fair value are described in Note 15, "Stock-Based Compensation" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. Cognex recognizes the grant date fair value as an expense for financial reporting purposes over the service-based vesting period. No stock option grants to a named executive officer were forfeited in 2011, 2012 or 2013.
- (3) No amounts listed in this column for each year presented individually equal or exceed \$10,000.
- (4) Dr. Shillman served as Chairman of the Board and Chief Executive Officer of Cognex during the first two months of 2011. In March 2011, he became Executive Chairman of Cognex.
- (5) Dr. Shillman elected to forgo his base salary of \$235,000, \$225,000 and \$215,000 in 2011, 2012 and 2013, respectively, and his annual company bonus of \$400,158, \$119,257 and \$203,713 in 2011, 2012 and 2013, respectively. As requested by him, we donated these amounts to a public charity. Notwithstanding the foregoing, these amounts are included in the amount shown in the "Total Compensation" column.
- (6) Mr. Willett was promoted to Chief Executive Officer of Cognex in March 2011.
- (7) Dr. Shillman declined to accept annual option awards for 2011, 2012 and 2013 when offered by the Compensation/Stock Option Committee as he feels that he has been adequately rewarded in the past and would prefer that any options that would be granted to him be available for granting to other employees.



**Table of Contents****Grants of Plan-Based Awards Table 2013**

The following table sets forth information regarding non-equity incentive plans and option grants to our named executive officers in fiscal year 2013. Share amounts, fair value and exercise prices set forth in the table have been adjusted to reflect the two-for-one stock split we completed on September 16, 2013.

| Name               | Grant Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1) |            |            | All Other Option Awards: Number of Securities Underlying Options | Exercise or Base Price of Option Awards (Per Share) | Grant Date Fair Value of Option Awards |
|--------------------|------------|--------------------------------------------------------------------|------------|------------|------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------|
|                    |            | Thresh-old                                                         | Target     | Maxi-mum   |                                                                  |                                                     |                                        |
| Robert J. Shillman |            | \$ 0                                                               | \$ 107,500 | \$ 322,500 |                                                                  |                                                     |                                        |
| Robert J. Willett  | 2/13/13    | \$ 0                                                               | \$ 234,000 | \$ 702,000 | 100,000(3)                                                       | \$ 21.06                                            | \$ 808,000                             |
| Richard A. Morin   | 2/13/13    | \$ 0                                                               | \$ 156,750 | \$ 313,500 | 60,000(3)                                                        | \$ 21.06                                            | \$ 484,800                             |

- (1) The amounts shown in the threshold, target and maximum columns reflect the minimum, target and maximum amounts, respectively, that are payable under Cognex's annual company bonus program as described under the heading Compensation Discussion and Analysis. The actual payout with respect to 2013 for each named executive officer is shown in the Summary Compensation Table in the column titled Non-Equity Incentive Plan Compensation.
- (2) The methodology and assumptions used to calculate the grant date fair value of the options granted to each named executive officer in 2013 are described in Note 15, Stock-Based Compensation of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, but disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions.
- (3) These options have a ten-year term and became exercisable in four equal annual installments commencing on February 13, 2014.

**Discussion of Summary Compensation and Grants of Plan-Based Awards Tables**

Compensation to our named executive officers consists primarily of salary, bonus and stock option awards as well as other benefits which are also available to all Cognex employees generally. These benefits include company-paid basic group term life insurance, basic accidental death and dismemberment insurance, an employer match of eligible compensation that employees invest in their 401(k) accounts, tuition reimbursement, and benefits consistent with our Work Hard, Play Hard and Move Fast culture such as Perseverance Awards, which reward employee longevity, commitment, and loyalty. Cognex's executive compensation policies, pursuant to which the compensation set forth in the Summary Compensation Table and Grants of Plan-Based Awards Table was paid or awarded, are described under the heading Compensation Discussion and Analysis.

Messrs. Willett and Morin received salary increases in 2013 of 3% and 4%, respectively. Dr. Shillman's salary was reduced by 4% to \$215,000, which he elected to forgo as in prior years and, as requested by him, we donated this amount to a public charity. (Percentages may not be able to be recalculated based upon the salaries set forth in the Summary Compensation Table if the salary change took place during the fiscal year.)

Cognex provides each named executive officer with the opportunity to earn a cash bonus pursuant to a performance-based annual company bonus program that is based first on the achievement of the consolidated

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financial goal set forth in Cognex's annual budget related to non-GAAP operating income as a percentage of revenue (we refer to this metric as operating margin), and then on the achievement of individual performance goals, which are also established annually. The Compensation/Stock Option Committee approves the target bonus for each named executive officer. For 2013, the target bonus for Dr. Shillman was \$107,500, with the opportunity to earn 0-300% of this amount; the target bonus for Mr. Willett was \$234,000, with the opportunity to earn 0-300% of this amount; and the target bonus for Mr. Morin was \$156,750, with the opportunity to earn 0-200% of this amount.

During 2013, Cognex's actual consolidated operating margin was 27%, which was above the target. As a result, each of our named executive officers was eligible to receive up to 189.5% of his bonus target depending upon the achievement of his individual performance goals. Dr. Shillman and Mr. Willett achieved 100% of his individual performance goals and Mr. Morin achieved 95% of his individual performance goals.

Messrs. Willett and Morin participated in our 2013 annual stock option grants, which were completed in the first quarter of 2013. Dr. Shillman declined to accept an annual option award for 2013 when offered by the Compensation/Stock Option Committee as he feels that he has been adequately rewarded in the past and would prefer that any options that would be granted to him be available for granting to other employees. The options granted in 2013 to our named executive officers were consistent with the vesting schedules and expiration dates of the majority of grants made to our other employees in 2013. A total of 1,636,450 options were granted to Cognex employees in fiscal year 2013.

None of our named executive officers were granted options in 2012 to purchase shares of our common stock because our 2012 annual grants, which typically would have been completed in the first quarter of 2012, were instead completed in the fourth quarter of 2011 with extended vesting periods to utilize shares available for grant to non-executive employees under our 2001 General Stock Option Plan before it was scheduled to expire in December 2011 (shareholders subsequently approved an extension of the expiration date of the plan to September 2021). In order to minimize administrative efforts, Messrs. Willett and Morin participated in the 2012 annual grants in 2011 even though their shares were granted under a different option plan (Dr. Shillman declined to accept his option award). All employees who received their 2012 annual grant in 2011, including our named executive officers, were not eligible to participate in annual grants until fiscal year 2013.

**Option Exercises and Stock Vested Table 2013**

The following table sets forth the amounts realized in fiscal year 2013 by our named executive officers as a result of option exercises. Share amounts and exercise prices set forth in the table or described in the notes to the table have been adjusted to reflect the two-for-one stock split completed on September 16, 2013.

| Name               | Option Awards                               |                                  |
|--------------------|---------------------------------------------|----------------------------------|
|                    | Number of<br>Shares Acquired<br>on Exercise | Value Realized<br>on Exercise(1) |
| Robert J. Shillman | 49,000                                      | \$ 1,150,275                     |
| Robert J. Willett  | 325,000                                     | \$ 5,770,377                     |
| Richard A. Morin   | 103,026                                     | \$ 1,280,404                     |

- (1) The value realized on exercise represents the difference between the exercise price of the stock option and the trading price of our common stock on Nasdaq upon exercise of the stock option, multiplied by the number of shares underlying the option exercised.

**Table of Contents****Table of Outstanding Equity Awards at Fiscal Year-End 2013**

The following table sets forth the number of options to purchase shares of our common stock held by our named executive officers at December 31, 2013 (Dr. Shillman is not listed because he did not hold any unexercised options on that date). Share amounts and exercise prices set forth in the table or described in the notes to the table have been adjusted to reflect the two-for-one stock split completed on September 16, 2013.

| Name              | Number of Securities Underlying Unexercised Options (Exercisable) | Number of Securities Underlying Unexercised Options (Unexercisable) | Option Exercise Price | Option Expiration Date | Foot Note |
|-------------------|-------------------------------------------------------------------|---------------------------------------------------------------------|-----------------------|------------------------|-----------|
| Robert J. Willett | 100,000                                                           | 0                                                                   | \$ 13.57              | 6/17/18                | (1)       |
|                   | 0                                                                 | 100,000                                                             | \$ 13.57              | 6/17/18                | (2)       |
|                   | 50,000                                                            | 100,000                                                             | \$ 9.63               | 3/15/20                | (3)       |
|                   | 0                                                                 | 25,000                                                              | \$ 8.88               | 6/11/20                | (4)       |
|                   | 50,000                                                            | 50,000                                                              | \$ 15.34              | 2/14/21                | (5)       |
|                   | 0                                                                 | 200,000                                                             | \$ 12.38              | 3/18/21                | (6)       |
|                   | 25,000                                                            | 75,000                                                              | \$ 16.80              | 11/2/21                | (7)       |
|                   | 0                                                                 | 100,000                                                             | \$ 21.06              | 2/13/23                | (8)       |
| Richard A. Morin  | 0                                                                 | 15,000                                                              | \$ 9.63               | 3/15/20                | (3)       |
|                   | 0                                                                 | 15,000                                                              | \$ 8.88               | 6/11/20                | (4)       |
|                   | 0                                                                 | 30,000                                                              | \$ 15.34              | 2/14/21                | (5)       |
|                   | 0                                                                 | 45,000                                                              | \$ 16.80              | 11/2/21                | (7)       |
|                   | 0                                                                 | 60,000                                                              | \$ 21.06              | 2/13/23                | (8)       |

(1) This option became exercisable in one installment on June 17, 2013.

(2) This option becomes exercisable in one installment on June 17, 2014.

(3) This option became exercisable in four equal annual installments commencing on March 15, 2011.

(4) This option became exercisable in four equal annual installments commencing on June 11, 2011.

(5) This option became exercisable in four equal annual installments commencing on February 14, 2012.

(6) This option becomes exercisable in one installment commencing on March 18, 2015.

(7) This option became exercisable in four equal annual installments commencing on February 13, 2013.

(8) This option became exercisable in four equal annual installments commencing on February 13, 2014.

**EMPLOYMENT AGREEMENT WITH ROBERT J. WILLETT**

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We entered into an employment agreement with Mr. Willett in June 2008 when he joined our company as Executive Vice President and President of the Modular Vision Systems Division which entitles him to receive all of Cognex's standard employee benefits. In addition, under the employment agreement, certain options to purchase shares of our common stock that he was granted in 2008 in connection with his appointment as an executive officer when he joined our company, and which were outstanding at December 31, 2013, are subject to accelerated vesting under certain circumstances following a change of control of Cognex as described in more detail below under the heading Potential Payments Upon Termination or Change of Control.

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### POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

Under the employment agreement between Cognex and Mr. Willett, which is described in more detail above under the heading Employment Agreement with Robert J. Willett, the 100,000 unvested options granted to Mr. Willett in 2008 become fully vested if there is a change of control of Cognex during Mr. Willett's sixth year of employment, and Mr. Willett is not given the opportunity to remain in his role following the change of control (the share amount has been adjusted to reflect the two-for-one stock split we completed on September 16, 2013). These options otherwise vest in one installment on June 17, 2014.

A change of control for the options granted to Mr. Willett in 2008 means that control of Cognex has been moved from a board of directors selected by public shareholders to individuals who are appointed by a new owner of Cognex, other than a change in the Board pursuant to a purchase of Cognex by a financial buyer.

The unvested options held by Mr. Willett, other than those granted to him in 2008, are subject to immediate vesting if there is a change of control of Cognex, which is defined as a corporate transaction in which the holders of Cognex common stock before the transaction control less than 51% of the stock of Cognex or any successor corporation after the transaction, and if his employment is involuntarily terminated within twelve months following such transaction. The unvested options held by our non-employee Directors, Mr. Alias, Dr. Shillman and Mr. Morin are subject to immediate vesting upon a similar change of control transaction.

The following table indicates the amount of unvested shares held by each named executive officer that would have become fully exercisable assuming that with respect to Dr. Shillman's and Mr. Morin's option grants, a change of control of Cognex occurred at December 31, 2013, and with respect to the options granted to Mr. Willett, the termination of his employment occurred in the circumstances described above at December 31, 2013 following a change of control. These amounts are estimates only and do not necessarily reflect the actual number of shares that would accelerate or their value, which would only be known at the time that the individual becomes entitled to the accelerated vesting of his options. Share amounts and exercise prices set forth in the table or described in the notes to the table have been adjusted to reflect the two-for-one stock split completed on September 16, 2013.

| Name               | Number of<br>Option Shares<br>That Would Have<br>Accelerated<br>Vesting | Value of<br>Option Shares<br>That Would Have<br>Accelerated<br>Vesting(1) |
|--------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------|
| Robert J. Shillman | 0                                                                       | \$ 0                                                                      |
| Robert J. Willett  | 650,000                                                                 | \$ 15,666,000                                                             |
| Richard A. Morin   | 165,000                                                                 | \$ 3,542,250                                                              |

- (1) Amounts shown in this column are based on the positive difference between the closing price of our common stock on Nasdaq on December 31, 2013 (\$38.18) and the exercise prices for such options.

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**PROPOSAL 2: EXECUTIVE COMPENSATION ( SAY-ON-PAY )**

We are providing our shareholders with the opportunity to vote on a non-binding, advisory resolution to approve the compensation paid to our named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion. This proposal, commonly known as a say-on-pay proposal, gives our shareholders the opportunity to express their views on our named executive officers' compensation. At our Special Meeting of Shareholders in lieu of the 2011 Annual Meeting, a majority of votes were cast in favor of holding annual say-on-pay votes. After considering the voting results, our Board decided to conduct an advisory vote on the compensation of our named executive officers on an annual basis until the next advisory vote on the frequency of such say-on-pay votes.

This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. Accordingly, we will ask our shareholders to vote **FOR** the following resolution at the meeting:

RESOLVED, that the compensation paid to Cognex's named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

Total compensation for our named executive officers consists primarily of salary, bonus and stock option awards as well as other benefits which are also available to all Cognex employees generally. Salary and bonuses are viewed as short-term compensation to reward our named executive officers for meeting individual and company performance objectives, and stock option awards are viewed as a reward for increasing shareholder value and improving corporate performance over the long-term. We also believe that stock option awards promote the retention of talented employees. Determinations with respect to compensation for a fiscal year are generally made in conjunction with our Board of Directors' approval of Cognex's annual budget for that year, which typically takes place at the end of the prior fiscal year.

The compensation philosophy and programs for our named executive officers are set forth under the headings Compensation Discussion and Analysis and Executive Compensation.

**Recommendation**

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THIS SAY-ON-PAY PROPOSAL.**

The resolution that is the subject of this proposal is advisory in nature and, therefore, is not binding on Cognex, the Compensation/Stock Option Committee or our Board of Directors. However, the Compensation/Stock Option Committee intends to take the results of the vote on this proposal into account when considering future decisions regarding the compensation of our named executive officers.

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**PROPOSAL 3: RATIFICATION OF SELECTION OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed Grant Thornton LLP (Grant Thornton) as Cognex's independent registered public accounting firm to examine the consolidated financial statements of Cognex and its subsidiaries for the fiscal year ended December 31, 2014. Grant Thornton served as Cognex's independent registered public accounting firm for fiscal years 2012 and 2013. Although ratification by shareholders is not required by law or by our by-laws, the Audit Committee believes that submission of its selection to shareholders is a matter of good corporate governance. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different independent registered public accounting firm at any time if the Audit Committee believes that such a change would be in the best interests of our company and its shareholders. If our shareholders do not ratify the selection of Grant Thornton, the Audit Committee will take that fact into consideration, together with such other factors as it deems relevant, in determining its next selection of an independent registered public accounting firm. A representative of Grant Thornton is expected to be present at our 2014 Annual Meeting of Shareholders, and will have the opportunity to make a statement if he or she so desires and to respond to appropriate questions.

**Recommendation**

**OUR BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE RATIFICATION OF THE SELECTION OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.**

**Fees Paid to Independent Registered Public Accounting Firm and Other Matters**

The aggregate fees charged or expected to be charged by Grant Thornton and its affiliates for services rendered during 2012 and 2013 are as follows:

| Type of Fee        | 2013       | 2012       |
|--------------------|------------|------------|
| Audit Fees         | \$ 975,062 | \$ 977,635 |
| Audit-Related Fees | \$ 0       | \$ 0       |
| Tax Fees           | \$ 0       | \$ 0       |
| All Other Fees     | \$ 0       | \$ 0       |

*Audit Fees.* These are fees for services rendered in connection with the audit of the annual financial statements included in our Annual Report on Form 10-K; the review of the financial statements included in our Quarterly Reports on Form 10-Q; the audit of our internal control over financial reporting; and for services that are normally provided by an independent auditor in connection with statutory and regulatory filings or engagements.

*Audit-Related Fees.* These are fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements or our company's internal control over financial reporting.

*Tax Fees.* These are fees for tax compliance, planning and preparation, and tax consulting and advice.

*All Other Fees.* These are fees for any service not included in the first three categories.

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**Audit Committee's Pre-Approval Policies**

The Audit Committee pre-approves all auditing services and the terms of such services and non-audit services provided by Cognex's independent registered public accounting firm, but only to the extent that the non-audit services are not prohibited under applicable law and the Audit Committee reasonably determines that the non-audit services do not impair the independence of the independent registered public accounting firm. The authority to pre-approve non-audit services may be delegated to one or more members of the Audit Committee, who present all decisions to pre-approve an activity to the full Audit Committee at its first meeting following such decision.

The pre-approval requirement is waived with respect to the provision of non-audit services for Cognex if:

the aggregate amount of all such non-audit services provided to us constitutes not more than 5% of the total amount of fees paid by us to the independent registered public accounting firm during the fiscal year in which such non-audit services were provided;

those services were not recognized at the time of the engagement to be non-audit services; and

those services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Audit Committee.

There were no non-audit services provided to Cognex by our independent registered public accounting firm for fiscal years 2012 and 2013 that required review by the Audit Committee.

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**REPORT OF THE AUDIT COMMITTEE**

The following is the report of the Audit Committee with respect to Cognex's audited financial statements for the fiscal year ended December 31, 2013. The Audit Committee acts pursuant to a written charter. Each of the members of the Audit Committee qualifies as an independent Director under the applicable listing standards of Nasdaq and rules of the SEC.

The Audit Committee has reviewed and discussed Cognex's audited financial statements with management. The Audit Committee has discussed with Grant Thornton, Cognex's independent registered public accounting firm, the matters required to be discussed by Auditing Standard No. 16, *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board (PCAOB), which provides that certain matters related to the conduct of the audit of Cognex's financial statements are to be communicated to the Audit Committee. The Audit Committee has also received the written disclosures and the letter from Grant Thornton required by applicable requirements of the PCAOB regarding Grant Thornton's communications with the Audit Committee concerning independence, and has discussed with Grant Thornton the independent registered public accounting firm's independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that Cognex's audited financial statements be included in Cognex's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

The foregoing report has been approved by all members of the Audit Committee.

**AUDIT COMMITTEE**

Theodor Krantz, *Chairman*

Jeffrey B. Miller

Reuben Wasserman

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### **SHAREHOLDER PROPOSALS**

Under regulations adopted by the SEC, any proposal submitted for inclusion in our proxy statement relating to our 2015 Annual Meeting of Shareholders must be received at our principal executive offices in Natick, Massachusetts on or before November 19, 2014. Our receipt of any such proposal from a qualified shareholder in a timely manner will not ensure its inclusion in the proxy material because there are other requirements in the proxy rules for such inclusion.

In addition to the SEC's requirements regarding shareholder proposals, our by-laws contain provisions regarding matters to be brought before shareholder meetings. If shareholder proposals, including proposals regarding the election of Directors, are to be considered at the 2015 Annual Meeting of Shareholders, notice of them must be given by personal delivery or by U.S. mail, postage prepaid, to the Secretary of Cognex Corporation not later than the close of business on January 29, 2015 nor earlier than the close of business on December 30, 2014. However, in the event that the date of the annual meeting is advanced by more than 30 days before or delayed by more than 60 days after the first anniversary of the preceding year's annual meeting, such notice must be delivered not earlier than the close of business on the 120<sup>th</sup> day prior to such annual meeting and not later than the close of business on the later of the 90<sup>th</sup> day prior to such annual meeting or the 10<sup>th</sup> day following the day on which public announcement of the date of such meeting is first made.

The notice must set forth:

information concerning the shareholder, including his or her name and address;

a representation that the shareholder is entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to present the matter specified in the notice; and

such other information as would be required to be included in a proxy statement soliciting proxies for the presentation of such matter to the meeting.

Shareholder proposals with respect to the election of Directors must also contain other information set forth in our by-laws. Proxies solicited by our Board of Directors will confer discretionary voting authority with respect to these proposals subject to the SEC's rules governing the exercise of this authority. We suggest that any shareholder proposal be submitted by certified mail, return receipt requested.

### **NOTICE OF AMENDMENTS TO BY-LAWS**

On December 5, 2013, our Board of Directors adopted certain amendments to Cognex's by-laws. A summary of the changes is included in Appendix A to this proxy statement. The full text of our amended and restated by-laws is included as Exhibit 3.1 to our Current Report on Form 8-K filed with the SEC on December 10, 2013.

### **OTHER MATTERS**

Management knows of no matters which may properly be and are likely to be brought before the meeting other than the matters discussed in this proxy statement. However, if any other matters properly come before the meeting, the persons named in the enclosed proxy will vote in accordance with their best judgment.

By Order of the Board of Directors

Richard A. Morin, *Secretary*

Natick, Massachusetts

March 19, 2014



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**APPENDIX A**

**COGNEX CORPORATION**

**Notice of Amendment and Restatement of By-laws by the Board of Directors**

**Pursuant to Section 10.20 of Chapter 156D of the Massachusetts General Laws**

On December 5, 2013, our Board of Directors adopted certain amendments to Cognex's by-laws, effective immediately. Many of the amendments were made to conform the language of the by-laws to that used in the Massachusetts Business Corporation Act (the "MBCA"), or otherwise replicate such statutory provisions. Changes included the following:

*Meetings of Shareholders:* The by-laws were amended to: (1) remove the fixed date for the annual meeting of shareholders and instead allow the Board of Directors, the Chairman of the Board or the President of Cognex to fix the date, time and place of the annual meeting; (2) provide that a special meeting in lieu of an annual meeting may be called if no annual meeting is called within 13 months of the last annual meeting; and (3) specifically provide that only business within the purposes described in the notice to shareholders may be conducted at a special meeting of shareholders.

The provision in the by-laws regarding notice of a shareholder meeting was amended so that such notice must be given no fewer than seven days (as provided in the prior by-law) nor more than 60 days before the date of the meeting to conform with the timing provisions of the MBCA. The by-laws also were amended to provide that: (1) notice of a meeting may be provided to a shareholder by any means permitted under the MBCA, which includes, in addition to traditional delivery methods, electronic transmission in a manner specified by the shareholder; and (2) a shareholder's attendance at a meeting shall constitute waiver of notice of the meeting to the extent allowed under the MBCA.

The by-laws were amended to provide discretion to the presiding officer with respect to the adjournment of shareholder meetings.

*Shareholder Proposals and Nominations:* The by-laws were amended to provide that, for director nominations or other business to be properly brought by a shareholder for an annual meeting held after 2014, in addition to other applicable requirements, the shareholder must deliver notice to the Secretary of Cognex not later than the close of business on the 90<sup>th</sup> day nor earlier than the close of business on the 120<sup>th</sup> day prior to the first anniversary of the preceding year's annual meeting. However, in the event that the date of the annual meeting is advanced by more than 30 days before or delayed by more than 60 days after such anniversary date, such notice must be delivered not earlier than the close of business on the 120<sup>th</sup> day prior to such annual meeting and not later than the close of business on the later of the 90<sup>th</sup> day prior to such annual meeting or the 10<sup>th</sup> day following the day on which public announcement of the date of such meeting is first made.

The prior by-law, which continued in effect for the 2014 Annual Meeting of Shareholders, provided that any shareholder intending to present a proposal at an annual meeting had to give written notice of such proposal to the Secretary not later than 60 days prior to the second Tuesday of April, which was the date previously fixed in the by-laws for the annual meeting.

*Directors and Officers:* The amendments to the by-laws replaced references to the Clerk with references to the Secretary, and provide that one person may hold more than one office (including President and Secretary). The by-laws also were amended to explicitly provide that: (1) a director may be removed by the Board of Directors only for cause; and (2) notice to Directors, as well as action by written consent of the Directors, may be made by electronic transmission.

In addition, the amendments to the by-laws provided for the Chairman of the Board to also take certain actions (including, among other things, presiding at shareholder meetings and calling special meetings of shareholders) that the by-laws allow the President to take, in recognition that the offices of Chairman and President are currently held by two individuals.

*Capital Stock:* The amended and restated by-laws provide greater discretion to the Board of Directors with respect to determinations regarding consideration for the issuance of shares. In addition, the provision in the by-laws regarding fixing a record date was amended so that such date can be no more than 70 days before the date on which a particular action is to occur (as opposed to 60 days in the prior by-law), as contemplated by the MBCA.

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**Electronic Voting Instructions**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 1:00 a.m., EDT, on Tuesday, April 29, 2014.**

**Vote by Internet**

Go to [www.envisionreports.com/CGNX](http://www.envisionreports.com/CGNX)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Vote by telephone**

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with x  
an **X** as shown in this example. Please do not  
write outside the designated areas.

q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

The Board of Directors recommends a vote FOR all the nominees listed in Proposal 1 and FOR Proposals 2 and 3.

**A Election of Directors**

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1. Nominees ~~N~~ominated for a term ending in 2017:

01 - Robert J. Shillman

02 - Theodor Krantz

03 - J. Bruce Robinson

“ Mark here to vote FOR all nominees  
nominees

“ Mark here to WITHHOLD vote from all

01 02 03

“ **For All EXCEPT** - To withhold a vote for one or more nominees, mark the box to the left and the corresponding numbered box(es) to the right.

“ “ “

**For Against Abstain**

2. To approve the compensation of Cognex's named executive officers as described in the proxy statement including the Compensation Discussion and Analysis, compensation tables and narrative discussion (say-on-pay).

“ “ “

**For Against Abstain**

3. To ratify the selection of Grant Thornton  
LLP as Cognex's independent registered  
public accounting firm for fiscal year 2013.

4. The consideration of any other business  
that may properly come before the  
meeting or any adjournment or  
postponement thereof.

**B Authorized Signatures** This section must be completed for your vote to be counted. **Date and Sign Below**  
Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor,  
administrator, corporate officer, trustee, guardian, or custodian, please give full title.

mm/dd/yyyy) Please print date below. Signature 1 Please keep signature within the box. Signature 2 Please keep signature within  
/

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**2014 Annual Meeting of Shareholders Admission Ticket**

**2014 Annual Meeting of Cognex Corporation Shareholders**

**Tuesday, April 29, 2014 at 9:00 a.m. Local Time**

**Cognex Corporation**

**One Vision Drive**

**Natick, Massachusetts**

**Upon arrival, please present this admission ticket  
and photo identification at the registration desk.**

**DIRECTIONS TO COGNEX CORPORATION**

One Vision Drive

Natick, MA 01760

**Please note:** Guest parking is available in front of the building.

**From Boston and Logan Airport:**

Merge onto Route 90 West (Mass Turnpike) toward Worcester

Take Exit 15 (I-95/Route 128) toward Waltham/Dedham

Follow From Route 128 (I-95)

**From Route 128 (I 95):**

Take Exit 20B (Route 9 West) toward Framingham/Worcester

Follow From Route 9 West  
**From Route 495:**

Take Exit 22 Route 90 East (Mass Turnpike) toward Framingham/Boston

Follow From Route 90 (Mass Turnpike)  
**From Route 90 (Mass Turnpike):**

Take Exit 13 (Natick/Framingham - Route 30)

Follow left ramp towards Natick (Route 30 East)

Follow signs to Route 9 East

Follow From Route 9 East  
**From Route 9 West:**

Follow Route 9 West

Look for an Audi dealership on your right as you head up a hill. At the crest of that hill, Vision Drive is 0.1 miles past Wethersfield Rd. Cognex is on the left of Vision Drive.

**From Route 9 East:**

Follow Route 9 East

Make U-turn at the left lane U-turn signal near Natick McDonald's

Follow From Route 9 West

**q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q**

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**Proxy Cognex Corporation**

**Notice of 2014 Annual Meeting of Shareholders**

**Proxy Solicited by Board of Directors for Annual Meeting April 29, 2014**

**Important Notice Regarding the Availability of Proxy Materials for the 2014 Annual Meeting of Shareholders to be held on April 29, 2014: The proxy statement and annual report to shareholders are available at: [www.envisionreports.com/CGNX](http://www.envisionreports.com/CGNX).**

The undersigned hereby appoints Robert J. Shillman and Richard A. Morin, and each of them, with full power of substitution, as proxies to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the 2014 Annual Meeting of Shareholders of Cognex Corporation to be held on April 29, 2014 or at any postponement or adjournment thereof.

**Shares represented by this proxy will be voted as directed by the shareholder. If no such directions are indicated, the shares represented by this proxy will be voted FOR the election of the nominees listed on the reverse side for the Board of Directors and FOR Proposals 2 and 3.**

**In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.**

(Items to be voted appear on reverse side.)

**C Non-Voting Items**

**Change of Address** Please print your new address below. **Comments** Please print your comments below. **Meeting A**

Mark the box to the  
right if you plan to  
attend the Annual  
Meeting.

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A C ON BOTH SIDES OF THIS  
CARD.**

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