

COGNEX CORP  
Form DEF 14A  
March 15, 2017  
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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

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**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.

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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):
  
- 4 Proposed maximum aggregate value of transaction:
  
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- 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 27, 2017**

To the Shareholders:

The 2017 Annual Meeting of Shareholders of COGNEX CORPORATION will be held at 9:00 a.m. local time on Thursday, April 27, 2017, 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 cast a non-binding advisory vote on the frequency of say-on-pay votes;
4. To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2017;
5. To consider and act upon a shareholder proposal set forth in the proxy statement for the meeting, if properly presented at the meeting; and
6. To consider and act upon any other business that may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on March 3, 2017 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.

**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 15, 2017

**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 2017 Annual Meeting of Shareholders to be held at 9:00 a.m. local time on Thursday, April 27, 2017, 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 for the meeting;
2. To cast a non-binding advisory vote to approve executive compensation ( *say-on-pay* );
3. To cast a non-binding advisory vote on the frequency of *say-on-pay* votes;
4. To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2017;
5. To consider and act upon a shareholder proposal set forth in the proxy statement, if properly presented at the meeting; and
6. To consider and act upon any other business that 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 15, 2017.

**Voting Rights and Quorum**

Shareholders of record at the close of business on March 3, 2017 (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 86,649,349 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 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 vote required for approval of the matters to be considered at



the meeting is as follows:

The majority voting standard will apply to the election of Directors at the 2017 Annual Meeting of Shareholders. Accordingly, nominees for Director will be elected if the votes cast for such nominee's election exceed the votes cast against such nominee's election. An incumbent director who does not receive more votes for than against his election will promptly offer to tender his resignation. The resignation would be considered by the Nominating and Corporate Governance Committee and acted upon by our Board of Directors (without participation by the incumbent Director who tendered his resignation) within 90 days of the election. Thereafter, our Board will promptly disclose its decision whether to accept the Director's resignation in a Current Report on Form 8-K furnished to the Securities and Exchange Commission (SEC).

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Other matters presented at the meeting require the favorable vote of a majority of 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. 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. 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. As a result, abstentions and broker non-votes will have no effect on the voting results.

### **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 27, 2017.

Our Board of Directors recommends a vote (1) for the three nominees for Director set forth in this proxy statement; (2) for the non-binding advisory vote to approve executive compensation (say-on-pay); (3) for a frequency of every year (box 1 Year on the proxy card) with respect to the non-binding advisory vote on the frequency of say-on-pay votes; (4) for the ratification of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2017; and (5) against the shareholder proposal included in this proxy statement. 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, email, fax 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 SEC for our most recent fiscal year is available on our website at**

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***www.cognex.com* under **Company Investor Information Financial Information SEC Filings**. Shareholders can send a written request to Investor Relations at Cognex Corporation, One Vision Drive, Natick, Massachusetts 01760 or by email at **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 Cognex 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.

**Investor Contact**

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

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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. 55 East 52nd Street New York, NY 10055	6,366,836(2)	7.3%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	6,263,092(3)	7.2%
Brown Capital Management, LLC 1201 N. Calvert Street Baltimore, MD 21202	6,088,979(4)	7.0%

- (1) Percentages are calculated on the basis of 86,649,349 shares of our common stock outstanding as of March 3, 2017.
- (2) Information regarding BlackRock, Inc. is based solely upon a Schedule 13G filed by BlackRock with the SEC on January 23, 2017, which indicates that BlackRock held sole voting power over 5,969,457 shares and sole dispositive power over 6,366,836 shares.
- (3) Information regarding The Vanguard Group, Inc. is based solely upon a Schedule 13G filed by The Vanguard Group with the SEC on February 10, 2017, which indicates that The Vanguard Group held sole voting power over 50,199 shares, shared voting power over 9,023 shares, sole dispositive power over 6,209,504 shares and shared dispositive power over 53,588 shares. Per the Schedule 13G, Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 44,565 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 14,657 shares as a result of its serving as investment manager of Australian investment offerings.
- (4) Information regarding Brown Capital Management, LLC is based solely upon a Schedule 13G filed by Brown Capital with the SEC on February 9, 2017, which indicates that Brown Capital held sole voting power over 3,628,583 shares and sole dispositive power over 6,088,979 shares. Per the Schedule 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.

**Security Ownership of Directors and Executive Officers**

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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

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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.

Our executive officers as of December 31, 2016 included Dr. Robert J. Shillman, Robert J. Willett and Richard A. Morin, all of whom have been employed by Cognex for no less than the past five years. On February 15, 2017, our Board of Directors appointed John J. Curran as Senior Vice President and Chief Financial Officer of Cognex, commencing on February 17th. Mr. Curran succeeds Mr. Morin who retired from his position as Chief Financial Officer after 18 years with Cognex. Mr. Morin remains with Cognex in a non-executive role.

Mr. Curran, age 51, joined Cognex in September 2016 as Senior Vice President of Finance. Prior to joining Cognex, Mr. Curran had a 21-year career at EMC Corporation, a company that manages businesses involved in the transformation of information technology, where he most recently served as Senior Vice President of Finance and Corporate Controller. Prior to that, he was Interim CFO for Pivotal, Inc., a \$200 million subsidiary of EMC focusing on application and data infrastructure software, agile development services and data science consulting. Mr. Curran holds a B.S. in Accounting and an M.B.A. from Babson College.

<b>Name</b>	<b>Amount and Nature of Beneficial Ownership(1)</b>	<b>Percent of Class(2)</b>
Robert J. Shillman	3,830,400(3)	4.4%
Robert J. Willett	560,000	*
Anthony Sun	262,576	*
Theodor Krantz	108,000	*
Patrick A. Alias	51,250	*
Jeffrey B. Miller	49,900(4)	*
Richard A. Morin	29,009(5)	*
J. Bruce Robinson	12,125	*
Eugene Banucci	7,000	*
Jerry Schneider	1,000	*
John J. Curran	0(5)	*
All Directors and Executive Officers as a group (11 persons)	4,911,260(6)	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 3, 2017: Dr. Shillman, 0 shares; Mr. Willett, 560,000 shares; Mr. Sun, 108,000 shares; Mr. Krantz, 89,250 shares; Mr. Alias, 51,250 shares; Mr. Miller, 49,500 shares; Mr. Morin, 27,000 shares; Mr. Robinson, 10,250 shares; Dr. Banucci, 5,000 shares; Mr. Schneider, 0 shares; and Mr. Curran, 0 shares.
- (2) Percentages are calculated on the basis of 86,649,349 shares of our common stock outstanding as of March 3, 2017. 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 3, 2017 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.

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- (3) Includes 3,830,400 shares held in a trust with respect to which Dr. Shillman serves as trustee.
- (4) Mr. Miller has shared voting and investment power with respect to 400 shares owned jointly with his spouse.
- (5) Mr. Curran was promoted to Chief Financial Officer of Cognex on February 17, 2017. He succeeded Mr. Morin, who retired in March 2017.
- (6) Includes 900,250 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 3, 2017.



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**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 2016, 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.

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**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.

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



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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 letters and circulate them to the appropriate Director(s).

## **Board Meetings, Committees and Attendance**

Our Board of Directors held nine meetings during 2016. During 2016, each Director attended at least 75% of the total number of meetings of the Board of Directors and meetings of the committees of which such Director was a member, with the exception of Mr. Wasserman who was unable to attend the Board and committee meetings that were held on the day of our 2016 Annual Meeting of Shareholders due to illness. Otherwise, his attendance was 80%. 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, except for Mr. Wasserman as explained above, attended the 2016 Annual Meeting of Shareholders held on April 28, 2016.

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 2016 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.

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

<b>Name</b>	<b>Compensation/ Stock Option</b>	<b>Audit</b>	<b>Nominating and Corporate Governance</b>
Eugene Banucci			*
Theodor Krantz	X	*	
Jeffrey B. Miller		X	X
J. Bruce Robinson	X	X	
Jerry A. Schneider		X	
Anthony Sun	*		X

\* Committee Chairman

X Committee Member

Changes to the committee membership during 2016 were as follows:

Mr. Robinson served on the Nominating and Corporate Governance Committee through April 28, 2016. At that time, he was appointed to serve on the Compensation/Stock Option Committee and Audit Committee;

Mr. Sun was replaced as Chairman of the Nominating and Corporate Governance Committee on April 28, 2016 by Dr. Banucci;

Mr. Wasserman was replaced as Chairman of the Compensation/Stock Option Committee on April 28, 2016 by Mr. Sun; and

Mr. Wasserman resigned from our Board and all committees of the Board on which he served effective on July 22, 2016. He was replaced on the Audit Committee by Mr. Schneider, who joined our Board on July 22, 2016.

**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;

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 options and other equity-based awards to non-executive employees of Cognex not to exceed 40,000 shares to any one individual in the aggregate per calendar year.

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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 four times in 2016.

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 2016, 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 2016.

The Board of Directors has determined that all members of the Audit Committee are financially literate, and that each of Messrs. Krantz and Schneider 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.

The Nominating and Corporate Governance Committee met twice during 2016. On July 22, 2016, upon the recommendation of the Nominating and Corporate Governance Committee, Jerry A. Schneider was appointed to our Board of Directors. Mr. Schneider was initially recommended to the Nominating and Corporate Governance Committee for election to the Board by Dr. Shillman. In February 2017, the Nominating and Corporate Governance Committee met and recommended the Director nominees for election at the meeting.

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

During 2016, Messrs. Krantz, Robinson, Sun, and Wasserman served on the Compensation/Stock Option Committee (Mr. Wasserman resigned from our Board and all committees of the Board on which he served





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effective on July 22, 2016). No member of the Compensation/Stock Option Committee has 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 2016 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 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, 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.

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 July 22, 2016, upon the recommendation of the Nominating and Corporate Governance Committee, Jerry A. Schneider was appointed to our Board of Directors. Mr. Schneider was initially recommended to the Nominating and Corporate Governance Committee for election to the Board by Dr. Shillman.



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Shareholders who wish to submit Director candidates for consideration as nominees for election at our 2018 Annual Meeting of Shareholders should send such recommendations to the Secretary of Cognex Corporation at our executive offices on or before November 15, 2017. 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 nine Directors and is divided into three classes, with one class being elected each year for a term of three years. We are proposing that Patrick A. Alias, 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.

**Recommendation**

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF PATRICK A. ALIAS, 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 2020:**

*Patrick A. Alias*, 71, 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 more than 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, 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 for sitting 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.

*Theodor Krantz*, 74, 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 served as President from

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2000 to 2011. He was President, and later Chief Executive Officer, of Velcro Industries from 1984 to 1999. For more than 10 years, Mr. Krantz has been serving 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 for sitting on our Board of Directors include his extensive executive leadership experience and his accounting and financial management expertise.

*J. Bruce Robinson, 74*, has served as a director since 2013. Mr. Robinson is the former Chief Executive Officer (from 1999 to 2010) and Chairman of the Board of Directors (from 2000 to 2009) of then publicly held company Zygo Corporation (ZIGO), a worldwide supplier of optical metrology instruments, precision optics, and electro-optical design and manufacturing services. He was a consultant to Zygo from 2010 to 2014. Zygo was acquired in 2014. Previously, Mr. Robinson spent 25 years with The Foxboro Company. He holds a B.Sc. in Electrical Engineering from the University of Waterloo in Canada. We believe Mr. Robinson's qualifications for sitting on our Board of Directors include his executive experience and his expertise in the high-technology industry.

**Serving a term ending in 2019:**

*Robert J. Shillman, 70*, 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. 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 for sitting on our Board of Directors include his 36 years of executive leadership experience building Cognex into the world's largest and most successful company that specializes in machine vision.

*Anthony Sun, 64*, 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 began his tenure at 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. (KEYN) when it was a publicly held company. We believe Mr. Sun's qualifications for sitting on our Board of Directors include his executive experience, his expertise in the high-technology industry, particularly having served as 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 through service on our Board.

*Robert J. Willett, 49*, has served as a director and Chief Executive Officer of Cognex since 2011. Mr. Willett joined our company in 2008 as President of the Modular Vision Systems Division, and was promoted to President and Chief Operating Officer in 2010. 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 as President of Videojet Technologies, a leader in coding and marking products. Prior to that, Mr. Willett served as Chief Executive Officer of Willett International Ltd., a coding and marking company that 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 for sitting on our Board of Directors include his experience in the machine vision industry, his executive leadership experience and the knowledge of our company that he has acquired through his management roles.

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**Serving a term ending in 2018:**

*Eugene Banucci*, 73, has served as a director since 2015. Dr. Banucci is the founder and former Chairman and Chief Executive Officer of ATMI, Inc. (ATMI), a publicly held company that was acquired by Entegris, Inc. (ENTG) in 2014. Dr. Banucci served as Chief Executive Officer of ATMI from its founding in 1986 until the beginning of 2005. Prior to starting ATMI, he held management positions at General Electric Company and American Cyanamid Company. Dr. Banucci has served on numerous boards; in particular, from 2003 through 2010, he was a member of the Board of Directors of Zygo Corporation (ZIGO), a publicly held company that was also acquired in 2014. He currently serves as Lead Director on the Board of Clean Harbors, Inc. (CLH), a publicly held company listed on the New York Stock Exchange. Dr. Banucci holds a B.A. in Chemistry from Beloit College and Ph.D. in Organic Chemistry from Wayne State University. We believe Dr. Banucci's qualifications for sitting on our Board of Directors include his experience in developing and managing high-technology companies and his participation in other public company boards.

*Jeffrey B. Miller*, 60, has served as a director since 2010. Mr. Miller is the former President of Markem Corporation, a leading global provider of product identification and traceability solutions. In 2006, he managed the sale of the then-private company to Dover Corporation. Mr. Miller retired from Markem in 2008, after a 27-year career. He 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 is 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 for sitting on our Board of Directors include his industry and executive leadership experience.

*Jerry A. Schneider*, 69, has served as a director since 2016. Mr. Schneider has been an independent business and financial consultant since 2014. From 2004 to 2013, he was the Chief Financial Officer of Vistage International, a private equity-owned CEO peer-advisory membership company with over 20,000 members. Prior to Vistage, Mr. Schneider spent seven years at Fresenius Medical Care North America (FMS), a global dialysis service and products company, where he served as Chief Financial Officer and later as Senior Vice President of Strategic Planning. Between 1994 and 1997, Mr. Schneider was the Executive Vice President and Chief Financial Officer of then publicly held GranCare, Inc. (GC), a healthcare company in the long-term care, assisted living and institutional pharmacy business. Mr. Schneider serves on a number of other for-profit and non-profit boards. 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. Mr. Schneider received his Juris Doctor from Loyola Law School, and a B.S. in Accounting from the University of California at Berkeley. He is an inactive CPA and attorney in the State of California. We believe Mr. Schneider's qualifications for sitting on our Board of Directors include his executive experience and his accounting, legal and financial management expertise.



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The following table sets forth the compensation earned by or awarded to each Director who served on our Board of Directors in 2016, 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."

**Director Compensation Table 2016**

<b>Name</b>	<b>Fees Earned or Paid in Cash</b>	<b>Option Awards(1)(2)(3)</b>	<b>All Other Compensation(4)</b>	<b>Total Compensation</b>
Patrick A. Alias	\$	\$ 217,219	\$ 272,643	\$ 489,862
Eugene Banucci	\$ 36,300	\$ 248,250	\$	\$ 284,550
Theodor Krantz	\$ 52,300	\$ 161,363	\$	\$ 213,663
Jeffrey B. Miller	\$ 46,250	\$ 161,363	\$	\$ 207,613
J. Bruce Robinson	\$ 47,900	\$ 161,363	\$	\$ 209,263
Jerry A. Schneider(5)	\$ 21,200	\$ 248,250	\$	\$ 269,450
Anthony Sun	\$ 43,450	\$ 161,363	\$	\$ 204,813
Reuben Wasserman(6)	\$ 24,800	\$ 71,630	\$ 20,000	\$ 116,430

- (1) In 2016, each Director other than Dr. Shillman, Mr. Willett, Dr. Banucci, and Mr. Schneider were granted options to purchase 13,000 shares of our common stock at an exercise price of \$33.44 per share on February 12, 2016 (except that Mr. Alias was granted options to purchase 17,500 shares and Mr. Wasserman was granted options to purchase 6,500 shares). These options have a ten-year life and began vesting in four equal annual installments (except Mr. Wasserman's options vested in one installment) on February 12, 2017. 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 14, "Stock-Based Compensation" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. 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) Dr. Banucci and Mr. Schneider were appointed to our Board of Directors on December 10, 2015 and July 22, 2016, respectively. In conjunction with joining our Board, Dr. Banucci and Mr. Schneider were each granted options during 2016 to purchase 20,000 shares of our common stock (these options have a ten-year life and vest in four equal annual installments). Dr. Banucci's options were granted at an exercise price of \$33.44 per share on February 12, 2016 and began vesting on February 12, 2017. Mr. Schneider's options were granted at an exercise price of \$48.54 per share on August 3, 2016 and will begin vesting on August 3, 2017.
- (3) Each Director, other than Dr. Shillman and Mr. Willett, had the following unexercised options outstanding at December 31, 2016: Mr. Alias, options to purchase 82,500 shares; Dr. Banucci, options to purchase 20,000 shares; Mr. Krantz, options to purchase 128,750 shares; Mr. Miller, options to purchase 76,500 shares; Mr. Robinson, options to purchase 35,250 shares; Mr. Schneider, options to purchase 20,000 shares; and Mr. Sun, options to purchase 142,500 shares. The Directors listed above did not forfeit any stock option grants in 2016.
- (4) Amounts listed in this column for Mr. Alias include salary of \$90,972 and a bonus under our annual bonus program of \$180,000, both of which were earned by Mr. Alias during 2016 in his capacity as a non-executive

employee of Cognex, and insurance premiums of \$1,671, which all Cognex employees are

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eligible to receive. Amounts listed for Mr. Wasserman include a donation of \$20,000 made by Cognex to a public charity for Mr. Wasserman's 25-year Perseverance Award, which all Cognex employees and directors are eligible to receive.

- (5) Mr. Schneider was appointed to our Board of Directors on July 22, 2016.  
 (6) Mr. Wasserman resigned from our Board and all committees of the Board on which he served effective on July 22, 2016.

**Elements of Director Compensation**

The following table sets forth the elements of compensation in 2016 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	Compensation/Stock				Nominating and Corporate Governance Committee(2)
	Board of Directors	Option Committee(1)	Audit Committee(1)		
Annual cash retainer	\$ 11,000	\$ 2,200	\$ 5,000	\$ 550	
Meeting fee	\$ 5,500	\$	\$ 1,650	\$	
Telephonic meeting fee	\$ 550	\$ 550	\$ 550	\$	
Annual Chairman fee	\$	\$	\$ 4,400	\$	

- (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 evaluation of director candidates.

In 2016, Messrs. Krantz, Miller, Robinson, Sun and Wasserman also received their 2016 annual grants of options to purchase 13,000 shares of our common stock at an exercise price of \$33.44 per share that began vesting on February 12, 2017 (except Mr. Wasserman was granted options to purchase 6,500 shares). Mr. Alias was granted options to purchase an additional 4,500 shares (17,500 total shares) as compensation for services performed by him as an employee of Cognex. In conjunction with joining our Board, Dr. Banucci and Mr. Schneider were each granted options during 2016 to purchase 20,000 shares of our common stock. Dr. Banucci's options were granted at an exercise price of \$33.44 per share on February 12, 2016. Mr. Schneider's options were granted at an exercise price of \$48.54 per share on August 3, 2016. All of the options described in this paragraph have a ten-year term, vest in four equal annual installments (except Mr. Wasserman's options vested in one installment), and have an exercise price equal to the closing price of our common stock as reported by Nasdaq on the date of grant.

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**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, 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.

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, sales commissions and stock option awards) is based upon individual, 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 has 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.

In order for any employee to be eligible for a company bonus, Cognex must first achieve certain financial goals that are established annually by the Compensation/Stock Option Committee related to our consolidated operating income as a percentage of revenue (we refer to this metric as "operating margin"). We believe that focusing on profitability rather than other measures encourages a balanced approach to performance and emphasizes consistent behavior across the organization.

Our annual bonus program is capped for each employee at director level and above, which includes our named executive officers, which we believe mitigates excessive risk taking by limiting bonus payouts even if our company dramatically exceeds its operating margin target.

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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 Radford's Global Technology Survey, which includes executive compensation levels across a wide spectrum of technology sector companies comparable in revenue size; we establish a potential annual bonus that is market competitive and linked to individual and company performance objectives; 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 is instrumental in our ability to recruit, retain and motivate our high caliber 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 2016 Annual Meeting of Shareholders, approximately 97% 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 3% 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 for 2016 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. The next advisory vote on the frequency of say-on-pay proposals is being held at our 2017 Annual Meeting of Shareholders on April 27, 2017.

**2016 Business Results**

Cognex reported record financial results for 2016 with the highest revenue, net income and earnings per share from continuing operations in our 36-year history. Revenue was \$521 million, a 16% increase over the \$451 million reported for the prior year. We were also highly profitable, reporting an operating margin of 31% and a net margin of 29%, reflecting significant expansion over 27% and 24%, respectively, reported in 2015. We





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invested in engineering and in our sales and support organization to drive long-term growth. We introduced new products that expanded our addressable opportunity in the machine vision market. And, we spent \$47 million to repurchase our common stock, paid out \$25 million in dividends to shareholders, and spent \$14 million to acquire four companies in what we believe to be our two highest expected growth areas. We were pleased with these achievements in 2016.

### **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 Radford's Global Technology Survey described above.

### Base Salary

In determining the base salaries paid to our named executive officers for fiscal year 2016, 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 2016 was made based on the following criteria:

Radford's Global Technology 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 2016 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

the increase in salary levels approved by our Board of Directors in the fourth quarter of 2015 in conjunction with its approval of our annual budget for fiscal year 2016.

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During 2016, our named executive officers declined to accept a salary increase because we did not achieve our budgeted operating margin for 2015. In addition, consistent with prior years, Dr. Shillman elected to forgo his annual salary for 2016 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 individual and company performance objectives. All Cognex employees, including our named executive officers, are eligible to participate in the 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.

The annual company bonus plan is designed to be variable. In order for any employee to be eligible for an annual company bonus, Cognex must first achieve financial goals set forth in the annual budget related to budgeted non-GAAP consolidated operating income as a percentage of revenue (we refer to this metric as "operating margin"). 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.

The Compensation/Stock Option Committee determined that operating margin is an appropriate metric for our bonus plan because the Committee believes employee performance is integral in achieving desired levels of company profitability. 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 certain items including expense related to stock options and other equity-based awards and foreign currency gains or losses.

In order for any cash bonus to be paid to an employee, a minimum level of operating margin for the company must be achieved. 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 vice president level and above, which includes our named executive officers, and the amount by which each individual can participate in any

increase due to company performance in excess of the operating margin target. The target bonus amount is based upon a percentage of base salary with the percentage based upon the individual's level of responsibility. Individual performance goals are established annually and generally relate to near-term strategic,

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financial and operational performance that supports the company's business objectives. A weighting is assigned to each individual performance goal. For fiscal year 2016:

the target bonus for Dr. Robert J. Shillman, our Executive Chairman, was \$100,000, with the opportunity to earn 0-250% 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 \$243,750, 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 \$165,000, 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.

For 2016, the operating margin target was consistent with our long-term financial model of 30% of revenue or greater. The actual consolidated operating margin achieved was 35%, which was above the target. As a result, each of our named executive officers was eligible to receive 100% of the individual's bonus target plus an additional amount depending upon his level of responsibility and up to a maximum approved by the Compensation/Stock Option Committee. The annual bonuses for 2016 for our named executive officers are listed under the heading "Executive Compensation Summary Compensation Table" and will be paid in the first quarter of 2017. Consistent with prior years, Dr. Shillman elected to forgo his 2016 bonus, and, as requested by him, we will donate this amount to a public charity.

## Stock Option Awards

Cognex's stock option program is intended to reward the majority of our eligible 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 believes that the stock option program is instrumental in our ability to recruit, retain and motivate our high caliber employees.

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 options and other equity-based awards to our non-executive employees not to exceed 40,000 shares to any one individual in the aggregate per calendar year.

Each year, the Compensation/Stock Option Committee determines the stock options to be granted to current employees in the form of annual grants by considering, among other factors, the impact of the options on shareholder dilution. We have always been, and will continue to be, sensitive to shareholders' concerns about the increase in the number of outstanding shares caused by new option grants. In that regard, we have reduced our net yearly option grants over the past ten years from 5% of average outstanding shares in fiscal 2006 to 2% of average outstanding shares in fiscal 2016. We have also reduced share dilution by repurchasing approximately 26,685,000 shares of

Cognex stock on the open market during that period. As a result, the number of outstanding shares has decreased by 9% from January 1, 2006 to December 31, 2016 (disregarding the impact of stock splits effected through the issuance of stock dividends). We intend to continue to actively manage our use of shares each year.

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During 2016, Messrs. Willett and Morin participated in our annual stock option grants, which were completed in the first quarter of the year. Their annual option grants were consistent with the vesting schedules and expiration dates of the majority of grants made to our other employees, except that Mr. Morin's grant does not vest in equal annual installments. Dr. Shillman declined to accept an annual option award 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.

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 stock options granted 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. All options held by Mr. Willett, except for his November 2014 option grants, are subject to immediate vesting if there is a change in control of Cognex and if his employment is involuntarily terminated within twelve months following such transaction. With respect to Mr. Willett's November 2014 option grants, (a) there is no acceleration of vesting in connection with a change of control with respect to the grant of stock options to purchase 240,000 shares which vest in four equal annual installments, and (b) the grants of options to purchase 400,000 shares subject to cliff vesting will become fully vested if the two conditions above are satisfied, but only to the extent that such options would have otherwise vested within two years from the date of termination of his employment. 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.

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**

Anthony Sun, *Chairman*

Theodor Krantz

J. Bruce Robinson



Table of Contents**EXECUTIVE COMPENSATION****Summary Compensation Table 2016**

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 2014, 2015 and 2016 (who we refer to collectively as the named executive officers ).

Name and Principal Position	Year	Salary(1)	Option Awards(2)	Non-Equity Incentive		All Other Compensation(3)	Total Compensation
				Plan Compensation(4)	Compensation(5)		
Robert J. Shillman	2016	(4)	\$	(5)	(4)	\$ 16,269	\$ 418,919(4)
Chairman of the Board	2015	(4)	\$	(5)	(4)	\$ 15,077	\$ 282,517(4)
and Chief Culture Officer	2014	(4)	\$	(5)	(4)	\$ 14,389	\$ 464,389(4)
Robert J. Willett	2016	\$ 376,442	\$ 1,117,125	\$ 564,415	\$ 8,743	\$	\$ 2,066,725
President and	2015	\$ 377,942	\$	(6) \$ 156,556	\$ 10,243	\$	\$ 544,741
Chief Executive Officer	2014	\$ 376,115	\$ 12,524,725(6)	\$ 712,681	\$ 7,372	\$	\$ 13,620,893
Richard A. Morin	2016	\$ 301,154	\$ 263,298	\$ 297,000	\$ 14,808	\$	\$ 876,260
Executive Vice President	2015	\$ 300,731	\$ 461,275	\$ 123,750	\$ 8,166	\$	\$ 893,922
and Chief Financial Officer	2014	\$ 296,250	\$ 593,732	\$ 324,500	\$ 22,879	\$	\$ 1,237,361

- (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 14, "Stock-Based Compensation" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. 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 2014, 2015 or 2016.
- (3) Amounts listed in this column for each year presented that individually equal or exceed \$10,000 include payments of \$10,000 in 2014 for travel, lodging and entertainment made by Cognex for Mr. Morin related to his 15-year Perseverance Award, which all Cognex employees and Directors are eligible to receive.
- (4) Dr. Shillman elected to forgo his base salary of \$200,000 in 2014, 2015 and 2016, and his annual company bonus of \$250,000, \$67,440 and \$202,650 in 2014, 2015 and 2016, respectively. As requested by him, we have or will donate these amounts to a public charity. Notwithstanding the foregoing, these amounts are included in the amount shown in the "Total Compensation" column.
- (5) Dr. Shillman declined to accept annual option awards for 2014, 2015 and 2016 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.
- (6)

During 2014, Mr. Willett was awarded his annual option grant plus three additional option grants with extended vesting periods in order to provide him with greater incentive to increase shareholder value and improve corporate performance over the long term. As a result, Mr. Willett was not eligible to participate in our 2015 annual option grants.

**Table of Contents****Grants of Plan-Based Awards Table 2016**

The following table sets forth information regarding non-equity incentive plans and option grants to our named executive officers in fiscal year 2016.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			All Other Option Awards: Underlying Options	Exercise or Base Price of Option Awards (Per Share)	Grant Date Fair Value of Option Awards(2)
		Thresh- old	Target	Maxi- mum			
Robert J. Shillman		\$ 0	\$ 100,000	\$ 250,000			
Robert J. Willett		\$ 0	\$ 243,750	\$ 731,250			
	2/12/2016				90,000(3)	\$ 33.44	\$ 1,117,125
Richard A. Morin		\$ 0	\$ 165,000	\$ 330,000			
	2/12/2016				22,250(4)	\$ 33.44	\$ 263,298

- (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 2016 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 2016 are described in Note 14, "Stock-Based Compensation" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, but disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions.
- (3) This stock option grant has a ten-year term and became exercisable in four equal annual installments on February 12, 2017.
- (4) This stock option grant has a ten-year term and became exercisable in four annual installments as follows: 12,500 on February 12, 2017 and 3,250 shares on each February 12th of the subsequent three years.

**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, 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."

During 2016, our named executive officers declined to accept a salary increase because we did not achieve our budgeted operating margin for 2015. In addition, consistent with prior years, Dr. Shillman elected to forgo his annual salary for 2016 and, as requested by him, we donated this amount to a public charity.

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 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 2016, the target bonus for Dr. Shillman was \$100,000, with the opportunity to earn 0-250% of this amount; the target bonus for Mr. Willett was \$243,750, with the opportunity to earn 0-300% of this amount; and the target bonus for Mr. Morin was \$165,000, with the opportunity to earn 0-200% of this amount.

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Cognex's actual consolidated operating margin for 2016 was 35%, which was above the target. As a result, each of our named executive officers was eligible to receive 100% of the individual's bonus target plus an additional amount depending upon his level of responsibility and up to a maximum approved by the Compensation/Stock Option Committee. Dr. Shillman achieved 81% of his individual performance goals, Mr. Willett achieved 77% of his individual performance goals, and Mr. Morin achieved 90% of his individual performance goals.

During 2016, Messrs. Willett and Morin participated in our annual stock option grants, which were completed in the first quarter of the year. Their annual option grants were consistent with the vesting schedules and expiration dates of the majority of grants made to our other employees, except that Mr. Morin's grant does not vest in equal annual installments. Dr. Shillman declined to accept an annual option award 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. A total of 1,828,250 options were granted to Cognex employees in fiscal year 2016.

**Option Exercises and Stock Vested Table 2016**

The following table sets forth the amounts realized in fiscal year 2016 by our named executive officers as a result of option exercises.

<b>Name</b>	<b>Option Awards</b>	
	<b>Number of Shares Acquired on Exercise</b>	<b>Value Realized on Exercise(1)</b>
Robert J. Shillman		\$
Robert J. Willett	225,000	\$ 8,842,938
Richard A. Morin	116,000	\$ 3,453,327

- (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 2016**

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, 2016 (Dr. Shillman is not listed because he did not hold any unexercised options on that date).

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	200,000		\$ 12.38	3/18/2021	1
	100,000		\$ 16.80	11/2/2021	2
	75,000	25,000	\$ 21.06	2/13/2023	3
	45,000	45,000	\$ 39.31	2/18/2024	4
	120,000	120,000	\$ 40.39	11/3/2024	5
		200,000	\$ 40.39	11/3/2024	6
		200,000	\$ 40.39	11/3/2024	7
Richard A. Morin		90,000	\$ 33.44	2/16/2026	10
		15,000	\$ 21.06	2/13/2023	3
	667	13,333	\$ 39.31	2/18/2024	8
	13,500	20,000	\$ 41.25	2/17/2025	9
		22,250	\$ 33.44	2/16/2026	11

- (1) This option became exercisable in one installment on March 18, 2015.
- (2) This option became exercisable in four equal annual installments on February 13, 2013.
- (3) This option became exercisable in four equal annual installments on February 13, 2014.
- (4) This option became exercisable in four equal annual installments on February 18, 2015.
- (5) This option became exercisable in four equal annual installments on November 3, 2015.
- (6) This option becomes exercisable in one installment on November 3, 2019.
- (7) This option becomes exercisable in one installment on November 3, 2020.
- (8) This option became exercisable in three equal annual installments on February 18, 2015.
- (9) This option became exercisable in four annual installments as follows: 13,500 shares on February 17, 2016; 13,500 shares on February 17, 2017; and 3,250 shares on each February 17th of the subsequent two years.
- (10) This option became exercisable in four equal annual installments on February 12, 2017.
- (11) This option became exercisable in four annual installments as follows: 12,500 on February 12, 2017 and 3,250 shares on each February 12th of the subsequent three years.

**EMPLOYMENT AGREEMENT WITH ROBERT J. WILLETT**

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 only those benefits that are available to all Cognex employees generally.

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

All stock option agreements covering the unvested options held by our non-employee Directors, Mr. Alias, Dr. Shillman and Mr. Morin provide for such options to vest immediately upon 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.

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All stock option agreements covering unvested options held by Mr. Willett, except for his November 2014 option grants, provide for any unvested options held by him to become fully vested if the following two conditions are met: 1) there is a change in control of Cognex (as defined above) and 2) his employment is involuntarily terminated within twelve months following such transaction. With respect to Mr. Willett's November 2014 option grants, (a) there is no acceleration of vesting in connection with a change of control with respect to the grant of stock options to purchase 240,000 shares which vest in four equal annual installments, and (b) the grants of options to purchase 400,000 shares subject to cliff vesting will become fully vested if the two conditions above are satisfied, but only to the extent that such options would have otherwise vested within two years from the date of termination of his employment.

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, 2016, and with respect to the options granted to Mr. Willett, the termination of his employment occurred in the circumstances described above at December 31, 2016 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.

<b>Name</b>	<b>Number of Option Shares That Would Have Accelerated Vesting</b>	<b>Value of Option Shares That Would Have Accelerated Vesting(1)</b>
Robert J. Shillman		\$
Robert J. Willett	160,000	\$ 4,874,150
Richard A. Morin	70,583	\$ 2,081,430

- (1) Amounts shown in this column are based on the positive difference, if any, between the closing price of our common stock on Nasdaq on December 31, 2016 (\$63.62) 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, which will occur at this meeting.

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: FREQUENCY OF SAY-ON-PAY VOTES**

Section 14A of the Exchange Act requires us to submit a non-binding, advisory resolution to shareholders at least once every six years to determine whether advisory votes on executive compensation, such as Proposal 2 of this proxy statement, should be held every one, two or three years. On April 27, 2011, the Company held a Special Meeting of Shareholders in lieu of the 2011 Annual Meeting at which shareholders voted on, among other things, a non-binding proposal regarding the frequency of future say-on-pay votes. A majority of the votes cast on the frequency proposal were cast in favor of holding annual say-on-pay votes, and after considering the voting results, our Board of Directors 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.

After careful consideration, our Board of Directors has determined that an advisory vote on executive compensation that occurs on an annual basis continues to be the most appropriate alternative for Cognex and, therefore, our Board recommends that shareholders approve continuing to hold the advisory vote on the compensation of our named executive officers every year. Most issuers hold votes every year, and this has been the Company's practice for the past six years as described above. Our Board believes the annual vote gives the Board and the Compensation/Stock Option Committee the opportunity to evaluate individual compensation decisions each year in light of the ongoing feedback from shareholders.

**Recommendation**

**OUR BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR AN ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY YEAR (BOX 1 YEAR ON THE PROXY CARD).**

On this proposal, shareholders may vote for one of the following alternatives: every year, every two years, every three years, or abstain. By selecting one of these alternatives, shareholders are voting to approve the alternative voted for (or abstain from this vote), and are not voting to approve or disapprove of the Board's recommendation.

The vote on 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 Board of Directors and the Compensation/Stock Option Committee intend to take the results of the vote on this proposal into account when determining how frequently to submit advisory votes on executive compensation to our shareholders in the future. It is expected that the next vote on the frequency of advisory votes on executive compensation will occur at the 2023 Annual Meeting of Shareholders.

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**PROPOSAL 4: 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, 2017. Grant Thornton has served as Cognex's independent registered public accounting firm since 2007. 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 2017 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 2017.**

**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 2015 and 2016 are as follows:

<b>Type of Fee</b>	<b>2016</b>	<b>2015</b>
Audit Fees	\$ 994,256	\$ 957,444
Audit-Related Fees	\$ 15,000	\$ 11,755
Tax Fees	\$	\$
All Other Fees	\$	\$

*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. Audit-related fees for 2016 include assistance in responding to an SEC comment letter on our periodic reports. Audit-related fees for 2015 include services rendered in connection with the sale of our Surface Inspection Systems Division and the filing of a Form S-8 Registration Statement.

*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 2015 and 2016 that required review by the Audit Committee.

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**PROPOSAL 5: SHAREHOLDER PROPOSAL**

The City of Philadelphia Public Employees Retirement System (the Fund ), Two Penn Center Plaza, Philadelphia, Pennsylvania, 19102-1712, a beneficial holder of approximately 414,332 shares of common stock of Cognex, has given formal notice that it intends to introduce the following resolution at the meeting and has furnished the following statements in support of its proposal.

**RESOLVED:**

Shareholders request that the Board of Directors of Cognex Corporation adopt a policy for improving board diversity (the Policy ) requiring that the initial list of candidates from which new management-supported director nominees are chosen (the Initial List ) by the Nominating and Corporate Governance Committee should include (but need not be limited to) qualified women and minority candidates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

**Supporting Statement**

Currently, Cognex Corporation has no women on its board. A growing body of empirical research indicates a significant positive relationship between firm value and the percentage of women and minorities on boards. A 2012 Credit Suisse Research Institute evaluated the performance of 2,360 companies globally over six years and found that companies with one or more women on boards delivered higher average returns on equity, lower leverage, better average growth and higher price/book value multiples.

(<https://www.credit-suisse.com/articles/news-and-expertise/2012/07/en/does-gender-diversity-improve-performance.html>).

A 2015 McKinsey study of 366 companies found that corporate leadership in the top quartile for racial and ethnic diversity were 35 percent more likely to have financial returns above their national industry median. (<http://www.diversitas.co.nz/Portals/25/Docs/Diversity%20Matters.pdf>).

We believe that the search process used by boards can play an important role in improving board diversity. According to a 2016 study published by the *Harvard Business Review*, including more than one woman or member of a racial minority in a finalist pool helps combat unconscious bias among interviewers and increases the likelihood of a diverse hire. (<https://hbr.org/2016/04/if-there-only-your-candidate-pool-theres-statistically-no-chance-shell-be-hired>).

Increasingly, business organizations are adopting policies to implement this Policy. A 2012 NACD Blue Ribbon Commission report on Board Diversity recommended that no less than one-third of candidates for new board seats should match the board's definition of diverse.

(<https://www.nacdonline.org/Store/ProductDetail.cfm?ItemNumber=5814>). In its 2016 Principles of Corporate Governance, the Business Roundtable calls on boards to develop a framework for identifying appropriately diverse candidates that allows the nominating/governance committee to consider women, minorities, and others with diverse backgrounds as candidates for each open board seat. (<http://businessroundtable.org/corporate-governance>). Policies like the one advanced in this Proposal have been adopted by the nominating and governance committees of Gentex Corporation, Costco Wholesale Corporation, Home Depot, Whole Foods Market, IDEXX Labs, Stryker Corporation and Neogen Corporation.

The proposed rule resembles the Rooney Rule in the National Football League (NFL), which requires teams to interview minority candidates for head coaching and senior football operations openings. While corporate boards may face differing circumstances, it is difficult to ignore the positive impact of the Rooney Rule on diversity. In the twelve years before the Rule was implemented, the NFL had four minority head coaches and one



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minority general manager. Twelve years after, the NFL had sixteen minority head coaches and eight minority general managers. (<https://www.sec.gov/comments/s7-06-16/s70616-293.pdf>).

**Cognex's Statement in Opposition**

After careful consideration, and for the reasons set forth below, the Board of Directors unanimously opposes the proposal as not being in the best interests of the Company or its shareholders.

The current director nomination process which allows for identification of the best possible nominees for director, has served the Company exceptionally well since 1989 when the Company became publicly traded.

The Company's existing nominating process considers the needs of the Company and seeks to identify those individuals who meet those needs and then to select from that pool the candidates for director based on merit, regardless of the candidates' gender, race, color, religion or national origin.

When evaluating the merit of individual nominees, the Nominating and Corporate Governance Committee considers a variety of relevant factors such as character, experience, expertise, soundness of judgment, commitment to our core values and the ability to function as a team member in Cognex's unique culture. The Board and the Nominating and Corporate Governance Committee strongly believe that the Company's best interests are served when these merit-based factors are the focus of the process for evaluating potential nominees to the Company's Board of Directors.

**Recommendation**

**IN VIEW OF THE ABOVE, THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST THE SHAREHOLDER PROPOSAL SUBMITTED BY THE CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM.**



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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, 2016. 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. 1301, *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, 2016.

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

AUDIT COMMITTEE

Theodor Krantz, *Chairman*

Jeffrey B. Miller

J. Bruce Robinson

Jerry A. Schneider

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**SHAREHOLDER PROPOSALS**

Under regulations adopted by the SEC, any proposal submitted for inclusion in our proxy statement relating to our 2018 Annual Meeting of Shareholders must be received at our principal executive offices in Natick, Massachusetts on or before November 15, 2017. 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 2018 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 27, 2018 nor earlier than the close of business on December 28, 2017. 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 120th day prior to such annual meeting and not later than the later of the 90th day prior to such annual meeting or the 10th 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.

**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 15, 2017

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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 Thursday, April 27, 2017.**

**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 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, FOR Proposals 2 and 4, 1 YEAR for Proposal 3, and AGAINST Proposal 5.**

**A Election of Directors**

1. Nominees:	<b>Nominated for a term ending in 2020:</b> 01 - Patrick A. Alias 02 - Theodor Krantz 03 - J. Bruce Robinson	<b>For</b>	<b>Against</b>	<b>Abstain</b>	+
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2. To approve, on an advisory basis, 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 ).	<b>For Against Abstain</b>	3. To recommend, by non-binding vote, the frequency of shareholder votes on executive compensation.	<b>1 Year 2 Years 3 Years Abstain</b>
4. To ratify the selection of Grant Thornton LLP as Cognex's independent registered public accounting firm for fiscal year 2017.		5. Shareholder proposal regarding the composition of the initial list of candidates from which new director nominees are	<b>For Against Abstain</b>

chosen, if properly  
presented at the  
meeting.

6. 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.

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

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**2017 Annual Meeting of Shareholders Admission Ticket**

**2017 Annual Meeting of Cognex Corporation Shareholders**

**Thursday, April 27, 2017 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



Proxy Cognex Corporation

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Notice of 2017 Annual Meeting of Shareholders

Proxy Solicited by Board of Directors for Annual Meeting April 27, 2017

Important Notice Regarding the Availability of Proxy Materials for the 2017 Annual Meeting of Shareholders to be held on April 27, 2017: 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, Robert J. Willett 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 2017 Annual Meeting of Shareholders of Cognex Corporation to be held on April 27, 2017 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, **FOR** Proposals 2 and 4, **1 YEAR** for Proposal 3, and **AGAINST** Proposal 5.

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.

