

MOOG INC.  
Form DEF 14A  
January 19, 2017  
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## 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

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Moog Inc.**

(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.

## Edgar Filing: MOOG INC. - Form DEF 14A

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- 4) Date Filed:



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EAST AURORA, NEW YORK 14052

PROXY STATEMENT

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON FEBRUARY 15, 2017**

AT THE MARINA ROOM OF THE PORTOFINO HOTEL AND MARINA

260 PORTOFINO WAY, REDONDO BEACH, CALIFORNIA

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**MOOG INC. EMPLOYEE STOCK PURCHASE PLAN**

Exhibit A

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Moog Inc. will be held in the Marina Room of the Portofino Hotel and Marina, 260 Portofino Way, Redondo Beach, California, on Wednesday, February 15, 2017, at 10:00 a.m. PST, for the following purposes:

1. To elect THREE directors of the Company, one of whom will be a Class A director elected by the holders of Class A shares to serve a three-year term expiring in 2020 and two of whom will be Class B directors elected by the holders of Class B shares to serve a three-year term expiring in 2020, or until the election and qualification of their successors.
2. To consider and approve the adoption of the Moog Inc. Employee Stock Purchase Plan.
3. To consider and ratify the selection of Ernst & Young LLP, independent registered certified public accountants, as auditors of the Company for the 2017 fiscal year.
4. To consider and transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed the close of business on December 20, 2016 as the record date for determining which shareholders shall be entitled to notice of and to vote at such meeting.

SHAREHOLDERS WHO WILL BE UNABLE TO BE PRESENT PERSONALLY MAY ATTEND THE MEETING BY PROXY. SHAREHOLDERS WHO WILL VOTE BY PROXY ARE REQUESTED TO DATE, SIGN AND RETURN THE ENCLOSED PROXY OR USE THE INTERNET OR TELEPHONE VOTING OPTIONS AS DESCRIBED ON THE PROXY CARD. THE PROXY MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED.

By Order of the Board of Directors

ROBERT J. OLIVIERI, *Secretary*

Dated: East Aurora, New York

January 19, 2017

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD FEBRUARY 15, 2017:**

This Proxy Statement and the 2016 Annual Report to Shareholders are available for review online at <http://www.moog.com/investors>.



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**PROXY STATEMENT**  
**FOR THE ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD IN THE MARINA ROOM OF THE PORTOFINO HOTEL AND MARINA**  
**260 PORTOFINO WAY, REDONDO BEACH, CALIFORNIA**  
**ON FEBRUARY 15, 2017**

**GENERAL INFORMATION**

This Proxy Statement is furnished to shareholders of record on December 20, 2016 by the Board of Directors of Moog Inc. (the Company), in connection with the solicitation of proxies for use at the Annual Meeting of Shareholders on Wednesday, February 15, 2017, at 10:00 a.m. PST, and at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This Proxy Statement and accompanying proxy will be mailed to shareholders on or about January 19, 2017.

If the enclosed form of proxy is properly executed and returned, the shares represented thereby will be voted in accordance with the instructions thereon. Unless otherwise specified, the proxy will be deemed to confer authority to vote the shares represented by the proxy in accordance with the recommendations of the Board of Directors.

Any proxy given pursuant to this solicitation may be revoked by the person giving it insofar as it has not been exercised. Any revocation may be made in person at the meeting, or by submitting a proxy bearing a date subsequent to that on the proxy to be revoked, or by written notification to the Secretary of the Company.

**RECORD DATE AND OUTSTANDING SHARES**

The Board of Directors has fixed the close of business on December 20, 2016 as the record date for determining the holders of common stock entitled to notice of and to vote at the meeting. On December 20, 2016, the Company had outstanding and entitled to vote, a total of 32,661,777 shares of Class A common stock ( Class A shares ) and 4,259,495 shares of Class B common stock ( Class B shares ).

**VOTING RIGHTS AND INSTRUCTIONS**

Holders of a majority of each of the Class A and Class B shares issued and outstanding and entitled to vote, present in person or represented by proxy, will constitute a quorum at the meeting.

Holders of Class A shares are entitled to elect at least 25% of the Board of Directors, rounded up to the nearest whole number, so long as the number of outstanding Class A shares is at least 10% of the number of outstanding shares of both classes of common stock. Currently, the holders of Class A shares are entitled, as a class, to elect three directors

of the Company, and the holders of the Class B shares are entitled, as a class, to elect the remaining six directors. Other than on matters relating to the election of directors or as required by law, where the holders of Class A shares and Class B shares vote as separate classes, the record holder of each outstanding Class A share is entitled to a one-tenth vote per share, and the record holder of each outstanding Class B share is entitled to one vote per share on all matters to be brought before the meeting.

The Class A directors and the Class B directors will be elected by a plurality of the votes cast by the respective class. The Moog Inc. Employee Stock Purchase Plan, the ratification of the auditors and other matters submitted to the meeting that would not require a separate class vote by law may be adopted by a majority of the Class A and Class B shares voting together as a single class cast in favor or against the proposal, a quorum of holders of Class A shares and Class B shares being present.

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Shares held in a brokerage account or by another nominee are considered held in street name by the shareholder. A broker or nominee holding shares for a shareholder in street name may not vote on matters relating to the election of directors or the approval of an employee stock purchase plan, unless the broker or nominee receives specific voting instructions from the shareholder. As a result, absent specific instructions, brokers or nominees may not vote a shareholder's shares on Proposal 1, the election of directors, and on Proposal 2, the adoption of the Moog Inc. Employee Stock Purchase Plan. Such shares will be considered broker non-votes for such proposal. Broker non-votes in connection with the election of one or more nominees for director will not be counted and will have no effect. In accordance with New York law, abstentions and broker non-votes are not counted in determining the votes cast in favor or against Proposal 2, the adoption of the Moog Inc. Employee Stock Purchase Plan or Proposal 3, the ratification of the selection of Ernst & Young LLP as independent auditors of the Company for the 2017 fiscal year.

**Therefore, it is particularly important for shareholders holding shares in street name to instruct their brokers as to how they wish to vote their shares.**

**Table of Contents****CERTAIN BENEFICIAL OWNERS****SECURITY OWNERSHIP OVER 5% OF CLASS**

The only persons known by the Company to own beneficially more than five percent of the Class A shares or Class B shares as of December 20, 2016 are set forth below.

Name and Address of Beneficial Owner	Class A		Class B	
	Common Stock Amount and Nature of Beneficial Ownership	Percent of Class	Common Stock (1) Amount and Nature of Beneficial Ownership	Percent of Class
FMR LLC (2) 245 Summer Street Boston, MA 02210	4,238,662	13.0		
BlackRock, Inc. (2) 55 East 52nd Street New York, NY 10055	3,579,226	11.0		
The Vanguard Group, Inc. (2) 100 Vanguard Blvd. Malvern, PA 19355	2,648,236	8.1		
Moog Inc. Retirement Savings Plan ( RSP(3) ) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052			1,754,744	41.2
Moog Inc. Employees Retirement Plan ( ER(4) ) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	64,507	0.2	1,001,034	23.5
Moog Stock Employee Compensation Trust ( SECT(5) ) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	425,148	1.3	474,360	11.1

(1) Class B shares are convertible into Class A shares on a share-for-share basis.

- (2) Holdings are derived from the most recent Schedule 13D or 13G filings and, to the extent applicable, are updated for aggregate positions reported by Bloomberg L.P. based upon the most recent Schedule 13F filings.
- (3) These shares are allocated to individual participants under the RSP and are voted by Great-West Trust Company, LLC, Greenwood Village, Colorado, the Trustee as of the record date, as directed by the participants to whom such shares are allocated. Any allocated shares as to which voting instructions are not received will be voted in accordance with instructions on the proxy card. As of December 20, 2016, a total of 53,508 of the allocated Class B shares were allocated to accounts of officers and are included in the shares reported in the table on the next page for All directors and officers as a group.
- (4) Shares held are voted by the Trustee, Manufacturers and Traders Trust Company, Buffalo, New York, as directed by the Moog Inc. Retirement Plan Committee.
- (5) The SECT acquires Class A shares and Class B shares that become available for subsequent use in the RSP or other Moog Inc. employee benefit plans. The Trust will terminate on the earlier of (a) the date the Trust no longer holds any assets or (b) a date specified in a written notice given by the Board of Directors to the Trustee. During fiscal 2016, the SECT purchased 425,148 Class A shares and 62,216 Class B shares from, and sold 437,678 Class B shares to, the RSP. The SECT also purchased 2,000 Class B shares from Moog family members. During fiscal 2016, the SECT sold 50,000 class B shares to the Moog Inc. Supplemental Retirement Plan Trust.

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The Trustee of the SECT is G. Wayne Hawk. The Trustee's powers and rights include, among others, the right to retain or sell SECT assets; borrow from the Company upon direction from an administrative committee and enter into related loan agreements; vote or give consent with respect to securities held by the SECT in the Trustee's sole discretion; employ accountants and advisors as may be reasonably necessary; utilize a custodian to hold, but not manage or invest, assets held by the SECT; and consult with legal counsel.

**Table of Contents****SECURITY OWNERSHIP - DIRECTORS AND OFFICERS**

The beneficial ownership of each incumbent and first-time nominee director, each named executive officer ( NEO ), and for all directors and officers as a group is provided in the following table. Unless otherwise indicated, the persons named have sole voting and investment power with respect to the securities beneficially owned. Beneficial ownership includes securities which could be acquired pursuant to currently exercisable options or stock appreciation rights ( SARs ), or options or SARs that become exercisable within 60 days of December 20, 2016.

Name of Beneficial Owner	Class A				Class B			
	Common Stock				Common Stock <sup>(1)</sup>			
	Amount and Nature				Amount and Nature			
	of Beneficial Ownership Shares Subject				of Beneficial Ownership Shares Subject			
	to Options/SARs Exercisable			Percent Of	to Options/SARs Exercisable			Percent Of
	Shares	within 60 days <sup>(2)(3)</sup>	Total Shares		Shares	within 60 days <sup>(2)(3)</sup>	Total Shares	
				Class				Class
<b>Directors</b>								
Richard A. Aubrecht <sup>(4)</sup>	59,366	29,858	89,224	*	98,355	38	98,393	2.3
Donald R. Fishback	37,472	47,214	84,686	*	106	38	144	*
William G. Gisel, Jr.		834	834	*	1,116	66	1,182	*
Peter J. Gundermann		2,740	2,740	*	1,116	66	1,182	*
Kraig H. Kayser	23,066	4,989	28,055	*	1,116	66	1,182	*
<i>(nominee)</i>								
R. Bradley Lawrence				*	2,116	66	2,182	*
Brian J. Lipke	4,421	4,989	9,410	*	1,116	66	1,182	*
Brenda L. Reichelderfer <i>(nominee)</i>				*	1,116		1,116	*
John R. Scannell <i>(nominee)</i>	38,204	55,290	93,494	*	1,541	57	1,598	*
<b>Named Executives <sup>(5)</sup></b>								
R. Eric Burghardt	625	2,290	2,915	*	441	38	479	*
Mark J. Trabert		1,804	1,804	*	541	38	579	*
Maureen M. Athoe	2,773	3,454	6,227	*	351	38	389	*
<b>All directors and officers</b>	<b>221,313</b>	<b>262,258</b>	<b>483,571</b>	<b>1.5</b>	<b>118,984</b>	<b>785</b>	<b>119,769</b>	<b>2.8</b>

as a group (18  
persons) <sup>(6)</sup>



\* Does not exceed one percent of class.

(1) Class B shares are convertible into Class A shares on a share-for-share basis.

(2) Shares related to SARs are calculated for net settlement based upon the market price on December 20, 2016 and, where applicable, mandatory federal and state tax withholdings for employees at an assumed rate of 35%.

(3) Excludes performance-based restricted stock units ( PSUs ) held but not earned as NEOs may not direct the voting of their PSUs. The number and terms of PSUs awarded to each NEO are provided in greater detail in the Compensation Discussion and Analysis ( CD&A ) and 2016 Grants of Plan-Based Awards Table.

(4) Nancy Aubrecht, Dr. Aubrecht s spouse, is the beneficial owner of 23,205 Class A shares and 3,708 Class B shares which are not included in the numbers reported.

(5) Messrs. Fishback and Scannell are also Named Executives. Beneficial ownership information for each appears under the heading Directors above.

(6) All directors and officers as a group consists of the incumbent and first-time nominee directors, the NEOs and all other executive officers as of December 20, 2016. Balances do not include shares held by spouses, or as custodian or trustee for minors, as to which beneficial interest has been disclaimed. Certain officers and directors of the Company have entered into an agreement among themselves and with the RSP, the ERP and the Company, which provides that prior to selling Class B shares obtained through exercise of a non-statutory option, the non-selling officers and directors, the RSP, the ERP and the Company have an option to purchase the shares being sold.



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**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

To the Company's knowledge, during fiscal 2016, the executive officers and directors of the Company timely filed with the Securities and Exchange Commission the required reports under Section 16(a) of the Securities Exchange Act of 1934 regarding their beneficial ownership of Company securities. As a practical matter, the Company assists its officers and directors by monitoring transactions and completing and filing Section 16 reports on their behalf.

**Table of Contents****PROPOSAL 1 ELECTION OF DIRECTORS**

The Board of Directors is comprised of two classes of directors, Class A directors and Class B directors, elected by holders of Class A shares and holders of Class B shares, respectively. Within each class of directors there exist three subclasses, such that each of the subclasses is nearly equal in number.

Three directors are to be elected at the meeting, of which one is to be a Class A director elected by the holders of the outstanding Class A shares, and of which two are to be Class B directors elected by the holders of the outstanding Class B shares. The three nominees will be elected to hold office until 2020, or until the election and qualification of their successors.

For each properly executed proxy, the persons named in the enclosed proxy will vote Class A shares for the election of the Class A nominee named in the following table, and Class B shares for the election of the Class B nominees named in the following table, unless the proxy directs otherwise or is revoked. In the event any of the nominees should be unable to serve as a director, the proxy will be voted in accordance with the best judgment of the person or persons acting under it. It is not expected that any of the nominees will be unable to serve. Proxies cannot be voted for a greater number of persons than the number of nominees named.

The Company's current Board of Directors and nominees for director share certain characteristics, experience and capabilities critical to effective board membership. Sound business judgment essential to intelligent and effective decision-making, experience at the policy-making level, relevant educational background, integrity, honesty and the ability to work collaboratively are some of the attributes possessed that qualify them to serve on the Board. The specific employment and leadership experiences, knowledge and capabilities of both the nominees for director and standing directors are further described in their biographies on the following pages.

Certain information regarding nominees for Class A and Class B directors, as well as those directors whose terms of office continue beyond the date of the 2017 Annual Meeting of Shareholders, is set forth in the following tables. All of the nominees have previously served as directors and have been elected as directors at prior annual meetings.

**NOMINEES FOR ELECTION AS DIRECTORS AT THE ANNUAL MEETING**

Name	Age	Expiration of		Position
		First Elected	Proposed Term	
<b>Nominees for Class B Director</b>				
Brenda L. Reichelderfer	58	2016	2020	Director
John R. Scannell	53	2012	2020	Chief Executive Officer, Chairman of the Board and Director

**Nominees for Class A Director**

Kraig H. Kayser	56	1998	2020	Director
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**The Board of Directors recommends a vote FOR the election of each of the Nominees listed above for Director.**

Ms. Reichelderfer is Senior Vice President and Managing Director at TriVista, a global management consulting firm in the private equity sector that is headquartered in Orange County, California. Ms. Reichelderfer joined TriVista in 2008 and also serves as the company's Global Head of Aerospace and Defense. Previously, she spent over 25 years in executive leadership positions at ITT Corporation. She received a B.S. in Electrical Engineering from Ohio Northern University and is a graduate of the executive leadership programs at the MIT Sloan School of Management and at the Fuqua School of Business at Duke University. The Company believes Ms. Reichelderfer's extensive experience in general management, engineering and operations, along with her knowledge of the aerospace and industrial industries, make her highly qualified to serve as a director.

Mr. Scannell joined the Company in 1990 as an Engineering Manager of Moog Ireland and later moved to Germany to become Operations Manager of Moog GmbH. In 1999, he became the General Manager of Moog Ireland, and in 2003 moved to the Aircraft Group as the Boeing 787 Program Manager and was subsequently named Director of Contracts

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and Pricing and elected a Vice President of the Company in 2005. He was elected Chief Financial Officer in 2007, a position he held until December 2010, at which time he was elected President and Chief Operating Officer. In December 2011, Mr. Scannell was elected Chief Executive Officer and was named Chairman of the Board in January 2014. In addition to an M.B.A. from The Harvard Business School, Mr. Scannell holds B.S. and M.S. degrees in Electrical Engineering from University College Cork, Ireland. The Company believes Mr. Scannell's range of management experience in engineering, operations management, contracts and finance, along with his in-depth knowledge of the Company's markets, products and technologies, make him highly qualified to serve as a director.

Mr. Kayser is President and CEO of Seneca Foods Corporation headquartered in Marion, New York. Prior to assuming his current position in 1993, Mr. Kayser was Seneca Food's Chief Financial Officer. He received a B.A. from Hamilton College and an M.B.A. from Cornell University. The Company believes Mr. Kayser's financial and business expertise, including an in-depth understanding of the preparation and analysis of financial statements, and experience as President of a large publicly traded corporation, makes him highly qualified to serve as a director.

**DIRECTORS WITH TERMS CONTINUING BEYOND ANNUAL MEETING**

Name	Age	First Elected Director	Expiration of Term	Position
<b>Class B Directors</b>				
Richard A. Aubrecht	72	1980	2018	Vice President, Strategy & Technology, Vice Chairman and Director
Donald R. Fishback	60	2015	2018	Vice President, Chief Financial Officer and Director
William G. Gisel, Jr.	64	2012	2018	Director
Peter J. Gundermann	54	2009	2019	Director
<b>Class A Directors</b>				
R. Bradley Lawrence	69	2015	2019	Director
Brian J. Lipke	65	2003	2018	Director

Dr. Aubrecht began his career with the Company in 1969, working in various engineering capacities, going on to serve as Administrative Vice President and Secretary, Chairman of the Board, and in 1996 as Vice Chairman of the Board and Vice President of Strategy and Technology. Dr. Aubrecht studied at the Sibley School of Mechanical Engineering at Cornell University where he received his B.S., M.S. and Ph.D. degrees. The Company believes Dr. Aubrecht's extensive technical, management and operating experience gained through his many years of service to the Company make him highly qualified to serve as a director.

Mr. Fishback joined the Company in 1981 after working as a Certified Public Accountant for Deloitte LLP. He became Corporate Controller in 1985 and in 2007 was named Vice President of Finance, a position he held until December 2010, at which time he was elected Chief Financial Officer. Mr. Fishback holds a B.A. in Business from

Westminster College in Pennsylvania, an M.B.A. from University at Buffalo, The State University of New York and completed The Harvard Business School Advanced Management Program. The Company believes Mr. Fishback's in-depth financial and managerial expertise and thorough understanding of the Company's operations make him highly qualified to serve as a director.

Mr. Gisel is President and CEO of Rich Products Corporation, headquartered in Buffalo, New York. Mr. Gisel started his career at Bankers Trust Company in 1974, and after completing law school in 1978, he joined the law firm Phillips Lytle LLP. Mr. Gisel joined Rich Products in 1982, serving as the company's first General Counsel. In 1988, Mr. Gisel was named Vice President of the International Division. In 1996, he assumed the position of President of Rich's Food Group and Chief Operating Officer and, in 2006, he was appointed CEO. He earned a B.A. from Williams College, a Juris Doctorate from the Emory University School of Law and has an M.B.A. from the University of Rochester William E. Simon Graduate School of Business Administration. The Company believes Mr. Gisel's experience as President and CEO of a large, multi-national company makes him highly qualified to serve as a director.

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Mr. Gundermann is President and CEO of Astronics Corporation, a publicly traded aerospace and defense company headquartered in East Aurora, New York. Mr. Gundermann joined Astronics in 1988, has been a director since 2000 and has held his current position as President and CEO since 2003. He received a B.A. in Applied Mathematics and Economics from Brown University and an M.B.A. from Duke University. The Company believes Mr. Gundermann's in-depth understanding of the aerospace and defense industry and his significant high level management experience as President and CEO of Astronics Corporation make him highly qualified to serve as a director.

Mr. Lawrence retired as President and CEO of Esterline Technologies Corporation in October 2013 and served as Executive Chairman of the Board through March 2014. Mr. Lawrence joined Esterline in 2002, was named President in July 2009, Chief Executive Officer in November 2009 and Chairman of the Board in March 2012. He received a B.S. in Business Administration from Pennsylvania State University and an M.B.A. from University of Pittsburgh. The Company believes Mr. Lawrence's experience in the aerospace and defense industry as President, CEO and Chairman of the Board of a large public company makes him highly qualified to serve as a director.

Mr. Lipke retired as CEO of Gibraltar Industries, Inc., headquartered in Buffalo, New York, in December 2014 and served as Chairman of the Board through May 2015. Mr. Lipke started his career with Gibraltar in 1972, became President in 1987 and Chairman of the Board in 1993. Mr. Lipke attended the SUNY College of Technology at Alfred and the University of Akron. The Company believes Mr. Lipke's extensive managerial experience at both the officer and director level, reflected by his tenure as Chairman of the Board and CEO of Gibraltar Industries, Inc., makes him highly qualified to serve as a director.

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**CORPORATE GOVERNANCE**

**CORPORATE GOVERNANCE GUIDELINES**

Our Board of Directors and management are committed to effective corporate governance practices. Our Corporate Governance Guidelines describe the governance principles and procedures by which the Board functions. The Board annually reviews the Corporate Governance Guidelines and the Board committee charters in response to corporate governance developments, including regulatory changes, and recommendations by directors in connection with Board and committee evaluations.

Our Corporate Governance Guidelines and our Board committee charters are available on our website at [www.moog.com](http://www.moog.com) by selecting *Investors* and then *Corporate Governance*. Shareholders may request a free printed copy of our Corporate Governance Guidelines from our Investor Relations department by contacting them by telephone at (716) 687-4225 or by e-mail to [investorrelations@moog.com](mailto:investorrelations@moog.com).

**BUSINESS ETHICS CODE OF CONDUCT**

We have a written code of business ethics and conduct which applies to all directors, officers and employees. Our Statement of Business Ethics is available on our website at [www.moog.com](http://www.moog.com) by selecting *Investors* and then *Corporate Governance*. Shareholders may request a free printed copy of our Statement of Business Ethics from our Investor Relations department by contacting them by telephone at (716) 687-4225 or by e-mail to [investorrelations@moog.com](mailto:investorrelations@moog.com).

**COMMUNICATIONS WITH DIRECTORS**

The Board of Directors has provided a process by which shareholders or other interested parties can communicate with the Board of Directors or with the non-management directors as a group. All such questions or inquiries should be directed to the Secretary of the Company, Robert J. Olivieri, c/o Hodgson Russ LLP, The Guaranty Building, 140 Pearl Street, Suite 100, Buffalo, New York 14202. Mr. Olivieri will review and communicate pertinent inquiries to the Board or, if requested, the non-management directors as a group.

**LEADERSHIP STRUCTURE**

John R. Scannell was named Chief Executive Officer in December 2011 and Chairman of the Board in January 2014. The Board has determined that at this time it is in the best interest of the Company and its shareholders for one person to serve as Chairman of the Board and Chief Executive Officer. The Company believes this is the appropriate leadership structure because Mr. Scannell is able to employ the experience and perspective gained over the past 26 years in his various roles of increasing responsibility at the Company to guide the Board effectively and efficiently in managing the property, affairs and business of the Company. While the Board believes this is the most appropriate structure at this time, it recognizes that there may be circumstances in the future that would lead to separate individuals serving in each capacity.

**BOARD ROLE IN RISK OVERSIGHT**

The Board is responsible for consideration and oversight of the risks facing the Company, managing this both directly and through standing committees of the Board. The Board is kept informed by various reports provided to it on a regular basis, including reports made by management at the Board and committee meetings. The Audit Committee performs a central oversight role with respect to financial and compliance risks and regularly reviews these risks with the full Board. The Executive Compensation Committee reviews and discusses with management the impact of the Company's compensation policies and practices on risk taking within the Company. The committee roles are discussed in more detail later in this Proxy Statement.



**Table of Contents****DIRECTOR INDEPENDENCE**

Under the independence standards set forth at 303A.02(b) of the New York Stock Exchange Listed Company Manual, the Board of Directors has affirmatively determined that the non-management directors consisting of Messrs. William G. Gisel, Peter J. Gundermann, Kraig H. Kayser, R. Bradley Lawrence, Brian J. Lipke, and Ms. Brenda L. Reichelderfer are independent. Under these standards, the Board has also determined that all standing Board committees, other than the Executive Committee, are composed entirely of independent directors.

**EXECUTIVE SESSIONS**

The Company's corporate governance guidelines provide that the non-management directors meet without management at regularly scheduled executive sessions. Generally, these sessions take place prior to, or following, regularly scheduled Board meetings. Each executive session is chaired by an independent director. The Audit Committee meets with the Company's independent auditors in regularly scheduled executive sessions, with the Audit Committee chairperson presiding over such sessions.

**BOARD OF DIRECTORS COMMITTEE MEETINGS AND MEMBERS**

During fiscal 2016, the Board of Directors held four meetings. The following were the standing committees of the Board of Directors for fiscal 2016 and the number of meetings each committee held during fiscal 2016:

<b>Director</b>	<b>Audit Committee</b>	<b>Executive Committee</b>	<b>Executive Compensation Committee</b>	<b>Nominating and Governance Committee</b>
Richard A. Aubrecht		M		
Donald R. Fishback		M		
William G. Gisel, Jr.	M		C	M
Peter J. Gundermann	M		M	M
Kraig H. Kayser	C			M
R. Bradley Lawrence	M		M	
Brian J. Lipke			M	C
Brenda L. Reichelderfer				
John R. Scannell		M		
Number of Meetings Held	5	0	2	2

C = Chair / M = Member

In addition to these formal meetings, the Board and its standing committees may also act by unanimous written consent when appropriate. For various reasons, Board members may not be able to attend a Board meeting in person or by teleconference. All Board members are provided information related to each of the agenda items before each meeting, and, therefore, can provide counsel outside the confines of regularly scheduled meetings.

It is the Company's policy that, to the extent reasonably practicable, Board members are expected to attend shareholder meetings. All of the directors attended the 2016 Annual Meeting of Shareholders.

**NOMINATING AND GOVERNANCE COMMITTEE**

The Nominating and Governance Committee is composed solely of independent directors, and participates in the search for qualified directors. The criteria for selecting nominees for election as directors of the Company shall include experience in the operation of large public or private organizations, as well as accomplishments, education, capabilities, high personal and professional integrity and the willingness to represent the interests of all shareholders and not of any special interest group. From time to time, the Nominating and Governance Committee will engage a professional search firm, to which it pays a fee, to assist in identifying and evaluating potential nominees. After conducting an initial

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evaluation of a candidate, the Nominating and Governance Committee will interview that candidate if it believes the candidate might be suitable to be a director and will also ask the candidate to meet with other directors and management. If the Nominating and Governance Committee believes a candidate would be a valuable addition to the Board of Directors, it will recommend to the full Board that candidate's nomination for election.

The Nominating and Governance Committee does not have a formal written policy with regard to considering diversity in identifying nominees for director, but, when considering director candidates, it seeks individuals with backgrounds and capabilities that, when combined with those of the Company's other directors, bring a broad range of complementary skills, expertise, industry and regulatory knowledge, and diversity of perspectives to build a capable, responsive and effective Board. Diversity considerations for a director nominee may vary at any time according to the particular area of expertise being sought to complement the existing Board composition.

A shareholder wishing to nominate a candidate should forward the candidate's name and a detailed background of the candidate's qualifications to the Secretary of the Company in accordance with the procedures outlined in the Company's by-laws. In making a nomination, shareholders should take into consideration the criteria set forth above and in the Company's Corporate Governance Guidelines. The Board of Directors has adopted a written charter for the Nominating and Governance Committee. A copy of the charter is available on the Company's website.

The Nominating and Governance Committee met twice in fiscal 2016 and on November 14, 2016, met and nominated Messrs. Kayser and Scannell and Ms. Reichelderfer for election at the 2017 Annual Meeting of Shareholders.

## **AUDIT COMMITTEE**

The Audit Committee is responsible for assisting the Board of Directors in monitoring the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, and the performance of the Company's internal audit function and the independent auditor. The Audit Committee has the sole authority to retain and terminate the independent auditor and is directly responsible for the compensation and oversight of the work of the independent auditor. The independent auditor reports directly to the Audit Committee. The Audit Committee reviews and discusses with management and the independent auditor the annual audited and quarterly financial statements, the disclosures in the Company's annual and quarterly reports under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations, critical accounting policies and practices used by the Company, the Company's internal control over financial reporting, and the Company's major financial risk exposures. The Board of Directors has adopted a written charter for the Audit Committee, which is available on the Company's website.

All of the Audit Committee members meet the independence and experience requirements of the New York Stock Exchange and the Securities and Exchange Commission. The Board has determined all Audit Committee members are Audit Committee financial experts under the rules of the Securities and Exchange Commission. The Audit Committee held five meetings in fiscal 2016, in person and by telephone conference. On a regular basis, the Audit Committee met with the Company's internal auditors and met separately with the independent auditors and management.

## **EXECUTIVE COMPENSATION COMMITTEE**

The Executive Compensation Committee is responsible for discharging the Board of Directors' duties relating to executive compensation, including making all decisions regarding compensation of the executive officers and is responsible for administering the Company's executive compensation program. The Executive Compensation Committee reviews both short-term and long-term corporate goals and objectives with respect to compensation of the CEO and the other executive officers. The Executive Compensation Committee also reviews and discusses with management the impact of Moog's compensation policies and practices on risk-taking within the Company. The Executive Compensation Committee evaluates, at least once a year, the performance of the CEO and other executive officers in light of these goals and objectives and, based on these evaluations, approves the compensation of the CEO and the other executive officers. The Executive Compensation Committee also reviews and recommends to the Board incentive compensation plans that are subject to the Board's approval.

The Executive Compensation Committee is responsible for approving stock incentive awards to executive officers and key employees. The Executive Compensation Committee reviews management recommendations regarding awards

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to both executive officers and key employees, evaluating such potential awards in relation to overall compensation levels. The Executive Compensation Committee also reviews such awards with consideration for the potential dilution to shareholders, and limits stock awards such that the potential dilutive effect is within normally accepted practice. With regard to option and SAR grants to directors, such grants are approved by the full Board of Directors. The Executive Compensation Committee held two meetings in fiscal 2016.

All of the Executive Compensation Committee members meet the independence requirements of the New York Stock Exchange. The Board of Directors has adopted a written charter for the Executive Compensation Committee. A copy of the charter is available on the Company's website.

During fiscal 2016, the Executive Compensation Committee utilized data provided in a report prepared by Korn Ferry-Hay Group (KFHG), an independent professional compensation consulting firm, to assist and guide the Executive Compensation Committee. The KFHG data was used to compare Moog's executive compensation program with current industry trends, and to benchmark individual officer compensation levels against our peer group and KFHG's wider executive database. This report was also used to establish the compensation level of our CEO. Our CEO makes recommendations to the Executive Compensation Committee regarding the compensation levels of other executive officers.

Moog used KFHG for compensation consultation services, which are provided independently of the services to the Executive Compensation Committee. The amount of fees for these additional services performed by KFHG was approximately \$60,000 for fiscal 2016. The Executive Compensation Committee has assessed the independence of KFHG pursuant to New York Stock Exchange rules and concluded that no conflict of interest exists that would prevent KFHG from independently providing services to the Executive Compensation Committee.

Additional information regarding the Executive Compensation Committee's processes and procedures for establishing and overseeing executive compensation is disclosed in the Compensation Discussion and Analysis section.

### **EXECUTIVE COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

None of the members of the Executive Compensation Committee was an officer or employee of Moog during the last fiscal year, was formerly an officer of Moog, or has any relationships with Moog requiring disclosure under any paragraph of Item 404 of Regulation S-K. Since the beginning of the last fiscal year, no executive officer of Moog has served on the compensation committee of any company that employs a director of Moog.

### **RELATED PARTY TRANSACTIONS**

We use a combination of Company policies and established review procedures, including adherence to New York Stock Exchange Listing standards, to ensure related party transactions are reviewed, approved and ratified, as appropriate. We do not maintain these policies and procedures under a single written policy.

The Nominating and Governance Committee is responsible for developing, recommending and reviewing annually the Board of Directors Corporate Governance Guidelines to comply with state and federal laws and regulations, and with New York Stock Exchange Listing Standards. The Board of Directors is further required to meet the independence standards set forth in the New York Stock Exchange Listed Company Manual. The Audit Committee is responsible

for the review, approval or ratification of any related party transactions as noted in the Compliance Oversight Responsibilities section of the Charter of the Audit Committee of the Board of Directors. Our Statement of Business Ethics, which applies to all directors, executive officers and employees, provides guidance on matters such as conflicts of interest and procurement integrity, among others.

We require that each director and executive officer complete a questionnaire annually. The questionnaire requires positive written affirmation regarding related party transactions that may constitute a conflict of interest, including: any transaction or proposed transaction in excess of \$120,000 involving the director or executive officer or an immediate family member and the Company, a subsidiary or any pension or retirement savings plan; any indebtedness to the Company; dealings with competitors, suppliers or customers; any interest in real or personal property in which the corporation also has an interest; and the potential sale of any real or personal property or business venture or

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opportunity that will be presented to the Company for consideration. We review each questionnaire to identify any transactions or relationships that may constitute a conflict of interest, require disclosure, or affect an independence determination.

Any such transactions with the directors, executive officers, their immediate family members or any 5% shareholder are reviewed by the Audit Committee, and, when necessary, the full Board of Directors. These reviews are intended to ensure any such transactions are conducted on terms as fair as if they were on an arm's length basis and do not conflict with the director's or executive officer's responsibilities to the Company. If the Audit Committee or Board of Directors were to determine that a transaction is not on terms as fair as if it were on an arm's length basis, the transaction would be modified such that the transaction were as fair as if it were on an arm's length basis. The Audit Committee and Board of Directors place significant reliance on their collective business judgment, experience and expertise in their review and deliberations.

For situations in which it is either clear that a conflict of interest exists or there is a potential conflict of interest, the related director or executive officer is obligated to recuse himself from any discussion on the business arrangement. That director or executive officer does not participate in approving or not approving the related transaction. The remaining members of the Board of Directors make those determinations.

There were no transactions required to be reported under Item 404(a) of Regulation S-K that were not required to be reviewed or where the Company's policies and procedures for review were not followed in fiscal 2016.

**OTHER DIRECTORSHIPS**

Current directors and director nominees of the Company are presently serving or have served at any time during the past five years on the following boards of directors of other publicly traded companies:

<b>Director</b>	<b>Company</b>
William G. Gisel, Jr.	KeyCorp, Mod-Pac Corporation <sup>(1)</sup>
Peter J. Gundermann	Astronics Corporation
Kraig H. Kayser	Seneca Foods Corporation
R. Bradley Lawrence	Esterline Technologies Corporation <sup>(2)</sup>
Brian J. Lipke	Gibraltar Industries, Inc. <sup>(3)</sup>
Brenda L. Reichelderfer	Federal Signal Corporation, Meggitt PLC
John R. Scannell	Albany International

(1) Mod-Pac Corporation completed a going-private transaction on September 30, 2013.

(2) As of March 2014, Mr. Lawrence no longer serves as a director of Esterline Technologies Corporation as he retired at the conclusion of the 2014 annual meeting.

- (3) As of June 2015, Mr. Lipke no longer serves as a director of Gibraltar Industries, Inc. as he retired from the board in his capacity as Executive Chairman.

**WEBSITE ACCESS TO INFORMATION**

The Company's internet address is *www.moog.com*. The Company has posted to the investor information portion of its website its Corporate Governance Guidelines, Board committee charters (including the charters of its Audit, Executive Compensation and Nominating and Governance Committees) and Statement of Business Ethics. This information is available in print to any shareholder upon request. All requests for these documents should be made to the Company's Investor Relations department by calling (716) 687-4225 or by email to *investorrelations@moog.com*.



**Table of Contents****COMPENSATION OF DIRECTORS**

Effective January 1, 2016, the board increased the cash amount paid to non-employee directors from \$10,000 to \$20,000 per quarter. Non-employee directors are also reimbursed for expenses incurred in attending Board and Committee meetings. The aggregate cash remuneration for attending Board and committee meetings for all non-management directors, excluding reimbursement of out-of-pocket expenses, was \$430,000 for fiscal 2016.

During fiscal 2016, awards were granted under the 2014 Moog Inc. Long Term Incentive Plan (the 2014 LTI Plan), which provides that awards in a certain number of underlying Class A shares or Class B shares may be granted to non-employee directors. Messrs. Gisel, Gundermann, Kayser, Lawrence, Lipke, and Maskrey each were granted 2,500 SARs to be settled in Class B shares at an exercise price per share equal to the fair market value of a Class B share on the date of grant.

**2016 DIRECTOR COMPENSATION**

Name	Fees Earned or	SAR	All Other	Total
	Paid in Cash	Awards (1)	Compensation	
William G. Gisel, Jr.	\$70,000	\$51,767		\$ 121,767
Peter J. Gundermann	\$70,000	\$51,767		\$ 121,767
Kraig H. Kayser	\$70,000	\$51,767		\$ 121,767
R. Bradley Lawrence	\$70,000	\$51,767		\$ 121,767
Brian J. Lipke	\$70,000	\$51,767		\$ 121,767
Robert H. Maskrey ( <i>retired</i> )	\$20,000	\$51,767		\$ 71,767
Brenda L. Reichelderfer	\$60,000			\$ 60,000

- (1) This column shows the aggregate grant date fair value of SAR awards computed in accordance with ASC 718 granted in fiscal 2016. The amounts do not reflect the actual amounts that may be realized by directors. A discussion of the assumptions used in calculating these values may be found in Note 14 to the audited financial statements in Moog's Annual Report on Form 10-K for fiscal 2016.

The following table shows the number of SARs relating to Class B shares granted to each non-employee director during fiscal 2016.

Name	Grant
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	Date	Number of Shares Under SAR	Exercise Price of SAR
		Award	Awards
William G. Gisel, Jr.	11/17/2015	2,500	\$65.90
Peter J. Gundermann	11/17/2015	2,500	\$65.90
Kraig H. Kayser	11/17/2015	2,500	\$65.90
R. Bradley Lawrence	11/17/2015	2,500	\$65.90
Brian J. Lipke	11/17/2015	2,500	\$65.90
Robert H. Maskrey ( <i>retired</i> )	11/17/2015	2,500	\$65.90
Brenda L. Reichelderfer			

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The aggregate number of SARs and options on Class A and Class B shares held by each non-employee director as of October 1, 2016 was as follows:

Name	SARs on Moog	SARs on Moog	Options on Moog
	Class B Shares	Class A Shares	Class A Shares
William G. Gisel, Jr.	2,500	5,500	
Peter J. Gundermann	2,500	9,625	
Kraig H. Kayser	2,500	11,125	3,076
R. Bradley Lawrence	2,500		
Brian J. Lipke	2,500	11,125	3,076
Robert H. Maskrey ( <i>retired</i> )	2,500	11,125	3,076
Brenda L. Reichelderfer			

**EXPENSE REIMBURSEMENT**

Non-employee directors are reimbursed for travel and other out-of-pocket expenses in the performance of their duties.

**INDEMNIFICATION AGREEMENTS**

Moog has indemnification agreements with our directors. These agreements provide that directors are covered under our directors and officers liability insurance, which indemnifies directors to the extent permitted by law and allows for the advance of funds to directors to cover expenses subject to reimbursement if it is later determined indemnification is not permitted.

**DEFERRED COMPENSATION PLAN**

This plan allows non-employee directors to defer all or part of the director's cash fees. Directors deferring cash fees must notify the Company of any changes to the elections to defer fees for a calendar year by the end of the preceding calendar year, with new directors having 30 days to make such an election. Directors deferring cash fees accrue interest monthly at the average of the six month Treasury bill rate. During fiscal 2016, three directors participated in this plan. The table below shows the amounts deferred for fiscal 2016.

Name	2016 Fees	Payment of Deferred
	Percent Deferred	Fees from Prior Years
William G. Gisel, Jr.	100%	\$
Peter J. Gundermann	0%	\$
Kraig H. Kayser	100%	\$

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R. Bradley Lawrence	0%	\$
Brian J. Lipke	14%	\$
Robert H. Maskrey ( <i>retired</i> )	0%	\$
Brenda L. Reichelderfer	0%	\$

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**COMPENSATION DISCUSSION AND ANALYSIS**

**INTRODUCTION**

This CD&A provides detailed information about the compensation arrangements for the Company's NEOs:

John R. Scannell Chief Executive Officer and Chairman of the Board

Donald R. Fishback Vice President and Chief Financial Officer

R. Eric Burghardt Vice President and Co-President of Aircraft Group

Mark J. Trabert Vice President and Co-President of Aircraft Group

Maureen M. Athoe Vice President and President, Space & Defense Group

This CD&A includes the Executive Compensation Committee's compensation philosophy, the objectives of our compensation program and a discussion of each element of compensation paid to the NEOs for our most recent fiscal year.

**EXECUTIVE SUMMARY**

The objective of the Company's executive compensation program is to provide a compensation package that will attract, retain, motivate and reward superior executives who must operate in a highly competitive and technologically challenging environment.

**2016 Performance**

Fiscal 2016 was another year of technical achievements for the Company and its products in many different applications despite being a tough year in several of its markets, particularly energy, industrial and defense. As in previous years, we responded with restructuring and portfolio pruning. Fiscal 2016 was also a year of heavy R&D spend as we continue to invest for the long-term future of the Company. During the fiscal year, the Company won several new military aircraft development contracts, acquired controlling interest in an additive manufacturing

company and completed a strategic review of our Medical Devices segment resulting in its integration into our Components group, all of which positioned us well for long-term growth.

Fiscal 2016 sales of \$2.41 billion were down 4% year over year, with weaker foreign currencies accounting for almost a quarter of the sales decline. Sales were down in Aircraft, Space and Defense, Components, and Industrial. Full year company-wide operating margins were 9.9%. Operating margins exclusive of restructuring were up in Aircraft, Space and Defense, and Industrial. Operating profit was down in Components, as they struggled with challenges across all markets. Net earnings were down 4% while diluted earnings per share of \$3.47 were up 4% on lower share count. Free cash flow, as defined as net cash provided by operating activity less investment in property, plant and equipment for the year was \$149 million, and was 120% of net earnings.

### **2016 Executive Compensation Assessment**

The Executive Compensation Committee uses data provided by Korn Ferry-Hay Group (KFHG), a compensation consultant, to establish competitive salaries for each of the NEOs. Information regarding the compensation consultant and this analysis are provided in greater detail throughout the CD&A.

In our total direct compensation programs (detailed on pages 21 to 22), each of the three major elements, base salary, Short Term Incentive ( STI ), and Long Term Incentive ( LTI ), are considered independently. However, the Executive Compensation Committee also considers how our total compensation compares with the total compensation of comparable executives in peer organizations.

In summary, the key aspects of the Company's compensation for the NEOs are as follows:

Total Direct Compensation for all NEOs between 31% and 77% of peer group medians, with an average of 59%;

Base salaries between 85% and 107% of the peer-group medians, with an average of 97%;

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**COMPENSATION DISCUSSION AND ANALYSIS (continued)**

Base salary increases tied to market benchmarks, time in position and individual job performance;

STI paid according to increase in earnings per share ( EPS ) and free cash flow ( FCF ) conversion;

Value of Long-Term Incentives (SAR and PSU awards) between 18% and 67% of peer group median LTIs, with an average of 47%;

SAR and PSU awards link NEO compensation to long-term shareholder interests;

Shares related to outstanding unexercised stock options and SARs are approximately 1.0% of total outstanding shares;

Shares related to outstanding PSU awards are approximately 0.1% of total outstanding shares;

Company policy prevents re-pricing option grants and SAR awards;

Change in control agreements are double triggered.

**The Role of Shareholder Say-On-Pay Votes**

The Company provides its shareholders with the opportunity to cast an advisory vote every three years on its executive compensation program (referred to as a say-on-pay proposal ). At the Company s Annual Meeting of Shareholders held on January 7, 2015, approximately 99% of the votes cast on the say-on-pay proposal at that meeting were voted in favor of the proposal. The Executive Compensation Committee believes this result affirms shareholders support of the Company s approach to executive compensation, and therefore maintained this approach in fiscal 2016. The Executive Compensation Committee will continue to consider the outcome of the Company s say-on-pay votes when making future compensation decisions for the NEOs.

**Changes to Executive Compensation Design**

The Executive Compensation Committee agreed with senior management to implement changes to the Company s STI and LTI plans in this fiscal year.

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Prior to fiscal 2016, annual cash bonuses, or STI, were based on the annual percentage growth in EPS. Beginning with the award for fiscal 2016, STI now includes an additional performance metric in the form of FCF conversion (FCF divided by net earnings). Targets are independent of each other and the payment ultimately depends on performance against these two criteria. In fiscal 2016, EPS affected 45% of the award, while FCF affected 55% of the award. The Company believes that this improves alignment between the annual bonuses paid and Company performance.