

### SAY-ON-PAY *and* SAY-ON-PAY FREQUENCY

As of March 4, 2011:

- **365 companies had filed proxy statements** with say-on-pay proposals, and **134 companies had filed Forms 8-K** reporting the results of say-on-pay votes.
- Shareholders approved the executive compensation programs for 98% of companies the reporting results of say-on-pay votes.
- Companies continue to recommend primarily triennial and annual say-on-pay frequency votes.
  - Of the companies that recommended triennial say-on-pay votes and reported vote results, approximately 39% saw their shareholders approve an *annual* say-on-pay vote.
  - Of the companies that recommended biennial say-on-pay votes and reported vote results, approximately 70% saw their shareholders approve an *annual* say-on-pay vote.
  - Of the companies that recommended annual say-on-pay votes and reported vote results, 100% saw their shareholders approve an *annual* say-on-pay vote.

### WEEKLY HIGHLIGHTS

#### Last Week

Agilent Technologies, Inc. recommended an annual say-on-pay vote, and a majority of its shareholders agreed.

Intuitive Surgical, Inc. filed its proxy statement.

#### This Week

Applied Materials, Inc., Qualcomm, Inc., and Logic Devices Incorporated will hold their annual meetings.

### IN THE NEWS

- **BEAZER HOME USA'S CEO TO REIMBURSE INCENTIVE PAY TO COMPANY**
  - On March 3, 2011, the CEO of Beazer Homes USA, Inc. reached a settlement with the Securities and Exchange Commission pursuant to which he will reimburse the company for \$6.5 million and thousands of shares of Beazer stock that he received after Beazer Homes USA filed fraudulent financial statements.<sup>1</sup>
  - On February 8, 2011, Beazer Homes USA, Inc. announced that a majority of its shareholders did not approve the company's executive compensation, making Beazer one of two companies whose say-on-pay proposal failed.<sup>2</sup>

1 See press releases from the SEC, <http://sec.gov/news/press/2011/2011-61.htm>, and Beazer Homes USA Inc., Form 8-K <http://sec.gov/Archives/edgar/data/915840/000095012311021781/0000950123-11-021781-index.htm>.

2 Form 8-K, <http://sec.gov/Archives/edgar/data/915840/000119312511026540/d8k.htm>.

**For more information, you may contact any attorney in the Executive Compensation and Employee Benefits Group.**

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