

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.¹
 - 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.²

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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