

Motorola Solutions, Inc.  
Form DEF 14A  
March 28, 2018  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

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

**Motorola Solutions, 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.

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NOTICE OF

2018 ANNUAL MEETING

OF STOCKHOLDERS AND PROXY STATEMENT

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**ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 14, 2018**

**March 28, 2018**

**Dear Fellow Motorola Solutions Stockholders:**

On behalf of the Motorola Solutions Board of Directors, it is my pleasure to invite you to attend our 2018 Annual Stockholders Meeting. This year's meeting will be held on Monday, May 14, 2018 at 6 p.m., EDT, at the Capital Hilton, 1001 16<sup>th</sup> Street NW, Washington, DC 20036.

As a Motorola Solutions stockholder, your vote is important. Even if you are planning to attend the annual meeting in person, you are strongly encouraged to vote your shares through one of the methods described in the enclosed proxy statement. The Board and I would appreciate your support on our recommendations for the following proposals:

Election of the nine nominated directors;

Advisory approval of the Company's executive compensation; and

Ratification of KPMG LLP as our appointed, independent, registered public accounting firm.

On behalf of your Board of Directors, thank you for your confidence in Motorola Solutions. I look forward to your continued support.

**Gregory Q. Brown**

Chairman and CEO

Motorola Solutions, Inc.

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PRINCIPAL EXECUTIVE OFFICES:

500 West Monroe Street

Chicago, Illinois 60661

March 28, 2018

**NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS**

**Annual Meeting Date:** Monday, May 14, 2018

**Time:** 6:00 P.M., EDT

**Location:** Capital Hilton, 1001 16<sup>th</sup> Street NW, Washington, DC 20036

A live webcast (audio only) of the meeting will be available at [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors).

**The purpose of the meeting is to:**

1. elect nine directors for a one-year term;
2. hold a stockholder advisory vote to approve the Company's executive compensation;
3. ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2018;
4. consider and vote upon the stockholder proposals described in the enclosed proxy statement, if properly presented at the meeting; and
5. act upon such other matters as may properly come before the Annual Meeting.

By order of the Board of Directors,

**Kristin L. Kruska**

Secretary

Only Motorola Solutions stockholders of record at the close of business on March 16, 2018 (the record date) will be entitled to vote at the meeting. The Notice, which contains instructions on how to access this Proxy Statement, the form of proxy and the Company's 2017 Annual Report, is being mailed to stockholders on or about March 28, 2018.

**PLEASE NOTE THAT ATTENDANCE AT THE MEETING WILL BE LIMITED TO STOCKHOLDERS OF MOTOROLA SOLUTIONS AS OF THE RECORD DATE (OR THEIR AUTHORIZED REPRESENTATIVES).** You will be required to provide the admission ticket that is detachable from your proxy card or provide other evidence of ownership. If your shares are held by a bank or broker, please bring your bank or broker statement evidencing your beneficial ownership of Motorola Solutions stock on the record date to gain admission to the meeting.

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**PROXY STATEMENT SUMMARY**

**This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider. You should read the entire Proxy Statement carefully before voting. For more complete information regarding the Company's 2017 performance, please review the Company's Annual Report on Form 10-K for the year ended December 31, 2017.**

**2018 ANNUAL MEETING OF STOCKHOLDERS**

**Date and Time:** May 14, 2018, 6:00 p.m. EDT

**Location:** Capital Hilton, 1001 16<sup>th</sup> Street NW, Washington, DC 20036

**Record Date:** March 16, 2018

**Voting:** Stockholders as of the close of business on the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.

**Meeting Webcast (audio only):** [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors)

**Common Stock Outstanding as of Record Date:** 161,695,469

**Stock Symbol:** MSI

**Registrar & Transfer Agent:** EQ Shareowner Services

**ITEMS TO BE VOTED ON**

	<b>Our Board's Recommendation</b>
Election of Directors (page 4)	FOR
Advisory Approval of the Company's Executive Compensation (page 19)	FOR
Ratification of Independent Registered Public Accounting Firm (page 54)	FOR
Stockholder Proposal on Ethical Recruitment in Global Supply Chains (page 58)	AGAINST
Stockholder Proposal on Independent Director with Human Rights Expertise (page 60)	AGAINST

## DIRECTOR NOMINEES

Board  
Committees(as of March 21,  
2018)

Name	Director		Other		Position	Gov. & Audit	Nom.	Exec.
	Since	Indep.	Public Co. Boards					
<b>Gregory Q. Brown</b>	2007		1		Chairman and CEO, Motorola Solutions, Inc.			
<b>Kenneth D. Denman</b>	2017		3		Venture Partner, Sway Ventures			
<b>Egon P. Durban</b>	2015		3		Managing Partner and Managing Director of Silver Lake			
<b>Clayton M. Jones</b>	2015		2		Former Chairman, CEO and President, Rockwell Collins, Inc.			
<b>Judy C. Lewent</b>	2011		2		Former EVP and CFO, Merck & Co., Inc.			
<b>Gregory K. Mondre</b>	2015		2		Managing Partner and Managing Director of Silver Lake			
<b>Anne R. Pramaggiore</b>	2013		1		President and CEO, Commonwealth Edison			
<b>Samuel C. Scott</b>	1993		2		Former Chairman, President and CEO, Corn Products International			
<b>Joseph M. Tucci</b>	2017		2		Co-Chairman and Co-CEO GTY Technology Holdings, Inc.			

= Chair of Committee

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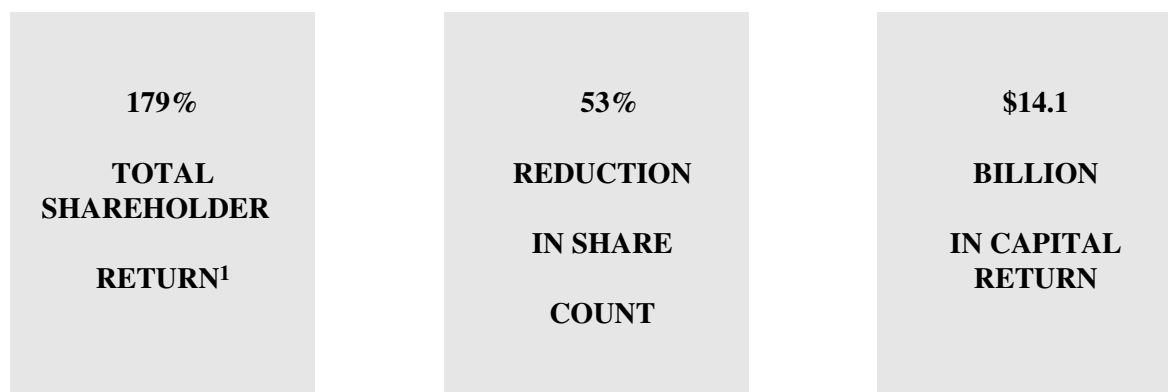
**PERFORMANCE AND ACCOMPLISHMENTS**

**TOTAL SHAREHOLDER RETURN**

**2017 HIGHLIGHTS**

Grew sales 6% to \$6.4 billion	Added 410 patents, bringing our patent portfolio to approximately 4,400
Grew sales in every region	Capital Allocation of \$483 million of share repurchases, \$307 million of dividends paid, and \$298 million of managed services and software acquisitions
Grew backlog to record level of \$9.6 billion, up \$1.2 billion or 15% compared to the prior year	Ranked No. 3 in our category on Fortune's World's Most Admired Companies list
Generated \$1.3 billion of operating cash flow, up \$181 million	Increased quarterly dividend by 11% to \$0.52 per share
Launched 85 new products	Named to Forbes' Just 100 list of America's best corporate citizens

**PERFORMANCE HIGHLIGHTS SINCE 2011**



1. Based on the split adjusted closing price of MSI common stock on December 31, 2010 and the closing price of MSI common stock on December 31, 2017, illustrating the growth over an initial investment on December 31, 2010, including the payment of dividends.

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**Table of Contents****EXECUTIVE COMPENSATION****2017 CEO Total Direct Compensation**

2017 performance reflected our sustained efforts over the past several years to position Motorola Solutions for long-term financial success. 2017 performance was improved from 2016 with strong business performance, revenue growth along with record backlog. We ended the year meeting our operating plan and this resulted in business performance at target funding under our Executive Officer Short Term Incentive Plan. In addition, the Board recognized Mr. Brown's strong individual performance leading the company through another outstanding year of operational and financial performance and completing a significant number of strategic acquisitions, by providing him an above target payout.

Our three-year performance that ended December 31, 2017 continued to show increased returns to our stockholders relative to our comparator group. This three-year performance resulted in an above target payout under the 2015-2017 cycle of our Long Range Incentive Plan. Given our improved performance in 2017, Mr. Brown's total direct compensation for 2017 was \$3.2 million greater than in 2016.

Base Salary	\$1,250,000
Executive Officer Short Term Incentive	\$2,625,000
<b>Total Short-term Cash Compensation</b>	<b>\$3,875,000</b>
Long-term Incentive Cash Payment (2015-2017 Long Range Incentive Plan)	\$4,687,500
Long-term Incentives (POs and MSUs grant date fair value)	\$6,499,975
<b>Total Compensation (excluding perquisites)</b>	<b>\$15,062,475</b>

**GOVERNANCE HIGHLIGHTS**

As part of our commitment to high ethical standards, our Board follows sound governance practices. These practices are described in more detail in the Corporate Governance section of our web site.

Eight out of our nine nominees are independent

**Independence**

Our CEO is the only management director

All Board committees that met during 2017 are comprised of independent directors  
We have a Lead Independent Director, selected by the independent directors

**Independent Lead Director**

The Lead Independent Director serves as liaison between management and the other non-management directors

The independent directors regularly meet in private without management

**Executive Sessions**

The Lead Independent Director presides at these executive sessions

All directors stand for election annually

**Accountability**

In uncontested elections, directors must be elected by a majority of votes cast

Holders of 20% or more of our common stock have the ability to request a special meeting of stockholders

Our Board reviews the Company's approach to identifying and assessing risks

The Audit Committee reviews the risk exposure of the Company, including our internal audit assessment of risk and our material risk disclosures, and meets periodically with senior management to discuss our risk assessment and risk management policies

**Board Oversight of**

The Compensation and Leadership Committee reviews the annual compensation risk assessment and retains an independent compensation consultant

**Risk Management**

The Governance and Nominating Committee reviews all related party transactions

We have a recoupment or clawback policy to recover certain executive pay

We have a policy prohibiting trading in derivative securities of the Company, and no NEOs or Directors have pledged any Company stock

Our independent directors must hold our common stock with a value equal to at least five times the annual retainer, or \$500,000, within five years of joining the Board

**Stock Ownership**

Directors are required to hold all shares paid or awarded by the Company until their termination of service

**Requirements**

Our CEO must hold our common stock with a value equal to six times his annual salary within five years of attaining the position

Members of the management executive committee must hold our common stock with a value equal to three times their annual salary within five years of joining the group

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**ABOUT THE 2018 ANNUAL MEETING**

This proxy statement (the **Proxy Statement**) is being furnished to holders of common stock, \$0.01 par value per share (the **Common Stock**), of Motorola Solutions, Inc. (we, our, Motorola Solutions, or the **Company**). Proxies are being solicited on behalf of the Board of Directors of the Company (the **Board**) to be used at the 2018 Annual Meeting of Stockholders (the **Annual Meeting**) to be held at the Capital Hilton, 1001 16<sup>th</sup> Street NW, Washington, D.C. 20036 on Monday, May 14, 2018 at 6:00 P.M., EDT, for the purposes set forth in the Notice of 2018 Annual Meeting of Stockholders. This Proxy Statement is dated March 28, 2018 and is being distributed to stockholders on or about March 28, 2018.

All stockholders may view and print Motorola Solutions' Proxy Statement and the 2017 Annual Report at the Company's website at [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors). The information contained on Motorola Solutions' website is not a part of this Proxy Statement and is not deemed incorporated by reference into this Proxy Statement or any other public filing made with the Securities and Exchange Commission (the **SEC**).

**Stockholders Entitled to Vote at the Annual Meeting**

Only stockholders of record at the close of business on March 16, 2018 (the **record date**) will be entitled to notice of, and to vote at, the Annual Meeting or any adjournments or postponements thereof. On the record date, there were 161,695,469 shares outstanding of Common Stock. The Common Stock is the only class of voting securities of the Company.

A list of stockholders entitled to vote at the meeting will be available for examination at the Company's corporate offices at 500 West Monroe Street, Chicago, Illinois 60661 for ten days before the Annual Meeting and at the Annual Meeting.

**Voting Without Attending the Annual Meeting**

There are three convenient methods for registered stockholders to direct their vote by proxy without attending the Annual Meeting. Stockholders can:

**Vote by Internet.** The website address for Internet voting is provided on your Notice or proxy card. You will need to use the control number appearing on your Notice of Internet Availability of Proxy Materials ( **Notice** ) or proxy card to vote via the Internet. You can use the Internet to transmit your voting instructions until 11:59 P.M., EDT on Sunday, May 13, 2018. Internet voting is available 24 hours a day. If you vote via the Internet you do NOT need to vote by telephone or return a proxy card.

**Vote by Telephone.** You can also vote by telephone by calling the toll-free telephone number provided on your proxy card. You will need to use the control number appearing on your proxy card to vote by telephone. You may transmit your voting instructions from any touch-tone telephone until 11:59 P.M., EDT on Sunday, May 13, 2018. Telephone voting is available 24 hours a day. If you vote by telephone you do NOT need to vote over the Internet or return a proxy card.

**Vote by Mail.** If you received a printed copy of the proxy card, you can vote by marking, dating, signing, and returning it in the postage-paid envelope provided. Please promptly mail your proxy card to ensure that it is received prior to the closing of the polls at the Annual Meeting.

### Your Proxy at the Annual Meeting

If you do not vote in person at the Annual Meeting, but have voted your shares by Internet, telephone, or mail, you have authorized certain members of Motorola Solutions' senior management designated by the Board and named in your proxy to represent you and to vote your shares as instructed. All shares that have been properly voted whether by Internet, telephone or mail and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you sign your proxy but do not give voting instructions with respect to one or more items, the shares represented by that proxy will be voted as recommended by the Board with respect to those items:

Proposal	The Board Recommended Vote
Proposal 1 Election of Nine Directors	FOR
Proposal 2 Advisory Approval of the Company's Executive Compensation	FOR
Proposal 3 Ratification of Independent Registered Public Accounting Firm for Fiscal Year 2018	FOR
Proposal 4 Stockholder Proposal on Ethical Recruitment in Global Supply Chains	AGAINST
Proposal 5 Stockholder Proposal on Independent Director with Human Rights Expertise	AGAINST
Proposal 6 Stockholder Proposal on Lobbying Disclosure	AGAINST



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### **Holding Shares in the Name of a Bank, Broker or Other Nominee**

If you are the beneficial owner of shares held in street name by a broker, the broker, as the record holder of the shares, is required to vote those shares in accordance with your instructions. Please check your voting instruction card or contact your bank, broker or nominee to determine whether you will be able to vote by Internet or telephone. If you do not give instructions to your broker, your broker will be entitled to vote the shares with respect to discretionary items, but will not be permitted to vote the shares with respect to non-discretionary items (resulting in a broker non-vote). The ratification of the appointment of KPMG LLP is the only discretionary item. The election of directors, the advisory approval of the Company's executive compensation, and the stockholder proposals are non-discretionary items.

### **Voting At the Annual Meeting as a Beneficial Owner**

If you are a beneficial owner of shares held in street name by a bank, broker or other nominee and want to vote your shares in person at the Annual Meeting, you will need to ask your bank, broker or other nominee to furnish you with a legal proxy. You will need to bring the legal proxy with you to the Annual Meeting and hand it in with a signed ballot that will be provided to you. You will not be able to vote your shares at the Annual Meeting without a legal proxy. If you are provided a legal proxy, any previously executed proxy will be revoked and your vote will not be counted unless you appear at the Annual Meeting and vote in person or legally appoint another proxy to vote on your behalf.

If you do not have a legal proxy, you can still attend the Annual Meeting with evidence of your stock ownership as of the record date; however, you will not be able to vote your shares at the meeting. Accordingly, we encourage you to vote or instruct your broker to vote your shares in advance, even if you plan to attend.

### **Changing Your Vote**

Registered stockholders can revoke their proxy at any time before it is voted at the Annual Meeting by either:

Submitting another timely, later-dated proxy by Internet, telephone or mail;

Delivering timely written notice of revocation to: Secretary, Motorola Solutions, Inc., 500 West Monroe Street, Chicago, IL 60661; or

Attending the Annual Meeting and voting in person.

### **Notice of Internet Availability**

The SEC has adopted rules for the electronic distribution of proxy materials. We have elected to provide our stockholders access to our proxy materials and 2017 Annual Report on the Internet instead of sending a full set of printed proxy materials to all of our stockholders. This enables us to reduce costs and lessen the environmental impact of our Annual Meeting by mailing most of our stockholders a Notice. If you receive a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you request them by following the instructions for requesting such materials included in the Notice. The Notice instructs you on how to access and review all of the information contained in the 2018 Proxy Statement and 2017 Annual Report. The Notice also instructs you on how you may submit your proxy over the Internet or by telephone.

The Notice, which contains instructions on how to access this Proxy Statement, the form of proxy and the Company's 2017 Annual Report, is being mailed to stockholders on or about March 28, 2018.

### **Other Matters at the Annual Meeting**

If any other matters are properly presented at the Annual Meeting for consideration, and if you have voted your shares by Internet, telephone or mail, the persons named as proxies in your proxy will have the discretion to vote on those other matters for you. As of the date we filed this Proxy Statement, the Board did not know of any other matter to be raised at the Annual Meeting.

## **2 Motorola Solutions Notice of 2018 Annual Meeting of Stockholder and Proxy Statement**

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In order for business to be conducted, a quorum of a majority of the shares entitled to vote must be represented in person or by proxy at the Annual Meeting. Abstentions and broker non-votes are included in determining whether a quorum is present, but will not be included in vote totals and will not affect the outcome of the vote for the election of directors. Abstentions will have the same effect as a vote **Against** the other proposals.

Proposal	Affirmative Vote Required	Broker
		Discretionary Voting Allowed
Proposal 1 Election of Nine Directors	More For votes than Against votes cast at the Annual Meeting in person or by proxy (for non-contested election)	No
Proposal 2 Advisory Approval of the Company Executive Compensation	Majority of shares present and entitled to vote; abstentions will count as votes Against	No
Proposal 3 Ratification of Independent Registered Public Accounting Firm for Fiscal Year 2018	Majority of shares present and entitled to vote; abstentions will count as votes Against	Yes
Proposal 4 Stockholder Proposal on Ethical Recruitment in Global Supply Chains	Majority of shares present and entitled to vote; abstentions will count as votes Against	No
Proposal 5 Stockholder Proposal on Independent Director with Human Rights Expertise	Majority of shares present and entitled to vote; abstentions will count as votes Against	No
Proposal 6 Stockholder Proposal on Lobbying Disclosure	Majority of shares present and entitled to vote; abstentions will count as votes Against	No

With respect to each proposal you may vote **FOR**, **AGAINST** or **ABSTAIN** . Broker non-votes will have no effect on the outcome of any of the proposals.

**Table of Contents****PROPOSAL NO. 1 ELECTION OF DIRECTORS FOR A ONE-YEAR TERM**

The number of directors of the Company to be elected at the Annual Meeting is nine. The directors elected at the Annual Meeting will serve a one-year term ending at the 2019 Annual Meeting, until their respective successors are elected and qualified or until their earlier death, resignation or removal. Each of the nominees has consented to being named in this Proxy Statement and to serve as a director if elected. However, if any nominee named below is not available to serve as a director for any reason at the time of the Annual Meeting, the proxies will be voted for the election of such other person or persons as the Board may designate, unless the Board, in its discretion, reduces the number of directors. Given Mr. Samuel C. Scott III's extensive knowledge of the Company and position as Lead Independent Director, the Board of Directors has granted a one-year waiver of the retirement age for Mr. Scott, currently age 73. The Board and Mr. Scott intend that this will be the last waiver of the retirement age, and that this will be his final year on our Board. The Board is currently comprised of nine directors. Immediately following the Annual Meeting, if all nominees are elected, the Board will consist of nine directors. The Board has the authority under the Company's Bylaws to increase or decrease the size of the Board and to fill vacancies between Annual Meetings.

**2018 DIRECTOR NOMINEES**

Each of the nominees named below is currently a director of the Company, elected at the Annual Meeting of Stockholders held on May 15, 2017. The ages shown are current as of the date of this Proxy Statement.

**GREGORY Q.****BROWN**

Mr. Brown joined the Company in 2003, was appointed as Chief Executive Officer of Motorola, Inc. in January 2008, and since May 2011 has been the Chairman and Chief Executive Officer of Motorola Solutions, Inc.

**Principal Occupation:**

**Chairman and Chief Executive Officer, Motorola Solutions, Inc.**

**Age: 57**

**Director since: 2007**

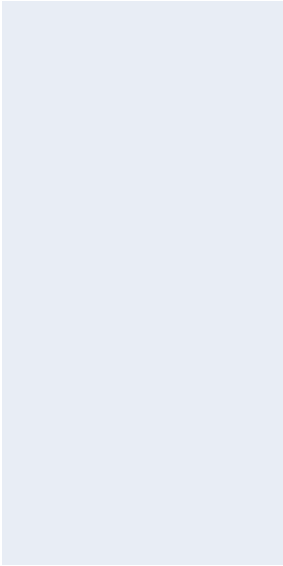
**Chairman since: 2011**

**Other Public Company Boards:** Xerox Corporation. In the last five years Mr. Brown served on the board of Cisco Systems, Inc. from January 2013 to July 2014.

**Board Committees:** Executive (Chair)

**Director Qualifications:**

**Public company CEO, relevant industry and technology experience** as Chairman and CEO of the Company, and former CEO of Micromuse, Inc.



**International and global business, developing markets, government, public policy and regulatory experience** as Chairman and CEO of the Company, former chair and current board member of the Federal Reserve Bank of Chicago, former Vice Chair of the U.S. China Business Council, former member of the President of the United States Management Advisory Board

**Government, public policy and regulatory experience** as a member of the Board of Directors of the Business Roundtable and Chair of its Immigration Committee

**Public company board experience**

**4** **Motorola Solutions** Notice of 2018 Annual Meeting of Stockholder and Proxy Statement

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**KENNETH D.**

**DENMAN**

**Principal Occupation:**

**Venture Partner,**

**Sway Ventures**

**Age: 59**

**Director since: 2017**

**Independent**

Mr. Denman is a Venture Partner at Sway Ventures. He was the CEO and President of Emotient, Inc. from 2012 to 2016. He also served as the Chief Executive Officer of Openwave Systems Inc. from 2008 to 2011, as a Director from 2004 to 2011; and as the Chief Executive Officer and President and Director of iPass, Inc. from 2001 to 2008, as its Chairman from 2003 to 2008.

**Other Public Company Boards:** Costco Wholesale Corporation, LendingClub Corporation, Mitek Solutions, Inc. In the last five years Mr. Denman served on the board of ShoreTel, Inc. from May 2007 to September 2017 and on the board of United Online from June 2015 to July 2016.

**Board Committees:** Governance and Nominating (Chair as of March 21, 2018), Executive

**Director Qualifications:**

**Public company CEO, financial and accounting expertise, international and global business, developing markets and managed and support services experience** as CEO and President of iPass, Inc. and Openwave System, Inc

**Relevant industry, technology experience** as CEO and President of Emotient, Inc., Openwave Systems, Inc. and iPass, Inc.

**Private equity and investment management experience** as a Venture Partner of Sway Ventures

**Public company board experience**

**EGON P.**

**DURBAN**

Mr. Durban is a Managing Partner and Managing Director of Silver Lake, a global private equity firm. Mr. Durban joined Silver Lake in 1999 as a founding principal and is based in the

**Principal  
Occupation:**

firm's Menlo Park office. He has previously worked in the firm's New York office, as well as the London office, which he launched and managed from 2005 to 2010.

**Managing Partner  
and Managing  
Director,  
Silver Lake**

**Other Public Company Boards:** Dell Technologies Inc., SecureWorks Corp, VMware, Inc. In the last 5 years Mr. Durban served on the board of Intelsat S.A from August 2011 to December 2016 and on the board of NXP Semiconductors N.V. from September 2006 to December 2013.

**Age:** 44

**Director since:** 2015

**Board Committees:** Compensation and Leadership

**Independent**

**Director Qualifications:**

**Relevant industry, technology and international and global business experience** as Managing Partner and Managing Director of Silver Lake

**Financial/accounting and private equity and investment banking experience** as Managing Partner and Managing Director of Silver Lake and as a former associate with Morgan Stanley's Investment Banking Division

**Public company board experience**

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**CLAYTON M.**

**JONES**

Mr. Jones served as Chairman of the Board of Rockwell Collins, Inc. from 2002 through July 2014, and Chief Executive Officer from June 2001 until his retirement in July 2013. Mr. Jones also served as President of Rockwell Collins and Corporate Officer and Senior Vice President of Rockwell International which he joined in 1979.

**Principal Occupation: Retired; Formerly Chairman, Chief Executive Officer and President, Rockwell Collins, Inc. ( Rockwell Collins )**

**Other Public Company Boards:** Cardinal Health, Inc., Deere & Company. In the last five years, Mr. Jones served on the board of Rockwell Collins from March 2001 to July 2014.

**Board Committees:** Audit

**Age:** 68

**Director since:** 2015

**Director Qualifications:**

**Independent**

**Public company CEO, financial and accounting expertise, international and global business experience** as former CEO of Rockwell Collins, Inc.

**Relevant industry and technology experience** as former CEO of Rockwell Collins, Inc., and Corporate Officer and Senior Vice President of Rockwell International

**Government, public policy and regulatory experience** as a member of The Business Council, and former member of the President's National Security Telecommunications Advisory Committee

**Public company board experience**

**JUDY C.**

**LEWENT**

Ms. Lewent served as Chief Financial Officer of Merck, a pharmaceutical company, from 1990 until her retirement in 2007.

**Principal Occupation: Retired; Formerly**



**Executive Vice  
President & Chief  
Financial Officer,  
Merck & Co., Inc.  
( Merck )**

**Age:** 69

**Director since:** 2011

**Independent**

**Other Public Company Boards:** GlaxoSmithKline plc, Thermo Fisher Scientific, Inc.  
Ms. Lewent served on the board of directors of Motorola, Inc. from May 1995 to May 2010.

**Board Committees:** Audit (Chair), Executive

**Director Qualifications:**

**Public company CFO, financial and accounting expertise, and international and global business experience** as the former CFO of Merck

**Technology experience** as a life member of the Massachusetts Institute of Technology

**Developing markets** as former CFO at Merck and board member of GlaxoSmithKline

**Government/Public Policy/Regulatory** as former CFO at Merck and board member of GlaxoSmithKline and Thermo Fisher

**Public company board experience**

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**GREGORY K.**

**MONDRE**

Mr. Mondre joined Silver Lake in 1999 and is a Managing Partner and Managing Director of Silver Lake based in New York. Mr. Mondre was a principal at TPG, where he focused on private equity investments across a wide range of industries, with a particular focus on technology.

**Principal Occupation: Managing Partner and Managing Director, Silver Lake**

**Other Public Company Boards:** GoDaddy, Inc., Sabre Corporation

**Age:** 43

**Board Committees:** Audit, Governance and Nominating

**Director since:** 2015

**Independent**

**Director Qualifications:**

**Relevant industry, technology, international and global business experience** as Managing Partner and Managing Director of Silver Lake

**Financial/accounting and private equity and investment banking experience** as Managing Partner and Managing Director of Silver Lake and as former principal at TPG

**Publiccompany board experience**

**ANNE R.**

**PRAMAGGIORE**

Ms. Pramaggiore has been the President and Chief Executive Officer of ComEd, an electric utility company and a business unit of Exelon Corporation, and a member of the ComEd board of directors since February 2012. She served as ComEd's President and Chief Operating Officer from May 2009 until February 2012.

**Principal Occupation: President and Chief Executive Officer, Commonwealth Edison Company ( ComEd )**

**Other Public Company Boards:** The Babcock & Wilcox Company

**Board Committees:** Compensation and Leadership (Chair), Executive

Age: 59

Director since: 2013

Independent

**Director Qualifications:**

**Government, public policy and regulatory and technology experience** as CEO of ComEd, Executive Vice President, Customer Operations, Regulatory and External Affairs of ComEd, and as a licensed attorney

**International and global business experience** as Chair of the Federal Reserve Bank of Chicago and board member of the Chicago Council on Global Affairs and The Chicago Urban League

**Public company board experience**

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**SAMUEL C.**

**SCOTT III**

Mr. Scott served as Chairman, President and Chief Executive Officer of Corn Products International, a corn refining business, from February 2001 until his retirement in May 2009.

**Principal Occupation:**

**Retired; Formerly**

**Chairman of the Board,**

**President and Chief**

**Executive Officer,  
Corn Products**

**International**

**Age: 73**

**Director since: 1993**

**Lead Independent Director**

**since 2015**

**Independent**

**Other Public Company Boards:** Abbott Laboratories, Bank of New York Mellon

**Board Committees:** Governance and Nominating (Chair through March 21, 2018), Executive

**Director Qualifications:**

**Public company CEO experience** as former chairman and CEO of Corn Products International, Inc.

**International and global business and developing markets experience** as former chairman and CEO of Corn Products International, Inc., a board member of the Chicago Council on Global Affairs, World Business Chicago, The Chicago Urban League, and Northwestern Medical Group, and as Chairman of Chicago Sister Cities International

**Public company board experience**

**JOSEPH M.**

**TUCCI**

Mr. Tucci is the Co-Chief Executive Officer and Co-Chairman of GTY Technology Holdings, Inc. Formerly, Mr. Tucci was the Chairman and Chief Executive Officer of EMC Corporation. He was EMC's Chairman from January 2006 and CEO from January 2001 until September 2016, when Dell Technologies acquired the company. At that time, he became an advisor to the acquiring company's founder, Michael Dell, and its board of directors.

**Principal Occupation:**

**Co-Chief Executive Officer and Co-Chairman of GTY Technology**

**Holdings, Inc.**

**Age: 70**

**Director since: 2017**

**Independent**

**Other Public Company Boards:** GTY Technology Holdings, Inc., Paychex, Inc. In the past five years Mr. Tucci served on the board of EMC Corporation from January 2001 to September 2016 and on the board of VMware, Inc. from April 2007 to September 2016.

**Board Committees:** Compensation and Leadership

**Director Qualifications:**

**Public company CEO, technology and global business experience** as Chairman, CEO and President of EMC Corporation

**Relevant industry, managed and support services, developing markets and private equity experience** as Co-CEO and Co-Chairman of GTY Technology Holdings, Inc. and founding member and current Chairman of the Strategic Advisory Board of Bridge Growth Partners

**Government, public policy and regulatory experience** as a member of The Business Roundtable and Chair of its Task Force on Education and the Workforce and as a member of The Technology CEO Council

**Public company board experience**

**RECOMMENDATION OF THE BOARD**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE NINE NOMINEES NAMED HEREIN AS DIRECTORS. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE ELECTION OF SUCH NINE NOMINEES AS DIRECTORS.**

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**CORPORATE GOVERNANCE**

**The Board's Corporate Governance Principles**

The Board adheres to governance principles designed to assure the continued vitality of the Board and excellence in the execution of its duties. The Board has responsibility for management oversight and providing strategic guidance to the Company. The Board believes that it must continue to renew itself to ensure that its members bring a fresh perspective to understanding the industries and the markets in which the Company operates. The Board also believes that it must remain well-informed about the opportunities and challenges facing Motorola Solutions and its industries and markets so that the Board members can exercise their fiduciary responsibilities to Motorola Solutions stockholders.

**GOVERNANCE HIGHLIGHTS**

The Board recognizes the importance of evolving corporate governance practices and is committed to regularly reviewing specific elements of the Company's corporate governance. Key governance practices of the Company are:

Eight of nine director nominees are independent

Board Committees comprised of independent directors

Compensation and Leadership Committee retains independent compensation consultant

Lead Independent Director

Independent directors regularly meet in private without management

Risk assessment process with Audit and Compensation and Leadership Committees

Hold annual advisory vote on executive compensation

No gross-up for excise taxes

Recoupment or clawback policy

Stock Ownership Guidelines

Board and Committee self assessment process

Annual election of all directors

Majority vote for directors in uncontested elections

Holders of 20% or more of our Common Stock have the ability to request a special meeting of stockholders

Active stockholder engagement process

Anti-hedging policy

**Motorola Solutions encourages you to visit our corporate governance page on our website at [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors) which provides information about our corporate governance practices and includes the following documents:**

Board Governance Guidelines

Director Independence Guidelines

The Principles of Conduct for Members of the Board of Directors

Code of Business Conduct

Audit Committee, Compensation and Leadership Committee and Governance and Nominating Committee charters

Restated Certificate of Incorporation, as amended

Amended and Restated Bylaws

Amendments to the above documents, or waivers applicable to our directors, chief executive officer, chief financial officer or corporate controller from certain provisions of its ethical policies and ethical standards for directors and employees, will be posted on the Motorola Solutions website within four business days following the date of the amendment or waiver. There were no waivers in 2017.

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**DIRECTORS QUALIFICATIONS**

The Board believes it should be comprised of individuals with appropriate skills and experiences to meet its board governance responsibilities and contribute effectively to the Company. Our Governance and Nominating Committee carefully considers the skills and experiences of current directors and new candidates to ensure that they meet the needs of the Company before nominating directors for election to the Board. All of our non-employee directors serve on Board committees, further supporting the Board by providing expertise to those committees. The needs of the committees also are reviewed when considering nominees to the Board. The Board has a deep working knowledge of matters common to large companies and is comprised of a mix of skills and qualifications which includes:

**Independence:** Eight of nine director nominees

**Gender and ethnic diversity:** Half of all independent director nominees

**Relevant industry experience:** Six of nine director nominees

**Public company CEOs and CFOs:** Six of nine director nominees

**Financial and accounting expertise:** Five of nine director nominees

**Technology experience, information technology and cyber security:** Eight of nine director nominees

**Global business experience:** All director nominees

**Developing markets experience:** Five of nine director nominees

**Government, public policy and regulatory experience:** Five of nine director nominees

**Private equity and investment banking experience:** Four of nine director nominees

**Public company board experience:** All director nominees

**Managed and Support Services:** One director nominee

Specific experience, qualifications, attributes or skills of our nominees are listed in the biographies above.



## **IDENTIFYING AND EVALUATING DIRECTOR CANDIDATES**

As stated in our Board Governance Guidelines, when selecting directors, the Board and the Governance and Nominating Committee review and consider many factors, including: experience in the context of the Board's needs; leadership qualities; ability to exercise sound judgment; existing time commitments; years to retirement age; and independence from management. They also consider ethical standards and integrity. While the Company does not have a formal policy regarding diversity, gender and ethnic diversity is an essential factor considered by the Board and the Governance and Nominating Committee when selecting director nominees. The Board and the Governance and Nominating Committee recognize the importance of a Board representing diverse knowledge and experiences and strive to nominate directors with a variety of complementary skills, backgrounds and perspectives so that, as a group, the Board will possess the appropriate talent, skills, experience and expertise to oversee the Company's businesses. The Governance and Nominating Committee annually assesses the effectiveness of its director nomination process and the Board Governance Guidelines.

The Governance and Nominating Committee will consider nominees recommended by Motorola Solutions stockholders, provided that the recommendation contains sufficient information (as required by the Company's Bylaws), including the candidate's qualifications, to assess the suitability of the candidate, and is timely received in accordance with the Company's Bylaws. Stockholder-recommended candidates that comply with these procedures will receive the same consideration that other candidates receive.

The Governance and Nominating Committee considers recommendations from many sources, including members of the Board, management and search firms. From time to time, Motorola Solutions hires search firms to help identify and facilitate the screening and interview process of director candidates. In 2017, we continued our retention of Russell Reynolds to assist with this process. Russell Reynolds compiles a list of candidates, evaluates each candidate and makes recommendations to the Governance and Nominating Committee. Accordingly, they screen candidates based on the Board's criteria, perform reference checks, prepare a biography of each candidate for the Governance and Nominating Committee's review and help arrange interviews if necessary. The Governance and Nominating Committee and the Chairman of the Board will conduct interviews with candidates who meet the Board's criteria. The Governance and Nominating Committee has full discretion in considering potential candidates and making its nominations to the Board.

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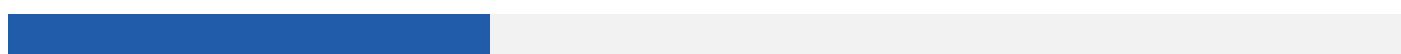
**COMMITTEES OF THE BOARD**

To assist it in carrying out its duties, the Board has delegated certain authority to several committees. The Board currently has the following standing committees: (1) Audit, (2) Compensation and Leadership, (3) Governance and Nominating, and (4) Executive. The charters for each of the Audit Committee, Compensation and Leadership Committee and Governance and Nominating Committee are available on our website at [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors). Committee membership as of December 31, 2017 (except as otherwise noted), the number of meetings of each committee during 2017, and the functions of each committee are described below:

<p><b>AUDIT COMMITTEE*</b></p>	<p>Assist the Board in fulfilling its oversight responsibilities as they relate to the Company's accounting policies, internal controls, disclosure controls and procedures, financial reporting practices and legal and regulatory compliance.</p>
<p><b>2017 Meetings: 9</b></p>	
<p><b>Judy C. Lewent (Chair)</b></p> <p><b>Clayton M. Jones</b></p> <p><b>Gregory K. Mondre</b></p>	<p>Engage the Independent registered public accounting firm. Monitor the qualifications, independence and performance of the Company's independent registered public accounting firm and the performance of the Company's internal auditors.</p> <p>Maintain, through regularly scheduled meetings, a line of communication between the Board and the Company's financial management, internal auditors and independent registered public accounting firm.</p> <p>Oversee compliance with the Company's policies for conducting business, including ethical business standards.</p> <p>Review the Company's overall financial position, asset utilization and capital structure.</p> <p>Review the need for equity and/or debt financing and specific outside financing proposals.</p> <p>Monitor the performance and investments of employee retirement and related funds.</p>

	<p>Review the Company's dividend payment plans and practices.</p> <p>Prepare the report of the Audit Committee included in this Proxy Statement.</p>
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<p><b>COMPENSATION AND LEADERSHIP COMMITTEE*</b></p> <p><b>2017 Meetings 6</b></p>	<p>Assist the Board in overseeing the management of the Company's human resources, including:</p> <p>compensation and benefits programs;</p> <p>CEO performance and compensation;</p> <p>executive development and succession;</p> <p>diversity efforts; and</p> <p>evaluation of the Company's senior management.</p> <p>Review and discuss the Compensation Discussion and Analysis ( CD&amp;A ) with management and make a recommendation to the Board on the inclusion of the CD&amp;A in this Proxy Statement.</p> <p>Prepare the report of the Compensation and Leadership Committee included in this Proxy Statement.</p>
<p><b>Anne R. Pramaggiore (Chair)</b></p> <p><b>Egon P. Durban</b></p> <p><b>Joseph M. Tucci</b></p>	



<b>GOVERNANCE AND NOMINATING COMMITTEE*</b>	<p>Identify individuals qualified to become Board members, consistent with the criteria approved by the Board.</p> <p>Recommend director nominees and individuals to fill vacant positions and to serve on committees.</p>
<b>2017 Meetings: 5</b>	
<p><b>Samuel C. Scott III (former Chair)</b></p> <p><b>Kenneth D. Denman (current Chair)</b></p> <p><b>Gregory K. Mondre</b></p>	<p>Assist the Board in interpreting the Company's Board Governance Guidelines, the Board's Principles of Conduct and any other similar governance documents adopted by the Board.</p> <p>Oversee the evaluation of the Board and its committees.</p> <p>Review the independence of directors and evaluate and/or approve related party transactions.</p> <p>Generally oversee the governance and compensation of the Board.</p>

<b>EXECUTIVE COMMITTEE</b>	Act for the Board between meetings on matters already approved in principle by the Board.
<b>2017 Meetings: 0</b>	
<p><b>Gregory Q. Brown (Chair)</b></p> <p><b>Kenneth D. Denman (as of March 21, 2018)</b></p> <p><b>Judy C. Lewent</b></p> <p><b>Anne R. Pramaggiore</b> <b>Samuel C. Scott III</b></p> <p><b>(Lead Independent Director)</b></p>	Exercise the authority of the Board on specific matters assigned by the Board from time to time.

\* On February 1, 2017, Mr. Denman joined the Governance and Nominating Committee and was named Chair on March 21, 2018. On May 16, 2017, Mr. Mondre joined the Audit Committee and Mr. Tucci joined the

Compensation and Leadership Committee.

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### **Attendance**

The Board held five meetings during 2017. Overall attendance at Board and committee meetings was 93%. Each incumbent director attended 100% of the combined total meetings of the Board and the committees on which he or she served during 2017, except for one director that attended 79% of the meetings and General Michael V. Hayden who attended 1 of 2 Board meetings and 1 of 2 committee meetings that were held prior to his term ending in May, 2017. At the Board meetings, independent directors of the Company meet regularly in executive session without management as required by the Motorola Solutions, Inc. Board Governance Guidelines and NYSE listing standards. Generally, executive sessions are held in conjunction with regularly-scheduled meetings of the Board. In 2017, the non-employee independent members of the Board met in executive session five times. In addition, Board members are expected to attend the Annual Meeting as provided in the Board Governance Guidelines. All of the directors who stood for election at the 2017 Annual Meeting attended that meeting.

### **Leadership Structure of the Board**

At the Annual Board meeting held in May 2011, the Board combined the roles of Chairman and Chief Executive Officer and appointed Gregory Q. Brown to serve as both Chief Executive Officer and Chairman of the Board and also appointed an independent director as Lead Independent Director. The Board reappointed Mr. Brown as Chairman of the Board and an independent director as Lead Independent Director at the Annual Board meetings held in 2012 through 2017. The Board determined that Mr. Brown's thorough knowledge of Motorola Solutions business, strategy, people, operations, competition and financial position coupled with his leadership and vision made him well positioned to chair Board meetings and bring key business and stakeholder issues to the Board's attention. Our Lead Independent Director, currently Mr. Scott, chairs the executive sessions of the Board and acts as a liaison between our Chairman and independent directors.

### **Communicating with the Board**

All communications to the Board of Directors, Chairman of the Board, the non-management directors or any individual director, must be in writing and addressed to them c/o Secretary, Motorola Solutions, Inc., 500 West Monroe Street, Chicago, IL 60661 or by email to [boardofdirectors@MotorolaSolutions.com](mailto:boardofdirectors@MotorolaSolutions.com). Our Secretary reviews all written communications and forwards to the Board a summary and/or copies of any such correspondence that, in the opinion of the Secretary, deals with the functions of the Board or Board committees or that she otherwise determines requires the Board's or any Board committee's attention.

### **The Board's Role in the Oversight of Risks**

The Board oversees the business of the Company, including CEO and senior management performance and risk management, to assure that the long-term interests of the stockholders are being served. Each committee of the Board is also responsible for reviewing the risk exposure of the Company related to the committee's areas of responsibility and providing input to management on such risks.

Management and our Board have a robust process embedded throughout the Company to identify, analyze, manage and report all significant risks facing the Company. Our CEO and other senior managers regularly report to the Board on significant risks facing the Company, including financial, cyber-security, operational and strategic risks. Each of the Board committees reviews with management significant risks related to the committee's area of responsibility and reports to the Board on such risks, which includes the Compensation and Leadership Committee's review of Company-wide compensation-related risks and the Audit Committee's review of financial and cyber security risks. While each committee is responsible for reviewing significant risks in the committee's area of responsibility, the entire

Board is regularly informed about such risks through committee reports and presentations to the entire Board. The oversight of specific risks by board committees enables the entire Board to oversee risks facing the Company more effectively and develop strategic direction taking into account the effects and magnitude of such risks. The independent Board members also discuss the Company's significant risks when they meet in executive session without management. Our audit services department has a very important role in the risk management program. The role of this department is to provide management and the Audit Committee with an overarching and objective view of the risk management activity of the Company. This department's engagements span financial, operational, strategic and compliance risks and the engagement results assist management in maintaining acceptable risk levels. This department identifies and conducts engagements utilizing an enterprise risk management model. The director of the department reports directly to the Audit Committee as well as the Chief Financial Officer and meets regularly with the committee and the committee chairperson, including in executive session.

## **INDEPENDENT DIRECTORS**

On March 8, 2018, the Board made the determination, based on the recommendation of the Governance and Nominating Committee and in accordance with our Director Independence Guidelines, that the former non-employee directors, Mr. Dahlberg and General Hayden, and the current non-employee directors, Mr. Denman, Mr. Durban, Mr. Jones, Ms. Lewent, Mr. Mondre, Ms. Pramaggiore, Mr. Scott and Mr. Tucci, were independent during the periods in 2017 and 2018 that they were members of the Board. Mr. Brown does not qualify as an independent director because he is the Chief Executive Officer of the Company. See Motorola Solutions' Relationship with Entities Associated with Independent Directors for further details.

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### **Determining Independence**

The Director Independence Guidelines include both the NYSE independence standards and additional independence standards the Board has adopted to determine if a relationship that a Board member has with the Company is material. We have adopted a stricter application of the NYSE independence standards requiring a look-back of four years when assessing independence in connection with a director's (i) status as an employee of the Company, (ii) direct compensation in excess of \$120,000, (iii) relationship with our internal or external auditor, and (iv) employment with a company that has made payments to, or received payments from, the Company for property or services.

A complete copy of the Director Independence Guidelines is available on the Company's website at [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors).

### **Motorola Solutions Relationship with Entities Associated with Independent Directors**

When assessing independence, each of Ms. Pramaggiore and Mr. Scott, had relationships with entities that were reviewed by the Board under independence standards covering contributions or payments to charitable or similar not-for-profit organizations. In addition, each of Mr. Dahlberg, Mr. Denman, Mr. Durban, General Hayden, Mr. Mondre, Ms. Pramaggiore, Mr. Scott, and Mr. Tucci had relationships with entities that were reviewed by the Board under independence standards covering payments to, or received from, other entities. In each case, the payments or contributions were significantly less than the NYSE independence standards or the Director Independence Guidelines adopted by the Board, or did not constitute a disqualifying event under such standards and were determined by the Board to be immaterial.

### **Independent Members of the Audit, Compensation and Leadership and Governance and Nominating Committees**

The Board has determined that all of the current members of the Audit Committee, the Compensation and Leadership Committee and the Governance and Nominating Committee are independent within the meaning of the Director Independence Guidelines, applicable rules of the SEC and the NYSE listing standards for independence.

### **RELATED PERSON TRANSACTION POLICY AND PROCEDURES**

The Company has established a written related person transaction policy and procedures (the "RPT Policy") to assist it in reviewing transactions in excess of \$120,000 ("Transactions") involving the Company and its subsidiaries and Related Persons (as defined below). The RPT Policy supplements our other conflict of interest policies set forth in the Principles of Conduct for Members of the Motorola Solutions, Inc. Board of Directors and the Code of Business Conduct for employees and our other internal procedures.

For purposes of the RPT Policy, a Related Person includes directors, director nominees and executive officers of the Company since the beginning of the Company's last fiscal year, beneficial owners of 5% or more of any class of voting securities of the Company and members of their respective immediate family. The Governance and Nominating Committee reviews all RPT Policy matters.

The RPT Policy provides that any Transaction since the beginning of the last fiscal year is to be promptly reported to the Company's Secretary. The Secretary will assist with gathering important information about the Transaction and present the information to the Governance and Nominating Committee. The Governance and Nominating Committee will determine whether the Transaction is a Related Person Transaction and, if so, approve, ratify or reject the Related Person Transaction. In approving, ratifying or rejecting a Related Person Transaction, the Governance and



Nominating Committee will consider such information as it deems important to conclude if the transaction is fair to the Company and its subsidiaries.

Motorola Solutions had no Related Person Transactions in 2017.

## **SUCCESSION PLANNING**

Succession planning is important at all levels of the Company. In 2017, the Board reviewed short and long-term succession plans for the CEO and other members of management's executive committee. When assessing possible CEO candidates, the Board identified skills and behavioral characteristics they consider a requirement for the Company's CEO. The Board evaluates these succession plans with the overall business strategy in mind. When possible, potential leaders are introduced to the Board through presentations or separate events.

**Table of Contents****SECURITY OWNERSHIP INFORMATION****Management and Directors**

The following table sets forth information as of the close of business on March 12, 2018 regarding the beneficial ownership of shares of Common Stock by each director and nominee for director of the Company, the named executive officers (NEOs) in the Summary Compensation Table, and all current directors and executive officers of the Company as a group. Except for Mr. Brown, who owns 1.9% of the outstanding Common Stock, each other director and NEO owns less than 1% of the outstanding Common Stock based on 165,456,313 shares of Common Stock on a fully-diluted basis outstanding on March 12, 2018. All current directors, NEOs and executive officers as a group own 2.2% of the outstanding Common Stock.

Name	Shares Under Exercisable Options and SARs <sup>(2)</sup>			Total Shares Beneficially Owned <sup>(4)(5)</sup>
	Shares Owned <sup>(1)</sup>	SARs <sup>(2)</sup>	Stock Units <sup>(3)</sup>	
<b>Gregory Q. Brown</b>	348,571 <sup>(6)</sup>	2,789,991	34,385	3,172,947
<b>Gino A. Bonanotte</b>	33,262	147,362	0	180,624
<b>John P. Molloy</b>	18,037	2,558	487	21,082
<b>Bruce W. Brda</b>	13,548	4,145	0	17,693
<b>Mark S. Hacker</b>	14,232	94,152	0	108,384
<b>Kenneth D. Denman</b>	447	0	2,308	2,755
<b>Egon P. Durban</b>	0	0	9,087	9,087
<b>Clayton M. Jones</b>	0	0	6,840	6,840
<b>Judy C. Lewent</b>	25,014	0	6,497	31,511
<b>Gregory K. Mondre</b>	70	0	9,145	9,215
<b>Anne R. Pramaggiore</b>	0	0	16,428	16,428
<b>Samuel C. Scott</b>	5,175 <sup>(7)</sup>	0	37,309	42,484
<b>Joseph M. Tucci</b>	1,440	0	2,307	3,747
<b>All current directors, NEOs and executive officers as a group (13 persons)</b>	<b>459,796</b>	<b>3,038,208</b>	<b>124,793</b>	<b>3,622,797</b>

- (1) Includes shares over which the person currently holds or shares voting and/or investment power but excludes the shares listed under Shares Under Exercisable Options and SARs and Stock Units.
- (2) Includes shares under options and SARs exercisable on March 12, 2018 and which may become exercisable within 60 days thereafter (assuming all performance measures are satisfied).
- (3) Includes stock units which are deemed to be beneficially owned on March 12, 2018 or within 60 days thereafter (assuming all performance measures are satisfied). Stock units are not deemed beneficially owned until the restrictions on the units have lapsed. Each stock unit is intended to be the economic equivalent of one share of Common Stock.
- (4) Unless otherwise indicated, each person has sole voting and investment power over the shares reported.
- (5) Includes the shares listed under Shares Under Exercisable Options and units listed under Stock Units.
- (6) Mr. Brown has shared voting and investment power over 83,220 shares, included under Total Shares Beneficially Owned. He disclaims beneficial ownership over 81,000 shares held in a trust of which his wife is trustee and 2,220 shares held by his wife, except to the extent of his pecuniary interest in these shares.

(7) Mr. Scott does not have investment power over 2,179 of these shares.

No directors, nominees or current executive officers have pledged shares of Common Stock pursuant to any loan or arrangement.

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**Table of Contents****Principal Stockholders**

The following table sets forth information as of December 31, 2017 with respect to any person who is known to be the beneficial owner of more than 5% of Common Stock.

Name and Address	Number of Shares of Motorola Solutions, Inc. and Nature of Beneficial Ownership	Percent of Outstanding Shares <sup>(1)</sup>
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	16,488,086 shares of Common Stock <sup>(2)</sup>	10.2%
BlackRock, Inc. 55 East 52 <sup>nd</sup> Street New York, NY 10055	14,927,763 shares of Common Stock <sup>(3)</sup>	9.3%
Lazard Asset Management LLC 30 Rockefeller Plaza New York, NY 10112	9,881,906 shares of Common Stock <sup>(4)</sup>	6.1%

(1) The percentage calculations set forth above are based on 161,307,525 shares of Common Stock outstanding as of February 2, 2018 rather than the percentages set forth on various stockholders' Schedule 13G filings.

(2) Solely based on information in a Schedule 13G/A Amendment No. 3 dated February 7, 2018 filed with the SEC by The Vanguard Group. The Schedule 13G/A indicates that as of December 31, 2017, The Vanguard Group was the beneficial owner with sole voting power as to 226,786 shares, shared voting power as to 46,234 shares, sole dispositive power as to 16,219,935 shares and shared dispositive power as to 268,151 shares.

(3) Solely based on information in a Schedule 13G/A Amendment No. 4 dated January 24, 2018 filed with the SEC by BlackRock, Inc. The Schedule 13G/A indicates that as of December 31, 2017, BlackRock, Inc., as the parent holding company, was the beneficial owner with sole voting power as to 13,356,791 shares and sole dispositive power as to 14,927,763 shares.

(4) Solely based on information in a Schedule 13G dated December 31, 2017 filed with the SEC by Lazard Asset Management LLC. The Schedule 13G indicates that as of December 31, 2017, Lazard Asset Management LLC was the beneficial owner with sole voting power as to 4,733,972 shares and sole dispositive power as to 9,881,906 shares.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Each director and certain officers of the Company are required to report to the SEC, by a specified date, his or her transactions related to our Common Stock. Based solely on a review of the copies of reports furnished to the Company or written representations that no other reports were required, the Company believes that, during the 2017 fiscal year, all reports required by Section 16(a) were timely filed by its officers and directors except as follows: In May of 2017,

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Joseph M. Tucci filed a Form 3 with the SEC on a timely basis reporting, among other things, the amount of securities beneficially held. It was recently determined that certain holdings of Mr. Tucci's are in a managed fund, not a mutual fund, and therefore should have been included on the Form 3. Mr. Tucci filed an amendment to the Form 3 on March 14, 2018 reporting the correct number of securities beneficially owned.

**Motorola Solutions** Notice of 2018 Annual Meeting of Stockholder and Proxy Statement **15**

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

The Governance and Nominating Committee recommends to the Board the compensation for non-employee directors, which is to be consistent with market practices of other similarly situated companies and takes into consideration the impact on non-employee directors' independence and objectivity. The Board has asked the Compensation and Leadership Committee to assist the Governance and Nominating Committee in making such recommendations. The charter of the Governance and Nominating Committee does not permit it to delegate director compensation matters to management, and management has no role in recommending the amount or form of director compensation.

**HOW THE DIRECTORS ARE COMPENSATED**

As of the May 16, 2017 Board meeting, non-employee director compensation was set as follows on an annual basis:

<b>Cash Compensation</b>	<b>Annual Compensation (paid quarterly)</b>
Annual Cash Retainer	\$100,000
Lead Independent Director Fee	\$25,000
Audit Committee Chairperson Fee Compensation and Leadership	\$25,000
Committee Chairperson Fee Governance and Nominating	\$20,000
Committee Chairperson Fee	\$15,000
Audit Committee Member Fee	\$10,000
<b>Equity Compensation</b>	<b>Annual Compensation (paid annually)</b>
Annual Equity Grant	\$190,000

During 2017, a director could elect to receive all or a portion of his or her annual cash retainer and other cash fees in the form of (i) deferred stock units ( DSUs ) that settle when the director terminates service, (ii) DSUs that settle after one year (unless service is earlier terminated), or (iii) outright shares. Directors could also elect to receive the annual equity grant in the form of (i) DSUs that settle when the director terminates service, or (ii) DSUs that settle after one year (unless service is earlier terminated). These choices allow directors to engage in tax planning appropriate for their circumstances. Notwithstanding earlier settlement or receipt of shares, directors must hold all shares awarded or paid to them until termination of service from the Board.

On May 16, 2017, each then non-employee director received a DSU award of 2,271 shares of Common Stock. The number of DSUs awarded was determined by dividing \$190,000 by the fair market value of a share of Common Stock on the date of grant (rounded up to the next whole number) based on the closing price on the date of grant. For a non-employee director who becomes a member of the Board of Directors after the annual grant of deferred stock units, the award will be prorated based on the number of full months to be served until the next annual meeting of stockholders (\$15,833.33 per month) divided by the closing price of the Common Stock on the day of election to the Board.

Non-employee directors are not eligible to participate in the Motorola Solutions Management Deferred Compensation Plan. Motorola Solutions does not have a non-equity incentive plan or pension plan for non-employee directors. Non-employee directors do not receive any additional fees for attendance at meetings of the Board or its committees, or for additional work done on behalf of the Board or a committee. The Company also reimburses its directors and, in certain circumstances, spouses who accompany directors, for travel, lodging and related expenses they incur in attending Board and committee meetings or other meetings as requested by Motorola Solutions. Mr. Brown, who was an employee during 2017, received no additional compensation for serving on the Board.

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The following table further summarizes compensation paid to the non-employee directors during 2017.

Name (a)	Stock Fees Earned or Awards (\$) <sup>(2)(3)</sup>		All Other Compensation (\$) (g)	Total (\$) (h)
	Paid in Cash (\$) <sup>(1)</sup> (b)	(c)		
<b>Kenneth D. Denman</b>	91,667	190,083		281,750
<b>Egon P. Durban</b>	0	290,215		290,215
<b>Clayton M. Jones</b>	107,500	190,083		297,583
<b>Judy C. Lewent</b>	122,500	190,083		312,583
<b>Gregory K. Mondre</b>	0	295,291		295,291
<b>Anne R. Pramaggiore</b>	55,000	245,271		300,271
<b>Samuel C. Scott III</b>	140,000	190,083		330,083
<b>Joseph M. Tucci</b>	66,667	190,083		256,750
<b>Former Director:</b>				
<b>Kenneth C. Dahlberg<sup>(4)</sup></b>	60,000			60,000
<b>Michael V. Hayden<sup>(4)</sup></b>	35,000	15,048		50,048

(1) During 2017, directors could elect to receive all or a portion of their annual cash retainer or other cash fees in the form of (i) DSUs that settle when the director terminates service, (ii) DSUs that settle after one year (unless service is earlier terminated), or (iii) outright shares (in each case, rounded up to the next whole share). The amounts in column (b) are the portion of the annual cash retainer and any other fees the non-employee director has elected to receive in cash.

(2) The non-employee directors received an annual grant of DSUs on May 16, 2017. With respect to the annual grant of equity, Messrs. Durban, Jones, Mondre, Scott, Tucci and Ms. Pramaggiore elected to receive DSUs that settle at termination of service, and Mr. Denman and Ms. Lewent elected to receive DSUs that settle at termination or after one year, whichever is earlier, and these amounts are included in column (c). All amounts in column (c) are the aggregate grant date fair value of DSUs computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation - Stock Compensation (ASC Topic 718), including dividend equivalents, as applicable. The number of DSUs or shares of Common Stock received and the fair value on each date of grant are as follows:

	March 31 Common Stock/ Deferred Stock Units	May 16 Annual Grant of Deferred Stock Units	June 30 Common Stock/ Deferred Stock Units	September 2017 Common Stock/ Deferred Stock Units	December 29 Common Stock/ Deferred Stock Units
<b>Directors</b>					
<b>Kenneth D. Denman</b>		2,271			
Fair Value		\$190,083			
<b>Egon P. Durban</b>	290	2,271	289	295	277
Fair Value	\$25,004	\$190,083	\$25,068	\$25,037	\$25,024
<b>Clayton M. Jones</b>		2,271			
Fair Value		\$190,083			
<b>Judy C. Lewent</b>		2,271			



Fair Value		\$190,083			
<b>Gregory K. Mondre</b>	290	2,271		289	325 305
Fair Value	\$25,004	\$190,083		\$25,068	\$27,583 \$27,554
<b>Anne R. Pramaggiore</b>	145	2,271		145	177 167
Fair Value	\$12,502	\$190,083		\$12,577	\$15,022 \$15,087
<b>Samuel C. Scott III</b>		2,271	Insofar as		

indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter

has been settled by  
controlling  
precedent, submit to  
a court of appropriate  
jurisdiction the  
question whether  
such indemnification  
by it is against public  
policy as expressed  
in the Act and will be  
governed by the final  
adjudication of such  
issue.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Midland, State of Texas, on August 12, 2009.

NATURAL GAS SERVICES GROUP, INC.

By: /s/ Stephen C. Taylor  
Stephen C. Taylor  
Chief Executive Officer

By: /s/ Earl R. Wait  
Earl R. Wait  
Principal Accounting Officer

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officers or directors of the registrant, by virtue of their signatures to this registration statement appearing below, hereby constitute and appoint Stephen C. Taylor and Earl R. Wait, attorneys-in-fact in their names, place, and stead to execute any and all amendments to this registration statement in the capacities set forth opposite their names and hereby ratify all that said attorneys-in-fact may do by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Stephen C. Taylor Stephen C. Taylor	Director	August 12, 2009
/s/Alan A. Baker Alan A. Baker	Director	August 12, 2009
/s/John W. Chisholm John W. Chisholm	Director	August 12, 2009
/s/Charles G. Curtis Charles G. Curtis	Director	August 12, 2009

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/s/William F. Hughes, Jr. William F. Hughes, Jr.	Director	August 12, 2009
/s/Gene A. Strasheim Gene A. Strasheim	Director	August 12, 2009
/s/Richard L. Yadon Richard L. Yadon	Director	August 12, 2009



EXHIBIT INDEX

Exhibit No.	Description
1.1	Form of Underwriting Agreement†
3.1	Articles of Incorporation, as amended (Incorporated by reference to Exhibit 3.1 of Form 10-QSB filed and dated November 10, 2004)
3.2	Bylaws (Incorporated by reference to Exhibit 3.4 of the Registrant's Registration Statement on Form SB-2, No. 333-88314)
4.1	Form of Senior Indenture*
4.2	Form of Senior Note†
4.3	Form of Subordinated Indenture*
4.4	Form of Subordinated Note†
4.5	Form of Deposit Agreement, including Form of Depositary Share†
4.6	Form of Warrant Agreement, including Form of Warrant Certificate†
4.7	Form of Unit Agreement†
4.8	Form of Preferred Stock Certificate†
4.9	Form of Certificate of Designation with respect to Preferred Stock†
4.10	Rights Agreement, including Form of Rights Certificate†
5.1	Opinion of Jones & Keller, P.C. regarding the legality of the common stock being registered*
23.1	Consent of Hein & Associates LLP*
23.2	Consent of Jones & Keller, P.C. (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page hereof)
25.1	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended (to be incorporated herein by reference from a subsequent filing in accordance with section 304(b)(2) of the Trust Indenture Act of 1939.

\* Filed herewith.

†If applicable, to be subsequently filed by amendment or as an exhibit to a Current Report on Form 8-K and incorporated herein by reference.)



