

Edwards Lifesciences Corp
Form DEF 14A
March 31, 2016

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[Table of Contents](#)
[Table of Contents](#)

[Table of Contents](#)

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 (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 under §240.14a-12

Edwards Lifesciences Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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(1) Amount Previously Paid:

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Table of Contents

March 31, 2016

To our Stockholders:

The Board of Directors joins me in inviting you to attend our 2016 Annual Meeting of Stockholders. The meeting will be held at our corporate headquarters located at One Edwards Way, Irvine, California, on Thursday, May 12, 2016, at 10:00 a.m., Pacific Daylight Time. Registration will begin at 9:00 a.m.

Details of the business to be conducted at the Annual Meeting are included in the attached Notice of 2016 Annual Meeting of Stockholders and Proxy Statement. Stockholders also may access the Notice of 2016 Annual Meeting of Stockholders and the Proxy Statement via the Internet at www.edwards.com.

At the meeting, in addition to discussing matters described in the Proxy Statement, I will report on our 2015 achievements and discuss our plans for continued growth and success.

We look forward to seeing you at the Annual Meeting.

Sincerely,

Michael A. Mussallem
*Chairman of the Board and
Chief Executive Officer*

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One Edwards Way
Irvine, California USA 92614
Phone: 949.250.2500 www.edwards.com

Table of Contents

Edwards Lifesciences Corporation
One Edwards Way
Irvine, California USA 92614
949.250.2500

NOTICE OF 2016 ANNUAL MEETING OF STOCKHOLDERS

To be held on Thursday, May 12, 2016

To the Stockholders of

EDWARDS LIFESCIENCES CORPORATION

The 2016 Annual Meeting of Stockholders (the "Annual Meeting") of Edwards Lifesciences Corporation, a Delaware corporation (the "Company"), will be held at the corporate headquarters of the Company, located at One Edwards Way, Irvine, California 92614 on Thursday, May 12, 2016, at 10:00 a.m., Pacific Daylight Time, for the following purposes:

1. To elect the eight nominees identified in the attached proxy statement (this "Proxy Statement") as directors to serve until the 2017 annual meeting of stockholders and until their respective successors are elected and qualified;
2. To approve, on an advisory basis, the compensation of the Company's Named Executive Officers;
3. To approve an amendment and restatement of the Company's Long-Term Stock Incentive Compensation Program (the "Long-Term Stock Program") to, among other things, increase the total number of shares of common stock available for issuance under the Long-Term Stock Program by 2,000,000 shares;
4. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016; and
5. To transact such other business as may properly come before the Annual Meeting.

The Proxy Statement accompanying this Notice describes each of the items of business in more detail.

If you were a holder of record of the Company's common stock at the close of business on March 18, 2016, you are entitled to notice of and to vote at the Annual Meeting.

Whether or not you expect to attend the Annual Meeting, please submit your proxy or voting instructions as soon as possible to ensure that your shares will be represented at the Annual Meeting. You may vote in person or by proxy at the Annual Meeting, or you may submit your proxy or voting instructions via the Internet, by telephone, or by mail. Please follow the instructions in the Notice of Internet Availability of Proxy Materials or on the proxy card or voting instruction form you received to vote your shares. If you only received the Notice of Internet Availability of Proxy Materials, you may request a paper copy of the proxy materials and a proxy card by following the instructions in such Notice.

By Order of the Board of Directors,

Denise E. Botticelli
*Vice President, Associate General Counsel,
and Secretary*

March 31, 2016

Table of Contents**TABLE OF CONTENTS**

	Page
<u>PROXY SUMMARY</u>	i
<u>GENERAL MEETING AND VOTING INFORMATION</u>	1
<u>BOARD OF DIRECTORS MATTERS</u>	5
<u>PROPOSAL 1 - ELECTION OF DIRECTORS</u>	5
<u>Corporate Governance Policies and Practices</u>	<u>10</u>
<u>Active Stockholder Engagement</u>	<u>10</u>
<u>2015-2016 Stockholder Outreach and Board Responsiveness to Action by Written Consent</u>	<u>10</u>
<u>Proxy Access</u>	<u>11</u>
<u>Corporate Governance Highlights</u>	<u>12</u>
<u>Director Independence</u>	<u>13</u>
<u>Corporate Governance Guidelines</u>	<u>13</u>
<u>Board Leadership Structure</u>	<u>13</u>
<u>Board Role In Risk Oversight</u>	<u>14</u>
<u>Meetings of the Board</u>	<u>14</u>
<u>Board Composition</u>	<u>14</u>
<u>Committees of the Board</u>	<u>15</u>
<u>Board Criteria and Diversity Policy</u>	<u>17</u>
<u>Board Evaluations</u>	<u>17</u>
<u>Board Retirement Policy</u>	<u>17</u>
<u>Succession Planning</u>	<u>17</u>
<u>Sustainability Report</u>	<u>17</u>
<u>Communications with the Board</u>	<u>18</u>
<u>Director Compensation</u>	<u>19</u>
<u>Director Compensation Table 2015</u>	<u>19</u>
<u>Retainers and Fees</u>	<u>20</u>
<u>Nonemployee Directors Stock Incentive Program</u>	<u>20</u>
<u>Deferral Election Program</u>	<u>20</u>
<u>Directors' Stock Ownership Guidelines and Holding Requirement</u>	<u>21</u>
<u>Expense Reimbursement Policy</u>	<u>21</u>
<u>Outstanding Nonemployee Director Equity Awards</u>	<u>22</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>23</u>
<u>EXECUTIVE COMPENSATION AND OTHER INFORMATION</u>	<u>25</u>
<u>Executive Officers</u>	<u>25</u>
<u>Compensation Discussion and Analysis</u>	<u>27</u>
<u>Executive Summary</u>	<u>27</u>
<u>Compensation Philosophy and Objectives for NEOs</u>	<u>30</u>
<u>Compensation Process</u>	<u>30</u>
<u>Independent Compensation Consultant</u>	<u>31</u>
<u>Use of Competitive Data</u>	<u>31</u>
<u>Elements of Compensation</u>	<u>32</u>
<u>Stock Ownership Guidelines and Holding Requirement</u>	<u>40</u>
<u>Prohibition on Pledging and Hedging</u>	<u>40</u>
<u>Market Timing of Equity Awards</u>	<u>40</u>

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<u>Benefits and Perquisites</u>	<u>40</u>
<u>Deferred Compensation</u>	<u>41</u>
<u>Employment and Post-Termination Agreements</u>	<u>41</u>
<u>Tax and Accounting Implications Policy Regarding Section 162(m)</u>	<u>42</u>
<u>2016 Compensation Decisions</u>	<u>42</u>

	Page
<u>Compensation and Governance Committee Report</u>	<u>43</u>
<u>Executive Compensation</u>	<u>43</u>
<u>Summary Compensation Table</u>	<u>44</u>
<u>Grants of Plan-Based Awards in Fiscal Year 2015</u>	<u>46</u>
<u>Non-Equity Incentive Plan Awards</u>	<u>47</u>
<u>Equity Incentive Plan Awards</u>	<u>47</u>
<u>Outstanding Equity Awards at 2015 Fiscal Year-End</u>	<u>50</u>
<u>Option Exercises and Stock Vested In Fiscal Year 2015</u>	<u>52</u>
<u>Nonqualified Deferred Compensation Plans</u>	<u>52</u>
<u>Potential Payments Upon Termination or Change In Control</u>	<u>53</u>
<u>PROPOSAL 2 - ADVISORY VOTE TO APPROVE COMPENSATION OF NAMED EXECUTIVE OFFICERS</u>	<u>58</u>