

TETRA TECH INC
Form DEF 14A
January 05, 2009

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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 (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

Tetra Tech, Inc

(Name of Registrant as Specified In Its Charter)

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

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January 9, 2009

DEAR TETRA TECH STOCKHOLDERS:

You are cordially invited to attend the Annual Meeting of Stockholders of Tetra Tech, Inc., which will be held at The Westin Pasadena, 191 North Los Robles Avenue, Pasadena, California 91101 on Thursday, February 26, 2009 at 10:00 a.m. Pacific Time.

Details of the business to be conducted at the meeting are given in the attached Notice of Annual Meeting of Stockholders and the attached Proxy Statement.

In accordance with new U.S. Securities and Exchange Commission (SEC) rules, we are using the Internet as our primary means of furnishing proxy materials to our stockholders. Consequently, most stockholders will not receive paper copies of our proxy materials. We will instead send these stockholders a notice with instructions for accessing the proxy materials and voting via the Internet. The notice also provides information on how stockholders may obtain paper copies of our proxy materials if they so choose. We believe this process will make the proxy distribution process more efficient and less costly and that it will help in conserving natural resources.

Your vote is extremely important. We appreciate your taking the time to vote promptly. After reading the Proxy Statement, please vote, at your earliest convenience by Internet or telephone, or request a proxy card to complete, sign and return by mail. If you decide to attend the Annual Meeting and would prefer to vote by ballot, your proxy will be revoked automatically and only your vote at the Annual Meeting will be counted. **YOUR SHARES CANNOT BE VOTED UNLESS YOU VOTE (1) BY INTERNET, (2) BY TELEPHONE, (3) REQUEST A PAPER PROXY CARD, TO COMPLETE, SIGN AND RETURN BY MAIL, OR (4) ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.**

Thank you for your continued support of Tetra Tech. We look forward to seeing you at the meeting.

Dan L. Batrack

Chairman, Chief Executive Officer and President

YOUR VOTE IS IMPORTANT

In order to ensure your representation at the meeting, please vote by Internet or telephone, or request a proxy card to complete, sign and return by mail. Please refer to the section entitled "Voting via the Internet, by Telephone or by Mail" on page 2 of the Proxy Statement for a description of these voting methods.

**3475 East Foothill Boulevard
Pasadena, California 91107**

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held February 26, 2009

TO OUR STOCKHOLDERS:

We will hold our 2009 Annual Meeting of Stockholders of Tetra Tech, Inc., a Delaware corporation, on Thursday, February 26, 2009, at 10:00 a.m. Pacific Time at The Westin Pasadena, 191 North Los Robles Avenue, Pasadena, California 91101, for the following purposes:

- (1) To elect seven members of our Board of Directors;
- (2) To approve our Restated Certificate of Incorporation to increase the number of authorized shares of our common stock from 85,000,000 to 150,000,000;
- (3) To approve the amendment of our 2005 Equity Incentive Plan;
- (4) To approve our Executive Compensation Plan;
- (5) To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2009; and
- (6) To act upon such other matters as may properly come before the meeting or any adjournments or postponements thereof.

These items of business are more fully described in the Proxy Statement. The record date for determining those stockholders who will be entitled to notice of, and to vote at, the annual meeting and any adjournments or postponements thereof is December 29, 2008. A list of stockholders entitled to vote at the annual meeting will be available for inspection at our principal executive offices at the address listed above.

Whether or not you plan to attend the annual meeting, please vote as soon as possible. As an alternative to voting in person at the annual meeting, you may vote via the Internet, by telephone or, if you receive a paper proxy card in the mail, by mailing a completed proxy card. For detailed information regarding voting instructions, please refer to the section entitled "Voting via the Internet, by Telephone or by Mail", on page 2 of the Proxy Statement. You may revoke a previously delivered proxy at any time prior to the annual meeting. If you decide to attend the annual meeting and wish to change your proxy vote, you may do so automatically by voting in person at the annual meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Janis B. Salin
Vice President, General Counsel and Secretary

Pasadena, California
January 9, 2009

INTERNET AVILABILITY OF PROXY MATERIALS

This year, in accordance with new SEC rules, we are using the Internet as our primary means of furnishing proxy materials to stockholders. Consequently, most stockholders will not receive paper copies of our proxy materials. We will instead send these stockholders a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials, including our proxy statement and annual report, and voting via the Internet. The Notice of Internet Availability of Proxy Materials also provides information on how stockholders may obtain paper copies of our proxy materials if they so choose. We believe this new rule will make the proxy distribution process more efficient and less costly and that it will help in conserving natural resources.

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**3475 East Foothill Boulevard
Pasadena, California 91107**

PROXY STATEMENT

We are sending you this proxy statement in connection with the solicitation of proxies by our Board of Directors. The proxies are for use at our 2009 Annual Meeting of Stockholders, which we will hold at 10:00 a.m. Pacific Time on Thursday, February 26, 2009 at The Westin Pasadena, 191 North Los Robles Avenue, Pasadena, California 91101. The proxies will remain valid for use at any meetings held upon adjournment of that meeting.

The Notice of Annual Meeting, this Proxy Statement and our Annual Report for the fiscal year ended September 28, 2008 have been made available to all stockholders entitled to notice and to vote at the Annual Meeting. The Annual Report is not incorporated into this Proxy Statement and is not considered proxy soliciting material. The Annual Report is posted at the following website addresses: www.tetratech.com and www.proxyvote.com.

PURPOSE OF MEETING

The specific proposals to be considered and acted upon at the annual meeting are summarized in the accompanying Notice of Annual Meeting of Stockholders. Each proposal is described in more detail in this Proxy Statement.

VOTING RIGHTS AND SOLICITATION

Voting

Only stockholders of record of our common stock on December 29, 2008, the record date, will be entitled to vote at the annual meeting. Each stockholder of record will be entitled to one vote on each matter for each share of common stock held on the record date. On the record date, there were 59,959,888 shares of common stock outstanding. A majority of outstanding shares of common stock must be present or represented by proxy at the annual meeting in order to have a quorum. Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum for the transaction of business at the annual meeting. A broker non-vote occurs when a bank, broker or other stockholder of record holding shares for a beneficial owner submits a proxy for the annual meeting but does not vote on a particular proposal because that holder does not have discretionary voting power with respect to that proposal and has not received instructions from the beneficial owner. In the election of directors, the seven nominees who receive the highest number of affirmative votes will be elected. Stockholders may not cumulate votes in the election of directors. Votes against a candidate and votes withheld from voting for a candidate will have no effect on the election. The proposal to approve the Restated Certificate of Incorporation requires the affirmative vote of a majority of the outstanding shares of common stock as of the Record Date entitled to vote on this matter at the annual meeting. The other

proposals require the approval of the affirmative vote of a majority of the shares of common stock present or represented by proxy and entitled to vote at the annual meeting. Uninstructed shares are not entitled to vote on these matters and, therefore, broker non-votes do not affect the outcome. Abstentions have the effect of negative votes. If the persons present or represented by proxy at the annual meeting constitute the holders of less than a majority of the outstanding shares of common stock as of the record date, the annual meeting may be adjourned to a subsequent date for the purpose of obtaining a quorum. The inspector of elections appointed for the annual meeting will separately tabulate affirmative and negative votes, abstentions and broker non-votes.

Recommendations of the Board of Directors

Our Board of Directors recommends that you vote **FOR** each of the nominees of the Board of Directors (Proposal No. 1), **FOR** approval of the Restated Certificate of Incorporation (Proposal No. 2), **FOR** approval of the amendment of our 2005 Equity Incentive Plan (Proposal No. 3), **FOR** approval of our Executive Compensation Plan (Proposal No. 4), and **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2009 (Proposal No. 5).

Voting via the Internet, by Telephone or by Mail

As an alternative to voting in person at the annual meeting, stockholders whose shares are registered in their own names may vote via the Internet, by telephone or, for those stockholders who receive a paper proxy card in the mail, by mailing a completed proxy card. The Notice of Internet Availability of Proxy Materials provides instructions on how to access your proxy card, which contains instructions on how to vote via the Internet or by telephone. For those stockholders who receive a paper proxy card, instructions for voting via the Internet or by telephone are set forth on the proxy card. Those stockholders who receive a paper proxy card and voting instructions by mail, and who elect to vote by mail, should sign and return the mailed proxy card in the prepaid and addressed envelope that was enclosed with the proxy materials, and your shares will be voted at the annual meeting in the manner you direct. In the event that you return a signed proxy card on which no directions are specified, your shares will be voted **FOR** each of the nominees of the Board of Directors (Proposal No. 1), **FOR** approval of the Restated Certificate of Incorporation (Proposal No. 2), **FOR** approval of the amendment of our 2005 Equity Incentive Plan (Proposal No. 3), **FOR** approval of our Executive Compensation Plan (Proposal No. 4), and **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2009 (Proposal No. 5), and in the discretion of the proxy holders as to any other matters that may properly come before the annual meeting or any postponement or adjournment of the annual meeting.

If your shares are registered in the name of a bank or brokerage firm (your record holder), you will receive instructions from your record holder that must be followed so that your record holder may vote your shares per your instructions. Many banks and brokerage firms have a process for their beneficial holders to provide instructions via the Internet or over the telephone.

You may revoke or change a previously delivered proxy at any time before the annual meeting by delivering another proxy with a later date or by delivering written notice of revocation of your proxy to our Secretary at our principal executive offices before the beginning of the annual meeting. You may also revoke your proxy by attending the annual meeting and voting in person, although attendance at the annual meeting will not, in and of itself, revoke a valid proxy that was previously delivered. If you hold shares through a bank or brokerage firm, you must contact that bank or brokerage firm to revoke any prior voting instructions. You may also vote in person at the annual meeting if you obtain a legal proxy as described in the preceding paragraph.

Proxy Solicitation Costs

We will bear the entire cost of this solicitation of proxies, including the preparation, assembly, printing and mailing the Notice of Internet Availability of Proxy Materials, this Proxy Statement, the proxy and any additional solicitation material that we may provide to stockholders. Copies of solicitation material will be provided to brokerage firms, fiduciaries and custodians holding shares in their names that are beneficially owned by others so that they may forward the solicitation material to such beneficial owners. In addition, we have retained The Proxy Advisory Group, LLC to assist in obtaining proxies from brokers and nominees of stockholders for the meeting. The estimated cost of such services is \$17,000 plus reasonable out-of-pocket expenses. Further, the original solicitation of proxies by mail may be supplemented by solicitation by telephone, telegram and other means by our directors, officers and employees. No additional compensation will be paid to these individuals for any such services.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

General

The names of persons who are nominees for director and their positions with us are set forth in the table below. The proxy holders intend to vote all proxies received by them for the nominees listed below unless otherwise instructed. The authorized number of directors is presently seven. Each of the current directors has been nominated for election by the Board of Directors upon recommendation of the Nominating and Corporate Governance Committee and has decided to stand for re-election.

Proxies may not be voted for more than seven directors, and stockholders may not cumulate votes in the election of directors. In the event any nominee is unable or declines to serve as a director at the time of the meeting, the proxies will be voted for any nominee who may be designated by the Board of Directors to fill the vacancy, if any. As of the date of this proxy statement, the Board of Directors is not aware that any nominee is unable or will decline to serve as a director. The seven nominees receiving the highest number of affirmative votes of the shares entitled to vote at the meeting will be elected to the Board of Directors to serve until the next annual meeting of stockholders and until their successors have been elected.

No arrangement or understanding exists between any nominee and any other person or persons pursuant to which any nominee was or is to be selected as a director or nominee. The nominees do not have any family relationship among themselves or with any of our executive officers.

The following table presents information concerning the nominees.

Name	Age	Position
Dan L. Batrack	50	Chairman, Chief Executive Officer, President, Director
Hugh M. Grant	72	Director
Patrick C. Haden	55	Director
J. Christopher Lewis	52	Presiding Director
Albert E. Smith	59	Director
J. Kenneth Thompson	57	Director
Richard H. Truly	71	Director

Business Experience of Nominees

Mr. Batrack joined our predecessor in 1980 and was named Chairman in January 2008. He has served as our Chief Executive Officer and as a director since November 2005, and as our President since October 2008. Mr. Batrack has acted in numerous capacities for us over the last 28 years, including project scientist, project manager, operations manager, senior vice president and president of an operating unit. He has managed complex programs for many small and Fortune 500 customers, both in the United States and internationally. Mr. Batrack holds a B.A. degree in Business Administration from the University of Washington.

Mr. Grant joined our Board in January 2003. He spent approximately 38 years with Ernst & Young LLP (Arthur Young & Company before its 1989 merger with Ernst & Whinney) where, among other things, he was Vice-Chairman and Regional Managing Partner Western United States. Mr. Grant retired from Ernst & Young in 1996. Mr. Grant also serves as a director and Chairman of the Audit Committee of Inglewood Park Cemetery, a non-profit entity.

Mr. Haden has been a member of our Board since December 1992. Mr. Haden is a general partner of Riordan, Lewis & Haden, a Los Angeles-based partnership that invests in high-growth middle market companies, since 1987. In addition, he serves as a director of TCW Strategic Income Fund, Inc., a

diversified, closed-end management investment company, and The TCW Funds, a registered investment company. Mr. Haden also serves as a director of several privately-held companies.

Mr. Lewis has been a member of our Board since February 1988. He currently serves as the Presiding Director of our Board and, as such, chairs the executive sessions of the Board meetings. Mr. Lewis has been a general partner of Riordan, Lewis & Haden since 1982. Mr. Lewis also serves as a director of SM&A, a provider of management consulting, proposal management and program support services, and several privately-held companies.

Mr. Smith has been a member of our Board since May 2005. He served as Chairman from March 2006 to January 2008, after having served as Vice Chairman since September 2005. Mr. Smith is a former member of the Secretary of Defense's Defense Science Board, serving from 2002 to 2005. He was an Executive Vice President of Lockheed Martin and President of its Integrated Systems & Solutions business until 2004. From 1999 to 2003, Mr. Smith was Executive Vice President of Lockheed Martin's Space Systems Company. Prior to that, Mr. Smith was President of Government Systems at Harris Corporation. He has also worked for the Central Intelligence Agency, where he received the Intelligence Medal of Merit. Mr. Smith also serves as a director of the Curtiss-Wright Corporation, a diversified global provider of highly engineered products and services, and as a director of CDI Corporation, a professional services company.

Mr. Thompson joined our Board in April 2007. He is the President and Chief Executive Officer of Pacific Star Energy, LLC, a private energy investment firm. He has held this position since 2000. Mr. Thompson also serves as Managing Director for the Alaska Venture Capital Group, LLC, a private oil and gas exploration firm. He was formerly the ARCO (BP) Executive Vice President for the Asia-Pacific Region from 1998 to 2000. In this role, Mr. Thompson led ARCO's Asia-Pacific operating companies. In previous positions, Mr. Thompson was head of ARCO's oil and gas research and technology center and was responsible for global technology strategy and energy technology transfer to more than 20 countries. Mr. Thompson served in various technical and management roles at ARCO from 1974 to 2000. He also currently serves as a director of Alaska Air Group, Inc., a holding company for Alaska Airlines and Horizon Air Industries, and Coeur d'Alene Mines Corporation, a leading primary silver producer that has a strong presence in gold.

Admiral Truly joined our Board in April 2003. He is the former Executive Vice President of Midwest Research Institute (MRI). Prior to joining MRI in 1997, Admiral Truly was Vice President of the Georgia Institute of Technology, and Director of the Georgia Tech Research Institute, from 1992 to 1997. From 1989 to 1992, he served as eighth Administrator of the National Aeronautics and Space Administration (NASA) under President George H.W. Bush, and prior to that, had a distinguished career in the U.S. Navy and NASA, retiring from the Navy as Vice Admiral. Admiral Truly was an astronaut with NASA and piloted the *Columbia*, commanded the *Challenger* and, in 1986, led the investigation of the *Challenger* accident. Admiral Truly was awarded the Presidential Citizen's Medal, has served on the Defense Policy Board and Army Science Board, and is a member of the National Academy of Engineering. Admiral Truly also serves as a director of Xcel Energy, Inc., an electric power and natural gas utility.

Chairman Emeritus

Dr. Li-San Hwang has served as our Chairman Emeritus since March 2006. As Chairman Emeritus, Dr. Hwang is invited to attend Board and Board committee meetings, but he does not have voting rights. Chairman Emeritus is an unpaid position; however, we reimburse Dr. Hwang for his attendance-related expenses.

Dr. Hwang, age 73, joined our predecessor in 1967 and led our acquisition of the Water Management Group of Tetra Tech, Inc., a subsidiary of Honeywell Inc., in March 1988. He served as our Chief Executive Officer from our formation until November 2005. Dr. Hwang has served as an advisor to numerous government and professional society committees and has published extensively in the field of

hydrodynamics. He is a graduate of the National Taiwan University, Michigan State University and the California Institute of Technology, holding B.S., M.S. and Ph.D. degrees, respectively, in Civil Engineering, specializing in water resources.

Corporate Governance

We maintain a corporate governance page on our website, www.tetratech.com, which includes key information about our corporate governance initiatives, including our Corporate Governance Principles, Code of Business Conduct, Finance Code of Professional Conduct, and charters for the committees of our Board. Our policies and practices reflect corporate governance initiatives that are compliant with the listing requirements of NASDAQ and the corporate governance requirements of the Sarbanes-Oxley Act of 2002, including:

The Board has adopted clear corporate governance policies;

A majority of our Board members are independent of us and our management;

All members of the key Board committees the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee are independent;

The independent members of our Board meet regularly in executive session without the presence of management;

We have a clear code of business conduct that applies to our directors, officers and employees;

The charters of our Board committees clearly establish their respective roles and responsibilities;

We have a hotline available to all employees, and our Audit Committee has procedures in place for the anonymous submission of employee complaints on accounting, internal controls or auditing matters;

Our Finance Code of Professional Conduct is a code of ethics that applies to our principal executive officer and all members of our finance department, including our principal financial officer and principal accounting officer; and

Our internal audit control function maintains critical oversight over the key areas of our business and financial processes and controls, and reports directly to our Audit Committee.

Independent Directors

Upon recommendation of the Nominating and Corporate Governance Committee, our Board of Directors has determined that each member of the Board of Directors other than Messrs. Batrack and Smith is independent under the criteria established by NASDAQ for director independence. The NASDAQ criteria include various objective standards and a subjective test. A member of the Board of Directors is not considered independent under the objective standards if, for example, he is employed by us. Mr. Batrack is not independent because he is an employee, and Mr. Smith is not independent because he was employed by us until January 2008. The subjective test requires that each independent director not have a relationship which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

All members of each of our Audit, Compensation, and Nominating and Corporate Governance committees are independent directors. Our Strategic Planning Committee consists of Mr. Smith and two independent directors. In addition, upon recommendation of the Nominating and Corporate Governance Committee, the Board has determined that the members of the Audit Committee meet the additional independence criteria required for audit committee membership under applicable NASDAQ listing

standards. As the Presiding Director, Mr. Lewis presides over regular meetings of the independent directors during executive sessions of the Board.

Board Meetings and Committees

During our fiscal year ended September 28, 2008, our Board of Directors held four meetings. During this period, all of the incumbent directors attended or participated in more than 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by all committees of the Board on which each such director served, during the period for which each such director served. Our directors are strongly encouraged to attend the annual meeting of stockholders, and all of our directors attended last year's annual meeting.

We have four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Strategic Planning Committee. Each of these committees has a written charter approved by the Board of Directors. A copy of each charter can be found under the Investor Relations section of our website at www.tetratech.com. The members of the committees, as of the date of this Proxy Statement, are identified in the following table.

Director	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Strategic Planning Committee
Hugh M. Grant	Chairman	X	X	
Patrick C. Haden	X	X	Chairman	
J. Christopher Lewis	X	Chairman	X	
Albert E. Smith				Chairman
J. Kenneth Thompson		X	X	X
Richard H. Truly		X	X	X

Audit Committee

The Audit Committee is responsible for reviewing the financial information that will be provided to stockholders and others, reviewing the system of internal controls which management has established; appointing, retaining and overseeing the performance of our independent registered public accounting firm; overseeing our accounting and financial reporting processes and the audits of our financial statements; and pre-approving audit and permissible non-audit services provided by the independent registered public accounting firm. This committee held nine meetings during the last fiscal year. Our Board has determined that Mr. Grant is an "audit committee financial expert" as defined in Item 407(d) of Regulation S-K. Each member of this committee is an independent director and meets each of the other requirements for audit committee members under applicable NASDAQ listing standards.

Compensation Committee

The Compensation Committee's basic responsibility is to review the performance and development of our management in achieving corporate goals and objectives and to assure that our senior executives are compensated effectively in a manner consistent with our strategy, competitive practice and the requirements of the appropriate regulatory bodies. Toward that end, this committee oversees our compensation and equity plans. This committee held six meetings during the last fiscal year. Each member of this committee is an independent director under the applicable NASDAQ listing standards, an "outside director" as defined in Section 162(m) of the Internal Revenue Code (the "Code") and a "non-employee director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934.

The Compensation Committee has the exclusive authority and responsibility to determine all aspects of executive compensation packages for executive officers. The Compensation Committee retains and does

not delegate any of its exclusive power to determine all matters of executive compensation and benefits, although the Chief Executive Officer, together with the Human Resources staff, present compensation and benefit proposals to the Compensation Committee. For additional information concerning the Compensation Committee's processes and procedures for consideration and determination of executive officer compensation, see the "Compensation Discussion and Analysis" section of this Proxy Statement.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for overseeing, reviewing and making periodic recommendations concerning our corporate governance policies, and for recommending to the full Board candidates for election to the Board of Directors. The Committee is also responsible for making recommendations to the full Board regarding the compensation of non-employee directors by means of an annual review of the market practices for non-employee directors for companies in our peer group. This committee held four meetings during the last fiscal year. Each member of this committee is an independent director under applicable NASDAQ listing standards.

Nominees for the Board of Directors should be committed to enhancing long-term stockholder value and must possess a high level of personal and professional ethics, sound business judgment and integrity. The Board of Directors' policy is to encourage selection of directors who will contribute to our overall corporate goals. The Nominating and Corporate Governance Committee may from time to time review the appropriate skills and characteristics required of board members, including such factors as business experience, prior government service and personal skills in finance, marketing, financial reporting, government contracts and other areas that are expected to contribute to an effective Board of Directors. In evaluating potential candidates for the Board of Directors, the Nominating and Corporate Governance Committee considers these factors in the light of the specific needs of the Board of Directors at that time.

In recommending candidates for election to the Board of Directors, our Nominating and Corporate Governance Committee considers nominees recommended by directors, officers and others, using the same criteria to evaluate all candidates. The Nominating and Corporate Governance Committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board of Directors. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nominating and Corporate Governance Committee would recommend the candidate for consideration by the full Board of Directors. The Nominating and Corporate Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees. To recommend a prospective nominee for the Nominating and Corporate Governance Committee's consideration, stockholders should submit the candidate's name and qualifications to our Secretary in writing at the following address: Tetra Tech, Inc., Attn: Secretary, 3475 East Foothill Boulevard, Pasadena, California 91107.

When submitting candidates for nomination to be elected at our annual meeting of stockholders, stockholders must also follow the notice procedures and provide the information required by our bylaws. In particular, for the Nominating and Corporate Governance Committee to consider a candidate recommended by a stockholder for nomination at the 2010 annual meeting, the recommendation must be delivered or mailed to and received by the Secretary at our principal executive offices on or between October 12, 2009 and November 11, 2009 (or, if the 2010 annual meeting is not held within 30 days of the anniversary of the date of the 2009 annual meeting, no later than the tenth day following the date of our public announcement of the date of the 2010 annual meeting). The recommendation must include the same information as is specified in our bylaws for stockholder nominees to be considered at an annual meeting, including the following:

The name and address of the stockholder who intends to make the nomination and of the person to be nominated;

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A representation that the stockholder is a record holder of our common stock on the date of such notice and intends to appear in person or by proxy at the meeting to nominate the person specified in the notice;

A description of all arrangements or understandings between the stockholder and the nominee or any other person (naming such person) pursuant to which the nomination is to be made by the stockholder;

Information regarding the nominee that would be required to be included in our proxy statement by the rules of the SEC, including the nominee's age, business experience for the past five years and any other directorships held by the nominee; and

The consent of the nominee to serve as a director if so elected.

Strategic Planning Committee

The Strategic Planning Committee is responsible for reviewing management's long-term strategy and making a recommendation to the Board regarding that strategy; reviewing and recommending to the Board certain strategic decisions regarding our exit from existing lines of business and entry into new lines of business; reviewing acquisitions, joint ventures, investments or dispositions of businesses and assets, and the financing of these transactions; reviewing the allocation of corporate resources recommended by management, including their relationship with our long-term business objectives and strategic plans; and assessing the impact of technology on our business strategy and resource allocation. This committee held one two-day meeting during the last fiscal year. Each member of this committee other than Mr. Smith is an independent director under applicable NASDAQ listing standards.

Director Compensation

This section provides information regarding the compensation policies for non-employee directors and amounts paid and securities awarded to these directors in fiscal 2008.

During fiscal 2008, cash fees earned by non-employee directors were as follows:

Annual retainer of \$35,000 for serving on the Board of Directors for the year of Board service beginning upon election at the 2008 Annual Meeting of Stockholders;

Additional annual retainer fee of \$15,000 for Mr. Lewis for serving as the Presiding Director and for Mr. Grant for serving as the Chairman of the Audit Committee;

Additional annual retainer fee of \$5,000 for Messrs. Lewis, Haden and Smith for serving as Chairmen of the Compensation Committee, the Nominating and Corporate Governance Committee and the Strategic Planning Committee, respectively;

Additional fee of \$2,000 per in-person or telephonic Board meeting attended;

Additional fee of \$2,000 per in-person or telephonic Audit Committee meeting attended; and

Additional fee of \$1,500 per in-person or telephonic Compensation Committee, Nominating and Corporate Governance Committee or Strategic Planning Committee meeting attended.

We also reimbursed reasonable out-of-pocket expenses incurred by directors in connection with attending meetings and performing other Board-related services.

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The following chart shows the cash amounts earned by each non-employee director for his services in fiscal 2008:

Non-Employee Director	Board Member Fees	Board Meeting Fees	Committee Chair and Presiding Director Fees	Committee Meeting Fees	Total Amount Paid
Hugh M. Grant	\$ 35,000	\$ 8,000	\$ 15,000	\$ 31,000	\$ 89,000
Patrick C. Haden	\$ 35,000	\$ 8,000	\$ 5,000	\$ 31,000	\$ 79,000
J. Christopher Lewis	\$ 35,000	\$ 6,000	\$ 20,000	\$ 24,000	\$ 85,000
Albert E. Smith	\$ 35,000	\$ 4,000	\$ 5,000	\$ 1,500	\$ 45,500
J. Kenneth Thompson	\$ 35,000	\$ 8,000	\$ 0	\$ 16,500	\$ 59,500
Richard H. Truly	\$ 35,000	\$ 8,000	\$ 0	\$ 16,500	\$ 59,500

Under our 2003 Outside Director Stock Option Plan, each of our non-employee directors receives an "annual grant" option to purchase 8,000 shares of our common stock. On February 29, 2008, each of Messrs. Grant, Haden, Lewis, Smith, Thompson and Truly received such an option at an exercise price of \$18.87 per share, the fair market value (closing price) of a share of our common stock on the date of grant. Each option vests and becomes exercisable in full on the first anniversary of the grant date if the director has not ceased to be a director prior to such date. Shares underlying the options granted under the 2003 Outside Director Stock Option Plan have a term of ten years measured from the grant date, and vest immediately in full upon certain changes in our control or ownership or upon the optionee's death, disability or retirement while a member of the Board. Although non-employee directors are eligible to participate in our 2005 Equity Incentive Plan, they will receive option grants under only the 2003 Outside Director Stock Option Plan until the termination of that plan.

Pursuant to a pre-existing policy adopted by our Board, each of our non-employee directors also receives an annual award of 1,500 shares of restricted stock under our 2005 Equity Incentive Plan. These shares are awarded concurrently with the annual grants of restricted stock to our executive officers in accordance with our Executive Compensation Policy. On November 16, 2007 and November 14, 2008, each of Messrs. Grant, Haden, Lewis, Smith, Thompson and Truly received such an award. The shares of restricted stock vest in equal installments over three years beginning as of the award date. The number of vested shares in each installment (from 0% to 120%) is based on the percentage growth in our earnings per share from the base year, using the same calculation that is used to determine the vesting of restricted stock awards to executive officers under our Executive Compensation Policy. Accordingly, based on the percentage growth in our earnings per share in fiscal 2008, 120% of the first 500-share installment of the 2007 restricted stock award, or 600 shares, vested on November 14, 2008. All unvested shares will be forfeited upon a director's departure from the Board. For additional information concerning the vesting of restricted stock, please refer to the "Compensation Discussion and Analysis" section of this Proxy Statement.

Our non-employee directors receive no other form of remuneration, perquisites or benefits.

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The following table provides information as to compensation for services of the non-employee directors during fiscal 2008.

Director Compensation

Non-Employee Director	Fees earned or paid in cash (\$)	Option awards \$(1)	Restricted stock awards \$(2)	Total (\$)
Hugh M. Grant	89,000	51,850	12,022	152,872
Patrick C. Haden	79,000	51,850	12,022	142,872
J. Christopher Lewis	85,000	51,850	12,022	148,872
Albert E. Smith(3)	45,500	60,068	142,247	247,815
J. Kenneth Thompson	59,500	41,577	12,022	113,099
Richard H. Truly	59,500	51,850	12,022	123,372

- (1) The amounts reflect the dollar amount of expense recognized for financial statement reporting purposes for the fiscal year ended September 28, 2008, in accordance with Financial Accounting Standards Board Statement 123R ("Share-Based Payment"), or FAS 123R, of stock option awards issued pursuant to the 2003 Outside Director Stock Option Plan and thus include amounts from outstanding stock option awards granted during and prior to fiscal 2008. Assumptions used in the calculation of these amounts are included in the notes to our audited consolidated financial statements for the fiscal year ended September 28, 2008, as included in our Annual Report on Form 10-K filed with the SEC on November 19, 2008. The amounts shown assume no forfeitures related to service-based vesting conditions. No stock options were forfeited by any of our non-employee directors during the fiscal year. The grant date fair value of the annual option granted on February 29, 2008 to each non-employee director re-elected on that date was \$58,800. These amounts reflect our accounting expense for these awards, and do not correspond to the actual value that may be recognized by the non-employee directors. For information regarding the number of stock options held by each non-employee director as of September 28, 2008, see the column "Stock Options Outstanding" in the table below.
- (2) The amounts reflect the dollar amount of expense recognized for financial statement reporting purposes for the fiscal year ended September 28, 2008, in accordance with FAS 123R, of restricted stock awards issued pursuant to the 2005 Equity Incentive Plan, the first fiscal year in which such awards were granted. For restricted stock awards, fair value is calculated using the closing price on the grant date as if these awards were vested and issued on the grant date. The amounts shown assume no forfeitures related to service-based vesting conditions. No restricted stock awards were forfeited by any of our non-employee directors during the fiscal year. The grant date fair value of the restricted stock awards granted on November 16, 2007 to each non-employee director other than Mr. Smith was \$35,520, and such grant date fair value for Mr. Smith was \$118,400. These amounts reflect our accounting expense for these awards, and do not correspond to the actual value that may be recognized by the non-employee directors. For information regarding the number of shares of restricted stock held by each non-employee director as of September 28, 2008, see the column "Unvested Restricted Stock Outstanding" in the table below.
- (3) Mr. Smith served as an employee until January 2008. In connection with his role as Vice Chairman, on September 1, 2005, Mr. Smith received stock options covering 166,667 shares of common stock at an exercise price of \$16.88 per share (which vested as to 50,000 shares on September 1, 2006 and as to the balance in 24 equal monthly installments following September 1, 2006). In connection with his role as Chairman, on December 5, 2006,

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Mr. Smith received 20,000 shares of restricted stock (which vested as to 10,000 shares on December 5, 2007 and 5,000 shares on March 1, 2008, and vests as to the balance on December 5, 2009). On November 16, 2007, he received stock options covering 16,750 shares of common stock at an exercise price of \$23.68 per share (which vests in four equal annual installments) and 5,000 shares of restricted stock (which vests in three equal annual installments, depending upon our performance).

Each of the below non-employee directors owned the following number of stock options and shares of unvested restricted stock as of September 28, 2008.

Non-Employee Director	Stock Options Outstanding	Unvested Restricted Stock Outstanding
Hugh M. Grant	50,500	1,500
Patrick C. Haden	24,000	1,500
J. Christopher Lewis	73,380	1,500
Albert E. Smith(1)	143,917	11,500
J. Kenneth Thompson	10,500	1,500
Richard H. Truly	32,000	1,500

(1)

For further information concerning Mr. Smith's outstanding stock options and unvested restricted stock, see note 3 to the table above.

Stockholder Communications with the Board of Directors

Stockholders may communicate with our Board of Directors through our Secretary by writing to the following address: Board of Directors, c/o Secretary, Tetra Tech, Inc., 3475 East Foothill Boulevard, Pasadena, California 91107. Our Secretary will forward all correspondence to the Board of Directors, except for spam, junk mail, mass mailings, job inquiries, surveys, business solicitations or advertisements, or patently offensive or otherwise inappropriate material.

Recommendation of the Board of Directors

Our Board of Directors recommends that the stockholders vote **FOR** the election of each of the nominees listed herein.

PROPOSAL NO. 2

APPROVAL OF RESTATED CERTIFICATE OF INCORPORATION

We are requesting that stockholders approve our Restated Certificate of Incorporation (the "Restated Certificate"), which was approved by the Board of Directors, subject to stockholder approval.

General

On November 10, 2008, the Board declared advisable and unanimously approved the Restated Certificate, the principal purpose of which is to increase the number of authorized shares of our common stock from 85,000,000 to 150,000,000. No increase in the number of shares of our preferred stock, currently 2,000,000 shares, is proposed or anticipated. As more fully set forth below, the Restated Certificate is intended to improve our flexibility in meeting our future needs for unreserved common stock.

If the Restated Certificate is approved by the stockholders, it will become effective upon its filing with the Delaware Secretary of State. The Restated Certificate is attached to this Proxy Statement as Annex A and incorporated by reference into this Proxy Statement.

At the close of business on December 1, 2008, of the 85,000,000 shares authorized:

59,944,907 shares of our common stock were issued and outstanding;

4,763,048 shares of our common stock were reserved for issuance upon exercise of outstanding stock options; and

3,506,478 shares of our common stock were reserved for future issuance under our stock benefit plans.

Accordingly, only 16,785,567 shares were unreserved on December 1, 2008. Further, as indicated in Proposal No. 3, we are proposing to add 2,500,000 shares to our 2005 Equity Incentive Plan.

Reasons For and Possible Effects of the Restated Certificate

As indicated above, we have only 16,785,567 authorized but unreserved and unissued shares of common stock available for future issuance (or 14,285,567 shares assuming the passage of Proposal No. 3). This limits the ability of the Board to issue shares of common stock without seeking stockholder approval. Obtaining stockholder approval is a time consuming, expensive process and could delay or prevent us from taking such actions as potential acquisitions of companies or assets, sales of stock or securities convertible into or exercisable for common stock, raising additional capital, stock splits or stock dividends. Our Board believes that the availability of additional authorized shares will provide us with the flexibility in the future to issue shares of our common stock for these corporate purposes so that we have the ability to meet business and financing needs as they arise.

If the Restated Certificate is approved, 81,785,567 authorized, unreserved and unissued shares of common stock (or 79,285,567 shares assuming the passage of Proposal No. 3) will be available for issue from time to time for such purposes as the Board may approve. Our Board will determine whether, when and on what terms the issuance of shares of our common stock may be warranted in connection with any future actions. No further action or authorization by our stockholders will be necessary before issuance of the additional shares of our common stock authorized under our Restated Certificate, except as may be required for a particular transaction by applicable law or regulatory agencies or by the rules of the NASDAQ or any other stock market or exchange on which our common stock may then be listed. The availability of additional shares for issue, without the delay and expense of obtaining the approval of stockholders at a subsequent special meeting, will afford us greater flexibility in acting upon proposed transactions in which shares of common stock may be issued.

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The additional shares of common stock to be authorized by adoption of the Restated Certificate would have rights identical to the currently outstanding shares of our common stock. There are no pre-emptive rights relating to our common stock. Any issuance of additional shares of common stock would increase the number of outstanding shares of common stock and (unless such issuance was pro-rata among existing stockholders) the percentage ownership of existing stockholders would be diluted accordingly, possibly substantially.

Stockholders should note, however, that authorized but unissued stock could be issued by the Board for the purpose of countering an unsolicited takeover or other proposal that is opposed by the Board (for example, by permitting easier dilution of the stock ownership of a person seeking to effect a change in the composition of the Board or contemplating a tender offer or other transaction resulting in our acquisition by another company). Accordingly, an effect of the increase in the number of authorized shares may be to deter a future takeover attempt which holders of common stock may deem to be in their best interest or in which holders of common stock are offered a premium for their shares over the market price. The Board is not currently aware of any attempt to takeover or acquire us, and has no current plans to issue additional shares of common stock other than pursuant to the exercise of outstanding stock options, stock options that may be granted in the future under our employee benefit plans, the award of shares of restricted stock under our employee benefit plans, or by means of a possible split of our common stock. In addition, we continuously evaluate the marketplace for strategic acquisition opportunities to position us to address existing and emerging markets. We view acquisitions as a key component of our growth strategy, and we intend to use both securities and cash, as we deem appropriate, to fund these acquisitions. The proposal is not part of any plan by our Board to recommend or implement a series of anti-takeover measures.

The Board believes that the benefits of providing us with the flexibility to issue shares without delay for any purpose outweighs the possible disadvantages discussed above, and that it is prudent and in the best interests of the stockholders to provide the greater flexibility that will result from the approval of the Restated Certificate and the resulting increase in authorized shares.

Recommendation of the Board of Directors

The Board of Directors recommends that the stockholders vote **FOR** the approval of the Restated Certificate of Incorporation.

PROPOSAL NO. 3

APPROVAL OF AMENDMENT OF THE 2005 EQUITY INCENTIVE PLAN

We are requesting that stockholders approve the amendment of the Tetra Tech, Inc. 2005 Equity Incentive Plan (the "EIP"), which amendment was approved by the Board of Directors on December 12, 2008, subject to stockholder approval. The EIP was approved by stockholders at the 2006 Annual Meeting.

General

In March 2006, our stockholders originally approved the adoption of the EIP and a share reserve of 3,000,000 shares plus the remaining shares under our 2002 Stock Option Plan. The EIP amended, restated and renamed the 2002 Stock Option Plan. In order to give us the flexibility to responsibly address our future equity compensation needs, we are requesting that stockholders approve the amendment of the EIP with the following material changes:

Increase the overall share reserve by 2,500,000 shares;

Increase the reserve for full-value awards, such as restricted stock, from 750,000 to 1,000,000 shares;

Add provisions to avoid, to the extent possible, the classification of an award as "deferred compensation" for purposes of Section 409A of the Code;

Add a performance objective relating to the achievement of a target level of earnings per share;

Provide for net-exercise and broker-assisted cashless exercise methods to exercise options;

Provide consistency in the definition of "change in control" between our EIP and the change of control agreements with our executive officers; and

Eliminate the ability of the Compensation Committee to grant to holders of restricted stock units ("RSUs") the right to receive payments equivalent to dividends or other distributions with respect to shares underlying their RSUs.

Management, in consultation with the Compensation Committee, has a targeted budget of 1,000,000 shares for issuance under the EIP for fiscal 2009. Despite an expanding work force of 6,800 full-time equivalents at the end of fiscal 2006 to 8,600 full-time equivalents at the end of fiscal 2008, we have maintained long-term equity incentive grants relating to approximately 1,000,000 shares in fiscal 2006, 2007 and 2008. In addition, in fiscal 2008, over 69% of all equity awards were granted to employees below the executive officer level, demonstrating our strong commitment to align not just executive compensation but employee compensation generally with our long-term stock performance and stockholders' interests.

The 2,500,000 shares to be added to the EIP pursuant to the amendment of the EIP, in combination with the remaining authorized shares and shares added back into the plan from forfeitures, is expected to satisfy our equity compensation needs through the 2012 annual meeting of stockholders.

The EIP contains the following important features:

Repricing of stock options is prohibited unless stockholder approval is obtained;

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Stock options and stock appreciation rights ("SARs") must be granted with an exercise price that is not less than 100% of the fair market value on the date of grant;

The maximum term of stock options and SARs is eight years;

The EIP has a fixed number of shares authorized for issuance. It is not an "evergreen" plan;

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No more than 1,000,000 shares in the aggregate may be awarded as restricted stock, RSUs, unrestricted grants of shares or other full-value awards;

The period of restriction for restricted stock and RSUs, if time-based, may not be less than three years and, if based on performance objectives, may not be less than one year; and

The EIP is intended to restrict the "recycling" of shares, so shares exchanged or withheld to pay the purchase or exercise price of an award or to satisfy tax withholding obligations count against the numerical limits of the EIP.

As of January 2, 2009, the fair market value of a share of our common stock was \$23.98.

Share Reserve

Shares originally authorized under the EIP (including the remaining shares under the 2002 Stock Option Plan) on March 6, 2006 (adoption date)	3,586,216
Shares granted (less available cancellations) and shares expired from March 6, 2006 through December 1, 2008) under the EIP	3,418,138
Remaining shares available for grant as of December 1, 2008 (and estimated to be available on February 25, 2009) under the EIP	168,078
Additional shares being requested under the amendment of the EIP	2,500,000
Total shares available for grant under the amended EIP	2,668,078

As of the end of fiscal 2008, we had 4,763,048 options outstanding with a weighted average exercise price of \$18.90 and a weighted average remaining contractual term of 5.5 years.

If the amendment of the EIP is approved, the aggregate number of shares of our common stock that will be available for issuance under the EIP would increase to 2,668,078 shares, based on the estimates set forth above. If awards granted under the EIP are forfeited or terminate before being exercised, then the shares underlying those awards will again become available for awards under the EIP.

As indicated above, no more than 1,000,000 shares in the aggregate may be awarded as restricted stock, RSUs, unrestricted grants of shares or other full-value awards under the EIP. No participant in the EIP may be granted awards during any fiscal year with respect to more than 1,000,000 shares.

In the event of any dividend or distribution payable in shares, or any stock split, reverse stock split, combination or reclassification of shares, the Compensation Committee will make appropriate adjustments to the number of shares and kind of shares or securities issuable under the EIP (on both an aggregate and per-participant basis). In addition, appropriate adjustments will be made to each outstanding award, to the award limit set forth in the preceding paragraph, and to the exercise price of outstanding options and stock appreciation rights.

Administration

The Compensation Committee administers the EIP, and has complete discretion, subject to the provisions of the EIP, to select the employees and other participants to receive awards under the EIP and determine the type, size and terms of the awards to be made to each individual selected. The Compensation Committee will also determine the time when the awards will be granted and the duration of any applicable exercise and vesting period, including the criteria for exercisability and vesting.

Eligibility and Types of Awards under the EIP

The EIP permits the granting of stock options, restricted stock, RSUs and SARs. Our employees (including employee directors and executive officers), non-employee directors and consultants are eligible

to participate in the EIP. As of December 1, 2008, approximately 9,200 employees (including employee directors and executive officers) and six non-employee directors were eligible to participate in the EIP.

Options

The Compensation Committee may grant nonqualified stock options or incentive stock options under the EIP, and may provide for time-based vesting or vesting upon satisfaction of performance goals and/or other conditions. Unless otherwise provided by the Compensation Committee, stock options become exercisable in four equal annual installments commencing on the first anniversary of the date of grant, provided that the recipient's service has not terminated. The stock option exercise price is established by the Compensation Committee and must be at least 100% of the per share fair market value of our common stock on the date of grant. Repricing of stock options is prohibited unless stockholder approval is obtained. Unless the Compensation Committee provides for earlier expiration, stock options will expire eight years after the date of grant. Unless otherwise provided by the Compensation Committee, unvested stock options will expire upon termination of the optionee's service with us, and vested stock options will expire three months following a termination for any reason other than death or disability, and 12 months following a termination for death or disability.

The exercise price must be paid at the time the shares are purchased. Consistent with applicable laws, regulations and rules, payment of the exercise price of a stock option may be made in cash, by surrendering or attesting to previously acquired shares of our common stock, or by any other method that the Compensation Committee deems appropriate.

Restricted Stock

The Compensation Committee may award restricted stock under the EIP and determine the number of shares associated with each award. Unless otherwise determined by the Compensation Committee, participants are not required to pay any consideration to us at the time of award. The Compensation Committee may determine the number of shares covered by each restricted stock award, and may provide for time-based vesting or vesting upon satisfaction of performance goals and/or other conditions. The period of restriction, if time-based, may not be less than three years, and if performance-based, may not be less than one year. When the restricted stock award conditions are satisfied, then the participant is vested in the shares and has complete ownership of the shares. If a participant's termination of service occurs before the end of the period of restriction, or any performance objectives are not achieved by the end of the applicable measurement period, then we have the right to repurchase unvested shares from the participant at their original issuance price or other stated or formula price (or to require forfeiture of such shares if issued at no cost).

RSUs

The Compensation Committee may award RSUs under the EIP. Participants are not required to pay any consideration to us at the time of grant of a RSU. The Compensation Committee may determine the number of shares covered by each RSU award, and may provide for time-based vesting or vesting upon satisfaction of performance goals and/or other conditions. The period of restriction, if time-based, may not be less than three years and, if performance-based, may not be less than one year. When the participant satisfies the vesting conditions of the RSU award, we will deliver to the participant the number of shares specified in the award, or cash equal to the fair market value of the underlying shares, to settle the vested RSUs. If a participant's termination of service occurs before the end of the period of restriction, or any performance objectives are not achieved by the end of the applicable measurement period, then the RSUs granted under the award will be forfeited.

SARs

The Compensation Committee may grant SARs under the EIP, and determine the number of shares covered by each SAR. The Compensation Committee may provide for time-based vesting or vesting upon satisfaction of performance goals and/or other conditions. Unless otherwise provided by the Compensation Committee, SARs become exercisable in four equal annual installments commencing on the first anniversary of the date of grant, provided that the recipient's service has not terminated. The SAR base price is established by the Compensation Committee and must be at least 100% of the per share fair market value of our common stock on the date of grant. Unless the Compensation Committee provides for earlier expiration, SARs will expire eight years after the date of grant. Unless otherwise provided by the Compensation Committee, unvested SARs will expire upon termination of the participant's service with us and vested SARs will expire three months following a termination for any reason other than death or disability, and 12 months following a termination for death or disability.

Upon exercise of a SAR, the participant will receive payment from us in an amount determined by multiplying (a) the difference between (i) the fair market value of a share on the date of exercise and (ii) the exercise price times (b) the number of shares with respect to which the SAR is exercised. SARs must be paid in shares of our common stock.

Performance Goals

Awards under the EIP may be made subject to performance conditions as well as time-vesting conditions. Such performance conditions may be established and administered in accordance with the requirements of Section 162(m) of the Code for awards intended to qualify as "performance-based compensation" thereunder. To the extent that performance conditions under the EIP are applied to awards intended to qualify as performance-based compensation under Section 162(m) of the Code, such performance conditions must utilize one or more objective measurable performance goals as determined by the Compensation Committee based upon one or more factors, including, but not limited to: (i) achieving a target level of revenue and/or revenue, net of subcontractor costs; (ii) achieving a target level of income from operations; (iii) achieving a target level of net income; (iv) achieving a target level of earnings per share; (v) achieving a target return on our capital, assets or stockholders' equity; (vi) maintaining or achieving a target level of appreciation in our stock price; (vii) achieving or maintaining a stock price that meets or exceeds the performance of stock market indices or other benchmarks; (viii) achieving a level of stock price, earnings or income performance that meets or exceeds performance in comparable areas of peer companies; (ix) achieving specified cost reductions; (x) achieving improvements in collection of outstanding accounts receivable or reductions in write-offs; (xi) achieving a target days sales outstanding level; and (xii) achieving a target level of cash flow from operations.

Change of Control

Unless otherwise provided in the applicable award agreement, outstanding stock options, restricted stock, RSUs and SARs will vest and become immediately exercisable or payable in full in the event of a change of control, which generally consists of one or more of the following events:

An acquisition by any person of beneficial ownership of securities representing 50% or more of the combined voting power of our voting securities (on one date or during any 12-month period);

The consummation of a merger, reorganization or consolidation, if our stockholders (together with any trustee or fiduciary acquiring securities under any benefit plan) do not own more than 50% of the combined voting power of the merged company's then-outstanding securities (other than a recapitalization in which no person acquires more than 50% of the combined voting power of our outstanding securities);

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During any two consecutive years, individuals who at the beginning of such period constitute the board cease to constitute at least a majority of the board (excluding any board member whose appointment is approved by at least a majority of the then-incumbent directors, other than in connection with an actual or threatened proxy contest); or

A sale of all or substantially all of our assets (other than a sale to an entity in which our stockholders own 50% or more of the voting securities of such entity).

Amendment and Termination

The Board of Directors may amend the EIP at any time and for any reason, provided that any such amendment will be subject to stockholder approval to the extent stockholder approval is required by applicable laws, regulations or rules. The EIP will terminate on the earliest to occur of (i) the date that is ten years after our stockholders approve the EIP; (ii) the date on which all shares available for issuance under the EIP have been issued as fully vested shares; or (iii) the date determined by the Board. The termination or amendment of the EIP will not impair the rights or obligations of any participant under any award previously made under the EIP without the participant's consent.

The summary of the EIP provided above is a summary of the principal features of the EIP. This summary, however, does not purport to be a complete description of all of the provisions of the EIP. It is qualified in its entirety by reference to the full text of the EIP, which is attached to this Proxy Statement as Annex B.

New Plan Benefits

All awards to directors, executive officers, employees and consultants are made at the discretion of the Compensation Committee. Therefore, the benefits and amounts that will be received or allocated under the amended Equity Stock Incentive Plan are not determinable at this time. The following table is for illustrative purposes only and provides certain summary information concerning equity awards made in fiscal 2008.

Name and Principal Position	Number of Options Granted	Average Per Share Exercise Price of Options	Number of Shares of Restricted Stock Granted
Dan L. Batrack Chairman, Chief Executive Officer and President	40,000	23.68	10,000
David W. King Executive Vice President and Chief Financial Officer	27,500	23.68	5,000
Sam L. Box(1) President	27,500	23.68	5,000
Donald I. Rogers, Jr. Senior Vice President and President of Remediation and Construction Management	18,500	23.68	3,700
Douglas G. Smith, Senior Vice President and President of Engineering and Architecture Services	21,400	23.68	24,300
Executive Officer Group	254,350	23.68	71,600
Non-Employee Director Group	64,750	20.11	12,500(2)
Non-Executive Officer Employee Group	646,000	23.62	

(1) As of October 3, 2008, Mr. Box was re-assigned to the position of Vice President of Project Risk Management.

(2) 5,000 of these shares were awarded to Mr. Albert E. Smith, our former Chairman, while he served as an executive officer.

Federal Income Tax Consequences

The following is a brief summary of the federal income tax consequences applicable to awards granted under the EIP based on federal income tax laws in effect on the date of this Proxy Statement.

This summary is not intended to be exhaustive and does not address all matters which may be relevant to a particular participant based on his or her specific circumstances. The summary expressly does not discuss the income tax laws of any state, municipality or non-U.S. taxing jurisdiction, or the gift, estate, excise (including the rules applicable to deferred compensation under Code Section 409A) or other tax laws other than federal income tax law. The following is not intended or written to be used, and cannot be used, for the purposes of avoiding taxpayer penalties. Because individual circumstances may vary, we advise all participants to consult their own tax advisors concerning the tax implications of awards granted under the EIP.

A recipient of a stock option or SAR will not have taxable income upon the grant of the stock option or SAR. For nonstatutory stock options and SARs, the participant will recognize ordinary income upon exercise in an amount equal to the difference between the fair market value of the shares and the exercise price on the date of exercise. Any gain or loss recognized upon any later disposition of the shares generally will be a capital gain or loss.

The acquisition of shares upon exercise of an incentive stock option will not result in any taxable income to the participant, except, possibly, for purposes of the alternative minimum tax. The gain or loss recognized by the participant on a later sale or other disposition of such shares will either be long-term capital gain or loss or ordinary income, depending upon whether the participant holds the shares for the legally-required period (currently two years from the date of grant and one year from the date of exercise). If the shares are not held for the legally-required period, the participant will recognize ordinary income equal to the lesser of (i) the difference between the fair market value of the shares on the date of exercise and the exercise price, or (ii) the difference between the sales price and the exercise price.

For stock grant awards, unless vested or the participant elects to be taxed at the time of grant, the participant will not have taxable income upon the grant, but upon vesting will recognize ordinary income equal to the fair market value of the shares at the time of vesting less the amount paid for such shares (if any). Any gain or loss recognized upon any later disposition of the shares generally will be a capital gain or loss.

A participant is not deemed to receive any taxable income at the time an award of RSUs is granted. When vested RSUs (and dividend equivalents, if any) are settled and distributed, the participant will recognize ordinary income equal to the amount of cash and/or the fair market value of shares received less the amount paid for such RSUs (if any).

At the discretion of the Compensation Committee, the EIP allows a participant to satisfy his or her tax withholding requirements under federal and state tax laws in connection with the exercise or receipt of an award by electing to have shares withheld, and/or by delivering to us already-owned shares of our common stock.

If the participant is an employee or former employee, the amount the participant recognizes as ordinary income in connection with an award is subject to withholding taxes (generally not applicable to incentive stock options) and we are allowed a tax deduction equal to the amount of ordinary income recognized by the participant, provided that Code Section 162(m) contains special rules regarding the federal income tax deductibility of compensation paid to our Chief Executive Officer and to the other covered employees under Code Section 162(m). The general rule is that annual compensation paid to any of these specified executives will be deductible only to the extent that it does not exceed \$1,000,000.

However, we can preserve the deductibility of certain compensation in excess of \$1,000,000 if such compensation qualifies as "performance-based compensation" by complying with certain conditions imposed by the Code Section 162(m) rules (including the establishment of a maximum number of shares with respect to which awards may be granted to any one employee during one fiscal year) and if the material terms of such compensation are disclosed to and approved by the stockholders (e.g., see Performance Goals above). Because of the fact-based nature of the performance-based compensation exception under Code Section 162(m) and the limited availability of binding guidance thereunder, we cannot guarantee that the awards under the EIP will qualify for exemption.

Equity Compensation Plan Information

The following table provides information as of September 28, 2008 with respect to the shares of our common stock that may be issued under our existing equity compensation plans under which awards may be granted. All of our existing plans have been approved by our stockholders. All of our employees are eligible to participate in the Employee Stock Purchase Plan and the EIP.

	A	B	C
	Number of Securities to be Issued Upon Exercise of Outstanding Options(1)	Weighted Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column A)
Equity Compensation Plans Approved by Stockholders(2)	4,763,048	\$ 18.90	3,506,478(3)

- (1) Excludes purchase rights currently accruing under our Employee Stock Purchase Plan for the purchase right period that commenced on January 1, 2009 and ends on December 31, 2009.
- (2) Consists of the EIP, the 2003 Outside Director Stock Option Plan and the Employee Stock Purchase Plan. Does not include shares we are proposing to add to the EIP pursuant to Proposal No. 3.
- (3) As of September 28, 2008, an aggregate of 1,225,619 shares, 166,000 shares and 2,114,859 shares of common stock were available for issuance under the EIP, the 2003 Outside Director Stock Option Plan and the Employee Stock Purchase Plan, respectively.

Recommendation of the Board of Directors

The Board of Directors recommends that the stockholders vote **FOR** the approval of the amendment of the Tetra Tech, Inc. 2005 Equity Incentive Plan.

PROPOSAL NO. 4

APPROVAL OF EXECUTIVE COMPENSATION PLAN

We are requesting that stockholders approve the Tetra Tech, Inc. Executive Compensation Plan ("ECP"), which was adopted by the Board on November 10, 2008, subject to stockholder approval with respect to current and future covered employees ("covered employees") under Code Section 162(m), and executive officers within the meaning of Rule3b-7 of the Securities Exchange Act of 1934, as amended.

Purpose of the Request for Approval

The Board believes that a well designed incentive compensation plan for our executive officers is a significant factor in improving our operating and financial performance, thereby enhancing stockholder value. Important elements of such a plan include:

Objective, measurable factors bearing on reported financial results and other metrics as the basis for any payments made under the ECP; and

Administrative oversight of the plan by the Compensation Committee.

The Board also believes that all amounts paid pursuant to such a plan should be deductible by us as a business expense. Code Section 162(m) limits the deductibility of bonuses paid to our Chief Executive Officer and certain other executive officers, unless the plan under which they are paid meets specified criteria, including stockholder approval.

Briefly, to ensure performance-based bonuses are fully deductible, Code Section 162(m) requires:

Bonuses to be paid pursuant to an objective formula;

Certification by the Compensation Committee that the performance goals in the formula have been satisfied; and

That our stockholders have approved the material terms of the ECP, which include the eligible participants and the individual bonus limit.

The Board believes the adoption of the ECP to be in the best interest of stockholders and recommends approval with respect to covered employees and executive officers. If the ECP is not approved by our stockholders, bonuses will not be paid to covered employees or executive officers under the ECP.

Purpose of the ECP

The purpose of the ECP is to motivate and reward eligible employees by making a portion of their cash compensation dependent on the achievement of certain objective performance goals related to our performance. In accordance with our compensation policy that cash compensation should vary with company performance, a substantial part of each executive's total cash compensation may be tied to performance by way of performance-based bonuses under the ECP.

Because of the fact-based nature of the performance-based compensation exception under Code Section 162(m) and the limited availability of binding guidance thereunder, we cannot guarantee that the awards under the ECP to covered employees will qualify for exemption under Code Section 162(m). However, our intention and that of the Compensation Committee is to administer the EIP in compliance with Code Section 162(m) with respect to covered employees or participants who may become covered employees. If any provision of the ECP does not comply with the requirements of Code Section 162(m), then such provision will be construed or deemed amended to the extent necessary to conform to such requirements. With respect to all other participants, the ECP may be operated without regard to the constraints of Code Section 162(m).

Participants

Individuals eligible for ECP awards are our executive officers, as designated by the Compensation Committee each plan year. Accordingly, each executive officer who remains employed by us in fiscal 2009 has an interest in Proposal No. 4. The number of executive officers who will participate in the ECP and the amount of ECP awards are not presently determinable.

Administration

The ECP will be administered by the Compensation Committee, which will have the authority to interpret the ECP, to establish performance targets and to establish the amounts of awards payable under the ECP. The Compensation Committee may delegate, in whole or in part, its administrative authority with respect to the ECP, other than such delegation as would jeopardize compliance with Code Section 162(m).

Maximum Bonus and Payout Criteria

Bonus payments under the ECP may be made in cash only. The actual amount of future bonus payments under the ECP is not presently determinable. However, the ECP provides that the amount of any award that can be paid under the ECP to any participant during any plan year may not exceed (i) 2.5% of our net income for that plan year in the case of our Chief Executive Officer; and (ii) 1.25% of our net income for that plan year in the case of any other executive officer participating in the plan for that plan year. For purposes of the ECP, "net income" means our net income as set forth in our audited financial statements. The Compensation Committee has the right to specify any adjustments that may be taken into account in determining our net income for any plan year, such as the exclusion of (i) the dilutive effects of acquisitions or joint ventures; (ii) restructuring and/or other nonrecurring charges; (iii) the effects of changes to generally accepted accounting standards; (iv) the impact of any "extraordinary items" as determined by generally accepted accounting principles; and (v) any other unusual, non-recurring gain or loss or other extraordinary item. However, the Compensation Committee must specify such adjustments to net income in writing within 90 days after the beginning of a plan year.

The Compensation Committee has the discretion to determine the conditions, restrictions or other limitations, in accordance with the ECP and Code Section 162(m), on the payment of awards to participants. Further the Compensation Committee has the discretion to reduce the amount payable under the ECP in accordance with any standards contained in the ECP or on any other basis; provided, that neither the Compensation Committee nor the Board may increase the maximum amount payable under the ECP.

Payment of Awards

The payment of a bonus for a plan year requires the participant to be employed by us as of the date the bonus is paid. However, the Compensation Committee may make exceptions to this requirement in the case of retirement, death, disability or other circumstances. Prior to the payment of any bonus under the ECP, the Compensation Committee must make a determination, certified in writing, that the payment is consistent with the restrictions set forth in the ECP. The payment of bonuses under the ECP must be made in cash and occur within a reasonable period of time after the end of the plan year to which the award relates. Payment of bonuses under the ECP may also be deferred for payment at a future date under the terms of our Deferred Compensation Plan (see the "Nonqualified Deferred Compensation Fiscal 2008" table below).

Term and Amendment of ECP

The ECP is effective with respect to our operations for the plan year beginning September 29, 2008, contingent upon approval by our stockholders at our 2009 annual meeting. The ECP does not have a fixed termination date and may be terminated by the Compensation Committee at any time, provided that such

termination will not affect the payment of any award accrued prior to the time of termination. The Compensation Committee may amend or suspend and reinstate the ECP at any time, provided that any such amendment or reinstatement shall be subject to stockholder approval if required by Code Section 162(m), or any other applicable laws, rules or regulations.

The summary of the ECP provided above is a summary of the principal features of the ECP. This summary, however, does not purport to be a complete description of all of the provisions of the ECP. It is qualified in its entirety by reference to the full text of the ECP, which is attached to this Proxy Statement as Annex C.

New Plan Benefits

All awards to executive officers are based on actual performance during fiscal 2009 and are made at the discretion of the Compensation Committee. Therefore, the benefits and amounts that will be received or allocated under the ECP are not determinable at this time. The following table is for illustrative purposes only and provides certain summary information concerning maximum dollar amounts of bonus plan benefits that would have hypothetically been payable under the ECP if it had been in effect in fiscal 2008. As such, these hypothetical maximum amounts are not necessarily indicative of the amounts, if any, that will be paid under the ECP for fiscal 2009 performance.

Name and Principal Position	Maximum Dollar Value (\$)
Dan L. Batrack Chairman, Chief Executive Officer and President	1,522,650
David W. King Executive Vice President and Chief Financial Officer	761,325
Sam L. Box(1) President	761,325
Donald I. Rogers, Jr. Senior Vice President and President of Remediation and Construction Management	761,325
Douglas G. Smith, Senior Vice President and President of Engineering and Architecture Services Executive Officer Group	761,325
Non-Executive Director Group	9,897,225
Non-Executive Officer Employee Group	

(1) As of October 3, 2008, Mr. Box was re-assigned to the position of Vice President of Project Risk Management.

Recommendation of the Board of Directors

The Board of Directors recommends that the stockholders vote **FOR** the approval of the adoption of the Tetra Tech, Inc. Executive Compensation Plan with respect to our executive officers.

PROPOSAL NO. 5

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

General

We are asking our stockholders to ratify the Audit Committee's appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2009 fiscal year. In the event the stockholders fail to ratify the appointment, the Audit Committee will reconsider this appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in our and our stockholders' best interests.

PricewaterhouseCoopers LLP has audited our consolidated financial statements annually since our 2004 fiscal year. Representatives of PricewaterhouseCoopers LLP are expected to be present at the annual meeting, and will have an opportunity to make a statement if they desire to do so. It is also expected that those representatives will be available to respond to appropriate questions.

Principal Accountant Fees and Services

The following is a summary of the fees billed or expected to be billed to us by PricewaterhouseCoopers LLP for professional services rendered for the fiscal years ended September 28, 2008 and September 30, 2007:

Fee Category	Fiscal 2008 Fees	Fiscal 2007 Fees
Audit Fees	\$2,221,849	\$2,547,400
Audit-Related Fees	12,900	601,397
Tax Fees	52,200	64,622
All Other Fees	3,000	3,000
Total Fees	\$2,289,949	\$3,216,419

Audit Fees. Consists of fees billed for professional services rendered for the integrated audit of our consolidated financial statements and of our internal control over financial reporting, for review of the interim consolidated financial statements included in quarterly reports, and for services that are normally provided by PricewaterhouseCoopers LLP in connection with statutory and regulatory filings or engagements.

Audit-Related Fees. In fiscal 2008, these fees were related to an accounting consultation. In fiscal 2007, these fees were for audit services of certain subsidiary financial statements, due diligence services related to certain acquisitions and consultations regarding accounting for certain contractual arrangements with customers.

Tax Fees. Consists of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and international tax compliance, assistance with tax reporting requirements and audit compliance, mergers and acquisitions tax compliance, and tax advice on international and state tax matters. None of these services were provided under contingent fee arrangements.

All Other Fees. These fees were associated with an annual license fee on software in assisting management in performing technical research.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

The Audit Committee's policy is to pre-approve all audit and permissible non-audit services to be provided by the independent registered public accounting firm, subject to limited discretionary authority granted to our Chief Executive Officer. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

Recommendation of the Board of Directors

The Board of Directors recommends that the stockholders vote **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for the 2009 fiscal year.

OWNERSHIP OF SECURITIES

The following table sets forth information known to us with respect to beneficial ownership of our common stock at December 1, 2008 by:

All those persons known by us to own beneficially more than 5% of our common stock;

Each director and nominee;

Our Chief Executive Officer, Chief Financial Officer and the three most high compensated executive officers (other than the Chief Executive Officer and Chief Financial Officer) named in the table entitled "Summary Compensation Table Fiscal 2008" below (the "named executive officers"); and

All directors and executive officers as a group.

Beneficial ownership is determined under the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Except as indicated in the footnotes to this table and pursuant to applicable community property laws, to our knowledge the persons named in the table below have sole voting and investment power with respect to all shares of common stock beneficially owned. The number of shares beneficially owned by each person or group as of December 1, 2008 includes shares of common stock that such person or group had the right to acquire on or within 60 days after December 1, 2008, including, but not limited to, upon the exercise of options. References to options in the footnotes of the table below include only options to purchase shares that were exercisable on or within 60 days after December 1, 2008. For each individual and group included in the table below, percentage ownership is calculated by dividing the number of shares beneficially owned by such person or group by the sum of the 59,944,907 shares of common stock outstanding on December 1, 2008 plus the number of shares of common stock that such person or group had the right to acquire on or within 60 days after December 1, 2008. Unless otherwise stated, the business address of each of our directors, nominees and executive officers listed in the table below is c/o Tetra Tech, Inc., 3475 E. Foothill Boulevard, Pasadena, California 91107.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage Owned
Invesco Ltd.(1)	6,069,555	10.1
Pictet Asset Management SA(2)	4,470,100	7.5
Jeffrey L. Gendell(3)	4,111,627	6.7
Ziff Asset Management, L.P.(4)		