

SYMANTEC CORP  
Form DEF 14A  
September 04, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

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

**SYMANTEC 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.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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**350 Ellis Street**

**Mountain View, California 94043**

**NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS**

**to be held on:**

**October 28, 2014**

**9:00 a.m. Pacific Time**

Dear Stockholder:

You are cordially invited to attend our 2014 Annual Meeting of Stockholders, which will be held at 9:00 a.m. (Pacific Time) on Tuesday, October 28, 2014, at Symantec Corporation's offices located at 350 Ellis Street, Mountain View, California 94043. For your convenience, we are pleased to offer a live and re-playable webcast of the Annual Meeting at [www.symantec.com/invest](http://www.symantec.com/invest).

We are holding the Annual Meeting for the following purposes, which are more fully described in the proxy statement:

1. To elect the nine nominees named in the proxy statement to Symantec's Board of Directors;
2. To ratify the appointment of KPMG LLP as Symantec's independent registered public accounting firm for the 2015 fiscal year;
3. To hold an advisory vote to approve executive compensation; and
4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

We are furnishing proxy materials to our stockholders primarily via the Internet to expedite stockholders' receipt of proxy materials, lower the cost of the Annual Meeting and help conserve natural resources. On or about September 8, 2014, we expect to send to our stockholders (other than those who previously requested electronic or paper delivery) a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials, including our proxy statement and our annual report, and to vote through the Internet or by telephone.

Only stockholders of record as of the close of business on August 29, 2014 are entitled to notice of, and vote at the Annual Meeting or any postponement or adjournment thereof. A list of stockholders entitled to vote will be available for inspection at our offices for ten days prior to the Annual Meeting. If you would like to view this stockholder list, please contact Investor Relations at (650) 527-5523.

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**Your vote is very important.** Whether or not you plan to attend the Annual Meeting, please vote at your earliest convenience by following the instructions in the Notice of Internet Availability of Proxy Materials or the proxy card you received in the mail. You may revoke your proxy at any time before it is voted. Please refer to the Meeting Information section of the proxy statement for additional information.

BY ORDER OF THE BOARD OF DIRECTORS

SCOTT C. TAYLOR

*Executive Vice President, General*

*Counsel and Secretary*

Mountain View, California

September 4, 2014

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON OCTOBER 28, 2014.** The proxy statement and Symantec's Form 10-K for the 2014 fiscal year are available at <http://investor.symantec.com/investor-relations/financial-reports/annual-reports/default.aspx>.

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This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

**2014 ANNUAL MEETING OF STOCKHOLDERS INFORMATION**

Date and Time: Tuesday, October 28, 2014 at 9:00 a.m. Pacific Time  
 Place: Symantec Corporation's offices located at 350 Ellis Street, Mountain View, California 94043  
 Webcast: A live and re-playable webcast of the Annual Meeting is available on our Investor Relations website at [www.symantec.com/invest](http://www.symantec.com/invest)  
 Record Date: August 29, 2014

**VOTING MATTERS**

	<b>Board Recommendation</b>	<b>Page Number for Additional Information</b>
<b>Proposals</b>		
1. Election of Directors	FOR	13
2. Ratification of Independent Registered Public Accounting Firm	FOR	20
3. Advisory Vote to Approve Executive Compensation	FOR	22

**OUR DIRECTOR NOMINEES**

Name	Age	Director Since	Principal Occupation	Independent	Committee Memberships			Other Current Public Boards
					AC	CC	NGC	
Michael A. Brown	55	2005	Interim President and Chief Executive Officer	No				1
Frank E. Dageard	56	2007	Managing Partner, Harcourt	Yes				3
Geraldine B. Laybourne	67	2008	Chairman of the Board, Defy Media, LLC	Yes				
David L. Mahoney	60	2003	Director	Yes				2
Robert S. Miller	72	1994	Chairman of the Board, American International Group	Yes				1
Anita M. Sands	38	2013	Director	Yes				1
Daniel H. Schulman	56	2000	Group President-Enterprise Growth, American Express	Yes				1
V. Paul Unruh	65	2005	Director	Yes				3
Suzanne M. Vautrinot	54	2013	President, Kilovolt Consulting Inc.	Yes				1

AC = Audit Committee      CC = Compensation and Leadership Development Committee      NGC = Nominating & Governance Committee  
 = Member      = Chair





**Table of Contents****OUR CORPORATE GOVERNANCE FACTS**

Current size of Board	9
Current number of Independent Directors	8
Board Committees Consist Entirely of Independent Directors	Yes
All Directors Attended at least 75% of Meetings Held	Yes
Annual Election of All Directors	Yes
Majority Voting for Directors	Yes
Separate Chairman and CEO	Yes
Chairman is Independent Director	Yes
Independent Directors Meet Regularly in Executive Session	Yes
Annual Board and Committee Self-Evaluations	Yes
Risk Oversight by Full Board and Committees	Yes
Stockholder Ability to Call Special Meetings (15% threshold)	Yes
Stockholder Ability to Act by Written Consent	Yes
Non-stockholder Approved Poison Pill	No
Annual Advisory Vote on Executive Compensation	Yes
Prohibit Short-selling, Hedging and Pledging Symantec Securities	Yes
Stock Ownership Requirements for Directors and Executive Officers	Yes

**OUR EXECUTIVE COMPENSATION PHILOSOPHY AND PRACTICES**

The overriding principle driving our compensation programs continues to be our belief that it benefits our employees, customers, partners and stockholders to have management's compensation tied to our current and long-term performance. The following factors demonstrate our continued and heightened commitment to pay-for-performance and to corporate governance best practices:

**OUR COMPENSATION GOVERNANCE FACTS****What We Do:**

We reward outstanding performance that meets our performance goals.

We cap payouts under our plans to discourage excessive or inappropriate risk taking by our NEOs.

We have a representative and relevant peer group.

We have long-standing stock ownership guidelines for our executives, which includes stock holding requirements until threshold has been met.

Our compensation plans contain clawback provisions.

We have double-trigger change in control provisions.

We limit any potential severance payments to well under 3x our NEOs total target cash compensation.

Our Compensation Committee retains an independent compensation consultant.

We hold an annual advisory vote on executive compensation.

We seek feedback on executive compensation through stockholder engagement.

**What We Do Not Do:**

We do not payout performance-based cash or equity awards for unmet performance goals.

Our compensation plans do not have minimum guaranteed payout levels.

We do not permit short-sales, hedging or pledging of our stock.

We do not provide tax gross-ups under §4999 of IRC for our NEOs.

We do not provide material perquisites.

We do not permit repricing underwater stock options without stockholder approval.

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**COMPENSATION COMPONENTS FOR FISCAL 2014:**

<b>Component</b>	<b>Key Characteristics</b>
Base Salary	Based on talent, experience, performance, contribution levels, individual role, positioning relative to market, and our overall salary budget.
Executive Annual Incentive Award	Our executive officers were eligible to receive performance-based compensation contingent upon (i) our achievement of targeted non-GAAP operating income; (ii) modified by our achievement of targeted revenue; and (iii) individual performance.
Restricted Stock Units	Restricted stock units vest over four years.
Performance-based Restricted Stock Units (PRUs)	Under our PRUs, our executive officers were eligible to receive shares following the third fiscal year following the award based upon (i) our achievement of targeted annual non-GAAP earnings per share for the first fiscal year covered by the award; and (ii) the achievement of the total shareholder return (TSR) ranking for our company as compared to the S&P 500 for the two and three years ended as of the end of the second and third fiscal year, respectively, covered by the award.
Performance-Contingent Stock Units (PCUs)	In fiscal 2013 we introduced PCUs as a component in our CEO's compensation, which derive their value solely on the basis of increases in our stock price, rewarding our CEO for providing tangible value to our stockholders. In the event that none of the stock performance metrics were met during the term of the award, the PCUs would have been forfeited.

**MEETING INFORMATION**

We provide information about Symantec's 2014 Annual Meeting of Stockholders (the Annual Meeting), voting and additional information starting on page 65.

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**CORPORATE GOVERNANCE**

Symantec is strongly committed to good corporate governance practices. These practices provide an important framework within which our Board and management can pursue our strategic objectives for the benefit of our stockholders.

**Corporate Governance Guidelines**

Our Corporate Governance Guidelines generally specify the distribution of rights and responsibilities of Symantec Corporation's Board of Directors (the Board), management and stockholders, and detail the rules and procedures for making decisions on corporate affairs. In general, the stockholders elect the Board and vote on certain extraordinary matters; the Board is responsible for the general governance of our company, including selection and oversight of key management; and management is responsible for running our day-to-day operations.

Our Corporate Governance Guidelines are available on the Investor Relations section of our website, which is located at [www.symantec.com/invest](http://www.symantec.com/invest), by clicking on Company Charters, under Corporate Governance. The Corporate Governance Guidelines are reviewed at least annually by our Nominating and Governance Committee, and changes are recommended to our Board for approval as appropriate. The fundamental premise of our board-level corporate governance guidelines is the independent nature of our Board and its responsibility to our stockholders.

**Code of Conduct and Code of Ethics**

We have adopted a code of conduct that applies to all of our Board members, officers and employees. We have also adopted a code of ethics for our Chief Executive Officer and senior financial officers, including our principal financial officer and principal accounting officer. Our *Code of Conduct* and *Code of Ethics for Chief Executive Officer and Senior Financial Officers* are posted on the Investor Relations section of our website located at [www.symantec.com/invest](http://www.symantec.com/invest), by clicking on Company Charters, under Corporate Governance. Any amendments or waivers of our *Code of Conduct* and *Code of Ethics for Chief Executive Officer and Senior Financial Officers* pertaining to a member of our Board or one of our executive officers will be disclosed on our website at the above-referenced address.

**Policy Against Short-Selling, Hedging and Pledging Symantec Securities**

Our Insider Trading Policy prohibits all directors and employees from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities, including hedging transactions. This policy was established in part because there is often a conflict of interest involved when an employee bets against or hedges a bet regarding our company's performance. In addition, our Insider Trading Policy prohibits pledging Symantec stock as collateral for a loan, since the stock may be sold in foreclosure if the borrower defaults on the loan at a time when the pledgor is aware of material, nonpublic information.

**Stock Ownership Guidelines**

It is the policy of the Board that our directors and officers' interests align with those of our stockholders. In furtherance of this policy, our Board adopted stock ownership guidelines to better align our directors' and officers' interests with those of our stockholders. Details of our directors' stock ownership guidelines are disclosed under Director Compensation on page 19, and details of our executive officers' stock ownership guidelines are disclosed under Stock Ownership Requirements on page 46. The Compensation and Leadership Development Committee determine the stock ownership guidelines and the Nominating and Governance Committee monitor compliance under such guidelines.

**Stockholder Engagement**

We are committed to ongoing engagement with our stockholders to gain valuable insight into the issues that matter most to them and to enable our company to address them effectively. This past year we engaged with our top investors representing approximately 44% of our outstanding shares to discuss corporate governance and executive compensation matters, including board composition and our former CEO compensation. A summary of the feedback we received was provided to the Board for review and consideration.

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### **Majority Vote Standard and Director Resignation Policy**

Our Bylaws and Corporate Governance Guidelines provide for a majority voting standard for the election of directors. Under the majority vote standard, each nominee must be elected by a majority of the votes cast by the shares present in person or represented by proxy and entitled to vote at any meeting for the election of directors at which a quorum is present. A majority of the votes cast means the votes cast for a nominee's election must exceed the votes cast against that nominee's election. A plurality voting standard will apply instead of the majority voting standard if: (i) a stockholder has provided us with notice of a nominee for director in accordance with our Bylaws; and (ii) that nomination has not been withdrawn as of 10 days before we first deliver proxy materials to stockholders.

To effectuate this policy with regard to incumbent directors, the Board will not nominate an incumbent director for re-election unless prior to such nomination the director has agreed to promptly tender a resignation if such director fails to receive a sufficient number of votes for re-election at the stockholder meeting with respect to which such nomination is made. Such resignation will be effective upon the earlier of (i) the Board's acceptance of such resignation or (ii) the 90th day after certification of the election results of the meeting; provided, however, that prior to the effectiveness of such resignation, the Board may reject such resignation and permit the director to withdraw such resignation.

If an incumbent director fails to receive the required vote for re-election, the Nominating and Governance Committee shall act on an expedited basis to determine whether to recommend acceptance or rejection of the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board intends to act promptly on the Committee's recommendation and will decide to accept or reject such resignation and publicly disclose its decision within 90 days from the date of certification of the election results. The Nominating and Governance Committee and the Board may consider such factors they deem relevant in deciding whether to accept or reject a resignation tendered in accordance with this policy. The Board expects a director whose resignation is under consideration to abstain from participating in any decision regarding the resignation.

### **Board Leadership Structure**

Our Board does not have a policy on whether the roles of Chief Executive Officer and Chairman should be separate. Instead, it retains the flexibility to determine on a case-by-case basis whether the Chief Executive Officer, or an independent director, should serve as Chairman. During those periods in which the positions of Chairman and Chief Executive Officer are combined, the independent directors appoint an independent director as a Lead Independent Director. Currently, the roles of Chief Executive Officer and Chairman are separate. Daniel Schulman, one of our independent directors, was appointed as non-executive Chairman of the Board in January 2013. The Board believes that having an independent director serve as the non-executive Chairman of the Board is the appropriate leadership structure for our company at this time because it allows our Chief Executive Officer to focus on executing our company's strategic plan and managing our company's operations and performance, while allowing the Chairman of the Board to focus on the effectiveness of the Board and independent oversight of our senior management team.

### **Board Independence**

It is the policy of the Board and NASDAQ's rules require that listed companies have a board of directors with at least a majority of independent directors, as defined under NASDAQ's Marketplace Rules. Currently, each member of our Board, other than our interim President and Chief Executive Officer, Michael A. Brown, is an independent director and all standing committees of the Board are composed entirely of independent directors, in each case under NASDAQ's independence definition. The NASDAQ independence definition includes a series of objective tests, such as that the director is not an employee of the company and has not engaged in various types of business dealings with the company. In addition, the Board has made a subjective determination as to each independent director that no relationship exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the directors reviewed and discussed information provided by the directors and our company with regard to each director's business and other activities as they may relate to Symantec and our management. Based on

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this review and consistent with our independence criteria, the Board has affirmatively determined that the following current directors and director nominees are independent: Frank E. Dangeard, Geraldine B. Laybourne, David L. Mahoney, Robert S. Miller, Anita M. Sands, Daniel H. Schulman, V. Paul Unruh and Suzanne M. Vautrinot.

### **Change in Director Occupation**

Our Corporate Governance Guidelines include a policy that our Board should consider whether a change in any director's professional responsibilities directly or indirectly impacts that person's ability to fulfill his or her directorship obligations. To facilitate the Board's consideration, all directors shall submit a resignation as a matter of course upon retirement, a change in employer, or other significant change in their professional roles and responsibilities. Such resignation may be accepted or rejected in the discretion of the Board.

### **Board and Committee Effectiveness**

It is important to Symantec that our Board and its committees are performing effectively and in the best interests of our company and its stockholders. The Nominating and Governance Committee reviews the size, composition and needs of the Board with established criteria to ensure the Board has the appropriate skills and expertise to effectively carry out its duties and responsibilities. In addition, an evaluation of the Board's and its committees' operations and performance is conducted annually by the Nominating and Governance Committee. Changes are recommended by the Nominating and Governance Committee for approval by the full Board as appropriate.

### **Board's Role in Risk Oversight**

The Board executes its risk management responsibility directly and through its committees. The Audit Committee has primary responsibility for overseeing our company's enterprise risk management process. The Audit Committee receives updates and discusses individual and overall risk areas during its meetings, including our company's financial risk assessments, risk management policies and major financial risk exposures and the steps management has taken to monitor and control such exposures. The Compensation Committee oversees risks associated with our compensation policies and practices with respect to both executive compensation and compensation generally. The Compensation Committee receives reports and reviews whether Symantec's compensation policies and practices to confirm that they are not reasonably likely to have a material adverse effect on our company or encourage unnecessary risk-taking. The Nominating and Governance Committee oversee the management of risks that may arise in connection with our company's governance structures, processes and policies.

The Board is kept abreast of its committees' risk oversight and other activities via reports of the committee chairmen to the full Board during the Board meetings. In addition, the Board participates in regular discussions with our senior management of many core subjects, including strategy, operations and finance, in which risk oversight is an inherent element. The Board believes that its leadership structure, as described above under "Board Leadership Structure," facilitates the Board's oversight of risk management because it allows the Board, with leadership from the independent, non-executive Chairman and each independent committee chair, to participate actively in the oversight of management's actions.

### **Outside Advisors**

The Board and its committees are free to engage independent outside financial, legal and other advisors as they deem necessary to provide advice and counsel on various topics or issues, at Symantec's expense, and are provided full access to our officers and employees.

### **Board Structure and Meetings**

The Board and its committees meet throughout the year on a set schedule, and also hold special meetings and act by written consent from time to time. The Board held a total of twelve meetings during fiscal 2014. During this time, no directors attended fewer than 75% of the aggregate of the total number of meetings held by the Board and the total number of meetings held by all committees of the Board on which such director served (during the period which such director served).

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Agendas and topics for board and committee meetings are developed through discussions between management and members of the Board and its committees. Information and data that are important to the issues to be considered are distributed in advance of each meeting. Board meetings and background materials focus on key strategic, operational, financial, governance and compliance matters applicable to us, including the following:

Reviewing annual and longer-term strategic and business plans;

Reviewing key product, industry and competitive issues;

Reviewing and determining the independence of our directors;

Reviewing and determining the qualifications of directors to serve as members of committees, including the financial expertise of members of the Audit Committee;

Selecting and approving director nominees;

Selecting, evaluating and compensating the Chief Executive Officer;

Reviewing and discussing succession planning for the senior management team, and for lower management levels to the extent appropriate;

Reviewing and approving material investments or divestitures, strategic transactions and other significant transactions that are not in the ordinary course of business;

Evaluating the performance of the Board;

Overseeing our compliance with legal requirements and ethical standards; and

Overseeing our financial results.

### **Executive Sessions**

After each regularly scheduled Board meeting, the independent members of our Board hold a separate closed meeting, referred to as an executive session. These executive sessions are used to discuss such topics as the independent directors deem necessary or appropriate. At least annually, the independent directors hold an executive session to evaluate the Chief Executive Officer's performance and compensation. Executive sessions of the Board are led by the independent, non-executive Chairman.

### **Succession Planning**

Our Board recognizes the importance of effective executive leadership to Symantec's success, and meets to discuss executive succession planning at least annually.

**Attendance of Board Members at Annual Meetings**

We encourage our directors to attend our annual meetings of stockholders. All directors who were elected to the Board at our 2013 Annual Meeting were in attendance at that meeting.



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There are three primary committees of the Board: the Audit Committee, Compensation and Leadership Development Committee and Nominating and Governance Committee. The Board has delegated various responsibilities and authorities to these different committees, as described below and in the committee charters. The Board committees regularly report on their activities and actions to the full Board. Each member of the Audit Committee, Compensation and Leadership Development Committee and Nominating and Governance Committee was appointed by the Board. Each of the Board committees has a written charter approved by the Board and available on our website at [www.symantec.com/invest](http://www.symantec.com/invest), by clicking on Company Charters, under Corporate Governance.

The following table shows our current directors, their independence status, their roles on the Board and its committees, and the number of meetings the Board and each of its committees held in fiscal 2014:

Director	Independent	Board	Audit	Compensation	Nominating & Governance
Michael A. Brown	No				
Frank E. Dangeard	Yes				
Geraldine B. Laybourne	Yes				
David L. Mahoney	Yes				
Robert S. Miller	Yes				
Anita M. Sands	Yes				
Daniel H. Schulman	Yes				
V. Paul Unruh	Yes				
Suzanne M. Vautrinot	Yes				
Number of Meetings in Fiscal 2014		12	9	5	4

= Member      = Chair

**Audit Committee**

Our Audit Committee oversees our company's accounting and financial reporting processes and the audits of our financial statements, including oversight of our systems of internal controls and disclosure controls and procedures, compliance with legal and regulatory requirements, internal audit function and the appointment, retention and compensation of our independent auditors. Its duties and responsibilities include, among other things, to:

Review our company's quarterly and annual financial statements.

Review the adequacy and effectiveness of our company's accounting and financial reporting processes.

Appoint and, if necessary, terminate any registered public accounting firm engaged to render an audit report or to perform other audit, review or attest services for our company.

Review and approve processes and procedures to ensure the continuing independence of our company's independent auditors.

Review the internal audit function of our company, including the independence and authority of its reporting obligations and the coordination of our company's internal audit consultants with the independent auditors.

Review our company's practices with respect to risk assessment and risk management and meet with management and members of internal audit to discuss our company's significant risk exposures and the steps management has taken to monitor, control and mitigate such exposures.

Review our company's ethics compliance program, including policies and procedures for monitoring compliance, and the implementation and effectiveness of our company's ethics and compliance program.

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Our Board has unanimously determined that all Audit Committee members are financially literate under current NASDAQ listing standards, and at least one member has financial sophistication under NASDAQ listing standards. In addition, our Board has unanimously determined that V. Paul Unruh qualifies as an audit committee financial expert under the Securities and Exchange Commission (the SEC) rules and regulations. Mr. Unruh is independent as defined by current NASDAQ listing standards for Audit Committee membership. Designation as an audit committee financial expert is an SEC disclosure requirement and does not impose any additional duties, obligations or liability on any person so designated.

### **Compensation and Leadership Development Committee**

Our Compensation and Leadership Development Committee (the Compensation Committee) oversees our compensation policies and practices so that they align with the interests of our stockholders; encourage a focus on our company's long-term success and performance; and incorporate sound corporate governance principles. It also oversees our programs to attract, retain and develop our executive officers. Its duties and responsibilities include, among other things, to:

Review executive and leadership development practices that support our company's ability to retain and develop the executive and leadership talent required to deliver against our company's short term and long term business strategies, including succession planning for the executive officers.

Review our company's compensation policies, plans and programs to confirm they (i) are designed to attract, motivate and retain talented executive officers; (ii) compensate the executive officers effectively in a manner consistent with the strategy of our company and the interests of stockholders; (iii) are consistent with a competitive framework; and (iv) support the achievement of our company's overall financial results and individual contributions.

Review and recommend to the independent directors of our Board all compensation arrangements for our Chief Executive Officer.

Determine stock ownership guidelines for our Board and executive officers.

Review our company's overall compensation and benefits and programs.

Administer our equity incentive and stock purchase plans.

Review and recommend to the Board compensation for non-employee members of the Board.

Review our company's compensation policies and practices to confirm that such policies and practices are not likely to have a material adverse effect on our company and do not encourage excessive or inappropriate risk-taking by our executives.

Review and make recommendations to the Board with respect to stockholder proposals and stockholder advisory votes related to executive compensation matters.

### **Nominating and Governance Committee**

Our Nominating and Governance Committee oversees our company's corporate governance procedures and policies, and ensures that they represent best practices and are in the best interests of our company and its stockholders, which includes establishing appropriate criteria for nominating qualified candidates to the Board. Its duties and responsibilities include, among other things, to:

Establish the criteria and determine the desired qualifications, expertise and characteristics of the Board, with the goal of developing a diversity of perspectives, backgrounds, experiences, knowledge and skills on the Board.

Consider the size, composition and needs of the Board and evaluate and recommend qualified candidates for election to the Board consistent with the established criteria to ensure the Board has the appropriate skills and expertise.

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Advise the Board on corporate governance matters and recommend to the Board appropriate or necessary actions to be taken by our company, the Board and the Board's committees.

Identify best corporate governance practices and develop and recommend to the Board a set of corporate governance guidelines applicable to our company.

Review and assess the adequacy of our company's corporate governance policies, including our company's Corporate Governance Guidelines and Code of Conduct, and make recommendations to the Board of modifications as appropriate.

Oversee and review our company's policies and programs concerning (i) corporate social responsibility; (ii) public policy; (iii) philanthropy; (iv) political activities and expenditures; (v) our company's participation and visibility as a global corporate citizen; and (vi) our company's sustainability performance, including impacts to our business of environmental, social and governance issues.

Monitor compliance under the stock ownership guidelines as set by the Compensation and Leadership Development Committee for the Board and executive officers.

Implement and oversee the processes for evaluating the Board, its committees and the CEO on an annual basis.

Oversee the management of risks that may arise in connection with our company's governance structures and processes.

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### **DIRECTOR NOMINATIONS AND COMMUNICATION WITH DIRECTORS**

#### **Criteria for Nomination to the Board**

The Nominating and Governance Committee will consider candidates submitted by Symantec stockholders, as well as candidates recommended by directors and management, for nomination to the Board. The Nominating and Governance Committee has generally identified nominees based upon suggestions by outside directors, management and executive recruiting firms. The goal of the Nominating and Governance Committee is to assemble a Board that offers a diverse portfolio of perspectives, backgrounds, experiences, knowledge and skills derived from high-quality business and professional experience. The Nominating and Governance Committee annually reviews the appropriate skills and characteristics required of directors in the context of the current composition of the Board, our operating requirements and the long-term interests of our stockholders.

The key attributes, experience and skills we consider important for our directors in light of our current business and structure are:

*Industry and Technology Expertise.* Since we are a technology and software provider, understanding new technologies and emerging industry trends or experience in relevant technology is useful in understanding our research and development efforts, competing technologies, the various products and processes that we develop, the market segments in which we compete, and evolving customer requirements.

*Global Expertise.* We are a global organization with employees and customers in many countries. Directors with global expertise can provide a useful business and cultural perspective regarding many significant aspects of our business.

*Leadership Experience.* Directors who have served in senior leadership positions, as a general manager of a business, or the functional leader of a global sales, marketing or product development organization, are important to us, because they bring experience and perspective in analyzing, shaping, and overseeing the execution of important strategic, operational and policy issues at a senior level.

*Public Company Board Experience.* Directors who have served on other public company boards can offer advice and insights with regard to the dynamics and operation of a board of directors; the relations of a board to the chief executive officer and other management personnel; the importance of particular agenda and oversight matters; and oversight of a changing mix of strategic, operational, and compliance-related matters.

*Business Combinations and Partnerships Experience.* Directors who have a background in M&A and partnership transactions can provide insight into developing and implementing strategies for growing our business through combination with other organizations.

*Financial Expertise.* Knowledge of financial markets, financing operations, and accounting and financial reporting processes is important because it assists our directors in understanding, advising, and overseeing Symantec's capital structure, financing and investing activities, financial reporting, and internal control of such activities.

*Diversity.* In addition to a diverse portfolio of professional background, experiences, knowledge and skills, the composition of the Board should reflect the benefits of diversity as to gender, race, and ethnic background.

The information provided under **Director Qualifications** below each of the brief biographical descriptions set forth under Proposal 1. Election of Directors Nominees for Director below includes the key individual attributes, experience and skills of each of our directors that led to the conclusion that each director should serve as a member of the board of directors at this time.

#### **Process for Identifying and Evaluating Nominees**

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The Nominating and Governance Committee considers candidates by first evaluating the current members of the Board who intend to continue in service, balancing the value of continuity of service with that of obtaining

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new perspectives, skills and experience. If the Nominating and Governance Committee determines that an opening exists, it identifies the desired skills and experience of a new nominee, including the need to satisfy rules of the SEC and NASDAQ.

The Nominating and Governance Committee generally will evaluate each candidate based on the extent to which the candidate contributes to the range of talent, skill and expertise appropriate for the Board generally, as well as the candidate's integrity, business acumen, diversity, availability, independence of thought, and overall ability to represent the interests of Symantec's stockholders. The Nominating and Governance Committee does not assign specific weights to particular criteria, and no particular criterion is necessarily applicable to all prospective nominees. Although the Nominating and Governance Committee uses these and other criteria as appropriate to evaluate potential nominees, it has no stated minimum criteria for nominees. In addition, we do not have a formal written policy with regard to the consideration of diversity in identifying candidates; however, as discussed above, diversity is one of the numerous criteria the Nominating and Governance Committee reviews before recommending a candidate. We have from time to time engaged, for a fee, a search firm to identify and assist the Nominating and Governance Committee with identifying, evaluating and screening Board candidates for Symantec and may do so in the future.

### **Stockholder Proposals for Nominees**

The Nominating and Governance Committee will consider potential nominees properly submitted by stockholders. Stockholders seeking to do so should provide the information set forth in our corporate Bylaws regarding director nominations. The Nominating and Governance Committee will apply the same criteria for candidates proposed by stockholders as it does for candidates proposed by management or other directors.

To be considered for nomination by the Nominating and Governance Committee at next year's annual meeting of stockholders, submissions by stockholders must be submitted by mail and must be received by the Corporate Secretary no later than May 11, 2015 to ensure adequate time for meaningful consideration by the Nominating and Governance Committee. Each submission must include the following information:

the full name and address of the candidate;

the number of shares of Symantec common stock beneficially owned by the candidate;

a certification that the candidate consents to being named in the proxy statement and intends to serve on the Board if elected; and

biographical information, including work experience during the past five years, other board positions, and educational background, such as is provided with respect to nominees in this proxy statement.

Information regarding requirements that must be followed by a stockholder who wishes to make a stockholder nomination for election to the Board for next year's annual meeting is described in this proxy statement under **Additional Information** **Stockholder Proposals for the 2015 Annual Meeting**.

### **Contacting the Board of Directors**

Any stockholder who wishes to contact members of our Board may do so by mailing written communications to:

**Symantec Corporation**

**350 Ellis Street**

**Mountain View, California 94043**

**Attn: Corporate Secretary**



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The Corporate Secretary will review all such correspondence and provide regular summaries to the Board or to individual directors, as relevant, will retain copies of such correspondence for at least six months, and make copies of such correspondence available to the Board or individual directors upon request. Any correspondence relating to accounting, internal controls or auditing matters will be handled in accordance with Symantec's policy regarding accounting complaints and concerns.

**Table of Contents****PROPOSAL NO. 1****ELECTION OF DIRECTORS**

Our Board currently consists of nine directors, each of whom is nominated for election at the Annual Meeting, including eight independent directors and our interim President and Chief Executive Officer. Each director is elected to serve a one-year term, with all directors subject to annual election. At the recommendation of the Nominating and Governance Committee, the Board has nominated the following nine persons to serve as directors for the term beginning at the Annual Meeting on October 28, 2014: Michael A. Brown, Frank E. Dangeard, Geraldine B. Laybourne, David L. Mahoney, Robert S. Miller, Anita M. Sands, Daniel H. Schulman, V. Paul Unruh and Suzanne M. Vautrinot.

Unless proxy cards are otherwise marked, the persons named as proxies will vote all proxies **FOR** the election of each nominee named in this section. Proxies submitted to Symantec cannot be voted at the Annual Meeting for nominees other than those nominees named in this proxy statement. However, if any director nominee is unable or unwilling to serve at the time of the Annual Meeting, the persons named as proxies may vote for a substitute nominee designated by the Board. Alternatively, the Board may reduce the size of the Board. Each nominee has consented to serve as a director if elected, and the Board does not believe that any nominee will be unwilling or unable to serve if elected as a director. Each director will hold office until the next annual meeting of stockholders and until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal.

**Nominees for Director**

The names of each nominee for director, their ages as of August 1, 2014, and other information about each nominee is shown below.

<b>Nominee</b>	<b>Age</b>	<b>Principal Occupation</b>	<b>Director Since</b>
Michael A. Brown	55	Interim President and Chief Executive Officer	2005
Frank E. Dangeard	56	Managing Partner, Harcourt	2007
Geraldine B. Laybourne	67	Chairman of the Board, Defy Media, LLC	2008
David L. Mahoney	60	Director	2003
Robert S. Miller	72	Chairman of the Board, American International Group	1994
Anita M. Sands	38	Director	2013
Daniel H. Schulman	56	Group President- Enterprise Growth, American Express	2000
V. Paul Unruh	65	Director	2005
Suzanne M. Vautrinot	54	President, Kilovolt Consulting Inc.	2013

*Mr. Brown* has served as our interim President and Chief Executive Officer since March 2014 and as a member of our Board since July 2005, following the acquisition of Veritas. Mr. Brown had served on the Veritas board of directors since 2003. Mr. Brown previously served as Chairman of Line 6, Inc., a provider of musical instruments, amplifiers and audio gear that incorporate digital signal processing, from October 2005 to January 2014. From 1984 until September 2002, Mr. Brown held various senior management positions at Quantum Corporation, a leader in computer storage products, and most recently as Chief Executive Officer from 1995 to 2002 and Chairman of the Board from 1998 to 2003. Mr. Brown is a member of the board of directors of Quantum Corporation. He has previously served as a director of a variety of public companies, including Digital Impact, Maxtor Corporation and Nektar Therapeutics. Mr. Brown holds a master's degree of business administration from Stanford Business School and a bachelor's degree from Harvard University.

**Director Qualifications:**

*Industry and Technology Experience* former Chief Executive Officer and Chairman of Quantum Corporation; current member of the board of directors of Quantum Corporation; former member of the board of directors of Equal Logic and Digital Impact.

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*Leadership Experience* former Chairman of Line 6, Inc. and former Chief Executive Officer and Chairman of Quantum Corporation.

*Public Company Board Experience* served as Chairman of Quantum Corporation and as a board member of Nektar Therapeutics, Maxtor Corporation and Digital Impact.

*Business Combinations and Partnerships Experience* former Chief Executive Officer of Quantum and former Chairman of Line 6.

*Financial Experiences* former Chief Executive Officer of Quantum; former Chairman of Line 6 and Equal Logic; and served on the Audit Committee of Digital Impact and Line 6.

*Mr. Dangeard* has served as a member of our Board since January 2007. He has been the Managing Partner of Harcourt, an advisory and investment firm, since March 2008. Mr. Dangeard was Chairman and Chief Executive Officer of Thomson S.A., a provider of digital video technologies, solutions and services, from September 2004 to February 2008. From September 2002 to September 2004, he was Deputy CEO of France Telecom, a global telecommunications operator. From 1997 to 2002, Mr. Dangeard was Senior Executive Vice President of Thomson and Vice Chairman in 2000. Prior to joining Thomson, Mr. Dangeard was Managing Director of SG Warburg & Co. Ltd. from 1989 to 1997, and Chairman of SG Warburg France from 1995 to 1997. Prior to that, Mr. Dangeard was a lawyer with Sullivan & Cromwell LLP, in New York and London. Mr. Dangeard also serves on the boards of Atari, Telenor, RPX Corporation and three private companies. Mr. Dangeard has previously served as a director of a variety of companies, including Moser Baer, SonaeCom SGPS, Thomson S.A. and Electricité de France S.A. He graduated from the École des Hautes Études Commerciales, the Paris Institut d Études Politiques and from Harvard Law School.

Director Qualifications:

*Industry and Technology Experience* former Chairman and Chief Executive Officer of Thomson S.A. and former Deputy CEO of France Telecom

*Global Experience* Member of the board of directors of Telenor (Norway), former Chairman and Chief Executive Officer of Thomson S.A. (France); former Deputy CEO of France Telecom (France); former member of the board of directors of SonaeCom (Portugal) and MoserBaer (India).

*Leadership Experience* Managing Partner of Harcourt, Chairman of Atari, former Chairman and Chief Executive Officer of Thomson S.A., Deputy CEO of France Telecom, Chairman of SG Warburg France and Managing Director of SG Warburg & Co. Ltd.

*Public Company Board Experience* current member of the board of directors of Telenor, Atari and RPX; and former member of the board of directors of Electricite de France S.A., Thomson S.A., Moser Baer and SonaeCom SGPS.

*Business Combinations and Partnerships Experience* Chairman of SG Warburg France and lawyer at Sullivan & Cromwell LLP

*Financial Experiences* Chairman of the Audit Committee of Atari, former Chairman and Chief Executive Officer of Thomson, former Deputy CEO of France Telecom, former Chairman of the Audit Committee of Electricite de France, and former member of the Audit Committee of Moser Baer.

*Ms. Laybourne* has served as a member of our Board since January 2008. She has been the Chairman of the Board of Defy Media, LLC, a media company, since November 2010 and Kandu, a children's software company, since April 2013. She founded Oxygen Media in 1998 and served as its Chairman and Chief Executive Officer until November 2007 when the network was acquired by NBC Universal. Prior to starting Oxygen Media, Ms. Laybourne spent 16 years at Nickelodeon. From 1996 to 1998, Ms. Laybourne was President of Disney/ABC Cable Networks where she was responsible for overseeing cable programming for the Walt Disney Company and ABC. Ms. Laybourne is also a member of the board of

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directors of a private company in addition to Defy Media and Kandu. She earned a bachelor of arts degree in art history from Vassar College and a master of science degree in elementary education from the University of Pennsylvania.

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Director Qualifications:

*Leadership Experience* Chairman of Defy Media, Founder and former Chairman and Chief Executive Officer of Oxygen Media LLC, President of Disney/ABC Cable Networks, President of Nickelodeon and Vice Chairman of MTV Networks.

*Public Company Board Experiences* former board member of J.C. Penney Company, Inc., Electronic Arts, Inc. and Move, Inc.

*Business Combinations and Partnerships Experience* Founder, former Chairman and Chief Executive Officer of Oxygen Media LLC until it was acquired by NBC Universal.

*Mr. Mahoney* has served as a member of our Board since April 2003. Mr. Mahoney previously served as co-Chief Executive Officer of McKesson HBOC, Inc., a healthcare services company, and as Chief Executive Officer of iMcKesson LLC, also a healthcare services company, from July 1999 to February 2001. Mr. Mahoney is a member of the board of directors of Adamas Pharmaceuticals, Corcept Therapeutics Incorporated, and two non-profit organizations as well as a trustee of the Schwab/Laudus fund family. He has previously served as a director of a variety of companies, including Tercica Incorporated. Mr. Mahoney has a bachelor's degree from Princeton University and a master's of business administration from Harvard Business School.

Director Qualifications:

*Industry and Technology Experience* Co-Chief Executive Officer of McKesson HBOC, Inc., Chief Executive Officer of iMcKesson LLC, various executive roles at McKesson Corporation, Principal at McKinsey & Co.

*Leadership Experience* Co-Chief Executive Officer of McKesson HBOC, Inc., Chief Executive Officer of iMcKesson LLC, various executive roles at McKesson Corporation, Principal at McKinsey & Co.

*Public Company Experience* serves on the board Corcept Therapeutics and as Lead Director at Adamas Pharmaceuticals; and served on the board of Tercica Incorporated.

*Business Combinations and Partnerships Experience* Co-Chief Executive Officer of McKesson HBOC, Inc., Chief Executive Officer of iMcKesson LLC, various executive roles at McKesson Corporation, Principal at McKinsey & Co.

*Financial Experiences* former roles at McKesson HBOC, serves on the Audit Committee of Corcept Therapeutics, the Investment Committee of the Schwab/Laudus fund family and served on the Audit Committee of Tercica Incorporated.

*Mr. Miller* has served as a member of our Board since September 1994. Mr. Miller is the Chairman of the Board of American International Group (AIG), an insurance and financial services organization, and MidOcean Partners, a private equity firm specializing in leveraged buyouts, recapitalizations and growth capital investments in middle-market companies. Mr. Miller served as Chief Executive Officer of Hawker Beechcraft, an aircraft manufacturing company, from February 2012 to February 2013. Mr. Miller served as Executive Chairman of Delphi Corporation, an auto parts supplier from January 2007 until November 2009 and as Chairman and Chief Executive Officer from July 2005 until January 2007. From January 2004 to June 2005, Mr. Miller was non-executive Chairman of Federal Mogul Corporation, an auto parts supplier. From September 2001 until December 2003, Mr. Miller was Chairman and Chief Executive Officer of Bethlehem Steel Corporation, a large steel producer. Prior to joining Bethlehem Steel, Mr. Miller served as Chairman and Chief Executive Officer on an interim basis upon the departure of Federal Mogul's top executive in September 2000. Hawker Beechcraft filed a voluntary petition for reorganization under the United States Bankruptcy Code (USBC) in May 2012; Delphi Corporation and certain of its subsidiaries filed voluntary petitions for reorganization under the USBC in October 2005; and Federal Mogul Corporation and Bethlehem Steel Corporation and certain of their subsidiaries, filed voluntary petitions for reorganization under the USBC in October 2001. Mr. Miller is also a member of the board of directors of two private

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companies in addition to AIG and MidOcean Partners. In addition to his executive roles, Mr. Miller has previously served as a director of a variety of companies, including UAL Corporation, Reynolds American, Inc., U.S. Bancorp, and Waste Management, Inc. Mr. Miller earned a degree in economics from Stanford University, a law degree from Harvard Law School and a master's of business administration, majoring in finance from Stanford Business School.

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Director Qualifications:

*Global Experience* Chairman of AIG; former Chief Executive Officer of Hawker Beechcraft, Inc.; former Chief Executive Officer of Delphi Corporation and former Vice Chairman of Chrysler Corporation.

*Leadership Experience* Chairman of AIG and Mid Ocean Partners; former Chief Executive Officer of Hawker Beechcraft, Inc.; former Chairman and Chief Executive Officer of Delphi Corporation; former Chairman and Chief Executive Officer of Federal Mogul Corporation; and former Chairman and Chief Executive Officer of Bethlehem Steel Corporation.

*Public Company Board Experience* serves on the board of AIG; served on the boards of s of UAL Corporation, Reynolds American, Inc., U.S. Bancorp, and Waste Management, Inc.

*Business Combinations and Partnerships Experience* former Chief Executive Officer of Hawker Beechcraft, Inc., Delphi Corporation and Federal Mogul Corporation; and former Vice Chairman of Chrysler Corporation.

*Financial Experiences* serves on the Audit Committee of AIG; former Chief Financial Officer of Chrysler Corporation; and served on the Audit Committees of UAL Corporation, Reynolds American, Waste Management, U.S. Bancorp, Federal Mogul Corporation and Pope & Talbot.

*Ms. Sands* has served as a member of our Board since October 2013. Ms. Sands has served as Group Managing Director, Head of Change Leadership and a member of the Wealth Management Americas Executive Committee of UBS Financial Services, a global financial services firm, from April 2012 to September 2013. She was Group Managing Director and Chief Operating Officer of Wealth Management Americas at UBS Financial Services from April 2010 to April 2012. Prior to that, Ms. Sands was a Transformation Consultant at UBS Financial Services from October 2009 to April 2010. Prior to joining UBS Financial Services, Ms. Sands was Managing Director, Head of Transformation Management at Citigroup's Global Operations and Technology organization. Ms. Sands also held several leadership positions with RBC Financial Group and CIBC. Ms. Sands is on the board of directors of ServiceNow, Inc. and a non-profit organization. She received a bachelor's degree in physics and applied mathematics from The Queen's University of Belfast, Northern Ireland, a doctorate in atomic and molecular physics from The Queen's University of Belfast, Northern Ireland and a master's degree of science in public policy and management from Carnegie Mellon University.

Director Qualifications:

*Industry and Technology Experience* former Managing Director and Chief Operating Officer and various executive positions of global financial services firms.

*Global Experience* former Managing Director and Chief Operating Officer and various executive positions of global financial services firms.

*Leadership Experience* former Managing Director and Chief Operating Officer and various executive positions of global financial services firms.

*Public Company Board Experience* serves on the board of ServiceNow, Inc.

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*Financial Experiences* former Managing Director and Chief Operating Officer and various executive positions of global financial services firms.

*Mr. Schulman* has served as a member of our Board since March 2000. Mr. Schulman has served as Group President, Enterprise Group of American Express, a financial products and travel-related services provider, since August 2010. Mr. Schulman was President, Prepaid Group of Sprint Nextel Corporation, a cellular phone service provider, from November 2009 until August 2010, when Sprint Nextel acquired Virgin Mobile USA, a cellular phone service provider. Mr. Schulman served as Chief Executive Officer of Virgin Mobile USA from September 2001 to November 2009, and a member of the board of directors of Virgin Mobile USA from October 2001 to November 2009. From May 2000 until May 2001, Mr. Schulman was President and Chief Executive Officer of priceline.com Incorporated, an online travel company, after serving as President and Chief Operating Officer



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from July 1999. He is a member of the board of directors of Flextronics International Ltd. and a non-profit organization. He received a bachelor's degree in economics from Middlebury College, and a master's degree in business administration, majoring in Finance, from New York University.

Director Qualifications:

*Industry and Technology Experience* Group President, Enterprise Group of American Express and former Chief Executive Officer and Chief Operating Officer of priceline.com.

*Leadership Experience* Group President, Enterprise Group of American Express, former President, Prepaid Group of Sprint Nextel Corporation, former Chief Executive Officer of Virgin Mobile USA and former Chief Executive Officer and Chief Operating Officer of priceline.com.

*Public Company Board Experience* serves on the board of Flextronics International Ltd and served on the board of Virgin Mobile USA.

*Business Combinations and Partnerships Experience* former Chief Executive Officer of Virgin Mobile USA.

*Financial Experiences* Group President, Enterprise Group of American Express, former President, Prepaid Group of Sprint Nextel Corporation, former Chief Executive Officer of Virgin Mobile USA and former Chief Executive Officer and Chief Operating Officer of priceline.com.

Mr. Unruh has served as a member of our Board since July 2005 following the acquisition of Veritas. Mr. Unruh had served on Veritas' board of directors since 2003. Mr. Unruh retired as Vice Chairman of Bechtel Group, Inc., a global engineering and construction services company, in June 2003. During his 25-year tenure at Bechtel Group, he held a number of management positions including Treasurer, Controller, and Chief Financial Officer. Mr. Unruh also served as President of Bechtel Enterprises, the finance, development and ownership arm from 1997 to 2001. He is a member of the board of directors of Move, Inc., Heidrick & Struggles International, Inc., URS Corporation, and three private companies. Mr. Unruh is a certified public accountant.

Director Qualifications:

*Global Experience* former Vice Chairman and various executive positions of Bechtel Group, Inc. and former President of Bechtel Enterprises.

*Leadership Experience* former Vice Chairman and various executive positions of Bechtel Group, Inc. and former President of Bechtel Enterprises.

*Public Company Board Experience* serves on the boards of Move, Inc., Heidrick & Struggles International Inc., and URS Corporation

*Business Combinations and Partnerships Experience* former board member of Veritas Corporation.

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*Financial Experiences* a certified public accountant; former Chief Financial Officer, Treasurer and Controller of Bechtel Group, Inc.; former President of Bechtel Enterprises; and serves on the Audit Committees of Move, Inc. and Heidrick & Struggles International, Inc. *Ms. Vautrinot* has served as a member of our Board since October 2013. Ms. Vautrinot retired from the United States Air Force in October 2013 after over 30 years of service. During her career with the United States Air Force, she served in a number of leadership positions including Major General and Commander, 24<sup>th</sup> Air Force/Network Operations from April 2011 to October 2013; Special Assistant to the Vice Chief of Staff from December 2010 to April 2011; Director of Plans and Policy, U.S. Cyber Command from May 2010 to December 2010 and Deputy Commander, Network Warfare, U.S. Strategic Command, from June 2008 and May 2010. Ms. Vautrinot is a member of the board of directors of Ecolab, Inc. and a non-profit organization. She received a bachelor of science degree from the U.S. Air Force Academy, a master's degree in systems management from University of Southern California, and a master's degree in military operational art and science from Air Command and Staff College.

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## Director Qualifications:

*Industry and Technology Experience* Major General and Commander (retired) and various leadership positions of United States Air Force.

*Global Experience* Major General and Commander (retired) and various leadership positions of United States Air Force

*Leadership Experience* Major General and Commander (retired) and various leadership positions of United States Air Force

*Public Company Board Experience* serves on the board of Ecolab, Inc.

**Summary of Director Qualifications and Experience**

	Brown	Dangeard	Laybourne	Mahoney	Miller	Sands	Schulman	Unruh	Vautrinot
<i>Industry and Technology Expertise</i>	Ö	Ö		Ö		Ö	Ö	Ö	Ö
<i>Global Expertise</i>		Ö			Ö	Ö		Ö	Ö
<i>Leadership Experience</i>	Ö	Ö	Ö	Ö	Ö	Ö	Ö	Ö	Ö
<i>Public Company Board Experience</i>	Ö	Ö	Ö	Ö	Ö	Ö	Ö	Ö	Ö
<i>Business Combinations and Partnerships Experience</i>	Ö	Ö	Ö	Ö	Ö		Ö	Ö	
<i>Financial Expertise</i>	Ö	Ö		Ö	Ö	Ö	Ö	Ö	
<i>Diversity</i>			Ö			Ö			Ö
<b>Director Compensation</b>									

The following table provides information for fiscal year 2014 compensation for all of our non-employee directors:

**Fiscal Year 2014 Director Compensation**

Name*	Fees Earned or Paid in			Total (\$)
	Cash (\$)(1)(2)	Stock Awards (\$)(3)(4)	Option Awards (\$)(5)	
Frank E. Dangeard	85,023	234,978		320,000
Geraldine B. Laybourne	65,023	234,978		300,000
David L. Mahoney	95,023	234,978		330,000
Robert S. Miller	85,023	234,978		320,000
Anita M. Sands(6)	30,389	102,001(7)		132,390
Daniel H. Schulman	180,023	234,978		415,000
V. Paul Unruh	95,023	234,978		330,000
Suzanne M. Vautrinot(6)	30,389	102,001(7)		132,390

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During fiscal 2014, Mr. Brown served as a director prior to his appointment as an executive officers of our company. The non-employee director compensation paid to him in fiscal 2014 is reported in the Summary Compensation Table above under the column captioned All Other Compensation.

- (1) Non-employee directors receive an annual retainer fee of \$50,000 plus an additional annual fee of \$15,000 (Compensation Committee and Nominating and Governance Committee) or \$20,000 (Audit Committee) for membership on each committee. The chair of each committee receives an additional annual fee of \$15,000 (Nominating and Governance Committee) or \$25,000 (Audit Committee and Compensation Committee).
- (2) Includes cash payout of \$22.50 for fractional share from stock awards granted to each non-employee director.
- (3) Amounts shown in this column reflect the aggregate full grant date fair value calculated in accordance with FASC Topic 718 for awards granted during the fiscal year.

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- (4) Each non-employee director was granted 9,650 RSUs on May 10, 2013, with a per share fair value of \$22.50 and a full grant date fair value of \$234,978.
- (5) In fiscal years 2014, 2013 and 2012, there were no stock option grants to any person who served as a non-employee director. The outstanding stock options held by each non-employee director at 2014 fiscal year-end were: Mr. Brown (12,000), Mr. Mahoney (36,000), Mr. Miller (36,000) and Mr. Schulman (36,000).
- (6) Mses. Sands and Vautrinot were elected to the Board effective October 22, 2013. Accordingly, they received prorated compensation under the director compensation policies described below.
- (7) Mses. Sands and Vautrinot were granted a prorated award of 4,628 RSUs on October 22, 2013, with a per share value of \$22.04 and a full grant date fair value of \$102,001. A cash payout of \$4.37 for fractional share from the stock award is reported in the Fees Earned or Paid in Cash column in the table above.
- The policy of the Board is that compensation for independent directors should be a mix of cash and equity-based compensation. Symantec does not pay employee directors for Board service in addition to their regular employee compensation. Independent directors may not receive consulting, advisory or other compensatory fees from the Company. The Compensation Committee, which consists solely of independent directors, has the primary responsibility to review and consider any revisions to directors' compensation.

*Director Stock Ownership Guidelines:* Since May 2007, the Compensation Committee has instituted the following stock ownership guidelines to better align our directors' interests with those of our stockholders:

Directors must maintain a minimum holding of 10,000 shares of Company stock;

New directors will have three years to reach the minimum holding level; and

Notwithstanding the foregoing, directors may sell enough shares to cover their income tax liability on vested grants.

*Annual Fees:* In accordance with the recommendation of the Compensation Committee, the Board determined the non-employee directors compensation for fiscal year 2014 as follows:

\$50,000 annual cash retainer

\$15,000 annual fee for committee membership (\$20,000 for Audit membership)

\$25,000 annual fee for chairing a committee of the Board (\$15,000 for chairing the Nominating and Governance Committee)

\$100,000 annual fee for the Lead Independent Director/Independent Chairman

The payment of the annual cash retainer is subject to the terms of the 2000 Director Equity Incentive Plan, as amended, which allows directors to choose to receive common stock in lieu of cash for all or a portion of the retainer payable to each director for serving as a member. We pay the annual retainer fee and any additional annual fees to each director at the beginning of the fiscal year. Directors who join the Company after the beginning of the fiscal year receive a prorated cash payment in respect of their annual retainer fee and fees. These payments are considered earned when paid. Accordingly, we do not require them to be repaid in the event a director ceases serving in the capacity for which he or she

was compensated.

*Annual Equity Awards.* Pursuant to a Non-Employee Director Grant Policy adopted by our Board, each non-employee member of the Board receives an annual award of fully-vested restricted stock under the 2013 Plan having a fair market value on the grant date equal to a pre-determined dollar value, which was \$235,000. The restricted stock awards granted for fiscal year 2014 were granted on May 10, 2013 and are fully vested.

Symantec stock ownership information for each of our directors is shown under the heading Security Ownership of Certain Beneficial Owners and Management on page 26 of this proxy statement.

**THE BOARD RECOMMENDS A VOTE *FOR* ELECTION OF  
EACH OF THE NINE NOMINATED DIRECTORS.**

**Table of Contents****PROPOSAL NO. 2****RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed KPMG LLP ( KPMG ) as Symantec s principal independent registered public accounting firm to perform the audit of Symantec s consolidated financial statements for fiscal year 2014. As a matter of good corporate governance, the Audit Committee has decided to submit its selection of independent audit firm to stockholders for ratification. In the event that this appointment of KPMG is not ratified by a majority of the shares of common stock present or represented at the Annual Meeting and entitled to vote on the matter, the Audit Committee will review its future selection of KPMG as Symantec s independent registered public accounting firm.

The Audit Committee first approved KPMG as our independent auditors in September 2002, and KPMG audited Symantec s financial statements for Symantec s 2014 fiscal year. Representatives of KPMG are expected to attend the meeting with the opportunity to make a statement and respond to appropriate questions from stockholders present at the meeting.

**Principal Accountant Fees and Services**

We regularly review the services and fees from our independent registered public accounting firm, KPMG. These services and fees are also reviewed with the Audit Committee annually. In accordance with standard policy, KPMG periodically rotates the individuals who are responsible for Symantec s audit. Symantec s Audit Committee has determined that the providing of certain non-audit services, as described below, is compatible with maintaining the independence of KPMG.

In addition to performing the audit of Symantec s consolidated financial statements, KPMG provided various other services during fiscal years 2014 and 2013. Symantec s Audit Committee has determined that KPMG s provisioning of these services, which are described below, does not impair KPMG s independence from Symantec. The aggregate fees billed for fiscal years 2014 and 2013 for each of the following categories of services are as follows:

<b>Fees Billed to Symantec</b>	<b>2014</b>	<b>2013</b>
Audit fees(1)	\$ 9,002,082	\$ 8,344,495
Audit related fees(2)	911,038	1,324,300
Tax fees(3)	121,450	74,216
All other fees(4)	91,511	107,408
<b>Total fees</b>	<b>\$ 10,126,081</b>	<b>\$ 9,850,419</b>

The categories in the above table have the definitions assigned under Item 9 of Schedule 14A promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act ), and these categories include in particular the following components:

- (1) *Audit fees* include fees for audit services principally related to the year-end examination and the quarterly reviews of Symantec s consolidated financial statements, consultation on matters that arise during a review or audit, review of SEC filings, audit services performed in connection with Symantec s acquisitions and statutory audit fees.
- (2) *Audit related fees* include fees which are for assurance and related services other than those included in Audit fees.
- (3) *Tax fees* include fees for tax compliance and advice.
- (4) *All other fees* include fees for all other non-audit services, principally for services in relation to certain information technology audits.

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An accounting firm other than KPMG performs supplemental internal audit services for Symantec. Another accounting firm provides the majority of Symantec's outside tax services.



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**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 provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is 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.

All of the services relating to the fees described in the table above were approved by the Audit Committee.

**THE BOARD RECOMMENDS A VOTE *FOR* APPROVAL OF PROPOSAL NO. 2**

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**PROPOSAL NO. 3**

**ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

In accordance with Section 14A of the Exchange Act, stockholders are entitled to cast an advisory vote to approve the compensation of our named executive officers, as disclosed in this proxy statement. Accordingly, you are being asked to vote on the following resolution at the Annual Meeting:

**RESOLVED**, that the compensation paid to Symantec Corporation's named executive officers, as disclosed in this proxy statement pursuant to the Securities and Exchange Commission's compensation disclosure rules, including the Compensation Discussion & Analysis, compensation tables and narrative discussion, is hereby approved.

As described more fully in the Compensation Discussion & Analysis section of this proxy statement, our named executive officers are compensated in a manner consistent with our pay-for-performance philosophy and corporate governance best practices. A few highlights, which are discussed further in the Compensation Discussion & Analysis, are:

We reward performance that meets our performance goals. Our compensation plans do not have guaranteed payout levels, and our named executive officers do not receive any payouts under performance-based cash or equity awards if the goals are not met. For example, for fiscal 2014, none of our named executive officers received a payout under our FY14 Executive Annual Incentive Plans because we did not meet the threshold level of performance. Our compensation plans are also capped to discourage excessive or inappropriate risk taking by our executive officers.

We continue to grant performance-based restricted stock units ( PRUs ) to our named executive officers as a regular part of our annual executive compensation program. We do not award any stock options to our executives.

The long-term equity incentive component of our former CEO's compensation package for fiscal 2014 was composed exclusively of performance-contingent stock units ( PCSUs ), which derive their value on the basis of increases in our stock price.

Our various incentive plans use multiple measures that correlate to stockholder value, such that no single metric is overly emphasized in determining payouts.

Our peer group consists primarily of businesses with a focus on software development or software and engineering-driven companies that compete with us for talent. Our peer group companies are comparable to us in terms of complexity, global reach, revenue and market capitalization.

We have long-standing stock ownership guidelines for our named executive officers, requiring them to hold a minimum value in shares so that they have an even greater financial stake in our company, thereby further aligning the interests of our executive officers with those of our stockholders. We also prohibit the sale of any shares (except to meet tax withholding obligations) if doing so would cause them to fall below the required ownership levels.

We do not provide for gross-ups of excise tax values under Section 4999 of the Internal Revenue Code.

We limit any potential cash severance payments to under 3x our executive officers' total target cash compensation.

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We have clawback provisions in all of our executive compensation plans (providing for the return of any excess compensation received by an executive officer if our financial statements are the subject of a restatement due to error or misconduct).

Our executive officers are prohibited from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities, and are also prohibited from pledging their Symantec stock.

Our equity incentive plan prohibits the repricing or exchange of equity awards without stockholder approval.

We seek stockholder feedback on our executive compensation through an annual advisory vote and ongoing stockholder engagement.

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We believe that our compensation program balances the interests of all of our constituencies – our stockholders, our executive officers, the remainder of our employee base, our business partners and our community – by, among other things, focusing on achievement of corporate objectives, attracting and retaining highly-qualified executive management and maximizing long-term stockholder value. We encourage you to read the Compensation Discussion & Analysis, compensation tables and narrative discussion in this proxy statement.

The vote to approve the compensation of our named executive officers is advisory, and therefore not binding. Although the vote is non-binding, the Compensation Committee and the Board value your opinion and will consider the outcome of the vote in establishing compensation philosophy and making future compensation decisions.

**THE BOARD RECOMMENDS A VOTE *FOR* APPROVAL OF PROPOSAL NO. 3**

**Table of Contents****OUR EXECUTIVE OFFICERS**

The names of our current executive officers, their ages as of August 1, 2014, and their positions are shown below.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Michael A. Brown	55	Interim President and Chief Executive Officer
Amy L. Cappellanti-Wolf	49	Senior Vice President and Chief Human Resources Officer
Mark S. Garfield	43	Senior Vice President and Chief Accounting Officer
Stephen E. Gillett	38	Executive Vice President and Chief Operating Officer
Francis C. Rosch	50	Executive Vice President, Norton Business Unit
Thomas J. Seifert	50	Executive Vice President and Chief Financial Officer
Scott C. Taylor	50	Executive Vice President, General Counsel and Secretary

The Board chooses executive officers, who then serve at the Board's discretion. There is no family relationship between any of the directors or executive officers and any other director or executive officer of Symantec.

For information regarding Mr. Brown, please refer to *Our Board of Directors* above.

*Ms. Cappellanti-Wolf* has served as our Senior Vice President and Chief Human Resources Officer since July 2014. Prior to joining us, she was Chief Human Resources Officer at Silver Spring Networks, Inc., a smart grid products provider, from June 2009 to July 2014. From September 2001 to June 2009, Ms. Cappellanti-Wolf served as Vice President, Human Resources of Cisco Systems, Inc., a networking company. From 2000 to 2001, she served as a Human Resources Director at Sun Microsystems, Inc. Ms. Cappellanti-Wolf served as Human Resources Director for The Walt Disney Company from 1995 to 2000 and held various roles in human resources with Frito-Lay, Inc., a division of PepsiCo, Inc., from 1988 to 1995. She has a bachelor's degree in Journalism from West Virginia University and a master's degree in Industrial and Labor Relations from West Virginia University.

*Mr. Garfield* has served as our Senior Vice President and Chief Accounting Officer since March 2014. Prior to joining us, he was Senior Vice President and Chief Accounting Officer of Brightstar Corporation, a wireless distribution and services company, from February 2013 to March 2014, and as Vice President of Finance from January 2013 to February 2013. Mr. Garfield was Director of Finance at Advanced Micro Devices, a semiconductor company, from August 2010 to December 2012. From August 2001 to August 2010, Mr. Garfield served as Audit Senior Manager and Vice Director of Ernst & Young. Mr. Garfield has a bachelor's degree in business economics from University of California at Santa Barbara.

*Mr. Gillett* has served as our Executive Vice President and Chief Operating Officer since December 2012. He served as a member of our Board from January 2012 to December 2012. Prior to joining us, Mr. Gillett was Executive Vice President and President, Best Buy Digital, Global Marketing and Strategy of Best Buy Co., Inc., from March 2012 to December 2012. From May 2008 to March 2012, Mr. Gillett was Executive Vice President, Digital Ventures and Chief Information Officer at Starbucks, Inc. Mr. Gillett served as Chief Information Officer of Corbis Corporation, a digital media company, from May 2006 to May 2008. Prior to his role at Corbis, Mr. Gillett held senior technology positions with various technology companies including Yahoo! Inc., CNET Networks and Sun Microsystems, Inc. He received a bachelor's degree from University of Oregon and a master's degree in business administration from San Francisco State University.

*Mr. Rosch* has served as our Executive Vice President, Norton Business Unit since June 2014. From February 2013 to June 2014, Mr. Rosch served as our Senior Vice President, Mobility and as Vice President, Trust Services and SSL from August 2010 to January 2013. Prior to joining Symantec, Mr. Rosch held various leadership positions at Verisign, Inc., an Internet infrastructure services company, from August 1998 to August 2010, including most recently as Senior Vice President, Authentication Services. He has a bachelor's degree in industrial engineering from Lehigh University.

*Mr. Seifert* has served as our Executive Vice President and Chief Financial Officer since March 2014. Prior to joining us, he was Executive Vice President and Chief Financial Officer of Brightstar Corporation, a wireless distribution and services company, from December 2012 to March 2014. From October 2009 to August 2012,

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Mr. Seifert was Senior Vice President and Chief Financial Officer at Advanced Micro Devices, Inc., a semiconductor company. From October 2008 to August 2009, he served as Chief Operating Officer and Chief Financial Officer of Qimonda AG, a German memory chip manufacturer, and as Chief Operating Officer from June 2004 to October 2008. He also held executive positions at Infineon AG, White Oak Semiconductor, and Altis Semiconductor. Mr. Seifert has a bachelor's degree and a master's degree in business administration from Friedrich Alexander University and a master's degree in mathematics and economics from Wayne State University.

*Mr. Taylor* has served as our Executive Vice President, General Counsel and Secretary since August 2008. From February 2007 to August 2008, Mr. Taylor served as our Vice President, Legal. Prior to joining Symantec, Mr. Taylor held various legal and administrative positions at Phoenix Technologies Ltd., a provider of core systems software, from January 2002 to February 2007, including most recently as Chief Administrative Officer, Senior Vice President and General Counsel. From May 2000 to September 2001, he was Vice President and General Counsel at Narus, Inc., a venture-backed private company that designs IP network management software. Mr. Taylor is a member of the board of directors of Piper Jaffray Companies. He holds a juris doctorate from George Washington University, and a bachelor's degree from Stanford University.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information, as of August 1, 2014, with respect to the beneficial ownership of Symantec common stock by (i) each stockholder known by Symantec to be the beneficial owner of more than 5% of Symantec common stock, (ii) each member of the Board, (iii) the named executive officers of Symantec included in the Summary Compensation Table appearing on page 49 of this proxy statement and (iv) all current executive officers and directors of Symantec as a group.

Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Percentage ownership is based on 690,310,999 shares of Symantec common stock outstanding as of August 1, 2014 (excluding shares held in treasury). Shares of common stock subject to stock options and restricted stock units vesting on or before September 30, 2014 (within 60 days of August 1, 2014) are deemed to be outstanding and beneficially owned for purposes of computing the percentage ownership of such person but are not treated as outstanding for purposes of computing the percentage ownership of others.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
<b>5% Beneficial Owner</b>		
Dodge & Cox(1)	80,562,067	11.6%
BlackRock, Inc.(2)	45,071,959	6.5
<b>Directors and Named Executive Officers</b>		
Robert S. Miller(3)	209,988	**
Scott C. Taylor(4)	207,291	**
David L. Mahoney(5)	173,840	**
Michael A. Brown(6)	148,153	**
Daniel H. Schulman(7)	146,357	**
Stephen M. Bennett*	100,000	**
Geraldine B. Laybourne	91,739	**
Francis C. Rosch(8)	72,209	**
Frank E. Dangeard	71,495	**
V. Paul Unruh	49,046	**
Stephen E. Gillett	34,687	**
Anita M. Sands	16,636	**
Suzanne M. Vautrinot	15,686	**
Donald J. Rath*	4,426	**
Thomas J. Seifert		
Mark S. Garfield		
James A. Beer*		
Andrew H. Del Matto*		
Francis A. deSouza*		
All current Symantec executive officers and directors as a group (15 persons)(9)	1,237,127	**

\* Former officer.

\*\* Less than 1%.

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- (1) Based solely on a Schedule 13G filing made by Dodge & Cox on February 13, 2014, reporting sole voting and dispositive power over the shares. This stockholder's address is 555 California Street, 40th Floor, San Francisco, CA 94104.



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- (2) Based solely on a Schedule 13G filing made by BlackRock, Inc. on January 30, 2014, reporting sole voting and dispositive power over the shares. This stockholder's address is 40 East 52nd Street, New York, NY 10022.
  
  - (3) Includes 36,000 shares subject to options that will be exercisable as of September 30, 2014.
  
  - (4) Includes 144,000 shares subject to options that will be exercisable as of September 30, 2014.
  
  - (5) Includes 36,000 shares subject to options that will be exercisable as of September 30, 2014.
  
  - (6) Includes 12,000 shares subject to options that will be exercisable as of September 30, 2014.
  
  - (7) Includes 36,000 shares subject to options that will be exercisable as of September 30, 2014.
  
  - (8) Includes 60,500 shares subject to options that will be exercisable as of September 30, 2014.
  
  - (9) Includes 324,500 shares subject to options that will be exercisable as of September 30, 2014.
- Symantec has adopted a policy that executive officers and members of the Board hold an equity stake in the Company. The policy requires each executive officer to hold a minimum number of shares of Symantec common stock. Newly appointed executive officers are not required to immediately establish their position, but are expected to make regular progress to achieve it. The Nominating and Governance Committee reviews the minimum number of shares held by the executive officers and directors from time to time. The purpose of the policy is to more directly align the interests of our executive officers and directors with our stockholders. See "Stock Ownership Requirements" under the Compensation Discussion & Analysis section for a description of the stock ownership requirements applicable to our executive officers.

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

Section 16(a) of the Exchange Act requires Symantec's directors, executive officers and any persons who own more than 10% of Symantec's common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Such persons are required by SEC regulation to furnish Symantec with copies of all Section 16(a) forms that they file.

Based solely on its review of the copies of such forms furnished to Symantec and written representations from the directors and executive officers, Symantec believes that all Section 16(a) filing requirements were met in fiscal year 2014, except that one Form 4 reflecting a grant of restricted stock units to Mark S. Garfield and one Form 4 reflecting vesting of shares under a performance-based restricted stock unit grant for each of Stephen E. Gillett and Scott C. Taylor were filed late.

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**EXECUTIVE COMPENSATION AND RELATED INFORMATION**

**COMPENSATION DISCUSSION & ANALYSIS (CD&A)**

This compensation discussion and analysis describes the material elements of Symantec's executive compensation program for fiscal 2014. For fiscal 2014, our named executive officers (NEOs) include the following current officers:

**Michael A. Brown**, interim President and Chief Executive Officer

**Thomas J. Seifert**, Executive Vice President and Chief Financial Officer

**Stephen E. Gillett**, Executive Vice President and Chief Operating Officer

**Scott C. Taylor**, Executive Vice President, General Counsel and Corporate Secretary  
Our NEOs also include, pursuant to applicable SEC rules, the following former executive officers:

**Stephen M. Bennett**, former President and Chief Executive Officer

**James A. Beer**, former Executive Vice President and Chief Financial Officer

**Francis A. deSouza**, former President, Products and Services

**Andrew H. Del Matto**, former acting Chief Financial Officer and Chief Accounting Officer

**Donald J. Rath**, former interim Chief Financial Officer, interim Chief Accounting Officer and current Vice President, Tax  
*Our Compensation Philosophy and Practices*

The overriding principle driving our compensation programs continues to be our belief that it benefits our employees, customers, partners and stockholders to have management's compensation tied to our current and long-term performance. The following factors demonstrate our continued commitment to pay-for-performance and to corporate governance best practices:

We reward performance that meets our performance goals. Our compensation plans do not have guaranteed payout levels, and our named executive officers do not receive any payouts under performance-based cash or equity awards if the goals are not met. For example, for fiscal 2014, none of our named executive officers received a payout under our FY14 Executive Annual Incentive Plans because we did not meet the threshold level of performance. Our compensation plans are also capped to discourage excessive or inappropriate risk taking by our executive officers.

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We continue to grant performance-based restricted stock units ( PRUs ) to our named executive officers as a regular part of our annual executive compensation program. We do not award any stock options to our executives.

The long-term equity incentive component of our former CEO s compensation package for fiscal 2014 was composed exclusively of performance-contingent stock units ( PCSUs ), which derive their value on the basis of increases in our stock price.

Our various incentive plans use multiple measures that correlate to stockholder value, such that no single metric is overly emphasized in determining payouts.

Our peer group consists primarily of businesses with a focus on software development or software and engineering-driven companies that compete with us for talent. Our peer group companies are comparable to us in terms of complexity, global reach, revenue and market capitalization.

We have long-standing stock ownership guidelines for our named executive officers, requiring them to hold a minimum value in shares so that they have an even greater financial stake in our company, thereby further aligning the interests of our executive officers with those of our stockholders. We also prohibit the sale of any shares (except to meet tax withholding obligations) if doing so would cause them to fall below the required ownership levels.

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We do not provide for gross-ups of excise tax values under Section 4999 of the Internal Revenue Code.

We limit any potential cash severance payments to under 3x our executive officers' total target cash compensation.

We have clawback provisions in all of our executive compensation plans (providing for the return of any excess compensation received by an executive officer if our financial statements are the subject of a restatement due to error or misconduct).

Our executive officers are prohibited from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities, and are also prohibited from pledging their Symantec stock.

Our equity incentive plan prohibits the repricing or exchange of equity awards without stockholder approval.

We seek stockholder feedback on our executive compensation through an annual advisory vote and ongoing stockholder engagement.

### ***Summary of Compensation Matters During Fiscal 2014***

### **Business Changes and Performance in Fiscal 2014**

In fiscal 2014 we implemented a number of operational changes to improve long-term performance and growth for Symantec:

We simplified our organizational structure to reduce complexity, remove redundancies, increase the speed of decision making and improve accountability.

We redesigned our sales coverage model by: (i) splitting our direct field sales team into security and information management specialists; (ii) building a dedicated renewals team to focus on extending and broadening our customer relationships; and (iii) redesigning our global channel strategy to focus on building partner competency, rewarding performance and customer satisfaction.

We changed our product offerings by making our point solutions better, and designed new integrated solutions and expanded our offerings by entering into key partnerships to offer solutions that provide multi-tier protection.

In fiscal 2014, we also experienced significant departures of several of our senior executives, including the following:

Stephen M. Bennett, our former President and Chief Executive Officer, was terminated by the Board on March 19, 2014;

James A. Beer, our former Executive Vice President and Chief Financial Officer resigned effective October 8, 2013;

Andrew H. Del Matto, who served as our former acting Chief Financial Officer and Chief Accounting Officer following Mr. Beer's departure, resigned effective December 31, 2013; and

Francis A. deSouza, our former President, Products and Services resigned effective November 11, 2013.

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In addition to the changes noted above, Donald J. Rath, our current Vice President, Tax, served as our interim Chief Financial Officer and interim Chief Accounting Officer while we searched for a permanent Chief Financial Officer and Chief Accounting Officer from January 1, 2014 to March 17, 2014.

Despite these changes, we have recruited and are retaining a number of talented executives, and continue operating with a strong team of business and technology leaders, including:

Thomas J. Seifert, our Executive Vice President and Chief Financial Officer who joined us on March 17, 2014, brings a wealth of operational and finance experience from a number of global technology companies;

Stephen E. Gillett, our Executive Vice President and Chief Operating Officer, has been key in implementing our operational changes;

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Scott C. Taylor, our Executive Vice President, General Counsel and Corporate Secretary, has been a strong leader and business partner throughout Symantec's transformation; and

We added several new technology executives, who bring valuable skills in holistic information protection product design, integrated IT implementation, cloud infrastructure, eCommerce, and global sales, operations and customer experience.

Michael A. Brown, our interim President and Chief Executive Officer, has been instrumental in maintaining continuity and improving the company's performance as the Board actively searches for a permanent President and Chief Executive Officer. The Board has retained Russell Reynolds (an executive search firm) to assist them in the search for a permanent chief executive officer who, among other things, understands the technology landscape, has expertise in growing a multi-product business at scale, and has a strong record of collaborative leadership.

We also implemented a capital allocation strategy through which we strengthened our commitment to return excess capital to our stockholders using a combination of quarterly cash dividend payments and share repurchases totaling \$918 million, which represented approximately 90% of our free cash flow during fiscal 2014. We returned a total of \$418 million in cash dividends and spent \$500 million to repurchase 21 million shares during fiscal 2014.

In fiscal 2014, Symantec delivered revenue of \$6.7 billion, a year-over-year decline of 3%. We attribute this decline to the significant operational changes we implemented in fiscal 2014, including changes to our go-to-market coverage model. Our non-GAAP net income increased by 8% and non-GAAP diluted earnings per share increased 9% year over year.

**Financial and Compensation Metrics, Performance Achievement and Incentive Plan Earnings**

During fiscal 2014, we used three core financial operating metrics as well as total shareholder returns (TSR) relative to the S&P 500 to assess company performance and determine incentive compensation amounts earned by our officers. The operating metrics used in our executive compensation programs are: non-GAAP operating income, revenue and non-GAAP earnings per share (EPS). These metrics were selected because we believe they are strongly correlated to enterprise value for companies in our sector and support the appropriate behaviors for our leadership team to drive company performance. For a significant portion of the long-term equity incentive compensation component of our regular annual executive compensation program, we also used two other metrics that more directly align the interests of our executive officers to those of our stockholders: our stock price and TSR ranking for our company as compared to the S&P 500. In addition, individual performance was a factor in the potential annual incentive awards of our named executive officers, other than our former CEO, under our Executive Annual Incentive Plan.

As noted above, our fiscal 2014 financial performance was below our expected levels. For our incentive plans, performance and resulting earning levels are as follows:

Incentive Plan	Fiscal 2014 Performance	Incentive Award Outcome
FY14 Executive Annual Incentive Plan	Our non-GAAP operating income(1) was below our threshold level of performance for fiscal 2014	Zero funding and no payouts for our executive officers  We believe this demonstrates our commitment to paying for performance
Fiscal 2014 PRU Grants	Our non-GAAP EPS <sup>(2)</sup> was 99% of our targeted performance level of \$1.89 for the full fiscal year	98% of the targeted number of shares are eligible to be earned, subject to modification on final shares earned based on Symantec's 2- and 3-year relative TSR versus the S&P 500
Fiscal 2014 PCSU Grant (former CEO only)	At no point did our 60-day average stock price achieve the minimum earning threshold level of \$26.79	No shares vested based on performance due to our not achieving the minimum performance hurdle



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- (1) Consistent with the presentation in our quarterly earnings releases and supplemental materials, under our executive compensation programs, we define (i) non-GAAP operating income as gross profits less operating expenses before interest and taxes, adjusted to exclude stock-based compensation expense, restructuring and transition charges, charges related to the amortization of intangible assets, and the related tax impact of these adjustments; and (ii) non-GAAP EPS as diluted net income per share as adjusted to exclude the items described above, as well as non-cash interest expense, value-added tax refunds a tax from the China tax bureau, certain other tax benefits, and the related tax impact of these adjustments.

**NEO Compensation**

Our named executive officers were compensated in a manner consistent with our core pay-for-performance compensation philosophy. The following are some important elements of our named executive officers' compensation for fiscal 2014:

**Majority of pay mix at risk.** For fiscal 2014, approximately 91% of our former CEO's target total direct compensation was at risk and approximately 84% of the target total direct compensation for our other named executive officers (other than our interim CEO, CFO, former acting CFO and former interim CFO), on average, was at risk.

**Long-term incentive compensation linked exclusively to share price for former CEO.** For fiscal 2014, the long-term incentive compensation component of our former CEO's compensation package was comprised exclusively of a PCSU grant that was directly tied to increasing our stock price, and thus was designed to reward our CEO for providing tangible value to our stockholders.

**Short-term incentive compensation linked exclusively to Company financial results.** Our executive annual incentive bonus was structured to emphasize performance. Under the FY14 Executive Annual Incentive Plans, the named executive officers were eligible to receive performance-based incentive bonuses based on our company's achievement of targeted non-GAAP operating income for fiscal 2014, as modified by our company's achievement of targeted revenue during fiscal 2014.

**Long-term incentive compensation is 100% equity-based.** We discontinued using a long-term cash incentive award as a component of our long-term executive compensation program. For fiscal 2014, the long-term compensation component of our named executive officers' compensation packages consisted entirely of long-term equity incentive awards.

**Peer group aligned with competitors for talent and similar business models.** Based in part on feedback obtained from our ongoing engagement with stockholders and their advisers, the Compensation and Leadership Development Committee of the Board (the Compensation Committee) adjusted our peer group to include companies that are more similar to us in terms of complexity, global reach and revenue and market capitalization. They primarily selected businesses with a focus on software development or software and engineering-driven companies that compete with us for executive and broader talent.

**Performance measures are non-duplicative.** We eliminated the duplication of the non-GAAP EPS metric in both the cash annual incentive plan and the PRU equity incentive plan. In fiscal 2014, the cash annual incentive plan metric was non-GAAP operating income, which we believe our executives have a more direct ability to affect.

**Increased stock ownership guidelines.** To enhance the alignment between our executive officers and stockholder interests, in July 2013 we increased the level of our stock ownership guidelines for our Chief Operating Officer and President, Products and Services so that they have a minimum holding requirement of 3x their base salaries.



**Severance of former CEO per employment and equity agreements.** As stated above, our former CEO was terminated effective March 19, 2014. In accordance with his employment agreement, he received a cash severance payment equal to 1.5 times his annual base salary and target bonus, an acceleration of restricted stock units ( RSUs ) and reimbursement of COBRA premiums for eighteen months. He also received acceleration of PCSUs and PRUs in accordance with the terms in his PCSU agreement and PRU agreement, respectively.

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***Say on Pay Advisory Vote on Executive Compensation***

We hold an advisory vote on executive compensation, commonly known as Say-on-Pay, on an annual basis. While these votes are not binding, we believe that it is important for our stockholders to have an opportunity to express their views regarding our executive compensation programs and philosophy as disclosed in our proxy statement on an annual basis. The Compensation Committee values our stockholders' opinions and the Board and the Compensation Committee consider the outcome of each vote when making future compensation decisions for our named executive officers. In addition to the annual advisory vote on executive compensation, we are committed to ongoing engagement with our stockholders on executive compensation matters generally. These engagement efforts take place through telephone calls, in-person meetings and correspondence with our stockholders.

We have received approximately 98%, 97% and 97% of the votes cast on the advisory vote in favor of our executive compensation in fiscal 2011, fiscal 2012 and fiscal 2013, respectively. The Board and the Compensation Committee considered these favorable outcomes and believe they convey our stockholders' support of our existing executive compensation philosophy and programs; therefore, these outcomes did not have a material impact on executive compensation decisions and policies for fiscal 2014. Nonetheless, as noted above, the Compensation Committee introduced a few changes to the structure of our executive compensation programs for fiscal 2014 based on feedback received from a majority of our top 100 investors and their advisers. The Compensation Committee adjusted our peer group as described further on page 34. The Compensation Committee also changed the metrics for our cash annual incentive plans for fiscal 2014 so that the same metrics are not used for our all of our performance-based compensation, including PRU awards, as described starting on page 38.

***Roles of Our Compensation Committee, Executive Officers and Consultants in our Compensation Process***

The Compensation Committee, which is comprised entirely of independent directors, is responsible for overseeing all of Symantec's compensation programs, including the review and recommendation to the independent directors of our Board of all compensation arrangements for our CEO and the review and approval of the compensation payable to our other named executive officers.

The independent directors of the Board evaluate the CEO's performance and the Compensation Committee then reviews and recommends to the independent members of the Board all compensation arrangements for the CEO. After discussion, the independent members of the Board determine the CEO's compensation. The Compensation Committee also discusses the performance of the other named executive officers with the CEO, reviews the compensation recommendations that the CEO submits for the other named executive officers, makes any appropriate adjustments, and approves their compensation. While our CEO provides input and makes compensation recommendations with respect to executive officers other than himself, our CEO does not make recommendations with respect to his own compensation or participate in the deliberations regarding the setting of his own compensation by the Board or the Compensation Committee.

Since fiscal 2004, the Compensation Committee has engaged Mercer, an outside consulting firm, to provide advice and ongoing recommendations on executive compensation matters. The Compensation Committee oversees Mercer's engagement. Mercer representatives meet informally with the Compensation Committee Chair and the Chief Human Resources Officer and also with the Compensation Committee during its regular meetings, including in executive sessions from time to time without any members of management present.

As part of its engagement in fiscal 2014, Mercer provided, among other services, advice and recommendations on the amount and form of executive and director compensation. For example, Mercer evaluated and advised the Compensation Committee on the peer group that the Compensation Committee uses to develop a market composite for purposes of establishing named executive officer pay levels (as described below), the competitiveness of our director and executive compensation programs, the design of awards under and proposed performance metrics and ranges for incentive plans, compensation-related trends and developments in our industry and the broader talent market and regulatory developments relating to compensation practices.

We paid Mercer approximately \$203,500 for executive compensation services in fiscal 2014. In addition, with the Compensation Committee's approval, management engaged and Symantec paid Mercer and its affiliates for other services, including approximately \$2.057 million for other unrelated consulting and business services.

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We also reimbursed Mercer and its affiliates for reasonable travel and business expenses. The Compensation Committee did not review or approve the other services provided by Mercer and its affiliates to Symantec, as those services were approved by management in the normal course of business. Based in part on policies and procedures implemented by Mercer to ensure the objectivity of its executive compensation consultants and the Compensation Committee's assessment of Mercer's independence pursuant to the SEC rules, the Compensation Committee concluded that the consulting advice it receives from Mercer is objective and not influenced by Mercer and its affiliates' other relationships with Symantec and that no conflict of interest exists that will prevent Mercer from being independent consultants to the Compensation Committee.

The Compensation Committee establishes our compensation philosophy, approves our compensation programs and solicits input and advice from several of our executive officers and Mercer. As mentioned above, our CEO provides the Board of Directors and the Compensation Committee with feedback on the performance of our executive officers and makes compensation recommendations (other than with respect to his own compensation) that go to the Compensation Committee for their approval. Our CEO, Chief Human Resources Officer and General Counsel regularly attend the Compensation Committee's meetings to provide their perspectives on competition in the industry, the needs of the business, information regarding Symantec's performance, and other advice specific to their areas of expertise. In addition, at the Compensation Committee's direction, Mercer works with our Chief Human Resources Officer and other members of management to obtain information necessary for Mercer to make their own recommendations as to various matters as well as to evaluate management's recommendations.

### **FACTORS WE CONSIDER IN DETERMINING OUR COMPENSATION PROGRAMS**

We apply a number of compensation policies and analytic tools in implementing our compensation principles. These policies and tools guide the Compensation Committee in determining the mix and value of the compensation components for our named executive officers, consistent with our compensation philosophy. They include:

**Focus on Pay-for-Performance:** Our executive compensation program is designed to reward executives for results. As described below, the pay mix for our named executive officers emphasizes variable pay in the form of short-term cash and long-term equity awards. For cash awards, short-term results are measured by non-GAAP operating income, annual revenue and, for all our named executive officers other than our CEO, individual performance. A significant portion of equity grants for our named executive officers other than our CEO are directly performance based, with base-level grants set by performance versus non-GAAP EPS targets, modified over an extended term by the achievement of the total stockholder return ranking for our company as compared to the S&P 500. The value of the remainder equity grants to our named executive officers other than our CEO is determined by performance as reflected in our absolute company share price.

**A Total Rewards Approach:** Elements of the total rewards offered to our executive officers include base salary, short- and long-term incentives including equity awards, health benefits, a deferred compensation program and a consistent focus on individual professional growth and opportunities for new challenges.

**Appropriate Market Positioning:** Our general pay positioning strategy is to target the levels of base salary, annual short-term cash incentive structure and long-term equity incentive opportunities and benefits for our named executive officers with reference to the relevant market data for each position. The Compensation Committee may set the actual components for an individual named executive officer above or below the positioning benchmark based on factors such as experience, performance achieved, specific skills or competencies, the desired pay mix (e.g., emphasizing short- or long-term results), and our budget.

**Competitive Market Assessments:** Market competitiveness is one factor that the Compensation Committee considers each year in determining a named executive officer's overall compensation package, including pay mix. The Compensation Committee relies on various data sources to evaluate the market competitiveness of each pay element, including publicly-disclosed data from a peer group of companies (see discussion below) and published survey data from a broader set of information technology companies that the Compensation Committee, based on the advice of Mercer, believes represent Symantec's competition in the broader talent market. The peer group's proxy statements provide detailed pay data for the top five positions. Survey data, which we obtain from the Radford Global Technology Survey and Radford Global Sales Survey, provides compensation information on

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a broader group of executives and from a broader group of information technology companies, with positions matched based on specific job scope and responsibilities. The Compensation Committee considers data from these sources as a framework for making compensation decisions for each named executive officer's position.

The information technology industry in which we compete is characterized by rapid rates of change and intense competition from small and large companies, and the companies within this industry have significant cross-over in leadership talent needs. As such, we compete for executive talent with leading software and services companies as well as in the broad information technology industry. We particularly face intense competition with companies located in the geographic areas where Symantec operates, regardless of specific industry focus or company size. Further, because we believe that stockholders measure our performance against a wide array of technology peers, the Compensation Committee uses a peer group that consists of a broader group of high technology companies in different market segments that are of a comparable size to us. The Compensation Committee uses this peer group, as well as other relevant market data, to evaluate named executive officer pay levels (as described above).

The Compensation Committee reviews our peer group on an annual basis, with input from Mercer, and the group may be adjusted from time to time based on, among other inputs, a comparison of revenues, market capitalization, industry and peer group performance. Our Compensation Committee adjusted our peer group for fiscal 2014 based in part on feedback obtained from a majority of our top 100 investors and their advisers, as well as input from Mercer, and after taking into consideration what is appropriate for our company, stockholders and management team. The following criteria were used to select our updated peer group:

Businesses with an intense software development focus

Similar breadth of complexity and global reach as Symantec

Annual revenue of \$1.5 billion – \$20.0 billion

Market capitalization of \$4.0 billion – \$61.0 billion

Software and engineering-driven companies in the Silicon Valley or elsewhere with which we compete for executive and broader talent. Based on the new selection criteria discussed above, the following companies were removed from our peer group because they no longer fit the revenue, market cap size or industry selection criteria: Analog Devices, Inc., Apple Inc., Harris Corporation, Juniper Networks, Inc., Lexmark International, Inc., Oracle Corporation, Qualcomm Incorporated and Seagate Technology Pty.

Additionally, the following ten companies were added to our peer group because they fit the new selection criteria: Activision Blizzard, Inc., Autodesk, Inc., BMC Software, Inc., Citrix Systems, Inc., eBay Inc., Intuit Inc., Nuance Communications, Inc., salesforce.com, inc., Synopsys, Inc. and VMWare, Inc.

The Compensation Committee has used the below peer group in setting the compensation for our named executive officers, except for our current interim CEO, for fiscal 2014:

<b>Fiscal 2014 Symantec Peer Group</b>		
Activision Blizzard, Inc.	eBay Inc.	Nuance Communications, Inc.
Adobe Systems Incorporated	Electronic Arts Inc.	salesforce.com, inc.
Autodesk, Inc.	EMC Corporation	Synopsys, Inc.
BMC Software, Inc.	Intuit Inc.	VMware, Inc.
CA, Inc.	NetApp, Inc.	Yahoo! Inc.
Citrix Systems, Inc.		

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The Compensation Committee uses these peer companies for comparative purposes, as discussed above. In fiscal 2014, compensation for individual executive officers was not dependent on how we performed relative to these peers with respect to particular financial metrics. Further information regarding the financial results and performance of any of the peer companies may be found in periodic reports those companies file with the SEC.

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**Appropriate Pay Mix:** Consistent with our pay-for-performance philosophy, our executive officers' compensation is structured with a large portion of their total direct compensation paid based on the performance of our company and the individual. In determining the mix of the various reward elements and the value of each component, the Compensation Committee takes into account the executive's role, the competitiveness of the market for executive talent, company performance, individual performance, internal pay equity and historical compensation. In making its determinations with regard to compensation, the Compensation Committee reviews the various compensation elements for the CEO and our other named executive officers (including base salary, target annual bonus, and the value of vested and unvested equity awards actually or potentially issued).

The percentage of an executive officer's compensation opportunity that is at-risk, or variable instead of fixed, is based primarily on the officer's level of influence at Symantec. Executive officers generally have a greater portion of their pay at risk through short- and long-term incentive programs than the rest of our employee population because of their relatively greater responsibility and ability to influence our company's performance. Typically, a materially higher proportion of the CEO's compensation opportunity is at-risk relative to our other named executive officers because the nature of his role and ability to influence our company's performance. As illustrated by the following charts, for fiscal 2014, approximately 91% of our former CEO's target total direct compensation (sum of base salary, target annual incentive and grant date fair value of equity award) was at-risk, and on average approximately 84% of our other named executive officers' (excluding our former CEO, current interim CEO, CFO, former acting CFO and former interim CFO) compensation opportunity was at-risk compensation.

**Form and Mix of Long-Term Equity Incentive Compensation:** The long-term equity incentive compensation component of our regular annual executive compensation program consists of PRUs and RSUs for all of our named executive officers, except for our CEO. Our former CEO's long-term equity incentive compensation for 2014 consisted of PCSUs only, and our current interim CEO did not receive any long-term equity incentive compensation for fiscal 2014. We allocated all of the value of our former CEO's target total long-term equity incentive award in the form of PCSUs, as depicted in the chart above. We believed these allocations would strike the appropriate balance between performance and retention for long-term equity incentive awards. We no longer offer stock options as a regular part of our annual executive compensation program and we may further adjust the mix and forms of equity award we offer to our named executive officers, including the CEO, in the future.

For fiscal 2014, our former CEO received approximately 77% of the value of his target total direct compensation in the form of PCSUs. Other named executive officers (excluding our former CEO, current interim CEO, CFO, former acting CFO and former interim CFO), received on average, approximately 38% of the target value of their equity compensation in the form of PRUs and 30% in RSUs.

These percentages (and other percentage-based equity awards values discussed below) are based on the grant date fair value of the shares of common stock underlying the RSUs, and the grant date fair value of the PRUs and PCSUs at the target level award size. The awards made to our named executive officers, other than the

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CEO, are determined by the Compensation Committee after reviewing recommendations made by the CEO. In determining its recommendations to the independent directors of the Board, in the case of CEO compensation, and in making compensation decisions with respect to other named executive officers, the Compensation Committee may consider factors such as the individual's responsibilities, the individual's performance, industry experience, current pay mix, total compensation competitiveness, long-term equity and cash awards previously granted to the individual, retention considerations, and other factors.

**Compensation Risk Assessment:** The Compensation Committee, in consultation with Mercer, has conducted its annual risk analysis on Symantec's compensation policies and practices, and does not believe that our compensation programs encourage excessive or inappropriate risk taking by our executives or are reasonably likely to have a material adverse effect on Symantec.

**COMPENSATION COMPONENTS**

The major components of compensation for our named executive officers during fiscal 2014 were: (i) base salary, (ii) short-term cash incentive awards, and (iii) long-term equity incentive awards.

**I. Base Salary**

The Compensation Committee reviews the named executive officers' salaries annually as part of its overall competitive market assessment and may make adjustments based on talent, experience, performance, contribution levels, individual role, positioning relative to market, and our overall salary budget. The independent members of the Board of Directors review the CEO's salary in executive session (*i.e.*, without any executives present), and changes are considered in light of market pay assessments and the Board's annual CEO performance evaluation, in each case without the participation of our CEO. In setting the base salaries for the other named executive officers, the Compensation Committee also considers the recommendations of the CEO based upon his annual review of their performance. Although the Compensation Committee takes into account the factors and information described above during its review and determination of the base salary for each executive officer, it does not assign a specific weight to any element and does not measure individual performance against an objective standard in the evaluation of an executive officer's base salary. Instead, these reviews and determinations are based on the Compensation Committee's subjective judgment taking into account all available information, including the competitive market assessment.

In connection with the appointment of our current interim Chief Executive Officer in March 2014, the independent members of the Board negotiated an employment arrangement with him that provides for a base salary of \$100,000 per month for as long as he serves as interim Chief Executive Officer. In negotiating and setting his base salary, the Board considered the nature and importance of his responsibilities to maintain and improve the performance of our company as we search for a permanent Chief Executive Officer, as well as the expected time horizon for the CEO search. The Board also took into consideration his talents, leadership experience and track record as a CEO. The independent members of the Board did not benchmark other companies' pay practices in similar situations, but did determine that this arrangement was fair and reasonable in view of their qualitative assessment of Mr. Brown's expected contributions in his role, our business needs and the potential costs and benefits.

The Compensation Committee used a different approach to determine Mr. Seifert's annual base salary. In his case, the Compensation Committee targeted the level of his annual base salary with reference to his annual base salary with his then-current employer.

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Base salaries for Messrs. Gillett, Taylor, Bennett, Beer and deSouza remained the same from the previous year, as their annual base salaries were deemed effective in continuing to achieve the Compensation Committee's goals for this component of executive compensation. Following Mr. Beer's departure, Mr. Del Matto was appointed as our Acting Chief Financial Officer in October 2013 at which time he received a 7.3% increase in recognition of his increased responsibilities. The following table presents each named executive officer's base salary for fiscal 2014 as compared to fiscal 2013:

Name of NEO	Change in Salary	FY14 Annual Salary (\$)	Description
Michael A. Brown	n/a	1,200,000(1)	Mr. Brown was appointed interim President and Chief Executive Officer in March 2014 with a salary of \$100,000 per month during his term as interim President and Chief Executive Officer.
Thomas J. Seifert	n/a	720,000(2)	Mr. Seifert was hired as Executive Vice President and Chief Financial Officer in March 2014. His base salary is equal to the base salary he had with his former employer.
Stephen E. Gillett		875,000	Mr. Gillett did not receive a base salary increase in fiscal 2014. The Compensation Committee deems his salary as competitive and appropriate for his position.
Scott C. Taylor		420,000	Mr. Taylor did not receive a base salary increase in fiscal 2014. The Compensation Committee deems his salary as competitive and appropriate for his position.
<b>Former Officers</b>			
Stephen M. Bennett		1,000,000	Mr. Bennett did not receive a base salary increase in fiscal 2014.
James A. Beer		700,000	Mr. Beer did not receive a base salary increase in fiscal 2014.
Francis A. deSouza		700,000	Mr. deSouza did not receive a base salary increase in fiscal 2014.
Andrew H. Del Matto	7.3%	365,000(3)	Mr. Del Matto's annual base salary for substantially all of his employment during fiscal 2014 was \$340,000. He did not receive a salary increase for fiscal 2014 until he received a 7.3% increase in October 2013 in connection with his appointment as Acting Chief Financial Officer.
Donald J. Rath	4.8%	325,000	Mr. Rath received a 4.8% increase in base salary as part of his FY13 annual review process in his role as Vice President, Tax.

(1) Mr. Brown received a prorated salary of \$36,364 based on his period of employment as our interim President and Chief Executive Officer in fiscal 2014. During fiscal 2015, the independent members of the Board increased Mr. Brown's salary to \$200,000 per month, effective June 1, 2014, to reflect the increased effort and time commitment required of Mr. Brown.

(2) Mr. Seifert received a prorated salary of \$30,000 based on his period of employment as our Executive Vice President and Chief Financial Officer in fiscal 2014.

(3) Mr. Del Matto received a salary of \$259,167 in fiscal 2014. This amount reflects payments based on his original base salary of \$340,000 for the first seven months of fiscal 2014 and his adjusted salary until his resignation in December 2013.



**Table of Contents****II. Executive Annual Incentive Plan**

The Executive Annual Incentive Plans for our executive officers are adopted pursuant to the Senior Executive Incentive Plan ( SEIP ) most recently approved by our stockholders in 2013. The Executive Annual Incentive Plans adopted under the SEIP are annual cash incentive plans that are designed to reward named executive officers (and other participants) for generating strong financial results for our Company in the short term. To support collaboration within the senior leadership group, all named executive officers earn incentive compensation based on performance against pre-determined corporate goals described below. The Compensation Committee typically measures the achievement of named executive officers (other than our CEO) against individual performance targets as well.

**Executive Annual Incentive Plan Target Opportunities:** Under the Executive Annual Incentive Plans for a given fiscal year, each named executive officer has a target award opportunity, expressed as a percentage of base salary, with the ability to earn above or below that target based on actual performance. Target award opportunities for our Executive Annual Incentive Plans are established by the Compensation Committee using peer group and survey data and taking into account other factors, such as internal equity and competitive pressures affecting retention. The following table presents each named executive officer's target bonus opportunity (on an actual and percentage of base salary basis) for fiscal 2014:

	FY14 Target % of Base	FY14 Target (\$)
Michael A. Brown	n/a	n/a(1)
Thomas J. Seifert	n/a	n/a(1)
Stephen E. Gillett	125	1,093,750
Scott C. Taylor	65	273,000
<b>Former Officers</b>		
Stephen M. Bennett	150	1,500,000
James A. Beer	100	700,000
Francis A. deSouza	125	875,000
Andrew H. Del Matto	60	211,066
Donald J. Rath	40	128,612

(1) Messrs. Brown and Seifert did not participate in the Executive Annual Incentive Plans in fiscal 2014.

In general, the award opportunities for fiscal 2014 were determined based on the relevant market data, desired market positions, the desired mix between cash and equity-based incentive pay, internal pay equity goals, and the role of the named executive officer.

At the time award opportunities are established, there is no assurance that the amount of the target awards will be realized. As explained below, each named executive officer must achieve threshold performance for each metric established in the named executive officer's executive annual incentive plan to receive any payment for such metric. The payout under the Executive Annual Incentive Plan is also capped at different levels based on the relevant performance metric.

**Executive Annual Incentive Plan Performance Measures and Target Setting:** Executive Annual Incentive Plan performance targets are established at or about the beginning of each plan year. Our management develops proposed goals with reference to a variety of factors, including our historical performance, internal budgets, market and peer performance, and external expectations for our performance. The Compensation Committee reviews, adjusts as necessary, and approves the goals, the range of performance, and the weighting of the goals. Following the end of each fiscal year, the Compensation Committee reviews our actual performance against the performance measures established in the fiscal year's Executive Annual Incentive Plans (after making any appropriate adjustments to such measures for the effects of corporate events that were not anticipated in establishing the performance measures), determines the extent of achievement and approves the payment of annual cash incentives, if warranted.

For fiscal 2014, the Executive Annual Incentive Plan was funded by two primary measures: non-GAAP operating income and revenue. The primary funding metric is non-GAAP operating income. This metric was



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selected as we believe it is a significant indicator of shareholder value creation, and improving profitability was a strategic focus in fiscal 2014. It is also a metric that can be measured at various sub-business unit levels within our company. Any funding generated by the non-GAAP operating income achievement would be modified up or down based upon revenue achievement versus goals. Revenue was used as a secondary modifier in fiscal 2014 because revenue growth was considered to be a secondary strategic priority as our business underwent its organization changes as noted in the Executive Summary above.

The determination of achievement of the non-GAAP operating income and revenue metrics is formulaic, while the individual performance metric is determined based on a qualitative evaluation of the individual's performance against pre-established objectives with input from our CEO. In rating the individual's performance, the Compensation Committee gives weight to the input of our CEO, but final decisions about the compensation of our named executive officers are made solely by the Compensation Committee. Although the Compensation Committee has the discretion to adjust awards as appropriate, it did not exercise such discretion for fiscal 2014.

For the non-GAAP operating income metric, for every 1% achievement above target the initial funding of the named executive officer's target bonus opportunity increases by 10%; for every 1% underachievement below target the funding decreases by 6%; there is no funding if the achievement is below 95%; and the funding is capped at 200% of target for achievement at or above 110%. For the revenue modifier metric, for every 1% achievement above target the initial funding amount increases by 2.5%; for every 1% achievement under target the funding decreases by 10%; there is no funding if the achievement is below 95%; and the modifier percentage is capped at 10% for achievement at or above 104%. The actual individual payouts are further modified based on the individual performance factor generally in the range of 0-140% based on the performance achievement against pre-established goals for the fiscal year. The following table summarizes the foregoing discussion of threshold, target and maximum performance levels and the relative funding levels at each level under the FY14 Executive Annual Incentive Plans:

	<b>Non-GAAP Operating Income (%)</b>	<b>Revenue Modifier (%)</b>	<b>Individual Performance Modifier (%)</b>	<b>Total Payout as a Percentage of Target (%)</b>
Threshold	70	-40	35	14.7
Target	100	0	100	100
Maximum	200	10	140	308

We used the above performance metrics because:

Over time, we believe that non-GAAP operating income and revenue measures have strongly correlated with stockholder value creation for Symantec;

the non-GAAP operating income and revenue measures are transparent to investors and are included in our quarterly earnings releases and supplemental materials;

the non-GAAP operating income and revenue measures are designed to balance growth and profitability; and

the performance goals used for the individual performance component align with our operational and strategic objectives. Non-GAAP operating income and revenue performance targets were established based on a range of inputs, including external market economic conditions, growth outlooks for our product portfolio, the competitive environment, our internal budgets, and market expectations.

The individual award is determined based on an assessment of individual performance results and impact against both quantitative and qualitative expectations for the executive's role.

An executive's performance is evaluated based on both quantitative and qualitative results in the following area:

financial and operational goals for their area of responsibility and the entire company;

leadership qualities as well as functional competencies and knowledge for their area of responsibility; and

development and management of their team of employees.

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Leadership skills are a common component to each of these objectives and are a significant factor in the assessment of individual performance. The executive's willingness to contribute to cross-functional initiatives outside his or her primary area of responsibility, and the executive's contribution to our company's performance-based culture, are also extremely important aspects of the individual performance assessment.

The CEO evaluates the performance level of each named executive officer's performance against the pre-determined goals following the end of fiscal year and then makes a recommendation to the Compensation Committee. The Compensation Committee then reviews the CEO's compensation recommendations for the other named executive officers, makes any appropriate adjustments, and approves their compensation.

**Achievement of Fiscal Year 2014 Performance Metrics:**

For fiscal 2014, our non-GAAP operating income target was \$1,925 million and our revenue target was \$6,949 million. The Compensation Committee determined that we achieved 93.9% of the non-GAAP operating income metric and 96.4% for the revenue metric. Since we did not meet the threshold level performance for the non-GAAP operating income metric (95.0% of target), the FY14 Executive Annual Incentive Plan for the named executive officers was not funded. For purposes of calculating achievement of these metrics, consistent with the presentation of non-GAAP operating income in our quarterly supplemental materials, foreign exchange movements were held constant at plan rates, pursuant to the terms of the plans. If we had achieved at least the threshold level of achievement for the non-GAAP operating income metric, the revenue modifier would have been (30%).

For fiscal 2014, the Compensation Committee did not evaluate achievement of the individual performance metrics for Messrs. Gillett, Taylor and Rath because the FY14 Executive Annual Incentive Plans pool was not funded as a result of our underperformance with respect to the non-GAAP operating income metric as described above. Also, as noted below, Messrs. Brown and Seifert did not participate in the Executive Annual Incentive Plans since Mr. Brown's role is interim CEO and Mr. Seifert joined our company less than a month before our fiscal year end. Our named executive officers' fiscal 2014 annual incentive payout level by performance metric, total payout as percentage of target opportunity and total payout amounts are provided in the table below:

	Non-GAAP Operating Income Funding	Revenue Modifier Funding	Individual Performance Modifier Funding	Payout Amount (\$)
Michael A. Brown	n/a	n/a	n/a	n/a(1)
Thomas J. Seifert	n/a	n/a	n/a	n/a(1)
Stephen E. Gillett				
Scott C. Taylor				
<b>Former Officers</b>				
Stephen M. Bennett				n/a(2)
James A. Beer	n/a	n/a	n/a	n/a(2)
Francis A. deSouza	n/a	n/a	n/a	n/a(2)
Andrew H. Del Matto	n/a	n/a	n/a	n/a(2)
Donald J. Rath				

(1) Messrs. Brown and Seifert did not participate in the Executive Annual Incentive Plans in fiscal 2014.

(2) Messrs. Bennett, Beer, Del Matto and deSouza were not eligible for an award since they were not employed with us at the end of fiscal 2014.

**III. Equity Incentive Awards**

The primary purpose of our equity incentive awards is to align the interests of our named executive officers with those of our stockholders by rewarding the named executive officers for creating stockholder value over the long-term. By compensating our executives with equity incentive awards, our executives hold a stake in the Company's financial future. The gains realized in the long term depend on our executives' ability to drive the financial performance of the Company. Equity incentive awards are also a useful vehicle for attracting and retaining executive talent in

our competitive talent market.

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Our 2004 Equity Incentive Plan (the "2004 Plan") and 2013 Equity Incentive Plan (the "2013 Plan") provide for the award of stock options, stock appreciation rights, restricted stock, and restricted stock units (including PRUs and PCSUs). For fiscal 2014, the equity incentive component of our executive compensation program consisted of PRUs and RSUs for all of our named executive officers and PCSUs for our former CEO (as described in more detail below, including under the Summary Compensation Table and Grants of Plan-Based Awards table on pages 49 and 55, respectively). We also offer all employees the opportunity to participate in the 2008 Employee Stock Purchase Plan, which allows for the purchase of our stock at a discount to the fair market value through payroll deductions. This plan is designed to comply with Section 423 of the Code. During fiscal 2014, five of the named executive officers participated in the 2008 Employee Stock Purchase Plan.

We seek to provide equity incentive awards that are competitive with companies in our peer group and the other information technology companies that the Compensation Committee includes in its competitive market assessment. As such, we establish target equity incentive award grant guideline levels for the named executive officers based on competitive market assessments. When making annual equity awards to named executive officers, we consider corporate results during the past year, the role, responsibility and performance of the individual named executive officer, the competitive market assessment described above, prior equity awards, and the level of vested and unvested equity awards then held by each named executive officer. In making equity awards, we also generally take into consideration gains recognizable by the executive from equity awards made in prior years. Mercer provides the Compensation Committee with market data on these matters, as well as providing to the Compensation Committee summaries of the prior grants made to the individual named executive officers.

As discussed below, the Compensation Committee believes that for fiscal 2014, a mix of RSUs and PRUs (and, in the case of our former CEO, PCSUs) is the appropriate long-term equity incentive for named executive officers, and stock options are no longer granted to the named executive officers as a regular part of our annual executive compensation program. For fiscal 2014, approximately 77% of our former CEO's target total direct compensation (sum of base salary, target annual incentive and grant date fair value of equity awards) was granted in the form of PCSUs. In addition, on average, 38% of our named executive officers (other than our current interim CEO, our former CEO, CFO, former acting CFO and former interim CFO) target total direct compensation was granted in the form of PRUs and approximately 30% in the form of RSUs. This mix of equity incentive awards reflected our philosophy to allocate an equal target value of PRUs and RSUs to our named executive officers (other than our CEO).

**Restricted Stock Units (RSUs):** RSUs represent the right to receive one share of Symantec common stock for each RSU vested upon the settlement date, which is the date on which certain conditions, such as continued employment with us for a pre-determined length of time, are satisfied. The Compensation Committee believes that RSUs align the interests of the named executive officers with the interests of the stockholders because the value of these awards appreciates if the trading price of our common stock appreciates, and these awards also have retention value even during periods in which our trading price does not appreciate, which supports continuity in the senior management team.

Shares of our stock are issued to RSU holders as the awards vest. The vesting schedule for RSUs granted to our named executive officers in fiscal 2014 provided that each award vests in four equal annual installments.

**Performance-based Restricted Stock Units (PRUs):** The Compensation Committee grants PRUs in furtherance of our pay for performance philosophy. Implementation of this program represents an important step taken by our Compensation Committee to continue to drive a pay-for-performance culture with a component directly linked to our total stockholder return over two and three-year periods. Unlike our restricted stock unit awards, the shares underlying the PRUs awarded for fiscal 2014 are eligible to be earned only if we achieve a threshold of non-GAAP EPS. Depending on our achievement of this metric, 0% to 133% of the target shares will be eligible to be earned at the end of fiscal 2015 and 2016, based on, and subject to further adjustment as a result of, the achievement of the TSR ranking for our company as compared to the S&P 500. If any target shares become eligible (the "eligible shares") to be earned in fiscal 2015 and 2016 as a result of achievement of the non-GAAP EPS metric for fiscal 2014, then 50% to 150% of one-half of the eligible shares may be earned based on the achievement of the TSR goal for the two years ended April 3, 2015 and 50% to 150% of one-half of the eligible shares (plus any eligible shares not earned on April 3, 2015 if less than 100% of the TSR goal is achieved).

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for the two-year period then ended) may be earned based on the achievement of the TSR goal for the three years ended April 1, 2016. Subject to certain exceptions (including acceleration of vesting upon a change in control of our company under the terms of the Symantec Executive Retention Plan, as amended), the award shall vest, if at all, only at the end of the third year of the performance period (i.e., fiscal 2016), and the named executive officer must be employed by us at the end of such period in order to vest in the award. The following table summarizes the foregoing discussion of threshold, target and maximum performance levels and payouts at each level:

	<b>EPS Performance as a Percentage of Target (%)</b>	<b>EPS Payout as a Percentage of Target (%)</b>	<b>TSR Percentile Rank against S&amp;P500</b>	<b>TSR Payout as a Percentage of Target (%)</b>
Threshold Level Payout %	70%	50%	35th	50%
Target Level Payout %	100%	100%	50th	100%
Maximum Payout %	120%	133%	75th	150%

For fiscal 2014, our non-GAAP EPS target under the PRUs was \$1.89 per share. The Compensation Committee determined that we achieved 99% of this metric, resulting in 98% of the target shares becoming eligible to be earned based on achievement of the multi-year relative TSR performance goals under the PRUs. Pursuant to the terms of these awards, each NEO will be eligible to receive at least half of the eligible shares if he remains employed by Symantec through the last day of fiscal 2016 even if we fail to achieve those TSR performance goals, and could receive up to 150% of such shares, depending upon the degree to which we achieve of those goals and the same employment condition is met.

Below is the summary of our PRU performance metrics achievements since fiscal 2012. The PRU awards granted in fiscal 2012 finished the 3-year performance period at the end of fiscal 2014 resulting in an overall payout of 89% of the target award level.

<b>Grant Year</b>	<b>Non-GAAP EPS Performance</b>		<b>2-Year TSR</b>		<b>3-Year TSR</b>		<b>Overall Payout</b>
	<b>as % of Target</b>	<b>Eligible Shares as % of Target Shares</b>	<b>S&amp;P 500 Percentile Ranking</b>	<b>Payout as % of Targets</b>	<b>S&amp;P 500 Percentile Ranking</b>	<b>Payout as % of Targets</b>	
Fiscal 2012 Award	99%	97%	67th	134%	19th	50%	89%
Fiscal 2013 Award	108%	112%	17th	50%		TBD	
Fiscal 2014 Award	99%	98%			TBD		

**Performance-Contingent Stock Units (PCSU)** Beginning in fiscal 2013, the independent members of the Board approved PCSUs, a new component in our former CEO's compensation that directly tied to increasing our stock price, which rewards our former CEO for providing direct value to our stockholders. For fiscal 2014, Mr. Bennett's long-term equity compensation consisted exclusively of 782,414 PCSUs granted under the 2004 Plan, as compared to 115,000 PRUs, 115,000 RSUs and 450,000 PCSUs granted to Mr. Bennett during fiscal 2013. These grants were within the applicable annual limits on the size of awards under the 2004 Plan of 6,000,000 shares (1,200,000 RSUs) for new employees and 4,000,000 shares (800,000 RSUs) for existing employees, in each case after giving effect to the 2-for-1 stock split that went into effect in November 2004.

The PCSUs granted to Mr. Bennett in fiscal 2014 were designed to vest and settle, if at all, as follows: (i) one-third of the PCSUs shall vest following the fiscal year ended March 28, 2014 if the highest average closing stock price for any 60 consecutive trading days during such year (the Average Closing Price) exceeds \$26.79; (ii) one-third of the PCSUs (plus any PCSUs that did not vest during the period described under (i) above) shall vest following the fiscal year ended April 3, 2015 if the Average Closing Price during the two fiscal years then ended exceeds \$30.01; (iii) one-third of the PCSUs (plus any PCSUs that did not vest during the period described under (ii) above) shall vest following the fiscal year ended April 1, 2016 if the Average Closing Price during the three fiscal years then ended exceeds \$33.61; and (iv) any shares that did not vest during the period described in (iii) above shall vest following the fiscal year ended March 31, 2017 if the Average Closing Price for the 60 consecutive trading days ending on the final trading day of such fiscal year exceeds \$37.64 (with proportional vesting possible following such fiscal year to the extent that the Average Closing Price for such 60 trading day period exceeds \$31.57). In general, except as set forth below, vesting of the PCSUs would have ceased in the event that Mr. Bennett was no longer providing active service to the Company or a subsidiary or



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affiliate thereof. However, the awards provided that Mr. Bennett was entitled to certain vesting benefits upon the involuntary termination of his employment without cause, upon his voluntary termination of employment with good reason, or upon a change in control of our company.

The stock price performance goals were established based on a TSR compound annual growth rate of 12%:

Performance Cycle	TSR	Goal
FY14	10%	\$ 26.79
FY15	12%	\$ 30.01
FY16	12%	\$ 33.61
FY17 (catch up period)	12%	\$ 37.64

In fiscal 2014, the Average Closing Price goal was not achieved so no PCSU awards were payable. However, all of the PCSUs were released to Mr. Bennett as a result of his involuntary termination on March 19, 2014.

The following table summarizes the number of shares granted in fiscal 2014, value of each award and the total value of the equity awards for each named executive officer as of the Grant Date (all values of restricted stock unit awards are based upon the closing price for a share of our common stock of \$24.15 on May 20, 2013, except for one RSU grant to Mr. Taylor made on February 10, 2014 with a closing price of \$20.89 per share).

	Target PRUs (#)	PRU Value at Grant Date (\$)	RSUs (#)	RSU Value at Grant Date (\$)	PCSU (#)	PCSU Value at Grant Date (\$)	Total Target Equity Incentive Awards Value at Grant Date (\$)
Michael A. Brown	(1)	(1)	(1)	(1)			
Thomas J. Seifert	(1)	(1)	(1)	(1)			
Stephen E. Gillett	73,624	1,916,138	49,083	1,185,354			3,101,493
Scott C. Taylor	24,541	638,704	67,866	1,497,724			2,136,428
<b>Former Officers</b>							
Stephen M. Bennett	(2)	(2)	(2)	(2)	782,414	8,272,725	8,272,725
James A. Beer	66,262	1,724,535	44,174	1,066,802			2,791,337
Francis A. deSouza	83,441	2,171,635	55,627	1,343,392			3,515,028
Andrew H. Del Matto	10,226	266,142	10,226	246,958			513,100
Donald J. Rath	4,499	117,091	6,749	162,988			280,079

(1) Messrs. Brown and Seifert did not receive a PRU or RSU grant due to their March 2014 start dates.

(2) The only equity grant Mr. Bennett received in fiscal 2014 was a PCSU grant.

**Burn Rate and Dilution:** We closely manage how we use our equity to compensate employees. We think of *gross burn rate* as the total number of shares granted under all of our equity incentive plans during a period divided by the weighted average number of shares of common stock outstanding during that period and expressed as a percentage. We think of *net burn rate* as the total number of shares granted under all of our equity incentive plans during a period, minus the total number of shares returned to such plans through awards cancelled during that period, divided by the weighted average number of shares of common stock outstanding during that period, and expressed as a percentage. *Overhang* we think of as the total number of shares underlying options and awards outstanding plus shares available for issuance under all of our equity incentive plans at the end of a period divided by the weighted average number of shares of common stock outstanding during that period and expressed as a percentage. The Compensation Committee determines the percentage of equity to be made available for our equity programs with reference to the companies in our market composite. In addition, the Compensation Committee considers the accounting costs that will be reflected in our financial statements when establishing the forms of equity to be granted and the size of the overall pool available. For fiscal

2014, our gross burn rate was 1.72%, our net burn rate was 0.76%, and our overhang was 16.47%.

**Equity Grant Practices:** The Compensation Committee generally approves grants to the named executive officers at its first meeting of each fiscal year, or shortly thereafter through subsequent action. The grant date for

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all equity grants made to employees, including the named executive officers, is generally the 10th day of the month following the applicable meeting. If the 10th day is not a business day, the grant is generally made on the previous business day. The Compensation Committee does not coordinate the timing of equity awards with the release of material, nonpublic information. RSUs may be granted from time to time throughout the year, but all RSUs generally vest on either March 1, June 1, September 1 or December 1 for administrative reasons. PRUs are currently granted once a year and, subject to certain exception, vesting occurs only after a three-year performance period.

***Change of Control and Severance Arrangements:*** The vesting of certain stock options, RSUs, PRUs and PCSUs held by our named executive officers will accelerate if they experience an involuntary (including constructive) termination of employment under certain circumstances. For additional information about these arrangements, see [Other Benefits](#), [Change of Control and Severance Arrangements](#) below and [Potential Payments Upon Termination or Change in Control](#), below.

### **Other Awards**

Certain business conditions may warrant using additional compensation approaches to attract, retain or motivate executives. Such conditions include acquisitions and divestitures, attracting or retaining specific or unique talent, and recognition for exceptional contributions. In these situations, the Compensation Committee considers the business needs and the potential costs and benefits of special rewards. For example, in fiscal 2014, the Compensation Committee determined that it should offer special incentives to attract Mr. Seifert because it believed that we would need to offer him compensation that would neutralize the cash impact of his departure from his then-current employer. In this regard, the Compensation Committee awarded Mr. Seifert a one-time sign-on bonus of \$1,800,000 as an inducement to accept our offer of employment. The sign-on bonus is subject to full or partial repayment by Mr. Seifert if he voluntarily leaves our company or is terminated for cause within three years of his start date as set forth in detail in his employment offer letter and as further described in the Summary Compensation Table on page 49. In addition, the Compensation Committee awarded Mr. Rath a one-time \$50,000 cash bonus in recognition of his additional responsibilities as Interim Chief Financial Officer.

### **Other Benefits**

All named executive officers are eligible to participate in our 401(k) plan (which includes our matching contributions), health and dental coverage, life insurance, disability insurance, paid time off, and paid holidays on the same terms as are available to all employees generally. These rewards are designed to be competitive with overall market practices, and are in place to attract and retain the talent needed in the business. In addition, named executive officers are eligible to participate in the deferred compensation plan, and to receive other benefits described below.

***Deferred Compensation:*** Symantec's named executive officers are eligible to participate in a nonqualified deferred compensation plan that provides management employees on our U.S. payroll with a base salary of \$150,000 or greater (including our named executive officers) the opportunity to defer up to 75% of base salary and 100% of cash bonuses for payment at a future date. This plan is provided to be competitive in the executive talent market, and to provide executives with a tax-efficient alternative for receiving earnings. One of our named executive officers participated in this plan during fiscal 2014. The plan is described further under [Non-Qualified Deferred Compensation in Fiscal 2014](#), on page 58.

***Additional Benefits:*** Symantec's named executive officers typically do not receive perquisites, except in limited circumstances when deemed appropriate by the Compensation Committee. For example, an additional benefit available to named executive officers is reimbursement for up to \$10,000 for financial planning services. In addition, Mr. Seifert also received reasonable reimbursement for certain relocation expenses associated with his move to the San Francisco Bay Area. The Compensation Committee provides certain perquisites because it believes they are for business-related purposes or are prevalent in the marketplace for executive talent. The value of the perquisites we provide is taxable to the named executive officers and the incremental cost to us for providing these perquisites is reflected in the Summary Compensation Table. (These benefits are disclosed in the All Other Compensation column of the Summary Compensation Table on page 49).

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***Change of Control and Severance Arrangements:*** Our Executive Retention Plan provides (and, in the case of PRUs and PCSUs, the terms of the PRUs and PCSUs, respectively provide) participants with double trigger acceleration of equity awards and, if applicable, become immediately exercisable, where equity vesting and exercisability is only accelerated in the event the individual's employment is terminated without cause, or is constructively terminated, within 12 months after a change in control of our company (as defined in the plan). In the case of PRUs, PRUs will vest at target if the change in control occurs prior to the first performance period, will vest as to eligible shares if the change in control occurs following the first performance period but before achievement is determined with respect to the second performance period, and will vest as to the sum of the eligible shares determined to be earned for the second performance period plus 50% of the eligible shares if the change in control occurs following the second performance period but before achievement is determined with respect to the third performance period.

We believe that the double trigger acceleration provision appropriately achieves the intent of the applicable plan without providing an undue benefit to executives who continue to be employed following a change in control transaction. The intent of the plan is to enable named executive officers to have a balanced perspective in making overall business decisions in the context of a potential acquisition of our company, as well as to be competitive with market practices. The Compensation Committee believes that change in control benefits, if structured appropriately, serve to minimize the distraction caused by a potential transaction and reduce the risk that key talent would leave our company before a transaction closes.

Following the end of fiscal 2012, the Compensation Committee conducted an ordinary course review of the change in control and severance arrangements applicable to our executive officers. Taking into account consolidation within our industry and the practices prevalent within our peer group, the Compensation Committee modified these arrangements in order to improve retention of our senior executives whose roles would likely be eliminated in connection with a change in control of our company. Specifically, our Executive Retention Plan was amended to provide for the payment of a cash severance benefit for the named executive officers equal to one times such officer's base salary and target payout under the Executive Annual Incentive Plan applicable to such named executive officer under the same circumstances equity awards would accelerate under the Executive Retention Plan. In addition, the Compensation Committee adopted the Symantec Corporation Executive Severance Plan, which provides certain severance benefits to our executive offers, including the named executive officers, in the event that such executive officers are involuntarily terminated other than for cause (as defined in the plan). Under the terms of this plan, eligible executive officers are entitled to receive a severance payment equal to one year of base salary. Payment of the foregoing benefit is subject to the applicable officer returning a release of claims. The Compensation Committee determined to modify these arrangements for the same reason it adopted our Executive Retention Plan.

In connection with his appointment to President and CEO in fiscal 2013, we entered into an employment agreement with Stephen Bennett that provided him with certain benefits upon the involuntary termination of his employment under certain circumstances, including acceleration of vesting and severance payments in connection with a change of control. As stated above, our former CEO was terminated effective March 19, 2014. In accordance with his employment agreement, he received a cash severance payment equal to 1.5 times his annual base salary and target bonus, was granted acceleration of RSUs and reimbursement of COBRA premiums for eighteen months. He also received acceleration of PCSUs and PRUs in accordance with the terms in his PCSU agreement and PRU agreement, respectively. The value of these benefits is reflected in the Summary Compensation Table. (These benefits are disclosed in the All Other Compensation column of the Summary Compensation Table on page 49).

The change in control and severance benefits described above do not influence and are not influenced by the other elements of compensation as these benefits serve different objectives than the other elements. We do not provide for gross-ups of excise tax values under Section 4999 of the Internal Revenue Code. Rather, we allow the named executive officer to reduce the benefit received or waive the accelerated vesting of options to avoid excess payment penalties.

Details of each individual named executive officer's benefits, including estimates of amounts payable in specified circumstances in effect as of the end of fiscal 2014, are disclosed under Potential Payments Upon Termination or Change in Control below.

**Table of Contents****SUPPLEMENTARY POLICIES AND CONSIDERATIONS**

We use several additional policies to ensure that the overall compensation structure is responsive to stockholder interests and competitive with the market. Specific policies include:

**Stock Ownership Requirements**

We believe that in order to align the interests of our executive officers with those of our stockholders, our executive officers should have a financial stake in our company. We have maintained stock ownership requirements for our executive officers since October 2005. In July 2013, to further enhance the alignment between our executive officers and stockholders interests, the Compensation Committee further modified the stock ownership requirements to increase the minimum levels our Chief Operating Officer and President, Products and Services. For fiscal 2014 our executive officers were required to hold the following minimum number of shares:

CEO: 5x base salary

CFO, COO and President, Products and Services: 3x base salary

Executive Vice Presidents: 2x base salary

Stock options and unvested RSUs, PRUs and PCSUs do not count toward stock ownership requirements.

The executive officer is required to acquire and thereafter maintain the stock ownership required within four years of becoming an executive officer of Symantec (or four years following the adoption date of these revised guidelines). During the four-year transitional period, each executive officer must retain at least 50% of all net (after-tax) equity grants until the required stock ownership level has been met.

As of March 28, 2014, Mr. Taylor reached the stated ownership requirements for fiscal 2014. Mr. Seifert has until March 2018 and Mr. Gillett has until July 2017 to meet the stated thresholds. See the table below for individual ownership levels relative to the executive s ownership requirement.

<b>Named Executive Officer</b>	<b>Ownership Requirement(1) (# of shares)</b>	<b>Holdings as of March 28, 2014</b>
Michael A. Brown	303,183	116,153
Thomas J. Seifert	109,146	
Stephen E. Gillett	132,642	27,028
Scott C. Taylor	42,445	43,729

(1) Based on the closing price for a share of our common stock of \$19.79 on March 28, 2014

**Recoupment Policies (Clawbacks)**

Since fiscal 2009, we have included provisions within our executive annual incentive plans to the effect that we will seek reimbursement of excess incentive cash compensation if our financial statements are the subject of a restatement due to error or misconduct.

**Insider Trading, Hedging and Pledging Policies**

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Our Insider Trading Policy prohibits all directors and employees from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities, including, but not limited to, trading in Symantec-based option contracts (for example, buying and/or writing puts and calls). It also prohibits pledging Symantec stock as collateral for a loan.

In addition, our Insider Trading Policy prohibits our directors, officers, employees and contractors from purchasing or selling Symantec securities while in possession of material, non-public information. It also requires that each of our directors, our Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, and President, Products and Services conduct open market sales of our securities only through use of stock trading plans adopted pursuant to Rule 10b5-1 of the Exchange Act. Rule 10b5-1 allows insiders to sell and diversify their holdings in our stock over a designated period by adopting pre-arranged stock trading plans at a time when

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they are not aware of material nonpublic information about us, and thereafter sell shares of our common stock in accordance with the terms of their stock trading plans without regard to whether or not they are in possession of material nonpublic information about the Company at the time of the sale. All other executives are strongly encouraged to trade using 10b5-1 plans.

**Tax and Accounting Considerations on Compensation**

The financial reporting and income tax consequences to the Company of individual compensation elements are important considerations for the Compensation Committee when it reviews compensation practices and makes compensation decisions. While structuring compensation programs that result in more favorable tax and financial reporting treatment is a general principle, the Compensation Committee balances these goals with other business needs that may be inconsistent with obtaining the most favorable tax and accounting treatment for each component of its compensation.

***Deductibility by Symantec.*** Under Section 162(m) of the Internal Revenue Code, we may not receive a federal income tax deduction for compensation that is not performance-based (as defined in the Section 162(m) rules) paid to the Chief Executive Officer and the next three most highly compensated executive officers (other than our Chief Financial Officer) to the extent that any of these persons receives more than \$1,000,000 in nonperformance-based compensation in any one year. However, we strive to maximize the tax deductibility of our compensation awards since our philosophy is to provide the largest proportion of compensation as performance-based. While the Compensation Committee considers the deductibility of awards as one factor in determining our executive compensation, it also looks at other factors in making its executive compensation decisions and retains the flexibility to grant awards or pay compensation the Compensation Committee determines to be consistent with its goals for Symantec's executive compensation program even if the awards are not deductible by Symantec for tax purposes.

***Tax Implications for Officers.*** Section 409A of the Internal Revenue Code imposes additional income taxes on executive officers for certain types of deferred compensation that do not comply with Section 409A. The Company attempts in good faith to structure compensation so that it either conforms with the requirements of or qualifies for an exception under Code Section 409A. Section 280G of the Internal Revenue Code imposes an excise tax on payments to executives of severance or change of control compensation that exceed the levels specified in the Section 280G rules. Our named executive officers could receive the amounts shown in the section entitled *Potential Payments Upon Termination or Change in Control* (beginning on page 58 below) as severance or change of control payments that could implicate this excise tax. As mentioned above, we do not offer our officers as part of their change of control benefits any gross-ups related to this excise tax under Code Section 4999.

***Accounting Considerations.*** The Compensation Committee also considers the accounting and cash flow implications of various forms of executive compensation. In its financial statements, the Company records salaries and performance-based compensation incentives as expenses in the amount paid, or to be paid, to the named executive officers. Accounting rules also require the Company to record an expense in its financial statements for equity awards, even though equity awards are not paid as cash to employees. The accounting expense of equity awards to employees is calculated in accordance with the requirements of FASB Accounting Standards Codification Topic 718. The Compensation Committee believes, however, that the many advantages of equity compensation, as discussed above, more than compensate for the non-cash accounting expense associated with them.

**Compensation Committee Interlocks and Insider Participation**

The members of the Compensation Committee during fiscal 2014 were Geraldine B. Laybourne, David L. Mahoney and Daniel H. Schulman for the entire fiscal year, Michael A. Brown through March 19, 2014, and Robert S. Miller since March 20, 2014. None of the members of the Compensation Committee in fiscal 2014 were at any time during fiscal 2014 or at any other time an officer or employee of Symantec or any of its subsidiaries, except for Mr. Brown, who served as our interim President and Chief Executive Officer following his resignation from the Compensation Committee in March 2014, and none had or have any relationships with Symantec that are required to be disclosed under Item 404 of Regulation S-K. None of Symantec's executive

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officers has served as a member of the board of directors, or as a member of the compensation or similar committee, of any entity that has one or more executive officers who served on our Board of Directors or Compensation Committee during fiscal 2014.

**Compensation Committee Report**

*The information contained in the following report of Symantec's Compensation Committee is not considered to be soliciting material, filed or incorporated by reference in any past or future filing by Symantec under the Securities Exchange Act of 1934 or the Securities Act of 1933 unless and only to the extent that Symantec specifically incorporates it by reference.*

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis ( CD&A ) contained in proxy statement. Based on this review and discussion, the Compensation Committee has recommended to the Board that the CD&A be included in this proxy statement and incorporated into our Annual Report on Form 10-K for the fiscal year ended March 28, 2014.

By: The Compensation and Leadership Development Committee of the Board of Directors:

Geraldine B. Laybourne

Robert S. Miller (Chair)

David L. Mahoney

Daniel H. Schulman



**Table of Contents****Summary of Compensation**

The following table shows for the fiscal year ended March 28, 2014, compensation awarded to or paid to, or earned by, each individual who served as our Chief Executive Officer or Chief Financial Officer during fiscal 2014, the three most highly compensated executive officers who were serving as executive officers (other than as our Chief Executive Officer or Chief Financial Officer) at the end of fiscal 2014 and a former executive officer who would have been among our most highly compensated executive officers had he remained an executive officer through the end of the fiscal year (the named executive officers).

**Summary Compensation Table for Fiscal 2014**

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Non-Equity Incentive		All Other Compensation (\$)	Total (\$)
					Option Award (\$)	Plan Compensation (\$)		
Michael A. Brown Interim President and Chief Executive Officer	2014	36,364(2)					340,000(3)	376,364
Thomas J. Seifert Executive Vice President,  Chief Financial Officer	2014	30,000(4)	1,800,000(5)				14,702(6)	1,844,702
Stephen E. Gillett Executive Vice President and	2014	875,000		3,101,493(7)			318,679(8)	4,295,172
	2013	241,951(9)	3,865,000(10)	1,021,506		321,858(11)	270,000(12)	5,720,315
Scott C. Taylor Executive Vice President,  General Counsel and Corporate Secretary	2014	420,000		2,136,428(7)			28,443(13)	2,584,871
	2013	420,000		883,575(7)		289,380(11)	14,599(14)	1,607,554
<b>Former Officers</b>								
Stephen M. Bennett Former President and Chief Executive Officer	2014	1,004,312(15)		8,272,725(16)			3,822,742(17)	13,099,779
	2013	684,028(18)		10,746,800(7)(19)		1,173,760(11)	392,000(20)	12,996,588
James A. Beer Former Executive Vice  President, Chief Financial Officer	2014	365,909(21)		2,791,337(7)			42,428(22)	3,199,674
	2013	700,000		1,285,200(7)		710,500(11)	20,372(23)	2,716,072
Francis A. deSouza President, Products & Services	2012	700,000		2,629,000		1,111,250(24)	99,556(25)	4,539,806
	2014	480,353(26)		3,515,028(7)			3,229(27)	3,998,610
	2013	486,301(28)		1,606,500(7)		521,104(11)	10,740(29)	2,624,645
Andrew H. Del Matto Former Acting Chief Financial Officer and Chief Accounting Officer	2012	435,000		3,509,200		794,250(30)	62,822(31)	4,801,272
	2014	260,785(32)		513,100(7)			7,670(33)	781,555
Donald J. Rath Former Interim Chief Financial Officer, Interim Chief Accounting Officer, Vice President, Tax	2014	321,625(34)	50,000(35)	280,079(7)			6,137(36)	657,841

- (1) Amounts shown in this column reflect the aggregate full grant date fair calculated in accordance with FASB Accounting Standards Codification ( FASC ) Topic 718 for RSUs and PRUs in fiscal years 2012, 2013 and 2014, and solely in the case of Mr. Bennett in fiscal years 2013 and 2014, PCSUs, each awarded under the 2004 Plan and 2013 Plan. Messrs. Brown and Seifert were not awarded equity in

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fiscal 2014 due to their March 2014 start dates. The grant date fair values for RSUs were determined based on the closing share price of our common stock on the date of grant. For a discussion of the valuation methodology used to value the PRUs awarded during the fiscal years 2012, 2013 and 2014 and PCSUs awarded during fiscal years 2013 and 2014, see footnotes 7, 16 and 19, respectively, to the Summary Compensation Table below.

- (2) Mr. Brown received a prorated salary of \$36,364 based on his period of employment as our interim President and Chief Executive Officer in fiscal 2014.

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- (3) Represents the following non-employee director compensation paid to Mr. Brown prior to his becoming our interim President and Chief Executive Officer in March 2014:

Fees Earned or Paid in Cash	Stock Awards	Total
(\$)*	(\$) **	(\$)
105,023	234,978	340,000

\* Mr. Brown received the following annual fees: (i) \$50,000 annual retainer fee; (ii) \$15,000 for serving on the Compensation Committee; (ii) \$15,000 for serving on the Nominating and Governance Committee; and (iii) \$25,000 for chairing the Compensation Committee.

Amounts shown in this column reflect the aggregate full grant date fair value calculated in accordance with FASC Topic 718 for awards granted during the fiscal year.

\*\* Mr. Bennett was granted 9,650 RSUs on May 10, 2013, with a per share fair value of \$24.35 and a full grant date fair value of \$234,978.

Includes cash payout of \$22.50 for fractional share from non-employee director stock award grant.

- (4) Mr. Seifert received a prorated salary of \$30,000 based on his period of employment as our Executive Vice President and Chief Financial Officer in fiscal 2014. His annual base salary is \$720,000.
- (5) Represents a one-time sign-on bonus, which Mr. Seifert is obligated to repay all or a portion of the sign-on bonus if he voluntarily leaves the Company or is terminated for cause prior to March 17, 2017.
- (6) Represents relocation expenses incurred in fiscal 2014.
- (7) The PRUs awarded in fiscal years 2012-2014 are based on a three-year performance period. The PRUs are eligible to be earned if we achieve at least 70% of the target level non-GAAP EPS performance for fiscal years 2012-2014. Depending on our achievement of this metric, 0% to 133% of the target shares will be eligible to be earned at the end of the fiscal year of grant, based on, and subject to further adjustment as a result of, the achievement of the TSR ranking for our company as compared to the S&P 500 (the market-related component) in the subsequent fiscal years. If any target shares become eligible to be earned at the end of the fiscal year of grant as a result of achievement of the performance-related component, then 50% to 150% of one-half of the eligible shares may be earned based on the achievement of the TSR goal for the first and second fiscal years and 50% to 150% of one-half of the eligible shares (plus any eligible shares not earned at the end of the second fiscal year if less than 100% of the TSR goal is achieved for the two-year period then ended) may be earned based on the achievement of the TSR goal for the first, second and third fiscal years. Because the performance-related component is based on separate measurements of our financial performance only in the first year of the three-year performance period, FASC Topic 718 requires the grant date fair value to be calculated at the commencement of the performance period. Consistent with FASC Topic 718, the full grant date fair value for the market-related component, or the TSR adjustment, for the entire three-year performance cycle is included in the amounts shown for the year of grant and was determined using a Monte Carlo simulation option pricing model

( Monte Carlo model ) on the date the PRUs were awarded in fiscal years 2012-2014.

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The table below sets forth the grant date fair value determined in accordance with FASC Topic 718 principles established in fiscal years 2012-2014 for the performance-related component of these awards (i) based upon the probable outcome of the fiscal years 2012-2014 performance-related component as of the grant date, and (ii) based upon achieving the maximum level of performance under the fiscal years 2012-2014 performance-related component as of the grant date. Also set forth below are the grant date fair values pertaining to the market-related component or the TSR adjustment and significant inputs and assumptions used in the Monte Carlo model, determined upon grant in fiscal years 2012-2014, and which is not subject to probable or maximum outcome assumptions.

Name	Fiscal Year	Probable Outcome of Performance Conditions Grant Date Fair Value (\$)	Maximum Outcome of Performance Conditions Grant Date Fair Value (\$)	Market-Related Component Grant Date Fair Value (\$)
Michael A. Brown	2014			
Thomas J. Seifert	2014			
Stephen E. Gillett	2014	1,820,331	2,548,464	1,916,138
	2013			
Scott C. Taylor	2014	606,769	849,476	638,704
	2013	538,670	607,145	456,500
Stephen M. Bennett	2014			
	2013	2,410,400	3,205,832	2,410,400
James A. Beer	2014	1,638,308	2,293,631	1,724,535
	2013	783,520	883,120	664,000
	2012	964,000	1,282,120	964,000
Francis A. deSouza	2014	2,063,054	2,888,275	2,171,635
	2013	979,400	1,103,900	830,000
	2012	919,200	1,222,536	919,200
Andrew H. Del Matto	2014	252,835	353,969	266,142
Donald J. Rath	2014	111,236	155,731	117,091

Grant Date	Grant Date Fair Value (\$)	Volatility (%)	Risk-Free Interest Rate (%)
5/9/2011	24.10	48.67	0.90
6/10/2011	22.98	48.33	0.65
5/10/2012	16.60	32.21	0.36
9/10/2012	20.96	31.17	0.38
5/20/2013	26.03	28.80	0.38

- (8) Represents (a) \$5,764 for dividend equivalent payment on stock awards, (b) \$46,272 for coverage of expenses related to attendance at the FY13 sales achiever's trip, and (c) \$266,643 for relocation expenses.
- (9) Mr. Gillett's received a prorated salary of \$241,951 based on his period of employment as our Executive Vice President and Chief Operating Officer in fiscal 2013. His annual base salary is \$875,000.
- (10) Represents two one-time sign-on bonuses designed to partially offset Mr. Gillett's forfeiture of various bonuses, including \$2,552,000 of previously-paid bonuses that he was obligated to repay in full, as a result of his departure from his former employer. Mr. Gillett is obligated to repay all or a portion of these sign-on bonuses if he voluntarily leaves the Company or is terminated for cause prior to December 21, 2017.
- (11) Represents the executive officer's annual bonus under the Executive Annual Incentive Plan for fiscal 2013, which was earned in fiscal 2013 and paid in fiscal 2014.



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- (12) Represents the following non-employee director compensation paid to Mr. Gillett prior to his becoming our Executive Vice President and Chief Operating Officer in December 2012:

Fees Earned or Paid in Cash	Stock Awards	Total
(\$)*	(\$) **	(\$)
20,013	249,987	270,000

- \* Mr. Gillett received an annual fee of \$20,000 for serving on the Audit Committee.

Amounts shown in this column reflect the aggregate full grant date fair value calculated in accordance with FASC Topic 718 for awards granted during the fiscal year.

- \*\* Mr. Gillett was granted 12,547 RSUs on May 7, 2012, with a per share fair value of \$15.94 and a full grant date fair value of \$199,999.

In lieu of cash, Mr. Gillett received 100% of his annual retainer fee of \$50,000 in the form of our common stock. Accordingly, pursuant to the terms of the 2000 Director Equity Incentive Plan, he was granted 3,136 shares at a per share fair value of \$15.94 and a full grant date fair value of \$49,988. The balance of his fee, \$13.00, was paid in cash as reported in the Fees Earned or Paid in Cash column in the table above.

- (13) Represents (a) \$7,350 for dividend equivalent payment on stock awards, (b) \$1,121 for membership fees, (c) \$13,971 for reimbursement for tax services, and (d) \$6,000 for the Company's contributions to Mr. Taylor's account under its 401(k) plan.
- (14) Represents (a) \$959 for coverage of expenses related to attendance at the FY12 Board retreat, (b) \$1,111 for membership fees, (c) \$6,529 for reimbursement for tax services, and (d) \$6,000 for the Company's contributions to Mr. Taylor's account under its 401(k) plan.
- (15) Represents salary paid through the effective date of Mr. Bennett's termination on March 19, 2014.
- (16) The PCSUs awarded to our former CEO in fiscal year 2014 were based on the achievement of specified performance metrics. The PCSUs were also subject to an underlying continued service vesting condition. The performance metrics for the PCSUs awarded in the fiscal year 2014 were based on the average 60-day trailing closing price of Symantec's common stock (the Average Closing Price) in fiscal 2014, the two-year period consisting of fiscal 2014 and 2015 and the three-year period consisting of fiscal 2014, 2015 and 2016. Upon achievement and ratification by our board of directors, one-third of the shares underlying these awards were to be vested and released in the fiscal year following the applicable period if the Average Closing Price exceeded \$26.79, \$30.01, and \$33.61 for the one-, two- or three-year periods, respectively. The price thresholds were not achieved during fiscal 2014; however, all of the PCSUs were released to Mr. Bennett as a result of his involuntary termination on March 19, 2014. The weighted-average grant date fair value per share of PCSUs granted was determined to be to be \$10.57 per share, using a Monte Carlo model.

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- (17) Represents (a) \$8,625 for dividend equivalent payment on stock awards, (b) \$26,008 for coverage of expenses related to attendance at the FY13 sales achiever's trip, (c) \$10,000 for reimbursement for tax services, (d) \$5,208 for the Company's contributions to Mr. Bennett's account under its 401(k) plan; and (e) \$3,772,901 in cash severance pay pursuant to Mr. Bennett's Employment Agreement. For more information regarding Mr. Bennett's cash severance pay, see Potential Payments Upon Termination or Change in Control below.
- (18) Mr. Bennett received a prorated salary of \$684,028 based on his period of employment as our President and Chief Executive Officer in fiscal 2013.
- (19) The PCSUs awarded to our CEO in fiscal year 2013 were based on the achievement of specified performance metrics. The PCSUs were also subject to an underlying continued service vesting condition. The performance metrics for the PCSUs awarded in the fiscal year 2013 were based on the Average Closing Price over a three-year period beginning with the second quarter of fiscal 2013. Upon achievement and ratification by our board of directors, these awards were to be vested and released for the fiscal quarter when the Average Closing Price first exceeds \$18.00, \$20.00, and \$22.00, respectively. The price thresholds were



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achieved during fiscal 2013. The first 150,000 PCSUs were released to Mr. Bennett during fiscal 2013, and the remaining 300,000 shares were released in the first quarter of fiscal 2014. The weighted-average grant date fair value per share of PCSUs granted was determined to be \$13.69 per share, using a Monte Carlo model.

- (20) Represents \$12,000 in Company's contributions to Mr. Bennett's account under its 401(k) plan and the following non-employee director compensation paid to Mr. Bennett prior to his becoming our President and Chief Executive Officer in July 2012:

Fees Earned or Paid in Cash	Stock Awards	Total
(\$)*	(\$) **	(\$)
130,013	249,987	380,000

- \* Mr. Bennett received the following annual fees: (i) \$15,000 for serving on the Compensation Committee; (ii) \$15,000 for serving on the Nominating and Governance Committee; and (iii) \$100,000 for his role as Chairman of the Board.

Amounts shown in this column reflect the aggregate full grant date fair value calculated in accordance with FASC Topic 718 for awards granted during the fiscal year.

- \*\* Mr. Bennett was granted 12,547 RSUs on May 7, 2012, with a per share fair value of \$15.94 and a full grant date fair value of \$199,999.

In lieu of cash, Mr. Bennett received 100% of his annual retainer fee of \$50,000 in the form of our common stock. Accordingly, pursuant to the terms of the 2000 Director Equity Incentive Plan, he was granted 3,136 shares at a per share fair value of \$15.94 and a full grant date fair value of \$49,988. The balance of his fee, \$13,000, was paid in cash as reported in the Fees Earned or Paid in Cash column in the table above.

- (21) Represents salary paid through the effective date of Mr. Beer's resignation effective October 8, 2013.
- (22) Represents (a) \$28,599 for coverage of expenses related to attendance at the FY13 sales achiever's trip, (b) \$11,214 for membership fees, and (c) \$2,615 for reimbursement for tax services.
- (23) Represents (a) \$521 for coverage of expenses related to attendance at the FY12 Board retreat, (b) \$11,111 for membership fees, (c) \$2,740 for reimbursement for tax services, and (d) \$6,000 for the Company's contributions to Mr. Beer's account under its 401(k) plan.
- (24) Represents (a) \$665,000 for Mr. Beer's annual bonus under the Executive Annual Incentive Plan for fiscal 2012, which was earned in fiscal 2012 and paid in fiscal 2013, and (b) \$446,250 accrued on Mr. Beer's behalf for performance during fiscal 2012 under the FY12 LTIP. Mr. Beer did not receive the FY12 LTIP payout award since he was not employed by the Company through the last day of fiscal 2014.

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- (25) Represents (a) \$80,105 for a one-time payout of accrued PTO balance earned under our paid-time off (PTO) policy, (b) \$11,111 for membership fees, (c) \$2,340 for reimbursement for tax services, and (d) \$6,000 for the Company's contributions to Mr. Beer's account under its 401(k) plan.
  
- (26) Represents salary paid through the effective date of Mr. deSouza's resignation effective November 11, 2013.
  
- (27) Represents (a) \$844 for dividend equivalent payment and (b) \$2,385 for the Company's contributions to Mr. deSouza's account under its 401(k) plan.
  
- (28) Mr. deSouza's base salary increased from \$435,000 to \$700,000 in January 2013 in connection with his appointment as our President, Products and Services as we transitioned to our new organizational structure. Accordingly, this amount reflects payments based on his original base salary of \$435,000 for the first nine months of fiscal 2013 and his adjusted salary for the remainder of fiscal 2013.
  
- (29) Represents (a) \$3,201 for reimbursement for tax services, and (b) \$7,539 for the Company's contributions to Mr. deSouza's account under its 401(k) plan.

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- (30) Represents (a) \$348,000 for Mr. deSouza's annual bonus under the Executive Annual Incentive Plan for fiscal 2012, which was earned in fiscal 2012 and paid in fiscal 2013, and (b) \$446,250 for Mr. deSouza's performance during fiscal 2012 under the FY12 LTIP. Mr. deSouza did not receive the FY12 LTIP payout award since he was not employed by the Company through the last day of fiscal 2014.
  
- (31) Represents (a) \$53,538 for PTO payout, (b) \$2,521 for reimbursement for tax services, and (c) \$6,763 for the Company's contributions to Mr. deSouza's account under its 401(k) plan.
  
- (32) Represents salary paid through the effective date of Mr. Del Matto's resignation effective December 31, 2013.
  
- (33) Represents (a) \$544 for dividend equivalent payment and (b) \$7,126 for the Company's contributions to Mr. Del Matto's account under its 401(k) plan.
  
- (34) This amount includes a prorated increase in base salary as part of Mr. Rath's FY13 annual review process in his role as Vice President, Tax.
  
- (35) Represents a one-time cash bonus in recognition of Mr. Rath's additional responsibilities as interim Financial Officer.
  
- (36) Represents (a) \$6,097 for the Company's contributions to Mr. Rath's account under its 401(k) plan and (b) \$40 for an appreciation award.

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The following table shows for the fiscal year ended March 28, 2014, certain information regarding grants of plan-based awards to our named executive officers from our incentive plans:

**Grants of Plan-Based Awards in Fiscal 2014**

Name	Grant Date(1)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(2)			Estimated Future Payouts Under Equity Incentive Plan Awards(4)			All Other Stock Awards: Number of Shares or Units(5)	All Other Option Awards: Number of Securities Underlying Options(6)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Michael A. Brown		(3)	(3)	(3)							
Thomas J. Seifert		(3)	(3)	(3)							
Stephen E. Gillett	05/20/13	160,781	1,093,750	3,368,750				49,083			1,185,354
	05/20/13				36,812	73,624	146,879				1,916,138
Scott C. Taylor	05/20/13	40,131	273,000	840,840				67,866			592,665
	05/20/13				12,270	24,541	48,959				638,704
	02/10/14							43,325			905,059
<b>Former Officers</b>											
Stephen M. Bennett	05/20/13	630,000	1,500,000	3,300,000				782,414(6)			8,272,725
James A. Beer	05/20/13	102,900	700,000	2,156,000				44,174			1,066,802
	05/20/13				33,131	66,262	132,192				1,724,535
Francis A. deSouza	05/20/13	128,625	875,000	2,695,000				55,627			1,343,392
	05/20/13				41,720	83,441	166,464				2,171,635
Andrew H. Del Matto	05/20/13	31,027	211,066	650,084				10,226			246,958
	05/20/13				5,113	10,226	20,400				266,142
Donald J. Rath	05/20/13	18,906	128,612	396,124				6,749			162,988
	05/20/13				2,249	4,499	8,975				117,091

(1) Represents grant date of stock awards.

(2) Represents threshold, target and maximum payouts with respect to each applicable metric under the FY14 Executive Annual Incentive Plan.

(3) Messrs. Brown and Seifert did not participate in the FY14 Executive Annual Incentive Plan.

(4) The amounts shown in these rows reflect, in share amounts, the threshold, target, and maximum potential eligible shares to be earned (based on performance for the fiscal 2014 period) at the end of fiscal 2015 and 2016, based on, and subject to further adjustment as a result of, the achievement of the TSR ranking for our company as compared to the S&P 500, as further described in the CD&A section beginning on page 41. In May 2013 our named executive officers, except Messrs. Brown and Seifert were awarded a PRU under the 2004 Plan, eligible to be earned if we achieve at least 90% of the target level non-GAAP EPS performance for fiscal 2014, with a threshold award equal to 50% of the target eligible shares and a maximum award equal to 133% of the target eligible shares. For fiscal 2014, the Compensation Committee

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determined that we achieved 99% of our non-GAAP EPS target under the PRUs, resulting in 98% of the target eligible shares becoming eligible to be earned based on achievement of the TSR performance goals under the PRUs. Pursuant to the terms of these awards, each NEO who was granted PRUs in fiscal 2014 will be eligible to receive at least half of the eligible shares if he remains employed by us through the last day of fiscal 2016 even if we fail to achieve those TSR performance goals, and could receive up to 150% of such shares, depending upon the degree to which we achieve of those goals and the same employment condition is met. For additional detail on the grant date fair value of the PRUs, see footnote 7 to the Summary Compensation Table above.

- (5) This RSU grant was granted under the 2004 Plan and vests in four equal annual installments on each of the first through fourth anniversaries of the date of grant, and is settled in shares on the vesting date.
  
- (6) For additional detail on the grant date fair value of the PCSUs, see footnote 16 to the Summary Compensation Table above.

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For a summary of the terms of the FY14 Executive Annual Incentive Plan, see Compensation Discussion & Analysis (CD&A) Compensation Components Executive Annual Incentive Plans above. Details of acceleration of the equity awards described are disclosed under Compensation Discussion & Analysis (CD&A) Other Benefits Change in Control and Severance Arrangements above and Potential Payments Upon Termination or Change in Control below.

The following table shows for the fiscal year ended March 28, 2014, certain information regarding outstanding equity awards at fiscal year end for our named executive officers.

**Outstanding Equity Awards At Fiscal Year-End 2014**

Name	Grant Date	Option Awards			Stock Awards		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Yet Vested (#)	Equity Incentive Plan Awards: Value of Unearned Shares, Units or Other Rights that Have Not Yet Vested (\$)*
		Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)		
Michael A. Brown	9/19/2005	12,000		21.93	9/19/2015			
Thomas J. Seifert								
Stephen E. Gillett	1/10/2013					38,421(1)		
	5/20/2013					49,083(2)	72,151(3)	1,427,868
Scott C. Taylor	5/9/2008	25,000		19.99	5/9/2015			
	9/10/2008	21,000		20.50	9/10/2015			
	5/11/2009	26,000		15.32	5/11/2016			
	6/10/2010	67,500	4,500(4)	14.44	6/10/2017			
	6/10/2011					6,250(5)	123,688	
	5/10/2012					20,625(6)	408,169	304,766
	5/20/2013					24,541(8)	485,666	475,950
	2/10/2014					43,325(9)	857,402	
<b>Former Officers:</b>								
Stephen M. Bennett								
James A. Beer								
Francis A. deSouza								
Andrew H. Del Matto	1/3/2005	10,000		25.76	1/3/2015			
Donald J. Rath	9/10/2012					20,000(10)	395,800	
	5/20/2013					6,749(11)	133,563	87,254

\* The market value of the equity awards that have not vested is calculated by multiplying the number of units that have not vested by the closing price of our common stock on March 28, 2014, which was \$19.79.

(1) 12,807 shares to vest on 12/1/2014, 12,807 shares to vest on 12/1/2015, and 12,807 shares to vest on 12/1/2016.

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- (2) 12,271 shares to vest on 6/1/2014, 12,271 shares to vest on 6/1/2015, 12,271 shares to vest on 6/1/2016, and 12,270 shares to vest on 6/1/2017.
  
- (3) Vests on 4/1/2016 based on, and subject to further adjustment as a result of, the achievement of the TSR ranking for our company as compared to the S&P 500. In accordance with the SEC rules, the number of shares and the payout value for the fiscal 2014 PRUs set forth above reflect the target potential payout which represents 98% of the target number of PRUs. Each PRU is subject to the Compensation Committee's certification when approving the settlement thereof.

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- (4) Unvested options vest in equal installments monthly on the 10th of each month ending on 6/10/2017.
- (5) 6,250 shares to vest on 3/1/2015.
- (6) 6,875 shares to vest on 6/1/2014, 6,875 shares to vest on 6/1/2015, and 6,875 shares to vest on 6/1/2016.
- (7) Vests on 4/3/2015 based on, and subject to further adjustment as a result of, the achievement of the TSR ranking for our company as compared to the S&P 500. In accordance with the SEC rules, the number of shares and the payout value for the fiscal 2013 PRUs set forth above reflect the threshold potential payout which represents 50% of the eligible shares of these PRUs. Each PRU is subject to the Compensation Committee's certification when approving the settlement thereof.
- (8) 6,136 shares to vest on 6/1/2014, 6,135 shares to vest on 6/1/2015, 6,135 shares to vest on 6/1/2016, and 6,135 shares to vest on 6/1/2017.
- (9) 10,832 shares to vest on 3/1/2015, 10,831 shares to vest on 3/1/2016, 10,831 shares to vest on 3/1/2017, and 10,831 shares to vest on 3/1/2018.
- (10) 10,000 shares to vest on 9/1/2014, 5,000 shares to vest on 9/1/2015, and 5,000 shares to vest on 9/1/2016.
- (11) 1,688 shares to vest on 6/1/2014, 1,687 shares to vest on 6/1/2015, 1,687 shares to vest on 6/1/2016, and 1,687 shares to vest on 6/1/2017. The following table shows for the fiscal year ended March 28, 2014, certain information regarding option exercises and stock vested during the last fiscal year with respect to our named executive officers:

**Option Exercises and Stock Vested in Fiscal 2014**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Michael A. Brown			9,650	234,978
Thomas J. Seifert				
Stephen E. Gillett			12,808	288,052
Scott C. Taylor	46,000	528,080	47,435	1,001,171
<b>Former Officers</b>				
Stephen M. Bennett			1,243,797	28,637,942(1)
James A. Beer	439,250	2,532,543	34,250	766,858
Francis A. deSouza	181,062	1,141,610	44,875	1,004,939
Andrew H. Del Matto	53,375	355,737	11,395	260,969
Donald J. Rath				



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- (1) \$17,557,370 is attributable to the acceleration of PCSUs in accordance with Mr. Bennett's PCSU agreement, \$1,685,985 is attributable to the acceleration of PRUs in accordance with his PRU agreement and \$1,290,300 is attributable to the acceleration of RSUs in accordance with his employment agreement.

**Table of Contents****Non-Qualified Deferred Compensation in Fiscal 2014**

The table below provides information on the non-qualified deferred compensation of the named executive officers for the fiscal year ended March 28, 2014.

Name	Non-Qualified Deferred Compensation				Aggregate Balance at Last Fiscal Year-End (\$)
	Executive Contributions	Registrant Contributions	Aggregate Earnings	Aggregate Withdrawals/ Distributions (\$)	
	in	in	in		
	Last	Last	Last		
	Fiscal	Fiscal	Fiscal		
Year	Year	Year	Year-End		
	(\$)	(\$)	(\$)	(\$)	
Michael A. Brown					
Thomas J. Seifert					
Stephen E. Gillett	48,490(1)		7,328(2)		55,818
Scott C. Taylor					
<b><u>Former Officers</u></b>					
Stephen M. Bennett					
James A. Beer					
Francis A. deSouza					
Andrew H. Del Matto					
Donald J. Rath					

(1) Represents \$48,490 reported under the Salary column of the Summary Compensation Table.

(2) Amount reflected is not included in the Summary Compensation Table because the earnings are not preferential or above-market. In fiscal 2013, certain management employees on our U.S. payroll with a base salary of \$150,000 or greater, including each of the named executive officers, are eligible to participate in the Symantec Corporation Deferred Compensation Plan. The plan provides the opportunity for participants to defer up to 75% of base salary and 100% of variable pay each year. Variable pay includes all bonus and commission payments. Deferral elections must be made prior to the beginning of a calendar year and cannot be revoked as of the day immediately prior to commencement of that year. The plan is unfunded and all deferrals are general assets of Symantec. Amounts deferred by each participant under the plan are credited to a bookkeeping account maintained on behalf of each participant. The bookkeeping account under the plan will then be adjusted based on the performance of the measurement funds that have been selected by the participant. The measurement funds available under the plan are substantially identical to the investment funds available under our 401(k) plan. Each participant may change their measurement fund selections on a daily basis. The plan requires that benefits accumulated in the bookkeeping accounts for each participant not meeting a 5-year service requirement to be distributed to the participant following his or her termination of employment with us for any reason. If a 5-year service requirement has been met, accumulated benefits will be distributed according to the participant's designated payment election. The plan permits us to terminate the plan and make such a distribution in the event of a change in control of Symantec. We intend to take such action in the event of a change in control of Symantec.

**Potential Payments Upon Termination or Change-In-Control**

Set forth below is a description of the plans and agreements (other than the Deferred Compensation Plan) that could result in potential payouts to our named executive officers in the case of their termination of employment and/or a change in control of Symantec.

***Symantec Executive Retention Plan***

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In January 2001, the Board approved the Symantec Executive Retention Plan, to deal with employment termination resulting from a change in control of the Company. The plan was modified by the Board in July 2002, April 2006, June 2007 and April 2012. Under the terms of the plan, all equity compensation awards (including, among others, stock options, RSUs and PRUs) granted by the Company to the Company's Section 16(b) officers (including our named executive officers) would become fully vested (at target or to the extent

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of achievement for PRUs) and, if applicable, exercisable following a change in control of the Company (as defined in the plan) after which the officer's employment is terminated without cause or constructively terminated by the acquirer within 12 months after the change in control. In the case of PRUs, PRUs will vest at target if the change in control occurs prior to the first performance period, will vest as to eligible shares if the change in control occurs following the first performance period but before achievement is determined with respect to the second performance period, and will vest as to the sum of the eligible shares determined to be earned for the second performance period plus 50% of the eligible shares if the change in control occurs following the second performance period but before achievement is determined with respect to the third performance period. Additionally, in accordance with the terms of the PRU award agreement, in the case that an executive's employment with the Company terminates by reason of the executive's death, total and permanent disability or an involuntary termination by the Company other than for cause (as defined in the award agreement) after the end of the first year of the performance period but prior to the end of the third year of the performance period, then the executive will be entitled to payment of a prorated number of PRUs based on the number of months in the three-year performance period during which the executive was employed by the Company, provided that the Company's performance met at least the threshold level of non-GAAP EPS performance during the first year of the performance period.

In April 2012, the Compensation Committee revised the plan to provide for the payment of a cash severance benefit for our named executive officers equal to one times such officer's base salary and target payout under the Executive Annual Incentive Plan applicable to such named executive officer in the circumstances described above (i.e., following a change in control of the Company after which the officer's employment is terminated without cause or constructively terminated by the acquirer within 12 months after the change in control.)

### ***Symantec Executive Severance Plan***

On April 30, 2012, the Compensation Committee adopted the Symantec Executive Severance Plan, effective as of April 30, 2012, to provide severance benefits to specified officers of Symantec, including our named executive officers. The executive officers must meet certain criteria in order to participate in the plan, including, among other criteria, (i) the executive officer was involuntarily terminated from active employment other than for cause (as defined in the plan); (ii) the executive officer was not terminated due to the sale of a business, part of a business, divestiture or spin-off and offered employment upon terms and conditions substantially identical to those in effect immediately prior to such sale, divestiture or spin-off; and (iii) the executive officer is not entitled to severance under any other plan, fund, program, policy, arrangement or individualized written agreement providing for severance benefits that is sponsored or funded by Symantec.

Under the terms of the plan, the executive officer will receive severance payments equal to one times the sum of his or her base salary in effect at the time of his or her involuntary termination. The executive officer will also receive a one-time bonus of \$15,000, minus taxes and other legally required deductions. The executive officer is also entitled to receive six months of outplacement services, including counseling and guidance. The executive officer is solely responsible for all COBRA premiums for his or her continuation coverage.

Payment of severance payments, one-time bonus payment and outplacement services pursuant to the Symantec Executive Severance Plan is subject to the applicable executive officer returning a release of claims against Symantec.

**Table of Contents****Michael A. Brown**

The following table summarizes the value of the payouts to Mr. Brown pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan, assuming a qualifying termination as of March 28, 2014 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of \$19.79 on March 28, 2014):

	Severance Pay	COBRA Premiums	Option Vesting	RSU Vesting	PRU Vesting
<b>Involuntary Termination Because of Market Conditions or Division Performance</b>	\$ 1,219,200				
<b>Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control</b>	\$ 1,200,000				

*Thomas J. Seifert*

The following table summarizes the value of the payouts to Mr. Seifert pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan, assuming a qualifying termination as of March 28, 2014 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of \$19.79 on March 28, 2014):

	Severance Pay	COBRA Premiums	Option Vesting	RSU Vesting	PRU Vesting
<b>Involuntary Termination Because of Market Conditions or Division Performance</b>	\$ 739,200				
<b>Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control</b>	\$ 720,000				

*Stephen E. Gillett*

The following table summarizes the value of the payouts to Mr. Gillett pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan, assuming a qualifying termination as of March 28, 2014 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of \$19.79 on March 28, 2014):

	Severance Pay	COBRA Premiums	Option Vesting	RSU Vesting	PRU Vesting
<b>Involuntary Termination Because of Market Conditions or Division Performance</b>	\$ 894,200				
<b>Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control</b>	\$ 1,968,750			\$ 1,731,704	\$ 1,427,868
<b>Termination Without Cause or Termination Due to Death or Disability</b>					\$ 475,950

**Table of Contents***Scott C. Taylor*

The following table summarizes the value of the payouts to Mr. Taylor pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan, assuming a qualifying termination as of March 28, 2014 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of \$19.79 on March 28, 2014 minus the exercise price):

	Severance Pay	COBRA Premiums	Option Vesting	RSU Vesting	PRU Vesting
<b>Involuntary Termination Because of Market Conditions or Division Performance</b>	\$ 439,200				
<b>Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control</b>	\$ 693,000		\$ 501,420	\$ 1,874,924	\$ 1,085,482
<b>Termination Without Cause or Termination Due to Death or Disability</b>					\$ 361,801

**Former Officers:***Stephen M. Bennett*

The following table summarizes the value of payouts to Mr. Bennett in accordance with an employment agreement, dated August 21, 2012, between Mr. Bennett and Symantec, and the agreements covering his PCSU and RSU awards in connection with Mr. Bennett's involuntary termination. He received a cash severance payment equal to 1.5 times his annual base salary and target bonus, reimbursement of COBRA premiums for eighteen months and accelerated vesting of his RSUs, PRUs and PCSUs.

	Severance Pay	COBRA Premiums	RSU Vesting	PRU Vesting	PCSU Vesting
<b>Involuntary Termination</b>	\$ 3,750,000	\$ 22,901	\$ 1,290,300	\$ 1,685,985	\$ 17,557,370

*James A. Beer*

The following table summarizes the value of the payouts to Mr. Beer pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan:

	Severance Pay	Executive Bonus	Outplacement Cost	COBRA Premiums	Option Vesting	RSU Vesting	PRU Vesting
<b>Voluntary Termination</b>							

*Francis A. deSouza*

The following table summarizes the value of the payouts to Mr. deSouza pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan:

	Severance Pay	Executive Bonus	Outplacement Cost	COBRA Premiums	Option Vesting	RSU Vesting	PRU Vesting
<b>Voluntary Termination</b>							

**Table of Contents****Andrew H. Del Matto**

The following table summarizes the value of the payouts to Mr. Del Matto pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan:

	Severance Pay	Executive Bonus	Outplacement Cost	COBRA Premiums	Option Vesting	RSU Vesting	PRU Vesting
<b>Voluntary Termination</b>							
<i>Donald J. Rath</i>							

The following table summarizes the value of the payouts to Mr. Rath pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan, assuming a qualifying termination as of March 28, 2014 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of \$19.79 on March 28, 2014 minus the exercise price):

	Severance Pay	COBRA Premiums	Option Vesting	RSU Vesting	PRU Vesting
<b>Involuntary Termination Because of Market Conditions or Division Performance</b>	\$ 74,558				
<b>Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control</b>				\$ 529,363	\$ 87,254
<b>Termination Without Cause or Termination Due to Death or Disability</b>					\$ 29,072

**EQUITY COMPENSATION PLAN INFORMATION****Equity Compensation Plan Information**

The following table gives information about Symantec's common stock that may be issued upon the exercise of options, warrants and rights under all of Symantec's existing equity compensation plans as of March 28, 2014:

Plan Category	Equity Compensation Plan Information		
	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	26,458,720	\$ 4.40	89,366,137(1)
Equity compensation plans not approved by security holders	(2)		
Total	26,458,720	\$ 4.40	89,366,137

(1) Represents 67,128 shares remaining available for future issuance under Symantec's 2000 Director Equity Incentive Plan, 209,599 shares remaining available for future issuance under Symantec's 2002 Executive Officer's Stock Purchase Plan, 48,102,450 shares remaining

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available for future issuance under Symantec's 2008 Employee Stock Purchase Plan and 40,986,960 shares remaining available for future issuance as stock options under Symantec's 2013 Equity Incentive Plan.

- (2) Excludes outstanding options to acquire 252,952 shares as of March 28, 2014 that were assumed as part of various acquisitions. The weighted average exercise price of these outstanding options was \$10.39 as of March 28, 2014. In connection with these acquisitions, Symantec has only assumed outstanding options and rights, but not the plans under which there were grants, and therefore, no further options may be granted under these acquired-company plans.



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**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**Related-Person Transactions Policy and Procedures**

Symantec has adopted a written related person transactions policy which provides for the Company's policies and procedures regarding the identification, review, consideration and approval or ratification of related person transactions. The Nominating and Governance Committee reviews transactions that may be related person transactions, which are transactions between Symantec and any related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000, and in which the related person has or will have a direct or indirect material interest. For purposes of the policy, a related person is any Symantec executive officer, director, nominee for director, or stockholder holding more than 5% of any class of Symantec's voting securities, in each case, since the beginning of the previous fiscal year, and their immediate family members.

Under the policy, absent any facts or circumstances indicating special or unusual benefits to the related person, the following transactions are deemed not to be related person transactions (meaning the related person is deemed to not have a direct or indirect material interest in the transaction):

compensation to executive officers determined by Symantec's Compensation Committee;

any transaction with another company at which a related person is a director or an employee (other than an executive officer) if the aggregate amount involved does not exceed the greater of \$2,000,000, or three percent of that company's total annual gross revenues, provided that the transaction involves the purchase of either company's goods and services and the transaction is subject to usual trade terms and is in the ordinary course of business and the related person is not involved in the negotiation of the transaction;

any compensation paid to a director if the compensation is required to be reported in Symantec's proxy statement;

any transaction where the related person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis;

any charitable contribution, grant or endowment by Symantec or the Symantec Foundation to a charitable organization, foundation or university at which a related person's only relationship is as a director or an employee (other than an executive officer), if the aggregate amount involved does not exceed \$120,000, or any non-discretionary matching contribution, grant or endowment made pursuant to a matching gift program;

any transaction where the rates or charges involved are determined by competitive bids;

any transaction involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; or

any transaction involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

Under the policy, members of Symantec's legal department review transactions involving related persons that do not fall into one of the above categories. If they determine that a related person could have a significant interest in a transaction, the transaction is referred to the Nominating and Governance Committee. In addition, transactions may be identified through Symantec's Code of Conduct or other Symantec policies and procedures, and reported to the Nominating and Governance Committee. The Nominating and Governance Committee determines whether the related person has a material interest in a transaction and may approve, ratify, rescind or take other action with respect to the transaction.



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**REPORT OF THE AUDIT COMMITTEE**

*The information contained in the following report of Symantec's Audit Committee is not considered to be soliciting material, filed or incorporated by reference in any past or future filing by Symantec under the Securities Exchange Act of 1934 or the Securities Act of 1933 unless and only to the extent that Symantec specifically incorporates it by reference.*

The Audit Committee is comprised solely of independent directors, as defined by current NASDAQ listing standards, and operates under a written charter which was most recently amended by the Board on May 2, 2013. The Audit Committee oversees Symantec's financial reporting process on behalf of the Board. Management has primary responsibility for the financial statements and the reporting process, including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements that were included in Symantec's Annual Report on Form 10-K for the fiscal year ended March 28, 2014 with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements.

The Audit Committee reviewed with Symantec's independent registered public accounting firm, which is responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, its judgments as to the quality, not just the acceptability, of Symantec's accounting principles and discussed with the independent registered public accounting firm the matters required to be discussed by the Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16 (*Communications with Audit Committees*). In addition, the Audit Committee has received and reviewed the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the registered public accounting firm's communications with the Audit Committee concerning independence from management and Symantec, and has discussed with the independent registered public accounting firm the registered public accounting firm's independence from management and Symantec.

The Audit Committee discussed with Symantec's internal accountants and independent registered public accounting firm the overall scope and plans for their respective audits. The Audit Committee meets with the internal accountants and independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of Symantec's internal controls, and the overall quality of Symantec's financial reporting.

The Audit Committee also received the report of management contained in Symantec's Annual Report on Form 10-K for the fiscal year ended March 28, 2014, as well as KPMG's Report of Independent Registered Public Accounting Firm included in Symantec's Annual Report on Form 10-K related to its audit of (i) the consolidated financial statements and financial statement schedule and (ii) the effectiveness of internal control over financial reporting. The Audit Committee continues to oversee Symantec's efforts related to its internal control over financial reporting and management's preparations for the evaluation in fiscal 2015.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board (and the Board has approved) that the audited financial statements be included in Symantec's Annual Report on Form 10-K for the fiscal year ended March 28, 2014 for filing with the SEC.

By: The Audit Committee of the Board of Directors:

Frank E. Dangeard

Robert S. Miller

Anita M. Sands

V. Paul Unruh (Chair)

Suzanne M. Vautrinot

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**SYMANTEC CORPORATION**  
**2014 ANNUAL MEETING OF STOCKHOLDERS**  
**MEETING INFORMATION**

**Information About Solicitation and Voting**

This proxy is solicited on behalf of the Board for use at the Annual Meeting to be held at Symantec's offices located at 350 Ellis Street, Mountain View, California 94043 on Tuesday, October 28, 2014, at 9:00 a.m. (Pacific Time), and any adjournment or postponement thereof. We will provide a live and re-playable webcast of the Annual Meeting, which will be available on the events section of our investor relations website at [www.symantec.com/invest](http://www.symantec.com/invest).

**About the Annual Meeting**

**What is the purpose of the Annual Meeting?**

At our Annual Meeting, stockholders will act upon the proposals described in this proxy statement. In addition, following the meeting, management will report on the performance of Symantec and respond to questions from stockholders.

**What proposals are scheduled to be voted on at the Annual Meeting?**

Stockholders will be asked to vote on three proposals. The proposals are:

1. Election to the Board of the ten nominees named in this proxy statement;
2. Ratification of the appointment of KPMG as our independent registered public accounting firm for the 2015 fiscal year; and
3. An advisory vote to approve executive compensation.

**What is the recommendation of the Board on each of the proposals scheduled to be voted on at the Annual Meeting?**

The Board recommends that you vote **FOR** each of the nominees to the Board (Proposal 1), **FOR** the ratification of the appointment of KPMG as our independent registered public accounting firm for the 2015 fiscal year (Proposal 2); and **FOR** the approval of compensation to our named executive officers (Proposal 3).

**Could other matters be decided at the Annual Meeting?**

Our Bylaws require that we receive advance notice of any proposal to be brought before the Annual Meeting by stockholders of Symantec, and we have not received notice of any such proposals. If any other matter were to come before the Annual Meeting, the proxy holders appointed by the Board will have the discretion to vote on those matters for you.

**Who can vote at the Annual Meeting?**

Stockholders as of the record date for the Annual Meeting, August 29, 2014, are entitled to vote at the Annual Meeting. At the close of business on the record date, there were 690,310,999 shares of Symantec common stock outstanding and entitled to vote. Each share of common stock is entitled to vote on each matter properly brought before the meeting.

*Stockholder of Record: Shares Registered in Your Name*

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If on August 29, 2014, your shares were registered directly in your name with our transfer agent, Computershare Investor Services, then you are considered the stockholder of record with respect to those shares. As a

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stockholder of record, you may vote at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote over the Internet or by telephone, or if you received paper proxy materials by mail, by filling out and returning the proxy card.

For questions regarding your stock ownership, you may contact our transfer agent, Computershare Investor Services, by email through their website at [www.computershare.com/contactus](http://www.computershare.com/contactus) or by phone at (877) 282-1168 (within the U.S. and Canada) or (781) 575-2879 (outside the U.S. and Canada).

### ***Beneficial Owner: Shares Registered in the Name of a Broker or Nominee***

If on August 29, 2014, your shares were held in an account with a brokerage firm, bank or other nominee, then you are the beneficial owner of the shares held in street name. As a beneficial owner, you have the right to direct your nominee on how to vote the shares held in your account, and it has enclosed or provided voting instructions for you to use in directing it on how to vote your shares. However, the organization that holds your shares is considered the stockholder of record for purposes of voting at the Annual Meeting. Because you are not the stockholder of record, you may not vote your shares at the Annual Meeting unless you request and obtain a valid proxy from the organization that holds your shares giving you the right to vote the shares at the Annual Meeting.

### **How do I vote?**

If you are a stockholder of record, you may:

vote in person we will provide a ballot to stockholders who attend the Annual Meeting and wish to vote in person;

vote via the Internet or via telephone instructions are shown on your Notice of Internet Availability or proxy card; or

vote by mail if you received a paper proxy card and voting instructions by mail, simply complete, sign and date the enclosed proxy card and return it before the Annual Meeting in the envelope provided.

Votes submitted via the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on October 27, 2014. Submitting your proxy, whether via the Internet, by telephone or by mail if you received a paper proxy card, will not affect your right to vote at the Annual Meeting should you decide to attend the meeting.

If you are not the stockholder of record, please refer to the voting instructions provided by your nominee to direct it how to vote your shares.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure that your vote is counted. You may still attend the Annual Meeting if you have already voted by proxy.

### **What is the quorum requirement for the Annual Meeting?**

A majority of our outstanding shares as of the record date must be present at the Annual Meeting in order to hold the meeting and conduct business. This presence is called a quorum. Your shares are counted as present at the Annual Meeting if you are present and vote in person at the meeting or if you have properly submitted a proxy.

### **How are abstentions and broker non-votes treated?**

Abstentions (shares present at the meeting and voted  abstain ) are counted for purposes of determining whether a quorum is present, and have no effect on the election of directors. For the purpose of determining whether the stockholders have approved all other matters, abstentions have the same effect as an  against vote.

Broker non-votes occur when shares held by a broker for a beneficial owner are not voted either because (i) the broker did not receive voting instructions from the beneficial owner, or (ii) the broker lacked discretionary



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authority to vote the shares. Broker non-votes are counted for purposes of determining whether a quorum is present, and have no effect on the matters voted upon. If you are a beneficial holder and do not provide specific voting instructions to your broker, the broker that holds your shares will not be authorized to vote your shares on any of the proposals, except for Proposal 2, ratification of the appointment of KPMG as our independent public accounting firm for the 2014 fiscal year. Accordingly, we encourage you to provide voting instructions to your broker, whether or not you plan to attend the Annual Meeting.

### **What is the vote required for each proposal?**

The votes required to approve each proposal are as follows:

*Proposal No. 1.* Each director must be elected by a majority of the votes cast, meaning the votes FOR a director must exceed the number of votes AGAINST a director.

*Proposal Nos. 2 and 3.* Approval of each of Proposals 2 and 3 requires the affirmative FOR vote of a majority of the shares entitled to vote on these proposals at the Annual Meeting and present in person or represented by proxy.

### **What if I return a proxy card but do not make specific choices?**

All proxies will be voted in accordance with the instructions specified on the proxy card. If you received a Notice of Internet Availability, please follow the instructions included on the notice on how to access your proxy card and vote over the Internet or by telephone. If you sign a physical proxy card and return it without instructions as to how your shares should be voted on a particular proposal at the Annual Meeting, your shares will be voted in accordance with the recommendations of our Board stated above.

If you do not vote and you hold your shares in street name, and your broker does not have discretionary power to vote your shares, your shares may constitute broker non-votes (as described above) and will not be counted in determining the number of shares necessary for approval of the proposals. However, shares that constitute broker non-votes will be counted for the purpose of establishing a quorum for the Annual Meeting. Voting results will be tabulated and certified by the inspector of elections appointed for the Annual Meeting.

### **Who is paying for this proxy solicitation?**

Symantec is paying the costs of the solicitation of proxies. We have retained AST Phoenix Advisors to help us solicit proxies from brokers, bank nominees and other institutions for a fee of \$9,500, plus reasonable out-of-pocket expenses. We will also reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners. In addition, our directors, officers, and other employees, without additional compensation, may solicit proxies personally or in writing, by telephone, e-mail, or otherwise. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for any Internet access charges you may incur.

### **What does it mean if I receive more than one proxy card or Notice of Internet Availability?**

If you receive more than one proxy card or Notice of Internet Availability, your shares are registered in more than one name or are registered in different accounts. To make certain all of your shares are voted, please follow the instructions included on the Notice of Internet Availability on how to access each proxy card and vote each proxy card over the Internet or by telephone. If you received paper proxy materials by mail, please complete, sign and return each proxy card to ensure that all of your shares are voted.

### **How can I change my vote after submitting my proxy?**

You may change your vote or revoke your proxy at any time before your proxy is voted at the Annual Meeting. If you are a stockholder of record, you may change your vote or revoke your proxy by:

delivering to the Corporate Secretary of Symantec (by any means, including facsimile) a written notice stating that the proxy is revoked;



signing and delivering a proxy bearing a later date;

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voting again over the Internet or by telephone; or

attending and voting at the Annual Meeting (although attendance at the meeting will not, by itself, revoke a proxy).

Please note, however, that if you are a beneficial owner and you wish to change or revoke your proxy, you may change your vote by submitting new voting instructions to your broker, bank or other nominee or, if you have obtained a legal proxy from your broker, bank or other nominee giving you the right to vote your shares at the Annual Meeting, by attending the Annual Meeting and voting in person.

### **How can I get electronic access to the proxy materials?**

The Notice of Internet Availability will provide you with instructions regarding how to:

view our proxy materials for the Annual Meeting over the Internet; and

instruct us to send our future proxy materials to you electronically by email.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual meetings of stockholders on the environment. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

### **Where can I find the voting results?**

The preliminary voting results will be announced at the Annual Meeting and posted on our website at [www.symantec.com/invest](http://www.symantec.com/invest). The final results will be tallied by the inspector of elections and filed with the U.S. Securities and Exchange Commission in a current report on Form 8-K within four business days of the Annual Meeting.

## **ADDITIONAL INFORMATION**

### **Stockholder Proposals for the 2015 Annual Meeting**

*Requirements for Stockholder Proposals to be Brought Before an Annual Meeting.* Symantec's Bylaws provide that, for stockholder nominations to the Board or other proposals to be considered at an annual meeting, the stockholder must give timely notice thereof in writing to the Corporate Secretary at Symantec Corporation, 350 Ellis Street, Mountain View, California 94043, Attn: Corporate Secretary.

To be timely for the 2015 Annual Meeting of Stockholders, a stockholder's notice must be delivered to or mailed and received by our Corporate Secretary at our principal executive offices between June 30, 2015 and July 30, 2015. A stockholder's notice to the Corporate Secretary must set forth as to each matter the stockholder proposes to bring before the annual meeting the information required by Symantec's Bylaws.

*Requirements for Stockholder Proposals to be Considered for Inclusion in Our Proxy Materials.* Stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act and intended to be presented at Symantec's 2015 annual meeting must be received by us not later than May 11, 2015 in order to be considered for inclusion in Symantec's proxy materials for that meeting.

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### **Available Information**

Symantec will mail without charge, upon written request, a copy of Symantec's Annual Report on Form 10-K for fiscal year 2014, including the financial statements, schedule and list of exhibits, and any exhibit specifically requested. Requests should be sent to:

**Symantec Corporation**

**350 Ellis Street**

**Mountain View, California 94043**

**Attn: Investor Relations**

The Annual Report is also available at [www.symantec.com](http://www.symantec.com).

### **Householding    Stockholders Sharing the Same Last Name and Address**

The SEC has adopted rules that permit companies and intermediaries (such as brokers) to implement a delivery procedure called "householding." Under this procedure, multiple stockholders who reside at the same address may receive a single copy of our annual report and proxy materials, including the Notice of Internet Availability, unless the affected stockholder has provided contrary instructions. This procedure reduces printing costs and postage fees, and helps protect the environment as well.

This year, a number of brokers with account holders who are Symantec stockholders will be "householding" our annual report and proxy materials, including the Notice of Internet Availability. A single Notice of Internet Availability and, if applicable, a single set of annual report and other proxy materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. Stockholders may revoke their consent at any time by contacting Broadridge ICS, either by calling toll-free (800) 542-1061, or by writing to Broadridge ICS, Householding Department, 51 Mercedes Way, Edgewood, New York, 11717.

Upon written or oral request, Symantec will promptly deliver a separate copy of the Notice of Internet Availability and, if applicable, annual report and other proxy materials to any stockholder at a shared address to which a single copy of any of those documents was delivered. To receive a separate copy of the Notice of Internet Availability and, if applicable, annual report and other proxy materials, you may write or call Symantec's Investor Relations department at 350 Ellis Street, Mountain View, California 94043, Attn: Investor Relations, telephone number (650) 527-5523.

Any stockholders who share the same address and currently receive multiple copies of Symantec's Notice of Internet Availability or annual report and other proxy materials who wish to receive only one copy in the future can contact their bank, broker or other holder of record to request information about householding or Symantec's Investor Relations department at the address or telephone number listed above.

### **OTHER MATTERS**

The Board does not presently intend to bring any other business before the meeting and, so far as is known to the Board, no matters are to be brought before the meeting except as specified in the notice of the meeting. As to any business that may arise and properly come before the meeting, however, it is intended that proxies, in the form enclosed, will be voted in respect thereof in accordance with the judgment of the persons voting such proxies.

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*SYMANTEC CORPORATION*

*350 ELLIS STREET*

*MOUNTAIN VIEW, CA 94043*

*ATTN: CORPORATE SECRETARY*

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**The Board of Directors recommends you  
vote FOR the following:**

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1. Election of Directors	For	Against	Abstain	
				For Against Abstain
1a. Michael A. Brown	..	..	..	
				3 Advisory vote to approve executive compensation.    ..    ..    ..
1b. Frank E. Dangeard	..	..	..	
				<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.
1c. Geraldine B. Laybourne	..	..	..	
1d. David L. Mahoney	..	..	..	
1e. Robert S. Miller	..	..	..	
1f. Anita M. Sands	..	..	..	
1g. Daniel H. Schulman	..	..	..	
1h. V. Paul Unruh	..	..	..	
1i. Suzanne M. Vautrinot	..	..	..	

**The Board of Directors recommends you vote FOR proposals 2 and 3.**

	For	Against	Abstain
2 Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the 2015 fiscal year.	..	..	..

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN ~~BOX~~]

Signature (Joint Owners)      Date

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice & Proxy Statement and Annual Report is/are available at [www.proxyvote.com](http://www.proxyvote.com).

**This Proxy is Solicited on Behalf of the  
Board of Directors of Symantec Corporation  
2014 Annual Meeting of Stockholders**

The undersigned stockholder(s) appoint(s) Michael A. Brown, Thomas J. Seifert and Scott C. Taylor, and each of them, with full power of substitution, as attorneys and proxies for and in the name and place of the undersigned, and hereby authorizes each of them to represent and to vote all of the shares of Common Stock of Symantec Corporation ("*Symantec*") that are held of record by the undersigned as of August 29, 2014, which the undersigned is entitled to vote at the Annual Meeting of Stockholders of Symantec to be held on October 28, 2014, at the offices of Symantec located at 350 Ellis Street, Mountain View, California, at 9:00 a.m. (Pacific time), and at any adjournments or postponements thereof.

**THIS PROXY, WHEN PROPERLY EXECUTED AND RETURNED IN A TIMELY MANNER, WILL BE VOTED AT THE ANNUAL MEETING AND AT ANY ADJOURNMENT OR POSTPONEMENT THEREOF IN THE MANNER DESCRIBED HEREIN. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE NINE NOMINEES IDENTIFIED HEREIN TO THE BOARD OF DIRECTORS AND FOR PROPOSALS 2 AND 3.**

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

**Continued and to be signed on reverse side**