

AVNET INC  
Form DEF 14A  
September 25, 2014  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**  
**SCHEDULE 14A**

**(Rule 14a-101)**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**AVNET, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

## Edgar Filing: AVNET INC - Form DEF 14A

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) 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):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
- Fee paid previously with preliminary materials:
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

**AVNET, INC.**

**NOTICE OF 2014 ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held Thursday, November 6, 2014**

TO ALL SHAREHOLDERS OF AVNET, INC.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of AVNET, INC., a New York corporation ( Avnet ), will be held at the Avnet, Inc. Corporate Headquarters, 2211 South 47th Street, Phoenix, Arizona 85034, on Thursday, November 6, 2014, at 7:30 a.m., local time, for the following purposes:

1. To elect the nine director nominees named in the attached proxy statement to serve until the next annual meeting and until their successors have been elected and qualified.
2. To conduct an advisory vote on executive compensation.
3. To ratify the appointment of KPMG LLP as the independent registered public accounting firm to audit the consolidated financial statements of Avnet for the fiscal year ending June 27, 2015.
4. To take action with respect to such other matters as may properly come before the Annual Meeting (including postponements and adjournments).

The Board of Directors has fixed the close of business on September 8, 2014, as the record date for the Annual Meeting. Only holders of record of shares of Avnet's Common Stock at the close of business on such date shall be entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

By Order of the Board of Directors

Michael R. McCoy

*Secretary*

September 25, 2014

**Table of Contents****TABLE OF CONTENTS**

<u>Proxy Statement</u>	1
<u>Proxy and Revocation of Proxy</u>	1
<u>Quorum and Voting</u>	2
<u>Broker Voting</u>	2
<u>Meeting Attendance</u>	2
<u>Required Vote and Board Recommendation</u>	2
<u>Corporate Governance</u>	3
<u>Corporate Governance Guidelines</u>	3
<u>Director Independence</u>	3
<u>Board Leadership Structure</u>	3
<u>Director Nominations</u>	4
<u>Director Communications</u>	5
<u>Management Succession</u>	5
<u>Code of Conduct</u>	5
<u>Reporting of Ethical Concerns</u>	5
<u>Stock Ownership Guidelines</u>	6
<u>Avnet Website</u>	6
<u>The Board of Directors and its Committees</u>	7
<u>Audit Committee</u>	7
<u>Compensation Committee</u>	8
<u>Corporate Governance Committee</u>	8
<u>Executive Committee</u>	8
<u>The Board's Role in Risk Oversight</u>	9
<b><u>Proposal 1 Election of Directors</u></b>	10
<u>Audit Committee Report</u>	15
<u>Principal Accounting Firm Fees</u>	16
<u>Beneficial Ownership of Common Stock by Management and Others</u>	17
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	18
<u>Executive Officers of the Company</u>	19
<u>Compensation Committee Report</u>	20
<u>Compensation Discussion and Analysis</u>	21
<u>Introduction</u>	21
<u>Executive Summary</u>	21
<u>Compensation Governance and Process</u>	23
<u>Overview of Pay Programs</u>	26
<u>Elements of Executive Compensation</u>	28
<u>Additional Information</u>	35
<u>Compensation of Avnet Executive Officers</u>	37
<u>Director Compensation</u>	47
<u>Deferred Compensation Plan</u>	48
<u>D&amp;O Insurance</u>	48
<b><u>Proposal 2 Advisory Vote on Named Executive Officer Compensation</u></b>	49
<b><u>Proposal 3 Ratification of Appointment of KPMG as Independent Registered Public Accounting Firm</u></b>	50
<u>General</u>	50
<u>2015 Annual Meeting</u>	50
<u>Delivery of Documents to Security Holders</u>	51
<u>Appendix A Reconciliation of Non-GAAP Measures</u>	A-1

**Table of Contents**

**AVNET, INC.**

**2211 South 47th Street**

**Phoenix, Arizona 85034**

**PROXY STATEMENT**

**Dated September 25, 2014**

**FOR ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held November 6, 2014**

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors of Avnet, Inc. ( "Avnet" or the "Company" ) to be voted at the annual meeting of shareholders to be held at Avnet's Corporate Headquarters, 2211 South 47th Street, Phoenix, Arizona 85034, on November 6, 2014, and at any and all postponements or adjournments thereof (the "Annual Meeting" ), with respect to the matters referred to in the accompanying notice. The approximate date on which this Proxy Statement and the enclosed form of proxy are first being sent or given to shareholders is September 25, 2014. Only holders of record of outstanding shares of the Company's common stock, par value \$1.00 per share (the "Common Stock" ), at the close of business on September 8, 2014, the record date, are entitled to notice of and to vote at the Annual Meeting. Each shareholder is entitled to one vote per share held on the record date. The aggregate number of shares of Common Stock outstanding (net of treasury shares) at September 8, 2014, was 138,244,075, comprising all of Avnet's capital stock outstanding as of that date.

At the meeting you will be asked to elect the nine director nominees named in the Proxy Statement, conduct an advisory vote on executive compensation and ratify the appointment of KPMG LLP as the independent registered public accounting firm to audit the consolidated financial statements of Avnet for the fiscal year ending June 27, 2015.

Proxies for shares of Common Stock may be submitted by completing and mailing the proxy card that accompanies this Proxy Statement or by submitting your proxy voting instructions by telephone or through the Internet. Shareholders who hold their shares through a broker, bank or other nominee should contact their nominee to determine whether they may submit their proxy by telephone or Internet. Shares of Common Stock represented by a proxy properly signed or submitted and received at or prior to the Annual Meeting will be voted in accordance with the shareholder's instructions. If a proxy card is signed, dated and returned without indicating any voting instructions, shares of Common Stock represented by the proxy will be voted as the Board recommends. The Board of Directors is not currently aware of any business to be acted upon at the Annual Meeting other than as described in this Proxy Statement. If, however, other matters are properly brought before the Annual Meeting, the persons appointed as proxies will have discretion to vote according to their best judgment, unless otherwise indicated on any particular proxy. The persons appointed as proxies will have discretion to vote on adjournment of the Annual Meeting. Proxies will extend to, and be voted at, any adjournment or postponement of the Annual Meeting to the extent permitted under the Business Corporation Law of the State of New York and the Company's By-laws.

**Proxy and Revocation of Proxy**

Any person who signs and returns the enclosed proxy, or properly votes by telephone or Internet, may revoke it by submitting a written notice of revocation or a later dated proxy that is received by Avnet prior to the Annual Meeting, or by voting in person at the Annual Meeting. However, a proxy will not be revoked by simply attending the Annual Meeting and not voting. All written notices of revocation and other communications

## Edgar Filing: AVNET INC - Form DEF 14A

with respect to revocation by Avnet shareholders should be addressed as follows: Michael McCoy, Secretary, Avnet, Inc., 2211 South 47<sup>th</sup> Street, Phoenix, Arizona 85034. To revoke a proxy previously submitted by telephone or Internet, a shareholder of record can simply vote again at a later date, using the same procedures, in which case the later submitted vote will be recorded and the earlier vote will thereby be revoked. Please note that any shareholder whose shares are held of record by a broker, bank or other nominee, and who provides voting instructions on a form

## **Table of Contents**

received from the nominee, may revoke or change his or her voting instructions only by contacting the nominee who holds his or her shares. Such shareholders may not vote in person at the Annual Meeting unless the shareholder obtains a legal proxy from the broker, bank or other nominee.

### **Quorum and Voting**

The presence at the Annual Meeting, in person or by proxy, of the shareholders of record entitled to cast at least a majority of the votes that all shareholders are entitled to cast is necessary to constitute a quorum. Each vote represented at the Annual Meeting in person or by proxy will be counted toward a quorum. If a quorum should not be present, the Annual Meeting may be adjourned from time to time until a quorum is obtained. Abstentions and broker non-votes, which are more fully discussed below, will not be counted as a vote cast and therefore will have no effect on the outcome of any proposal.

### **Broker Voting**

Brokers holding shares of record for a customer have the discretionary authority to vote on certain limited matters if they do not receive timely instructions from the customer regarding how the customer wants the shares voted. There are also some matters ( non-routine matters ) with respect to which brokers do not have discretionary authority to vote if they do not receive timely instructions from the customer. When a broker does not have discretion to vote on a particular matter and the customer has not given timely instructions on how the broker should vote, then what is referred to as a broker non-vote results. Any broker non-vote would be counted as present at the meeting for purposes of determining a quorum, but would be treated as not entitled to vote with respect to non-routine matters. Therefore, a broker non-vote would not count as a vote in favor of or against such matters and, accordingly, would not affect the outcome of the vote.

The election of directors (Proposal 1) and the advisory vote on executive compensation (Proposal 2) are classified as non-routine matters. Accordingly, brokers, banks and other nominees will not be permitted to vote on any proposal other than the ratification of the appointment of the independent registered public accounting firm (Proposal 3) without instructions from the beneficial owners. **As a result, the Company encourages all beneficial owners to provide voting instructions to your nominees to ensure that your shares are voted at the Annual Meeting.**

### **Meeting Attendance**

Admission to the Annual Meeting will be limited to shareholders. You are entitled to attend the Annual Meeting only if you are a shareholder of record as of the record date, or hold a valid proxy for the meeting. In order to be admitted to the Annual Meeting, you must present proof of ownership of Avnet stock on the record date. This can be a brokerage statement or letter from a bank or broker indicating ownership on the record date, the Notice of Internet Availability of Proxy Materials, a proxy card, or legal proxy or voting instruction card provided by your broker, bank or nominee. Any holder of a proxy from a shareholder must present the proxy card, properly executed, and a copy of the proof of ownership. Shareholders and proxyholders may also be asked to present a form of photo identification such as a driver's license or passport. Backpacks, cameras, cell phones with cameras, recording equipment and other electronic recording devices will not be permitted at the Annual Meeting. Failure to follow the meeting rules or permit inspection will be grounds for exclusion from the Annual Meeting.

### **Required Vote and Board Recommendation**

<b>Proposal Number</b>	<b>Item</b>	<b>Voting Standard</b>	<b>Board Recommendation</b>
1	Election of directors	Majority of votes cast	For
2	Advisory vote on executive compensation	Majority of votes cast	For
3	Ratification of independent auditor	Majority of votes cast	For



**Table of Contents**

With respect to the election of directors, a majority of the votes cast means that the number of shares voted for a director must exceed the number of shares voted against that director. If an incumbent nominee is not elected by the requisite vote, he or she must tender his or her resignation, and the Board, excluding such individual, will, within 90 days of the election, decide whether or not to accept such resignation and will disclose and explain its decision.

**CORPORATE GOVERNANCE**

Avnet is committed to good corporate governance practices. This commitment is not new the Company has developed and evolved its corporate governance practices over many years. The Board of Directors believes that good corporate governance practices provide an important framework that promotes long-term value, strength and stability for shareholders. The Company’s governance highlights include:

- ü 8 of 9 Independent Directors
- ü Annual Election of Directors
- ü Regular Executive Sessions of Independent Directors
- ü Prohibitions on Hedging and Pledging
- ü Independent Chairman
- ü No Poison Pill
- ü Incentive Compensation Recoupment Policy
- ü Risk Oversight by Board and Committees
- ü Majority Voting for Directors
- ü No Supermajority Voting Provisions
- ü Stock Ownership Guidelines for Executives and Directors
- ü Board Involvement in Talent Management

**Corporate Governance Guidelines**

The Corporate Governance Guidelines (the Guidelines) collect in one document many of the corporate governance practices and procedures that have evolved at Avnet over the years. Among other things, the Guidelines address the duties of the Board of Directors, director qualifications and selection process, director compensation, Board operations, management succession, Board committee matters and director orientation and continuing education. The Guidelines also provide for annual self-evaluations by the Board and its committees. The Board reviews the Guidelines on an annual basis. The Guidelines are available on the Company’s website at [www.ir.avnet.com/documents.cfm](http://www.ir.avnet.com/documents.cfm).

As a general policy, as set forth in the Guidelines, the Board recommends certain limits as to the service of directors on other boards of public companies. These limits are as follows: (1) directors who are actively employed on a full-time basis may serve on up to two additional boards; (2) an independent Chairman of the Board, if not actively employed on a full-time basis, may serve on up to four additional boards; and (3) directors who are retired from active full-time employment may serve on up to five additional boards.

**Director Independence**

The Board of Directors believes that a substantial majority of its members should be independent directors. The Board has determined that the following Directors are independent under the Guidelines: William J. Amelio, J. Veronica Biggins, Michael A. Bradley, R. Kerry Clark, James A. Lawrence, Frank R. Noonan, Ray M. Robinson and William H. Schumann, III (the Independent Directors). Additionally, the Board believes that Avid Modjtabai, who has been nominated by the Board to serve as a director, will be independent under the Guidelines upon her election.

**Board Leadership Structure**

Pursuant to the Guidelines, the Board of Directors has the flexibility to decide whether it is best for the Company at a given point in time for the roles of the CEO and Chairman of the Board to be separate or combined and, if separate, whether the Chairman should be selected from the independent directors or be an employee of the Company. The Board believes that the Company and its shareholders are best

## **Table of Contents**

served by maintaining this flexibility rather than mandating a particular leadership structure. In the event that the Chairman is an employee of the Company, the Guidelines provide for an active lead independent director.

To promote free and open discussion and communication, Independent Directors meet in executive session without management present at regularly scheduled Board meetings. Independent Directors may meet at other times at the discretion of an independent Chairman, the lead independent director or upon the request of any Independent Director.

Mr. Schumann, an Independent Director of the Company, serves as the Chairman and Mr. Hamada is the CEO. The Board of Directors has concluded that the current leadership structure provides an appropriate framework for the Directors to provide independent, objective and effective oversight of management at this point in time.

## **Director Nominations**

The Corporate Governance Committee is responsible for identifying, screening and recommending candidates for election to the Company's Board of Directors. The Committee reviews the business experience, education and skills of candidates as well as character and judgment. Although the Corporate Governance Committee does not have a formal policy concerning diversity, Avnet believes that valuing diversity makes good business sense and the charter of the Corporate Governance Committee includes a statement that it will consider criteria including the possession of such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Company. These factors, and others considered useful by the Board, are reviewed in the context of an assessment of the perceived needs of the Board at a particular point in time. Directors must also possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of all shareholders. Board members are expected to diligently prepare for, attend and participate in all Board and applicable Committee meetings. Each Board member is expected to ensure that other existing and future commitments do not materially interfere with the member's attendance at meetings and service as a Director.

The Corporate Governance Committee reviews whether a potential candidate will meet the Board's independence standards and any other director or committee membership requirements imposed by law, regulation or stock exchange rules.

Director candidates recommended by the Corporate Governance Committee are subject to full Board approval and subsequent election by the shareholders. The Board of Directors is also responsible for electing directors to fill vacancies on the Board that occur due to retirement, resignation, expansion of the Board or other events occurring between the shareholders' annual meetings. The Corporate Governance Committee may retain a search firm, from time to time, to assist in identifying and evaluating director candidates. When a search firm is used, the Committee provides specified criteria for director candidates, tailored to the needs of the Board at that time, and pays the firm a fee for these services. Recommendations for director candidates are also received from Board members and management and may be solicited from professional associations as well.

The Corporate Governance Committee will consider recommendations of director candidates received from shareholders on the same basis as recommendations of director candidates received from other sources. The director selection criteria discussed above will be used to evaluate all recommended director candidates. Shareholders who wish to suggest an individual for consideration for election to the Company's Board of Directors may submit a written recommendation to the Corporate Governance Committee by sending it to: Michael McCoy, Secretary, Avnet, Inc., 2211 South 47<sup>th</sup> Street, Phoenix, Arizona 85034. Shareholder recommendations must contain the following information:

The shareholder's name, address, number of shares of Avnet Common Stock beneficially owned and, if the shareholder is not a record shareholder, evidence of beneficial ownership;

A statement in support of the director candidate's recommendation;

---

## **Table of Contents**

The director candidate's detailed biographical information describing experience and qualifications, including current employment and a list of any other boards of directors on which the candidate serves;

A description of all agreements, arrangements or understandings between the shareholder and the director candidate;

The candidate's consent to be contacted by a representative of the Corporate Governance Committee for interviews and his or her agreement to provide further information, if needed;

The candidate's consent for a background check; and

The candidate's consent to serve as a director, if nominated and elected.

Under the Company's By-laws, shareholders may also nominate a candidate for election at an annual meeting of shareholders. Details regarding this nomination procedure and the required notice and information are set forth elsewhere in this Proxy Statement under the heading "2015 Annual Meeting."

## **Director Communications**

Shareholders and other interested parties may contact any or all of the Company's Directors by writing to the Board of Directors or to the Secretary, Avnet, Inc., 2211 South 47<sup>th</sup> Street, Phoenix, AZ 85034. They may also submit an email to the Chairman of the Board, the chair of the Audit Committee or the non-employee Directors as a group, by filling out the email form on the Company's website at [www.ir.avnet.com/governance.cfm](http://www.ir.avnet.com/governance.cfm) under the caption "Committee Composition."

Communications received are distributed to the Board, or to any individual Director or group of Directors as appropriate, depending on the facts and circumstances outlined in the communication. The Avnet Board of Directors has requested that items that are unrelated to the duties and responsibilities of the Board be excluded, including spam, junk mail and mass mailings, product and services inquiries, product and services complaints, resumes and other forms of job inquiries, surveys and business solicitations or advertisements. Any product and services inquiries or complaints will be forwarded to the proper department for handling. In addition, material that is unduly hostile, threatening, illegal or similarly unsuitable will be excluded. Any such communication will be made available to any non-employee Director upon request.

## **Management Succession**

The Board of Directors is actively engaged and involved in talent management. The Board regularly reviews and discusses a management succession plan designed to provide for continuity in and development of senior management. This plan, on which Avnet's Chief Executive Officer (CEO) and Chief Human Resources Officer reports at least annually, addresses emergency CEO succession and CEO succession in the ordinary course of business. In addition, the Board receives updates on succession planning for other members of senior management.

## **Code of Conduct**

The Company adopted a Code of Conduct that applies to Directors, officers and employees, including the CEO and all financial and accounting personnel. A copy of the Code of Conduct can be reviewed at [www.ir.avnet.com/documents.cfm](http://www.ir.avnet.com/documents.cfm). Any future amendments to, or waivers for executive officers and Directors from certain provisions of, the Code of Conduct, will be posted on the Company's website.

## **Reporting of Ethical Concerns**

The Audit Committee of the Board of Directors has established procedures for employees, shareholders, vendors and others to communicate concerns about the Company's ethical conduct or business practices including accounting, internal controls or financial reporting issues. Matters may be reported in the following ways:

Employees of the Company are encouraged to contact their manager, a Human Resources representative or a Code of Conduct Advisor and discuss matters of concern.



## **Table of Contents**

All persons, including employees, may contact:

The Legal Department, by telephone at (480) 643-7106, or by mail at 2211 South 47<sup>th</sup> Street, Phoenix, Arizona 85034; or

The Ethics Alertline at 1-800-861-2899 (within the United States and Canada) or via the Internet at [www.avnet.alertline.com](http://www.avnet.alertline.com). Reports via the Ethics Alertline will be treated confidentially within the limits of the law and may be made on an anonymous basis.

## **Stock Ownership Guidelines**

The Board has adopted stock ownership guidelines providing that Directors should own, within five years of joining the Board, shares of Avnet, Inc. common stock worth at least five times the director's annual cash retainer. Shares that are awarded to directors as part of director compensation, as well as phantom shares acquired by directors under a deferred compensation plan, count towards the guideline. The Board will evaluate whether exceptions should be made in the case of any director who, due to his or her unique financial circumstances, would incur a hardship by complying with this requirement. As of June 28, 2014, each Director was in compliance with these guidelines.

## **Avnet Website**

In addition to the information about Avnet and its subsidiaries contained in this Proxy Statement, extensive information about the Company can be found on its website located at [www.avnet.com](http://www.avnet.com), including information about the Company's management team, products and services and its corporate governance practices. The corporate governance information on Avnet's website includes the Guidelines, the Code of Conduct, the charters for each of the standing committees of the Board of Directors, how a shareholder can communicate with the Corporate Governance Committee to nominate a director candidate for election and how shareholders and other interested parties can communicate with the Chairman of the Board, the chair of the Audit Committee and the non-employee Directors as a group. In addition, amendments to the Code of Conduct and waivers granted to the Company's Directors and executive officers under the Code of Conduct, if any, will be posted in this area of the website. These documents can be accessed at [www.ir.avnet.com/documents.cfm](http://www.ir.avnet.com/documents.cfm). Printed versions of the Guidelines, the Code of Conduct and the charters for the Board committees can be obtained, free of charge, by writing to the Company at: Michael McCoy, Secretary, Avnet, Inc., 2211 South 47<sup>th</sup> Street, Phoenix, AZ 85034.

In addition, the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those Reports, if any, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), as well as Section 16 filings made by any of the Company's executive officers and Directors with respect to Avnet Common Stock, are available on the Company's website ([www.avnet.com](http://www.avnet.com) under the Investor Relations SEC Filings caption) as soon as reasonably practicable after the report is electronically filed with, or furnished to, the SEC.

This information about Avnet's website and its content, together with other references to the website made in this Proxy Statement, is for information only. The content of the Company's website is not and should not be deemed to be incorporated by reference in this Proxy Statement or otherwise filed with the SEC.

**Table of Contents****THE BOARD OF DIRECTORS AND ITS COMMITTEES**

Avnet's Board of Directors held five meetings during fiscal 2014 – four regular quarterly meetings and one annual strategic planning meeting. The non-employee Directors met separately in executive session five times during fiscal 2014.

During fiscal 2014, each Director standing for reelection attended at least 75% of the combined number of meetings of the Board held during the period for which the Director served and of the committees on which such Director served.

All members of the Board of Directors are expected to attend the annual meeting of shareholders, unless unusual circumstances prevent such attendance. Board and committee meetings are scheduled in conjunction with the annual meeting of shareholders. All of the nominees were elected Directors at the Annual Meeting of Shareholders held on November 8, 2013, with the exception of Mr. Amelio, who joined the Board in May 2014, and Ms. Modjtabai, who is a director nominee.

Mr. Noonan, a director since 2004, is retiring from the Board of Directors and will not stand for reelection.

The Board currently has, and appoints the members of, a standing Audit Committee, Compensation Committee and Corporate Governance Committee. Each of these committees is comprised solely of non-employee Directors, reports regularly to the full Board and annually evaluates its performance. The members of the committees as of the date of this Proxy Statement are identified in the following table.

<b>Director</b>	<b>Audit</b>	<b>Compensation</b>	<b>Corporate Governance</b>
William J. Amelio		ü	ü
J. Veronica Biggins		ü	Chair
Michael A. Bradley		ü	ü
R. Kerry Clark	ü	Chair	
James A. Lawrence	Chair		
Frank R. Noonan	ü		
Ray M. Robinson			ü
William H. Schumann, III	ü	ü	ü

**Audit Committee**

The Audit Committee is charged with assisting and representing the Board of Directors in fulfilling its oversight responsibilities with respect to the integrity of the financial statements of the Company, the independence, qualifications and performance of the Company's independent external auditors, the performance of the Company's internal audit function and compliance with legal and regulatory requirements, as well as the Company's internal ethics and compliance program and enterprise risk management activities. Moreover, the Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent, registered public accounting firm. Additionally, the Audit Committee reviews and approves transactions with any related person in which the Company is a participant and involves an amount that equals or exceeds \$120,000 per year. All of the members of the Audit Committee are independent under the independence requirements of the New York Stock Exchange listing standards, the independence standards adopted by the Board, and also meet the additional requirements for audit committee independence established by the SEC. The Board of Directors has determined that the four members of the Audit Committee (Messrs. Clark, Lawrence, Noonan and Schumann) qualify as audit committee financial experts, as defined in rules adopted by the SEC. Please see the Audit Committee Report set forth elsewhere in this Proxy Statement for more information about the Committee and its operations. The Committee operates under a written charter that outlines the Committee's purpose, member qualifications, authority and

## **Table of Contents**

responsibilities. The Committee reviews its charter and conducts an evaluation of its own effectiveness annually. The charter is available on the Company's website at [www.ir.avnet.com/documents.cfm](http://www.ir.avnet.com/documents.cfm). During fiscal 2014, the Audit Committee held eight meetings.

### **Compensation Committee**

The Compensation Committee oversees the Company's overall compensation structure, policies and programs, and assists the Board of Directors in fulfilling its responsibilities with respect to administering the Company's long-term incentive plan, reviews and approves compensation arrangements with executive officers of the Company, and evaluates the performance of and recommends the compensation for the CEO. The Committee's objective is to establish and administer a total compensation program that fairly and competitively rewards long-term performance and enhances shareholder value. All members of the Committee meet the independence requirements of the NYSE listing standards and the independence standards adopted by the Board of Directors. The Committee operates under a written charter that outlines the purpose, member qualifications, authority and responsibilities of the Committee. The Committee reviews its charter and conducts an evaluation of its own effectiveness annually. A copy of the Committee charter is available on the Company's website at [www.ir.avnet.com/documents.cfm](http://www.ir.avnet.com/documents.cfm). During fiscal 2014, the Compensation Committee held four meetings.

The Compensation Committee has the authority to retain an independent executive compensation consultant to assist in the evaluation of compensation for the Company's executive officers and to help ensure the objectivity and appropriateness of the actions of the Compensation Committee. The Compensation Committee has the sole authority to retain, at the Company's expense, and terminate any such consultant, including the sole authority to approve such consultant's fees and other terms of engagement. The Compensation Committee retained Meridian Compensation Partners, LLC ( Meridian ), as the Compensation Committee's independent compensation consultant for fiscal 2014. The Compensation Committee assessed the independence of Meridian pursuant to the SEC and NYSE rules and concluded that no conflict of interest exists that prevented, or will prevent, them from being independent consultants to the Compensation Committee.

### **Corporate Governance Committee**

The Corporate Governance Committee is charged with identifying, screening and recommending to the Board of Directors appropriate candidates to serve as directors of the Company and is responsible for overseeing the process for evaluating the Board of Directors and its Committees. This Committee also reviews the Company's succession plans and oversees and makes recommendations with respect to corporate governance issues affecting the Board of Directors and the Company. All of the members of the Corporate Governance Committee are independent under Avnet's independence standards and the NYSE listing standards. The Committee operates under a written charter that outlines the Committee's purpose, member qualifications, authority and responsibilities. The Committee reviews its charter and conducts an evaluation of its own effectiveness annually. The charter is available on the Company's website at [www.ir.avnet.com/documents.cfm](http://www.ir.avnet.com/documents.cfm). During fiscal 2014, the Corporate Governance Committee held four meetings.

### **Executive Committee**

The Board of Directors has an Executive Committee which is charged with the authority of the full Board and, between meetings of the Board, is authorized to exercise the powers of the Board in the management of the business and affairs of Avnet to the extent permitted by law. The Executive Committee is comprised of the Chairman and four other Directors. The Executive Committee did not meet in fiscal 2014.

**Table of Contents**

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

The Board has responsibility for the oversight of the Company's risk management, while the Company's management is responsible for the day-to-day risk management process. With the oversight of the Board, the management of the Company has developed an enterprise risk management program, whereby management identifies the top individual risks that the Company faces with respect to its business, operations, strategy and other factors based on input from key business and functional leaders in the Company. In addition to evaluating various key risks, management identifies ways to mitigate and manage such risks. At least annually, management reports on and discusses the identified risks and risk mitigation efforts with the Board. The Board allocates responsibility to a specific committee to examine a particular risk in detail if the committee is in the best position to review and assess the risk. For example, the Audit Committee reviews programs and practices related to accounting and financial reporting matters and the Compensation Committee provides oversight of risks related to compensation programs.

The Compensation Committee has assessed the Company's compensation programs and concluded that the Company's compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company. The Compensation Committee and management assessed Avnet's executive and broad-based compensation and benefits programs to determine if the programs' provisions and operations create undesired or unintentional risk of a material nature.

Based on the foregoing, management believes that the Company's compensation policies and practices do not create inappropriate or unintended significant risk to the Company as a whole, and that the incentive compensation programs provide incentives that do not encourage risk-taking beyond the Company's ability to effectively identify and manage significant risks. Further, management believes that the incentive compensation programs are compatible with effective internal controls and the Company's risk management practices, and are supported by the oversight and administration of the Compensation Committee with regard to executive compensation programs.



**Table of Contents**

**PROPOSAL 1**

**ELECTION OF DIRECTORS**

Nine directors are to be elected at the Annual Meeting to hold office until the next annual meeting of shareholders and until their successors have been elected and qualified. It is the intention of the persons named in the enclosed proxy card to vote each properly signed and returned proxy (unless otherwise directed by the shareholder executing such proxy) for the election of each of the nine director nominees listed below. Each nominee has consented to being named herein and to serving if elected.

At the Annual Meeting, each nominee must receive the affirmative vote of a majority of the votes cast with respect to his or her election, in order to be elected. A majority of the votes cast means that the number of shares voted for a director must exceed the number of shares voted against that director. Abstentions are not counted in determining the votes cast. Brokers who hold shares of Common Stock as nominees will not have discretionary authority to vote such shares for a director nominee. If an incumbent nominee is not elected by the requisite vote, he or she must tender his or her resignation, and the Board, excluding such individual, will, within 90 days of the election, decide whether or not to accept such resignation and will disclose and explain its decision.

In case any of the nominees below should become unavailable for election for any presently unforeseen reason, the persons named in the enclosed form of proxy will have the right to use their discretion to vote for a substitute or to vote for the remaining nominees and leave a vacancy on the Board of Directors. Under Avnet's By-laws, any such vacancy may be filled by a majority vote of the Directors then in office or by the shareholders at any meeting thereof. Alternatively, the Board of Directors may reduce the size of the Board to eliminate the vacancy.

The information set forth below as to each nominee has been furnished by such nominee as of September 8, 2014.

**Table of Contents**

*The Board recommends a vote FOR all of the nominees named below.*

**Principal Occupations During Last Five Years;**

<b>Name</b>	<b>Age</b>	<b>Director Since</b>	<b>Other Directorships and Activities</b>
<b>William J. Amelio</b>	56	2014	Mr. Amelio has served as the President, Chief Executive Officer and as a Director of CHC Group Ltd. since 2010. From 2005 to 2009, Mr. Amelio served as Lenovo's President and Chief Executive Officer. From 2001 to 2005, he was regional Senior Vice President and President, Asia-Pacific and Japan for Dell Inc. Mr. Amelio served on the board of directors of National Semiconductor prior to its acquisition by Texas Instruments (2010 - 2011). Through the Amelio Foundation, Mr. Amelio and his wife founded Caring for Cambodia, a non-profit organization that aims to educate the children of Cambodia through building schools, training teachers and providing for basic human needs. The Board benefits from Mr. Amelio's extensive experience in international business operations, corporate leadership and management. The Board also benefits from his broad knowledge of the technology industry globally.
<b>J. Veronica Biggins</b>	67	1997	Ms. Biggins is a Managing Director and a member of the executive committee of Diversified Search LLC, an executive and board search firm. She was Managing Partner of the Atlanta office of Hodge Partners from 2007 until 2011 when it became a part of Diversified Search. Ms. Biggins served as Assistant to the President of the United States and Director of Presidential Personnel under President William Clinton. Ms. Biggins has served on the board of Southwest Airlines Co. since 2011. Ms. Biggins' background includes 20 years of experience with NationsBank (now Bank of America) and its predecessor. She previously served as a director of Zep Inc. (2007 - 2012) and AirTran Holdings, Inc. prior to its acquisition by Southwest Airlines (2001 - 2011). Ms. Biggins serves on a number of non-profit Boards. Ms. Biggins brings extensive experience related to talent management and identifying and recruiting executive talent. In addition, she brings extensive board experience and perspective as a result of her service on boards of public companies in various industries.
<b>Michael A. Bradley</b>	65	2012	Mr. Bradley served as Chief Executive Officer of Teradyne, Inc. from 2004 until 2014 and has served as a Director since April 2004. He was President of Teradyne from May 2003 until January 2013, President of Teradyne's Semiconductor Test Division from April 2001 until May 2003 and Teradyne's Chief Financial Officer from July 1999 until April 2001. Mr. Bradley has also been a director of Entegris, Inc. and its predecessor company, Mykrolis Corporation, since 2001. The Board benefits from Mr. Bradley's extensive experience in the semiconductor industry and from his experience in running a global technology operation. The Board believes he provides additional perspective in the areas of corporate governance and financial reporting.

**Table of Contents****Principal Occupations During Last Five Years;**

<b>Name</b>	<b>Age</b>	<b>Director Since</b>	<b>Other Directorships and Activities</b>
<b>R. Kerry Clark</b>	62	2012	R. Kerry Clark served as Chairman and Chief Executive Officer of Cardinal Health, Inc. until his retirement in 2009. Mr. Clark joined Cardinal Health in April 2006 as President and Chief Executive Officer and became Chairman in November 2007. Prior to joining Cardinal Health, he held various positions at The Procter & Gamble Company, including President of P&G Asia; President, Global Market Development and Business Operations; and Vice Chairman of the Board. He is a director of General Mills (since 2009), Textron, Inc. (since 2003) and Wellpoint, Inc. (since 2014). He is also a director of Hauser Capital Partners LLC and Hauser Private Equity LLC. Mr. Clark brings to the Board business leadership, corporate strategy and operating expertise. Mr. Clark also lends a global business perspective. Additionally, Mr. Clark provides insight and value in corporate governance, talent development, change management, marketing and business development.
<b>Richard P. Hamada</b>	56	2011	Mr. Hamada has served as the Chief Executive Officer of Avnet since July 2011 and a director since February 2011. Prior to that, he served as the President (May 2010 – July 2011) and as the Chief Operating Officer of Avnet (2006 – 2011). Mr. Hamada is also a member of the College of Business Administration Advisory Board for San Diego State University. Keysight Technologies, Inc. has announced its intention to appoint Mr. Hamada to its board of directors following its anticipated spinoff from Agilent Technologies, Inc. As a result of his long tenure as an Avnet executive, Mr. Hamada provides the Board with extensive knowledge of the Company, its operations and the industry in which it operates. Mr. Hamada also has extensive executive management experience.
<b>James A. Lawrence</b>	61	2011	Mr. Lawrence is Chairman of Rothschild North America having served as Chief Executive Officer of Rothschild North America and as co-head of global investment banking since June 2010. He previously served as Chief Financial Officer of Unilever PLC (2007 – 2009), Vice Chairman and Chief Financial Officer of General Mills, Inc. (1998 – 2007), Executive Vice President and Chief Financial Officer of Northwest Airlines (1996 – 1998) and Chief Executive Officer of Pepsi-Cola Asia Middle East Africa Group (1992 – 1996). Mr. Lawrence has been a Director of International Airlines Group since 2010. The Board benefits from Mr. Lawrence's nine years of prior experience serving on Avnet's board (1999 – 2008) and his breadth of global business experience, including strategy development and compliance. Additionally, as a former Chief Financial Officer for a public company, Mr. Lawrence has experience in finance and accounting, particularly as it applies to public companies such as Avnet.

**Table of Contents****Principal Occupations During Last Five Years;**

<b>Name</b>	<b>Age</b>	<b>Director Since</b>	<b>Other Directorships and Activities</b>
<b>Avid Modjtabei</b>	52	Director  Nominee	Ms. Modjtabei has served as the Senior Executive Vice President, Consumer Lending, at Wells Fargo & Company since 2011. Prior to this, Ms. Modjtabei served in various leadership roles at Wells Fargo, including as the head of its technology and operations group and its Chief Information Officer (2007 – 2011), and as Director of Human Resources (2005 – 2007). The Board believes it will benefit from Ms. Modjtabei’s extensive experience in operations and strategy development, and that she will provide additional perspective in the areas of financial services and change management.
<b>Ray M. Robinson</b>	66	2000	Since 2003, Mr. Robinson has served as Chairman of the Board of Citizens Bancshares Corporation, the largest African-American owned bank in the southeast United States. He also serves as the Vice Chairman of East Lake Community Foundation (since 2003). Previously, Mr. Robinson was the President of AT&T’s Southern Region Business Services Division (1995 – 2003). Mr. Robinson is non-executive Chairman of the Board of Aaron Rents, Inc. and a director of Acuity Brands, Inc. and American Airlines Group. Mr. Robinson previously served as a director of ChoicePoint, Inc. (2004 – 2008) and Rail America (2010 – 2012). The Board benefits from Mr. Robinson’s extensive leadership and management skills, and his service on the boards and board committees of other public companies provides important insights into governance and board functions.
<b>William H. Schumann, III</b>	64	2010	Mr. Schumann retired from FMC Technologies in August 2012 where he served as Executive Vice President since February 2007 and served as Chief Financial Officer from 2001 through 2011. He previously served on the board of UAP Holding Corp. (2005 – 2008), Great Lakes Advisors, Inc. (1993 – 2011) and AMCOL International (2012 – 2014). Mr. Schumann has served on the board of directors of McDermott International since 2012 and URS Corporation since 2014. The Board benefits from Mr. Schumann’s experience on other boards and his financial and management expertise, including his extensive expertise in financial and strategic planning, financial reporting, compliance and risk management.

**Table of Contents**

As described above, each director nominee brings a diversity of skills and experiences to the Board. A summary of each nominee's qualifications and experiences is set forth in the matrix below. As the matrix is a summary, it does not include all of the skills, experiences, qualifications and diversity that each nominee offers, and the fact that a particular experience, skill or qualification is not listed does not mean that a nominee does not possess it.

---

**Table of Contents**

**AUDIT COMMITTEE REPORT**

The Audit Committee represents and assists the Board in fulfilling its oversight responsibilities with respect to the integrity of the Company's financial statements, the independence, qualification and performance of the Company's corporate internal audit function and its independent registered public accounting firm, and compliance with legal and regulatory requirements. The Audit Committee operates under a written charter, which sets forth its purpose, member qualifications, authority and responsibilities. The Audit Committee reviews its charter on a regular basis and most recently reviewed it at the Committee's regularly scheduled meeting on May 9, 2014. The charter is available on the Company's website at [www.ir.avnet.com/governance.cfm](http://www.ir.avnet.com/governance.cfm).

The Audit Committee monitors the activities and performance of the Company's internal audit function, including scope of reviews, department staffing levels and reporting and follow-up procedures. The Audit Committee also oversees policies with respect to risk assessment and risk management. In addition, the Audit Committee oversees the Company's internal ethics and compliance program and receives quarterly reports from the General Counsel or Chief Ethics and Compliance Officer. The Audit Committee also meets regularly with KPMG LLP, the Company's independent registered public accounting firm (KPMG), in executive sessions. Management has responsibility for the preparation, presentation and integrity of the Company's financial statements and the reporting process, including the system of internal controls.

The Audit Committee meets with KPMG and management to review the Company's financial results before publication of the Company's quarterly earnings press releases and the filing of the Company's quarterly reports on Form 10-Q and annual report on Form 10-K. The Committee also monitors the activities and performance of KPMG, including audit scope, audit fees, auditor independence and non-audit services performed by KPMG. All services to be performed by the Company's independent registered public accounting firm are subject to pre-approval by the Audit Committee and management provides quarterly reports to the Committee on the status and fees for all such projects.

The Audit Committee has reviewed and discussed the audited financial statements for fiscal year 2014 with management and KPMG. This review included a discussion with KPMG and management of Avnet's accounting principles, the reasonableness of significant estimates and judgments, including disclosure of critical accounting estimates, and the conduct of the audit. The Committee has discussed with KPMG the matters required to be discussed under Public Company Accounting Oversight Board (PCAOB) standards. KPMG provided the Audit Committee with the written disclosures and the PCAOB-required letter regarding KPMG's independence, and the Committee discussed with KPMG its independence. The Audit Committee has concluded that KPMG is independent from the Company and its management. KPMG also discussed with the Committee its internal quality control procedures. In reliance on this review and these discussions, and the report of KPMG, the Audit Committee has recommended to the Board, and the Board has approved, the inclusion of the audited financial statements in the Company's Annual Report on Form 10-K for the year ended June 28, 2014, for filing with the Securities and Exchange Commission.

James A. Lawrence, Chair  
R. Kerry Clark

Frank R. Noonan  
William H. Schumann, III

**Table of Contents****PRINCIPAL ACCOUNTING FIRM FEES**

The table below provides information relating to fees charged for services performed by KPMG LLP, the Company's independent registered public accounting firm, in both fiscal 2014 and fiscal 2013. All of the services described in the table were approved in conformity with the Audit Committee's pre-approval process for independent registered public accounting firm fees.

	<b>Fiscal 2014</b>	<b>Fiscal 2013</b>
Audit Services	\$ 7,012,000	\$ 6,372,000
Audit-Related Services	5,000	2,000
Tax Services	838,000	456,000
<b>TOTAL</b>	<b>\$ 7,855,000</b>	<b>\$ 6,829,702</b>

*Audit Services.* In both fiscal years, Audit Services consisted of work performed by the principal auditor associated with the audit of the Company's consolidated financial statements, including reviews performed on the Company's Form 10-Q filings, certain statutory audits required for the Company's subsidiaries, and fees incurred in connection with the audit of internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002. Audit fees also included assistance with registration statements filed by the Company, including consents.

*Audit-Related Services.* In fiscal 2014, Audit-Related Services included certain compliance-related services and, in both fiscal years, a subscription to certain KPMG LLP proprietary accounting research databases.

*Tax Services.* In both fiscal years, Tax Services consisted primarily of assistance with respect to global tax compliance (federal, international, state and local), tax audits, and tax advice associated with organizational structure.

All services to be provided by the Company's independent registered public accounting firm are subject to pre-approval by the Audit Committee. The Audit Committee has adopted an External Auditor Scope of Services Policy, which requires the Audit Committee's pre-approval of all services to be performed by the Company's independent registered public accounting firm. In each case, pre-approval is required either by the Audit Committee or by the Chair of the Audit Committee, who is authorized to approve individual projects up to \$250,000 with the total for such projects not to exceed \$500,000, and must then report them to the full Committee by the next Committee meeting. Management provides quarterly reports to the Audit Committee for pre-approval related to the fees for all projects requiring services by KPMG LLP.

**Table of Contents****BENEFICIAL OWNERSHIP OF COMMON STOCK BY MANAGEMENT AND OTHERS**

The following table sets forth information with respect to the Common Stock of Avnet beneficially owned at September 8, 2014, or, in respect of any 5% Holder, the date of such holder's most recent Schedule 13D or Schedule 13G filed with the SEC, by (a) persons that, to Avnet's knowledge, were the beneficial owners of more than 5% of Avnet's outstanding Common Stock (5% Holders), (b) each Director and director nominee of Avnet, (c) each of the executive officers named in the Summary Compensation Table in this Proxy Statement and (d) all Directors and executive officers of Avnet as a group. Except where specifically noted in the table, all the shares listed for a person or the group are directly held by such person or group members, with sole voting and dispositive power.

Name	Common Stock <sup>(a)</sup>	Stock Options Exercisable Within 60 Days	Total Common Stock Beneficially Owned	Percent of Class
<b>5% Holders</b>				
Artisan Partners Holdings LP <sup>(1)</sup> 875 East Wisconsin Avenue, Suite 800  Milwaukee, WI 53202	11,091,375		11,091,375	8.00%
BlackRock, Inc. <sup>(2)</sup> 40 East 52 <sup>nd</sup> Street  New York, NY 10022	11,002,870		11,002,870	8.00%
The Vanguard Group <sup>(3)</sup> 100 Vanguard Blvd.  Malvern, PA 19355	7,707,773		7,707,773	5.60%
The Bank of New York Mellon Corporation <sup>(4)</sup> One Wall Street, 31 <sup>st</sup> Floor  New York, NY 10286	7,505,315		7,505,315	5.46%
<b>Directors and Named Executive Officers</b>				
William J. Amelio	2,105	0	2,105	*
J. Veronica Biggins	40,841 <sup>(5)</sup>	0	40,841	*
Michael A. Bradley	7,481	0	7,481	*
R. Kerry Clark	10,225 <sup>(6)</sup>	0	10,225	*
Harley Feldberg	66,774 <sup>(7)</sup>	150,155	216,929	*
Phillip Gallagher	60,532 <sup>(8)</sup>	113,938	174,470	*
Richard P. Hamada	210,541 <sup>(9)</sup>	239,965	450,506	*
James A. Lawrence	235,327	0	235,327	*
MaryAnn G. Miller	35,829 <sup>(10)</sup>	49,649	85,478	*
Avid Modjtabai	0	0	0	*
Kevin Moriarty	33,869 <sup>(11)</sup>	25,541	59,410	*
Ray M. Robinson	30,315 <sup>(12)</sup>	0	30,315	*
William H. Schumann, III	25,908 <sup>(13)</sup>	0	25,908	*
<b>All directors and executive officers as a group (16 persons)</b>	832,499	607,024	1,439,523	1.03%

\* Less than 1%.



## Edgar Filing: AVNET INC - Form DEF 14A

- (a) This column includes Restricted Stock Units allocated but not yet delivered to each executive officer and Phantom Stock Units owned by non-employee Directors.
  
- (1) This information is based solely on information provided in Amendment No. 3 to a Schedule 13G filed with the Securities and Exchange Commission on March 24, 2014, by Artisan Partners

**Table of Contents**

Holdings LP, which reports shared voting power with respect to 10,401,045 shares and shared dispositive power with respect to 11,091,375 shares.

- (2) This information is based solely on information provided in Amendment No. 4 to a Schedule 13G filed with the Securities and Exchange Commission on January 28, 2014, by BlackRock, Inc., which reports sole voting power with respect to 9,903,391 shares and sole dispositive power with respect to 11,002,870 shares.
- (3) This information is based solely on information provided in Amendment No. 1 to a Schedule 13G filed with the Securities and Exchange Commission on February 11, 2014, by The Vanguard Group, which reports sole voting power with respect to 129,518 shares, sole dispositive power with respect to 7,599,155 shares and shared dispositive power with respect to 108,618 shares.
- (4) This information is based solely on information provided in Schedule 13G filed with the Securities and Exchange Commission on January 30, 2014, by The Bank of New York Mellon Corporation, which reports sole voting power with respect to 5,728,191 shares, shared voting power with respect to 160 shares, sole dispositive power with respect to 7,390,671 shares and shared dispositive power with respect to 81,964 shares.
- (5) Includes 21,027 Phantom Stock Units.
- (6) Includes 10,225 Phantom Stock Units.
- (7) Includes 18,208 Restricted Stock Units allocated but not yet delivered. Also includes 57,281 shares of Common Stock held by a family trust for which Mr. Feldberg is a trustee.
- (8) Includes 18,886 Restricted Stock Units allocated but not yet delivered. Also includes 27,179 shares of Common Stock held by a family trust for which Mr. Gallagher is a trustee.
- (9) Includes 64,733 Restricted Stock Units allocated but not yet delivered. Also includes 124,544 shares of Common Stock held by a family trust for which Mr. Hamada is a trustee.
- (10) Includes 16,442 Restricted Stock Units allocated but not yet delivered.
- (11) Includes 27,686 Restricted Stock Units allocated but not yet delivered.
- (12) Includes 27,311 Phantom Stock Units.
- (13) Includes 12,620 Phantom Stock Units.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Pursuant to Section 16(a) of the Exchange Act, Avnet's Directors, executive officers and beneficial owners of more than 10% of the outstanding Common Stock are required to file reports with the Securities and Exchange Commission concerning their ownership of and transactions in Avnet Common Stock, and are also required to provide Avnet with copies of such reports. Based solely on such reports and related information

## Edgar Filing: AVNET INC - Form DEF 14A

furnished to Avnet, Avnet believes that in fiscal 2014 all such filing requirements were complied with in a timely manner by all Directors and executive officers.

**Table of Contents****EXECUTIVE OFFICERS OF THE COMPANY**

As of September 8, 2014, the executive officers of the Company were:

<b>Name</b>	<b>Age</b>	<b>Office</b>
Gerard W. Fay	55	Senior Vice President and President, Avnet Electronics Marketing
Philip R. Gallagher	53	Senior Vice President and President, Avnet Technology Solutions
Richard P. Hamada	56	Chief Executive Officer
Erin Lewin	44	Senior Vice President and General Counsel
MaryAnn Miller	57	Senior Vice President and Chief Human Resources and Corporate Communications Officer
Kevin Moriarty	49	Senior Vice President, Chief Financial Officer and Controller
Steven R. Phillips	51	Senior Vice President and Chief Information Officer

Mr. Fay was appointed Senior Vice President in February 2013 and has been President, Avnet Electronics Marketing since October 2013. He previously served as Chief Global Logistics and Operations Officer from July 2011 to October 2013 and served as Senior Vice President of Global Strategic Accounts for Avnet United from August 2005 to July 2011. Mr. Fay joined Avnet in 2005 with the Company's acquisition of electronic components distributor Memec, where he served as President of Memec Americas.

Mr. Gallagher was appointed as President, Avnet Technology Solutions, in March 2009, and has been Senior Vice President of Avnet since November 2007. Mr. Gallagher served as President of Avnet Electronics Marketing Americas from July 2004 until March 2009.

Mr. Hamada was appointed as a Director in February 2011 and Chief Executive Officer in July 2011. He previously served as President from May 2010 until July 2011 and served as the Chief Operating Officer from July 2006 until July 2011. He was Senior Vice President of Avnet from November 2002 until May 2010. Mr. Hamada served as the President of Technology Solutions from July 2003 until July 2006 and President of the Computer Marketing operating group from January 2002 until July 2003.

Ms. Lewin was appointed Senior Vice President and General Counsel in February 2013. Previously, she served as Vice President and General Counsel, Americas, from September 2009 to February 2013, and Vice President and Chief Ethics and Compliance Officer from November 2007 to September 2009. Before joining Avnet in 2007, Ms. Lewin was Managing Director and Associate General Counsel of US Airways.

Ms. Miller was appointed Senior Vice President in May 2011 and served as Vice President from November 2009 to May 2011. Prior to her role as Chief Human Resources and Corporate Communications Officer, she served as Senior Vice President Global Human Resources from July 2008 to March 2009 and as Vice President of Talent and Organizational Effectiveness from July 2006 to June 2008.

Mr. Moriarty joined the Company in January 2013 and is the Company's Chief Financial Officer and a Senior Vice President. Prior to joining the Company, Mr. Moriarty served in a variety of senior leadership positions at Honeywell International, Inc. from 2002 until December 2012. From 2009 until 2012 he served as Vice President and Chief Financial Officer for Honeywell International's Aerospace Business Group and served as Vice President and Chief Financial Officer for the company's Performance Materials and Technologies Group from 2008 until 2009.

Mr. Phillips was appointed Senior Vice President and Chief Information Officer in 2011 having served as Vice President and Chief Information Officer since 2006. He joined Avnet with the 2005 acquisition of Memec, where he served as Senior Vice President and Chief Information Officer since 2004.

**Table of Contents**

Officers of the Company are generally elected each year at the meeting of the Board of Directors following the annual meeting of shareholders and hold office until the next such annual meeting or until their earlier death, resignation or removal.

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed the Compensation Discussion and Analysis ( CD&A ) and discussed it with management. Based on its review and discussion with management, the Committee recommended to the Board of Directors that the CD&A be included in the Company s 2014 Proxy Statement and incorporated by reference into the Company s annual report on Form 10-K. This Report is provided by the following independent directors, who comprise the Committee:

R. Kerry Clark, Chair  
William J. Amelio  
J. Veronica Biggins

Michael A. Bradley  
William H. Schumann, III

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS****Introduction**

This section explains how the Compensation Committee of Avnet's Board of Directors made its compensation decisions for the fiscal year ended June 28, 2014 (fiscal 2014), for the Named Executive Officers (the NEOs). The compensation paid to the NEOs for fiscal 2014 is set forth in the Summary Compensation Table in this Proxy Statement. These officers and their titles as of the end of fiscal 2014 are:

<b>Executive</b>	<b>Position</b>	<b>Time in Position (yrs)</b>
Richard Hamada	Chief Executive Officer (the CEO)	3.0
Kevin Moriarty	Senior Vice President and Chief Financial Officer (the CFO)	1.5
Gerard Fay	Senior Vice President, Avnet, Inc. and President, Avnet Electronics Marketing (EM)	0.75
Philip Gallagher	Senior Vice President, Avnet, Inc. and President, Avnet Technology Solutions (TS)	5.5
MaryAnn Miller	Senior Vice President and Chief Human Resources Officer and Corporate Communications (the CHRO)	5.5
Harley Feldberg	Former Senior Vice President, Avnet, Inc. and President, Avnet Electronics Marketing	9.25

Mr. Feldberg served as the President, Avnet Electronics Marketing, for over nine years until Mr. Fay's appointment to that position effective October 1, 2013. Mr. Feldberg ceased serving as an executive officer of the Company during fiscal 2014.

**Executive Summary**

Avnet has designed its compensation programs and practices around a pay-for-performance philosophy that is geared towards the achievement and linkage of both short- and long-term financial and operational goals that the Company believes support the sustained growth of shareholder value. Senior executives are encouraged to think and behave like owners in the business and to consider the impact of their decisions and performance on the aggregate success of the Company as reflected in its total shareholder return (TSR).

***Business Performance***

While navigating the continuing challenges of an uneven global economic environment, Avnet remained focused on progress towards long-term goals by adapting and responding to the changes in its served markets and continuing its commitment to the responsible deployment of capital leading to the growth of shareholder value.

In fiscal 2014, the Company's return to year-over-year growth helped drive improvements in its financial and operational performance. The Company increased sales by over \$2 billion, net income improved by 21.2% and operating income margin improved by 41 basis points. In addition, the Company made a number of targeted capital allocation decisions such as deploying approximately \$182 million of cash to acquire three companies and launching a dividend program that paid \$0.60 per share and \$83 million in total to its shareholders. As a result, the Company was able to create TSR of 31.1% over the prior year and 36.8% over the prior three years.

**Table of Contents**

Performance on key financials is detailed in the table below:

	Fiscal 2013	Fiscal 2014	% Change
	\$ in millions, except per share data		
Sales	\$ 25,458.9	\$ 27,499.7	8.0%
Operating income	\$ 626.0	\$ 789.9	26.2%
Net income	\$ 450.1	\$ 545.6	21.2%
Diluted earnings per share	\$ 3.21	\$ 3.89	21.2%
Total CEO compensation <sup>(*)</sup>	\$ 4.98	\$ 6.91	38.8%

(\*) The CEO's total compensation is based on the compensation reported in the Summary Compensation Table.

(\*) In addition to presenting financial results that are determined in accordance with generally accepted accounting principles in the United States (GAAP), the Company also presents net income and operating income adjusted to exclude certain items in the table above. The Company believes that operating income and net income adjusted for the impact of certain items is a useful measure to help shareholders better assess and understand the Company's performance, especially when comparing results with previous periods, primarily because management views the excluded items to be outside of Avnet's normal operating results. See [Appendix A](#) to this Proxy Statement for a reconciliation of these non-GAAP measures to the most directly comparable GAAP measures. Non-GAAP measures should be viewed in addition to, and not as an alternative for, financial results prepared in accordance with GAAP.

***Philosophy and Objectives***

The Compensation Committee's objective is to establish and administer a compensation program that supports the achievement of Avnet's business objectives and alignment of executive and shareholder interests by fairly and competitively rewarding short- and long-term performance that enhances shareholder value over time. Avnet's short- and long-term incentive programs employ multiple performance measures to ensure focus is on the entire business. Further, the incentive programs

---

## **Table of Contents**

include awards that vest over several different and overlapping periods to help ensure that performance during any one period is not maximized to the detriment of other periods. In addition to the annual cash incentive awards, equity awards vest over periods ranging from three to four years depending on the award type.

### ***Key Compensation Outcomes and Changes***

During the most recent fiscal year the Company took several actions to modify incentive programs including:

replacing the return on capital employed ( ROCE ) measure in the annual cash incentive plan with an operating income margin measure (weighted 50%) in order to place greater emphasis on margin enhancement in driving profitable growth;

adding an individual performance component to accelerate progress on the attainment of strategic goals (up to 20% of target incentive) for continuing executives and reward executives for strategic actions not necessarily reflected in current year financial measures; and

increasing the percentage of Performance Share Units ( PSUs ) linked to relative TSR from 25% to 50% to enhance alignment to shareholder value creation.

### ***2013 Advisory Vote on Executive Compensation***

At the Company's annual meeting in November 2013, the Company submitted its executive compensation program to an advisory vote of its shareholders (also known as the say on pay vote ). This advisory vote received support from over 97% of the total votes cast at the annual meeting. The Company pays careful attention to any feedback received from its shareholders about the Company's executive compensation program, including the say on pay vote. After the annual meeting, the Company conducted a shareholder outreach program with a number of its largest registered shareholders to seek their feedback on the Company's corporate governance and executive compensation practices. There were no significant concerns expressed that led the Compensation Committee to make additional changes to the Company's compensation programs during the various discussions with registered shareholders. The Compensation Committee carefully considered and continues to consider the results of the say on pay vote and the feedback received from its shareholders in its subsequent executive compensation decision making.

## **Compensation Governance and Process**

### ***Role of the Compensation Committee and Board***

The Compensation Committee:

designs the compensation strategy and programs;

approves the compensation for executive officers in line with the compensation strategy;

determines the target compensation, including the amount and related performance goals, for all executive officers except the CEO; and

recommends the target compensation of the CEO to the independent directors of the Board for their consideration and approval. When setting CEO compensation, the Compensation Committee provides a decision-making framework for use in making a recommendation to the Board. As part of this framework, the Chairman leads the Board in conducting an annual evaluation of CEO performance relative to the performance goals and objectives established for the Company and the CEO. The CEO's performance objectives include goals relating to enterprise performance, economic profit dollar growth, profitable growth initiatives, capital allocation strategies, strategic business plans and succession planning.





## **Table of Contents**

For other executive officers, the Compensation Committee determines target compensation and sets performance goals at the beginning of the fiscal year. After the end of the fiscal year, the Compensation Committee reviews the prior year's performance and approves or recommends incentive plan payouts for all executive officers.

### ***Role of Management***

To aid in determining the compensation for the Company's executive officers, the CEO discusses the performance of each executive officer with the Compensation Committee and provides the Compensation Committee with recommendations on the compensation levels for each individual. When making the recommendations, the CEO considers items such as the value of the job in the marketplace and within the Company, the executive officer's performance, overall experience and time in the position, and expected future contributions. The Compensation Committee subsequently evaluates all of the factors considered by the CEO and reviews compensation summaries that tally the dollar value of the base salary, target annual cash incentive, target long-term incentives and target total direct compensation. These summaries include benchmarking data comparing each of those elements to those of the peer groups, which are further discussed below.

### ***Role of the Independent Compensation Consultant***

The Compensation Committee has retained Meridian Compensation Partners, LLC (Meridian), to serve as the independent compensation consultant. Meridian has advised the Compensation Committee on compensation matters since May 2013. The Compensation Committee's independent consultant provides the Compensation Committee and the Board with a summary that tallies the dollar value of the base salary, target annual cash incentive, target long-term incentives and target total direct compensation, along with relevant benchmarking data using the peer groups defined below.

### ***Benchmarking***

To ensure the Compensation Committee has the information necessary to set appropriate compensation levels, the Compensation Committee reviews publicly available executive compensation data from:

a core peer group ;

a supplemental peer group ; and

the 2012 Towers Watson Data Services US Compensation Data Bank General Industry Executive Survey.

For fiscal 2014, the Compensation Committee replaced the prior year peer group of 17 companies in five distinct groupings with two peer groups of 19 companies to simplify the peer structure and focus on comparable companies and their peers for more significant and stable market practice information.

The core peer group is comprised of technology distributors and electronic components manufacturing companies that are generally comparable to the Company in terms of revenue and market capitalization. The supplemental peer group is comprised of peers of the core peer group that are similar to the Company with respect to business operations, revenue and market capitalization. The supplemental peer group data is used to augment and validate core peer group data by providing a broader data sample from which to evaluate compensation design practices.

**Table of Contents**

For fiscal 2014, the peer groups consisted of:

<b>Core Peer Group</b>	Arrow Electronics, Inc.	Jabil Circuit, Inc.	SYNNEX Corporation
(6 Companies)	Flextronics International Ltd.	Ingram Micro Inc.	Tech Data Corporation
<b>Supplemental Peer Group</b>	Anixter International Inc.	Sanmina Corporation	W.W. Grainger, Inc.
(13 Companies)	Celestica Inc.	ScanSource, Inc.	Wesco International, Inc.
	Genuine Parts Company	Sysco Corporation	Western Digital Corporation
	Insight Enterprises, Inc.	TE Connectivity Ltd.	Xerox Corporation
	Nash-Finch Company		

The median revenue and market capitalization for each peer group and Avnet is shown in the table below:

Peer Group/Company	Fiscal 2013 (\$ in billions)	
	Median Revenue	Median Market Capitalization
Core Peer Group	\$ 22.0	\$ 3.3
Supplemental Peer Group	\$ 6.6	\$ 3.0
Avnet	\$ 25.5	\$ 4.6

Additionally, the Compensation Committee reviews general industry survey data for similar roles at companies with comparable revenue and market capitalization.

As part of this benchmarking process, each executive officer's proposed individual target compensation is evaluated against the market data, as are individual compensation elements such as base pay, annual cash incentive, long-term incentives and total direct compensation. Primary market data for the CEO, CFO and operating group presidents reflects peer proxy data; primary market data for other executives consists of peer group proxy data where available and general industry survey data. The Compensation Committee does not view benchmarking as a prescriptive determinant of individual compensation. Rather, the Compensation Committee uses the market median as a general guide in its decisions on the target amount and mix of each element of compensation. An individual executive officer's target compensation above or below the median also takes into account other factors, such as experience in the position and long-term performance of the individual executive officer. An executive officer's actual compensation may be above or below target compensation and will vary from year to year based on corporate and/or business unit financial results, as well as individual performance, reinforcing the Company's pay for performance culture.

---

## Table of Contents

### Overview of Pay Programs

The primary components of the Company's compensation program and the objectives of each component are set forth in the table below:

Element of Compensation	Objective	Key Feature
Base Salary	Used to attract and retain executive talent in a competitive marketplace.	Reflects skills, contributions and success over time in role.  Reviewed annually to ensure competitiveness and alignment with individual performance.
Annual Cash Incentive	Link variable compensation to corporate and/or business unit short-term performance as well as strategic goals.	Key financial measures used to assess performance and align executives with shareholders' interests.  Payouts dependent on meeting net income, operating margin and individual goals.
Long-Term Incentive	Focuses on aligning executives with shareholders by rewarding long-term shareholder value creation.  Rewards stock price appreciation and ties executive wealth accumulation to long-term performance.	Encourages retention through multi-year vesting (three to four years) and shareholder alignment through the use of performance goals.  Performance units vest, if at all, at end of three-year period depending on meeting relative economic profit and relative total shareholder return goals.

In addition, each NEO is also eligible to receive certain other benefits as described in the Additional Compensation Elements, below.

### *Pay Mix*

The compensation mix at target for the CEO and the other NEOs for fiscal 2014 demonstrates that a significant portion of CEO and NEO pay is based on variable compensation, as shown below.

### *Avnet's Practices*

The Company's compensation programs incorporate a number of compensation governance practices:

***Pay-for-Performance Alignment.*** A significant portion of total compensation is dependent upon the achievement of short- and long-term financial and operational goals that are designed to increase shareholder value over time. As executives gain responsibility and seniority at Avnet and exercise more direct influence over the Company's financial and operational performance, base salary as a percentage of total compensation will typically decrease and performance-based pay will increase.



## **Table of Contents**

***Focus on Long-Term Incentive Compensation.*** Avnet's equity compensation program is designed to provide a meaningful portion of compensation with the goal of having executive officers think and behave like owners over the long term. Equity awards vest over periods ranging from three to four years depending on the award type.

***A Holistic View of Performance.*** Avnet's annual and long-term incentive programs employ multiple performance measures to assure focus is on the entire business. Further, the incentive programs include awards that vest over several different and overlapping periods to help ensure that performance during any one period is not maximized to the detriment of other periods.

***Award Caps.*** Awards under the Company's annual cash incentive plan and performance share unit awards under the Company's Long-Term Incentive Plan ( LTIP ) are capped at a percentage of the target to ensure such awards do not encourage excessive risk-taking.

***Stock Ownership Guidelines.*** The Company has stock ownership guidelines for its directors and executive officers, and as of June 28, 2014, each of the directors and executive officers was in compliance with these guidelines.

***Recoupment.*** The Company has adopted an incentive compensation recoupment policy.

***Minimal Perquisites.*** The Company provides a minimal level of perquisites.

***Annual Risk Assessment.*** The Compensation Committee has assessed the Company's compensation programs and concluded that the Company's policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

***Committee Independence.*** The Compensation Committee is made up entirely of independent directors and the Compensation Committee's independent compensation consultant did not provide any services to management.

***Hedging or Pledging are Prohibited.*** The Company's insider trading policy prohibits directors and executive officers from hedging or pledging Avnet securities.

***Tax Gross-Ups are Prohibited.*** The Company does not provide a tax gross-up on perquisites or with respect to payments made upon a change of control. Tax gross-ups in legacy agreements were removed during fiscal 2014.

***No Dividends or Dividend Equivalents on Unearned/Unvested Equity.*** The Company does not pay dividends or dividend equivalents on unearned or unvested equity awards.

***Repricing of Awards is Prohibited.*** Repricing of stock options and stock appreciation rights is prohibited without shareholder approval. The Company does not have a history of repricing equity awards.

***No Above-Market Returns.*** The Company does not offer preferential or above-market returns on deferred compensation.

***Stock Options are Granted at Fair Market Value.*** The Company does not grant stock options with an exercise price below the fair market value of the Company's Common Stock on the date of the grant.



**Table of Contents****Elements of Executive Compensation*****Base Salary***

For fiscal 2013 and fiscal 2014, the annualized salaries as of the end of the applicable fiscal year are as follows:

NEO	2013 Annualized Base Salary	2014 Annualized Base Salary
Mr. Hamada	\$ 900,000	\$ 900,000
Mr. Moriarty	\$ 500,000	\$ 550,000
Mr. Fay	\$ 325,000	\$ 450,000
Mr. Gallagher	\$ 525,000	\$ 525,000
Ms. Miller	\$ 425,000	\$ 425,000
Mr. Feldberg	\$ 593,000	\$ 593,000

In August 2013, the Committee determined not to give a salary increase to four out of the six NEOs. In fiscal 2013, Mr. Moriarty was employed for only a portion of the year and he received a pro-rated salary based on his hire date. Mr. Moriarty's annualized base salary at time of hire was \$500,000. The fiscal 2014 increase to base salary reflects a 10% increase from his annualized salary. This increase occurred effective January 2014. The increase in Mr. Fay's base salary reflects his promotion to President, Avnet Electronics Marketing. As part of this promotion, Mr. Fay's annual base salary was increased to \$450,000 effective October 1, 2013.

***Annual Cash Incentives***

Executive officers are eligible to receive annual cash incentive compensation pursuant to the Executive Incentive Plan (the "Incentive Plan") based on the financial performance of the Company and, where appropriate, the business unit for which the executive officer has direct responsibility. In addition, except with respect to Mr. Feldberg, a portion of the annual cash incentive opportunity is tied to individual performance against pre-established strategic goals. With respect to Mr. Feldberg, his target annual cash incentive is solely based upon achievement of financial goals. Mr. Feldberg did not have individual performance goals in fiscal 2014 due to his planned retirement.

For fiscal 2014, payouts to executive officers for performance related to the Incentive Plan ranged from 80% to 106% of target annual incentive opportunity based on the financial results outlined below and based on the Compensation Committee's assessment of each executive officer's performance relative to their respective strategic initiatives:

Net income after tax, as defined below ( "NIAT" ), was \$594.1 million;

Operating income margin<sup>(\*)</sup> was 3.44%;

Net income before tax, as defined below ( "NIBT" ), for EM and TS was \$737.3 million and \$284.1 million, respectively; and

Operating income margin<sup>(\*)</sup> for EM and TS was 4.60% and 2.91%, respectively.

<sup>(\*)</sup> Operating income margin results were normalized for geographic mix for the purpose of determining the annual cash incentive payout. In August 2013, the Compensation Committee approved the following changes to the Incentive Plan for fiscal 2014:



changed NIAT/NIBT weighting to 50% of the financial component;

removed ROCE as an annual incentive measure;

added operating income margin as an annual incentive measure, weighting 50% of the financial component;

**Table of Contents**

added individual performance component for assessing strategic goals (representing up to 20% of the total target incentive opportunity) with a maximum opportunity of 200% of the respective target incentive component;

changed the incentive component tied to financial measures from 100% to 80% of the total target incentive opportunity and reduced the maximum opportunity from 225% to 210% of the financial incentive related target; and

widened the linear performance zone of the financial incentive payout curve from 95%-105% to 80%-120%.

These changes were made to drive profitable growth by focusing on income and margin and to promote pay for performance in the achievement of strategic goals aligned to functional areas of responsibility.

The target annual cash incentive compensation for fiscal 2013 and fiscal 2014 for the NEOs as a percentage of the NEOs base salary is set forth in the following table:

NEO	2013	% of Base Salary	2014	% of Base Salary
Mr. Hamada	\$ 1,000,000	111%	\$ 1,350,000	150%
Mr. Moriarty	\$ 400,000	80%	\$ 550,000	100%
Mr. Fay	\$ 325,000	100%	\$ 450,000	100%
Mr. Gallagher	\$ 525,000	100%	\$ 525,000	100%
Ms. Miller	\$ 325,000	77%	\$ 375,000	88%
Mr. Feldberg	\$ 593,000	100%	\$ 593,000	100%

The increases in target cash incentive compensation take into account the benchmarking data, the NEOs experience in the position and the long-term performance of the individual NEO. The increase in Mr. Fay's target cash incentive reflects his promotion to President, Avnet Electronics Marketing.

**Financial Performance Goals.** Financial performance goals are reviewed in conjunction with the Company's budget for the upcoming fiscal year. When determining the budget, the Board seeks to ensure that it is fair, challenging and forward-looking, without encouraging excessive risk-taking. Additionally, when determining the fiscal 2014 budget, the Board considered the Company's results in fiscal 2013, projected growth and the operating environment as projected by industry analysts. At its August meeting, the Compensation Committee or the Board, as appropriate, finalizes the financial goals and the target cash incentive compensation relating to such financial goals.

Company-wide performance goals are based on the percentage achievement of Avnet's fiscal 2014 net income after tax, excluding certain items ( NIAT ), and operating income margin normalized for geographic mix ( OI Margin ). Operating group performance goals are based upon the achievement of the applicable operating group's fiscal 2014 net income before tax, excluding certain items ( NIBT ) and OI Margin with respect to the applicable operating group. These measures were selected to drive profitable growth. Corporate and business unit goals by NEO are shown in the table below:

Executive	Financial Performance	Corporate		Business Unit	
		NIAT	OI Margin	NIBT	OI Margin
Mr. Hamada	80%	50%	50%		
Mr. Moriarty	80%	50%	50%		
Mr. Fay	80%	25%	25%	25%	25%
Mr. Gallagher	80%	15%	15%	35%	35%
Ms. Miller	80%	50%	50%		
Mr. Feldberg	100%			50%	50%

**Table of Contents**

A summary of financial performance goals for fiscal 2014 is presented in the table below:

Company/Business Unit	NIAT (\$000s)	NIBT (\$000s)	OI Margin
Avnet	\$ 558,021		3.45%
EM		\$ 660,275	4.65%
TS		\$ 339,867	3.17%

Performance for NIAT and NIBT is assessed based on the ratio of actual performance to the target goal. For OI Margin, performance is assessed based on the spread between the actual OI Margin achieved and the target goal. For every two basis points (0.02%) that actual OI Margin deviates from the target goal, 1% is added (OI Margin exceeds target) or subtracted (OI Margin is below target) from 100%. The payout factor on the NIAT, NIBT and OI Margin portion of the incentive is linear for performance attainment between 80% and 120% of the performance goal. If NIAT, NIBT or OI Margin performance attainment is less than 80% or greater than 120% of the target goal, each 1% change in attainment from those percentages will result in a  $\pm 3\%$  change in the incentive payout. Maximum cash incentive compensation relating to the financial performance is capped at 210% of target and no cash incentive compensation will be earned if actual performance is less than 60% of the financial target.

The table below outlines the payout ranges that apply to the financial goals.

Performance Level	Payout Range (as percentage of target incentive opportunity)
Below 60% of performance goal	0%
Between 60% and less than 80% of performance goal	20% - 80%
Between 80% and less than 120% of performance goal	80% - 120%
Between 120% and less than 150% of performance goal	120% - 210%
Above 150% of performance goal	210%

**Individual Performance Goals.** For each NEO, with the exception of Mr. Feldberg, 20% of their annual cash incentive was tied to achievement of pre-established individual objectives and strategic initiatives. These objectives, which vary by NEO, focus on areas that provide immediate value, as well as those that are important for building future growth capability. These areas include: (i) evaluation of business opportunities and strategic initiatives; (ii) financial planning initiatives; (iii) goals with respect to specific businesses or regions; and (iv) leadership transitions. Maximum cash incentive compensation relating to the individual performance goals is capped at 200% of target. As a result, the maximum annual incentive opportunity as a percentage of target for all NEOs with the exception of Mr. Feldberg is 208%.

**Payout.** Based upon the performance of the Company, the operating group, where applicable, and the individual, the NEOs were paid the following annual cash incentive amounts for fiscal 2014 performance:

NEO	Target Cash Incentive	Cash Incentive Paid for Fiscal 2014	Percentage of Target Achieved
Mr. Hamada	\$ 1,350,000	\$ 1,382,184	102%
Mr. Moriarty	\$ 550,000	\$ 568,612	103%
Mr. Fay	\$ 450,000	\$ 474,867	106%
Mr. Gallagher	\$ 525,000	\$ 419,912	80%
Ms. Miller	\$ 375,000	\$ 393,315	105%
Mr. Feldberg	\$ 593,000	\$ 620,190	105%

**Table of Contents**

The percentages of target cash incentive earned with respect to the financial performance goals were calculated as follows:

Company/Business Unit	NIAT/NIBT (\$000s)				OI Margin(*)			
	Target	Actual	% Achieved	Payout %	Target	Actual	% Achieved	Payout %
Avnet	\$ 558,021	\$ 594,059	106.46%	106.46%	3.45%	3.44%	99.50%	99.50%
EM	\$ 660,275	\$ 737,325	111.67%	111.67%	4.65%	4.60%	97.50%	97.50%
TS	\$ 339,867	\$ 284,136	83.60%	83.60%	3.17%	2.91%	87.00%	87.00%

(\*) Operating income margin results were normalized for geographic mix for the purpose of determining the annual cash incentive payout. Performance relative to pre-established individual objectives and strategic initiatives as a percentage of target for fiscal 2014 were:

Mr. Hamada: 100%  
Mr. Gallagher: 38%

Mr. Moriarty: 105%  
Ms. Miller: 113%

Mr. Fay: 113%  
Mr. Feldberg: N/A

The actual annual cash incentive earned for fiscal 2014 ranged between 80% and 106% of the target as a result of performance at Avnet, EM and TS, as well as a result of the performance relative to the individual strategic objectives. As a result of the performance noted in the Business Performance subsection above, the annual cash incentive compensation awarded to each of the NEOs increased from fiscal 2013. For additional information regarding the fiscal 2014 performance of the Company and its operating groups, please refer to the Company's Annual Report on Form 10-K for the year ended June 28, 2014.

**Long-Term Incentives**

In fiscal 2014, Avnet granted stock options, time-based RSUs and PSUs to each of the NEOs, with the exception of Mr. Feldberg, who was not granted PSUs. With respect to the target value of the LTIP awards to the CEO, CFO and operating group presidents, RSUs represented 10%, stock options represented 40% and PSUs represented 50% of the award. With respect to all other executive officers, RSUs represented 25% of the award, stock options represented 25% of the award and PSUs represented 50% of the award. The fiscal 2014 LTIP awards to the NEOs are listed in the following table.

NEO	RSUs (#)	Stock Options (#)	PSUs (#)	Target Value of LTIP Awards
Mr. Hamada	10,244	113,880	51,231	\$ 4,000,000
Mr. Moriarty	3,072	34,164	15,369	\$ 1,200,000
Mr. Fay	2,560	28,468	12,807	\$ 1,000,000
Mr. Gallagher	2,944	32,740	14,727	\$ 1,150,000
Ms. Miller	5,444	15,124	10,887	\$ 850,000
Mr. Feldberg	8,324	26,040		\$ 650,000

In August 2013, the Compensation Committee approved the following changes to the LTIP for fiscal 2014:

modified the weightings for performance measures on PSUs from 75% economic profit and 25% TSR to 50% each;

## Edgar Filing: AVNET INC - Form DEF 14A

changed to a broader index for assessing relative TSR performance and tightened the performance band for assessing performance relative to peers;

changed the performance period for assessing economic profit from three years to annually, with each year comprising one-third of total performance;

---

**Table of Contents**

changed the weighting of RSUs in the long-term incentive mix from 25% to 10% for the CEO, CFO and operating group presidents; and

shortened the vesting of RSUs for all employees from 4.5 years to 3.5 years.

These changes were made in order to emphasize shareholder value, fine-tune performance requirements for minimum and maximum payouts, increase the relevance of relative economic profit performance and promote alignment to current peer practice.

The Compensation Committee uses long-term incentive compensation in the form of equity awards for all executive officers as a valuable compensation component. Equity awards under the LTIP provide a strong incentive to increase shareholder value over time and improve TSR, as well as aid in retention. The Compensation Committee generally awards a mix of RSUs, stock options and PSUs to the Company's executive officers.

Avnet utilizes a portfolio approach to long-term incentive awards to better align executive compensation to shareholder interests, provide executive officers with an opportunity to benefit from stock price appreciation and to ensure that a portion of long-term pay is tied to performance relative to peer companies. Executive officers do not have a set target for long-term incentive compensation at the beginning of each year (e.g., target value as a percentage of base salary). Rather, at the beginning of each year, long-term incentive awards are determined based on a variety of factors including market competitiveness and the executive officer's prior-year performance. As a result, the target value of awards on grant date for an executive officer can vary from year to year.

**Stock Options.** Stock options provide the opportunity for compensation only if the Company's stock price appreciates from the date of grant, enhancing the alignment of executive officer pay with shareholder interests. Options typically vest annually in equal installments over a four year period. The exercise price reflects the closing stock price on the date of grant. The vesting parameters are designed to enhance NEO retention.

**Restricted Stock Units.** RSUs typically vest in four equal installments over three-and-a-half years and are intended to enhance the retention of NEOs over an extended period.

**Performance Stock Units.** The Compensation Committee or, where applicable, the Board, uses the combination of three distinct successive annual relative economic profit performance periods over three years as a performance goal because the Board believes that EP growth is a key factor in the creation of shareholder value. Using annual performance periods makes these goals more meaningful to the executive officers and enhances the line of sight between performance and award results. In addition, the Compensation Committee uses relative TSR as a payout measure to promote a closer alignment between long-term incentive payments and shareholder returns delivered during the three-year performance period.

The PSUs awarded in fiscal 2014 vest based upon a three-year performance period covering the Company's fiscal years 2014, 2015 and 2016. Vesting of these PSUs is subject to Avnet achieving Relative EP, as defined below, and Relative TSR, as defined below, equal to at least the respective threshold levels set forth below. Relative EP and Relative TSR are equally weighted for determining PSU payouts. While Relative EP is calculated for each year during the performance period, the PSUs associated with that performance measure do not vest until the end of the three-year performance period. For Relative EP, the Compensation Committee selected the S&P SuperComposite Technology Distributors Index

Sub-Industry Index, excluding Avnet, as the comparator group. It is comprised of technology distributors that are the most comparable to Avnet in terms of revenue, market capitalization and business environment. For Relative TSR, the Compensation Committee selected the broader S&P MidCap400 Information Technology Index as the comparator group to provide for more stability and continuity in the relative TSR peer group composition and performance levels.

For purposes of the PSU awards:

Relative EP means, with respect to each fiscal year in the three-year Relative EP performance period, Avnet's economic profit per dollar of average capital for such fiscal year as compared to

**Table of Contents**

the economic profit per dollar of average capital of the companies in the S&P SuperComposite Technology Distributors Index Sub-Industry Index, excluding Avnet.

Economic profit for a business means operating income after tax (assuming an effective tax rate of 35%), less a capital charge of 10% on the amount of capital invested in the business. For purposes of the PSUs, operating income excludes certain items as determined by the Compensation Committee, such as restructuring charges, asset write-downs, impairments and financial impacts of accounting, tax and regulatory changes, etc.

Relative TSR means the percentile rank (from 0%ile for the lowest to 100%ile for the highest) of Avnet's Total Shareholder Return compared to the individual total shareholder return of each company in the S&P MidCap400 Information Technology Index over the three-year performance period.

Total Shareholder Return means the percent calculated using the following formula:

$$\frac{\text{Average stock price at the end of period} - \text{average stock price at the start of period} + \text{dividends}}{\text{Average stock price at the start of period}}$$

Average stock price at the start of period

When calculating the average stock price at the beginning and end of the relevant period, the Company uses the 30-trading day average immediately before and including the start day and the 30-trading day average immediately before and including the end day of the applicable period.

Based upon the Company's actual Relative EP and Relative TSR, the recipient is eligible to receive a percentage of the target number of shares ranging from 0% to 200% of the participant's targeted number of shares as set forth below. As Relative EP is calculated each year during the three-year performance period, the payout percentage of target set forth below is multiplied by one-third and the number of PSUs associated with each year's Relative EP performance vest at the end of the three-year performance period.

**Relative EP**

Relative EP relative to the Index	-10%	-5%	0%	+5%	+10%
Payout Percent of Target	0%	50%	100%	150%	200%

**Relative TSR**

Percentile Rank	<30%ile	30%ile	50%ile	75%ile+
Payout Percent of Target	0%	50%	100%	200%

If Avnet's actual Annual Relative EP or Relative TSR is between two achievement levels set forth in the table above, the percentage vesting shall be determined by linear interpolation.

The Compensation Committee set target payouts at the median level of the TSR peer group with threshold payouts at the 30th percentile to set a minimum relative performance level compared to the comparator group while retaining the retention value of the overall award.

Performance Stock Units Earned. The payout percentages for the PSU awards for the past five years are set forth in the following table:

Performance Period	Payout
Fiscal Years 2012 - 2014	94%
Fiscal Years 2011 - 2013	90%
Fiscal Years 2010 - 2012	150%
Fiscal Years 2009 - 2011	100%





## **Table of Contents**

### ***Additional Compensation Elements***

**Retirement Benefits.** Avnet provides a retirement benefit to each NEO under a tax-qualified retirement plan and a retirement benefit under nonqualified retirement plans. The Avnet pension plan (the Pension Plan ) is a type of tax-qualified defined benefit plan commonly referred to as a cash balance plan. The nonqualified retirement plans consist of the Avnet restoration pension plan (the Restoration Plan ) and the supplemental executive officer s retirement plan (the SERP ). The plans are more fully described in the Pension Benefits section. The SERP was closed to new participants effective December 31, 2011, and the Restoration Plan was adopted effective January 1, 2012. Pursuant to the terms of the Restoration Plan and the SERP, any benefit payable under the Restoration Plan reduces the benefit payable under the SERP. These plans are important retention tools in the Avnet compensation program because the receipt of benefits under these plans is contingent upon the satisfaction of certain age and service requirements. Additionally, as the benefits provided under the nonqualified retirement plans are based in part on a participant s yearly cash compensation, including a participant s annual cash incentive compensation, the plans include a performance based element. The Company balances the effectiveness of these plans as a compensation and retention tool with the cost of these plans.

**Deferred Compensation.** The Company maintains a Deferred Compensation Plan for highly compensated employees including all of the NEOs. The program permits these employees to set aside a portion of their income for retirement on a pre-tax basis, in addition to the amounts allowed under the Company s 401(k) Plan, at a minimal administrative cost to the Company. Under this unfunded program, amounts deferred by a participant are credited with earnings based upon the returns actually obtained through the deemed investment selected by the participant, as described in more detail following the Nonqualified Deferred Compensation Table. The Company does not offer preferential or above market returns on the compensation deferred.

**Perquisites.** The Company provides NEOs with a limited number of perquisites that the Company and the Compensation Committee believe are reasonable and consistent with Avnet s overall compensation program, and necessary to remain competitive. Costs associated with perquisites provided by the Company are included in the All Other Compensation column in the Summary Compensation Table.

**Change of Control Agreements.** Each NEO has a change of control agreement with the Company. The change of control agreements are intended to encourage retention in the face of the disruptive impact of an actual or attempted change of control of the Company. The agreements are also intended to align executive officer and shareholder interests by enabling executive officers to consider corporate transactions that are in the best interests of the shareholders and other constituents of the Company without undue concern over whether the transactions may jeopardize the executive officers own employment. The change of control agreements do not provide for excise tax reimbursements to any of the Company s executive officers. More detailed descriptions of these programs are included in the Potential Payouts Upon Termination and Change of Control section.

**Table of Contents**

**Additional Information**

***Stock Ownership Guidelines***

With a significant portion of each executive officer’s total compensation delivered in the form of equity-based incentives, executive officers have a substantial interest and incentive to ensure profitable growth of the Company and to drive long-term shareholder value. To further reinforce this focus, the Compensation Committee has established stock ownership guidelines for all executive officers. The guidelines provide that the executive officers are required to hold shares of the Company’s common stock or unvested RSUs, with a market value equal to a multiple of each officer’s base salary, as set forth below:

Chief Executive Officer	Shares with market value equal to 5 times base salary
Chief Financial Officer, General Counsel and Operating Group Presidents	Shares with market value equal to 3 times base salary
Other Executive Officers	Shares with market value equal to 1 times base salary

Until the ownership level under the Company’s stock ownership guidelines is met, executive officers must hold at least 50% of any net shares he or she receives upon the exercise of options or upon the delivery of any RSU or PSU awards. Currently, all NEOs satisfy these guidelines.

***Insider Trading and Hedging/Pledging Policy***

The Company’s insider trading policy expressly prohibits ownership of financial instruments or participation in investment strategies that hedge the economic risk of owning the Company’s securities. Additionally, executive officers and directors are prohibited from hedging or pledging Avnet securities as collateral for loans. The Company’s insider trading policy prohibits executive officers and directors from trading in securities of Avnet or engaging in any other action to take advantage of, or pass on to others, material nonpublic information relating to Avnet or any other company with which Avnet has a relationship, including Avnet’s customers, suppliers or potential parties in a business transaction.

***Recoupment Policy***

Pursuant to the Company’s incentive compensation recoupment policy, in the event of a restatement of the Company’s financial results due to the misconduct of any employee, the Independent Directors are authorized to take action to recoup all or part of any incentive compensation received by an executive officer. For purposes of this policy, incentive compensation includes any cash or stock-based award under the Company’s Incentive Plan or LTIP, the amount of which is determined in whole or in part upon achievement of specific financial performance targets. The policy defines misconduct as the willful commission of an illegal act, fraud, intentional misconduct or gross recklessness in the performance of an employee’s duties and responsibilities. In determining whether to take action to recoup any incentive compensation received by an executive officer, the Independent Directors will take into consideration whether the executive officer engaged in the misconduct or was in a position, including in a supervisory role, to have been able to have reasonably prevented the misconduct that caused the restatement.

***Equity Grant Practices***

Equity award decisions are generally made at the Board or Compensation Committee’s regularly scheduled meetings in August, which are generally scheduled at least one year in advance. Pursuant to the Company’s equity incentive plans, the exercise price of each stock option awarded to the executive officers is the closing price of Avnet’s Common Stock on the date of grant. Options and other equity-based awards may be granted in connection with a new hire or a promotion, in which case awards may be granted at the Compensation Committee meeting at or about the time of hiring or promotion. Grants are made without regard to anticipated earnings or major announcements by the Company.

**Table of Contents**

***Deductibility of Executive Compensation***

Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), limits to \$1 million the amount of remuneration that Avnet may deduct in any calendar year for its CEO and three other highest-paid NEOs, other than the CFO. The limitation applies only to compensation that is not considered performance based as defined in the Section 162(m) regulations.

In designing the Company's compensation programs, the Compensation Committee considers the effect of Section 162(m) of the Code, as well as other factors relevant to the Company's business needs. The Company has historically taken, and intends to continue to take, reasonable and appropriate actions with respect to achieving deductibility of annual incentive and long-term compensation. To maintain flexibility, the Compensation Committee does not have a policy requiring all compensation to be deductible.

**Table of Contents****COMPENSATION OF AVNET EXECUTIVE OFFICERS**

The following table sets forth information concerning the compensation provided by Avnet for the years indicated to the Named Executive Officers.

**Summary Compensation Table**

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Stock Awards (\$) <sup>(1)</sup> (e)	Option Awards (\$) <sup>(1)</sup> (f)	Non-Equity Incentive Plan Compensation (\$) (g)	Nonqualified Deferred Compensation Earnings (\$) <sup>(2)</sup> (h)	Change in Pension Value and All Other Compensation (\$) <sup>(3)</sup> (i)	Total (\$) (j)
Richard Hamada Chief Executive Officer	2014	900,000		2,288,202	1,330,118	1,382,184	973,982	31,814	6,906,300
	2013	900,000		2,699,960	900,010	447,879		29,183	4,977,032
	2012	850,000		1,794,307	578,537	470,320	899,504	36,620	4,629,288
Kevin Moriarty Senior Vice President and Chief Financial Officer	2014	525,000	280,000 <sup>(4)</sup>	686,406	399,036	568,612		20,280	2,479,334
	2013	250,000	400,000	1,068,315	762,960	81,820		5,850	2,568,945
Gerry Fay Senior Vice President and President, Avnet Electronics	2014	418,750		571,986	332,506	474,867	77,229	23,450	1,898,788
	2013								
Philip Gallagher Senior Vice President and President, Avnet Technology	2014	525,000		657,744	382,403	419,912	306,357	18,974	2,310,390
	2013	525,000		787,563	262,503	234,085		19,951	1,829,102
	2012	515,000		634,518	204,540	313,557	559,340	20,489	2,247,444
MaryAnn Miller Senior Vice President and Chief Human Resources Officer	2014	425,000		607,077	176,648	393,315	353,030	20,491	1,975,561
	2013	425,000		599,955	199,987	145,561	118,404	21,942	1,510,849
Harley Feldberg Former Senior Vice President and President, Avnet	2014	593,000		307,822	274,982	620,190	392,215	23,992	2,212,201
	2013	593,000		975,008	325,019	295,629	8,445	23,154	2,220,255
	2012	575,000		801,040	258,266	319,729	661,461	18,773	2,634,269
Electronics Marketing									

(1) Amounts shown under the heading Stock Awards reflect the grant date fair value of awards of RSUs and PSUs, computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. The grant date fair value of RSUs awarded to each NEO in fiscal 2014 is as follows: Mr. Hamada \$378,823; Mr. Moriarty \$113,603; Mr. Fay \$94,669; Mr. Gallagher \$108,869; Ms. Miller \$201,319; and Mr. Feldberg \$307,822. With respect to PSUs, the grant date fair value was computed based upon the target outcome of the performance

## Edgar Filing: AVNET INC - Form DEF 14A

conditions as of the grant date, which was consistent with the estimates used by the Company to measure compensation cost determined as of the grant date. Assuming the target performance is achieved for PSUs awarded in fiscal 2014, the grant date fair value of the award to each NEO is as follows: Mr. Hamada \$1,909,379; Mr. Moriarty \$572,803; Mr. Fay \$477,317; Mr. Gallagher \$548,875; and Ms. Miller \$405,758. Assuming the maximum payout of PSUs granted in fiscal 2014 is achieved, the grant date value of such awards would be \$3,818,759, \$1,145,605, \$954,634, \$1,097,751 and \$811,517 for Messrs. Hamada, Moriarty, Fay, Gallagher, and Ms. Miller, respectively. Amounts shown under the heading "Option Awards" reflect the grant date fair values for stock option awards calculated using the Black-Scholes option pricing model. For information on the assumptions used to calculate the value of the awards, refer to Note 12 to the Company's Consolidated Financial Statements in its Annual Report on Form 10-K for the year ended June 28, 2014. The amounts included in these columns relate to awards made in the fiscal year and reflect the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 and do not correspond to the actual amount that will be realized by the NEOs.

- (2) The amount includes the net change in the actuarial present value of accumulated benefits under the Company's qualified and nonqualified retirement plans. For fiscal 2014 the increase in the actuarial present

**Table of Contents**

value of accumulated benefits under the Company’s qualified plan was \$66,396, \$47,206, \$61,888, \$40,443, and \$70,862 for Messrs. Hamada, Fay, Gallagher, Ms. Miller and Mr. Feldberg, respectively. For fiscal 2014, the increase in the actuarial present value of accumulated benefits under the Company’s nonqualified retirement plans was \$907,586, \$30,023, \$244,469, \$312,587 and \$321,353 for Messrs. Hamada, Fay, Gallagher, Ms. Miller and Mr. Feldberg, respectively. Messrs. Moriarty and Fay are not participants in the SERP. During fiscal 2014, Mr. Moriarty was not a participant in the Pension or Restoration Plans.

(3) The amount includes (a) expenses associated with the Company’s automobile program for each of the NEOs and (b) the cost of annual physical exams. None of the perquisites and personal benefits exceeded the greater of \$25,000 or 10% of the total amount of these benefits for the NEO.

(4) The amount reflects the remaining amount of Mr. Moriarty’s signing bonus agreed to in fiscal 2013.

**Grants of Plan-Based Awards**

The following table provides information about equity and non-equity plan-based awards to the NEOs in fiscal 2014 relating to: (1) annual cash incentive awards; (2) PSUs; (3) RSUs; and (4) stock options. The actual payouts earned in fiscal 2014 under the Non-Equity Incentive Plan Awards are included in the Summary Compensation Table as are the grant date fair values associated with the awards under the Equity Incentive Plan, All Other Stock Awards and All Other Option Awards in the table below.

Name (a)	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards (#) <sup>(2)(3)</sup>			All Other Stock Awards: Number of Shares or Units (#) <sup>(3)</sup>	All Other Option Awards: Number of Securities Underlying Options (#) <sup>(3)</sup>	Exercise or Base Price of Option Awards (\$/Sh) (k)	Grant Date Fair Value of Stock and Options Awards (l)
		Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)				
Richard Hamada	8/08/2013	216,000	1,350,000	2,808,000	1	51,231	102,462	10,244	113,880	39.04	1,330,118
	8/08/2013										1,909,379
	8/08/2013										378,823
Kevin Moriarty	8/08/2013	88,000	550,000	1,144,000	1	15,369	30,738	3,072	34,164	39.04	399,036
	8/08/2013										572,803
	8/08/2013										113,603
Gerry Fay	8/08/2013	72,000	450,000	936,000	1	12,807	25,614	2,560	28,468	39.04	332,506
	8/08/2013										477,317
	8/08/2013										94,669
Philip Gallagher	8/08/2013	84,000	525,000	1,092,000	1	14,727	29,454	2,944	32,740	39.04	382,403
	8/08/2013										548,875
	8/08/2013										108,869
MaryAnn Miller	8/08/2013	60,000	375,000	780,000	1	10,887	21,774	5,444	15,124	39.04	176,648
	8/08/2013										405,758
	8/08/2013										201,319
Harley Feldberg	8/08/2013	118,600	593,000	1,245,300					26,040	39.04	274,982
	8/08/2013										307,822

(1) The threshold column assumes payout of 20% of the target amount that is based on financial measures and no payout of the target amount based on the individual performance component. The target column assumes that the annual incentive was paid at 100% of target for the

## Edgar Filing: AVNET INC - Form DEF 14A

financial and individual components. The maximum column assumes the highest amounts payable on the financial and individual components, resulting in a payout of 208% of the target amount. Achievement below the threshold would yield a payout of \$0. Mr. Feldberg's incentive was based only on the financial measures.

- (2) This column represents grants of PSUs. As discussed in the CD&A, based upon the Company's actual Relative EP and Relative TSR during the three-year performance period, the executive is eligible to receive a percentage of the target number of shares ranging from 0% to 200% of his or her targeted number of shares.

**Table of Contents**

(3) The vesting schedules for the PSUs, RSUs and the stock option grants made in fiscal 2014 are as follows:

**Type of Awards Made in Fiscal 2014**

Performance Share Units (PSUs)

Restricted Stock Units (RSUs)

Stock Options

**Vesting Schedule**

vest, if at all, at the end of fiscal 2016 (July 2, 2016)

25% each on the first business day in January of 2014 through 2017

25% on each of the first through fourth anniversaries of the grant date

For additional description of the terms and awards of RSUs, stock options and PSUs made in fiscal 2014, see the description of long-term incentives in the CD&A and Note 12 to the Company's Consolidated Financial Statements included in its Form 10-K for the fiscal year ended June 28, 2014.



**Table of Contents****Outstanding Equity Awards at Fiscal Year-End**

The following table provides information on the current holdings of stock options and stock awards by the NEOs as of June 28, 2014. This table includes unexercised and unvested option grants, unvested RSUs, and PSUs with vesting conditions that have not yet been satisfied. Each equity grant is shown separately for each NEO. The vesting schedule for each grant is shown following this table, based on the option grant date or stock award date. The market value of the stock awards is based on the closing market price of the Company's Common Stock as of June 28, 2014, which was \$43.71. The PSUs are subject to specified performance objectives over the performance period. The market values as of June 28, 2014, shown in columns (h) and (j) below, assume 100% achievement of these performance objectives. For additional information about the option grants and stock awards, see the description of long-term incentives in the CD&A and Note 12 to the Company's Consolidated Financial Statements included in its Form 10-K for the fiscal year ended June 28, 2014.

Name	Option Awards					Stock Awards				
	Option Grant Date	Number of Securities Underlying Unexercised Options (#)	Number of Securities Unexercised (#)	Option Exercise Price (\$)	Option Expiration Date	Stock Award Grant Date	Number of Shares or Units of Stock That Have Not Vested (RSUs)(#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (PSUs)(#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
(a)	(b)	(c)	(e)	(f)	(g)	(h)	(i)	(j)	(j)	
Richard Hamada	8/09/2007	30,932		34.34	8/08/2017					
	8/07/2008	45,128		28.80	8/06/2018					
	8/12/2010	38,187	12,729	24.41	8/11/2020	11/5/2010	3,706	161,989		
	8/11/2011	29,914	29,914	27.94	8/10/2021	8/11/2011	8,562	374,245		
	8/09/2012	19,824	59,472	32.43	8/08/2022	8/09/2012	16,650	727,772	55,505	2,426,124
	8/08/2013		113,880	39.04	8/07/2023	8/08/2013	7,683	335,824	51,231	2,239,307
Kevin Moriarty	1/02/2013	17,000	51,000	31.89	1/01/2023	1/02/2013	16,666	728,471	8,500	371,535
	8/08/2013		34,164	39.04	8/07/2023	8/08/2013	2,304	100,708	15,369	671,779
Gerry Fay	8/12/2010			24.41	8/11/2020	8/12/2010	1,112	48,606		
	8/11/2011		5,342	27.94	8/10/2021	8/11/2011	1,530	66,876		
	8/09/2012		9,087	32.43	8/08/2022	8/09/2012	2,544	111,198	8,480	370,661
	8/08/2013		26,468	39.04	8/07/2023	8/08/2013	1,920	83,923	12,807	559,794
Philip Gallagher	8/09/2007	10,156		34.34	8/08/2017					
	8/07/2008	14,292		28.80	8/06/2018					
	3/02/2009	5,625		16.15	3/01/2019					
	8/13/2009	24,068		24.75	8/12/2019					
	8/12/2010	18,138	6,046	24.41	8/11/2020	11/5/2010	1,761	76,973		
	8/11/2011	10,576	10,576	27.94	8/10/2021	8/11/2011	3,028	132,354		
	8/09/2012	5,782	17,346	32.43	8/08/2022	8/09/2012	4,857	212,299	16,190	707,665
	8/08/2013		32,740	39.04	8/07/2023	8/08/2013	2,208	96,512	14,727	643,717
MaryAnn Miller	5/08/2009	6,000		22.08	5/07/2019	5/08/2009				
	8/13/2009	9,024		24.75	8/12/2019	8/13/2009				
	8/12/2010	8,592	2,864	24.41	8/11/2020	11/5/2010	834	36,454		
	8/11/2011	7,052	7,052	27.94	8/10/2021	8/11/2011	2,018	88,207		
	8/09/2012	4,405	13,215	32.43	8/08/2022	8/09/2012	3,699	161,683	12,335	539,163
	8/08/2013		15,124	39.04	8/07/2023	8/08/2013	4,083	178,468	10,887	475,871
Harley Feldberg	8/09/2007	19,852		34.34	8/08/2017					
	8/07/2008	30,084		28.80	8/06/2018					
	8/13/2009	30,084		24.75	7/31/2019					
	8/12/2010	21,957	7,319	24.41	7/31/2019	11/5/2010	2,131	93,146		
	8/11/2011	13,354	13,354	27.94	7/31/2019	8/11/2011	3,822	167,060		
	8/09/2012	7,159	21,477	32.43	7/31/2019	8/09/2012	6,012	262,785	20,045	876,167
	8/08/2013		26,040	39.04	7/31/2019	8/08/2013	6,243	272,882		

**Vesting schedules:**

Stock Options All stock options vest in 25% annual increments commencing on the first anniversary of the grant date. Stock options typically expire the day before the tenth anniversary of the grant date. Pursuant to his award agreement and as a result of his retirement, the options granted to Mr. Feldberg expire the earlier of the original stock option expiration date or five years from his retirement date.

**Table of Contents**

**Restricted Stock Unit Awards (RSUs)** All RSUs granted prior to FY 2014, except for the award dated January 2, 2013, to Mr. Moriarty, vest in 20% annual increments commencing in the January following the Grant Date. The award dated August 8, 2013, will vest in 25% annual increments in the January following the Grant Date. The award dated January 2, 2013, to Mr. Moriarty vests ratably over 3 years, which commenced on January 2, 2014.

**Performance Share Units (PSUs)** All PSUs vest, if at all, depending on whether vesting conditions are met, on the last day of the fiscal year coincident with the end of the three-year performance period.

**Option Exercises and Stock Vested**

The following table provides information as to each of the NEOs: (1) stock option exercises during fiscal 2014, including the number of shares acquired upon exercise and the value realized, and (2) the number of shares acquired upon the vesting of stock awards in the form of RSUs and PSUs, and the value realized, each before payment of any applicable withholding tax.

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting (\$) (e)
Richard Hamada	71,102	1,224,544	59,845	2,644,906
Kevin Moriarty			9,102	394,026
Gerry Fay	8,371	82,666	11,289	498,381
Philip Gallagher			21,744	960,469
MaryAnn Miller			14,618	645,590
Harley Feldberg	69,520	1,283,859	28,448	1,255,719

The value realized on vesting of stock awards includes RSUs that vested on January 2, 2014, and the vesting of PSUs on June 28, 2014, which covered the fiscal 2012-2014 performance period. The value realized with respect to the RSUs is as follows: Mr. Hamada 19,685 shares and \$852,164; Mr. Moriarty 9,102 shares and \$394,026; Mr. Fay 4,118 shares and \$178,268; Mr. Gallagher 7,543 shares and \$326,536; Ms. Miller 5,154 shares and \$223,117; and Mr. Feldberg 10,518 shares and \$455,324. The value realized with respect to the PSUs is as follows: Mr. Hamada 40,160 shares and \$1,792,742; Mr. Fay 7,171 shares and \$320,113; Mr. Gallagher 14,201 shares and \$633,933; Ms. Miller 9,464 shares and \$422,473; and Mr. Feldberg 17,930 shares and \$800,395.

**Pension Benefits**

Further to the discussion of the retirement benefits in the CD&A, the Company provides a retirement benefit under a tax-qualified retirement plan and a retirement benefit under nonqualified retirement plans. The Pension Plan is a type of tax-qualified defined benefit plan commonly referred to as a cash balance plan. A participant's benefit under the Pension Plan is based on the value of the participant's cash balance account, which is used for record keeping purposes and does not represent any assets of the Pension Plan segregated on behalf of a participant. In general, the Pension Plan defines annual earnings as a participant's base salary, commissions, royalties, annual cash incentive compensation and amounts deferred pursuant to plans described in Sections 125 or 401(k) (i.e., the Avnet 401(k) Plan) of the Code. Currently, the maximum amount of earnings on which benefits can be accrued is \$260,000, which is the 2014 annual maximum established by the IRS. The Pension Plan offers participants distributions in the form of various monthly annuity payments and, in most cases, a lump sum distribution option is also available to participants who have terminated employment with the Company.

**Table of Contents**

The nonqualified retirement plans consist of the Restoration Plan and the SERP. The Restoration Plan is an excess benefit plan that provides retirement income to eligible employees whose Pension Plan benefit is limited by Code limits on compensation. The Restoration Plan uses the same eligibility, vesting, formula and distribution criteria (except in cases where Code section 409A applies) found in the Pension Plan, but without considering the Code imposed limits on the Pension Plan. The excess benefit over the Code imposed limits in the Pension Plan is paid from the Restoration Plan.

The SERP provides for: (1) payment of a death benefit to the designated beneficiary of each participating officer who dies while he or she is an employee of the Company in an amount equal to twice the yearly earnings (including salary and cash incentive compensation) of such officer; (2) a supplemental retirement benefit payable at age 65 (if the officer has satisfied certain age and service requirements) payable monthly for two years and in a lump sum thereafter to such officer or his or her beneficiary with the total benefit equaling the present value of ten years of payments in an amount not to exceed 36% of the officer's eligible compensation, which is defined as the average of the highest two of the last five years' cash compensation prior to termination; or (3) a supplemental early retirement benefit equal to the benefit described in (2) above, except that such amount is reduced for each month prior to age 65 that the participant begins to receive the benefit.

As discussed in the CD&A, the SERP was closed to new participants effective December 31, 2011, and the Restoration Plan was adopted effective January 1, 2012. Pursuant to the terms of both plans, any benefit payable under the Restoration Plan will reduce the benefit payable under the SERP. Thus, the maximum benefit payable to vested participants in both nonqualified plans will equal the benefit payable under the SERP.

The table below shows the number of years of service credited to each such NEO, the actuarial present value of accumulated benefits payable to each of the NEOs as of the end of the fiscal year and the payments made during the last fiscal year under the Pension Plan and the nonqualified retirement plans. The present value of the accumulated benefit was determined using interest rate assumptions consistent with those used in the Company's financial statements.

**Pension Benefits**

Name (a)	Plan Name (b)	Number of Years Credited Service (#) (c)	Present Value of Accumulated Benefit (\$) (d)	Payments During Last Fiscal Year (\$) (e)
Richard Hamada	Avnet Pension Plan	29.5	326,045	
	Nonqualified Retirement Plans	30.6	4,800,115	
Kevin Moriarty	Avnet Pension Plan	0.0		
	Restoration Plan <sup>(1)</sup>	0.0		
Gerry Fay	Avnet Pension Plan	8.5	154,238	
	Restoration Plan <sup>(1)</sup>	8.5	51,549	
Philip Gallagher	Avnet Pension Plan	30.5	281,905	
	Nonqualified Retirement Plans	31.6	2,127,317	
MaryAnn Miller	Avnet Pension Plan	6.5	148,490	
	Nonqualified Retirement Plans <sup>(2)</sup>	4.7	1,380,999	
Harley Feldberg	Avnet Pension Plan	31.0	445,856	
	Nonqualified Retirement Plans <sup>(3)</sup>	32.7	3,849,381	128,371

(1) Messrs. Moriarty and Fay are not participants in the SERP. Mr. Moriarty was not a participant in the Pension or Restoration Plans during fiscal 2014.



**Table of Contents**

- (2) As of the end of fiscal 2014, Ms. Miller's benefit under the SERP has not yet vested.
- (3) As Mr. Feldberg's SERP benefit was ascertainable at the time he provided his notice of retirement, FICA tax on the present value of the nonqualified retirement benefit was due at the time of such notification. A portion of the first benefit payment was advanced in order to facilitate the required tax withholding and the associated taxability of such advance.

**Nonqualified Deferred Compensation**

The Company offers the Avnet Deferred Compensation Plan (DCP) for highly compensated employees defined as those earning \$260,000 or more in target income, including all of the NEOs. The DCP allows these employees to set aside a portion of their income for retirement on a pre-tax basis, in addition to the amounts allowed under the Avnet 401(k) Plan. A DCP participant may defer up to 50% of his or her salary and up to 100% of his or her incentive and bonus compensation earned during the plan year (regardless of when paid). Participants may choose from a selection of mutual funds and other investment vehicles in which the deferred amount is then deemed to be invested. Earnings on the amounts deferred are determined by the returns actually obtained through the deemed investment options and added to the account. As such, there are no above-market earnings. The deferred compensation and the amount earned are held under the Avnet Deferred Compensation Rabbi Trust, but are subject to the claims of general creditors of the Company. Also, the obligation to distribute the amounts according to the participants designation is a general obligation of the Company. Of the NEOs, Messrs. Fay, Gallagher and Feldberg were participants in the DCP and deferred a portion of their cash compensation in fiscal 2014.

Name (a)	Executive Contributions in Last FY (\$) (b)	Registrant Contributions in Last FY (\$) (c)	Aggregate Earnings/ (Loss) in Last FY (\$) (d)	Aggregate Withdrawals/ Distributions (\$) (e)	Aggregate Balance at Last FYE (\$) (f)
Richard Hamada					
Kevin Moriarty					
Gerry Fay	16,428		74,076		507,523
Philip Gallagher	68,250		148,711		840,960
MaryAnn Miller					
Harley Feldberg	141,233		565,069		3,273,242

**Potential Payouts Upon Termination****Employment Agreements and Change of Control Agreements****Employment Agreements**

Each of the NEOs, with the exception of Ms. Miller, has entered into an employment agreement with the Company. These employment agreements are generally terminable by either the NEO or the Company upon one-year advance written notice to the other. Mr. Moriarty's agreement is terminable by either party upon 90-days advance written notice. The employment agreements contain provisions dealing with termination for cause, and termination upon a death or disability. For purposes of these agreements, cause includes gross misconduct, breach of any material term of the agreement, willful breach, habitual neglect or wanton disregard of the executive's duties, or conviction of any criminal act. Pursuant to Mr. Hamada's employment agreement, if Mr. Hamada should become disabled, the Company will pay an annual disability benefit of \$300,000 until the earlier of his 65th birthday, the disability ceases or death. Additionally, Messrs. Hamada's, Moriarty's and Fay's agreements include provisions dealing with termination upon a change in office and duties. The amount of compensation (including base salary and incentive compensation) to be paid to each NEO is not fixed and is to be

---

## Table of Contents

agreed upon by the NEO and the Company from time to time. The employment agreements contain restrictive covenants relating to non-competition, confidential information and non-solicitation of employees.

### Change of Control Agreements

Each of the NEOs has entered into change of control agreements with the Company. With respect to Messrs. Hamada, Moriarty and Fay, in the event of actual or constructive termination within 24 months of a change of control, the Company must pay to such executive all accrued base salary and pro-rata incentive payments, plus 2.99 times the sum of (i) the executive's then current annual base salary, and (ii) the executive's target incentive compensation for the year in which such termination occurred. Further, unvested stock options shall accelerate and vest in accordance with the early vesting provisions under the applicable stock compensation plans, and all equity incentive awards granted, but not yet delivered, will be accelerated and delivered. No NEO is entitled to a tax gross-up for excise taxes related to payments made upon a change of control.

With respect to Messrs. Feldberg and Gallagher and Ms. Miller, the amount payable under these agreements are substantially the same as noted above, except that the incentive component of the payment (in clause (ii), above) is 2.99 times the average of executive's incentive payments for the highest two of the previous five fiscal years.

Pursuant to these agreements, a constructive termination includes a material diminution in the executive's responsibilities, a material change in the geographic location at which the executive is primarily required to perform services for the Company, a material reduction in the executive's base compensation or any other action or inaction that constitutes a material breach by the Company under its employment agreement with the executive. A change of control is defined as including the acquisition of voting or dispositive power with respect to 50% or more of the outstanding shares of Avnet Common Stock, a change in the individuals serving on the Board of Directors so that those serving on the effective date of the applicable agreement and those persons appointed by such individuals to the Board no longer constitute a majority of the Board, or the approval by shareholders of a liquidation, dissolution or sale of substantially all of the assets of the Company.

### **Potential Payouts upon Termination Table**

The following table sets forth the estimated payments and value of benefits that each of the NEOs would be entitled to receive under their employment and change of control agreements, as applicable, in the event of the termination of their employment under various scenarios. The table assumes that the termination occurred on June 28, 2014, which is the Company's fiscal year end.

As used in this section:

**Death** refers to the death of executive;

**Disability** refers to the executive becoming permanently and totally disabled during the term of the executive's employment;

**Company Termination Without Cause** means that the executive is fired without cause (as defined in the employment agreement);

**Change of Control Termination** means the occurrence of both a change of control and the constructive termination of the executive within 24 months of the change; and

**Table of Contents**

**Retirement for the purpose of determining benefit under the stock plans**, means all of the following: (a) age 55, (b) five years of service, (c) age plus years of service is equal to at least 65, and (d) the executive must have signed a non-compete agreement.

	Death	Disability	Company Termination w/o Cause	Change of Control	Retirement
	\$	\$	\$	\$	\$
<b>Richard Hamada:</b>					
Severance				7,101,250	
Settlement of previously vested stock options	2,395,059	2,395,059	2,395,059	2,395,059	2,395,059
Settlement of unvested stock options		1,920,078	1,920,078	1,920,078	1,920,078
Settlement of RSUs	1,599,830	1,599,830	1,599,830	1,599,830	1,599,830
Settlement of PSUs	4,119,246	6,420,825	6,420,825	6,420,825	6,420,825
Accrued vacation pay out	69,280	69,280	69,280	69,280	69,280
Welfare benefits		2,135,785		76,254	
Life insurance benefit	500,000				
Avnet pension	156,971	313,942	313,942	313,942	313,942
Nonqualified retirement plans	4,564,368	4,337,865	4,337,865	4,337,865	4,337,865
<b>Kevin Moriarty</b>					
Severance			903,297	3,588,000	
Settlement of previously vested stock options	200,940	200,940	200,940	200,940	200,940
Settlement of unvested stock options				762,366	
Settlement of RSUs	829,179			829,179	
Settlement of PSUs	446,847	446,847		1,043,314	
Accrued vacation pay out	39,600	39,600	39,600	39,600	39,600
Welfare benefits				70,920	
Life insurance benefit	500,000				
Avnet pension					
<b>Restoration Plan</b>					
<b>Gerry Fay</b>					
Severance				3,139,500	
Settlement of previously vested stock options					
Settlement of unvested stock options		319,690	319,690	319,690	319,690
Settlement of RSUs	310,603	310,603	310,603	310,603	310,603
Settlement of PSUs	747,149	1,243,899	1,243,899	1,243,899	1,243,899
Accrued vacation pay out	33,480	33,480	33,480	33,480	33,480
Welfare benefits				73,770	
Life insurance benefit	500,000				
Avnet pension	76,058	152,115	152,115	152,115	152,115
Restoration Plan	51,549	51,549	51,549	51,549	51,549
<b>Philip Gallagher</b>					
Severance				3,552,824	
Settlement of previously vested stock options	1,501,678	1,501,678	1,501,678	1,501,678	1,501,678
Settlement of unvested stock options				632,031	
Settlement of RSUs	518,138			518,138	
Settlement of PSUs	1,307,075	1,307,075		1,328,391	
Accrued vacation pay out	40,320	40,320	40,320	40,320	40,320
Welfare benefits				63,676	
Life insurance benefit	500,000				
Avnet pension	134,851	269,702	269,702	269,702	269,702
Nonqualified retirement plans	1,889,824	1,517,212	1,517,212	1,517,212	1,517,212
<b>MaryAnn Miller</b>					
Severance				2,547,266	
Settlement of previously vested stock options	627,599	627,599	627,599	627,599	627,599



**Table of Contents**

	Death	Disability	Company Termination w/o Cause	Change of Control	Retirement
	\$	\$	\$	\$	\$
Settlement of unvested stock options				386,179	
Settlement of RSUs	464,812			464,812	
Settlement of PSUs	931,737	931,737		1,428,705	
Accrued vacation pay out	32,640	32,640	32,640	32,640	32,640
Welfare benefits				65,075	
Life insurance benefit	500,000				
Avnet pension	73,759	147,517	147,517	147,517	147,517
SERP	1,636,630				
Restoration Plan	74,262	74,262	74,262	74,262	74,262
Harley Feldberg					
Severance				4,741,624	
Settlement of previously vested stock options	1,920,075	1,920,075	1,920,075	1,920,075	1,920,075
Settlement of unvested stock options		715,718	715,718	715,718	715,718
Settlement of RSUs	795,873	795,873	795,873	795,873	795,873
Settlement of PSUs	1,367,831	1,659,887	1,659,887	1,659,887	1,659,887
Accrued vacation pay out	45,600	45,600	45,600	45,600	45,600
Welfare benefits				61,991	
Life insurance benefit	500,000				
Avnet pension	218,869	437,737	437,737	437,737	437,737
Nonqualified retirement plans	2,426,380	3,974,481	3,974,481	3,974,481	3,974,481

The employment agreements with the NEOs, except for Mr. Moriarty, do not provide for a severance payment in the event of a termination by the Company without cause. Pursuant to their employment agreement, each of the NEOs is entitled to receive a one-year advance notice from the Company prior to termination without cause (90-days for Mr. Moriarty). During the notice period, the executive shall continue to receive compensation and other benefits in accordance with his agreed-upon pay plan. Mr. Moriarty is entitled to receive his base salary and other compensation for a period of one year after Mr. Moriarty is provided with notice of his termination without cause. As noted above, Ms. Miller does not have an employment agreement with the Company. For the NEOs with an employment agreement, it is assumed for the table above that such notice period ended on June 28, 2014, which is the last business day of the Company's fiscal year 2014.

Except as noted immediately below, because Messrs. Hamada, Fay and Feldberg are retirement eligible under the applicable equity compensation plans, the amount of potential payouts to each of them in the event of a disability or termination by the Company without cause is the same as that under Retirement because the amount received upon retirement is greater than would be received upon a disability or termination without cause. Mr. Hamada's welfare benefit in the event of a disability equals the present value of the disability benefit provided under his employment agreement assuming he reaches age 65. The present value attributable to this benefit is included in Welfare benefits, above. The amount included with respect to the SERP is calculated based on the present value of the benefit described above relating to Pension Benefits, discounted to reflect the earliest age at which the executive can begin receiving such benefit. While Mr. Gallagher's benefits under the SERP have vested, he is not eligible to receive a distribution until he has reached at least age 55. As Ms. Miller's benefit under the SERP has not yet vested, she is only entitled to a benefit under such plan in the event of death. Messrs. Moriarty and Fay are not participants in the SERP and, during fiscal 2014, Mr. Moriarty was not a participant in the Pension or Restoration Plans.

Executives receiving PSUs, including each of the NEOs, would be entitled to receive a pro-rata number of performance shares in the case of death or disability and all of the performance shares in the case of retirement or a change of control earned for a three-year performance cycle. As noted above, because Messrs. Hamada, Fay and Feldberg are retirement eligible under the applicable equity compensation plans, the value shown in the table above for PSU awards equals the value earned upon

**Table of Contents**

retirement. The value shown for the settlement of PSUs in the table above is calculated with the assumption that the triggering event has occurred on June 28, 2014. Furthermore, the value of the PSU awards for the fiscal 2012 – 2014 performance cycle is included in the table above because, while the actual PSU payouts were not made until September 2014, the PSU awards were fully vested on June 28, 2014. Additionally, the value of the PSUs covering the fiscal 2013-2015 and fiscal 2014-2016 performance periods assumes that the target number of shares is awarded to Messrs. Hamada, Fay and Feldberg. Mr. Feldberg did not have a PSU award for the fiscal 2014-2016 performance period. The value of RSUs reflected in the table above in all cases, other than termination without cause, equals the value of all RSUs allocated to the NEOs but not yet delivered at June 28, 2014. In the case of termination without cause, the value of RSUs is only applicable for those who are retirement eligible at June 28, 2014 – Messrs. Hamada, Fay and Feldberg.

**DIRECTOR COMPENSATION**

Directors of Avnet who are also officers or employees of Avnet (currently Mr. Hamada) do not receive any special or additional remuneration for service on the Board of Directors or any of its committees. Upon the recommendation of the Corporate Governance Committee and approval of the Board of Directors, non-employee Directors receive compensation for their services on the Board as set out below.

<b>Compensation Components (annual)</b>			
% Cash to Equity	43/57		
Cash Retainer			\$ 100,000 <sup>(1)</sup>
Equity			\$ 130,000 <sup>(2)(3)</sup>
<b>Total:</b>			<b>\$ 230,000</b>
Audit Committee Retainer	add:	\$ 7,500	
Committee Chair Retainers	add:	\$ 10,000	
Independent Chairman Retainer	add:	\$ 150,000	

(1) Paid quarterly unless election is made to defer under the Avnet Deferred Compensation Plan for Outside Directors, which is described in more detail under the caption – Deferred Compensation Plan – below.

(2) Prorated upon first election and generally delivered each January following reelection, unless election is made to defer under the Avnet Deferred Compensation Plan for Outside Directors.

(3) Increase from prior year award value of \$120,000.

The following table shows the total dollar value of all fees earned by and paid in cash to all non-employee directors in fiscal 2014 and the grant date fair value of stock awards to non-employee directors made in fiscal 2014.

Name	Fees Earned or		
	Paid in	Stock	Total
(a)	Cash	Awards	
	(\$)	(\$)	(\$)
	(b)	(c)	(h)
William Amelio <sup>(1)</sup>	16,666	87,500	104,166
J. Veronica Biggins	110,000	130,000	240,000
Michael Bradley	100,000	130,000	230,000
R. Kerry Clark	109,166	130,000	239,166
James A. Lawrence	117,500	130,000	247,500
Frank R. Noonan	107,500	130,000	237,500
Ray M. Robinson	100,000	130,000	230,000
William H. Schumann, III	250,000	130,000	380,000
William P. Sullivan <sup>(2)</sup>	110,000	130,000	240,000



**Table of Contents**

(1) Mr. Amelio was appointed to the Board effective May 9, 2014, and as such, the above amounts reflect a pro-rata amount of fees and stock awards earned in respect to fiscal 2014.

(2) Mr. Sullivan resigned from the Board effective May 1, 2014.

**Deferred Compensation Plan**

Under the Avnet Deferred Compensation Plan for Outside Directors, a non-employee Director may elect to receive phantom stock units in lieu of some or all of the shares of Common Stock that would otherwise be awarded as the Director's annual equity compensation. The number of shares of phantom stock units to be credited to the phantom stock unit portion of the Director's account (assuming the election is made to defer the entire amount) is determined by dividing \$130,000 by the average of the high and low price of Common Stock on the NYSE on the first business day in January of each year. In addition, a non-employee Director may elect to defer all or a portion of his or her annual cash compensation in either a cash or phantom stock unit account under this plan. Compensation deferred as cash is credited at the beginning of each quarter with interest at a rate corresponding to the rate of interest on U.S. Treasury 10-year notes on the first day of that quarter. During fiscal 2014, there were no above market earnings. Compensation deferred under this plan, or interest credited thereon, will be payable to a Director (i) upon cessation of membership on the Board of Directors in ten annual installments or, at the Director's election (which must be made not less than 24 months prior to the date on which the Director ceases to be a member of the Board), in annual installments not exceeding ten or in a single lump sum or (ii) upon a change in control of the Company (as defined in the plan), in a single lump sum. Phantom stock units are payable in Common Stock with cash payment made for fractional shares. In the event of the death of a Director before receipt of all payments, all remaining payments shall be made to the Director's designated beneficiary.

**D&O Insurance**

As permitted by Section 726 of the Business Corporation Law of New York, Avnet has in force directors' and officers' liability insurance and corporate reimbursement insurance. The policy insures Avnet against losses from claims against its directors and officers when they are entitled to indemnification by Avnet, and insures Avnet's directors and officers against certain losses from claims against them in their official capacities. All duly elected directors and officers of Avnet and its subsidiaries are covered under this insurance. The primary insurer is Federal Insurance Company, a Chubb Group insurance company. Excess insurers include ACE American Insurance Company, Arch Insurance Company, Zurich American Insurance Company, National Union Fire Insurance Co. of Pittsburgh, PA, Allied World National Assurance Company, Federal Insurance Company, and Lloyd's of London. The coverage was renewed effective August 1, 2014, for a one-year term. The total premium paid for both primary and excess insurance was \$1,151,903.

**Table of Contents**

**PROPOSAL 2**

**ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION**

As part of the Company's commitment to high standards of governance and as required by Section 14A of the Exchange Act, the Board of Directors is requesting that the Company's shareholders approve, on a non-binding basis, the compensation of the Company's Named Executive Officers as disclosed in this Proxy Statement. This proposal, commonly known as a "say on pay" proposal, gives shareholders the opportunity to express their views on the compensation of the Company's Named Executive Officers for the Company's fiscal 2014.

Shareholders are urged to read the Compensation Discussion and Analysis and the tabular disclosure (together with the accompanying narrative disclosure) in this Proxy Statement, which discusses how Avnet's compensation program is implemented with respect to the Named Executive Officers.

The Board of Directors believes that the compensation of the Named Executive Officers is appropriate and recommends a vote **FOR** the following non-binding resolution:

RESOLVED, that the compensation paid to the Company's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby approved.

Approval of this proposal requires the affirmative vote of a majority of the votes cast on the proposal at the Annual Meeting. Abstentions are not counted in determining the votes cast. Brokers who hold shares of Common Stock as nominees will not have discretionary authority to vote such shares for a director nominee.

Although the vote is non-binding, the Compensation Committee and the Board of Directors will review the results of the vote, consider shareholder concerns and take them into account in future determinations concerning the executive compensation program. The Company currently conducts an annual advisory vote on named executive officer compensation and expects to conduct the next advisory vote at the 2015 annual meeting of shareholders.

*The Board of Directors recommends a vote **FOR** the Advisory*

*Vote on Named Executive Officer Compensation*

---

**Table of Contents**

**PROPOSAL 3**

**RATIFICATION OF APPOINTMENT OF KPMG AS**

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

One of the purposes of the Annual Meeting is to consider and take action with respect to ratification of the appointment by the Audit Committee of KPMG LLP as the independent registered public accounting firm to audit the consolidated financial statements of Avnet for the fiscal year ending June 27, 2015.

The affirmative vote of the majority of the votes cast at the Annual Meeting by the holders of shares of Common Stock is required to ratify the appointment of KPMG LLP as Avnet's independent registered public accounting firm. Abstentions are not counted in determining the votes cast. Brokers who hold shares of Common Stock as nominees will have discretionary authority to vote such shares if they have not received timely voting instructions from the beneficial owners.

Representatives of KPMG LLP are expected to be present at the Annual Meeting and will have an opportunity to make such statements as they may desire. Such representatives are expected to be available to respond to appropriate questions from shareholders.

For a summary of the fees that were paid to KPMG LLP in fiscal years 2014 and 2013, please refer to the section of this Proxy Statement entitled "Principal Accounting Firm Fees."

*The Board of Directors recommends a vote FOR ratification of KPMG LLP*

*as the Company's Independent Registered Public Accounting Firm for Fiscal 2015.*

**GENERAL**

Avnet's Annual Report to Shareholders for the fiscal year ended June 28, 2014, including the Company's audited financial statements, is being delivered with this Proxy Statement. Avnet will provide a copy of its Annual Report on Form 10-K for the fiscal year ended June 28, 2014, to each shareholder without charge (other than a reasonable charge for any exhibit requested) upon written request to Michael McCoy, Secretary, Avnet, Inc., 2211 South 47th Street, Phoenix, Arizona 85034.

The cost of soliciting proxies relating to the Annual Meeting will be borne by Avnet. Directors, officers and employees of Avnet may solicit proxies by telephone or personal interview without being specially compensated. An independent inspector of election will be engaged to tabulate shareholder votes. Avnet will, upon request, reimburse brokers, dealers, banks and other nominee shareholders for their reasonable expenses for mailing copies of this Proxy Statement, the form of proxy and the Notice of the Annual Meeting, to the beneficial owners of such shares.

**2015 ANNUAL MEETING**

Under rules of the Securities and Exchange Commission, and pursuant to the Company's By-laws, shareholders may submit proposals that they believe should be voted on at the annual meeting or may recommend persons for nomination to the Board of Directors. There are several alternatives a shareholder may use and a summary of those alternatives follows.

Under Rule 14a-8 of the Exchange Act, some shareholder proposals may be eligible to be included in Avnet's 2015 proxy statement. Shareholder proposals must be submitted, along with proof of ownership of Avnet stock in accordance with Rule 14a-8(b), to the Company's principal executive office at: Michael McCoy, Secretary, Avnet, Inc., 2211 South 47th Street, Phoenix, Arizona 85034. All shareholder proposals submitted pursuant to Rule 14a-8 must be received by May 28, 2015.

For information regarding how to nominate a director for consideration by the Corporate Governance Committee for the Board of Directors, please see "Corporate Governance - Director Nominations" in this Proxy Statement.

**Table of Contents**

Alternatively, under the Company's By-laws, any shareholder wishing to appear at the 2015 Annual Meeting and submit a proposal or nominate a person as a director candidate must submit the proposal or nomination to the Company's Secretary not earlier than April 28, 2015, and not later than May 28, 2015. Any such shareholder proposal or director nomination will not appear in the Company's proxy statement. All shareholder proposals and director nominations, other than shareholder proposals made pursuant to Rule 14a-8 under the Exchange Act, must comply with the requirements of the Company's By-laws. If the Company does not receive notice by May 28, 2015, or if it meets other requirements of the SEC rules, the persons named as proxies in the proxy materials relating to the 2015 Annual Meeting will use their discretion in voting the proxies when these matters are raised at the meeting.

**DELIVERY OF DOCUMENTS TO SECURITY HOLDERS**

Pursuant to the rules of the SEC, Avnet and services that Avnet employs to deliver communications to the shareholders are permitted to deliver to two or more shareholders sharing the same address a single copy of each of our Annual Report to shareholders and our Proxy Statement. Upon written or oral request, Avnet will deliver a separate copy of the Annual Report to shareholders and/or Proxy Statement to any shareholder at a shared address to which a single copy of each document was delivered and who wishes to receive separate copies of such documents in the future. Shareholders receiving multiple copies of such documents may likewise request that Avnet deliver single copies of such documents in the future. Shareholders may notify Avnet of their requests by calling or writing, Avnet, Inc., Attn: Investor Relations, 2211 South 47th Street, Phoenix, Arizona 85034 or 1-888-822-8638 Ext. 7394 and ask for Investor Relations.

**PLEASE SIGN, DATE AND MAIL YOUR PROXY NOW**

**OR SUBMIT YOUR PROXY BY TELEPHONE OR THE INTERNET.**

***AVNET APPRECIATES YOUR PROMPT RESPONSE!***

**Table of Contents****Appendix A****RECONCILIATION OF NON-GAAP MEASURES**

The table below presents a reconciliation of each non-GAAP financial measure included in this Proxy Statement to the most comparable GAAP financial measure for the fiscal years 2014 through 2010.

	Fiscal Year 2014	
	Operating Income	Net Income
	(thousands)	
<b>GAAP results</b>	<b>\$ 789,940</b>	<b>\$ 545,604</b>
Restructuring, integration and other expenses	94,623	70,773
Gain on legal settlement and foreign currency loss		(11,475)
Amortization of intangible assets and other	46,783	32,946
Income tax adjustments		(43,789)
Total adjustments	141,406	48,455
<b>Adjusted results</b>	<b>\$ 931,346</b>	<b>\$ 594,059</b>

	Fiscal Year 2013	
	Operating Income	Net Income
	(thousands)	
<b>GAAP results</b>	<b>\$ 625,981</b>	<b>\$ 450,073</b>
Restructuring, integration and other expenses	149,501	116,382
Gain on bargain purchase and other		(30,974)
Amortization of intangible assets and other	32,370	22,659
Income tax adjustments		(50,376)
Total adjustments	181,871	57,691
<b>Adjusted results</b>	<b>\$ 807,852</b>	<b>\$ 507,764</b>

	Fiscal Year 2012	
	Operating Income	Net Income
	(thousands)	
<b>GAAP results</b>	<b>\$ 884,165</b>	<b>\$ 567,019</b>
Restructuring, integration and other expenses	73,585	52,963
Gain on bargain purchase and other		(3,463)
Amortization of intangible assets and other	27,786	19,450
Income tax adjustments		(8,616)
Total adjustments	101,371	60,334
<b>Adjusted results</b>	<b>\$ 985,536</b>	<b>\$ 627,353</b>



**Table of Contents**

	Fiscal Year 2011	
	Operating Income	Net Income
	(thousands)	
<b>GAAP results</b>	<b>\$ 929,979</b>	<b>\$ 669,069</b>
Restructuring, integration and other expenses	77,176	56,169
Gain on bargain purchase and other		(25,720)
Amortization of intangible assets and other	21,244	14,871
Income tax adjustments		(32,901)
Total adjustments	98,420	12,419
<b>Adjusted results</b>	<b>\$ 1,028,399</b>	<b>\$ 681,488</b>

	Fiscal Year 2010	
	Operating Income	Net Income
	(thousands)	
<b>GAAP results</b>	<b>\$ 635,600</b>	<b>\$ 410,370</b>
Restructuring, integration and other expenses	25,419	18,789
Gain on sale of assets		(5,370)
Income tax adjustments		842
Total adjustments	25,419	14,261
<b>Adjusted results</b>	<b>\$ 661,019</b>	<b>\$ 424,631</b>

The Company believes that operating income adjusted for the impact of the items identified above is a useful measure to help shareholders better assess and understand the Company's operating performance, especially when comparing results with previous periods, primarily because management views the excluded items to be outside of Avnet's normal operating results. The Company analyzes operating income without the impact of these items as an indicator of ongoing margin performance and underlying trends in the business.

The Company believes net income, as adjusted for the impact of the items identified above, is a useful measure to shareholders because it provides a measure of the Company's net profitability on a more comparable basis to historical periods. Additionally, because of management's focus on generating shareholder value, of which net profitability is a primary driver, management believes net income excluding the impact of these items provides an important measure of the Company's net results of operations.

For a detailed description of the items adjusting the GAAP results in the table above, refer to the respective fiscal year's Form 10-K filed with the Securities and Exchange Commission. Any analysis of results on a non-GAAP basis should be used as a complement to, and in conjunction with, data presented in accordance with GAAP.

**Table of Contents**

*AVNET, INC.*

*2211 SOUTH 47TH STREET*

*PHOENIX, AZ 85034*

**THERE ARE THREE WAYS TO VOTE YOUR PROXY**

**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 PM, Eastern Time, the day before the cut-off date or meeting date **scheduled for November 6, 2014**. 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.

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

Use any touch-tone telephone to transmit your voting instructions up until 11:59 PM, Eastern Time, the day before the cut-off date or meeting date **scheduled for November 6, 2014**. 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.

**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.

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

M78033-P55888-Z63983

KEEP THIS PORTION FOR  
YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

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

**AVNET, INC.**

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

**Vote on Directors**

1. Election of Directors

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Vote on Proposals</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Nominees:</b>							
1a. William J. Amelio	..	..	..	2. Advisory vote on executive compensation.	..	..	..
1b. J. Veronica Biggins	..	..	..	3. Ratification of appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ending June 27, 2015.	..	..	..
1c. Michael A. Bradley	..	..	..				
1d. R. Kerry Clark	..	..	..	<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.			
1e. Richard Hamada	..	..	..				
1f. James A. Lawrence	..	..	..				
1g. Avid Modjtabai	..	..	..				
1h. Ray M. Robinson	..	..	..				
1i. William H. Schumann III	..	..	..				

Edgar Filing: AVNET INC - Form DEF 14A

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.

Signature [PLEASE      Date  
SIGN WITHIN  
BOX]

Signature (Joint      Date  
Owners)

Table of Contents

**ANNUAL MEETING OF SHAREHOLDERS**

**Thursday, November 6, 2014**

**7:30 a.m. (local time)**

**Avnet, Inc.**

**2211 South 47th Street**

**Phoenix, AZ 85034**

You may vote through the Internet, by telephone or by mail.

Please read the card carefully for instructions.

However you decide to vote, your presence, in person or by proxy, at the Annual Meeting of Shareholders is important.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

M78034-P55888-Z63983

**AVNET, INC.**

**This Proxy is Solicited on Behalf of the Board of Directors for the  
Annual Meeting of Shareholders on November 6, 2014**

The undersigned shareholder of AVNET, INC. (the Company) hereby constitutes and appoints Richard Hamada and Kevin Moriarty, or either of them, as proxy of the undersigned, with full power of substitution and revocation, to vote all shares of Common Stock of the Company standing in his or her name on the books of the Company at the Annual

Edgar Filing: AVNET INC - Form DEF 14A

Meeting of Shareholders to be held at 7:30 a.m., local time, at Avnet, Inc., 2211 South 47th Street, Phoenix, AZ 85034, on November 6, 2014, or at any adjournment thereof, with all the powers which the undersigned would possess if personally present, as designated on the reverse side.

The undersigned hereby instructs the said proxies (i) to vote in accordance with the instructions indicated on the reverse side for each proposal, **but, if no instruction is given on the reverse side, to vote FOR the election of directors of the nine persons named on the reverse side, FOR the approval of the advisory vote on executive compensation, and FOR the ratification of KPMG LLP as the independent registered public accounting firm for the fiscal year ending June 27, 2015** and (ii) to vote, in their discretion, with respect to other such matters (including matters incidental to the conduct of the meeting) as may properly come before the meeting or any postponements or adjournments thereof.

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