

VMWARE, INC.
Form DEF 14A
April 15, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a 101)

INFORMATION REQUIRED IN

PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to R240.14a-12

VMware, Inc.

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(Name of Registrant as Specified In Its Charter)

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

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

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(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 calculated and state how it was determined): "

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VMWARE, INC.

NOTICE OF THE ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 27, 2015

To the Stockholders of VMware, Inc.:

Notice is hereby given that the Annual Meeting of Stockholders of VMware, Inc., a Delaware corporation, will be held at VMware's principal executive offices at 3401 Hillview Avenue, Palo Alto, California 94304, on Wednesday, May 27, 2015, at 9:00 a.m. local time. We will also offer a webcast of the Annual Meeting on the investor relations page of our website at <http://ir.vmware.com>. The webcast will be available on our website for approximately 60 days following our meeting.

We are holding the meeting for the following purposes:

1. To elect three members nominated by us to the Board of Directors to serve as Class II, Group I directors, to be elected by our sole Class B common stockholder, each for a three-year term expiring at the 2018 Annual Meeting of Stockholders.
2. To vote, on an advisory basis, to approve named executive officer compensation.
3. To ratify the selection by the Audit Committee of our Board of Directors of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2015.
4. To approve an amendment to the Amended and Restated 2007 Equity and Incentive Plan.
5. To transact any and all other business that may properly come before the meeting or any adjournments thereof.

All stockholders of record of our common stock at the close of business on March 31, 2015, the record date, are entitled to notice of and to vote at this meeting and any adjournments thereof.

Class A common stockholders may cast their votes by completing a proxy. Whether or not you plan to attend the meeting, please cast your vote as instructed in the Notice Regarding the Availability of Proxy Materials and as explained in the answers to *If I wish to vote in person, how do I vote?* and *If I want to vote via the Internet or by telephone, how do I vote?* on page 4 of the proxy statement, over the Internet or by telephone, as promptly as possible. You may also request a paper proxy card to submit your vote by mail, if you prefer. We encourage you to vote via the Internet. Internet voting is convenient, helps reduce the environmental impact of our Annual Meeting and saves us significant postage and processing costs.

By order of the Board of Directors

/s/ S. DAWN SMITH
S. DAWN SMITH
*Senior Vice President, General Counsel, Chief
Compliance Officer and Secretary*

Palo Alto, California

April 15, 2015

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VMWARE, INC.

3401 Hillview Avenue

Palo Alto, California 94304

PROXY STATEMENT

GENERAL INFORMATION

Why am I receiving these materials?

We have made these materials available to you on the Internet or, upon your request, have delivered printed versions of these materials to you by mail, in connection with the Board of Directors' solicitation of proxies for use at our 2015 Annual Meeting of Stockholders (the **Annual Meeting**), which will take place on Wednesday, May 27, 2015 at 9:00 a.m. Pacific Time, at VMware's principal executive offices at 3401 Hillview Avenue, Palo Alto, California 94304. We are making this proxy statement available on the Internet and mailing the Notice of Internet Availability of Proxy Materials to our stockholders on or about April 15, 2015. Our stockholders are invited to attend the Annual Meeting and are requested to vote on the proposals described in this proxy statement.

What is included in these materials?

These materials include:

Our proxy statement for the Annual Meeting; and

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which includes our audited consolidated financial statements.

If you requested printed versions of these materials by mail, these materials also include the proxy card for the Annual Meeting.

What items will be voted on at the Annual Meeting?

There are four items that will be voted on at the Annual Meeting:

election of three members nominated by us to the Board of Directors to serve as Class II, Group I directors, for election by our sole Class B common stockholder, each for a three-year term expiring at the 2018 Annual Meeting of Stockholders;

an advisory vote to approve named executive officer compensation;

ratification of the selection by the Audit Committee of our Board of Directors of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2015; and

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an amendment to the Amended and Restated 2007 Equity and Incentive Plan.

We are not aware of any matters to be presented at the Annual Meeting other than those described in this proxy statement. If any matters not described in the proxy statement are properly presented at the meeting, the proxy holders will use their discretion to determine how to vote your shares.

What are the Board of Directors' voting recommendations?

The Board of Directors recommends that our stockholders vote:

FOR the Class II, Group I nominees, as listed under *Election of Directors*, to serve until their successors are elected and qualified (Proposal 1) (only EMC Corporation (**EMC**), our Class B common stockholder, can cast votes for the Class II, Group I directors);

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FOR the approval, on an advisory basis, of the compensation of our named executive officers as disclosed in *Compensation Discussion and Analysis*, the *Summary Compensation Table* and other related tables and disclosures contained in this proxy statement (Proposal 2);

FOR ratification of the selection by the Audit Committee of our Board of Directors of PricewaterhouseCoopers LLP as VMware's independent auditors for the fiscal year ending December 31, 2015 (Proposal 3); and

FOR an amendment to the Amended and Restated 2007 Equity and Incentive Plan (Proposal 4).

The Board of Directors expects EMC, the sole holder of our Class B common stock, to vote in accordance with the recommendations made by our Board of Directors for each of the four proposals. EMC has the voting power to adopt and approve all proposals to be voted on at the Annual Meeting. Based on its ownership as of the close of business on March 31, 2015 (the **Record Date**), EMC holds 80.6% of the outstanding shares of VMware's common stock, representing 97.4% of the combined voting power of our common stock.

Where are VMware's principal executive offices located, and what is VMware's main telephone number?

VMware's principal executive offices are located at 3401 Hillview Avenue, Palo Alto, California 94304. VMware's main telephone number is (650) 427-5000.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

Under the rules adopted by the U.S. Securities and Exchange Commission (**SEC**), we are furnishing proxy materials to our stockholders on the Internet, rather than mailing printed copies of those materials to each stockholder. If you received a Notice Regarding the Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials unless you request one. Instead, the Notice Regarding the Availability of Proxy Materials will instruct you as to how you may access and review the proxy materials on the Internet. The Notice Regarding the Availability of Proxy Materials also instructs you as to how you may access your proxy card to vote on the Internet. If you received a Notice Regarding the Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, please follow the instructions included in the Notice Regarding the Availability of Proxy Materials.

We are making this proxy statement available on the Internet and mailing the Notice of Internet Availability of Proxy Materials to our stockholders on or about April 15, 2015.

Why didn't I receive a notice in the mail regarding the Internet availability of the proxy materials?

We are providing some of our stockholders, including stockholders who have previously requested to receive paper copies of the proxy materials and some of our stockholders who are living outside of the United States, with paper copies of the proxy materials instead of a notice about the Internet availability of the proxy materials.

In addition, we are providing notice of the availability of the proxy materials by e-mail to those stockholders who have previously elected delivery of the proxy materials electronically. Those stockholders should have received an e-mail containing a link to the website where those materials are available and a link to the proxy voting website.

How can I access the proxy materials over the Internet?

Your Notice Regarding the Internet Availability of Proxy Materials, proxy card or voting instruction card contains instructions on how to:

View our proxy materials for the Annual Meeting on the Internet; and

Instruct us to send our future proxy materials to you electronically by e-mail.

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Our proxy materials are also available on the investor relations page of our website at <http://ir.vmware.com>.

How can I obtain a separate set of voting materials?

If you and other residents with the same last name at your mailing address own shares of common stock in street name, your broker or bank may have sent you a notice that your household will receive only one annual report and proxy statement for each company in which you hold stock through that broker or bank. This practice of sending only one copy of proxy materials is known as householding. If you received a householding communication, your broker will send one copy of VMware's 2015 proxy statement to your address unless contrary instructions were given by any stockholder at that address. If you received more than one copy of the proxy materials this year and you wish to reduce the number of reports you receive in the future and save VMware the cost of printing and mailing these reports, your broker will discontinue the mailing of reports on the accounts you select if you follow the instructions provided when you vote over the Internet.

You may revoke your consent to householding at any time by contacting Broadridge Financial Solutions, Inc. (**Broadridge**), either by calling toll free at (800) 542-1061 or by writing to Broadridge, Household Department, 51 Mercedes Way, Edgewood, New York 11717. The revocation of your consent to householding will be effective 30 days following its receipt. In any event, if your household received a single set of proxy materials for this year, but you would prefer to receive your own copy, we will promptly send a copy to you if you go to www.proxyvote.com and request a copy, or if you address your written request to the Investor Relations Department, VMware Inc., 3401 Hillview Avenue, Palo Alto, California 94304, or call us at 650-427-2892.

Who may vote at the Annual Meeting?

If you owned VMware's Class A common stock or Class B common stock at the close of business on the Record Date, then you may attend and vote at the meeting. We have two classes of authorized common stock: Class A common stock and Class B common stock. As of the close of business on the Record Date, VMware had outstanding and entitled to vote 425,555,792 shares of common stock, of which 125,555,792 shares are Class A common stock and 300,000,000 shares are Class B common stock.

A complete list of stockholders entitled to vote at the Annual Meeting will be available for inspection by any stockholder for any purpose germane to the Annual Meeting for ten days prior to the Annual Meeting during ordinary business hours at our headquarters located at 3401 Hillview Avenue, Palo Alto, California 94304.

How much voting power does EMC have in VMware, and how does it affect the proposals being voted on at the Annual Meeting?

As of the Record Date, EMC, our parent and controlling stockholder, holds all of the outstanding Class B common stock and 43,025,308 shares, or 34.3%, of the outstanding Class A common stock, representing 97.4% of the combined voting power of our common stock. Five members of our Board of Directors Joseph M. Tucci, Michael W. Brown, John R. Egan, Paul Sagan and David N. Strohm also serve as members of the board of directors of EMC. Mr. Tucci, the Chairman of our Board of Directors, is also the Chairman and Chief Executive Officer of EMC. Additionally, one member of our Board of Directors Paul A. Maritz is the Chief Executive Officer of Pivotal Software, Inc. (**Pivotal**), a majority-owned subsidiary of EMC in which VMware has an ownership interest.

The holders of Class A common stock and Class B common stock will vote together as a single class on all matters described in the proxy materials for which Class A common stockholder votes are being solicited. The election of the Class II, Group I directors nominated for election at the Annual Meeting will be voted on solely by EMC as the holder of all of our outstanding Class B common stock. The holder of Class B common stock is entitled to ten votes per share, except in relation to the election of the Class I, Group II director (who is not up for election at this year's Annual Meeting), in which it is entitled to only one vote per share. The holders of Class A common stock are entitled to one vote per share on all matters to be voted on at the Annual Meeting for which

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Class A common stockholder votes are being solicited, which are (1) an advisory vote on named executive officer compensation, (2) ratification of the selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as VMware's independent auditors for the fiscal year ending December 31, 2015 and (3) an amendment to the Amended and Restated 2007 Equity and Incentive Plan.

How many votes must be present to hold the Annual Meeting?

In order to conduct any business at the Annual Meeting, a quorum must be present in person or represented by valid proxies. Except with respect to the election of our Class II, Group I directors, holders of shares representing a majority of the total outstanding shares of our common stock on the Record Date entitled to vote at the Annual Meeting, represented in person or by proxy, constitute a quorum. For the election of the Class II, Group I directors nominated for election at the Annual Meeting, holders of a majority of the outstanding shares of our Class B common stock, represented in person or by proxy, constitute a quorum. Abstentions are considered present for purposes of determining the presence of a quorum. Broker non-votes, as defined below, are also considered present for purposes of determining the presence of a quorum; provided that the shares represented by broker non-votes are voted for, against or in abstention for at least one proposal presented at the Annual Meeting. Your shares will be counted for purposes of determining if there is a quorum, whether representing votes for, against or abstained, if you (1) are present and vote in person at the meeting; or (2) have voted on the Internet, by telephone or by properly submitting a proxy card or voting instruction form by mail.

If I want to vote via the Internet or by telephone, how do I vote?

All Class A common stockholders as of the Record Date have three options for submitting their vote prior to the Meeting:

via the Internet at www.proxyvote.com (please see your proxy card or Notice Regarding the Availability of Proxy Materials for instructions); or

by phone (please see your proxy card for instructions); or

by requesting, completing and mailing in a paper proxy card, as outlined in the Notice Regarding the Availability of Proxy Materials. If you submit your vote via the Internet, you may also elect to receive future proxy and other materials electronically by following the instructions when you vote. You may vote using the Internet and telephone voting facilities until 11:59 p.m., Eastern Time on May 26, 2015. We encourage you to register your vote via the Internet. If you vote via the Internet, you should be aware that you may incur costs to access the Internet, such as usage charges from telephone companies or Internet service providers, and that these costs must be borne by you. If you vote via the Internet or telephone, then you do not need to return a proxy card by mail. If your shares are held by a bank, broker or other agent, please refer to the instructions they provide for voting your shares.

If I wish to vote in person, how do I vote?

If you are a stockholder of record on the Record Date, you may vote in person at the Annual Meeting. We will give you a ballot when you arrive. If you are a beneficial owner of shares held in street name and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the organization that holds your shares.

What is the difference between holding shares as a stockholder of record and as a beneficial owner of shares held in street name?

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, American Stock Transfer and Trust Company, LLC, you are considered the stockholder of record with respect to those shares, and the Notice was sent directly to you by VMware.

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Beneficial Owner of Shares Held in Street Name. If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in street name, and the Notice was forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct that organization on how to vote the shares held in your account.

How do I attend the Annual Meeting?

Stockholders who wish to attend the Annual Meeting will be required to present verification of ownership of VMware common stock, such as a bank or brokerage firm account statement. All stockholders who attend the Annual Meeting will be required to present valid government-issued picture identification, such as a driver's license or passport. Registration will begin at 8:15 a.m. Pacific Time. Persons who arrive after the meeting commences will not be admitted into the Annual Meeting.

What happens if I do not give specific voting instructions?

Stockholders of Record. If you are a stockholder of record and you:

Indicate when voting on the Internet or by telephone that you wish to vote as recommended by our Board of Directors; or

Sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by our Board on all matters presented in this proxy statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the meeting.

If you are a stockholder of record and you do not (i) vote on the Internet or by telephone; (ii) return a proxy card, or (iii) cast your ballot at the meeting at the Annual Meeting, then your shares will not be voted and will not be considered present for the purpose of establishing a quorum.

Beneficial Owners of Shares Held in Street Name. If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote on routine proposals but cannot vote on non-routine proposals. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine proposal, the organization that holds your shares will indicate that it does not have the authority to vote on this proposal with respect to your shares. For a discussion of broker non-votes, see the question below entitled *What are broker non-votes, and how will they affect the vote on a proposal?* We encourage you to provide voting instructions to the organization that holds your shares by carefully following the instructions provided in the Notice Regarding the Availability of Proxy Materials.

What are broker non-votes, and how will they affect the vote on a proposal?

A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular proposal because the broker does not have the discretionary voting power with respect to that proposal because it is on a non-routine matter, the broker has not received instructions from the beneficial owner on how to vote for such proposal, and there is at least one routine proposal presented at the meeting (such as Proposal No. 3). Under applicable rules, brokers or other nominees have discretionary voting power with respect to proposals that are considered routine, but not with respect to non-routine proposals. A broker or other nominee cannot vote without instructions on non-routine proposals, therefore there may be broker non-votes on any such proposals. Broker non-votes will have no effect on stockholder approval for Proposal Nos. 2 and 4: Broker non-votes will be considered present for the purpose of determining the presence of a quorum with respect to Proposal No. 2.

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The effect of broker non-votes is summarized in the table below:

	Proposal 1: Election of Class II, Group I Directors	Proposal 2: Advisory Vote to Approve Named Executive Officer Compensation	Proposal 3: Ratification of Independent Registered Public Accounting Firm	Proposal 4: Approve Amendment to the Amended and Restated 2007 Equity and Incentive Plan
Status of the Proposal	Non-routine	Non-Routine	Routine	Non-Routine
Possibility of broker non-votes on the Proposal	No*	Yes	No	Yes
Status of broker non-votes for purposes of determining whether stockholder approval has been obtained for the Proposal	Not Applicable*	Broker non-votes are not deemed to be votes cast	Not Applicable	Broker non-votes are not deemed to be votes cast
Status of broker non-votes for quorum purposes	Not Applicable*	Considered present	Not Applicable	Not considered present**

* Election of Class II, Group I directors may only be voted on by EMC, as the holder of all of our outstanding shares of Class B common stock. EMC is the stockholder of record of our Class B common stock, and no shares of our Class B common stock are held in street name. Therefore, broker non-votes are not applicable to the election of Class II, Group I directors.

** Under NYSE rules, the votes cast on the matter (including FOR, AGAINST, and ABSTAIN votes, but excluding broker non-votes) must represent at least 50% of the voting power of the total outstanding shares of stock.

How are abstentions treated?

Abstentions are counted for purposes of determining whether a quorum is present. Shares not present at the meeting and shares voting ABSTAIN have no effect on the election of directors or the ratification of selection of independent auditors. For the purpose of determining whether the stockholders have approved all other matters, abstentions have the same effect as an AGAINST vote.

What is the voting requirement to approve each of the proposals?

Proposal 1 Election of Directors

The three nominees will be elected by the vote of the majority of the votes of the Class B common stock cast with respect to such nominees at the Annual Meeting. A majority of the votes cast means that the number of votes cast FOR a nominee must exceed the number of votes cast AGAINST such nominee.

Proposal 2 Advisory Vote to approve Named Executive Officer Compensation

This proposal must receive FOR votes from the holders of shares of Class A common stock and Class B common stock representing at least a majority of the votes present and entitled to vote on the matter, although the vote is non-binding. Each share of Class A common stock is entitled to one vote, and each share of Class B common stock is entitled to ten votes, on this proposal.

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Proposal 3 Ratification of the selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2015

This proposal must receive FOR votes from the holders of shares of Class A common stock and Class B common stock representing at least a majority of the votes cast on the matter. Each share of Class A common stock is entitled to one vote, and each share of Class B common stock is entitled to ten votes, on this proposal.

Proposal 4 An amendment to the Amended and Restated 2007 Equity and Incentive Plan

This proposal must receive FOR votes from the holders of shares of Class A common stock and Class B common stock representing at least a majority of the votes cast on the matter. Each share of Class A common stock is entitled to one vote, and each share of Class B common stock is entitled to ten votes, on this proposal.

Can I change or revoke my proxy after I have voted?

You have the right to revoke your proxy at any time before it is voted at the Annual Meeting by:

attending the Annual Meeting and voting in person;

sending to the Secretary; Legal Department of VMware, Inc. at 3401 Hillview Avenue, Palo Alto, California 94304 a signed written notice of revocation bearing a later date than the date of the proxy and stating that the proxy is revoked; or

signing and delivering a new proxy relating to the same shares and bearing a later date than the original proxy.

Please note, as mentioned above, that if you are a beneficial owner, and not a holder of record, of shares, you may not vote your shares in person at the meeting unless you request and obtain a legal proxy from your bank, brokerage firm or other agent who holds your shares in street name.

If your shares are held by your bank, brokerage firm or other agent as a nominee or agent, you should follow the instructions provided by your bank, brokerage firm or agent.

Is my vote confidential?

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within VMware or to third parties, except:

As necessary to meet applicable legal requirements;

To allow for the tabulation and certification of votes; and

To facilitate a successful proxy solicitation.

Occasionally, stockholders provide written comments on their proxy cards, which may be forwarded to management and our Board of Directors.

Who will count the votes?

Votes will be counted by the inspector of election appointed for the Annual Meeting by the Board of Directors. The inspector of elections will separately count FOR and AGAINST votes, abstentions and broker non-votes.

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Where can I find the voting results of the Annual Meeting?

The final voting results will be reported in a Form 8-K that we expect to file with the SEC within four business days of the Annual Meeting, and that Form 8-K will be available via the Investor Relations section of our website. We also expect to announce preliminary results at the Annual Meeting, which will be available via webcast on the Investor Relations section of our website.

Who is paying for the cost of this proxy solicitation?

The expenses of preparing, printing and assembling the materials used in the solicitation of proxies on behalf of the Board of Directors will be borne by VMware. In addition to the solicitation of proxies by use of the mail, VMware may use the services of certain of its officers and employees (who will receive no compensation in addition to their regular salaries) to solicit proxies personally and by mail, telephone and electronic means from brokerage firms and other stockholders.

Is there other business scheduled to be presented for consideration at the Annual Meeting?

As of the date of this proxy statement, VMware has no knowledge of any business to be presented for consideration at the Annual Meeting other than the proposals described in the Notice of Annual Meeting. Under our bylaws, no business may be brought before our Annual Meeting except pursuant to our notice of meeting, by or at the direction of the Board of Directors, or by a stockholder who was a stockholder of record as of the Record Date who complies with the applicable notice provisions set forth in our bylaws. The deadline under VMware's bylaws for Class A common stockholders to notify VMware of any director nominations or proposals to be presented at the Annual Meeting passed on February 27, 2015. However, EMC is entitled to propose business to be considered by the stockholders at any meeting of stockholders without compliance with the notice requirements and procedures of our bylaws. If any other business should properly come before the Annual Meeting, the persons appointed by the enclosed form of proxy shall have discretionary authority to vote all such proxies as they shall decide.

The enclosed proxy gives each of Jonathan C. Chadwick, our Chief Financial Officer, Chief Operating Officer and Executive Vice President, and S. Dawn Smith, our Senior Vice President, General Counsel, Chief Compliance Officer and Secretary, discretionary authority to vote your shares in accordance with his or her best judgment with respect to all additional matters that might come before the Annual Meeting, provided that the enclosed form of proxy is properly authorized by you.

What is the deadline to make a stockholder proposal eligible for inclusion in next year's proxy statement?

To be eligible for inclusion in VMware's proxy statement for the 2016 annual meeting of stockholders, stockholder proposals must be received at VMware's principal executive offices no later than December 17, 2015. Stockholder proposals should be addressed to: Attention: Legal Department, VMware Inc., 3401 Hillview Avenue, Palo Alto, California 94304.

What is the deadline to propose actions for consideration at the 2016 annual meeting of stockholders or to nominate individuals to serve as directors?

Under our bylaws, nominations for a director may be made only by the Board of Directors, a nominating committee of the Board of Directors, a person appointed by the Board of Directors or by a stockholder entitled to vote who has delivered notice to the Secretary; Legal Department at the principal executive offices of VMware (containing certain information specified in the bylaws) (i) not less than 90 days nor more than 120 days prior to the anniversary date of the preceding year's annual meeting, or (ii) if the meeting is called for a date more than thirty days before or after such anniversary date, not earlier than the close of business on 120 days prior to such annual meeting and not later than the close of business on the later of (a) 90 days prior to such annual meeting and (b) the tenth day following the date of public announcement of such meeting is first made by VMware. The

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bylaws also provide that no business may be brought before an annual meeting except as specified in the notice of the annual meeting or as otherwise brought before the annual meeting by or at the direction of the Board of Directors, the presiding officer or by a stockholder entitled to vote at such annual meeting who has delivered notice to the Secretary at the principal executive offices of VMware (containing certain information specified in our bylaws) within the periods prior to the meeting specified in the preceding sentence. In each case, stockholders must also comply with the procedural requirements in our bylaws.

Any holder of our Class A common stock who wishes to bring a proposal or nominate a person for election to the Board of Directors at VMware's 2016 annual meeting of stockholders must provide written notice of the proposal or nomination to VMware's Secretary; Legal Department, at our address specified above, on or after January 28, 2016 and no later than February 27, 2016.

Our bylaws also provide that until such time that EMC ceases to hold at least a majority of the voting power of our Class A common stock and Class B common stock voting together as a single class, EMC shall be entitled to propose business to be considered at any meeting of stockholders and to nominate persons for election to the Board of Directors without compliance with the notice procedure described in the two preceding paragraphs.

These requirements are separate and apart from the requirements that a stockholder must meet in order to have a stockholder proposal included in VMware's proxy statement under Rule 14a-8 of the Securities Exchange Act of 1934 as described above. A copy of the full text of the bylaw provisions discussed above may be obtained through the investor relations page of our website at <http://ir.vmware.com>. Our bylaws are also on file with the SEC and are available through its website at <http://www.sec.gov>.

How do I contact VMware's Board of Directors?

Our Board of Directors provides a process for VMware stockholders and other interested parties to send communications to the Board of Directors, including the non-management directors. Any person who desires to contact the non-management directors or the entire Board of Directors may do so by sending an e-mail to ContactTheBoard@vmware.com. Under a process approved by the Compensation and Corporate Governance Committee, VMware's Secretary is responsible for the review of all communications received by VMware and addressed to the Board of Directors, including the non-management members, and each quarter prepares for the Compensation and Corporate Governance Committee a summary report of all communications and copies of all communications, other than spam, junk mail, mass mailings, product complaints or inquiries, job inquiries, surveys, business solicitations or advertisements, or patently offensive or otherwise inappropriate material. Communications deemed by the Secretary to be of an urgent nature are reported promptly to the Chair of the Compensation and Corporate Governance Committee. Directors may at any time review a log of all correspondence received by VMware that is addressed to members of the Board of Directors and request copies of any correspondence.

Our Audit Committee also provides a process to send communications directly to the committee about VMware's accounting, internal accounting controls or auditing matters. Any person who desires to contact the Audit Committee regarding such matters may do so by sending an e-mail to AuditCommitteeChair@vmware.com.

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OUR BOARD OF DIRECTORS AND NOMINEES

Our Board of Directors is currently composed of nine members. The number of directors constituting our Board of Directors may be set by resolution of the Board of Directors from time to time. However, the Board of Directors may not consist of less than six directors or more than twelve directors.

The Board of Directors is divided into two groups, Group I and Group II. The holder of Class B common stock, voting separately as a class, is entitled to elect directors representing a minimum of 80% of the total number of the directors constituting our Board of Directors, without vacancies. These directors are Group I directors. Holders of Class A common stock and Class B common stock, voting together as a single class, are entitled to elect the remaining number of directors. These directors are Group II directors.

Our Board of Directors is also divided into three classes, with each class serving for a staggered three-year term. The Board of Directors consists of three Class I directors, three Class II directors and three Class III directors. At each annual meeting of stockholders, a class of directors is elected for a three-year term to succeed the directors of the same class whose terms are then expiring. The terms of the Class I directors, Class II directors and Class III directors expire upon the election and qualification of successor directors at the annual meeting of stockholders held during the calendar years 2017, 2015 and 2016, respectively. The following table shows the members of our Board of Directors, the committees, group and class to which they belong and designates which directors our Board of Directors determined to be independent under the New York Stock Exchange (NYSE) corporate governance standards (NYSE Rules):

	Compensation and Corporate	Mergers and Acquisitions	Inde
Audit	Governance	Committee	Committee
Committee	Member	Member	Member
Member	ü ^(C)	ü	ü
ü			ü ^(C)
			ü
ü ^(VC)			ü
	ü ^(C)		

compensation philosophy above. Our shareholder-approved 2013 Equity Incentive Plan is designed to give us flexibility to achieve these goals. It allows us to grant stock options, restricted stock, restricted stock units, and other types of equity compensation. Executive officers, employees, directors, consultants, and eligible independent contractors of C.H. Robinson may receive equity compensation. As part of the compensation process, the Compensation Committee approves the creation of an equity pool for employees other than the executive officers. The pool is based on estimated grant date value. The value of individual awards is determined based on the participant's role, performance, and other factors. compensation.

Executive Officer Awards

awards made to our named executive officers over the past three years have been in the form of performance shares and performance-based incentive stock options weighted equally by fair value. Given the percentage of their total compensation that is equity, the performance vesting formula that is based on growth in company profitability, and the long-term nature of the vesting and delivery, we believe these awards are an effective tool for creating long-term ownership, aligning our executives' interests with those of our shareholders, and linking executive officer compensation to company performance.

Performance Shares

For performance share awards, vesting may occur for up to five calendar years, based on company performance. Any performance shares that are unvested at the end of the five years are forfeited back to the company. Over the five-year vesting period of the awards, performance vesting is designed to vest zero percent of the award, based on the change in earnings per share from the previous year. However, in any year an award may vest more than 100 percent. Additionally, an award may vest zero percent when there is negative year-over-year growth in the established metrics, as was experienced by participants in 2011. For performance share awards granted prior to 2013, the annual vesting percentage is equal to the percentage of the year-over-year percentage growth in income from operations and diluted net income per share plus 5 percentage points. In 2013, the Compensation Committee adjusted the equity vesting formula to better align it with the company's long-range growth plan. The annual vesting percentage for performance share awards granted in 2013 and 2014 is equal to the year-over-year percentage increase (or decrease) in diluted net income per share, plus 10 percentage points.

Named executive officers and other certain management employees received performance share awards in 2011, 2012, and 2013, with vesting commencing in 2012, 2013, and 2014, respectively. Performance shares and performance-based incentive stock options granted in 2009, 2010, 2011, and 2012 vested 17 percent; those granted in 2013 vested 25 percent based on the vesting formulas noted above. Performance share and performance-based incentive stock option annual vesting percentage information is set forth in the following table:

Granting Year	2008 Award	2009 Award	2010 Award	2011 Award	2012 Award	2013 Award
	7%					
	13%	13%				
	17%	17%	17%			
	24%	24%	24%	24%		
	0%	0%	0%	0%	0%	
		17%	17%	17%	17%	25%
Percentage Vested to Date	61%	71%	58%	41%	17%	25%
Left Available to Vest	0%	0	1	2	3	4

Performance share awards have post vesting holding restrictions. For awards made to named executive officers in 2009 through 2014, delivery of the vested shares occurs on the earlier of two years after termination of employment or after two years following the end of the five-year vesting period. However, these officers were allowed to elect a later delivery of the vested shares.

Cash and equivalents are paid to participants in cash on all performance shares, vested or unvested. Cash and equivalents provide an important link between the executive's stake in the company and its

term health. It also better aligns them with our shareholders who historically have received between 50 percent of company earnings in the form of dividends. A 2000 award of 338,984 deferred shares to Michael Wiehoff, which time vests ratably over 15 years, uses the dividend equivalents to purchase additional deferred shares. The dividend equivalents paid to participants on performance shares are treated as wages by the Internal Revenue Service until the shares are delivered to the participant.

fair value of each share-based award is established on the date of grant. For grants of performance shares and restricted stock units, the fair value is established based on the market price of our common stock on the date of the grant, discounted for post-vesting holding restrictions. For grants of performance-based incentive stock options, the fair value is established using the Black Scholes option pricing model.

The determination of the fair value of share-based awards is affected by our stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate, and expected dividends. The fair value of performance shares and restricted stock units is expensed as they vest.

Options

Mr. Robinson awarded performance-based incentive stock options to executives, including the named executive officers, in 2012, 2013, and 2014. These awards contain performance-based vesting terms and conditions identical to the performance share grants made to our executives. The exercise price for the options was based on the closing price on the date such options were approved by the Compensation Committee. The option awards column of the Summary Compensation Table contains the fair value of the options, as well as any reload options granted under the 1997 Equity Incentive Plans during 2012 to 2014 for the named executive officers. The ability to receive option reloads from grants made in the early 2010s expired in 2012. The fair value was calculated as of the grant date using the Black-Scholes option pricing model. Options that do not vest within the five-year performance horizon are cancelled and forfeited by the participant. Details regarding these awards for the named executive officers can be found in the Grants of Performance Based Awards table.

Plan Acceleration and Post Employment Vesting

Mr. Robinson does not have a cash separation pay plan for named executive officers. Vesting of Mr. Wiehoff's 2000 restricted share award explicitly cannot accelerate for a change of control. In the case of either death or disability, the award does provide for partial current year vesting (rather than full year vesting) based on the number of whole months in the current vesting year as of the date of death or disability divided by 12. The plan characteristics are intended to align participant interests with shareholder interests.

The 2012, 2013, and 2014 performance share award agreements for our named executive officers include provisions to accelerate vesting for change in control, death, or disability. Performance-based incentive stock options granted to our named executive officers will vest immediately and may be exercised in full in connection with a change in control. This treatment for performance share awards and stock option awards was adopted primarily because it is seen to effectively create incentives for our executive team to maximize the highest value possible should we be acquired in the future, because it is expected to provide a useful retention device during the uncertain times preceding a change in control transaction, and because it provides employees the same opportunity as shareholders to participate in the change in control.

Post-employment vesting tied to non-compete agreements provides protections to the company and our relationships with our employees, customers, and suppliers. This is the only separation post-termination compensation agreement for managers or executives. For performance share and option grants in 2012, 2013, and 2014, the following post-employment vesting rules, based on age and tenure with the company, have been established:

Sum of Age and Tenure at Termination of Employment	Post-Employment Additional Vesting
Less than 50	2 Years
At least 50 but less than 60	3 Years
At least 60 but less than 70	4 Years
70 and greater	5 Years

Ownership Requirements

er to ensure alignment with our shareholders, the Compensation Committee has established stock ownership requirements for our executive officers. The Compensation Committee believes that linking a significant portion of the executive officer's personal holdings to the company's success aligns our executive's interests with that of our shareholders. Therefore, executive officers are expected to acquire and hold a significant amount of C.H. Robinson stock. The Compensation Committee has established stock ownership requirements based on all shares of company stock deemed owned by an executive officer, which includes vested stock options, stock held in the company 401(k) Plan, vested and unvested performance shares and restricted stock units, and stock beneficially owned by the officer, including stock held in a trust, by a spouse, or by dependent children, for our executive officers. The requirements are:

Chief executive officer: ten times base salary

Presidents and senior vice presidents: seven-and-a-half times base salary

Other executive officers: three times base salary

Executive officers are expected to meet their ownership requirement within five years of being named an executive officer. As of the end of 2014, all the executive officers had met their ownership requirements.

Employment Agreements

C.H. Robinson uses employment agreements to protect us from former employees soliciting our employees, customers, and suppliers. All employees sign agreements acknowledging their understanding of company policies and committing to confidentiality. Certain employees, including all executives, sign a separate employment agreement that includes a more restrictive non-competition and non-solicitation agreement. These agreements do not commit to post-termination compensation. The company does not have any plan commitments to any named executive officers, except for the continued vesting provision described above in the Equity Plan Acceleration and Post-Employment Vesting section.

Officer-Only Benefits

C.H. Robinson places a high value on all roles throughout our company and on consistency of culture and management approach. For that reason, we only provide our executives and managers with unique benefits and compensation plans when it is essential to our goal to attract and retain high quality executives and managers. The only executive-specific benefit arrangements and perquisites in 2014 were:

Officers of the company have been entitled to defer the receipt of shares of our common stock in settlement of performance share awards under this plan, and Mr. Wiehoff's 2000 deferred share award has been provided under this plan.

The company allows personal use of the corporate aircraft by the chief executive officer for up to 30 hours per year. During 2014, Mr. Wiehoff had approximately two hours of personal use of the corporate aircraft. The value of this benefit was treated as ordinary income and included on Mr. Wiehoff's 2014 W2.

Supplemental All Other Compensation table contains information about each of the officer-only benefits for each of the executive officers named in this Proxy Statement.

Broad-Based Employee Benefits

Named executive officers are eligible to participate in all of the same benefit programs as other C.H. Robinson employees. These include:

Employee 401(k) Retirement Plan

We believe that saving for retirement is important for our employees. C.H. Robinson maintains a 401(k) retirement plan that meets the requirements of an ERISA qualified plan and the Internal Revenue Code. U.S. employees are eligible to contribute up to 50 percent of their cash compensation to the 401(k) plan, subject to Internal Revenue Service limitations. To support our compensation objectives, the company currently matches 100 percent of the first 4 percent of eligible compensation that employees contribute to the plan during the year.

In 2014, the company made a discretionary profit sharing contribution to the 401(k) plan for all eligible employees, including those who do not contribute to the 401(k) plan.

Employee Stock Purchase Plan (ESPP)

Because we believe in aligning employee interests with our shareholders and our long-term company performance, C.H. Robinson maintains an employee stock purchase plan (ESPP) that meets the requirements of an ERISA qualified plan and the Internal Revenue Code. Approximately 53 percent of our employees participate in the plan. The Discounted Securities Purchases column of the Supplemental All Other Compensation Table lists the company contributions for each of the named executive officers.

Employee Health and Welfare Benefits

To support our goal to provide competitive compensation and benefits, the company sponsors a number of health and welfare benefit plans for our employees: health, dental, vision; flexible medical and dependent care spending; short term disability and long term disability; life insurance; and holiday and other paid time off. Where applicable, plans meet the qualified plan requirements of ERISA and Internal Revenue Code.

Compensation Process

Compensation Committee

The Compensation Committee is responsible for assisting the Board of Directors in:

- Reviewing the performance of the chief executive officer;

- Determining all elements of the compensation and benefits for the chief executive officer and other executive officers of the company;

- Reviewing and approving the company's compensation program, including equity-based plans, for management employees generally;

Overseeing the company's process of conducting advisory shareholder votes on executive compensation; and

Reviewing the executive officer's employment agreements, separation and severance agreements, change in control agreements, and other compensatory contracts, arrangements, and benefits.

Compensation Committee held four meetings during 2014. The Compensation Committee Report on executive compensation is found on page 31 of this Proxy Statement.

Compensation

At the beginning of each calendar year, our chief executive officer presents to the Compensation Committee his recommendations on cash compensation for the company's executive officers. Mr. Wiehoff

make a recommendation on his own compensation. The Compensation Committee determines the chairman and chief executive officer's compensation, as well as approves the compensation for the other executive officers.

The Compensation Committee considers many factors when setting compensation plans and awards, including company performance, executive officer responsibilities, officer performance, position tenure, experience, and survey study information from independent experts. For the past three years, the Compensation Committee engaged Aon Hewitt to present executive compensation survey information to the Compensation Committee in preparation for determining and approving executive compensation. Annually, the Compensation Committee reviews general industry benchmark data every two to three years as provided by Aon Hewitt. The Compensation Committee does periodically plan to seek independent consultative input and consideration of the company's executive compensation, as it continues to assess the company's executive officer compensation philosophy.

Equity Compensation

In 2014, our named executive officers were awarded performance shares and performance-based stock options. Our chief executive officer presents equity recommendations to the Compensation Committee for named executive officers, excluding himself. The Compensation Committee determines the chief executive officer's equity compensation award. The Compensation Committee approves the awards for each of the named executive officers and approves the equity grants to all other recipients through the Non-Executive Stock Option Committee. The grant date of awards for all employees, including the executive officers, is the date of Compensation Committee approval.

Named Executive Compensation

Robinson's Annual Compensation

Mr. Robinson views total realized annual compensation as total cash (base salary and annual incentive compensation) plus vested equity during that calendar year. As described in the equity compensation section above, the equity compensation of our executive officers is performance based and has significant volatility based on company earnings growth. Because performance equity may not vest, we think it is appropriate to measure total compensation in this way. In the Total 2014 Realized Annual Compensation table for each named executive officer below, the values in the "Equity Earned" column represent the actual percentage vested during the calendar year multiplied by the grant date value for the equity awards vesting during each year.

Chairman and Chief Executive Officer Performance Evaluation and Compensation

John P. Wiehoff, Chairman, President and Chief Executive Officer

The Compensation Committee annually conducts an evaluation of the chairman and chief executive officer's performance. Based on this evaluation, the Compensation Committee determines base salary, bonus compensation, and equity compensation of the chairman and chief executive officer.

The Compensation Committee set John P. Wiehoff's base salary at \$410,000 in 2014, 2013, and 2012. He elects to receive semi-monthly payments. In 2014, Mr. Wiehoff earned annual incentive compensation of \$1,553,083 which was paid in cash on January 30, 2015. The amount was calculated according to his annual incentive compensation agreement, as described in Section II above. Mr. Wiehoff's 2014 incentive compensation payment awarded compensation for achieving adjusted pre-tax income in

ranges. The increase in 2014 incentive compensation compared to 2013 was primarily the result of an increase of approximately 7.7 percent in our company's adjusted pre-tax income in 2014 compared to 2013. The table below shows how Mr. Wiehoff's annual incentive compensation would have varied at other levels of 2014 adjusted pre-tax income growth or decline compared to 2013.

ive Compensation and Adjusted Pre-Tax Income Variance: John P. Wiehoff

cribed in Section II above, our executive compensation program is designed to allocate a significant portion of compensation to performance-based incentive compensation, which is paid based on company profitability. Annual incentive compensation begins with the first dollar of profitability and grows as our company grows. In conjunction with this philosophy, our base salaries are set significantly below market.

Adjusted pre-tax income over prior year	-20%	-15%	-10%	-5%	0%	5%	10%	15%	20%
Incentive	\$ 996,425	\$ 1,076,765	\$ 1,158,340	\$ 1,239,914	\$ 1,327,446	\$ 1,454,392	\$ 1,637,935	\$ 1,719,861	\$ 1,791,489

2014 Realized Annual Compensation: The table below illustrates John Wiehoff's total realized compensation in 2014 of \$4,412,002, an increase of 97.6 percent over 2013.

Salary	Nonequity Incentive	Total Cash	Equity Earned	Total Realized Compensation
410,000	1,553,083	1,963,083	2,448,919	4,412,000
410,000	1,489,574	1,899,574	333,334(1)	2,232,908
410,000	1,589,318	1,999,318	2,272,534	4,271,852

(1) This amount represents the grant date value of the shares that vested during 2013 under the terms of the time based deferred share grant awarded to Mr. Wiehoff in December 2000.

In December 2014 and pursuant to the 2013 Equity Incentive Plan, Mr. Wiehoff was granted 28,320 restricted stock shares and 119,620 performance-based incentive stock options with a combined grant date fair value of approximately \$3.46 million, an increase of 15.3 percent over his 2013 grant date fair value. All shares and options are available to begin vesting in 2015.

Named Executive Officers Performance Evaluation and Compensation

The compensation of the other named executive officers is paid the same compensation elements as the chairman and chief executive officer. The determination of the other named executive officers' 2014 base salary, bonus, incentive compensation award, and equity compensation followed the practices explained above for the chairman and chief executive officer. Each member of this group is evaluated and their compensation is based on a number of different factors including, but not limited to, the following:

Title, role, scope of responsibility, and relative experience;

Tenure in their position;

Subjective evaluation of individual performance;

Financial performance of the company as a whole;

Financial performance of the portion of the business the named officer supervises, where applicable; and

Comparison to market survey information.

M. Lindbloom, Chief Information Officer and Interim Chief Financial Officer

M. Lindbloom's base salary was \$270,000 in 2014, 2013, and 2012. Mr. Lindbloom elected to receive monthly payments of his annual incentive compensation during 2014. He earned annual incentive compensation of \$505,642 for 2014; \$156,000 was paid in semi-monthly payments and the balance was cash on January 30, 2015. Mr. Lindbloom's annual incentive compensation agreement compensated for the company achieving adjusted pre-tax earnings in certain ranges. The increase in 2014 incentive compensation

red to 2013 was primarily the result of an increase of approximately 7.7 percent in our company's realized pre-tax income in 2014 compared to 2013. The table below shows how Mr. Lindbloom's annual incentive compensation would have varied at other levels of 2014 adjusted pre-tax income growth or decline compared to 2013.

Incentive Compensation and Adjusted Pre-Tax Income Variance: Chad M. Lindbloom

As described in Section II above, our executive compensation program is designed to allocate a significant portion of compensation to performance-based incentive compensation, which is paid based on company profitability. Annual incentive compensation begins with the first dollar of profitability and grows as our company grows. In conjunction with this philosophy, our base salaries are set significantly below market.

Incentive compensation at various levels of adjusted pre-tax income over

	-20%	-15%	-10%	-5%	0%	5%	10%	15%	20%
Incentive compensation	\$ 355,064	\$ 382,255	\$ 409,447	\$ 436,638	\$ 463,830	\$ 491,021	\$ 518,213	\$ 545,404	\$ 569,447

2014 Realized Annual Compensation: The table below illustrates Chad Lindbloom's total realized compensation in 2014 of \$1,365,385, an increase of 86 percent from 2013.

	Salary	Nonequity Incentive	Total Cash	Equity Earned	Total Realized Compensation
2014	270,000	505,642	775,642	589,743	1,365,385
2013	270,000	463,830	733,830	0	733,830
2012	270,000	467,795	737,795	752,228	1,490,023

Mr. Lindbloom was granted 6,880 performance shares and 29,050 performance-based incentive stock options in 2014 pursuant to the 2013 Equity Incentive Plan. The grant date fair value of these awards was approximately 12 percent greater than those he received in 2013. These shares and options are available to vest in 2015.

P. Lemke, President of Robinson Fresh

Mr. P. Lemke's base salary was \$210,000 in 2014, 2013, and 2012. Mr. Lemke elected to receive his 2014 incentive compensation in semi-monthly payments during 2014. He earned annual incentive compensation of \$468,864 in 2014; \$336,336 was paid in semi-monthly payments and the balance was paid in cash on January 30, 2015. This represents a year-over-year increase of approximately 0.20 percent in Mr. Lemke's annual incentive compensation. The table below shows how Mr. Lemke's annual incentive compensation would have varied at other levels of 2014 adjusted pre-tax income growth or decline of the company's pre-tax earnings compared to 2013 for his assigned businesses and regions.

Incentive Compensation and Adjusted Pre-Tax Income Variance: James P. Lemke

As described in Section II above, our executive compensation program is designed to allocate a significant portion of compensation to performance-based incentive compensation, which is paid based on company profitability. Annual incentive compensation begins with the first dollar of profitability and grows as our company grows. In conjunction with this philosophy, our base salaries are set significantly below market.

Adjusted pre-tax income over

	-20%	-15%	-10%	-5%	0%	5%	10%	15%	20%
Executive compensation	\$ 309,689	\$ 350,096	\$ 392,341	\$ 435,455	\$ 480,721	\$ 524,282	\$ 570,629	\$ 613,097	\$ 653,909

2014 Realized Annual Compensation: The table below illustrates James Lemke's total realized compensation in 2014 of \$1,213,771, an increase of 79% over 2013.

	Salary	Nonequity Incentive	Total Cash	Equity Earned	Total Realized Compensation
	210,000	468,864	678,864	534,907	1,213,771
	210,000	467,872	677,872	0	677,872
	210,000	497,795	707,795	733,915	1,441,710

James Lemke was granted 5,670 performance shares and 23,930 performance-based incentive stock options pursuant to the 2014 Equity Incentive Plan. The \$692,000 grant date fair value of these awards represents an increase of 6.5 percent over those he received in 2013. These shares and options are available to vest in 2015.

Stéphane D. Rambaud, President of Global Freight Forwarding

Stéphane D. Rambaud joined C.H. Robinson in November of 2012 as a result of the acquisition of Phoenix International Freight Services, Ltd., where he was its president and chief executive officer. Pursuant to the employment agreement between the company and Phoenix International, Mr. Rambaud's 2013 base salary was established at \$700,000. He earned annual incentive compensation for 2014 of \$623,786. Mr. Rambaud is entitled to receive a portion of his incentive compensation award as semi-monthly payments during 2014. He received \$490,000 in semi-monthly payments, with the balance paid in cash on January 30, 2015. Mr. Rambaud's 2014 incentive award was based upon pre-tax earnings for the company and the contribution of pre-tax earnings generated by the offices for which he had management responsibility during 2014.

Executive Compensation and Adjusted Pre-Tax Income Variance: Stéphane Rambaud

As described in Section II above, our executive compensation program is designed to allocate a significant portion of compensation to performance-based incentive compensation, which is paid based on company profitability. Annual incentive compensation begins with the first dollar of profitability and grows as our profitability grows. In conjunction with this philosophy, our base salaries are set significantly below market.

Adjusted pre-tax income over

	-20%	-15%	-10%	-5%	0%	5%	10%	15%	20%
Incentive compensation	\$ 277,491	\$ 314,834	\$ 357,137	\$ 411,587	\$ 471,558	\$ 546,063	\$ 629,563	\$ 648,805	\$ 663,580

2014 Realized Annual Compensation: The table below illustrates Stéphane Rambaud's total realized compensation in 2014 of \$1,008,035, a 31 percent increase over 2013.

Change in adjusted pre-tax income over

Year	Salary	Bonus	Total Cash	Equity Earned	Total Realized Compensation
2014	210,000	623,786	833,786	175,049	1,008,035
2013	700,000	70,000	770,000	0	770,000
2012	116,667	0	116,667	0	116,667

4, Mr. Rambaud received 6,480 performance shares and 27,350 performance-based incentive stocks pursuant to the 2013 Equity Incentive Plan. The grant date fair value of these awards represented a percent increase in award value year-over-year. These shares and options are available to begin vesting 5.

A. Satterlee, President of North American Surface Transportation

base salary for Scott A. Satterlee was \$210,000 in 2014, 2013, and 2012. He earned annual incentive compensation for 2014 of \$605,116. Mr. Satterlee elected to receive a portion of his incentive compensation award as semi-monthly payments during 2014 and received \$249,719 in semi-monthly payments, with the balance paid in cash on January 30, 2015. The 2014 annual incentive compensation award increased compared to 2013 award due to the approximately 7.7 percent increase in pre-tax earnings for the company and growth in the North American Surface Transportation division for which he has management responsibility. The table below shows how Mr. Satterlee's annual incentive compensation would have varied at other levels of 2014 adjusted pre-tax income growth or decline of the company.

Annual Incentive Compensation and Adjusted Pre-Tax Income Variance: Scott A. Satterlee

As described in Section II above, our executive compensation program is designed to allocate a significant portion of compensation to performance-based incentive compensation, which is paid based on company profitability. Annual incentive compensation begins with the first dollar of profitability and grows as our profitability grows. In conjunction with this philosophy, our base salaries are set significantly below market.

Adjusted Pre-Tax Income over prior year	-20%	-15%	-10%	-5%	0%	5%	10%	15%	20%
Annual incentive compensation	\$ 307,196	\$ 341,083	\$ 377,332	\$ 426,949	\$ 500,000	\$ 546,101	\$ 605,677	\$ 646,478	\$ 683,064

2014 Realized Annual Compensation: The table below illustrates Scott Satterlee's total realized compensation in 2014 of \$1,455,874, an increase of 93% over 2013.

Salary	Nonequity Incentive	Total Cash	Equity Earned	Total Realized Compensation
210,000	605,116	815,116	640,758	1,455,874
210,000	543,830	753,830	0	753,830
210,000	583,727	793,727	812,917	1,606,644

In 2014, Mr. Satterlee received 7,280 performance shares and 30,760 performance-based incentive stock options pursuant to the 2013 Equity Incentive Plan. The grant date fair value of these awards represented a 7 percent increase in award value year-over-year. These shares and options are available to begin vesting in 2015.

Section 162(m) Disclosure

Section 162(m) of the Internal Revenue Code generally limits the corporate deduction for compensation of each covered employee to \$1.0 million, unless the compensation qualifies as performance-based compensation under the Code. For purposes of Section 162(m), the group of covered employees consists of the company's chief executive officer and its three other most highly compensated executive officers, other than the chief financial officer. The Compensation Committee retains the discretion to provide compensation to the company's covered employees that may not qualify as performance-based for purposes of Section 162(m) and therefore may not be tax deductible, and believes that the amount of any expected tax deduction under Section 162(m) will not have a material impact on the company's overall tax position.

Summary Compensation Table

Principal	Year	Salary (\$)	Bonus (\$)	(1) Stock Awards (\$)	(2) Option Awards (\$)	(3) Change in Pension Value and Non-Equity Incentive Plan Compensation (\$)	Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total
Viehoff and Chief Officer	2014	\$ 410,000	\$ 0	\$ 1,756,123	\$ 1,702,193	\$ 1,553,083	\$ 0	\$ 18,089	\$ 5,029,488
	2013	410,000	0	1,500,090	1,500,044	1,489,574	0	10,200	4,909,908
	2012	410,000	0	1,500,038	1,500,135	1,589,318	0		5,021,329
			0					21,838	
Lindbloom Information Interim Chief Officer	2014	270,000	0	426,629	413,382	505,642	0	15,600	1,631,253
	2013	270,000	0	375,255	375,011	463,830	0	10,200	1,494,296
	2012	270,000	0	375,375	375,102	467,795	0		1,503,272
			0					15,000	
Lemke Robinson	2014	210,000	0	351,597	340,524	468,864	0	15,600	1,386,585
	2013	210,000	0	325,035	325,088	467,872	0	10,200	1,338,195
	2012	210,000	0	325,163	345,227	497,795	0		1,393,184
			0					15,000	
D. Global Forwarding	2014	210,000	0	401,825	389,191	623,786	0	15,600	1,640,402
	2013	700,000	70,000	350,145	350,050	0	0	30,347	1,500,542
	2012	116,667	0	0	0	0	0	3,575	120,242
Watterlee North Surface Station	2014	210,000	0	452,053	437,715	605,116	0	15,600	1,720,484
	2013	210,000	0	375,255	375,011	543,830	0	10,200	1,514,296
	2012	210,000	0	400,238	400,082	583,727	0	15,000	1,609,046

2011 and 2012 restricted stock grants which began vesting in 2012 and 2013, respectively, are available to vest over a 5 year period based on the financial performance of the company. The actual vesting percentage for each year is determined by the following formula: year over year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Any shares unvested after five years are forfeited back to the company. The actual vesting percentage was 17% in 2011, 24% in 2012 and 20% in 2013. The 2013 restricted stock grant which began vesting in 2014, is available to vest over a 5 year period based on the financial performance of the company. The actual vesting percentage for each year is determined by the following formula: year over year growth rate in income from operations and diluted net income per share plus ten percentage points. Any shares unvested after five years are forfeited back to the company. The actual vesting percentage was 25% in 2014.

2011 and 2012 stock option grants which began vesting in 2012 and 2013, respectively, are available to vest over a 5 year period based on the financial performance of the company. The actual vesting percentage for each year is determined by the following formula: year over year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Any shares unvested after five years are forfeited back to the company. The actual vesting percentage was 17% in 2011, 24% in 2012 and 20% in 2013. The 2013 stock option grant which began vesting in 2014, is available to vest over a 5 year period based on the financial performance of the company. The actual vesting percentage for each year is determined by the following formula: year over year growth rate in income from operations and diluted net income per share plus ten percentage points. Any shares unvested after five years are forfeited back to the company. The actual vesting percentage was 25% in 2014.

The dollar amount in this column represents the amount the named executive officer earned during the respective year under their non-equity incentive plan. The amount earned is paid out as cash compensation early in the following year.

Supplemental All Other Compensation Table

	Year	Perks and Other Personal Benefits	Tax Reimbursements	(1) Registrant Contributions to Defined Contributions	Insurance Premiums	Other	Total
P. Wiehoff	2014	\$ 0	\$ 0	\$ 15,600	\$ 0	\$ 2,489(2)	\$ 18,089
M. Lindbloom	2014	0	0	15,600	0	0	15,600
P. Lemke	2014	0	0	15,600	0	0	15,600
Gene D. Rambaud	2014	0	0	15,600	0	0	15,600
A. Satterlee	2014	0	0	15,600	0	0	15,600

represents matching and profit sharing contributions under the company's qualified 401(k) plan.
 represents Mr. Wiehoff's use of the corporate aircraft.

Dividend Equivalents Paid on Unvested Performance Shares

Name and Position	Year	Performance Shares (1)	
			Unvested Shares
John P. Wiehoff	2014	\$	163,789
	2013		171,369
	2012		179,598
Chad M. Lindbloom	2014		45,570
	2013		54,488
	2012		64,797
James P. Lemke	2014		33,056
	2013		43,820
	2012		53,397
Stéphane D. Rambaud	2014		15,866
	2013		2,636
	2012		0
Scott A. Satterlee	2014		47,954
	2013		57,616
	2012		65,991

Dividends paid on these performance shares were paid directly to the named executive officer through the company's payroll system.

Grants of Plan-Based Awards

Name of Executive	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Option Awards: Exercise or Base Price of Underlying Option Securities (#) (\$/Sh)		(3) Grant Date Fair Value of Stock and Option Awards
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)	Options (#)	Awards (\$/Sh)	
John P. Wiehoff	12/3/14		1,553,083				28,320(4)			1,756,123
	12/3/14						119,620(5)	74.57		1,702,193
Chad M. Lindbloom	12/3/14		505,642				6,880(4)			426,629
	12/3/14						29,050(5)	74.57		413,382
James P. Lemke	12/3/14		468,864				5,670(4)			351,597
	12/3/14						23,930(5)	74.57		340,524
Stéphane D. Rambaud	12/3/14		133,786				6,480(4)			401,825
	12/3/14						27,350(5)	74.57		389,191
Scott A. Satterlee	12/3/14		605,116				7,290(4)			452,053
	12/3/14						30,760(5)	74.57		437,715

of the named executive officers received a non-equity incentive plan award during 2014. Under the terms of the award, the amount paid by each executive is based upon the company's adjusted pre-tax income for 2013 and will be paid to the executive in early 2014. Because the value of this award cannot be accurately estimated, the value of the award earned in 2014 and paid in early 2015 is included in the following column.

These performance based restrictive shares and stock options are available to vest over five calendar years beginning in 2015. The actual annual vesting percentage for each year is the year-over-year growth rate in diluted net income per share plus ten percentage points. Because the awards vest based on a formula of growth rates, the awards do not have a specific payout based on a target or a threshold. Once vested, the participant may exercise the options at any time within ten years from the grant date. Unvested restricted shares are

ferred to the participant based on an election they made before the award begins to vest. Any restricted shares or stock options unvested after five years are forfeited back to the company.

Amounts in this column represent the grant date fair value for the respective awards. The performance based restricted shares, vested and unvested, earn dividends at the same rate as Common Stock. Because these dividends are considered compensation under the Internal Revenue Code, the dividends are paid to each named executive officer through the company's payroll system.

Represents the number of performance shares granted during the reported year to the named executive officer.

Represents the number of performance-based stock options granted during the reported year to the named executive officer.

Outstanding Equity Awards at Fiscal Year-End

	Performance Incentive Stock Option Awards				Performance Shares	
	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) Exercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Equity Incentive Plan Awards: Number of Shares or Units of Stock That Have Not Vested #(1)	Equity Incentive Plan Awards: (1) Market Value of Shares or Units of Stock Held That Have Not Vested (\$)
P. Wiehoff	25,986	37,394	\$ 68.81	12/7/2021	148,835	\$ 11,146,231
	18,683	91,217	61.91	12/5/2022		
	31,700	95,100	58.25	12/4/2023		
	0	119,620	74.57	12/3/2024		
M. Lindbloom	7,798	11,222	68.81	12/7/2021	44,300	3,317,597
	4,672	22,808	61.91	12/5/2022		
	7,925	23,775	58.25	12/4/2023		
	0	29,050	74.57	12/3/2024		
P. Lemke	7,470	10,750	68.81	12/7/2021	40,949	3,066,656
	4,048	19,762	61.91	12/5/2022		
	6,870	20,610	58.25	12/4/2023		
	0	23,930	74.57	12/3/2024		
Jane D. Rambaud	7,398	22,193	58.25	12/4/2023	12,128	908,228
	0	27,350	74.57	12/3/2024		
A. Satterlee	9,746	14,024	68.81	12/7/2021	46,639	3,492,817
	4,983	24,327	61.91	12/5/2022		
	7,925	23,775	58.25	12/4/2023		
	0	30,760	74.57	12/3/2024		

The 2011-2014 performance-incentive stock option and performance share grants, which begin vesting in 2012-2015, respectively, are available to vest over a five year period based on the financial performance of the company. The actual vesting percentage for the 2011 and 2012 award is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. The vesting formula for the 2013 and 2014 awards are based on the year-over-year percentage growth in diluted net income per share plus ten percentage points. Any performance-incentive stock options and/or performance shares unvested after five years are forfeited back to the company. Once the options are vested, they are exercisable for a period of ten years from the date of grant under the option award agreement. The vested performance shares are deliverable to the named executive officer according to their prior-made election but no sooner than seven years after the shares begin to vest. The discounts on the performance based restricted stock unit grants, calculated using the Black-Scholes option pricing model, were 22% in 2011, 21% in 2012, 21% in 2013, and 17% in 2014.

Option Exercises and Stock Vested During 2014

Name of Executive Officer	Stock Awards		Grant Date Fair Value Previously Reported in Summary Compensation Table (\$)
	Number of Shares Acquired on Exercise or Vesting (#)	Value Realized on Exercise or Vesting (\$)	
John P. Wiehoff	48,686(1)	5,370,597	1,278,230
Chad M. Lindbloom	7,536	564,349	287,720
James P. Lemke	6,914	517,774	268,358
Stéphane D. Rambaud	1,883	140,980	87,536
Scott A. Satterlee	8,136	609,290	322,192

599 of these shares are under a time based vesting award and the balance vest based on the financial performance of the company.

Nonqualified Deferred Compensation

Name of Executive	Executive Contributions in Last Fiscal Year (\$)	Registrant Contributions in Last Fiscal Year (\$)(1)	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at last Fiscal Year (\$)(2)
John P. Wiehoff	0	\$ 2,111,822	13,168,015	0	\$ 63,302,121
Chad M. Lindbloom	0	513,042	876,741	0	8,420,257
James P. Lemke	0	422,812	719,323	0	7,618,635
Stéphane D. Rambaud	0	483,214	126,620	0	1,049,209
Scott A. Satterlee	0	543,615	852,980	0	10,712,640

Values in this column represent the closing market price of the company stock on the grant date of the restricted share award.

Values in this column are based on the closing market price of the company stock as of December 31, 2013.

The following table lists the potential value of accelerated vesting of unvested performance shares and performance-based stock options upon termination of employment in the case of change in control, death, disability of our named executive officers. For this purpose, change in control is defined as (i) the acquisition of ownership by a person or entity of more than 50% of the Common Stock of the company, (ii) the completion of a merger or consolidation where the surviving entity's board would not have at least 60% of independent directors and (b) shareholders prior to such merger or consolidation, (iii) a majority of the Board of Directors changes in a single election, and (iv) the company sells or otherwise disposes of all or substantially all of its assets or dissolves the company. The amounts listed are calculated based on the assumption that the named executive officer's employment was terminated or that a change in control occurred on December 31, 2013, the last day of our reporting year. C.H. Robinson does not gross up amounts to executive officers due to a change in control.

Name of Executive	Benefit and Payments Upon Termination	Change in Control, Death or Disability (\$)
P. Wiehoff	Vesting of unvested performance-based stock options	\$ 3,032,096
	Vesting of unvested performance shares	11,146,231
M. Lindbloom	Vesting of unvested performance-based stock options	769,194
	Vesting of unvested performance shares	3,317,597
P. Lemke	Vesting of unvested performance-based stock options	672,481
	Vesting of unvested performance shares	3,066,656
Stéphanie D. Rambaud	Vesting of unvested performance-based stock options	378,035
	Vesting of unvested performance shares	908,228
A. Satterlee	Vesting of unvested performance-based stock options	806,495
	Vesting of unvested performance shares	3,492,817

RELATED PARTY TRANSACTIONS

Four directors, Brian P. Short, is the president, chief executive officer and, with a number of his family members, holds a controlling interest in Admiral Merchants Motor Freight, Inc. ("AMMF"), a privately held trucking and transportation services company. In 2014, C.H. Robinson engaged AMMF in the ordinary course of business as a carrier to haul approximately 374 truckloads. The company paid approximately \$960,000 to AMMF for these services, which represented less than one percent of AMMF's expenses for 2014. Management reported to the Audit Committee that the prices paid for the trucking services provided by AMMF were negotiated by 35 separate offices and were consistent with similar loads hauled by other third party vendors using comparable equipment.

Four executive officers, Stéphane D. Rambaud, is a co-owner of a St. Louis, Missouri property. In 2012, the company made approximately \$339,000 in rental payments for the use of this property. The company obtained the lease for this property through its acquisition of Phoenix International Freight Services, Ltd. in November 2012. Management reported to the Audit Committee that the rental fees paid for this property were comparable to other facilities, used for similar purposes, in that geography, based on a market rental analysis conducted by a third party.

C.H. Robinson's transactions with AMMF and Mr. Rambaud were reviewed by our Audit Committee consistent with our Related Party Transaction policy. The Audit Committee considered C.H. Robinson's transactions with AMMF and Mr. Rambaud in light of the factors listed in its Related Party Transactions Policy. Based on its review, the Committee determined that the company's transactions conducted with AMMF and Mr. Rambaud were fair and reasonable to the company and on terms no less favorable to C.H. Robinson than could be obtained in a comparable arm's length transaction with an unrelated third party. In approving these transactions, the Committee also determined that they were in the best interests of the company and C.H. Robinson.

The Board of Directors and the Governance Committee also considered C.H. Robinson's transactions with AMMF in its assessment of Mr. Short's independence.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with C.H. Robinson management and concurs that it accurately represents the compensation philosophy of the company. Based on its review and discussion with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement. The Compensation Committee charter is posted on the Investor Relations page of the C.H. Robinson Worldwide website at www.chrobinson.com.

John M. Fortun

David Ezrilov

Debra Koenig Roloff

John B. Stake

John P. Anderson

John A. Kozlak

Members of the Compensation Committee

Board of Directors

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Following table contains information regarding beneficial ownership of C.H. Robinson's Common Stock as of March 11, 2015, by (i) each person who is known by the company to own beneficially more than five percent of the Common Stock, (ii) each director or nominee, and each executive officer of the company named in the Summary Compensation Table under the heading "Executive Compensation" above, and (iii) all company directors and executive officers as a group. Unless otherwise noted, the shareholders named in the table have sole voting and investment powers with respect to the shares of Common Stock owned by them. Percentage ownership of our Common Stock in the table is based on 147,855,864 shares of Common Stock issued and outstanding on March 11, 2015.

	Number of Shares Beneficially Owned (1)	Percentage of Outstanding Shares	Number of Performance Shares Granted (2)
Vanguard Group (3) Vanguard Blvd. Harrisburg, PA 19355	12,332,712	8.4%	
BlackRock Inc. (4) 100 East 52nd Street New York, NY 10022	9,432,577	6.5%	
John P. Wiehoff (5)	260,970	.18%	845,268
Gene D. Rambaud (6)	125,812	.09%	14,010
John P. Lemke (7)	156,039	.11%	101,731
John M. Lindbloom (8)	85,700	.06%	112,435
John A. Satterlee (9)	24,094	.02%	143,045
John Ezrilov	100,271	.07%	
John M. Fortun	31,293	.02%	
John P. Short	45,100	.03%	
John Koenig Roloff	15,355	.01%	
John W. MacLennan	8,491	.01%	
John B. Stake	9,231	.01%	
John P. Anderson	6,874	.00%	
John J. Steele Guilfoile	2,904	.00%	
John A. Kozlak	2,880	.00%	
Executive officers and directors Group (19 people)	1,028,738	0.69%	1,566,036

Beneficial ownership is determined in accordance with rules of the Securities and Exchange Commission, and generally includes voting power and/or investment power with respect to securities. Shares of Common Stock subject to options currently exercisable or exercisable within 60 days of March 11, 2015, are deemed outstanding for computing the percentage beneficially owned by the person holding such options, but are not deemed outstanding for computing the percentage beneficially owned by any other person.

The figures in this column represent the performance shares and units granted to the named executive officers and the other executive officers of the company.

This disclosure is made in reliance upon a statement on Schedule 13G filed with the Securities and Exchange Commission on February 9, 2015. Vanguard Group, Inc., filing as a parent holding company, has sole voting power over 253,856 shares and sole dispositive power over 1,079,222 shares.

This disclosure is made in reliance upon a statement on Schedule 13G/ filed with the Securities and Exchange Commission on January 12, 2015. BlackRock Inc., filing as a parent holding company, has sole voting power over 8,195,542 shares and sole dispositive power over 9,432,577 shares. BlackRock Inc. reported that various persons have the right to receive or the power to direct to receive the proceeds from the sale of Common Stock, but that no single person's interests in the Common Stock is more than five percent of the total outstanding Common

ck.
cludes 56,908 shares owned by Mr. Wiehoff's spouse and children, and includes 76,369 shares underlying performance-based stock options
ercisable within 60 days.

cludes 7,398 shares underlying performance-based stock options exercisable within 60 days.
cludes 18,388 shares underlying performance-based stock options exercisable within 60 days.
cludes 12,664 shares owned by Mr. Lindbloom's spouse and includes 20,395 shares underlying performance-based stock options
ercisable within 60 days.
cludes 22,653 shares underlying performance-based stock options exercisable within 60 days.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the company's executive officers and directors and persons who beneficially own more than 10 percent of the company's Common Stock to file initial reports of ownership and reports of changes in ownership with the Commission. Such executive officers, directors, and greater than 10 percent beneficial owners are required by the regulations of the Commission to furnish the company with copies of all Section 16(a) reports they file.

Solely on a review of the copies of such reports furnished to the company and written representations from the executive officers and directors, we believe that all Section 16(a) filing requirements applicable to our executive officers and directors and greater than 10 percent beneficial owners were complied with in 2014.

AUDIT COMMITTEE REPORT

Audit Committee operates under a written charter adopted by the Board of Directors. A copy of the charter can be found on the Investor Relations page of the C.H. Robinson website at chrobinson.com. The Audit Committee of the company's Board of Directors is comprised of the following independent directors: Robert Ezrilov, ReBecca Koenig Roloff, Brian P. Short, James B. Stake, and Gary J. Steele Guilfoile. The Board of Directors has reviewed the status of each of the members of its Audit Committee and has confirmed that each meets the independence requirements of the current NYSE listing standards that apply to Audit Committee members, and that Mr. Ezrilov, Mr. Short, Mr. Roloff, and Mr. Stake each qualifies as an Audit Committee Financial Expert, as defined by the Securities and Exchange Commission.

Management is responsible for the company's internal controls and the financial reporting process. Deloitte & Touche's independent registered public accounting firm is responsible for performing an independent audit of our financial statements in accordance with generally accepted auditing standards and for issuing a report thereon. The Audit Committee's responsibility is to hire, monitor, and oversee the independent auditors.

In this context, the Audit Committee has met and held discussions with management and Deloitte & Touche LLP, the company's independent accountants for the fiscal year ending December 31, 2014. Management represented to the Audit Committee that the company's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent accountants. The Audit Committee discussed with the independent accountants matters required to be discussed by *Statement on Auditing Standards No. 61 (Communications with Audit Committees)*.

The independent accountants also provided to the Audit Committee the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding our independent accountants' communications with the Audit Committee concerning independence, and the Audit Committee discussed with the independent accountants the independent accountant's independence. The Audit Committee also considered whether the provision of any non-audit services was compatible with maintaining the independence of Deloitte & Touche LLP as the company's independent auditors.

Based upon the Audit Committee's discussions with management and the independent accountants, and the Audit Committee's review of the representation of management and the report of the independent accountants to the Audit Committee, the Audit Committee recommended that the Board of Directors approve the audited consolidated financial statements in our Annual Report on Form 10-K for the year ending December 31, 2014, filed with the Securities and Exchange Commission.

Robert Ezrilov

ReBecca Koenig Roloff

Brian P. Short

James B. Stake

Gary J. Steele Guilfoile

Members of the Audit Committee

PROPOSAL TWO: ADVISORY VOTE ON THE COMPENSATION OF NAMED EXECUTIVE OFFICERS (SAY-ON-PAY)

C.H. Robinson is providing its shareholders the opportunity to cast a non-binding advisory vote on the compensation of its named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion in this Proxy Statement. This advisory vote is provided as required by section 14A of the Securities Exchange Act of 1934 (17 C.F.R. 240.14A-1). C.H. Robinson, with guidance and oversight from our Compensation Committee, has developed an executive compensation philosophy that is intended to be consistent with our overall compensation approach and to achieve the following goals:

Provide a level of total compensation necessary to attract, retain, and motivate high quality executives;

Pay incentive compensation aligned with company earnings at various levels;

Emphasize both team and company performance;

Balance incentive compensation to achieve both short-term and long-term profitability and growth; and

Encourage executives to make long-term career commitments to C.H. Robinson and our shareholders.

We believe that our executive compensation program is aligned with the long-term interests of our shareholders. In considering this proposal, we encourage you to review the Compensation Discussion and Analysis section of this Proxy Statement beginning on page 15. It provides detailed information on our executive compensation, including our compensation philosophy and objectives and the 2014 compensation of our named executive officers.

C.H. Robinson annually requests shareholder approval of the compensation of our named executive officers. Our compensation disclosures, including our Compensation Discussion and Analysis, compensation tables, and discussion in this Proxy Statement, are done in accordance with the Securities and Exchange Commission's compensation disclosure rules.

As an advisory vote, this Proposal is non-binding. However, the Board of Directors and the Compensation Committee value the opinions of our shareholders and will consider the results of the vote when making compensation decisions for our named executive officers.

BOARD VOTING RECOMMENDATION:

The Board of Directors recommends a vote FOR the approval of the compensation of our named executive officers.

PROPOSAL THREE: APPROVAL OF THE C.H. ROBINSON WORLDWIDE, INC. 2015 NON-EQUITY INCENTIVE PLAN

Introduction

We are asking our shareholders to approve the C.H. Robinson Worldwide, Inc. 2015 Non-Equity Incentive Plan (the "Annual Plan") which was approved by our Board of Directors on February 5, 2015, subject to shareholder approval. If our shareholders approve the Annual Plan, it will become effective January 1, 2016. The Annual Plan will replace our 2010 Non-Equity Incentive Plan which expires on December 31, 2015.

We have structured the Annual Plan to enable our Compensation Committee to provide annual incentive compensation that will qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code. Section 162(m) generally does not allow a publicly-held company to obtain a tax deduction for compensation of more than \$1,000,000 paid in any fiscal year to certain covered employees unless such compensation is considered performance-based for purposes of Section 162(m). Under Section 162(m) as recently interpreted by the Internal Revenue Service, the group of covered employees as of the end of any fiscal year consists of a company's chief executive officer and its three other most highly compensated executive officers, other than the chief financial officer.

One of the conditions for compensation to be considered performance-based under Section 162(m) is that the material terms under which such compensation will be paid, including the performance goals that must be achieved, must be disclosed to and approved by a company's shareholders. As a result, when the Board of Directors approved the Annual Plan, it made its approval subject to the condition that the Annual Plan be approved by the company's shareholders at the 2015 Annual Meeting.

Description of the Executive Annual Incentive Plan

The following description of the Annual Plan is only a summary of its material terms, and is qualified in its entirety by reference to the actual plan document. The Plan document is attached as Appendix A to this Statement.

Eligibility to Participate. Eligibility to participate in the Plan is limited to our executive officers. Our Compensation Committee will select the participants from among those eligible to participate.

Administration. Our Compensation Committee will administer the Annual Plan, which includes the authority to interpret the Annual Plan, establish rules and procedures regarding its administration, determine whether conditions to payment of compensation under the Annual Plan have been met, and exercise discretion to reduce the amount of incentive compensation that would otherwise be payable under the Annual Plan.

Performance Period. Each performance period under the Annual Plan will be a calendar year, beginning on January 1, 2016.

Performance Goal. An annual incentive amount may be payable to any participant if the company achieves positive adjusted net income for the applicable performance period. Adjusted net income means the company's net income adjusted to exclude the impact of: (i) equity restructurings or other changes in corporate capitalization, (ii) changes in tax laws or accounting principles, (iii) foreign exchange gains or losses, and (iv) extraordinary items as determined under generally accepted accounting principles in the United States and (v) restructuring and other nonrecurring charges as described in the company's reports filed with

C.

Limiting Payment Amounts. The Annual Plan establishes the maximum annual incentive amount payable to any participant for any performance period, expressed in terms of a percentage of the company's adjusted net income for the performance period. For our chief executive officer, this percentage is one percent.

For any other executive officer the percentage is one half of one percent. The Compensation Committee has the discretion to reduce the annual incentive amount payable to a participant for any performance period below the applicable maximum amount payable, and expects that it will typically exercise that discretion.

Payment of Annual Incentives. Payments may be made in cash or, if the Compensation Committee determines, in shares of our common stock from our 2013 Equity Incentive Plan. All payments for a performance period are to be made no later than March 15 of the following year, after the Compensation Committee has certified achievement of the performance goal for the performance period, the maximum amounts that could be paid, and the actual amounts that are to be paid.

Termination of Employment. If a participant's employment ends for any reason during a performance period, that participant will forfeit all rights to receive an annual incentive payment for that performance period. The Compensation Committee may, however, provide for a pro-rated annual incentive payment to a participant whose termination is due to death or disability if all other Annual Plan requirements are satisfied for that performance period.

Amendment and Term of Plan. The Annual Plan will become effective on January 1, 2016, if approved by our shareholders at the Annual Meeting. The Annual Plan will remain in effect until terminated by the Compensation Committee. The Compensation Committee may also amend or suspend the Annual Plan at any time, and any amendment will be subject to shareholder approval only if such approval is necessary to maintain the compensation provided under the Annual Plan to continue to qualify as performance-based compensation under Section 162(m).

Forfeiture or Recovery of Compensation. Any participant who misappropriates company funds or property or fails to comply with obligations to the company under confidentiality, noncompetition, data security, or other related agreements will forfeit all rights to receive any unpaid annual incentives under the Annual Plan. Annual incentives paid or payable under the Annual Plan will be subject to forfeiture, cancellation, suspension, or recovery under any compensation recovery adopted by the company.

Annual Income Tax Consequences

All incentive compensation payments made in cash or shares of company common stock will be taxed to the recipient as ordinary income in the year of receipt. Assuming that our shareholders approve the Annual Plan and that the operational and other requirements that must be met for compensation provided under the Annual Plan to qualify as performance-based under Section 162(m) are satisfied, the company will be entitled to a deduction for federal income tax purposes equal to the amount of income recognized to participants in the Annual Plan in each year that such income is recognized.

Annual Plan Benefits

Because the Annual Plan will not become effective until January 1, 2016, the participants in the Annual Plan have yet to be selected by the Compensation Committee, the maximum annual incentive amounts will be a function of the company's future adjusted net income, and the Compensation Committee will utilize discretion to reduce actual annual incentive payouts below the applicable maximum amounts. Therefore, it cannot be determined at this time what amounts, if any, will be received under the Annual Plan by named executive officers or other executives.

FOR VOTING RECOMMENDATION:

Board of Directors recommends a vote FOR the proposal to approve the adoption of the C.H. Ross Worldwide, Inc. Non-Equity Incentive Plan.

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PROPOSAL FOUR: SELECTION OF INDEPENDENT AUDITORS

The Audit Committee has selected Deloitte & Touche LLP as independent public accountants for 2015. Representatives of Deloitte & Touche LLP will be present at our Annual Meeting, will have an opportunity to make a statement if they desire to do so, and will be available to answer shareholder questions. If the appointment of Deloitte & Touche LLP is not approved by the shareholders, the Audit Committee is not obligated to appoint other accountants, but the Audit Committee will give consideration to such unfavorable vote.

Independent Auditors Fees

The following table summarizes the total fees for audit services provided by the independent auditor for the audit of our annual consolidated financial statements for the year ended December 31, 2014, and December 31, 2013. The table also includes fees billed for other services provided by the independent auditor during the same periods.

Fees	2014	2013
Audit Fees (a)	\$ 1,481,726	\$ 1,584,625
Audit-Related Fees (b)	42,646	750,307
Tax Fees (c)	313,159	434,559
Total	\$ 1,837,531	\$ 2,769,491

Fees for audit services billed or expected to be billed relating to 2014 and 2013 consisted of:

Audit of the company's annual financial statements and internal controls over financial reporting.

Reviews of the company's quarterly financial statements.

Statutory and regulatory audits, consents, and other services related to Securities and Exchange Commission matters.

Fees for audit-related services billed or expected to be billed consisted of:

Employee benefit plan audit

Due diligence procedures related to closed and prospective acquisitions.

Fees for tax services billed for tax compliance and tax planning and advice:

Fees for tax compliance services totaled \$434,559 and \$339,426 in 2013 and 2014, respectively. Tax compliance services are services provided based upon facts already in existence or transactions that have already occurred to document, compute, and obtain government approval for amounts to be included in tax filings.

Fees for tax planning and advice services totaled \$11,460 and \$0 in 2013 and 2014, respectively. Tax planning and advice are services provided for proposed transactions or other general tax planning matters.

Considering the nature of the services provided by the independent auditor, the Audit Committee determined that such services are compatible with the provision of independent audit services. The Audit Committee discussed these services with the independent auditor and our management to determine that they are permitted under the rules and regulations concerning auditor independence promulgated by the Securities and Exchange Commission to implement the Sarbanes-Oxley Act of 2002, as well as the policies of the American Institute of Certified Public Accountants. All services provided by the independent auditor in 2014 and 2013 were pre-approved, following the policies and procedures of the Audit Committee.

Approval Policy

the professional services were approved or preapproved in accordance with policies of the Audit Committee and the company. These policies describe the permitted audit, audit-related, tax, and other services (collectively, the Disclosure Categories) that the independent auditor may perform. The policy requires that before work begins, a description of the services (the Service List) expected to be performed by the independent auditor, in each of the Disclosure Categories, be presented to the Audit Committee for approval.

Requests for audit, audit-related, tax, and other services not included on the Service List must be presented to the Audit Committee for specific preapproval and cannot begin until approval has been obtained. Normally, preapproval is provided at regularly scheduled meetings. However, the authority to grant specific pre-approval between meetings, as necessary, has been delegated to the chairman of the Audit Committee. The chairman must update the Audit Committee at the next regularly scheduled meeting regarding services that were granted specific preapproval.

In addition, although not required by the rules and regulations of the Securities and Exchange Commission, the Audit Committee generally requests a range of fees associated with each proposed service on the Service List and any services that were not originally included on the Service List. Providing a range of fees for a service incorporates appropriate oversight and control of the independent auditor relationship, permitting the company to receive immediate assistance from the independent auditor when time is of the essence.

The Audit Committee reviews the status of services and fees incurred year-to-date against the original Service List and the forecast of remaining services and fees.

The policy contains a *de minimis* provision that enables retroactive approval for permissible non-audit services under certain circumstances. The provision allows for the preapproval requirement to be waived if the following criteria are met:

The service is not an audit, review, or other attest service;

The total amount of all such services provided under this provision does not exceed the lesser of \$20,000 or five percent of total fees paid to the independent auditor in a given fiscal year;

The services were not recognized at the time of the engagement to be non-audit services;

The services are promptly brought to the attention of the Audit Committee and approved by the Audit Committee or its designee; and

The service and fee are specifically disclosed in the Proxy Statement as meeting the *de minimis* requirements of Regulation S-X of the Securities Exchange Act of 1934, as amended.

BOARD VOTING RECOMMENDATION

Board of Directors recommends a vote FOR ratification of the selection of Deloitte & Touche as the company's independent auditors.

SOLICITATION OF PROXIES

Robinson is paying the costs of solicitation, including the cost of preparing and mailing the Notice of Internet Availability of Proxy Materials and this Proxy Statement. Proxies are being solicited primarily over the internet, but the solicitation may be followed by solicitation in person, by mail, by telephone, by facsimile, or by regular employees of C.H. Robinson without additional compensation. C.H. Robinson will reimburse brokers, banks and other custodians, and nominees for their reasonable out-of-pocket expenses incurred in sending proxy materials to the company's shareholders.

PROPOSALS FOR THE 2016 ANNUAL MEETING

In accordance with our Bylaws and federal securities laws, any shareholder proposal to be presented at the 2015 Annual Meeting of Shareholders must be received at C.H. Robinson's executive offices, 14701 Charlson Road, Eden Prairie, Minnesota 55347, not less than 90 days before the first anniversary of the company's meeting. Assuming that our 2014 Annual Meeting is held on schedule, we must receive notice of any proposal to be presented at the 2015 Annual Meeting no later than February 7, 2015. Proposals should be sent to the attention of the Secretary, and must include certain information about the shareholder, and the business transaction to be conducted. These requirements are provided in greater detail in our company Bylaws. C.H. Robinson will exercise its discretionary authority with respect to any matter not properly presented by February 7, 2015. Furthermore, with respect to any proposal that a shareholder desires to be included in the company's 2015 proxy materials, such notice must be received at the above address no later than November 28, 2014.

HOUSEHOLDING

The Securities and Exchange Commission has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements and annual reports with respect to multiple shareholders sharing the same address by delivering a single proxy statement or annual report, if practicable, addressed to those shareholders. This process, which is commonly referred to as householding, potentially provides extra convenience for shareholders and cost savings for companies. We will deliver our proxy materials and annual reports for shareholders, delivering a single proxy statement and annual report to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders.

At any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement or annual report, or if you are receiving multiple copies of either document and wish to receive only one, please contact us in writing or by telephone at C.H. Robinson Worldwide, Inc., Attention: Chief Legal Officer and Secretary, by telephone at (952) 937-7829, or by writing to him at 14701 Charlson Road, Eden Prairie, MN 55347. We will deliver promptly upon written or oral request a separate copy of our annual report and/or proxy statement to a shareholder at a shared address to which a copy of either document was delivered.

GENERAL

The 2014 Annual Report and Form 10-K for the fiscal year ended December 31, 2014, are available on the internet at www.proxyvote.com. The Annual Report is not part of the soliciting materials.

You may vote using the internet or by telephone or, if you elect to receive paper copies of the proxy materials, by mail. Please sign, date, and return your proxy or voting instruction form in the prepaid envelope you received. We encourage you to attend the May 7, 2015, Annual Meeting. We will not require

for admission to the meeting. However, to assure that attendance is limited to shareholders, if you
t a registered shareholder,

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bring with you some proof of C.H. Robinson Worldwide, Inc. Common Stock ownership, such as a
t brokerage statement, and a form of identification bearing a photograph. No cameras, mobile
ones, or pagers will be allowed to be used in the meeting room.

formation in this Proxy Statement under the captions Compensation Discussion and Analysis, the
pensation Committee Report, and Audit Committee Report is not incorporated by reference into any
by the company under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to
ent that in any such filing the company expressly so incorporates such information by reference.
onally, the Compensation Committee Report, and Audit Committee Report are not soliciting
al or to be filed with the Securities and Exchange Commission.

By Order of the Board of Directors

Ben G. Campbell

Chief Legal Officer and Secretary

27, 2015

NDIX A**C.H. ROBINSON WORLDWIDE, INC.****2015 NON-EQUITY INCENTIVE PLAN****urpose.**

urpose of the C.H. Robinson Worldwide, Inc. 2015 Non-Equity Incentive Plan (the *Plan*) is to e executive officers of C.H. Robinson Worldwide, Inc. (the *Company*) with incentive to achieve performance objectives established for the Company and its subsidiaries, and to provide these dials with incentive compensation that is intended to qualify as performance-based compensation Section 162(m) of the Internal Revenue Code (*Section 162(m)*).

initions.

Adjusted Net Income means, with respect to a Performance Period, the net income of the Company as ed in the Company s audited Consolidated Statement of Income, adjusted to exclude the impact of: ity restructurings or other changes in corporate capitalization, (ii) changes in tax laws or accounting oles, (iii) foreign exchange gains or losses, (iv) extraordinary items as determined under generally ed accounting principles in the United States, and (v) restructuring and other nonrecurring charges as ed in the Company s reports filed with the Securities and Exchange Commission for periods within olicable Performance Period.

oard means the Board of Directors of the Company.

ommittee means those members of the Compensation Committee of the Company s Board who qualify ide directors for purposes of Section 162(m).

articipant means an employee of the Company or any of its subsidiaries who is eligible to participate Plan pursuant to Section 4 and whose participation in the Plan has been approved by the Committee. nces in the Plan to termination of employment with the Company shall be deemed to refer to ation of employment with the Company and its subsidiaries.

erformance Period means a calendar year.

m and Termination of the Plan.

lan shall become effective on January 1, 2016 if approved by the Company s shareholders at the any s 2015 Annual Meeting of Shareholders, and it shall remain in effect until it is terminated by the ittee.

ticipation.

gibility. Eligibility to participate in the Plan is limited to executive officers of the Company and enior executives of the Company. Participants in the Plan for each Performance Period shall be d by the Committee from those eligible to participate in the Plan.

ermination of Employment. Any Participant whose employment with the Company terminates prior to d of a Performance Period will forfeit all rights to receive an annual incentive payment under the

or that Performance Period. Notwithstanding the foregoing, if a Participant's employment is terminated during a Performance Period due to death or permanent disability, the Committee may, in its discretion, provide for a pro-rated annual incentive payment based on the number of days the Participant was employed by the Company during such Performance Period, but such pro-rated incentive amount will be paid only if

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er applicable requirements of the Plan are satisfied, including the Committee's determination that the performance goal for the applicable Performance Period has been met and authorization of the payment of incentives.

Amounts of Annual Incentive.

Performance Goal. An annual incentive amount may be payable to any Participant if the Company achieves positive Adjusted Net Income for the applicable Performance Period.

Maximum Annual Incentive. For any Performance Period, the maximum annual incentive payable under the Plan to the Company's Chief Executive Officer shall be one percent of the Adjusted Net Income for such Performance Period, and the maximum annual incentive payable under the Plan to any other executive officer of the Company shall be one half of one percent) of the Adjusted Net Income for such Performance Period.

Committee Discretion. The Committee may, in its sole discretion, reduce or eliminate the annual incentive payable to a Participant for any Performance Period below the applicable maximum amount under Section 5(b) based on such factors as the Committee may deem appropriate, which may include a determination of the amount that would be payable to such Participant if the Participant's annual incentive were to be determined in accordance with a Company plan or program applicable to employees who are not Participants in this Plan. The Committee may exercise this discretion in a non-uniform manner among the Participants. In no event may the Committee increase the annual incentive payable under the Plan to any Participant above the applicable maximum amount payable determined in accordance with Section 5(b).

Timing of Annual Incentive.

Annual incentive payments under this Plan shall be made in the form of cash or, in the Committee's discretion, in the form of shares of Company common stock from the Company's 2013 Equity Incentive Plan or other Company equity compensation plan that has been approved by shareholders. All annual incentive payments for a Performance Period shall be completed as soon as administratively practicable following the Committee's written certification as to the satisfaction of the performance goal for such Performance Period, the maximum annual incentive amounts that may be payable as described in Section 5(b), and the actual annual incentive amounts to be paid to Participants after any exercise of discretion under Section 5(c), but in no event later than March 15 of the year following the end of such Performance Period.

Plan Administration.

The Plan will be administered by the Committee, which may delegate any of its non-discretionary administrative responsibilities in connection with the Plan to the appropriate employees of the Company. The Committee will have full power and authority to interpret the Plan, to establish, amend, and rescind rules, forms, or procedures as it deems necessary for the proper administration of the Plan, to determine whether any performance goal or other conditions that are a prerequisite to earning an annual incentive have been met, the amount, manner and time of payment of any annual incentive compensation provided hereunder, and to take any other action as it deems necessary or advisable in connection with the Plan. Any decision made, action taken, or interpretation made by the Committee or its delegate that is not inconsistent with the provisions of this Plan will be final, conclusive, and binding on all persons interested in the Plan.

Amendments.

The Committee may at any time amend, suspend, or terminate this Plan in whole or in part; provided that no amendment which would (a) increase the maximum annual incentive payable to any Participant, or (b) change the performance goal applicable for determining the amount of annual incentive compensation

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hereunder, or (c) otherwise require stockholder approval in order to enable compensation provided under the Plan to qualify as performance-based compensation under Section 162(m), shall become effective only after it is approved by the Company's shareholders.

Forfeiture and Recovery of Compensation.

Forfeiture. Notwithstanding any other provision of this Plan, any Participant who embezzles or misappropriates Company funds or property, or who the Company has determined has failed to comply with the terms and conditions of any of the following agreements which he or she may have executed in connection with the Company: (i) Confidentiality and Noncompetition Agreement, (ii) Management-Employee Agreement, (iii) Sales-Employee Agreement, (iv) Data Security Agreement, or (v) any other agreement governing post-employment restrictions, will automatically forfeit all rights under the Annual Plan to receive any unpaid annual incentives, whether or not the applicable Performance Period has ended.

Recovery Policy. Any annual incentives paid or payable under this Plan shall be subject to forfeiture, suspension, reduction, or recovery by the Company pursuant to any compensation recovery policy established by the Board or the Committee at any time, including in response to the requirements of Section 10D of the Securities Exchange Act and any implementing rules and regulations thereunder, or as otherwise required by law.

General Provisions.

Rights to Awards or Continued Employment. Nothing in this Plan or the fact that a person participates in or has become eligible to participate in the Plan shall be deemed to give such person any right to be retained in the employ of the Company or to interfere with the right of the Company to hire or terminate the employment of such person at any time for any reason whatsoever. No person shall have any claim or right to receive annual incentive compensation under this Plan, except as provided in accordance with the provisions of this Plan and as approved by the Committee.

Other Incentive Compensation. The Plan shall not be deemed the exclusive method of providing incentive compensation for an employee of the Company, nor shall it preclude the Board or Committee from authorizing or approving other forms of incentive compensation.

Withholding Taxes. All payments of annual incentive compensation made pursuant to this Plan will be subject to withholding for all applicable taxes and contributions required by law to be withheld therefrom.

Rights Not Assignable. No right or interest of any Participant under the Plan shall be assignable or subject to any claims of any creditor or to any lien.

Unfunded Status of Plan. The Company shall have no obligation to establish any separate fund or trust or segregation of assets to provide for payments under the Plan. To the extent any person acquires any rights to receive payments hereunder from the Company, such rights shall be no greater than those of an unsecured creditor.

Governing Law. The Plan and the rights of all persons under the Plan shall be construed and administered in accordance with the laws of the State of Minnesota, without regard to its conflicts of law provisions.

Interpretation. The Plan is designed and intended to be administered and interpreted in a manner that will cause compensation provided hereunder to satisfy the requirements for performance-based

nsation under Section 162(m), and all provisions of the Plan shall be construed consistent with that
on.

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VOTE BY INTERNET - www.proxyvote.com

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

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

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

VOTE BY PHONE - 1-800-690-6903

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

VOTE BY MAIL

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

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

M85363-P61670

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY
THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**ROBINSON
WORLDWIDE, INC.**

Board of Directors recommends
to vote FOR the following:

Selection of Directors

Nominees:

	For	Against	Abstain			
a. Scott P. Anderson			
b. Robert Ezrilov			
c. Wayne M. Fortun	The Board of Directors recommends you vote FOR proposals 2, 3, and 4.		
d. Mary J. Steele Mobile	2. To approve, on an advisory basis, the compensation of our named executive officers;
e. Jodee A. Kozlak			
f. ReBecca Koenig f	3. To approve the C.H. Robinson Worldwide, Inc. 2015 Non-Equity Incentive Plan;
g. Brian P. Short	4. Ratification of the selection of Deloitte & Touche LLP as the company's independent auditors for the fiscal year ending December 31, 2015;
h. James B. Stake			
i. John P. Wiehoff	NOTE: The Board of Directors shall consider such other business as may properly come before the meeting or any adjournment thereof.		
			..			

Address changes and/or
Comments, mark here. (see
instructions)

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
separately. All holders must sign. If a corporation or partnership, please sign in full corporate
partnership name by authorized officer.

Name [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners)

Date

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

The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

M85364-P61670

C.H. ROBINSON WORLDWIDE, INC.

Annual Meeting of Shareholders

Thursday, May 7, 2015 1:00 P.M. Central Time

This Proxy is solicited by the C.H. Robinson Board of Directors. Please vote your Proxy as soon as possible. By signing this document, I appoint John P. Wiehoff and Ben G. Campbell, or either of them, with full power of substitution to each, as proxy to represent me at the C.H. Robinson Annual Meeting of Shareholders, and at any associated adjournment(s). I also appoint each of them to vote all shares of Common Stock I am entitled to vote at the meeting as I have directed on the reverse side for each of the proposals in the Proxy Statement, and in their discretion on any other matters that may properly come before the meeting. C.H. Robinson's Annual Meeting of Shareholders will be held at their office located at 14800 Charlson Road, Eden Prairie, Minnesota, on May 7, 2015 at 1:00 PM Central Time.

This Proxy, when properly executed, will be voted as you directed. If you do not give any direction, this Proxy will be voted FOR the election of each of the director nominees listed under Proposal 1, FOR the item in Proposal 2, FOR the item in Proposal 3, and FOR the item in Proposal 4. The tabulator cannot vote the shares unless you vote by telephone, Internet, or by mail. If you choose to mail your Proxy, you must sign and return this Proxy.

Address Changes/Comments: _____

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 7, 2015.**

Meeting Information

C.H. ROBINSON WORLDWIDE, INC.

Meeting Type: Annual Meeting

For holders as of: March 11, 2015

Date: May 7, 2015 **Time:** 1:00 P.M., Central
Time

Location: C.H. Robinson Worldwide, Inc.

14800 Charlson Rd.

Eden Prairie, MN 55347

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Save the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a paper copy. Please choose one of the following methods to make your request:

BY INTERNET: www.proxyvote.com

BY TELEPHONE: 1-800-579-1639

BY E-MAIL:* sendmaterial@proxyvote.com

If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 23, 2015 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

Election of Directors

Nominees:

1a. Scott P. Anderson

1b. Robert Ezrilov

1c. Wayne M. Fortun

1d. Mary J. Steele Guilfoile

1e. Jodee A. Kozlak

1f. ReBecca Koenig Roloff

1g. Brian P. Short

1h. James B. Stake

1i. John P. Wiehoff

The Board of Directors recommends you vote FOR proposals 2, 3 and 4.

2. To approve, on an advisory basis, the compensation of our named executive officers;

3. To approve the C.H. Robinson Worldwide, Inc. 2015 Non-Equity Incentive Plan;

4. Ratification of the selection of Deloitte & Touche LLP as the company's independent auditors for the fiscal year ending December 31, 2015;

NOTE: The Board of Directors shall consider such other business as may properly come before the meeting or any adjournment thereof.

