GRAHAM CORP
Form DEF 14A
June 13, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.   )

Filed by the Registrant þ   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))**

þ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

GRAHAM CORPORATION

(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

þ No fee required.

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

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

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(1) Amount Previously Paid:

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GRAHAM CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD JULY 28, 2016

The 2016 annual meeting of stockholders of Graham Corporation will be held on Thursday, July 28, 2016, at 11:00 a.m., Eastern Time, at our principal executive offices located at 20 Florence Avenue, Batavia, New York 14020, for the following purposes, which are more fully described in the accompanying proxy statement:

- to elect as Directors the two nominees named in the attached proxy statement;
- to approve, on an advisory basis, the compensation of our named executive officers;
- to approve the Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value;
- to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2017; and
- to transact such other business as may properly come before the annual meeting or any adjournment of the annual meeting.

Our Board of Directors has fixed the close of business on June 3, 2016 as the record date for determining the stockholders who are entitled to receive notice of and to vote at the annual meeting as well as at any adjournment of the annual meeting.

BY ORDER OF THE BOARD OF DIRECTORS

James R. Lines

President and Chief Executive Officer

Dated: June 13, 2016

If you own shares through a broker, we encourage you to follow the instructions provided by your broker regarding how to vote. Your broker may not vote your shares for director nominees or on the advisory vote on executive compensation unless you provide your broker with voting instructions.

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GRAHAM CORPORATION

PROXY STATEMENT

We are providing this proxy statement to our stockholders in connection with the solicitation by our Board of Directors of proxies for use at the annual meeting of stockholders for our fiscal year ended March 31, 2016, which we refer to as fiscal year 2016, as well as for use at any adjournment of the annual meeting.

Date and Location of Annual Meeting

The annual meeting will be held on Thursday, July 28, 2016, at 11:00 a.m., Eastern Time, at our principal executive offices located at 20 Florence Avenue, Batavia, New York 14020.

Record Date and Shares Outstanding

Each holder of shares of our common stock having a par value of $0.10, which we refer to as common stock, at the close of business on June 3, 2016, the record date for the annual meeting, is entitled to notice of and to vote at the annual meeting. As of the record date, there were 9,713,640 shares of our common stock issued and outstanding.

Notice and Access of Proxy Materials

The Securities and Exchange Commission s e-proxy rules allow companies to post their proxy materials on the Internet and provide only a Notice of Internet Availability of Proxy Materials to stockholders as an alternative to mailing full sets of proxy materials except upon request. This year, we elected to use this notice and access model. Unless you previously indicated your preference to receive paper copies of our proxy statement and annual report to security holders, you should have received a Notice of Internet Availability of Proxy Materials, which we refer to as a Notice of Internet Availability. The Notice of Internet Availability includes the information on how to access our proxy materials on the Internet, how to vote and how to request a paper or email copy of such proxy materials at no extra charge this year or on an ongoing basis.

Mail Date

On or about June 13, 2016 we mailed the Notice of Internet Availability and made the proxy materials available to our stockholders.

Proxy Cards and Voting

Each holder of our common stock on June 3, 2016 is entitled to one vote for each share of common stock held.

If we receive a properly executed and dated proxy in time to be voted at the annual meeting, the shares represented by the proxy will be voted in accordance with the instructions contained in the proxy. An executed proxy without instructions marked on it will be voted:

FOR each of the two nominees identified in this proxy statement for election as Director;

FOR approval, on an advisory basis, of the compensation of our named executive officers;

FOR approval of the Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value; and

FOR the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2017.

An executed proxy without voting instructions marked on it may also be voted by the named proxies for such other business as may properly come before the annual meeting or at any adjournment or postponement of the annual meeting.

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If you hold your shares in street name through a broker, bank or other nominee, please follow the voting instructions sent to you by such broker, bank or other nominee. Your shares will be voted as you indicate.

Stockholders may vote in person at the annual meeting. We will provide ballots to any stockholder who wishes to vote at the annual meeting.

Please note, if you hold your shares in street name, and you wish to vote in person at the annual meeting, you must bring to the annual meeting a legal proxy from your broker, bank or other nominee that gives you the right to vote your shares in person.

Quorum

A quorum is required for our stockholders to conduct business at the annual meeting. Pursuant to our amended and restated by-laws, the holders of record of a majority of the shares of our common stock present in person or by proxy and entitled to vote at the annual meeting will constitute a quorum.

Vote Required

The table below shows the vote required to approve each of the proposals described in this proxy statement, assuming the presence of a quorum, in person or by proxy, at the annual meeting.

Proposal Number	Proposal Description	Vote Required
One	Election of the two Director nominees identified in this proxy statement	Plurality of the shares present, in person or by proxy, and entitled to vote at the annual meeting
Two	Approval, on an advisory basis, of the compensation of our named executive officers	Majority of the shares present, in person or by proxy, and entitled to vote at the annual meeting
Three	Approval of the Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value	Majority of the shares present, in person or by proxy, and entitled to vote at the annual meeting
Four	Ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2017	Majority of the shares present, in person or by proxy, and entitled to vote at the annual meeting

Our stockholders elect Directors by a plurality vote, which means that the Director nominees receiving the most votes will be elected. However, our Corporate Governance Guidelines provide that any nominee for Director who receives a greater number of votes withheld from his or her election than for such election must tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will recommend to the Board the action to be taken with respect to such resignation.

The advisory vote to approve the compensation of our named executive officers is not binding upon our Board of Directors or the Compensation Committee. However, our Board of Directors and our Compensation Committee will consider the outcome of this vote when making future compensation decisions.

We are presenting the selection of Deloitte & Touche LLP to our stockholders for ratification. The Audit Committee of our Board of Directors will consider the outcome of this vote in its future discussions regarding the selection of our independent registered public accounting firm.

Effect of Not Casting Your Vote and Broker Non-Votes

If you hold your shares in street name, it is critical that you cast your vote if you want it to count with respect to Proposals One, Two and Three. If you hold your shares in street name and do not indicate how you want your shares voted on these proposals, your bank or broker is not permitted to, and will not, vote your shares on your behalf. This result is known as a broker non-vote. Your bank or broker has discretionary authority to vote any non-instructed shares on Proposal Four.

We count shares subject to broker non-votes in determining the presence of a quorum and the number of shares entitled to vote on Proposals Two and Three. Thus, broker non-votes will have the same effect as a vote against these proposals. Broker non-votes will have no effect on Proposal One.

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If you are a stockholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the annual meeting.

Abstentions

We count abstentions for the purpose of determining the presence of a quorum and the number of shares entitled to vote on a proposal. Abstentions have the same effect as a vote against Proposals Two, Three and Four, and will not affect the results of Proposal One.

Revocability of Proxies

Your attendance at the annual meeting will not automatically revoke your proxy. However, you can revoke your proxy at any time before it is voted at the annual meeting by:

- voting again via the Internet or by telephone (only your latest Internet or telephone vote submitted prior to the annual meeting will be counted);
- delivering a written notice of revocation to our Corporate Secretary;
- delivering a duly executed proxy bearing a later date to our Corporate Secretary; or
- attending the annual meeting, filing a written notice of revocation with our Corporate Secretary and voting in person.

Notices of revocation and revised proxies should be sent to the attention of our Corporate Secretary at the following address: Graham Corporation, 20 Florence Avenue, Batavia, New York 14020.

Solicitation of Proxies

This proxy solicitation is made by our Board of Directors on our behalf, and we will bear the cost of soliciting proxies. In addition to solicitation by mail, our Directors, officers and employees may solicit proxies personally or by telephone or other telecommunication. We will not compensate our Directors, officers or employees for making proxy solicitations on our behalf. We will provide persons holding shares in their name or in the names of nominees, which in either case are beneficially owned by others, soliciting materials for delivery to those beneficial owners and will reimburse the record owners for their expenses in doing so.

Principal Executive Offices

Our principal executive offices are located at 20 Florence Avenue, Batavia, New York 14020. Our telephone number is 585-343-2216.

Annual Report to Stockholders and Annual Report on Form 10-K

Our fiscal year 2016 annual report to stockholders is available at http://www.graham-mfg.com/annual-meeting-proxy-materials. Our annual report on Form 10-K for the fiscal year ended March 31, 2016, as filed with the Securities and Exchange Commission, is included in the fiscal year 2016 annual report. The fiscal year 2016 annual report includes our audited financial statements, along with other information about us, which we encourage you to read.

You can obtain, free of charge, a copy of our annual report on Form 10-K by:

- accessing our website at http://www.graham-mfg.com/annual-meeting-proxy-materials;
- writing to us at: Graham Corporation, Attention: Annual Report Request, 20 Florence Avenue, Batavia, New York 14020; or
- telephoning us at 585-343-2216.

You can also obtain a copy of our annual report on Form 10-K and all other reports and information that we file with, or furnish to, the Securities and Exchange Commission from the Securities and Exchange Commission s EDGAR database located at www.sec.gov.

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PROPOSAL ONE:

ELECTION OF DIRECTORS

Our Board of Directors currently consists of seven members. Our amended and restated by-laws provide for a classified Board of Directors consisting of three classes of Directors, with each class serving a staggered three-year term. As a result, stockholders elect only a portion of our Board of Directors each year. The terms of two of our seven Directors, James J. Malvaso and Jonathan W. Painter will expire at the 2016 annual meeting.

The Nominating and Corporate Governance Committee of our Board of Directors has nominated James J. Malvaso and Jonathan W. Painter for re-election as Directors. If elected, each of Messrs. Malvaso and Painter will hold office for a three-year term expiring in 2019 or until his successor is duly elected and qualified. Our Board of Directors does not contemplate that either nominee will be unable to serve as a Director, but if that contingency should occur before the proxies are voted, the designated proxies reserve the right to vote for such substitute nominee(s) as they, in their discretion, determine. Our amended and restated by-laws do not permit re-election after a Director reaches the age of 75.

Board Recommendation

Our Board of Directors unanimously recommends a vote FOR the election of each of Messrs. Malvaso and Painter as a Director to serve for a three-year term expiring in 2019.

Nominees Proposed for Election as Directors at the 2016 Annual Meeting

James J. Malvaso

Age: 66

Director Since: 2003

Mr. Malvaso was a senior advisor to Toyota Material Handling Group, a distributor of Toyota material handling equipment through May 2013. Until his retirement on March 31, 2012, he was the President and Chief Executive Officer of Toyota Material Handling North America and the Managing Officer of Toyota Industries Corporation, positions he held since April 2010. Previously, and since 1997, Mr. Malvaso served as the Chairman, President and Chief Executive Officer of The Raymond Corporation, a subsidiary of Toyota and the North American market leader in electric warehouse trucks, located in Greene, New York. From 1993 to 1996, Mr. Malvaso served as Chief Operating Officer and Vice President-Operations of The Raymond Corporation. Mr. Malvaso is a former President of the Industrial Truck Association and a current member of its Industrial Truck Standards Development Board. Mr. Malvaso has also served as a Trustee of LeMoyne College.

Mr. Malvaso has proven business acumen, having successfully served as the chief executive officer of large, complex businesses with global operations. His experience with a major industrial equipment company is particularly helpful to our Board of Directors in understanding the challenges of global manufacturing, distribution and sales as it relates to the business and strategy of our company.

Jonathan W. Painter

Age: 57

Director Since: 2014

Mr. Painter is the President and Chief Executive Officer and a Director of Kadant Inc. (NYSE: KAI), a leading global supplier of components and engineered systems used in process industries, including the pulp and paper industry. Mr. Painter was named Chief Executive Officer and a Director of Kadant in January 2010 after being named President in September 2009. Prior to becoming President, Mr. Painter served as an Executive Vice President from 1997 to September 2009, with supervisory responsibility for Kadant s stock preparation and fiber-based products businesses from March 2007 to September 2009. He also served as the President of Kadant s composites building products business from 2001 until its sale in 2005. Mr. Painter received his B.A. in political science from Kenyon College and his J.D. from Boston College Law School.

Mr. Painter brings valuable experience to the Board of Directors and management as a current President and Chief Executive Officer of a public company that, similarly to us, is in the business of designing, manufacturing and marketing specialized, engineered equipment. The Board of Directors believes that Mr. Painter s diverse experience in operations, finance, mergers and acquisitions and corporate strategy enables him to provide critical insight to the Board and management that will help us to achieve our strategic goals.

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Directors Whose Terms Do Not Expire at the 2016 Annual Meeting

James J. Barber, Ph.D.

Age: 62

Director Since: 2011

Term Expires: 2017

Dr. Barber has been an independent consultant and the principal of Barber Advisors, LLC since September 2007. From January 2000 to May 2007, Dr. Barber was the President and Chief Executive Officer of Metabolix, Inc. (NASDAQ: MBLX), a bioscience company focused on plastics, chemicals and energy. He was responsible for transforming Metabolix from a research boutique into a leader in clean tech and industrial biotechnology.

Prior to joining Metabolix, Dr. Barber served as Global Business Director for the Organometallics and Catalysts business of Albemarle Corporation, a specialty chemicals company. Prior to his tenure at Albemarle, Dr. Barber was Director of Business Development at Ethyl Corporation, a fuel additives company. He also previously served as President of Geltech, Inc., a precision molded micro optics company, and as Chief Operating Officer of Hyperion Catalysis International, a carbon developer and producer.

Dr. Barber currently is a director of Itaconix Corporation, an advanced materials company, and of Nanocomp Technologies, Inc., a producer of carbon nanofiber products. He has also served as a Director of Agrivida, a private company, from first quarter 2011 through December 2014, of Allylix, a private company, from May 2012 through December 2014 and of Segetis, Inc., a private company, from July 2012 until February 2016. From February 2008 through November 2010, Dr. Barber was a Director and on the Finance Committee of Bluewater Holdings Corp., a provider of sewage and water treatment services, which filed for Chapter 11 bankruptcy protection in October 2010.

Dr. Barber was awarded the American Chemical Society s Henry F. Whalen, Jr. award for Business Development in September 2003. He received his B.S. in Chemistry from Rensselaer Polytechnic Institute and a Ph.D. in Organic Chemistry from the Massachusetts Institute of Technology. He currently serves on the Advancement Council of the College of Polymer Science and Polymer Engineering at the University of Akron.

Dr. Barber brings to our Board of Directors substantial executive-level leadership experience and a deep understanding of product and business development in highly technical industries and alternative energy markets. Dr. Barber also has significant experience in structuring both joint venture and acquisition transactions.

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Gerard T. Mazurkiewicz

Age: 69

Director Since: 2007

Term Expires: 2017

Mr. Mazurkiewicz has been a Tax Partner with Dopkins & Company, LLP, a regional accounting firm located in Buffalo, New York, since 2004. Prior to his tenure at Dopkins & Company, Mr. Mazurkiewicz spent more than 32 years with KPMG, LLP, and was the Partner in Charge of KPMG s upstate New York/Albany tax practice prior to his retirement in 2002.

Mr. Mazurkiewicz also serves as a Director of Trebor, Inc., a distributor of tissue, pulp, paper and container board and as a Director of Robert James Sales, Inc., a distributor of corrosion-resistant piping products. Mr. Mazurkiewicz previously served as a Director of Great Lakes Bancorp, Inc. until its merger with First Niagara Bank in 2008.

Mr. Mazurkiewicz received his B.S. in Business Administration from the State University of New York at Buffalo School of Management. He is a member of the American Institute of Certified Public Accountants and the Buffalo Chapter of the New York State Society of Certified Public Accountants. Mr. Mazurkiewicz has served on numerous not-for-profit boards and foundations, including the Women s and Children s Hospital of Buffalo Foundation, the Kaleida Foundation, the University of Buffalo Foundation and the Community Foundation for Greater Buffalo. Currently, he serves as a Trustee for the Ralph C. Wilson Jr. Foundation and also serves on the Board of the Erie Tobacco Asset Securitization Corporation.

Mr. Mazurkiewicz is well qualified to serve as a member of our Board of Directors. He is our Board s audit committee financial expert under applicable Securities and Exchange Commission rules. Mr. Mazurkiewicz s significant accounting and financial background, as well as his substantial leadership experience, position him well to understand and provide value related to finance, management, operations and risk.

Alan Fortier

Age: 59

Director Since: 2008

Term Expires: 2018

Mr. Fortier has served as President of Fortier & Associates, Inc., a strategy and profit improvement consulting firm located in Fort Lee, New Jersey focused on petrochemicals and capital goods companies, since 1988. He is also a regular guest lecturer at Columbia Business School s MBA and Executive Education programs. Mr. Fortier received his B.S. in Chemical Engineering, summa cum laude, from Cooper Union and his MBA from Harvard Graduate School of Business.

Mr. Fortier brings to our Board of Directors more than 30 years of global industrial experience as a strategy consultant, educator and manager. Our Board of Directors and management team benefit from his extensive background in our served markets, including energy, petrochemicals, chemicals and large engineering firms, as well as his extensive experience advising boards and senior executives of global capital goods businesses on business strategy, mergers and acquisitions, global growth, organizational development and management control.

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James R. Lines

Age: 55

Director Since: 2006

Term Expires: 2018

Mr. Lines became our President and Chief Executive Officer in January 2008. Previously, Mr. Lines served as our President and Chief Operating Officer since June 2006. Mr. Lines has served us in various capacities since 1984, including Vice President and General Manager, Vice President of Engineering and Vice President of Sales and Marketing. Prior to joining our management team, he served us as an application engineer and sales engineer as well as a product supervisor. Mr. Lines holds a B.S. in Aerospace Engineering from the State University of New York at Buffalo.

As our President and Chief Executive Officer, and as a result of his day-to-day leadership of the business, Mr. Lines provides our Board of Directors with valuable insight regarding the operations of our company and our management team and he performs a critical role in Board discussions regarding strategic planning and development. Our Board of Directors also benefits from his historical knowledge of our company and his broad and in-depth understanding of our markets and customers. Mr. Lines has served our company in various executive capacities for more than 20 years and has more than 30 years of experience interacting with our customers, engineering contractors, competitors and similar companies serving the energy markets.

Lisa M. Schnorr

Age: 50

Director Since: 2014

Term Expires: 2018

Ms. Schnorr has been Senior Vice President, Corporate Controller for Constellation Brands, Inc. (NYSE: STZ), a leading premium wine company and beer importer since July 2015. From January 2014 to July 2015, Ms. Schnorr served as Senior Vice President, Total Rewards, with global responsibility for designing and implementing Constellation Brands compensation and benefits programs. Ms. Schnorr joined Constellation Brands in May 2004 as Director, Investor Relations, and has held a number of leadership positions since that time, including Chief Financial Officer of Constellation Wines Australia, a former division of Constellation Brands, from January 2009 to December 2009, Vice President, JV Business Development from January 2010 to April 2011 and Vice President, Compensation & HRIS from May 2011 to January 2014.

Prior to joining Constellation Brands, Ms. Schnorr was Director, Investor Relations at Choice One Communications, Inc. and held various positions with Bausch & Lomb Incorporated, including in investor relations, corporate accounting and reporting and financial planning and analysis. Ms. Schnorr began her career at Price Waterhouse, a predecessor to PricewaterhouseCoopers LLP. Ms. Schnorr received her B.S. in Accounting from the State University of New York at Oswego. Ms. Schnorr currently serves on the Board of Directors of the Oswego Alumni Association.

With her background in human resources, investor relations and finance with large public companies, Ms. Schnorr offers a global business and organizational perspective to our Board of Directors. The Board of Directors believes that Ms. Schnorr s background and expertise enables her to guide us through a continued period of organic and acquisition-related growth and allows her to provide insight and leadership to our

Compensation Committee.

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CORPORATE GOVERNANCE

Our Board of Directors has an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. We describe the function, composition and number of meetings of each of these committees held during fiscal year 2016 below. Our Board of Directors also maintains an Employee Benefits Committee.

Director Independence

Our Board of Directors has affirmatively determined that each of Directors Barber, Fortier, Malvaso, Mazurkiewicz, Painter and Schnorr is independent and has no material relationship with us as required by the independence standards of the New York Stock Exchange, which we refer to as the NYSE.

Board Leadership Structure

Mr. Malvaso, a non-executive independent Director, serves as Chairman of our Board of Directors. Our Board of Directors believes that its leadership structure, with a non-executive chairman position separate from our President and Chief Executive Officer, provides appropriate, independent oversight of management. As Chairman of our Board of Directors, Mr. Malvaso presides at all meetings of our Board of Directors and stockholders; presides during regularly held sessions with only the independent Directors; encourages and facilitates active participation of all Directors; develops the calendar of and agendas for Board meetings in consultation with our Chief Executive Officer and other members of our Board; determines, in consultation with our Chief Executive Officer, the information that should be provided to our Board in advance of meetings; and performs any other duties requested by our Board from time to time.

Committees and Meetings of the Board; Meeting Attendance

The duties and responsibilities of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are set forth in their respective charters and as described below. The current charter of each Board committee is available on our website at www.graham-mfg.com under the heading Investor Relations and the subheading Corporate Governance. The information contained on our website is not a part of this proxy statement.

The following table lists the committees of our Board of Directors, the chairpersons of each committee, the Directors who currently serve on them and the number of committee meetings held in fiscal year 2016.

		Committee Membership		
				Nominating and
		Audit	Compensation	Corporate Governance
Name	Independent	Committee	Committee	Committee
James J. Barber, Ph.D.	Yes	þ		
Alan Fortier	Yes	þ	þ	Chairperson
James J. Malvaso	Yes	þ	þ	þ
Gerard T. Mazurkiewicz	Yes	Chairperson		
Jonathan W. Painter	Yes	þ	þ	þ
Lisa M. Schnorr	Yes		Chairperson	
Meetings in Fiscal Year 2016		5	7	3

During fiscal year 2016, our Board of Directors held a total of six meetings. Each Director attended at least 75% of the aggregate of (1) the total number of meetings of our Board of Directors, and (2) the total number of meetings of all committees of our Board of Directors on which he or she served.

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Our policy requires that each Director attend our annual meeting of stockholders or provide the Chairman of our Board with advance notice of the reason for not attending. All of our Directors attended our 2015 annual meeting of stockholders.

The non-management Directors meet without members of management present during regularly scheduled executive sessions and at such other times as they deem necessary or appropriate. The Chairman of our Board presides over these executive sessions.

Audit Committee

We have a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. Our Board of Directors has affirmatively determined that each member of the Audit Committee satisfies the independence standards of the NYSE applicable to audit committee members and applicable Securities and Exchange Commission rules. Our Board of Directors has also determined that Mr. Mazurkiewicz qualifies as an audit committee financial expert in accordance with applicable Securities and Exchange Commission rules based on his professional work experience as described in his biography under Proposal One: Election of Directors.

The Audit Committee reviews with Deloitte & Touche LLP, our independent registered public accounting firm, our financial statements and internal control over financial reporting, Deloitte & Touche LLP s auditing procedures and fees and the possible effects of professional services upon the independence of Deloitte & Touche LLP.

The Audit Committee works closely with our Board of Directors, our executive management team and our independent registered public accounting firm to assist our Board in overseeing our accounting and financial reporting processes and financial statement audits. In furtherance of these responsibilities, the Audit Committee assists our Board of Directors in its oversight of:

- the integrity of our financial statements and internal controls;
- our compliance with legal and regulatory requirements;
- the qualifications and independence of our independent registered public accounting firm;
- the performance of our independent registered public accounting firm; and
- the planning for and performance of our internal audit function.

In addition, the Audit Committee s responsibilities include reviewing and overseeing any transactions between us and any related person as defined by the Securities and Exchange Commission s rules and discussing our guidelines and policies with respect to risk assessment and risk management. The Audit Committee is also responsible for preparing the Audit Committee s report that the Securities and Exchange Commission s rules require to be included in our annual proxy statement and performing such other tasks that are consistent with the Audit Committee s charter. The Audit Committee s report appears under the heading Report of the Audit Committee.

Compensation Committee

The Compensation Committee annually reviews and approves the goals and objectives relevant to the compensation of the Chief Executive Officer, evaluates the Chief Executive Officer s performance and either as a committee or with the other independent Directors of the Board determines and approves the Chief Executive Officer s compensation levels. The Compensation Committee also annually reviews and approves salaries, incentive cash awards and other forms of compensation paid to our other executive officers, approves recipients of equity-based awards and establishes the number of shares and other terms applicable to such awards. The Compensation Committee also construes the provisions of and generally administers the Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value, which we refer to as the Incentive Plan. The Compensation Committee operates pursuant to its charter and may delegate its authority or responsibility to one or more subcommittees.

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The Compensation Committee also reviews and makes recommendations regarding the compensation paid to our Board of Directors, including fees paid for meeting attendance and equity-based awards. More information about the compensation of our Directors is set forth under the heading Director Compensation. The Compensation Committee annually conducts a performance evaluation of its operation and function and recommends any proposed changes to our Board of Directors for approval.

In addition, the Compensation Committee is responsible for reviewing and discussing with management the Compensation Discussion and Analysis that the Securities and Exchange Commission s rules require to be included in our annual proxy statement, preparing the Compensation Committee s report that the Securities and Exchange Commission s rules require to be included in our annual proxy statement and performing such other tasks that are consistent with its charter. The Compensation Committee s report appears under the heading Compensation Committee Report.

The Compensation Committee recognizes the importance of using an independent consultant that provides services solely to the Committee and not to management or to our company. The Compensation Committee engaged an independent compensation consultant in fiscal year 2016. For more information on the role of the Compensation Committee in determining executive compensation, including its use of an independent consultant, see Compensation Discussion and Analysis under the heading Executive Compensation.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee evaluates, interviews and nominates candidates for election to our Board of Directors and is responsible for oversight of our corporate governance practices.

When identifying Director nominees, the Nominating and Corporate Governance Committee solicits suggestions from incumbent Directors, management and stockholders. In identifying and evaluating nominees, the Nominating and Corporate Governance Committee seeks candidates possessing the highest standards of personal and professional ethics and integrity; practical wisdom, independent thinking, maturity and the ability to exercise sound business judgment; skills, experience and demonstrated abilities that help meet the current needs of our Board of Directors; and a firm commitment to the interests of our stockholders. Although the Nominating and Corporate Governance Committee does not maintain a specific written diversity policy, it recognizes the value of diversity and seeks diverse candidates when possible and appropriate and considers diversity in its review of candidates. The Nominating and Corporate Governance Committee believes that diversity includes not only gender and ethnicity, but the various perspectives that come from having differing geographic and cultural backgrounds, viewpoints and life experiences.

In addition, the Nominating and Corporate Governance Committee takes into consideration such other factors as it deems appropriate. These factors may include knowledge of our industry and markets, experience with businesses and other organizations of comparable size, the interplay of the nominee s experience with the experience of other members of our Board of Directors and the extent to which the candidate would be a desirable addition to our Board of Directors and any of its committees. The Nominating and Corporate Governance Committee may consider, among other factors, experience or expertise in our industry, global business, science and technology, competitive positioning, corporate governance, risk management, finance or economics and public affairs.

Stockholders entitled to vote in the election of Directors at any annual meeting may recommend candidates for consideration by the Nominating and Corporate Governance Committee as potential nominees by submitting written recommendations to the attention of our Corporate Secretary at the following address: Graham Corporation, 20 Florence Avenue, Batavia, New York 14020. Stockholder recommendations must contain: (1) each candidate s name, age, business and residence addresses; (2) the candidate s principal occupation or employment and (3) a description of the candidate s qualifications to be a Director. In addition, any stockholder submitting a recommendation must provide his or her own name and address as they appear on our books and records, as well as the class and number of our shares owned of record and the dates he or she acquired such shares. The Nominating and Corporate Governance Committee will evaluate Director candidates proposed by stockholders using the same criteria, and in the same manner, as described above for other potential nominees.

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Corporate Governance Guidelines

Our Board of Directors has adopted Corporate Governance Guidelines to promote the effective functioning of the Board in its governance of our business and corporate operations. The Corporate Governance Guidelines are available on our website at www.graham-mfg.com under the heading Investor Relations and the subheading Corporate Governance.

The Board of Directors Role in Risk Oversight

Our Board of Directors oversees our risk profile and management s processes for managing risk, primarily through the Board s committees. Our Audit Committee focuses on financial risks, including those that could arise from our accounting and financial reporting processes. Additionally, our Audit Committee monitors and directs the formal risk management projects implemented by management. Our Nominating and Corporate Governance Committee focuses on the management of risks associated with Board organization, membership and structure, corporate governance, and the recruitment and retention of talented Board members. Our Compensation Committee focuses on the management of risks that could arise from our compensation policies and programs and, in particular, our executive compensation programs and policies.

As part of its risk oversight responsibilities, our Board of Directors and its committees review the policies and processes that senior management uses to manage our risk exposure. In doing so, our Board and its committees review our overall risk function and senior management s establishment of appropriate systems and processes for managing areas of material risk to our company, including, but not limited to, operational, financial, legal, regulatory, strategic and information technology risks.

Communications from Stockholders and other Interested Parties

Stockholders and other interested parties who wish to contact the Board of Directors or an individual Director, including the independent Chairman of our Board or independent Directors as a group, should send their communications to the attention of the Corporate Secretary, Graham Corporation, 20 Florence Avenue, Batavia, New York 14020. The Corporate Secretary will forward all such communications as directed.

EXECUTIVE OFFICERS

As of March 31, 2016, we were served by the following executive officers, each of whom was appointed by our Board of Directors:

James R. Lines, age 55, became our President and Chief Executive Officer in January 2008. Further information about Mr. Lines is set forth under Proposal One: Election of Directors.

Jeffrey F. Glajch, age 53, became our Vice President - Finance & Administration, and Chief Financial Officer in March 2009. Mr. Glajch also serves as our Corporate Secretary. From October 2006 until February 2009, he served as the Chief Financial Officer of Nukote International, a privately held global re-manufacturer of printing and imaging products. Previously, and between June 2000 and May 2006, Mr. Glajch was the Chief Financial Officer of Fisher Scientific Canada, a global healthcare and laboratory equipment company. Mr. Glajch has also previously worked at Walt Disney World Company, Great Lakes Chemical Corporation and Air Products and Chemicals, Inc.

Alan E. Smith, age 49, became our Vice President and General Manager - Batavia in July 2015. Mr. Smith served as Vice President of Operations from July 2007 until July 2015. Previously, from 2005 until July 2007, Mr. Smith served as Director of Operations for Lydall, Inc., a designer and manufacturer of specialty engineering products. Prior to that, he had been employed by us for fourteen years, progressing from Project Engineer to Engineering Manager.

Jennifer R. Condame, age 51, became our Chief Accounting Officer in July 2008. She also serves as our Controller, a position she has held since 1994. Previously, from 1992 to 1994, she was our Manager of Accounting and Financial Reporting. Prior to joining us in 1992, Ms. Condame was employed as an Audit Manager by Price Waterhouse, a predecessor to PricewaterhouseCoopers LLP.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

This Compensation Discussion and Analysis, which we refer to as the CD&A, provides information about the compensation programs for our executive officers named in the Fiscal Year 2016 Summary Compensation Table and referred to in this CD&A and in the subsequent tables as our named executive officers. These named executive officers are:

- James R. Lines, our President and Chief Executive Officer;
- Jeffrey F. Glajch, our Vice President - Finance & Administration, Chief Financial Officer and Corporate Secretary;
- Alan E. Smith, our Vice President and General Manager - Batavia; and
- Jennifer R. Condame, our Controller and Chief Accounting Officer.

This CD&A includes the philosophy and objectives of the Compensation Committee of our Board of Directors, descriptions of each of the elements of our executive compensation programs and the basis for the compensation decisions we made during fiscal year 2016.

Executive Summary

Fiscal Year 2016 Results

The Compensation Committee s philosophy focuses on aligning the interests of our named executive officers with those of our stockholders by rewarding performance that enhances the objective of increasing both current and long-term stockholder value. Our executive compensation programs are designed to provide a strong link between the amounts earned by our named executive officers and company and individual performance.

During fiscal year 2016, despite challenging market conditions, our named executive officers continued to implement our strategic plan to diversify, increase productivity, improve processes and grow our market share in our existing businesses. The dramatic reduction and volatility in global crude oil prices has caused a significant slowdown in investment by our oil refining and chemical industry customers. Our financial results for fiscal year 2016 reflect the impact of this slowdown:

- Net income was $6.1 million in fiscal year 2016, compared to net income of $14.7 million in fiscal year 2015;
- New orders of $84.0 million represented a decrease of 38% from a record level of new orders in fiscal year 2015 of $136.5 million;
- Cash and cash equivalents and short-term investments at March 31, 2016 were $65.1 million compared with $60.3 million as of March 31, 2015;
- We continued to expand our engineering execution capacity and reduce engineering lead time; and

We ended the fiscal year with a strong balance sheet that was free of bank debt, providing us substantial financial flexibility.

The Compensation Committee believes that in fiscal year 2016 our named executive officers performed well in furtherance of our strategic plan given the challenging market conditions. In line with our pay-for-performance philosophy, in fiscal year 2016, our named executive officers realized the following compensation based on our fiscal year 2016 financial performance and their individual performance:

As described more fully under the heading Annual Cash Incentive Compensation in this CD&A, for fiscal year 2016, the Compensation Committee set challenging targets for two key financial metrics: net income and contribution of executable backlog. Our performance did not meet the threshold levels for the net income and contribution of executable backlog metrics. These levels of company performance, as well as our named executive officers achievement against their individual goals, resulted in the payment of annual cash incentive compensation below target levels. We report the annual cash incentive compensation earned by each of the named executive officers during fiscal year 2016 in the Non-Equity Incentive Plan Compensation column of the Fiscal Year 2016 Summary Compensation Table.

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The performance-vested restricted stock granted to our named executive officers in fiscal year 2014 vested at 0% of target levels, based on company results below target levels for both the net revenue and EBITDA Margin[1] metrics. These shares previously were shown at the target level in the All Other Stock Awards column of the Fiscal Year 2014 Grants of Plan-Based Awards table in our proxy statement for the 2014 annual meeting.

	Number of Shares of Performance-Vested Restricted Stock	
Named Executive Officer	**Target Grant 2014**	**Realized in 2016**
James R. Lines	2,834	0
Jeffrey F. Glajch	1,724	0
Alan E. Smith	1,470	0
Jennifer R. Condame	765	0

Our Pay for Performance Philosophy

Our executive compensation programs contain key components and features that reinforce our pay for performance philosophy. For example:

A significant portion of our named executive officer s compensation is at-risk, and depends on either meeting performance-based criteria or continuing in service to the company. Both our short-term and long-term incentive compensation programs use goals that tie to our performance in key financial metrics. We pay 50% of our long-term incentive compensation in shares of performance-vested restricted stock. The shares of performance-vested restricted stock cliff vest on the third anniversary of the date of grant only upon the achievement of predetermined performance metrics. Our named executive officers receive the other 50% of long-term incentive compensation in restricted stock that time vests in equal installments of 33 1/3 % on each anniversary of the date of grant, subject to the executive officer s continued service at each such date.

We require all of our named executive officers to hold substantial amounts of our stock. We believe that our robust stock ownership guidelines drive an ownership culture, and enhance the connection between our management and our stockholders.

We do not reimburse or gross-up our named executive officers for any of the taxes associated with any of the compensation and benefits we provide to them.

We maintain double-triggered provisions in our agreements with our named executive officers under which payment is triggered only by certain terminations of employment subsequent to a change in control of our company.

The Compensation Committee incorporates tally sheets as an analytical tool as part of its annual executive compensation review to help ensure that compensation is consistent with performance goals.

We provide limited perquisites and personal benefits beyond those provided to all other employees.

We have a policy prohibiting executive officers and directors from engaging in any hedging or monetization transactions involving our securities.

Our insider trading policy requires executive officers and directors to obtain the prior approval of our legal counsel prior to pledging our stock. As of the record date, none of our executive officers or directors had outstanding pledges of our stock.

1 EBITDA Margin is a financial measure not prepared in accordance with generally accepted accounting principles in the United States (GAAP). For a reconciliation of EBITDA margin to the most directly comparable GAAP measure, see Appendix B to this proxy statement.

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Principles and Objectives

In establishing executive compensation, the guiding principles and objectives of the Compensation Committee are as follows:

- to provide market-competitive compensation that includes an appropriate balance of fixed and incentive elements which allows us to both attract and retain executive personnel best suited by training, ability and other relevant criteria for our management requirements;

- to align our incentive compensation programs with superior business performance in order to maximize shareholder value; and

- to avoid compensation incentives that create undue financial or business risk for our company.

The Compensation Committee reviews the market median and also considers measures of company and industry performance when determining named executive officer compensation, including revenue, net income, earnings per share, EBITDA margin, total market value, average working capital, performance relative to the market and total stockholder return. As described further below under the heading Use of Peer Group Compensation Data and Tally Sheets, from time to time, the Compensation Committee reviews data on the executive compensation programs of other comparably sized companies both within our industry and in our geographic region as part of the process of establishing and maintaining our executive compensation programs.

We designed our executive compensation programs to reward our named executive officers for company and individual performance that maximizes stockholder value. We describe the company and individual performance measures that the Compensation Committee takes into account in determining cash and equity-based incentive awards for our named executive officers below under the headings Annual Cash Incentive Compensation and Long-Term Equity Incentive Compensation, respectively.

How We Make Compensation Decisions

Role of the Compensation Committee

The Compensation Committee designs and implements compensation programs that further the intent and purpose of our fundamental compensation philosophy, principles and objectives. The Compensation Committee is responsible for setting appropriate compensation levels for our named executive officers, and determines base salary, as well as cash and equity-based incentive awards for each of our named executive officers. We provide additional information about the Compensation Committee under the heading Corporate Governance.

Role of Named Executive Officers in Compensation Decisions

Within the framework of the executive compensation programs approved by the Compensation Committee and based on management s review of market competitive positions, our Chief Executive Officer annually reviews the performance of our other named executive officers and presents such performance information to the Compensation Committee. In addition, our Chief Executive Officer makes recommendations to the Compensation Committee with respect to the salary, cash incentive and equity-based incentive compensation paid to our other named executive officers. The Compensation Committee considers such performance information in determining each element of compensation for the other named executive officers. The Compensation Committee uses its discretion to determine whether to accept, reject or modify any adjustments to awards that may be recommended by our Chief Executive Officer. The Compensation Committee annually reviews the performance of our Chief Executive Officer. Our Chief Executive Officer does not play any role with respect to any matter affecting his own compensation.

On an annual basis, our Chief Executive Officer also approves and recommends to the Compensation Committee the individual objectives for our other named executive officers under the Stock Bonus Plan and Cash Bonus Program. The Chairperson of our Compensation Committee, in consultation with the Chairman of our Board of Directors, approves individual objectives for our Chief Executive Officer.

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Use of Outside Consultants by the Compensation Committee

The Compensation Committee believes that it benefits from external advice and assistance to help meet its objectives and fulfill its responsibilities. The Compensation Committee periodically engages outside consultants to educate and inform Committee members with regard to compensation matters, including the advantages and disadvantages of existing and proposed compensation programs, and keeps the Compensation Committee abreast of current and emerging compensation trends both within our industry and for companies of similar size and stature. These consultants also may advise the Compensation Committee with respect to various compensation alternatives, provide the Committee with relevant market compensation data and assist the Committee in analyzing such data when making compensation decisions.

The Compensation Committee typically engages a compensation consultant every few years. During fiscal year 2016, the Compensation Committee engaged Frederic W. Cook & Co., Inc. to assist the Compensation Committee in updating our peer group and analyzing the competitiveness of the target compensation levels for our named executive officers. We will discuss the decisions we made based on this analysis in our proxy statement for the 2017 annual meeting of stockholders.

Use of Peer Group Compensation Data and Tally Sheets

Peer Group Compensation Data. When making compensation decisions, the Compensation Committee may consider executive compensation programs and individual elements of compensation paid to other named executive officers at a group of comparably-sized companies both within our industry and in our geographic region or which we otherwise consider to be our peers. When selecting our peer group shown below, the Compensation Committee considered the companies revenue, market capitalization, number of employees and industry classification.

Allied Motion Technologies Inc.	CECO Environmental	Maxwell Technologies
American Science & Engineering	CUI Global	Natural Gas Services
Ampco-Pittsburgh	Dynamic Materials	OmegaFlex
Aspen Aerogels	Gorman Rupp	Sun Hydraulics
Badger Meter	Hurco Companies	The Eastern Co.
Breeze-Eastern (1)	Key Technology	

(1) This company was acquired in fiscal year 2016 and will not be included in future years.

The Compensation Committee may use peer group compensation data to provide an informational perspective on our compensation practices, levels of base salary and the design of annual cash and long-term equity incentive compensation programs and the overall competitiveness of our compensation program. The Compensation Committee did not make any changes with respect to fiscal year 2016 compensation based on a review of peer group companies. During fiscal year 2016, the Compensation Committee reviewed a competitive analysis provided by its compensation consultant, Frederic W. Cook & Co., Inc. to inform pay decisions with respect to future fiscal years. This competitive analysis compared our named executive officers total target compensation, including base salary, target annual cash incentive and target long-term incentives to the same compensation elements paid to named executive officers in comparable positions with our peer group companies listed above. Our compensation consultant s analysis demonstrated that, on average, our named executive officers fiscal year 2016 total target direct compensation was positioned below the 25^{th} percentile for named executive officers in our peer group. We will discuss the compensation decisions that our Compensation Committee made with respect to future fiscal years based on this competitive analysis in greater detail in our proxy statement for the 2017 annual meeting of stockholders.

Tally Sheets. The Compensation Committee analyzes tally sheets prepared for each named executive officer as part of its responsibilities for our executive compensation programs. Tally sheets present the dollar amount of each component of compensation for each named executive officer. The purpose of tally sheets is to bring together, in summary form, all of the elements of total direct compensation for our named executive officers, so that the Compensation Committee may analyze both the individual elements of compensation (including the weighting of each element as compared to each other element) and the aggregate amount of total direct compensation. During fiscal year 2016, the Compensation Committee regularly used tally sheets to assist in its review of the compensation of our named executive officers. No compensation changes were made with respect to fiscal year 2016 compensation based on those reviews.

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Executive Compensation Components

As discussed in greater detail below, our compensation philosophy focuses on aligning the total direct compensation of our named executive officers with the interests of our stockholders by rewarding performance that enhances the objective of increasing both current and long-term stockholder value. We use the term total direct compensation to refer to the sum of base salary, annual incentive compensation and long-term incentive compensation.

Total Direct Compensation	=	**Base Salary**	+	**Annual Incentive Compensation**	+	**Long-Term Incentive Compensation**

The components of total direct compensation granted during fiscal year 2016 were:

ose	
fficers for services rendered during the fiscal year	Not performance based
ividual objectives	Net income, contribution of executable backlog and individual officer goals linked t
pensation with our business strategy and create value for our stockholders	Equal weighting of our EBITDA margin[2] achieved for fiscal year 2018 as compared
	Not performance based

The Compensation Committee seeks to align our annual and long-term compensation elements to our strategic plan. We strive to strike a balance between establishing incentives that motivate our named executive officers to achieve meaningful results, while ensuring that we sufficiently recognize our named executive officers for achieving results that are within their control. The Compensation Committee believes that the diversity of the selected forms of compensation and the applicable performance metrics help to manage the pay for performance challenges presented by the cyclicality of our business while creating the proper focus among our named executive officers to facilitate our growth.

We establish each element comprising target total direct compensation for the named executive officers annually. We do not have a specific policy for the allocation of compensation between short-term and long-term compensation or cash and equity compensation, as the allocation of these items is primarily driven by market compensation information and company performance and goals.

We generally do not consider gains realized from prior compensation, such as stock option exercises and restricted stock vesting, in setting other elements of compensation. We believe that reducing or limiting restricted stock awards because of prior gains realized by a named executive officer would unfairly penalize the officer for outstanding past performance and reduce the motivation for continued outstanding achievement. Similarly, our severance and change-in-control arrangements, which we discuss in detail under the heading Potential Payments

2 EBITDA margin is a non-GAAP financial measure. For a reconciliation of EBITDA margin to the most directly comparable GAAP measure, see Appendix B to this proxy statement.

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upon Termination or Change in Control, do not affect our decisions regarding other elements of compensation. Those arrangements serve specific purposes that are unrelated to the determination of a named executive officer s compensation for a specific year.

In support of our pay for performance philosophy, our executive compensation is heavily weighted toward incentive (variable) compensation, and the proportion of variable, or at risk, compensation increases as the level of responsibility increases. As shown below, in fiscal year 2016, we provided 50% of our Chief Executive Officer s target compensation through annual and long-term incentive compensation, and, on average, we provide 39% of our other named executive officers target compensation through annual and long-term incentive compensation.

2016 Total Target Compensation

We also provide compensation and benefits to our named executive officers through the following programs:

Compensation Element	Form of Compensation	Purpose
Health and welfare plans	Eligibility to receive health and other welfare benefits paid for by the company, including life insurance, short-and long-term disability insurance and a comprehensive medical and dental plan	Provide a competitive employee benefits program
Retirement benefits	Named executive officers hired prior to January 1, 2003 (Mr. Lines, Mr. Smith and Ms. Condame) participate in a qualified defined benefit pension plan, a qualified defined contribution plan and a non-qualified supplemental retirement plan. Named executive officers hired on or after January 1, 2003 (Mr. Glajch) participate only in the qualified defined contribution plan, and receive an additional company contribution under such plan in lieu of their participation in the defined benefit pension plan.	Provide an incentive for long-term retention of our named executive officers
Limited perquisites and other personal benefits	A $5,000 allowance for our Chief Executive Officer ($2,500 for our other named executive officers) to purchase term life insurance and an additional amount necessary to purchase a personal umbrella insurance policy	Provide a competitive compensation package, facilitate strong, focused performance and better enable us to attract and retain superior employees for key positions

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Stockholder Advisory Vote on Executive Compensation

At our 2015 annual meeting of stockholders, our stockholders approved by 78.6% of the votes represented in person or by proxy, on an advisory basis, the compensation of our named executive officers as disclosed in our 2015 proxy statement, referred to as a say-on-pay vote. Without taking into account broker non-votes, we received approval of 97.0%. At our 2011 annual meeting of stockholders, our stockholders expressed a preference that the say-on-pay vote take place on the annual basis recommended by our Board of Directors. This preference was subsequently adopted by our Board of Directors, and so we are providing our stockholders with a say-on-pay vote this year.

The Compensation Committee evaluated the positive results of the 2015 say-on-pay vote as well as the other factors discussed in this CD&A. While each of these factors informed the Compensation Committee s decisions regarding our executive compensation programs, the Compensation Committee did not implement changes to our executive compensation programs as a result of the 2015 say-on-pay vote.

Annual Base Salaries

The Compensation Committee reviews base salaries for each of our named executive officers at least annually. In general, the Compensation Committee sets base salaries based on the following factors:

- company performance;
- individual performance;
- job responsibilities;
- internal pay equity; and
- base salary levels of similar positions in our peer group.

Consistent with past practice, the Compensation Committee approved 3% increases to the base salaries of each of our named executive officers, effective in the first pay period following March 31, 2015. These increases reflect merit-based increases implemented on a company-wide basis.

Named Executive Officer	Fiscal year 2015 Base Salary	Fiscal year 2016 Base Salary
James R. Lines	$ 360,706	$ 371,527
Jeffrey F. Glajch	$ 254,616	$ 262,254
Alan E. Smith	$ 217,485	$ 224,010
Jennifer R. Condame	$ 159,135	$ 163,909

Effective August 1, 2015, the Compensation Committee approved a $10,000 increase to Mr. Smith s base salary to $234,010 in connection with his promotion to Vice President and General Manager - Batavia.

Annual Cash Incentive Compensation

Our Annual Executive Cash Bonus Program, which we refer to as the Cash Bonus Program, is designed to compensate our named executive officers for above-average performance through an annual cash incentive award related both to company and individual performance. We instituted the Cash Bonus Program to effectively align short-term individual performance with company performance.

The Compensation Committee designed the Cash Bonus Program to provide a clear link between the named executive officers goals and our performance and business objectives. In fiscal year 2016, the Compensation Committee used a combination of net income, contribution of executable backlog and personal goals as the performance metrics to evaluate our named executive officers performance under the Cash Bonus Program. The net income performance metric is based on 2016 fiscal year-end results. Contribution of executable backlog is defined as contribution dollars planned for major orders in backlog at March 31, 2016 to be executed in fiscal year 2017. Planned contribution dollars equals estimated revenue less direct material and direct labor costs. The Compensation Committee selected net income and contribution of executable backlog as the quantitative measures of short-term performance because it believes that these metrics capture our annual profitability and growth. The Compensation Committee believes the contribution of executable backlog metric motivates our named executive officers to increase productivity and profitability by entering orders into backlog for execution in the near-term, while at the same time focusing on the quality or profitability of such orders.

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For fiscal year 2016, the Compensation Committee established personal goals for our named executive officers, which included the following:

- Mr. Lines - strengthen existing business s financial performance and capacity for growth by executing on our strategic plan. Specific goals include increasing backlog at our subsidiary, Energy Steel; hiring for key positions; pursuit of joint ventures and acquisitions; and further development of our strategic plan to create long-term stockholder value.

- Mr. Glajch - Reduce risk in the company s defined benefit pension plan; pursue joint ventures and acquisitions; and increase our public company brand awareness through investor feedback and increased analyst coverage.

- Mr. Smith - develop and implement enhanced supply chain management in furtherance of our strategic plan; further develop our organizational structure; and develop a corporate operations strategy in cooperation with our Chief Executive Officer.

- Ms. Condame - improve and upgrade current payroll systems; improve the credit approval and monitoring process at our subsidiary, Graham Vacuum and Heat Transfer Technology (Suzhou) Co., Ltd.; and ensure readiness with new revenue recognition accounting standard.

The Compensation Committee assigned the weightings applicable to the three metrics to align our named executive officers goals with our current business objectives as follows:

Metric	Weighting
Net income	40%
Contribution of executable backlog	40%
Personal goals	20%

The Compensation Committee typically establishes the goals for the Cash Bonus Program during our annual budgeting process following the commencement of the fiscal year. The Compensation Committee typically approves such goals during our first quarter, subject to the ratification of our Board of Directors. The Chairperson of our Compensation Committee, in consultation with the Chairman of our Board, approves personal goals for our Chief Executive Officer. Our Chief Executive Officer develops the personal goals for our other named executive officers in alignment with our corporate strategy and recommends these goals to our Compensation Committee Chairperson for approval.

For fiscal year 2016, the Compensation Committee set target bonus levels at 100% attainment of both company and individual objectives as follows: Mr. Lines - 60% of base salary; Mr. Glajch - 35% of base salary; Mr. Smith - 35% of base salary; and Ms. Condame - 25% of base salary. The Compensation Committee uses an above target level and a stretch maximum payout level to better incentivize and reward above target performance. Each named executive officer may receive anywhere from 0% to 200% of his or her target bonus level depending on the attainment of objectives, as follows:

Target Level	Payout as Percentage of Target Bonus
Below Threshold	0%
Threshold	50%
Target	100%
Above Target	150%
Maximum	200%

We may use linear interpolation to determine the percentage of the target bonus payable based on performance in between threshold and target, target and above target or above target and maximum. The Compensation Committee may consider extraordinary events that either positively or negatively affect financial performance, and may in its discretion include or exclude the impact of these events in approving awards under the Cash Bonus Program. The Compensation Committee did not exercise this discretion during fiscal year 2016.

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For fiscal year 2016, threshold, target, above target, maximum and actual quantitative performance metrics used under the Cash Bonus Program were as follows (millions of dollars):

Performance Measure	Threshold	Target	Above Target	Maximum	Actual
Net Income	$9.5	$10.5	$12.6	$14.0	$6.1
Contribution of Executable Backlog	$29.2	$35.5	$38.0	$40.0	$26.4

The Compensation Committee may consider extraordinary events that either positively or negatively affect financial performance, and may in its discretion, include or exclude the impact of these events in approving awards under the Cash Bonus Program. The Compensation Committee did not exercise this discretion during fiscal year 2016.

At its May 24, 2016 meeting, the Compensation Committee reviewed each named executive officer s achievement of company and individual objectives during fiscal year 2016 and approved the award of cash incentive compensation under the Cash Bonus Program. Based on our performance during fiscal year 2016, the Compensation Committee determined that our named executive officers did not meet the threshold levels under the net income and contribution of executable backlog components of their respective awards under the Cash Bonus Program. The Compensation Committee determined that each of our named executive officers achieved the following percentages of their respective target personal goals: Mr. Lines - 85%; Mr. Glajch - 100%; Mr. Smith - 130% and Ms. Condame - 80%. Based on these results, the cash incentive compensation earned under the Cash Bonus Program for our named executive officers for fiscal year 2016 was as follows:

Named Executive Officer	Bonus Award	Percent of Target Bonus	Percent of Maximum Available Bonus
James R. Lines	$ 37,896	17%	9%
Jeffrey F. Glajch	$ 18,358	20%	10%
Alan E. Smith	$ 20,992	26%	13%
Jennifer R. Condame	$ 6,556	16%	8%

The Compensation Committee sets what it believes are challenging goals for maximum bonus awards and expects that maximum bonus awards will be made only in extraordinary circumstances.

The amount of these cash awards earned by each named executive officer in fiscal year 2016 is shown in the Non-Equity Incentive Plan Compensation column of the Fiscal Year 2016 Summary Compensation Table.

Under the Cash Bonus Program, special awards may be made to a named executive officer who has made an extraordinary contribution to us during the fiscal year. Such awards are generally recommended in writing by our Chief Executive Officer to the Chairperson of the Compensation Committee and approved by the Compensation Committee before grant. The Compensation Committee did not approve any such awards in fiscal year 2016.

Long-Term Equity Incentive Compensation

The Compensation Committee designed our Annual Stock-Based Long-Term Incentive Award Plan for Senior Executives, which we refer to as the Stock Bonus Plan, to motivate our named executive officers to increase stockholder value by providing them with long-term stock-based awards for above-average company performance. Our long-term incentive opportunities are intended to be competitive with the long-term incentive opportunities offered by the companies constituting our peer group. We issue shares of restricted stock pursuant to our Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value, which we refer to as the Incentive Plan, a comprehensive executive compensation plan that provides for the grant of stock options, restricted stock and other stock-related awards, as well as other awards that may be settled in cash or other property. All of our named executive officers are eligible to participate in the Incentive Plan. The Incentive Plan in effect during fiscal year 2016 will expire by its terms on July 28, 2016. Our Board of Directors has approved an amended and restated Incentive Plan that will become effective upon approval by our stockholders

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at the annual meeting. The terms of the amended and restated version of the Incentive Plan are described in Proposal Three: Approval of the Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value in this proxy statement.

The Compensation Committee designed the Stock Bonus Plan to create a tight link between the named executive officers goals and the company s performance and business objectives. In fiscal year 2016, the Compensation Committee granted one half of the restricted stock awards in time-vested restricted stock and the other half in performance-vested restricted stock. The Compensation Committee chose these forms of awards in consideration of the company s current approach to risk and the traditional cyclicality of the company s business.

Time-Vested Restricted Stock. We grant time-vested restricted stock because we believe that time-vested restricted stock helps us retain our named executive officers by offering our named executive officers the opportunity to receive shares of our common stock if they continue to be employed by us on the date the time-vested restricted stock vests. The Compensation Committee determines the number of shares of time-vested restricted stock to award to our named executive officers under the Stock Bonus Plan based on a percentage of each named executive officer s annual base salary. Unless the Compensation Committee determines otherwise, shares granted vest in installments of one-third on each anniversary of grant.

Performance-Vested Restricted Stock. We grant performance-vested restricted stock because we believe that performance-vested restricted stock helps us reward our named executive officers by conditioning the grant of restricted stock upon the satisfaction of predetermined company objectives. Unless the Compensation Committee determines otherwise, the shares of performance-vested restricted stock cliff vest on the third anniversary of the date of grant, subject to satisfaction of the performance metrics for the applicable three-year period. The Compensation Committee typically sets the metrics applicable to the performance-vested restricted stock just prior to the start of the fiscal year, and finalizes and approves such metrics and the other terms of the restricted stock grants during our first quarter.

For fiscal year 2016 grants, the performance metrics applicable to the performance-vested restricted stock consist of a relative metric (our EBITDA margin for fiscal year 2018 as compared to the Baird Industrial Company Composite for calendar year 2017) and an absolute metric (net revenue for fiscal year 2018). Once the Compensation Committee determines the achievement of the performance criteria for fiscal year 2018, it will adjust the actual number of shares to which each named executive officer is entitled accordingly. Any unearned shares are forfeited back to the company.

The Compensation Committee seeks to establish performance goals that are challenging but attainable based on our business and financial plan for the year. When establishing performance goals, the Compensation Committee reviews and discusses our business and financial plans for that year and the opportunity to generate stockholder value. The Compensation Committee establishes a range of performance goals for the year as well as individual payment thresholds, targets and maximums for each goal.

Forfeitures. If the named executive officers terminate their employment for reasons other than death or disability prior to the vesting of restricted shares, they will forfeit those shares. Dividends paid on unvested shares of restricted stock are subject to forfeiture if the underlying shares are forfeited.

Additional information regarding the restricted stock awards granted to each named executive officer in fiscal year 2016 is set forth in the Fiscal Year 2016 Summary Compensation Table, the Fiscal Year 2016 Grants of Plan-Based Awards Table and in the narrative that follows the tables.

Perquisites and Other Personal Benefits

We provide limited perquisites and benefits to attract, retain and reward named executive officers by providing an overall benefit package similar to those received by similarly-situated executive officers at comparably-sized companies in our industry and geographic region.

During fiscal year 2016, we paid premiums for life insurance policies for the benefit of each of our named executive officers. In addition, all of our named executive officers participate in our short-term disability program that is available to our managers and executive officers. We also make available to our named executive officers health insurance and long-term disability programs that are generally available to our salaried employees.

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Our named executive officers also receive up to $2,500 for the purpose of purchasing term life insurance with a named beneficiary of each officer s choosing as well as an additional amount necessary for our named executive officers to purchase a personal umbrella insurance policy. Our Chief Executive Officer is entitled to up to $5,000 for the purpose of purchasing term life insurance.

Retirement Benefits

We provide retirement benefits to our named executive officers to attract, retain and reward named executive officers by providing an overall benefit package similar to those received by similarly situated executive officers at comparably sized companies in our industry and geographic region.

Mr. Lines, Mr. Smith and Ms. Condame are all eligible to participate in our Retirement Income Plan, which is a defined benefit pension plan for the benefit of our domestic employees hired prior to January 1, 2003. Benefits are based on the employee s years of service and average annual base salary for the five highest consecutive calendar years of compensation in the ten-year period preceding retirement, reduced to take into account a participant s Social Security benefits paid for by the company.

All of our named executive officers participate in our Incentive Savings Plan, which is a defined contribution plan that provides for both employer and employee contributions. The Incentive Savings Plan uses a safe harbor design that provides for a matching contribution of 100% of a participant s deferrals up to 3% of compensation plus 50% of deferrals in excess of 3% but not in excess of 5% of compensation (for a maximum 4% matching contribution). Additionally, eligible employees hired after January 1, 2003, which included Mr. Glajch, with at least one hour of service during the relevant plan year who are employed by us at the end of such year receive a contribution in an amount equal to 3.25% of eligible compensation received during such year, which contribution is paid on the first $265,000 of compensation, as adjusted for cost-of-living increases, in accordance with Section 401(a)(17) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. The amounts allocated to participants under the Incentive Savings Plan fully vest after four years of employment.

We also make available to our named executive officers who participate in our Retirement Income Plan our Supplemental Executive Retirement Plan, which we refer to as the Supplemental Plan. The Supplemental Plan is intended to provide eligible participants and their surviving spouses and beneficiaries with the amount of employer-provided retirement benefits that the Retirement Income Plan would provide, but for the limitation on compensation that may be recognized under tax-qualified plans imposed by Section 401(a)(17) of the Code and the limitations on benefits imposed by Section 415 of the Code.

We have provided more information about our defined benefit retirement plans and the benefits payable to our named executive officers under such plans under the heading Pension Benefits at March 31, 2016.

Employment Agreements and Potential Payments upon Termination or Change in Control

We have employment agreements with each of our named executive officers. The decisions to enter into employment agreements and the terms of those agreements were based on our need to motivate and retain talent for our long-term growth. The material terms of the employment agreements with our named executive officers are described under the heading Employment Agreements in the Narrative to the Fiscal Year 2016 Summary Compensation Table and Fiscal Year 2016 Grants of Plan-Based Awards Table.

We have agreed to provide payments to each of our named executive officers in the event of a termination of employment as a result of normal and early retirement, involuntary termination, death and disability. Mr. Lines and Mr. Glajch are also eligible to receive additional payments in the event of termination following a change in control. We believe these arrangements promote stability and continuity of leadership to the benefit of our named executive officers and the company. See Potential Payments upon Termination or Change in Control for further information regarding these arrangements.

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Stock Ownership Guidelines

In order to more closely align the interests of our named executive officers with the interests of our stockholders, the Compensation Committee has established minimum stock ownership guidelines that require our named executive officers to work towards acquiring and maintaining specific levels of equity ownership interests in our common stock within specified time frames. A summary of our current stock ownership guidelines for our named executive officers is as follows:

Position	Stock Ownership Guideline
Chief Executive Officer	Common stock with a value equal to at least 3.00 times his annual base salary
Other named executive officers	Common stock with a value equal to at least 1.00 times his or her annual base salary

Our stock ownership guidelines also require our named executive officers to retain 50% of the net shares realized (after tax) when a restricted stock award vests or a stock option is exercised until they are in compliance with the guidelines, unless waived by the Chairperson of the Compensation Committee.

The Compensation Committee monitors the progress made by our named executive officers in achieving their stock ownership guidelines and, if circumstances warrant, may modify the guidelines and/or time frames for one or more of our named executive officers. Under the guidelines, our named executive officers are directed to be in compliance with their respective ownership objectives within five years of becoming a named executive officer. If a named executive officer does not meet his or her ownership guidelines, the Compensation Committee may take that fact into consideration when evaluating such executive s overall performance. As of the end of fiscal year 2016, all of our named executive officers were in compliance with our stock ownership guidelines, with the exception of Mr. Lines, whose stock ownership met approximately 91% of his stock ownership guideline.

Certain Tax and Accounting Implications

We periodically review accounting and tax laws, rules and regulations that may apply to our compensation programs. However, tax and accounting considerations have not significantly impacted the compensation programs that we offer to our named executive officers.

The Impact of Deductibility of Compensation. As part of its role, the Compensation Committee reviews and considers the deductibility of executive compensation under Section 162(m) of the Code, which provides that we may not deduct compensation of more than $1,000,000 that is paid to certain individuals. The Compensation Committee reserves the ability to approve compensation that will not meet these requirements in order to ensure competitive levels of total compensation for its named executive officers.

Accounting for Stock-Based Compensation. We account for stock-based employee compensation at fair value of the awards on the grant date and recognize the related cost in our statements of operations and retained earnings in accordance with Financial Accounting Standards Board Accounting Standards Codification 718, Compensation-Stock Compensation, which we refer to as FASB ASC Topic 718, formerly SFAS No. 123(R), Share-Based Payment, which we adopted effective April 1, 2006 utilizing the modified prospective method. These stock-based payments include awards made under our Incentive Plan.

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Compensation Committee Report

The Compensation Committee, which consists entirely of independent Directors, has reviewed and discussed with management the Compensation Discussion and Analysis included in this proxy statement in accordance with Item 402(b) of Regulation S-K, as promulgated by the Securities and Exchange Commission. Based on such review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and our annual report on Form 10-K for the fiscal year ended March 31, 2016.

Compensation Committee:

Lisa M. Schnorr, Chairperson

Alan Fortier

James J. Malvaso

Jonathan W. Painter

Risk Considerations in our Compensation Programs

Each year, we undertake a company-wide analysis of our compensation programs to assess whether they create risks that are reasonably likely to have a material adverse effect on our business. In fiscal year 2016, the Compensation Committee conducted its own risk assessment for our compensation programs and plans. As part of that assessment, the Compensation Committee reviewed the intent, purposes and practices of our compensation programs and plans. The Compensation Committee conducted this review in connection with a review of our business and growth strategies. Based on these reviews, we have concluded that our compensation programs are appropriately tailored to encourage employees to grow our business without incentivizing them to do so in a way that is reasonably likely to have a material adverse effect on our company.

For example, our Cash Bonus Program and our Stock Bonus Plan, which are our two primary executive compensation programs, balance each other by providing compensation that rewards short-term (Cash Bonus Program) and long-term (Stock Bonus Plan) performance. The Cash Bonus Program balances risk by considering several performance metrics and capping the maximum payout a named executive officer can receive at 200% of target bonus level (target bonus level is between 60% and 25% of base salary for each of our named executive officers). In addition, our Stock Bonus Plan provides balanced incentives through equity-based compensation awards, which include time-vested restricted stock and performance-vested restricted stock. The Compensation Committee believes that this mix of incentives, together with our executive stock ownership guidelines encourages our named executive officers to achieve both short-term operating and long-term strategic objectives, including the long-term performance of our stock.

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Fiscal Year 2016 Summary Compensation Table

The following table shows information regarding the compensation of our named executive officers for services rendered to us in all capacities for the fiscal years ended March 31, 2016, 2015 and 2014.

Name and Principal Position	Fiscal Year	Salary (1) ($)	Bonus ($)	Stock Awards (2)(3) ($)	Non-Equity Incentive Plan Compensation (4) ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (5) ($)	All Other Compensation (6) ($)	Total ($)
James R. Lines,	2016	371,527		151,502	37,896	67,027	18,907	646,859
President and Chief	2015	360,706		147,070	306,023	359,412	32,755	1,205,966
Executive Officer	2014	350,200		136,032	191,629	75,818	18,797	772,476
(principal executive officer)								
Jeffrey F. Glajch	2016	262,254		89,097	18,358		24,682	394,391
Vice President - Finance	2015	254,616		86,502	122,980		23,735	487,833
	2014	247,200		82,752	78,517		23,243	431,712
& Administration and								
Chief Financial Officer								
(principal financial officer)								
Alan E. Smith	2016	230,677		76,098	20,992	43,482	15,316	386,565
Vice President and General	2015	217,485		73,902	123,504	147,323	14,976	577,190
Manager - Batavia	2014	211,150		70,560	80,923	34,439	14,731	411,803
Jennifer R. Condame	2016	163,909		39,784	6,556	27,761	15,313	253,323
Controller and Chief	2015	159,135		38,646	65,345	122,581	12,289	397,996
Accounting Officer	2014	154,500		36,720	36,018	25,093	16,185	268,516

(1) The amounts shown in this column include cash compensation earned and paid, and cash compensation deferred at the election of each named executive officer under our Incentive Savings Plan (our 401(k) plan).

(2) Restricted stock awards are granted under our Incentive Plan. The dollar values of time-vested restricted stock awards shown in this column are equal to the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. The grant date fair value of the performance-vested restricted stock awards shown in this column is computed based upon the probable outcome of the performance goals as of the grant date, in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. The maximum value of the performance-vested restricted stock awards, assuming the highest level of performance conditions is achieved, is as follows for fiscal year 2016: Mr. Lines - $151,502; Mr. Glajch - $89,907; Mr. Smith - $76,098; Ms. Condame - $39,784. We discuss the assumptions used to calculate grant date fair value in Note 11 (Stock Compensation Plans) to the Consolidated Financial Statements in our annual reports on Form 10-K for the fiscal years ended March 31, 2016 and March 31, 2015 and in Note 12 (Stock Compensation Plans) to the Consolidated Financial Statements in our annual report on Form 10-K for the fiscal year ended March 31, 2014.

(3) Additional information regarding the performance-vested restricted stock granted to our named executive officers in fiscal year 2016 is shown in the Fiscal Year 2016 Grants of Plan-Based Awards table.

(4) The amounts shown in this column reflect the cash payment made to our named executive officers under the Cash Bonus Program in effect for fiscal year 2016. Payments under the Cash Bonus Program were determined by the Compensation Committee of our Board of Directors on May 24, 2016.

(5) The amounts shown in this column reflect the changes in the actuarial present values under our Retirement Income Plan and our Supplemental Plan. See Pension Benefits at March 31, 2016 for more information on our Retirement Income Plan and our Supplemental Plan.

(6) All Other Compensation consists of the following:

Named Executive Officer	Insurance ($)	401(k) Plan Matching Contributions ($)	401(k) Plan Non-elective Contributions ($)	Total ($)
James R. Lines	8,199	10,708		18,907
Jeffrey F. Glajch	5,545	10,676	8,461	24,682
Alan E. Smith	4,551	10,765		15,316
Jennifer R. Condame	4,665	10,648		15,313

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Fiscal Year 2016 Grants of Plan-Based Awards

The following table shows information regarding the grants of annual incentive cash compensation and restricted stock during fiscal year 2016 to our named executive officers.

			Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock and Option Awards (3)
Name	Type of Award	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold ($)	Target ($)	Maximum ($)	(#)	($)
James R. Lines	Performance-Vested Restricted Stock	5/28/15				37,875	75,751	151,502		75,751
	Time-Vested Restricted Stock	5/28/15							3,275	75,751
	Annual Incentive		111,458	222,916	445,832					
Jeffrey F. Glajch	Performance-Vested Restricted Stock	5/28/15				22,274	44,548	89,097		44,548
	Time-Vested Restricted Stock	5/28/15							1,926	44,548
	Annual Incentive		45,894	91,789	183,578					
Alan E. Smith	Performance-Vested Restricted Stock	5/28/15				19,025	38,049	76,098		38,049
	Time-Vested Restricted Stock	5/28/15							1,645	38,049
	Annual Incentive		40,368	80,737	161,474					
Jennifer R. Condame	Performance-Vested Restricted Stock	5/28/15				9,946	19,892	39,784		19,892
	Time-Vested Restricted Stock	5/28/15							860	19,892
	Annual Incentive		20,489	40,977	81,955					

(1) The amounts shown in these columns reflect the incentive cash compensation amounts that potentially could have been earned during fiscal year 2016 based upon the achievement of company and individual performance goals under our Cash Bonus Program. The amounts of actual cash awards earned in fiscal year 2016 by our named executive officers under our Cash Bonus Program are set forth in the Non-Equity Incentive Plan Compensation column in the Fiscal Year 2016 Summary Compensation Table. For more information regarding annual incentive cash compensation under our Cash Bonus Program, see Annual Cash Incentive Compensation in the CD&A.

(2) Our restricted stock awards are denominated in dollars, but payable in stock. We determine the number of shares of restricted stock to grant by dividing the dollar value of the award by the closing price of a share of our common stock on the date of grant. For more information regarding restricted stock awards under our Stock Bonus Plan, see Performance-Vested Restricted Stock under the heading Long-Term Equity Incentive Compensation in the CD&A and Awards Granted in Fiscal Year 2016 in the Narrative to the Fiscal Year 2016 Summary Compensation Table and Fiscal Year 2016 Grants of Plan-Based Awards Table.

(3) The dollar values of stock options and restricted stock disclosed in this column are equal to the aggregate grant date fair value computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. The grant date fair value of the performance-vested restricted stock awards is computed based upon the probable outcome of the performance goals as of the grant date. A discussion of the assumptions used to calculate the grant date fair values is set forth in Note 11 (Stock Compensation Plans) to the Consolidated Financial Statements in our annual report on Form 10-K for the fiscal year ended March 31, 2016.

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Narrative to the Fiscal Year 2016 Summary Compensation Table and Fiscal Year 2016 Grants of Plan-Based Awards Table

Awards Granted in Fiscal Year 2016

The Compensation Committee determines the number of shares of restricted stock to award to our named executive officers based on a percentage of each named executive officer s annual base salary. The Compensation Committee determined the number of shares of performance-vested restricted stock to award to our named executive officers by using each such officer s Long-Term Incentive Percentage, which we refer to as the L-T Percentage. For fiscal year 2016, the L-T Percentage in effect for each of our named executive officers was as follows: Mr. Lines - 42%; Mr. Glajch - 35%; Mr. Smith - 35%; and Ms. Condame - 25%.

The number of shares of restricted stock was determined by multiplying 50% of each named executive officer s base salary then in effect by such officer s L-T Percentage, and then dividing the product by the closing price of our common stock on the date of grant.

The closing price of our common stock on May 28, 2015 was $23.13 without adjusting for the payment of dividends. The number of shares of time-vested restricted stock and the number of shares of performance-vested restricted stock granted to our named executive officers in fiscal year 2016 are as follows:

	Number of Shares of Restricted Stock Granted	
Named Executive Officer	**Performance-Vested [(1)(2)]**	**Time-Vested [(1)]**
James R. Lines	3,275	3,275
Jeffrey F. Glajch	1,926	1,926
Alan E. Smith	1,645	1,645
Jennifer R. Condame	860	860

(1) In the event a named executive officer s employment terminates prior to the conclusion of the applicable vesting period for reasons other than death or disability, such officer s right to receive the restricted stock will be forfeited.

(2) The number of shares that will vest at the end of fiscal year 2018 is based upon our achievement of two performance criteria. Those performance criteria consist of a relative metric (our EBITDA margin for fiscal year 2018 as compared to the Baird Industrial Company Composite for calendar year 2017) and an absolute metric (net revenue for fiscal year 2018). Once achievement of the performance criteria is determined for fiscal year 2018, the actual number of shares to which each named executive officer is entitled will be adjusted accordingly, with any unearned shares being forfeited back to the company. The number of shares assumes achievement of the performance criteria for a target award.

Vesting

For fiscal year 2016, shares of time-vested restricted stock vest in installments of one-third on each anniversary of grant over three years. Prior to fiscal year 2015, 50% of the shares of time-vested restricted stock vest on the second anniversary of the date of grant and the remaining 50% of the shares vest on the fourth anniversary of the date of grant. The shares of performance-vested restricted stock cliff vest on the last day of the third fiscal year following the fiscal year of grant, subject to satisfaction of the performance metrics for the applicable three-year period.

We pay dividends on unvested restricted stock, but these dividends are subject to recovery if the applicable vesting conditions are not met.

Option Grants

Prior to fiscal year 2014, we granted stock options under the Incentive Plan. Our named executive officers only realize the compensation if our stock price increases over the term of the award, which aligned this element of compensation with our performance. Outstanding stock options vest over a three-year period, with 33 1/3% of the shares subject to such option vesting on each of the first, second and third anniversaries of the date of grant.

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Employment Agreements

During fiscal year 2016, we were a party to employment agreements with Mr. Lines, Mr. Glajch, Mr. Smith and Ms. Condame. The following is a summary of the key terms of each of these employment agreements.

James R. Lines. On August 1, 2006, we entered into an employment agreement with Mr. Lines, as subsequently amended on December 31, 2008, which provides that Mr. Lines will receive an annual minimum base salary as well as other customary benefits. Mr. Lines is also eligible under the agreement to receive discretionary bonuses. The agreement automatically renews such that it always has a one-year term remaining, unless we or Mr. Lines elect not to extend the term further, in which case the term will end on the first anniversary of the date on which notice of such election not to extend is given. If not terminated sooner, the agreement will end on the last day of the month in which Mr. Lines turns 65.

Pursuant to our employment agreement with Mr. Lines, if he resigns for reasons other than a material breach of the agreement by us, departs from our employment without the approval of our Board of Directors, or is discharged for cause, he will be subject to an 18-month covenant not to compete with us, not to interfere in certain of our business relationships, and not to disclose to anyone our confidential information.

Our employment agreement with Mr. Lines also provides for us to make certain payments to him in the event we terminate his employment without cause or upon the occurrence of certain events relating to a change in control of the company, as described under Involuntary Termination and Termination Following a Change in Control under the heading Potential Payments Upon Termination or Change in Control.

Our employment agreement with Mr. Lines provides that we will indemnify him for all acts or omissions and for any suits brought against him which relate to duties he performed in good faith for us.

Jeffrey F. Glajch. On March 2, 2009, we entered into an employment agreement with Mr. Glajch, as subsequently amended on July 29, 2010, to serve as our Vice President - Finance & Administration and Chief Financial Officer. The agreement provides that Mr. Glajch will receive an annual minimum base salary as well as other customary benefits. The agreement automatically renews such that it always has a one-year term remaining, unless we or Mr. Glajch elect not to extend the term further, in which case the term will end on the first anniversary of the date on which notice of such election not to extend is given. If not terminated sooner, the agreement will end on the last day of the month in which Mr. Glajch turns 65.

Pursuant to our employment agreement with Mr. Glajch, if his employment with us is terminated for any reason, he will be subject to an 18-month covenant not to compete with us, not to interfere in certain of our business relationships, and not to disclose to anyone our confidential information.

Our employment agreement with Mr. Glajch also provides for us to make certain payments to him in the event we terminate his employment without cause or upon the occurrence of certain events relating to a change in control of the company, as described under Involuntary Termination and Termination Following a Change in Control under the heading Potential Payments Upon Termination or Change in Control.

Our employment agreement with Mr. Glajch provides that we will indemnify him for all acts or omissions and for any suits brought against him which relate to duties he performed in good faith for us.

Alan E. Smith. On July 30, 2007, we entered into an employment agreement with Mr. Smith, as subsequently amended on December 31, 2008. The agreement provides that Mr. Smith will receive an annual minimum base salary as well as other customary benefits. Mr. Smith s agreement automatically renews such that it always has a one-year term remaining, unless we or Mr. Smith elect not to extend the term further, in which case the term will end on the first anniversary of the date on which notice of such election not to extend is given. If not terminated sooner, the agreement will end on the last day of the month in which Mr. Smith turns 65.

Pursuant to our employment agreement with Mr. Smith, if his employment with us is terminated for any reason, he will be subject to an 18-month covenant not to compete with us, not to interfere in certain of our business relationships, and not to disclose to anyone our confidential information.

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Our employment agreement with Mr. Smith also provides for us to make certain payments to him in the event we terminate his employment without cause as described below under Involuntary Termination under the heading Potential Payments Upon Termination or Change in Control.

Our employment agreement with Mr. Smith provides that we will indemnify him for all acts or omissions and for any suits brought against him which relate to duties he performed in good faith for us.

Jennifer R. Condame. On July 25, 2013, we entered into an employment agreement with Ms. Condame. The agreement provides that Ms. Condame will receive an annual minimum base salary as well as other customary benefits. Ms. Condame s agreement automatically renews such that it always has a one-year term remaining, unless we or Ms. Condame elect not to extend the term further, in which case the term will end on the first anniversary of the date on which notice of such election not to extend is given. If not terminated sooner, the agreement will end on the last day of the month in which Ms. Condame turns 65.

Pursuant to our employment agreement with Ms. Condame, if her employment with us is terminated for any reason, she will be subject to an 18-month covenant not to compete with us, not to interfere in certain of our business relationships, and not to disclose to anyone our confidential information.

Our employment agreement with Ms. Condame also provides for us to make certain payments to her in the event we terminate her employment without cause as described below under Involuntary Termination under the heading Potential Payments Upon Termination or Change in Control.

Our employment agreement with Ms. Condame provides that we will indemnify her for all acts or omissions and for any suits brought against her which relate to duties she performed in good faith for us.

Additional Information

We have provided additional information regarding the compensation we pay to our named executive officers in the CD&A, and encourage you to read the above tables and their footnotes in conjunction with such information.

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Outstanding Equity Awards at March 31, 2016

The following table shows information regarding the number of unexercised stock options and the number and value of unvested restricted stock awards held by our named executive officers at March 31, 2016.

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
James R. Lines	2,532		30.88	5/29/2018				
	1,974		15.22	5/28/2019				
	3,092		15.25	5/20/2020				
	10,894		18.65	5/30/2022				
					945(1)	18,815		
					1,736(2)	34,564		
					3,275(3)	65,205		
							5,668(5)	112,850
							5,206(6)	103,651
							6,550(7)	130,411