Dolby Laboratories, Inc.
Form DEF 14A
December 21, 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

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

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

DOLBY LABORATORIES, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

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

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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Dolby Laboratories, Inc.

1275 Market Street

San Francisco, California 94103

(415) 558-0200

December 21, 2016

Dear Stockholder:

We cordially invite you to attend the Annual Meeting of Stockholders of Dolby Laboratories, Inc. to be held on Tuesday, February 7, 2017, at 10:30 a.m. Pacific Time at our principal executive offices located at 1275 Market Street, San Francisco, California 94103. We are making available the accompanying Notice of Annual Meeting, Proxy Statement and form of proxy card or voting instruction form to you on or about December 21, 2016.

We are pleased to furnish proxy materials to stockholders primarily over the internet. We believe that this process expedites stockholders receipt of proxy materials, lowers the costs of our Annual Meeting, and conserves natural resources. On or about December 21, 2016, we mailed to our stockholders a notice that includes instructions on how to access our Proxy Statement and 2016 Annual Report and how to vote online. The notice also includes instructions on how you can receive a paper copy of your Annual Meeting materials, including the Notice of Annual Meeting, Proxy Statement and proxy card or voting instruction form. If you elected to receive your Annual Meeting materials by mail, the Notice of Annual Meeting, Proxy Statement and proxy card or voting instruction form were enclosed. If you elected to receive your Annual Meeting materials via e-mail, the e-mail contains voting instructions and links to the 2016 Annual Report and the Proxy Statement, both of which are available at http://investor.dolby.com/annuals-proxies.cfm.

Details regarding admission to, and the business to be conducted at, the Annual Meeting are described in the accompanying Notice of Annual Meeting and Proxy Statement. A copy of our 2016 Annual Report is included with the Proxy Statement for those stockholders who are receiving paper copies of the proxy materials.

Your vote is important. Regardless of whether you plan to attend the Annual Meeting, we hope that you will vote as soon as possible. You may vote over the internet, by telephone or by mailing a proxy card or voting instruction form. Please review the instructions on the proxy card or voting instruction form regarding each of these voting options. Voting will ensure your representation at the Annual Meeting regardless of whether you attend in person.

Thank you for your ongoing support of Dolby Laboratories, Inc.

Sincerely yours,

Kevin Yeaman

President and Chief Executive Officer

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Dolby Laboratories, Inc.

Notice of Annual Meeting of Stockholders

to be held on February 7, 2017

To the Stockholders of Dolby Laboratories, Inc.:

The Annual Meeting of Stockholders of Dolby Laboratories, Inc., a Delaware corporation, will be held at our principal executive offices located at 1275 Market Street, San Francisco, California 94103 on Tuesday, February 7, 2017, at 10:30 a.m. Pacific Time, for the following purposes:

1. To elect nine directors to serve until the 2018 Annual Meeting of Stockholders or until their successors are duly elected and qualified;

2. To vote upon a proposal to amend and restate our 2005 Stock Plan to reserve an additional 8,000,000 shares of our Class A Common Stock for issuance thereunder and to re-approve the menu of performance-based compensation measures previously established under the plan;

3. To hold an advisory vote to approve the compensation of our Named Executive Officers as described in the Proxy Statement accompanying this Notice;

4. To ratify the appointment of KPMG LLP as Dolby s independent registered public accounting firm for the fiscal year ending September 29, 2017; and

5. To transact such other business as may properly come before the Annual Meeting and any postponement, adjournment or continuation of the Annual Meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice. We are not aware of any other business to come before the Annual Meeting.

Only stockholders of record as of the close of business on December 12, 2016 and their proxies are entitled to notice of and to vote at the Annual Meeting and any postponement, adjournment or continuation thereof.

All stockholders are invited to attend the Annual Meeting in person. Any stockholder attending the Annual Meeting may vote in person even if the stockholder returned a proxy card. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the Annual Meeting, you must obtain a legal proxy issued in your name from the record holder giving you the right to vote the shares. **You will need to bring proof of ownership to enter the Annual Meeting.**

By Order of the Board of Directors,

Andy Sherman

Secretary

December 21, 2016

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, WE ENCOURAGE YOU TO READ THE PROXY STATEMENT ACCOMPANYING THIS NOTICE AND SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING. YOU MAY SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS FOR THE ANNUAL MEETING BY COMPLETING, SIGNING, DATING AND RETURNING YOUR PROXY CARD OR VOTING INSTRUCTION FORM IN THE PRE-ADDRESSED ENVELOPE PROVIDED, OR, IN MOST CASES, BY USING THE TELEPHONE OR THE INTERNET. FOR SPECIFIC INSTRUCTIONS ON HOW TO VOTE YOUR SHARES, PLEASE REFER TO THE SECTION ENTITLED ADDITIONAL MEETING MATTERS IN THE PROXY STATEMENT ACCOMPANYING THIS NOTICE AND THE INSTRUCTIONS ON THE PROXY CARD OR VOTING INSTRUCTION FORM. EVEN IF YOU HAVE GIVEN YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE ANNUAL MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE ANNUAL MEETING, YOU MUST OBTAIN A LEGAL PROXY ISSUED IN YOUR NAME FROM THE RECORD HOLDER.

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PROXY STATEMENT SUMMARY

This summary highlights certain information contained elsewhere in this Proxy Statement. You should read the entire Proxy Statement carefully before voting as this summary does not contain all of the information that you should consider.

2017 Annual Meeting of Stockholders

Date and Time:	Tuesday, February 7, 2017 at 10:30 a.m. Pacific Time
Place:	Dolby s principal executive offices, 1275 Market Street, San Francisco, California 94103
Record Date:	December 12, 2016

Proposals to Be Voted on at Annual Meeting

Proposal	Board Recommendation	Page Number for Additional Information
1.Election of Directors	FOR	9
2.Amendment and Restatement of our 2005 Stock Plan	FOR	64
3.Advisory Vote to Approve the Compensation of our Named Executive Officers	FOR	76
4.Ratification of Appointment of Independent Registered Public Accounting Firm	FOR	78

Director Nominees

The nominees for election to our Board of Directors (our Board) at the 2017 Annual Meeting of Stockholders are listed below. The ages indicated are as of the record date for the meeting.

					Committee Memberships				
Name	Age	Director Since	Principal Occupation	Indep.	AC	CC	NGC	SPC	TSC
Kevin Yeaman	50	2009	President and CEO	No					
Peter Gotcher	57	2003	Chairman of the Board	Yes					
Micheline Chau	63	2013	Director	Yes					
David Dolby	39	2011	Managing Director, Dolby Family Ventures	No					
Nicholas Donatiello, Jr.	56	2009	President and CEO, Odyssey Ventures, Inc.	Yes					
N. William Jasper, Jr.	69	2003	Director	Yes					
Simon Segars	49	2015	CEO, ARM Holdings plc	Yes					
Roger Siboni	62	2004	Director	Yes					
Avadis Tevanian, Jr.	55	2009	Managing Director, Elevation Partners and NextEquity Partners	Yes					

AC = Audit Committee, CC = Compensation Committee, NGC = Nominating and Governance Committee, SPC = Stock Plan Committee, TSC = Technology Strategy Committee

= Chairman = Member

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Fiscal 2016 Financial and Operational Highlights

Key Financial Highlights

Our key financial highlights for fiscal 2016 were as follows:

	Fiscal 2016	Fiscal 2015	Percentage Change
Total Revenue	$1,025.7 million	$970.6 million	5.7%
Net Income	$185.9 million	$181.4 million	2.5%
Diluted Earnings Per Share	$1.81	$1.75	3.4%
Non-GAAP Net Income*	$249.0 million	$229.3 million	8.6%
Non-GAAP Diluted Earnings Per Share*	$2.43	$2.21	10.0%
Stock Price Per Share (High and Low)	$54.68 / $30.38	$46.17 / $29.87	
Stock Price Per Share as of Fiscal Year-End	$54.29	$31.40	72.9%

* A reconciliation of our non-GAAP to GAAP financial results is set forth in Appendix A to this Proxy Statement.

Return of Capital to Stockholders

In fiscal 2016, we returned $149.3 million to stockholders, $100.9 million of which was in the form of stock repurchases and $48.4 million of which was in the form of dividends.

Beginning with the introduction of our stock repurchase program in fiscal 2010 and through the end of fiscal 2016, we have returned over $1.5 billion of cash to our stockholders through stock repurchases, our quarterly cash dividend program, and our fiscal 2013 special dividend.

In October 2016, we announced a 17% increase in the per share dividend amount under our quarterly dividend program, from $0.12 to $0.14.

Key Business Highlights

In fiscal 2016, we continued to focus on expanding our leadership in audio solutions for entertainment content and bringing dynamic new audio and visual technologies to market.

Audio Licensing

In our audio licensing business, we continued to grow the presence of Dolby Audio™ and Dolby Atmos® among various use cases.

Broadcast. Our broadcast market experienced continued growth and reinforced the standing of Dolby Audio as an established format in developed markets such as North America and Western Europe. This reflects our strategy of working with country-specific operators and standards bodies to encourage adoption of our technologies. We believe we are well positioned for further adoption in emerging markets such as Africa, India and China. During fiscal 2016, China Telecom and China Unicom launched services in Dolby as did Multichoice, the largest satellite operator in Africa. We believe that future growth in broadcast will come from the continued migration of emerging markets to digital televisions, and the roll-out of HD and 4K set-top boxes with Dolby Audio in both developed and emerging markets.

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Consumer Electronics. Dolby Audio is included in a wide range of devices including, in fiscal 2016, an increasing number of digital media adapters (DMAs) such as Apple TV, Amazon s Fire TV and Fire Stick, as well as Roku s Ultra player. During the year, a broader array of content in Dolby also became available via new over-the-top services such as Apple TV and Google Play. In addition, we made progress in expanding the presence of Dolby Atmos in the home. Dolby Atmos soundbars were launched by Samsung, Philips and Yamaha, and additional Dolby Atmos soundbars are scheduled to reach the market in late 2016 and early 2017. Dolby Atmos is now also supported by all major audio/video receiver manufacturers and is included in select speakers. These hardware offerings are paired with a growing array of content via Blu-ray discs and over-the-top services. We will continue to work with OEMs to expand the range of Dolby Audio-enabled hardware, and with content developers and distributors to expand the range of entertainment selections using our audio technologies.

Mobile. We achieved a major milestone with the inclusion of Dolby Digital Plus™ our advanced digital audio coding technology that offers more efficient audio transmission for a wide range of media applications such as TVs, PCs, and mobile devices in iOS and iTunes. Now, consumers can access enhanced content on the iPad and iPhone. Dolby Digital Plus is also integrated in various mobile devices from Lenovo, LG and ZTE. Separately, Dolby Atmos continues to expand its use case beyond existing phones and tablets from Lenovo and Amazon with the latest launch of LeEco s flagship mobile phone, which now includes Dolby Atmos as well.
In addition, Netflix, which was already streaming content in Dolby Audio to PCs and a broad range of home entertainment and gaming devices, began streaming in Dolby Audio to mobile devices. In addition to Netflix, services from Apple, Tencent and iQiyi are also making Dolby Audio content available to mobile devices. We continue to focus on driving further adoption of our technologies across all the major mobile ecosystems Apple, Android, Windows and Amazon as these platforms facilitate delivery and enhanced consumption of Dolby-enabled content from a multitude of over-the-top services.

Personal Computers. Our technologies enhance playback in both the Mac and Windows operating systems, including native support in their respective Safari and Microsoft Edge browsers. Dolby s presence in these browsers enables us to reach more users through new types of content, including streaming video entertainment.

Products. We offer servers and audio processors to enable the playback of content in cinemas. Our product revenue base expanded primarily from shipments of Dolby Atmos due to continued adoption by studios, content creators, post-production facilities and exhibitors. In addition, in December 2016, we announced the achievement of two important milestones for Dolby Atmos the installation of 2,000 Dolby Atmos-enabled cinema screens and the release of 500 movie titles mixed in Dolby Atmos.

New Growth Initiatives

We also continued to bring a number of new audio and visual experiences to market.

Dolby Cinema™. We made progress expanding the footprint of Dolby Cinema, our premium cinema offering for moviegoers that combines our Dolby Vision™ and Dolby Atmos offerings. We successfully grew the number of Dolby Cinemas committed to or open around the world, as well as the number of theatrical titles optimized for Dolby Cinema.
Exhibitors that feature Dolby Cinema include AMC in the U.S., Wanda in China, Cineplexx in Austria, and Vue (previously JT Bioscopen) in the Netherlands. Over the last fiscal year, we have added approximately 30 Dolby Cinema locations, with over 50 operating today. The majority of these are with our largest exhibitor partner, AMC, with whom we have plans to open 160 Dolby Cinema at AMC sites by the end of calendar 2018.

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Our second largest exhibitor partner, Wanda, has now opened six Dolby Cinema locations in China, and plans to open 100 locations. In addition, in fiscal 2016, Jackie Chan Cinemas opened its first Dolby Cinema at the highest grossing complex in China, and plans on opening ten more Dolby Cinema sites within the next two years.

In total, our current exhibitor partners have committed to or opened approximately 300 Dolby Cinema locations around the world.

Dolby Cinema has also attracted strong support from the creative community as every major studio has announced its support for Dolby Cinema. Since our launch of Dolby Cinema in December 2014, there have been over 50 theatrical titles with Dolby Vision and Dolby Atmos announced or released, and in the past fiscal quarter, the first Chinese movies optimized for Dolby Cinema were released. More recently, The Walt Disney Studios and we announced that *Rogue One: A Star Wars Story* will be available in more than 50 Dolby Cinema locations around the globe.

- *Dolby Vision.* By partnering with key players in the market, Dolby Vision TVs are now available globally. LG, the world s second largest TV manufacturer, includes Dolby Vision on its full 2016 lineup of OLED and Super UHD LCD TVs. TCL, the world s third largest TV manufacturer, is shipping Dolby Vision TVs in China. And Vizio, the second largest TV manufacturer in the U.S., includes Dolby Vision on its R, P, and M series. Further, Skyworth is shipping Dolby Vision TVs in China, LeEco announced that its first Dolby Vision TV will be available in both China and the U.S. in fiscal 2017, and Google launched the Chromecast Ultra, which includes support for Dolby Vision, making it the first DMA with this functionality.

Home entertainment content in Dolby Vision has also expanded during the year. Warner Bros. Home Entertainment, Sony Pictures, MGM, Universal Pictures, Lionsgate, Netflix and Amazon Studios have all released or committed to release titles in Dolby Vision, many of which will be made available through streaming services such as Netflix, Vudu and Amazon.

- *Dolby Voice®*. BT MeetMe with Dolby Voice, the premium audio conferencing solution we launched in global partnership with BT, expanded its functionality in fiscal 2016. In the third quarter of fiscal 2016, we launched Dolby Voice with Highfive, a cloud-based collaboration and video conferencing solution that is easy to install and use. And in the fourth fiscal quarter, PGi, one of the largest providers of audio conferencing software and services, launched availability of Dolby Voice on its iMeet offering, a full video and screen sharing chat solution. In concert with these partners, we are focused on driving adoption of Dolby Voice and the Dolby Conference Phone.

Named Executive Officers

Our named executive officers (our NEOs) for fiscal 2016 were:

- Kevin Yeaman, our President and Chief Executive Officer;
- Lewis Chew, our Executive Vice President and Chief Financial Officer;
- Andy Sherman, our Executive Vice President, General Counsel and Corporate Secretary;
- Robert Borchers, our Senior Vice President and Chief Marketing Officer; and
- Michael Bergeron, our Senior Vice President, Worldwide Sales and Field Operations.

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In July 2016, Mr. Bergeron entered into a separation agreement with us pursuant to which he agreed to continue to serve as our Senior Vice President, Worldwide Sales and Field Operations through September 30, 2016, and to provide transitional and advisory services to us until no later than June 30, 2017, as described in Compensation Discussion and Analysis Severance and Change in Control Arrangements Separation Agreement and Release with Mr. Bergeron.

Principal Elements of Executive Compensation and Fiscal 2016 Executive Compensation Highlights

Element of Compensation	Fiscal 2016 Highlights
Base Salary	NEO base salaries increased by 3% in calendar 2016.
Comprised 13% of the target total direct compensation opportunity of our CEO, and 24% for our other NEOs (on average), in fiscal 2016.	
Annual Incentive Compensation (Cash)	NEO annual incentive compensation targets stated as a percentage of base salary for calendar 2016 were maintained at fiscal 2015 levels (100% for our CEO, 75% for Mr. Bergeron, and 65% for our other NEOs).
Comprised 13% of the target total direct compensation opportunity of our CEO, and 16% for our other NEOs (on average), in fiscal 2016.	Annual incentive compensation payments for our NEOs were based on a multiplier keyed to our achievement of a combination of revenue and non-GAAP operating income targets, and no payouts could be made unless our total revenue for fiscal 2016 exceeded our total revenue for fiscal 2015.

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Element of Compensation	Fiscal 2016 Highlights
	We achieved revenue of $1.03 billion (representing year-over-year revenue growth of 5.7%) against a threshold requirement of $936 million and non-GAAP operating income of $316.6 million against a threshold requirement of $295.2 million and a target of $328 million, resulting in a multiplier of 82%. Based on this performance and team and individual performance, our NEOs other than Mr. Sherman received annual incentive compensation payments equal to 82% of their respective annual incentive compensation targets, and Mr. Sherman received a payment equal to approximately 103% of his annual incentive compensation target. A reconciliation of our non-GAAP to GAAP financial results is set forth in Appendix A to this Proxy Statement.
Long-Term Incentive Compensation (Performance-Based Stock Options, Time-Based Stock Options and Restricted Stock Unit Awards) Comprised 74% of the target total direct compensation opportunity of our CEO, and 60% for our other NEOs (on average), in fiscal 2016.	In addition to introducing a new equity vehicle in the form of performance-based stock options, as described below, the Compensation Committee reduced the overall value of the ongoing equity awards granted to our NEOs. Specifically, the aggregate grant date fair value of ongoing equity awards granted to our NEOs in fiscal 2016 was 22% less than the aggregate grant date fair value of their corresponding fiscal 2015 ongoing equity awards. The equity mix for the long-term incentive compensation granted to our NEOs was approximately 20% performance-based stock options, 40% time-based stock options, and 40% restricted stock unit awards, based on grant date fair value.

Performance-Based Stock Options

In fiscal 2016, our Compensation Committee introduced performance-based stock options into our long-term incentive compensation program for executive officers. The shares of our Class A Common Stock underlying such awards may be earned contingent on our achievement of pre-established annualized total stockholder return levels for Dolby measured over a three-year performance period. From 0% to 125% of the shares subject to the performance-based stock options may be earned, depending on our level of achievement of these performance conditions. The Compensation Committee determined that granting a portion of long-term incentive compensation in the form of stock options that are earned upon the achievement of specified performance conditions further aligns the interests of our executive officers with those of our stockholders.

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Executive Stock Ownership Guidelines

Based on our belief that stock ownership further aligns the interests of senior management with those of our stockholders, our executive officers are subject to our executive stock ownership guidelines, which provide that:

- Our CEO is expected to accumulate and hold an amount of qualifying Dolby equity securities equal to the lesser of the value of five times his annual base salary, or a fixed number of shares having a value equal to five times his annual base salary on the date of adoption of the guidelines; and

- Each other executive officer is expected to accumulate and hold an amount of qualifying Dolby equity securities equal to the lesser of the value of two times his annual base salary, or a fixed number of shares having a value equal to two times his annual base salary on the date of adoption of the guidelines.

Compensation Recovery (Clawback) Policy

The Compensation Committee adopted a policy on the recovery of incentive compensation in July 2016. This policy allows us to recover certain cash or equity-based incentive compensation payments or awards made or granted to an executive officer in the event of misconduct that results in the need for us to prepare a material financial restatement.

Advisory Vote on the Compensation of our Named Executive Officers

We are asking our stockholders to approve, on an advisory (non-binding) basis, the compensation of our NEOs as described in this Proxy Statement. At our 2016 Annual Meeting of Stockholders, approximately 98% of the voting power of the shares present and entitled to vote voted in favor of the compensation of our NEOs. For fiscal 2016, apart from the granting of performance-based stock options and adoption of a compensation recovery (clawback) policy, there were no material changes to our executive compensation program. The Compensation Committee believes that our executive compensation policies and practices continue to support an executive compensation program that is closely aligned with stockholder interests and that benefits us in the long term.

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Dolby Laboratories, Inc.

1275 Market Street

San Francisco, California 94103

(415) 558-0200

PROXY STATEMENT

The Board of Directors (our Board) of Dolby Laboratories, Inc., a Delaware corporation, is soliciting proxies to be used at the Annual Meeting of Stockholders to be held at our principal executive offices located at 1275 Market Street**,** San Francisco, California 94103 on Tuesday, February 7, 2017, at 10:30 a.m. Pacific Time and any postponement, adjournment or continuation thereof (the Annual Meeting). This Proxy Statement and the accompanying notice and form of proxy are first being made available to stockholders on or about December 21, 2016.

INTERNET AVAILABILITY OF PROXY MATERIALS

We are furnishing proxy materials to our stockholders primarily via the internet. On or about December 21, 2016, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials, including our Proxy Statement and our 2016 Annual Report. The Notice of Internet Availability of Proxy Materials also provides information on how to access your voting instructions to be able to vote through the internet or by telephone. Other stockholders, in accordance with their prior requests, have received e-mail notification of how to access our proxy materials and vote via the internet, or have been mailed paper copies of our proxy materials and a proxy card or voting instruction form.

Internet distribution of our proxy materials helps to expedite receipt by stockholders, lowers the cost of the Annual Meeting and conserves natural resources. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise.

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PROPOSAL 1

ELECTION OF DIRECTORS

Nominees

Our Board currently consists of nine members. Our Bylaws permit our Board to establish by resolution the authorized number of directors, and nine directors are currently authorized.

Our Board proposes the election of nine directors, each to serve until the next Annual Meeting of Stockholders or until his or her successor is duly elected and qualified. All incumbent directors are nominees for re-election to our Board. All of the nominees have been recommended for nomination by the Nominating and Governance Committee, and all of them are currently serving as directors. All nominees were elected by the stockholders at last year s annual meeting. Your proxy cannot be voted for a greater number of persons than the number of nominees named in this Proxy Statement.

Each person nominated for election has agreed to serve if elected, and management has no reason to believe that any nominee will be unavailable to serve. If any nominee is unable or declines to serve as director at the time of the Annual Meeting, an event that we do not currently anticipate, proxies will be voted for any nominee designated by our Board to fill the vacancy. Unless otherwise instructed, the proxy holders will vote the proxies received by them FOR the nominees named below.

Information Regarding the Director Nominees

Names of the nominees and certain biographical information about them as of December 12, 2016, the record date for the Annual Meeting, are set forth below:

Name	Age	Position with the Company	Director Since
Kevin Yeaman(1)	50	President, Chief Executive Officer and Director	2009
Peter Gotcher(2)	57	Chairman of the Board of Directors	2003
Micheline Chau(2)(3)	63	Director	2013
David Dolby(4)	39	Director	2011
Nicholas Donatiello, Jr. (1)(2)(4)(5)	56	Director	2009
N. William Jasper, Jr.	69	Director	2003
Simon Segars(3)	49	Director	2015
Roger Siboni(3)(5)	62	Director	2004
Avadis Tevanian, Jr.(2)(4)(5)	55	Director	2009

(1) Member of the Stock Plan Committee
(2) Member of the Nominating and Governance Committee
(3) Member of the Audit Committee
(4) Member of the Technology Strategy Committee
(5) Member of the Compensation Committee

Kevin Yeaman became our President and CEO in March 2009 and has been a member of our Board since he assumed the role of CEO. He joined Dolby as Chief Financial Officer and Vice President in October 2005, was appointed Senior Vice President in November 2006 and Executive Vice President in July 2007. Prior to joining Dolby, he worked for seven years at Epiphany, Inc., a publicly traded enterprise software company, most recently as the Chief Financial Officer from August 1999 to October 2005. Previously, Mr. Yeaman also served as Worldwide Vice President of Field Finance Operations for Informix Software, Inc., a provider of relational database software, from February 1998 to August 1998. From September 1988 to February 1998, Mr. Yeaman served in Silicon Valley and London in various positions at KPMG LLP, an accounting firm, serving most recently as a senior manager. Mr. Yeaman is a member of the Academy of Motion Picture Arts and Sciences. He holds a B.S. degree in commerce from Santa Clara University.

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As Dolby s Chief Executive Officer and former Chief Financial Officer, Mr. Yeaman has extensive experience in Dolby s markets and brings to our Board a deep understanding of Dolby, its finances, operations and strategy.

Peter Gotcher has served as a director since June 2003 and as Chairman of the Board of Directors since March 2011. Mr. Gotcher served as Executive Chairman of the Board of Directors from March 2009 until March 2011. Mr. Gotcher is an independent investor. Mr. Gotcher was a venture partner with Redpoint Ventures, a private investment firm, from September 1999 to January 2003. Prior to joining Redpoint Ventures, Mr. Gotcher was a venture partner with Institutional Venture Partners, a private investment firm, from 1997 to September 1999. Prior to joining Institutional Venture Partners, Mr. Gotcher founded and served as the President, Chief Executive Officer and Chairman of the Board of Digidesign from 1984 to 1995. Digidesign was acquired by Avid Technology, a media software company, in 1995 and Mr. Gotcher served as the General Manager of Digidesign and Executive Vice President of Avid Technology from January 1995 to May 1996. Mr. Gotcher serves on the boards of directors of Pandora Media, Inc. and GoPro, Inc. Mr. Gotcher also serves on the boards of directors of several private companies. Mr. Gotcher holds a B.A. degree in English literature from the University of California at Berkeley.

As the founder, former Chief Executive Officer and Chairman of Digidesign and a former venture capitalist, Mr. Gotcher has a broad understanding of the operational, financial and strategic issues facing public companies. In addition, his service on other boards and committees, including as a member of the Compensation Committee and member and chairperson of the Nominating and Corporate Governance Committee of Pandora Media, Inc., a member of the Audit and Compensation and Leadership Committees of GoPro, Inc., and his extensive experience in Dolby s markets, provide valuable perspective for our Board and give him significant operating experience, as well as financial, accounting and corporate governance experience.

Micheline Chau has served as a director since February 2013. Ms. Chau served as President and Chief Operating Officer of Lucasfilm Ltd., a film and entertainment company, from April 2003 to September 2012. Prior to assuming her role as President and Chief Operating Officer, Ms. Chau served as Lucasfilm s Chief Financial Officer, from 1991 to March 2003. Before that, Ms. Chau was Chief Financial/Administrative Officer for Bell Atlantic Healthcare Systems and held other executive-level positions within various industries, including retail, restaurant, venture capital and financial services. Ms. Chau is a member of the board of directors of Las Vegas Sands Corp., a developer, owner and operator of integrated resorts in Asia and the United States, and serves on Las Vegas Sands Compensation and Compliance Committees. Ms. Chau also sat on the board of directors of Red Hat, Inc., an open source enterprise software provider, from November 2008 to August 2012, and also served as a member of Red Hat s Compensation and Nominating and Corporate Governance Committees. In addition, Ms. Chau currently sits on the boards of directors of several private and non-profit entities. Ms. Chau holds an undergraduate degree in English and Asian Studies from Wellesley College and an M.B.A. from Stanford University.

As the former President, Chief Operating Officer and Chief Financial Officer of Lucasfilm, Ms. Chau brings to our Board senior leadership and significant operating experience, as well as financial and entertainment industry expertise. In addition, as a member of the Compensation and Compliance Committees of Las Vegas Sands and a former member of the Compensation and Nominating and Corporate Governance Committees of Red Hat, Ms. Chau brings to our Board corporate governance experience.

David Dolby has served as a director since February 2011. Mr. Dolby is founder and currently serves as a Managing Director of Dolby Family Ventures, an early stage venture firm unrelated to Dolby Laboratories that launched in June 2014 to invest in companies and technologies with the potential for significant social impact. Previously, Mr. Dolby served as a consultant to our Board on technology strategy matters from February 2011 until February 2015. Mr. Dolby also served as Manager, Strategic Partnerships of Dolby Laboratories from May 2008 until February 2011. In this role, Mr. Dolby was responsible for managing the company s strategic partnerships and technology standards for internet media encoding, delivery and playback. He represented the

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company in technical and business working groups at a variety of international standards groups, including Universal Serial Bus, Digital Living Network Alliance, Digital Entertainment Content Ecosystem Ultraviolet, and Blu-ray Disc Association. Mr. Dolby has attended industry events with the company for a significant number of years, including Audio Engineering Society, National Association of Broadcasters, International Consumer Electronics Show, ShoWest, Cine Expo International, IFA, and Custom Electronic Design and Installation Association. From 2006 to 2008, Mr. Dolby was a self-employed entrepreneur and investor. Mr. Dolby attended Stanford Business School between 2004 and 2006. During that time, he served as product manager at Kaleidescape, Inc., a Silicon Valley technology firm focused on high-performance music and movie server systems. From 2003 to 2006, he owned and operated Charter Flight LLC, a private aircraft leasing business. In addition, during 2004, Mr. Dolby was an investment banking analyst focused on technology at Perseus Group (now GCA Savvian). From 2000 to 2002, Mr. Dolby was an employee of NetVMG, a company developing route control software for optimizing multi-homed IP network routing. Before joining NetVMG, Mr. Dolby worked for engineering firms Bechtel and Poe & Associates. Mr. Dolby serves on the board of directors of Cogstate Limited, a cognitive assessment and training company focused on the development and commercialization of computerized tests of cognition. Mr. Dolby serves on Cogstate s Audit and Compliance Committee and Remuneration and Nomination Committee. Mr. Dolby received a B.S.E. in Civil Engineering from Duke University and an M.B.A. from Stanford University.

Mr. Dolby brings experience to our Board in home theater system technology and software technology productization, and offers a long-term perspective on the growth of the company and its commitment to excellence in audio and video.

Nicholas Donatiello, Jr. has served as a director since February 2009. Mr. Donatiello has been the President and Chief Executive Officer of Odyssey Ventures, Inc. since September 1993. Prior to founding Odyssey, he was Press Secretary and Campaign Manager for U.S. Senator Bill Bradley and a consultant at McKinsey & Company. Mr. Donatiello is a member of the board of directors of Big 5 Sporting Goods Corporation, a sporting goods retailer in the western United States, where he serves on the Nominating and Corporate Governance Committee and the Compensation Committee. He is Chairman of the Board of Directors of three of the American Funds managed by Capital Research and Management. From time to time he also serves on the boards of directors of private companies and since January 2010, as a member of the board of directors for the Schwab Charitable Fund. Mr. Donatiello is also a Lecturer in Accounting at the Stanford Graduate School of Business. Mr. Donatiello served on the board of Gemstar-TV Guide International from July 2000 to May 2008. In addition, Mr. Donatiello served as director of Classmates Media Corporation, a wholly owned subsidiary of United Online, from 2007 to 2010 and as Chairman of the Board of KQED, Inc. from 2006 through 2008. Mr. Donatiello holds a B.S.E. degree in engineering from Princeton University and an M.B.A. degree from Stanford University.

As the founder, President and Chief Executive Officer of Odyssey Ventures, Inc., a strategy consulting and market research firm focused on understanding consumers, media and technology, Mr. Donatiello has extensive experience in the marketing elements of Dolby s markets. In addition, through his work at McKinsey & Company and his service on the boards of a variety of private and public companies, Mr. Donatiello has a broad understanding of the operational, financial and strategic issues facing companies.

N. William Jasper, Jr. has served as a director since June 2003. Mr. Jasper joined Dolby in February 1979 as Chief Financial Officer and retired as President and Chief Executive Officer in March 2009. Mr. Jasper served in a variety of positions prior to becoming President in May 1983, including as our Vice President, Finance and Administration and as our Executive Vice President. Mr. Jasper is an at-large member of the Academy of Motion Picture Arts and Sciences. He holds a B.S. degree in industrial engineering from Stanford University and an M.B.A. from the University of California at Berkeley.

With his 30 years of experience as an executive officer of Dolby, Mr. Jasper has extensive experience in Dolby s markets and brings to our Board a deep understanding not only of the role of our Board, but also of the company and its operations.

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Simon Segars has served as a director since February 2015. Since 1991, Mr. Segars has worked for ARM Holdings plc, a designer and provider of microprocessors, software development tools and related technologies that was publicly held until its acquisition by SoftBank Group Corp. in September 2016. Mr. Segars has served as ARM s Chief Executive Officer since July 2013 and as a member of its board of directors since 2005. He served as President of ARM in 2013 before being promoted to Chief Executive Officer. Mr. Segars held the position of Executive Vice President and General Manager, Physical IP Division, from 2007 to 2012. Prior senior roles at ARM include Executive Vice President, Engineering; Executive Vice President, Worldwide Sales; and Executive Vice President, Business Development. Mr. Segars worked on many of the early ARM CPU products and led the development of the ARM7 and ARM9 Thumb® families. He holds a number of patents in the field of embedded CPU architectures. Mr. Segars received his Bachelors in Electronic Engineering from the University of Sussex, and obtained a Masters of Computer Science from the University of Manchester. In addition to serving on ARM s board of directors, Mr. Segars currently serves on the boards of directors of the Electronic Design Automation Consortium and the Global Semiconductor Alliance.

As a trained and former engineer, Mr. Segars has extensive experience in the technological elements of Dolby s business operations. In addition, with his significant experience as an executive officer of ARM, and his service on the boards of both public and private companies, Mr. Segars brings to our Board a valuable understanding of the operational and strategic issues facing companies.

Roger Siboni has served as a director since July 2004. Mr. Siboni served as the Chairman of the Board of Epiphany, Inc., a provider of customer interaction software, from December 1999 until Epiphany, Inc. was acquired by SSA Global Technologies, Inc. in September 2005. Mr. Siboni also served as President and Chief Executive Officer of Epiphany from August 1998 to July 2003. From July 1996 to August 1998, Mr. Siboni was Deputy Chairman and Chief Operating Officer of KPMG Peat Marwick LLP, a member firm of KPMG International, an accounting and consulting firm. From July 1993 to June 1996, Mr. Siboni was Managing Partner of KPMG Peat Marwick LLP s information, communication and entertainment practice. Mr. Siboni also serves on the board of directors of Cadence Design Systems, Coupa Software Incorporated, and a number of private companies. Previously, Mr. Siboni served on the board of FileNet Corporation, from December 1998 until it was acquired by IBM in October 2006; the board of infoGROUP Inc., from January 2009 until it was acquired by CCMP Capital Advisors in July 2010; the board of ArcSight, Inc., from June 2009 until it was acquired by Hewlett-Packard Company in October 2010; the board of Classmates Media Corporation, a wholly owned subsidiary of United Online, from 2007 to 2010; and the board of Marketo, Inc., from October 2011 until it was acquired by Milestone Holdco, LLC in August 2016. Mr. Siboni holds a B.S. degree in business administration from the University of California at Berkeley.

As a former Chairman of the Board and Chief Executive Officer of Epiphany, Inc., a former Chief Operating Officer and Managing Partner of the information, communication and entertainment practice at KPMG LLP and a director of a number of companies, including as a member of the Audit, Finance and Corporate Governance and Nominating Committees of Cadence Design Systems, and as a member of the Audit and Nominating and Corporate Governance Committees of Coupa Software Incorporated, Mr. Siboni has significant operating experience, as well as financial, accounting and corporate governance experience.

Avadis Tevanian, Jr. has served as a director since February 2009. Dr. Tevanian serves as a Managing Director of NextEquity Partners, a firm he co-founded in July 2015, and Elevation Partners, a firm he joined in January 2010, making venture capital and private equity investments. Previously, Dr. Tevanian served as the Software Chief Technology Officer of Apple Inc. from 2003 to 2006. As Software CTO, Dr. Tevanian focused on setting the company-wide software technology direction for Apple. Prior to his tenure as Software CTO, Dr. Tevanian was Senior Vice President of Software at Apple, a role he took on when Apple acquired NeXT, Inc. in 1997. As Senior Vice President of Software, Dr. Tevanian led the software engineering team responsible for the creation of macOS and worked as part of Apple s executive team. Before joining Apple, he was Vice President of Engineering at NeXT, Inc. and was responsible for managing NeXT s engineering department. Dr. Tevanian started his professional career at Carnegie Mellon University, where he was a principal designer and engineer of

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the Mach operating system upon which Nextstep, and now macOS and iOS, are based. Dr. Tevanian is a former board member of Tellme Networks, Inc., an internet telecom company acquired by Microsoft. He holds a B.A. degree in mathematics from the University of Rochester and M.S. and Ph.D. degrees in computer science from Carnegie Mellon University.

With more than 20 years of operational and software expertise, including as Apple s Chief Software Technology Officer, Dr. Tevanian brings to our Board extensive experience in consumer technology businesses and a deep understanding of the operational and strategic issues facing companies.

There are no family relationships among any of our directors and executive officers.

See Corporate Governance Matters and Compensation of Directors for additional information regarding our Board.

Our Board of Directors recommends a vote FOR the election of each of the nominees set forth above.

COMPENSATION OF DIRECTORS

The following table provides information concerning the compensation paid by us to each of our non-employee directors for fiscal 2016. Our CEO did not receive additional compensation for his service as a director, and his compensation as an employee is presented in the Fiscal 2016 Summary Compensation Table.

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Option Awards ($)	All Other Compensation ($)	Total ($)
Micheline Chau	67,654	270,655			338,309
David Dolby	55,000	270,655			325,655
Nicholas Donatiello, Jr.	87,000	270,655			357,655
Peter Gotcher	115,000	270,655			385,655
N. William Jasper, Jr.	50,000	270,655			320,655
Roger Siboni	90,000	270,655			360,655
Simon Segars	63,000	270,655			333,655
Avadis Tevanian, Jr.	77,000	270,655			347,655

(1) Consists of Board and committee annual retainers and, if applicable, Board chairman retainer and committee chairman retainers.

(2) Stock Awards consist solely of restricted stock unit awards for shares of our Class A Common Stock. The amounts reported reflect the grant date fair value of each equity award computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (ASC Topic 718), excluding estimated forfeitures. See Note 7 to our consolidated financial statements in our 2016 Annual Report on Form 10-K for more information. The amounts reported do not reflect the compensation actually realized by the non-employee directors. There can be no assurance that the restricted stock unit awards will vest (in which case no value will be realized by the individual) or that the value on vesting will approximate the compensation expense recognized by us.

In fiscal 2016, our non-employee directors received the following restricted stock unit awards:

Name	Grant Date	Approval Date	Number of Securities Underlying Restricted Stock Unit Awards	Grant Date Fair Value($)
Micheline Chau	02/02/2016	02/02/2016	7,575	270,655
David Dolby	02/02/2016	02/02/2016	7,575	270,655
Nicholas Donatiello, Jr.	02/02/2016	02/02/2016	7,575	270,655
Peter Gotcher	02/02/2016	02/02/2016	7,575	270,655
N. William Jasper, Jr.	02/02/2016	02/02/2016	7,575	270,655
Simon Segars	02/02/2016	02/02/2016	7,575	270,655
Roger Siboni	02/02/2016	02/02/2016	7,575	270,655
Avadis Tevanian, Jr.	02/02/2016	02/02/2016	7,575	270,655

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As of September 30, 2016, the aggregate number of shares of our Class A Common Stock underlying outstanding stock options and restricted stock unit awards held by each of our non-employee directors is listed in the table below. See Executive Compensation Tables and Related Matters Adjustment of Equity Awards in Connection with Fiscal 2013 Special Cash Dividend for a description of adjustments to equity awards in connection with our fiscal 2013 special dividend.

Name	Aggregate Number of Shares of Class A Common Stock Underlying Outstanding Stock Options at Sep. 30, 2016	Aggregate Number of Shares of Class A Common Stock Underlying Restricted Stock Unit Awards at Sep. 30, 2016
Micheline Chau		7,575
David Dolby	3,512	7,575
Nicholas Donatiello, Jr.		7,575
Peter Gotcher	32,401	7,575
N. William Jasper, Jr.	83,527	7,575
Roger Siboni		7,575
Simon Segars		7,575
Avadis Tevanian, Jr.		7,575

Standard Non-Employee Director Compensation Arrangements

We use a combination of cash and equity compensation to attract and retain qualified candidates to serve on our Board. The Nominating and Governance Committee is responsible for conducting periodic reviews of our non-employee director compensation and, if appropriate, recommending to our Board any changes in the type or amount of compensation.

Cash Compensation

During fiscal 2016, the annual cash retainers for serving as a non-employee director on our Board or committees of the Board were as follows:

Board/Committee	Member Annual Retainer	Chairman Annual Retainer (in Addition to Member Retainer)
Board	$ 50,000	$ 50,000
Audit	$ 13,000	$ 17,000
Compensation	$ 10,000	$ 15,000
Nominating and Governance	$ 7,000	$ 8,000
Technology Strategy	$ 5,000	$ 5,000

Members of the Stock Plan Committee receive no annual cash retainer for serving on this committee.

Equity Compensation

During fiscal 2016, a newly appointed non-employee director was eligible to receive an initial restricted stock unit award, and all incumbent/continuing non-employee directors were eligible to receive an annual subsequent restricted stock unit award, in each case covering that number of shares of our Class A Common Stock as determined by dividing $250,000 (pro-rated for complete months of service in the case of an initial restricted stock unit award) by the average closing price of our Class A Common Stock for the 30 trading days ending on (and including) the trading day immediately preceding the grant date, rounded down to the nearest whole share. Both initial and subsequent restricted stock unit awards vest in full on the day preceding the date of the next Annual Meeting of Stockholders following the grant date of the award (or if earlier, the first anniversary of the award s grant date). All shares covered by initial or subsequent restricted stock unit awards will become fully vested immediately prior to a change in control of Dolby.

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Director Compensation Review

The Nominating and Governance Committee reviews our non-employee director compensation on an annual basis, and if appropriate, recommends changes to our Board. During fiscal 2016, the Nominating and Governance Committee engaged Compensia, Inc. for purposes of advising on its director compensation review. The Nominating and Governance Committee provided Compensia with instructions regarding the goals of our non-employee director compensation program and directed Compensia to evaluate our director compensation relative to the director compensation at companies included in our compensation peer group used as a market check for our fiscal 2017 executive officer compensation. Following such review, the Nominating and Governance Committee concluded that no changes to director compensation were advisable for fiscal 2017.

In addition to assisting the Nominating and Governance Committee on its director compensation review, Compensia has advised the Compensation Committee on executive officer compensation matters and has provided other services to Dolby in designing employee compensation programs. The Compensation Committee took into account the provision of these services and their compensation therefor in determining that its relationship with Compensia and the work of Compensia on behalf of the Compensation Committee has not raised any conflict of interest, as described in Compensation Discussion and Analysis Roles of the Compensation Committee, Management and Compensation Consultant Role of Compensation Consultant.

Other Arrangements

We reimburse our non-employee directors for reasonable travel, lodging, and related expenses in connection with attendance at our Board and committee meetings and company-related activities. Eligible non-employee directors may elect to participate in our healthcare program (which is a program that does not discriminate in scope, terms or operation, in favor of executive officers or directors), provided that they pay the premiums associated with their (and their eligible dependents) healthcare coverage.

Non-Employee Director Stock Ownership Guidelines

Our Board has approved stock ownership guidelines for our non-employee directors based on our belief that stock ownership further aligns the interests of our non-employee directors with those of our stockholders. These guidelines provide that each non-employee director is expected to accumulate and hold an amount of qualifying Dolby equity securities equal to the lesser of (i) the value of five times his or her annual retainer for service on our Board or (ii) a fixed number of shares having a value equal to five times his or her annual retainer on September 22, 2015 (representing the date of the most recent amendment of the stock ownership guidelines). Compliance is measured as of the last day of each fiscal year. For purposes of our non-employee director stock ownership guidelines, a director s annual retainer excludes any retainer for serving as a member or as a chairman of any Board committees, or for serving as the Chairman of the Board. Directors have five years from the date they first become a non-employee director to achieve the requisite level of ownership.

As of the end of fiscal 2016, all of our non-employee directors were in compliance with our non-employee director stock ownership guidelines.

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CORPORATE GOVERNANCE MATTERS

Board Meetings and Committees

Our Board held six meetings during fiscal 2016. Each of our directors attended at least 75% of the aggregate number of meetings held by our Board and the committees on which he or she served during fiscal 2016.

The standing committees of our Board consist of an Audit Committee, a Compensation Committee, a Nominating and Governance Committee, and a Stock Plan Committee, each of which has the composition and responsibilities described below. Our Board also has convened an ad hoc Technology Strategy Committee, which has the composition and responsibilities described below. Our Board may in the future convene additional ad hoc committees of our Board as it deems necessary or advisable.

Each of the committees of our Board described below acts pursuant to a written charter approved by our Board, each of which is available on the Corporate Governance section of the Investors page of our website at http://investor.dolby.com/corporate-governance.cfm.

The non-employee members of our Board regularly meet in executive session without management present. In addition, the independent members of our Board also meet regularly in executive session. Peter Gotcher, our independent Chairman of the Board, serves as the Presiding Director of these executive sessions.

Audit Committee

The current members of the Audit Committee are Micheline Chau, Roger Siboni, and Simon Segars, each of whom is a non-employee member of our Board. Mr. Siboni is the chairman of the Audit Committee. The Audit Committee held twelve meetings during fiscal 2016. Our Board has determined that each member of the Audit Committee meets the requirements for independence under the current requirements of the New York Stock Exchange (the NYSE) and the rules and regulations of the Securities and Exchange Commission (the SEC). Our Board also has determined that each member of the Audit Committee meets the requirements for financial literacy under the applicable rules and regulations of the NYSE and SEC, and is an audit committee financial expert as defined in SEC rules.

The Audit Committee has established a telephone and internet whistleblower hotline for the anonymous submission of suspected violations, including accounting, internal controls or auditing matters, harassment, fraud and policy violations.

The Audit Committee is responsible for, among other things:

- Monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to financial statements or accounting matters;
- Selecting and hiring our independent auditors, and approving the audit and permissible non-audit services to be performed by them;
- Evaluating the qualifications, performance and independence of our independent auditors;
- Evaluating the performance of our internal audit function;
- Reviewing the adequacy and effectiveness of our control policies and procedures;
- Acting as our Qualified Legal Compliance Committee to review any report made known to the committee by attorneys employed or retained by Dolby or its subsidiaries of a material violation of U.S. federal or state securities or similar laws;

Reviewing, approving or ratifying related person transactions;

Attending to risk management matters; and

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Preparing the Audit Committee report that the SEC requires in our annual report on Form 10-K and in this Proxy Statement.

Compensation Committee

The current members of the Compensation Committee are Nicholas Donatiello, Jr., Roger Siboni and Avadis Tevanian, Jr., each of whom is a non-employee member of our Board. Mr. Donatiello is the chairman of the Compensation Committee. The Compensation Committee held ten meetings during fiscal 2016. Our Board has determined that each member of the Compensation Committee meets the requirements for independence under current NYSE and SEC rules and regulations. The Compensation Committee is responsible for, among other things:

- Reviewing and approving corporate goals and objectives relevant to our CEO s compensation and evaluating our CEO s performance in light of those goals and objectives;
- Reviewing and approving the following elements of compensation for our CEO and other executive officers: annual base salary; annual incentive compensation, including the specific performance goals and amounts; long-term incentive compensation; employment agreements; severance arrangements and change in control provisions; and any other significant benefits, compensation or arrangements that are not available to employees generally;
- Administering Dolby s broad-based equity incentive plans, including granting equity awards under such plans;
- Evaluating and approving compensation plans, policies and programs for our CEO and other executive officers;
- Attending to compensation-related risk management matters;
- Overseeing our policy on the recovery (clawback) of incentive compensation and our executive stock ownership guidelines;
- Retaining and assessing the independence of any Compensation Committee advisors; and
- Reviewing the Compensation Discussion and Analysis, and preparing the Compensation Committee report, that the SEC requires in our annual report on Form 10-K and in this Proxy Statement.

Nominating and Governance Committee

The current members of the Nominating and Governance Committee are Micheline Chau (since February 2, 2016), Nicholas Donatiello, Jr., Peter Gotcher, and Avadis Tevanian, Jr., each of whom is a non-employee member of our Board. Mr. Gotcher is the chairman of the Nominating and Governance Committee. The Nominating and Governance Committee held five meetings during fiscal 2016. Our Board has determined that each member of the Nominating and Governance Committee meets the requirements for independence under current NYSE and SEC rules and regulations. The Nominating and Governance Committee is responsible for, among other things:

- Assisting our Board in identifying and recommending director nominees;
- Developing and recommending corporate governance principles;

Overseeing the evaluation of our Board, Board committees and individual directors;

Recommending Board committee assignments;

Making an annual report to our Board on succession planning;

Attending to Board- and corporate governance-related risk management matters; and

Reviewing and making recommendations to our Board regarding director compensation.

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Stock Plan Committee

The current members of the Stock Plan Committee are Nicholas Donatiello, Jr. and Kevin Yeaman. In fiscal 2016, the Stock Plan Committee held one meeting and granted equity awards by written consent on 12 occasions. The Stock Plan Committee has the authority to grant stock options, stock appreciation rights and restricted stock unit awards to newly hired employees and consultants who will not be executive officers or directors of Dolby on the date of grant, and to make performance, promotion or retention grants of equity awards to employees and consultants who are not executive officers or directors of Dolby on the date of grant. Equity awards granted by the Stock Plan Committee are subject to the terms and conditions of the Equity-Based Award Grant and Vesting Policy described in the Compensation Discussion and Analysis below.

Technology Strategy Committee

The current members of the Technology Strategy Committee are David Dolby, Nicholas Donatiello, Jr. and Avadis Tevanian, Jr. Mr. Tevanian is the chairman of the Technology Strategy Committee. The Technology Strategy Committee held one meeting during fiscal 2016. The Technology Strategy Committee is responsible for exploring the opportunities and issues associated with Dolby s technology strategies and intellectual property.

Board s Role in Risk Oversight

Our Board is responsible for overseeing Dolby s risk management structure. Management is responsible for establishing our business and operational strategies, identifying and assessing the related risks and implementing appropriate risk management practices on a day-to-day basis. Our Board reviews our business and operational strategies and management s assessment of the related risk, and discusses with management the appropriate level of risk for the company. Our Board meets with management at least quarterly to review, advise and direct management with respect to strategic business risks, operational risks, legal risks and risks related to Dolby s acquisition strategies, among others. Our Board also delegates oversight to Board committees to oversee selected elements of risk.

The Audit Committee oversees financial risk exposures, including monitoring our financial condition and investments, the integrity of our financial statements, accounting matters, internal controls over financial reporting, the independence of Dolby s independent registered public accounting firm, KPMG, and guidelines and policies with respect to risk assessment and risk management. The Audit Committee receives periodic internal controls and related assessments from Dolby s finance department and an annual attestation report on internal control over financial reporting from KPMG. The Audit Committee oversees Dolby s annual enterprise business risk assessment, which is conducted by our Internal Audit Department. The annual enterprise business risk assessment reviews the primary risks facing the company and Dolby s associated risk mitigation measures. In addition, the Audit Committee discusses other risk assessment and risk management policies of the company periodically with management.

The Compensation Committee oversees the design of executive compensation structures that create incentives that encourage behaviors and decisions consistent with our business strategy, including a review of an annual risk assessment with respect to our compensation programs and policies.

The Nominating and Governance Committee assists our Board in fulfilling its oversight responsibilities with respect to the management of risks associated with Board organization, membership, structure and compensation, succession planning for our directors and executive officers and corporate governance policies.

Board Leadership Structure

Our Corporate Governance Guidelines provide that our Board does not have a policy regarding the separation of the offices of the Chairman of the Board and CEO and that our Board is free to choose the Chairman of the Board in any way that it deems best for the company at any given point in time. Our Board believes that these issues should be considered as part of our Board s broader governance responsibilities.

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Our Board has determined that having two different individuals serve in the roles of Chairman of the Board and CEO is in the best interest of the company s stockholders at this time. Mr. Yeaman currently serves as our CEO and Mr. Gotcher currently serves as our independent Chairman of the Board. The CEO is responsible for the strategic direction, day-to-day leadership, and performance of the company, while the Chairman of the Board provides overall leadership to our Board. The Chairman of the Board also works with the CEO and General Counsel to prepare Board meeting agendas and chairs meetings of our Board. The leadership structure allows the CEO to focus on his operational responsibilities, while keeping a measure of independence between the oversight function of our Board and those operating decisions. Our Board believes that this leadership structure provides an appropriate allocation of roles and responsibilities at this time.

Board Independence

Our Board has determined that Ms. Chau and Messrs. Donatiello, Gotcher, Jasper, Segars, Siboni and Dr. Tevanian do not have any material relationship with Dolby and are independent within the meaning of the standards established by the NYSE. In making this determination, our Board considered all relevant facts and circumstances known to us, including the director s commercial, accounting, legal, banking, consulting, charitable and familial relationships.

With respect to Mr. Gotcher, our Board specifically considered that Mr. Gotcher served as Executive Chairman of the company from March 2009 through March 2011, that he was a consultant to the company from March 2009 through March 2012, and that he has not provided services to the company except as a Board member since 2012.

With respect to Mr. Jasper, our Board specifically considered that Mr. Jasper retired as President and Chief Executive Officer of Dolby in March 2009 and has not held a management position with the company for more than five years.

Succession Planning

As reflected in our Corporate Governance Guidelines, a key responsibility of our Board is to work with the Nominating and Governance Committee on succession planning for our CEO. As part of this process, our Board works with the Nominating and Governance Committee to identify potential successors to our CEO and the committee makes an annual report to our Board. Our Board also has adopted an emergency succession plan in the event of the death, disability, incapacity or unanticipated departure or leave of our CEO.

Policy for Director Recommendations

It is the policy of the Nominating and Governance Committee to consider recommendations for candidates to our Board from stockholders holding at least 250,000 shares of our Common Stock continuously for at least 12 months prior to the date of the submission of the recommendation.

A stockholder that wishes to recommend a candidate for election to our Board should send the recommendation by letter to Dolby Laboratories, Inc., 1275 Market Street, San Francisco, California 94103, Attn: General Counsel. The recommendation must include the candidate s name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and Dolby and evidence of the recommending stockholder s ownership of Dolby Common Stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for Board membership, addressing issues of character, integrity, judgment, diversity of experience, diversity of perspective, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and personal references.

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The committee will use the following procedures to identify and evaluate any individual recommended or offered for nomination to our Board:

The committee will consider candidates recommended by stockholders in the same manner as candidates recommended to the committee from other sources;

In its evaluation of director candidates, including the members of our Board eligible for re-election, the committee will consider the following: (i) the current size and composition of our Board and the needs of our Board, and the respective committees of our Board; (ii) without assigning any particular weighting or priority to any of these factors, such factors as character, integrity, judgment, diversity of experience, diversity of perspective, independence, area of expertise, corporate experience, length of service, potential conflicts of interest and other commitments; and (iii) other factors that the committee may consider appropriate;

The committee requires the following minimum qualifications, which are the desired qualifications and characteristics for Board membership, to be satisfied by any nominee for a position on our Board: (i) the highest personal and professional ethics and integrity; (ii) proven achievement and competence in the nominee s field and the ability to exercise sound business judgment; (iii) skills that are complementary to those of the existing Board; (iv) the ability to assist and support management and make significant contributions to Dolby s success; and (v) an understanding of the fiduciary responsibilities that are required of a member of our Board and the commitment of time and energy necessary to diligently carry out those responsibilities;

If the committee determines that an additional or replacement director is required, the committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the committee, our Board or management; and

The committee may propose to our Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to our Board.

We do not maintain a separate policy regarding the diversity of our Board, but during the director nomination process, as described above, the Nominating and Governance Committee considers diversity of experience and diversity of perspective.

For stockholders who wish to nominate a candidate for election to our Board (as opposed to only recommending a candidate for consideration by the Nominating and Governance Committee as described above), see the procedures discussed in Additional Meeting Matters below.

Policies and Procedures for Communications to Non-Employee or Independent Directors

In cases where stockholders or interested parties wish to communicate directly with our non-employee or independent directors, messages may be sent to our General Counsel, at generalcounsel@dolby.com, or to Dolby Laboratories, Inc., 1275 Market Street, San Francisco, California 94103, Attn: General Counsel. Our General Counsel monitors these communications and will provide a summary of all received messages to our Board at each regularly scheduled meeting of our Board, or if appropriate, solely to the non-employee or independent directors at each regularly scheduled executive session of non-employee or independent directors. Where the nature of a communication warrants, our General Counsel may obtain the more immediate attention of the appropriate committee of our Board, of non-employee or independent directors, of independent advisors or of Dolby management, as our General Counsel considers appropriate. Our General Counsel may decide in the exercise of his judgment whether a response to any stockholder or interested party communication is necessary.

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Attendance at Annual Meeting of Stockholders

We encourage our directors to attend our Annual Meetings of Stockholders, and all of the members of our Board attended the 2016 Annual Meeting.

Code of Business Conduct and Ethics

Our Board has adopted a Code of Business Conduct and Ethics, which is applicable to all of our directors and our employees, including our principal executive officer, principal financial officer, principal accounting officer or controller and persons performing similar functions. The Code of Business Conduct and Ethics is available on the Corporate Governance section of the Investors page of our website at http://investor.dolby.com/corporate-governance.cfm. We will post any amendments or waivers to the Code of Business Conduct and Ethics that are required to be disclosed by the rules of the SEC or NYSE on this website.

Corporate Governance Guidelines

Our Board has adopted Corporate Governance Guidelines that contain the general framework for the governance of the company. Among other things, our Corporate Governance Guidelines address:

- The role of our Board;
- The size and composition of our Board and its committees;
- New director orientation and continuing education;
- Board and committee authority to retain independent advisors;
- Board meetings and process;
- Board self-evaluation;
- Evaluation of our CEO and succession planning;
- Corporate business principles and policies applicable to our Board; and
- Communications by Board members with outside constituencies.

The Nominating and Governance Committee will periodically review the guidelines and report any recommended changes to our Board. The Corporate Governance Guidelines are available on the Corporate Governance section of the Investors page of our website at http://investor.dolby.com/corporate-governance.cfm.

Compensation Committee Interlocks and Insider Participation

The current members of the Compensation Committee are Nicholas Donatiello, Jr., Roger Siboni and Avadis Tevanian, Jr. None of our executive officers has served as a member of the board of directors or compensation committee (or other committee serving an equivalent function) of any entity that has one or more executive officers serving as a member of our Board or Compensation Committee.

Rule 10b5-1 Trading Plans

Certain of our directors and executive officers have adopted, and in the future may adopt, written trading plans that meet the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934. Rule 10b5-1 allows persons who may be considered insiders of an issuer to adopt pre-arranged written plans for trading specified amounts of stock. Rule 10b5-1 trading plans establish predetermined trading parameters that, among other things, do not permit the person adopting the trading plan to exercise subsequent influence over how, when or whether to effect trades. Once a Rule 10b5-1 trading plan has been properly adopted, trades may be executed pursuant to the terms of the trading plan at times when the person would otherwise be restricted from trading (e.g., during a

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closed window). Rule 10b5-1 trading plans are designed to allow individuals to purchase or sell shares in an orderly fashion for asset diversification, liquidity, tax planning and other purposes when they might otherwise be restricted from doing so due to material, non-public information that they might possess at the time of the purchase or sale.

Under our policies, directors and executive officers may enter into a new Rule 10b5-1 trading plan or amend an existing trading plan only during an open window and only if they are not in possession of any material non-public information concerning Dolby at the time. In addition, trades pursuant to a new or amended Rule 10b5-1 trading plan may not be made until the date of the opening of the next quarterly trading window following the date of entry into, or amendment of, such trading plan. Each Rule 10b5-1 trading plan generally must remain in effect for at least one year following its adoption and must automatically terminate within two years from the adoption date. Rule 10b5-1 trading plan terms do not generally restrict directors or executive officers from making trades outside of the trading plans, provided that any such trades occur during open windows and are otherwise subject to our insider trading policy requirements.

Sale transactions by our directors and executive officers under Rule 10b5-1 trading plans will be disclosed publicly through filings with the SEC to the extent required. We do not undertake any obligation to report Rule 10b5-1 trading plans that may be adopted by any of our directors or executive officers, or to report any modifications or terminations of any publicly announced plan, except to the extent required by law.

In fiscal 2016, Dagmar Dolby, as Trustee of various Dolby family trusts, adopted various Rule 10b5-1 trading plans. Sales under these trading plans were completed in September 2016, and an aggregate of 1,148,838 shares were sold under these plans in fiscal 2016.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the number of shares of our Common Stock beneficially owned by: (i) each person who is known by us to own beneficially more than 5% of either our Class A Common Stock or Class B Common Stock; (ii) each of our directors; (iii) each of our NEOs; and (iv) all of our directors and executive officers as a group. The information provided in the table is as of November 22, 2016, and is based on our records, information filed with the SEC, and information furnished by the respective individuals or entities, as the case may be.

Applicable percentage ownership is based on 57,483,370, shares of our Class A Common Stock and 44,073,597 shares of our Class B Common Stock outstanding as of November 22, 2016. In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, we deemed outstanding: (i) shares of Common Stock subject to stock options held by that person that were currently exercisable or exercisable within 60 days of November 22, 2016; and (ii) shares of Common Stock subject to restricted stock unit awards held by that person that were subject to vest within 60 days of November 22, 2016.

Unless otherwise indicated below, the address of each beneficial owner listed in the table is c/o Dolby Laboratories, Inc., 1275 Market Street, San Francisco, California 94103.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information available or furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Common Stock that they beneficially own, subject to applicable community property laws.

	Shares Beneficially Owned				
	Class A Common Stock(1)		Class B Common Stock(1)		% Total
Name of Beneficial Owner	**Shares**	**%**	**Shares**	**%**	**Voting Power(2)**
5% Stockholders:					
Ray Dolby 2002 Trust A, dated April 19, 2002(3)			160,592	*	*
Ray Dolby 2002 Trust B, dated April 19, 2002(4)			663,262	1.5%	1.3%
Ray Dolby 2011 Trust A, dated December 14, 2011(5)			1,473,301	3.3%	3.0%
Ray Dolby 2011 Trust B, dated December 14, 2011(6)			1,474,365	3.3%	3.0%
Dolby Holdings II LLC(7)			1,040,000	2.4%	2.1%
Marital Trust under the Dolby Family Trust Instrument dated May 7, 1999(8)			22,374,496	50.8%	44.9%
Dagmar Dolby Trust under the Dolby Family Trust Instrument dated May 7, 1999(9)			12,136,194	27.5%	24.4%
Dagmar Dolby 2016 Trust BB, dated March 23, 2016(10)			4,650,000	10.6%	9.3%
Dagmar Dolby(11)	2,949,300	5.1%	43,972,210	99.8%	88.9%
Thomas E. Dolby(12)			2,153,893	4.9%	4.3%
Clearbridge Investments, LLC(13)	5,859,414	10.2%			1.2%
Baillie Gifford & Co(14)	5,568,509	9.7%			1.1%
Capital World Investors(15)	4,844,621	8.4%			1.0%
The Vanguard Group(16)	3,388,450	5.9%			*
Directors and Named Executive Officers:					
Kevin Yeaman(17)	1,176,201	2.0%			*
Lewis Chew(18)	439,111	*			*
Andy Sherman(19)	293,182	*			*
Michael Bergeron(20)	196,802	*			*
Robert Borchers(21)	252,803	*			*
Micheline Chau	33,791	*			*
David Dolby(22)	49,627	*	41,818,317	94.9%	83.9%
Nicholas Donatiello, Jr.(23)	16,508	*			*
Peter Gotcher(24)	76,119	*			*
N. William Jasper, Jr.(25)	108,527	*	10,000	*	*
Simon Segars	7,759	*			*
Roger Siboni	7,759	*			*
Avadis Tevanian, Jr.(26)	38,387	*			*

All executive officers and directors as a group (13 persons)[27]	2,668,453	4.5%	41,828,317	94.9%	84.5%

* Less than one percent.

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(1) Each holder of Class B Common Stock is entitled to ten votes per share of Class B Common Stock and each holder of Class A Common Stock is entitled to one vote per share of Class A Common Stock on all matters submitted to our stockholders for a vote. The Class A Common Stock and Class B Common Stock vote together as a single class on all matters submitted to a vote of our stockholders, except as may otherwise be required by law. The Class B Common Stock is convertible at any time by the holder into shares of Class A Common Stock on a one-for-one share basis.

(2) Percentage total voting power represents voting power with respect to all shares of our Class A Common Stock and Class B Common Stock, as a single class.

(3) Consists of 160,592 shares of Class B Common Stock held of record by Dagmar Dolby, as Trustee of the Ray Dolby 2002 Trust A, dated April 19, 2002 (the Ray Dolby 2002 Trust A). Thomas E. Dolby, Dagmar Dolby s son, is the Special Trustee of the Ray Dolby 2002 Trust A. Dagmar Dolby has sole dispositive power over the shares held of record by the Ray Dolby 2002 Trust A, and Thomas E. Dolby has sole power to direct the voting of the shares held of record by the Ray Dolby 2002 Trust A. Assuming conversion of the shares of Class B Common Stock beneficially owned by the Ray Dolby 2002 Trust A into shares of Class A Common Stock, such converted shares would represent beneficial ownership of less than one percent of the outstanding shares of Class A Common Stock as of November 22, 2016. Dagmar Dolby and Thomas E. Dolby disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(4) Consists of 663,262 shares of Class B Common Stock held of record by Dagmar Dolby, as Trustee of the Ray Dolby 2002 Trust B, dated April 19, 2002 (the Ray Dolby 2002 Trust B). David Dolby, Dagmar Dolby s son, is the Special Trustee of the Ray Dolby 2002 Trust B. Dagmar Dolby has sole dispositive power over the shares held of record by the Ray Dolby 2002 Trust B, and David Dolby has sole power to direct the voting of the shares held of record by the Ray Dolby 2002 Trust B. Assuming conversion of the shares of Class B Common Stock beneficially owned by the Ray Dolby 2002 Trust B into shares of Class A Common Stock, such converted shares would represent beneficial ownership of 1.1% of the outstanding shares of Class A Common Stock as of November 22, 2016. Dagmar Dolby and David Dolby disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(5) Consists of 1,473,301 shares of Class B Common Stock held of record by Dagmar Dolby, as Trustee of the Ray Dolby 2011 Trust A, dated December 14, 2011 (the Ray Dolby 2011 Trust A). Thomas E. Dolby is the Special Trustee of the Ray Dolby 2011 Trust A. Dagmar Dolby has sole dispositive power over the shares held of record by the Ray Dolby 2011 Trust A, and Thomas E. Dolby has sole power to direct the voting of the shares held of record by the Ray Dolby 2011 Trust A. Assuming conversion of the shares of Class B Common Stock beneficially owned by the Ray Dolby 2011 Trust A into shares of Class A Common Stock, such converted shares would represent beneficial ownership of 2.5% of the outstanding shares of Class A Common Stock as of November 22, 2016. Dagmar Dolby and Thomas E. Dolby disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(6) Consists of 1,474,365 shares of Class B Common Stock held of record by Dagmar Dolby, as Trustee of the Ray Dolby 2011 Trust B, dated December 14, 2011 (the Ray Dolby 2011 Trust B). David Dolby is the Special Trustee of the Ray Dolby 2011 Trust B. Dagmar Dolby has sole dispositive power over the shares held of record by the Ray Dolby 2011 Trust B, and David Dolby has sole power to direct the voting of the shares held of record by the Ray Dolby 2011 Trust B. Assuming conversion of the shares of Class B Common Stock beneficially owned by the Ray Dolby 2011 Trust B into shares of Class A Common Stock, such converted shares would represent beneficial ownership of 2.5% of the outstanding shares of Class A Common Stock as of November 22, 2016. Dagmar Dolby and David Dolby disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(7) Consists of 1,040,000 shares of Class B Common Stock held of record by Dolby Holdings II LLC (Dolby Holdings). Dagmar Dolby has sole dispositive power over the shares held of record by Dolby Holdings as the Manager of Dolby Holdings. Each of Thomas E. Dolby and David Dolby has sole power to direct the voting of 50% of the shares held of record by Dolby Holdings, as Special Managers of Dolby Holdings. Assuming conversion of the shares of Class B Common Stock beneficially owned by Dolby Holdings into shares of Class A Common Stock, such converted shares would represent beneficial ownership of 1.8% of the outstanding shares of Class A Common Stock as of November 22, 2016. Dagmar Dolby, Thomas E. Dolby, and David Dolby disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(8) Consists of 22,374,496 shares of Class B Common Stock held of record by Dagmar Dolby, as Trustee of the Marital Trust under the Dolby Family Trust Instrument dated May 7, 1999 (the Marital Trust). David Dolby is the Special Trustee of the Marital Trust. Dagmar Dolby has sole dispositive power over the shares held of record by the Marital Trust, and Dagmar Dolby and David Dolby have shared voting power over the shares held of record by the Marital Trust, with voting decisions requiring the unanimous vote of the Trustee and the Special Trustee. Assuming conversion of the shares of Class B Common Stock beneficially owned by the Marital Trust into shares of Class A Common Stock, such converted shares would represent beneficial ownership of 28.0% of the outstanding shares of Class A Common Stock as

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of November 22, 2016. Dagmar Dolby and David Dolby disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(9) Consists of 12,136,194 shares of Class B Common Stock held of record by Dagmar Dolby, as Trustee of the Dagmar Dolby Trust under the Dolby Family Trust Instrument dated May 7, 1999 (the Dagmar Dolby Trust). David Dolby is the Special Trustee of the Dagmar Dolby Trust. Dagmar Dolby has sole dispositive power over the shares held of record by the Dagmar Dolby Trust, and Dagmar Dolby and David Dolby have shared voting power over the shares held of record by the Dagmar Dolby Trust, with voting decisions requiring the unanimous vote of the Trustee and the Special Trustee. Assuming conversion of the shares of Class B Common Stock beneficially owned by the Dagmar Dolby Trust into shares of Class A Common Stock, such converted shares would represent beneficial ownership of 17.4% of the outstanding shares of Class A Common Stock as of November 22, 2016. Dagmar Dolby and David Dolby disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(10) Consists of 4,650,000 shares of Class B Common Stock held of record by Dagmar Dolby, as Trustee of the Dagmar Dolby 2016 Trust BB, dated March 23, 2016 (the Dagmar Dolby 2016 Trust BB). David Dolby is the Special Trustee of the Dagmar Dolby 2016 Trust BB. Dagmar Dolby has sole dispositive power over the shares held of record by the Dagmar Dolby 2016 Trust BB, and David Dolby has sole power to direct the voting of the shares held of record by the Dagmar Dolby 2016 Trust BB. Assuming conversion of the shares of Class B Common Stock beneficially owned by the Dagmar Dolby 2016 Trust BB into shares of Class A Common Stock, such converted shares would represent beneficial ownership of 7.5% of the outstanding shares of Class A Common Stock as of November 22, 2016. Dagmar Dolby and David Dolby disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(11) Consists of (i) the shares described in Notes 3 through 10, which descriptions are incorporated herein by reference, plus (ii) 1,004,300 shares of Class A Common Stock held of record by the Ray and Dagmar Dolby Family Fund, a California nonprofit public benefit corporation and a private foundation within the meaning of section 509(a) of the Internal Revenue Code (the Dolby Family Fund), plus (iii) 1,945,000 shares of Class A Common Stock held of record by the Dagmar Dolby Fund, a California nonprofit public benefit corporation (the Dagmar Dolby Fund). Dagmar Dolby is the President and sole director of, and has sole dispositive and voting power over the shares held of record by, the Dolby Family Fund. Dagmar Dolby, as one of three directors of the Dagmar Dolby Fund, (i) has shared voting power over all 1,945,000 shares of Class A Common Stock held of record by the Dagmar Dolby Fund, with voting decisions requiring the majority vote of the Dagmar Dolby Fund s board of directors, and (ii) has or will have within 60 days of November 22, 2016 shared dispositive power over 1,615,000 of the shares of Class A Common Stock held of record by the Dagmar Dolby Fund, with disposition decisions requiring the majority vote of the Dagmar Dolby Fund s board of directors. All shares beneficially owned by Dagmar Dolby collectively represent 88.9% of the total voting power of the Class A Common Stock and Class B Common Stock, and the shares over which Dagmar Dolby has sole or shared voting power collectively represent 69.9% of the total voting power of the Class A Common Stock and Class B Common Stock. Assuming conversion of the shares of Class B Common Stock beneficially owned by Dagmar Dolby into shares of Class A Common Stock, such converted shares, together with the other shares of Class A Common Stock beneficially owned by Dagmar Dolby, would represent beneficial ownership of 46.2% of the outstanding shares of Class A Common Stock as of November 22, 2016. Dagmar Dolby disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

(12) Consists of the shares described in Notes 3 and 5 and 50% of the shares described in Note 7, which descriptions are incorporated herein by reference. Assuming conversion of the shares of Class B Common Stock beneficially owned by Thomas E. Dolby into shares of Class A Common Stock, such converted shares would represent beneficial ownership of 3.6% of the outstanding shares of Class A Common Stock as of November 22, 2016. Thomas E. Dolby disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(13) Based on a Schedule 13G/A filed with the SEC on February 16, 2016, wherein Clearbridge Investments, LLC (Clearbridge) reported beneficial ownership of 5,859,414 shares of Class A Common Stock. Clearbridge reported sole dispositive power as to all of the shares and sole voting power as to 5,701,977 of the shares. The address for Clearbridge is 620 8th Avenue, New York, New York 10018.

(14) Based on a Schedule 13G/A filed with the SEC on February 9, 2016, wherein Baillie Gifford & Co (Baillie) reported beneficial ownership of 5,568,509 shares of Class A Common Stock. Baillie reported sole dispositive power as to all of the shares and sole voting power as to 4,724,525 of the shares. The address for Baillie is Calton Square, 1 Greenside Row, Edinburgh EH1 3AN, Scotland, United Kingdom. On December 7, 2016, Baillie filed a Schedule 13G/A with the SEC, wherein Baillie reported beneficial ownership of 1,851,148 shares of Class A Common Stock, representing 3.24% of the outstanding Class A Common Stock as of the date of such filing.

(15) Based on a Schedule 13G/A filed with the SEC on February 12, 2016, wherein Capital World Investors (Capital) reported beneficial ownership of 4,844,621 shares of Class A Common Stock. Capital reported sole voting and

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dispositive power as to all of the shares. Capital disclaims beneficial ownership of these securities pursuant to Rule 13d-4 of the Securities Exchange Act of 1934. The address for Capital is 333 South Hope Street, Los Angeles, California 90071.

(16) Based on a Schedule 13G/A filed with the SEC on February 11, 2016, wherein The Vanguard Group (Vanguard) reported beneficial ownership of 3,388,450 shares of Class A Common Stock. Vanguard reported sole dispositive power as to 3,353,572 of the shares, shared dispositive power as to 34,878 of the shares, sole voting power as to 35,178 of the shares, and shared voting power as to 2,700 of the shares. The address for Vanguard is 100 Vanguard Blvd., Malvern, Pennsylvania 19355.

(17) Shares held in the name of Kevin and Rachel Yeaman, Trustees of the Yeaman Family Trust dated May 14, 2009 (the Yeaman Trust). Includes stock options held in the name of the Yeaman Trust to purchase 1,008,621 shares of Class A Common Stock that are exercisable within 60 days of November 22, 2016. Includes 50,459 shares of Class A Common Stock subject to restricted stock unit awards that vest within 60 days of November 22, 2016.

(18) Includes stock options held by Mr. Chew to purchase 387,386 shares of Class A Common Stock that are exercisable within 60 days of November 22, 2016. Includes 18,594 shares of Class A Common Stock subject to restricted stock unit awards that vest within 60 days of November 22, 2016.

(19) Includes stock options held by Mr. Sherman to purchase 265,704 shares of Class A Common Stock that are exercisable within 60 days of November 22, 2016. Includes 13,209 shares of Class A Common Stock subject to restricted stock unit awards that vest within 60 days of November 22, 2016.

(20) Includes stock options held by Mr. Bergeron to purchase 168,583 shares of Class A Common Stock that are exercisable within 60 days of November 22, 2016. Includes 15,663 shares of Class A Common Stock subject to restricted stock unit awards that vest within 60 days of November 22, 2016.

(21) Includes stock options held by Mr. Borchers to purchase 223,530 shares of Class A Common Stock that are exercisable within 60 days of November 22, 2016. Includes 18,973 shares of Class A Common Stock subject to restricted stock unit awards that vest within 60 days of November 22, 2016.

(22) Consists of (i) 46,115 shares of Class A Common Stock held of record by David Dolby, plus (ii) stock options held of record by David Dolby to purchase up to 3,512 shares of Class A Common Stock that are exercisable within 60 days of November 22, 2016, plus (iii) all of the shares described in Notes 4, 6, 8, 9 and 10, which descriptions are incorporated herein by reference, plus (iv) 50% of the shares described in Note 7, which description is incorporated herein by reference. Assuming conversion of the shares of Class B Common Stock beneficially owned by David Dolby into shares of Class A Common Stock, such converted shares, together with the other shares of Class A Common Stock beneficially owned by David Dolby, would represent beneficial ownership of 42.2% of the outstanding shares of Class A Common Stock as of November 22, 2016. David Dolby disclaims beneficial ownership of the securities referenced in clauses (iii) and (iv) except to the extent of his pecuniary interest therein.

(23) Shares held in the name of Nicholas Donatiello, Jr. as Trustee of the Nicholas Donatiello, Jr. Trust u/a/d April 22, 2011.

(24) Includes stock options held by Mr. Gotcher to purchase 32,401 shares of Class A Common Stock that are exercisable within 60 days of November 22, 2016.

(25) Shares held in the name of N. William Jasper, Jr. as Trustee of the N. William Jasper, Jr. 2004 Trust. Includes stock options held by Mr. Jasper to purchase 83,527 shares of Class A Common Stock that are exercisable within 60 days of November 22, 2016. Assuming conversion of the shares of Class B Common Stock beneficially owned by Mr. Jasper into shares of Class A Common Stock, such converted shares, together with the other shares of Class A Common Stock beneficially owned by Mr. Jasper, would represent beneficial ownership of less than one percent of the outstanding shares of Class A Common Stock as of November 22, 2016.

(26) Shares held in the name of Avadis Tevanian, Jr. and Nancy Tevanian Trust u/a/d 5/29/96.

(27) Includes (i) stock options held by all executive officers and directors to purchase an aggregate of 2,134,380 shares of Class A Common Stock that are exercisable within 60 days of November 22, 2016 and (ii) 108,779 shares of Class A Common Stock subject to restricted stock unit awards held by all executive officers and directors that vest within 60 days of November 22, 2016.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Review, Approval or Ratification of Related Person Transactions

Our Board has adopted a written Related Person Transactions Policy. Pursuant to this policy, any related person transaction proposed or entered into by Dolby must be reviewed, approved or ratified by the Audit Committee in accordance with the terms of the policy. A related person transaction is a transaction between Dolby and a related person in which the aggregate amount involved exceeds or may be expected to exceed $120,000 and in which a related person has or will have a direct or indirect material interest. For purposes of the policy, a related person is any person who is or was an executive officer, director or nominee for director at any time since the beginning of the last fiscal year and such person s immediate family members, or a greater than 5% beneficial owner of any class of our voting securities at the time of the occurrence or existence of the transaction and such owner s immediate family members.

Any related person transaction proposed or entered into by Dolby that does not fall into a specified exclusion under the policy must be reported to Dolby s General Counsel, and the Audit Committee will review, approve or ratify such transactions in accordance with the terms of the policy. In the course of its review and approval or ratification of a related person transaction, the Audit Committee considers:

- The approximate dollar value of the amount involved in the transaction;
- The related person s interest in the transaction and the approximate dollar value of such interest without regard to any profit or loss;
- Whether the transaction was undertaken in the ordinary course of business of the company;
- Whether the transaction with the related person is proposed to be, or was, entered into on terms no less favorable to Dolby than terms that could have been reached with an unrelated third party;
- The purpose of, and the potential benefits to Dolby of, the transaction; and
- Any other information regarding the transaction or the related person in the context of the transaction that would be material to investors in light of the circumstances of the particular transaction.

In addition, the use of certain theatres of the company by the immediate family members of Ray Dolby, to the extent that it may constitute a related person transaction, is deemed to be pre-approved under the terms of the policy.

Since September 26, 2015, we have not been a party to any related person transactions, other than the transactions described below.

Real Estate Transactions

Lease for 100 Potrero Avenue

Since 1980, we have leased our former principal executive offices located at 100 Potrero Avenue, San Francisco, California from several Dolby family trusts. We also lease additional parking and warehouse space from these Dolby family trusts in connection with our lease of 100 Potrero Avenue. In May 2014, we renegotiated the leases and extended their terms until October 31, 2024. The leases provide us an option to renew for two additional five year terms at a rate equal to the rent that the landlord could obtain for the applicable option term from a third party desiring to lease the premises for the option term, as determined by the landlord and agreed to by us.

Our rent expense for these facilities was $2.7 million in fiscal 2016 and the estimated rent expense over the remaining life of the leases for these facilities is $55.9 million, assuming that we exercise our option to renew the leases for two additional five year terms beyond their October 31, 2024 expiration and assuming a rental rate

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equal to the rate applicable to the month in which the leases are to expire (October 2024) (the actual rental rate during the option terms is not known at this time and may be materially different from the rate used in our assumptions). The Dolby family trusts, as landlord, retain the right to sublease approximately 1,099 square feet of office space in the premises with prior notice to us, at a rental rate equal to the then current base rent per square foot paid by us plus $14 per square foot per year (reflecting estimated costs payable by the us for the operation and maintenance of the premises, subject to an annual increase of 1.5% per year during each year of the sublease term). We are generally responsible for operating expenses, taxes, and the condition, operation, repair, maintenance, security and management of the premises. We have also agreed to indemnify and hold the Dolby family trusts, as landlord, harmless from and against certain liabilities, damages, claims, costs, penalties and expenses arising from our conduct related to the premises.

Lease for 999 Brannan

We previously leased our prior principal administrative offices at 999 Brannan Street in San Francisco from Dolby Properties, LLC, a real estate limited liability company owned by entities affiliated with the Dolby family. Our leases for 999 Brannan expired on September 30, 2015. On September 30, 2015, we executed a lease and surrender agreement with Dolby Properties, LLC to extend the time we had to complete our surrender and make-good obligations under the leases. In November 2015, the lease and surrender agreement was amended to provide for reimbursement in lieu of the requirement that we perform certain demolition work to restore the property to its original condition as required under the leases. In September, 2016, we paid Dolby Properties, LLC $760,899 for the cost of such demolition work, which fully satisfied our obligations under the 999 Brannan leases and the lease and surrender agreement.

Jointly-Owned Real Estate Entities

As of the end of fiscal 2016, the Dagmar Dolby Trust or Dolby Wootton Bassett, LLC (DWB), of which the Dagmar Dolby Trust is the sole member, own a majority financial interest in four real estate entities that own or lease commercial real property to us. We own the remaining financial interests in these real estate entities. The following table sets forth, as of the end of fiscal 2016, for each of the four real estate entities, the entity that owns the majority financial interest in the real estate entity, the percentage interest owned, and the location of the property.

Real Estate Entity	Majority Owner	Majority Ownership Interest	Location of Property
Dolby Properties Burbank, LLC	Dagmar Dolby Trust	51%	Burbank, California
Dolby Properties Brisbane, LLC	Dagmar Dolby Trust	51%	Brisbane, California
Dolby Properties UK, LLC	Dagmar Dolby Trust	51%	Wootton Bassett, England
Dolby Properties, LP	DWB	90%	Wootton Bassett, England

Our expense recorded for rents payable to such entities was $1.2 million in fiscal 2016 and the estimated rent expense over the remaining life of the various leases for these facilities is approximately $13.8 million, assuming the exercise of our two five-year renewal options for our offices at 3601 W. Alameda Avenue in Burbank, California (for these purposes, assuming a rental rate equal to the rate applicable to the month in which the lease is scheduled to expire; the actual rental rate during any option term is not known at this time and may be materially different from the rate used in our assumptions). A summary of activity in fiscal 2016 with respect to properties owned by these jointly-owned real estate entities is set forth below.

<u>Dolby Properties Brisbane, LLC</u>

In fiscal 2016, we executed various lease amendments with Dolby Properties Brisbane, LLC to extend the term of our lease for our manufacturing facilities in Brisbane by three years from March 31, 2016 to March 31, 2019, at an initial base rental rate of $41,300, subject to a 3% increase in each of the second and third years of the extended term.

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Dolby Properties UK, LLC

In November, 2016, Dolby Properties UK, LLC, a limited liability company jointly owned by the Dagmar Dolby Trust and us, as described above, completed the sale of a plot of land it owned located in Wootton Bassett, England, to an unaffiliated third party for £700,000. 51% of the net proceeds from the sale of the property inured to the Dagmar Dolby Trust and the remainder to us.

When we negotiate new terms for any lease agreement with the Dolby family or any of the jointly-owned real estate entities, we engage real estate brokers to provide fair market rent and lease terms based on a summary of comparable properties located in the area of the subject property. The brokers are instructed that the transaction is intended to be completed on an arm s-length basis. We believe that all of our leases were entered into on a reasonable fair market basis.

Academy Museum Donations

As previously disclosed, in June 2014, we agreed to donate cinema products and related services to the Museum of the Academy of Motion Picture Arts and Sciences (the Academy Museum) having a retail value of approximately $7 million, in exchange for promotional benefits over a 15 year period, including our exclusive appointment as the audio/video sponsor of the Academy Museum theaters, public recognition of our donation, access to Academy Museum space for events, invitations to certain events, board membership at the Academy Foundation, Academy Museum membership rights, and other benefits. Contemporaneously, the Dolby family agreed to donate $5 million in cash and/or marketable securities to the Academy Museum over time based on achievement of certain key project milestones, in exchange for certain naming rights, public recognition of the Dolby family s donation, an installation at the Academy Museum dedicated to portraying Ray Dolby s story, invitations to certain events, board membership at the Academy Foundation, Academy Museum membership rights, and other benefits.

Other Arrangements with the Dolby Family

In the past, we have allowed members of the Dolby family to use our office facilities for their personal purposes on a limited basis, and we expect this use to continue in the future. For example, members of the Dolby family are allowed to use our conference and screening rooms for personal purposes up to ten times per year. Our Board has approved of these arrangements.

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COMPENSATION DISCUSSION AND ANALYSIS

The discussion below is intended to:

- Explain our fiscal 2016 executive compensation program and philosophy and assist you in evaluating the compensation of our NEOs; and
- Review how the Compensation Committee of our Board of Directors (for purposes of this Compensation Discussion and Analysis, the Committee) made its executive compensation decisions for fiscal 2016.

Named Executive Officers

Our NEOs are the individuals whose compensation is set forth in the Summary Compensation Table and accompanying tables. For fiscal 2016, our NEOs were:

- Kevin Yeaman, our President and Chief Executive Officer;
- Lewis Chew, our Executive Vice President and Chief Financial Officer;
- Andy Sherman, our Executive Vice President, General Counsel and Corporate Secretary;
- Robert Borchers, our Senior Vice President and Chief Marketing Officer; and
- Michael Bergeron, our Senior Vice President, Worldwide Sales and Field Operations.

In July 2016, Mr. Bergeron entered into a separation agreement with us pursuant to which he agreed to continue to serve as our Senior Vice President, Worldwide Sales and Field Operations through the end of fiscal 2016. Since then, he has provided and is expected to continue to provide transitional and advisory services to us until no later than June 30, 2017, as discussed further in this Compensation Discussion and Analysis.

Fiscal 2016 Financial and Operational Highlights

Key Financial Highlights

Our key financial highlights for fiscal 2016 were as follows:

	Fiscal 2016	Fiscal 2015	Percentage Change
Total Revenue	$1,025.7 million	$970.6 million	5.7%
Net Income	$185.9 million	$181.4 million	2.5%
Diluted Earnings Per Share	$1.81	$1.75	3.4%
Non-GAAP Net Income*	$249.0 million	$229.3 million	8.6%
Non-GAAP Diluted Earnings Per Share*	$2.43	$2.21	10.0%
Stock Price Per Share (High and Low)	$54.68 / $30.38		

		$46.17 / $29.87	
Stock Price Per Share as of Fiscal Year-End	$54.29	$31.40	72.9%

* A reconciliation of our non-GAAP to GAAP financial results is set forth in Appendix A to this Proxy Statement.

Return of Capital to Stockholders

In fiscal 2016, we returned $149.3 million to stockholders, $100.9 million of which was in the form of stock repurchases and $48.4 million of which was in the form of dividends.

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Beginning with the introduction of our stock repurchase program in fiscal 2010 and through the end of fiscal 2016, we have returned over $1.5 billion of cash to our stockholders through stock repurchases, our quarterly cash dividend program, and our fiscal 2013 special dividend.

In October 2016, we announced a 17% increase in the per share dividend amount under our quarterly dividend program, from $0.12 to $0.14.

Key Business Highlights

In fiscal 2016, we continued to focus on expanding our leadership in audio solutions for entertainment content and bringing dynamic new audio and visual technologies to market.

Audio Licensing

In our audio licensing business, we continued to grow the presence of Dolby Audio™ and Dolby Atmos® among various use cases.

Broadcast. Our broadcast market experienced continued growth and reinforced the standing of Dolby Audio as an established format in developed markets such as North America and Western Europe. This reflects our strategy of working with country-specific operators and standards bodies to encourage adoption of our technologies. We believe we are well positioned for further adoption in emerging markets such as Africa, India and China. During fiscal 2016, China Telecom and China Unicom launched services in Dolby as did Multichoice, the largest satellite operator in Africa. We believe that future growth in broadcast will come from the continued migration of emerging markets to digital televisions, and the roll-out of HD and 4K set-top boxes with Dolby Audio in both developed and emerging markets.

Consumer Electronics. Dolby Audio is included in a wide range of devices including, in fiscal 2016, an increasing number of digital media adapters (DMAs) such as Apple TV, Amazon s Fire TV and Fire Stick, as well as Roku s Ultra player. During the year, a broader array of content in Dolby also became available via new over-the-top services such as Apple TV and Google Play. In addition, we made progress in expanding the presence of Dolby Atmos in the home. Dolby Atmos soundbars were launched by Samsung, Philips and Yamaha, and additional Dolby Atmos soundbars are scheduled to reach the market in late 2016 and early 2017. Dolby Atmos is now also supported by all major audio/video receiver manufacturers and is included in select speakers. These hardware offerings are paired with a growing array of content via Blu-ray discs and over-the-top services. We will continue to work with OEMs to expand the range of Dolby Audio-enabled hardware, and with content developers and distributors to expand the range of entertainment selections using our audio technologies.

Mobile. We achieved a major milestone with the inclusion of Dolby Digital Plus™ our advanced digital audio coding technology that offers more efficient audio transmission for a wide range of media applications such as TVs, PCs, and mobile devices in iOS and iTunes. Now, consumers can access enhanced content on the iPad and iPhone. Dolby Digital Plus is also integrated in various mobile devices from Lenovo, LG and ZTE. Separately, Dolby Atmos continues to expand its use case beyond existing phones and tablets from Lenovo and Amazon with the latest launch of LeEco s flagship mobile phone, which now includes Dolby Atmos as well.

In addition, Netflix, which was already streaming content in Dolby Audio to PCs and a broad range of home entertainment and gaming devices, began streaming in Dolby Audio to mobile devices. In addition to Netflix, services from Apple, Tencent and iQiyi are also making Dolby Audio content available to mobile devices. We continue to focus on driving further adoption of our technologies across all the major mobile ecosystems Apple, Android, Windows and Amazon as these platforms facilitate delivery and enhanced consumption of Dolby-enabled content from a multitude of over-the-top services.

Personal Computers. Our technologies enhance playback in both the Mac and Windows operating systems, including native support in their respective Safari and Microsoft Edge browsers. Dolby s presence in these browsers enables us to reach more users through new types of content, including streaming video entertainment.

Products. We offer servers and audio processors to enable the playback of content in cinemas. Our product revenue base expanded primarily from shipments of Dolby Atmos due to continued adoption by studios, content creators, post-production facilities and exhibitors. In addition, in December 2016, we announced the achievement of two important milestones for Dolby Atmos the installation of 2,000 Dolby Atmos-enabled cinema screens and the release of 500 movie titles mixed in Dolby Atmos.

New Growth Initiatives

We also continued to bring a number of new audio and visual experiences to market.

Dolby Cinema™. We made progress expanding the footprint of Dolby Cinema, our premium cinema offering for moviegoers that combines our Dolby Vision™ and Dolby Atmos offerings. We successfully grew the number of Dolby Cinemas committed to or open around the world, as well as the number of theatrical titles optimized for Dolby Cinema.

Exhibitors that feature Dolby Cinema include AMC in the U.S., Wanda in China, Cineplexx in Austria, and Vue (previously JT Bioscopen) in the Netherlands. Over the last fiscal year, we have added approximately 30 Dolby Cinema locations, with over 50 operating today. The majority of these are with our largest exhibitor partner, AMC, with whom we have plans to open 160 Dolby Cinema at AMC sites by the end of calendar 2018.

Our second largest exhibitor partner, Wanda, has now opened six Dolby Cinema locations in China, and plans to open 100 locations. In addition, in fiscal 2016, Jackie Chan Cinemas opened its first Dolby Cinema at the highest grossing complex in China, and plans on opening ten more Dolby Cinema sites within the next two years.

In total, our current exhibitor partners have committed to or opened approximately 300 Dolby Cinema locations around the world.

Dolby Cinema has also attracted strong support from the creative community as every major studio has announced its support for Dolby Cinema. Since our launch of Dolby Cinema in December 2014, there have been over 50 theatrical titles with Dolby Vision and Dolby Atmos announced or released, and in the past fiscal quarter, the first Chinese movies optimized for Dolby Cinema were released. More recently, The Walt Disney Studios and we announced that *Rogue One: A Star Wars Story* will be available in more than 50 Dolby Cinema locations around the globe.

Dolby Vision. By partnering with key players in the market, Dolby Vision TVs are now available globally. LG, the world s second largest TV manufacturer, includes Dolby Vision on its full 2016 lineup of OLED and Super UHD LCD TVs. TCL, the world s third largest TV manufacturer, is shipping Dolby Vision TVs in China. And Vizio, the second largest TV manufacturer in the U.S., includes Dolby Vision on its R, P, and M series. Further, Skyworth is shipping Dolby Vision TVs in China, LeEco announced that its first Dolby Vision TV will be available in both China and the U.S. in fiscal 2017, and Google launched the Chromecast Ultra, which includes support for Dolby Vision, making it the first DMA with this functionality.

Home entertainment content in Dolby Vision has also expanded during the year. Warner Bros. Home Entertainment, Sony Pictures, MGM, Universal Pictures, Lionsgate, Netflix and Amazon Studios have all released or committed to release titles in Dolby Vision, many of which will be made available through streaming services such as Netflix, Vudu and Amazon.

Dolby Voice®. BT MeetMe with Dolby Voice, the premium audio conferencing solution we launched in global partnership with BT, expanded its functionality in fiscal 2016. In the third quarter of fiscal

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2016, we launched Dolby Voice with Highfive, a cloud-based collaboration and video conferencing solution that is easy to install and use. And in the fourth fiscal quarter, PGi, one of the largest providers of audio conferencing software and services, launched availability of Dolby Voice on its iMeet offering, a full video and screen sharing chat solution. In concert with these partners, we are focused on driving adoption of Dolby Voice and the Dolby Conference Phone.

The Committee took these accomplishments into consideration in making its executive compensation determinations for fiscal 2016.

Fiscal 2016 Executive Compensation Highlights

In fiscal 2016, the Committee took the following actions with respect to the compensation of our

NEOs:

- *Base Salary.* The Committee increased NEO base salaries by 3% for calendar 2016. These increases were consistent with merit-based increases for our U.S. workforce, which were based on competitive merit increase survey data for technology companies.

- *Annual Incentive Compensation.* With respect to our annual incentive compensation plan for our executive officers, the 2016 Dolby Executive Annual Incentive Plan (the 2016 EDAIP):

  - The Committee approved annual incentive compensation targets for our NEOs stated as a percentage of base salary for calendar 2016 at the same levels as in fiscal 2015 (100% for our CEO, 75% for Mr. Bergeron and 65% for our other NEOs).

  - The Committee approved annual incentive compensation payments at 82% of the annual incentive compensation targets for our NEOs other than Mr. Sherman and at approximately 103% of the annual incentive compensation target for Mr. Sherman, based on team and individual performance and achievement of a combination of revenue and non-GAAP operating income targets under the 2016 EDAIP, as described below.

- *Long-Term Incentive Compensation.*

  - Performance-Based Stock Options. The Committee introduced performance-based stock options into our long-term incentive compensation program. The shares of our Class A Common Stock underlying these awards may be earned contingent on our achievement of pre-established annualized total stockholder return levels for Dolby measured over a three-year performance period. From 0% to 125% of the shares subject to the performance-based stock options may be earned, depending on our level of achievement of these performance conditions. These awards are reflected in the Grants of Plan-Based Awards in Fiscal 2016 table in Executive Compensation Tables and Related Matters.

  - Ongoing Equity Awards. The Committee approved the grant of performance-based stock options, time-based stock options, and restricted stock unit awards for each NEO, as reflected in the Grants of Plan-Based Awards in Fiscal 2016 table in Executive Compensation Tables and Related Matters.

  - Overall Reduction in Value of Equity Awards. The aggregate grant date fair value of these ongoing equity awards was 22% less than the aggregate grant date fair value of the corresponding fiscal 2015 ongoing equity awards.

Compensation Recovery (Clawback) Policy. The Committee adopted a policy on the recovery of incentive compensation. The policy allows us to recover certain cash or equity-based incentive compensation payments or awards made or granted to an executive officer in the event of misconduct that results in the need for Dolby to prepare a material financial restatement.

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Reinforcing our Business Strategy through an Emphasis on Incentive Compensation

The principal elements of the target total direct compensation opportunity of our executive officers are: long-term incentive compensation in the form of performance-based stock options, time-based stock options, and restricted stock unit awards; annual incentive compensation consisting of a cash bonus opportunity; and base salary. These principal elements are further described below.

The Committee allocated a substantial portion of the target total direct compensation opportunity of our NEOs to incentive compensation in fiscal 2016, the vast majority of which consists of long-term incentive compensation. The graphs below illustrate this emphasis on long-term incentive compensation in the target total direct compensation opportunities of our NEOs. The majority of this long-term incentive compensation is tied to equity vehicles the value of which is driven wholly by stock price appreciation, and the realization of which is conditioned upon the satisfaction of multi-year vesting requirements or the achievement of pre-established performance conditions. Because the value our executive officers could realize from their equity awards depends on the performance of our stock price, changes in our stock price will impact the value of their equity awards, and correspondingly, the total compensation realizable by, our executive officers. This design squarely aligns the interests of our NEOs with those of our stockholders and focuses their efforts on the successful execution of our business strategy.

* The long-term incentive compensation percentage is based on the grant date fair value of the underlying equity awards (at target, in the case of performance-based stock options), computed in accordance with ASC Topic 718, and does not represent the compensation actually realized or currently realizable by our NEOs from such awards.

** In certain cases, annual incentive compensation may be paid out in the form of restricted stock unit awards, as described below.

Consideration of Advisory Vote to Approve Named Executive Officer Compensation; Stockholder Engagement

At our 2016 Annual Meeting of Stockholders, we conducted a non-binding, advisory vote of our stockholders to approve the compensation of our NEOs (a Say-on-Pay vote). At that meeting, approximately 98% of the voting power of the shares present and entitled to vote on the proposal voted to approve the compensation of our NEOs.

On an annual basis, members of our senior management contact our largest stockholders in advance of our Annual Meeting of Stockholders to solicit their views on various governance matters, including our executive compensation policies and practices. Management reports this feedback to the Committee, which then considers it, as well as the results of our Say-on-Pay votes and other factors, in assessing its overall approach to executive compensation. Consistent with this feedback, and as a result of its ongoing efforts to enhance the effectiveness of our executive compensation program, in fiscal 2016, the Committee added performance-based stock options to our long-term incentive compensation program and adopted a compensation recovery (clawback) policy for executive officers.

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The Committee will continue to carefully consider the results of our Say-on-Pay votes as well as stockholder feedback in overseeing our executive compensation program.

Roles of the Compensation Committee, Management and Compensation Consultant

Role of the Compensation Committee

The Committee approves and oversees the compensation program for our executive officers, including base salaries and annual and long-term incentive compensation programs. In discharging these duties, the Committee determines these elements of compensation for our CEO, and, with the input of our CEO, determines these elements for our other executive officers. In addition, the Committee oversees the equity incentive plans for our broad-based employee population and reviews equity grant guidelines for these employees on an annual basis.

The Committee routinely meets throughout the fiscal year in the ordinary discharge of its duties, including to determine the compensation for our executive officers. The Committee also regularly meets in executive session without management present.

Role of Management

Our CEO and members of our Human Resources, Legal and Finance Departments (collectively, Management) assist and support the Committee. At least annually, Management reviews our executive compensation philosophy with the Committee and, at the Committee s direction, develops compensation proposals for Committee consideration. The Committee considers and approves any proposed changes to ensure that our compensation philosophy and programs remain aligned with our business objectives and support our efforts to attract and retain key talent in a competitive environment. In this regard, Management performs a market review of peer company executive compensation levels and practices (Market Comparables) and provides the Committee with executive compensation information, including: historical base salary and annual incentive compensation payouts; fiscal year-end levels of equity ownership; equity award holdings; unrealized value calculations of vested and unvested equity awards at various stock prices; grant date fair values of equity award holdings (as computed for financial reporting purposes); and other relevant information.

At least annually, our CEO reviews with the Committee the performance of our other executive officers and recommends to the Committee base salary adjustments, annual incentive compensation targets, and long-term incentive compensation awards for each of these individuals. He also uses these individual performance assessments to make recommendations for annual incentive compensation payouts under the prior fiscal year s annual incentive compensation plan. The Committee makes decisions with respect to our CEO s compensation without him present and after considering input from our Chairman of the Board, the Chairman of the Committee, other members of our Board, and our CEO s direct reports.

Role of Compensation Consultant

The Committee engages independent advisors to assist it in carrying out its responsibilities. During fiscal 2016, the Committee engaged Compensia, Inc. for the purpose of advising the Committee on executive compensation matters. Compensia also advised the Committee on certain matters related to our compensation programs for broad-based employees, including our equity utilization, participation and grant guidelines relative to market practices.

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The Committee provided Compensia with instructions regarding the goals of our executive compensation program and the parameters of the competitive review of executive officer compensation packages that it was to conduct. In particular, the Committee instructed Compensia to analyze whether the compensation packages of our executive officers were consistent with our compensation philosophy and competitive relative to the Market Comparables. The Committee further instructed Compensia to evaluate the following components to assist the Committee in establishing fiscal 2016 compensation:

- Base salary;
- Target and actual annual incentive compensation;
- Target and actual total cash compensation (base salary and annual incentive compensation);
- Long-term incentive compensation (equity awards);
- Target and actual total direct compensation (base salary, annual incentive compensation and long-term incentive compensation); and
- Beneficial ownership of our Common Stock.

Accordingly, Compensia performed a comparison of the compensation for each of our executive officers against the compensation of executives with similar positions within the Market Comparables and presented its report to the Committee. In December 2015, the Committee used the analysis in the course of its deliberations and determinations of executive compensation for fiscal 2016.

Representatives from Compensia attend most meetings of the Committee and communicate with members of the Committee and Management outside the formal Committee meetings from time to time.

During fiscal 2016, Compensia also performed services for us relating to equity use, proxy statement support, adoption of both our performance-based equity program and compensation recovery (clawback) policy, and general Committee meeting support. In addition, Compensia assisted the Nominating and Governance Committee on its review of the compensation of our non-employee directors. Compensia received compensation for these services. Based on an assessment of the factors set forth in the NYSE listing standards and the SEC s rules and regulations, and taking into account the provision of these services, the Committee does not believe that its relationship with Compensia and the work of Compensia on behalf of the Committee has raised any conflict of interest.

Use of Market Data for Competitive Positioning

The Committee does not benchmark compensation of our executive officers against the Market Comparables or pay practices of our compensation peer group. The Committee uses Market Comparables and the pay practices of our compensation peer group only as a point of reference when setting compensation levels for each of our executive officers.

To assist it in analyzing our executive compensation program for fiscal 2016, the Committee directed Compensia to review and recommend potential changes to our compensation peer group and, thereafter, compile and analyze the executive compensation data for the companies in the peer group. Compensia also compiled and analyzed executive compensation data in published industry-specific compensation surveys and prepared a report for the Committee on the competitive positioning of our executive compensation program.

As part of this process, the Committee instructed Compensia that, for a company to be considered as a potential compensation peer group candidate, the company must operate in one of several designated industries (consumer electronics, technology IP licensing, entertainment technology, or software) and have a market capitalization within the range of approximately 0.25 times to four times our mid-calendar year market capitalization. Once an initial group of companies that met these industry and market capitalization thresholds had been identified, with Compensia s input, the Committee evaluated them using the following selection criteria relative to the same criteria for Dolby:

Market capitalization as a multiple of revenue;

- Market capitalization per employee;
- Revenue;
- Net income margin; and
- Number of employees.

The Committee evaluated potential new additions only if they met at least three of the five selection criteria above. In its evaluation, the Committee also considered whether the potential compensation peer group candidates were direct competitors for executive talent, either because of their geographic proximity to us, prior recruitment history, or employment of individuals with unique skills or expertise that are comparable to the unique skills or expertise that are either required or desirable in our business.

Using these selection criteria, the Committee determined not to make any changes to our compensation peer group for fiscal 2016 from the compensation peer group that was used for fiscal 2015, other than the removal of Concur Technologies Inc. due to its acquisition. Accordingly, our compensation peer group in fiscal 2016 comprised the following 15 companies:

- Akamai Technologies Inc.
- ANSYS, Inc.
- Cadence Design Systems, Inc.
- Citrix Systems, Inc.
- CommVault Systems, Inc.
- DreamWorks Animation SKG, Inc.
- Fortinet, Inc.
- IMAX Corporation
- Informatica Corporation
- InterDigital, Inc.
- NeuStar Inc.

Red Hat, Inc.

Rovi Corporation

Synopsys, Inc.

Verisign, Inc.

As discussed above, while the Committee uses the Market Comparables as a point of reference when setting compensation levels for each of our executive officers, the Committee does not benchmark compensation of our executive officers against the Market Comparables or pay practices of our compensation peer group. Instead, the Committee uses the Market Comparables as a market check to identify situations where an executive officer s compensation may be an outlier substantially below the 50^{th} percentile or substantially above the 75^{th} percentile.

The Committee has carefully considered its compensation peer group selection methodology and has consistently applied this methodology over time. However, given the unique nature of our business, selection of our peer group requires the Committee to use its judgment, in addition to the objective criteria contained in our peer group selection methodology. The Committee from time to time considers alternative peer group selection methodologies and has determined that our current peer group selection methodology continues to be the most appropriate methodology for us.

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Overview of Executive Compensation Program

Objectives

The objectives of our executive compensation program are to:

- Provide a competitive compensation package that enables us to attract, motivate, and retain high-caliber talent;
- Provide a total compensation package, aligned with the nature and dynamics of our business, which focuses management on achieving our annual and long-term corporate objectives and strategies;
- Reward both individual and collective contributions to Dolby s success consistent with our pay-for-performance orientation; and
- Emphasize long-term value creation and further align the interests of management and stockholders through the use of equity-based awards.

Consistent with these objectives, our pay positioning strategy emphasizes the total direct compensation opportunity provided to our executive officers and places less weight on the discrete positioning of individual compensation elements. In addition, when evaluating total direct compensation, the Committee considers, as a point of reference only, compensation trends reflected by the companies in our compensation peer group (as described above) and companies with which we compete for talent. Individual elements of compensation are designed to create incentives that are consistent with our business needs and strategic objectives.

Executive Compensation Policies

In discharging its responsibilities relating to executive compensation, the Committee, with the assistance of its compensation consultant, monitors trends and developments in compensation policies and practices and seeks to enhance the effectiveness of our executive compensation program on an ongoing basis. As a result, our executive compensation program includes:

- An effective pay-for-performance orientation, including the use of long-term incentive compensation, consisting of performance-based stock options, time-based stock options, and restricted stock unit awards, which together represent the largest portion of each executive officer s total compensation package;
- A practice of not providing golden parachute excise tax gross-ups for our executive officers;
- Double-trigger vesting acceleration arrangements in connection with a change in control of Dolby (that is, accelerated vesting that is triggered only upon certain terminations of employment following a change in control of Dolby) for equity awards granted to our executive officers, which are generally consistent with the arrangements provided to our broad-based employees as described in Severance and Change in Control Arrangements General below;
- A practice of providing our executive officers with only limited perquisites or other personal benefits that are both customary in the industry in which we operate and in furtherance of accomplishing our business objectives;

The use of compensation survey data, as well as publicly-available data about the compensation practices of our peers, to inform the design of our executive compensation program;

Stock ownership guidelines for our executive officers that require them to hold a minimum number of qualifying Dolby equity securities;

A compensation recovery (clawback) policy first effective for fiscal 2017, which is applicable to our executive officers and provides for the recovery of certain cash or equity-based incentive compensation payments or awards made or granted to an executive officer in the event of misconduct that results in the need for Dolby to prepare a material financial restatement;

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- A general prohibition against short sales, pledging or hedging of stock ownership positions, and transactions involving derivative securities relating to shares of our Common Stock; and

- An annual risk assessment with respect to our compensation programs and policies, including the programs and policies for non-executive officer employees, as described in Executive Compensation Tables and Related Matters Compensation Program Risk Assessment.

Fiscal 2016 Compensation Determinations

Committee Considerations

The Committee considered a variety of factors in determining the compensation for our executive officers for fiscal 2016. These factors included:

- An evaluation of Dolby s financial and operational performance, including progress against our business strategy;

- An evaluation of the executive officer s current scope of responsibility and contribution to Dolby s success, including a review of his or her achievement of strategic business objectives;

- An assessment of the executive officer s potential to make future contributions to Dolby, including a review of his or her skills, experience, and past performance;

- A review of retention considerations, including the current and potential value of unvested equity awards held by the executive officer;

- A review of internal pay equity, including an analysis of how an executive officer s target compensation compares to other executive officers;

- A review of the Market Comparables;

- The recommendation of our CEO with respect to his direct reports; and

- With respect to our CEO, an assessment of his performance that includes feedback from our Chairman of the Board, the Chairman of the Compensation Committee, other members of our Board, and our CEO s direct reports.

Our CEO applied a similar list of factors when formulating compensation recommendations for his direct reports (he did not participate in recommending or setting his own compensation). The Committee members and our CEO may have weighed these factors differently depending on the compensation element.

Base Salary

The Committee makes base salary adjustments, if any, on a calendar year (as opposed to a fiscal year) basis. Consequently, the fiscal 2016 base salary information reported in the Summary Compensation Table reflects a blend of calendar 2015 and calendar 2016 base salaries.

In December 2015, following its review of our executive compensation program objectives for fiscal 2016, the Committee assessed the base salaries of our executive officers in light of the factors described in Committee Considerations above. As a result of this assessment, the Committee approved an increase of 3% in the base salary of each of our NEOs for calendar 2016. These base salary increases were consistent with merit-based increases for our U.S. workforce, which members of our Human Resources Department established based on competitive merit increase survey data for high-technology companies.

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The annualized base salaries of our NEOs for calendar 2015 and 2016 are set forth below:

Executive Officer	2015 Base Salary	2016 Base Salary	Change
Kevin Yeaman	$ 695,564	$ 716,000	3%
Lewis Chew	$ 475,337	$ 490,000	3%
Andy Sherman	$ 427,693	$ 441,000	3%
Robert Borchers	$ 411,836	$ 424,000	3%
Michael Bergeron	$ 412,412	$ 425,000	3%

Annual Incentive Compensation

Our annual incentive compensation plan consists of performance-based compensation, which is paid in cash, and in certain cases, in the form of restricted stock unit awards, as described in Annual Incentive Compensation Form of Payment below. Payouts under the plan are contingent on Dolby s financial performance, which ensures that our executive officers are rewarded only to the extent that we achieve the financial objectives established under our annual operating plan.

Fiscal 2016 Dolby Executive Annual Incentive Plan Structure

The purpose of our 2016 EDAIP was to motivate our executive officers to achieve specified annual financial (revenue and non-GAAP operating income) targets and to maintain a high level of team and individual performance.

We calculated the potential payouts under the 2016 EDAIP for our executive officers using the following formulas, the terms of which are described further below:

Chief Executive Officer:	Calendar Year-End 2016 Base Salary	X	Target Incentive Percentage	X	Multiplier	Subject to Downward Adjustment	=	Payout
Other Executive Officers:	Calendar Year-End 2016 Base Salary	X	Target Incentive Percentage	X	Multiplier	Subject to Upward or Downward Adjustment	=	Payout

Annual Incentive Compensation Targets

For fiscal 2016, after considering the factors described in Committee Considerations above, the Committee maintained the NEOs fiscal 2016 annual incentive compensation targets (stated as a percentage of base salary for calendar 2016) at the same levels that were used for the fiscal 2015 annual incentive compensation plan.

Executive Officer	Target Percentage of Calendar 2016 Base Salary	Target Fiscal 2016 Annual Incentive Compensation
Kevin Yeaman	100%	$ 716,000
Lewis Chew	65%	$ 318,500
Andy Sherman	65%	$ 286,650
Robert Borchers	65%	$ 275,600
Michael Bergeron	75%	$ 318,750

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An executive officer may receive an actual award payout that is larger or smaller than his annual incentive compensation target, or may receive no award payout at all, depending on the extent to which the relevant corporate performance objectives were met and subject to any discretionary adjustments based on individual performance as described further below.

Multiplier

In September 2015, the Committee approved a sliding scale corporate financial performance formula for determining payout levels for the 2016 EDAIP based on our achievement of a combination of revenue and non-GAAP operating income targets (the multiplier). The revenue and non-GAAP operating income targets underlying the multiplier were consistent with our fiscal 2016 financial performance objectives. In approving these targets for fiscal 2016, the Committee set goals aimed at motivating our executive officers to achieve strong financial, team and individual performance.

Our 2016 EDAIP was based on revenue and profitability measures because the Committee believed that solid performance in these areas would contribute to long-term stockholder value creation. No payouts would be made under the 2016 EDAIP unless both our total revenue for fiscal 2016 exceeded total revenue for fiscal 2015 and we achieved the threshold revenue and non-GAAP operating income levels as set forth in the table below, which represented 90% of the revenue and non-GAAP operating income target objectives under our fiscal 2016 operating plan. The maximum multiplier was 200%. For purposes of determining the multiplier, non-GAAP operating income was calculated by excluding expenses related to stock based compensation, expense associated with dividend equivalents paid on restricted stock unit awards, the amortization of intangibles from business combinations, restructuring charges and the related tax impact of these items.

For fiscal 2016, we achieved revenue of $1.03 billion (representing year-over-year revenue growth of 5.7%) against a threshold requirement of $936 million and we achieved non-GAAP operating income of $316.6 million against a threshold requirement of $295.2 million and a target of $328 million, resulting in a multiplier of 82%. A reconciliation of our non-GAAP to GAAP financial results is set forth in Appendix A to this Proxy Statement.

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The revenue threshold requirement under the 2016 EDAIP was 4% higher than the revenue threshold requirement under the fiscal 2015 annual incentive compensation plan. In addition the non-GAAP operating income threshold and target requirements under the 2016 EDAIP were both 9% higher than the non-GAAP operating income threshold and target requirements under the fiscal 2015 annual incentive compensation plan, respectively.

Annual Incentive Compensation Form of Payment

The Committee structured the 2016 EDAIP so that if our fiscal 2016 financial performance resulted in a multiplier equal to or greater than 150%, then up to 125% of each executive officer s annual incentive compensation award would be paid in cash, with any excess of 125% being paid in the form of a restricted stock unit award for shares of our Class A Common Stock. All shares subject to any such restricted stock unit award would vest on the first anniversary of the date of grant, subject to the executive officer s continued service with Dolby. Since the multiplier for fiscal 2016 was less than 150%, no restricted stock unit awards were granted pursuant to the 2016 EDAIP.

Potential Adjustments for Individual Performance and Actual 2016 EDAIP Payouts

For fiscal 2016, our CEO received 82% of his annual incentive compensation target, based on a multiplier of 82%. The Committee had the discretion to reduce (but not increase) the amount payable to our CEO under the 2016 EDAIP to take into account additional factors that the Committee deemed relevant to the assessment of individual or corporate performance. In November 2016, the Committee, based on its evaluation of our CEO s performance and his contributions during the fiscal year, made no such adjustment. In making this determination, the Committee considered our successful completion of several operational and strategic objectives for the fiscal year, including progress in expanding our leadership in audio solutions for entertainment content and delivering new technologies to market as described in Fiscal 2016 Financial and Operational Highlights Key Business Highlights above, offset by the fact that we did not achieve our non-GAAP operating income target under the 2016 EDAIP.

For each of our other NEOs, our CEO had the discretion under the 2016 EDAIP to recommend, subject to Committee approval and the limitations set forth in the 2016 EDAIP, increases or decreases of each such NEO s calculated award payout amount. In November 2016, the Committee, in consultation with our Chief Executive Officer, approved no adjustments to the calculated award payout amounts of our NEOs other than Mr. Sherman, resulting in payments at 82% of their annual incentive compensation targets. With respect to Mr. Sherman, the Committee, in consultation with our Chief Executive Officer, approved a 25% upward adjustment to his calculated award payout amount, resulting in a payment at 102.5% of Mr. Sherman s annual incentive compensation target. In making these determinations, our CEO and the Committee evaluated our executive officers team and individual performance and their contributions during the fiscal year. In addition, our CEO and the Committee considered our successful completion of several operational and strategic objectives for the fiscal year, including progress in expanding our leadership in audio solutions for entertainment content and delivering new technologies to market as described in Fiscal 2016 Financial and Operational Highlights Key Business Highlights above, offset by the fact that we did not achieve our non-GAAP operating income target under the 2016 EDAIP. With respect to Mr. Sherman s payout, our Chief Executive Officer and the Committee also considered Mr. Sherman s management of the company s patent licensing businesses and intellectual property protection activities and their contribution to the company s operating results.

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Accordingly, we made the following annual incentive compensation payouts to our NEOs under the 2016 EDAIP:

Executive Officer	Annual Incentive Compensation Target	Fiscal 2016 Multiplier	Approved Award Payout	Award Payout as Percentage of Annual Incentive Compensation Target
Kevin Yeaman	$716,000	82%	587,120	82.0%
Lewis Chew	$318,500	82%	261,170	82.0%
Andy Sherman	$286,650	82%	293,816	102.5%
Robert Borchers	$275,600	82%	225,992	82.0%
Michael Bergeron	$318,750	82%	261,375	82.0%

Long-Term Incentive Compensation

The objectives of our long-term incentive compensation program are to: encourage our executive officers to focus on our long-term strategic objectives; further align the interests of our executive officers and our stockholders; provide compensation that is market competitive; recruit, motivate, and retain top talent; and make efficient use of compensation resources.

Performance-Based Stock Options

The Committee periodically reviews the design of our long-term incentive compensation program to ensure that it continues to further the objectives described above. Following such review, in fiscal 2016, the Committee introduced performance-based stock options into our long-term incentive compensation program for our executive officers. These performance-based stock options have a seven-year term. For fiscal 2016, the shares of our Class A Common Stock underlying such awards will be earned (if at all) on a cliff basis after a three-year performance period, contingent on continued service and our achievement of the following annualized total stockholder return levels for Dolby, measured at the end of such period:

	3-Year Annualized Dolby TSR	% of Shares Earned*
	<5%	0%
Threshold	5%	50%
Target	15%	100%
Maximum	³25%	125%

* Linear scaling between performance levels.

In establishing these three-year Dolby annualized total stockholder return performance conditions, the Committee, with the assistance of Compensia, reviewed the historical stock price performance of three comparator groups: the NASDAQ 100, the S&P 400 Information Technology Index and Dolby s compensation peer group. These performance conditions were intended to approximate the average annualized three-year total stockholder return levels for these three comparator groups as a whole over a three-year period, at the 25^{th} (for threshold performance), the 50^{th} (for target performance) and the 75^{th} (for maximum performance) percentiles.

As with time-based stock options, which are inherently performance-based since they require stock price appreciation above the exercise price to create economic value, the Committee determined that granting a portion of long-term incentive compensation in the form of awards that are earned upon the achievement of specific performance conditions further aligns the interests of our executive officers with those of our stockholders.

Equity Mix of Awards

We use a portfolio approach for the long-term incentive compensation granted to our executive officers, consisting of a combination of performance-based stock options, time-based stock options, and restricted stock

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unit awards. The graph below illustrates how the Committee allocated the long-term incentive compensation granted to our NEOs among these equity vehicles in fiscal 2016, based on the aggregate grant date fair value of the awards.

Our long-term incentive compensation program was weighted more heavily towards stock options because the Committee believes that these vehicles, which directly tie a significant portion of our executive officers target total direct compensation opportunity to increases in the market price of our Class A Common Stock, present a strong incentive for them to make long-term decisions that sustain stock price growth and to maximize performance over the term of the award, which is generally ten years for time-based stock options and seven years for performance-based stock options. Because stock options provide real economic value only if the price of the underlying stock increases, our executive officers realize little to no benefit from their outstanding stock options if our stock price declines or stays flat. Furthermore, the earning of shares underlying our performance-based stock options requires sustained stock price growth over a three-year performance period in order to achieve the pre-established annualized total stockholder return levels for Dolby set by the Committee. If the market price of our Class A Common Stock does not grow or is not sustained during the performance period above the threshold amount set by the Committee, no shares will be earned under the performance-based stock options and our executive officers will not realize any value from these awards.

Restricted stock unit awards also align the interests of our executive officers with those of our stockholders by rewarding our executive officers for increases in our stock price. Unlike stock options, however, restricted stock unit awards have real economic value when they vest even if the stock price declines or stays flat, thus delivering more predictable value to our executive officers and providing us with retention benefits over the vesting term of the awards. In addition, because of their full value nature, restricted stock unit awards deliver the desired grant date fair value using a lesser number of shares than we would otherwise use for stock option grants, enabling us to use our equity compensation resources more efficiently and manage the overall number of shares granted and possible resulting dilution.

In short, we believe that providing a portfolio of performance-based stock options, time-based stock options, and restricted stock unit awards supports the objectives of our long-term incentive compensation program by further aligning the interests of our executive officers and stockholders, balancing performance and retention considerations, and enabling us to use our equity compensation resources more efficiently.

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Award Terms

Generally, we make an initial equity award to an executive officer when he or she joins us. Thereafter, our executive officers are eligible for additional equity awards on an annual basis. The Committee determines the size of each executive officer s equity award based on the factors described in Committee Considerations above.

One of the objectives of our long-term incentive compensation program is to encourage executive officer retention by requiring that the awards be earned over a multi-year period. Accordingly, in fiscal 2016, we granted time-based stock options and restricted stock unit awards that vest over a period of four years, as well as performance-based stock options that are subject to a three-year performance period, as follows:

For time-based stock options, a quarter of the total number of shares of our Class A Common Stock issuable under each stock option vests on the first anniversary of the grant date and the balance of the shares subject to the stock option vests in equal monthly installments over the next 36 months;

For restricted stock unit awards, a quarter of the total number of shares of our Class A Common Stock underlying each award vests on each of the first four anniversaries of the grant date; and

For performance-based stock options, shares of our Class A Common Stock underlying each stock option will be earned contingent on our achievement of pre-established annualized total stockholder return levels for Dolby measured over a three-year performance period beginning on the date of grant and ending on the third anniversary thereof. Settlement of the number of shares earned (if any) will occur following completion of the performance period, upon certification of achievement of the performance conditions by the Committee. From 0% to 125% of the shares subject to the stock option may be earned, depending on our achievement of these performance conditions.

In fiscal 2016, after considering the factors described in Committee Considerations above, the Committee approved the following stock options and restricted stock unit awards for our NEOs:

NEOs	Grant Date	Shares Underlying Time-Based Stock Options	Shares Underlying Performance-Based Stock Options (at Target)	Per Share Exercise Price	Shares Underlying Restricted Stock Unit Awards
Kevin Yeaman	12/15/2015	194,399	97,199	$ 33.15	46,551
Lewis Chew	12/15/2015	65,000	32,500	$ 33.15	16,250
Andy Sherman	12/15/2015	50,000	25,000	$ 33.15	12,500
Robert Borchers	12/15/2015	55,000	27,500	$ 33.15	13,750
Michael Bergeron	12/15/2015	46,000	23,000	$ 33.15	11,500

All stock options were granted with a per-share exercise price equal to the fair market value of our Class A Common Stock on the grant date.

Equity-Based Award Grant and Vesting Policy

The Committee has adopted an Equity-Based Award Grant and Vesting Policy (the Equity Policy), which applies to all equity awards granted to any of our employees, including our executive officers. The Equity Policy provides that:

New hire, promotion and retention equity awards may only be made once per month on the 15th day of the month. If the 15th day of the month falls on a weekend or holiday, awards will be made on the first business day immediately following the 15th day of the month.

Ongoing equity awards (i.e., other than new hire, promotion and retention awards) may only be made on December 15th. If December 15th falls on a weekend or holiday, awards will be made on the first business day immediately following December 15th.

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If a pricing term is applicable to a particular equity award (e.g., the exercise price for a stock option), the pricing term will be established by reference to the fair market value of our Class A Common Stock on the award date as determined in accordance with the applicable equity plan provisions.

Equity award approvals by meeting and by unanimous written consent may precede the award date so long as the approval is effective as of the respective award date. Approvals of equity-based awards may never occur after the award date.

If the Committee adopts an executive annual incentive compensation plan that permits the Committee to grant restricted stock unit awards in lieu of cash, the timing of any such restricted stock unit award grants will be determined by the Committee at the time it adopts the applicable executive annual incentive compensation plan. When determining the timing of such awards, the Committee will consider the principles embodied in the Equity Policy.

Restrictions on Trading Securities (Including Hedging and Pledging)

We maintain an insider trading policy that prohibits, among other things, short sales, hedging of stock ownership positions, and transactions involving derivative securities relating to shares of our Common Stock. Our insider trading policy also generally prohibits pledging of Dolby stock.

Executive Stock Ownership Guidelines

In September 2015, the Committee approved stock ownership guidelines for our executive officers, based on our belief that stock ownership further aligns the interests of our executive officers with those of our stockholders. These guidelines provide that:

Our CEO is expected to accumulate and hold an amount of qualifying Dolby equity securities equal to the lesser of the value of five times his annual base salary, or a fixed number of shares having a value equal to five times his annual base salary on the date of adoption of the guidelines (i.e., September 22, 2015); and

Each other executive officer is expected to accumulate and hold an amount of qualifying Dolby equity securities equal to the lesser of the value of two times his annual base salary, or a fixed number of shares having a value equal to two times his annual base salary on the date of adoption of the guidelines.

Compliance is measured as of the last day of each fiscal year, and our executive officers are expected to achieve the applicable level of ownership by the fifth anniversary of the adoption date of the guidelines (or with respect to future executive officers, within five years of becoming an executive officer). As of the end of fiscal 2016, all of our executive officers were in compliance with our executive stock ownership guidelines.

Compensation Recovery (Clawback) Policy

In July 2016, the Committee adopted a policy on the recovery of incentive compensation. The policy, which is first effective for fiscal 2017, allows us to recover certain cash or equity-based incentive compensation payments or awards made or granted to an executive officer in the event he or she is involved in fraud or misconduct that results in the need for Dolby to prepare a material financial restatement. The policy covers cash or equity-based compensation based on the attainment of company financial reporting measures (excluding stock price or total stockholder return). Recovery under the policy applies to incentive compensation subject to the policy that is paid, awarded or granted during the three completed fiscal years immediately preceding the date on which we are required to prepare the restatement. In addition, no recovery can be made unless the executive officer would have received a lower payment based upon the restated financial results.

Generally Available Benefits

In fiscal 2016, our executive officers were eligible to participate in our Employee Stock Purchase Plan and the health and welfare programs that are generally available to our other full-time employees, including medical, dental and vision plans; flexible spending accounts for healthcare and dependent care; life, accidental death and dismemberment and disability insurance; and paid time off.

We also maintain a tax-qualified Section 401(k) Plan, which is broadly available to our U.S. general employee population. Under the Section 401(k) Plan, U.S. employees are eligible to receive matching contributions and profit-sharing contributions from Dolby, which together were capped at a maximum of up to $28,525 per participating employee in calendar 2016.

Severance and Change in Control Arrangements

General

Our employee stock plans contain double-trigger vesting acceleration provisions for outstanding and unvested equity awards that may be triggered by a termination of employment by Dolby without cause or an employee resignation with good reason within 12 months following a change in control of Dolby. The vesting of outstanding and unvested equity awards also accelerates if an equity award is not assumed by the successor entity in connection with such a change in control. These vesting acceleration provisions are intended to secure the continued dedication of our employees, including our executive officers, notwithstanding the possibility or occurrence of a change in control of Dolby.

We do not provide golden parachute excise tax gross-ups for our executive officers.

Severance Agreement with Mr. Yeaman

We have entered into a severance arrangement with our CEO as described under the section entitled Executive Compensation Tables and Related Matters Potential Payments upon Termination or Change in Control. We negotiated this arrangement to induce him to resign from his former position and accept the position of CEO in fiscal 2009. This arrangement is intended to provide him with certain payments and benefits in the event of an involuntary termination of his employment without cause or his resignation for good reason.

Separation Agreement and Release with Mr. Bergeron

On July 12, 2016, we entered into a separation agreement and release with Mr. Bergeron, our Senior Vice President, Worldwide Sales and Field Operations. Under the terms of the agreement, Mr. Bergeron served in that capacity through the end of fiscal 2016, but will continue to provide transitional and advisory services to us through no later than June 30, 2017.

Since the effective date of the agreement, Mr. Bergeron has received and will continue to receive his current annual base salary of $425,000, through December 31, 2016. He also received a bonus in the amount of $261,375 under the 2016 EDAIP. In addition, if he remains employed through December 31, 2016, Mr. Bergeron will receive a lump-sum payment in the amount of $425,000, which is equal to 12 months of his current annual base salary. Between January 1 and June 30, 2017, Mr. Bergeron will receive a salary of $5,000 per month if he continues to provide services to us.

For the duration of his services to Dolby, Mr. Bergeron will continue to receive standard company-sponsored benefits and his outstanding equity awards will continue to vest in accordance with their terms. Further, he became eligible to receive up to $25,000 in outplacement services beginning on October 1, 2016. In addition, if Mr. Bergeron continues to provide services through December 31, 2016, he will receive taxable monthly payments in an amount equal to his monthly COBRA insurance premiums for a period of up to 18 months.

If Mr. Bergeron voluntarily resigns prior to June 30, 2017, then the payments and benefits provided under the agreement that have not already been earned prior to his resignation date will cease. In addition, if Mr. Bergeron s employment is terminated for cause (as defined in our 2005 Stock Plan), all payments and benefits provided under the agreement that have not already been earned will immediately cease and he will no longer be eligible for the consideration provided in the agreement.

Following Mr. Bergeron s eventual separation date from Dolby, and subject to his executing and not revoking a supplemental release of claims in favor of us, he will receive a lump-sum payment in the amount of $186,250.

A copy of Mr. Bergeron s agreement was filed with the Securities and Exchange Commission on August 2, 2016, as Exhibit 10.1 to our Quarterly Report on Form 10-Q for our fiscal quarter ended July 1, 2016.

No Other Severance or Change in Control Arrangements

Apart from the arrangements with Messrs. Yeaman and Bergeron and the double-trigger acceleration under our 2005 Stock Plan as described above, none of our executive officers has any severance, change in control, or similar agreements or arrangements with Dolby.

Perquisites and Other Personal Benefits

We provide our executive officers with only limited perquisites or other personal benefits that are both customary in the industry in which we operate and are in furtherance of accomplishing our business objectives. For example, given our role in the entertainment industry, our executive officers may be asked to attend industry events, including film festivals, film premieres, award shows, or other similar events, where the attendance of a spouse or significant other may be expected or customary. In those cases, we may pay for or reimburse the business travel and dining expenses of an executive officer s spouse or significant other. We believe that payment or reimbursement of these expenses serves a legitimate business purpose in, among other things, advancing our brand and business relationships within the entertainment industry.

Employment Agreement with Mr. Yeaman

In connection with the appointment of Mr. Yeaman as our President and CEO in fiscal 2009, we entered into an employment agreement with him, which provides that, among other things, his target annual incentive compensation will be at least equal to a specified minimum percentage of his annual base salary. The agreement also provides Mr. Yeaman with certain payments and benefits in the event of his termination of employment under specified circumstances, including following a change in control of Dolby. For a summary of the material terms and conditions of these provisions, see Executive Compensation Tables and Related Matters Potential Payments upon Termination or Change in Control.

Accounting and Tax Considerations

The Committee generally takes into consideration the accounting and tax treatment of each element of compensation when establishing the compensation programs, practices and packages for our executive officers.

Accounting for Stock-Based Compensation

We examine the accounting cost associated with equity compensation in light of the requirements under ASC Topic 718. ASC Topic 718 requires companies to measure the compensation expense for all share-based payment awards made to employees and directors, including stock options and restricted stock unit awards, based on the grant date fair value of the awards. This calculation is performed for accounting purposes, even though recipients may never realize any value from their awards. ASC Topic 718 also requires companies to recognize the compensation cost of their stock-based compensation awards in their income statements (net of estimated forfeitures, which are determined based on historical experience) over the period that a recipient is required to render service in exchange for the award.

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Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code (the Code) imposes limitations on the deductibility for federal income tax purposes of compensation over $1 million paid to certain executive officers in a taxable year. Compensation in excess of $1 million may only be deducted if it is performance-based compensation within the meaning of the Code or satisfies the conditions of another applicable exemption.

The annual incentive compensation paid to our CEO is intended to qualify as deductible performance-based compensation within the meaning of the Code. The annual incentive compensation paid to our other executive officers does not qualify as deductible performance-based compensation within the meaning of the Code because the Committee has discretion to increase each such executive officer s annual incentive compensation amount. In addition, any stock options granted to our NEOs are also intended to be performance-based compensation since they are granted by the Committee, which is comprised solely of outside directors, and granted subject to limitations in our employee stock plans (including the requirement that they be granted with a per share exercise price at least equal to the fair market value of a share of our Class A Common Stock on the date of grant).

Restricted stock unit awards granted to our NEOs with time-based vesting do not qualify as performance-based compensation under the applicable requirements of Section 162(m). In fiscal 2016, the vesting of time-based restricted stock unit awards, when combined with other compensation that was not performance-based compensation for purposes of Section 162(m), resulted in aggregate payments that were in excess of the Code s deduction limit for our CEO and three other NEOs. We expect that, in future years, the vesting of time-based restricted stock unit awards granted to our NEOs, when combined with other compensation that is not performance-based compensation for purposes of the Code, may result in aggregate payments that will be in excess of the Section 162(m) deduction limit.

When it determines it to be in the best interests of Dolby and its stockholders, the Committee reserves the right to award incentive compensation to our executive officers that is not structured to qualify for an exemption of the deduction limit of Section 162(m). Further, we do not guarantee that any compensation intended to qualify as deductible performance-based compensation so qualifies.

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REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

This report shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent Dolby specifically incorporates this report by reference, and shall not otherwise be deemed filed under such Acts.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to our Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Compensation Committee

Nicholas Donatiello, Jr., Chairman

Roger Siboni

Avadis Tevanian, Jr.

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EXECUTIVE COMPENSATION TABLES AND RELATED MATTERS

Fiscal 2016 Summary Compensation Table

The Summary Compensation Table and accompanying footnotes describe the total compensation of our NEOs for the past three fiscal years, calculated in accordance with SEC rules and regulations. The total compensation presented below does not reflect the actual compensation received by, or the target compensation of, our NEOs in each fiscal year. The actual value realized by our NEOs in fiscal 2016 from long-term incentive compensation is presented in the Option Exercises and Stock Vested at 2016 Fiscal Year-End table below.

The individual elements of the total compensation amount reported in the Summary Compensation Table are as follows:

Base Salary. For fiscal 2016, the amounts reported represent 53 weeks of base salary. For fiscal 2015 and 2014, the amounts reported represent 52 weeks of base salary. Base salary adjustments are set on a calendar year (as opposed to a fiscal year) basis. Consequently, the amounts reported in the Summary Compensation Table represent a blend of calendar year base salaries.

Bonus. The figure reported for Mr. Sherman in each of fiscal 2015 and fiscal 2016 represents the amount by which Mr. Sherman s calculated award payout (based solely on meeting the applicable performance measures) under the Executive Annual Incentive Plan for such year was adjusted upwards at the discretion of the Compensation Committee, as described in Compensation Discussion and Analysis Fiscal 2016 Compensation Determinations Annual Incentive Compensation Potential Adjustments for Individual Performance and Actual 2016 EDAIP Payouts.

Stock Awards and Option Awards. Stock Awards consist solely of restricted stock unit awards, and Option Awards consist of time-based stock options and performance-based stock options. Amounts reported under Stock Awards and Option Awards reflect the aggregate grant date fair value of the equity awards computed in accordance with ASC Topic 718, excluding estimated forfeitures. See Note 7 to our consolidated financial statements in our 2016 Annual Report on Form 10-K for more information about the assumptions used to calculate the value of such awards.

Non-Equity Incentive Plan Compensation. The amount of Non-Equity Incentive Plan Compensation consists of the Executive Annual Incentive Plan awards earned for the fiscal year. Such awards are based on our financial performance during the fiscal year and are paid in the following fiscal year.

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Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Kevin Yeaman	2016	724,346		1,543,166	2,453,195	587,120	32,206(2)	5,340,033
President and Chief Executive	2015	690,265		2,000,762	3,104,009	688,608	30,125(2)	6,513,769
	2014	669,858		2,018,319	3,119,411	837,378	28,625(2)	6,673,591
Officer								
Lewis Chew	2016	495,532		538,688	820,261	261,170	30,082(3)	2,145,733
Executive Vice President and	2015	461,552		671,863	1,042,320	305,879	28,898(3)	2,510,512
	2014	450,120		728,250	1,125,557	371,963	32,584(3)	2,708,474
Chief Financial Officer								
Andy Sherman	2016	445,949	58,763	414,375	630,970	235,053	29,162(4)	1,814,272
Executive Vice President,	2015	424,435	74,780	516,061	800,618	275,220	30,542(4)	2,121,656
	2014	412,119		520,173	803,968	400,000	28,378(4)	2,164,638
General Counsel and								
Corporate Secretary								
Robert Borchers	2016	428,926		455,813	694,067	225,992	35,108(5)	1,839,906
Senior Vice President and	2015	408,741		584,227	906,364	265,016	29,059(5)	2,193,407
	2014	292,308(6)		2,005,601	2,695,651	233,828(6)	7,181(5)	5,234,569
Chief Marketing Officer								
Michael Bergeron(7)	2016	429,832		381,225	580,492	261,375	29,200(8)	1,682,124
Senior Vice President,	2015	409,270		496,591	770,408	306,216	28,140(8)	2,010,625
	2014	396,135		728,250	1,125,557	372,372	43,628(8)	2,665,942
Worldwide Sales and Field								
Operations								

(1) The grant date fair value of restricted stock unit awards represents their intrinsic values on the date of grant, calculated for each restricted stock unit award by multiplying the number of shares of our Class A Common Stock underlying such award by the closing price of our Class A Common Stock on the date of grant. The grant date fair value of time-based stock options was determined using the Black-Scholes option pricing model. The grant date fair value of performance-based stock options was determined using a Monte Carlo simulation to determine the probability of achieving the underlying performance conditions and is reported in this Summary Compensation Table at target: $815,500, $272,675, $209,750, $230,725 and $192,970 for Messrs. Yeaman, Chew, Sherman, Borchers and Bergeron, respectively. The grant date fair value of these performance-based stock options at maximum performance is: $1,019,368, $340,844, $262,188, $288,406 and $241,213 for Messrs. Yeaman, Chew, Sherman, Borchers and Bergeron, respectively. See Note 7 to our consolidated financial statements in our 2016 Annual Report on Form 10-K for more information about the assumptions used to calculate the value of such awards.

(2) In fiscal 2016, comprised of $31,531 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums. In fiscal 2015, comprised of $29,450 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums. In fiscal 2014, comprised of $27,950 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums.

(3) In fiscal 2016, comprised of $29,407 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums. In fiscal 2015, comprised of $28,223 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums. In fiscal 2014, comprised of $31,909 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums.

(4) In fiscal 2016, comprised of $28,487 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums. In fiscal 2015, comprised of $29,867 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums. In fiscal 2014, comprised of $27,703 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums.

(5) In fiscal 2016, comprised of $34,433 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums. In fiscal 2015, comprised of $28,384 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums. In fiscal 2014, comprised of $6,731 in matching 401(k) plan contributions under

our retirement plan and $450 in life insurance premiums.

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(6) Mr. Borchers joined Dolby on January 6, 2014. His base salary and annual incentive compensation reflect a partial year of service.

(7) Mr. Bergeron served as our Senior Vice President, Worldwide Sales and Field Operations through September 30, 2016, and will continue to provide transitional and advisory services to us until no later than June 30, 2017 pursuant to a separation agreement and release, as described in Compensation Discussion and Analysis Severance and Change in Control Arrangements Separation Agreement and Release with Mr. Bergeron.

(8) In fiscal 2016, comprised of $28,525 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums. In fiscal 2015, comprised of $27,465 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums. In fiscal 2014, comprised of $42,953 in employer profit-sharing and matching 401(k) plan contributions under our retirement plan and $675 in life insurance premiums.

Grants of Plan-Based Awards in Fiscal 2016

During fiscal 2016, we granted the following plan-based awards to our NEOs:

1. Annual incentive compensation awards under the 2016 EDAIP,
2. Time-based stock options,
3. Performance-based stock options, and
4. Restricted stock unit awards.

Information with respect to each of these awards on a grant-by-grant basis is set forth in the table below.

			Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Possible Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
Name	Grant Date	Approval Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($/Sh)	($)(3)
Kevin Yeaman	n/a	12/07/2015	358,000	716,000	1,432,000							
	12/15/2015	12/07/2015								194,399(4)(5)	33.15	1,637,695
	12/15/2015	12/07/2015				48,599(5)	97,199(5)	121,498(5)			33.15	815,500
	12/15/2015	12/07/2015							46,551(6)			1,543,166
Lewis Chew	n/a	12/07/2015	159,250	318,500	637,000							
	12/15/2015	12/07/2015								65,000(4)	33.15	547,586
	12/15/2015	12/07/2015				16,250	32,500	40,625			33.15	272,675
	12/15/2015	12/07/2015							16,250(6)			538,688
Andy Sherman	n/a	12/07/2015	143,325	286,650	573,300							
	12/15/2015	12/07/2015								50,000(4)	33.15	421,220
	12/15/2015	12/07/2015				12,500	25,000	31,250			33.15	209,750
	12/15/2015	12/07/2015							12,500(6)			414,375
Robert Borchers	n/a	12/07/2015	137,800	275,600	551,200							
	12/15/2015	12/07/2015								55,000(4)	33.15	463,342

	12/15/2015	12/07/2015				13,750	27,500	34,375			33.15	230,725
	12/15/2015	12/07/2015							13,750(6)			455,813
Michael Bergeron	n/a	12/07/2015	159,375	318,750	637,500							
	12/15/2015	12/07/2015								46,000(4)	33.15	387,522
	12/15/2015	12/07/2015				11,500	23,000	28,750			33.15	192,970
	12/15/2015	12/07/2015							11,500(6)			381,225

(1) Reflects threshold, target and maximum bonus amounts for fiscal 2016 performance under the 2016 EDAIP, as described in Compensation Discussion and Analysis Fiscal 2016 Compensation Determinations Annual Incentive Compensation. The actual bonus payouts were determined by the Compensation Committee in November 2016 and are reported in the Non-Equity Incentive Plan Compensation column of the Fiscal 2016 Summary Compensation Table.

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(2) Reflects threshold, target and maximum amounts of shares that may be earned under performance-based stock options granted in fiscal 2016 under the 2005 Stock Plan. The stock options were granted with a seven-year term and an exercise price equal to the closing price of our Class A Common Stock on the date of grant. The shares issuable under each stock option will be earned contingent on our achievement of pre-established annualized total stockholder return levels for Dolby measured over a three-year performance period beginning on the date of grant and ending on the third anniversary thereof. Vesting of earned shares (if any) will occur following completion of the performance period, upon certification of achievement of the performance conditions by the Compensation Committee. From 0% to 125% of the shares subject to the stock options may be earned, depending on performance. See Potential Payments upon Termination or Change in Control Termination and Change in Control Arrangements Performance-Based Stock Options for a further description of certain terms relating to these awards.

(3) The amounts reported do not reflect compensation actually realized by the NEO. All amounts reported reflect the grant date fair value of each equity award computed in accordance with ASC Topic 718, excluding estimated forfeitures. The grant date fair value of time-based stock options was determined using the Black-Scholes option pricing model. The grant date fair value of performance-based stock options was determined using a Monte Carlo simulation to determine the probability of achieving the underlying performance conditions and is reported at target. See Note 7 to our consolidated financial statements in our 2016 Annual Report on Form 10-K for more information about the assumptions used to calculate the value of such awards.

(4) Reflects time-based stock options granted under the 2005 Stock Plan, which were granted with a ten-year term and an exercise price equal to the closing price of our Class A Common Stock on the date of grant. A quarter of the total number of shares issuable under each stock option vests on the first anniversary of the grant date and the balance of the shares subject to the stock option vests in equal monthly installments over the subsequent 36 months. See Potential Payments upon Termination or Change in Control Termination and Change in Control Arrangements for a further description of certain terms relating to these awards.

(5) Stock options are held in the name of Kevin and Rachel Yeaman, Trustees of the Yeaman Family Trust dated May 14, 2009.

(6) Reflects awards of restricted stock units granted under the 2005 Stock Plan. A quarter of the total number of shares of our Class A Common Stock underlying each restricted stock unit award vests on each of the first four anniversaries of the grant date. See Potential Payments upon Termination or Change in Control Termination and Change in Control Arrangements for a further description of certain terms relating to these awards.

Adjustment of Equity Awards in Connection with Fiscal 2013 Special Cash Dividend

On December 11, 2012, we announced that our Board had declared a one-time special dividend in the amount of $4.00 per share on our Class A Common Stock and Class B Common Stock, which was paid on December 27, 2012 to the stockholders of record of as of December 21, 2012. The special dividend totaled $408.2 million based on the number of shares of our Class A Common Stock and Class B Common Stock outstanding as of the record date for the special dividend.

In connection with this special dividend, the Compensation Committee approved adjustments to certain outstanding stock options, stock appreciation rights and restricted stock unit awards in a manner intended to preserve the pre-cash dividend economic value of such awards.

Specifically, each such stock option and stock appreciation right that was outstanding as of December 22, 2012 (the day following the record date for the special dividend), other than stock options granted on the record date, was adjusted by applying an exchange ratio established to reflect the reduction in the market price of our Class A Common Stock resulting from the special dividend, which had the effect of increasing the number of shares subject to each such stock option or stock appreciation right, and decreasing the per share exercise price of each such stock option or stock appreciation right, as the case may be.

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In addition, each restricted stock unit award that was outstanding and unvested as of December 22, 2012 was credited with dividend equivalent rights, payable in cash in the amount of $4.00 per share upon the vesting of the underlying shares of Class A Common Stock subject to the restricted stock unit award.

Unless otherwise noted, share numbers and exercise prices referenced in this Proxy Statement with respect to stock options or stock appreciation rights granted on or prior to December 22, 2012 (other than any stock options granted on the record date of the special dividend) reflect the exchange ratio adjustment described above. In addition, unless otherwise noted, any restricted stock unit awards referenced in this Proxy Statement that were granted on or prior to December 22, 2012 have dividend equivalent rights attached to them as described above.

No adjustments to outstanding equity awards are made in connection with our existing quarterly cash dividend program.

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Outstanding Equity Awards at 2016 Fiscal Year-End

The following table presents information concerning all outstanding equity awards held by each of our NEOs as of the end of fiscal 2016.

	Option Awards							Stock Awards				
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable[1]	Number of Securities Underlying Unexercised Options (#) Unexercisable[1]	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (at Threshold) (#)[2]	Option Exercise Price ($)	Option Expiration Date	Market Value of Unexercised Options, Net of Exercise Price ($)[3]	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)[4]	Market Value of Shares or Units of Stock That Have Not Vested ($)[3]	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 (#)
Kevin Yeaman	12/15/2015			48,599[a]	33.15	12/15/2022	1,027,383					
	12/15/2015		194,399[a]		33.15	12/15/2025	4,109,595					
	12/15/2014	127,576[a]	164,022[a]		42.98	12/15/2024	3,297,973					
	12/16/2013	197,496[a]	89,769[a]		37.35	12/16/2023	4,866,269					
	12/21/2012	219,750[a]	14,650[a]		30.49	12/21/2022	5,578,720					
	12/15/2011	260,605[a]			28.24	12/15/2021	6,788,760					
	3/16/2009	109,757[a]			28.66	3/16/2019	2,813,072					
								12/15/2015	46,551	2,527,254		
								12/15/2014	34,914	1,895,481		
								12/16/2013	27,019	1,466,862		
								12/21/2012	13,675	742,416		
Lewis Chew	12/15/2015			16,250	33.15	12/15/2022	343,525					
	12/15/2015		65,000		33.15	12/15/2025	1,374,100					
	12/15/2014	42,840	55,078		42.98	12/15/2024	1,107,453					
	12/16/2013	71,261	32,391		37.35	12/16/2023	1,755,865					
	12/21/2012	72,531	6,169		30.49	12/21/2022	1,873,060					
	6/15/2012	175,185			37.96	6/15/2022	2,860,771					
								12/15/2015	16,250	882,213		
								12/15/2014	11,724	636,496		
								12/16/2013	9,749	529,273		
								12/21/2012	5,750	312,168		
Andy Sherman	12/15/2015			12,500	33.15	12/15/2022	264,250					
	12/15/2015		50,000		33.15	12/15/2025	1,057,000					
	12/15/2014	32,905	42,307		42.98	12/15/2024	850,648					
	12/16/2013	50,900	23,137		37.35	12/16/2023	1,254,187					
	12/21/2012	57,843	3,857		30.49	12/21/2022	1,468,460					
	12/15/2011	94,219			28.24	12/15/2021	2,454,405					
								12/15/2015	12,500	678,625		
								12/15/2014	9,006	488,936		
								12/16/2013	6,964	378,076		
								12/21/2012	3,600	195,444		
Robert Borchers	12/15/2015			13,750	33.15	12/15/2022	290,675					
	12/15/2015		55,000		33.15	12/15/2025	1,162,700					
	12/15/2014	37,252	47,894		42.98	12/15/2024	963,001					

	1/15/2014	31,750	15,875		41.31	1/15/2024	618,173			
	1/15/2014	114,284	57,141		41.31	1/15/2024	2,225,097			
								12/15/2015	13,750	746,488
								12/15/2014	10,195	553,487
								1/15/2014	7,138	387,522
								1/15/2014	17,138	930,422
Michael Bergeron	12/15/2015			11,500	33.15	12/15/2022	243,110			
	12/15/2015		46,000		33.15	12/15/2025	972,440			
	12/15/2014	31,664	40,710		42.98	12/15/2024	818,550			
	12/16/2013	2,160	32,391		37.35	12/16/2023	585,294			
	12/21/2012	3,600	5,400		30.49	12/21/2022	214,200			
	5/15/2012	98,633			40.37	5/15/2022	1,372,971			
								12/15/2015	11,500	624,335
								12/15/2014		