POLARIS INDUSTRIES INC/MN
Form PRE 14A
February 23, 2017
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

Polaris Industries 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:

(2) Aggregate number of securities to which transaction applies:

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Notice of
2017 Annual Meeting
of **Shareholders**

Thursday, April 27, 2017
9:00 a.m. Local Time
2100 Highway 55, Medina, Minnesota, 55340

Polaris Industries Inc.

2100 Highway 55
Medina, Minnesota 55340
763-542-0500
Fax: 763-542-0599

Dear Fellow Shareholder:

The Board of Directors of Polaris Industries Inc. ("Polaris") joins me in extending a cordial invitation to attend our 2017 Annual Meeting of Shareholders which will be held at our corporate headquarters, 2100 Highway 55, Medina, Minnesota, 55340, on Thursday, April 27, 2017 at 9:00 a.m. local time.

In addition to voting on the matters described in the accompanying Notice of Annual Meeting and Proxy Statement, we will review Polaris' 2016 business and discuss our direction for the coming years. There will also be an opportunity, after conclusion of the formal business of the meeting, to discuss other matters of interest to you as a shareholder.

Again this year, we will be using the "Notice and Access" method of furnishing proxy materials to you over the Internet. We believe that this process will provide you with a convenient and quick way to access your proxy materials and vote your shares, while allowing us to reduce the environmental impact of our Annual Meeting and the costs of printing and distributing the proxy materials. On or about March 10, 2017, we will mail to many of our shareholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our Proxy Statement and Annual Report and vote electronically over the Internet. The Notice also contains instructions on how to receive a paper copy of your proxy materials. We will not be mailing the Notice to shareholders who previously elected to receive paper copies of the proxy materials, but rather will mail those shareholders a full set of the proxy materials.

It is important that your shares be represented at the meeting whether or not you plan to attend in person. Please vote electronically over the Internet or, if you receive a paper copy of the proxy card by mail, by telephone or by returning your signed proxy card in the envelope provided. If you do attend the meeting and desire to vote in person, you may do so by following the procedures described in the Proxy Statement even though you have previously sent a proxy.

We hope that you will be able to attend the meeting and we look forward to seeing you.

Sincerely,

Scott W. Wine

Chairman of the Board and Chief Executive Officer

March 10, 2017

Enclosures

Polaris Industries Inc.

2100 Highway 55
Medina, Minnesota 55340

Notice of
Annual Meeting
of Shareholders

Thursday, April 27, 2017

9:00 a.m. Local Time

2100 Highway 55, Medina, Minnesota, 55340

Polaris Industries Inc. will hold its 2017 Annual Meeting of Shareholders at its corporate headquarters located at 2100 Highway 55, Medina, Minnesota, 55340, on Thursday, April 27, 2017. The meeting will begin at 9:00 a.m. local time. The proxy materials were either made available to you over the Internet or mailed to you beginning on or about March 10, 2017. At the meeting, our shareholders will be asked to:

1. Elect two Class II directors for three-year terms ending in 2020.
2. Approve an amendment to the Restated Articles of Incorporation to require a majority vote for the election of directors in uncontested elections.
3. Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2017.
4. Submit an advisory vote to approve the compensation of our Named Executive Officers (as described in the accompanying Proxy Statement).
5. Submit an advisory vote on whether future votes to approve the compensation of our Named Executive Officers should occur every one, two or three years.
6. Act on any other matters that may properly come before the meeting.

The Board recommends that shareholders vote ***FOR*** each of the following:

1. The director nominees named in the accompanying Proxy Statement.
2. The approval of an amendment to the Restated Articles of Incorporation to require a majority vote for the election of directors in uncontested elections.
3. The ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2017.
4. The advisory vote to approve the compensation of our Named Executive Officers.

The Board recommends that shareholders vote that future votes to approve the compensation of our Named Executive Officers should occur every year; however, shareholders are not voting to approve or disapprove the Board's recommendation on this matter and may vote for any of the available choices on the matter.

Only shareholders of record at the close of business on February 28, 2017 may vote at the Annual Meeting or any adjournment thereof.

Dated: March 10, 2017
By Order of the Board of Directors

Stacy L. Bogart
Senior Vice President-General Counsel and Secretary

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the meeting, we urge you to vote as soon as possible via the Internet as described in the Notice of Internet Availability of Proxy Materials. If you received a copy of the proxy card by mail, you may vote by Internet or telephone as instructed on the proxy card, or you may sign, date and mail the proxy card in the envelope provided.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE

2017 ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON APRIL 27, 2017.

Our Proxy Statement for the 2017 Annual Meeting of Shareholders, our Annual Report to Shareholders for the fiscal year ended December 31, 2016 and our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 are available at https://materials.proxyvote.com/731068.

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POLARIS INDUSTRIES INC.

2100 Highway 55
Medina, Minnesota 55340

PROXY STATEMENT

Questions and Answers about the Annual Meeting and Voting

Q: Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a paper copy of the proxy materials?

A: "Notice and Access" rules adopted by the United States Securities and Exchange Commission (the "SEC") permit us to furnish proxy materials, including this Proxy Statement and our Annual Report for 2016, to our shareholders by providing access to such documents on the Internet instead of mailing printed copies. Most shareholders will not receive printed copies of the proxy materials unless they request them. Instead, the Notice, which was mailed to most of our shareholders, will instruct how you may access and review all of the proxy materials on the Internet. The Notice also instructs how you may submit your proxy on the Internet. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice. Any request to receive proxy materials by mail will remain in effect until you revoke it.

Q: Who can vote?

A: You can vote if you were a shareholder at the close of business on the record date of February 28, 2017. There were a total of [___] shares of our common stock outstanding on February 28, 2017. The Notice of Internet Availability of Proxy Materials (the "Notice"), this Proxy Statement and any accompanying proxy card, along with the 2016 Annual Report to Shareholders and the 2016 Annual Report on Form 10-K, were first made available to you beginning on or about March 10, 2017. The Proxy Statement summarizes the information you need to vote at the Annual Meeting.

Q: What constitutes a quorum to conduct business at the Annual Meeting?

A: A majority of the outstanding shares of our common stock represented in person or by proxy is necessary to constitute a quorum for the transaction of business at the Annual Meeting. As of the record date, [___] shares of our common stock were issued and outstanding. A majority of those shares, or [___] shares of our common stock, will constitute a quorum. If you submit a valid proxy or attend the Annual Meeting, your shares will be counted to determine whether there is a quorum. A properly executed proxy marked "ABSTAIN" with respect to a proposal will be counted for purposes of determining whether there is a quorum and will be considered present in person or by proxy and entitled to vote on that proposal, but will not be deemed to have been voted in favor of such proposal.

Q: What am I voting on, what vote is required to approve each proposal and how does the Board recommend I vote?

A: The table below summarizes the proposals that will be voted on, the vote required to approve each item, how votes are counted and how the Board recommends you vote:

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Proposal	Vote Required	Voting Options	Board Recommendation	Broker Discretionary Voting Allowed(1)	Impact of Withhold/ Abstention
Proposal 1 – Elect two Class II directors for three-year terms ending in 2020	Plurality of the votes cast(2)	FOR, WITHHOLD	***FOR***	No	None
Proposal 2 – Approve an amendment to the Restated Articles of Incorporation to require a majority vote for the election of directors in uncontested elections	Majority of votes present in person or by proxy and entitled to vote on this item(3)	FOR, AGAINST, ABSTAIN	***FOR***	No	AGAINST
Proposal 3 – Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2017	Majority of votes present in person or by proxy and entitled to vote on this item(3)	FOR, AGAINST, ABSTAIN	***FOR***	Yes	AGAINST
Proposal 4 – Advisory vote to approve the compensation of our Named Executive Officers	We will consider our shareholders to have approved the compensation of our Named Executive Officers if there are more votes cast "For" the proposal than "Against"(4)	FOR, AGAINST, ABSTAIN	***FOR***	No	None
Proposal 5 – Advisory vote on whether future votes to approve the compensation of our Named Executive Officers should occur every one, two or three years	We will consider our shareholders to have selected the frequency option that receives the highest number of votes(4)	ONE YEAR, TWO YEARS, THREE YEARS	***ONE YEAR***	No	None

(1) *A "broker non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that proposal and has not received voting instructions from the beneficial owner. If a broker returns a "non-vote" proxy indicating a lack of authority to vote on a proposal, then the shares covered by such a "non-vote" proxy will be deemed present at the meeting for purposes of determining a quorum, but not present for purposes of calculating the vote with respect to that particular proposal. Broker non-votes will generally have no effect in determining whether any proposals to be voted on at the Annual Meeting are approved, although if a quorum for the Annual Meeting could not be established without including broker non-votes, then the broker non-votes required to establish the minimum quorum would have the same effect as votes against Proposal 3.*

(2) *A plurality means that the nominees with the greatest number of votes are elected as directors up to the maximum number of directors to be chosen at the meeting. Our Corporate Governance Guidelines require that any director who fails to receive a majority of the votes cast "for" and "withhold" in his or her election in an uncontested election must promptly tender his or her resignation. In that event, the Corporate Governance and Nominating Committee*

must make a recommendation to the Board on whether to accept or reject the tender of resignation. The Board, after taking into account the recommendation, must publicly disclose its decision and rationale within 90 days after the election. The director who failed to receive a majority vote will not participate in the decision.

(3) The voting standard assumes that the number of shares voted in favor of such proposal constitute more than 25% of the outstanding shares of our common stock.

(4) The advisory votes to approve the compensation of our Named Executive Officers and the frequency of future votes to approve the compensation of our Named Executive Officers are not binding on the Board, but the Compensation Committee will consider the shareholders' advisory input when establishing compensation for our Named Executive Officers in future years and determining whether future votes to approve the compensation of our Named Executive Officers should occur every one, two or three years. We will disclose the Board's determination as to whether future votes to approve the compensation of our Named Executive Officer will occur every one, two or three years in a Form 8-K filed within 4 business days of the Annual Meeting.

Q: How will the proxies vote on any other business brought up at the meeting?

A: By submitting your proxy, you authorize the proxies to use their judgment to determine how to vote on any other matter brought before the Annual Meeting. We do not know of any other business to be considered at the Annual Meeting.

The proxies' authority to vote according to their judgment applies only to shares you own as the shareholder of record.

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Q: How do I cast my vote?

A: If you are a shareholder whose shares are registered in your name, you may vote your shares in person at the Annual Meeting or by using one of the three following methods:

- Vote by Internet by following the instructions for Internet voting shown on the Notice, or if you requested printed proxy materials or you receive a paper copy of the proxy card, by following the instructions provided with your proxy materials and on your proxy card.

If you elected to receive printed proxy materials, you may also:

- Vote by phone following the instructions for telephone voting provided with your printed proxy materials and on your proxy card.

- Vote by completing, signing, dating and mailing the proxy card in the envelope provided. If you vote by phone or Internet, please do not mail your proxy card.

If you are a street-name shareholder (meaning that your shares are registered in the name of your bank or broker), you will receive instructions from your bank, broker or other nominee describing how to vote your shares.

Whichever method you use, the proxies identified on the proxy will vote the shares of which you are the shareholder of record in accordance with your instructions. If you submit a proxy without giving specific voting instructions, the proxies will vote those shares as recommended by the Board.

Q: Can I vote my shares by filling out and returning the Notice?

A: No. The Notice identifies the items to be voted on at the Annual Meeting, but you cannot vote by marking the Notice and returning it. The Notice provides instructions on how to vote by Internet, by requesting and returning a paper proxy card or voting instruction card, or by submitting a ballot in person at the meeting.

Q: Can I revoke or change my vote?

A: You can revoke your proxy at any time before it is voted by:

- Submitting a new proxy with a more recent date than that of the first proxy given by (1) following the telephone voting instructions or (2) following the Internet voting instructions or (3) completing, signing, dating and returning a new proxy card to us; or

- Giving written notice before the vote at the meeting to our Secretary, stating that you are revoking your proxy.

Unless you decide to vote your shares in person, you should revoke your prior proxy in the same way you initially submitted it - that is, by telephone, Internet or mail.

Q: Who will count the votes?

A:

Broadridge Financial Solutions, our independent proxy tabulator, will count the votes. A representative of Broadridge Financial Solutions and Sean Bagan, our Treasurer, will act as inspectors of election for the meeting.

Q: Is my vote confidential?

A: All proxies and all vote tabulations that identify an individual shareholder are confidential. Your vote will not be disclosed, except:

- To allow Broadridge Financial Solutions to tabulate the vote;
- To allow Sean Bagan, our Treasurer, and a representative of Broadridge Financial Solutions to certify the results of the vote; and
- To meet applicable legal requirements.

Q: What shares are included on my proxy?

A: Your proxy will represent all shares registered to your account in the same social security number and address, including any full and fractional shares you own under the Polaris Industries Inc. Amended and Restated 2007 Omnibus Incentive Plan (the "Omnibus Plan") or the Polaris Industries Inc. Employee Stock Purchase Plan, as well as any shares you own through the Polaris Employee Stock Ownership Plan (the "ESOP") and the Polaris 401(k) Retirement Savings Plan (the "401(k) Plan").

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Q: What happens if I don't vote the shares that I own?

A: *For shares registered in your name*. If you do not vote shares that are registered in your name by voting in person at the Annual Meeting or by proxy through the Internet, telephone or mail as described on the Notice, the Internet voting site or, if you requested printed proxy materials or receive a paper copy of the proxy card, by following the instructions therein, your shares will *not* be counted in determining the presence of a quorum or in determining the outcome of the vote on the proposals presented at the Annual Meeting.

For shares held in street name. If you hold shares through a broker, you will receive voting instructions from your broker. If you do not submit voting instructions to your broker and your broker does not have discretion to vote your shares on a particular matter, then your shares will not be counted in determining the outcome of the vote on that matter at the Annual Meeting. See effect of "broker non-votes" as described above. Your broker will not have discretion to vote your shares for any matter to be voted upon at the Annual Meeting other than the ratification of the selection of our independent registered public accounting firm. Accordingly, it is important that you provide voting instructions to your broker for the matters to be voted upon at the Annual Meeting.

For shares held in certain employee plans. If you hold shares in the ESOP or the 401(k) Plan and you do not submit your voting instructions by proxy through the mail, telephone or Internet as described on the proxy card, those shares will be voted in the manner described in the following two questions.

Q: How are common shares in the Polaris Employee Stock Ownership Plan voted?

A: If you hold shares of common stock through the ESOP, your proxy card will instruct the trustee of the plan how to vote the shares allocated to your plan account. If you do not return your proxy card (or you submit it with an unclear voting designation or with no voting designation at all), then the plan trustee will vote the shares in your account in proportion to the instructions actually received by the trustee from participants who give voting instructions. Votes under the ESOP receive the same confidentiality as all other votes.

Q: How are common shares in the Polaris 401(k) Retirement Savings Plan voted?

A: If you hold shares of our common stock through the 401(k) Plan, your proxy card will instruct the trustee of the plan how to vote the shares allocated to your plan account. If you do not return your proxy card (or you submit it with an unclear voting designation or with no voting designation at all), then the shares in your account will not be voted. Votes under the 401(k) Plan receive the same confidentiality as all other votes.

Q: What does it mean if I get more than one Notice or proxy card?

A: Your shares are probably registered in more than one account. You should provide voting instructions for all Notices and proxy cards you receive.

Q: How many votes can I cast?

A: You are entitled to one vote per share on all matters presented at the meeting.

Q: When are shareholder proposals and nominees due for the 2018 Annual Meeting of Shareholders?

A: If you want to submit a shareholder proposal or nominee for the 2018 Annual Meeting of Shareholders, you must submit the proposal in writing to our Corporate Secretary, Polaris Industries Inc., 2100 Highway 55, Medina, Minnesota 55340, so it is received by the relevant date set forth on page 57 under the caption "*Submission of*

Shareholder Proposals and Nominations."

Q: How is this proxy solicitation being conducted?

A: We engaged D.F. King & Co., Inc. to assist in the distribution of proxy materials and the solicitation of votes for a fee of $16,500, plus out-of-pocket expenses. We will pay for the cost of soliciting proxies and we will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to our shareholders. In addition, some of our employees may solicit proxies. D.F. King & Co., Inc. and our employees may solicit proxies in person, by telephone and by mail. Our employees will not receive special compensation for these services, which the employees will perform as part of their regular duties.

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Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of February 17, 2017 by each person known to us who then beneficially owned more than 5% of the outstanding shares of our common stock, each director, each nominee for director, each Named Executive Officer named in the Summary Compensation Table appearing below and all current executive officers and directors as a group. As of February 17, 2017, there were 62,939,102 shares of common stock outstanding. Except as otherwise indicated, the named beneficial owner has sole voting and investment powers with respect to the shares held by such beneficial owner. The table also includes information with respect to common stock equivalents and deferred stock units credited as of February 17, 2017 to the accounts of each director as described in this Proxy Statement under the heading "*Director Compensation.*"

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class	**Common Stock Equivalents[11]**	**Deferred Stock Units[12]**
BlackRock, Inc.[1]	5,146,283	8.2 %		
The Vanguard Group[2]	5,119,025	8.1 %		
Manulife Financial Corporation[3]	4,730,656	7.5 %		
State Street Corporation[4]	4,361,394	6.9 %		
Polaris Industries Inc. Employee Stock Ownership Plan[5]	3,811,031	6.1 %		
Wells Fargo & Company[6]	3,481,851	5.5 %		
Scott W. Wine[7] Chairman of the Board and Chief Executive Officer	906,707	1.4 %		
Michael T. Speetzen Executive Vice President – Finance and Chief Financial Officer	5,333	*		
Robert P. Mack[7] Senior Vice President – Corporate Development and Strategy, and President – Adjacent Markets	1,500	*		
Kenneth J. Pucel[7][8] Executive Vice President – Global Operations, Engineering & Lean	60,972	*		
Stephen L. Eastman[7][9] President – Parts, Garments and Accessories	57,984	*		
Annette K. Clayton Director	0	*	32,621	22,368
Kevin M. Farr Director	2,100	*	3,508	3,334
Gary E. Hendrickson Director	0	*	6,127	8,055
Gwenne A. Henricks Director	0	*	1,780	1,347
Bernd F. Kessler Director	0	*	9,197	10,904
Lawrence D. Kingsley Director	6,925	*	1,404	1,347

John P. Wiehoff Director	0	*	21,869	19,276
All directors and current executive officers as a group (16 persons)(7)-(10)	1,408,658	2.2 %	76,506	66,631

* *Indicates ownership of less than 1%.*

(1) *The address for BlackRock, Inc. and its affiliates (collectively, "BlackRock") is 55 East 52nd Street, New York, NY 10055. BlackRock, an investment advisor, has sole voting power with respect to 4,728,275 shares, shared voting and shared dispositive power with respect to 9,821 shares, and sole dispositive power with respect to 5,136,462 shares. This information was reported on a Schedule 13G/A filed by BlackRock with the SEC on January 25, 2017, and is as of December 31, 2016.*

(2) *The address for The Vanguard Group and its subsidiaries (collectively, "Vanguard") is 100 Vanguard Boulevard, Malvern, PA 19355. Vanguard has sole voting power with respect to 47,187 shares, shared voting power with respect to 11,114 shares, sole dispositive power with respect to 5,061,203 shares and shared dispositive power with respect to 57,822 shares. This information was reported on a Schedule 13G/A filed by Vanguard with the SEC on February 13, 2017, and is as of December 31, 2016.*

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(3) *The address for Manulife Financial Corporation and its subsidiaries (collectively, "Manulife") is 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5. Manulife has sole voting and sole dispositive power with respect to 4,730,656 shares. This information was reported on a Schedule 13G filed by Manulife with the SEC on February 14, 2017, and is as of December 31, 2016.*

(4) *The address for State Street Corporation and its subsidiaries (collectively, "State Street") is State Street Financial Center, 1 Lincoln Street, Boston, MA 02111. State Street has shared voting and shared dispositive power with respect to 4,361,394 shares. This information was reported on a Schedule 13G filed by State Street with the SEC on February 8, 2017, and is as of December 31, 2016.*

(5) *The address for the ESOP is 2100 Highway 55, Medina, MN 55340. The ESOP has shared voting and shared dispositive power with respect to 3,811,031 shares. This information was reported on a Schedule 13G/A filed by the ESOP with the SEC on February 14, 2017, and is as of December 31, 2016.*

(6) *The address for Wells Fargo & Company and its subsidiaries (collectively, "Wells Fargo") is 420 Montgomery Street, San Francisco, CA, 94163. Wells Fargo has sole voting power with respect to 13,635 shares, shared voting power with respect to 3,439,184 shares, sole dispositive power with respect to 13,635 shares, and shared dispositive power with respect to 3,468,215 shares. This information was reported on a Schedule 13G filed by Wells Fargo with the SEC on January 27, 2017, and is as of December 31, 2016.*

(7) *Includes shares which could be purchased by the indicated person upon the exercise of vested options or restricted stock units within 60 days after February 17, 2017: Mr. Wine, 591,000 shares; Mr. Mack, 1,500 shares; Mr. Pucel, 35,500 shares; Mr. Eastman, 36,500 shares; and all executive officers combined, 916,500 shares.*

(8) *Includes 20,000 restricted shares of common stock awarded to Mr. Pucel under the Omnibus Plan in December 2014. All of the 20,000 unvested restricted shares granted to Mr. Pucel become freely tradable in December 2017, provided that he continues to be an employee.*

(9) *Includes 10,000 performance restricted stock shares of common stock awarded to Mr. Eastman under the Omnibus Plan. All of the 10,000 restricted shares become freelyx tradable only if we achieve certain financial targets, provided Mr. Eastman continues to be an employee. Also includes 138 shares held by Mr. Eastman in the 401(k) Plan, over which he holds shared voting power.*

(10) *Includes 45,000 aggregate restricted shares of common stock awarded to current executive officers as a group under the Omnibus Plan. All of the 45,000 restricted shares become freely tradable only if the holders continue to be employees for specified periods of time and, in some cases, if specified performance goals are satisfied.*

(11) *Represents the number of common stock equivalents credited as of February 17, 2017 to the accounts of each non-employee director and the accompanying dividend equivalent units, as maintained by us under the Polaris Industries Inc. Deferred Compensation Plan for Directors. A director will receive one share of common stock for every common stock equivalent and dividend equivalent unit held by that director upon his or her termination of service as a member of the Board or upon a change of control of our Company.*

(12) *Represents the number of deferred stock units awarded to each of the non-employee directors under the Omnibus Plan and the accompanying dividend equivalent units. A director will receive one share of common stock for every deferred stock unit and dividend equivalent unit upon his or her termination of service as a director or upon a change in control of our Company.*

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Board Leadership Structure

Mr. Wine currently holds the titles of Chairman and Chief Executive Officer ("CEO") of Polaris. The Board believes that the interests of having a unified leadership structure with the positions of Chairman and CEO being held by the same person is currently appropriate for our Company. Our Corporate Governance Guidelines provide that if the CEO is also the Chairman of the Board, the Chair of the Corporate Governance and Nominating Committee, who is an independent director, will serve as the Lead Director. Mr. Wiehoff is currently our Lead Director, and his responsibilities as Lead Director include, among others:

- Preside over all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;
- Serve as a liaison between the Chairman and the independent directors;
- In consultation with the Chairman, approve:
  - Key information sent to the Board;
  - Meeting agendas for the Board; and
  - Meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- Have the authority to call meetings of the independent directors;
- If requested by major shareholders, ensure his/her availability for consultation and direct communication;
- Conduct and facilitate an annual Board self-evaluation;
- Communicate with the CEO about strategic business issues, governance processes, and board relationships; and
- Coordinate with the Compensation Committee on CEO evaluation.

The Board believes that its independent Board committees and Lead Director provide appropriate independent Board leadership and oversight.

Risk Oversight

Our Audit Committee is primarily responsible for regularly reviewing and discussing with management our major financial risk exposures and the steps management has taken to monitor and control such exposures, including management's guidelines and policies with respect to risk assessment and risk management. When the Board deems it appropriate, responsibility of oversight of a specific risk is assigned to another one of the Board's committees.

We engage in an Enterprise Risk Management ("ERM") process. The ERM process consists of periodic risk assessments performed by various functional management groups during the year. At least twice a year, executive management presents these assessments to the Audit Committee to ensure that the process is sound and complete, oversight is appropriate, and the risks and risk assessments are thoroughly reviewed. In addition, the Audit Committee reports regularly to the full Board, which also considers our risk profile. While our management is responsible for day-to-day risk management identification and mitigation, the Board, directly and through its committees, oversees the execution of the ERM process. We believe this division of responsibilities is the most effective approach for addressing the risks facing our Company and that our Board leadership structure supports this approach.

Board Diversity

The Corporate Governance and Nominating Committee is responsible for identifying individuals who it considers qualified to become Board members. In furtherance of this duty, the Corporate Governance and Nominating Committee considers, as required by its charter, the Board's overall balance of diversity of perspectives, backgrounds and experiences, although it does not have a formal policy regarding the consideration of diversity of Board members. The Corporate Governance and Nominating Committee views diversity broadly and evaluates a wide range of criteria as it makes its selections, including, among others, functional areas of experience, educational background, employment experience, and leadership performance. The Corporate Governance and Nominating Committee also assesses those intangible factors it deems necessary to develop a heterogeneous and cohesive Board such as integrity, judgment, intelligence, and the willingness and ability of the candidate to devote adequate time to Board duties for a sustained period.

Our Board and each of its committees engage in an annual self-evaluation process. As part of that process, directors provide feedback on whether the Board is meeting its diversity objectives and how the composition of the Board should be altered in order to enhance its value to our Company and shareholders.

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Corporate Governance Guidelines and Independence

Our Board has adopted Corporate Governance Guidelines, which may be viewed online on our website at *www.polaris.com*. Under our Corporate Governance Guidelines, which adopt the current standards for "independence" established by the New York Stock Exchange (the "NYSE"), a majority of the members of the Board must be independent as determined by the Board. In making its determination of independence, among other things, the Board must have determined that the director has no material relationship with the Company either directly or indirectly as a partner, shareholder or officer of an organization that has a relationship with us. The Board of Directors has determined that Ms. Clayton and Ms. Henricks, and Messrs. Farr, Hendrickson, Kessler, Kingsley, and Wiehoff are independent. Mr. Schreck, who retired as a member of the Board in April, was also determined to be independent. Mr. Wine, our Chairman and CEO, is the only director who is not independent.

The Board based its independence determinations, in part, upon a review by the Corporate Governance and Nominating Committee and the Board of certain transactions between the Company and companies with which certain of our directors have relationships, each of which was made in the ordinary course of business, at arm's length, at prices and on terms customarily available to unrelated third party vendors or customers generally, in amounts that are not material to our business or the business of such unaffiliated corporation, and in which the director had no direct or indirect personal interest, nor received any personal benefit. Specifically, the Corporate Governance and Nominating Committee and the Board reviewed ordinary course of business purchases by us from C. H. Robinson Worldwide, where Mr. Wiehoff is, and during fiscal 2016 was, the CEO. The payments were less than the greater of $1,000,000 or 2.0% of the recipient's gross revenues in fiscal 2016. Accordingly, a majority of our Board is considered to be independent. Additionally, all current members of our Audit, Compensation, and Corporate Governance and Nominating Committees are considered to be independent.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics applicable to all employees, including our CEO, our Chief Financial Officer ("CFO") and all other executive officers, and the Board. A copy of the Polaris Code of Business Conduct and Ethics is available on our website at *www.polaris.com*. In the event we waive any of the provisions of the Polaris Code of Business Conduct and Ethics with respect to the CEO, CFO, any executive officer or member of the Board that relates to any element of the definition of "code of ethics" enumerated in Item 406(b) of Regulation S-K under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), we intend to disclose such actions on our website at the same location.

Hedging and Pledging Policy

We adopted a policy that prohibits Directors and executive officers from engaging in hedging transactions with respect to our common stock. We also adopted a policy that permits Directors and executive officers to pledge our common stock as collateral for a loan only if it is pre-approved by the Company's General Counsel or CFO. The Director or executive officer must clearly demonstrate the financial capacity to repay the loan without resorting to the pledged securities.

Communications with the Board

Under our Corporate Governance Guidelines, a process has been established by which shareholders and other interested parties may communicate with members of the Board. Any shareholder or other interested party who desires to communicate with the Board, individually or as a group, may do so by writing to the intended member or members of the Board, c/o Corporate Secretary, Polaris Industries Inc., 2100 Highway 55, Medina, Minnesota 55340.

All communications received in accordance with these procedures will be reviewed initially by the office of our Corporate Secretary to determine whether the communication is a message to one or more of our directors and then will be relayed to the appropriate director or directors unless the Corporate Secretary determines that the communication is an advertisement or other promotional material. The director or directors who receive any such communication will have discretion to determine whether the subject matter of the communication should be brought to the attention of the full Board or one or more of its committees and whether any response to the person sending the communication is appropriate.

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Board Meetings

During 2016, the full Board met seven times. Each of the meetings was preceded and/or followed by an executive session of the Board without management in attendance, chaired by Mr. Wiehoff. Each of our directors attended at least 75 percent of the meetings of the Board and any committee on which that director served in 2016. The Board also took action in writing four times in 2016. We do not maintain a formal policy regarding the Board's attendance at annual shareholder meetings; however, Board members are expected to regularly attend all Board meetings and meetings of the committees on which they serve as well as the annual shareholder meetings. All then-current members of the Board attended our 2016 Annual Meeting.

Committees of the Board and Meetings

The Board has designated four standing committees. The Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee, and the Technology Committee each operate under a written charter, which is available on our website at *www.polaris.com.* The current membership of each committee and its principal functions, as well as the number of times it met during 2016, are described below.

Audit Committee

Members:

Kevin M. Farr, Chair
Gwenne A. Henricks
Bernd F. Kessler
Lawrence D. Kingsley

All members of the Audit Committee have been determined to be "independent" and "financially literate" by the Board in accordance with our Corporate Governance Guidelines, SEC rules and the applicable listing requirements of the NYSE. Additionally, Messrs. Farr, Kessler, and Kingsley have each been determined by the Board to be an "Audit Committee Financial Expert" as that term has been defined by the SEC. None of the members of the Audit Committee currently serve on the audit committees of more than three public companies.

Functions:

The Audit Committee assists the Board in fulfilling its fiduciary responsibilities by overseeing our financial reporting and public disclosure activities. The Audit Committee's primary purposes and responsibilities are to:

- Assist the Board of Directors in its oversight of (a) the integrity of our financial statements, (b) the effectiveness of our internal control over financial reporting, (c) our compliance with legal and regulatory requirements, (d) the independent auditor's performance, qualifications and independence, and (e) the responsibilities, performance, budget and staffing of our internal audit function;

- Prepare the Audit Committee Report that appears later in this Proxy Statement;

- Serve as an independent and objective party to oversee our financial reporting process and internal control system; and
- Provide an open avenue of communication among the independent auditor, financial and senior management, the internal auditors and the Board.

The Audit Committee, in its capacity as a committee of the Board, is directly responsible for the appointment, compensation and oversight of the work of any independent registered public accounting firm employed by us (including resolution of any disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attestation services for us, and each such independent registered public accounting firm reports directly to the Audit Committee. This committee met nine times during 2016.

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Compensation Committee

All members of the Compensation Committee have been determined to be "independent" by the Board in accordance with our Corporate Governance Guidelines and the applicable listing requirements of the NYSE.

Members:

Gary E. Hendrickson, Chair
Annette K. Clayton
John P. Wiehoff

Functions:

The Compensation Committee's duties and responsibilities include, among other things, the responsibility to:

- Assist the Board in establishing a philosophy and policies regarding executive and director compensation;
- Provide oversight to the administration of our director and executive compensation programs;
- Administer our stock option, restricted stock and other equity-based and cash incentive plans;
- Review and approve the compensation of directors, executive officers and senior management;
- Review and discuss the Compensation Discussion and Analysis that appears later in this Proxy Statement and prepare any report on executive compensation required by the rules and regulations of the SEC or other regulatory body, including the Compensation Committee Report that appears later in this Proxy Statement; and
- Review the process for managing executive development and succession, assist the Board in management development and succession planning and review with the CEO the confidential written procedure for the timely and efficient transfer of his or her responsibilities in the event of his or her sudden incapacitation or departure.

The Compensation Committee has the resources and appropriate authority to discharge its duties and responsibilities, including the authority to retain independent counsel and other independent experts or consultants. The committee has the sole authority to select, retain and terminate a compensation consultant and to approve the compensation consultant's fees and other retention terms. The committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the committee. In particular, the committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the committee who are (i) "Non-Employee Directors" for the purposes of Rule 16b-3 of the Securities Exchange Act, as in effect from time to time, and/or (ii) "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code ("Section 162(m)"), as in effect from time to time.

The Compensation Committee engaged Willis Towers Watson to act as its compensation consultant again in 2016. The Compensation Committee uses its compensation consultant in an advisory role for various technical, analytical, and plan design issues related to our compensation and benefit programs. The compensation consultant does not recommend or determine compensation for any of our executives, which role is reserved to the Compensation Committee. The Compensation Committee provides the material elements of the instructions to the compensation consultant with respect to the performance of its duties under the engagement. For 2016, the Compensation Committee instructed Willis Towers Watson to (a) collect market information on a variety of executive pay and design issues, including the types and amounts of compensation paid to executives at similarly situated companies; (b) assist in the design and review of programs such as our long-term incentive plan and annual cash incentive plan that affect the compensation of executives and other employees; (c) consult on various technical issues related to compensation and benefits; and (d) review and assist the Compensation Committee and our CEO in the development of offer letters to newly hired senior executives from time to time. When necessary, the compensation consultant works with management to fully understand the details of various compensation programs and the underlying business and human resources issues they address. The Compensation Committee has assessed the independence of Willis Towers Watson pursuant to the rules of the SEC and concluded no conflict of interest exists that would prevent the independent representation of the Compensation Committee. We used Willis Towers Watson for non-executive compensation surveys in 2016 for which it was paid $24,000.

The Compensation Committee works with our CEO and our Senior Vice President – Chief Human Resources Officer in determining the base salary and annual and long-term incentive targets and opportunities for our executive officers, but in each case not including that officer's own compensation arrangements. The Compensation Committee also has the power to delegate the approval of grants of certain equity awards. The Compensation Committee has delegated to our CEO the authority to approve the issuance of a limited number of equity awards in connection with the employment of new non-executive employees and the promotion, retention or outstanding achievements of current non-executive employees. The Compensation Committee met six times during 2016 and took action in writing four times.

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Corporate Governance and Nominating Committee	All members of the Corporate Governance and Nominating Committee have been determined to be "independent" by the Board in accordance with our Corporate Governance Guidelines and the applicable listing requirements of the NYSE.
Members:	**Functions:**
John P. Wiehoff, Chair Gary E. Hendrickson Bernd F. Kessler	The Corporate Governance and Nominating Committee provides oversight and guidance to the Board to ensure that the membership, structure, policies and processes of the Board and its committees facilitate the effective exercise of the Board's role in the governance of our Company. The Corporate Governance and Nominating Committee reviews and evaluates the policies and practices with respect to the size, composition and functions of the Board, evaluates the qualifications of possible candidates for the Board and recommends the nominees for directors to the Board for approval. The committee will consider individuals recommended by shareholders for nomination as a director, applying the standards described in the Corporate Governance and Nominating Committee Charter. The committee also is responsible for recommending to the Board any revisions to our Corporate Governance Guidelines. This committee met two times during 2016 and took action in writing once.
Technology Committee	
Members:	**Functions:**
Annette K. Clayton, Chair Kevin M. Farr Gwenne A. Henricks Bernd F. Kessler Lawrence D. Kingsley Scott W. Wine	The Technology Committee provides oversight of our product plans, technology development and related business processes. The committee reviews (a) product and technology development plans to ensure the continuous flow of innovative, differentiated, leadership products in the markets we currently serve; (b) plans for growth through new products serving adjacent markets; (c) new technology development and plans for insertion of new technology into the long-range product plan; (d) major competitive moves and our response plan; (e) the adequacy of the processes, tools, facilities and technology leadership of our product and technology development; (f) the costs, benefits and risks associated with major product development programs and related facility investments; (g) plans to address changing regulatory requirements; (h) strategic sourcing plans for products and technology; and (i) quality initiatives to ensure that the quality of our products meets or exceeds customer expectations. This committee met three times during 2016.

Certain Relationships and Related Transactions

During 2016, we did not engage in any transactions with related persons that are required to be described in this Proxy Statement pursuant to applicable SEC regulations.

Our written Related-Person Transactions Policy, which is applicable to all of our directors, nominees for directors, executive officers and 5% shareholders and their respective immediate family members, prohibits “related-person transactions” unless approved or ratified by the Corporate Governance and Nominating Committee.

Matters considered to be a related-person transaction subject to the policy include any transaction in which we are directly or indirectly a participant and the amount involved exceeds or reasonably can be expected to exceed $120,000, and in which a director, nominee for director, executive officer or 5% shareholder, or any of their respective family members, has or will have a direct or indirect material interest.

Any potential related-person transaction that is raised will be analyzed by the General Counsel, in consultation with management and with outside counsel, as appropriate, to determine whether the transaction or relationship constitutes a related-person transaction requiring compliance with the policy. The potential related-person transaction and the General Counsel’s conclusion and the analysis thereof are also to be reported to the chair of the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee shall review the material facts of all related-person transactions that require the committee’s approval and either approve or disapprove of the related person transaction. If advance committee approval of a related-person transaction is not feasible, then the related-person transaction shall be considered and, if the committee determines it to be appropriate, ratified at the committee’s next regularly scheduled meeting. Any related-person transaction that is not approved or ratified, as the case may be, shall be voided, terminated or amended, or such other actions shall be taken, in each case as determined by the committee, so as to avoid or otherwise address any resulting conflict of interest.

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Compensation Committee Interlocks and Insider Participation

All current members of the Compensation Committee are considered independent under our Corporate Governance Guidelines. During fiscal year 2016, none of our executive officers served on the compensation committee (or its equivalent) or board of directors of another entity whose executive officers served on our Compensation Committee or Board.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers to file initial reports of ownership and reports of changes of ownership of our common stock with the SEC. Executive officers and directors are required to furnish us with copies of all Section 16(a) reports that they file. To our knowledge, based solely upon a review of the reports filed by the executive officers and directors during 2016 and written representations that no other reports were required, we believe that, during the year ended December 31, 2016, all filing requirements applicable to our directors, executive officers and 10% beneficial owners, if any, were complied with on a timely basis, except that due to an administrative oversight, the Company inadvertently failed to timely report credits of an aggregate of 2,483.87 common stock equivalents to Ms. Clayton, Mr. Farr, Mr. Hendrickson, Ms. Henricks, Mr. Kessler, Mr. Kingsley, and Mr. Wiehoff that were made on October 1, 2016, which reports were filed on October 12, 2016. In addition, due to an administrative oversight, the Company failed to timely report the disposition of 4,667 shares of common stock withheld to satisfy Mr. Speetzen’s tax withholding obligation upon the vesting and settlement of a restricted stock award on August 3, 2016, which report was filed on September 1, 2016.

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General Information

The Board is divided into three classes. The members of one class are elected at each annual meeting of shareholders to serve three-year terms. The Class II directors currently serving on the Board, whose terms expire at the 2017 Annual Meeting, are Gary E. Hendrickson and Gwenne A. Henricks.

Upon the recommendation of the Corporate Governance and Nominating Committee of the Board, the Board proposes that Gary E. Hendrickson and Gwenne A. Henricks be elected as Class II directors for three-year terms expiring in 2020.

Each of the nominees currently serves as a member of the Board. The persons named in the proxy intend to vote your proxy for the election of each of the two nominees, unless you indicate on the proxy that your vote should be withheld from any or all of the nominees. If you are voting by telephone or on the Internet, you will be told how to withhold your vote from some or all of the nominees. Each nominee elected as a director will continue in office until his or her successor has been elected, or until his or her death, resignation or retirement.

We expect each nominee standing for election as a director to be able to serve if elected. If any nominee is not able to serve, proxies will be voted in favor of the remainder of those nominated and may be voted for substitute nominees designated by the Board, unless an instruction to the contrary is indicated on the proxy. There are no family relationships between or among any of our executive officers, directors or director nominees.

The Board, upon recommendation of the Corporate Governance and Nominating Committee, unanimously recommends a vote **FOR** the election of these nominees as directors.

Information Concerning Nominees and Directors

Our directors bring a broad range of leadership and experience to the boardroom and regularly contribute to the dialogue involved in effectively overseeing and guiding our business and affairs. Other than our CEO, all of the members of the Board are independent. Though the members of the Board have been selected to provide a wide range of viewpoints, the atmosphere of our Board is collegial. Preparation, engagement and participation are expected from our directors. We insist on high personal and professional ethics, integrity and values. All of our current directors and the director nominees satisfy such requirements. The Board has adopted Corporate Governance Guidelines, which are observed by all directors. With a diverse mix of experience, backgrounds and skill sets, the Board believes it is well positioned to represent the best interests of the Company's shareholders. The principal occupation, specific experience, qualifications, attributes or skills and certain other information about the nominees and other directors whose terms of office continue after the Annual Meeting are set forth on the following pages.

If a shareholder wishes to have the Corporate Governance and Nominating Committee consider a candidate for nomination as a director, the shareholder's notice must include the information specified in our bylaws, including the shareholder's name and address, the information required to be disclosed by the SEC's proxy rules, a written consent of the candidate to be named in the proxy statement and to serve as a director if elected, specified information regarding the shareholder's interests in our capital stock, and the representations specified in our bylaws. The Corporate Governance and Nominating Committee will evaluate recommended nominees based on the factors identified in the Corporate Governance and Nominating Committee Charter, a copy of which is available on our website at *www.polaris.com*. Alternatively, shareholders may directly nominate a person for election to our Board by complying with the procedures set forth in our bylaws, any applicable rules and regulations of the SEC and any applicable laws.

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Director Nominees — Class II (Term Ending 2017)

Gary E. Hendrickson

Age 60

Director since 2011

Independent

Committees

- Compensation, Chair

- Corporate Governance and Nominating

Experience

Mr. Hendrickson has been the President and Chief Executive Officer of The Valspar Corporation, a global paint and coatings manufacturer, since June 2011 and was its President and Chief Operating Officer from February 2008 until June 2011. He held various executive leadership roles with The Valspar Corporation since 2001 including positions with responsibility for the Asia Pacific operations.

Key Skills and Qualifications

Mr. Hendrickson's experience as President and Chief Executive Officer of a global company provides expertise in corporate leadership and development, and execution of business growth strategy. He also brings to the Board significant global experience and knowledge of competitive strategy including international competition.

Other Public Company Boards

Current	Past 5 Years
The Valspar Corporation, Chairman	None

Gwenne A. Henricks

Age 60

Director since 2015

Independent

Committees

- Audit

- Technology

Experience

Ms. Henricks served as Vice President, Product Development & Global Technology, and Chief Technology Officer of Caterpillar Inc., a world leading manufacturer of construction and mining equipment, diesel and natural gas engines, industrial gas turbines and diesel-electric locomotives, from 2012 to 2016. She joined Caterpillar in 1981 in an engineering role and held numerous engineering and executive roles progressing in scope and complexity. Ms. Henricks serves on the Bradley University Engineering Advisory Committee.

Key Skills and Qualifications

Ms. Henricks brings to the Board executive leadership, as well as valuable knowledge and experience in technology and global research and development organization.

Other Public Company Boards

Current	Past 5 Years
None	None

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Directors Continuing in Office — Class I (Term Ending 2019)

Bernd F. Kessler

Age 58

Director since 2010

Independent

Committees

- Audit
- Corporate Governance and Nominating
- Technology

Experience

Mr. Kessler was the Chief Executive Officer of SRTechnics AG, a privately-held aircraft component and engine service provider with facilities throughout Europe and in China, from January 2008 through January 2010. He was the President and Chief Executive Officer of MTU Maintenance, a subsidiary of Aero Engines AG from September 2004 through October 2007 where he was an integral part of the successful initial public offering of the Company on the Frankfort Stock Exchange. Prior to September 2004, Mr. Kessler held management and executive positions for 20 years at Honeywell International, Inc. and its preceding company AlliedSignal Corp. Mr. Kessler also serves on the boards of Flowcastings GmbH, Zitec GmbH, and serves as Chairman of RENA Technologies GmbH.

Key Skills and Qualifications

A recognized industry leader in the global aerospace and defense markets, Mr. Kessler is based in Europe. His experience in operations, service and global business are key assets as we continue to expand our international footprint and strive to increase operational efficiency.

Other Public Company Boards

Current	Past 5 Years
None	None

Lawrence D. Kingsley

Age 54

Director since 2016

Independent

Committees

- Audit

- Technology

Experience

Mr. Kingsley served as the Chairman and Chief Executive Officer of the Pall Corporation, a global supplier of filtration, separations and purification products, from October 2013 to

October 2015 and previously served as its CEO and President starting in October 2011. Prior to his election, he served as Chairman, President and CEO of IDEX Corporation, a developer, designer and manufacturer of fluid and metering technologies and health and science technologies, from March 2005 to August 2011. Before joining IDEX, Mr. Kingsley held management positions of increasing responsibility with Danaher Corporation, Kollmorgen Corporation and Weidmuller Incorporated.

Key Skills and Qualifications

Mr. Kingsley brings strong executive leadership and business management skills to our Board, as well as valuable experience in strategic planning, corporate development and operations analysis. He also brings significant expertise in financial reporting and corporate finance.

Other Public Company Boards

Current	Last 5 Years
IDEXX Laboratories	Cooper Industries Ltd.
Rockwell Automation Corporation	Cooper Wiring Devices, Inc.

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Scott W. Wine

Age 49

Director since 2008

Committee

- Technology

Experience

Mr. Wine has served as Chief Executive Officer of Polaris since September 2008 and was elected to the Board in October 2008. He has been the Chairman of the Board since January 2013. Prior to joining Polaris, Mr. Wine held executive positions with United Technologies Corporation, Danaher Corp. and Allied Signal Corp. (now Honeywell International Inc.), and served as a United States naval officer. Mr. Wine serves on the board of the Greater Twin Cities United Way.

Key Skills and Qualifications

Mr. Wine's knowledge of the all aspects of the Company's business as its CEO, combined with his drive for innovation and excellence, position him well to serve as Chairman of the Board. In his position as a director and CEO, he plays a key role in facilitating communication and information flow between management and the Board on a regular basis.

Other Public Company Boards

Current	Past 5 Years
US Bancorp	None
Terex Corporation	

Directors Continuing in Office — Class III (Term Ending 2018)

Annette K. Clayton

Age 53

Director since 2003

Independent

Committee

- Compensation

- Technology, Chair

Experience

Ms. Clayton has been the Chief Executive Officer and President of Schneider Electric North America, a French multinational firm specializing in energy management and automation solutions, since June 2016 and is a member of the Executive Committee. In her prior position with Schneider, she was Chief Supply Officer from May 2011 to June 2016. From 2006 to 2011, Ms. Clayton led Dell Inc.'s supply chain transformation and oversaw the global manufacturing and fulfillment operations. Prior to that, she worked for General Motors Corporation in senior management positions in engineering and production, including President, Saturn Corporation.

Key Skills and Qualifications

With experience in leading a large corporation including overseeing strategic direction and financial accountability and running large scale supply chain manufacturing companies with global presence, Ms. Clayton brings to the Board expertise in supply chain management and strategy, and global and channel expansions.

Other Public Company Boards

Current	Past 5 Years
None	None

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Kevin M. Farr

Age 59

Director since 2013
Independent

Committees

- Audit, Chair
- Technology

Experience

Mr. Farr has been the Executive Vice President and Chief Financial Officer of Mattel, Inc., a worldwide leader in the design, manufacture and marketing of toys and family products, since February 2000. Prior to becoming CFO, he served in multiple leadership roles at Mattel, Inc. since 1991. Before joining Mattel, Inc., Mr. Farr spent 10 years at Pricewaterhouse Coopers. He serves on the Corporate Advisory Board of the Marshall School of Business at the University of Southern California.

Key Skills and Qualifications

With his many years of experience in executive leadership roles and his financial background with a Fortune 500 company, Mr. Farr provides the Board expertise in financial operations, business development and corporate strategy and complex financial issues. As a past director for a public company, he also provides significant board experience.

Other Public Company Boards

Current	Past 5 Years
None	Beckman Coulter, Inc.

John P. Wiehoff

Age 55

Director since 2007

Lead Director

Independent

Committees

- Compensation

- Corporate Governance and Nominating, Chair

Experience

Mr. Wiehoff has been Chief Executive Officer and Chairman of the Board of C.H. Robinson Worldwide, a transportation, logistics and sourcing company since 2007 and previously was Chief Executive Officer of the company beginning in May 2002 and President in 1999. He has held multiple leadership roles including Chief Financial Officer since joining C.H. Robinson in 1992. Prior to that, Mr. Wiehoff was with Arthur

Andersen LLP.

Key Skills and Qualifications

Mr. Wiehoff provides the Board with valuable insight in logistics and complex financial issues gained while serving as the chief executive officer and chief financial officer of a Fortune 500 company. As a director for public companies, he also has significant board experience.

Other Public Company Boards

Current	Past 5 Years
C.H. Robinson Worldwide	None
Donaldson Company, Inc.	

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The Compensation Discussion and Analysis (the "CD&A") describes our compensation objectives and policies and the compensation awarded to our Named Executive Officers during 2016. Our Named Executive Officers during 2016 were:

Name	**Title**
Scott W. Wine	Chairman of the Board and Chief Executive Officer ("CEO")
Michael T. Speetzen	Executive Vice President – Finance and Chief Financial Officer ("CFO")
Robert P. Mack	Senior Vice President – Corporate Development and Strategy, and President – Adjacent Markets ("Pres-AM")
Kenneth J. Pucel	Executive Vice President – Global Operations, Engineering and Lean ("EVP")
Stephen L. Eastman	President – Parts, Garments and Accessories ("Pres-PGA")

Mr. Mack joined the Company on March 31, 2016.

Executive Summary

Key 2016 Company Financial Performance

2016 Compensation Decisions

During 2015 and 2016, we experienced several headwinds that impacted our key financial measures, particularly during 2016. Sales declined in the second half of 2016 as we delayed shipments of our model year 2017 ORV products to review for thermal related issues. We also incurred higher promotional and customer appreciation costs and experienced unfavorable foreign currency exchange rate movements. We saw several successes in 2016, including growth in Indian Motorcycle retail sales and a reduction in dealer inventories year-over-year. We completed the Taylor-Dunn Manufacturing Company and TAP Automotive Holdings, LLC ("TAP") acquisitions, enhancing our position in the work and accessories markets. Our new state of the art manufacturing plant in Huntsville, Alabama began production on time and the Spirit Lake paint system completed its final upgrade.

Consistent with our compensation philosophy of paying for performance, our compensation programs closely link pay and performance. Our performance during 2015 and 2016 resulted in the following compensation actions:

- No base salary increases were made to Named Executive Officers for 2016 except for Mr. Eastman upon his promotion.
- The adjusted earnings per share threshold of $5.48 was not achieved during 2016 under the Senior Executive Incentive Plan, resulting in no annual incentive payouts for 2016 to our Named Executive Officers.
- For the second year in row, Mr. Wine did not receive a payout under the annual incentive award plan. (He previously declined payment of an annual incentive payout for 2015 based on 2015 results.)
- The aggregate grant date fair value of the annual long-term incentive awards granted in early 2016 to our Named Executive Officers who were with us for the entire year was below 2015 levels in response to the Company's 2015 performance.
- Long-term incentive awards in the form of Performance Restricted Stock Units (PRSUs) granted in 2014 to the Named Executive Officers for the 2014-2016 performance period were paid out at 13% of target, the first time since 2012 that above target performance was not achieved. The value of the payouts was further diminished by 34% based on the decline in our stock price from $125.67 on the grant date to $83.55 on the vest date.

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Return to Shareholders

Because significant portions of our executive compensation program are equity-based, the amount of compensation ultimately realized by our Named Executive Officers is closely linked to the performance of our common stock, which is reflected in the following chart which compares our annualized total shareholder return to that of the members of our 2016 Peer Group listed on page 24:

	Annualized Total Shareholder Return[1]		
Percentile	**1-Year**	**3-Year**	**5-Year**
25th Percentile[2]	16%	(8)%	9%
Median[2]	20%	1%	13%
75th Percentile[2]	50%	15%	21%
Polaris Industries	**(2)%**	**(16)%**	**10%**
Polaris Percentile	3%	*Minimum*	31%

(1) 1-Year, 3-Year and 5-Year Total Shareholder Return are annualized total shareholder rates of return reflecting the stock price appreciation plus reinvestment of dividends, as of December 31, 2016.

(2) These percentiles represent Total Shareholder Return of the members of our 2016 Peer Group listed on page 24.

Year-End Stock Price in Relation to CEO Pay

The chart below illustrates our pay for performance philosophy and the directional relationship between our stock price as measured on the last day of the applicable fiscal year, and Mr. Wine's total direct compensation as disclosed in the Summary Compensation Table for the applicable year.

Our 2015 Say on Pay Results and Shareholder Outreach

Shareholders approved on an advisory basis the Company's Say on Pay proposal at our 2016 Annual Meeting of Stockholders with 81.7% of the votes cast (excluding abstentions) in favor of the compensation paid to our Named Executive Officers. As a result of this lower vote as compared to prior years, the Compensation Committee began in late 2016 an annual shareholder outreach program to discuss our executive compensation programs, policies and practices with some of our largest shareholders. The outreach program is designed to maintain an ongoing relationship with investors to better understand their issues and perspectives on the Company, including executive compensation practices. We plan to continue the outreach program in the years to come. To the extent the Compensation Committee receives specific comments about executive compensation policies or practices, it will take them into consideration when making its decisions.

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Objectives of Our Compensation Program

Our executive compensation philosophy aligns executive compensation decisions with our desired business direction, strategy and performance. The primary objectives and priorities of the compensation program for our Named Executive Officers are the following:

- *Pay for Performance:* Emphasize variable compensation that is tied to our financial and stock price performance in an effort to generate and reward superior individual and collective performance;
- *Shareholder Alignment:* Link executives' incentive goals with the interests of our shareholders by providing equity-based forms of compensation and establishing specific stock ownership guidelines for employees in key management positions throughout our Company;
- *Long-Term Success:* Support and reward executives for consistent performance over time and achievement of our long-term strategic goals; and
- *Retention:* Attract and retain highly qualified executives whose abilities are critical to our success and competitive advantage.

To achieve these objectives, we have designed an executive compensation program that is significantly weighted towards long-term goals. This approach aids us in the retention of executive officers and assures that the interests of our executive officers and shareholders are aligned. Although the program emphasizes performance-based and equity-based compensation as a percentage of total direct compensation (base salary and annual and long-term incentives), we do not, however, have specific policies governing the allocation of the total direct compensation opportunity among its various components. The following charts illustrates the percentage of the 2016 target total direct compensation opportunity for Mr. Wine and the other Named Executive Officers who were with us for all of 2016 as a group represented by each compensation component:

* *Base salary, target annual incentive and grant date fair value of long-term incentives.*

** *Mr. Mack was excluded from the chart because he commenced employment on March 31, 2016 and does not have a full year of compensation data.*

We believe that our compensation policies and practices are designed to mitigate compensation-related risks to the Company's long-term performance, ethical standards and reputation. The table below illustrates some of those policies and practices.

What We Do	**What We Don't Do**

Majority of pay is performance-based and not guaranteed	Generally do not have employment contracts
Appropriate balance between short-term and long-term compensation to discourage short-term risk taking	No repricing or back dating of stock options
Require "double trigger" change in control and termination of employment provisions in equity awards granted after May 1, 2015	No hedging and short sales by executive officers and Directors
Clawback policy allows recovery of cash- or equity-based incentive compensation payments when warranted	No dividends or dividend equivalents on unearned restricted stock or restricted stock units
Utilize an independent compensation consultant	No excise tax gross-ups upon a change in control
Mitigate undue risk in compensation programs	No excessive perquisites for executives

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Tracking of Long-Term Incentives

The following table summarizes equity awards granted during the past three years to our Named Executive Officers, and is provided to assist in distinguishing the grant date fair value of these awards as reported in the Summary Compensation Table on page 32 from the intrinsic value of those awards at the most recent year-end. Mr. Mack joined the Company in 2016 and Mr. Speetzen joined in 2015. Mr. Eastman was not a Named Executive Officer in 2014. As evidenced in this table, our compensation design rewards executives when performance warrants it, and provides below market value when performance does not meet expectations.

		2014 Awards			2015 Awards			2016 Awards			Total
		Grant Date Fair Value ($)	Vested & "In the Money" ($)	Unvested or "At Risk" ($)	Grant Date Fair Value ($)	Vested & "In the Money" ($)	Unvested or "At Risk" ($)	Grant Date Fair Value ($)	Vested & "In the Money" ($)	Unvested or "At Risk" ($)	Aggre Grant Date Value ($)
Mr. Wine	PRSU	2,387,730	206,369	—	2,900,048	—	1,629,509	1,307,032	—	1,534,431	6,594
	Stock Options	3,999,085	—	—	3,094,026	—	—	3,089,501	—	2,600,730	10,18
Mr. Speetzen	PRSU				515,577	—	318,190	300,020	—	352,217	815,5
	Stock Options				380,021	—	—	1,421,461	—	1,196,580	1,801
Mr. Mack	PRSU							149,985	—	125,480	149,9
	Stock Options							597,214	—	—	597,2
Mr. Pucel	PRSU	437,469	30,830	—	880,073	—	494,505	442,836	—	519,881	1,760
	Stock Options	1,767,258	—	—	946,408	—	—	2,088,677	—	1,758,240	4,802
Mr. Eastman	PRSU				1,786,247	—	1,003,675	1,772,711	—	1,812,992	3,558
	Stock Options				327,603	—	—	333,608	—	280,830	661,2

The values in the table above represent the intrinsic value of vested and unvested awards granted each year. The intrinsic value of a stock option award equals the number of vested or unvested shares, as the case may be, multiplied by the difference between the exercise price of the stock option and the closing price of a share of our common stock on December 30, 2016, the last business day of the year, which was $82.39. For stock options whose exercise price is higher than the closing price of $82.39, there is no intrinsic value. No PRSUs granted in 2015 and 2016 were vested as of December 31, 2016. The intrinsic value of a PRSU award granted in 2015 and 2016 is equal to the target number of PRSUs multiplied by the December 30, 2016 closing price of $82.39. The value of the vested PRSU award granted in 2014 equals the number of units earned by the Named Executive Officer as certified by the Compensation Committee multiplied by the stock closing of price of $83.55 on January 30, 2017, the vesting date.

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Executive Compensation Program Components

Compensation Type	Compensation Component	Purpose	Key Features
Fixed	**Base Salary**	• Provide a fixed level of compensation on which executive officers can rely	• Salary levels set based on an assessment of: – Level of responsibility – Experience and time in position – Individual performance – Future potential – Salary level relative to market median – Internal pay equity considerations • Salary levels are reviewed annually by the Compensation Committee and adjusted as appropriate
Variable	**Annual Cash Incentive (Senior Executive Plan)**	• Provide explicit incentives to achieve or exceed annual budgeted earnings per share or other desired performance objectives • Link pay to performance • Align performance objectives with interests of our shareholders	• Target incentive opportunity expressed as a percentage of executive officer's base salary, based on responsibilities of position, expected level of contribution and consideration of market data • Maximum potential payouts established for purposes of Section 162(m) based on attainment of specified levels of financial performance • Actual payouts may be less than or equal to maximum potential payouts based on degree to which financial performance objectives are achieved and on consideration of other Company, business unit and individual performance factors, and are determined by the Compensation Committee
	Long-Term Incentives (Stock Options, Restricted Stock Units, Restricted Stock, and Performance Restricted Stock Units)	• Provide executive officers with incentives to achieve multi-year financial and operational objectives • Link pay to financial, operational and stock price performance • Align executive officers' interests with the interests of our shareholders	• Equity based performance awards (PRSUs) are earned based on the degree to which specified financial objectives are attained over a three-year performance period • Target incentive opportunity based on responsibilities of position, expected level of contribution and consideration of market data • Stock options provide value to executive officers only if stock price increases over the stock option term, generally ten years

			• Restricted stock vests upon attainment of specified multi-year financial objectives and/or completion of a specified period of employment • All grants are approved by the Compensation Committee • Actual earned shares are determined by the Compensation Committee
Other	**Benefits and Perquisites**	• Provide an overall compensation package that is competitive with those offered by companies with whom we compete for executive talent • Provide a level of retirement income and promote retirement savings in a tax-efficient manner	• Participation in 401(k) plan and health and welfare plans on same terms as employees generally • Executive officers may participate in a non-qualified supplemental retirement savings plan and will receive an employer match up to 5% on base salary and Senior Executive Plan deferral contributions when their 401(k) participation has been limited by IRS annual contribution rules • Perquisites described on page 29
	Post-Employment Compensation (Severance and Change in Control Arrangements)	• Enable executive officers to evaluate potential transactions focused on shareholder interests • Provide continuity of management • Provide a bridge to next professional opportunity in the event of an involuntary termination	• Double-trigger change in control severance arrangements • Double-trigger accelerated vesting of equity awards upon change in control for awards granted after May 2015 • Severance for termination by the Company without cause (or for good reason resignation by the CEO) • Non-compete and non-solicitation restrictions following termination of employment

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Determining Executive Compensation

Compensation Committee Process

The Compensation Committee is responsible for the review and approval of all aspects of our executive compensation program. The Compensation Committee meets in January or February of each year to: (i) establish the annual base salary and annual incentive compensation opportunity for each of the executive officers for the current year; (ii) determine the actual annual incentive compensation to be paid to each executive officer for services provided during the prior year; (iii) establish plan targets and performance measures for the three-year performance period beginning on January 1 of the current year for long-term incentive awards; (iv) determine the number of PRSUs earned, if any, under the long-term incentive program for the three-year performance period ended on the immediately preceding December 31st; and (v) determine stock option awards and any other equity-based awards to be granted to executive officers.

When making individual compensation decisions for the executive officers, the Compensation Committee takes many factors into account. These factors include subjective and objective considerations of each individual's skills, performance and level of contribution towards desired business objectives, our overall performance, retention concerns, the individual's tenure and experience with our Company and in his or her current position, the recommendations of management, the individual's current and historical compensation, the Compensation Committee's compensation philosophy, and comparisons to other comparably situated executive officers (both those of the Company and those of the peer group companies). The Compensation Committee's process utilizes input, analysis and review from a number of sources, including our management, other independent directors of the Board, the Compensation Committee's independent compensation consultant, and market studies and other comparative compensation information as discussed below.

The Compensation Committee uses this information in conjunction with its own review of the various components of our executive compensation program to determine the base salary and annual and long-term incentive targets and opportunities of the executive officers as a group and individually.

Role of Executive Officers in Determining Compensation

The Compensation Committee meets with our CEO annually to review the performance of our other executive officers. The meeting includes an in-depth review of each executive officer, achievement of individual performance objectives established at the beginning of the year and individual contributions towards achievement of our business goals. A summary of the performance review is presented to the full Board each year.

The Compensation Committee considers input from our CEO, EVP, CFO, and Senior VP–Chief Human Resources Officer ("SVP–CHRO") when developing and selecting metrics and performance objectives for our Senior Executive Plan and long-term incentive program, and evaluating performance against such pre-established metrics and objectives. The Compensation Committee also receives recommendations from our CEO, with the assistance of our SVP–CHRO (for executive officers other than himself), regarding base salary amounts, annual and long-term incentive award amounts and equity-based incentive awards for our other executive officers. In determining the CEO's compensation, the Compensation Committee considers comparative compensation information and input from its independent compensation consultant.

Role of the Compensation Consultant

Willis Towers Watson provides the Compensation Committee with an annual compensation market analysis for the executive officers and directors; makes recommendations on the executive pay programs; reviews, participates and comments on executive and board compensation matters; and provides updates on regulatory changes in compensation related issues and other developments and trends in executive compensation.

Market Competitiveness Review

The compensation consultant and the Compensation Committee periodically review the composition of the peer group of companies about which competitive compensation data is obtained. For purposes of setting 2016 compensation, we used the same peer group as was used in 2015 with the exception of the removal of Pall Corporation which was acquired by Danaher Corporation in May 2015. Both management and the Compensation Committee believe that this peer group of 22 companies (the "Peer Group") provided a robust statistical set of compensation data to serve as a basis for 2016 compensation decisions. In connection with compensation decisions made for 2016, Willis Towers Watson utilized compensation data from the Willis Towers Watson 2015 General Industry Executive Compensation Database and our Peer Group companies in the market review.

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The companies comprising the Peer Group used to establish the 2016 compensation opportunities of the executive officers are listed below:

2016 Peer Group

Terex Corporation	The Timken Company	Thor Industries, Inc	Donaldson Company, Inc.
Borg Warner, Inc.	Flowserve Corporation	Regal Beloit Corporation	The Toro Company
Jarden Corporation	Pentair, Ltd.	Snap-On, Inc.	IDEX Corporation
Mattel, Inc.	Hasbro Inc.	Leggett & Platt, Incorporated	H.B. Fuller Company
Harley-Davidson, Inc.	The Valspar Corporation	Kennametal Inc.	Arctic Cat, Inc.
SPX Corporation	Brunswick Corporation		

The following table summarizes our scale relative to our 2016 industry peer group as of December 31, 2016.

2016 Peer Group Comparison

	Revenue ($)	**Market Cap ($)**	**Employees (#)**
25th Percentile	2,670	4,890	11,180
Median	4,560	6,535	14,900
75th Percentile	5,995	9,940	26,200
Polaris	**4,595**	**5,278**	**10,586**
Polaris Percentile	**55 %**	**30 %**	**24 %**

The reports furnished by compensation consultants provide the Compensation Committee with market information at the median and 75th percentiles for each executive officer position and pay component, and for total direct compensation, and compare the actual and target compensation provided and intended to be provided to each executive officer to the market amounts, which consider both the peer group data and the data contained in the surveys. This market information is an important element reviewed by the Compensation Committee, which generally intends to target base salaries for our executive officers at the market median for comparable positions as set forth in the report. However, for an executive officer who is new in his or her position and job-level, the Compensation Committee's philosophy is to set a base salary below the market median, and to move it toward the median over an appropriate period of time, assuming performance warrants such increases. The elements of annual and long-term incentive opportunities of total direct compensation are based on responsibilities of position, expected level of contribution and consideration of market data. The Compensation Committee can and does, however, use discretion to adjust a component of pay, or total direct compensation generally, above or below these ranges to recognize the specific circumstances of individual executive officers.

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2016 Compensation Decisions

2016 Base Salaries

The Summary Compensation Table on page 32 sets forth the actual base salary earned by each of our Named Executive Officers during 2016. There were no base salary increases for the Named Executive Officers in 2016 except for Mr. Eastman who received one upon his promotion in April 2016.

The following table reflects the annualized base salaries as established by the Compensation Committee for Messrs. Wine, Speetzen, Pucel and Eastman as of January 2016, and for Mr. Mack at the time of his hire in March 2016.

Name	**Annualized Base Salary in 2016**	**Percentage Increase (%)**
Scott W. Wine	985,000	0
Michael T. Speetzen	550,000	0
Robert P. Mack	400,000	N/A
Kenneth J. Pucel	600,000	0
Stephen L. Eastman	400,000	6.7

The base salary for Mr. Mack was established in negotiations in connection with the commencement of his employment with us.

2016 Annual Incentive Compensation

Overview

Our Named Executive Officers and other members of senior management selected by the Compensation Committee are eligible to earn annual cash incentive compensation under our Senior Executive Plan (“SEP”), rather than under our broad-based annual profit sharing plan. Cash incentives to participants in the SEP are payable only if and to the degree we achieve annual financial performance objectives determined by the Compensation Committee. In order to qualify compensation paid under the SEP as deductible performance-based compensation under Section 162(m) of the Internal Revenue Code, SEP participants are entitled to receive a maximum payout amount upon achievement of a minimum performance condition approved by the Committee, which then uses its negative discretion to determine the actual payout amounts. For 2016, the maximum payouts as a percentage of base salary were set by the Committee at 250% for Mr. Wine and at 200% for Messrs. Speetzen, Pucel, and Eastman, and the minimum performance condition was set at $5.48 of adjusted earnings per diluted share. Performance below that level would result in no payout to our Named Executive Officers, which is what occurred during 2016.

In determining whether and to what degree to exercise its discretion to approve payments that are less than the maximum, the Compensation Committee gives primary consideration to the level of achievement of performance metrics it selects for inclusion in a performance matrix. For 2016, the Compensation Committee selected adjusted earnings per diluted share ("Adjusted EPS") and our inventory level at year-end as the performance metrics for this purpose. The Adjusted EPS metric had a 75% weighting and was chosen because it is a well-understood financial measure communicated in the public disclosure of our financial results, is used in determining payouts under our broad-based annual profit sharing plan, and is believed to significantly influence our stock price performance. The 2016 adjustments reflected in this metric as compared to the most directly comparable GAAP financial measure consisted of acquisition costs, integration expenses and an inventory step-up related to our acquisition of Transamerican Auto Parts. The inventory metric had a 25% weighting and was chosen because of the importance of managing inventory levels.

The resulting performance matrix specified recommended annual incentive payouts as a percentage of base salary for each Named Executive Officer, depending upon the level of achievement on each of the performance metrics. The percentage utilized for each Named Executive Officer for these purposes was based on the respective Named Executive Officer's level of responsibility, expected level of contribution and the Compensation Committee's general intention to target annual incentive compensation between the market median and the 75th percentile levels for comparable positions when financial targets are achieved. The following chart summarizes these percentages for each Named Executive Officer:

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As disclosed in the above chart, the incremental changes in pay for performance above and below target level on each metric disproportionately penalize the failure to achieve target level performance.

Consistent with our pay-for-performance philosophy, the Compensation Committee sets challenging objectives for each of the metrics incorporated in the matrix, with the target Adjusted EPS performance goal 1.5% greater than the amount achieved in 2015, and the target inventory goal 12.9% less than our 2015 year-end inventory level. The 2016 performance goals that were incorporated into the matrix, and the Company's 2016 performance against those goals are summarized in the following table:

	Adjusted EPS	**Gross Inventory Level**
Threshold	$5.48	$680 million
Target	$6.85	$650 million
Maximum	$8.29	$600 million

As noted previously, because the threshold Adjusted EPS of $5.48 was not achieved, no payouts were made under the SEP to the Named Executive Officer for 2016.

Additional Incentive and Bonus Arrangements

As part of the negotiated compensation arrangements when Mr. Mack commenced employment with us, and in light of his foregoing an annual bonus for 2016 from his former employer and the desire to maintain a similar bonus structure as other executives, the Committee agreed to pay him a guaranteed minimum bonus of $320,000 for 2016.

2016 Long-Term Compensation

Overview

Long-term compensation annually awarded by the Compensation Committee in recent years has emphasized performance-based equity vehicles, consisting of annual awards of stock options and performance-based restricted stock units (PRSUs). From time to time, supplemental equity awards are granted on a selective and limited basis, generally in connection with promotions, individual outstanding performance and ability to effect desired performance results, hiring of new executives and retention situations. These supplemental awards are discussed in the applicable section based on award type. All equity-based awards are granted under our Amended and Restated 2007 Omnibus Incentive Plan (the “Omnibus Plan”).

The Compensation Committee has chosen to provide a mix of stock options and PRSUs for its annual long-term incentive equity awards because it believes such a combination effectively aligns the financial interest of our executive officers with those of our shareholders. Stock options provide value only to the extent that the price of our common stock has appreciated over the option term, and PRSUs may be earned and settled in shares of our common stock or, if elected by the executive officer, deferred into the Supplemental Retirement/Savings Plan (“SERP”), but only if and to the extent that we achieve over a three-year performance period financial performance objectives that are believed to correlate well with stock price performance.

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The Compensation Committee provides a variable blended ratio between the types of awards depending on the desired performance outcome, which for the 2016 shifted more towards options to place a greater emphasis on stock price performance and alignment with shareholders. The grant date fair value of annual 2016 long-term incentive awards granted to our Named Executive Officers (excluding the impact of supplemental awards) was allocated 70% to stock options and 30% to PRSUs with the exception of Mr. Mack, whose allocation was 80% stock options and 20% PRSUs. The grant date fair value of target incentive opportunities varies based on responsibilities of position, expected level of contribution, company performance and consideration of market data.

Performance Restricted Stock Unit Awards (PRSUs)

PRSUs granted in 2016 may be earned during the course of the 2016-2018 performance period based on level of achievement against the performance objectives specified at the beginning of the performance period. In determining the performance objectives for the 2016 PRSU awards, the Compensation Committee evaluated the external economic environment, the anticipated demand for the products we sell and our long-term business plan. All earned PRSUs will either vest and be paid out in the form of one share for each earned and vested PRSU or, if elected by the executive officer, the receipt of the shares may be deferred such that each resulting deferred stock unit represents the right to receive one share of common stock upon the settlement date elected by the Named Executive Officer under the SERP. Amounts deemed invested in deferred stock units in the SERP may be transferred into an alternative investment account in the SERP after a period of six months and one day.

In order to qualify the compensation associated with PRSU awards as deductible performance-based compensation under Section 162(m), Named Executive Officers that receive PRSU awards may earn a maximum number of PRSUs upon achievement of a minimum performance condition approved by the Compensation Committee, which then uses its negative discretion to determine the lesser number of PRSUs that will actually vest and be paid out. For the 2016-2018 performance period, the maximum number of PRSUs that each Named Executive Officer may earn was set by the Compensation Committee at 200% of the target level, and the minimum performance condition established as a 12% return on invested capital (“ROIC”) for the last year of that performance period. For 2016 PRSU awards, ROIC is calculated by dividing the Company’s net income from continuing operations by the Company’s average total assets minus current liabilities. Performance below that level would result in no PRSUs vesting and being paid out.

In determining whether and to what degree to exercise its discretion to approve the vesting and payout of a number of PRSUs that is less than the maximum, the Compensation Committee bases it determination on the degree to which performance goals involving our sales, operating income as a percentage of sales, and net income from continuing operations for the last year of the 2016-2018 performance period are achieved. The target performance levels for these performance goals reflect a six percent annual compounded growth in sales and eight percent annual compounded growth in net income as compared to 2015 sales of $4,719.3 million and net income from continuing operations of $455.4 million, as well as a 30 basis point expansion of operating income as a percentage of sales as compared to 15.2% for 2015. The threshold, target and maximum performance levels and the relative weightings of the performance goals to be used for purposes of calculating recommended payout amounts are summarized in the following charts:

(1) Percentage earned for performance between any of the specified levels will be determined on a pro rata basis.

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For the PRSU awards made during 2016, the following table summarizes the recommended PRSU threshold, target and maximum payouts for each Named Executive Officer:

PRSU PERFORMANCE PERIOD 2016-2018

Name	**Threshold Stock Units (#)**	**Target Stock Units (#)**	**Maximum Stock Units (#)**
Scott W. Wine	2,328	18,624	37,248
Michael T. Speetzen	534	4,275	8,550
Robert P. Mack	190	1,523	3,046
Kenneth J. Pucel	789	6,310	12,620
Stephen L. Eastman	251	2,005	4,010

As an example of how Mr. Wine's PRSUs will be determined to be earned and vested, assume that the 2018 return on invested capital is greater than 12%, meaning that the maximum number of earned PRSUs would be 37,248. The Compensation Committee would then expect to exercise its discretion to adjust that number downward based on the Company's performance against the additional financial goals. If net income from continuing operations in 2018 is $565 million, operating income as a percentage of sales in 2018 is 15.0% and sales in 2018 is $5,620 million, then the adjusted number of earned PRSUs that would be eligible to vest and be settled in an equal number of shares (or, if elected, deferred into the SERP) would be determined as follows:

18,624 (# of target stock units) x (50% + 12.5% + 25%) = 16,296 units

PRSUs earned and vested or deferred by the Named Executive Officers for the 2014-2016 performance period are summarized in the Option Exercises and Stock Vested in 2016 table on page 39.

In addition to the annual equity awards, Mr. Eastman was also granted 20,000 performance-based restricted stock units on December 17, 2016 in connection with his responsibilities related to the integration of TAP. Assuming continuous employment, the award will vest on February 1, 2020 if TAP achieves specified levels of revenue and earnings before interest, taxes, depreciation and amortization ("EBITDA") as a percentage of revenue for year ending December 31, 2019. The award is split into four equal tranches and the number of units that will actually vest (if any) is dependent on the level of revenue and EBITDA achieved. If the performance goals are not achieved, the units are forfeited.

2016 Stock Option Awards

When determining the number of shares subject to a stock option award, the Compensation Committee has elected, since 2013, to use a per share value that was determined by multiplying the then-current fair market value of a share of the Company's common stock by the same Black-Scholes percentage factor that was first calculated and used by the Company in 2013. This approach was intended to lessen the volatility in the share size of annual option awards that would result from recalculating a Black-Scholes value each year, enabling the Company to better manage its burn rate and increase predictability. However, this method of calculation, which was utilized for years 2013-2016, also caused the intended grant values of the stock option awards to vary substantially from the grant date fair values of those same awards that were based on the Black-Scholes calculations utilized for accounting purposes and disclosure in the Summary Compensation Table. For future years, the Compensation Committee intends to utilize the same Black-Scholes methodology used for accounting purposes in determining the number of shares subject to stock option awards.

The awards for Messrs. Wine, Speetzen, Pucel, and Eastman vest in two equal installments on the second and fourth anniversaries of the January 27, 2016 grant date and have an exercise price of $70.18, which is the fair market value of a share of our common stock on the date of the grant. Mr. Mack's award also vests in two equal installments on the second and fourth anniversaries of the March 31, 2016 grant date and has an exercise price of $98.48, which is the fair market value of a share of our common stock on the date of the grant. The number of shares subject to each Named Executive Officer's 2016 stock option award is as follows:

Named Executive Officer	**Number of Shares Subject to Stock Option**
Scott W. Wine	213,000
Michael T. Speetzen	49,000
Robert P. Mack	26,490
Kenneth J. Pucel	72,000
Stephen L. Eastman	23,000

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Our stock option grant practices are designed to ensure that stock option awards approved by the Compensation Committee at its January meeting will have an effective grant date occurring after our release of year-end financial results. We do not engage in the backdating, cancellation or re-pricing of stock options and have not engaged in such practices in the past.

Due to their unique roles in the Company and their ability to effect change through managing inventory levels and production costs, Messrs. Speetzen and Pucel were each granted a stock option award on January 27, 2016 in addition to the annual awards reflected in the table above. The supplemental awards to Messrs. Speetzen and Pucel involved 49,000 and 72,000 shares, respectively. The options granted have a ten-year life, vest in full on the third anniversary of the grant date and have an exercise price of $70.18, the fair market value of a share of our common stock on the date of grant.

2016 Restricted Stock Unit Awards

Mr. Mack was awarded 23,000 time-vested restricted stock units on March 31, 2016 as an incentive to join the company and in consideration of his forfeiting unvested restricted stock awards granted by his prior employer. Assuming continuous employment, 1,500, 1,500 and 20,000 units will vest on March 31, 2017, 2018 and 2019, respectively. As a recruitment incentive and as a replacement to Mr. Mack's retirement plan with his former employer, we entered into a share value guarantee agreement with him. The agreement provides that on the date that Mr. Mack attains age 55, and assuming continuous employment with us, if the value of 20,000 shares of Polaris common stock is less than $3.5 million, the Company will pay him in cash the difference between $3.5 million and the value of the 20,000 shares. If the value of the award equals or exceeds $3.5 million, no cash payment will be made and the terms of the share value guarantee agreement will terminate. The stock value will be calculated using the closing price on the NYSE on Mr. Mack's 55th birthday which will be in the year 2024.

Other Executive Compensation Arrangements, Policies and Practices

Health, Welfare and Retirement Benefits

We provide a full range of benefits to our Named Executive Officers, including the standard medical, dental and disability benefits generally available to our employees. We also sponsor a qualified 401(k) Plan in which our Named Executive Officers may participate on the same general basis as our employees, and which allows participants to make plan contributions on a pre-tax basis and to which we make Company-matching contributions dollar-for-dollar with employee contributions up to 5% of covered compensation.

Because the application of the annual compensation limit under Section 401(a)(17) of the Internal Revenue Code ("Code") prevents our senior executives from fully contributing to the 401(k) Plan and receiving the full Company match, we have adopted a SERP intended to restore contributions lost because of the application of this annual compensation limit. The SERP provides executives who participate in the 401(k) Plan, including the Named Executive Officers, with the opportunity to defer up to 100% of their base salary and up to 100% of amounts payable under the Senior Executive Plan and PRSU awards by making contributions to the SERP. Typically, base salary and Senior Executive Plan deferral contributions are matched by the Company as if they had been made under the 401(k) Plan on a dollar-for-dollar basis up to 5% of covered compensation. The SERP is provided to assist executives in accumulating funds on a tax-advantaged basis for retirement and is consistent with observed competitive practices of similarly situated companies.

We do not maintain a defined benefit pension plan or a defined benefit supplemental pension plan for our executive officers.

Perquisites

We provide a limited number of perquisites and personal benefits to our executive officers, generally in an effort to remain competitive with similarly situated companies. These perquisites and personal benefits consist of:

- Reimbursement of club entrance/initiation fees and monthly club dues;
- Reimbursement of tax, estate and financial planning fees;
- Supplemental family medical and dental coverage up to $100,000 a year through Ultimate Health, which covers annual expenses not covered under the basic medical and dental benefit plans that are available to Company employees generally, and reimbursement of the cost of annual physicals at the Mayo Clinic for each executive officer and spouse; and
- Temporary use of Polaris products to encourage a first-hand understanding of the riding experience of our customers and to provide executive officers with an opportunity to evaluate product design and efficiency, along with related parts, garments and accessories. This perquisite is offered to various employees throughout the Company and the only variable is the number of products made available. The value of the temporary use of the products to each employee participating in the program is included as part of the employee's total compensation, and the Company grosses up the amount so there is no tax impact to any of the participants.

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Severance Arrangements

We have entered into severance arrangements with the executive officers, which provide for certain benefits in the event an executive officer is involuntarily terminated without cause, terminated in connection with a change in control or, in the case of our CEO, if he terminates his employment for good reason. The severance arrangements with Messrs. Wine, Pucel, Speetzen, Mack, and Eastman were established as part of the negotiations of their initial employment terms. The severance arrangements are intended to:

- Allow executive officers to weigh potential transactions focused on shareholder interests and not personal interests;
- Provide executive officers with a measure of security in the event of an actual or potential change in corporate ownership or control; and
- Provide executive officers with a bridge to their next professional opportunity.

The severance arrangements are described in more detail beginning on page 42 under the caption entitled "*Potential Payments Upon Termination or Change-in-Control.*"

Clawback Policy

Under our "clawback" policy, the Company may require reimbursement or cancellation of cash-based or equity-based incentive compensation awarded to any of our executive officers subject to Section 16 of the Securities Exchange Act if we are required to prepare an accounting restatement due to material noncompliance with any financial reporting requirement, and if the award or payout was predicated upon the achievement of financial results that were restated. The policy applies to awards granted after November 1, 2010 and calls for the reimbursement or cancellation of the amount of the award or payout, net of taxes, in excess of what would have been granted or paid based on the actual results unless the Compensation Committee determines in its discretion that a lesser amount to be reimbursed or canceled is appropriate under the circumstances.

Deductibility of Compensation

Section 162(m) generally does not allow a publicly held company to take a tax deduction for compensation of more than $1 million paid in any taxable year to certain "covered employees" unless such compensation qualifies as "performance-based." For purposes of Section 162(m), the group of "covered employees" consists of a company's chief executive officer and its three other most highly compensated executive officers, other than the chief financial officer. The Compensation Committee generally intends to comply with the requirements of Section 162(m) with respect to compensation in excess of $1 million paid under the Senior Executive Plan, the Omnibus Plan and any other incentive arrangement in order to qualify such compensation as “performance-based” and therefore deductible under Section 162(m). However, the Compensation Committee has and may elect to provide compensation that is not deductible under Section 162(m) when that is deemed necessary or advisable in order to achieve its compensation objectives.

Stock Ownership Guidelines

The Compensation Committee believes that an important means of aligning the interests of our executive officers, including our Named Executive Officers, with the interests of our shareholders is to ensure that they own significant amounts of our common stock. The Compensation Committee adopted stock ownership guidelines which require executive officers to hold shares with a value equal to or exceeding a multiple of annual base salary as set forth in the table below. Each executive officer is expected to satisfy the stock ownership guidelines within four years following the date he or she becomes an executive officer. Executive officers are prohibited from entering into hedging transactions and are subject to restrictions on pledging Company stock as discussed on page 8.

The following chart sets forth the stock ownership of each of our Named Executive Officers relative to the stock ownership guidelines:

Name	**Stock Ownership Guidelines (as a multiple of base salary)**	**Stock Ownership Guideline Met?**
Scott W. Wine	7x	Yes
Michael T. Speetzen	4x	Yes
Kenneth J. Pucel	4x	Yes
Robert P. Mack	2x	Yes
Stephen L. Eastman	2x	Yes

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Compensation Committee Report

The Compensation Committee assists the Board in establishing a philosophy and policies regarding executive and director compensation, provides oversight of the administration of our director and executive compensation programs and administers our equity-based compensation plans, reviews the compensation of directors, Named Executive Officers and senior management, and prepares any report on executive compensation required by the rules and regulations of the SEC or other regulatory body, including this Compensation Committee Report.

In performing its oversight responsibilities, the Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on the review and discussions, we have recommended to the Board that the Compensation Discussion and Analysis be included in the Proxy Statement for the 2017 Annual Meeting of Shareholders.

COMPENSATION COMMITTEE

Gary E. Hendrickson, Chair
Annette K. Clayton
John P. Wiehoff

Compensation Risk Assessment

Management conducted a risk assessment of our employee compensation policies and practices, including those that apply to our executive officers. Management reviewed our compensation plans, program design and existing practices as well as global and local compensation policies, programs and practices applicable to all employees. Management then analyzed the likelihood and magnitude of potential risks, focusing on whether any of our compensation policies and practices varied significantly from our overall risk and reward structure, whether any such policies and practices incentivized individuals to take risks that were inconsistent with our goals, and whether any such policies and practices have resulted in establishing an inappropriate balance between short-term and long-term incentive arrangements.

Management discussed the findings of the risk assessment with the Compensation Committee. Based on the assessment, we have concluded that our compensation policies and practices are aligned with the interests of shareholders, appropriately reward pay for performance and do not create risks that are reasonably likely to have a material adverse effect on the Company.

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Summary Compensation Table

The following table shows, for the fiscal years ended December 31, 2014, 2015, and 2016, the annual compensation paid to or earned by our Named Executive Officers.

Name and Principal Position	**Year**	**Salary ($)[1]**	**Bonus ($)[2]**	**Stock Awards ($)[3]**	**Option Awards ($)[4]**	**Non-Equity Incentive Plan Compensation ($)[5]**	**All Other Compensation ($)[6]**	**Total ($)**
Scott W. Wine	2016	985,000	0	1,307,032	3,089,501	0	76,544	5,458,077
Chairman and Chief Executive	2015	982,423	0	2,900,048	3,094,026	0	137,860	7,114,357
Officer (Principal Executive Officer)	2014	968,654	0	2,387,730	3,999,085	1,326,000	132,235	8,813,704
Michael T. Speetzen[7]	2016	550,000	0	300,020	1,421,461	0	63,303	2,334,784
Executive Vice President–Finance and Chief Financial Officer (Principal Financial Officer)	2015	224,231	750,000	3,185,577	380,021	0	379,450	4,919,279
Robert P. Mack[7] Senior Vice President–Corporate Development and Strategy, and President of Adjacent Markets	2016	295,385	420,000	2,415,025	597,214	0	30,703	3,758,327
Kenneth J. Pucel[7]	2016	600,000	0	442,836	2,088,677	0	80,570	3,212,083
Executive Vice President–	2015	592,269	0	880,073	946,408	372,000	80,171	2,870,921
Global Operations, Engineering and Lean	2014	43,846	820,000	8,152,969	1,767,258	0	2,379	10,786,452
Stephen L. Eastman[7]	2016	391,635	0	1,772,711	333,608	0	64,721	2,562,675
President–Parts, Garments and Accessories	2015	363,404	0	1,786,247	327,603	136,000	73,471	2,686,725

(1) Amounts shown in this column include elective contributions under the 401(k) Plan and SERP for Messrs. Wine, Speetzen, Mack, Pucel, and Eastman in the amounts of $313,500, $34,904, $12,308, $35,769, and $37,582, respectively.

(2)

The amount shown in this column for Mr. Speetzen represents a signing bonus of $200,000 paid upon commencement of his employment in 2015, and a guaranteed annual incentive for 2015 of $550,000 paid in early 2016. The amount shown in this column for Mr. Mack represents a signing bonus of $100,000 paid upon commencement of his employment on March 31, 2016, and a guaranteed annual incentive for 2016 of $320,000 paid in early 2017. The amount shown in this column for Mr. Pucel represents a signing bonus of $250,000 paid upon commencement of his employment on December 1, 2014, and a guaranteed annual incentive for 2014 of $570,000 paid in early 2015.

(3) Amounts shown in this column represent the aggregate grant date fair value of PRSUs granted to each of our Named Executive Officers, and the grant date fair value of restricted stock awards and restricted stock unit awards granted to certain Named Executive Officers, in the fiscal years indicated. The calculation of the grant date fair value amounts for PRSU awards assumes target-level performance against the specified PRSU financial goals and is calculated in accordance with FASB ASC Topic 718 based on the closing market price of our common stock on the applicable measurement date for the award. If instead the amounts were calculated assuming maximum-level performance, the grant date fair value of the 2016 PRSU awards would have been as follows: for Mr. Wine, $2,614,065; for Mr. Speetzen, $600,039; for Mr. Mack; $299,970; for Mr. Pucel; $885,672; and for Mr. Eastman; $281,422. The actual value ultimately realized by our Named Executive Officers with respect to these PRSU awards will depend on our actual performance against the specified financial goals and the market value of our common stock on the last day of the performance period, and may differ substantially from the grant date fair values shown. Mr. Eastman received an additional performance based restricted stock unit award during 2016 which either vests in full or is forfeited depending on whether or not the performance goal is achieved. The grant date fair value for this award is $1,632,000, reflecting the assumption that the performance goal will be achieved. The time-based restricted stock unit awards reported in this column for 2016 reflect the $2,265,040 grant date fair value of the restricted stock units granted in 2016 to Mr. Mack. The grant date fair value of these awards was computed in accordance with FASB ASC Topic 718, based on the closing market price of our common stock on the grant date. Additional information regarding the 2016 stock unit awards is set forth below under the caption "Grants of Plan-Based Awards in 2016" on page 34.

(4) Amounts shown in this column represent the grant date fair value of stock option awards granted to each of our Named Executive Officers in the fiscal years indicated. Grant date fair value is calculated in accordance with the requirements of FASB ASC Topic 718 using the Black-Scholes method. The assumptions used in determining the grant date fair value of the awards are set forth in Note 2 to the financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

(5) Amounts shown in this column represent payments under the Senior Executive Plan, and are reported for the year in which the related services were performed and the incentive amounts earned. Mr. Wine and the Compensation Committee mutually agreed to forego payment of his 2015 annual incentive. The Compensation Committee had not determined the amount of Mr. Wine's annual incentive, but the suggested payout based on the achievement level of the applicable performance matrix was approximately $723,000. Additional information about these payments is set forth under the caption "2016 Annual Incentive Compensation" on page 25.

(6) Amounts shown in this column include Company matching contributions to the 401(k) Plan and SERP, life insurance premiums and the aggregate incremental cost to us of the following perquisites: club dues, financial planning and tax preparation services, Ultimate Health supplemental health and dental coverage, annual physicals, the use of Company products and the receipt of related parts, garments and accessories. These perquisites are described in further detail under the caption "Perquisites" on page 29. Additional detail regarding the components of the amounts shown for 2016 for each of our Named Executive Officers is provided below in the "All Other Compensation Table."

(7) Mr. Mack became a Named Executive Officer in 2016. Messrs. Speetzen and Eastman first became Named Executive Officers in 2015.

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All Other Compensation Table

The following table provides additional information on the amounts reported in the All Other Compensation column of the Summary Compensation Table for 2016.

	2016 Amount of All Other Compensation ($)				
	S. Wine	**M. Speetzen**	**R. Mack**	**K. Pucel**	**M. Eastman**
Financial Planning (Reimbursement)	$0	$ 1,700	$2,400	$4,065	$ 10,000
Club Initiation Fees and Monthly Dues (Reimbursement)	1,250	5,895	5,850	0	6,580
Life Insurance Policy Premiums	546	546	546	546	546
Ultimate Health Premiums	10,692	10,692	5,364	10,692	10,692
Annual Physicals (Executive and Spouse)	500	0	0	9,214	3,201
401(k) Plan Matching Contributions by Company	13,250	13,250	12,308	13,250	13,250
SERP Matching Contributions by Company	36,000	22,212	0	35,350	13,132
Use of Polaris Products(1)	6,814	6,749	2,279	4,491	5,310
Polaris Parts, Garments and Accessories(2)	7,492	2,259	1,956	2,962	2,010
Total	$76,544	$ 63,303	$30,703	$80,570	$ 64,721

(1) *Each year, the CEO is provided the use of up to16 Polaris products, the EVPs are provided the use of up to 12 Polaris products and other executive officers are provided the use of up to 10 Polaris products. The products used by our executives are either returned to the Company or purchased at a price greater than cost at the end of the defined usage period. We sell the returned products to dealers at an amount greater than cost of such products to the Company. The amount shown is the imputed value based on the estimated fair market value of the unit (or units) for the period of time that the unit was in the executive's possession, plus the gross-up on such value.*

(2) *The value shown is the cost to the Company for parts, garments, and accessories provided to each of the Named Executive Officers.*

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Grants of Plan-Based Awards in 2016

The following table summarizes each grant of an equity or non-equity incentive award during 2016 to each of our Named Executive Officers.

			Estimated Potential Payouts Under Non-Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2]			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	C D V S C A
Name	Grant Date	Approve Date	Threshold ($)	Target ($)	Max ($)	Threshold (#)	Target (#)	Max (#)	(#)[3]	(#)	($/Sh)	(
Scott W.	1/27/16	1/27/16	197,000	1,231,250	2,462,500							
Wine	1/27/16	1/27/16				2,328	18,624	37,248				1
	1/27/16	1/27/16								213,000	70.18	3
Michael T.	1/27/16	1/27/16	110,000	550,000	1,100,000							
Speetzen	1/27/16	1/27/16				534	4,275	8,550				3
	1/27/16	1/27/16								49,000	70.18	7
	1/27/16	1/27/16								49,000	70.18	7
Robert P.	3/31/16	3/14/16				190	1,523	3,046				1
Mack	3/31/16	3/14/16								26,490	98.48	5
	3/31/16	3/14/16							3,000			2
	3/31/16	3/14/16							20,000			1
Kenneth J.	1/27/16	1/27/16	120,000	600,000	1,200,000							
Pucel	1/27/16	1/27/16				789	6,310	12,620				4
	1/27/16	1/27/16								72,000	70.18	1
	1/27/16	1/27/16								72,000	70.18	1
Stephen L.	1/27/16	1/27/16	78,327	293,726	783,270							