

MOOG INC.
Form DEF 14A
January 16, 2019

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

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

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Moog 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.

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EAST AURORA, NEW YORK 14052
PROXY STATEMENT
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 12, 2019
AT THE ALFOND INN
300 E. NEW ENGLAND AVENUE, WINTER PARK, FLORIDA 32789

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East Aurora, New York 14052-0018

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Moog Inc. will be held in the Alford Inn, 300 E. New England Avenue, Winter Park, Florida 32789, on Tuesday, February 12, 2019, at 9:00 a.m. EST, for the following purposes:

1. To elect two directors of the Company, one of whom will be a Class A director elected by the holders of Class A shares and one of whom will be a Class B director elected by the holders of Class B shares. Both the Class A director as well as the Class B director will serve three-year terms expiring in 2022, or until the election and qualification of their successors.
2. To consider and ratify the selection of Ernst & Young LLP, independent registered certified public accountants, as auditors of the Company for the 2019 fiscal year.
3. To consider and transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed the close of business on December 18, 2018 as the record date for determining which shareholders shall be entitled to notice of and to vote at such meeting.

SHAREHOLDERS WHO WILL BE UNABLE TO BE PRESENT PERSONALLY MAY ATTEND THE MEETING BY PROXY. SHAREHOLDERS WHO WILL VOTE BY PROXY ARE REQUESTED TO DATE, MARK, SIGN AND RETURN THE ENCLOSED PROXY OR USE THE INTERNET OR TELEPHONE VOTING OPTIONS AS DESCRIBED ON THE PROXY CARD. THE PROXY MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED.

By Order of the Board of Directors

Robert J. Olivieri, Secretary

Dated: East Aurora, New York

January 16, 2019

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD FEBRUARY 12, 2019:

This Proxy Statement and the 2018 Annual Report to Shareholders are available for review online at <http://www.moog.com/investors>.

East Aurora, New York 14052-0018

PROXY STATEMENT
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD IN THE ALFOND INN
300 E. NEW ENGLAND AVENUE, WINTER PARK, FLORIDA 32789
ON FEBRUARY 12, 2019
GENERAL INFORMATION

This Proxy Statement is furnished to shareholders of record on December 18, 2018 by the Board of Directors of Moog Inc. (the "Company"), in connection with the solicitation of proxies for use at the Annual Meeting of Shareholders on February 12, 2019, at 9:00 a.m. EST, and at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This Proxy Statement and accompanying proxy will be mailed to shareholders on or about January 16, 2019.

If the enclosed form of proxy is properly executed and returned, the shares represented thereby will be voted in accordance with the instructions thereon. Unless otherwise specified, the proxy will be deemed to confer authority to vote the shares represented by the proxy in accordance with the recommendations of the Board of Directors.

Any proxy given pursuant to this solicitation may be revoked by the person giving it insofar as it has not been exercised. Any revocation may be made in person at the meeting, or by submitting a proxy bearing a date subsequent to that on the proxy to be revoked, or by written notification to the Secretary of the Company, Robert J. Olivieri, c/o Hodgson Russ LLP, The Guaranty Building, 140 Pearl Street, Suite 100, Buffalo, New York 14202.

RECORD DATE AND OUTSTANDING SHARES

The Board of Directors has fixed the close of business on December 18, 2018 as the record date for determining the holders of common stock entitled to notice of and to vote at the meeting. On December 18, 2018, the Company had outstanding and entitled to vote a total of 32,928,746 shares of Class A common stock ("Class A shares") and 4,146,245 shares of Class B common stock ("Class B shares").

VOTING RIGHTS AND INSTRUCTIONS

Holders of a majority of each of the Class A and Class B shares issued and outstanding and entitled to vote, present in person or represented by proxy, will constitute a quorum at the meeting.

Holders of Class A shares are entitled to elect at least 25% of the Board of Directors, rounded up to the nearest whole number, so long as the number of outstanding Class A shares is at least 10% of the number of outstanding shares of both classes of common stock. Currently, the holders of Class A shares are entitled, as a class, to elect two directors of the Company, and the holders of the Class B shares are entitled, as a class, to elect the remaining six directors. Other than on matters relating to the election of directors or as required by law, where the holders of Class A shares and Class B shares vote as separate classes, the record holder of each outstanding Class A share is entitled to a one-tenth vote per share, and the record holder of each outstanding Class B share is entitled to one vote per share on all matters to be brought before the meeting.

The Class A directors and Class B directors will be elected by a plurality of the votes cast by the respective class. The ratification of the auditors and other matters submitted to the meeting that would not require a separate class vote by law may be adopted by a majority of the Class A and Class B shares, voting together as a single class, cast in favor of or against the proposal, a quorum of holders of Class A shares and Class B shares being present.

Shares held in a brokerage account or by another nominee are considered held in “street name” by the shareholder. A broker or nominee holding shares for a shareholder in “street name” may not vote on matters such as the election of directors, unless the broker or nominee receives specific voting instructions from the shareholder. As a result, absent specific instructions, brokers or nominees may not vote a shareholder’s shares on Proposal 1, the election of directors. Such shares will be considered “broker non-votes” for such proposal. Broker non-votes in connection with the election of one or more nominees for director will not constitute a vote cast and will therefore have no effect on the outcome of the vote. In addition, with respect to Proposal 1, the election of directors, a "withhold" vote will not constitute a vote cast and therefore will not affect the outcome of the vote on the election of directors. In accordance with New York law, abstentions and broker non-votes are also not counted in determining the votes cast in favor of or against Proposal 2, the ratification of the selection of Ernst & Young LLP as independent auditors of the Company for the 2019 fiscal year and therefore will not affect the outcome of such vote. Therefore, it is particularly important for shareholders holding shares in “street name” to instruct their brokers as to how they wish to vote their shares.

CERTAIN BENEFICIAL OWNERS

SECURITY OWNERSHIP — OVER 5% OF CLASS

The only persons known by the Company to own beneficially more than five percent of the Class A shares or Class B shares as of 12/18/2018 are set forth below.

Name and Address of Beneficial Owner	Class A		Class B	
	Common Stock Amount	Percent of Class	Common Stock ⁽¹⁾ Amount	Percent of Class
BlackRock, Inc. ⁽²⁾ 55 East 52nd Street New York, NY 10055	5,625,125	17.1	—	—
FMR LLC ⁽²⁾ 245 Summer Street Boston, MA 02210	3,261,735	9.9	—	—
The Vanguard Group, Inc. ⁽²⁾ 100 Vanguard Blvd. Malvern, PA 19355	3,116,898	9.5	—	—
Moog Inc. Retirement Savings Plan "RSP" ⁽³⁾ c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	—	—	1,412,106	34.1
Moog Inc. Stock Employee Compensation Trust, as amended "SECT" ⁽²⁾⁽⁴⁾ c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	425,148	1.3	927,441	22.4
Moog Inc. Supplemental Retirement Plan Trust, as amended "Trust" ⁽²⁾⁽⁵⁾ c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	—	—	876,170	21.1

(1) Class B shares are convertible into Class A shares on a share-for-share basis.

(2) Holdings are derived from the most recent Schedule 13D or 13G filings and, to the extent applicable, are updated for aggregate positions reported by Bloomberg L.P. based upon the most recent Schedule 13F filings.

(3) These shares are allocated to individual participants under the RSP and are voted by Great-West Trust Company, LLC, Greenwood Village, Colorado, the Trustee as of the record date, as directed by the participants to whom such shares are allocated. Any allocated shares as to which voting instructions are not received will be voted in accordance with instructions on the proxy card. As of December 18, 2018, a total of 46,707 of the all