

PFIZER INC  
Form DEF 14A  
March 15, 2016

**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  x

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

**Pfizer 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:

Table of Contents

**Proxy Statement for  
2016 Annual Meeting of  
Shareholders**

2015 Financial Report<sup>1</sup>

<sup>1</sup>The 2015 Financial Report is not included in this filing. The portions of the 2015 Financial Report that are incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the “2015 Form 10-K”) were filed, and the other portions of the 2015 Financial Report were furnished, solely for the information of the SEC on Exhibit 13 to the 2015 Form 10-K. The 2015 Financial Report is contained in Appendix A to the Proxy Statement being mailed to our shareholders beginning on or about March 15, 2016. The Letter to Shareholders and Corporate and Shareholder Information contained in the materials being mailed to our shareholders beginning on or about March 15, 2016 are not included in this filing.

Table of Contents

Our Strategic Imperatives

**Innovate and lead**

1 Improve Pfizer's ability to innovate in biomedical R&D and develop a new generation of high-value, highly differentiated medicines and vaccines.

**Maximize value**

2 Invest and allocate our resources in ways that create the greatest long-term returns for our shareholders.

**Earn greater respect**

3 Earn society's respect by generating breakthrough therapies, improving access, expanding the dialogue on healthcare and acting as a responsible corporate citizen.

**Own our culture**

4 Build and sustain a culture where colleagues view themselves as owners, generating new ideas, dealing with problems in a straightforward way, investing in open and candid conversations and working as teammates on challenges and opportunities.

Our Purpose

Innovate to bring therapies to patients that significantly improve their lives

Our Mission

To be the premier innovative biopharmaceutical company

Our Values

Customer focus  
Community  
Respect for people  
Performance

Collaboration  
Leadership  
Integrity  
Quality  
Innovation

Table of Contents

Notice of 2016 Annual Meeting and Proxy Statement

**Time and Date**

8:30 a.m., Eastern Daylight Time (EDT), on Thursday, April 28, 2016

**Place**

Hilton Short Hills Hotel, 41 John F. Kennedy Parkway, Short Hills, New Jersey 07078, +1-973-379-0100

**Record Date**

You can vote your shares if you were a shareholder of record at the close of business on March 1, 2016.

**Audio Webcast**

Available on our website, [www.pfizer.com](http://www.pfizer.com), starting at 8:30 a.m., EDT, on Thursday, April 28, 2016. A replay will be available through the first week of May 2016.

**ITEMS OF BUSINESS**

- To elect 11 members of the Board of Directors named in the Proxy Statement, each until our next Annual Meeting and until his or her successor has been duly elected and qualified.
- To consider and ratify the selection of KPMG LLP as our independent registered public accounting firm for the 2016 fiscal year.
- To conduct an advisory vote to approve our executive compensation.
- To consider four shareholder proposals, if presented at the Meeting.
-

To transact any other business that properly comes before the Meeting and any adjournment or postponement of the Meeting.

This Notice of 2016 Annual Meeting and Proxy Statement only relates to the proposals described above and does not relate to the pending Allergan plc (Allergan) transaction. In November 2015, Pfizer and Allergan entered into a definitive merger agreement pursuant to which they agreed to combine their respective businesses under a single company. In connection with the proposed transaction, Allergan has filed with the U.S. Securities and Exchange Commission (the SEC) a registration statement on Form S-4 that includes a joint proxy statement/prospectus of Pfizer and Allergan. Investors and security holders are advised to read the joint proxy statement/prospectus because it contains important information about the proposed transaction and the parties to the transaction.

### **Proxy Voting**

It is important that your shares be represented and voted at the Meeting. You can vote your shares by completing and returning your proxy card/voting instruction card or by voting electronically via the Internet or by telephone. If you are attending the meeting, you will be asked to present your admission ticket or proof of ownership of Pfizer stock and government-issued photo identification as described in the Proxy Statement. See details under “How to Vote” below.

### **Pfizer 2016 Proxy Statement I**

Table of Contents

**NOTICE OF  
2016 ANNUAL  
MEETING  
AND PROXY  
STATEMENT**

**HOW TO VOTE**

**VOTING YOUR SHARES IS QUICK AND EASY—YOU CAN EVEN VOTE USING YOUR SMARTPHONE OR TABLET.**

**For registered holders and  
Pfizer Savings Plan  
participants:**

(Shares are registered in your name with Pfizer's transfer agent, Computershare, or held in the Pfizer Savings Plan)

**For beneficial owners:**

(Shares are held in a stock brokerage account or by a bank or other holder of record)

**Electronically\***

Using your mobile device – scan this QR code  
Electronically via the Internet at [www.investorvote.com/PFE](http://www.investorvote.com/PFE)

Using your mobile device – scan this QR code

Electronically via the Internet at [www.proxyvote.com](http://www.proxyvote.com)

**By telephone\***

Within the U.S., U.S. territories & Canada  
+1-800-652-VOTE (8683) – toll-free

+1-800-454-VOTE (8683) – toll-free

Outside of the U.S., U.S. territories & Canada  
+1-781-575-2300 – standard rates apply

**By mail**

Completing the enclosed proxy card

Completing the enclosed voting instruction card

\* You will need to provide your control number that appears on the right hand side of the enclosed proxy card or voting instruction card.

**MATERIALS TO REVIEW**



This booklet contains our Notice of 2016 Annual Meeting and Proxy Statement. Our 2015 Financial Report is included as Appendix A to this Notice of 2016 Annual Meeting and Proxy Statement and is followed by certain Corporate and Shareholder Information. Neither Appendix A, nor the Corporate and Shareholder Information, nor the accompanying Letter to Shareholders, is a part of our proxy solicitation materials.

If you received a Notice of Internet Availability and would like a printed copy of the materials, please follow the instructions provided in your notice. Alternatively, follow the instructions included on how to vote online.

This Notice of 2016 Annual Meeting and Proxy Statement and a proxy or voting instruction card are being mailed or made available to shareholders starting on or about March 15, 2016.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 28, 2016**

This Notice of 2016 Annual Meeting and Proxy Statement and the 2015 Financial Report and Corporate and Shareholder Information are available on our website at [www.pfizer.com/annualmeeting](http://www.pfizer.com/annualmeeting). Except as stated otherwise, information on our website is not considered part of this Proxy Statement.

**Margaret M. Madden**

Vice President and Corporate Secretary, Chief Governance Counsel  
March 15, 2016

**II Pfizer 2016 Proxy Statement**

Table of Contents

## Table of Contents

<b><u>Proxy Statement Summary</u></b>	<b><u>1</u></b>
<b><u>Item 1—Election of Directors</u></b>	<b><u>6</u></b>
<u>Criteria for Board Membership</u>	<u>6</u>
<u>Retirement Policy</u>	<u>7</u>
<u>Selection of Candidates</u>	<u>7</u>
<u>Our 2016 Director Nominees</u>	<u>7</u>
<u>Director Nominees</u>	<u>8</u>
<b><u>Governance</u></b>	<b><u>14</u></b>
<u>Overview</u>	<u>14</u>
<u>Board Information</u>	<u>15</u>
<u>Director Independence</u>	<u>15</u>
<u>Annual Review of Board Leadership Structure</u>	<u>16</u>
<u>Board and Committee Information</u>	<u>17</u>
<u>Corporate Governance Committee Report</u>	<u>22</u>
<u>Regulatory and Compliance Committee Report</u>	<u>23</u>
<u>The Board’s Role in Risk Oversight</u>	<u>24</u>
<u>Shareholder Outreach</u>	<u>25</u>
<u>Other Governance Practices and Policies</u>	<u>26</u>
<b><u>Compensation of Non-Employee Directors</u></b>	<b><u>29</u></b>
<u>2015 Director Compensation Table</u>	<u>31</u>
<b><u>Securities Ownership</u></b>	<b><u>32</u></b>
<u>Beneficial Owners</u>	<u>33</u>
<u>Section 16(a) Beneficial Ownership Reporting</u>	<u>33</u>
<u>Compliance</u>	
<b><u>Related Person Transactions and</u></b>	
<b><u>Indemnification</u></b>	<b><u>34</u></b>
<b><u>Item 2—Ratification of Selection of Our</u></b>	
<b><u>Independent Registered Public Accounting</u></b>	<b><u>35</u></b>
<b><u>Firm</u></b>	
<u>Audit and Non-Audit Fees</u>	<u>36</u>
<b><u>Audit Committee Report</u></b>	<b><u>37</u></b>
<b><u>Item 3—Advisory Approval of Executive Compensation</u></b>	<b><u>38</u></b>
<u>Results of 2015 Advisory Vote on Executive Compensation</u>	<u>38</u>
<u>2015 Pay for Performance</u>	<u>38</u>
<u>2016 Advisory Vote on Executive Compensation</u>	<u>39</u>
<b><u>Compensation Committee Report</u></b>	<b><u>40</u></b>
<b><u>Executive Compensation</u></b>	<b><u>41</u></b>
<u>Compensation Discussion and Analysis</u>	<u>42</u>
<u>Table of Contents</u>	<u>42</u>
<u>Executive Summary</u>	<u>43</u>
<u>Compensation Tables</u>	<u>73</u>

<u>Financial Measures</u>	<u>87</u>
<b><u>Shareholder Proposals</u></b>	<b><u>88</u></b>
<u>Item 4—Report on Lobbying Activities</u>	<u>88</u>
<u>Item 5—Policy on Director Elections</u>	<u>91</u>
<u>Item 6—Right to Act By Written Consent</u>	<u>92</u>
<u>Item 7—Certain Taxable Events</u>	<u>94</u>
<b><u>Annual Meeting Information</u></b>	<b><u>95</u></b>
<u>Other Business</u>	<u>100</u>
<u>Submitting Proxy Proposals and Director Nominations for the 2017 Annual Meeting</u>	<u>100</u>
<b><u>Annex 1—Corporate Governance Principles</u></b>	<b><u>i</u></b>

Table of Contents

Proxy Statement Summary

**Here are highlights of important information you will find in this Proxy Statement. As it is only a summary, please review the complete Proxy Statement before you vote.**

**Meeting Information**

**Summary of Shareholder Voting Matters**

**Time and Date:**

8:30 a.m., Eastern Daylight Time  
(EDT), on Thursday, April 28, 2016

**Place:**

Hilton Short Hills Hotel,  
41 John F. Kennedy Parkway,  
Short Hills, New Jersey 07078,  
+1-973-379-0100

**Audio Webcast:**

On our website, *www.pfizer.com*,  
starting at 8:30 a.m., EDT, on  
Thursday, April 28, 2016. A replay  
will be available through the first  
week of May 2016.

**Board Vote**

<b>Voting Matter</b>	<b>Recommendation</b>	<b>See Page</b>
<u>Item 1 — Election of Directors</u>	<b>FOR EACH NOMINEE</b>	<u>6</u>
<u>Item 2 — Ratification of Selection of our Independent Registered Public Accounting Firm</u>	<b>FOR</b>	<u>35</u>
<u>Item 3 — Advisory Approval of Executive Compensation</u>	<b>FOR</b>	<u>38</u>
 <b>Shareholder Proposals</b>		
<u>Item 4 — Report on Lobbying Activities</u>	<b>AGAINST</b>	<u>88</u>
<u>Item 5 — Policy on Director Elections</u>	<b>AGAINST</b>	<u>91</u>
<u>Item 6 — Right to Act by Written Consent</u>	<b>AGAINST</b>	<u>92</u>
<u>Item 7 — Certain Taxable Events</u>	<b>AGAINST</b>	<u>94</u>

**Our Director Nominees**

You are being asked to vote on the election of the following 11 Directors. All Directors are elected annually by the affirmative vote of a majority of votes cast. Detailed information about each Director’s background, skill sets and areas of expertise can be found beginning on page 8.

**Committee Memberships**

Name	Age*	Director Since	Occupation and Experience	Independent	Audit	Compensation	Corporate Governance	Regulatory/ Compliance	Scien Techn
<b>Dennis A. Ausiello, M.D.</b> <i>Lead Independent Director</i>	70	2006	Director, Center for Assessment Technology & Continuous Health, Physician-in-Chief, Emeritus, Massachusetts General Hospital & Jackson Distinguished Professor, Harvard Medical School Retired Chairman & Chief Executive Officer, Granite Broadcasting Corporation	Yes					<b>CHA</b>
<b>W. Don Cornwell</b>	68	1997		Yes	<b>CHAIR</b>	1		1	
	59	2015		Yes	1		1	1	

Edgar Filing: PFIZER INC - Form DEF 14A

<b>Joseph J. Echevarria</b>			Retired Chief Executive Officer, Deloitte LLP					
<b>Frances D. Fergusson, Ph.D.</b>	71	2009	President Emeritus, Vassar College	Yes			1	<b>CHAIR</b> 1
<b>Helen H. Hobbs, M.D.</b>	63	2011	Investigator, Howard Hughes Medical Institute & Professor, University of Texas Southwestern Medical Center	Yes			1	1 1
<b>James M. Kilts</b>	68	2007	Founding Partner, Centerview Capital	Yes				<b>CHAIR</b> 1
<b>Shantanu Narayen</b>	52	2013	President & Chief Executive Officer, Adobe Systems Incorporated	Yes	1		1	1
<b>Suzanne Nora Johnson</b>	58	2007	Retired Vice Chairman, Goldman Sachs Group, Inc.	Yes	1	1		1
<b>Ian C. Read</b> <i>Chairman</i>	62	2010	Chairman & Chief Executive Officer, Pfizer	No				