

ALEXANDRIA REAL ESTATE EQUITIES INC  
Form DEFA14A  
May 02, 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 (Amendment No. )

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Alexandria Real Estate Equities, Inc.

(Name of Registrant as Specified In Its Charter)

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Commencing May 2, 2016, Alexandria Real Estate Equities, Inc. sent the following communication to certain stockholders.

ALEXANDRIA REAL ESTATE EQUITIES, INC.  
 Annual Meeting of Stockholders  
 May 12, 2016  
 Supplemental Information Regarding Proposal Three  
 (Advisory Vote on Executive Compensation)

Dear Stockholders:

We are writing to you today to underscore the importance of your independent analysis regarding the agenda items submitted for your vote at our 2016 Annual Meeting of Stockholders. Our Board continues to unanimously recommend you cast your vote FOR all proposals, and would like to draw your attention specifically to Proposal 3, the advisory vote to approve our executive compensation (the “Say-on-Pay Proposal”).

Institutional Shareholder Services (“ISS”) has recommended that its clients vote FOR the election of all directors and all other proposals, including the Say-on-Pay Proposal, partially in recognition of our outstanding multi-year performance. Glass Lewis & Co. (“Glass Lewis”) has recommended voting against our Say-on-Pay Proposal for reasons that we refute in detail below. While we recognize that our stockholders make their voting decisions independently, and often pursuant to internal guidelines, we also understand that the advisory reports are utilized as research tools by many of our stockholders. In this regard, we believe it is imperative that such reports contain accurate information.

After the significant changes made to our compensation program, coupled with outstanding TSR and growth in FFO and NAV per share in 2015 and in the three years ending on December 31, 2015, a negative recommendation from Glass Lewis defies credulity and ignores the Compensation Committee’s work in designing an appropriate compensation program to align compensation with multi-year performance. As described in our 2016 proxy statement, the fundamental principle that drives the pay decisions of our independent Compensation Committee is to reward performance. The Compensation Committee believes that each named executive officer’s total annual compensation should vary with the performance of the Company for the year in question, and acts accordingly.

As disclosed in our 2016 proxy statement, our primary strategic goal in 2015 was continuing a multi-year strategy to deliver significant growth in FFO and NAV per share, which resulted in TSR outperformance of our peer group and various indices, including the FTSE NAREIT Equity Office Index, the SNL US REIT Office Index, the S&P 500 Equity Index and the Russell 2000 Index.

1 Year Ended	2 Years	3 Years	5/28/97 (IPO)
	Ended	Ended	through
12/31/15	12/31/15	12/31/15	12/31/15

TSR

ARE	5.3%	ARE	52.4%	S&P	52.6%	ARE	844.1%
Peers	4.3%	Peers	37.9%	ARE	45.5%	Peers	623.5%
S&P	1.4%	SNL	27.2%	Russell	39.2%	FTSE	389.6%
SNL	0.9%	FTSE	26.2%	Peers	38.0%	SNL	350.7%
FTSE	0.3%	S&P	15.3%	SNL	35.5%	Russell	284.7%
Russell	(4.4)%	Russell	0.3%	FTSE	33.3%	S&P	239.5%

High ARE Percentile Ranking <sup>(1)</sup>

FTSE	76%	FTSE	100%	FTSE	78%	FTSE	88%
SNL	75%	SNL	95%	SNL	68%	SNL	90%
Peers	63%	Peers	88%	Peers	63%	Peers	63%

(1) Represents the percentile ranking of ARE's TSR performance among the companies included in the FTSE NAREIT Equity Office and SNL US REIT Office Indices and our peer group.

ARE: Alexandria Real Estate Equities, Inc.	Russell: Russell 2000 Index
FTSE: FTSE NAREIT Equity Office Index	SNL: SNL US REIT Office Index
Peers: Our Peer Group	S&P: S&P 500 Index

Source: SNL Financial LC, Charlottesville, VA | ©2016 | [www.snl.com](http://www.snl.com)

As shown in the following chart, our executive compensation is well aligned with our performance and specifically aligned with our growth over the three-year period ending December 31, 2015 in the key metrics that are important to us and investors in the real estate investment trust (“REIT”) industry. Our pay and performance are aligned relative to the pay and performance of our peer group and the Equilar/Glass Lewis peer group, which is flawed for the reasons described below.

Description	Compensation Well Aligned With Multi-Year Performance in Key Metrics Important to ARE and REIT Investors Growth Over Three-Year Period Ended December 31, 2015				
	TSR	FFOPS Growth	NAVPS Growth	2015 Average NEO Compensation (1)	
ARE performance achieved	46%	20%	60%		
ARE percentile ranking within: Equilar/Glass Lewis peer group	Percentile Ranking				
ARE peer group	60%	80%	93%	73%	
	63%	71% <sup>(2)</sup>	88%	75%	

(1) Based upon most recent publicly available NEO compensation from filed proxy statements. In addition, assumes that compensation within 5% is consistent with ARE compensation.

(2) Biomed Realty Trust, Inc. was acquired by a private company in January 2016 and did not report their FFO per share results for the year ended December 31, 2015. Therefore, Biomed Realty Trust, Inc. was excluded from the percentile ranking for FFOPS growth. TSR and NAV per share information was available for Biomed Realty Trust, Inc. for the three-year period ended December 31, 2015.

We believe the Glass Lewis suggestion that there is a “disconnect” between our pay and performance is based in large part on its one-size-fits-all model that relies on certain metrics that are not relevant to the REIT industry. For example, the Glass Lewis model considers relative earnings per share, a metric that was not used in the Glass Lewis analysis for our 2015 annual meeting and a metric that is not relevant to the REIT industry because it includes the impact of depreciation expense, which results in differences from company to company depending on the timing of investment and disposition decisions and variation in useful lives. As a result, REIT investors have for many years focused on growth in FFO per share and NAV per share when evaluating the performance of a REIT.

In addition, we call your attention to the following errors, omissions, and misconceptions in the Glass Lewis report:

Glass Lewis Commentary	Facts
“Shareholders should be concerned that the Company provides immediate vesting of certain equity awards upon a change in control of the Company. . . . However, we acknowledge that the Company does not intend to include such provisions in future agreements.”	This is the exact same statement that was in Glass Lewis’ report for our 2015 Annual

Meeting of Stockholders (“2015 annual meeting”). However, since our 2015 annual meeting, we amended the employment agreement of each of our four NEOs other than our CEO (our CEO’s employment agreement was amended before our 2015 annual meeting) to change from single trigger to double trigger in all future equity awards granted to them. Thus, Glass Lewis’ year-old comment is no longer correct.

Glass Lewis Commentary

“The Company has failed to provide a clear description of threshold, target and maximum goals under the LTI plan. We believe clearly defined performance targets are essential for shareholders to fully understand and evaluate the Company’s procedures for quantifying the performance into payouts for its executives.”

Facts

Disclosure of Performance Goals

In our prior engagement with Glass Lewis, we were told that Glass Lewis recognized that disclosing long-term goals may be commercially sensitive but that Glass Lewis relies on a company to disclose that rationale for any such exclusions in the proxy statement. We responded to that feedback this year by specifically stating that it would be competitively harmful to disclose the FFO per share goals during the performance period and disclosing our commitment since implementation of this program to disclose the specific FFO per share goals at the end of the three-year performance period.

Disclosure of  
Rigor of  
Performance  
Goals

We understand that the reason stockholders are interested in the specific goals is so they can assess the rigor of the goals. To address that concern, we again disclosed that the Compensation Committee established the target goals based upon the level of FFO per share growth that would have been approximately or greater than the 75th percentile of companies in the FTSE NAREIT Equity Office Index in six out of nine consecutive historical three-year periods. We made this disclosure, which is well beyond typical best practice disclosure, in an effort to provide additional information and transparency so that stockholders can

assess rigor  
without our  
risking  
competitive  
harm.

We have also  
clearly and fully  
disclosed the  
threshold, target  
and maximum  
TSR goals in a  
table on page 53  
of our 2016  
proxy statement  
given that there  
are no  
competitive  
harm concerns  
with disclosing  
TSR goals  
during the  
performance  
period.

Forfeiture of  
Performance  
Awards  
Demonstrates  
Rigor  
To further allow  
stockholders to  
assess the  
Compensation  
Committee's  
commitment to  
setting rigorous  
goals, we have  
disclosed the  
vesting/forfeiture  
related to the  
2013 long-term  
incentive award  
granted to Mr.  
Marcus. As  
shown in the  
"Forfeiture of  
Portion of 2013  
Marcus Grant"  
table on page 54  
of our 2016

proxy statement, 50% of the performance-based portion of his award was forfeited as a result of TSR performance below the threshold levels necessary to vest. Further, the portion of his award that was dependent on our absolute TSR in 2015 did not vest even though our TSR in 2015 of 5.3% was higher than the TSR of our peer group and various indices, including the FTSE NAREIT Equity Office Index, the SNL US REIT Office Index, the S&P 500 Equity Index and the Russell 2000 Index. This clearly demonstrates rigor.

Glass Lewis Commentary

“Shareholders need to be satisfied that the peer group is appropriate and not cherry-picked for the purposes of justifying or inflating pay. In general, we believe a peer group should range from 0.5 to 2 times the market capitalization of the Company. In this case, Glass Lewis has identified 3 peers with more than twice the Company’s revenue, which represents approximately 37.5% of the peer group.”

Facts

The Compensation Committee gathers and reviews information about the compensation programs and processes of the companies in our peer group as an informal “market check” of compensation practices, salary levels, and target incentive levels. In reviewing this information, the Compensation Committee considers whether its compensation decisions are consistent with market practices. The Compensation Committee evaluates compensation primarily on the corporate objectives discussed in our 2016 proxy statement with a comparison to peers being just one of the factors considered.

In selecting our peer group, the Compensation Committee took great care, with its independent advisors, in designing an appropriate peer group of companies with which we compete in our complex real estate niche. The Compensation Committee focused first on our direct competitors, which are the REITs that own office/laboratory properties. Because we only have four direct competitors in our niche, the Compensation Committee next added REITs with which we compete for talent, acquisitions, and tenants, and whose total assets, total revenues, and equity

capitalizations are no greater than 2.5 times ours. Our current peer group consists of the following companies:

Peer Companies That Own Office/Laboratory Properties (Direct Competitors)	Peer Companies with Which We Compete for Talent, Acquisitions and/or Tenants and within Range from 0.5x to 2.5x of our Total Assets, Revenues, and Equity Capitalization (Indirect Competitors)
BioMed Realty Trust, Inc. — A REIT that owns, develops and leases office and laboratory space for lease to life science tenants, including biotechnology and pharmaceutical companies, scientific research	Digital Realty Trust, Inc. — A REIT, located in San Francisco, that owns, acquires and develops technology-related real estate in major metropolitan markets, including several of our top markets.

institutions,  
government  
agencies  
and  
other  
life  
science  
entities.

BioMed  
Realty  
Trust  
competes  
directly  
with  
the  
Company  
for  
talent,  
real  
estate  
and  
tenants.

Boston  
Properties,  
Inc.  
— A  
REIT  
that  
owns  
and  
develops  
first-class  
office  
properties  
with  
significant  
presence  
in  
our  
top  
three  
core  
markets  
(Boston,  
New  
York  
and  
San  
Francisco)  
with  
significant

Douglas  
Emmett, Inc. —  
A REIT,  
located in Los  
Angeles, that  
provides  
Class A  
office  
properties in  
Southern  
California  
and also  
competes  
directly with  
the Company  
for talent.

life  
science  
facilities.  
Top  
20  
tenants  
include  
Biogen  
and  
Genentech  
(subsidiary  
of  
Roche),  
both  
which  
are  
also  
tenants  
of  
ARE.  
Boston  
Properties,  
Inc.  
also  
competes  
directly  
with  
the  
Company  
for  
talent,  
real  
estate  
and  
tenants.  
HCP,  
Inc.  
— A  
REIT  
serving  
the  
healthcare  
industry  
and  
owning  
almost  
eight  
million  
rentable  
square  
feet

Highwoods  
Properties,  
Inc. — A REIT  
based in  
Raleigh,  
North  
Carolina that  
owns office,  
industrial,  
and retail  
properties in  
the  
southeastern  
and  
midwestern  
United States.

of  
laboratory/life  
science  
properties  
similar  
to  
properties  
owned  
by  
ARE.  
HCP,  
Inc.  
also  
competes  
directly  
with  
the  
Company  
for  
talent,  
real  
estate  
and  
tenants.

Kilroy  
Realty  
Corporation  
— A  
REIT  
active  
in  
premier  
office  
submarkets  
with  
significant  
presence  
in  
three  
of  
our  
top  
submarkets  
(San  
Francisco,  
Seattle,  
and  
San  
Diego)  
with  
significant

SL Green  
Realty Corp. —  
A REIT,  
located in  
Manhattan/NYC,  
that acquires,  
owns and  
manages  
premier office  
properties in  
Manhattan/NYC,  
one of our top  
submarkets.

life  
science  
facilities.  
Top  
15  
tenants  
include  
Institute  
for  
Systems  
Biology  
and  
Neurocrine  
Biosciences  
Inc.,  
two  
life  
science  
entities.  
Kilroy  
Corporation  
also  
competes  
directly  
with  
the  
Company  
for  
talent,  
real  
estate  
and  
tenants.

Glass Lewis Commentary

Facts

All but one of the companies in our 2015 peer group are also in the Equilar/Glass Lewis peer group and each of the companies in our peer group that are also in the Equilar/Glass Lewis peer list are the strongest matches using the Equilar methodology described below. Five of the companies in the Equilar/Glass Lewis peer group are below the bottom end of the market capitalization and/or revenue range (0.5x) proposed by Glass Lewis and only two indirect competitors in the Equilar/Glass Lewis peer group are above the top end of the proposed range (2x).

Despite the Glass Lewis pronouncement that “a peer group should range from 0.5 to 2 times the market capitalization of the Company”, Glass Lewis uses the Equilar market peers to formulate say-on-pay recommendations for investors. The Equilar market peers methodology does not use market capitalization or revenue parameters and instead uses analytics and algorithms “proven in the social networking space” to generate an “interconnected network of peer companies consisting of ‘who you know’ and ‘who knows you’.” Equilar explains the benefit of this methodology as “[l]ogically determining peer groups by incorporating the collective knowledge of corporate disclosure instead of using arbitrary industry classifications or financial metrics” (emphasis added).

Unbalanced Equilar/Glass Lewis Peer Group

Using the Glass Lewis Preferred Range of 0.5x to 2.0x of revenue and market cap <sup>(1)</sup>

Greater than 2.0x of ARE revenues and market capitalization, and not a direct competitor of ARE

Equity Residential Ventas, Inc. Two larger companies

ARE Direct Competitor <sup>(2)</sup> Boston Properties, Inc. Owns office/laboratory properties  
Kilroy Realty Corporation

Within 0.5x to 2.0x of ARE revenues and market capitalization, or a direct competitor of ARE

ARE Indirect Competitor <sup>(2)</sup> Douglas Emmett, Inc. Companies with which we

“Shareholders need to be satisfied that the peer group is appropriate and not cherry-picked for the purposes of justifying or inflating pay. In general, we believe a peer group should range from 0.5 to 2 times the market capitalization of the Company. In this case, Glass Lewis has identified 3 peers with more than twice the Company’s revenue, which represents approximately 37.5% of the peer group.”  
(continued)

Digital Realty Trust, Inc.  
 Highwoods Properties, Inc.  
 SL Green Realty Corp.

Other  
 Equity Commonwealth  
 Liberty  
 Property Trust

Brandywine Realty Trust  
 Piedmont Office Realty Trust, Inc.  
 Mack-Cali Realty Corporation  
 Corporate Office Properties Trust  
 PS Business Parks, Inc.

Less than 0.5x of ARE revenues and market capitalization, and not a direct competitor of ARE

Five smaller companies

- (1) Market capitalization as disclosed by Glass Lewis represents equity capitalization.
- (2) Included in ARE Peer Group

For the reasons set forth above, and in further detail in our 2016 proxy statement, we request that our stockholders reject the recommendations contained in the Glass Lewis report and vote FOR Proposal 3, the approval of the compensation of our named executive officers.

Sincerely,  
Steven R. Hash  
Chairman of the Compensation Committee