



Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
5.02 Compensatory Arrangements of Certain Officers.

On November 20, 2013, the Board of Directors (the "Board") of Cabot Microelectronics Corporation (the "Corporation") and the Compensation Committee of the Board approved the performance goals for the Corporation, upon which cash bonus awards that may be paid to the Corporation's executive officers and other employees under the Corporation's Annual Incentive Program ("AIP"), which operates pursuant to the Cabot Microelectronics Corporation 2012 Omnibus Incentive Plan ("OIP"), for the fiscal year ending September 30, 2014 ("Fiscal 2014"), are intended to be based. The performance goals for Fiscal 2014 are financial goals that include revenue, gross margin, and earnings per share, and nonfinancial goals that include certain growth objectives. Any cash bonus award amounts pursuant to the AIP and OIP will be determined for each participant based on levels of attainment of the indicated goals by the Corporation, as well as the attainment of individual performance objectives, as assessed by the Compensation Committee of the Board using its discretion. Such assessment may include consideration of macroeconomic and other factors, whether or not able to be generally foreseen, that may impact the Corporation's performance during Fiscal 2014.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CABOT MICROELECTRONICS CORPORATION

Date: November 21, 2013 By: /s/ WILLIAM S. JOHNSON

William S. Johnson

Executive Vice President and Chief Financial Officer

[Principal Financial Officer]