

VEECO INSTRUMENTS INC  
Form DEF 14A  
March 19, 2019  
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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 Rule 14a-12

Veeco Instruments Inc.

(Name of Registrant as Specified In Its Charter)

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(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: \_\_\_\_\_

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- (1) Amount Previously Paid:\_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.:\_\_\_\_\_
  - (3) Filing Party:\_\_\_\_\_
  - (4) Date Filed:\_\_\_\_\_
-

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1 Terminal Drive      Plainview, New York 11803 U.S.A.      Phone (516) 677 0200      Fax (516) 677 0380  
www.veeco.com

March 19, 2019

2019 Annual Meeting of Stockholders

Dear Fellow Stockholder:

It is my pleasure to invite you to join me at the 2019 Annual Meeting of Stockholders of Veeco Instruments Inc. to be held on Friday, May 3, 2019, at 8:30 a.m. Eastern Time, at 333 South Service Road, Plainview, New York 11803.

At this year's meeting, we will vote on:

- (1) The election of three directors named in the attached proxy statement to hold office until the 2022 Annual Meeting of Stockholders and until their successors are duly elected and qualified;
- (2) An amendment and restatement of Veeco's 2010 Stock Incentive Plan;
- (3) An amendment to Veeco's 2016 Employee Stock Purchase Plan to increase the authorized shares of Veeco's common stock thereunder by 750,000 shares; and
- (4) The ratification of KPMG LLP as Veeco's independent registered public accounting firm.

We will also conduct a non-binding advisory vote to approve the compensation of the Company's named executive officers.

We use the U.S. Securities and Exchange Commission rule that allows companies to furnish proxy materials to their stockholders over the internet. We believe this expedites stockholder's receipt of proxy materials, lowers annual meeting costs and conserves natural resources. Thus, we are mailing to many stockholders a Notice of Internet Availability of Proxy Materials ("Notice"), rather than copies of the Proxy Statement and our 2018 Annual Report to Stockholders on Form 10-K. The Notice contains instructions on how to access the proxy materials online, vote online and obtain your copy of our proxy materials.

Your vote is very important. I encourage you to sign and return your proxy card, or use telephone or internet voting prior to the meeting, so that your shares will be represented and voted at the meeting.

Sincerely,

William J. Miller, Ph.D.

Chief Executive Officer

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VEECO INSTRUMENTS INC.

NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS

DATE AND TIME: Friday, May 3, 2019, 8:30 a.m., Eastern Time

PLACE: 333 South Service Road, Plainview, New York 11803

ITEMS OF BUSINESS:

1. To elect three directors named in the attached proxy to hold office until the 2022 Annual Meeting of Stockholders and until their successors are duly elected and qualified;
2. To approve an amendment and restatement of Veeco's 2010 Stock Incentive Plan;
3. To approve an amendment to Veeco's 2016 Employee Stock Purchase Plan to increase the authorized shares of Veeco's common stock thereunder by 750,000 shares;
4. To hold a non-binding advisory vote on 2018 named executive officer compensation;
5. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2019; and
6. To consider such other business as may properly come before the meeting.

WHO CAN VOTE: You must be a stockholder of record at the close of business on March 11, 2019 to vote at the Annual Meeting.

INTERNET AVAILABILITY: We are using the internet as our primary means of furnishing proxy materials to most of our stockholders. Rather than sending those stockholders a paper copy of our proxy materials, we are sending them a notice with instructions for accessing the materials and voting via the internet. This Proxy Statement and our 2018 Annual Report on Form 10 K are available free of charge at [www.veeco.com](http://www.veeco.com).

PROXY VOTING: We cordially invite you to participate in the Annual Meeting, either by attending and voting in person or by voting through other acceptable means. Your participation is important, regardless of the number of shares you own. You may vote by telephone, through the internet or by mailing your completed proxy card.

By order of the Board of Directors,

Gregory A. Robbins  
Senior Vice President, General Counsel and Secretary

March 19, 2019  
Plainview, New York



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## PROXY STATEMENT SUMMARY

To assist you in reviewing the proposals to be acted upon at the Veeco Instruments Inc. (“Veeco” or the “Company”) 2019 Annual Meeting of Stockholders (the “Annual Meeting”), we call your attention to the following information about the proposals and voting recommendations, the Company’s director nominees, and highlights of the Company’s corporate governance and executive compensation. The following description is only a summary. For more complete information about these topics, please review the complete proxy statement.

## Proposals and Voting Recommendations

Voting Matters	Board Vote Recommendation
Proposal 1: Election of three nominees named herein as directors	FOR each nominee
Proposal 2: Approval of the 2010 Stock Incentive Plan, as Amended and Restated	FOR
Proposal 3: Approval of an Amendment to the 2016 Employee Stock Purchase Plan	FOR
Proposal 4: Advisory vote to approve the compensation of our Named Executive Officers, or “Say on Pay”	FOR
Proposal 5: Ratification of the appointment of our independent registered public accounting firm for 2019	FOR

## Summary of Information Regarding the Board of Directors

Members of Veeco’s Board of Directors (“Board of Directors” or the “Board”) are listed below. Messrs. Peeler and St. Dennis have been nominated for re-election to the Board. Dr. Miller is also nominated for election to the Board, in connection with his promotion as the Company’s Chief Executive Officer (“CEO”) effective October 1, 2018.

Name	Director			Committee Membership		
	Age	since	Independent (1)	AC	CC	GC
Kathleen A. Bayless	62	2016	Yes	M/FE		
Richard A. D’Amore	65	1990	Yes (Lead Independent Director)		M	
Gordon Hunter	67	2010	Yes		C	M
Keith D. Jackson	63	2012	Yes	M/FE		C
William J. Miller, Ph.D.	50	2018	No			
John R. Peeler	64	2007	No			
Peter J. Simone	71	2004	Yes	C/FE		M
Thomas St. Dennis	65	2016	Yes		M	

(1) Independence determined based on NASDAQ rules.

AC