ICU MEDICAL INC/DE
Form DEF 14A
April 03, 2013

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. )
Filed by the Registrant ý
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
ý Definitive Proxy Statement
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o Soliciting Material Pursuant to §240.14a-12
ICU MEDICAL, INC.
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
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ICU MEDICAL, INC.
951 Calle Amanecer
San Clemente, California 92673-6213

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held May 10, 2013

The 2013 Annual Meeting of Stockholders of ICU Medical, Inc. (the "Company") will be held by means of remote communication on the Internet at the Company’s web site, www.icumed.com, and by conference telephone at (800) 936-9761 and (408) 774-4587 for international, conference identification number 16707109, on Friday, May 10, 2013 at 9:00 a.m., Pacific Daylight Time, for the following purposes:

1. To elect two directors of the Company to serve for a term of three years and until their successors have been elected and qualified;
2. To re-approve the 2008 Performance-Based Incentive Plan, as amended;
3. To ratify the selection of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2013;
4. To hold an advisory vote to approve our named executive officer compensation; and
5. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

The Board of Directors has determined that only holders of common stock of record at the close of business on March 18, 2013 will be entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment thereof.

You may attend the Annual Meeting by either clicking on “Investors” and then clicking on “Annual Meeting” on our web site, www.icumed.com, or calling (800) 936-9761 and (408) 774-4587 for international, conference identification number 16707109, from a touch-tone telephone. If you hold stock certificates registered in your own name, you will need the control number printed on the attachment to the enclosed proxy card to verify that you are a stockholder of record. If your stock is held in “street name” by your broker or other nominee, you will need to provide the name of your broker or nominee to gain access to the Annual Meeting.

By Order of the Board of Directors
Scott E. Lamb, Secretary
San Clemente, CA
April 8, 2013

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON MAY 10, 2013

The proxy statement and annual report to stockholders are available at http://ir.icumed.com.

YOUR VOTE IS IMPORTANT
Even if you plan to attend the Annual Meeting in person by means of remote communication, please complete, sign, date and return the enclosed proxy promptly or submit your proxy over the Internet or by telephone. If you are a stockholder of record and attend the Annual Meeting electronically, you may withdraw your proxy and vote in person via facsimile. You will find information on submitting your proxy over the Internet and by telephone and information

about voting in person at the Annual Meeting on the reverse side of this notice.
THANK YOU FOR ACTING PROMPTLY

How do I submit my proxy?

You will have the opportunity to attend the Annual Meeting by means of remote communication and vote during the Annual Meeting if you choose. Whether or not you vote during the Annual Meeting, it is important that your shares be represented and voted. If you are a stockholder of record, you can give a proxy to have your shares voted at the Annual Meeting either:

- by mailing the enclosed proxy card in the enclosed envelope;
- electronically, using the Internet; or
- over the telephone by calling a toll-free number.

The Internet and telephone proxy submission procedures are set up for your convenience and are designed to verify your identity, to allow you to give voting instructions, and to confirm that those instructions have been properly recorded. If you are a stockholder of record and you would like to submit your proxy by telephone or by using the Internet, please refer to the specific instructions on the attachment to the enclosed proxy card. Alternatively, you may submit your proxy by mail by returning your signed proxy card in the enclosed envelope. If we receive your proxy by mail, electronically or by telephone before the Annual Meeting, we will vote your shares as you direct.

If you hold your shares in “street name,” you must give voting instructions in the manner prescribed by your broker or nominee. Your broker or nominee has enclosed or provided a voting instruction card for you to use in directing the broker or nominee how to vote your shares.

How can I vote my shares in person at the meeting?

If you are a stockholder of record, as opposed to voting by proxy you may vote your shares during the Annual Meeting by facsimile. The procedures for voting during the Annual Meeting are designed to verify your identity and allow you to vote. You should retain the attachment to the proxy card enclosed with this Proxy Statement on which your unique control number appears. You will need to write this control number on your ballot to verify your identity.

To vote during the meeting, access the Company’s website at www.icumed.com, then click on the Investors tab, and click on the icon that says “Voting Ballot.” You may download and print the ballot. Alternatively, you may request that a ballot be faxed to you by calling Investor Relations at (800) 824-7890 any time before 4:00 PM PDT on May 9, 2013. After you have marked your votes and recorded your control number on your ballot, you may fax the ballot to the Company at (949) 366-4264. Ballots must be received before the polls are closed during the Annual Meeting to be counted. We anticipate that the polls will be open from approximately 9:05 to 9:20 AM PDT on May 10, 2013.

Even if you currently plan to attend the Annual Meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the Annual Meeting. If you vote by proxy and then decide to attend the Annual Meeting, you will be able to vote during the Annual Meeting, even if you have previously submitted your proxy.

How can I request proxy materials?

To request a print or electronic copy of our Proxy Statement, Annual Report to Stockholders and form of proxy, you may call our toll-free telephone number (800) 824-7890; e-mail us at ir@icumed.com or visit our Web site at www.icumed.com. You may also request that we send you proxy materials relating to future stockholders meetings in print or electronic form.

Your vote is important. Thank you for voting.

ICU MEDICAL, INC.

951 Calle Amanecer
San Clemente, California 92673

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of ICU Medical, Inc. (the "Company") for use at the 2013 Annual Meeting of Stockholders (the “Annual Meeting”). The Annual Meeting is to be held by means of remote communication on the Internet at the Company’s web site, www.icumed.com, and by conference telephone at (800) 936-9761 and (408) 774-4587 for international, conference identification number 16707109, on Friday, May 10, 2013 at 9:00 a.m., Pacific Daylight Time, and at any adjournments thereof, for the purposes set forth herein and in the accompanying Notice.

The approximate date of mailing of this Proxy Statement, the Annual Report to Stockholders and the proxy card is April 8, 2013. The principal executive offices of the Company are located at 951 Calle Amanecer, San Clemente, California 92673.

Attendance by Remote Communication

The Annual Meeting will be held entirely by remote communication on the Internet, as permitted by Delaware law. There will be no physical location at which stockholders may attend the Annual Meeting, but stockholders may attend and participate in the meeting electronically. Stockholders who participate in the Annual Meeting by means of remote communication will be deemed to be present in person and will be able to vote during the Annual Meeting at the times that the polls are open. Stockholders who wish to attend the meeting should go to www.icumed.com, click on the Investors tab and click on the icon that says “Annual Meeting” or telephone (800) 936-9761 and (408) 774-4587 for international, conference identification number 16707109, at least 10 minutes before the beginning of the meeting to register their attendance and complete the verification procedures to confirm that they were stockholders of record as of March 18, 2013, the record date. Stockholders of record will need to provide the control number on the attachment to the enclosed proxy card to verify their identity.

Beneficial owners whose stock is held for them in street name by their brokers or other nominees may also attend the meeting by going to www.icumed.com, clicking on the Investors tab and clicking on the icon that says “Annual Meeting” or telephoning (800) 936-9761 and (408) 774-4587 for international, conference identification number 16707109, at least 10 minutes before the beginning of the meeting to register their attendance and complete the verification procedures to confirm that they were stockholders of record as the record date. Such beneficial owners may not vote at the meeting, and may only cause their shares to be voted by providing voting instructions to the persons who hold the beneficial owners’ shares for them. Beneficial owners will need to provide the name of the broker or other nominee that holds their shares to gain access to the meeting.

There is additional information about voting at the Annual Meeting on the opposite page. Stockholders may also obtain additional information about accessing and voting during the Annual Meeting by calling Investor Relations at (800) 824-7890.

Proxy Information

A stockholder giving a proxy may revoke it at any time before it is exercised by filing with the Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date. The powers of the proxy holders will be suspended if the person executing the proxy is present at the Annual Meeting electronically and elects to vote in person. Subject to such revocation or suspension, all shares represented by each properly executed proxy received by the Company will be voted in accordance with the instructions indicated thereon, and if instructions are not indicated, will be voted in favor of (i) the election of the nominees for director named in, or otherwise nominated as set forth in this Proxy Statement, (ii) the re-approval of the 2008 Performance-Based Incentive Plan, as amended; (iii) the ratification of the selection of the independent registered public accounting firm, (iv) the approval, on an advisory basis, of our named executive officer compensation and (v) in the discretion of the proxy holders, any other business that comes before the meeting.

Record Date and Voting

As of March 18, 2013 the outstanding voting securities of the Company consisted of 14,569,656 shares of $0.10 par value common stock. Each stockholder of record at the close of business on March 18, 2013 is entitled to one vote for each share held as of that date on each matter submitted to a vote of stockholders. The presence in person electronically or by proxy of holders of a majority of the issued and outstanding common stock will constitute a quorum for the transaction of such business as shall properly come before the meeting.

Assuming that a quorum is present, the votes required to approve the matters before the Annual Meeting are as follows:

- Election of Directors: The election of directors will be decided by a plurality of the votes. The two director nominees receiving the most votes will be elected. Abstentions and broker non-votes have no effect on this matter.

- All other Matters (the proposal to re-approve the 2008 Performance-Based Incentive Plan, as amended, ratification of Deloitte & Touche LLP as the Company’s independent registered public accounting firm and advisory vote on our named executive officer compensation): Stockholder approval of these matters requires that the votes cast affirmatively exceed the votes cast negatively on the respective matters. Shares voted to abstain on such matters and broker non-votes are not counted as votes cast affirmatively or negatively and will have no effect on the vote for these matters.

The term "broker non-votes" refers to shares held by a broker in street name that are present by proxy but are not voted pursuant to rules prohibiting brokers from voting on non-routine matters without instructions from the beneficial owner of the shares. Broker non-votes on non-routine matters are not counted as entitled to vote on a matter in determining the number of affirmative votes required for approval of the matter but are counted as present for quorum purposes. Of the proposals to be considered at the Annual Meeting, only the ratification of the selection of independent registered public accountants is considered to be a routine matter on which brokers may vote without instructions from beneficial owners. The election of directors, the re-approval of the 2008 Performance-Based Incentive Plan, as amended, and the advisory vote to approve named executive officer compensation are considered non-routine matters on which your brokers may not vote without instructions from beneficial owners.

Board Recommendations

The Board of Directors recommends that you vote:

- FOR the election of the two nominees for election to the Board of Directors to serve for a term of three years and until their successors have been elected and qualified;
- FOR the proposal to re-approve the 2008 Performance-Based Incentive Plan, as amended;
- FOR the ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the year ended December 31, 2013; and
- FOR the approval, on an advisory basis, of our named executive officer compensation.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information as to shares of common stock owned as of March 18, 2013, by (a) each director and nominee, (b) each named executive officer and (c) all directors and executive officers as a group. Unless otherwise indicated in the footnotes following the table, and subject to community property laws where applicable, the Company believes that the persons as to whom the information is given have sole voting and investment power over the shares listed as beneficially owned. The business address of Company's directors and officers, the George A. Lopez, M.D. Second Family Limited Partnership and the Lopez Family Trust is 951 Calle Amanecer, San Clemente, California 92673.

Ownership of Management

| | Shares of Common Stock Owned | Options Exercisable within 60 days | Total Shares Beneficially Owned | Percent of Outstanding Shares (1) | |
|---|---|---|---|---|---|
| George A. Lopez, M.D. | 1,526,368 | 824,955 | 2,351,323 | 15.3 | %(2) |
| George A. Lopez, M.D. Second Family Limited Partnership | 1,186,843 | | 1,186,843 | 8.1 | %(3) |
| Jack W. Brown | 13,125 | 73,383 | 86,508 | * | |
| John J. Connors | 300 | 54,633 | 54,933 | * | |
| Michael T. Kovalchik III, M.D. | 2,762 | 57,008 | 59,770 | * | |
| Joseph R. Saucedo | — | 54,633 | 54,633 | * | |
| Richard H. Sherman, M.D. | 67,801 | 47,133 | 114,934 | * | |
| Robert S. Swinney, M.D. | 9,625 | 73,383 | 83,008 | * | (4) |
| Alison D. Burcar | 761 | 72,506 | 73,267 | * | |
| Richard A. Costello | 914 | 91,902 | 92,816 | * | |
| Scott E. Lamb | 3,010 | 113,991 | 117,001 | * | |
| Steven C. Riggs | 3,508 | 121,775 | 125,283 | * | |
| All directors and named executive officers as a group (11 persons) | 1,628,174 | 1,585,302 | 3,213,476 | 19.9 | % |

* Represents less than 1% of our outstanding common stock

(1) Based on total shares of common stock outstanding plus outstanding options to acquire common stock currently exercisable or exercisable within 60 days held by the beneficial owner whose percent of outstanding stock is calculated.

(2) Includes the 1,186,843 shares owned by the George A. Lopez, M.D. Second Family Limited Partnership (the "Partnership"), as to which shares Dr. Lopez disclaims any beneficial ownership except to the extent described in Note (3). Includes 4,002 shares owned by the Lopez Family Trust. Dr. Lopez is a trustee and beneficiary of the Lopez Family Trust. Includes 173,950 shares held by Dr. Lopez as Trustee of the Lopez Charitable Remainder Trust #1 for the benefit of Dr. Lopez.

(3) Dr. Lopez is the general partner of the Partnership and holds a one percent general partnership interest in the Partnership. As general partner, he has the power to vote and power to dispose of the 1,186,843 shares owned by the Partnership and may be deemed to be a beneficial owner of such shares. Trusts for the benefit of Dr. Lopez's children, the Christopher George Lopez Children's Trust and the Nicholas George Lopez Children's Trust, own a 99% limited partnership interest in the Partnership. Dr. Lopez is not a trustee of and has no interest in his children's Trusts. Except to the extent of the undivided one percent general partnership interest in the assets of the Partnership, Dr. Lopez disclaims any beneficial ownership of the shares owned by the Partnership.

(4)

Does not include 750 shares owned by Dr. Swinney's wife as to which he has no voting or investment power and disclaims any beneficial ownership.

5% or More Beneficial Ownership

| Name and Address of Beneficial Owner | Shares of Common Stock Owned | Percent of Outstanding Shares (1) | | |
|---|---|---|---|---|
| Wellington Management Co. LLP<br>75 State Street, Boston, MA 02109 | 1,272,663 | 8.7 | % | (1)(2) |
| Fidelity Management & Research Co.<br>82 Devonshire St, Boston, MA 02109 | 1,211,900 | 8.3 | % | (1)(3) |
| BlackRock Fund Advisors<br>40 East 52nd Street, New York, NY 10022 | 960,292 | 6.6 | % | (1)(4) |
| The Vanguard Group, Inc.<br>PO Box 2600, Valley Forge, PA 19482 | 868,272 | 6.0 | % | (1)(5) |

(1) Information included solely in reliance on information included in statements filed with the Securities and Exchange Commission ("SEC") pursuant to Section 13(d) or Section 13(g) of the Securities Act of 1934, as amended, by the indicated holder.

(2) Wellington Management Company, LLP stated in its Schedule 13G/A filing with the SEC on February 14, 2013 that, of the 1,272,663 shares beneficially owned, it has shared voting power with respect to 918,179 shares and shared dispositive power with respect to all 1,272,663 shares.

(3) Fidelity Management & Research Co. stated in its Schedule 13G filing with the SEC on February 14, 2013 that, of the 1,211,900 shares beneficially owned, it has sole dispositive power with respect to all 1,211,900 shares.

(4) BlackRock, Inc. stated in its Schedule 13G/A filing with the SEC on February 6, 2013 that, of the 960,292 shares beneficially owned, it has sole voting and dispositive power with respect to all 960,292 shares.

(5) The Vanguard Group, Inc. stated in its Schedule 13G filing with the SEC on February 13, 2013 that, of the 868,272 shares beneficially owned, it has sole voting power with respect to 16,546 shares, sole dispositive power with respect to 852,526 shares and shared dispositive power with respect to 15,746 shares.

## EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

### Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides important information on our executive compensation program. In this proxy statement, the term “named executive officers” represents the five executive officers named in the compensation tables below: George A. Lopez, M. D., Chairman of the Board, President and Chief Executive Officer; Scott E. Lamb, Treasurer and Chief Financial Officer; Steve C. Riggs, Vice President of Operations; Richard A. Costello, Vice President of Sales; Alison D. Burcar, Vice President of Product Development.

Executive Summary

Over the last decade, through recessions in both the United States and Europe, ICU Medical has been profitable and generated positive operating cash flow in every year, earning $261.5 million in net income and generating $386.8 million of cash from operating activities, while maintaining a strong balance sheet and carrying no debt. Also during the last decade, we used $114.9 million of available cash to purchase 3.1 million shares or more than 20% of our common stock. Over the last five years, we have earned $165.2 million and generated $245.3 million of cash from operating activities, cumulatively. During this same five–year period our revenues grew more than 50% from growth in infusion therapy and expanding our product offerings to include critical care, oncology and other products. Also, during this same five-year period, our international revenue grew 150% and was 25% of total revenue in 2012, compared to 16% of total revenue in 2008.

2012 was a record year with revenue of $316.9 million and operating cash flow of $66.3 million. Our continued success is a direct result of actions taken by Dr. Lopez and the ICU Medical leadership team over the last few years to invest in the Company and expand our portfolio of products and markets, including expanding our contract relationships with group purchasing organizations (GPOs) and direct customers, increasing our investments in these new products and markets and greatly expanding our sales, marketing, distribution and manufacturing capabilities for continued global growth and profitability for the Company.

Despite a challenging economic environment in recent years, we delivered strong financial results as demonstrated by the year over year financial performance set forth below. Please see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for a more detailed description of our fiscal year 2012 financial results.

(in millions, except per share data)

| | 2012 | 2011 | 2010 | 2009 | 2008 |
|---|---|---|---|---|---|
| Total revenue | $316.9 | $302.2 | $283.0 | $229.0 | $204.7 |
| Gross profit | $156.5 | $142.4 | $129.0 | $106.3 | $89.8 |
| Net income | $41.3 | $44.7 | $29.9 | $25.0 | $24.3 |
| Diluted earnings per share | $2.80 | $3.15 | $2.16 | $1.67 | $1.67 |
| Operating cash flow | $66.3 | $64.5 | $33.1 | $51.1 | $30.3 |

Financial performance was a key factor in the bonus decisions and outcomes for the 2012 fiscal year. For 2012, payment of performance bonuses was principally based on achievement of the following financial goals:

- $325.1 million in total revenue,
- $58.2 million in operating income and
- $2.65 diluted earnings per share.

Our performance against the target levels for the 2012 financial performance goals accounted for 100% of Dr. Lopez's annual bonus award and 90% of the annual bonus award for each of the other named executive officers. In the case of named executive officers other than Dr. Lopez, he or she had a specific individual goal for the remaining 10%. See "2008 Performance-Based Incentive Plan" below in this Compensation Discussion and Analysis for further details.

Our executive compensation program is designed to align our named executive officers' interests with those of our stockholders by establishing a direct and meaningful link between our business financial results and their compensation. Consistent with our pay for performance philosophy, our Compensation Committee sets annual goals for the named executive officers' incentive compensation with the objective of increasing stockholder value. Our named executive officers' total compensation is comprised of a mix of base salary, performance-based bonuses and performance and time-based equity awards. We believe our executive compensation program helps attract, reward and retain talented leaders and provides them with incentives to create stockholder value.

Our compensation committee made several changes to our compensation policies during 2011 and 2012 to further align executive compensation with our stockholders' interests and a pay for performance approach. For example, beginning in 2011 all of our named executive officers became participants in the Company's 2008 Performance-Based Incentive Plan which conditions bonus awards on the achievement of performance-based metrics set at the beginning of each year. Beginning in 2012, our Compensation Committee added performance-based restricted stock unit ("PRSU") awards as a portion of our executives' equity compensation.

Compensation Overview

The compensation of our executive officers includes base salary, performance-based cash bonuses and equity awards. Our executive compensation objectives are:

- to provide competitive total pay opportunities that help attract, reward and retain leadership and key talent;
- to establish a direct and meaningful link between business financial results, individual/team performance and rewards; and

- to provide strong incentives to promote the profitability and growth of the Company, create stockholder value and reward superior performance.

The Compensation Committee believes that a critical factor in ensuring the Company's ability to attract, retain and motivate its executive officers is ensuring that their compensation is competitive with companies that it considers to be competitors. In determining the appropriate level and form of compensation, the Compensation Committee reviews market data relating to the cash and equity compensation of similarly-sized medical device and life sciences companies that is provided by Compensia, a national compensation consulting firm engaged by our Compensation Committee. The market data also includes a specific set of peer companies comprised of publicly-held health care equipment and supply companies that generally met the following characteristics: positive revenue growth, annual revenues of 0.5-2.0 times ICU's revenues and aggregate market values of 0.5-3.0 times our aggregate market value.

In 2011, Compensia conducted a compensation analysis (which our Compensation Committee used as the basis for setting our 2012 executive compensation levels), using the following peer companies: Accuray, Align Technology, Analogic, AngioDynamics, ArthroCare, Bio-Reference Laboratories, Cantel Medical, eResearch Technology, Masimo, Medical Action Industries, Merit Medical Systems, Natus Medical, SonoSite, Symmetry Medical, Thoratec, Volcano, Wright Medical Group and Zoll Medical. All market data used for the comparative analysis, which includes the foregoing companies and supplemental survey data, comprises our ‘compensation peer group’.

The Compensation Committee reviews and determines the compensation of all executive officers. See “Compensation Committee” elsewhere in this Proxy Statement. In setting compensation levels for executive officers, the Compensation Committee considers each element of compensation separately as well as the aggregate value of all elements of compensation for each individual. Amounts realized or realizable from awards under prior bonus or incentive plans, including stock options, are not considered in setting current compensation levels. The significant compensation components are base salary, bonus pay and equity awards ("total direct compensation").

Benefits

The Company does not provide pension or other post-retirement benefits, other than matching contributions under the Company’s 401(k) retirement plan. The Company does not provide, except to the limited extent described in this discussion, any significant perquisites or other personal benefits to its officers.

Stock Ownership Guidelines

In 2011, we established stock ownership guidelines for our CEO and members of our Board of Directors. Our CEO has up to five years to acquire and retain shares of our common stock that equal or exceed five times the CEO's annual salary. Our directors have up to five years to acquire and retain shares of our common stock that equal or exceed three times the director's annual base retainer. Shares beneficially owned by the director, directly or indirectly, including vested restricted shares and shares represented by vested restricted stock units, count toward meeting the stock ownership guidelines. All executive officers and directors are prohibited from engaging in any speculative transactions in ICU Medical securities, including engaging in short sales, engaging in transactions in put options, call options or other derivative securities, or engaging in any other forms of hedging transactions.

Results of 2012 Stockholder Advisory Vote

The Compensation Committee considers the Say-On-Pay vote results from the prior annual meeting of stockholders to assist in its evaluation of the compensation program for our named executive officers. The 2012 Say-On-Pay vote was significantly in favor of our executive compensation structure, confirming to the Compensation Committee that stockholders approved of the recent efforts of the Committee to more effectively align executive compensation with performance. For 2013, the Compensation Committee has positioned the targeted total direct compensation with reference to the market median of the Company's peer group, with adjustments upwards or downwards based on factors such as Company and individual performance, experience, longevity with the Company and unique requirements of the position.

Components of Our Executive Compensation Program

| Component | Form of compensation | Objectives and basis of compensation |
|---|---|---|
| Base Salary | Cash | Compensation is competitive based on the officer's responsibilities and experience.<br>Base salary is reviewed by the Compensation Committee annually or when position responsibilities change. |
| Performance-Based Incentive Plan | Cash | Bonus is intended to align the interests of the executive officer with the objectives of the Company, which are based on what the Company believes will produce the best return for the Company's stockholders.<br>Bonus is based on the achievement of target levels for multiple financial measures determined at the start of the fiscal year, as well as execution of individual goals.<br>Bonus is a percentage of the executive officer's base salary.<br>Bonus payments are based on the percentage of the goal achieved at each period end.<br>The Compensation Committee may exercise its discretion to award cash bonuses outside the 2008 Performance-Based Incentive Plan in circumstances of special individual achievement. |
| Performance and Time-Based Equity Awards | Time-Based Stock Options/ Performance-Based Restricted Stock Unit Awards | Stock options and PRSU awards retain executive officers through long-term vesting and potential wealth accumulation.<br>Stock options and PRSU awards promote stockholder value creation.<br>Stock options and PRSU awards are intended to make compensation practices consistent with our peer group. PRSU awards are effective tools in better aligning equity compensation with performance. |

We have entered into employment agreements with each of our named executive officers because our Compensation Committee believes that the occurrence, or potential occurrence, of a change in control would create uncertainty and disruption during a critical time for the Company.

Base Executive Salaries

The Compensation Committee generally reviews base salaries annually and when position responsibilities change during the year.

In 2010, base annual salaries were increased on January 1, 2010 from $588,000 to $670,000 for Dr. Lopez, from $300,000 to $341,000 for Mr. Lamb, from $300,000 to $330,000 for Mr. Riggs and from $300,000 to $336,000 for Mr. Costello. These increases were to make the total pay competitive with the total pay of comparable positions of companies in our peer group and to keep the compensation internally equitable for Messrs. Lamb, Riggs and Costello. Ms. Burcar's salary remained at $195,000 because of her position change from Vice President of Marketing to Vice President of Product Development, which was not included in the peer group analysis performed in 2009.

In 2011, the Compensation Committee increased certain executive salaries based on data provided by Compensia. These increases were to make the total pay for these positions competitive with the total pay in comparable positions in our peer group. On January 1, 2011 the base annual salaries for Mr. Lamb and Ms. Burcar were adjusted to $361,600 and $225,000, respectively.

In 2012, the Compensation Committee increased executive salaries by 3% for a cost of living adjustment. On January 1, 2012 the base annual salaries were $690,100 for Dr. Lopez, $372,448 for Mr. Lamb, $339,900 for Mr. Riggs, $346,080 for Mr. Costello and $231,750 for Ms. Burcar.

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The following table presents each named executive officer's earned salary for 2012, 2011 and 2010 and the percentile such salary represents compared to our peer group.

| Named Executive Officer | 2012 Salary* | %** | 2011 Salary* | %** | 2010 Salary* | %** |
|---|---|---|---|---|---|---|
| George A. Lopez | 690,100 | 50th-75th | $670,000 | 75th | $670,000 | 75th |
| Scott E. Lamb | 372,448 | 50th-75th | $361,600 | 75th | $341,000 | 75th |
| Steven C. Riggs | 339,900 | 50th-75th | $330,000 | 75th | $330,000 | >75th |
| Richard A. Costello | 346,080 | >75th | $336,000 | >75th | $336,000 | >75th |
| Alison D. Burcar | 231,750 | 25th-50th | $225,000 | 50th | $195,000 | # |

*Salary = Earned salary for the years 2012, 2011 and 2010.
**% = Percentile of earned salary compared to our peer group for years 2012, 2011 and 2010.

# Ms. Burcar's responsibilities changed in 2009 to oversee product development from marketing. We did not have a salary analysis done on her new position for 2010.

Performance-Based Bonuses

In 2010, in addition to base salaries, all named executive officers, except Dr. Lopez, were eligible for semi-annual merit bonuses based on annual financial goals. Dr. Lopez did not participate in the merit bonus program in 2010 because he participated solely in the Performance-Based Incentive Plan, as discussed in further detail below under the heading "2008 Performance-Based Incentive Plan". In 2011, this discretionary semi-annual merit bonus program was terminated for our executive officers, and all of our named executive officers participated solely in the Performance-Based Incentive Plan.

Merit Bonuses

The following table presents the merit bonus percentage for each year as a percentage of the named executive officer's salary.

| Named Executive Officer | 2010 | | 2011 | 2012 |
|---|---|---|---|---|
| George A. Lopez, M.D. | N/A* | | N/A* | N/A* |
| Scott E. Lamb | 60 | % | N/A* | N/A* |
| Steven C. Riggs | 50 | % | N/A* | N/A* |
| Richard A. Costello | 50 | % | N/A* | N/A* |
| Alison D. Burcar | 30 | % | N/A* | N/A* |

*Dr. Lopez participated solely in the Performance-Based Incentive Plan in 2010. All named executive officers participated in the Performance-Based Incentive Plan in 2011 and 2012.

For 2010, payment of semi-annual merit bonuses was based on achievement of the following financial goals: (i) $265.0 million in total revenue, (ii) $39.0 million in operating income and (iii) $1.82 diluted earnings per share. Each of the 2010 performance targets was met and the bonuses were paid at 100% of the targeted amount. Payments were made in the amount of $204,600 for Mr. Lamb, $165,250 for Mr. Riggs, $168,000 for Mr. Costello and $58,500 for Ms. Burcar. In addition to the awards paid pursuant to the merit bonus program, the Compensation Committee approved additional cash bonuses to Mr. Lamb and Ms. Burcar of $100,000 and $80,000, respectively, for exceptional performance in the 2010 fiscal year.

2008 Performance-Based Incentive Plan

Our 2008 Performance-Based Incentive Plan (the “Performance-Based Incentive Plan”) was approved by stockholders in 2008 and is intended to qualify under the performance-based compensation exception set forth in Section 162(m) of the Internal Revenue Code (the “Code”). Pursuant to the terms of the plan, the Compensation Committee sets target bonus opportunities and selects performance measures and related target levels for each year. Bonus awards are based on our actual performance for the year based on the Company’s achievement of the performance measure target levels. Dr. Lopez was the only participant in the Performance-Based Incentive Plan in 2010.

For 2010, Dr. Lopez was eligible to earn a bonus from 88% to 170% of his total salary, depending on the percentage achieved of the 2010 performance targets. The performance targets for Dr. Lopez in 2010 were as follows: (i) $261.0 million to $278.3 million in total revenue, (ii) $37.8 million to $42.9 million operating income and (iii) $1.77 to $2.00 diluted earnings per share. Dr. Lopez earned the maximum bonus of $1,137,500 in 2010 based on the Company's achievement of more than 100% of the total revenue, operating income and diluted earnings per share goals.

For 2011, all cash bonus compensation to our named executive officers was made pursuant to the Performance-Based Incentive Plan, except for a $5,000 additional cash bonus approved by the Compensation Committee for Ms. Burcar for her efforts in connection with the launch of our new Neutron product. The goals associated with performance metric targets for all named executive officers paid 70% of the officer's target award if threshold performance was achieved and 140% of the target award if maximum "stretch" performance was achieved. The individual goals paid 100% if the individual goal was met in full. The following table presents the target bonus award and the eligible bonus range as a percentage of total salary for each named executive officer in 2011.

| Named Executive Officer | % of salary target award | % of salary bonus range if performance targets are met<br>Threshold performance | Stretch performance |
|---|---|---|---|
| George A. Lopez, M.D. | 125 % | 88 % | 175 % |
| Scott E. Lamb | 60 % | 38 % | 82 % |
| Steven C. Riggs | 50 % | 32 % | 68 % |
| Richard A. Costello | 50 % | 32 % | 68 % |
| Alison D. Burcar | 30 % | 19 % | 41 % |

The 2011 performance metric targets were total revenue, operating income and diluted earnings per share, accounting for 100% of Dr. Lopez's award and 90% of the award for each of the other named executive officers. In the case of officers other than Dr. Lopez, he or she had a specific financial and/or strategic individual goal for the other 10%. The individual component was only paid if the goal was fully met. The metric targets for all named executive officers in 2011 were as follows: (i) $266.2 million to $325.4 million in total revenue, (ii) $44.9 million to $56.9 million operating income and (iii) $2.04 to $2.59 diluted earnings per share. The officers were paid for 100% of the bonus attributed to the revenue goal and 140% of the bonus attributed to the operating income goal and the diluted earnings per share goal. The individual goal for our Chief Financial Officer was a successful implementation of our ERP system in our European facilities and was fully met. The individual goal for our Vice President of Operations was for full production capabilities for custom kits in our Mexico facility with $1 million of annual run rate of sell-through and was fully met. The individual goal for the Vice President of Sales was achieving $15 million of standard oncology sales and was fully met. The individual goal for the Vice President of Product Development was to achieve $1 million in sales of our Neutron product, which was not met because of the timing of the product launch.

The following table presents target and stretch bonus payouts and the actual amounts earned for each named executive officer for 2011.

| Named Executive Officer | Salary | Potential bonus payout of target at 100% | Potential stretch bonus payout | Potential maximum bonus payout | Actual bonus paid | Actual bonus paid % of salary |
|---|---|---|---|---|---|---|
| George A. Lopez | $670,000 | $837,500 | $335,000 | $1,172,500 | $1,061,833 | 158 % |
| Scott E. Lamb | $361,600 | $216,960 | $78,106 | $295,066 | $269,030 | 74 % |
| Steven C. Riggs | $330,000 | $165,000 | $59,400 | $224,400 | $204,600 | 62 % |
| Richard A. Costello | $336,000 | $168,000 | $60,480 | $228,480 | $208,320 | 62 % |
| Alison D. Burcar | $225,000 | $67,500 | $24,300 | $91,800 | $76,950 | 34 % |

For 2012, the cash bonus opportunities of our named executive officers were provided pursuant to the Performance-Based Incentive Plan. The goals associated with performance metric targets for all named executive officers paid 70% of the officer's target award if threshold performance was achieved and 140% of the target award if maximum "stretch" performance was achieved. The individual goals paid 100% if the individual goal was met in full. The following table presents the target bonus opportunities and the eligible bonus range as a percentage of total salary for each named executive officer in 2012.

| Named Executive Officer | % of salary target award | % of salary bonus range if performance targets are met | |
|---|---|---|---|
| | | Threshold performance | Stretch performance |
| George A. Lopez, M.D. | 125 % | 88 % | 175 % |
| Scott E. Lamb | 60 % | 38 % | 82 % |
| Steven C. Riggs | 50 % | 32 % | 68 % |
| Richard A. Costello | 50 % | 32 % | 68 % |
| Alison D. Burcar | 50 % | 32 % | 68 % |

The 2012 corporate performance measures were total revenue, operating income and diluted earnings per share, accounting for 100% of Dr. Lopez's award and 90% of the award for each of the other named executive officers. In the case of officers other than Dr. Lopez, he or she had a specific financial and/or financial individual goal for the other 10%. The individual component was only paid if the goal was fully met.

For 2012, payment of performance bonuses was principally based on achievement of the following financial target levels:

•$292.6 million to $357.6 million in total revenue,
•$52.4 million to $66.4 million operating income and
•$2.39 to $3.02 diluted earnings per share.

Our named executive officers were paid for 90% of the bonus attributed to the revenue goal and 110% of the bonus attributed to the operating income goal and the diluted earnings per share goal. The individual goal for our Chief Financial Officer was a successful implementation of company-wide telecommunications system and was fully met. The individual goal for our Vice President of Operations was to create a paperless environment for 90% of manufacturing activities and 50% of supply chain activities and was fully met. The individual goal for the Vice President of Sales was achieving $34.1 million of oncology sales and was not met. Oncology sales were $30.3 million in 2012. The individual goal for the Vice President of Product Development was to validate a two-shot molding process in-house for needlefree connector technologies and was met.

The following table presents target and stretch bonus payouts and the actual amounts earned under the Performance-Based Incentive Plan for each named executive officer for 2012.

| Named Executive Officer | Salary | Potential bonus payout of target at 100% | Potential stretch bonus payout | Potential maximum bonus payout | Actual bonus paid | Actual bonus paid % of salary |
|---|---|---|---|---|---|---|
| George A. Lopez | $ 690,100 | $ 862,625 | $ 345,050 | $ 1,207,675 | $ 891,379 | 129 % |
| Scott E. Lamb | $ 372,448 | $ 223,470 | $ 80,449 | $ 303,919 | $ 230,174 | 62 % |
| Steven C. Riggs | $ 339,900 | $ 169,950 | $ 61,182 | $ 231,132 | $ 175,049 | 52 % |
| Richard A. Costello | $ 346,080 | $ 173,040 | $ 62,294 | $ 235,334 | $ 160,927 | 47 % |
| Alison D. Burcar | $ 231,750 | $ 115,875 | $ 41,715 | $ 157,590 | $ 119,351 | 52 % |

Performance and Time-Based Equity Awards

We grant equity awards to our executive officers and certain employees to align their interest with the interest of our stockholders and to achieve our retention objectives. The use of equity awards further promotes our efforts to encourage the profitability and growth of the Company through the establishment of strong incentives.

The following table presents the option grants for each named executive officer for 2010 through 2012 and PRSU grants for 2012.

| | Time based option grants | | | PRSU grants |
|---|---|---|---|---|
| Name | 2010 | 2011 | 2012 | 2012 |
| George A. Lopez, M.D. | 80,000 | 80,000 | 88,857 | 16,818 |
| Scott E. Lamb | 30,000 | 30,000 | 23,772 | 5,040 |
| Steven C. Riggs | 30,000 | 30,000 | 20,683 | 4,386 |
| Richard A. Costello | 30,000 | 30,000 | 13,847 | 2,936 |
| Alison D. Burcar | 6,000 | 20,000 | 9,421 | 1,998 |

For 2010 and 2011, Messrs. Lamb, Riggs and Costello were awarded the same number of options in recognition of the Compensation Committee's assessment of their relatively similar scope of responsibility. Also for 2010 and 2011, Dr. Lopez and Ms. Burcar had relatively larger and smaller roles, respectively, in the management of the Company than the other named executive officers, which is reflected in the size of their respective grants. The awards in 2010 and 2011 were issued in the first and third quarters of each year. The awards in 2012 were issued in the first quarter of 2012.

In 2011, the grant date fair value of options awarded to Dr. Lopez, Messrs. Lamb, Riggs and Costello were between the 25th and 50th percentile of their respective positions within our peer group. The grant date fair value of the options awarded to Ms. Burcar was greater than the 75th percentile of her respective peer group. In determining the equity awards, the Compensation Committee reviews data compiled by Compensia that includes comparisons to the officer's peer group as well as our operating performance and individual performance to determine the number of options to be granted to each officer. The executive officer's compensation is reviewed as a total compensation package that includes salary, bonus and equity. In setting the number of options awarded the Compensation Committee did not target any specific percentile; however, the Compensation Committee believes that the fair value of option awards is consistent with our general practice of awarding total compensation generally with reference to the market median, with adjustments upwards or downwards based on factors such as Company and individual performance, experience, longevity with the Company and unique requirements of the position.

In 2012, our Compensation Committee adjusted its approach for determining equity awards, based on the data provided by Compensia. Our Compensation Committee determined to set total direct compensation opportunity (cash and equity) at approximately the 65th percentile of the compensation peer group. The equity awards were granted to achieve the targeted total direct compensation at the 65th percentile of the comparable positions in the compensation peer group for each executive officer. The executive officers received an opportunity with 25% of their target equity award value in the form of PRSUs and 75% of their target equity award value in the form of time-based stock options. The shares of our common stock subject to the PRSU awards were to be earned based on a one-year performance period and measured against total shareholder return ("TSR") relative to Health Care Equipment and Services companies with revenues between $50 million and $2.5 billion (the "index"). If our TSR was equal or greater than the 33rd percentile of the index, 50% of the award would be earned. If our TSR was equal or greater than the 50th percentile of the index, 100% of the award would be earned. If our TSR was equal or greater than the 75th percentile of the index, 200% of the award would be earned.

For 2012, our executive officers earned 200% of their PRSU awards because our TSR was greater than the 75th percentile. The above table presents the granted units at 200% of the original award. Vesting of the PRSU award is 1/3 on the three anniversary dates of the award. Beginning in 2012, equity awards are made once per year, in the first quarter of each year.

Long-Term Retention Plan

The Long-Term Retention Plan ("LTRP") was established in 2005 as a discretionary deferred compensation plan under which discretionary cash payments could be made to certain employees six years after an award was made. Under the LTRP, the Compensation Committee periodically determined, after advice from and consultation with, the CEO, the award to each participant other than the CEO. The Compensation Committee determined the award to the CEO, without advice from or consultation with the CEO. The amounts of the annual awards were discretionary, and did not bear a relationship to the executive officers' other compensation or performance.

Awards, other than awards to the CEO, could be paid or not paid at the sole discretion of the CEO on the sixth anniversary of the award date; provided, however that awards could be paid sooner if Dr. Lopez ceases to be CEO. Awards to Dr. Lopez could be paid or not paid at the sole discretion of the Compensation Committee on the sixth anniversary of the award date or sooner if the employment of Dr. Lopez was terminated or he was replaced as CEO without cause (as defined in the

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LTRP). To receive payment of an award, a participant had to have been continually employed by the Company from the time that the award was made until the time that payment is due.

There were no grants under the LTRP in 2008, 2009 or 2010. The Company curtailed future awards to officers under the LTRP because it has re-established the use of stock options. The payment due date for the 2005 awards was January 29, 2011. On January 28, 2011, the Compensation Committee determined to pay out the maturing 2005 awards in full. However, the Committee determined not to make any payments in the future as to the 2006 and 2007 awards and also determined that no additional awards would be made under the LTRP in the future, effectively terminating the plan.

The amounts paid in 2011 to the named executive officers with respect to the 2005 awards under the LTRP were as follows:

| Officer | |
|---|---|
| George A. Lopez, M.D. | $1,000,000 |
| Scott E. Lamb | $200,000 |
| Steven C. Riggs | $400,000 |
| Richard A. Costello | $333,000 |
| Alison D. Burcar | $220,000 |

Summary Compensation Table

The following table shows all compensation awarded to, earned by or paid to each of the Company's principal executive officer, principal financial officer and the next three most highly compensated executive officers whose 2012 total compensation exceeded $100,000 (collectively, the "named executive officers"). All amounts except for those set forth in the "Equity Awards" column are included in the year earned rather than the year actually paid; a portion of certain amounts, other than salary, may be paid in the following year.

SUMMARY COMPENSATION TABLE

| Name and principal position | Year | Salary ($) | Bonus ($)(1) | Stock Awards ($) (2) | Option Awards ($) (3) | Non-equity incentive plan compensation ($)(4) | All other compensation ($)(5) | Total ($) |
|---|---|---|---|---|---|---|---|---|
| George A. Lopez, M.D., | 2012 | 690,100 | — | 366,632 | 1,221,691 | 891,379 | 15,750 | 3,185,552 |
| Chairman of the Board, | 2011 | 670,000 | — | — | 1,064,871 | 1,061,833 | 1,008,770 | 3,805,474 |
| President and Chief Executive Officer | 2010 | 670,000 | — | — | 849,641 | 1,137,500 | 32,989 | 2,690,130 |
| Scott E. Lamb, | 2012 | 372,448 | — | 109,872 | 373,402 | 230,174 | 14,028 | 1,099,924 |
| Treasurer and Chief | 2011 | 361,600 | — | — | 474,290 | 269,030 | 210,095 | 1,315,015 |
| Financial Officer | 2010 | 341,000 | 100,000 | — | 318,615 | 204,600 | 7,399 | 971,614 |
| Steven C. Riggs, Vice President of Operations | 2012 | 339,900 | — | 95,615 | 324,883 | 175,049 | 15,750 | 951,197 |
| | 2011 | 330,000 | — | — | 474,290 | 204,600 | 408,864 | 1,417,754 |
| | 2010 | 330,000 | — | — | 318,615 | 165,250 | 11,766 | 825,631 |
| Richard A. Costello, Vice President of Sales | 2012 | 346,080 | — | 64,005 | 217,505 | 160,927 | — | 788,517 |
| | 2011 | 336,000 | — | — | 474,290 | 208,320 | 333,000 | 1,351,610 |
| | 2010 | 336,000 | — | — | 318,615 | 168,000 | — | 822,615 |
| Alison D. Burcar, Vice | 2012 | 231,750 | — | 43,556 | 147,982 | 119,351 | 9,916 | 552,555 |
| President of Product | 2011 | 225,000 | 5,000 | — | 316,193 | 76,950 | 221,641 | 844,784 |
| Development | 2010 | 195,000 | 80,000 | — | 62,628 | 58,500 | — | 396,128 |

(1) The 2010 bonuses for Mr. Lamb and Ms. Burcar were additional cash bonuses approved by the Compensation Committee for exceptional performance in the 2010 fiscal year. The 2011 bonus for Ms. Burcar was an additional cash bonus approved by the Compensation Committee for her efforts in 2011 in connection with the launch of our new Neutron product.

(2) Represents the grant date fair value of performance-based restricted stock granted in the period. See Note 2 in the Company’s Consolidated Financial Statements included in its 2012 Annual Report on Form 10-K for assumptions made in valuation of the performance-based restricted stock.

(3) Represents the grant date fair value of stock options granted in the period. See Note 2 in the Company’s Consolidated Financial Statements included in its 2012 Annual Report on Form 10-K for assumptions made in valuation of stock options.

(4) The 2012 and 2011 amounts for all named executive officers represent the achievement of each respective officer's fiscal year 2012 and 2011 performance and stretch performance goals, consistent with the terms of the Performance-Based Incentive Plan. The 2010 amount for Dr. Lopez represents the achievement of his fiscal year 2010 performance and stretch performance goals, consistent with the terms of the Performance-Based Incentive Plan. The 2010 amounts for Mr. Lamb, Mr. Riggs, Mr. Costello and Ms. Burcar are from the achievement of goals associated with their respective merit bonuses.

(5) Other compensation in 2012 for Dr. Lopez, Mr. Lamb, Mr. Riggs and Ms. Burcar is the Company’s match on the officer’s 401(k) contributions. Other compensation for Dr. Lopez in 2011 includes a lump sum payment of $1,000,000 in connection with the effective termination of the LTRP ("the LTRP payout") and $8,770 from the Company's match on Dr. Lopez's 401(k) contributions. Other compensation for Mr. Lamb in 2011 includes $200,000 from the LTRP payout and $10,095 from the Company's match on Mr. Lamb's 401(k) contributions. Other compensation for Mr. Riggs in 2011 includes $400,000 from the LTRP payout and $8,864 from the Company's match on Mr. Rigg's 401(k) contributions. Other compensation for Mr. Costello in 2011 is from the LTRP payout. Other compensation for Ms. Burcar in 2011 includes $220,000 from the LTRP payout and $1,641 from the Company's match on Ms. Burcar's 401(k) contributions. Other compensation for Dr. Lopez in 2010 includes $25,000 for a donation made by the Company on behalf of Dr. Lopez and $7,989 is the Company’s match on Dr. Lopez’s 401(k) contributions. Other compensation for Mr. Lamb and Mr. Riggs in 2010 is the Company’s match on the officer’s 401(k) contributions.

We have entered into employment agreements with each of the named executive officers. The term of each of the agreements is an annual period ending December 31 and is automatically renewed for an annual period upon expiration, unless terminated by the Company. The agreements may be terminated by the Company with or without cause on sixty days notice. The terms of the agreements generally provide for a base salary and performance-based bonus target for each named executive; however, the agreements do not provide for a guaranteed term of employment. Upon termination of employment with the Company due to disability, the employment agreements also provide for a lump sum payment equal to 50% of the executive officer’s base salary for the term of the agreement. Other than these provisions requiring 60 days of notice for termination and the lump sum payment upon termination due to disability, we do not have severance agreements with any of our executive officers.

Grants of Plan-Based Awards

The following table presents awards in 2012 under the Company’s various incentive award plans.

GRANTS OF PLAN-BASED AWARDS FOR 2012

| Name | Grant date | Estimated possible payouts under non-equity incentive plan awards | | | Estimated Future Payouts Under Equity Incentive Plan Awards | | | Grant date fair value of stock and option awards |
|---|---|---|---|---|---|---|---|---|
| | | Threshold ($) | Target ($) | Maximum ($) | Threshold(#) | Target (#) | Maximum (#) | |
| George A. Lopez, M.D. | | | | | | | | |
| Performance bonus (1) | | $— | $862,625 | $1,207,675 | | | | |
| Stock option (2) | 02/01/12 | | | | — | 88,857 | 88,857 | $1,221,691 |
| PRSUs (3) | 02/01/12 | | | | — | 8,409 | 16,818 | $366,632 |
| Scott E. Lamb | | | | | | | | |
| Performance bonus (1) | | $— | $223,470 | $303,919 | | | | |
| Stock option (2) | 02/01/12 | | | | | 23,772 | 23,772 | $373,402 |
| PRSUs (3) | 02/01/12 | | | | — | 2,520 | 5,040 | $109,872 |
| Steven C. Riggs | | | | | — | | | |
| Performance bonus (1) | | $— | $169,950 | $231,132 | | | | |
| Stock option (2) | 02/01/12 | | | | | 20,683 | 20,683 | $324,883 |
| PRSUs (3) | 02/01/12 | | | | | 2,193 | 4,386 | $95,315 |
| Richard A. Costello | | | | | — | | | |
| Performance bonus (1) | | $— | $173,040 | $235,334 | — | | | |
| Stock option (2) | 02/01/12 | | | | | 13,847 | 13,847 | $217,505 |
| PRSUs (3) | 02/01/12 | | | | | 1,468 | 2,936 | $64,005 |
| Alison D. Burcar | | | | | | | | |