

SIGNET JEWELERS LTD
Form DEF 14A
April 26, 2011
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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 §240.14a-12

SIGNET JEWELERS LIMITED

(Name of Registrant as Specified In Its Charter)

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 the 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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Signet Jewelers Limited

(Registered in Bermuda, No. 42069)

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Dear Shareholder

April 26, 2011

ANNUAL GENERAL MEETING (Meeting)

It is my pleasure to invite you to the 2011 Annual General Meeting of the Shareholders of Signet Jewelers Limited, which will be held on Thursday, June 16, 2011 at 11:00 a.m. EDT, at Hilton Akron/Fairlawn, 3180 W. Market Street, Akron, Ohio, 44333, United States.

In accordance with best practice governance principles, at the Meeting you will be asked to approve an amendment to the Bye-laws of the Company providing for the annual election of Directors effective at the Meeting. In the event the amendment is approved, you will be asked to elect seven directors to the Company's Board to serve until the 2012 annual general meeting of shareholders or until their respective successors are elected in accordance with the amended Bye-laws of the Company. The Shareholder vote required to approve this amendment is very high (75 percent of the outstanding shares). Our Board of Directors is committed to strong and effective corporate governance and so, in the event that the required majority is not reached, you will still be asked to elect seven directors to the Company's Board, because each of the seven members of the Board intends to resign from the Board and offer himself or herself for election. In that event, four directors will retire in accordance with the current Bye-laws, and three directors will retire voluntarily. You are also being asked to appoint KPMG LLP, the US member firm of KPMG International, as our independent registered public accounting firm, in place of KPMG Audit plc, the UK member firm of KPMG International. This change is occurring in recognition that our accounting function is relocating to the United States. Further, we are asking you to approve the Signet Jewelers Limited Annual Performance Bonus Plan, which is designed to enable our Compensation Committee to grant incentive compensation that is not subject to the deduction limitation of Section 162(m) of the U.S. Internal Revenue Code. We are also providing Shareholders with an advisory vote to approve the compensation of named executive officers as disclosed in the Proxy Statement (referred to as a "Say-on-Pay" vote) and an advisory vote on the frequency of the Say-on-Pay vote (referred to as a "frequency vote"), pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Information regarding the matters to be voted upon at this year's Meeting is contained in the Notice of Meeting and Proxy Statement which are included in the following pages.

The Company's audited financial statements for the fiscal year ended January 29, 2011 ("Fiscal 2011") as approved by the Board will be presented at the Meeting.

This year we are again taking advantage of the rules under the Securities Exchange Act of 1934 that allow companies to furnish proxy materials to Shareholders electronically by the internet. You will receive a notice regarding the availability of Proxy Materials (the "Notice") by mail or email. You will not receive a printed copy of the proxy materials unless you specifically request one or have previously requested one. The Notice instructs you how to access and review all of the important information contained in the Proxy Statement, as well as how to submit your proxy electronically by the internet or, additionally for US Shareholders, by telephone. If you would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting these materials which are included in the Notice. The Notice, form of proxy and form of direction include instructions on how you can access and review the Notice of Meeting and Proxy Statement on the Company's website.

It is important that your shares are represented and voted at the Meeting, regardless of the size of your holdings. Your vote is important.

Sir Malcolm Williamson

Chairman

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Notice of Annual General Meeting

Notice is hereby given that the 2011 Annual General Meeting (Meeting) of the Shareholders of Signet Jewelers Limited (the Company) will be held at the Hilton Akron/Fairlawn, 3180 W. Market Street, Akron, Ohio, 44333, United States on Thursday, June 16, 2011 at 11:00 a.m. EDT, to consider the following items of business:

1. To vote on a proposal to amend the Company s Bye-laws to provide for the annual election of Directors in the manner contemplated in Appendix 1 to the Proxy Statement accompanying this notice.
2. If proposal 1 is approved, to elect seven directors to the Company s Board of Directors to serve until the next Annual General Meeting of the Company or until their respective successors are elected in accordance with the amended Bye-laws of the Company.
3. If proposal 1 is not approved, to elect the four directors who will retire in accordance with the current Bye-laws of the Company and the three directors who will retire voluntarily.
4. To appoint KPMG LLP as independent auditor of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Audit Committee to determine its compensation.
5. To approve the Signet Jewelers Limited Annual Performance Bonus Plan.
6. To hold a non-binding, advisory vote to approve the compensation of our named executive officers as disclosed in the Proxy Statement (the Say-on-Pay vote).
7. To hold a non-binding, advisory vote on the frequency of the Say-on-Pay vote.

In addition, we will consider the transaction of any other business properly brought at the Meeting or any adjournment or postponement thereof.

Each of the matters to be presented at the Meeting will be voted upon by poll.

The Company s audited financial statements for Fiscal 2011 as approved by our Board will be presented at the Meeting.

The Board of Directors has fixed the close of business on April 14, 2011, as the record date for the Meeting. All Shareholders of record at the close of business on that date are entitled to notice of, and to be present and vote at, the Meeting and at any adjournment and continuation thereof.

Attendance at the Meeting will be limited to Shareholders of record, beneficial owners of Company Common Shares entitled to provide instructions to vote at the Meeting having evidence of ownership, proxies and corporate representatives of Shareholders, and invited guests of management. Any person claiming to be an authorized representative of a Shareholder must, upon request, produce written evidence of such authorization.

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The Meeting will be conducted pursuant to the Company's By-laws and rules of order prescribed by the Chairman of the Meeting.

By Order of the Board

Mark A. Jenkins

Group Company Secretary

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Registered in Bermuda No. 42069

April 26, 2011

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL GENERAL MEETING IN PERSON AND REGARDLESS OF THE NUMBER OF SHARES YOU OWN, PLEASE REGISTER YOUR VOTE BY APPOINTING A PROXY ELECTRONICALLY BY INTERNET OR, FOR U.S. SHAREHOLDERS, BY TELEPHONE IN ACCORDANCE WITH THE INSTRUCTIONS ON THE FORM OF PROXY OR ALTERNATIVELY MARK, SIGN AND DATE THE FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS THEREON AND MAIL IT PROMPTLY TO ENSURE THAT YOUR SHARES WILL BE REPRESENTED. YOU MAY VOTE IN PERSON IF YOU ATTEND THE ANNUAL GENERAL MEETING. YOUR PROXY IS REVOCABLE AT ANY TIME BY SENDING WRITTEN NOTICE OF REVOCATION OR BY SUBMISSION OF A PROPERLY EXECUTED PROXY BEARING A LATER DATE TO THE TRANSFER AGENT OR BY VOTING IN PERSON AT THE MEETING.

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SIGNET JEWELERS LIMITED
2011 Annual General Meeting of Shareholders

Registered in Bermuda No. 42069

April 26, 2011

PROXY STATEMENT

For

Annual General Meeting of Shareholders

To Be Held On June 16, 2011

This Proxy Statement (the "Proxy Statement") is being furnished to the holders of Common Shares, par value \$0.18 per share (the "Common Shares") of Signet Jewelers Limited (the "Company" or "Signet"), a company registered in Bermuda, in connection with the solicitation of proxies by and on behalf of the Board of Directors of the Company (the "Board of Directors" or the "Board") for use at the Annual General Meeting of Shareholders to be held on Thursday June 16, 2011 at 11:00 a.m. EDT, at the Hilton Akron/Fairlawn, 3180 W. Market Street, Akron, Ohio, 44333, United States, and at any adjournments or postponements thereof (the "Annual General Meeting" or the "Meeting"). The purpose of the Annual General Meeting is to conduct the following items of business:

1. To vote on a proposal to amend the Company's Bye-laws to provide for the annual election of Directors in the manner contemplated in Appendix 1 to the Proxy Statement.
2. If proposal 1 is approved, to elect seven directors to the Company's Board of Directors to serve until the next Annual General Meeting of the Company or until their respective successors are elected in accordance with the amended Bye-laws of the Company.
3. If proposal 1 is not approved, to elect the four directors who will retire in accordance with the current Bye-laws of the Company and the three directors who will retire voluntarily.
4. To appoint KPMG LLP as independent auditor of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Audit Committee to determine its compensation.
5. To approve the Signet Jewelers Limited Annual Performance Bonus Plan.
6. To hold a non-binding, advisory vote to approve the compensation of our named executive officers as disclosed in the Proxy Statement (the "Say-on-Pay" vote).
7. To hold a non-binding, advisory vote on the frequency of the Say-on-Pay vote.

In addition we will consider the transaction of any other business properly brought at the Meeting or any adjournment or postponement thereof.

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The Company's audited financial statements for Fiscal 2011 as approved by our Board will be presented at the Meeting.

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INFORMATION ABOUT ANNUAL GENERAL MEETING & PROXY VOTING

Electronic Delivery Of Proxy Materials

This year, the Company is again furnishing proxy materials to Shareholders electronically by internet. You will receive a Notice regarding the availability of Proxy Materials (Internet Notice) by mail or e-mail, and you will not receive a printed copy of the proxy materials, unless you specifically request one or have previously requested one. If you would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting these materials included in the Internet Notice or by any of the following methods: by internet at www.signetjewelers.com/shareholders, by telephone 808-776-9962 for US Shareholders or 0871 664 0300 for UK Shareholders; or by sending an e-mail to info@amstock.com for US Shareholders or ssd@capitaregistrars.com for UK Shareholders with Proxy Materials Signet Jewelers Limited in the subject line. We plan to mail the Internet Notice to Shareholders on April 27, 2011.

Record Date and Quorum

We first made available the proxy solicitation materials on April 26, 2011 by filing them with the United States Securities and Exchange Commission (the SEC) and posting them on our website, www.signetjewelers.com. We expect to begin to mail the proxy solicitation materials to Shareholders who requested hard copies on April 27, 2011.

Each outstanding Common Share entitles the holder thereof as of the close of business on April 14, 2011 (the Record Date) to one vote on each matter to come before the Annual General Meeting. As of the Record Date, excluding treasury shares, there were 86,408,697 Common Shares outstanding. There are no other outstanding voting securities of the Company other than the Common Shares.

The presence at the Annual General Meeting in person or by proxy of two holders of Common Shares outstanding and entitled to vote will constitute a quorum for the transaction of business. Abstentions and broker non-votes are treated as present and entitled to vote, and therefore are counted in determining the existence of a quorum. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner with respect to such item. At the Annual General Meeting, the Group Company Secretary will determine whether or not a quorum is present.

Voting and Who May Vote

Voting on the matters to come before the meeting will be conducted by way of a poll. After each resolution has been introduced, Shareholders will have an opportunity to ask questions relating to the resolution. Voting on the specific resolution will be deferred to the end of the Meeting in order to simplify and aid the voting procedure other than Proposal 1 (Amendment of Bye-laws). The Company's transfer agent, American Stock Transfer & Trust Company, will explain and conduct the poll on each resolution, count the votes and certify the results. The final figures of the proxy votes cast for, against and in abstention from the resolutions will be filed with the SEC and the London Stock Exchange and will be published on the Company's website as soon as practicable, after the conclusion of the Meeting. Only Shareholders who were recorded in the register of Shareholders of the Company at the Record Date will be entitled to vote. Other than Shareholders, only proxies or corporate representatives are entitled to vote at the meeting. In order to do so, the proxy card must be signed by the Shareholder, or the proxy. Holders of depositary interests should see the paragraph headed Electronic Voting through CREST for Depositary Interest Holders below for details of the deadline to register their vote.

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Electronic Voting Instruction through CREST for Depository Interest Holders

This method of voting instruction is only open to persons who hold interests in the Company's shares through depository interests held in CREST outside the United States.

CREST Shareholders who wish to appoint Capita IRG Trustees (Nominees) Limited to vote on their behalf utilizing the CREST proxy voting service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST manual. CREST personal Shareholders or other CREST sponsored Shareholders, and those CREST Shareholders who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.

In order for a voting instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions as described in the CREST manual. The CREST message must, in order to be valid, be transmitted so as to be received by Capita Registrars (CREST participant ID RA 10) no later than 72 hours before the time appointed for the holding of the Meeting or adjourned Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST message by the CREST Applications Host) from which the Company's agent is able to retrieve the CREST message by enquiry to CREST in the manner prescribed by CREST. After this time any change of voting instructions through CREST should be communicated through other means.

CREST Shareholders and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Voting Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST message is transmitted by means of the CREST system by any particular time. In this connection, CREST Shareholders and, where applicable, their CREST sponsors or voting service provider(s) is/are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system timings which can be found at www.euroclear.com/site/public/EU.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of Proxies

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy may be appointed by returning a proxy card or by internet at www.signetjewelers.com, and, for US Shareholders, by telephone. For more information refer to the form of proxy card for instruction. A proxy need not be a Shareholder of the Company, but must attend the Meeting in person to represent the Shareholder. If a Shareholder appoints more than one proxy, each proxy must be appointed to exercise the rights attaching to different shares held by that Shareholder. If you do not nominate your own proxy, the Chairman of the Meeting will be appointed as your proxy.

To be valid, the form of proxy and any power of attorney or other authority under which it is signed must be received at the office of the Company's registrars/transfer agents, American Stock Transfer & Trust Company Operations Center, 6201 15th Avenue, Brooklyn, NY 11219 for US Shareholders, or Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU for UK Shareholders, by 12:01 am EDT (5.01 am UK time) on June 16, 2011. Completing and returning a form of proxy will not prevent a Shareholder from attending and voting at the Meeting should he so wish. To change your proxy instructions you may return a new

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proxy appointment using the methods set out above. Where you have appointed a proxy using the form of proxy and would like to change the instructions using another form of proxy, please contact the Company's relevant registrars. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same Meeting, the one which is last sent will be treated as replacing and revoking the other or others.

Proxies

If you submit your proxy by mail, please ensure that the form of proxy is properly completed signed, dated and returned to the Company as directed by 12:01 am EDT (5.01 am UK time) on June 16, 2011, which is approximately 11 hours before the start of the meeting. The individual(s) identified as proxies thereon will vote the shares represented by the form of proxy in accordance with the directions noted thereon. Alternatively, you can appoint a proxy to cast your vote electronically by internet or, if you are a US Shareholder, by telephone as set out in the Internet Notice. If you do not indicate how your shares should be voted on a matter, the shares represented by your properly completed form of proxy, in which no named proxy is appointed, will be voted as the Board of Directors recommends. The Company's management does not know of any matters other than those discussed in this Proxy Statement that will be presented at the Annual General Meeting. If, however, other matters are presented, all proxies, in which no named proxy is appointed, will be voted in accordance with the recommendations of the Board of Directors.

Returning your completed proxy card or appointing a proxy electronically by the internet or by telephone will not prevent you from voting in person at the Annual General Meeting if you are able to attend and wish to vote.

Revocation of Proxy

You may revoke your proxy at any time before it is voted by sending written notice of revocation, or by submission of a properly executed form of proxy bearing a later date to the Company's Registrars/transfer agents prior to the Annual General Meeting at: American Stock Transfer & Trust Company Operations Center, 6201 15th Avenue, Brooklyn, NY 11219 for US Shareholders or Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU for UK Shareholders or by attending the Annual General Meeting and giving notice of revocation in person.

Required Votes

Proposal One (Proposal to Amend the Company's Bye-laws): Certain Bye-laws of the Company (including those relating to election of directors) cannot be rescinded, altered or amended without the affirmative vote of the holders of at least 75% of the outstanding Common Shares represented in person or by proxy. Abstentions and broker non-votes are not counted as votes cast for the purpose of amending the Bye-laws, and accordingly will have the effect of a no vote. In accordance with the New York Stock Exchange (NYSE) rules, brokers will be able to vote shares with respect to the amendment of the Bye-laws without instructions from the underlying Shareholders.

Proposal Two (Election of Seven Directors if Proposal 1 is Approved): The election of Directors is decided by the affirmative vote of a majority of the votes cast by the holders of Common Shares represented in person or by proxy at the Annual General Meeting entitled to vote in the election. Abstentions and broker non-votes are not counted as votes cast for the purpose of electing Directors. Accordingly, abstentions and broker non-votes will not be taken into account and, therefore, will not affect the outcome of the election of Directors. In accordance with the NYSE rules, brokers will not be able to vote shares with respect to the election of Directors without instructions from the underlying Shareholders.

Proposal Three (Election of Seven Directors if Proposal 1 is Not Approved): The election of Directors is decided by the affirmative vote of a majority of the votes cast by the holders of Common Shares represented in

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person or represented by proxy at the Annual General Meeting entitled to vote in the election. Abstentions and broker non-votes are not counted as votes cast for the purpose of electing Directors. Accordingly, abstentions and broker non-votes will not be taken into account and, therefore, will not affect the outcome of the election of Directors. In accordance with the NYSE rules, brokers will not be able to vote shares with respect to the election of directors without instructions from the underlying Shareholders.

Proposal Four (Appointment of KPMG LLP, Independent Registered Public Accounting Firm as Auditor): The affirmative vote of a majority of the votes cast by the holders of Common Shares represented in person or by proxy at the Annual General Meeting and entitled to vote on this proposal is required to appoint KPMG LLP as the Company's independent registered public accounting firm as auditor to the Company until the end of the next Annual General Meeting of the Company and to authorize the Audit Committee to determine its compensation. Abstentions and broker non-votes are not counted as votes cast for the purpose of the appointment of KPMG LLP. Accordingly, abstentions and broker non-votes will not be taken into account and, therefore, will not affect the outcome of the appointment of the Company's independent registered public accounting firm. In accordance with NYSE rules, brokers will be able to vote shares with respect to the appointment of the Company's independent registered public accounting firm without instructions from the underlying Shareholders.

Proposal Five (Approval of the Signet Jewelers Limited Annual Performance Bonus Plan): The affirmative vote of a majority of the votes cast by the holders of Common Shares represented in person or by proxy at the Annual General Meeting and entitled to vote on this proposal is required to approve the Signet Jewelers Limited Annual Performance Bonus Plan. Abstentions and broker non-votes are not counted as votes cast for the purpose of the approval. Accordingly, abstentions and broker non-votes will not be taken into account and, therefore, will not affect the outcome of the approval of the bonus plan. In accordance with NYSE rules, brokers will not be able to vote shares with respect to the bonus plan without instruction from the underlying Shareholders.

Proposal Six (Advisory Vote to Approve the Compensation of Named Executive Officers as Disclosed in the Proxy Statement): The affirmative vote of a majority of the votes cast by the holders of Common Shares represented in person or by proxy at the Annual General Meeting and entitled to vote on this proposal is required to approve, on a non-binding, advisory basis, the compensation of the named executive officers as disclosed in the Proxy Statement. The Say-on-Pay vote is advisory, and therefore not binding on the Company, the Compensation Committee or our Board of Directors. Abstentions and broker non-votes are not counted as votes cast for the purpose of the advisory vote. Accordingly, abstentions and broker non-votes will not be taken into account and, therefore, will not affect the outcome of the advisory vote. In accordance with NYSE rules, brokers will not be able to vote shares with respect to the Say-on-Pay advisory vote without instruction from the underlying Shareholders.

Proposal Seven (Advisory Vote on the Frequency of the Say-on-Pay Vote): The option of one year, two years or three years that receives the highest number of votes cast by the holders of Common Shares represented in person or by proxy at the Annual General Meeting and entitled to vote on this proposal will be the frequency for the advisory vote on executive compensation that has been selected by Shareholders. However, because this vote is advisory and not binding on the Board of Directors or the Company in any way, the Board may decide that it is in the best interests of our Shareholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option approved by our Shareholders. Abstentions and broker non-votes are not counted as votes cast for the purpose of the advisory vote. Accordingly, abstentions and broker non-votes will not be taken into account and, therefore, will not affect the outcome of the advisory vote. In accordance with NYSE rules, brokers will not be able to vote shares with respect to the frequency vote without instruction from the underlying Shareholders.

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Other Matters

Shareholder Proposals for Inclusion in the Proxy Statement for the 2012

Annual General Meeting

Shareholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act will be considered for inclusion in the Company's 2012 Proxy Statement and proxy card for the 2012 Annual General Meeting if the proposal is received in writing by the Group Company Secretary by no later than December 28, 2011. The notice of proposal must comply with the requirements established by the SEC, and must include the information specified in Bye-law 26 of the Company's Bye-laws and must be a proper subject for Shareholder action under Bermuda law. A copy of the Company's Bye-Laws may be found on the Company's website, www.signetjewelers.com.

Notice of business to be brought at the 2012 Annual General Meeting submitted pursuant to Bye-law 26 of the Company's Bye-laws must be received in writing by the Group Company Secretary between February 17 and March 18, 2012. Bye-law 26 of the Company's Bye-laws sets forth the procedures (including, without limitation, advance notice requirements disclosed above) a Shareholder must follow to request that an item be put on the agenda of a general meeting of Shareholders.

Additionally, under Bermuda law, Shareholders holding not less than five percent of the total voting rights or 100 or more Shareholders together may require us to give notice to our Shareholders of a proposal to be submitted at an annual general meeting. Generally, notice of such a proposal must be received not less than six weeks before the date of the meeting and must otherwise comply with the requirements of Bermuda law.

Proposals should be sent to the Company at Clarendon House, 2 Church Street, Hamilton HM11 Bermuda, addressed to the attention of Mark A. Jenkins, Group Company Secretary.

Householding

Exchange Act rules allow the Company to deliver a single Internet Notice (or proxy materials and Annual Report on Form 10-K in the case of Shareholders who receive paper copies of proxy materials) to an address shared by two or more of our Shareholders. This delivery method, referred to as "householding," can result in significant cost savings for the Company. In order to take advantage of this opportunity, the Company and the banks and brokerage firms that hold your shares have delivered only one Internet Notice (or proxy materials and Annual Report on Form 10-K in the case of Shareholders who receive paper copies) to multiple Shareholders who share an address unless one or more of the Shareholders has provided contrary instructions. The Company will deliver promptly, upon written or oral request, a separate copy of the Internet Notice (or, proxy materials and Annual Report on Form 10-K in the case of Shareholders who receive paper copies), to a Shareholder at a shared address to which a single copy of the document was delivered. A Shareholder who wishes to receive a separate copy of the Internet Notice (or proxy materials and Annual Report on Form 10-K in the case of Shareholders who receive paper copies), now or in the future, may obtain one, promptly and without charge, by addressing a request to, Signet Jewelers Limited c/o Signet Group Services Limited 15, Golden Square, London, W1F 9JG or by calling +44 (0) 20 7317 9700. You may also download a copy of each of these documents from the Company's website www.signetjewelers.com. Shareholders of record sharing an address who are receiving multiple copies of these materials and wish to receive a single copy of such materials in the future should submit their request by contacting us in the same manner.

If you are the beneficial owner, but not the record holder, of Common Shares and wish to receive only one copy of these materials in the future, you will need to contact your broker, bank or other nominee to request that only a single copy of each document be mailed to all Shareholders at the shared address in the future.

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Solicitation of Proxies

The Company will bear the cost of the solicitation of proxies. The Company has instructed the firm of Innisfree M&A Incorporated to assist in the solicitation of proxies on behalf of the Board. Innisfree M&A Incorporated has agreed to perform this service for a fee of not more than \$10,000, plus any out of pocket expenses. In addition, solicitation may occur by internet, by mail and/or by telephone. The Company will request banks, brokers and the custodian nominees and fiduciaries to supply proxy materials to the beneficial owners of the Company's Common Shares of whom they have knowledge, and will reimburse them for their expenses in so doing. Certain Directors, officers and other employees of the Company, not specially employed for the purpose, may solicit proxies, without additional remuneration, by personal interview, mail, telephone, fax or email.

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Except to the extent noted below, each director, named executive officer or entity has sole voting and investment power over the Common Shares reported.

Shareholders Who Beneficially Own At Least Five Percent**of the Common Shares**

The following table shows all persons who were known to us to be beneficial owners (determined in accordance with Rule 13d-3 of the Exchange Act) of at least five percent of the Common Shares as of April 14, 2011. This table is based upon reports filed with the SEC. Copies of these reports are publicly available from the SEC on its website, www.sec.gov.

Name and address of beneficial holder	% of Class	Number of shares	Nature of holding
Group consisting of Artisan Partners Holdings LP, Artisan Investment Corporation, Artisan Partners Limited Partnership, Artisan Investments GP LLC, ZFIC, Inc., Andrew A. Ziegler and Carlene M. Ziegler 875 East Wisconsin Avenue Suite 800 Milwaukee WI 53202 USA	11.6	9,981,234	(1)
Sprucegrove Investment Management Ltd 181 University Avenue Suite 1300 Toronto Ontario Canada M5H 3M7	6.81	5,842,374	(2)
Select Equity Group, Select Offshore Advisors, LLC and George S. Loening 380 Lafayette Street, 6th Floor New York, NY 10003 USA	5.90	5,061,695	(3)

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Investec Asset Management Limited	5.86	5,028,945	(4)
2 Gresham Street			
London			
EC2V 7QP			
England			
FMR LLC	5.86	5,023,062	(5)
82 Devonshire Street			
Boston			
MA 02109			
USA			
Harris Associates L.P.	5.28	4,527,040	(6)
Two North LaSalle Street			
Suite 500			
Chicago			
IL 60602 3790			
USA			

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None of the Company's Common Shares entitle the holder to any preferential voting rights.

- (1) Based upon a Schedule 13G filed on February 10, 2011, by Artisan Partners Holdings LP, Artisan Investment Corporation, Artisan Partners Limited Partnership, Artisan Investments GP LLC, ZFIC, Inc., Andrew A. Ziegler and Carlene M. Ziegler (together, "Artisan"), the 9,981,234 shares reported in Artisan's Schedule 13G have been acquired on behalf of discretionary clients of Artisan Partners Limited Partnership and Artisan Partners Holdings LP, including 9,163,359 shares over which there is shared voting power and 9,981,234 shares over which there is shared dispositive power.
- (2) Based upon a Schedule 13G filed on February 2, 2011, Sprucegrove Investment Management Ltd may be deemed to be the beneficial owner of 5,842,374 shares, including 321,617 shares over which there is shared voting power.
- (3) Based upon a Schedule 13G filed on February 15, 2011, Select Equity Group, Inc. ("Select") may be deemed to be the beneficial owner of 3,961,733 shares, and Select Offshore Advisors, LLC ("Select Offshore") may be deemed to be the beneficial owner of 1,099,962 shares. As the Chairman and controlling Shareholder of Select and the Manager of Select Offshore, George S. Loening has the power to vote or to direct the voting of and the power to dispose or direct the disposition of the securities owned by Select and Select Offshore. Accordingly, George S. Loening may also be deemed to be the beneficial owner of those securities.
- (4) Based upon a Schedule 13G filed on February 10, 2011, Investec Asset Management Limited, in its capacity as discretionary investment adviser to its various clients, may be deemed to be the beneficial owner of 5,028,945 shares owned by such clients or for such clients benefit.
- (5) Based upon a Schedule 13G filed on February 14, 2011, FMR LLC may be deemed to be the beneficial owner of 5,023,062 shares owned by various persons, who have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of shares.
- (6) Based upon a Schedule 13G filed on January 7, 2011, by reason of advisory and other relationships with the person who owns the shares, Harris Associates L.P. may be deemed to be the beneficial owner of 4,527,040 shares.

Ownership by Directors, Director Nominees and Executive Officers

The following table shows the number of Common Shares of the Company beneficially owned (determined in accordance with Rule 13d-3 of the Exchange Act) as of April 14, 2011 by each current Director, each executive officer named in the Summary Compensation Table, and all of the Company's executive officers and Directors as a group:

Name of beneficial owner	Common Shares ⁽¹⁾	Shares that may be acquired upon exercise of options within 60 days ⁽²⁾	Total ⁽³⁾
Sir Malcolm Williamson ⁽⁴⁾	17,459		17,459
Michael W. Barnes ⁽⁴⁾⁽⁵⁾⁽⁶⁾	66,329		66,329
Robert Blanchard ⁽⁴⁾	10,359		10,359
Walker Boyd ⁽⁷⁾	5,000	43,922	48,922
Terry Burman ⁽⁸⁾	1,851	156,463	158,314
Dale Hilpert ⁽⁴⁾	10,859		10,859

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Marianne Parrs ⁽⁴⁾	9,859		9,859
Thomas Plaskett ⁽⁴⁾	7,864		7,864
Ronald Ristau ⁽⁵⁾⁽⁹⁾			
Russell Walls ⁽⁴⁾	7,251		7,251
Mark Light ⁽⁵⁾⁽⁹⁾	20,530	84,684	105,214
William Montalto ⁽⁵⁾⁽⁹⁾	10,000	57,883	67,883
Robert Anderson ⁽⁵⁾⁽⁹⁾	1,114	43,847	44,961
All Executive Officers and Directors as a group (16 persons)	169,287	486,484	655,771

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- (1) No shares are pledged as security and all are owned directly.
 - (2) Shares issuable upon the exercise of vested stock options.
 - (3) All holdings represent less than 1% of the class outstanding.
 - (4) Director.
 - (5) Executive officer.
 - (6) Did not serve as an executive officer during Fiscal 2011.
 - (7) Former director and executive officer.
 - (8) Director and Chief Executive Officer.
 - (9) Does not include restricted stock subject to time-based vesting under the Company's Omnibus Incentive Plan.
- See Compensation Discussion and Analysis below for a discussion of the Company's Common Share ownership policy.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's Directors, executive officers and persons who beneficially own more than 10% of a registered class of our equity securities to file with the SEC reports of ownership and changes in ownership. Based solely upon a review of the copies of the forms furnished to us and written representations from our executive officers, Directors and greater than 10% Shareholders, we believe that during Fiscal 2011, all persons subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis.

PROPOSALS FOR THE ANNUAL GENERAL MEETING

PROPOSAL ONE

(Item 1 on the Proxy Card)

Amendment of the Bye-laws of the Company

On February 23, 2011, the Board of Directors voted to approve and to recommend to the Company's Shareholders that they approve a proposal to amend the Company's current Bye-laws to eliminate the requirement for one-third of the Directors or if their number is not three or a multiple of three, the number nearest to one-third to retire at every annual general meeting and to provide instead for the annual election of directors effective at the Annual General Meeting. If approved, the Shareholders will be asked to elect seven directors at the Annual General Meeting, each of whom will serve until the next annual general meeting of the Company or until his or her successor is duly elected (see Proposal 2). Because our board of directors is committed to strong and effective corporate governance, in the event that Proposal 1 is not approved, each of the seven members of the Board intends to resign from the Board and offer himself or herself for election to the Board (see Proposal 3). In such case, four directors will retire in accordance with the current Bye-laws of the Company and three directors will retire voluntarily.

Background of Proposal

This proposal is the result of an ongoing review of corporate governance matters by the Board. The Board, assisted by the Nomination and Corporate Governance Committee, considered the advantages and disadvantages of maintaining the current board structures (where approximately one-third of the Directors retire at every annual general meeting). The Board believes that the current board structure reduces accountability of directors to Shareholders as the structure limits the ability of Shareholders to evaluate and elect all directors on an annual basis. The election of directors is the primary means for Shareholders to influence corporate governance