

EMCORE CORP
Form DEFA14A
January 18, 2018

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 under §240.14a-12

EMCORE CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on March 16, 2018.

EMCORE CORPORATION Meeting Information
Meeting
Type: Annual Meeting
For January 16, 2018
holders as
of:
Date: March 16,
2018 Time: 8:00 AM
PST
Location: Hilton Pasadena
168 S. Los Robles
Ave.
Pasadena, CA
91101

You are receiving this
communication because you
hold shares in the company
above named.

This is not a ballot. You
cannot use this notice to
vote these shares. This
communication presents
only an overview of the
more complete proxy
materials that are available
to you on the Internet. You
may view the proxy
materials online at
www.proxyvote.com or
easily request a paper copy
(see reverse side).

We encourage you to access
and review all of the
important information
contained in the proxy
materials before voting.

See the reverse side of this
notice to obtain proxy
materials and voting
instructions.

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before March 04, 2018 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a “legal proxy.” To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

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Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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Voting Items
The Board of
Directors
recommends you
vote FOR the
following
proposal(s):

1. Election of
Director
for a
three-year
term
expiring at
EMCORE's
2021
Annual
Meeting of
Shareholders.

Nominees

- 1A Stephen
Domenik

The Board of
Directors
recommends you vote
FOR the following
proposals:

- 2 To ratify the
appointment
of KPMG LLP
as EMCORE's
independent
registered
public
accounting
firm for the
fiscal year
ending
September 30,
2018.
- 3 To approve an
amendment to
the Certificate

of
Incorporation
to declassify
the Board.

4

To approve an
amendment to
the Certificate
of
Incorporation
to change the
required
number of
members of
the Company's
Board of
Directors.

5

To approve an
amendment to
the Certificate
of
Incorporation
to eliminate
the
supermajority
voting
requirements
applicable to
certain
provisions of
the Certificate
of
Incorporation.

6

To approve an
extension of
the Company's
Tax Benefits
Preservation
Plan.

7

To approve,
on an advisory
basis, the
executive
compensation
of EMCORE's
Named
Executive
Officers.

NOTE: In their discretion the proxies are authorized to vote for such other business as may properly come before the meeting or any adjournment or postponement thereof.

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Voting
Instructions

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