

GENERAL ELECTRIC CO  
Form DEFR14A  
March 16, 2016

Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. 1)

**Filed by the Registrant**

**Filed by a Party other than the Registrant**

CHECK THE APPROPRIATE BOX:

Preliminary Proxy Statement

Definitive Proxy Statement

Confidential, for Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))

Definitive Additional Materials

Soliciting Material under § 240.14a-12

**General Electric Company**

(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.**

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| (1) | Title of each class of securities to which the transaction applies:   |
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**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:
-

**Table of Contents**

**Explanatory Note**

We are filing this revised proxy statement to correct a typographical error that occurred in the HTML conversion process.

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**Table of Contents**

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**Table of Contents**

Guide to GE's Proxy Statement

<u>1</u>	<b><u>PROXY OVERVIEW</u></b>
<u>11</u>	<b><u>GOVERNANCE</u></b>
<u>11</u>	<b><u>Election of Directors*</u></b>
<u>17</u>	<u>Board Composition</u>
<u>20</u>	<u>Board Committees</u>
<u>22</u>	<u>Board Operations</u>
	<u>How We Oversee &amp; Manage</u>
<u>24</u>	<u>Enterprise Risk</u>
<u>25</u>	<u>Investor Outreach</u>
<u>25</u>	<u>Other Governance Policies &amp; Practices</u>
<u>26</u>	<u>Related Person Transactions</u>
<u>26</u>	<u>Stock Ownership Information</u>
<u>28</u>	<b><u>COMPENSATION</u></b>
	<b><u>Management Proposal No. 1</u></b>
	<b><u>Advisory Approval of Our Named</u></b>
<u>28</u>	<b><u>Executives Compensation*</u></b>
	<u>Overview of Our Executive</u>
<u>28</u>	<u>Compensation Program</u>
<u>29</u>	<u>Realized Compensation</u>
	<u>How Our Incentive Compensation</u>
<u>30</u>	<u>Plans Paid Out for 2015</u>
<u>33</u>	<u>Compensation Actions for 2015</u>
<u>36</u>	<u>Summary Compensation</u>
<u>38</u>	<u>Long-Term Incentive Compensation</u>
<u>43</u>	<u>Deferred Compensation</u>
<u>44</u>	<u>Pension Benefits</u>
<u>46</u>	<u>Potential Termination Payments</u>
	<u>Other Executive Compensation</u>
<u>48</u>	<u>Practices &amp; Policies</u>
<u>50</u>	<u>Director Compensation</u>
<u>52</u>	<b><u>AUDIT</u></b>
	<b><u>Management Proposal No. 2</u></b>
	<b><u>Ratification of KPMG as Independent</u></b>
<u>52</u>	<b><u>Auditor for 2016*</u></b>
<u>53</u>	<u>Independent Auditor Information</u>
<u>54</u>	<u>Audit Committee Report</u>
<u>55</u>	<b><u>SHAREOWNER PROPOSALS*</u></b>
<u>61</u>	<u>2017 Shareowner Proposals</u>
<u>62</u>	<b><u>VOTING &amp; MEETING INFORMATION</u></b>
	<u>Proxy Solicitation &amp; Document</u>
<u>62</u>	<u>Request Information</u>
<u>63</u>	<u>Voting Information</u>
<u>64</u>	<u>Attending the Meeting</u>
<u>65</u>	<b><u>HELPFUL RESOURCES</u></b>
<u>65</u>	<u>Acronyms Used</u>

\* To be voted on at the meeting.

Index of Frequently Requested Information

53	Auditor Fees
52	Auditor Tenure
22	Board Leadership
23	Board Meeting Attendance
33	CEO Performance Evaluation
48	Clawback Policy
48	Compensation Consultants

46 Death Benefits  
11 Director Biographies  
19 Director Independence  
17 Director Qualifications  
17 Director Term Limits  
49 Dividend Equivalents Policy  
49 Hedging Policy  
25 Investor Outreach  
    Long-Term Performance  
32 Award Program  
25 Overboarding  
30 Pay For Performance  
48 Peer Group Comparisons  
37 Perquisites  
49 Pledging Policy  
26 Political Spending Oversight  
61 Proxy Access  
29 Realized Compensation (W-2 income)  
26 Related Person Transactions  
24 Risk Oversight  
46 Severance Benefits  
    Share Ownership for Executives  
26 & Directors  
48 Share Ownership Requirements  
    Shareowner Proposal Deadlines  
61 for 2017  
48 Succession Planning

**GENERAL ELECTRIC COMPANY**

**Current Executive Offices**

(through August 2016)  
3135 Easton Turnpike  
Fairfield, CT 06828

**New Executive Offices**

(effective September 2016)  
33-41 Farnsworth Street  
Boston, MA 02210

**WHY ARE WE SENDING YOU THESE MATERIALS?**

Beginning on March 14, 2016, we are making these materials available to you in connection with GE's solicitation of proxies, on behalf of its Board of Directors, for the 2016 Annual Meeting of Shareowners.

**WHAT DO WE NEED FROM YOU?**

Please read these materials and submit your vote and proxy by telephone, mobile device, the Internet, or, if you received your materials by mail, you can also complete and return your proxy card or voting instruction form.

**WHERE CAN YOU FIND MORE INFORMATION?**

Check out our interactive, mobile-friendly online proxy & annual report as well as our new integrated summary report

[www.ge.com/proxy](http://www.ge.com/proxy) [www.ge.com/annualreport](http://www.ge.com/annualreport) [www.ge.com/ar2015/](http://www.ge.com/ar2015/) [integrated-report](#)

## Table of Contents

### GOVERNANCE

#### Q&A with Our Lead Director

What has been the Board's role in the significant portfolio shift that's underway at GE?

**Brennan:** Capital allocation is one of the most important areas that the Board oversees. There have been two critical capital allocation decisions for GE this year—the GE Capital exit and the Alstom acquisition. These were not impulsive decisions, but rather the product of a multi-year strategic planning process with the Board. For example, the Board reviewed more than 10 potential acquisition targets before approving the Alstom deal. Governance works best when decisions are made in strategic partnership between management and the Board, where the Board is active and constructively challenges management, yet is not too disruptive. After approving a deal, the Board continues its engagement by closely monitoring the integration or disposition process.

What were some of the big structural changes on the Board in the past year?

**Brennan:** We implemented proxy access at 3% for 3 years, which we believe is appropriate based on our conversations with investors and given our size and shareowner base. There has been a fair amount of discussion around the finer points of proxy access, so I will say that we will administer proxy access the way we implemented it, by striking a fair balance.

The other significant change was our adoption of a 15-year director term limit policy. This change came out of the Board's self-evaluation process and allows us to achieve a balanced mix of director ages and tenures. Nowadays, you may find someone qualified to join the Board at a pretty young age. So term limits are a good tool to work in tandem with our age limit policy.

The Board recently oversaw the redesign of GE's compensation plans. What were the key changes, and do you think they're working?

**Brennan:** This year, we implemented a more formulaic, less discretionary annual bonus plan. It has been successful because it has provided greater transparency and accountability. With a more formulaic plan, it is important for the Board to monitor it and make appropriate adjustments to ensure that changes in company strategy are supported by active plan targets.

There were some key management changes this year. Can you talk about the Board's role in succession planning?

**Brennan:** One of our most important duties as a Board is overseeing overall succession planning at GE and understanding the depth and breadth of talent in the company. The MDCC reviews the management team and succession plans across the company at all of its eight regularly scheduled meetings. In addition, there are numerous touchpoints for all of our directors to personally get to know GE leaders, such as our director-only site visits.

Sincerely,

**John J. Brennan**, Lead Director

See our proxy website ([www.ge.com/proxy](http://www.ge.com/proxy)) for a video Q&A with our Lead Director

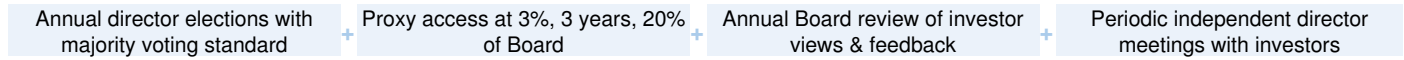
### AN ACTIVE & ENGAGED BOARD

Recruited 8 new directors over last 5 years, including 3 new nominees for 2016

2015      Adopted director term limit of 15 years  
            Implemented proxy access  
            (3%, 3yrs, 20% of Board, up to 20 shareowners can aggregate)

- 2014 Redesigned incentive compensation programs (annual bonus + long-term equity)  
Eliminated dividend equivalents on unvested RSUs
- 2013 Adopted anti-pledging/hedging policy  
Enhanced lead director responsibilities & selection  
Formed independent committee to oversee R&D  
Lowered special shareowner meeting threshold to 10%

### BOARD ACCOUNTABILITY TO INVESTORS



### INDEPENDENT BOARD LEADERSHIP

3X/year  
meetings in executive session  
without management present  
2X+/year  
visits to GE businesses  
by each director

50+  
committee meetings in 2015  
(all committees are independent)  
annual  
assessment of Board  
leadership structure



**Table of Contents**

Board Composition & Refreshment

<b>Your vote is needed on Director Elections:</b> election of the 16 nominees named in the proxy for the coming year	<b>Your Board recommends a vote FOR</b>
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**DIRECTOR QUALIFICATIONS**

- 16** (100%)  
leadership
- 12** (75%)  
global
- 10** (63%)  
industry
- 10** (63%)  
finance
- 7** (44%)  
talent development
- 5** (31%)  
investor
- 5** (31%)  
technology
- 4** (25%)  
risk management
- 3** (19%)  
government
- 2** (13%)  
marketing

**GE POLICY:** create an experienced Board with expertise in areas relevant to GE

**HOW WE THINK ABOUT BOARD REFRESHMENT**

+	term limits
+	retirement age
+	annual Board evaluation
<b>8</b> new directors & <b>8</b> retired directors over last <b>5</b> years	

**DIVERSITY OF BACKGROUND**

**GE POLICY:** build a cognitively diverse board representing a range of backgrounds

**INDEPENDENCE**

**94%** independent (all director nominees except CEO)

**81%** of current directors meet heightened independence standards for Audit, Compensation or Governance Committees

**TENURE**

**50%** with 5 years or less

**75%** with 10 years or less

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**GE POLICY:** all non-management directors must be independent

**GE POLICY:** balanced mix of both deep GE knowledge & new perspectives

NEW IN 2015

**TERM LIMIT POLICY:** 15 years with a 2-year transition for current directors

### BOARD SIZE

**GE POLICY:** 13-18, given need for expertise across multiple businesses

### 2016 BOARD REFRESHMENT

### AGE DIVERSITY

**page 2**    PROXY OVERVIEW / **GOVERNANCE** / 2016 Proxy Statement

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**Table of Contents**

**Board Nominees**

Name	Age	Director Since	Primary Occupation & Other Public Company Boards	Committee Memberships				
				A**	G	M	GEC	T
Bazin	54	Nominee	Chair & CEO, Accor <i>Boards: Accor, China Lodging Group</i>					
Beattie	55	2009	CEO, Generation Capital & former CEO, The Woodbridge Company <i>Boards: Maple Leaf Foods, Royal Bank of Canada, Acasta Enterprises</i>				C	
Brennan	61	2012	Chair Emeritus & Senior Advisor, The Vanguard Group <i>Boards: LPL Financial Holdings</i>				C	
D Souza	47	2013	CEO, Cognizant Technology Solutions <i>Boards: Cognizant</i>	F				
Dekkers	58	2012	Chair of the Board of Management, Bayer* <i>Boards: Unilever*</i>					
Henry	46	Nominee	Dean & Professor of Economics & Finance, NYU's Stern School of Business <i>Boards: Citigroup</i>					
Hockfield	64	2006	President Emerita & Professor of Neuroscience, MIT					C
Immelt	60	2000	Chair & CEO, General Electric					
Jung	57	1998	President & CEO, Grameen America & former Chair/CEO, Avon <i>Boards: Apple, Daimler</i>					
Lane	66	2005	Former Chair & CEO, Deere <i>Boards: BMW</i>	F				
Lazarus	68	2000	Chair Emeritus & former CEO, Ogilvy & Mather <i>Boards: Blackstone, Merck</i>				C	
McAdam	61	Nominee	Chair & CEO, Verizon Communications <i>Boards: Verizon</i>					
Mulva	69	2008	Former Chair & CEO, ConocoPhillips <i>Boards: General Motors</i>	F				
Rohr	67	2013	Former Chair & CEO, PNC Financial Services Group <i>Boards: Allegheny Technologies, EQT, Marathon Petroleum</i>					
Schapiro	60	2013	Vice Chair of Advisory Board, Promontory & former Chair, SEC <i>Boards: London Stock Exchange</i>					
Tisch	63	2010	President & CEO, Loews <i>Boards: Loews and its consolidated subsidiaries</i>					

**INDEPENDENCE.** All director nominees other than the CEO are independent.

**ATTENDANCE.** All director nominees attended at least 75% of the meetings of the Board and committees on which they served in 2015.

A	Audit	M	Management Development & Compensation	T	Technology & Industrial Risk
G	Governance & Public Affairs	GEC	GE Capital	C	Chair
				F	Financial expert

\*Mr. Dekkers is expected to retire from Bayer in April 2016 and become Chairman of the Board, Unilever.

\*\*Ms. Schapiro will become the Audit Committee chair following the annual meeting.

**QUALIFICATIONS**

Leadership	Investor
Global	Technology
Industry	Risk Management
Finance	Government
Talent Development	Marketing

**Table of Contents**

Board & Committees

FULL BOARD

**Chair**  
Jeff Immelt

**Lead Director**  
Jack Brennan

**2015 meetings**  
13, including 3 formal meetings of independent directors

Board Rhythm  
8X/year