

MOOG INC
Form DEF 14A
December 13, 2012

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

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

MOOG Inc.

(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.

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- 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:

MOOG INC., EAST AURORA, NEW YORK 14052

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Moog Inc. will be held in the Auditorium of the Albright-Knox Art Gallery, 1285 Elmwood Avenue, Buffalo, New York, on Wednesday, January 9, 2013, at 9:15 a.m., for the following purposes:

1. To elect THREE directors of the Company, one of whom will be a Class A director elected by the holders of Class A shares to serve a three-year term expiring in 2016, one of whom will be a Class B director elected by the holders of Class B shares to serve a three-year term expiring in 2016, and one of whom will be a Class B director elected by the holders of Class B shares to serve a one-year term expiring in 2014, or until the election and qualification of their successors.
2. To consider and ratify the selection of Ernst & Young LLP, independent registered certified public accountants, as auditors of the Company for the 2013 fiscal year.
3. To consider and approve an amendment to the Moog Inc. 2008 Stock Appreciation Rights Plan.
4. To consider and transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed the close of business on November 28, 2012 as the record date for determining which shareholders shall be entitled to notice of and to vote at such meeting.

SHAREHOLDERS WHO WILL BE UNABLE TO BE PRESENT PERSONALLY MAY ATTEND THE MEETING BY PROXY. SHAREHOLDERS WHO WILL VOTE BY PROXY ARE REQUESTED TO DATE, SIGN AND RETURN THE ENCLOSED PROXY OR USE THE INTERNET OR TELEPHONE VOTING OPTIONS AS DESCRIBED ON THE PROXY CARD. THE PROXY MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED.

By Order of the Board of Directors

JOHN B. DRENNING, *Secretary*

Dated: East Aurora, New York
December 13, 2012

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD JANUARY 9, 2013:

This proxy statement and the 2012 Annual Report to Shareholders are available for review online at <http://www.moog.com/Home/Investors>.

PROXY STATEMENT
FOR THE ANNUAL MEETING OF SHAREHOLDERS OF

TO BE HELD IN THE AUDITORIUM OF THE ALBRIGHT-KNOX ART GALLERY

1285 ELMWOOD AVENUE, BUFFALO, NEW YORK

ON JANUARY 9, 2013

This Proxy Statement is furnished to shareholders of record on November 28, 2012 by the Board of Directors of Moog Inc. (the Company), in connection with the solicitation of proxies for use at the Annual Meeting of Shareholders on Wednesday, January 9, 2013, at 9:15 a.m., and at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This Proxy Statement and accompanying proxy will be mailed to shareholders on or about December 13, 2012.

If the enclosed form of proxy is properly executed and returned, the shares represented thereby will be voted in accordance with the instructions thereon. Unless otherwise specified, the proxy will be deemed to confer authority to vote the shares represented by the proxy in accordance with the recommendations of the Board of Directors.

Any proxy given pursuant to this solicitation may be revoked by the person giving it insofar as it has not been exercised. Any revocation may be made in person at the meeting, or by submitting a proxy bearing a date subsequent to that on the proxy to be revoked, or by written notification to the Secretary of the Company.

GENERAL

The Board of Directors has fixed the close of business on November 28, 2012 as the record date for determining the holders of common stock entitled to notice of and to vote at the meeting. On November 28, 2012, the Company had outstanding and entitled to vote, a total of 41,399,580 shares of Class A common stock (Class A shares) and 4,398,617 shares of Class B common stock (Class B shares). Holders of a majority of each of the Class A and Class B shares issued and outstanding and entitled to vote, present in person or represented by proxy, will constitute a quorum at the meeting.

Holders of Class A shares are entitled to elect at least 25% of the Board of Directors, rounded up to the nearest whole number, so long as the number of outstanding Class A shares is at least 10% of the number of outstanding shares of both classes of common stock. Currently, the holders of Class A shares are entitled, as a class, to elect three directors of the Company, and the holders of the Class B shares are entitled, as a class, to elect the remaining eight directors. Other than on matters relating to the election of directors or as required by law, where the holders of Class A shares and Class B shares vote as separate classes, the record holder of each outstanding Class A share is entitled to a one-tenth vote per share, and the record holder of each outstanding Class B share is entitled to one vote per share on all matters to be brought before the meeting.

The Class A directors and the Class B directors will be elected by a plurality of the votes cast by the respective class. The ratification of the auditors, the approval of an amendment to the 2008 Stock Appreciation Rights Plan, and other matters submitted to the meeting that would not require a separate class vote by law may be adopted by a majority of the Class A and Class B votes cast in favor or against the proposal, a quorum of holders of 22,899,099 votes of Class A shares and Class B shares being present.

Shares held in a brokerage account or by another nominee are considered held in street name by the shareholder. A broker or nominee holding shares for a shareholder in street name may not vote on matters relating to the election of directors or a material increase in the shares available under an equity-compensation plan, unless the broker or nominee receives specific voting instructions from the

shareholder. As a result, absent specific instructions, brokers or nominees may not vote a shareholder's shares on Proposal 1, the election of directors, and on Proposal 3, the amendment to the Moog Inc. 2008 Stock Appreciation Rights Plan. Such shares will be considered broker non-votes for such proposal. Broker non-votes in connection with the election of one or more nominees for director will not be counted and will have no effect. **Therefore, it is particularly important for shareholders holding shares in street name to instruct their brokers as to how they wish to vote their shares.** In accordance with New York law, abstentions and broker non-votes are not counted in determining the votes cast in favor or against Proposal 2, the ratification of the selection of Ernst & Young LLP as independent auditors of the Company for the 2013 fiscal year, or Proposal 3, the amendment to the Moog Inc. 2008 Stock Appreciation Rights Plan.

CERTAIN BENEFICIAL OWNERS
Security Ownership

The only persons known by the Company to own beneficially more than five percent of the Class A shares or Class B shares as of November 28, 2012 are set forth below.

Name and Address of Beneficial Owner	Class A Common Stock		Class B Common Stock (1)	
	Amount and Nature of Beneficial Ownership	Percent of Class	Amount and Nature of Beneficial Ownership	Percent of Class
Columbia Wanger Asset Management, LLC (2) 227 W. Monroe Street Chicago, IL 60606	4,043,140	9.8	0	0
Capital Research Global Investors (2) 333 South Hope St. 55 th FLE Los Angeles, California 90071	4,033,435	9.7	0	0
Blackrock, Inc (2). 40 East 52nd Street New York, NY 10022	3,739,884	9.0	0	0
FMR LLC (2) 82 Devonshire Street Boston, MA 02109	3,191,242	7.7	0	0
The Vanguard Group, Inc (2). 100 Vanguard Blvd. Malvern, PA 19355	2,551,288	6.2	0	0
Wellington Management (2) 280 Congress Street Boston, MA 02210	2,271,514	5.5	0	0
Moog Inc. Retirement Savings Plan (3) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	736,028	1.8	1,967,671	44.7
All directors and officers as a group (4) (See Proposal 1 Election of Directors , Particularly footnotes 2 and 18 to the table beginning on page 6)	1,186,141	2.9	246,858	5.6
Moog Inc. Employee Retirement Plan (5) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	149,022	0.4	1,001,034	22.8
Moog Stock Employee Compensation Trust (6) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	0	0	406,831	9.2

(1) Class B shares are convertible into Class A shares on a share-for-share basis.

(2) These holdings are based on the most recent filings in compliance with the Securities and Exchange Commission Regulations 13D-13G and are updated for any ownership filings thereafter.

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- (3) These shares are allocated to individual participants under the Plan and are voted by JPMorgan Chase, New York, New York, the Trustee as of the record date, as directed by the participants to whom such shares are allocated. Any allocated shares as to which voting instructions are not received will be voted in accordance with instructions on the proxy card. As of November 28, 2012, 11,294 of the allocated Class A shares and 60,429 of the allocated Class B shares were allocated to accounts of officers and are included in the share totals for All directors and officers as a group.
- (4) See the table and related footnotes appearing on pages 6-9 containing information concerning the shareholdings of directors and officers of the Company.
- (5) Shares held are voted by the Trustee, Manufacturers and Traders Trust Company, Buffalo, New York, as directed by the Moog Inc. Retirement Plan Committee.
- (6) The Moog SECT acquires Class A shares and Class B shares that become available for subsequent use in the Moog Inc. Retirement Savings Plan or other Moog Inc. employee benefit plans. The Trust will terminate on the earlier of (a) the date the Trust no longer holds any assets or (b) a date specified in a written notice given by the Board of Directors to the Trustee. During the 2012 fiscal year, the Moog SECT purchased 46,756 Class B shares from, and sold 48,579 Class B shares to, the Moog Inc. Retirement Savings Plan. The Trustee of the Moog SECT is G. Wayne Hawk. The Trustee's powers and rights include, among others, the right to retain or sell SECT assets; borrow from the Company upon direction from an administrative committee and enter into related loan agreements; vote or give consent with respect to securities held by the Moog SECT in the Trustee's sole discretion; employ accountants and advisors as may be reasonably necessary; utilize a custodian to hold, but not manage or invest, assets held by the Moog SECT; and consult with legal counsel.

Moog Family Agreement as to Voting

The Moog Family Agreement as to Voting is among certain relatives of the late Jane B. Moog including her son-in-law, Richard A. Aubrecht. The Agreement relates to 159,840 Class A shares and 155,353 Class B shares, owned of record or beneficially by members of the Moog family who are party to the Agreement, as well as 57,945 Class A shares and 57,780 Class B shares held by Richard A. Aubrecht. Those relatives who were a party to the Agreement granted an irrevocable proxy covering all or some of that party's shares to a committee which is required to take all action necessary to cause all shares subject to the Agreement to be voted as may be determined by the vote of two-thirds of the committee members. The Agreement contains restrictions on the ability of any party to remove shares of stock from the provisions of the Agreement, to transfer shares or to convert Class B shares to Class A shares. The Agreement continues in force until December 31, 2015 and is automatically renewed thereafter from year to year unless any party to the Agreement gives notice of election to terminate the Agreement.

Section 16 Beneficial Ownership Reporting Compliance

Except as noted below, during the 2012 fiscal year, the executive officers and directors of the Company timely filed with the Securities and Exchange Commission the required reports regarding their beneficial ownership of Company securities. The sale of Class A shares in March 2012 by Sasidhar Eranki, a Vice President of the Company, and in June 2012 by Harald Seiffer, a Vice President of the Company, were reported on late Form 4 filings.

PROPOSAL 1 ELECTION OF DIRECTORS

The Board of Directors is comprised of two classes of directors, Class A directors and Class B directors, elected by holders of Class A shares and holders of Class B shares, respectively. Within each class of directors there exist three subclasses, such that one of the three subclasses of that class of directors is elected annually to serve a three-year term.

Three directors are to be elected at the meeting, of which one is to be Class A director elected by the holders of the outstanding Class A shares, and two of whom are to be Class B directors elected by the holders of the outstanding Class B shares. Two of the nominees will be elected to hold office until 2016, and a third will be elected to hold office until 2014, or until the election and qualification of their successors. The persons named in the enclosed proxy will vote Class A shares for the election of the Class A nominee named in the following table, and Class B shares for the election of the Class B nominees named in the following table, unless the proxy directs otherwise. In the event any of the nominees should be unable to serve as a director, the proxy will be voted in accordance with the best judgment of the person or persons acting under it. It is not expected that any of the nominees will be unable to serve.

Nominees, Directors and Named Executives

Certain information regarding nominees for Class A and Class B directors, as well as those directors whose terms of office continue beyond the date of the 2013 Annual Meeting of Shareholders, and named executives, including their beneficial ownership of equity securities as of November 28, 2012, is set forth in the following table. Unless otherwise indicated, each person held various positions with the Company for the past five years and has sole voting and investment power with respect to the securities beneficially owned. Beneficial ownership includes securities which could be acquired pursuant to currently exercisable options or stock appreciation rights, or options or SARs that become exercisable within 60 days of November 28, 2012.

The Company's current Board members share certain characteristics, experience and skills that are critical to effective board membership. These include: sound business judgment essential to intelligent and effective decision-making; experience at the policy-making level; relevant educational background; integrity and honesty; and the ability to work collaboratively. Furthermore, board members have specific employment and leadership experiences, knowledge and skills that qualify them to serve on the Board, as described in their biographies.

All of the nominees have previously served as directors and have been elected as directors at prior annual meetings.

The Board of Directors recommends a vote FOR the election as Directors the Nominees listed below.

	Age	First Elected Director	Shares of Common Stock			
			Class A	Percent of Class	Class B	Percent of Class
Nominees for Class B Director Term Expiring in 2014						
Kraig M. Kayser (1)(2)	52	1998	28,337	*	0	*
Nominees for Class B Director Term Expiring in 2016						
Robert H. Maskrey (3)	71	1998	44,043	*	53,534	1.2
Nominee for Class A Director Term Expiring in 2016						
Albert F. Myers (4)	66	1997	30,740	*	0	*
Class B Directors Continuing in Office						
Term Expiring in 2015						
Richard A. Aubrecht (5)(6)	68	1980	126,421	*	92,880	2.1
Peter J. Gundermann (7)	50	2009	303	*	0	*
William G. Gisel Jr. (8)	60	2012	0	*	0	*
Term Expiring in 2014						
Joe C. Green (9)	71	1986	139,149	*	0	*
Robert T. Brady (10)(11)	71	1984	204,602	*	75,492	1.7
John R. Scannell (12)	49	2012	66,503	*	1,037	*
Class A Directors Continuing in Office						
Term Expiring in 2014						
Raymond W. Boushie (13)	72	2004	8,197	*	0	*
Term Expiring in 2015						
Brian J. Lipke (14)	61	2003	8,197	*	0	*
Named Executives						
Donald R. Fishback (15)	56	n/a	55,983	*	119	*
Lawrence Ball (16)	58	n/a	75,228	*	6,663	*
Warren C. Johnson (17)	53	n/a	106,045	*	0	*
All directors and officers as a group (twenty-four persons) (18)			1,186,141	2.9	246,858	5.6

* Does not exceed one percent of class.

- (1) Mr. Kayser is President and Chief Executive Officer of Seneca Foods Corporation headquartered in Marion, NY, with annual revenues exceeding \$1.2 billion. Prior to assuming his current position in 1993, Mr. Kayser was Seneca Food s CFO. He received a B.A. from Hamilton College and an M.B.A. from Cornell University. The Company believes Mr. Kayser s financial and business expertise, including an in-depth understanding of the preparation and analysis of financial statements, and experience as President of a large publicly traded corporation, makes him highly qualified to serve as a director. Mr. Kayser s beneficial ownership of Class A shares includes 7,838 shares related to options and 359 shares related to SARs currently exercisable or which become exercisable within 60 days of November 28, 2012.
- (2) Does not include 152,000 Class A shares and 80,000 Class B shares held in a Seneca Foods Corporation pension plan for which Mr. Kayser is one of three trustees as well as one of a number of beneficiaries. Also not included are 14,937 Class A shares owned by the Seneca Foods Foundation, of which Mr. Kayser is a director.
- (3)

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Mr. Maskrey joined the Company in 1964, retiring on October 1, 2005. He served in a variety of capacities, including as Vice President and General Manager of the Aircraft Controls Division. In 1999, he was elected Executive Vice President and Chief Operating Officer, the position he held at retirement. Mr. Maskrey received his B.S. and M.S. in Mechanical Engineering from the Massachusetts Institute of Technology. The Company believes Mr. Maskrey's extensive

- 6 -

managerial experience in various capacities at both the officer and director level, coupled with his in-depth understanding of the Company's operations make him highly qualified to serve as a Director. Mr. Maskrey's beneficial ownership of Class A shares includes 4,614 shares related to options and 359 shares related to SARs currently exercisable or which become exercisable within 60 days of November 28, 2012.

- (4) Mr. Myers retired in 2006 as Corporate Vice President of Strategy and Technology for Northrop Grumman Corporation. Formerly Vice President and Treasurer, Mr. Myers joined Northrop in 1981. He received his B.S. and M.S. degrees in Mechanical Engineering from the University of Idaho and a M.S. degree from the Alfred P. Sloan School at the Massachusetts Institute of Technology. The Company believes Mr. Myers' in-depth understanding of the aerospace industry, tenure at Northrop Grumman Corporation and his understanding of the preparation and analysis of financial statements make him highly qualified to serve as a Director. Mr. Myers' beneficial ownership of Class A shares includes 7,838 shares related to options and 359 shares related to SARs currently exercisable or which become exercisable within 60 days of November 28, 2012.
- (5) Dr. Aubrecht began his career with the Company in 1969, working in various engineering capacities, going on to serve as Administrative Vice President and Secretary, Chairman of the Board, and in 1996 as Vice Chairman of the Board and Vice President of Strategy and Technology. Dr. Aubrecht studied at the Sibley School of Mechanical Engineering at Cornell University where he received his B.S., M.S. and Ph.D. degrees. The Company believes Dr. Aubrecht's extensive technical, management and operating experience gained through his many years of service to the Company make him highly qualified to serve as a Director. Dr. Aubrecht's beneficial ownership of Class A shares includes 55,316 shares related to options and 3,192 shares related to SARs currently exercisable or which become exercisable within 60 days of November 28, 2012.
- (6) Nancy Aubrecht, Dr. Aubrecht's spouse, is the beneficial owner of 40,077 Class A shares and 3,708 Class B shares which are not included in the numbers reported.
- (7) Mr. Gundermann is President and Chief Executive Officer of Astronics Corporation, a publicly traded aerospace and defense company, a position he has held since 2003. Mr. Gundermann has been a director of Astronics since 2000 and has been with Astronics since 1988. Astronics is headquartered in East Aurora, NY, with annual revenues of approximately \$228 million. He received a B.A. in Applied Mathematics and Economics from Brown University and an M.B.A. from Duke University. The Company believes Mr. Gundermann's in-depth understanding of the aerospace and defense industry and his significant high level management experience as President and Chief Executive Officer of Astronics Corporation make him highly qualified to serve as a Director. Mr. Gundermann's beneficial ownership of Class A shares includes 303 shares related to SARs currently exercisable or which become exercisable within 60 days of November 28, 2012.