

BIO RAD LABORATORIES INC  
Form DEF 14A  
March 31, 2016  
**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    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 ss.240.14a-12

*(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)(4) 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.**

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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

***Bio-Rad Laboratories, Inc.***

*1000 Alfred Nobel Drive  
Hercules, California 94547*

**Notice of Annual Meeting of Stockholders**

**Tuesday, April 26, 2016**

**4:00 p.m. Pacific Daylight Time**

*1000 Alfred Nobel Drive, Hercules, California 94547*

**TO THE STOCKHOLDERS OF BIO-RAD LABORATORIES, INC.:**

The annual meeting of the stockholders of Bio-Rad Laboratories, Inc. will be held at our corporate offices, 1000 Alfred Nobel Drive, Hercules, California 94547 on Tuesday, April 26, 2016 at 4:00 p.m., Pacific Daylight Time, to consider and vote on:

1. The election of two directors by the holders of outstanding Class A Common Stock and four directors by the holders of outstanding Class B Common Stock;
2. A proposal to ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2016;
3. A stockholder proposal, if properly presented at the annual meeting; and
4. Such other matters as may properly come before the meeting and at any adjournments or postponements thereof.

Our Board of Directors has fixed the close of business on February 29, 2016 as the record date for the determination of stockholders entitled to notice of and to vote at this annual meeting and at any adjournments or postponements thereof. Our stock transfer books will not be closed.

All stockholders are invited to attend the annual meeting in person, but those who are unable to do so are urged to execute and return promptly the enclosed proxy card(s) in the provided postage-paid envelope. Since the holders of a majority of the outstanding shares of each class of our common stock must be present or represented at the annual meeting to elect directors and the holders of a majority of our Voting Power must be present or represented at the annual meeting to conduct the other business matters referred to above, your promptness in returning the enclosed proxy card(s) will be greatly appreciated. Your proxy is revocable and will not affect your right to vote in person in the event you attend the meeting and revoke your proxy.

All stockholders who attend the annual meeting are invited to join us for a reception immediately following the meeting.

This proxy statement and the accompanying proxy card(s) are first being distributed to stockholders of record on or about March 31, 2016.

Hercules, California

**March 31, 2016**

By order of the Board of Directors  
BIO-RAD LABORATORIES, INC.

**John J. Cassingham**  
*Assistant Secretary*

***Important Notice Regarding the Internet Availability of Proxy Materials for our 2016 Annual Meeting of Stockholders to be held on April 26, 2016: The proxy statement and annual report of Bio-Rad Laboratories, Inc. are available at [www.bio-radproxy.com](http://www.bio-radproxy.com).***

**Table of Contents**

<b><u>PROXY SUMMARY</u></b>	<b><u>3</u></b>
<b><u>PROXY STATEMENT</u></b>	<b><u>4</u></b>
<b><u>2016 ANNUAL MEETING</u></b>	<b><u>4</u></b>
<b><u>GENERAL INFORMATION ABOUT THE MEETING AND VOTING</u></b>	<b><u>4</u></b>
<b><u>ITEM 1. ELECTION OF DIRECTORS</u></b>	<b><u>7</u></b>
<b><u>DIRECTOR COMPENSATION</u></b>	<b><u>9</u></b>
<b><u>INFORMATION ABOUT THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE</u></b>	<b><u>10</u></b>
<b><u>ITEM 2. RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS</u></b>	<b><u>14</u></b>
<b><u>REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS</u></b>	<b><u>14</u></b>
<b><u>ITEM 3. STOCKHOLDER PROPOSAL: SHAREHOLDER PROXY ACCESS</u></b>	<b><u>16</u></b>
<b><u>EXECUTIVE OFFICERS</u></b>	<b><u>17</u></b>
<b><u>PRINCIPAL AND MANAGEMENT STOCKHOLDERS</u></b>	<b><u>19</u></b>
<b><u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u></b>	<b><u>20</u></b>
<b><u>COMPENSATION COMMITTEE REPORT</u></b>	<b><u>20</u></b>
<b><u>COMPENSATION DISCUSSION AND ANALYSIS</u></b>	<b><u>21</u></b>
<b><u>COMPENSATION PROGRAM OBJECTIVES AND PHILOSOPHY</u></b>	<b><u>21</u></b>
<b><u>STOCKHOLDER SAY-ON-PAY VOTE</u></b>	<b><u>21</u></b>
<b><u>THE COMPONENTS OF OUR EXECUTIVE COMPENSATION PROGRAM</u></b>	<b><u>22</u></b>
<b><u>OUR PROCESS FOR SETTING EXECUTIVE COMPENSATION</u></b>	<b><u>22</u></b>
<b><u>COMPENSATION TABLES</u></b>	<b><u>26</u></b>
<b><u>SUMMARY COMPENSATION TABLE</u></b>	<b><u>26</u></b>
<b><u>GRANTS OF PLAN-BASED AWARDS TABLE</u></b>	<b><u>27</u></b>
<b><u>OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END</u></b>	<b><u>28</u></b>
<b><u>OPTION EXERCISES AND STOCK VESTED TABLE</u></b>	<b><u>29</u></b>
<b><u>PENSION BENEFITS</u></b>	<b><u>29</u></b>
<b><u>NONQUALIFIED DEFINED CONTRIBUTION AND OTHER NONQUALIFIED DEFERRED</u></b>	<b><u>29</u></b>
<b><u>COMPENSATION PLANS</u></b>	<b><u>29</u></b>
<b><u>POTENTIAL PAYMENTS ON TERMINATION OR CHANGE IN CONTROL</u></b>	<b><u>30</u></b>
<b><u>STOCKHOLDER PROPOSALS</u></b>	<b><u>31</u></b>
<b><u>OTHER MATTERS</u></b>	<b><u>31</u></b>
<b><u>ANNUAL REPORT</u></b>	<b><u>31</u></b>

[Back to Contents](#)

## **Proxy Summary**

*This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting. Page references are supplied to help you find further information in this proxy statement.*

## **Bio-Rad 2016 Annual Meeting of Stockholders**

**Date and Time:** Tuesday, April 26, 2016 at 4 p.m. Pacific Daylight Time

**Location:** 1000 Alfred Nobel Drive, Hercules, California 94547

**Record Date:** February 29, 2016

## **Eligibility to Vote (page 4)**

You can vote if you are a holder of our Class A Common Stock or Class B Common Stock at the close of business on February 29, 2016.

## **How to Cast Your Vote (page 5)**

You can vote by any of the following methods:

• Promptly completing, signing and returning your proxy card(s) by mail; or  
• In person, at the annual meeting.

If a bank, broker or other nominee is the record holder of your stock on February 29, 2016, you will be able to vote by following the instructions on the voting instruction form or notice that you receive from your bank, broker or other nominee.

**Voting Matters (pages 7, 14 and 16)**

<b>Item</b>	<b>Board Vote Recommendation</b>	<b>Page Reference (for more detail)</b>
1. Election of Directors	FOR each Director Nominee	XX
2. Ratification of Auditors	FOR	XX
3. Stockholder Proposal	AGAINST	XX

**Board Nominees (page 7)**

<b>Name</b>	<b>Age</b>	<b>Director since</b>	<b>Occupation</b>	<b>Independent</b>	<b>Committee Memberships</b>	<b>Other Public Company Boards</b>
Louis Drapeau	72	2007	Business Advisor to Life Science Companies	Yes	<ul style="list-style-type: none"> <li>• Audit (Chair)</li> <li>• Compensation</li> </ul>	<ul style="list-style-type: none"> <li>• AmpliPhi Biosciences</li> <li>• Avita Medical Ltd.</li> </ul>
Robert M. Malchione	58	2014	Independent Strategic Advisor	Yes	<ul style="list-style-type: none"> <li>• Audit</li> </ul>	
Joel McComb	51	2014	Founder and Chief Executive Officer of BioSpyder Technologies	Yes		
Deborah J. Neff	63	2011	Management/Business Advisor in Life Science Industry	Yes	<ul style="list-style-type: none"> <li>• Audit</li> <li>• Compensation (Chair)</li> </ul>	
Alice N. Schwartz	89	1967	Co-Founder and Director of Bio-Rad	No		
Norman Schwartz	66	1995	President, Chief Executive Officer and Chairman of the Board of Bio-Rad	No		

**Auditors (page 14)**

We are asking our stockholders to ratify the appointment of KPMG LLP as our independent registered public accounting firm. Set forth below is summary information with respect to the aggregate fees billed for professional services rendered for the fiscal years ended December 31, 2015 and 2014 by KPMG LLP.

	<b>2015</b>	<b>2014</b>
Audit Fees	\$ 6,905,000	\$ 6,648,000
Audit-Related Fees	16,000	12,000

Tax Fees	0	16,000
All Other Fees	981,000	1,088,000

**Stockholder Proposal: Shareholder Proxy Access (page 16)**

A stockholder proposal is expected to be presented for a vote at the annual meeting.

**BIO-RAD LABORATORIES, INC. - 2016 Proxy Statement** 3



[Back to Contents](#)

## **Proxy Statement**

### **2016 ANNUAL MEETING**

Our Board of Directors is soliciting the enclosed proxy in connection with our 2016 annual meeting of stockholders (the “Annual Meeting”) to be held at our corporate offices, 1000 Alfred Nobel Drive, Hercules, California 94547 on Tuesday, April 26, 2016 at 4:00 p.m., Pacific Daylight Time, and at any adjournments or postponements thereof. Copies of this proxy statement and the accompanying notice and proxy card(s) are first being mailed on or about March 31, 2016 to all stockholders entitled to vote.

We refer to Bio-Rad Laboratories, Inc. in this proxy statement as “we,” “our,” the “Company” or “Bio-Rad”.

### **General Information About the Meeting and Voting**

#### **What items of business will be voted on at the Annual Meeting?**

The items of business scheduled to be voted on at the Annual Meeting are:

- The election of two directors by the holders of outstanding Class A Common Stock and four directors by the holders of outstanding Class B Common Stock;
- A proposal to ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2016;
- A stockholder proposal, if properly presented at the annual meeting; and
- Such other matters as may properly come before the meeting and at any adjournments or postponements thereof.

#### **What is included in the proxy materials?**

The proxy materials include:

Our proxy statement for the Annual Meeting;  
Our 2015 Annual Report to Stockholders, which consists of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015; and  
Proxy card(s) for the Annual Meeting.

### **What shares can I vote?**

Our securities entitled to vote at the meeting consist of Class A Common Stock and Class B Common Stock (collectively, “Common Stock”). As of the close of business on February 29, 2016 (the “Record Date”), we had 24,236,806 shares of Class A Common Stock and 5,125,441 shares of Class B Common Stock issued and outstanding.

### **How many votes am I entitled to per share?**

For all matters where the holders of Class A Common Stock and Class B Common Stock vote together as a class, each share of Class A Common Stock is entitled to one-tenth of a vote and each share of Class B Common Stock is entitled to one vote. For all matters where the holders of Class A Common Stock and Class B Common Stock vote separately, including the election of directors, each share of Class A Common Stock and each share of Class B Common Stock is entitled to one vote. The sum of one-tenth the number of outstanding shares of Class A Common Stock and the number of outstanding shares of Class B Common Stock constitutes our “Voting Power.”

### **What constitutes a quorum for the Annual Meeting?**

The presence, in person or by proxy, of the holders of a majority of our Voting Power, as defined above, will constitute a quorum for the transaction of business; *provided, however*, that the election of the Class A and Class B directors shall require the presence, in person or by proxy, of the holders of a majority of the outstanding shares of each respective class.

[Back to Contents](#)

### **How many votes are needed to approve each item of business?**

Six directors are to be elected at the meeting. The holders of Class A Common Stock, voting as a separate class, are entitled to elect two directors. The holders of Class B Common Stock, also voting as a separate class, are entitled to elect the other four directors. Our stockholders do not have any right to vote cumulatively in any election of directors. Directors elected by each class shall be elected by a majority of the votes cast in the respective class.

The proposal to ratify the appointment of our independent auditors and the stockholder proposal must each receive the affirmative vote of a majority of our Voting Power present in person or represented by proxy at the meeting and entitled to vote on each such matter in order for each such proposal to be approved.

### **What effect do broker non-votes and abstentions have on the items of business?**

The term “broker non-votes” refers to shares held by a brokerage firm or other nominee (for the benefit of its client) that are represented at the meeting, but with respect to which such broker or nominee is not instructed to vote by the beneficial holder on a particular proposal and does not have discretionary authority to vote on that proposal. Brokers and nominees do not have discretionary voting authority on certain non-routine matters, including the election of directors and the stockholder proposal, and accordingly, may not vote on such matters absent instructions from the beneficial holder. Broker non-votes will not be counted in determining the number of votes cast on these non-routine matters. Brokers have discretionary authority to vote on the ratification of the Company’s independent auditors.

For purposes of determining the presence of a quorum, broker non-votes, as well as abstentions, will be counted as shares that are present and entitled to vote. With respect to the election of directors and the stockholder proposal, broker non-votes and abstentions will not affect the outcome of a director’s election. With respect to the proposal to ratify the appointment of our independent auditors, there will be no broker non-votes in connection with this proposal because brokers have discretionary authority to vote on the ratification of the Company’s independent auditors, and abstentions will have the same effect as a vote against this proposal.

### **How do I vote?**

If you are the record holder of your stock as of the Record Date, you may submit a proxy by executing and returning the enclosed proxy card(s) in the provided postage-paid envelope. You may also attend the Annual Meeting and vote in person.

If a bank, broker or other nominee is the record holder of your stock on the Record Date, you will be able to vote by following the instructions on the voting instruction form or notice that you receive from your bank, broker or other nominee.

**What happens if I do not provide instructions on how to vote or if other matters are presented for determination at the Annual Meeting?**

Shares for which a properly executed proxy in the enclosed form is returned will be voted at the Annual Meeting in accordance with the directions on such proxy. If no voting instructions are indicated with respect to one or more of the proposals, the proxy will be voted in favor of Proposals 1 and 2, against Proposal 3, and to approve those other matters that may properly come before the Annual Meeting at the discretion of the person named in the proxy. The Board of Directors is not aware of any matters that might come before the meeting other than those mentioned in this proxy statement. If, however, any other matters properly come before the Annual Meeting, it is intended that the proxies will be voted in accordance with the judgment of the person or persons voting such proxies.

**May I change my vote?**

Yes. Any proxy may be revoked by the record owner of the shares at any time prior to its exercise by filing with our Secretary a written revocation or duly executed proxy bearing a later date or by attending the meeting in person and announcing such revocation or voting in person at the meeting. Attendance at the Annual Meeting will not, by itself, constitute revocation of a proxy. For shares held through a broker, the directions received from the broker must be followed in order to revoke a proxy, change a vote or to vote at the Annual Meeting. In order for a stockholder whose shares are held through a broker to vote such shares in person at the Annual Meeting, a valid proxy from the broker authorizing such stockholder to vote the shares at the Annual Meeting will be required.

**What rights do I have if I dissent on an item of business?**

There are no statutory or contractual rights of appraisal or similar remedies available to those stockholders who dissent from any matter to be acted upon at the meeting.



[Back to Contents](#)

**Who will bear the cost of soliciting votes for the Annual Meeting?**

We will pay the cost of this proxy solicitation. In addition to solicitation by use of the mails, proxies may be solicited from our stockholders by our directors, officers and employees in person or by telephone, telegram or other means of communication. These directors, officers and employees will not be additionally compensated, but may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation. Arrangements will be made with brokerage houses, custodians, nominees and fiduciaries for forwarding of proxy materials to beneficial owners of shares held of record by such brokerage houses, custodians, nominees and fiduciaries and for reimbursement of their reasonable expenses incurred in connection therewith.

**BIO-RAD LABORATORIES, INC. - 2016 Proxy Statement** 6

[Back to Contents](#)

## **Item 1. Election of Directors**

**The Board of Directors recommends that you vote FOR the director nominees named below for the class or classes of Common Stock that you hold.**

Our Board of Directors currently has six members. The term of each of our current directors expires as of the date of the annual meeting of stockholders or on election and qualification of his or her successor. All of our current directors are standing for re-election. The six persons nominated are listed in the following table as the candidates nominated for the respective classes of Common Stock indicated. Norman Schwartz is the son of Alice N. Schwartz. No other family relationships exist among our current and nominated directors or executive officers.

The directors elected at this meeting will serve until the next annual meeting of stockholders or until their respective successors are elected and qualified. Although it is not contemplated that any nominee will decline or be unable to serve as a director, in the event that at the meeting or any adjournments or postponements thereof any nominee declines or is unable to serve, the persons named in the enclosed proxy will, in their discretion, vote the shares subject to such proxy for another person selected by the Board.

### **LOUIS DRAPEAU**

**Business Advisor to Life Science Companies**

**Director Since: 2007**

**Age: 72**

**Class of Common Stock to Elect: Class A**

Mr. Drapeau is currently a business advisor to life science companies. From 2011 to February 2016, he was Vice President and Chief Financial Officer of InSite Vision and was Chief Executive Officer of InSite Vision from 2008 to 2010. From 2006 to 2007, he was Senior Vice President and Chief Financial Officer of Nektar Therapeutics. From 2004 to 2005 he was Acting Chief Executive Officer, and from 2002 to 2005 Senior Vice President and Chief Financial Officer, of BioMarin Pharmaceutical. From 1971 to 2002 he was with Arthur Andersen, where he was a Partner from 1983 to 2002 and Managing Partner from 1985 to 1997. He is also a Board member of AmpliPhi Biosciences Corp., and of Avita Medical Ltd. He was a Board member of Inflazyme Pharmaceuticals Ltd. from 2006 to 2008, Bionovo, Inc. from 2007 to 2012 and Intermune, Inc. from 2007 to 2014. We believe that Mr. Drapeau's

financial and business expertise gained through his many years as an accountant, executive and director of various public companies give him the qualifications and skills to serve as a director.

**ROBERT M. MALCHIONE**

**Independent Strategic Advisor**

**Director Since: 2014**

**Age: 58**

**Class of Common Stock to Elect: Class A**

Mr. Malchione is currently an independent strategic advisor. From 2000 to 2011 he held multiple positions at Avery Dennison Corporation, the last of which was Senior Vice President, Corporate Strategy and Technology. From 1983 to 2000, he held multiple positions at Boston Consulting Group, the last of which was Officer, Director and Partner. We believe that Mr. Malchione's strategic and operational expertise gained through his many years working with large, global organizations give him the qualifications and skills to serve as a director.



[Back to Contents](#)

## **JOEL McCOMB**

**Founder and Chief Executive Officer of BioSpyder Technologies**

**Director Since: 2014**

**Age: 51**

**Class of Common Stock to Elect: Class B**

Mr. McComb has founded three technology companies in the life science and diagnostics markets since mid-2010, including BioSpyder Technologies, of which he is currently Chief Executive Officer. In 2010 he was Chief Operating Officer of Synthetic Genomics Inc., and from 2008 to 2010, he was Senior Vice President and General Manager of Illumina, Inc.'s Life Science Business Unit. From 2004 through 2008 he worked at General Electric, serving as President, GE Healthcare Life Sciences-Discovery Systems, and later as President, GE Healthcare, Interventional Medicine. From 2001 through 2004 he was President and Chief Executive Officer of Innovadyne Technologies, Inc. Prior to this, he held a series of executive, product development, business and sales positions at Beckman Coulter, Inc. We believe that Mr. McComb's broad experience for over 25 years in the life science and diagnostics business gives him the qualifications and skills to serve as a director.

## **DEBORAH J. NEFF**

**Management/Business Advisor in Life Science Industry**

**Director Since: 2011**

**Age: 63**

**Class of Common Stock to Elect: Class B**

Ms. Neff is currently a management/business advisor in the life science industry. From 2014 to January 2016, she was Chief Operating Officer at Complete Genomics Inc., a life science company in genome sequencing. In 2013 she was an executive advisor in the health care industry. From 2006 to 2012, she was President, and Chief Executive Officer of Pathwork Diagnostics, Inc. From 2003 to 2006, she was the Chief Executive Officer of Predicant Biosciences. From 1988 to 2003, she served in various positions at BD Biosciences, including as worldwide President from 1995 to

2003. We believe that Ms. Neff's management experience in the healthcare and life sciences industries for over 25 years gives her the qualifications and skills to serve as a director.

**ALICE N. SCHWARTZ**

**Retired Research Associate at the University of California**

**Director Since: 1967**

**Age: 89**

**Class of Common Stock to Elect: Class B**

Mrs. Schwartz has been retired since 1979. From 1972 to 1978 she was a Research Associate at the University of California. As a co-founder of our Company, Mrs. Schwartz has a unique and invaluable understanding of our Company's business practices and core values. We believe that Mrs. Schwartz's technical and business expertise gained through her many years as a researcher and as a director of our Company give her the qualifications and skills to serve as a director.

**NORMAN SCHWARTZ**

**President and Chief Executive Officer**

**Director Since: 1995**

**Age: 66**

**Class of Common Stock to Elect: Class B**

Mr. Schwartz has been our President and Chief Executive Officer since 2003 and our Chairman of the Board since 2012. He was our Vice President from 1989 to 2002, our Group Manager, Life Science, from 1997 to 2002 and our Group Manager, Clinical Diagnostics, from 1993 to 1997. We believe Mr. Schwartz's financial and business expertise gained through over 40 years of service with our Company, including as our President and Chief Executive Officer for over 13 years, give him the qualifications and skills to serve as a director.

**BIO-RAD LABORATORIES, INC.** - *2016 Proxy Statement* 8

[Back to Contents](#)

## Director Compensation

Our Board of Directors compensation is established by the Chairman of the Board.

Employee Directors receive no additional compensation for Board service. During 2015, non-employee Directors who did not serve on the Audit Committee received a cash payment of \$7,083 per month, non-employee Directors who served on the Audit Committee received a cash payment of \$7,917 per month, the Audit Committee Chairman received \$8,750 per month and the Directors serving on the Demand Review Committee (Messrs. Malchione and McComb), a special committee of the Board formed to review circumstances relating to a litigation matter, received a payment of an additional \$50,000. If the full Board of Directors meets (either in person or by telephone) more than 16 times per year, non-employee Directors receive an additional cash payment of \$100 per meeting for each meeting in excess of 16. We pay no other types of meeting fees or committee service retainers to Board members. We also reimburse Board members for travel expenses relating to Board meetings. Our Directors received no benefits in fiscal 2015 under defined pension or defined contribution plans. We do not award equity to non-employee Directors.

The following table provides information about Director compensation during 2015 for those Directors who are not named executive officers.

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Total (\$)</b>
Louis Drapeau	105,000	105,429
Robert M. Malchione	145,000	145,727
Joel McComb	135,000	135,000
Deborah J. Neff	95,004	96,642
Alice N. Schwartz	84,996	84,996

[Back to Contents](#)

## Information About the Board of Directors and Corporate Governance

### CONTROLLED COMPANY

Because the Schwartz family holds more than 50% of our Voting Power and the votes necessary to elect a majority of our Board of Directors through its ownership of our Class B Common Stock, we are a “controlled company” for purposes of the New York Stock Exchange listing standards.

### INDEPENDENT DIRECTORS

Louis Drapeau, Joel McComb, Deborah J. Neff and Robert M. Malchione are “independent” directors, as determined in accordance with the independence standards set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and Section 303A.02 of the New York Stock Exchange Listed Company Manual.

### COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors has an Audit Committee and a Compensation Committee. Because we are a “controlled company,” as explained above, our Board of Directors has no nominating committee or other committees performing similar functions. Our Board of Directors also may from time to time appoint other special committees formed for a particular purpose.

<b>Director</b>	<b>Audit Committee</b>	<b>Compensation Committee</b>
Louis Drapeau	X*	X
Robert M. Malchione	X	
Deborah J. Neff	X	X*

\*Chair

## AUDIT COMMITTEE

During 2015 our Audit Committee was composed of Louis Drapeau, Deborah J. Neff and Robert M. Malchione. All three current Audit Committee members are “independent” directors as stated above, and each is able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. Our Board of Directors has determined that Mr. Drapeau is a financial expert.

Our Board of Directors adopted a new Audit Committee Charter on March 11, 2004 and amended it on July 22, 2009, March 28, 2012, March 19, 2014 and February 17, 2016, a copy of which is available at the Corporate Governance section of our Web site, [www.bio-rad.com](http://www.bio-rad.com). As set forth in the Audit Committee Charter, the purpose of our Audit Committee is to assist our Board of Directors with its oversight responsibilities regarding: (i) the integrity of our financial statements; (ii) our compliance with legal and regulatory requirements; (iii) our independent auditor’s qualifications and independence; and (iv) the performance of our internal audit function and independent auditor.

Our Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of any independent auditor we engage, including resolution of any disagreements between our management and the independent auditor regarding financial reporting, and is responsible for reviewing and evaluating our accounting policies and system of internal accounting controls. In addition, our Audit Committee reviews the scope of our independent auditor’s audit of our financial statements, reviews and discusses our audited financial statements with management, prepares the annual Audit Committee reports that are included in our proxy statements and annually reviews the Audit Committee’s performance and the Audit Committee Charter, among other responsibilities. Our Audit Committee has the authority to obtain advice and assistance from, and receive appropriate funding from us for, any independent counsel, experts or advisors that the Audit Committee believes to be necessary or appropriate in order to enable it to carry out its duties. Our Audit Committee Charter and Corporate Governance Guidelines provide that the members of the Audit Committee may not serve

[Back to Contents](#)

on the audit committees of the boards of directors of more than two other companies at the same time as they are serving on our Audit Committee unless our Board of Directors determines that such simultaneous service would not impair the ability of such member to effectively serve on our Audit Committee. Our Audit Committee met 10 times in 2015. A more complete discussion is provided in the “Report of the Audit Committee of the Board of Directors” of this proxy statement.

### **COMPENSATION COMMITTEE**

In 2015 our Compensation Committee was composed of Louis Drapeau and Deborah J. Neff. The Compensation Committee met five times in 2015 to make determinations regarding compensation for the senior management team. Mr. Drapeau and Ms. Neff are both “independent” directors, as stated above, and meet the definitions of an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code and a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Our Board of Directors adopted a Compensation Committee charter on July 24, 2013 and amended it on March 23, 2016. The Compensation Committee has overall responsibility for evaluating and approving certain elements of the compensation of our executives. A discussion of the Compensation Committee’s duties and functions is provided in the “Compensation Discussion and Analysis” section of this proxy statement.

### **COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

No member of our Compensation Committee was at any time during 2015 or at any other time an officer or employee of the Company, and no member had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission.

None of our executive officers has served on the board of directors or compensation committee of any other entity that has or has had an executive officer who served as a member of our Board of Directors or Compensation Committee during 2015.

### **NOMINATING COMMITTEE FUNCTIONS**

Our Board of Directors does not have a standing nominating committee or a committee performing similar functions. Because we are a “controlled company” as stated above, we are not required to have a standing nominating committee comprised solely of independent directors. Our Board of Directors believes that it is appropriate for us not to have a standing nominating committee because we are controlled by the Schwartz family. Notwithstanding this, each member of our Board of Directors participates in the consideration of director nominees. Joel McComb, Louis Drapeau, Deborah J. Neff and Robert M. Malchione are all “independent” directors, as stated above; Alice N. Schwartz and Norman Schwartz are not.

Our Board of Directors has not adopted a charter governing the director nomination process. However, it is the policy of our Board of Directors to consider stockholder nominations for candidates for membership on our Board of Directors that are properly submitted as set forth below under the caption “Communications with the Board of Directors” and the section titled “Stockholder Proposals.” The stockholder must submit a detailed resume of the candidate together with a written explanation of the reasons why the stockholder believes that the candidate is qualified to serve on our Board of Directors. In addition, the stockholder must include the written consent of the candidate, provide any additional information about the candidate that is required to be included in a proxy statement pursuant to the rules and regulations of the Securities and Exchange Commission, and must also describe any arrangements or undertakings between the stockholder and the candidate regarding the nomination.



[Back to Contents](#)

## **DIRECTOR QUALIFICATIONS**

The director qualifications our Board of Directors has developed to date focus on what our Board of Directors believes to be those competencies that are essential for effective service on our Board of Directors. Qualifications for Directors include technical, operational and/or economic knowledge of our business and industries; experience in operational, financial and/or administrative management; financial and risk management acumen; and experience in or familiarity with international business, markets and cultures, technological trends and developments, and corporate securities and tax laws. While a candidate may not possess every one of these qualifications, his or her background should reflect many of these qualifications. In addition, a candidate should possess integrity and commitment according to the highest ethical standards; be consistently available and committed to attending meetings; be able to challenge and share ideas in a positive and constructively critical manner; and be responsive to our needs and fit in with other Board members from a business culture perspective.

Our Board of Directors identifies director nominees by first evaluating the current members of our Board of Directors who are willing to continue in service. Current members with qualifications and skills that are consistent with our Board of Directors' criteria for Board service are re-nominated. As to new candidates, our Board of Directors generally polls its members and members of our management for their recommendations. Our Board of Directors may also review the composition and qualification of the boards of our competitors, and may seek input from industry experts or analysts. Our Board of Directors reviews the qualifications, experience and background of the candidates, and as discussed below, considers diversity in these areas among all the Board members. In making its determinations, our Board of Directors evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate our success and represent stockholder interests through the exercise of sound judgment. Any recommendations properly submitted by stockholders will be processed and are subject to the same criteria as any other candidates.

Each of the nominees included in the enclosed proxy card(s) was recommended for inclusion by all of the other members of our Board of Directors.

## **DIVERSITY**

We do not have a formal policy regarding consideration of diversity in selecting the nominees for our Board of Directors; however, we seek to nominate Directors with a variety of complementary skills so that as a group, the Board will possess the appropriate talent, skills and expertise to oversee our businesses. As set forth above, the qualifications we look for in nominees for Directors (both new candidates and current Board members) include technical and operational knowledge of our business and industries; experience in operational, financial and/or risk

management; and familiarity with international business, markets and cultures, as well as corporate securities and tax laws. Because not every nominee will possess all of these qualifications, our Board considers diversity in these factors when evaluating each nominee in the context of the Board as a whole.

## **BOARD LEADERSHIP AND RISK OVERSIGHT**

Our Board of Directors does not have a policy regarding the separation of the roles of Chief Executive Officer and Chairman of the Board as the Board believes it is in the best interest of the Company to make that determination based on the position and direction of the Company and the membership of the Board. Our Board of Directors has determined that having Norman Schwartz serve as Chief Executive Officer and Chairman of the Board is in the best interest of the Company's stockholders at this time. This structure permits Mr. Schwartz to manage our day-to-day operations and the oversight of the Board's activities efficiently.

Companies face a variety of risks, including credit risk, liquidity risk and operational risk. The Board of Directors believes an effective risk management process will timely identify the material risks that the Company faces, communicate necessary information with respect to material risks to senior executives and, as appropriate, to the Board of Directors or the relevant Board committee, implement appropriate and responsive risk management strategies consistent with the Company's risk profile and integrate risk management into the Company's decision-making. Our entire Board of Directors oversees general risk management of the Company and continually works, with the input of the Company's executive officers, to assess and analyze the most likely areas of future risk for the Company. The Board of Directors also encourages management to promote a corporate culture that incorporates risk management into the Company's corporate strategy and day-to-day business operations. In addition, our Audit Committee assists our Board of Directors with oversight of the Company's financial statements and compliance with legal and regulatory requirements. We believe that the leadership structure of our Board of Directors supports effective oversight of the Company's risk management.

[Back to Contents](#)

## **BOARD AND STOCKHOLDER MEETING ATTENDANCE**

During 2015, our Board of Directors held a total of 11 meetings (including regularly scheduled and special meetings), and no director attended fewer than 75% of such meetings and meetings of any committee on which such director served. Every member of our Board of Directors that is standing for re-election is expected to attend our annual meeting of stockholders in person, absent extraordinary circumstances such as a personal emergency. All of our directors who were serving at the time of our annual meeting of stockholders last year attended the annual meeting in person.

## **TRANSACTIONS WITH RELATED PERSONS**

We maintain various policies and procedures relating to the review, approval, or ratification of transactions in which we are a participant and in which any of our directors, executive officers, greater than 5% stockholders or their family members have a direct or indirect material interest. Our Management Guidelines provide that any transaction proposed, initiated or approved by our employees that poses an actual or potential conflict of interest requires the prior written approval of our Chief Executive Officer. In addition, our Board or certain executive officers, depending on the dollar value of the transaction, review and approve all material transactions through the expenditure approval procedures set forth in the Management Guidelines. Our Code of Business Ethics and Conduct, which applies to all of our directors, officers, employees, and in some cases, their family members, prohibits arrangements, agreements and acts which are, or may give the impression of being, conflicts of interest with us. In addition, each quarter we require our regional sales managers and financial officers to sign and send a written representation letter to the corporate financial reporting group wherein they are asked to disclose any related party transactions of which they are aware. Also, each year we require our directors and executive officers to complete a questionnaire which, among other things, identifies transactions or potential transactions with us in which a director or an executive officer or one of their family members or associate entities has an interest. We also have a disclosure committee that meets quarterly to discuss, among other matters, potential conflicts of interest.

## **COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

Individuals, including stockholders, may contact an individual director, the Board as a group, or a specified Board committee or group, including the non-management directors or independent directors as a group, by writing to Attention: Corporate Secretary, Bio-Rad Laboratories, Inc., 1000 Alfred Nobel Drive, Hercules, California 94547.

The Corporate Secretary will promptly forward all such communications to the Chairman of the Board. Louis Drapeau presides over the meetings of our independent directors as a group.

## **CORPORATE GOVERNANCE DOCUMENTS**

Our commitment to good corporate governance is embodied in our Corporate Governance Guidelines. The Corporate Governance Guidelines set forth the Board's processes and procedures to assist it in the exercise of its responsibilities and to serve the interests of the Company and its stockholders.

Our Corporate Governance Guidelines, along with our Code of Business Ethics and Conduct and Audit Committee Charter, are available at the Corporate Governance section of our Web site, [www.bio-rad.com](http://www.bio-rad.com). Stockholders may also obtain a printed copy of these documents without charge by writing to the Corporate Secretary at the address indicated above.

[Back to Contents](#)

## **Item 2. Ratification of Selection of Independent Auditors**

**The Board of Directors recommends that you vote FOR ratification of KPMG LLP to serve as our independent auditors for the fiscal year ending December 31, 2016.**

Our Board of Directors has selected KPMG LLP, independent registered public accountants, to serve as our auditors for the fiscal year ending December 31, 2016. A representative of KPMG LLP is expected to be present at the Annual Meeting to make a statement if he or she desires to do so and to respond to appropriate questions.

Although we are not required to do so, we wish to provide our stockholders with the opportunity to express their opinion on the selection of auditors, and accordingly we are submitting a proposal to ratify the selection of KPMG LLP. If our stockholders should fail to ratify this proposal, our Board of Directors will consider the selection of another auditing firm.

### **Report of the Audit Committee of the Board of Directors**

Our Audit Committee was established in 1992, and our Board of Directors adopted its Audit Committee charter on June 7, 2000. Our Board of Directors adopted a new Audit Committee Charter on March 11, 2004 and amended it on July 22, 2009, March 28, 2012, March 19, 2014 and February 17, 2016, a copy of which is available at the Corporate Governance section of our Web site, [www.bio-rad.com](http://www.bio-rad.com). During fiscal year 2015, the Audit Committee was comprised of Louis Drapeau, Robert M. Malchione and Deborah J. Neff, all of whom were “independent” directors, as determined in accordance with the independence standards set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and Section 303A.02 of the New York Stock Exchange (“NYSE”) Listed Company Manual. Mr. Drapeau joined the Audit Committee on February 14, 2007. Ms. Neff joined the Audit Committee on April 24, 2013. Mr. Malchione joined the Audit Committee on April 22, 2014.

Our management is responsible for our internal controls and our financial reporting process. Our independent accountants are responsible for performing an independent audit of our consolidated financial statements in accordance with generally accepted accounting practices, attesting to the effectiveness of the Company’s internal control over financial reporting and issuing reports thereon. Our Audit Committee’s responsibility is to monitor and oversee these processes. The following is our Audit Committee’s report submitted to the Board of Directors for the fiscal year ended December 31, 2015.

Our Audit Committee has:

• reviewed and discussed our audited financial statements with management;

• reviewed and discussed our assessment of internal control over financial reporting with management;

discussed with KPMG LLP, our independent auditors, the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Accounting Oversight Board in Rule 3200T; and

received the written disclosures and the letter from KPMG LLP, our independent auditors, required by applicable requirements of the Public Accounting Oversight Board regarding our independent auditors' communications with the Audit Committee concerning independence, and has discussed with our independent auditors the independent auditors' independence.

Based on the review and discussions referred to above, our Audit Committee recommended to our Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 for filing with the Securities and Exchange Commission.

**BIO-RAD LABORATORIES, INC.** - 2016 Proxy Statement 14

[Back to Contents](#)

*Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees:* Set forth below are the aggregate fees billed for professional services rendered for the fiscal years ended December 31, 2015 and 2014 by KPMG LLP.

	<b>2015</b>	<b>2014</b>
Audit Fees <sup>(1)</sup>	\$ 6,905,000	\$ 6,648,000
Audit-Related Fees <sup>(2)</sup>	16,000	12,000
Tax Fees <sup>(3)</sup>	0	16,000
All Other Fees <sup>(4)</sup>	981,000	1,088,000

*Audit Fees included aggregate fees for professional services performed in connection with the audit of our annual consolidated financial statements and internal controls, the reviews of our consolidated financial statements (1) included in our Quarterly Reports on Form 10-Q, and the attestation services for the statutory audits of international subsidiaries.*

*Audit-Related Fees included aggregate fees for services rendered during the fiscal year for assurance and related (2) services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit Fees."*

*Tax Fees included aggregate fees for professional services performed in connection with tax planning and tax (3) compliance.*

*All Other Fees included fees for services in connection with the enterprise resource planning platform. (4)*

The Audit Committee pre-approves each and every service performed by our independent auditors, including the services described in each of the four subcategories above.

Our Audit Committee has considered whether the provision of services described above under the caption "Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees" is compatible with maintaining our independent auditors' independence, and has determined that the provision of such service to us does not compromise the independent auditor's independence.

#### THE AUDIT COMMITTEE

Louis Drapeau  
Robert M. Malchione  
Deborah J. Neff

*The Audit Committee report shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act or the Exchange Act, and shall not otherwise be deemed filed under these Acts.*

**BIO-RAD LABORATORIES, INC. - 2016 Proxy Statement** 15



[Back to Contents](#)

### **Item 3. Stockholder Proposal: Shareholder Proxy Access**

**The Board of Directors recommends that you vote AGAINST this Stockholder Proposal: Shareholder Proxy Access.**

Bio-Rad is not responsible for the content of this stockholder proposal or the accuracy of the supporting statement.

James McRitchie and Myra K. Young, 9295 Yorkship Court, Elk Grove, CA 95758, beneficial owners of 25 shares of Bio-Rad common stock, have notified Bio-Rad that their designee, John Chevedden, intends to present the following proposal for consideration at the annual meeting:

#### **“Proposal 3 - Shareholder Proxy Access**

RESOLVED: Shareholders of Bio-Rad Laboratories, Inc. (the “Company”) ask the board of directors (the “Board”) to adopt, and present for shareholder approval, a “proxy access” bylaw as follows:

Require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or an unrestricted number of shareholders forming a group (the “Nominator”) that meets the criteria established below.

Allow shareholders to vote on such nominee on the Company’s proxy card.

The number of shareholder-nominated candidates appearing in proxy materials should not exceed one quarter of the directors then serving or two, whichever is greater. This bylaw should supplement existing rights under Company bylaws, providing that a Nominator must:

a)

- have beneficially owned 3% or more of the Company's outstanding common stock, including recallable loaned stock, continuously for at least three years before submitting the nomination;
- b) give the Company, within the time period identified in its bylaws, written notice of the information required by the bylaws and any Securities and Exchange Commission (SEC) rules about (i) the nominee, including consent to being named in proxy materials and to serving as director if elected; and (ii) the Nominator, including proof it owns the required shares (the "Disclosure"); and
- c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator's communications with the Company shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company's proxy materials; and (iii) to the best of its knowledge, the required shares were acquired in the ordinary course of business, not to change or influence control at the Company.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the "Statement"). The Board should adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and applicable federal regulations, and the priority given to multiple nominations exceeding the one-quarter limit. No additional restrictions that do not apply to other board nominees should be placed on these nominations or re-nominations.

Supporting Statement: Long-term shareholders should have a meaningful voice in nominating directors. The SEC's universal proxy access Rule 14a- 11 (<https://www.sec.gov/rules/final/2010/33-9136.pdf>) was vacated, in part due to inadequate cost-benefit analysis. *Proxy Access in the United States* (<http://www.cfapubs.org/doi/pdf/10.2469/ccb.v2014.n9.1>), a cost-benefit analysis by CFA Institute, found proxy access would "benefit both the markets and corporate boardrooms, with little cost or disruption," raising US market capitalization by up to \$140.3 billion. *Public Versus Private Provision of Governance* (<http://ssrn.com/abstract=2635695>) found a 0.5 percent average increase in shareholder value for proxy access targeted firms.

Enhance shareholder value. Vote for Shareholder Proxy Access – Proposal 3"

**The Board of Directors recommends that you vote AGAINST this stockholder proposal.**

[Back to Contents](#)**Executive Officers**

Executive officers of Bio-Rad as of the date of this proxy statement are listed in the table below.

Name	Position with Bio-Rad as of December 31, 2015	Age
Norman Schwartz	President, Chief Executive Officer and Chairman of the Board	66
Michael Crowley	Executive Vice President, Global Commercial Operations	54
John Goetz	Executive Vice President and Chief Operating Officer	66
Shannon Hall	Executive Vice President and President, Life Science Group	46
John Hertia	Executive Vice President and President, Clinical Diagnostics Group	60
Ronald W. Hutton	Vice President and Treasurer	58
Giovanni Magni	Executive Vice President and Chief Strategy Officer	59
Christine A. Tsingos	Executive Vice President and Chief Financial Officer	57

Biographical information regarding Norman Schwartz is provided in the preceding pages. Biographical information regarding Michael Crowley, John Goetz, Shannon Hall, John Hertia, Ronald W. Hutton, Giovanni Magni and Christine A. Tsingos is set forth below.

**MICHAEL CROWLEY**

Michael Crowley was appointed Executive Vice President, Global Commercial Operations in December 2014. Previously he was Vice President, Commercial Manager, Europe from 2012 to 2014 and Commercial Manager, Clinical Diagnostics Group, Europe from 2011 to 2012 and Division Manager of the Clinical Diagnostics Group North American Sales Organization from 2008 to 2011. Prior to that, he was the Clinical Diagnostics U.S. National Sales Manager since joining Bio-Rad in 1998.

**JOHN GOETZ**

John Goetz was appointed Executive Vice President, Chief Operating Officer in September 2014. He was appointed Executive Vice President and President of the Clinical Diagnostics Group in 2012 and was Vice President and Group Manager of the Clinical Diagnostics Group from 2000 to 2012. Previously, he held various positions within Bio-Rad since joining us in 1974 including Plant Engineer, Manufacturing Manager, Division Manager, Quality Systems

Division and Operations Manager of the Diagnostics Group.

**SHANNON HALL**

Shannon Hall was appointed Executive Vice President, President, Life Science Group in October 2014. Previously, she was Vice President and General Manager of the Laboratory Separations Division, Life Science Group from 2008 to 2014. Prior to that, she held various positions within our Life Science Group since joining Bio-Rad in 1992, including Division Marketing Manager of each of the Laboratory Separations Division and Gene Expression Division, Business Unit Marketing Manager of the Molecular Biology Business Unit, as well as several product manager positions.

**JOHN HERTIA**

John Hertia was appointed Executive Vice President, President, Clinical Diagnostics Group, in August 2014. Previously he was Senior Vice President of Global Technology and Systems from 2010 to 2014, Worldwide Group Operations Manager, Life Science Group from 2006 to 2010 and Operations Manager Clinical Diagnostics Group, U.S. Operations from 2000 to 2006. Prior to that, he held various positions within our Clinical Diagnostics Group since joining Bio-Rad in 1982, including Business Development and Strategic Marketing Manager and North American Sales Division Marketing Manager.

[Back to Contents](#)

### **RONALD W. HUTTON**

Ronald W. Hutton has been our Treasurer since 1997 and was appointed Vice President in 2012. Previously, he was Director of Treasury at Kaiser Aluminum & Chemical Corporation from 1993 to 1997.

### **GIOVANNI MAGNI**

Giovanni Magni was appointed Executive Vice President, Chief Strategy Officer in August 2014. Previously, he was Executive Vice President of International Sales from 2012 to 2014 and Vice President and International Sales Manager from 2004 to 2012. Prior to that, he held various positions within Bio-Rad since joining us in 1995, including Diagnostic Division Manager, Southern Europe and Diagnostics Group Operation Manager, France.

### **CHRISTINE A. TSINGOS**

Christine A. Tsingos was appointed our Chief Financial Officer in 2002, Vice President in 2003 and Executive Vice President in 2012. Previously, she was the Chief Operating Officer and Chief Financial Officer at Attest Systems, Inc., a provider of information technology asset discovery and management tools, from August 2002 to November 2002. Prior to that, Ms. Tsingos was a consultant to Attest Systems, Inc. from 2000 to 2002. She was the Chief Financial Officer at Tavolo, Inc., an online retailer of gourmet cookware and food, from 1999 to 2000, and she was Treasurer, and later Vice President and Treasurer, of Autodesk, Inc., a developer of design software, from 1990 to 1999.

Our executive officers also serve in various management capacities with our wholly owned subsidiaries.

[Back to Contents](#)**Principal and Management Stockholders**

The following table presents certain information as of February 29, 2016 (except as noted below), with respect to our Class A Common Stock and Class B Common Stock beneficially owned by: (i) any person who is known to us to be the beneficial owner of more than five percent of the outstanding Common Stock of either class, (ii) each of our directors, (iii) certain of our executive officers named in the “Summary Compensation Table” of this proxy statement and (iv) all of our directors and executive officers as a group. The address for all executive officers and directors is c/o Bio-Rad Laboratories, Inc., 1000 Alfred Nobel Drive, Hercules, California, 94547.

Name and, with Respect to Owner of 5% or More, Address	Class A Common Stock <sup>(1)</sup>		Class B Common Stock			
	Number of Shares and Nature of Ownership <sup>(2)</sup>	Percent of Class	Number of Shares and Nature of Ownership <sup>(2)</sup>	Percent of Class		
Blue Raven Partners, L.P. <sup>(3)</sup> 1000 Alfred Nobel Drive Hercules, CA 94547	—	0.0	% 4,060,054	79.2	%	
Eaton Vance Management <sup>(4)</sup> 2 International Place Boston, MA 02110	1,843,789	7.6	% —	0.0	%	
BlackRock, Inc. <sup>(5)</sup> 55 East 52nd Street New York, NY 10055	1,631,596	6.7	% —	0.0	%	
The Vanguard Group <sup>(6)</sup> 100 Vanguard Blvd. Malvern, PA 19355	1,387,469	5.7	% —	0.0	%	
Alice N. Schwartz <sup>(7)(8)(10)</sup> Bio-Rad Laboratories, Inc. 1000 Alfred Nobel Drive Hercules, CA 94547	2,747,223	11.3	% 4,598,260	89.7	%	
Norman Schwartz <sup>(7)(9)(11)(12)(13)</sup> Bio-Rad Laboratories, Inc. 1000 Alfred Nobel Drive Hercules, CA 94547	411,252	1.7	% 4,495,153	84.0	%	
Steven Schwartz <sup>(7)(11)(13)(14)</sup> Bio-Rad Laboratories, Inc. 1000 Alfred Nobel Drive Hercules, CA 94547	363,964	1.5	% 4,076,866	79.5	%	
Louis Drapeau	—	0.0	% —	0.0	%	
Robert M. Malchione	—	0.0	% —	0.0	%	
Joel McComb	400	0.0	% —	0.0	%	
Deborah J. Neff	—	0.0	% —	0.0	%	
Michael Crowley	2,537	0.0	% —	0.0	%	

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John Goetz <sup>(9)</sup>	76,983	0.3	%	—	0.0	%
John Hertia <sup>(9)</sup>	12,254	0.0	%	—	0.0	%
Christine A. Tsingos <sup>(9)</sup>	11,309	0.0	%	—	0.0	%
All directors and executive officers as a group <sup>(9)</sup> (13 persons)	3,299,537	13.6	%	5,033,359	94.1	%

*Excludes Class A Common Stock that may be acquired on conversion of Class B Common Stock. Class B Common Stock may be converted to Class A Common Stock on a one for one basis and, if fully converted, would result in the following percentage beneficial ownership of Class A Common Stock: Blue Raven Partners, L.P. 13.8%; Eaton (1) Vance Management 6.3%; BlackRock, Inc. 5.6%; The Vanguard Group, 4.7%; Alice N. Schwartz 25.0%; Norman Schwartz 16.6%; Steven Schwartz 15.1%; John Goetz 0.3%; and all directors and executive officers as a group 28.1%. Management considers any substantial conversions by the executive officers or directors listed in the table to be highly unlikely.*

*Except as otherwise indicated and subject to applicable community property and similar statutes, the persons listed (2) as beneficial owners of the shares have sole voting and investment power with respect to such shares. Number of shares is based on the statements of the stockholders where not identified specifically in the stockholder register.*

*Alice N. Schwartz, Norman Schwartz and Steven Schwartz are general partners of Blue Raven Partners, L.P., a (3) California limited partnership, and, as such, share voting and dispositive power over the Class B Common Stock held by Blue Raven Partners.*

*(4) Based solely on a Schedule 13G/A filed on February 12, 2016 with the Securities and Exchange Commission pursuant to Rule 13d-1(b) of the Exchange Act.*

*(5) Based solely on a Schedule 13G/A filed on January 25, 2016 with the Securities and Exchange Commission pursuant to Rule 13d-1(b) of the Exchange Act.*

*(6) Based solely on a Schedule 13G/A filed on February 10, 2016 with the Securities and Exchange Commission pursuant to Rule 13d-1(b) of the Exchange Act.*

*(7) Includes 4,060,054 shares of Class B Common Stock held by Blue Raven Partners, L.P.*

[Back to Contents](#)

- Includes 2,747,223 shares of Class A Common Stock and 497,030 shares of Class B Common Stock, which are held in the following trusts, all of which Alice N. Schwartz is the sole trustee: the David and Alice N. Schwartz Charitable Remainder Unitrust (34,311 shares of Class A Common Stock); the David Schwartz Exemption Trust (90 shares of Class A Common Stock); the David Schwartz Exempt Marital Trust (240 shares of Class A Common Stock); the David Schwartz Non-Exempt Marital Trust (898,931 shares of Class A Common Stock and 57,000 shares of Class B Common Stock); the Alice N. Schwartz Revocable Trust (1,813,651 shares of Class A Common Stock and 440,030 shares of Class B Common Stock). Also includes 41,176 shares of Class B Common Stock held by DANSA Partners Limited, a California limited partnership, of which Alice N. Schwartz is a general partner. Includes shares with respect to which such persons have the right to acquire beneficial ownership immediately or within sixty days of February 29, 2016, under the Company's employee stock purchase plan and stock option agreements, as follows: Norman Schwartz, 224,750 Class B shares; John Goetz, 21,230 Class A shares; John Hertia, 600 Class A shares; Christine A. Tsingos, 6,630 Class A shares; and all directors and officers as a group, 49,090 Class A shares and 224,750 Class B shares.*
- (8) *Includes 1,144,913 shares of Class A Common Stock pledged as security.*
- (9) *Norman Schwartz and Steven Schwartz are sons of Alice N. Schwartz.*
- (10) *Includes 12,586 shares of Class B Common Stock owned by Norman Schwartz's wife, as to which Norman Schwartz disclaims any beneficial ownership.*
- (11) *Includes 37,825 shares of Class A Common Stock pledged as security.*
- (12) *Includes 1,818 shares of Class A Common Stock and 12,586 shares of Class B Common Stock owned by Steven Schwartz's wife, as to which Steven Schwartz disclaims any beneficial ownership.*
- (14)

## **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and executive officers, and persons who own more than ten percent of a registered class of our equity securities, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of our Common Stock. Insiders are required by Securities and Exchange Commission regulations to furnish us with copies of all Section 16(a) reports which they file.

To our knowledge, based solely upon our review of the copies of such reports furnished to us and written representations from certain insiders that no other reports were required, during the fiscal year ended December 31, 2015, all Section 16(a) filing requirements applicable to insiders were complied with.

## **Compensation Committee Report**



The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with the Company's Chairman and President and Chief Executive Officer. Based on the review and discussions referred to above, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the annual report on Form 10-K and proxy statement.

THE COMPENSATION COMMITTEE

Louis Drapeau  
Deborah J. Neff

*The Compensation Committee report shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act or the Exchange Act, and shall not otherwise be deemed filed under these Acts.*

**BIO-RAD LABORATORIES, INC. - 2016 Proxy Statement** 20

[Back to Contents](#)

## Compensation Discussion and Analysis

In this Compensation Discussion and Analysis, we review the objectives and elements of our execution compensation program and discuss the 2015 compensation earned by our named executive officers, or NEOs.

For 2015, our named executive officers were:

<b>Name</b>	<b>Position</b>
Norman Schwartz	President, Chief Executive Officer and Chairman of the Board
Christine A. Tsingos	Executive Vice President and Chief Financial Officer
John Goetz	Executive Vice President and Chief Operating Officer
Michael Crowley	Executive Vice President, Global Commercial Operations
John Hertia	Executive Vice President and President, Clinical Diagnostics Group

## COMPENSATION PROGRAM OBJECTIVES AND PHILOSOPHY

We maintain various compensation programs for our named executive officers. Our executive compensation program, taken as a whole, has several objectives. The overriding objective of our executive compensation program is to attract, retain, motivate and develop the type of executives who will establish and execute strategic initiatives that help us to continue to grow a profitable business. We also want our executive compensation program to help align the interests of the executives with the interests of the Company and its stockholders. Finally, we want to reward our executives for business achievements and satisfaction of corporate objectives without creating risks which could have a material adverse effect on the Company.

In developing our overall executive compensation program and in setting individual pay levels for the named executive officers, we strive to meet the following goals:

- ¶ To pay salaries that are competitive in our industry and our geographical market.
- ¶ To use executive pay practices that are commonly found in our industry, as appropriate.
- ¶ To pay salaries and award merit increases on the basis of the individual executive's performance and contributions and the value of the executive's position within our organization.
- ¶ To maintain a "pay for performance" outlook, particularly in our incentive programs.

¶To manage risk taking by incorporating objective company performance goals into our incentive programs.

Our executive compensation program is designed to reward our executives for Company and individual performance. Because we feel that each of our named executive officers provides unique services to us, we do not use a fixed relationship between base pay, annual performance-based cash bonus payments and equity awards. When we make our final decisions about a named executive officer's total compensation package for a year, we look at the three elements of compensation (base pay, potential performance-based bonus payments and equity awards) individually and as a complete package. Overall, we believe that our total compensation program for executives is reasonable while being competitive within the market in which we compete for executive talent and does not create risks that are reasonably likely to have a material adverse effect on the Company.

### **STOCKHOLDER SAY-ON-PAY VOTE**

At our 2014 meeting of stockholders, we provided our stockholders with the opportunity to cast an advisory vote on executive compensation. Over 95% of the votes cast on this "2014 say-on-pay vote" were voted in favor of the proposal. We have considered the 2014 say-on-pay vote, and we believe that the substantial support of our stockholders for the 2014 say-on-pay vote proposal indicates that our stockholders are generally supportive of our approach to executive compensation. Thus we have not made any material changes to our executive compensation arrangements in response to the 2014 say on pay vote. At our 2011 meeting of stockholders, our stockholders voted in favor of the proposal to hold say-on-pay votes every three years. Accordingly, the next say-on-pay advisory vote will be held at our 2017 meeting of stockholders. In the future, we will continue to consider the outcome of our triennial say-on-pay votes when making compensation decisions regarding the named executive officers.

[Back to Contents](#)**THE COMPONENTS OF OUR EXECUTIVE COMPENSATION PROGRAM**

To achieve the above goals, we have created an executive compensation program which consists of base pay, a short-term performance-based cash bonus program pursuant to the Incentive Bonus Plan, or IBP, and an equity grant program providing long-term incentives.

	Pay Element	Objective	Performance-Rewarded	
<b>FIXED</b>	Annual <b>Consumer Finance 0.3%</b>			914,505
Inmarsat Finance Plc, 7.38%, 12/01/17 (a)			325	347,750
<b>Diversified Financial Services 1.3%</b>				
Ally Financial, Inc., 2.62%, 12/01/14 (b)			440	441,107
Reynolds Group Issuer, Inc.:				
7.13%, 4/15/19			120	128,850
5.75%, 10/15/20			930	960,225
6.88%, 2/15/21			185	197,488
				1,727,670
<b>Diversified Telecommunication Services 0.2%</b>				
Lynx I Corp., 5.38%, 4/15/21 (a)			200	205,000
<b>Energy Equipment &amp; Services 0.3%</b>				
FTS International Services LLC/FTS International Bonds, Inc., 8.13%, 11/15/18 (a)			113	116,955
Tervita Corp., 8.00%, 11/15/18 (a)			232	238,960
				355,915
<b>Health Care Providers &amp;</b>				

**Services 1.1%**

CHS/Community Health Systems, Inc., 5.13%, 8/15/18	358	376,347
HCA, Inc., 6.50%, 2/15/20 (a)	375	420,000
inVentiv Health, Inc., 9.00%, 1/15/18 (a)	190	198,075
Tenet Healthcare Corp.: 6.25%, 11/01/18	185	204,888
4.50%, 4/01/21 (a)	264	260,370
		1,459,680

**Health Care****Technology 0.8%**

IMS Health, Inc., 12.50%, 3/01/18 (a)	850	1,024,250
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**Hotels, Restaurants****& Leisure 0.3%**

Caesars Entertainment Operating Co., Inc., 9.00%, 2/15/20 (a)	67	66,163
Caesars Operating Escrow LLC, 9.00%, 2/15/20 (a)	319	315,012
		381,175

**Household Durables****0.2%**

Beazer Homes USA, Inc., 6.63%, 4/15/18	180	192,375
United Rentals North America, Inc., 5.75%, 7/15/18	80	86,100
		278,475

**Independent Power Producers & Energy Traders 1.6%**

Calpine Corp., 7.25%, 10/15/17 (a)	220	234,025
Energy Future Intermediate Holding Co. LLC: 10.00%, 12/01/20 (a)	230	259,325
10.00%, 12/01/20	1,405	1,594,675
		2,088,025

**Portfolio Abbreviations**

To simplify the listings of portfolio holdings in the Schedules of Investments, the names and descriptions of many of the securities have been abbreviated according

**CAD** Canadian Dollar  
**DIP** Debtor-In-Possession  
**EBITDA** Earnings Before Interest, Taxes, Depreciation and

**EUR** Euro  
**GBP** British Pound  
**TBA** To Be Announced

to the following list:  
See Notes to Financial Statements.

Amortization

**USD** US Dollar

SEMI-ANNUAL REPORT FEBRUARY 28, 2013 11

**BlackRock Defined Opportunity Credit Trust (BHL)**  
 (Percentages shown are based on Net Assets)

Schedule of Investments (continued)

		<b>Par (000)</b>	<b>Value</b>
<b>Corporate Bonds</b>			
<b>IT Services 0.2%</b>			
First Data Corp., 6.75%, 11/01/20 (a)	USD	245	\$ 251,431
<b>Media 0.8%</b>			
AMC Networks, Inc., 7.75%, 7/15/21		105	119,175
Clear Channel Communications, Inc., 9.00%, 12/15/19 (a)		195	181,350
Clear Channel Worldwide Holdings, Inc. (a): 6.50%, 11/15/22		192	200,640
6.50%, 11/15/22		517	544,142
			1,045,307
<b>Oil, Gas &amp; Consumable Fuels 0.1%</b>			
EP Energy LLC/Everest Acquisition Finance, Inc., 6.88%, 5/01/19		145	158,050
<b>Paper &amp; Forest Products 0.1%</b>			
Longview Fibre Paper & Packaging, Inc., 8.00%, 6/01/16 (a)		155	162,750
<b>Real Estate Management &amp; Development 0.1%</b>			
Realogy Corp., 7.63%, 1/15/20 (a)		165	186,038
<b>Wireless Telecommunication Services 0.8%</b>			
Sprint Nextel Corp. (a): 9.00%, 11/15/18		290	359,600
7.00%, 3/01/20		550	643,500
			1,003,100
<b>Total Corporate Bonds 9.9%</b>			12,915,870
<hr/>			
<b>Floating Rate Loan Interests (b)</b>			
<b>Aerospace &amp; Defense 1.4%</b>			
DigitalGlobe, Inc., Term Loan B, 3.75%, 1/24/20		515	517,092
DynCorp International LLC, Term Loan B, 6.25%, 7/07/16		255	256,748
The SI Organization, Inc., Term Loan B, 4.50%, 11/22/16		414	412,905
Spirit Aerosystems, Inc., Term Loan B, 3.75%, 4/18/19		367	368,756
Transdigm, Inc., Term Loan C, 4.00%, 2/28/20		225	225,423
			1,780,924
<b>Airlines 2.1%</b>			
Delta Air Lines, Inc.:			
Term Loan, 3.56%, 9/16/15		352	328,867
Term Loan B, 4.50%, 4/20/17		997	1,005,870
Northwest Airlines, Inc.:			

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Term Loan, 2.32%, 3/10/17	134	124,754
Term Loan, 2.32%, 3/10/17	242	225,302
Term Loan, 1.70%, 9/10/18	110	98,208
Term Loan, 1.70%, 9/10/18	109	97,315
US Airways Group, Inc., Term Loan, 2.70%, 3/21/14	815	812,669
		2,692,985
<b>Auto Components 3.6%</b>		
Autoparts Holdings Ltd., First Lien Term Loan, 6.50%, 7/28/17	642	645,617
Federal-Mogul Corp.:		
Term Loan B, 2.14%, 12/29/14	1,293	1,203,326
Term Loan C, 2.14%, 12/28/15	542	504,073
The Goodyear Tire & Rubber Co., Second Lien Term Loan, 4.75%, 4/30/19	1,150	1,154,313
Schaeffler AG, Term Loan B2, 6.00%, 1/27/17	420	419,895
Transtar Holding Co., First Lien Term Loan, 5.50%, 10/09/18	494	498,700
UCI International, Inc., Term Loan B, 5.50%, 7/26/17	343	343,751
		4,769,675
<b>Biotechnology 0.5%</b>		
Grifols, Inc., Term Loan B, 4.25%, 6/01/17	634	636,869
	<b>Par</b>	<b>Value</b>
	<b>(000)</b>	
<b>Floating Rate Loan Interests (b)</b>		
<b>Building Products 1.8%</b>		
Armstrong World Industries, Inc., Term Loan B, 4.00%, 3/09/18	USD 760	\$ 760,256
CPG International, Inc., Term Loan, 5.75%, 9/18/19	818	824,085
Wilsonart International Holdings LLC, Term Loan B, 5.50%, 10/31/19	800	808,400
		2,392,741
<b>Capital Markets 1.7%</b>		
American Capital Holdings, Inc., Term Loan, 5.50%, 8/22/16	603	609,030
HarbourVest Partners LLC, Term Loan B, 4.75%, 11/21/17	370	371,725
Nuveen Investments, Inc.:		
Extended First Lien Term Loan, 5.70% 5.81%, 5/13/17	391	395,604
Extended Term Loan, 5.70% 5.81%, 5/12/17	637	645,901
Incremental Term Loan, 7.25%, 5/13/17	115	115,575
Second Lien Term Loan, 8.25%, 2/28/19	147	149,940
		2,287,775
<b>Chemicals 4.5%</b>		
American Rock Salt Holdings LLC, Term Loan, 5.50%, 4/25/17	604	598,353
Chemtura Corp., Exit Term Loan B, 5.50%, 8/27/16	655	659,912
Evergreen Acqco 1 LP, Term Loan, 5.00%, 7/09/19	483	486,978
General Chemical Corp., Term Loan, 5.00% 5.75% 10/06/15	356	357,102



INEOS US Finance LLC:			
3 Year Term Loan, 5.50%, 5/04/15		89	90,978
6 Year Term Loan, 6.50%, 5/04/18		365	372,053
Nexeo Solutions LLC, Term Loan B, 5.00%, 9/08/17		590	587,971
Tronox Pigments (Netherlands) BV, Term Loan B, 4.25%, 2/08/18		602	601,209
Univar, Inc., Term Loan B, 5.00%, 6/30/17		412	410,129
US Coatings Acquisition, Inc.:			
Term Loan, 4.75%, 2/03/20		1,510	1,528,331
Term Loan B, 5.25%, 2/03/20	EUR	145	191,232
			5,884,248
<b>Commercial Banks 0.5%</b>			
Everest Acquisition LLC, Term Loan B1, 5.00%, 5/24/18	USD	660	665,537
<b>Commercial Services &amp; Supplies 5.5%</b>			
ACCO Brands Corp., Term Loan B, 4.25%, 4/30/19		605	609,885
ADS Waste Holdings, Inc., Term Loan B, 5.25%, 10/09/19		1,305	1,306,227
Altegrity, Inc.:			
Term Loan, 3.20%, 2/21/15		225	217,125
Tranche D Term Loan, Tranche D Term Loan, 7.75%, 2/20/15		279	279,288
ARAMARK Corp.:			
Extended Synthetic LC, 3.46%, 7/26/16		9	9,420
Extended Term Loan B, 3.45%, 7/26/16		211	211,797
Extended Term Loan C, 3.45% 3.56%, 7/26/16		116	116,936
Letter of Credit, 3.46%, 7/26/16		14	13,929
AWAS Finance Luxembourg 2012 SA, Term Loan, 4.75%, 7/16/18		309	314,013
AWAS Finance Luxembourg Sarl, Term Loan B, 5.25%, 6/10/16		327	329,269
Delos Aircraft, Inc., Term Loan 2, 4.75%, 4/12/16		825	829,810
Garda World Security Corp., Term Loan B, 4.50%, 11/13/19		165	166,131
KAR Auction Services, Inc., Term Loan B, 5.00%, 5/19/17		1,182	1,193,820
Progressive Waste Solutions Ltd., Term Loan B, 3.50%, 10/24/19		315	317,756
Protection One, Inc., Term Loan, 5.75%, 3/21/19		561	565,669
WEST Corp., Term Loan B8, 5.75%, 2/07/18		690	692,015
			7,173,090

See Notes to Financial Statements.

12SEMI-ANNUAL REPORT FEBRUARY 28, 2013

**BlackRock Defined Opportunity Credit Trust (BHL)**  
 (Percentages shown are based on Net Assets)

Schedule of Investments (continued)

		<b>Par (000)</b>	<b>Value</b>
<b>Floating Rate Loan Interests (b)</b>			
<b>Communications Equipment 4.0%</b>			
Alcatel-Lucent:			
Term Loan B, 6.25%, 7/29/16	USD	440	\$ 444,598
Term Loan C, 7.25%, 1/31/19		755	763,305
Term Loan D, 7.75%, 1/31/19	EUR	245	320,704
Arris Group, Inc., Term Loan B, 3.50%, 2/07/20	USD	175	174,617
Avaya, Inc.:			
Extended Term Loan B3, 4.79%, 10/26/17		182	169,600
Term Loan B5, 8.00%, 3/30/18		121	121,268
CommScope, Inc., Term Loan, 4.25%, 1/12/18		810	813,413
Riverbed Technology, Inc., Term Loan, 4.00%, 12/18/19		380	384,275
Zayo Group, LLC Refinancing, Term Loan B, 5.25%, 7/12/19		2,075	2,081,317 5,273,097
<b>Construction &amp; Engineering 1.5%</b>			
BakerCorp International, Inc., Term Loan B, 5.00%, 2/14/20		360	360,486
Centaur LLC:			
First Lien Term Loan, 8.75%, 2/15/19		570	570,359
Second Lien Term Loan, 8.75%, 2/15/20		280	284,200
Safway Services LLC, First Out Term Loan, 9.00%, 12/16/17		750	750,000 1,965,045
<b>Construction Materials 1.9%</b>			
HD Supply, Inc., Senior Debt B, 4.50%, 10/12/17		2,537	2,544,124
<b>Consumer Finance 0.8%</b>			
Springleaf Financial Funding Co., Term Loan, 5.50%, 5/10/17		1,060	1,063,752
<b>Containers &amp; Packaging 0.5%</b>			
Berry Plastics Holding Corp., Term Loan C, 2.20%, 4/03/15		247	247,223
Sealed Air Corp., Term Loan, 4.00%, 10/03/18		379	383,567 630,790
<b>Distributors 0.4%</b>			
Crossmark Holdings, Inc., Term Loan, 4.50%, 1/31/20		235	235,099
VWR Funding, Inc., Extended Term Loan B, 4.54%, 4/03/17		280	282,013 517,112
<b>Diversified Consumer Services 2.9%</b>			
		645	648,225

Bright Horizons Family, Inc., Term Loan B, 4.00%, 1/16/20		
Coinmach Service Corp.:		
Delayed Draw Term Loan, 3.21%, 11/20/14	241	235,188
Term Loan B, 3.21%, 11/20/14	886	866,304
Education Management LLC, Term Loan C3, 8.25%, 3/29/18	113	96,946
Laureate Education, Inc., Extended Term Loan, 5.25%, 6/18/18	692	695,924
ServiceMaster Co., Term Loan, 2.70%, 4/01/17	870	867,048
Weight Watchers International, Inc., Term Loan F, 4.00%, 3/15/19	350	351,441
		3,761,076
<b>Diversified Financial Services 1.9%</b>		
Reynolds Group Holdings Inc., Dollar Term Loan, 4.75%, 9/28/18	1,416	1,432,088
Telesat LLC, Term Loan B, 4.25%, 3/28/19	741	746,464
WMG Acquisition Corp., Term Loan, 5.25%, 11/01/18	370	374,162
		2,552,714
<b>Diversified Telecommunication Services 4.9%</b>		
Consolidated Communications, Inc., Term Loan B3, 5.25%, 12/31/18	880	888,527
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Floating Rate Loan Interests (b)</b>		
<b>Diversified Telecommunication Services (concluded)</b>		
Hawaiian Telcom Communications, Inc., Term Loan B, 7.00%, 2/28/17	USD 529	\$ 538,588
Integra Telecom, Inc.:		
Second Lien Term Loan, 9.75%, 2/15/20	245	250,513
Term Loan, 9.25%, 2/15/19	465	470,115
Level 3 Financing, Inc.:		
2016 Term Loan B, 4.75%, 2/01/16	668	675,844
2019 Term Loan B, 5.25%, 8/01/19	650	656,636
Term Loan, 4.75%, 8/01/19	1,735	1,748,880
Syniverse Holdings, Inc., Delayed Draw Term Loan, 4.00%, 4/23/19	460	459,425
US Telepacific Corp., Term Loan B, 5.75%, 2/23/17	738	736,072
		6,424,600
<b>Electronic Equipment, Instruments &amp; Components 0.4%</b>		
CDW LLC, Extended Term Loan, 4.00%, 7/14/17	503	503,994
<b>Energy Equipment &amp; Services 2.2%</b>		
Dynegy Midwest Generation LLC, Coal Co. Term Loan, 9.25%, 8/04/16	542	559,344
Dynegy Power LLC, Gas Co. Term Loan, 9.25%, 8/04/16	632	657,214
	965	967,413

MEG Energy Corp., Term Loan, 3.75%, 3/20/20			
Tervita Corp., Incremental Term Loan, 3.20%, 5/01/18		450	452,322
Unifrax I LLC/Unifrax Holding Co., Term Loan, 4.25%, 11/28/18		220	221,454
			2,857,747
<b>Food &amp; Staples Retailing 2.2%</b>			
Alliance Boots Holdings Ltd., Term Loan B1, 3.49%, 7/09/15	GBP	900	1,337,192
Pilot Travel Centers LLC, Term Loan B2, 4.25%, 8/07/19	USD	484	488,171
Rite Aid Corp.:			
Second Lien Term Loan, 5.75%, 7/07/20		235	240,353
Term Loan 6, 4.00%, 2/21/20		225	225,434
Supervalu, Inc., Term Loan B, 6.25%, 2/05/18		520	525,850
			2,817,000
<b>Food Products 2.2%</b>			
Advance Pierre Foods, Inc., Term Loan, 5.75%, 7/10/17		545	551,643
Del Monte Foods Co., Term Loan, 4.50%, 3/08/18		888	890,600
Michael Foods Group, Inc., Term Loan, 4.25%, 2/23/18		170	171,447
Pinnacle Foods Finance LLC:			
Extended Term Loan B, 3.70%, 10/03/16		39	39,647
Term Loan E, 4.75%, 10/17/18		499	503,916
Solvest Ltd. (Dole):			
Term Loan B-2, 5.00% 6.00%, 7/06/18		278	277,699
Term Loan C-2, 5.00% 6.00%, 7/06/18		497	496,935
			2,931,887
<b>Health Care Equipment &amp; Supplies 4.6%</b>			
Bausch & Lomb, Inc., Term Loan B, 5.25%, 5/17/19		1,323	1,333,116
Biomet, Inc., Extended Term Loan B, 3.95% 4.06%, 7/25/17		465	468,037
BSN Medical Acquisition Holding GmbH, Term Loan B, 5.00%, 8/28/19		385	386,540
Capital Safety North America Holding, Inc., Term Loan, 4.50%, 1/21/19		352	352,338
DJO Finance LLC:			
Extended Term Loan B2, 5.20%, 11/01/16		189	190,044
Term Loan B3, 6.25%, 9/15/17		1,052	1,060,604
Hologic, Inc., Term Loan B, 4.50%, 8/01/19		1,118	1,129,784
IASIS Healthcare LLC, Term Loan B2, 4.50%, 5/03/18		96	96,807
Immucor, Inc., Term Loan B1, 5.00%, 8/18/18		815	813,700
LHP Hospital Group, Inc., Term Loan, 9.00%, 7/03/18		214	218,738

6,049,708

See Notes to Financial Statements.

SEMI-ANNUAL REPORT FEBRUARY 28, 2013 13

**BlackRock Defined Opportunity Credit Trust (BHL)**  
**(Percentages shown are based on Net Assets)**

Schedule of Investments (continued)

		<b>Par (000)</b>	<b>Value</b>
<b>Floating Rate Loan Interests (b)</b>			
<b>Health Care Providers &amp; Services 5.5%</b>			
American Renal Holdings Co., Inc.:			
First Lien Term Loan, 4.00%, 8/14/19	USD	660	\$ 658,350
Second Lien Term Loan, 8.50%, 2/14/20		410	408,975
Ardent Medical Services, Inc., Term Loan, 6.75%, 7/02/18		265	268,644
CHG Buyer Corp., First Lien Term Loan, 5.00%, 11/22/19		459	464,248
ConvaTec, Inc., Term Loan, 5.00%, 12/22/16		581	586,854
DaVita, Inc.:			
Term Loan B, 4.50%, 10/20/16		1,006	1,012,918
Term Loan B2, 4.00%, 11/01/19		630	634,523
Emergency Medical Services Corp., Term Loan, 4.00%, 5/25/18		631	631,973
Genesis HealthCare Corp., Term Loan B, 10.00% 10.75%, 9/25/17		215	210,223
Harden Healthcare LLC:			
Add on Term Loan A, 7.75%, 3/02/15		411	402,796
Term Loan A, 8.50%, 3/02/15		273	270,586
HCA, Inc., Extended Term Loan B3, 3.45%, 5/01/18		235	236,074
inVentiv Health, Inc.:			
Combined Term Loan, 7.50%, 8/04/16		170	167,084
Incremental Term Loan B-3, 7.75%, 5/15/18		219	215,289
Medpace, Inc., Term Loan, 6.50% 7.25%, 6/16/17		507	504,742
US Renal Care, Inc., First Lien Term Loan, 6.25%, 7/02/19		512	519,471
Vanguard Health Holding Co. II LLC (Vanguard Health Systems, Inc.), Term Loan B, 5.00%, 1/29/16		59	59,476
			7,252,226