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—

40,221

(14)

1,177,868

Founder and

2015

391,225

435,920

332,016

(15)

—

—

48,318

(16)

1,207,480

Chairman of the Board

2014

363,801

407,719

308,937

(8)

—

—

20,412

(17)

1,100,869

Julia J. Brown, Ph.D.

2016

472,770

586,199

498,741

(2)

—

699,254

(3)

15,055

(18)

2,272,019

Senior Vice President and

2015

470,606

632,613

5,279,351

(19)

—

2,314,444

(6)

14,869

(20)

8,711,883

Chief Technical Officer

2014

428,185

591,686

448,418

(8)

—

356,260

(9)

10,170

(21)

1,834,719

Mauro Premutico

Vice President Legal and

2016

386,098

297,747

253,341

(2)

—

376,876

(3)

24,085

(22)

1,338,148

General Manager, Patents and

2015

387,148

321,321

3,123,240

(19)

—

817,899

(6)

23,745

(23)

4,673,353

Licensing

2014

360,095

300,533

227,707

(8)

—

252,189

(9)

10,112

(24)

1,150,636

(1) Bonuses awarded in 2016 were for 2015 performance; bonuses awarded in 2015 were for 2014 performance; and bonuses awarded in 2014 were for 2013 performance.

(2) This amount is based on the aggregate grant date fair value of the restricted share units and performance share units granted to the Named Executive Officer on March 1, 2016. These stock awards are discussed in greater detail in the section of this proxy statement entitled "Compensation Discussion and Analysis," under the heading "Long-term incentive equity compensation awards" and below under the section "Grants of Plan-Based Awards."

(3) Based on the difference between the actuarial present value of the accrued benefit under the SERP as of December 31, 2015, using a discount rate of 3.78%, and the actuarial present value of the accrued benefit under the SERP as of December 31, 2016, using a discount rate of 3.57%.

(4) Based on (a) auto expense reimbursements and allowance of $6,540, (b) life and disability insurance premium payments of $24,502; and (c) 401(k) plan contributions of $7,950.

(5) This amount is based on the aggregate grant date fair value of all stock awards to the Named Executive Officer in 2015: restricted share units and performance share units granted to the Named Executive Officer on March 3, 2015, and restricted shares of common stock granted on April 7, 2015 that are subject to a time based vesting restriction.

These awards are discussed in greater detail in the section of this proxy statement entitled “Compensation Discussion and Analysis,” under the headings “Long-term incentive equity compensation awards” and “Special long-term equity retention awards,” and below under the section “Grants of Plan-Based Awards.”

(6) Based on the difference between the actuarial present value of the accrued benefit under the SERP as of December 31, 2014, using a discount rate of 3.57%, and the actuarial present value of the accrued benefit under the SERP as of December 31, 2015, using a discount rate of 3.78%.

(7) Based on (a) auto expense reimbursements and allowance of $3,085; (b) life and disability insurance premium payments of $18,367; and (c) 401(k) plan contributions of $7,950.

(8) This amount is based on the aggregate grant date fair value of the restricted share units and performance share units granted to the Named Executive Officer on March 3, 2014. These awards are discussed in greater detail in the section of this proxy

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statement entitled "Compensation Discussion and Analysis," under the heading "Long-term incentive equity compensation awards," and below under the section "Grants of Plan-Based Awards."

(9) Based on the difference between the actuarial present value of the accrued benefit under the SERP as of December 31, 2013, using a discount rate of 4.51%, and the actuarial present value of the accrued benefit under the SERP as of December 31, 2014, using a discount rate of 3.57%.

(10) Based on (a) auto expense reimbursements and allowance of $9,473; (b) life and disability insurance premium payments of $14,664; and (c) 401(k) plan contributions of $7,800.

(11) Based on (a) auto expense reimbursements and allowance of $8,836; (b) life and disability insurance premium payments of $31,458; and (c) 401(k) plan contributions of $7,950.

(12) Based on (a) auto expense reimbursements and allowance of $6,944; (b) life and disability insurance premium payments of $20,335; and (c) 401(k) plan contributions of $7,950.

(13) Based on (a) auto expense reimbursements and allowance of $10,668; (b) life and disability insurance premium payments of $16,678; and (c) 401(k) plan contributions of $7,800.

(14) Based on (a) auto expense reimbursements and allowance of $1,505; (b) life and disability insurance premium payments of $30,766; and (c) 401(k) plan contributions of $7,950.

(15) This amount is based on the aggregate grant date fair value of the restricted share units and performance share units granted to the Named Executive Officer on March 3, 2015. These awards are discussed in greater detail in the section of this proxy statement entitled "Compensation Discussion and Analysis," under the heading "Long-term incentive equity compensation awards," and below under the section "Grants of Plan-Based Awards."

(16) Based on (a) auto expense reimbursements and allowance of $1,836; (b) life and disability insurance premium payments of $38,532; and (c) 401(k) plan contributions of $7,950.

(17) Based on (a) auto expense reimbursements and allowance of $465; (b) life and disability insurance premium payments of $12,146; and (c) 401(k) plan contributions of $7,800.

(18) Based on (a) auto expense reimbursements and allowance of $2,716; (b) life and disability insurance premium payments of $4,389; and (c) 401(k) plan contributions of $7,950.

(19) This amount is based on the aggregate grant date fair value of all stock awards to the Named Executive Officer in 2015: restricted share units and performance share units granted to the Named Executive Officer on March 3, 2015, and restricted shares of common stock granted on September 10, 2015 that are subject to a time based vesting restriction. These awards are discussed in greater detail in the section of this proxy statement entitled "Compensation Discussion and Analysis," under the headings "Long-term incentive equity compensation awards" and "Special long-term equity retention awards," and below under the section "Grants of Plan-Based Awards."

(20) Based on (a) auto expense reimbursements and allowance of $3,502; (b) life and disability insurance premium payments of $3,417; and (c) 401(k) plan contributions of $7,950.

(21) Based on (a) life and disability insurance premium payments of $2,370; and (b) 401(k) plan contributions of $7,800.

(22) Based on (a) auto expense reimbursements and allowance of $13,335; (b) life and disability insurance premium payments of $2,800; and (c) 401(k) plan contributions of $7,950.

(23) Based on (a) auto expense reimbursements and allowance of $13,029; (b) life and disability insurance premium payments of $2,766; and (c) 401(k) plan contributions of $7,950.

(24) Based on (a) life and disability insurance premium payments of $2,312; and (b) 401(k) plan contributions of $7,800.

Compensation to each of the Named Executive Officers in 2016, 2015 and 2014 consisted of the following:

- Short term incentive compensation in the form of performance based year-end cash bonus awards for 2015 (paid in 2016), 2014 (paid in 2015) and 2013 (paid in 2014), under the Annual Incentive Plan;
- Long-term incentive equity compensation granted as equity grants of restricted share units (subject to time-vesting restrictions) and performance units (subject to vesting upon the achievement of performance goals) on each of March 1, 2016, March 3, 2015, and March 3, 2014;
-

Special equity retention awards of restricted common stock granted as long-term incentive equity compensation (subject to time-based vesting restrictions and holding requirements) to Mr. Abramson and Mr. Rosenblatt on April 7, 2015, and to Dr. Brown and Mr. Premutico on September 10, 2015;
- SERP benefits to Mr. Abramson, Mr. Rosenblatt, Dr. Brown and Mr. Premutico;
- In the case of Dr. Brown, cash awards granted as bonuses for the filing of patent applications and the issuance of patents on which she is a named inventor, and with respect to which the Company is the assignee; and
- Perquisites in the form of auto expense allowances and reimbursements, life and disability insurance premium payments, and 401(k) plan matching contributions.

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Grants of Plan-Based Awards

The following table summarizes each grant of an award made to Named Executive Officers in 2016. These awards were made as discussed above under the headings "Long-term incentive equity compensation awards."

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock (#)		All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Share)	Grant Date Fair Value of Stock and Option Awards ($)
Steven V. Abramson	3/1/2016	6,533	(1)	—	—	328,087
		6,533	(2)			381,927
Sidney D. Rosenblatt	3/1/2016	6,533	(1)	—	—	328,087
		6,533	(2)			381,927
Sherwin I. Seligsohn	3/1/2016	3,162	(1)			158,796
		3,162	(2)			184,851
Julia J. Brown, Ph.D.	3/1/2016	4,589	(1)	—	—	230,460
		4,589	(2)			268,281
Mauro Premutico	3/1/2016	2,331	(1)	—	—	117,063
		2,331	(2)			136,279

(1) Consists of an award of time-based RSUs, which vest ratably one-third each year over three years on March 1, 2017, 2018, and 2019.

(2) Consists of an award of PSUs, which vest based on the achievement of pre-established relative performance goals over a three-year performance period from January 2016 through December 2018. Half of the PSUs awarded will vest based on the achievement of cumulative revenue growth relative to cumulative revenue growth of the companies in the NASDAQ Electronics Components Index, with the other half vesting based on the achievement of total shareholder return relative to total shareholder return of the companies in the NASDAQ Electronics Components Index. The PSU target awards are subject to a multiplier ranging from 0x to 2x based upon the percentile achievement with respect to each relative target.

Grants of plan-based awards to each of the Named Executive Officers in 2016 consisted of the following:

- long-term incentive equity compensation awards in the form of time based RSUs, which vest ratably one-third each year over three years on March 1, 2017, 2018, and 2019; and
- long-term incentive equity compensation awards in the form of PSUs, which vest in March 2019 based on the achievement of pre-established relative performance goals over a three-year performance period from January 2016 through December 2018. Half of the PSUs awarded will vest based on the achievement of cumulative revenue growth relative to cumulative revenue growth of the companies in the NASDAQ Electronics Components Index,

with the other half vesting based on the achievement of total shareholder return relative to total shareholder return of the companies in the NASDAQ Electronics Components Index. The PSU target awards are subject to a multiplier ranging from 0x to 2x based upon the percentile achievement with respect to each relative target.

These RSUs and PSUs are also subject to the continued employment of the Named Executive Officers on the applicable vesting date.

Outstanding Equity Awards at Fiscal Year-End Table

The following table summarizes the outstanding equity awards to the Named Executive Officers as of December 31, 2016.

	Option Awards			Stock Awards		Equity Incentive Plan Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares of Stock that Have Not Vested (#)	Market Value of Shares of Stock that Have Not Vested (1) ($)	Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Steven V. Abramson	—	—	—	215,159	12,113,452	26,117	1,470,387
Sidney D. Rosenblatt	—	—	—	215,159	12,113,452	26,117	1,470,387
Sherwin I. Seligsohn	—	—	—	7,335	412,961	12,640	711,632
Julia J. Brown, Ph.D.	—	—	—	135,647	7,636,926	18,345	1,032,824
Mauro Premutico	—	—	—	89,959	5,064,692	9,317	524,547

(1) Based on the closing price of the Company's common stock on the NASDAQ Global Market on December 31, 2016 ($56.30).

Option Exercises and Stock Vested Table

The following table summarizes the exercises of stock options, SARs and other similar instruments, and the vesting of stock, including restricted stock, restricted stock units, performance stock units, and similar instruments, for the Named Executive Officers during 2016.

Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($) (1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($) (2)
Steven V. Abramson	—	—	60,477	3,216,096
Sidney D. Rosenblatt	—	—	60,477	3,216,096

Sherwin I. Seligsohn	250	14,135	5,580	280,309
Julia J. Brown, Ph.D.	—	—	19,246	981,159
Mauro Premutico	—	—	12,923	722,099

(1) Based on the difference between the closing price of our common stock on the NASDAQ Global Market on the date of exercise and the exercise price of the stock options or warrants exercised.
(2) Based on the closing price of our common stock on the NASDAQ Global Market on the date of vesting.
For each of the Named Executive Officers, the shares shown as vesting above include RSUs vesting under long-term incentive equity awards made in 2014 and 2015 and shares vesting under a special bonus equity award granted in 2013 for 2012 performance. For Mr. Abramson, Mr. Rosenblatt, Dr. Brown and Mr. Premutico, the shares shown as vesting above also include shares vesting under special long-term equity retention awards granted in prior years.

Potential Payments Upon Termination in Connection with a Change in Control

In April 2003, the Company entered into Change in Control Agreements with the following Named Executive Officers: Mr. Abramson, Mr. Rosenblatt, Mr. Seligsohn and Dr. Brown (the "Original CIC Agreements"). These agreements provided for certain cash payments and other benefits to the Named Executive Officers upon a qualifying employment termination event in connection with a "Change in Control" of the Company. In November 2008, the Original CIC Agreements were amended and restated to bring them into compliance with Section 409A of the IRC and regulations issued thereunder.

The Amended and Restated CIC Agreements with each of Mr. Abramson, Mr. Rosenblatt, Mr. Seligsohn and Dr. Brown and the Amended and Restated Change in Control Agreement entered into with Mr. Premutico in April 2012 (collectively, "Amended CIC Agreements") utilize a "double trigger" mechanism whereby benefits are not paid to an executive as a result of the Change in Control unless he or she also experiences a qualifying termination event in connection with the Change in Control (i.e., termination or substantial reduction in responsibilities).

Under the Amended CIC Agreements, if a Named Executive Officer's employment is terminated in connection with a Change in Control, such Named Executive Officer would be entitled to the following benefits:

- a lump-sum payment equal to two times the sum of the average annual base salary and the annual bonus to the individual, including any authorized deferrals, salary reduction amounts and any car allowance, and including the fair market dollar value equivalent of any bonus amounts paid in the form of stock options, SARs, warrants, stock awards or performance units;
- a lump-sum payment equal to the estimated after-tax premium cost to the individual of continuing any Company-sponsored life, travel or accident insurance and disability insurance coverage for the individual (and where applicable, his or her spouse and dependents), based on coverage levels in effect immediately prior to the termination date (less any contributions that would have been required by the individual), for two years;
- a lump-sum payment equal to the Company-provided contributions to which the individual would be entitled under the Company's 401(k) savings and retirement plans, assuming the individual continued working for the Company for two years at his or her annual base salary;
- effective immediately preceding the Change in Control (but contingent upon the consummation of the Change in Control), full vesting of all outstanding, unvested equity awards held by the individual immediately preceding the Change in Control that have not yet become vested (and exercisable to the extent applicable), except the awards which vest based on the attainment of performance criteria would not automatically vest but would instead be governed by the terms of the plan or agreement evidencing the award;
- continued group hospitalization, health and dental care coverage, at the level in effect as of the termination date (or generally comparable coverage) for the individual and, where applicable, the individual's spouse and dependents, for two years assuming the individual continued working for the Company;
- a lump-sum payment equal to $10,000 for outplacement assistance services for two years;
- applicable SERP benefit payout; and
- an additional payment to cover any excise tax imposed on the individual by reason of the individual receiving the payments and benefits specified above.

The estimated payments and benefits that the Company would provide to each Named Executive Officer under the Amended CIC Agreements are set forth in the following table, based on the assumption that his or her employment is terminated in connection with a Change in Control which took place on December 31, 2016.

Name	Lump Sum Payment of Two Times Annual Base Salary[(1)] ($)	Lump Sum Payment of Two Times Annual Bonus[(2)] ($)	Lump Sum Payment for Accrued and Unused Paid Time Off and Sick Time ($)	Lump Sum Payment of Estimated After-Tax Cost to Continue Life, Travel and Disability Insurance for Two Years ($)	Estimated Value of Ongoing Contributions Under Long-Term Incentive, Savings and Retirement Plans for Two Years ($)	Estimated After-Tax Value of Ongoing Payments to Continue Group Medical, Health and Dental Care Coverage for Two Years ($)	Estimated Value of Unvested Stock Options and Stock Awards Subject to Accelerated Vesting[(3)] ($)	Payment for Outplace-ment Assistance Services[(4)] ($)	SERP Payout	Value of Tax Reimburse-ment Payments on Account of Excise or Other Taxes ($)	Total Payments and Benefits ($)
Steven V. Abramson	1,324,335	1,801,325	143,319	49,003	15,900	19,687	13,459,134	10,000	9,236,153	12,961,309	39,020,166
Sidney D. Rosenblatt	1,324,335	1,801,325	143,804	62,917	15,900	11,224	13,459,134	10,000	6,979,336	11,131,809	34,939,784
Sherwin I. Seligsohn	793,963	871,841	89,703	61,533	15,900	11,224	1,064,239	10,000	-	-	2,918,402
Julia J. Brown, Ph.D.	933,766	1,265,226	106,358	8,778	15,900	26,463	8,582,147	10,000	3,099,222	6,999,887	21,047,747
Mauro Premutico	792,316	642,642	54,132	5,599	15,900	35,866	5,544,762	10,000	334,585	3,921,627	11,357,428

(1) Under the Amended CIC Agreements, this is to be based on the highest monthly base salary paid or payable to the employee during the twenty-four (24) months prior to December 31, 2016, including any amounts earned but deferred. It is also to include any annual car allowance. For purposes of this calculation, the employee's bi-weekly salary as of the payment period ended on December 31, 2016 was utilized. Also, an annual car allowance of $6,000 is included for each Named Executive Officer.

(2) Under the Amended CIC Agreements, this is to be based on the highest annual bonus to the employee for the last three full fiscal years prior to December 31, 2016, and is to include the fair market dollar value equivalent of any stock, restricted stock or stock options issued as bonus consideration, determined as of the date of issuance and without regard to any restrictions or vesting conditions.

(3) Assumes all unvested or restricted stock options and stock awards, including performance based grants, vest on termination of employment in connection with a Change of Control. This amount does not include restricted stock (RSUs and PSUs) awarded in March 2017 as long term incentive compensation.

In consideration of receiving these payments and benefits, each Named Executive Officer has agreed not to compete with the Company for six months following his or her termination in connection with a Change in Control. Each Named Executive Officer has further agreed that, for two years following his or her termination he or she will not knowingly (i) solicit or recruit any of the Company’s employees to compete with the Company, or (ii) divert or unreasonably interfere with the Company’s business relationships with any of its suppliers, customers, partners or joint venturers with whom the individual had any involvement. In addition, each Named Executive Officer is required to execute a general release of all employment-related claims he or she may have against the Company in order to receive the payments and benefits specified under the Amended CIC Agreements. (Such restrictive covenants are in addition to, and not in lieu of, restrictive covenants to which each Named Executive Officer is subject in other agreements with the Company, such as equity grant agreements.)

As used in the Amended CIC Agreements, a Change in Control of the Company would occur if:

- any person (or affiliated group of persons) first becomes the beneficial owner of securities of the Company (not including securities previously owned by such person(s) or any securities acquired directly from the Company) representing 30% or more of the then-outstanding voting securities of the Company;
- the individuals who constitute our Board of Directors at the beginning of any 24-month period cease, for any reason other than death, to constitute at least a majority of our Board of Directors;
- the Company consummates a merger or consolidation with any other corporation, except where the voting securities of the Company outstanding immediately prior to the merger or consolidation continue to represent at least 50% of the voting

securities of the Company (or the surviving entity of the merger or consolidation or its parent), or where no person first becomes the beneficial owner of securities of the Company representing 30% or more of the then-outstanding voting securities of the Company;

- the shareholders of the Company approve a plan of complete liquidation or dissolution of the Company, or an agreement is consummated for the sale or disposition by the Company of all or substantially all of its assets, excluding a sale or disposition by the Company of all or substantially all of its assets to an entity, at least 50% of the voting securities of which are owned by persons in substantially the same proportion as their ownership of the Company immediately prior to the sale; or
- any person consummates a tender offer or exchange for voting stock of the Company and, directly or indirectly, becomes (in one or more transactions) the "beneficial owner" of securities of the Company representing a majority of the voting securities of the Company.

As used in the Amended CIC Agreements, a termination of a Named Executive Officer in connection with a Change in Control of the Company would include a termination of the Named Executive Officer's employment:

- by the Company at the time of or within two years after a Change in Control, other than for the individual's death or incapacity for a period of 12 consecutive months, or for cause;
- by the individual within two years after a Change in Control for (i) the Company's breach of the Amended CIC Agreement or any other material obligation of the Company to the individual, (ii) any significant reduction by the Company of the individual's authority, duties or responsibilities, (iii) any demotion or removal of the individual from his or her employment grade, compensation level or officer positions, or (iv) a relocation by more than 50 miles of the offices of the Company at which the individual principally works; and
- by either the Company or the individual during the one year period immediately preceding a Change in Control, unless the Company establishes by clear and convincing evidence that the termination was for good faith business reasons not related to the Change in Control.

Compensation of Directors

Compensation to each independent member of the Board of Directors in 2016 consisted of $40,000 in annual director fees (paid in four quarterly installments) and annual share awards of 5,000 shares (vesting quarterly). In addition, based on Hay Group's review and recommendations and as approved by the Compensation Committee and Board of Directors on February 23, 2016, each independent director who served in 2016 on a committee of the Board of Directors (other than as the committee chairperson) received additional cash compensation for such committee service in the following amounts: $5,000 annually for any independent director serving as a member of the Nominating and Corporate Governance Committee or the Compensation Committee, and $7,500 annually for any independent director serving as a member of the Audit Committee, and the committee chair of the Nominating and Corporate Governance Committee or the Compensation Committee received $10,000 in cash for such service and the committee chair of the Audit Committee received $15,000 in cash for such service.

The following table provides information on the compensation of members of our Board of Directors (who are not Named Executive Officers) in 2016.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($) [(1)]	All Other Compensation ($)	Total ($)
Leonard Becker	57,500 (2)	295,750 (3)	—	—	353,250
Richard C. Elias	52,500 (4)	295,750 (3)	—	—	348,250
Elizabeth H. Gemmill	70,000 (5)	295,750 (3)	—	—	365,750

Rosemarie B. Greco	52,500	(6)	295,750	(3)	—	—	348,250
C. Keith Hartley	62,500	(7)	295,750	(3)	—	—	358,250
Lawrence Lacerte	57,500	(2)	295,750	(3)	—	—	353,250

(1) There were no option awards made to any of our independent directors in 2016.

(2) Includes $7,500 as compensation for serving as a member of the Audit Committee of the Board of Directors for 2016, $5,000 as compensation for serving as a member of the Compensation Committee of the Board of Directors for 2016, and $5,000 as compensation for serving as a member of the Nominating and Corporate Governance Committee of the Board of Directors for 2016.

(3) Aggregate grant date fair value of 5,000 shares approved for issuance as equity compensation for 2017, the closing price of the Company’s common stock being $59.15 per share on the grant approval date of December 15, 2016 (for a total amount of $295,750.

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(4) Includes $7,500 as compensation for serving as a member of the Audit Committee of the Board of Directors for 2016, and $5,000 as compensation for serving as a member of the Nominating and Corporate Governance Committee of the Board of Directors for 2016.
(5) Includes $15,000 as compensation for serving as Chairperson of the Audit Committee of the Board of Directors for 2016, $10,000 as compensation for serving as Chairperson of the Compensation Committee of the Board of Directors for 2016, and $5,000 as compensation for serving as a member of the Nominating and Corporate Governance Committee of the Board of Directors for 2016.
(6) Includes $7,500 as compensation for serving as a member of the Audit Committee of the Board of Directors for 2016, and $5,000 as compensation for serving as a member of the Compensation Committee of the Board of Directors for 2016.
(7) Includes $10,000 as compensation for serving as Chairperson of the Nominating and Corporate Governance Committee for 2016, $7,500 as compensation for serving as a member of the Audit Committee of the Board of Directors for 2016, and $5,000 as compensation for serving as a member of the Compensation Committee of the Board of Directors for 2016.

On December 15, 2016, our Compensation Committee and Board of Directors approved 2017 compensation for the independent directors for board and committee service in cash amounts and share amounts consistent with 2016 levels.

The three Named Executive Officers who also serve as directors of the Company did not receive compensation for their service on the Board.

Equity Compensation Plans

The following table includes information on our equity compensation plans (including individual compensation arrangements), both those previously approved and not approved by our shareholders, as of December 31, 2016:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights ($)	Number of securities remaining available for future issuance under equity compensation plans (#) [1]
Equity compensation plans approved by security holders	3,500	15.99	3,484,584 [2]

Equity compensation plans not approved by security holders	—	—	—	
Total	3,500	15.99	3,484,584	(2)

(1) Excludes securities reflected in the column entitled "Number of securities to be issued upon exercise of outstanding options, warrants and rights."

(2) Consists of 2,588,837 shares remaining available for issuance under the Company's Equity Compensation Plan and 895,747 shares remaining available for issuance under the Company's Employee Stock Purchase Plan. No more than 12,500 shares are subject to purchase by each participant during any three-month purchase period under the Employee Stock Purchase Plan.

PROPOSAL 2

ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, and Section 14A of the Exchange Act, our shareholders are entitled to vote to approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers as disclosed in this proxy statement in accordance with SEC rules. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the philosophy, policies and practices described in this proxy statement.

The compensation of our Named Executive Officers subject to the vote is disclosed in the Compensation Discussion and Analysis, the compensation tables, and the related narrative disclosure contained in this proxy statement. As discussed in the Compensation Discussion and Analysis, we believe that our compensation policies and decisions are focused on pay-for-performance principles and strongly aligned with our shareholders' interests, consistent with current market practices. Compensation of our Named Executive Officers is designed to enable us to attract and retain talented and experienced executives to lead us successfully in a competitive environment.

Accordingly, our Board of Directors is asking our shareholders to indicate their support for the compensation of our Named Executive Officers as described in this proxy statement by casting a non-binding, advisory vote "FOR" the following resolution:

"RESOLVED, that the compensation paid to the Company's Named Executive Officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED."

Because the vote is advisory, it is not binding on the Board of Directors or our Company. Nevertheless, the views expressed by the shareholders, whether through this vote or otherwise, are important to Company management and the Board and, accordingly, the Board and the Compensation Committee intend to consider the results of this vote in making determinations in the future regarding executive compensation arrangements.

Vote Required and Recommendation of our Board of Directors

This proposal will be approved if a majority of the votes cast by all shareholders, voting as a single class, are FOR approval. Abstentions on this proposal are not considered "votes cast" and will have no effect on the outcome of the vote. Similarly, broker non-votes are not considered "votes cast" with respect to this proposal and, therefore, will have no effect on the outcome of the vote.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" ADOPTION OF THE RESOLUTION PROPOSED UNDER THIS PROPOSAL 2.

PROPOSAL 3

ADVISORY VOTE ON THE FREQUENCY OF SOLICITATION OF ADVISORY SHAREHOLDER APPROVAL OF EXECUTIVE OFFICER COMPENSATION

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, and Section 14A of the Exchange Act, our shareholders are entitled to vote to approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers as disclosed in this proxy statement in accordance with SEC rules. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the philosophy, policies and practices described in this proxy statement. See Proposal 2 for the advisory vote on executive officer compensation.

The Dodd-Frank Act and Section 14A of the Exchange Act also enable our shareholders to vote, on a non-binding, advisory basis, regarding how frequently in the future we should solicit advisory votes on the compensation of our Named Executive Officers as disclosed in our Proxy Statements. Accordingly, we are asking our shareholders to indicate whether they would prefer an advisory vote every one, two or three years by voting on the resolution below:

“RESOLVED, that the alternative of soliciting advisory shareholder approval of the compensation of our Named Executive Officers once every one, two or three calendar years that receives the votes of the holders of a majority of shares present in person or represented by proxy and entitled to vote at the Meeting shall be considered the frequency preferred by the shareholders.”

After considering the benefits and consequences of each alternative, our Board recommends that the advisory vote on the compensation of our Named Executive Officers be submitted to shareholders every year. We have been holding annual advisory votes on the compensation of our Named Executive Officers since 2011, when our shareholders expressed the preference that we do so. The Board continues to believe that an annual vote on the compensation of our Named Executive Officers should be held in order to provide shareholders with the ability to express their views on our executive compensation policies and practices on a frequent basis.

While our Board believes that its recommendation is appropriate at this time, shareholders are not voting to approve or disapprove that recommendation, but are instead being asked to indicate their preferences, on a non-binding, advisory basis, as to whether an advisory vote on the approval of compensation for our Named Executive Officers should be held every one, two or three years.

Our Board and Compensation Committee value the opinions of shareholders on this matter and, to the extent there is any significant vote in favor of one frequency over the other options, even if less than a majority, the Board will consider this in deciding how often to hold advisory votes on the compensation of our Named Executive Officers. However, because this vote is advisory and therefore not binding on our Board of Directors or the Company, the Board may decide that it is in the best interests of the shareholders that we hold these advisory votes more or less frequently than the option preferred by shareholders. The vote will not be construed to create or imply any change in or addition to the fiduciary duties of our Board of Directors or the Company.

Vote Required and Recommendation of our Board of Directors

The option that receives the most votes cast by all shareholders will be deemed the frequency preferred by our shareholders for an advisory vote on executive compensation. Abstentions on this proposal are not considered “votes cast” and will have no effect on the outcome of the vote. Similarly, broker non-votes are not considered “votes cast” with respect to this proposal and, therefore, will have no effect on the outcome of the vote.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE IN FAVOR OF “ONE YEAR” UNDER THIS PROPOSAL 3.

PROPOSAL 4

RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017

At a meeting held on April 4, 2017, our Audit Committee recommended and approved the appointment of KPMG LLP ("KPMG") as the Company's independent registered public accounting firm to audit the consolidated financial statements of the Company for the year ending December 31, 2017. KPMG has served in this capacity since being engaged by us on July 30, 2002. We are seeking the ratification of our appointment of KPMG as our independent registered public accounting firm for 2017 at the Annual Meeting.

We expect that a representative of KPMG will be present at the Annual Meeting and will be available to respond to appropriate questions. If this representative desires to do so, he or she will have the opportunity to make a statement at the Annual Meeting.

Vote Required and Recommendation of our Board of Directors

This proposal will be approved if a majority of the votes cast by all shareholders, voting as a single class, are FOR approval. Abstentions on this proposal are not considered "votes cast" and will have no effect on the outcome of the vote. Similarly, broker non-votes are not considered "votes cast" with respect to this proposal and, therefore, will have no effect on the outcome of the vote.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" ADOPTION OF THIS PROPOSAL 4.

Fees Billed by the Company's Independent Auditors

The audit and tax fees billed to the Company from KPMG for 2016 and 2015 are set forth in the table below:

Fee Category	2016	2015
Audit Fees (1)	$682,000	$577,000
Tax Fees (2)	$331,000	$121,100

(1) Consisted of fees relating to the audit of consolidated financial statements, the audit of internal controls over financial reporting, quarterly reviews, and a statutory audit of the Company's subsidiary in Hong Kong.
(2) Consisted primarily of fees relating to tax consultation for assisting with tax matters associated with business operations outside of the United States, as well as on certain domestic tax matters.

Audit Committee Pre-Approval Policies and Procedures

Our Audit Committee currently approves all engagements to provide both audit and non-audit services and has not established formal pre-approval policies or procedures. During 2016, our Audit Committee approved non-audit services, as defined by Rule 2-01(c)(4) of Regulation S-X, relating to tax consultation for assisting with tax matters associated with business operations outside of the United States and certain domestic tax matters, and tax compliance services.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Beneficial Owners

The table below sets forth certain information, as of the Record Date, with respect to persons known by the Company to beneficially own more than five percent (5%) of any class of our voting securities.

Title of Class	Name and Address of Beneficial Owner [(1)]	Number of Shares Beneficially Owned [(2)]	Percentage Ownership [(2)]
Common Stock			
	Epoch Investment Partners, Inc. [(3)]	3,744,220	8.0%
	Scott Seligsohn, Lori S. Rubenstein and Steven G. Winters [(4)(5)]	3,319,469	7.1%
	The Vanguard Group [(6)]	3,261,889	6.9%
	Waddell & Reed [(7)]	2,876,832	6.1%
	BlackRock, Inc. [(8)]	2,785,942	5.9%
Series A Nonconvertible Preferred Stock			
	American Biomimetics Corporation [(5)(9)]	200,000	100%

(1) Unless otherwise indicated, the address of each beneficial owner is 375 Phillips Boulevard, Ewing, New Jersey 08618.

(2) Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all shares of our common stock and Series A Nonconvertible Preferred Stock beneficially owned by them. The percentage ownership for each beneficial owner listed above is based on 47,068,679 shares of our common stock and 200,000 shares of our Series A Nonconvertible Preferred Stock outstanding as of the Record Date. In accordance with SEC rules, options or warrants to purchase shares of our common stock that were exercisable as of the Record Date, or would become exercisable within 60 days thereafter, are deemed to be outstanding and beneficially owned by the person holding such options or warrants for the purpose of computing

such person's percentage ownership, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The numbers of shares of common stock listed do not include any shares issuable upon the exercise of outstanding options because none of the above persons holds any such options.

(3) Represents shares of the Company's common stock beneficially owned as of December 31, 2016, based on a Schedule 13G/A filed by TD Asset Management Inc. ("TDAM") and Epoch Investment Partners, Inc. ("Epoch") on February 10, 2017 collectively with respect to 3,744,220 shares. In such filing, TDAM indicated that it has sole voting power with respect to 34,127 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 34,127 shares, and shared dispositive power with respect to 0 shares. The reported address for TDAM is Canada Trust Tower, BCE Place, 161 Bay Street, 35th Floor, Toronto, Ontario, M5J2T2 Canada. In such filing, Epoch indicated that it has sole voting power with respect to 3,710,093 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 3,710,093 shares, and shared dispositive power with respect to 0 shares. The reported address for Epoch is 399 Park Avenue, New York, NY 10022.

(4) Includes (a) 1,500,000 shares of our common stock owned by the Sherwin I. Seligsohn Irrevocable Indenture of Trust dated July 29, 1993, FBO Scott Seligsohn (the "Seligsohn Trust"), of which Lori S. Rubenstein, Scott Seligsohn and Steven G. Winters are co-trustees; (b) 1,380,000 shares of our common stock owned by the Sherwin I. Seligsohn Irrevocable Indenture of Trust dated July 29, 1993, FBO Lori S. Rubenstein (the "Rubenstein Trust"), of which Lori S. Rubenstein, Scott Seligsohn and Steven G. Winters are co-trustees; (c) 136,000 shares of our common stock owned by American Biomimetics Corporation, of which the Rubenstein Trust and Seligsohn Trust are the principal shareholders; (d) 225,469 shares of our common stock owned directly by Mr. Scott Seligsohn; and (e) 78,000 shares of our common stock owned directly by Ms. Rubenstein. Mr. Scott Seligsohn is Mr. Sherwin I. Seligsohn's adult son and Ms. Lori S. Rubenstein is Mr. Sherwin I. Seligsohn's adult daughter.

(5) The address of these beneficial owners is c/o Cozen O'Connor, 1900 Market Street, Philadelphia, PA 19103.

(6) Represents shares of the Company's common stock beneficially owned as of December 31, 2016, based on a Schedule 13G/A filed by The Vanguard Group on February 10, 2017. In such filing, The Vanguard Group indicates that it has sole voting power with respect to 83,563 shares, shared voting power with respect to 4,674 shares, sole dispositive power with respect to 3,175,982 shares, and shared dispositive power with respect to 85,907 shares. The reported address is 100 Vanguard Blvd., Malvern, PA 19355.

(7) Represents shares of the Company's common stock beneficially owned as of December 31, 2016, based on a Schedule 13G/A filed on February 14, 2017 on behalf of Waddell & Reed Financial, Inc. ("WDR"), Waddell & Reed Financial Services, Inc.

("WRFSI"), Waddell & Reed, Inc. ("WRI"), Waddell & Reed Investment Management Company ("WRIMCO") and Ivy Investment Management Company ("IICO"). In such filing, each indicated it has sole voting power and sole dispositive power with respect to the number of shares set forth behind its name: WDR (2,876,832; indirect); WRFSI (1,087,957; indirect); WRI (1,087,957; indirect); WRIMCO (1,087,957; direct); and IICO (1,788,875; direct). In such filing, each also indicated that it has shared voting power and shared dipositive power with respect to 0 shares. The reported address for each is 6300 Lamar Avenue, Overland Park, KS 66202.

(8) Represents shares of the Company's common stock beneficially owned as of December 31, 2016, based on a Schedule 13G/A filed by BlackRock, Inc. on January 30, 2017 on behalf of BlackRock (Luxembourg) S.A.; BlackRock (Netherlands) B.V.; BlackRock Advisors, LLC; BlackRock Asset Management Canada Limited; BlackRock Asset Management Ireland Limited; BlackRock Asset Management Schweiz AG; BlackRock Financial Management, Inc.; BlackRock Fund Advisors; BlackRock Fund Managers Ltd; BlackRock Institutional Trust Company, N.A.; BlackRock Investment Management (Australia) Limited; BlackRock Investment Management (UK) Ltd; and BlackRock Investment Management, LLC. In such filing, BlackRock, Inc. indicates that it has sole voting power with respect to 2,701,159 shares, shared voting power with respect to 0 shares, sole dispositive power with respect to 2,785,942 shares, and shared dispositive power with respect to 0 shares. The reported address is 55 East 52nd Street, New York, NY 10055.

(9) Mr. Sherwin I. Seligsohn, our Founder and Chairman of our Board of Directors, is the sole Director, Chairman, President and Secretary of American Biomimetics Corporation, which owns all 200,000 shares of our Series A Nonconvertible Preferred Stock.

Security Ownership of Management

The table below sets forth certain information, as of the Record Date, with respect to the beneficial ownership of any class of our equity securities beneficially owned by all directors, nominees for director and Named Executive Officers of the Company.

Title of Class	Name and Address of Beneficial Owner (1)	Number of Shares Beneficially Owned (2)		Percentage Ownership (2)
Common Stock				
	Sherwin I. Seligsohn	359,715	(3)	*
	Steven V. Abramson	530,979	(4)	1.1%
	Sidney D. Rosenblatt	567,223	(5)(6)(7)	1.2%
	Leonard Becker	17,500		*
	Richard C. Elias	16,000		*
	Elizabeth H. Gemmill	110,620		*
	Rosemarie B. Greco	10,700		*
	C. Keith Hartley	104,077	(8)(9)	*
	Lawrence Lacerte	392,604	(10)	*
	Julia J. Brown, Ph.D.	205,016		*
	Mauro Premutico	114,685		*
	All directors and named executive officers as a group (11 persons)	2,429,119		5.2%
Series A Nonconvertible				

Preferred Stock			
	Sherwin I. Seligsohn	200,000 (11)	100%

*Represents less than 1% of our outstanding common stock.

(1) Unless otherwise indicated, the address of each beneficial owner is 375 Phillips Boulevard, Ewing, New Jersey 08618.

(2) Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all shares of our common stock beneficially owned by them. The percentage ownership for each beneficial owner listed above is based on 47,068,679 shares of our common stock and 200,000 shares of our Series A Nonconvertible Preferred Stock outstanding as of the Record Date. In accordance with SEC rules, options to purchase shares of our common stock that were exercisable as of the Record Date, or would become exercisable within 60 days thereafter, are deemed to be outstanding and beneficially owned by the person holding such options for the purpose of computing such person's percentage ownership, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The numbers of shares of common stock listed do not include any shares issuable upon the exercise of outstanding options because none of the above persons holds any such options.

(3) Includes 136,000 shares of our common stock owned by American Biomimetics Corporation, of which Mr. Sherwin I. Seligsohn is the sole Director, Chairman, President and Secretary. Also includes 21,000 shares of our common stock owned by

The Seligsohn Foundation, of which Mr. Sherwin I. Seligsohn is the sole trustee. Does not include (i) 1,380,000 shares of our common stock owned by the Rubenstein Trust; (ii) 1,500,000 shares of our common stock owned by the Seligsohn Trust; (iii) 78,000 shares of our common stock owned by Ms. Lori S. Rubenstein; and (iv) 225,469 shares of our common stock owned by Mr. Scott Seligsohn, as to which in each case Mr. Sherwin I. Seligsohn disclaims beneficial ownership.

(4) Includes an aggregate 230,260 shares held by the following Grantor Retained Annuity Trusts that each holds the number of shares set forth behind its name: The Steven V. Abramson July 2014 Annuity Trust (154,756 shares), The Steven V. Abramson July 2015 Annuity Trust (33,009 shares), and The Steven V. Abramson July 2016 Annuity Trust (42,495 shares). Mr. Abramson is a trustee of each of the foregoing trusts.

(5) Includes 3,250 shares of our common stock held by Mr. Rosenblatt's children and being reported as beneficially owned by him.

(6) Includes 110,836 shares of our common stock held by the Rosenblatt Family Limited Partnership, a limited partnership of which Mr. Rosenblatt is the sole general partner and he and his children are the sole limited partners, and being reported as beneficially owned by him.

(7) Includes an aggregate 43,028 shares held by the following Grantor Retained Annuity Trusts that each holds the number of shares set forth behind its name: The Sidney Rosenblatt June 2018 Annuity Trust (29,334 shares), The Sidney Rosenblatt June 2019 Annuity Trust (5,501 shares), and The Sidney Rosenblatt June 2020 Annuity Trust (8,193 shares). Mr. Rosenblatt is a trustee of each of the foregoing trusts.

(8) Includes 23,528 shares of our common stock owned by Mr. Hartley's Defined Benefit Pension Plan.

(9) 70,349 shares of common stock held by Mr. Hartley are pledged as collateral for margin accounts.

(10) These shares of common stock held by Mr. Lacerte are pledged as security for a margin loan.

(11) Mr. Sherwin I. Seligsohn is the sole Director, Chairman, President and Secretary of American Biomimetics Corporation, which owns all 200,000 shares of our Series A Nonconvertible Preferred Stock.

CERTAIN TRANSACTIONS WITH RELATED PERSONS

Our Relationship with Scott Seligsohn

We employ Scott Seligsohn, son of Sherwin I. Seligsohn, as an executive assistant to Sherwin I. Seligsohn in his capacity as our Founder and Chairman of the Board of Directors. In 2016, we paid Scott Seligsohn a base salary and bonus compensation of $100,020.

Policies and Procedures for Approval of Related Person Transactions

Consistent with applicable NASDAQ listing requirements, the Audit Committee of our Board of Directors is responsible for reviewing all transactions between us and related persons for potential conflicts of interest on an ongoing basis, and for approving all such transactions. Related persons include any of our directors or nominees for director, any of our executive officers, any shareholders owning more than 5% of any class of our equity securities, and immediate family members of any of these persons.

To help identify transactions with related persons, each year, we submit and require our directors and executive officers to complete Director and Officer Questionnaires identifying any transactions with us in which they or their family members have an interest. Responses to these Director and Officer Questionnaires are reviewed and transactions that might reasonably pose a conflict of interest are brought to the attention of the Audit Committee for consideration. No new related person transactions were disclosed on the Director and Officer Questionnaires completed in February 2017. In addition, the Company legal department reviews all new Company contracts and has not identified any new related person transactions.

The transactions with the related persons identified above are reviewed with our Audit Committee on a regular basis, most recently at a meeting of the Audit Committee on April 4, 2017. At this meeting, the Audit Committee ratified the above transaction following its consideration of the potential conflicts of interest.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our executive officers and directors, as well as persons beneficially owning more than 10% of any class of our equity securities, to file with the SEC reports of beneficial ownership and reports of changes in beneficial ownership of these equity securities. Based solely on our review of these reports as furnished to us during or with respect to 2016, we believe that our executive officers, directors and holders of more than 10% of any class of our equity securities met all applicable filing requirements.

RISK OVERSIGHT BY OUR BOARD OF DIRECTORS

The role of our Board of Directors in our risk oversight process includes receiving regular reports from members of management on areas of material risk to us, including operational, financial, legal and strategic risks. Our Board of Directors also works to oversee risk through its consideration and authorization of significant matters, such as major strategic, operational and financial initiatives and its oversight of management's implementation of those initiatives.

In particular, our Audit Committee is tasked pursuant to its charter "to discuss with management and the Company's independent auditor, as appropriate, the Company's risk assessment and risk management policies, including the Company's major exposures to financial risk and the steps taken by management to monitor and mitigate such exposures." As appropriate, the Chairperson of the Audit Committee reports to the full Board of Directors on the activities of the Audit Committee in this regard, allowing the Audit Committee and the full Board to coordinate their risk oversight activities.

In its risk oversight capacity, our Board of Directors and Audit Committee engage in various practices, including, without limitation:

- reviewing and considering reports from and information provided by management to the Board and its committees on topics relating to the risks that we face, including, without limitation, the status of current and anticipated developments of our technology, access to debt and equity capital markets, existing and potential legal claims against us and various other matters relating to our business;
- the direct oversight of specific areas of our business by our Compensation Committee and Audit Committee; and
- reviewing and considering reports from, and information provided by, our auditors and other outside consultants regarding various areas of potential risk, including, among others, those relating to our compensation practices and our internal control over financial reporting.

As one component of our risk oversight and anti-fraud program, our Audit Committee has established complaint reporting procedures described in the "Shareholders — Corporate Governance" section of our website at www.oled.com. These procedures indicate how to submit complaints to our Audit Committee regarding accounting, internal accounting controls or auditing matters. Once received, grievances are reviewed by our President and Vice President of Legal, and then forwarded to the Chairperson of the Audit Committee for consideration. Questions or concerns may also be submitted anonymously to the Audit Committee in writing, via an unsigned letter, or employees may submit such matters through a name-protected email process administered by a third-party service provider.

ETHICS AND BUSINESS CONDUCT

Code of Ethics and Business Conduct for Employees

We have adopted a Code of Ethics and Business Conduct ("Employee Code") applicable to all officers and employees, which was last revised and approved at a meeting of our Board of Directors on December 15, 2016. The Employee Code constitutes our "code of ethics" for the Chief Executive Officer, Chief Financial Officer and Controller within the meaning of applicable SEC rules and also serves as our "code of conduct" applicable to all officers and employees of the Company as required by applicable NASDAQ listing standards. On an annual basis (most recently in October 2016), all of our employees are asked to review and affirm their knowledge and understanding of the Employee Code. Our Employee Code is publicly available through the "Shareholders — Corporate Governance" section of our website at www.oled.com.

If we make any substantive amendments to our Employee Code (other than technical, administrative, or other non-substantive amendments), or if we grant any waivers of the Employee Code (including implicit waivers) in favor of our Chief Executive Officer, Chief Financial Officer or Controller, we will disclose the nature of the amendment or waiver, its effective date and to whom it applies in that same location on our website, or in a current report on Form 8-K that we file with the SEC. In addition, any waiver of our Employee Code with respect to our executive officers must be approved by our Board of Directors.

Code of Conduct for Directors

Our Board of Directors has adopted a “Code of Conduct for Directors” that serves as our “code of conduct” applicable to all of our directors as required by applicable NASDAQ listing requirements. The Code of Conduct for Directors was last ratified by our Board of Directors at a meeting held on December 15, 2016. Our Code of Conduct for Directors is publicly available through the “Shareholders — Corporate Governance” section of our website at www.oled.com. Any waiver of our Code of Conduct for Directors must be approved by our Board of Directors and will be disclosed as required under applicable regulations.

Corporate Governance Guidelines

Our Nominating and Corporate Governance Committee has developed, and our Board of Directors has adopted, Corporate Governance Guidelines to assist the Board of Directors in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. The Corporate Governance Guidelines reflect the Board's commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing long-term shareholder value.

The Corporate Governance Guidelines were last ratified by our Board of Directors at a meeting held on December 15, 2016 and are publicly available through the "Shareholders — Corporate Governance" section of our website at www.oled.com.

SHAREHOLDER PROPOSALS

Shareholders may submit proposals to us on matters appropriate for shareholder action at our 2018 annual meeting of shareholders in accordance with regulations adopted by the SEC. Proposals must be received by December 27, 2017 to be considered for inclusion in the proxy statement and form of proxy for our 2018 annual meeting of shareholders. Shareholder proposals received by us after March 12, 2018 will be deemed "untimely," and proxy holders will have the right to exercise discretionary voting authority with respect to such proposals.

All shareholder proposals must be in writing and must comply with the notice, information and consent provisions contained in our Amended and Restated Bylaws. Proposals should be directed to the attention of our Corporate Secretary at Universal Display Corporation, 375 Phillips Boulevard, Ewing, New Jersey 08618.

ANNUAL REPORT TO SHAREHOLDERS

A copy of our 2016 Annual Report to Shareholders, containing financial statements for the year ended December 31, 2016, is being transmitted with this proxy statement. A copy of our Annual Report on Form 10-K for the year ended December 31, 2016, including the financial statements and any financial statement schedules, may be obtained, without charge, by writing to us at Universal Display Corporation, 375 Phillips Boulevard, Ewing, New Jersey 08618, Attn: Corporate Secretary.

Sincerely,
By: /s/ Sidney D. Rosenblatt
Sidney D. Rosenblatt
Executive Vice President, Chief Financial Officer,
Treasurer and Secretary

Ewing, New Jersey

April 26, 2017

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ANNUAL MEETING OF SHAREHOLDERS OF UNIVERSAL DISPLAy CORPORATION June 22, 2017 GO GREEN e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.astfinancial.com to enjoy online access. Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on June 22, 2017 The proxy statement and our 2016 Annual Report to Shareholders are available at www.oled.com in the "Shareholders" section. Please sign, date and mail your proxy card in the envelope provided as soon as possible. Please detach along perforated line and mail in the envelope provided. 00003333333303040300 4 062217 THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF NOMINEES FOR DIRECTOR, "FOR" PROPOSAL 2, IN FAVOR OF “ONE yEAR” FOR PROPOSAL 3, AND “ FOR” PROPOSAL 4. PLEASE SIGN, DATE AND RETURN PROMPTLy IN THE ENCLOSED ENVELOPE. PLEASE MARK yOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x The shares represented by this proxy, if it is properly executed, will be voted in the manner directed herein by the undersigned shareholder(s). If no 1. Election of the eight directors proposed in the accompanying Proxy Statement, each to serve for a one-year term and until a successor is selected and qualified. direction is made, the shares represented by this proxy will be voted "FOR" all nominees for director, "FOR" Proposal 2, in favor of “ONE yEAR” for Proposal 3 and “FOR” Proposal 4. To the extent permissible under applicable law, this proxy also delegates discretionary authority to vote on any matter that may properly come before the meeting, or any postponements or adjournments thereof. NOMINEES: 1(a) Steven V. Abramson 1(b) Richard C. Elias 1(c) Elizabeth H. Gemmill 1(d) Rosemarie B. Greco 1(e) C. Keith Hartley 1(f) Lawrence Lacerte 1(g) Sidney D. Rosenblatt 1(h) Sherwin I. Seligsohn 2. Advisory resolution to approve compensation of the Company's named executive officers. FOR AGAINST ABSTAIN FOR AGAINST ABSTAIN ONE TWO THREE To change the address on your account, please check the box at right and 3. Advisory resolution regarding the frequency of future advisory shareholder votes on compensation of the Company's named executive officers. YEAR YEARS YEARS ABSTAIN FOR AGAINST ABSTAIN indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. 4. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2017. Signature of Shareholder Date: Signature of Shareholder Date: Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Address: Directions to the Annual Meeting of Shareholders Element by Westin, 1000 Sam Weinroth Road East, Ewing, NJ 08628 FROM New york and New Jersey via NJ Turnpike North/South: Take exit 7A off the NJ Turnpike to I-195 West. Continue on to I-295 North (Princeton) which will become I-95 South. Take exit 3A for Scotch Rd. Once on Scotch Rd, in about 500ft bear to the right to get onto Sam Weinroth Rd. At the stop sign, turn left onto Sam Weinroth Rd. Cross the traffic light and the hotel will be on the right. FROM Philadelphia, PA: Take I-95 North into NJ. Take exit 3A for Scotch Rd. Once on Scotch Rd, in about 500ft bear to the right to get onto Sam Weinroth Rd. At the stop sign, turn left onto Sam Weinroth Rd. Cross the traffic light and the hotel will be on the right. FROM Washington DC: Take 495 towards I-95 North. Continue on I-95 N into New Jersey. Take exit 3A for Scotch Rd. Once on Scotch Rd, in about 500ft bear to the right to get onto Sam Weinroth Rd. At the stop sign, turn left onto Sam Weinroth Rd. Cross the traffic light and the hotel will be on the right. UNIVERSAL DISPLAY CORPORATION PROXy FOR THE ANNUAL MEETING OF SHAREHOLDERS ON JUNE 22, 2017 THIS PROXy IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS The undersigned hereby appoints Steven V. Abramson and Sidney D. Rosenblatt, jointly and severally, as proxies, each with power to appoint a substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side, all of the shares of common stock of Universal Display Corporation held of record by the undersigned on April 6, 2017, at the Annual Meeting of Shareholders to be held on June 22, 2017, or any postponements or adjournments thereof. PLEASE COMPLETE AND SIGN THIS PROXy ON THE REVERSE SIDE AND RETURN yOUR PROXy PROMPTLy (Continued and to be signed on the reverse side) 1.1 14475