

SIRONA DENTAL SYSTEMS, INC.

Form PRE 14A

January 15, 2014

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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

- Preliminary Proxy Statement

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

- Definitive Proxy Statement

- Definitive Additional Materials

- Soliciting Material Pursuant to §240.14a-12

SIRONA DENTAL SYSTEMS, INC.

(Name of Registrant as Specified in its Charter)

Not Applicable

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.

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

1)

- Title of each class of securities to which transaction applies:

2)

- Aggregate number of securities to which transaction applies:

3)

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

4)

- Proposed maximum aggregate value of transaction:

5)

- Total fee paid:

- Fee paid previously with preliminary materials.

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

1)

- Amount Previously Paid:

2)

- Form, Schedule or Registration Statement No.:

3)

- Filing Party:

4)

- Date Filed:
-

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January 27, 2014

Dear Stockholders:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of Sirona Dental Systems, Inc. (the “Company”), to be held on Wednesday, February 19, 2014 beginning at 11:00 a.m. at the offices of Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654.

Information about the meeting and the various matters on which the stockholders will vote is included in the Notice of Meeting and Proxy Statement which follow. Also included is a proxy card and postage-paid return envelope. Please sign, date and mail the enclosed proxy card in the return envelope provided, or submit your proxy to vote your shares via the Internet or by telephone by following the instructions provided on the proxy card, as promptly as possible, whether or not you plan to attend the meeting. A copy of the Company’s 2013 Annual Report is also enclosed for your review.

I look forward to greeting you personally at the meeting.

Sincerely,

Jeffrey T. Slovin
President and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

February 19, 2014

TO THE STOCKHOLDERS OF SIRONA DENTAL SYSTEMS, INC.:

Notice is hereby given that the Annual Meeting of Stockholders of Sirona Dental Systems, Inc. (the “Company”) will be held on Wednesday, February 19, 2014 beginning at 11:00 a.m., at the offices of Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, for the following purposes:

1.
 - To elect four (4) directors to serve for three-year terms or until their respective successors are elected and qualified;
2.
 - To ratify the selection of KPMG AG, Wirtschaftsprüfungsgesellschaft, Frankfurt, Germany (“KPMG”) as the Company’s independent auditor for the fiscal year ending September 30, 2014;
3.
 - To conduct an advisory vote on compensation of the Company’s named executive officers as disclosed in this Proxy Statement under “Other Information for the Annual Meeting of Sirona Dental Systems, Inc.’s Stockholders — Compensation of Executive Officers”;
4.
 - To adopt amendments to the Company’s Amended and Restated Certificate of Incorporation to declassify the Board of Directors; and
5.
 - To transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors recommends a vote “FOR” for proposals (1), (2), (3) and (4) above. Only holders of record of Common Stock as of the close of business on December 23, 2013 are entitled to notice of and to vote at the meeting and any adjournments thereof.

If you attend the meeting in person, please proceed to the security desk at the front of the building and be prepared to show at least one form of photo identification.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on February 19, 2014: The 2013 Proxy Statement and the Company’s 2013 Annual Report are available at www.sirona.com.

In accordance with Delaware law, a list of the holders of Common Stock entitled to vote at the 2013 Annual Meeting will be available for examination by any stockholder for any purpose germane to the Annual Meeting, during ordinary business hours, for at least 10 days prior to the Annual Meeting, at the offices of the Company, located at 30-30 47th Avenue, Suite 500, Long Island City, New York 11101, and will be available at the 2013 Annual Meeting during the whole time of the meeting and may be examined by any stockholder who is present.

You Are Cordially Invited To Attend The Meeting. Whether Or Not You Plan To Attend The Meeting, Please Complete, Date And Sign The Enclosed Proxy Card And Return It Promptly In The Enclosed Envelope, Which Needs No Postage If Mailed In The United States, Or Submit Your Proxy By Internet Or By Telephone By Following The Instructions Contained On The Enclosed Proxy Card. If You Later Desire To Revoke Your Proxy, You May Do So At Any Time Before It Is Exercised.

* * * *

By Order of the Board of Directors,

Jonathan Friedman
Secretary
Long Island City, New York
January 27, 2014

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Sirona Dental Systems, Inc.
30-30 47th Avenue
Suite 500
Long Island City, New York 11101
(718) 482-2011

PROXY STATEMENT
FOR
ANNUAL MEETING OF STOCKHOLDERS

To Be Held On February 19, 2014

We are sending you our proxy materials in connection with the solicitation of the enclosed proxy by the Board of Directors of Sirona Dental Systems, Inc. (the “Company”) for use at the 2013 Annual Meeting of Stockholders, and at any adjournments thereof.

Attending the Annual Meeting

The Annual Meeting will be held on February 19, 2014, at 11:00 a.m., at the offices of Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 to consider the matters set forth in the Notice of Annual Meeting of Stockholders. This Proxy Statement and the form of proxy enclosed are being mailed to stockholders with the Company’s Annual Report to Stockholders commencing on or about January 27, 2014.

Stockholders Entitled to Vote

Only stockholders of record of the Common Stock, par value \$0.01 per share, of the Company (the “Common Stock”) at the close of business on December 23, 2013 will be entitled to vote at the Annual Meeting. As of that date, a total of 55,153,641 shares of Common Stock were outstanding, each such share being entitled to one vote. Shares of Common Stock owned by the Company are not entitled to vote at the Annual Meeting. There is no cumulative voting.

Quorum

The presence, at the commencement of the Annual Meeting, in person or by proxy of the holders of a majority of the issued and outstanding shares of Common Stock of the Company will constitute a quorum for the transaction of business at the Annual Meeting. If, however, a quorum is not present or represented at the Annual Meeting, the stockholders entitled to vote thereat, present in person or by proxy, may adjourn the Annual Meeting, without notice other than announcement at the Annual Meeting, until a quorum shall be present or represented.

Shares owned by the Company do not count for quorum purposes and are not entitled to vote at the Annual Meeting. In order to assure the presence of a quorum at the Annual Meeting, please submit a proxy to vote your shares in accordance with the instructions described above, even if you plan to attend the Annual Meeting. Abstentions and broker non-votes are counted as present for purposes of establishing a quorum. A “broker non-vote” occurs when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker or nominee does not have discretionary voting power and has not received instructions from the beneficial owner.

Street Name Holders and Record Holders

If you own shares through a broker, the registered holder of those shares is the broker or its nominee. Such shares are often referred to as held in “street name,” and you, as the beneficial owner of those shares, do not appear in our stock register. For street name shares, there is a two-step process for distributing our

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proxy materials and tabulating votes. Brokers inform us how many of their clients own Common Stock in street name, and the broker forwards our proxy materials to those beneficial owners. If you receive our proxy materials, including a voting instruction card, from your broker, you should vote your shares by following the procedures specified on the voting instruction card. Shortly before the Annual Meeting, your broker will tabulate the votes it has received and submit a proxy card to us reflecting the aggregate votes of the street name holders. If you plan to attend the Annual Meeting and vote your street name shares in person, you should contact your broker to obtain a broker's proxy card and bring it to the Annual Meeting.

If you are the registered holder of shares, you are the record holder of those shares, and you should vote your shares as described below under "How Record Holders Vote."

How Record Holders Vote

If you are the registered holder of your shares, you can vote your shares in person at the Annual Meeting or you may submit a proxy to vote your shares. We recommend that you submit a proxy to vote your shares even if you plan to attend the Annual Meeting. You can always attend the Annual Meeting and revoke your proxy by voting in person. Attendance at the meeting, of itself, will not revoke a previously granted proxy.

There are three ways to vote by proxy:

-
- By telephone — You can submit a proxy to vote your shares by touch tone telephone by calling toll-free 1-877-456-7915 and following the instructions on our proxy card;
-
- By Internet — You can submit a proxy to vote your shares by Internet by going to the website <http://proxy.georgeson.com> and following the instructions on our proxy card; or
-
- By mail — You can submit a proxy to vote by mail by completing, signing, dating and mailing our enclosed proxy card.

By giving us your proxy, you are authorizing the individual named on our proxy card, the proxy, to vote your shares in the manner you indicate. You may submit a proxy to (i) vote for the election of all of our director nominees, (ii) withhold authority to vote for all of our director nominees, or (iii) vote for the election of one or more of our director nominees and withhold authority to vote for the other nominee(s), by so indicating on your proxy. You may submit a proxy to vote "FOR" or "AGAINST" or "ABSTAIN" from