

TTM TECHNOLOGIES INC

Form DEF 14A

April 12, 2010

Table of Contents

**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 Rule 14a-11(c) or Rule 14a-12

TTM TECHNOLOGIES, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, of 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:

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 26, 2010**

To our Stockholders:

The 2010 annual meeting of stockholders of TTM Technologies, Inc. will be held at 10:00 a.m., local time, on Wednesday, May 26, 2010 at our corporate offices located at 2630 South Harbor Boulevard, Santa Ana, California 92704, for the following purposes:

1. To elect three class I directors for a term expiring in 2013;
2. To ratify the appointment of KPMG LLP, an independent registered public accounting firm, as our independent registered public accountants for the fiscal year ending December 31, 2010; and
3. To consider any other matters that properly come before the meeting and any postponement or adjournment thereof.

Like last year, we are pleased to this year again take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders over the Internet. We believe that this e-proxy process expedites stockholders' receipt of proxy materials, saves us the cost of printing and mailing these materials, and reduces the environmental impact of our annual meeting by conserving natural resources.

Stockholders of record as of the close of business on March 29, 2010 are entitled to notice of, and to vote at, the annual meeting and any postponement or adjournment thereof. Whether or not you expect to be present, please vote your shares using the Internet by following the instructions in this proxy statement. Of course, you may also vote by signing, dating, and returning the enclosed proxy card in the enclosed pre-addressed envelope if you received a paper copy of this proxy statement. No postage is required if mailed in the United States.

By Order of the Board of Directors

Steven W. Richards,
Secretary

Santa Ana, California
April 12, 2010

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE STOCKHOLDER MEETING TO BE HELD ON MAY 26, 2010**

The proxy statement and annual report to stockholders and the means to vote via the Internet are available at www.ttmtech.com/stockholdersmeeting. **Your Vote is Important** Please vote as promptly as possible by using the Internet or by signing, dating, and returning the proxy card if you received a paper copy of this proxy statement.

All stockholders are invited to attend the annual meeting in person. Stockholders who vote their proxy online or by executing a proxy card may nevertheless attend the meeting, revoke their proxy, and vote their shares in person.

TABLE OF CONTENTS

	Page
<u>About the Meeting</u>	1
<u>Proposal One Election of Directors</u>	4
<u>Security Ownership of Certain Beneficial Owners and Management</u>	12
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	14
<u>Compensation Discussion and Analysis</u>	15
<u>Compensation Committee Report</u>	29
<u>Executive Compensation</u>	30
<u>Equity Compensation Plan Information</u>	41
<u>Director Compensation</u>	41
<u>Report of the Audit Committee of the Board of Directors</u>	42
<u>Proposal Two Ratification of Appointment of Independent Registered Public Accountants</u>	43
<u>Certain Relationships and Related Transactions</u>	44
<u>Electronic Availability of Proxy Statement and Annual Report</u>	45
<u>Stockholder Proposals for Our 2011 Annual Meeting</u>	45
<u>Other Matters</u>	46

Table of Contents

TTM TECHNOLOGIES, INC.
ANNUAL MEETING OF STOCKHOLDERS

PROXY STATEMENT

This proxy statement contains information related to our annual meeting of stockholders to be held on Wednesday, May 26, 2010, beginning at 10:00 a.m. local time at our corporate offices located at 2630 South Harbor Boulevard, Santa Ana, California 92704, and at any adjournments or postponements of the meeting. The purpose of this proxy statement is to solicit proxies from the holders of our common stock for use at the meeting. On or about April 16, 2010, we began mailing a notice containing instructions on how to access this proxy statement and our annual report via the Internet, and we began mailing a full set of the proxy materials to stockholders who had previously requested delivery of the materials in paper copy. For information on how to vote your shares, see the instructions included on the proxy card and under "How do I vote?" on page 2.

ABOUT THE MEETING

What is the purpose of the annual meeting?

At the annual meeting, stockholders will vote to (1) elect three class I directors for a term expiring in 2013; and (2) ratify the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending December 31, 2010. In addition, our management will report on our performance during 2009 and respond to questions from our stockholders.

Who is entitled to vote at the meeting?

Only stockholders of record at the close of business on March 29, 2010, the record date for the annual meeting, are entitled to receive notice of the meeting and to vote the shares of our common stock that they held on that date at the meeting, and any postponements or adjournments of the meeting. Each outstanding share of common stock entitles its holder to cast one vote on each matter to be voted upon at the meeting.

Who may attend the meeting?

All stockholders as of the record date, or their duly appointed proxies, may attend the meeting. Please note that if you hold shares in street name (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of all of the shares of common stock outstanding on the record date will constitute a quorum, permitting the conduct of business at the meeting. As of the record date, 43,687,796 shares of our common stock were outstanding. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

If less than a majority of the outstanding shares of common stock entitled to vote are represented at the meeting, a majority of the shares present at the meeting may adjourn the meeting to another date, time, or place, and notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before an adjournment is taken.

Table of Contents

How do I vote?

If you are the stockholder of record (that is, the shares are held in your name), you may vote your proxy in one of two convenient ways:

By the Internet

Go to www.ttmtech.com/stockholdersmeeting and follow the instructions. You will need the 11-digit control number that appears in the Notice Regarding the Availability of Proxy Materials you received or on your proxy card included with this proxy statement. This method of voting will be available until 11:59 p.m., Eastern Time, on May 25, 2010.

By mail

If you wish to vote by traditional proxy card and did not receive one along with this proxy statement, you can receive a full set of materials at no charge through the Internet at www.ttmtech.com/stockholdersmeeting, by telephone at (888) 776-9962, or by sending an e-mail to info@amstock.com (the subject line of your e-mail should contain the 11-digit control number that appears in the Notice Regarding the Availability of Proxy Materials you received). If you vote by traditional proxy card, mark your selections on the proxy card, date the card, and sign your name exactly as it appears on the card, then mail it in the postage-paid envelope enclosed with the materials. You should mail the proxy card in plenty of time to allow delivery to our transfer agent prior to the meeting.

If you are a stockholder of record and attend the meeting, you may deliver your completed proxy card in person. If you are not the stockholder of record (that is, your shares are held in the name of a bank, broker, or other holder of record, which is often referred to as held in street name) then you will receive instructions from the holder of record that you must follow to ensure that your shares are voted as you wish. You will not be able to vote those shares at the meeting unless you have received, in advance, a proxy card from the record holder (that is, the bank, broker, or other holder of record).

If you complete and properly sign and return a proxy card to us or complete your proxy online, your shares will be voted as you direct.

Can I revoke my proxy and change my vote?

Yes. You may revoke your proxy and change your vote at any time before the annual meeting by submitting to our corporate secretary at our corporate offices a notice of revocation or a duly executed proxy bearing a later date (or voting via the Internet). The powers of the proxy holders will be suspended if you attend the meeting in person and so request, although attendance at the meeting will not by itself revoke a previously granted proxy.

What does it mean if I receive more than one notice?

This means that your shares are registered differently and are held in more than one account. To ensure that all shares are voted, please either vote each account over the Internet or sign and return by mail all proxy cards. We encourage you to register all of your shares in the same name and address by contacting the Shareholder Services Department at our transfer agent, American Stock Transfer & Trust Company, at (800) 937-5449. If you hold your shares through an account with a bank or broker, you should contact your bank or broker and request consolidation of your accounts.

What are the board's recommendations?

If you sign and return your proxy card but do not specify how you want your shares voted, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of our board of directors. Each of our board of directors' recommendations is set forth together with the description of each item in this proxy statement. In summary, our board of directors recommends a vote (1) FOR the election of each of its nominees for class I director, and (2) FOR the ratification of the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending December 31, 2010.

Table of Contents

Our board of directors does not know of any other matters that may be brought before the meeting nor does it foresee or have reason to believe that the proxy holders will have to vote for a substitute or alternate board nominee for director. In the event that any other matter should properly come before the meeting or any nominee for director is not available for election, the proxy holders will vote as recommended by the board of directors or, if no recommendation is given, in accordance with their best judgment.

What vote is required to approve each item?

Election of Directors. Assuming that a quorum is present, the three persons receiving the largest number of FOR votes of our common stock present in person or by proxy at the meeting and entitled to vote (a plurality) will be elected directors. A properly executed proxy marked WITHHOLD AUTHORITY with respect to the election of a director will be counted for purposes of determining whether there is a quorum but it will not be counted for or against the nominee. Stockholders do not have the right to cumulate their votes for directors.

Appointment of Independent Registered Public Accountants. The affirmative vote of a majority of the shares of our common stock present in person or represented by proxy at the meeting and entitled to vote will be required for approval of the ratification of the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending December 31, 2010. A properly executed proxy marked ABSTAIN with respect to the appointment of KPMG LLP will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

Other Items. For each other item, the affirmative vote of a majority of the shares of our common stock present in person or represented by proxy at the meeting and entitled to vote will be required for approval. A properly executed proxy marked ABSTAIN with respect to any such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

What are the effects of broker non-votes?

If you hold your shares in street name (through a bank, broker, or other nominee), your bank, broker, or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your bank, broker, or nominee specific instructions, your shares may not be voted on those matters, although they will be counted for purposes of determining whether there is a quorum. Accordingly, a broker non-vote will have the effect of a negative vote on matters requiring an affirmative vote of a majority of the shares of our common stock.

Who will pay for the preparation of the proxy?

We will pay the cost of soliciting proxies. In addition to the use of mail, our employees may solicit proxies personally, by e-mail, facsimile, and by telephone. Our employees will receive no compensation for soliciting proxies other than their regular salaries. We may request banks, brokers, and other custodians, nominees, and fiduciaries to forward copies of the proxy materials to the beneficial owners of our common stock and to request authority for the execution of proxies, and we may reimburse such persons for their expenses incurred in connection with these activities.

Our principal executive offices are located at 2630 S. Harbor Boulevard, Santa Ana, California 92704, and our telephone number is (714) 327-3000. A list of stockholders entitled to vote at the annual meeting will be available at our offices for a period of 10 days prior to the meeting and at the meeting itself for examination by any stockholder.

Table of Contents

PROPOSAL ONE ELECTION OF DIRECTORS

Directors and Nominees

Our board of directors is divided into three classes with each class of directors serving for a three-year term or until successors of that class have been elected and qualified. At the annual meeting, our stockholders will elect three class I directors. Each director elected at the 2010 annual meeting will serve for a term expiring at the 2013 annual meeting or until his successor has been duly elected and qualified.

Our board of directors has nominated Thomas T. Edman and James K. Bass, each of whom currently serves as a director, to stand for re-election at the annual meeting. If Messrs. Edman and Bass are re-elected, they will serve three-year terms expiring at the annual meeting of stockholders in 2013.

On November 16, 2009, we and certain of our subsidiaries entered into a stock purchase agreement, which we refer to as the Purchase Agreement, with Meadville Holdings Limited, which we refer to as Meadville, and one of Meadville's subsidiaries, pursuant to which we agreed to acquire the entire outstanding capital stock of all of Meadville's indirect wholly owned subsidiaries that comprise and operate Meadville's printed circuit board business, which we refer to as the PCB Subsidiaries. We refer to the acquisition as the PCB Combination, which we effected on April 8, 2010. Under the terms of the Purchase Agreement, on the closing date of the PCB Combination we were required to execute a shareholders agreement (which we refer to as the Shareholders Agreement), pursuant to which Tang Hsiang Chien, as the principal shareholder of Meadville, and any affiliate of Tang Hsiang Chien who, from time to time, holds shares of our common stock (who we refer to as the Principal Shareholders), together with two of Tang Hsiang Chien's adult children and their respective affiliates who hold shares of our common stock from time to time (who we collectively refer to as the Tang Siblings), are entitled to jointly nominate one individual to our board of directors. Each such nominee must be reasonably acceptable to our nominating and corporate governance committee in accordance with our director nominee criteria and qualifications specified in the nominating and corporate governance committee charter, our certificate of incorporation and bylaws, and our corporate governance policies and procedures. On the closing date of the PCB Combination, our board of directors was required to increase the class of directors whose terms expire in 2013 and promptly appoint the Principal Shareholders and Tang Siblings nominee as a director to fill that vacancy. We are also required to use reasonable efforts to cause the election of the Principal Shareholders and Tang Siblings nominee at each meeting of stockholders at which the class in which he or she sits comes up for election. We are not required to take any extraordinary solicitation or other recommendation efforts (or pay any costs associated therewith) to cause such election, if such actions are not similarly taken with respect to the other of our board nominees.

In accordance with the terms of the Shareholders Agreement, the initial additional director jointly nominated by the Principal Shareholders and Tang Siblings is Mr. Tang Chung Yen, Tom, who we refer to as Mr. Tang. On the closing date of the PCB Combination, our board of directors appointed Mr. Tang as a class I director in accordance with the Shareholders Agreement and has nominated Mr. Tang to stand for election at the annual meeting. If Mr. Tang is elected by our stockholders, he will serve a three-year term expiring at the annual meeting of stockholders in 2013.

Kenton K. Alder and Richard P. Beck serve as class II directors and their terms will expire at the annual meeting of stockholders in 2011. Robert E. Klatell and John G. Mayer serve as class III directors, and their terms will expire at the annual meeting of stockholders in 2012.

Our board of directors has no reason to believe that any of its nominees will refuse or be unable to accept election. However, if any nominee is unable to accept election or if any other unforeseen contingencies should arise, our board

of directors may designate a substitute nominee. If our board of directors designates a substitute nominee, the persons named as proxies will vote for the substitute nominee designated by our board of directors.

*Our board of directors recommends a vote **FOR** the nominees for class I director.*

Table of Contents

The following table, together with the accompanying text, sets forth certain information with respect to each of our directors and Mr. Tang.

Name	Age	Position(s) Held
Robert E. Klatell	64	Chairman and Director
Kenton K. Alder	60	Chief Executive Officer, President, and Director
Tang Chung Yen, Tom	49	Managing Director Asia Pacific Region and Director
James K. Bass	53	Director
Richard P. Beck	76	Director
Thomas T. Edman	47	Director
John G. Mayer	59	Director

Robert E. Klatell has served as a director of our company since September 2004 and our Chairman of the Board since May 2005. Mr. Klatell is presently retired. Since November 2009, Mr. Klatell has served as a director of PBSJ Corporation and a member of its compensation committee, and has served on its audit committee since February 2010. From 2003 to 2009, Mr. Klatell served as a director of Datascope Corp., a medical device company that develops, manufactures, and markets proprietary products for clinical health care markets. From December 2005 to December 2007, Mr. Klatell served as Chief Executive Officer and a director of DICOM Group plc, a publicly held company (London Stock Exchange) that provides information capture and communications solutions. From 2003 to 2006, Mr. Klatell served as a director of Mediagrif Interactive Technologies, an operator of e-business networks and provider of e-business solutions. Mr. Klatell served as a consultant to Arrow Electronics, Inc. from January 2004 to December 2004. Mr. Klatell served in various executive capacities at Arrow Electronics, Inc. from February 1976 to December 2003, most recently as Executive Vice President from July 1995 to December 2003. Mr. Klatell holds a Bachelor of Arts degree in History from Williams College and a Juris Doctor from New York University School of Law. Our board of directors has determined that Mr. Klatell is an independent director. Mr. Klatell was nominated to the board of directors because of his extensive experience with operations management and his knowledge of corporate governance and global mergers and acquisitions. His membership with the National Association of Corporate Directors provides him with up to date information on corporate governance best practices and the tools necessary to bring his leadership to our board of directors. Further, his deep knowledge of the electronics industry and direct experience in the communications industry allows him to contribute a broad perspective to discussions about our future activities and our place in the current competitive landscape.

Kenton K. Alder has served as our Chief Executive Officer, President, and a director since March 1999. From January 1997 to July 1998, Mr. Alder served as Vice President of Tyco Printed Circuit Group, Inc., a printed circuit board manufacturer. Prior to that time, Mr. Alder served as President and Chief Executive Officer of ElectroStar, Inc., previously a publicly held printed circuit board manufacturing company, from December 1994 to December 1996. From January 1987 to November 1994, Mr. Alder served as President of Lundahl Astro Circuits Inc., a predecessor company to ElectroStar, Inc. Mr. Alder holds a Bachelor of Science degree in Finance and a Bachelor of Science degree in Accounting from Utah State University. Mr. Alder is an employee director. Mr. Alder was nominated to the board of directors because of his role as our chief executive officer, which enables him to provide the board with insight based on his day-to-day interactions with our company, and because of his extensive operational expertise. As a management representative on our board of directors, he provides an insider's perspective in board discussions about the business and strategic direction of our company and has experience in all aspects of our global business.

Tang Chung Yen, Tom has served as our Managing Director Asia Pacific Region and as a director of our company since the closing date of the PCB Combination. Prior to that date he was the Executive Chairman and Group Managing Director of Meadville Holdings Limited, which he joined in 1991. He was also the Chairman of Meadville

Holdings Limited's Executive Committee and was responsible for the leadership of Meadville's board of directors. Mr. Tang was also a director of certain of Meadville Holdings Limited's subsidiaries. He has served as the honorary chairman of Hong Kong Printed Circuit Association Limited since 2005 and is the chairman of The Hong Kong Exporters' Association, The Hong Kong Standards and Testing Centre Limited, and The Hong Kong Safety Institute Limited. He is also a board member of Hong Kong Science and Technology Parks Corporation, a council member of Hong Kong Trade Development Council, an advisory committee member of Innovation and Technology

Table of Contents

Advisory Committee of Hong Kong Trade Development Council, and a vice chairman of HK Wuxi Trade Association Limited. Since 2008, he has been a member of Shanghai & Wuxi Committee of The Chinese People's Political Consultative Conference. He holds a degree of Master of Business Administration from New York University. Our board of directors has determined that Mr. Tang is not an independent director. Mr. Tang was proposed as a nominee for a member of our board of directors by the Principal Shareholders and Tang Siblings, in accordance with the Purchase Agreement and Shareholders Agreement. Our board of directors accepted Mr. Tang as a nominee given his extensive experience with PCB operations in Asia and his business acumen, as evidenced by his senior executive role with Meadville. Mr. Tang is an officer of our company and provides an insider's perspective to our Asian operations.

James K. Bass has served as a director of our company since September 2000. From September 2005 to June 2009, Mr. Bass served as the Chief Executive Officer and a director of Piper Aircraft, Inc., a general aviation manufacturing company. He served as the Chief Executive Officer and a director of Suntron Corporation, a provider of high mix electronic manufacturing services, from its incorporation in May 2001 until May 2005, and as Chief Executive Officer of EFTC Corporation, a subsidiary of Suntron Corporation, from July 2000 until April 2001. From 1992 to July 2000, Mr. Bass was a Senior Vice President of Sony Corporation. Prior to that, Mr. Bass spent 15 years in various manufacturing management positions at the aerospace group of General Electric Corporation. Mr. Bass holds a B.S.M.E. degree from Ohio State University. Our board of directors has determined that Mr. Bass is an independent director. Electronic manufacturing service (EMS) providers represent an important part of our customer base. Mr. Bass was nominated to the board of directors because of his extensive experience in the electronic manufacturing industry and the technology marketplace, his executive and operational experience as the chief executive officer of a public company, and his broad experience with accounting and audit matters for publicly traded companies.

Richard P. Beck has served as a director of our company since February 2001. Mr. Beck is presently retired. From May 1998 to August 2006, Mr. Beck served as a director of Applied Films Corporation, a publicly held manufacturer of flat panel display equipment, served on its audit and nominating and governance committees, and served as chairman of the board from October 2001 to August 2006. From September 2000 to October 2004, Mr. Beck served as a director of Photon Dynamics, Inc., a publicly held manufacturer of semiconductor test equipment and was chairman of its audit committee. From November 2001 to May 2002, Mr. Beck served as Senior Vice President of Advanced Energy Industries, Inc., a publicly held manufacturer of power conversion systems and integrated technology solutions. From February 1998 to November 2001, Mr. Beck served as Senior Vice President and Chief Financial Officer of Advanced Energy Industries and continues to serve as a director of that company, and is a member of its audit committee and chairman of its nominating and corporate governance committee. From March 1992 until February 1998, Mr. Beck served as Vice President and Chief Financial Officer of Advanced Energy. From November 1987 to March 1992, Mr. Beck served as Executive Vice President and Chief Financial Officer for Cimage Corporation, a computer software company. Mr. Beck holds a Bachelor of Science degree in Accounting and Finance and a Master of Business Administration from Babson College. Our board of directors has determined that Mr. Beck is an independent director and an audit committee financial expert as described in applicable Securities and Exchange Commission rules. Mr. Beck was nominated to the board of directors because of his expertise with accounting and audit matters, including for companies in the technology industry, and because of his experience with corporate finance, investor relations, and corporate governance matters.

Thomas T. Edman has served as a director of our company since September 2004. Since July 2006, Mr. Edman has served as Vice President of Corporate Business Development of Applied Materials, Inc., a publicly held provider of nanomanufacturing technology solutions. Prior to that, Mr. Edman served as President and Chief Executive Officer of Applied Films Corporation from May 1998 until Applied Materials, Inc. acquired Applied Films Corporation in July 2006. From June 1996 until May 1998, Mr. Edman served as Chief Operating Officer and Executive Vice President of Applied Films Corporation. From 1993 until joining Applied Films, he served as General Manager of the High Performance Materials Division of Marubeni Specialty Chemicals, Inc., a subsidiary of a major Japanese trading corporation. Mr. Edman serves on the Governing Board of the USDC (United States Display Consortium). Mr. Edman

holds a Bachelor of Arts degree in East Asian studies (Japan) from Yale University and a Master's degree in Business Administration from The Wharton School at the University of Pennsylvania. Our board of directors has determined that Mr. Edman is an independent director. Mr. Edman was

Table of Contents

nominated to the board of directors because of his proven business acumen and experience in the technology industry, having served in numerous senior executive roles with sizeable technology companies, including as the chief executive officer of a public company. Mr. Edman also has compensation-related expertise that prove valuable to our board of directors.

John G. Mayer has served as a director of our company since September 2000. Mr. Mayer is presently retired. From January 1997 to November 1999, Mr. Mayer served as Vice President of Tyco Printed Circuit Group, Inc., a printed circuit board manufacturer. Mr. Mayer served as Chief Operating Officer of ElectroStar, Inc., previously a publicly held printed circuit board manufacturing company, from December 1994 to December 1996. From April 1986 to November 1994, Mr. Mayer served as President of Electro-Etch Circuits, Inc., a predecessor company to ElectroStar, Inc. Mr. Mayer holds a Bachelor of Arts degree in History, the Arts and Letters from Yale University and a Juris Doctor from UCLA School of Law. Our board of directors has determined that Mr. Mayer is an independent director. Mr. Mayer was nominated to the board of directors because of his extensive experience in the PCB business and because of his demonstrated depth of business experience in our company's industry.

There are no family relationships among any of our directors, director nominees, or executive officers.

Information Relating to Corporate Governance and the Board of Directors

Our board of directors has determined, after considering all the relevant facts and circumstances, that Messrs. Bass, Beck, Edman, Klatell, and Mayer are independent directors, as independence is defined by the listing standards of the Nasdaq Stock Market, or Nasdaq, and by the Securities and Exchange Commission, or the SEC. Accordingly, a majority of the members of our board of directors are independent. Mr. Tang is not considered an independent director as a result of his former position as an executive with Meadville Holdings Limited and certain of its subsidiaries, and as an officer of our company effective as of the closing of the PCB Combination.

Our bylaws authorize our board of directors to appoint among its members one or more committees, each consisting of one or more directors. Our board of directors has established three standing committees: an audit committee, a compensation committee, and a nominating and corporate governance committee. Each of our committees is comprised entirely of independent directors, as independence is defined by the listing standards of The Nasdaq Stock Market and by the SEC. Our board of directors holds executive sessions following all in-person board meetings at which the independent directors meet without the presence or participation of management.

Our board of directors has adopted charters for the audit, compensation, and nominating and corporate governance committees describing the authority and responsibilities delegated to the committee by the board of directors. Our board of directors has also adopted corporate governance guidelines, a whistle blower policy, and a code of ethics for our chief executive officer and senior financial officers. We post on our website, at www.ttmtech.com, the charters of our audit, compensation, and nominating and corporate governance committees; our corporate governance guidelines; our whistle blower policy; our code of ethics for our chief executive officer and senior financial officers, and any amendments or waivers thereto. These documents are also available in print to any stockholder requesting a copy in writing from our corporate secretary at 2630 South Harbor Boulevard, Santa Ana, California 92704.

Interested parties may communicate with our board of directors or specific members of our board of directors, including the members of our various board committees, by submitting a letter addressed to the board of directors of TTM Technologies, Inc., c/o any specified individual director or directors, at 2630 South Harbor Boulevard, Santa Ana, California 92704. We will forward any such letters to the indicated directors.

Meetings of the Board of Directors

Our board of directors held eleven meetings during the year ended December 31, 2009. All of our directors attended more than 75% of the aggregate of (i) total number of meetings of the board of directors held during fiscal year 2009, and (ii) the total number of meetings held by all committees of our board of directors on which such person served during 2009. We have adopted a policy encouraging each of our directors to attend each annual meeting of stockholders and, to the extent reasonably practicable, we regularly schedule a meeting of the board of directors on the same day as the annual meeting of stockholders.

Table of Contents

Committees of the Board of Directors

Audit Committee. Our audit committee reviews and monitors our corporate financial reporting and our external audit, including, among other things, our internal control functions, the results and scope of the annual audit, and other services provided by our independent registered public accounting firm and our compliance with legal requirements that have a significant impact on our financial reports. Our audit committee also consults with our management and our independent registered public accounting firm regarding the preparation of financial statements and, as appropriate, initiates inquiries into aspects of our financial affairs. In addition, our audit committee has the responsibility to consider and recommend the appointment of, and to pre-approve services provided by, and fee arrangements with, our independent registered public accounting firm. The current members of our audit committee are Messrs. Bass, Beck, and Mayer, each of whom is an independent director of our company under Nasdaq listing standards as well as under SEC rules. The board of directors has determined that Mr. Beck, who serves as chairman of our audit committee, qualifies as an audit committee financial expert in accordance with applicable rules and regulations of the SEC. Our audit committee held six meetings during 2009.

Nominating and Corporate Governance Committee. The nominating and corporate governance committee oversees the selection and composition of our board of directors and oversees the management continuity planning processes. It establishes, monitors, and recommends the purpose, structure, and operations of the various committees of our board of directors, the criteria and qualifications for membership of each board committee, and recommends whether rotations or term limits are appropriate for the chair or committee members of the various committees. In addition, the nominating and corporate governance committee recommends individuals to stand for election as directors and recommends directors to serve on each committee as a member or as chair of the committee. The nominating and corporate governance committee reviews and makes recommendations regarding our governing documents (including our certificate of incorporation and bylaws) and our corporate governance principles. The nominating and corporate governance committee is also responsible for considering policies relating to the meetings of our board of directors, and considers questions of independence and possible conflicts of interest of members of our board of directors and executive officers. Finally, the nominating and corporate governance committee oversees the evaluation of our board of directors and management.

The nominating and corporate governance committee will consider persons recommended by stockholders for inclusion as nominees for election to our board of directors if the information required by our bylaws is submitted in writing in a timely manner addressed and delivered to our company's secretary at 2630 South Harbor Boulevard, Santa Ana, California 92704. A stockholder who intends to recommend a nominee to our board of directors must provide (a) all information relating to the individual subject to the nomination that is required to be disclosed in opposition proxy statements for election of directors filed by stockholders, at their own expense, in a contested election, or is otherwise required under Regulation 14A under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and (b) the individual's written consent to being named in a proxy statement as a nominee and to serving as a director if elected. The stockholder making the nomination must also provide the information required by our bylaws relating to such stockholder, including information pertaining to ownership of our capital stock, and must make certain representations relating to voting intent and delivery of proxies. The stockholder's nominee must also deliver to our secretary a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made. The questionnaire is available from our secretary upon written request and upon the requesting person's providing certain written representations required by our bylaws.

The nominating and corporate governance committee identifies and evaluates nominees for our board of directors, including nominees recommended by stockholders, based on numerous factors it considers appropriate, some of which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity, and the extent to which the nominee would fill a present need on our board of directors. The nominating and corporate

governance committee evaluates nominees for director in the same manner, regardless of whether the nominee is recommended by a stockholder or other person or entity.

The charter of our nominating and corporate governance committee provides that the value of diversity on our board of directors should be considered. The nominating and corporate governance committee considers ethnic and gender diversity, as well as diversity of skills, backgrounds, and qualifications represented on the board of directors,

Table of Contents

in recommending nominees for election. The nominating and corporate governance committee evaluates its effectiveness in achieving diversity on the board of directors through its annual review of board member composition, which identifies ethnicity, gender, and industry experience, prior to recommending nominees for election.

Our nominating and corporate governance committee currently consists of three members, Messrs. Klatell (chairman), Beck, and Bass. The nominating and corporate governance committee held five meetings during 2009.

Compensation Committee. Our compensation committee provides a general review of our compensation and benefit plans to ensure that they meet our corporate objectives. The compensation committee reviews and determines, or recommends to our board of directors, the compensation of our chief executive officer and all other individuals designated by our board of directors as executive officers of our company. In addition, our compensation committee reviews and approves our corporate goals and objectives relevant to the compensation for our chief executive officer and other executive officers, including annual performance objectives, and evaluates the performance of our chief executive officer and other executive officers in light of these goals and objectives. The compensation committee reviews and makes recommendations to our board of directors with respect to, or approves, our incentive compensation plans and equity-based plans, and activities relating to those plans. The compensation committee also establishes and periodically reviews policies in the area of perquisites for executive officers. The compensation committee may, from time to time, delegate any or all of its responsibilities to a subcommittee.

In discharging its responsibilities, our compensation committee is empowered to investigate any matter of concern that it deems appropriate and has the sole authority, without seeking approval from the entire board of directors, to retain outside consultants for this purpose, including the authority to approve any terms of retention. Additional information regarding the role of compensation consultants and executive officers in assisting our compensation committee in determining the amount or form of executive compensation may be found in Compensation Discussion and Analysis below. The compensation committee is currently comprised of Messrs. Edman (chairman), Klatell, and Mayer. The compensation committee held five meetings during 2009.

Board Leadership Structure

We believe it is the chief executive officer's responsibility to manage our company's operations and the chairman's responsibility to lead our board of directors. Given the significant responsibilities with which our chairman is tasked and his active role in our governance, we believe it is beneficial to have an independent chairman whose sole job is leading the board of directors. To this end, our corporate governance guidelines provide that our chief executive officer may not be our chairman, and that our chairman will be selected from our independent directors. In making its decision to separate the chief executive officer and chairman roles, our board of directors considered the time that Mr. Alder is required to devote to the chief executive officer position in the current economic environment, particularly given the demands imposed on our company as it undertakes international expansion. By segregating the role of the chairman, we reduce any duplication of effort between the chief executive officer and the chairman. We believe this provides strong leadership for our board of directors, while also positioning our chief executive officer as the leader of the company in the eyes of our customers, employees, and other stakeholders. By having another director serve as chairman of the board, Mr. Alder is better able to focus his attention on running our company. Our board of directors believes that Mr. Klatell is the most appropriate individual to serve as chairman because of his deep knowledge of our business and strategy, his experience with corporate governance matters, and his demonstrated skill and commitment to performing effectively as chairman of our board of directors.

Our board of directors has five independent members and two non-independent members, including our chief executive officer and Mr. Tang. A number of our independent board members are currently serving or have served as members of senior management of other public companies and have served as directors of other public companies. We believe that the number of independent, experienced directors that make up our board, along with the independent

oversight of the board by the non-executive chairman, benefits our company and our stockholders.

We believe that we have a strong corporate governance structure that ensures independent discussion, evaluation of, and communication with and access to, senior management. All of our board committees are

Table of Contents

composed solely of independent directors, which provides independent oversight of management. Also, our corporate governance guidelines provide that our independent directors will meet in executive session not less frequently than quarterly.

Risk Management and Oversight Process

While our management is primarily responsible for managing risk, our board of directors and each of its committees plays a role in overseeing our risk management practices. Our full board of directors is ultimately responsible for risk oversight, and it discharges this responsibility by, among other things, receiving regular reports from our management concerning our business and the material risks that our company faces. Our board of directors annually reviews key enterprise risks identified by management, such as financial, reputational, safety and security, and compliance risks, and monitors key risks through reports and discussions regarding key risk areas at meetings of our board of directors and in committee meetings. Our board of directors focuses on specific strategic and emerging risks in periodic strategy reviews. Our board of directors annually reviews and approves our corporate strategy and goals and our capital budgets, and in connection with that review considers risks associated with our company.

Our board of directors allocates responsibility for overseeing risk management for our company among the full board and each of its committees. Specifically, the full board oversees significant risks primarily relating to operations, strategy, and finance. In addition, each of our committees considers risks within its area of responsibilities, as follows:

Our audit committee is primarily responsible for overseeing matters involving major financial risk exposures and actions management is taking to monitor such risk exposures. This includes risks relating to financial reporting and internal controls; litigation; environmental, health, and safety matters; tax matters; liability insurance programs; and compliance with legal and regulatory requirements and our code of ethics. In addition, the audit committee reviews our quarterly and annual financial reports, including any disclosure in those reports of risk factors affecting our company and its business.

Our compensation committee is primarily responsible for overseeing risks that may be implicated by our executive compensation programs and risks relating to the administration of those programs. In setting compensation, the compensation committee strives to create incentives that encourage appropriate risk taking behavior consistent with our business strategy. In making compensation determinations, the compensation committee considered the overall mix of compensation for employees as well as the various risk control and mitigation features of our compensation plans, including appropriate performance measures and targets and incentive plan payout maximums. To assist in satisfying these oversight responsibilities, the compensation committee has retained its own compensation consultant and meets regularly with management to understand the financial, human resources, and stockholder implications of compensation decisions being made. Additional information on risk management considerations of our compensation committee are discussed in this proxy statement under Compensation Discussion and Analysis Risk Management Considerations.

Our nominating and corporate governance committee is primarily responsible for risks that may be mitigated by the continued effective functioning of our board of directors and our corporate governance practices. Under its charter, the nominating and corporate governance committee is responsible for, among other things, developing and recommending to our board of directors a set of effective corporate governance principles designed to assure compliance with applicable standards.

Through the activities of our audit, compensation, and nominating and corporate governance committees, as well as the full board of directors interactions with management concerning our business and the material risks that may impact our company, the board of directors is able to monitor our risk management process and offer critical insights to our management.

Related Party Transaction Policies and Procedures

It is the responsibility of our full board of directors and our audit committee to review and approve related party transactions. It is our management's responsibility to bring such related party transactions to the attention of the board of directors and members of the audit committee. From time to time our nominating and corporate

Table of Contents

governance committee, in accordance with its charter, will also review potential conflict of interest transactions involving members of our board of directors and our executive officers.

In accordance with our corporate governance guidelines, any monetary engagement (other than director or employee compensation or transactions which would not require disclosure under Item 404 of Regulation S-K) (a) between a director (including any entity of which the director is a director or executive officer and any member of a director's family as defined in Nasdaq rules) and our company or any of its affiliates or members of senior management or their families, and (b) between executive officers of our company (as designated by our board of directors) and our company or any of its affiliates, is subject to the approval of our audit committee or our independent directors. Each of our directors and executive officers must notify our board of directors in advance of entering into any such transaction.

Our corporate governance guidelines task our board of directors, in consultation with our nominating and corporate governance committee, with reviewing annually the relationships that each director has with us, directly or indirectly. Further, our nominating and corporate governance committee is tasked with periodically reviewing the compensation arrangements and other business relationships between our directors and our company, including charitable and political contributions, in order to monitor the independence of our directors. Our corporate governance guidelines also provide that if an actual or potential conflict of interest develops, a director should report the matter immediately to the full board of directors and our audit committee for evaluation and appropriate resolution. If a director has a personal interest in a matter before our board of directors, the director must disclose the interest to the full board of directors and our audit committee, must recuse himself or herself from participation in the related discussion, and must abstain from voting on the matter.

Payments to Affiliates of Compensation Consultants During 2009

Our compensation committee retained Pearl Meyer & Partners as its outside compensation consultant for 2008 and 2009. Pearl Meyer & Partners did not provide any consulting services to the company beyond its role as consultant to the compensation committee in 2009. In January 2010, our compensation committee engaged Mercer (USA) Inc., or Mercer, to provide the committee with an executive and director compensation assessment. During fiscal year 2009, we paid \$1,000 to Mercer in connection with our purchase of a study that Mercer had prepared relating to Asian compensation. This was prior to our compensation committee's retention of Mercer as its compensation consultant in 2010. In addition, during 2009 we paid \$161,496 to Marsh Risk & Insurance Services, who we believe is an affiliate of Mercer, in connection with its rendering of insurance brokerage and risk management consulting services to our company. While the committee approved the retention of Mercer as a compensation consultant, Marsh Risk & Insurance Services was retained directly by our management.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table shows the amount of each class of common stock beneficially owned as of March 1, 2010, by (a) each of our directors, nominees for directors, and named executive officers; (b) all of our directors and current executive officers as a group; and (c) each person known by us to own beneficially more than five percent of our outstanding common stock.

Name of Beneficial Owner(1)	Shares Beneficially Owned	
	Number	Percent(2)
Directors and Named Executive Officers:		
Kenton K. Alder(3)	652,987	1.5%
Steven W. Richards(4)	159,389	*
Douglas L. Soder(5)	95,160	*
Shane S. Whiteside(6)	275,422	*
James K. Bass(7)	44,000	*
Richard P. Beck(8)	45,000	*
Thomas T. Edman(9)	28,000	*
Robert E. Klatell(10)	28,000	*
John G. Mayer(11)	44,000	*
Tang Chung Yen, Tom		*
All directors and executive officers as a group (10 persons)	1,371,958	3.1%
5% Stockholders:		
Royce & Associates, LLC(12)	4,923,735	11.4%
BlackRock, Inc.(13)	4,800,750	11.1%
Paradigm Capital Management, Inc.(14)	2,629,185	6.1%
FMR LLC(15)	2,451,540	5.7%
Dimensional Fund Advisors(16)	2,161,903	5.0%

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

- (1) Except as otherwise indicated, the address of each person listed on the table is 2630 S. Harbor Blvd, Santa Ana, CA, 92704.
- (2) We have determined beneficial ownership in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we have included the shares of common stock subject to options, restricted stock units, and warrants held by that person that are currently exercisable or will become exercisable within 60 days after March 1, 2010, but we have not included those shares for purposes of computing percentage ownership of any other person. We have assumed unless otherwise indicated that the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Beneficial ownership is based on 43,227,522 shares of our common stock outstanding as of March 1, 2010.
- (3)

Includes 594,969 shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010 and upon the delivery of shares underlying restricted stock units deliverable within 60 days after March 1, 2010.

- (4) Includes 145,072 shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010 and upon the delivery of shares underlying restricted stock units deliverable within 60 days after March 1, 2010.
- (5) Includes 80,446 shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010 and upon the delivery of shares underlying restricted stock units deliverable within 60 days after March 1, 2010.
- (6) Includes 242,440 shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010 and upon the delivery of shares underlying restricted stock units deliverable within 60 days after March 1, 2010.

Table of Contents

- (7) Represents shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010.
- (8) Includes 40,000 shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010.
- (9) Represents shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010.
- (10) Represents shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010.
- (11) Represents shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010.
- (12)