

EMCORE CORP  
Form DEFR14A  
January 23, 2018

---

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. 1)

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 under §240.14a-12

EMCORE CORPORATION

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

(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:

---

---

**EXPLANATORY NOTE**

EMCORE Corporation is filing this amendment to its definitive proxy statement solely to reflect changes to the proxy card to conform the voting choices for the election of directors to the Company's plurality standard.

2

---

VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on Thursday, March 15, 2018. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

EMCORE CORPORATION  
ATTN: SECRETARY  
2015 W. CHESTNUT STREET  
ALHAMBRA, CA 91803

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on Thursday, March 15, 2018. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE,  
MARK  
BLOCKS  
BELOW IN  
BLUE OR KEEP THIS PORTION FOR YOUR RECORDS  
BLACK  
INK AS  
FOLLOWS:

DETACH AND RETURN THIS PORTION ONLY  
THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND  
DATED.

<p>The Board of Directors recommends you vote FOR the following:</p>	<p>For Against For All All All Except</p>	<p>To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.</p>
--	---	--

1.

Election of  
 Director for a  
 three-year  
 term expiring  
 at EMCORE's  
 2021 Annual  
 Meeting of  
 Shareholders.

Nominees

01 Stephen  
 Domenik

The Board of  
 Directors  
 recommends you  
 vote FOR  
 proposals 2  
 through 7.

For Against Abstain

For Against Abstain

2 To ratify the  
 appointment  
 of KPMG LLP  
 as EMCORE's  
 independent  
 registered  
 public  
 accounting  
 firm for the  
 fiscal year  
 ending  
 September 30,  
 2018.

6 To approve an  
 extension of  
 the  
 Company's  
 Tax Benefits  
 Preservation  
 Plan.

3 To approve an  
 amendment to  
 the Certificate  
 of  
 Incorporation  
 to declassify  
 the Board.

7 To approve,  
 on an advisory  
 basis, the  
 executive  
 compensation  
 of EMCORE's  
 Named  
 Executive  
 Officers.

4 To approve an  
 amendment to  
 the Certificate  
 of  
 Incorporation  
 to change the

NOTE: In their  
 discretion the  
 proxies are  
 authorized to  
 vote for such  
 other business as

required  
number of  
members of  
the Company's  
Board of  
Directors.

may properly  
come before the  
meeting or any  
adjournment or  
postponement  
thereof.

To approve an  
amendment to  
the Certificate  
of  
Incorporation  
to eliminate  
the  
5 supermajority  
voting  
requirements  
applicable to  
certain  
provisions of  
the Certificate  
of  
Incorporation.

Please sign exactly as your name(s)  
appear(s) hereon. When signing as  
attorney, executor, administrator, or  
other fiduciary, please give full title  
as such. Joint owners should each  
sign personally. All holders must  
sign. If a corporation or partnership,  
please sign in full corporate or  
partnership name by authorized  
officer.

Signature  
[PLEASE  
SIGN  
WITHIN  
BOX]

Signature  
(Joint Date  
Owners)

0000351823\_1 R1.0.1.17

---

Important Notice Regarding the Availability of Proxy Materials for the 2018 Annual Meeting: The Notice & Proxy Statement and 2017 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com)

EMCORE CORPORATION  
2015 W. Chestnut Street  
Alhambra, CA 91803

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Jeffrey Rittichier, Jikun Kim and Ryan Hochgesang, and each of them, as proxies for the undersigned, each with full power of substitution, for and in the name of the undersigned to act for the undersigned and to vote, as designated on the reverse side of this proxy card, all of the shares of stock of the Company that the undersigned is entitled to vote at the 2018 Annual Meeting of Shareholders of the Company, to be held at 8:00 a.m. local time on Friday, March 16, 2018, at the Hilton Pasadena, 168 S. Los Robles Ave., Pasadena, California, 91101, or at any adjournments or postponements thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR ALL" THE DIRECTOR NOMINEES LISTED IN PROPOSAL (1), "FOR" THE RATIFICATION OF KPMG LLP AS EMCORE'S INDEPENDENT AUDITORS IN PROPOSAL (2), "FOR" THE AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO DECLASSIFY THE COMPANY'S BOARD IN PROPOSAL (3), "FOR" THE AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO CHANGE THE REQUIRED NUMBER OF MEMBERS OF THE COMPANY'S BOARD OF DIRECTORS IN PROPOSAL (4), "FOR" THE AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO ELIMINATE THE SUPERMAJORITY VOTING REQUIREMENTS APPLICABLE TO CERTAIN PROVISIONS OF THE CERTIFICATE OF INCORPORATION IN PROPOSAL (5), "FOR" THE EXTENSION OF THE COMPANY'S TAX PRESERVATION PLAN IN PROPOSAL (6), "FOR" THE EXECUTIVE COMPENSATION OF EMCORE'S NAMED EXECUTIVE OFFICERS IN PROPOSAL (7), AND IN THE DISCRETION OF THE PROXIES UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING.

Continued and to be signed on reverse side

0000351823\_2 R1.0.1.17

---