

EMCORE CORP  
Form DEFA14A  
January 18, 2018

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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

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:



\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on March 16, 2018.

EMCORE CORPORATION Meeting Information  
Meeting  
Type: Annual Meeting  
For January 16, 2018  
holders as  
of:  
Date: March 16,  
2018 Time: 8:00 AM  
PST  
Location: Hilton Pasadena  
168 S. Los Robles  
Ave.  
Pasadena, CA  
91101

You are receiving this communication because you hold shares in the company above named.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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## Before You Vote

### How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report

#### How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:  
[www.proxyvote.com](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before March 04, 2018 to facilitate timely delivery.

## How To Vote

### Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a “legal proxy.” To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

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Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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Voting Items  
The Board of  
Directors  
recommends you  
vote FOR the  
following  
proposal(s):

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

Nominees

- 1A Stephen  
Domenik

The Board of  
Directors  
recommends you vote  
FOR the following  
proposals:

- 2 To ratify the  
appointment  
of KPMG LLP  
as EMCORE's  
independent  
registered  
public  
accounting  
firm for the  
fiscal year  
ending  
September 30,  
2018.
- 3 To approve an  
amendment to  
the Certificate

of  
Incorporation  
to declassify  
the Board.

4 To approve an  
amendment to  
the Certificate  
of  
Incorporation  
to change the  
required  
number of  
members of  
the Company's  
Board of  
Directors.

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

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

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



NOTE: In their discretion the proxies are authorized to vote for such other business as may properly come before the meeting or any adjournment or postponement thereof.

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Voting  
Instructions

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