TTM TECHNOLOGIES INC
Form DEF 14A
March 29, 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 (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 § 240.14a-12

TTM TECHNOLOGIES, INC.

(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:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 9, 2018

To our stockholders:

The 2018 annual meeting of stockholders of TTM Technologies, Inc. will be held at 8:30 a.m., local time, on Wednesday, May 9, 2018, at our corporate offices located at 1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626, for the following purposes:

1. to elect three class III directors, consisting of Rex D. Geveden, Robert E. Klatell, and John G. Mayer, to serve for a term expiring in 2021;

2. to hold an advisory, non-binding vote on the compensation of our named executive officers;

3. to ratify the appointment of KPMG LLP as the independent registered public accounting firm for TTM Technologies, Inc. for the fiscal year ending December 31, 2018; and

4. to consider any other matters that properly come before the meeting and any postponement or adjournment thereof.

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 12, 2018 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, if you received a paper copy of this proxy statement you may also vote by signing, dating, and returning the enclosed proxy card in the enclosed pre-addressed envelope. No postage is required if mailed in the United States.

By Order of the Board of Directors

Costa Mesa, California
March 29, 2018 *Daniel J. Weber, Secretary*

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR

THE STOCKHOLDER MEETING TO BE HELD ON MAY 9, 2018

The proxy statement and annual report to stockholders and the means to vote via the Internet are available at *www.ttm.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.

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TTM TECHNOLOGIES, INC.

2018 ANNUAL MEETING OF STOCKHOLDERS

PROXY STATEMENT

This proxy statement contains information related to our annual meeting of stockholders to be held on Wednesday, May 9, 2018, beginning at 8:30 a.m., local time, at our corporate offices located at 1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626, 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 March 29, 2018, 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?* below.

ABOUT THE MEETING

What is the purpose of the annual meeting?

At the annual meeting, stockholders will be asked to (1) elect three class III directors, consisting of Rex D. Geveden, Robert E. Klatell, and John G. Mayer, to serve for a term expiring in 2021; (2) cast an advisory, non-binding vote on the compensation of our named executive officers; and (3) ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

Who is entitled to vote at the meeting?

Only stockholders of record at the close of business on March 12, 2018, 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 bank, broker or other holder of record), 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, 103,437,974 shares of our common stock were outstanding. 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.

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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 three convenient ways:

Via the Internet

Go to *www.ttm.com/stockholdersmeeting* and follow the instructions. You will need the 11-digit control number that appears on your proxy card included with this proxy statement. This method of voting will be available starting March 29, 2018 and through 11:59 p.m., Eastern Time, on May 8, 2018.

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.ttm.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.

In Person

If you are attending 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. If you are a stockholder of record, 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). If you hold your shares in street name, you may change your vote any time before the annual meeting by submitting new voting instructions to your bank, broker or other holder of record by following the instructions they provided. 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. Dissenting stockholders will not have rights of appraisal with respect to any matter to be acted upon at the meeting.

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 recommendations of our board of directors?

Each of the recommendations of our board of directors 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

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each of its three nominees for class III directors; (2) **FOR** approval of the compensation of our named executive officers; and (3) **FOR** the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018. 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.

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?

Proposal One 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 as directors. Stockholders do not have the right to cumulate their votes for directors.

Proposal Two Advisory Vote on Named Executive Officer Compensation. 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 advisory vote of the compensation of our named executive officers. Because this vote is advisory, it will not be binding upon our board of directors. However, the compensation committee and our board of directors will take into account the outcome of the vote when considering future executive compensation arrangements.

Proposal Three Ratification of the Appointment of Independent Registered Public Accounting Firm. 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 to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

Other Matters. For each other matter, 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.

What are the effects of broker non-votes?

If you do not provide your broker or other nominee with instructions on how to vote your street name shares, your broker or nominee will not be permitted to vote them on non-routine matters (a broker non-vote).

Proposals One, and Two are considered non-routine matters under applicable rules. Please note that brokers may not vote your shares on Proposals One and Two in the absence of your specific instructions as to how to vote. We encourage you to provide instructions to your broker regarding the voting of your shares.

Shares subject to a broker non-vote will not be considered entitled to vote with respect to Proposals One and Two, and will not affect their outcome.

The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018 (Proposal Three) is considered a routine matter under applicable rules. A broker or other nominee may generally vote on routine matters, and therefore no broker non-votes are expected to exist in

connection with Proposal Three. If a broker non-vote did exist with respect to Proposal Three, it would have the effect of a vote against such proposal.

How are abstentions treated?

Abstentions will have no effect on Proposal One. Abstentions will be treated as being present and entitled to vote on Proposals Two and Three and therefore will have the effect of votes against such Proposals.

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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 1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626, 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.

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PROPOSAL ONE ELECTION OF DIRECTORS

Directors and Nominees

Our board of directors is currently comprised of ten directors. 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. Each director elected at the 2018 annual meeting will serve for a term expiring at the 2021 annual meeting or until his successor has been duly elected and qualified. At this annual meeting, our stockholders will be asked to elect three class III directors.

Our board of directors has nominated Rex D. Geveden, Robert E. Klatell and John G. Mayer as class III directors. Messrs. Klatell and Mayer currently serve as class III directors, and will stand for re-election at the annual meeting. Mr. Geveden was nominated by our board to replace Mr. Ronald W. Iverson who will retire as a director from our board effective May 9, 2018 pursuant to Section 20 of our Corporate Governance Guidelines which requires that directors retire at the age of 75. The board of directors conducted a search with the assistance of the executive search firm of Korn Ferry International Limited and selected Mr. Geveden from a review of several highly qualified candidates. If Mr. Geveden is elected and Messrs. Klatell and Mayer are re-elected, they will each serve a three-year term expiring at the annual meeting of stockholders in 2021, and our board will continue to consist of ten directors.

James K. Bass, Thomas T. Edman, Tang Chung Yen, Tom, and Dov S. Zakheim serve as class I directors, and their terms will expire at the annual meeting of stockholders in 2019. Kenton K. Alder, Julie S. England and Philip G. Franklin serve as class II directors, and their terms will expire at the annual meeting of stockholders in 2020.

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 III director.

The following table, together with the accompanying text, sets forth certain information with respect to each of our director nominees:

Name	Age	Class	Position(s) Held
Robert E. Klatell	72	III	Chairman of the Board
Kenton K. Alder	68	II	Director
James K. Bass	61	I	Director
Thomas T. Edman	55	I	Chief Executive Officer, President and Director
Julie S. England	60	II	Director
Philip G. Franklin	66	II	Director
Rex D. Geveden	57	III	Director Nominee
John G. Mayer	67	III	Director
Tang Chung Yen, Tom	56	I	Director
Dov S. Zakheim	69	I	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. From September 2009 to the sale of The PBSJ Corporation in October 2010, Mr. Klatell served as a director of The PBSJ Corporation and a member of its compensation committee, its audit committee and its strategic finance committee. From 2003 to 2009, Mr. Klatell served as a director of Datascope Corp., a medical device company that develops, manufactures, and markets proprietary

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products for clinical health care markets. From December 2005 to December 2007, Mr. Klatell served as Chief Executive Officer and a director of Kofax plc (formerly 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 and as a member of the board of directors of 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. Mr. Klatell s membership with the National Association of Corporate Directors (NACD) provides him with up-to-date information on corporate governance best practices and the tools necessary to bring leadership to our board of directors. As a result of Mr. Klatell s significant involvement in director professionalism education, Mr. Klatell has been designated an NACD Governance Fellow by the National Association of Corporate Directors. Further, Mr. Klatell s 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 a director since March 1999. Mr. Alder also served as our President from March 1999 to January 2013 and as our Chief Executive Officer from our founding in 1998 through December 2013. Mr. Alder served on a part-time basis as a consultant and advisor to Mr. Edman for one year commencing on January 1, 2014 through December, 2014 and provided counsel on strategy, attended certain meetings, and was involved in special projects. From January 1997 to July 1998, Mr. Alder served as Vice President of Tyco Printed Circuit Group, Inc., a printed circuit board (PCB) manufacturer. Prior to that time, Mr. Alder served as President and Chief Executive Officer of ElectroStar, Inc., previously a publicly held PCB 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 also serves as the chairman of the board of directors and as chairman of the compensation committee of Juniper Systems, Inc. and as the Vice Chairman of the board of directors of Inovar, Inc. In addition, Mr. Alder is a member of the board of directors of Campbell Scientific, Inc. and is a member of its audit committee. Mr. Alder serves as the chairman of the academic approval committee, a member of the audit committee and a member of the executive committee of Utah State University. Mr. Alder holds a Bachelor of Science degree in Finance and a Bachelor of Science degree in Accounting from Utah State University.

Our board of directors has determined that Mr. Alder is an independent director. Mr. Alder was nominated to the board of directors because of his past experience as our chief executive officer, which enables him to provide the board with insight based on his extensive knowledge about the Company and because of his significant operational expertise.

James K. Bass has served as a director of our Company since September 2000. Since May 2010, Mr. Bass has served as a director of Tigrent Inc. (OTCBB: TIGE) and as a member of its audit committee and chairman of its compensation committee. Currently Mr. Bass is Chairman of the Board of both Tigrent Inc. and its holding company LEAI. Since October 2010, Mr. Bass has served as a director of Mercury Computer Systems, Inc. (NASDAQ: MRCY) and is a member of its audit committee. 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. Mr. Bass 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.

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Our board of directors has determined that Mr. Bass is an independent director. Electronic manufacturing service 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.

Thomas T. Edman has served as a director of our Company since September 2004, as President of our Company since January 2013, and as our Chief Executive Officer since January 2014. From early 2011 to December 2012, Mr. Edman served as Group Vice President and General Manager of the AKT Display Business Group, which is a division of Applied Materials Inc., a publicly held provider of nanomanufacturing technology solutions. From 2006 to 2011, Mr. Edman served as Corporate Vice President of Corporate Business Development of Applied Materials, Inc. 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, Mr. Edman served as General Manager of the High Performance Materials Division of Marubeni Specialty Chemicals, Inc., a subsidiary of a major Japanese trading corporation. Since June 2015, Mr. Edman has served on the Board of Ultra Clean Holdings, Inc. (NASDAQ: UCTT) and as a member of its Nominating and Corporate Governance, Compensation and Audit Committees. Since March 2016, Mr. Edman has served on the Board of the IPC, an electronic industries association. 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.

Mr. Edman is an employee director. Mr. Edman was 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 extensive experience in Asia and with compensation-related matters, which have proven valuable to our board of directors.

Julie S. England has served as a director of our Company since October 2016. Ms. England is presently retired. Prior to her retirement in 2009, she served in various capacities with Texas Instruments Inc., most recently as Vice President and General Manager of the Radio Frequency Identification (RFID) division. She also served as Vice President of its microprocessor division from 1998 to 2004 and as Vice President of Quality for the Semiconductor Group from 1994 to 1998. Earlier, she held various engineering, manufacturing, quality and business management positions. Ms. England is an experienced independent corporate director serving on both private and public company boards in the USA and Europe. Ms. England has served as a director of Smartrac Technology Group, N.V. from 2014 until May 2018. From 2010 until its acquisition by CCL Industries in May 2016, she served as a director of Checkpoint Systems, Inc. and chaired its Governance Committee. Ms. England served as a director of the Federal Reserve Bank of Dallas from 1997 to 2003 and as a director of Intelleflex Corporation from 2010 to 2013. Ms. England served on the Board of Trustees of the Georgia O Keeffe Museum until July 2017, and served on the North Texas Chapter of the National Association of Directors. She has served on trade associations in the electronics industry including the American Electronics Association and AIM Global. Ms. England holds a Bachelor of Science degree in Chemical Engineering and graduate studies in business from Texas Tech University complemented with executive education at Harvard University and Stanford University.

Ms. England is an independent director. Ms. England was nominated to the board of directors because of her extensive background in the technology industry and her experience serving on both private and public companies in the USA and Europe and to provide the Company with insight as she serves on our board.

Philip G. Franklin has served as a director of our Company since November 2010. Mr. Franklin is presently retired. From 1998-2016, Mr. Franklin served in various capacities with Littelfuse, Inc. (NASDAQ: LFUS), a designer, manufacturer, and seller of circuit protection devices for use in electronics, automotive and electrical markets, most recently as Executive Vice President and Chief Financial Officer. Prior to joining Littelfuse, Inc., Mr. Franklin was Vice President and Chief Financial Officer for OmniQuip International, a construction

equipment manufacturer, which he helped take public. Prior to that, Mr. Franklin served as Chief Financial Officer of Monarch Marking Systems and Hill Refrigeration. Mr. Franklin also serves as a member of the board of directors of Tronc, Inc. (NASDAQ: TRNC) and currently chairs its audit committee and serves as a member of its Compensation Committee. Mr. Franklin holds a Bachelor s degree in Economics from Dartmouth College and a Master s degree in Business Administration from the Amos Tuck School at Dartmouth College.

Our board of directors has determined that Mr. Franklin is an independent director and an audit committee financial expert as described in applicable SEC rules. Mr. Franklin was nominated to the board of directors because of his financial and accounting expertise, including a deep understanding of accounting principles, financial reporting rules and regulations, and knowledge of audit procedures.

Rex D. Geveden was nominated as a director of our Company in February 2018. Mr. Geveden currently serves as president and chief executive officer since January 1, 2017 and as chief operating officer from October 2015 until December 2016 of BWX Technologies, Inc. (BWXT), a $1.6 billion nuclear industrial conglomerate headquartered in Lynchburg, VA. Previously, Mr. Geveden was executive vice president at Teledyne Technologies Incorporated, a provider of electronic subsystems and instrumentation for aerospace, defense and other uses. There he led two of Teledyne s four operating segments since 2013, and concurrently served as President of Teledyne DALSA, Inc., a Teledyne subsidiary, since 2014. Mr. Geveden also served as president and chief executive officer of Teledyne Scientific and Imaging, LLC from 2011 to 2013 and President of both Teledyne Brown Engineering, Inc. and Teledyne s Engineered Systems Segment from 2007 to 2011. Mr. Geveden is a former Associate Administrator of the National Aeronautics and Space Administration (NASA), where he was responsible for all technical operations within the agency s $16 billion portfolio and served in various other positions with NASA in a career spanning 17 years. Mr. Geveden holds both a bachelor s and master s degrees in physics from Murray State University.

Based on Mr. Geveden s extensive experience in the aerospace and defense industry as well as his proven track record as an outstanding leader, Mr. Geveden was unanimously nominated to serve as an independent board member by our board of directors in February 2018 to stand for election by the shareholders in 2018.

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 PCB manufacturer. Mr. Mayer served as Chief Operating Officer of ElectroStar, Inc., previously a publicly held PCB 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 served on the board of trustees of the Cottonwood Gulch Foundation from 2008 to 2017. 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 has demonstrated depth of business experience in our company s industry, particularly in technology and operations.

Tang Chung Yen, Tom has served as a director of our Company since April 2010. In addition, Mr. Tang previously served as a board member of TTM Technologies (Asia Pacific) Limited, one of our subsidiaries in Hong Kong. Prior to that, he was the Executive Chairman and Group Managing Director of Meadville Holdings Limited (Meadville), the business of which he joined in 1991. Mr. Tang has served as the honorary chairman and honorary founding chairman of The Hong Kong Printed Circuit Association Limited since 2005 and 2009, respectively, and is the honorary chairman of The Hong Kong Exporters Association since 2012. Mr. Tang is the chairman of The Hong Kong Standards and Testing Centre Limited and The Hong Kong Safety Institute Limited, a vice chairman of HK Wuxi Trade Association Limited, and an executive vice-chairman of The Federation of HK Jiangsu Community

Organisations. Since 2008, Mr. Tang has been a member of both the Shanghai Committee and the Wuxi Committee of The Chinese People s Political Consultative Conference. In 2018, he left the Shanghai Committee to become a member of the Jiangsu Committee of The Chinese People s Political Consultative Conference. Mr. Tang holds a Master of Business Administration from New York University.

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Our board has determined that Mr. Tang s extensive experience with PCB operations in Asia and his business acumen, as evidenced by his senior executive role with Meadville, continue to be valuable to the board of directors. Mr. Tang is not an independent director based on his recent employment with the Company and his beneficial ownership of approximately 9.6% of the outstanding shares of the Company.

Dov S. Zakheim has served as a director of our Company since July 2010. Dr. Zakheim is currently a Senior Fellow at CNA, a federally funded think tank, and a Senior Advisor at the Center for Strategic and International Studies. From May 2004 to July 2010, Dr. Zakheim served as Vice President and subsequently as Senior Vice President of Booz Allen Hamilton, a global strategy and technology consulting firm, where he was a leader in the firm s global defense practice. From May 2001 to April 2004, Dr. Zakheim was Under Secretary of Defense (Comptroller) and Chief Financial Officer for the United States Department of Defense. From October 2002 to April 2004, Dr. Zakheim served as the United States Department of Defense s coordinator of civilian programs in Afghanistan. Dr. Zakheim serves as the Chairman of the board of directors of Sprint Federal Operations LLC. Dr. Zakheim previously served as a member of the board of directors of Standard Aero Corp. from 2008 until 2015, and was a member of their audit committee from 2012 to 2015. In addition, Dr. Zakheim has served as a member of ISO Group, Inc. s board of directors from 2010 to 2014. Dr. Zakheim has also served as a board member of Chemonics International and has been a member of their audit committee since 2013. Dr. Zakheim also serves as a board member of the American Jewish Committee, the Foreign Policy Research Institute, and the Center for the National Interest. Dr. Zakheim holds a Bachelor of Arts degree from Columbia College at Columbia University, was a General Course student at the London School of Economics, and holds a Doctor of Philosophy from St. Antony s College at the University of Oxford.

Our board of directors has determined that Dr. Zakheim is an independent director and an audit committee financial expert as described in applicable SEC rules. Dr. Zakheim was nominated to the board of directors because of his substantial financial and accounting experience acquired in the course of acting as Chief Financial Officer for the U.S. Department of Defense, his expertise and leadership skills in global defense, and his national security qualifications.

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. Alder, Bass, Franklin, Klatell and Mayer, Ms. England and Dr. Zakheim are independent directors, as independence is defined by the listing standards of the NASDAQ Stock Market (referred to as NASDAQ) and by the Securities and Exchange Commission (referred to as the SEC). Accordingly, a majority of the members of our board of directors are independent. In 2017, our board of directors determined, after considering all the relevant facts and circumstances, that sufficient time has passed since Mr. Alder s employment with the Company for him to be considered independent under NASDAQ rules. If elected, Mr. Geveden will also be considered an independent director as independence is defined by the listing standards of the NASDAQ and by the SEC. Mr. Edman is not considered to be an independent director as a result of his positions as an executive officer of our Company. Mr. Tang is not considered to be an independent director as a result of his former position as an executive with Meadville and certain of its subsidiaries and his indirect holding of approximately 9.4% of our shares.

Our bylaws authorize our board of directors to appoint its members to one or more committees, each consisting of one or more directors. Our board of directors has established four standing committees: an audit committee, a compensation committee, a nominating and corporate governance committee, and a government security committee. Each of our committees, with the exception of the government security committee (of which Mr. Edman is also a member), is comprised entirely of independent directors, as independence is defined by the listing standards of NASDAQ 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.

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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, a code of business conduct for all employees and a supplemental code of ethics for our chief executive officer and senior financial officers. We post on our website, at *www.ttm.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 1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626.

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 1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626. We will forward any such letters to the indicated directors.

Meetings of the Board of Directors

Our board of directors held seven meetings (regular and special) during 2017. All of our directors attended more than 75% of the aggregate of (i) the total number of meetings of the board of directors held during 2017, and (ii) the total number of meetings held by all committees of our board of directors on which such person served during 2017. 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. All of our directors attended the 2017 annual meeting of stockholders.

Committees of the Board of Directors

The members and nominees of the Board and the committees of the Board on which they serve as of the date of this Proxy Statement are identified below:

Name	Audit Committee	Compensation Committee	Government Security Committee	Nominating and Corporate Governance Committee
Robert E. Klatell		Member	Member	Chairman
Kenton K. Alder			Member	
James K. Bass		Chairman	Member	
Thomas T. Edman			Member	

Julie S. England[1]	Member		Member	
Philip G. Franklin	Chairman		Member	
Rex D. Geveden[2]				
Ronald W. Iverson[3]		Member	Chairman	
John G. Mayer[4]			Member	Member
Tang Chung Yen, Tom				
Dov S. Zakheim	Member		Member	Member

(1) Became a member of the Audit Committee on March 10, 2017.
(2) It is contemplated by our board that Mr. Geveden will be appointed to the Government Security Committee if elected to the board as of the date of his election.
(3) Mr. Iverson will retire on May 9, 2018
(4) Left the Audit Committee on March 10, 2017.

Audit Committee. Our audit committee reviews and monitors our corporate financial reporting and our external audit, including, among other things, our internal audit and internal control functions, the results and

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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 Ms. England, Mr. Franklin (chairman), and Dr. Zakheim, each of whom is an independent director under NASDAQ listing standards as well as under SEC rules. The board of directors has determined that each of Mr. Franklin and Dr. Zakheim is financially sophisticated under NASDAQ rules and qualifies as an audit committee financial expert in accordance with applicable rules and regulations of the SEC. Our audit committee held four meetings during 2017.

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 director compensation and recommends changes in director compensation to our board of directors. 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 and addressed and delivered to our Company s secretary at 1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626. 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 as otherwise required under Regulation 14A under the Securities Exchange Act of 1934, as amended (referred to as 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.

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In making its selection of director candidates, our nominating and corporate governance committee bears in mind that the foremost responsibility of a director is to represent the interests of our stockholders as a whole. Directors are expected to exemplify the highest standards of personal and professional integrity and to constructively challenge management through their active participation and questioning. In consideration of these expectations, the nominating and corporate governance committee seeks directors with established strong professional reputations and expertise in areas relevant to the strategy and operations of our business. The activities and associations of candidates are reviewed for any legal impediment, conflict of interest, or other consideration that might prevent service on our board of directors.

The charter of our nominating and corporate governance committee provides that the value of diversity on our board of directors should be considered, and the nominating and corporate governance committee includes diversity as one of its criteria for board composition. While we do not have a formal policy outlining the diversity standards to be considered when evaluating director candidates, our objective is to foster diversity of thought on our board of directors. To accomplish that objective, the nominating and corporate governance committee considers ethnic and gender diversity, as well as differences in perspective, professional experience, education, national security qualifications, skill and other qualities in the context of the needs of our board of directors. 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 includes an assessment of directors ethnicity, gender, and industry experience, prior to recommending nominees for election.

The current members of our nominating and corporate governance committee are Messrs. Klatell (chairman), and Mayer and Dr. Zakheim, each of whom is an independent director under NASDAQ listing standards as well as under SEC rules. The nominating and corporate governance committee held six meetings during 2017.

Compensation Committee. Our compensation committee provides a general review of our employee 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 current members of our compensation committee are Messrs. Bass (chairman), Iverson and Klatell, each of whom is an independent director under NASDAQ listing standards as well as under SEC rules. Mr. Iverson will retire on May 9, 2018. The compensation committee held six formal meetings during 2017 and informally met regularly with and without the committee s compensation consultant.

Government Security Committee. As previously disclosed in our filings with the SEC, a portion of our business consists of manufacturing defense and defense-related items for various departments and agencies of

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the U.S. government, including the U.S. Department of Defense, which requires that we maintain facility security clearances under the National Industrial Security Program (referred to as NISP). The NISP requires that a corporation maintaining a facility security clearance take steps to mitigate foreign ownership, control, or influence (referred to as FOCI). As we have also previously reported, we are party to a special security agreement with the U.S. government. That special security agreement, among other things, requires that our board of directors appoint a government security committee comprised of outside directors and directors who are officers of our Company, each of whom must be a U.S. resident citizen with a security clearance. The government security committee is responsible for ensuring that we maintain appropriate policies and procedures to safeguard the classified and export-controlled information in our possession and to ensure that we comply with applicable laws and agreements. The current members of our government security committee are Ms. England, Messrs. Iverson (chairman), Alder, Bass, Edman, Franklin, Klatell, and Mayer and Dr. Zakheim. It is contemplated that Mr. Geveden will join the government security committee upon his election. The government security committee held four meetings during 2017.

Board Leadership Structure

We believe it is our 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. Edman is required to devote to the chief executive officer position in the current economic environment, particularly given the demands imposed on our global Company. 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. Edman 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 currently has eight independent members and two non-independent members, specifically Mr. Edman, our president and chief executive officer, and Mr. Tang. Although Mr. Iverson is one of our independent directors and is retiring on May 9, 2018, if Mr. Geveden is elected to serve on our board, our board will continue to have eight independent members as of the date of the annual meeting. A number of our independent board members are currently serving or have served as members of senior management of other public companies or governmental agencies 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 of directors by a non-executive chairman, benefits our Company and our stockholders.

The special security agreement to which we are a party establishes certain criteria for the qualifications of our directors and the composition of our board of directors, and also requires that a certain number of directors have strong national security qualifications, have no prior relationship with certain affiliates described in the special security agreement, and be U.S. citizens holding or eligible to hold personnel security clearances. Our current board of directors meets the composition criteria and after the election of Mr. Geveden, it will maintain compliance with such criteria as Mr. Geveden holds the requisite security clearance from the United States Government set forth in the special security agreement. While the special security agreement remains in place, any future replacement directors and director nominees will be required to meet such criteria.

We believe that we have a strong corporate governance structure that ensures independent discussion among, evaluation of, and communication with and access to, senior management. With the exception of our government security committee of which Mr. Edman is a member, all of our board committees are composed

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solely of independent directors, which provide 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 play 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, cyber security, social responsibility, environmental and compliance risks, and it 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 also 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, it 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 cyber security and safety matters; tax matters; liability insurance programs; and compliance with environmental legal and regulatory and social responsibility requirements, the code of business conduct and the code of ethics for the CEO and senior financial officers. 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 business.

Our compensation committee is primarily responsible for overseeing risks that may be associated with executive retention, 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 considers these risks and an 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 retains outside compensation consultants 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 is 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.

Our government security committee is primarily responsible for ensuring compliance with the policies and procedures mandated by the U.S. government with respect to classified and export-controlled information in our possession and for ensuring the mitigation of FOCI, including cyber security.

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Through the activities of our audit, compensation, nominating and corporate governance, and government security 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 and each respective committee is able to monitor our risk management process and offer critical insights to our management.

Related Person 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 our board of directors and members of our audit committee. From time to time our nominating and corporate 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.

DIRECTOR COMPENSATION

Effective beginning with the second quarter of 2017, our non-employee directors receive the following compensation: an annual cash retainer of $66,000, an annual cash retainer of $8,000 for each board committee of which such director is a member (except for the government security committee), and reimbursement of expenses relating to attendance at board and board committee meetings. In addition, the chairman of the board receives an annual cash retainer of $66,000, and the chairmen of our various board committees receive annual cash retainers as follows: $20,000 to our audit committee chairman, $17,000 to our compensation committee chairman, $13,000 to our government security committee chairman, and $11,000 to our nominating and corporate governance committee chairman.

Upon initial election, each non-employee director receives an option to purchase 20,000 shares of our common stock. The options provided to the non-employee directors expire on the tenth anniversary of the grant date and vest over a four-year period. At each annual meeting of stockholders, the chairman of the board receives restricted stock units (referred to as RSUs) having a value on the award date of $124,000 and each non-employee director receives restricted stock units having a value on the award date of $110,000 based upon the average closing price of our

common stock over the six-month period preceding the grant date. The RSUs awarded to the non-employee directors vest in full on the first anniversary of the grant date; however, in an effort to further align board members interests with those of our stockholders, delivery of the shares of

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common stock underlying the RSUs is deferred until retirement from the board of directors (or until one year after retirement in the case of certain prior grants).

Our board of directors recognizes that stock ownership by directors may strengthen their commitment to the long-term future of our Company and further align their interests with those of our stockholders. Accordingly, our corporate governance guidelines provide that our independent directors are ordinarily expected over time to beneficially own shares of our common stock (including shares owned outright, unvested shares, restricted stock units, and stock options) having a value of at least three times their annual retainer, and as our directors are subject to our insider trading policy, they are prohibited from pledging or hedging their shares. Each of our directors meets the stock ownership guidelines as of March 5, 2018.

Mr. Edman is not compensated for his service as a director. Mr. Edman s compensation as our chief executive officer and president is described below under Compensation Discussion and Analysis and Executive Compensation. In 2017, Mr. Tang was also not separately compensated for his service as a director. Mr. Tang received total 2017 compensation of $353,522 for his service as Managing Director Asia Pacific Region, which total compensation consisted of the following: (i) base salary of $255,948, (ii) an additional component of base salary in the amount of $42,658 paid subsequent to 2017 year end, as is consistent with competitive practices in the region in recognition of the Chinese New Year, (iii) a discretionary bonus of $42,119 to be paid in April, 2018 in recognition of the financial performance of our Company in 2017, and (iv) $12,797 of contributions made by us on Mr. Tang s behalf to the Mandatory Provident Fund, a saving program for the retirement of residents in Hong Kong. The amounts paid to Mr. Tang were paid in Hong Kong Dollars (HKD) and converted to U.S. Dollars using an average exchange rate of $0.1283 HKD per U.S. Dollar. As of March 31, 2018, Mr. Tang and the Company have agreed that he will no longer be an employee of the Company but will transition as only a director of the Company. The Company and Mr. Tang agreed as part of his separation from employment with the Company, Mr. Tang will receive a severance payment of $150,000 USD. Beginning April 1, 2018, Mr. Tang will begin to receive compensation as a non-employee director of the Company.

Nonqualified Deferred Compensation. Our directors are permitted to defer 5% to 100% of annual director fees into our Executive and Director Deferred Compensation Plan. For a discussion of the Executive and Director Deferred Compensation Plan, see 2017 Nonqualified Deferred Compensation Table below. None of our directors participated in the Executive and Director Deferred Compensation Plan in 2017 and none have elected to participate in 2018.

Director Summary Compensation Table for Fiscal Year 2017

The following table sets forth the compensation earned by our non-employee directors in respect of their services as such during 2017.

Name	Fees Earned or Paid in Cash[1]	Stock Awards[2]	Total
Robert E. Klatell	$156,000	$134,637	$290,637
Kenton K. Alder	$ 64,500	$119,429	$183,929
James K. Bass	$ 89,500	$119,429	$208,929
Julie S. England	$ 70,500	$119,429	$189,929
Philip G. Franklin	$ 92,500	$119,429	$211,929
Ronald W. Iverson	$ 85,000	$119,429	$204,429

John G. Mayer	$ 74,500	$119,429	$193,929
Dov S. Zakheim	$ 80,500	$119,429	$199,929

(1) Amounts include fees payable for service as a director, committee membership, or committee chair as described in the narrative accompanying this table.

(2) Amounts shown reflect the fair value of RSUs at the date of grant. The value is calculated in accordance with ASC Topic 718, Compensation Stock Compensation. The fair value of an RSU is based on the closing market price of our common stock on the

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date of grant. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion of valuation assumptions, see Note 14 to our 2017 consolidated financial statements, included in our annual report on Form 10-K filed with the SEC on February 23, 2018. These amounts reflect our accounting expense for these awards and do not correspond to the actual value that will be recognized by the directors with respect to these awards. A supplemental table following these footnotes sets forth for non-employee directors: (i) the aggregate number of RSUs and option awards outstanding as of January 1, 2018, and (ii) the number of RSUs that were not vested as of January 1, 2018.

Outstanding Equity Awards Held by Non-Employee Directors at Fiscal 2017 Year End

Name	RSUs Outstanding at Fiscal Year End	Number of RSUs that Have Not Vested[1]	Options Outstanding at Fiscal Year End	Number of Options that Have Not Vested[2]
Robert E. Klatell	89,760	8,145	--	--
Kenton K. Alder	42,492	7,225	--	--
James K. Bass	87,311	7,225	--	--
Julie S. England	12,496	7,225	20,000	15,000
Philip G. Franklin	67,085	7,225	20,000	--
Ronald W. Iverson	70,876	7,225	20,000	--
John G. Mayer	87,311	7,225	--	--
Dov S. Zakheim	70,876	7,225	20,000	--

(1) Such RSUs vest on May 11, 2018.

(2) Such options vest one-third on each of October 20, 2018, 2019 and 2020.

Payments to Compensation Consultant and its Affiliates

Mercer was retained by our compensation committee to provide an independent review of the Company s executive compensation programs, including an analysis of the competitive market for 2017. In addition, Mercer assisted the compensation committee with its evaluation of the risks associated with our compensation programs, and executive director compensation data. Additionally, Mercer provided our nominating and corporate governance committee with director compensation assessment and assistance in developing the CD&A. During 2017, we paid Aon $16,050 for services rendered in connection with the administration of our deferred compensation plan. We also paid Aon $16,050 for services rendered in connection with the computation of total stockholder return (TSR) relative to our TSR Peer Group and Aon/Radford $27,405 for compensation survey data. Mercer also furnished the compensation committee with reports on peer company practices for 2017 relating to the following matters: short- term and long-term compensation program design; equity compensation; vesting practices and ownership guidelines; CEO/median employee pay ratio calculation; target incentive opportunities; and compensation trends for board and committee members. We paid Mercer $85,711 for this consulting work in 2017. For further discussion of the work conducted by Mercer as our compensation consultant, see Compensation Discussion and Analysis Role of the Compensation Committee.

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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 7, 2018 by (a) each of our directors and named executive officers; (b) all of our directors and executive officers as a group; and (c) each person known by us to own beneficially more than five percent of our outstanding common stock.

	Shares Beneficially Owned	
Name of Beneficial Owner[1]	**Number**	**Percentage[2]**
Directors and Executive Officers:		*
Thomas T. Edman[3]	311,328	*
Todd B. Schull	147,968	*
Chung Tai Keung, Canice[4]	23,345	*
Douglas L. Soder	79,119	*
Brian W. Barber	29,438	*
Kenton K. Alder[5]	40,116	*
James K. Bass[6]	4,000	*
Julie S. England[7]	5,000	*
Philip G. Franklin[8]	20,000	*
Ronald W. Iverson[9]	20,000	*

Robert E. Klatell[10]	6,500	*
John G. Mayer[6]	9,167	*
Tang Chung Yen, Tom[13]	9,761,874	9.4%
Dov S. Zakheim[9]	20,000	*
All directors and executive officers as a group (14 persons)	10,477,855	10.1%
5% Stockholders		
The Vanguard Group[11]	13,967,227	13.5%
BlackRock, Inc.[12]	11,578,454	11.2%
Su Sih (BVI) Limited[13]	9,761,874	9.4%
Dimensional Fund Advisors LP[14]	8,575,332	8.3%
FMR LLC[15]	5,676,593	5.5%

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

(1) Except as otherwise indicated, the address of each person listed on the table is 1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626.

(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, RSUs, performance-based restricted stock units (PRUs), and warrants held by that person that are currently exercisable or will become exercisable or releasable within 60 days after March 7, 2018 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 103,437,974 shares of our common stock outstanding as of March 7, 2018.

(3) Does not include 35,261 shares issuable upon delivery of shares underlying vested RSUs. The delivery of 18,826 shares is deferred until retirement, and the delivery of 16,435 shares is deferred until one year after retirement from our board of directors.

(4) Includes 7,532 shares issuable upon the delivery of shares underlying RSUs deliverable within 60 days after March 7, 2018.

(5)

Does not include 35,267 shares issuable upon delivery of shares underlying vested RSUs, the delivery of which is deferred until retirement from our board of directors.

(6) Does not include 80,086 shares issuable upon delivery of shares underlying vested RSUs. The delivery of 63,651 shares is deferred until retirement, and the delivery of 16,435 shares is deferred until one year after retirement from our board of directors.

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(7) Represents shares issuable upon the exercise of stock options that are currently vested. Does not include 5,271 shares issuable upon delivery of shares underlying vested RSUs, the delivery of which is deferred until retirement from our board of directors.

(8) Represents shares issuable upon the exercise of stock options that are currently vested. Does not include 59,860 shares issuable upon delivery of shares underlying vested RSUs, the delivery of which is deferred until retirement from our board of directors.

(9) Represents shares issuable upon the exercise of stock options that are currently vested. Does not include 63,651 shares issuable upon delivery of shares underlying vested RSUs, the delivery of which is deferred until retirement from our board of directors.

(10) Does not include 81,615 shares issuable upon delivery of shares underlying vested RSUs. The delivery of 65,180 shares is deferred until retirement, and the delivery of 16,435 shares is deferred until one year after retirement from our board of directors.

(11) Represents shares of our common stock held by The Vanguard Group and certain of its affiliates, referred to as Vanguard. Vanguard has sole voting power over 117,454 shares and sole dispositive power over 13,849,409 shares. Such information is as reported on Schedule 13G/A filed by Vanguard with the SEC on February 8, 2018. The address for Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.

(12) Represents shares of our common stock held by BlackRock, Inc. and certain of its affiliates, referred to as BlackRock. BlackRock has sole voting power over 11,359,035 shares and sole dispositive power over 11,578,454 shares. Such information is as reported on Schedule 13G/A filed by BlackRock with the SEC on January 19, 2018. The address for BlackRock is 55 East 52nd Street, New York, New York 10055.

(13) Represents shares of our common stock held by Su Sih (BVI) Limited, a company organized under the laws of the British Virgin Islands, referred to as Su Sih. Su Sih is a holding company owned by Mr. Tang Hsiang Chien (deceased March 10, 2018) and Mein et Moi Limited, referred to as MML, a company organized under the laws of the British Virgin Islands and wholly owned by Mr. Tang Ying Yen, Henry. Tang Ying Yen, Henry is a citizen of Hong Kong Special Administrative Region of People s Republic of China. Mr. Tang Chung Yen, Tom is the son of Mr. Tang Hsiang Chien and the brother of Mr. Tang Ying Yen, Henry and therefore has an indirect ownership in the shares. Su Sih has sole voting and dispositive power over 9,761,874 shares. Messrs. Tang Hsiang Chien, Tang Ying Yen, Henry and MML each have shared voting and dispositive power of 9,761,874 shares. Mr. Tang Hsiang Chien reported beneficial ownership of 8,141,680 shares. Mr. Tang Ying Yen, Henry and MML each reported beneficial ownership of 1,620,194 shares. Such information is as reported on Schedule 13D/A filed by Su Sih, MML, and Messrs. Tang Hsiang Chien and Tang Ying Yen, Henry and on Form 4 filed with the SEC on March 1, 2017. The address of Su Sih is No. 7 Dai Wang Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong.

(14) Represents shares of our common stock held by Dimensional Fund Advisors LP, and certain of its affiliates, referred to as Dimensional. Dimensional has sole voting power over 8,275,520 shares and sole dispositive power over 8,575,332 shares. Such information is as reported on Schedule 13G/A filed by Dimensional with the SEC on February 9, 2018. The address for Dimensional is Building One, 6300 Bee Cave Road, Austin, Texas 78746.

(15) Represents shares of our common stock held by FMR LLC, on behalf of itself and its affiliates, referred to as FMR. Based on the information reported on Schedule 13G filed by FMR with the SEC on February 13, 2018: (i) FMR reported beneficial ownership of 5,676,593 shares, sole voting power as to 160,183 of the shares, and sole dispositive power as to 5,676,593 of the shares; (ii) members of the Johnson family, including Abigail P. Johnson, are the predominant owners of Series B voting common shares of FMR, representing 49% of the voting power of FMR, and may be deemed to form a controlling group; and (iii) neither FMR nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the Fidelity funds advised by Fidelity Management & Research Company, a wholly owned subsidiary of FMR, which power resides with the Fidelity funds Board of Trustees. The address for FMR is 245 Summer Street, Boston, Massachusetts 02210.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, officers, and persons who own more than 10% of a registered class of our securities to file reports of ownership and changes in ownership with the SEC. Directors, officers, and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely upon our review of the copies of such forms that we received during the fiscal year ended January 1, 2018, and written representations that no other reports were required, we believe that each person who at any time during such year was a director, officer, or beneficial owner of more than 10% of our common stock complied with all Section 16(a) filing requirements during the fiscal year ended January 1, 2018, except that Brian W. Barber filed one Form 4 ten days later than the required deadline in March, 2017, and one Form 4 was filed one day late for each of Messrs. Alder, Bass, Iverson, Klatell and Mayer, Dr. Zakheim and Ms. England in May, 2017.

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COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Discussion and Analysis, or CD&A, describes and analyzes our executive compensation philosophy and program in the context of the compensation paid during the last fiscal year to our chief executive officer, our chief financial officer, and each of our three other highest paid executive officers (collectively referred to as our named executive officers or NEOs). Our named executive officers are:

Name	Age	Position(s) Held
Thomas T. Edman	55	Chief Executive Officer, President and Director
Todd B. Schull	59	Executive Vice President and Chief Financial Officer
Chung Tai Keung, Canice	62	Executive Vice President, Asia Pacific Business Development
Douglas L. Soder	57	Executive Vice President and President, Communications and Computing Business Unit
Brian W. Barber	62	Executive Vice President, Chief Operating Officer

Biographical information regarding these officers is set forth below, except for Mr. Edman, whose biography is set forth above with our other directors.

Todd B. Schull has served as our Executive Vice President and Chief Financial Officer since March 2013. Mr. Schull joined our Company as an Executive Vice President in February 2013. Prior to joining us, Mr. Schull served as Senior Vice President of Finance and Corporate Controller of Sanmina Corporation since 2005. Mr. Schull started his career with Deloitte LLP and then held leadership positions with Verbatim Corporation, Solectron Corporation, Tidal Software, Ultratech, Repeater Technologies, and VA Linux. Mr. Schull holds a Bachelor of Science degree in accounting from the University of Utah.

Chung Tai Keung, Canice has served as our Executive Vice President, Asia Pacific Business Development since January 2016. Prior to that he served as our Executive Vice President and President, Asia Pacific Business Unit from April 2012 to December 2015, and prior to that served as Chief Executive Officer of our Asia Pacific operating segment since April 2010. Prior to joining our Company and starting in 2005, Mr. Chung served as Deputy Managing Director and Executive Director of Meadville Group which was later restructured to Meadville Holdings Limited whose shares were listed on the Stock Exchange of Hong Kong Limited in 2007. Prior to joining the Meadville Group, Mr. Chung was an executive director of Elec & Eltek International Holdings Limited (formerly listed on The Stock Exchange of Hong Kong Limited) from August 1993 to March 2005 and Elec & Eltek International Company Limited

(a company listed on the Singapore Exchange Securities Trading Limited) from April 1994 to March 2005. Mr. Chung had been Chief Executive Officer of Elec & Eltek Group s PCB business and held various management positions at Fairchild Semiconductors (HK) Limited, China Cement Company (Hong Kong) Limited, the Astec Group and Chen Hsong Machinery Co, Limited. Mr. Chung graduated from the Hong Kong Polytechnic University in 1979 in Accountancy. Mr. Chung is currently the chairman of the Hong Kong Printed Circuit Association Limited.

Douglas L. Soder is our Executive Vice President, and President of our Communications and Computing Business Unit since January 2016. Prior to that Mr. Soder served as Executive Vice President and President, North America Business Unit from April 2012 until December 2015. Prior to that Mr. Soder served as our Executive Vice President since November 2006. Before joining our Company, Mr. Soder held the position of Executive Vice President for Tyco Electronics Printed Circuit Group from January 2001 until our acquisition of that company in October 2006. During an almost 24-year career at Tyco Electronics, Mr. Soder served in a variety of sales, sales management, and operations management positions at its AMP Incorporated and Tyco Printed Circuit Group (PCG) subsidiaries. From November 1996 to January 2001, Mr. Soder was Vice President of Sales and Marketing for PCG. Mr. Soder holds a Bachelor of Arts degree in Political Science from Dickinson College.

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Brian W. Barber has served as the Executive Vice President and Chief Operating Officer since January 2016 and prior to that as our Senior Vice President and President of our High Technology Business Unit since June 2015. He served as Senior Vice President Operations Printed Circuit Board & Supply Chain Management of Viasystems Group, Inc. from December 2007 until May 2015. From November 2000 to December 2007, Mr. Barber was Vice President Operations Printed Circuit Board/Electro-mechanical, Americas, and from January 2000 to October 2000, Mr. Barber was Vice President Printed Circuit Board Operations, all at Viasystems. Prior to joining Viasystems in 2000, Mr. Barber was employed by Hadco Corporation since 1982, and from 1994 to 1999 served as Vice President and Business Unit Manager of their high technology operation. Mr. Barber received his Bachelor s Degree in Psychology from Binghamton University.

This CD&A is organized into four sections:

Compensation Overview Alignment of Performance and Compensation (Page 22)

Executive Compensation Philosophy and Objectives (Page 24)

Role of the Compensation Committee (Page 25)

Compensation Structure (Page 27)

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Compensation Overview Alignment of Compensation and Performance

Our goal is to tie the Company s compensation closely with performance. The information below provides an executive summary of the Company s financial performance for fiscal year 2017 and how pay is aligned with performance.

KEY ACCOMPLISHMENTS IN 2017

TTM s continued commitment to its strategy of diversification, differentiation and discipline led to TTM s growth and financial strength in 2017. Our growth markets in 2017 were cellular, computer, A&D, and Automotive, which more than offset the declines in the networking and communications end market. Due to disciplined operations and cost controls, we generated $208.7 million in free cash flow in 2017.

Diversification	We maintained end market diversification.
Differentiation	We continued to engage customers with a one stop shop approach based on our differentiated global footprint and the breadth of our technology offerings.
Discipline	We engaged in a disciplined M&A approach, announcing the acquisition of Anaren, Inc., and delivered solid cash flow.

PERFORMANCE HIGHLIGHTS

The following summarizes key elements of the Company s performance in 2017(1).

- Net sales for fiscal 2017 increased to $2.7 billion from $2.5 billion in fiscal year 2016
- GAAP net income attributable to stockholders for fiscal year 2017 was $124.2 million, or $1.04 per diluted share, compared to GAAP net income attributable to stockholders of $34.9 million, or $0.34 per share, for fiscal year 2016
- On a non-GAAP basis, net income attributable to stockholders for fiscal year 2017 was $167.1 million compared to $142.3 million for fiscal year 2016
- Adjusted EBITDA for fiscal year 2017 was $388.6 million, or 14.6 percent of net sales, compared to $395.4 million, or 15.6 percent of net sales, for fiscal year 2016
- Non-GAAP earnings per share (EPS) for fiscal year 2017 was $1.57, compared to $1.40 for fiscal year 2016

Operating cash flow for fiscal year 2017 was $332.8 million, compared to $298.3 million for fiscal year 2016

NET SALES	GAAP NET INCOME ATTRIBUTABLE TO STOCKHOLDERS	NON-GAAP NET INCOME ATTRIBUTABLE TO STOCKHOLDERS	ADJUSTED EBITDA	NON-GAAP EPS[1]	OPERATING CASH FLOW
$2.7	**$124.2**	**$167.1**	**$388.6**	**$1.57**	**$332.8**
BILLION	**MILLION**	**MILLION**	**MILLION**		**MILLION**

(1) For a discussion explaining the use of the Non-GAAP metrics and reconciliation to audited GAAP metrics, see the Company s 8-K filed on February 7, 2018.

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ALIGNMENT OF PAY AND PERFORMANCE

TTM s executive compensation is strongly aligned to Company performance and measurable financial metrics. The following charts show the growth of our Company performance over the past three years.(1)

Net Sales in $Billions

GAAP Net Income Attributable to Shareholders in $Millions(1)

Non-GAAP Net Income Attributable to Stockholders in $Millions(1)

Adjusted EBITDA in $Millions(1)

Non-GAAP EPS(1) in $

Operating Cash Flow in $Millions(1)

(1) For a discussion explaining the use of the Non-GAAP metrics and a reconciliation to audited GAAP metrics, see the Company s 8-K filed on February 7, 2018.
(2) The GAAP results were negatively impacted by approximately $59.4 million of expenses related to the acquisition and integration of Viasystems.

The charts below measure the base salary for the CEO and the average base salary for each of our NEOs for the past three years and show a modest increase over such period of time.

CEO Base Salary ($)

NEO Average Base Salary ($)

The following charts measure the performance based compensation in each year for the past three years. The amounts shown represent the total of the cash incentive and the stock awards vested(2) for the CEO

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each year and the average of the total cash and stock awards vested for each of our NEOs. These charts demonstrate consistent increases in performance-based compensation for the three year period to correspond to the Company s consistently improved performance over such period.

CEO Performance Based Compensation ($) NEO Average Performance Based Compensation ($)

As you can see from the charts provided above, as the Company s performance consistently improved over the three year period, and the performance-based compensation for our CEO and NEOs rewarded such consistent improvement. This indicates that the Company sets increasingly demanding goals for performance based pay thereby aligning stockholder interests with compensation paid to the Company s most senior executives.

(1) Brian W. Barber joined the Company in June 2015. His base salary and performance-based compensation are included in 2016 and 2017 only.
(2) The stock awards vested equals the fair market value of our common stock on the day of vesting multiplied by the number of shares released on the vesting date.

Executive Compensation Philosophy and Objectives

Our executive compensation philosophy, which is established by the compensation committee of our board of directors, is intended to attract, motivate, and retain executives and reward the creation of stockholder value. We seek to provide executive compensation packages that are competitive with comparable companies and reward the achievement of short-term and long-term performance goals. At our 2017 annual meeting, our stockholders overwhelmingly approved, on an advisory basis, the compensation of our executive officers described in our 2017 proxy statement. Approximately 98.9% of the votes cast on the matter were voted For such advisory say-on-pay approval.

Like most companies, we use a combination of fixed and variable compensation programs to reward and incentivize strong performance, as well as to align the interests of our executives with those of our stockholders. Beginning in 2013, after comparing the profitability, market capitalization and certain other non-revenue metrics of our Company relative to other members of our peer group, our compensation committee determined to revise its compensation philosophy to generally target total compensation between the 25th and 50th percentile of comparable companies. We believe that this new philosophy will continue to enable us to remain competitive in attracting and retaining qualified executive officers while avoiding paying amounts in excess of what we believe is necessary to attract and retain such executive officers. However, our compensation committee s decisions on target compensation for specific individuals are also influenced by a variety of additional factors, including compensation practices of businesses acquired by us and Company and individual performance.

Each year our compensation committee, together with our senior management, establishes performance targets for short-term and long-term incentive plans that require the achievement of significant financial results. Each year our compensation committee determines compensation by assessing prior year performance against these established financial targets, as well as other factors such as the compensation paid by

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comparable companies, achievement of strategic objectives, improvements in market share and the professional development and potential of individual officers. Ultimately, the amount of compensation awarded to our executives is determined based on performance and what our compensation committee believes is in the best interests of our stockholders.

We believe that our use of restricted stock units and performance-based restricted stock units (referred to as PRUs) instead of stock options, together with an annual incentive bonus program that is based on various combinations of global operating income, business unit operating income, global cash flow from operations as a percentage of revenue, business unit cash flow from operations as a percentage of revenue and individual goals, shows that we have closely linked executive officer pay to performance. Our pay mix consists primarily of base salary, annual performance-based bonuses, performance-based equity incentives and time-based equity incentives. We have limited all other compensation to our corporate officers. We have no pension plans or other executive retirement plans and provide very limited perquisites to our executives except our 401(k) plan and deferred compensation plan available to North America employees , the housing allowances provided to our Executive Vice President of Asia Pacific Business Development, and the expatriate compensation packages provided to our President of our Communications and Computing Business Unit and our Chief Operating Officer related to their assignments in Hong Kong.

Role of the Compensation Committee

General. Our compensation committee, which is currently comprised of three independent members of our board of directors, as discussed in greater detail under Information Relating to Corporate Governance and the Board of Directors, is responsible for, among other things:

- the review and approval of our compensation philosophy;
- the review of all executive compensation plans and structures, including that of our executive officers and other members of senior management;
- the approval (or recommendation to our board of directors) of individual compensation for our executive officers, including our chief executive officer;
- the approval of annual and long-term incentive performance metrics as well as payouts thereunder; and
- the review of other executive benefit plans, including perquisites.

Our compensation committee, in consultation with the outside executive compensation consultant retained by our compensation committee, also helps analyze the reasonableness and effectiveness of our overall executive compensation package. Our compensation committee has a written charter that delineates its responsibilities, a full copy of which is posted on our website at www.ttm.com.

While our chief executive officer and other executive officers may attend meetings of the compensation committee or our board of directors from time to time, the ultimate decisions regarding executive officer compensation are made solely by the members of our compensation committee and, in the case of compensation decisions for our chief

executive officer, the non-employee members of our board of directors. These decisions are based not only on our compensation committee s deliberations, but also on input requested from outside advisors, including our compensation committee s outside compensation consultant, with respect to, among other things, market data analyses. The final decisions relating to our chief executive officer s compensation have historically been based on recommendations of our compensation committee and included discussions with and approval by all of our non-employee directors without the presence of our chief executive officer or other management. Our compensation committee typically discusses proposals for our chief executive officer s compensation package with him but always makes final decisions regarding his compensation when he is not present. Decisions regarding other executive officers have typically been made by our compensation committee after considering recommendations from our chief executive officer.

Compensation Consultant. Our compensation committee has historically engaged the services of an outside compensation consultant to provide independent advice in connection with making executive

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compensation determinations. The chairman of our compensation committee, in consultation with other committee members, defines the scope of any consultant s engagement and related responsibilities. These responsibilities may include, among other things, advising on issues of executive compensation and equity compensation structure and assisting in the preparation of compensation disclosure for inclusion in our SEC filings. In fulfilling its responsibilities, the outside compensation consultant may interact with management or our other outside advisors to the extent necessary or appropriate.

In November 2016, our compensation committee determined to engage Mercer with respect to 2017 compensation matters. Mercer (the Compensation Consultant) was retained to provide an independent review of the Company s executive compensation programs, including an analysis of both the competitive market and the design of the programs. More specifically, the Compensation Consultant evaluated our selected peer companies and provided competitive compensation data and analysis relating to the compensation of our chief executive officer and our other senior officers. The Compensation Consultant also furnished the compensation committee with reports on peer company practices relating to the following matters: short-term and long-term compensation program design; equity compensation, vesting practices and ownership guidelines; retention value of current equity holdings; target incentive opportunities; and compensation trends for board and committee members. In 2017, the Compensation Consultant advised the committee on the Dodd Frank requirements relating to the CEO/median employee pay ratio calculation and disclosure. In addition, the Compensation Consultant assisted the compensation committee with its evaluation of the risks associated with our compensation programs and provided our nominating and corporate governance committee with an assessment of our directors compensation.

The Compensation Consultant provides analyses and recommendations that inform the committee s decisions, but it does not decide or approve any compensation decisions. The Compensation Consultant reviews various proposals presented to the committee by management, and provides updates on market trends and the regulatory environment as it relates to executive compensation. The Compensation Consultant reports directly to our compensation committee and not to management. Except for consulting work related to a broad-based compensation survey the Company performed, and assistance with the CEO pay ratio calculation and disclosure, the Compensation Consultant has not provided any services to TTM other than to the compensation committee and receives compensation from TTM only for services provided to the committee. Our compensation committee assessed the independence of the Compensation Consultant pursuant to SEC and NASDAQ rules and concluded that the Compensation Consultant is independent and that the work of the Compensation Consultant has not raised any conflict of interest. For a discussion of amounts paid to the Compensation Consultant for executive and director compensation consulting and other services, please see Payments to Compensation Consultant and its Affiliates above.

Management Role in Setting Compensation. Members of our human resources and finance departments work with our chief executive officer to recommend changes to existing compensation plans and programs, to define financial and other targets to be achieved under those programs, to prepare analyses of financial data and other briefing materials to assist the compensation committee in making its decisions and, ultimately, to implement the decisions of our compensation committee.

Our chief executive officer is actively engaged in setting compensation for other executives through a variety of means, including recommending for committee approval the financial goals and the annual salaries and variable pay amounts for members of the executive team. He works closely with other members of executive management in analyzing relevant market data to determine base salary and annual target bonus opportunities for senior management and to develop targets for our short-term and long-term incentive plans. Our chief executive officer is generally subject to the same financial performance goals as our other executive officers, all of which are ultimately determined and approved by our compensation committee.

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Compensation Structure

Although the final structure may vary from year to year and officer to officer, our compensation committee utilizes three main components for executive officer compensation:

Base Salary fixed pay that takes into account an individual s duties and responsibilities, experience, expertise, and individual potential and performance;

Annual Incentive Bonus variable cash compensation that takes into account our financial performance during a particular year and individual performance goals; and

Long-Term Incentives stock-based awards, including performance and time-vested restricted stock units that reflect the performance of our common stock and align executive officer and stockholder interests.

Pay Mix. In determining the allocation each year among base salary, annual incentive bonus, and long-term equity incentive compensation, our compensation committee considers the following factors: our short-term and long-term business objectives, competitive trends within our industry, and the importance of creating a performance-based environment that ties a significant portion of each executive officer s compensation to the achievement of performance targets and corporate objectives. When considering a proposed compensation package for an executive officer, our compensation committee considers the compensation package as a whole, including each element of total compensation. We have no pre-established policy for allocating between either cash and non-cash or short-term and long-term compensation.

Our compensation committee believes that the particular elements of compensation identified above produce a well-balanced mix of stock-based compensation, retention value, and at-risk compensation that collectively provide each executive officer with both short-term and long-term performance incentives. Base pay provides the executive officer with a measure of security as to the minimum level of compensation he or she will receive while the annual and long-term incentive components motivate the executive officer to focus on the business metrics that will maximize company performance over the long term. Our compensation committee believes that this approach should lead to increases in stockholder value, provide an appropriate reward for our executive officers, and reduce the risk of loss of executive officers to competitors.

While each element of our compensation program is intended to motivate and encourage employees at all levels to drive performance and achieve superior results for our stockholders, there is a different emphasis on the three primary elements based on an employee s position and ability to impact our financial results. In general, the percentage of performance-based pay, or at-risk pay, increases with job responsibility. This is intended to offer an opportunity for gain in the event of successful performance, matched with the prospect of less compensation when performance falls short of established financial and/or stockholder return targets. The aggregate base pay for our CEO comprised approximately 24% of the value of the aggregate compensation opportunities provided to him for 2017 with the remainder of other compensation consisted of variable pay including equity awards.

For 2017, compensation for Messrs. Soder, Schull and Barber has been structured so that approximately 29% of compensation consists of aggregate base pay.

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The chart below depicts base salary (fixed pay) versus the performance-based pay consisting of incentive awards including non-equity and equity compensation.

Compensation Levels and Benchmarking. Overall compensation levels for executive officers are determined based on one or more of the following factors: the individual s duties and responsibilities within our global Company; the individual s experience and expertise; the compensation levels for the individual s peers within our Company; compensation levels for similar positions in the PCB industry or in the technology industry more generally; performance of the individual and our Company as a whole; and the levels of compensation necessary to recruit new executive officers. For 2017, our compensation committee reviewed the compensation of our officers and compared it with that of both our peer group companies and broader, composite global market survey data provided by our Compensation Consultant.

For 2017, Mercer recommended refinements to our peer group, while keeping criteria for our peer group consistent with the 2016 criteria and including (i) companies with revenues between $1.0 billion and $3.0 billion, and (ii) companies with market capitalization between $250 million and $2.5 billion. For the fiscal year ended January 1, 2018, our revenue was $2.7 billion and our market capitalization was approximately $1.6 billion.

For 2017, Mercer further recommended refinements to our executive compensation peer group, while keeping criteria for our peer group consistent with the 2016 criteria. As a result, the committee recommended minor changes to the compensation peer group as a result of mergers (see footnote in the table on page 29). This resulted in a peer group that included the companies listed on the chart below which, along with the broader survey discussed below, were used for benchmarking purposes. Our compensation committee believes that the selected TSR (Total Shareholder Return) Peer Group (the TSR Peer Group) is more appropriate for determining TSR under our PRU Program as it provides a comparison of our Company s stock price performance against our global competitors and better alignment with stock holder investment choices. For 2017, the compensation committee modified our TSR Peer Group to better reflect our competitors in the contract electronic manufacturing sector as viewed by the market and investment communities. For a discussion regarding how the TSR Peer Group affects executive compensation, please see the Equity Awards section on page 36 below. The compensation committee reviews the peer groups regularly and makes adjustments to account for events such as acquisitions, mergers, and the like.

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The following chart lists each of the companies that have been included by our compensation committee in the Executive Compensation and TSR Peer Groups for 2016 and 2017:

Companies	Executive Compensation Peer Group		TSR Peer Group	
	2016	2017	2016	2017
Advanced Micro Devices[1]				
AT&S				
AVX Corporation				
Benchmark Electronics, Inc.				
Celestica Inc.				
Chin Poon Industrial Co. Ltd.				
Compeq Manufacturing Co. Ltd				
CTS Corporation				
Cubic Corporation				
Curtiss-Wright Corporation				
Daeduck GDS Co. Ltd.				
Diodes Incorporated				
Esterline Technologies Corporation				
Fabrinet				
Fairchild Semiconductor Int l, Inc.				
Flextronics International Ltd.				
Gold Circuit Electronics Ltd.				
Hannstar Board Corporation				
Ibiden Co., Ltd				
Jabil Circuit Inc.				
KEMET Corporation				
Kingboard Chemical Holdings Ltd.				
M-Flex[2]				
Moog Inc.				
Nanya Technology Corporation				
OmniVision Technologies, Inc.				

ON Semiconductor Corporation
Plexus Corporation
Samsung Electro-Mechanics Co.
Sanmina Corporation
Simmtech Holdings Co., Ltd.
Teledyne Technologies Inc.
Trimble Navigation
Tripod Technology Corporation
Unimicron Technology Corp.
Unitech Printed Circuit Board Corp.
WUS Printed Circuit Co., Ltd.
Zhen Ding Technology Holding Ltd.

(1) Advanced Micro Devices replaced Omnivision in 2017.
(2) M-Flex was removed in 2017 as the result of a merger.

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This peer group is not used for the stock price performance graph included in our Annual Report on Form 10-K for the year ended January 1, 2018. That Form 10-K performance graph compares the cumulative total stockholder return on our common stock against the cumulative total return on the NASDAQ Composite Index and the Dow Jones U.S. Electrical Components & Equipment Index.

Mercer recommended the use of peer group data (where available) combined with data obtained from a broader compensation survey conducted by Radford (the Radford Survey) for comparing compensation of our executive officers. Mercer recommended the use of the Radford Survey for companies in the semiconductor, computer storage and peripherals, and communications equipment industries with approximate annual revenues between $1.0 billion and $3.0 billion, in order to align with the criteria used to select our 2017 Peer Group.

As discussed above, our compensation committee has historically targeted the compensation levels of our executive officers between the 25th and 50th percentile of comparable officers at comparable companies, as derived from both peer group data and broader composite survey data. Our compensation committee may have varied from this target range for various elements of compensation depending on the executive officer s job performance, skill set, level of responsibilities, prior compensation and business conditions. The compensation for our executive officers discussed herein for 2017 falls generally within this targeted range.

Our compensation committee intends to continue its practice of retaining consultants from time to time, as it deems appropriate, to advise it with respect to its policies and to provide compensation data from comparable companies.

Risk Management Considerations. Our compensation committee believes that our performance-based bonus and equity programs provide incentives to create long-term stockholder value. Several elements of the programs are also designed to discourage behavior that leads to excessive risk:

Our compensation committee believes that operating income and operating cash flow as a percentage of revenues, the financial metrics used to determine the amount of an executive s annual incentive bonus, are measures that drive long-term stockholder value. Moreover, the committee attempts to set ranges for these metrics that encourage success without encouraging excessive risk taking to achieve short-term results.

The use and equal weighting of both revenue and adjusted EBITDA performance metrics in our PRU program limits the ability of an executive to be rewarded for taking excessive risk on behalf of our Company by, for example, seeking revenue-enhancing opportunities at the expense of adjusted EBITDA, since performance is required on both metrics to maximize payout under the Company s PRU program.

The metrics used to determine vesting of our PRUs are based on rolling three-year performance periods of our Company s performance and the price of the stock of the Company over a six month average. The committee believes that these extended performance periods encourage executives to attain sustained performance over several periods, rather than performance in a more limited period.

Our time-vested RSUs vest over a three-year period, encouraging executives strive for long-term appreciation in equity values.

Our management incentive plan provides that executives will only receive payments if the Company achieves at least 60% of the target operating income set by the Board of Directors in any given year. Similarly, our PRU program provides that executives will bank PRU shares if we achieve at least 60% of the revenue and adjusted EBITDA targets. The committee believes that these minimum thresholds discourage management from taking excessive risk to achieve performance at a higher percentage of the established target.

Our management incentive plan and PRU program both have maximum thresholds which limit payouts while also recognizing exceptional performance. Maximum thresholds encourage management to exceed

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established performance targets however mitigate risk by limiting payouts which avoid excessive risk-taking or the sacrificing of future period performance.

Our PRU program uses a modifier of our TSR which is based on stock price fluctuations over a three-year period (using for each year s awards the 6-month trailing average closing price of the beginning of each year compared to the 6-month trailing average closing sales price three years later) relative to the TSR of peer companies selected by our compensation committee. Our compensation committee believes that the use of a 6-month trailing average closing stock price mitigates the potential risks of basing potential PRU payments on changes in stock prices that may not be reflective of long-term performance.

Because each of our executives is subject to our insider trading policy, among other restrictions, our executives are prohibited from pledging and hedging their shares of our stock.

We adopted ownership guidelines for our Chief Executive Officer. The guidelines provide that the Chief Executive Officer shall attain stock ownership with a value of three times his current salary within five years of his tenure.

Individual Executive Officer Compensation

Base Salary. Base salaries for our executive officers are set with regard to the level of the position within our Company, the individual s performance in recent periods, and the executive s potential for continued development within our global organization. The base salary levels, and any increases or decreases to those levels for each executive officer, are reviewed and approved each year by our compensation committee. Such adjustments may be based on factors such as the overall performance of our Company, new roles and responsibilities assumed by the executive, the performance of the executive officer s area of responsibility, the executive officer s impact on strategic goals, the length of service with our Company, or revisions to our compensation philosophy. However, there is no specific weighting applied to any one factor in setting the level of base salary, and the process ultimately relies on the subjective exercise of our compensation committee s judgment. Although salaries historically have been generally targeted at the 25th to 50th percentile of our peer group and relevant compensation survey data, our compensation committee may also take into account historical compensation, internal parity with other executives, potential as a key contributor, and special recruiting and retention situations. We believe that providing base salaries at the median of our peer group and the broader market survey provided by our Compensation Consultants will enable us to remain competitive for qualified executive officers while avoiding paying amounts in excess of what we believe necessary to attract and retain such executive officers.

Base Salaries for 2017. Base salary deliberations for 2017 were conducted from December 2016 to March 1, 2017.

On March 1, 2017, Mr. Edman, our president and chief executive officer, met with our compensation committee to present recommendations for each of our executive officers (other than himself). In considering these recommendations, the compensation committee reviewed the composite market survey data provided by Mercer and peer group data. Mr. Edman recommended that the base salary of Mr. Chung not be changed, as his compensation remained above the median for officers holding similar positions in comparable companies, while the base salary for Messrs. Schull, Soder, and Barber be increased, bringing each to approximately the 50th percentile of our peer companies. After its review, our compensation committee approved the base salaries recommended by Mr. Edman for our other executive officers for 2017.

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For 2017, our compensation committee met on March 1, 2017 and recommended, and all of our non-employee directors approved, increasing the base salary of some of our executive officers, including Mr. Edman. The 2017 increases in base pay become effective on April 1, 2017. A summary of base salary increases made for 2017 is outlined below for each of our named executive officers:

	Base Salary		
Name	**2016**	**2017**	**Y/Y Change**
Thomas T. Edman	$ 650,000	$ 680,000	4.6%
Todd B. Schull	$ 420,000	$ 450,000	7.1%
Chung Tai Keung, Canice	$ 752,000(1)	$ 752,000(1)	0%
Douglas L. Soder	$ 450,000	$ 460,000	2.2%
Brian W. Barber	$ 375,000	$ 400,000	6.7%

(1) Includes housing allowance of approximately $260,000. Also includes an additional component of base salary of approximately $107,000 paid subsequent to the fiscal year end, as is consistent with competitive practices in the region in recognition of the Chinese New Year.

Annual Incentive Bonus Plan. Our compensation committee believes that annual performance-based cash bonuses play an important role in providing incentives to our executive officers to achieve near-term performance goals. To support collaboration within our senior management team, our compensation committee rewards all of our executive officers for company-wide performance by tying bonus awards to our operating income and the generation of operating cash flow. The compensation committee believes operating income and operating cash flow is a good indicator in capturing our success given the market in which we compete and is a measure that management can easily track and communicate to employees throughout the performance period. Each executive officer has a target annual incentive bonus opportunity, expressed as a percentage of base salary, with the ability to earn above or below that target based on our Company s actual performance. Payments pursuant to our management incentive plan are intended to qualify as Performance Awards under our 2006 Incentive Compensation Plan, referred to as the 2006 Plan, and our TTM Technologies, Inc. 2014 Incentive Compensation Plan, referred to as the 2014 Plan, and thereby constitute performance-based compensation not subject to the deductibility limitations of Section 162(m). As a consequence of the Tax Cuts and Jobs Act, the performance-based compensation exception to the deduction limit under Section 162(m) will not apply to awards issued after 2017.

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In response to the recommendations of management, our compensation committee based the Company s incentive bonus plan on several metrics that the committee believed most closely aligned the executive s incentive pay with metrics that the executive is responsible for managing. For 2017, the incentive bonus for Messrs. Edman, Schull, Chung and Barber is allocated based upon 72% global operating income and 18% global cash flow from operations as a percentage of revenue. For Mr. Soder, the incentive bonus takes into account the performance of the Business Unit that he directs. The below chart reflects the weight of each performance metric.(1)

	Performance Metrics as a % of the Bonus Plan				
Name	Global Operating Income	Global Cash Flow	C&C Business Unit Operating Income	C&C Business Unit Cash Flow	Individual Goals
Thomas T. Edman	72%	18%	--	--	10%
Todd B. Schull	72%	18%	--	--	10%
Chung Tai Keung, Canice	72%	18%	--	--	10%
Douglas L. Soder	36%	9%	36%	9%	10%
Brian W. Barber	72%	18%	--	--	10%

(1) The compensation committee sets goals for each business unit, but none of the other named executive officers presented here are measured against the other business units.

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2017 Annual Incentive Bonus Plan. The graph below depicts the % of base salary payable (22.5-217%) with each achievement level (60-120%). We made adjustments to the threshold payout as well as the maximum payout percentages in order to achieve alignment across all senior executives in 2017.

The table below lists the 2017 base salaries and bonus levels for each of our current executive officers.

Name	2017 Base Salary	Annual Incentive Bonus Levels as % of Base Salary			
		60% of Target[1]	80% of Target	100% of Target	120% of Target[2]
Thomas T. Edman	$680,000	25%	50%	100%	217%
Todd B. Schull	$450,000	22.5%	37.5%	75%	150%
Chung Tai Keung, Canice	$752,000[3]	22.5%	37.5%	75%	150%
Douglas L. Soder	$460,000	22.5%	37.5%	75%	150%
Brian W. Barber	$400,000	22.5%	37.5%	75%	150%

(1) Represents the percentage of 2017 base salary that the executive will receive if we achieve at least 60% of the operating income and operating cash flow target(s) established by our board of directors. Bonuses will not be earned if operating income is less than 60% of the target(s).

(2) Represents maximum potential bonus payout.

(3) Includes housing allowance of approximately $260,000. Also includes an additional component of base salary of approximately $107,000 paid subsequent to the fiscal year end, as is consistent with competitive practices in the region in recognition of the Chinese New Year.

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In February, 2018, our compensation committee reviewed our 2017 performance relative to the 2017 operating income and cash flow from operations as a percentage of revenue goals. The performance was certified at 104.7% of the global operating income target and 103.2% of our goal for global cash flow from operations as a percentage of revenue. The business unit that Mr. Soder is responsible for achieved 116.3% of the business unit operating income goal and 105.3% of the business unit s goal for cash flow from operations as a percentage of revenue. The compensation committee also reviewed and assessed the performance achieved against the individual goals that had been established for each of the members of the Company s executive team, including Messrs. Edman, Schull, Chung, Soder and Barber. We use particular individual performance goals to ensure that other important areas of our business are measured and emphasized, which may include but are not limited to customer satisfaction, market positioning and growth, and structural and organizational improvements, as well as critical projects and assignments. Performance goals do not payout unless our Company achieves its threshold financial performance metrics. As a result, our compensation committee authorized the payment of 2017 incentive bonuses as follows:

Name	2017 Incentive Bonus
Thomas T. Edman	$843,116
Todd B. Schull	$400,749
Chung Tai Keung, Canice	$683,515
Douglas L. Soder	$501,603
Brian W. Barber	$357,808

Annual incentive bonus compensation programs for other management personnel are based on a combination of consolidated company, business unit and/or facility results, as well as individual goals that are established with input from the specific employee and his or her supervisors. Further, our Company must achieve a minimum of 60% of the global operating income target for any payout to be earned under the annual incentive bonus plan. This type of program design motivates business units to work together to achieve greater returns for our stockholders. In any one year, because we are comprised of a number of different business units, managers in high-performing business units may receive significantly more compensation than managers in business units that do not perform as well.

Because such a large percentage of executive officer compensation is performance-based, our compensation committee invests significant time determining the financial targets for our annual incentive bonus program. In general, management makes the initial recommendation for the financial target based upon our Company s annual board-approved budget, as well as the bonus opportunity for each officer, and these recommendations are reviewed and discussed by the committee and its advisors. The major factors used in setting one or more targets for a particular year are the results for the most recently completed year and the budget for the current year. Other factors taken into account may include general economic and market conditions. Our compensation committee sets the final corporate performance goal during our first quarter, typically at a level our compensation committee believes is challenging, but reasonable, for management to achieve.

At the end of each year, our compensation committee determines the level of achievement for the specified financial goal (after potentially making any appropriate adjustments to such goal for the effects of corporate events that were not anticipated in establishing the performance measure) and awards credit for the achievement of the goal as a percentage of the target bonus. Final determinations as to bonus levels are then based on that percentage. Actual bonuses are generally paid to the executives in the first quarter of the subsequent year.

In setting annual incentive compensation financial targets and bonus opportunities for our executive officers, our compensation committee does not consider the effect of past changes in stock price. In addition, incentive compensation decisions are made without regard to length of service. For example, executive officers with longer

service or who are eligible for retirement do not receive greater or lesser awards, or larger or smaller target amounts, in any given year than executives with shorter service.

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Equity Awards. We believe that providing a significant portion of our executive officers total compensation package in equity awards aligns the incentives of our executives with the interests of our stockholders and with our long-term success. By compensating our executives with our equity, executives receive a stake in our Company s financial future, and the gains realized in the long term depend on the executives ability to drive our financial performance. Equity incentive awards are also a useful vehicle for attracting and retaining executive talent in a competitive market.

Our compensation committee develops its equity award determinations based on its judgment as to whether the total compensation packages provided to our executive officers, including prior equity awards and the level of vested and unvested equity awards then held by each participating officer, are sufficient to retain, motivate, and adequately reward the executive officers. This judgment is based in part on information provided by benchmarking studies. In addition, our compensation committee considers the accounting costs that will be reflected in our financial statements when establishing the forms of equity to be granted and the size of the grants, as well as the potential dilution associated with the equity awards.

We currently grant equity awards through our 2014 Plan, which was adopted by our board of directors and approved by our stockholders and permits the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, and other stock-based awards to our officers, directors, employees, and consultants.

We continued to use our equity compensation program judiciously in 2017. Our year-to-date gross share run rate (calculated using granted restricted shares, options and performance shares at target as a percentage of our total outstanding shares) as of January 1, 2018 (our fiscal year end) was 1.4%. As of January 1, 2018, our three-year average share run rate was 1.8%. We believe that these percentages demonstrate our commitment to careful and efficient use of the shares that stockholders have approved for issuance under our 2006 Plan and our 2014 Plan.

Since 2010, we have used two forms of equity for long-term equity incentive compensation for our executive officers: time-vested restricted stock units (RSUs) and performance RSUs (PRUs).

Restricted Stock Units. RSUs represent the right to receive one share of our common stock for each RSU upon the settlement date, which is the date on which certain conditions, such as continued employment with us for a pre-determined length of time, are satisfied. RSU awards reflect both increases and decreases in stock prices from the grant-date market prices and thus tie compensation more closely to changes in stockholder value at all levels compared to options, whose intrinsic value changes only when the market price of shares is above the exercise price. RSUs also have retention value even during periods in which our trading price does not appreciate, which supports continuity in the senior management team.

Shares of our stock are issued to RSU holders as the awards vest. The vesting schedule for RSUs granted to our executive officers and other employees provides that each award vests in three equal annual installments, aimed at strengthening retention with our Company, except that recipients may be entitled to a pro-rata amount of RSUs in the case of the recipient s death, disability or retirement (voluntary termination by an employee who is at least 62 and has at least five years of continuous service). In 2017, we granted time-vested RSUs for an aggregate of 971,132 shares of our common stock to a total of 627 employees, of which time-vested RSUs for an aggregate of 129,497 shares were issued to Messrs. Edman, Schull, Chung, Soder and Barber.

Performance RSUs. In order to strengthen pay-for-performance, our compensation committee approved a long-term incentive program (referred to as the PRU Program) for our executive officers and certain other members of our senior management team to drive achievement to specific pre-established financial performance goals and provide a long-term return to our stockholders relative to a broader market index. Our objective of the PRU program is to align total shareholder return and each executive s compensation.

Under the PRU Program, a target number of PRUs is awarded annually using a three-year performance period to encourage long term retention of the executives of the Company. The number of shares of our

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common stock released at the end of the three year performance period will range from zero to 2.4 times the target number of the PRUs granted to each executive depending on the Company s performance during the period. The performance metrics of the PRU Program are (a) annual financial targets, which for each of the three years prior to the final vesting of the shares are based on total annual revenue and EBITDA, each of which is equally weighted, and (b) an overall modifier based on our Company s total stockholder return (referred to as TSR) over a three-year performance period relative to a TSR Peer Group of peer companies selected by our compensation committee each year.

Recipients of PRU awards generally must remain employed by us on a continuous basis through the end of the relevant performance period of three years in order to receive shares of common stock at the end of the three-year performance period. Recipients may also be entitled to a pro-rata amount of PRUs in the case of the recipient s death, disability or retirement which is defined by the PRU program as voluntary termination by an employee who is at least 62 and has at least five years of continuous service.

The key financial metrics of total annual revenue and EBITDA are equally weighted under our PRU Program. The metric of EBITDA is generally intended to focus our executives on tangible growth and cost reduction opportunities. EBITDA[(1)] is also a complementary metric to the total annual revenue metric used under the PRU Program. The combination of the two performance metrics limits the ability of an executive to be rewarded for taking excessive risk on behalf of our Company by, for example, seeking revenue-enhancing opportunities at the expense of EBITDA, since performance is required on both metrics to maximize the issuance of common stock under the PRU Program.

The TSR modifier is intended to ensure that shares of common stock issued at the end of the three year period are limited if our stock performance is significantly below the median TSR of our TSR Peer Group for each three-year performance period and such issuance of common stock would be enhanced if our stock performance is above the median TSR of our TSR Peer Group.

Under the PRU Program, annual financial goals are set in the first quarter of each year, and performance is reviewed after the end of each year. The percentage to be applied to each participant s target award ranges from zero to 160%, based upon the extent to which the two annual performance goals are achieved for each of the three years in the performance period, resulting in a total of six measurements. If we do not achieve at least 60% threshold level of total annual revenue or EBITDA performance for any of the six measurements, the amount earned for that performance element of one-sixth of the award would be zero. If we achieve the 60% threshold for any of the targeted levels of total annual revenue and EBITDA performance any of the six measurements, a percentage (ranging on a sliding scale from 40% to 160%) would be applied to one-sixth of the participant s calculation of the number of units earned during such period. If we achieve 120% or more of the target level of total annual revenue or EBITDA for any of the six measurements, the amount earned for that performance element of the award would be 160% of one-sixth of the initial PRU award.

(1) For the reconciliation of the use of the non-GAAP metric of EBITDA and the GAAP measures, please refer to the disclosure contained in the Company s Form 8-K filed February 7, 2018.

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The chart below is an example of the PRU units the participant would earn (and bank, pending application of the TSR modifier), if a named executive officer received a target award of 234,000 PRUs, and we achieve (i) 130% of the revenue target and 60% of the EBITDA target in the first year, (ii) 100% of each of the revenue and EBITDA targets in the second year, and (iii) 120% of the revenue target and 55% of the EBITDA target in the third year:

	Total Grant	Year 1	Year 2	Year 3	Earned Shares
Assumptions	234,000	234,000/6 = 39,000	234,000/6 = 39,000	234,000/6 = 39,000	
130% of revenue target		160% x 39,000			62,400
60% of EBITDA target		40% x 39,000			15,600
100% of revenue target			100% x 39,000		39,000
100% of EBITDA target			100% x 39,000		39,000
120% of revenue Target				160% x 39,000	62,400
55% of EBITDA target				0 x 39,000	0
					218,400

At the end of the three-year performance period, the base calculations of the six performance metrics is then adjusted by applying a modifier to the PRU calculation of the six measurements against the goals set during the performance period. The TSR modifier measures our Company s TSR based on stock price changes (using for each year s awards the 6-month trailing average closing price at the beginning of the year compared to the 6-month trailing average closing price three years later), and assuming reinvestment of dividends, relative to the TSR of our TSR Peer Group for the same three-year period. If our TSR is below the 10th percentile of the TSR Peer Group, the modifier would be zero, and therefore, no shares would be released with respect to the PRU program subject to such three-year performance period. In the 2017 PRU programs, if our TSR is between the 10th and 50th percentile at the end of the three-year performance period, the modifier would range between .60 and 1.0, if the TSR is greater than 50% and up to 80% the modifier will range from 1.0 and 1.5. If our TSR is at or above the 80th percentile of the applicable TSR Peer Group for the three year performance period, the maximum modifier of 150% will apply, and the number of shares released will equal 150% of the number of units earned during the period with respect to annual financial metric performance. See the chart below which demonstrates the relationship between the TSR results and the calculation of the TSR modifier used for our PRU programs.

2017 Relative TSR	Modifier
80th %tile & above	150%
50th %tile	100%
10th %tile	60%
Below 10th %tile	0%

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In order to finish our representative example set forth above, assuming that the participant was credited with 218,400 PRU units at the end of the performance period and our TSR for that three-year period was at the 80th percentile of the applicable group of comparable companies, a total of 327,600 shares of our common stock would be released to the participant for that period. The below chart provides the last step in the example calculation of our PRU program.

	Calculated Units		
Peer Ranking		**Modifier**	**Total Share Award**
10th Percentile	218,400	0	0
45th Percentile	218,400	60% to 100%	131,040 to 218,400
80th Percentile	218,400	150%	327,600

To achieve the maximum payout (240% of the initial PRU award), we must achieve the maximum annual financial goals for each of the three years in the relevant performance period and our TSR must meet or exceed the 80th percentile of the TSRs of the applicable group of comparable companies for that period. Award values will reflect changes in stock price (both increases and decreases) over the three-year period because awards are denominated in stock units payable in shares.

Equity Award Mix. Our compensation committee may in the future adjust the mix of equity award types or approve different awards as part of the overall long-term incentive award. Awards made in connection with a new, extended or expanded employment relationship may involve a different mix of performance and time-vested RSUs, options or other equity-related awards depending on our compensation committee s assessment of the total compensation package being offered.

2017 Equity Awards. Our compensation committee balances the mix of time-vested RSUs, which are geared to promote retention, and PRUs, which are geared to grow long-term value with our Company, in accordance with the overall philosophy valuing both components of equity compensation, with an emphasis on driving long-term value. In determining the ratio between PRU and time-vested RSU awards, the compensation committee reviewed and took into consideration compensation practices at other companies, our Compensation Consultants recommendations, and the compensation committee s desire to ensure that a significant portion of equity compensation be tied to our Company s performance against our peers. Additionally, the compensation committee desired to insure that its equity program was competitive, provided long term retention of critical leadership talent, and best aligned pay practices with the interests of our stockholders. The following table sets forth the value of our 2017 equity awards and the number of time-vested RSUs and PRUs awarded to our executive officers for 2017.

	Dollar Value of RSUs			Number of RSUs (1)		
Name	**Performance**	**Time-Vested**	**Total**	**Performance**	**Time-Vested(2)**	**Total**
Thomas T. Edman	$1,050,000	$450,000	$1,500,000	77,951	33,407	111,358
Todd B. Schull	$400,000	$330,000	$730,000	29,695	24,498	54,193
Chung Tai Keung, Canice	$385,000	$315,000	$700,000	27,618(3)	22,596(3)	50,214
Douglas L. Soder	$400,000	$330,000	$730,000	29,695	24,498	54,193
Brian W. Barber	$400,000	$330,000	$730,000	29,695	24,498	54,193

(1) The number of RSUs awarded to each of our executive officers, except Mr. Chung, was calculated using a dollar value per share of $13.47, which was the six-month trailing average closing price of our common stock as of

March 1, 2017, the grant date for those awards. On March 1, 2017, the closing sales price for our common stock was $16.43.

(2) One-third of the Time-Vested RSUs vest on each of the first three anniversaries of the grant date.

(3) The number of RSUs awarded to Mr. Chung was calculated using a dollar value per share of $13.94, which was the six-month trailing average closing price of our common stock as of March 17, 2017, the grant date for those awards. On March 17, 2017, the closing sales price for our common stock was $16.21.

The annual financial performance goal or goals for future years will be established in the first quarter of each of those subsequent years, and may or may not be based on our revenue and/or EBITDA in those years.

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Whether any units credited under our future grants will be paid out in shares at the end of the applicable three-year period will depend on future results and our TSR during that period, neither of which is determinable until the end of the three-year period.

The PRUs awarded in 2014 have vested and resulted in the issuance of shares to some of our executive officers. The below charts detail the calculations of the PRUs that vested in 2017.

2014 PRU Program Award Chart (vested in 2017)

Name(1)	Original # Issued Shares	# Shares 14 Rev	# Shares 14 EBITDA	# Shares 15 Rev	# Shares 15 EBITDA	# Shares 16 Rev	# Shares 16 EBITDA	Final Shares Released
Thomas T. Edman	100,220	18,237	14,765	21,090	27,456	17,597	22,247	121,392
Todd B. Schull	42,401	7,716	6,247	8,923	11,617	7,445	9,411	51,359
Chung Tai Keung, Canice	42,401	7,716	6,247	8,923	11,617	7,445	9,411	51,359
Douglas L. Soder	42,401	7,716	6,247	8,923	11,617	7,445	9,411	51,359

(1) Mr. Barber joined our Company on June 1, 2015 and was therefore not awarded a PRU in 2014.

Other Compensation Elements

Nonqualified Deferred Compensation. In October 2011, we adopted a deferred compensation plan that allows our directors, executive officers and other eligible employees voluntarily to defer receipt, on a pre-tax basis, of some of the compensation they have earned. This plan allows eligible employees to defer more compensation than they otherwise would be permitted to defer under our 401(k) savings plan. Our compensation committee approved the deferred compensation plan as a competitive practice to help us attract and retain top talent, and we expect to re-evaluate the plan from time to time. Amounts credited under the plan are credited with deemed earnings, but we do not provide matching or other employer contributions under this plan. Due to its conservative design, the benefits provided under our deferred compensation plan are not considered a material element of an executive officer s overall compensation package.

Other Compensation. All of our executive officers are eligible to participate in our employee benefit plans, including medical, dental, life insurance, and 401(k) plans. These plans are available to all of our employees and do not discriminate in favor of executive officers. It is generally our policy to not extend significant perquisites to executives that are not broadly available to our other employees. In designing these elements, we seek to provide an overall level of benefits that is competitive with that offered by similarly situated companies in the markets in which we operate based upon our general understanding of industry practice. These benefits are not considered by our compensation committee in determining the compensation of our executive officers.

Severance Payments and Accelerated Vesting of Equity Awards upon Termination and/or a Change in Control.

All Employees.

We provide, in the event of a voluntary termination of employment in connection with retirement (age 62 with at least five years of employment with our Company), our termination of a retirement-eligible employee without cause, or termination by reason of death or disability, for the acceleration of vesting of a pro-rated amount of RSUs based upon the number of months the retired, retirement-eligible, deceased or disabled employee was employed with us during the vesting period. In all other terminations of employment, including termination without cause, all unvested RSUs will be forfeited. In prior years we provided for the accelerated vesting of a pro-rated amount of RSUs on termination without cause.

Executive Officers and Certain Senior Officers.

Our board has approved Executive Change in Control Severance Agreements (Severance Agreements) for each of our executive officers and several other senior officers. Each of the Severance Agreements are so

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called double trigger severance agreements which provide that, subject to our Company receiving a general release of claims from the executive, in the event the executive s employment is terminated (i) by our Company without Cause during a Pending Change in Control (as such terms are defined in the Severance Agreement) or within 12 months following a Change in Control (as defined in the Severance Agreement) or (ii) by the executive for Good Reason (as defined in the Severance Agreement) within 12 months following a Change in Control, the executive will be entitled to receive payments without gross-ups as set forth in the disclosure provided on the Potential Payments Upon Termination or Change of Control chart on page 48.

In addition, calculations of the payments due to our named executive officers upon certain terminations of employment and/or in connection with a change in control are set forth under Potential Payments upon Termination or Change in Control.

Other Arrangements

Director and Officer Indemnification Agreement. We have entered into an amended and restated indemnification agreement with each of our directors and an indemnification agreement with certain of our corporate officers, including all of our named executive officers. Pursuant to this indemnification agreement, each director or officer party thereto will be indemnified to the fullest extent permitted by applicable law against all expenses, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by such director or officer, or on such director or officer s behalf, arising out of his or her service as a director or officer. The indemnification agreement further provides procedures for the determination of an indemnitee s right to receive indemnification and the advancement of expenses.

Prohibitions on Hedging and Pledging of Shares. Among other things, our insider trading policy prohibits our executive officers from engaging in put, call, derivative or short sale transactions, as well as pledging our securities as collateral for a loan.

Stock Ownership Guidelines. In February 2016 we adopted ownership guidelines for our Chief Executive Officer only. Those guidelines allow the Chief Executive Officer five years to attain stock ownership with a value of three times his current salary, among other things. In addition, pursuant to our Corporate Governance Guidelines, our independent directors are ordinarily expected over time to beneficially own shares of our common stock having a value of at least three times their annual retainer (including shares owned outright, unvested shares, restricted stock units, and stock options).

Clawback Policy. Our compensation committee does not currently have an established clawback policy or practice regarding the adjustment or recovery of awards or payments if the relevant performance measures upon which they are based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment. However, in compliance with the implementation of rules under the Dodd-Frank Act, the committee expects that in the future it will establish mechanisms under certain circumstances to recover incentive compensation in the event of a financial restatement or similar event.

Approval Process for Equity Grants

Executives and other employees currently receive long-term equity awards pursuant to the terms of our 2014 Plan. Awards may also be granted outside of the 2014 Plan to the extent those grants are permitted by the NASDAQ rules. Our compensation committee administers the 2014 Plan and establishes the rules for all awards granted thereunder, including grant guidelines, vesting schedules, and other provisions. The compensation committee reviews these rules from time to time and considers, among other things, the interests of our stockholders, market conditions, information

provided by our compensation consultant and legal advisor, performance objectives, and recommendations made by our chief executive officer.

Our compensation committee reviews awards for all employees. The compensation committee has established a process in which our compensation committee reviews the recommendations of our chief executive officer for executives (other than himself) and other employees, modifies the proposed grants in certain circumstances, and approves the awards effective as of the date of its approval.

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We have no practice of timing grants of stock options or RSUs to coordinate with the release of material non-public information, and we have not timed the release of material non-public information for the purpose of affecting the value of named executive officer compensation. In addition, our practice of calculating the number of equity awards based on the six-month trailing average closing price of our common stock mitigates the effects of both our stock price volatility and the impact of grant timing.

Impact of Tax and Accounting

As a general matter, our compensation committee takes into account the various tax and accounting implications of the compensation vehicles employed by us. However, while structuring compensation programs that result in more favorable tax and financial reporting treatment is a general principle, our compensation committee balances these goals with other business needs that may be inconsistent with obtaining the most favorable tax and accounting treatment for each component of compensation.

Under the Tax Cuts and Jobs Act and subject to certain grandfathering rules, effective 2018, the performance-based compensation exception has been eliminated and the definition of covered employee has been expanded (before 2018, the chief financial officer and individuals who were covered employees in past years were not treated as covered employees). As a result, the Company generally will not be able to obtain a tax deduction for compensation paid to a covered employee in excess of $1 million. However, in establishing the cash and equity incentive compensation programs for our executive officers, our compensation committee believes that the potential deductibility of the compensation payable under those programs should be only one of a number of relevant factors taken into consideration, and not the sole or primary factor. The compensation committee believes that cash and equity incentive compensation must be maintained at the requisite level to attract and retain the executive officers essential to our financial success, even if all or part of that compensation may not be deductible by reason of the limitations of Section 162(m) of the Code.

Tax Implications for Officers. Section 409A of the Code imposes additional income taxes on executive officers for certain types of deferred compensation that do not comply with Section 409A. We attempt in good faith to structure compensation so that it either conforms to the requirements of, or qualifies for an exception under Code Section 409A. Section 280G of the Code imposes an excise tax on payments to executives of severance or change of control compensation that exceed the levels specified in the Section 280G rules. Our executive officers could receive the amounts shown in the section entitled Potential Payments Upon Termination or Change in Control below as severance or change of control payments that could trigger this excise tax. We do not offer our officers as part of their change of control benefits any gross ups related to this excise tax under Code Section 4999.

Accounting Considerations. When determining amounts of long-term incentive grants to executives and employees, our compensation committee examines the accounting cost associated with the grants. Under Financial Accounting Standards Board Accounting Standards Codification (ASC) Topic 718, Compensation Stock Compensation, grants of stock options and restricted stock units result in an accounting charge for us equal to the grant date fair value of those securities. For time-vested RSUs, the accounting cost is generally equal to the fair market value of the underlying shares of common stock on the grant date of the award. The cost is then amortized over the requisite service period. For PRUs, the accounting cost is calculated using a Monte Carlo simulation model. Our compensation committee believes that the many advantages of equity compensation, as discussed above, more than compensate for the non-cash accounting expense associated with them.

COMPENSATION COMMITTEE REPORT

The material in this report is not soliciting material, is not deemed filed with the SEC, and is not to be incorporated by reference into any filing of the company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

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Our compensation committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this proxy statement. Based on such review and discussion, the compensation committee recommended to our board of directors, and our board of directors approved, that the Compensation Discussion and Analysis be included in this proxy statement.

James K. Bass, Chairman

Ronald W. Iverson

Robert E. Klatell

Compensation Committee Interlocks and Insider Participation

During 2017, Messrs. Bass, Iverson and Klatell served on our compensation committee, with Mr. Bass appointed Chairman on April 24, 2013. None of these individuals had any contractual or other relationships with us during such year except as directors. No interlocking relationship exists between any member of our compensation committee and any member of any other company s board of directors or compensation committee.

EXECUTIVE COMPENSATION

Fiscal Year 2017 Summary Compensation Table

The following table sets forth compensation information for our named executive officers.

Name and Principal Position	Year	Salary	Bonus	Stock Awards[1]	Non-Equity Incentive Plan Compen-sation[2]	All Other Compen-sation[3]	Total
Thomas T. Edman	2017	$ 671,923	--	$ 1,089,864	$ 843,116	$ 10,800	$ 2,615,703
President and Chief Executive	2016	$ 650,000	--	$ 847,139	$ 935,871	$ 10,600	$ 2,443,610
Officer	2015	$ 643,077	--	$ 919,534	$ 1,244,711	$ 10,795	$ 2,818,117
Todd B. Schull	2017	$ 441,923	--	$ 608,599	$ 400,749	$ 10,800	$ 1,462,071
Executive Vice President and							
Chief	2016	$ 414,615	--	$ 463,335	$ 430,893	$ 10,650	$ 1,319,493
Financial Officer	2015	$ 393,077	--	$ 573,909	$ 538,753	$ 10,840	$ 1,516,579
Chung Tai Keung, Canice[4]	2017	$ 406,059	--	$ 551,598	$ 683,515	$ 381,339	$ 2,022,511

Executive Vice President, Asia Pacific Business Development	2016	$ 488,078[5]		$ 320,694	$ 779,348	$ 294,930	$ 1,883,050
	2015	$ 488,761[5]	--	$ 573,909	$ 1,062,619	$ 295,343	$ 2,420,632
Douglas L. Soder Executive Vice President and President, Communications and Computing Business Unit	2017	$ 457,308	--	$ 608,599	$ 501,603	$ 287,658	$ 1,855,168
	2016	$ 443,000	--	$ 463,335	$ 520,707	$ 410,865	$ 1,837,907
	2015	$ 421,231	--	$ 573,909	$ 476,224	$ 10,790	$ 1,482,154
Brian W. Barber Executive Vice President and Chief Operating Officer	2017	$ 393,269	--	$ 608,599	$ 357,808	$ 595,693	$ 1,955,369
	2016	$ 356,881	$ 88,276[6]	$ 463,335	$ 371,264	$ 377,785	$ 1,657,541
	2015[7]	$ 205,975	--	$ 119,361	$ 101,797	$ 378,501	$ 805,634

(1) The grant date fair value of all stock awards has been calculated in accordance with ASC Topic 718, Compensation Stock Compensation. In the case of time-based RSUs, the value is determined by multiplying the number of RSUs granted by the closing price of our common stock on the grant date. In the case of PRUs, the grant date fair value can only be determined for those tranches for which the revenue and EBITDA targets have been set as of the reporting date. As a result, the grant date fair value of PRUs is calculated using only the first tranche of each award; the second and third tranches are not included because the relevant performance-based vesting conditions have not been determined as of the initial reporting date of the awards. We use a Monte Carlo simulation model to calculate the grant date fair value of PRUs. For a discussion of valuation assumptions used in determining the grant date fair value of the awards, see Note 14 to our 2017 consolidated financial statements, included in our annual report on Form 10-K filed with the SEC on February 23, 2018.

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PRUs have a potential payout of 0% to 240% of the target amount. For the 2017, 2016 and 2015 PRU awards, the values at the respective grant date, assuming the highest level of performance (240%) and the closing share price on such dates are illustrated in the supplemental table below. The closing share price on 2016 and 2015 award date was $6.76 and $8.80, respectively. The closing share price on 2017 award date for Messrs. Edman, Schull, Soder and Barber was $16.43 and for Mr. Chung, the closing share price was $16.21 because the awards were granted on separate dates.

	Value at 240% Performance		
Name	**2017**	**2016**	**2015**
Thomas T. Edman	$ 3,073,764	$ 2,565,550	$ 2,691,765
Todd B. Schull	$ 1,170,933	$ 940,700	$ 1,138,833
Chung Tai Keung, Canice	$ 1,074,451	--	$ 1,138,833
Douglas L. Soder	$ 1,170,933	$ 940,700	$ 1,138,833
Brian W. Barber	$ 1,170,933	$ 940,700	--

For the actual number of PRUs earned for the 2017, 2016 and 2015 performance periods, see the Outstanding Equity Awards at Fiscal Year-End table.

(2) Amounts represent bonuses paid based on Company performance criteria for each year shown. These bonuses were earned in such fiscal year, but not paid until the next fiscal year.

(3) For Messrs. Edman and Schull, the amounts represent matching contributions by us to our 401(k) plan and a health wellness incentive. The amount in 2017 for Mr. Chung represents (i) a housing allowance of $342,561, (ii) and contributions by us in the amount of $37,431 to the Mandatory Provident Fund, a saving program for the retirement of residents in Hong Kong, and (iii) an auto parking benefit. The amount in 2017 for Mr. Soder represents (i) a housing allowance of $148,526, (ii) a Cost-of-Living Adjustment allowance of $40,000, (iii) tax gross-up of $33,465, (iv) a child s school boarding fees in the amount of $19,400, (v) foreign (HK) tax payments of $18,679, (vi) financial consulting fees of $16,788, and (vii) matching contribution by us to our 401(k) plan in the amount of $10,800. The amount in 2017 for Mr. Barber represents (i) foreign (HK) tax payments of $312,669, (ii) expenses relating to an overseas assignment of $238,907, (iii) company provided foreign transportation of $45,155, (iv) tax gross-up of $39,318, (v) financial consulting fees of $17,537, (vi) matching contribution by us to our 401(k) plan in the amount of $10,800, (vii) 2016 Tax Equalization adjustment in the amount of ($72,324), and (viii) club dues.

(4) The cash amounts paid to Mr. Chung in 2017 were paid in HKD and converted to U.S. Dollars using an exchange rate of 0.1283 HKD per U.S. Dollar. The cash amounts paid to Mr. Chung in 2016 and 2015 were paid in HKD and converted to U.S. Dollars using an average exchange rate of 0.1288 HKD per U.S. Dollar and 0.1290 HKD per U.S. Dollar, respectively.

(5) The base salary amounts for 2016 and 2015 for Mr. Chung include a component paid subsequent to each such fiscal year, as is consistent with competitive practices in the region in recognition of Chinese New Year, in the amount of $107,262 and $107,412, earned in 2016 and 2015, respectively.

(6) Represents a retention bonus for the respective reporting year.

(7) Mr. Barber joined our Company on June 1, 2015 as a result of the Viasystems acquisition. The amounts in this row represent the period from June 1, 2015 through December 28, 2015.

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Fiscal Year 2017 Grants of Plan-Based Awards

The following table provides information on awards granted under our annual management incentive plan for fiscal year 2017 and awards of PRUs and awards of time-based RSUs granted as part of 2017 long-term incentive compensation.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2]				
f d	Grant Date	Threshold	Target	Maximum	Threshold	Target	Maximum	All Other Stock Awards: Number of Shares of Stock or Units[3]	Fair Value of Stock Awards ($/Sh)
--		$170,000	$680,000	$1,475,600	--	--	--	--	--
	3/1/2017	--	--	--	18,708	77,951	187,082	--	$20.82
	3/1/2017	--	--	--	--	--	--	33,407	$16.43
--		$101,250	$337,500	$675,000	--	--	--	--	--
	3/1/2017	--	--	--	7,127	29,695	71,268	--	$20.82
	3/1/2017	--	--	--	--	--	--	24,498	$16.43
--		$169,200	$564,000	$1,128,000	--	--	--	--	--
	3/17/2017	--	--	--	6,628	27,618	66,283	--	$20.13
	3/17/2017	--	--	--	--	--	--	22,596	$16.21
--		$103,500	$345,000	$690,000	--	--	--	--	--

3/1/2017	--	--	--	7,127	29,695	71,268	--	$20.82
3/1/2017	--	--	--	--	--	--	24,498	$16.43
--	$90,000	$300,000	$600,000	--	--	--	--	--
3/1/2017	--	--	--	7,127	29,695	71,268	--	$20.82
3/1/2017	--	--	--	--	--	--	24,498	$16.43

(1) Amounts represent the range of possible cash payouts for 2017 awards under our management incentive bonus plan.

(2) Amounts represent the range of shares that may be released at the end of the three-year performance period applicable to the PRU award assuming achievement of threshold performance. If our revenue and EBITDA performance is below threshold for each year during the performance period or if our TSR for the period is in the bottom 10th percentile of the TSR Peer Group, no shares will be released at the end of the period. See the discussion of PRU awards under Compensation Discussion and Analysis Equity Awards.

(3) The RSU awards vest one-third on each of the first, second and third anniversaries of the date of grant.

(4) See footnote (1) to the Fiscal Year 2017 Summary Compensation Table for a description of the method used to determine the grant date fair value of stock awards.

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Outstanding Equity Awards at Fiscal Year-End 2017

The following table sets forth the outstanding equity awards held by our named executive officers as of January 1, 2018.

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested	Market Value of Shares or Units of Stock that Have Not Vested[1]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested	Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Other Rights that Have Not Vested[1]
Thomas T. Edman[2]					18,207[3]	$285,304		
					45,180[4]	$707,971		
					33,407[5]	$523,488		
							206,048[8]	$3,228,772
							157,489[9]	$2,467,853
							77,055[10]	$1,207,452
Todd B. Schull					14,706[3]	$230,443		
					31,626[4]	$495,579		
					24,498[5]	$383,884		

			87,175[8]	$1,366,032
			57,747[9]	$ 904,895
			29,354[10]	$ 459,977
Chung Tai Keung, Canice	14,706[3]	$230,443		
	31,626[4]	$495,579		
	22,596[6]	$354,079		
			87,175[8]	$1,366,032
			27,300[10]	$ 427,791
Douglas L. Soder	14,706[3]	$230,443		
	31,626[4]	$495,579		
	24,498[5]	$383,884		
			87,175[8]	$1,366,032
			57,747[9]	$ 904,895
			29,354[10]	$ 459,977
Brian W. Barber	3,818[7]	$59,828		
	31,626[4]	$495,579		
	24,498[5]	$383,884		
			57,747[9]	$ 904,895
			29,354[10]	$ 459,977

(1) Based on the closing price of our common stock on January 1, 2018.
(2) Mr. Edman has 35,261 shares issuable upon delivery of shares underlying vested RSUs, of which the delivery of 18,826 shares is deferred until retirement and the delivery of 16,435 shares is deferred until one year after retirement from our board of directors.
(3) Such RSUs vested on February 25, 2018.
(4) Such RSUs vested 50% on March 2, 2018 and 50% will vest on March 2, 2019.
(5) Such RSUs vested one-third on March 1, 2018 and one-third will vest on each of March 1, 2019 and 2020.
(6) Such RSUs vested one-third on March 17, 2018 and one-third will vest on each of March 17, 2019 and 2020.
(7) Such RSUs vest on June 23, 2018.

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(8) Represents the number of PRUs granted in fiscal 2015, adjusted for actual achievement during 2015, 2016 and 2017 on the annual metrics of revenue and EBITDA (each of which is equally weighted) with respect to the first one-third portion of the award attributable to 2015 performance, the second one-third portion of the award attributable to 2016 performance and the remaining one-third portion of the award attributable to 2017 performance. For 2015, performance on the annual revenue metric was 102.7% of target and performance on the annual EBITDA metric was 113.6% of target, resulting in a blended multiplier of 124.6% for the 2015 performance period. For 2016, performance on the annual revenue metric was 93.5% of target and performance on the annual EBITDA metric was 104.7% of target, resulting in a blended multiplier of 102.2% for the 2016 performance period. For 2017, performance on the annual revenue metric was 99.3% of target and performance on the annual EBITDA metric was 96.1% of target, resulting in a blended multiplier of 96.6% for the 2017 performance period. The blended multiplier of 124.6% for the 2015 performance period applies to the first one-third of the PRUs; the blended multiplier of 102.2% for the 2016 performance period applies to the second one-third of the PRUs; and the blended multiplier of 96.6% for the 2017 performance period applies to the remaining one-third of the PRUs. Total PRUs credited at the conclusion of 2017 are adjusted by our performance on TSR as compared to the TSR Peer Group, which determines the number of shares, if any, released at the end of the three-year performance period. Our TSR performance over such three-year performance period was at the 89th percentile, which resulted in a TSR modifier of 150.0% that applies to the shares banked under the 2015 PRU Awards. As a result, final payout under the 2015 PRU awards was 161.7% of the target number of shares granted. Such PRUs vested on February 13, 2018.

(9) Represents the number of PRUs granted in fiscal 2016, adjusted for actual achievement during 2016 and 2017 on the annual metrics of revenue and EBITDA (each of which is equally weighted) with respect to the first one-third portion of the award attributable to 2016 performance and the second one-third portion of the award attributable to 2017 performance. For 2016, performance on the annual revenue metric was 93.5% of target and performance on the annual EBITDA metric was 104.7% of target, resulting in a blended multiplier of 102.2% for the 2016 performance period. For 2017, performance on the annual revenue metric was 99.3% of target and performance on the annual EBITDA metric was 96.1% of target, resulting in a blended multiplier of 96.6% for the 2017 performance period. The blended multiplier of 102.2% for the 2016 performance period applies to the first one-third of the PRUs. The blended multiplier of 96.6% for the 2017 performance period applies to the second one-third of the PRUs; and the remaining units are reported at target and will be adjusted based on actual revenue and EBITDA performance during the 2018 performance period. Total PRUs credited at the conclusion of 2018 will be adjusted by our performance on TSR as compared to the TSR Peer Group, which will determine the number of shares, if any, released at the end of the three-year performance period.

(10) Represents the number of PRUs granted in fiscal 2017, adjusted for actual achievement during 2017 on the annual metrics of revenue and EBITDA (each of which is equally weighted) with respect to the first one-third portion of the award attributable to 2017 performance. The blended multiplier of 96.6% for the 2017 performance period (as discussed in footnote 7) applies to the first one-third of the PRUs granted for 2017; and the remaining units are reported at target and will be adjusted based on actual revenue and EBITDA performance during the applicable 2018 and 2019 performance periods. Total PRUs credited at the conclusion of 2019 will be adjusted by our performance on TSR as compared to the TSR Peer Group, which will determine the number of shares, if any, released at the end of the three-year performance period.

Option Exercises and Stock Vested in Fiscal Year 2017

The following table sets forth information concerning the value realized by each of our named executive officers upon the exercise of stock option awards and vesting of stock awards during Fiscal Year 2017.

	Option Exercises		Stock Awards	
Name	Number of Shares Acquired on Exercise	Value Realized on Exercise(1)	Number of Shares Acquired on Vesting	Value Realized on Vesting(2)
Thomas T. Edman	--	--	176,507	$2,895,883
Todd B. Schull	--	--	93,443	$1,532,957
Chung Tai Keung, Canice	--	--	93,443	$1,532,957
Douglas L. Soder	6,666	$26,597	93,443	$1,532,957
Brian W. Barber	--	--	19,632	$ 323,319

(1) The value realized equals the difference between the fair market value of our common stock on the date of exercise and the option exercise price, multiplied by the number of shares issued upon exercise of the options.

(2) The value realized equals the fair market value of our common stock on the date of vesting multiplied by the number of shares released on vest date.

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2017 Nonqualified Deferred Compensation Table

Under our nonqualified deferred compensation plan, our named executive officers are permitted to defer up to 100% of annual incentive bonuses received in a particular plan year. Interest on contributions is based on the valuation funds selected by our compensation committee and subsequently chosen by the participant. Funds held under the plan are paid out six months following the separation of any participant from service with our Company. The payout term will be in the form selected by the individual participant, unless the participant s separation from service with our Company is prior to retirement (which is considered under the plan to be on or after attainment of age 62 with at least five years of continuous service with our Company). If separation occurs prior to retirement or the participant s account balance is under $25,000, the payout will be made in the form of a lump sum.

The following table sets forth information concerning our named executive officers contributions, earnings, and balances under our nonqualified deferred compensation plan for the fiscal year 2017. We do not contribute to the deferred compensation plan.

Name	Executive Contributions in Last Fiscal Year[1]	Employer Contributions in Last Fiscal Year	Aggregate Earnings in Last Fiscal Year[2]	Aggregate Withdrawals/ Distributions	Aggregate Balance in Last Fiscal Year End
Thomas T. Edman	$374,348	--	$ 179,732	--	$ 1,486,191
Todd B. Schull	$323,170	--	$ 212,331	--	$ 1,391,198
Chung Tai Keung, Canice	--	--	--	--	--
Douglas L. Soder	$260,353	--	$ 207,625	--	$ 1,136,439
Brian W. Barber	$362,539	--	$ 17,275	--	$ 379,814

(1) Reflects amounts of the Non-Equity Incentive Compensation reported in the Summary Compensation Table for Fiscal Year 2016, but were deferred in fiscal year 2017.

(2) We do not provide above-market or preferential earnings on contributions to our nonqualified deferred compensation plan, so these amounts were not reported in the Fiscal Year 2017 Summary Compensation Table.

Potential Payments upon Change in Control or Termination

Change in Control

We have entered into Executive Change in Control Severance Agreements (each, a Severance Agreement) with Messrs. Edman, Schull, Chung, Barber and Soder. Each Severance Agreement provides that, in the event the executive s employment is terminated by (1) our Company without cause during a pending change in control or within 12 months following a change in control, or (2) by the executive for good reason within 12 months following a change in control, the executive will be entitled to receive a lump sum in cash equal to two times the sum of (a) the executive s annual base salary and (b) the amount of the executive s annual target bonus for the fiscal year during which the executive is terminated assuming the achievement of 100% of the performance target levels associated with such annual target bonus. In addition, the unvested portions of all of such executive s time-vested RSUs then outstanding would immediately vest, in full, as of the date of termination. The Severance Agreements also provide for a twelve-month non-solicitation covenant and customary confidentiality obligations. The change in control severance payments and accelerated vesting of equity awards are intended to provide a level of transition assistance in the event of an involuntary termination of employment and to keep our executives focused on our business rather than their personal circumstances. Our compensation committee believes these provisions are fair and reasonable based on its understanding of market practices among industry competitors and within the broader environment of technology companies and similarly sized businesses. We believe that it is appropriate to require a termination of employment within one year following a change in control before full vesting is accelerated and the cash severance amounts become payable. We presume that such a termination would likely be due to the change in control and not the employee s performance. For executives not terminated within one year of a change in control, the executives

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would continue to vest in their awards as they contribute to the success of the surviving company. We also believe these severance benefits are an essential element of our compensation package for executive officers and assist us in recruiting and retaining talented individuals. In addition, we believe that it is more equitable to offer severance benefits based on a standard formula determined as a multiple of base pay and incentive bonus opportunity because severance often serves as a bridge when employment is involuntarily terminated, and should therefore not be affected by other, longer-term compensation arrangements. As a result, and consistent with the practice of most of our peer companies, other compensation decisions are not generally based on the existence of these change in control severance protections.

Termination

In the event the executive is terminated without cause by the Company or the executive leaves for good reasons as defined in the RSU agreement, within 12 months after a change in control of the Company, then the unvested RSUs will fully vest. In the event of a termination without cause and if such recipient satisfies certain conditions for early retirement (as such term is defined in the form of RSU Award Agreement) for the acceleration of vesting of a number of RSUs equal to the product obtained by multiplying the number of unvested RSUs that would vest in the 12 month period commencing on the date of grant, or if later occurring, the most recent anniversary of the date of grant, by a fraction, the numerator of which is the number of whole months since the date of grant, or if later occurring, the most recent anniversary of the date of grant, and the denominator of which is 12 months, rounded down to the nearest whole share.

In the event of a termination without cause as defined in the PRU Agreement, the PRUs the recipient would have been eligible to receive, the greater of: (i) the target amount of shares subject to the PRU Award, or (ii) in the event of a change in control the calculation of the PRU that would have been granted if the financial results and TSR results were measured as such results were at the time of the Change of Control on a pro-forma basis, prorated for the amount of the performance period elapsed plus the remainder of the target amount of shares that would have vested.

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The following tables set forth certain information regarding potential payments and other benefits that would be payable to each of our named executive officers upon a change in control of our Company and/or upon a termination (including for reasons of death, disability or retirement) of our named executive officer s employment. The tables below assume that the termination or change in control event took place on January 1, 2018.

Name	Executive Benefits[1]	Termination Without Cause	Change in Control (No Termination) [2]	Termination Without Cause Pending a Change in Control[2]	Termination Without Cause or for Good Reason, each Within 12 Months Following a Change in Control[2]
Thomas T. Edman	Accelerated RSUs[3]	$ --	$ 285,304	$ 1,516,762	$ 1,516,762
	Accelerated PRUs[3]	$ --	$ --	$ --	$ 5,696,593
	Severance[4]	$ --	$ --	$ 2,720,000	$ 2,720,000
Todd B. Schull	Accelerated RSUs[3]	$ --	$ 230,443	$ 1,109,906	$ 1,109,906
	Accelerated PRUs[3]	$ --	$ --	$ --	$ 2,218,856
	Severance[4]	$ --	$ --	$ 1,575,000	$ 1,575,000
Chung Tai Keung, Canice	Accelerated RSUs[3]	$ 466,386	$ 230,443	$ 1,080,102	$ 1,080,102
	Accelerated PRUs[3]	$ --	$ --	$ --	$ 1,277,732
	Severance[4]	$ --	$ --	$ 2,632,000	$ 2,632,000

Douglas L. Soder	Accelerated RSUs[3]	$	--	$	230,443	$	1,109,906	$	1,109,906
	Accelerated PRUs[3]	$	--	$	--	$	--	$	2,218,856
	Severance[4]	$	--	$	--	$	1,610,000	$	1,610,000
Brian W. Barber	Accelerated RSUs[3]	$	322,379	$	59,828	$	939,291	$	939,291
	Accelerated PRUs[3]	$	--	$	--	$	--	$	1,373,899
	Severance[4]	$	--	$	--	$	1,400,000	$	1,400,000

(1) Amounts represented in the table do not include stock option awards, restricted stock units or performance-based restricted units that are fully vested, earned salary, and accrued vacation, as those items are earned and due to the named executive officer regardless of such termination or change in control events. It also does not include amounts payable under life insurance coverage, our accidental death and dismemberment coverage, or our business travel accident coverage, which are programs available to all of our full-time employees. The amounts listed assume that the termination or change in control event took place on January 1, 2018.

(2) Assumes that the RSUs and PRUs are assumed by the acquiring entity in connection with the change in control.

(3) The amount listed for accelerated RSUs and PRUs is based on the closing price of our common stock on January 1, 2018.

(4) The amount listed is calculated with the formula described above using an annual target bonus of 100% of base salary for Mr. Edman and 75% of base salary for each of Messrs. Schull, Chung, Soder and Barber, for fiscal year 2017, which represents the percentage of base salary payable as a bonus upon achievement of 100% of the performance target levels associated with such annual target bonus, as set forth in the Severance Agreements.

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CEO Pay Ratio

In determining the CEO pay ratio for the Company, it is important to note that the Company has 29,023 total employees around the world, 23,429 of such employees reside in the People s Republic of China with pay that is generally lower than the pay of our North American based employees.

China v. Worldwide Employees

As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the total annual compensation of our median employee and the total annual compensation of our president and CEO for 2017:

- The total annual compensation of the employee identified at median of our company (other than our CEO), was $9,909 using the definition of total annual compensation in accordance with Item 402(c)(2)(viii) under the Securities Act of 1933.
- The total annual compensation of our CEO was calculated to be $2,615,703, using the same definition of total annual compensation described above, as disclosed in the Summary Compensation Table on page 43.
- The ratio of the annual total compensation of our president and CEO to the total annual compensation of our median employee was estimated to be 264 to 1.

We used the following methodology and the material assumptions, adjustments, and estimates to identify the median employee and determine our median employee s total annual compensation:

- We included all of our full-time, part-time, seasonal and temporary workers employed on October 1, 2017 (which is within the last three months of 2017) to determine our employee population. This allowed us sufficient time to identify the median employee given the global scope of our operations.
- To identify the median employee, we used a consistently applied compensation measure consisting of base salary and other guaranteed pay through October 1, 2017, estimated annual overtime and allowances, and target annual incentives. We believe these pay components reasonably reflect the annual compensation of our employees.

Based on these assumptions, we identified our median employee as a full-time employee located in Shanghai, China.

The pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules. The SEC rules for identifying the median employee, and calculating the pay ratio based on that employee s annual total compensation, allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices. As such, the pay ratio reported by other companies may not be comparable, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

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EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information with respect to our common stock that may be issued upon the exercise of stock options, warrants, and rights under our 2000 Equity Compensation Plan, our 2006 Incentive Compensation Plan, and our TTM Technologies, Inc. 2014 Plan as of January 1, 2018.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights[1]	(b) Weighted Average Exercise Price of Outstanding Options, Warrants, and Rights[2]	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved by Stockholders	4,086,409	$10.98	5,866,938
Equity Compensation Plans Not Approved by Stockholders	--	--	--
Total	4,086,409	$10.98	5,866,938

(1) Includes 4,006,409 RSUs and PRUs.
(2) The weighted average exercise price does not take into account the 4,006,409 RSUs and PRUs.

PROPOSAL TWO ADVISORY VOTE APPROVING

NAMED EXECUTIVE OFFICER COMPENSATION

As required by SEC rules, we are asking our stockholders to provide an advisory, non-binding vote to approve the compensation of our named executive officers. This proposal, commonly known as a Say-on-Pay proposal, gives our stockholders the opportunity to express their views on the compensation of our named executive officers by voting on the non-binding resolution below.

As described in detail in the Compensation Discussion and Analysis section of this proxy statement, our executive compensation program, which is established by our compensation committee and board of directors, is intended to attract, motivate, and retain executives and key employees and reward the creation of stockholder value. We seek to provide executive compensation packages that are competitive with other similarly situated companies in our industry and reward the achievement of short-term and long-term performance goals.

We are asking our stockholders to indicate their support for our named executive officer compensation. We believe that the information we have provided in this proxy statement demonstrates that our executive compensation program was designed appropriately and is working to ensure that management s interests are aligned with our stockholders interests to support long-term value creation.

At our 2017 annual meeting, our stockholders overwhelmingly approved, on an advisory basis, the compensation of our executive officers described in our 2017 proxy statement. Approximately 98.9% of the votes cast on the matter were voted For such advisory say-on-pay approval. Based in part on the overwhelming approval of the compensation paid to our executives for 2016, the Company continued its compensation structure for its executives for 2017.

Stockholders are urged to read the Compensation Discussion and Analysis section of this proxy statement and the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) in this proxy statement, which discusses how our compensation policies and procedures implement our compensation philosophy. Our compensation committee and board of directors believe that these policies and procedures are effective in implementing our compensation philosophy and in achieving its goals.

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Our board of directors believes that the compensation of our named executive officers is appropriate and recommends a vote FOR the following advisory resolution, which will be submitted for a stockholder vote at the annual meeting:

RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the Company s named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables, narrative discussion and related matters.

You may vote for or against the foregoing resolution, or you may abstain. 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 procedures described in this proxy statement.

While the advisory vote is non-binding, the compensation committee and our board of directors will review the results of the vote and take the concerns of our stockholders into account in future determinations concerning our executive compensation program. Our board of directors therefore recommends that you indicate your support for the compensation policies and procedures for our named executive officers, as outlined in the above resolution.

PROPOSAL THREE

RATIFICATION OF APPOINTMENT OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Current independent registered public accounting firm

We have appointed KPMG LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2018 and recommend that stockholders vote in favor of the ratification of such appointment. In the event of a negative vote on such ratification, our board of directors will reconsider its selection. We anticipate that representatives of KPMG LLP will attend the annual meeting, will have the opportunity to make a statement if they desire, and will be available to respond to appropriate questions.

Audit Fees

The following is a summary of fees, all of which were approved by our audit committee, for audit and other professional services performed by KPMG LLP during the fiscal years ended January 1, 2018 and January 2, 2017:

	2017	2016
Audit fees	$ 3,995,000	$ 3,692,000
Audit-related fees	$ --	$ --
Tax fees	$ 819,000	$ 148,000
All other fees	$ 67,000	$ --
Total	$ 4,881,000	$ 3,840,000

Audit fees include fees paid for the audits of our annual financial statements and of internal control over financial reporting included in the Form 10-K, selected statutory audits, and reviews of financial statements included in Form 10-Q.

Tax fees includes fees paid for assistance provided with respect to tax matters associated with research and development, transfer price studies and federal and state returns.

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All other fees includes fees paid for the preliminary review of our implementation of enterprise resource planning system.

Pre-Approval Policy for Independent Registered Public Accounting Firm s Fees

In 2003, our audit committee adopted a formal policy concerning pre-approval of all services to be provided by our independent registered public accounting firm. The policy requires that all proposed services to be provided by our independent registered public accounting firm must be pre-approved by our audit committee before any services are performed. This policy includes all audit, audit-related, tax, and other services that our independent registered public accounting firm may provide to our Company. In evaluating whether to engage our independent registered public accounting firm for non-audit services, our audit committee considers whether the performance of services other than audit services is compatible with maintaining the independence of our independent registered public accounting firm. All of the services provided by KPMG LLP described in the table above were approved by our audit committee pursuant to our audit committee s pre-approval policies.

Our board of directors recommends a vote FOR the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

In the event of a negative stockholder vote on the ratification of KPMG LLP as our independent registered public accounting firm, our audit committee will reconsider its selection.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Our board of directors has appointed an audit committee consisting of three independent directors. All members of our audit committee are able to read and understand fundamental financial statements, including our balance sheet, statement of operations, statement of comprehensive income, and statement of cash flows. Most members of our audit committee have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in each individual s financial sophistication, including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibility. Our board of directors has determined that Mr. Franklin, Ms. England and Dr. Zakheim are independent directors, as defined by NASDAQ Marketplace Rule 5605(a)(2), and that Mr. Franklin and Dr. Zakheim both qualify as audit committee financial experts.

The primary responsibility of our audit committee is to assist our board of directors in fulfilling its responsibility to oversee management s conduct of our financial reporting process, including overseeing the financial reports and other financial information provided by us to governmental or regulatory bodies (such as the SEC), the public, and other users thereof; our systems of internal accounting and financial controls; and the annual independent audit of our consolidated financial statements.

Management has the responsibility for our consolidated financial statements and the reporting process, including the systems of internal controls. Our independent registered public accounting firm engaged to conduct the audit of our 2017 financial statements, KPMG LLP, was responsible for auditing our consolidated financial statements and expressing an opinion on the conformity of those audited consolidated financial statements with generally accepted accounting principles.

In fulfilling its oversight responsibilities, our audit committee reviewed our consolidated audited financial statements with management and the independent registered public accounting firm. Our audit committee discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 1301,

Communications with Audit Committees. This included a discussion of the independent registered public accounting firm s judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with our audit committee under

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generally accepted auditing standards. In addition, our audit committee received from the independent registered public accounting firm written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm s independence. Our audit committee also discussed with the independent registered public accounting firm their independence from management and our Company, including the matters covered by the written disclosures and letter provided by the independent registered public accounting firm. Our audit committee has concluded that KPMG LLP is independent from our Company and management.

Our audit committee discussed with the independent registered public accounting firm the overall scope and plans for its audits. Our audit committee met with the independent registered public accounting firm, with and without management present, to discuss the results of its audit, the internal controls of our Company, and the overall quality of our financial reporting. Our audit committee held four meetings during the fiscal year ended January 1, 2018.

Based on the reviews and discussions referred to above, our audit committee recommended to our board of directors, and our board of directors approved, that our audited consolidated financial statements be included in the Annual Report on Form 10-K for the fiscal year ended January 1, 2018 for filing with the SEC.

Our board of directors has adopted a written charter for our audit committee that reflects, among other things, requirements of the Sarbanes-Oxley Act of 2002, rules adopted by the SEC, and rules of NASDAQ.

This report has been furnished by our audit committee to our board of directors.

Philip G. Franklin, Chairman

Julie S. England

Dov S. Zakheim

Dated January 30, 2018

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Except as set forth below, during the fiscal year ended January 1, 2018, there were no transactions or series of similar transactions to which we were or are a party that involved an amount exceeding $120,000 and in which any of our directors, executive officers, nominees for director, holders of more than 5% of any class of our voting securities, or any member of the immediate family of any of the foregoing persons, had or will have a direct or indirect material interest.

Certain affiliates of our Chinese subsidiaries engage in transactions with companies that have relationships with certain members of our board of directors, as described below.

Supply Arrangements with Affiliates of Related Parties

From time to time certain of our Chinese subsidiaries purchase laminate and prepreg from Suzhou Shengyi Sci Tech Co., Ltd. (SSST), Shengyi Technology Co., Ltd. (Sytech). Approximately 15.8% of Sytech is owned indirectly by Top Mix Investments Limited, a company controlled by Mr. Tang Hsiang Chien, the father of our director, Mr. Tang Chung Yen, Tom. SSST is 75% owned by Sytech and 25% owned indirectly by Top Mix Investments Limited. We had total purchases from SSST and Sytech of $52.0 million in 2017.

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On June 17, 2013, we completed the sale of our 70.2% controlling equity interest in Dongguan Shengyi Electronics Ltd. (SYE) to its non-controlling partner, Sytech. We continue to sell PCBs to SYE. Sales to SYE for the fiscal year ended January 1, 2018 were less than $0.1 million. SYE will continue to be a related party, as Su Sih (BVI) Limited, one of our significant stockholders, holds an equity interest in the parent company of SYE.

ELECTRONIC AVAILABILITY OF PROXY STATEMENT AND 2017 ANNUAL REPORT

As permitted by SEC rules, we are making this proxy statement and our annual report on Form 10-K for 2017 available to stockholders electronically via the Internet on our website at *www.ttm.com/stockholdersmeeting*. On or about March 29, 2018, we began mailing to our stockholders a notice containing instructions on how to access this proxy statement and our annual report and how to vote online. If you received that notice, you will not receive a printed copy of the proxy materials unless you request it by following the instructions for requesting such materials contained on the notice or set forth in the following paragraph.

If you received a paper copy of this proxy statement by mail and you wish to receive a notice of availability of next year s proxy statement either in paper form or electronically via e-mail, you can elect to receive a paper notice of availability by mail or an e-mail that will provide a link to these documents on our website. By opting to receive the notice of availability and accessing your proxy materials online, you will save our Company the cost of printing and mailing documents to you, reduce the amount of mail you receive, speed your ability to access the proxy materials and our annual report, and help preserve environmental resources. We encourage you to sign up for electronic proxy and annual report access or a paper notice of availability for future annual meetings. Stockholders may elect to receive electronic access or a paper notice by registering electronically on our website at *www.ttm.com/stockholdersmeeting*. If you received electronic or paper notice of availability of these proxy materials and wish to receive paper delivery of a full set of future proxy materials, you may do so at the same location.

Our annual report on Form 10-K for 2017, available on our website at *www.ttm.com*, contains financial and other information about our Company, but is not incorporated into this proxy statement and is not to be considered a part of these proxy soliciting materials or subject to Regulations 14A or 14C or to the liabilities of Section 18 of the Exchange Act. The information contained in the Compensation Committee Report and Report of the Audit Committee of the Board of Directors shall not be deemed filed with the SEC or subject to Regulations 14A or 14C or to the liabilities of Section 18 of the Exchange Act. If a stockholder received a paper copy of our annual report and does not wish to access our annual report through our website but rather requires an additional paper copy of our annual report on form 10-K, we will provide one, without charge, on the written request of any such stockholder addressed to our corporate secretary at 1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626.

STOCKHOLDER PROPOSALS FOR OUR 2019 ANNUAL MEETING

If any stockholder intends to present a proposal to be considered for inclusion in our proxy material for the 2019 annual meeting of stockholders, the proposal must comply with the requirements of Rule 14a-8 of Regulation 14A of the Exchange Act and must be submitted in writing by notice delivered to our corporate secretary at 1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626. Any such proposal must be received at least 120 days before the anniversary of the prior year s proxy statement (by December 10, 2018), unless the date of our 2018 annual meeting is changed by more than 30 days from May 9, 2018, in which case, the proposal must be received a reasonable time before we begin to print and mail our proxy materials.

In addition, our bylaws establish certain requirements for proposals a stockholder wishes to make from the floor of the 2019 annual meeting of stockholders. If the proposal is for a matter other than the nomination of a director for election at the meeting, the proposal must be written and delivered to our corporate secretary at the address set forth above not

less than 90 days (by February 8, 2019) nor more than 120 days (January 9,

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2019) prior to the first anniversary of the preceding year s annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or after such anniversary date, notice by the stockholder must be so delivered not earlier than 120 days prior to such annual meeting and not later than the later of (a) 90 days prior to such annual meeting or (b) five days following the day on which public announcement of the date of such meeting is first made by our Company. Our bylaws provide that a stockholder s notice of a proposal of business must set forth certain information relating to the proposed business desired to be brought before the meeting and the proposal itself, and information relating to the stockholder making the proposal.

If the proposal is for the nomination of a director for election at the meeting, the nomination must be delivered to our corporate secretary at the address listed above not less than 90 days (by February 8, 2019) and not more than 120 days (January 9, 2019) prior to the first anniversary of the preceding year s annual meeting; provided, however, that in the event that the date of the 2018 annual meeting is more than 30 days before or after such anniversary date, notice by the stockholder must be so delivered not earlier than 120 days prior to such annual meeting and not later than the later of (a) 90 days prior to such annual meeting or (b) five days following the day on which we make the first public announcement of the date of such meeting. However, in the event that the number of directors to be elected to our board of directors at an annual meeting of stockholders is increased and there is no public announcement by us naming the nominees for the additional directorships at least 100 days prior to the first anniversary of the date of the preceding year s annual meeting, the stockholder s notice will also be considered timely, but only with respect to nominees for the additional directorships, if it is delivered to our corporate secretary at the address listed above not later than five days following the day on which we first make a public announcement of additional directorships. Our bylaws set forth specific information that must be provided to our corporate secretary in connection with the nomination of a director for election at the annual meeting.

OTHER MATTERS

As of the date of this proxy statement, we know of no matter that will be presented for consideration at the annual meeting other than the election of directors and the ratification of our independent registered public accounting firm. If, however, any other matter should properly come before the annual meeting for action by stockholders, the persons named as proxy holders will vote in accordance with the recommendation of the board of directors or, in the absence of such a recommendation, in accordance with the best judgment of the proxy holder.

By Order of the Board of Directors

Costa Mesa, California

March 29, 2018

Daniel J. Weber, Secretary

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ELECTRONIC ACCESS TO FUTURE DOCUMENTS

If you would like to receive future shareholder communications over the Internet exclusively and no longer receive any material by mail please visit http://www.astfinancial.com. Click on Shareholder Account Access to enroll. Please enter your account number and tax identification number to log in, then select **Receive Company Mailings via E-Mail** and provide your e-mail address.

TTM TECHNOLOGIES, INC.

1665 Scenic Avenue, Suite 250

Costa Mesa, CA 92626

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

As an alternative to completing this form, you may enter your vote instruction by Internet at WWW.VOTEPROXY.COM and follow the simple instructions. Use the Company Number and Account Number shown on your proxy card.

The undersigned hereby appoints Daniel J. Weber as proxy, with full power of substitution, to represent and vote as designated on the reverse side, all the shares of Common Stock of TTM Technologies, Inc. held of record by the undersigned on March 12, 2018, at the Annual Meeting of Stockholders to be held at the Company s corporate offices located at 1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626 at 8:30 a.m., local time on May 9, 2018, or any adjournment or postponement thereof.

(Continued and to be signed on the reverse side)

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ANNUAL MEETING OF STOCKHOLDERS OF

TTM TECHNOLOGIES, INC.

May 9, 2018

PROXY VOTING INSTRUCTIONS

INTERNET - Access **www.voteproxy.com** and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

Vote online until 11:59 PM EDT the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

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.

COMPANY NUMBER

ACCOUNT NUMBER

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:

The Notice of Meeting, Proxy Statement, and Annual Report

are available at http://www.ttm.com/stockholdersmeeting

Please detach along perforated line and mail in the envelope provided IF you are not voting via the Internet.

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THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE FOR THE ELECTION OF THE DIRECTOR NOMINEES AND FOR PROPOSALS 2 AND 3.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. To elect Rex D. Geveden, Robert E. Klatell, and John G. Mayer as class III directors.

FOR AGAINST ABSTAIN

NOMINEES:

FOR ALL NOMINEES

Rex D. Geveden

Robert E. Klatell

John G. Mayer

WITHHOLD AUTHORITY

FOR ALL NOMINEES

FOR ALL EXCEPT

(See instructions below)

2. Advisory vote on the compensation of our named executive officers.

3. The ratification of the appointment of KPMG LLP as independent registered public accounting firm for the fiscal year ending December 31, 2018.

THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS INDICATED, WILL BE VOTED FOR THE ELECTION OF THE DIRECTOR NOMINEES AND FOR PROPOSALS 2 AND 3.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here:

To change the address on your account, please check the box at right and 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.

Signature of Stockholder Date: Signature of Stockholder 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.