

Rexnord Corp  
Form DEF 14A  
June 11, 2018  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A INFORMATION**  
**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 under Rule 14a-12

**REXNORD CORPORATION**  
**(Name of registrant as specified in its charter)**

**(Name of person(s) filing proxy statement, if other than the registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
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Fee paid previously with preliminary materials.

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(4) Date Filed:

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**NOTICE OF ANNUAL MEETING**

**OF STOCKHOLDERS**

**on July 26, 2018**

To the Stockholders of Rexnord Corporation:

Rexnord Corporation will hold its annual meeting of stockholders at its corporate offices at 511 W. Freshwater Way, Milwaukee, Wisconsin 53204, on Thursday, July 26, 2018, at 9:00 a.m. Central Time, for the following purposes:

1. To elect three directors to serve for three-year terms expiring in fiscal 2022;
2. To hold an advisory vote to approve the compensation of the Company's named executive officers, as disclosed in "Compensation Discussion and Analysis" and "Executive Compensation" in the proxy statement;
3. To hold an advisory vote related to the frequency of future advisory votes to approve named executive officer compensation;
4. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2019; and

5. To transact such other business as may properly come before the meeting or any adjournment thereof. Rexnord Corporation's stockholders of record at the close of business on May 29, 2018, will be entitled to vote at the meeting or any adjournment of the meeting. On or about June 8, 2018, we expect to mail stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy statement and annual report, as well as vote, online.

We call your attention to the proxy statement accompanying this notice, which contains important information about the matters to be acted upon at the meeting.

By order of the Board of Directors

Patricia M. Whaley

Vice President, General Counsel and Secretary

Milwaukee, Wisconsin

June 11, 2018

**You may vote in person or by using a proxy as follows:**

By internet: Go to [www.voteproxy.com](http://www.voteproxy.com). Have the notice we sent to you in hand when you access the website. You will need the control number from the notice to vote.

By telephone: Call 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from other countries on a touch-tone telephone. Have the notice we sent you in hand when you call. You will need the control number from the notice to vote.

By mail: Please request written materials as provided on page 1 of the proxy statement. Complete, sign and date the proxy card, and return it to the address indicated on the proxy card.

**If you later find that you will be present at the meeting or for any other reason desire to revoke your proxy, you may do so at any time before it is voted.**

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**511 W. Freshwater Way  
Milwaukee, Wisconsin 53204**

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**ANNUAL MEETING OF STOCKHOLDERS**

**JULY 26, 2018**

**COMMONLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING**

**Q: WHEN IS THE PROXY MATERIAL FIRST BEING MADE AVAILABLE TO STOCKHOLDERS?**

**A:** On or about June 11, 2018, Rexnord Corporation ( Rexnord , we or the Company ) expects to mail stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy material over the internet.

**Q: WHY DID I RECEIVE A NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS INSTEAD OF A PRINTED COPY OF THE PROXY MATERIAL?**

**A:** Securities and Exchange Commission ( SEC ) rules permit us to provide access to our proxy material over the internet instead of mailing a printed copy of the proxy material to each stockholder. As a result, we are mailing stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy material, including our proxy statement and annual report, and vote via the internet. Stockholders will not receive printed copies of the proxy material unless requested by following the instructions included on the Notice of Internet Availability of Proxy Materials or as provided below.

**Important Notice Regarding the Availability of Proxy Materials for**

**the Stockholder Meeting to Be Held on July 26, 2018**

**The proxy statement and annual report to security holders are available at**

**<http://www.astproxyportal.com/ast/17558>**

**Q: HOW CAN STOCKHOLDERS REQUEST PAPER COPIES OF THE PROXY MATERIAL?**

**A:** Stockholders may request that paper copies of the proxy material, including an annual report, proxy statement and proxy card, be sent to them without charge as follows:

By internet: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

By e-mail: [info@astfinancial.com](mailto:info@astfinancial.com)

By telephone: 888-Proxy-NA (888-776-9962) in the United States or 718-921-8562 from other countries

When you make your request, please have available your personal control number contained in the notice we mailed to you. To assure timely delivery of the proxy material before the annual meeting, please make your request no later than July 12, 2018.



**Q:** WHAT AM I VOTING ON?

**A:** At the annual meeting you will be voting on four proposals:

1. The election of three directors to serve for three-year terms expiring in fiscal 2022. This year's board nominees are:

Todd A. Adams

Theodore D. Crandall

Robin A. Walker-Lee

2. An advisory proposal to approve the compensation of the Company's named executive officers, as disclosed in "Compensation Discussion and Analysis" and "Executive Compensation" herein.

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3. An advisory proposal related to the frequency of future advisory votes to approve the compensation of the Company's named executive officers.
4. A proposal to ratify the selection of Ernst & Young LLP ( E&Y ) as the Company's independent registered public accounting firm for fiscal 2019.

**Q: WHAT ARE THE BOARD'S VOTING RECOMMENDATIONS?**

**A:** The board of directors is soliciting this proxy and recommends the following votes:

1. **FOR** each of the board's nominees for election as director.
2. **FOR** approval of the compensation of the Company's named executive officers.
3. **1 YEAR** as the frequency for future advisory votes to approve named executive officer compensation.
4. **FOR** the ratification of the selection of E&Y as the Company's independent registered public accounting firm for fiscal 2019.

**Q: WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL?**

**A:** To conduct the annual meeting, a majority of the shares entitled to vote must be present in person or by duly authorized proxy. This is referred to as a quorum. Abstentions and shares that are the subject of broker non-votes will be counted for the purpose of determining whether a quorum exists; shares represented at a meeting for any purpose are counted in the quorum for all matters to be considered at the meeting. All of the voting requirements below assume that a quorum is present.

Directors are elected by a plurality of the votes cast in person or by proxy at the meeting, and entitled to vote on the election of directors. Plurality means that the individuals who receive the highest number of votes are elected as directors, up to the number of directors to be chosen at the meeting. Any votes attempted to be cast against a candidate are not given legal effect and are not counted as votes cast in the election of directors. Therefore, any shares that are not voted, whether by withheld authority, broker non-vote or otherwise, have no effect in the election of directors except to the extent that the failure to vote for any individual results in another individual receiving a relatively larger number of votes. Our bylaws provide that if any nominee does not receive, in an uncontested election, a majority of the votes cast for his or her election as a director, such individual must submit, promptly following such vote, an irrevocable resignation from the board that is contingent upon acceptance of such resignation by the board.

Assuming a quorum is present, the results of the advisory vote to approve the compensation of the Company's named executive officers will be determined by a majority of shares voting on such matter. Abstentions and broker non-votes will not affect this vote, except insofar as they reduce the number of shares that are voted.

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To determine the results of the advisory vote related to the frequency of future advisory votes to approve named executive officer compensation, the frequency receiving the greatest number of votes, whether every year, every two years or every three years, will be considered the frequency approved by stockholders. Abstentions and broker non-votes do not constitute votes for any particular frequency and will have no effect on the outcome of this advisory vote.

The two advisory votes discussed above are not binding on the Company. However, the Compensation Committee, the board and the Company review the voting results carefully and take them into consideration when evaluating and making future decisions regarding executive compensation and the frequency of future advisory votes to approve executive compensation.

An affirmative vote of a majority of the shares represented at the meeting and entitled to vote thereon is required for the ratification of the selection of E&Y as the Company's independent registered public accounting firm for

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fiscal 2019. Consequently, abstentions will act as votes against this proposal. Since brokers have discretionary authority to vote on this proposal, we do not anticipate any broker non-votes with regard to this matter.

**Q: WHAT IF I DO NOT VOTE?**

**A:** The effect of not voting will depend on how your share ownership is registered. If you own shares as a registered holder and you do not vote, then your unvoted shares will not be represented at the meeting and will not count toward the quorum requirement. If a quorum is obtained, then your unvoted shares will not affect whether a proposal is approved or rejected.

If you are a stockholder whose shares are not registered in your name and you do not vote, then your bank, broker or other holder of record may still represent your shares at the meeting for purposes of obtaining a quorum. In the absence of your voting instructions, your bank, broker or other holder of record may not be able to vote your shares in its discretion depending on the proposal before the meeting. Your broker may not vote your shares in its discretion in the election of directors; therefore, you must vote your shares if you want them to be counted in the election of directors. Your broker is also not permitted to vote your shares in its discretion on matters related to executive compensation. However, your broker may vote your shares in its discretion on routine matters such as the ratification of the Company's independent registered public accounting firm.

**Q: WHO MAY VOTE?**

**A:** You may vote at the annual meeting if you were a stockholder of record as of the close of business on May 29, 2018, which is the Record Date. Each outstanding share of common stock is entitled to one vote on each matter presented. As of the Record Date, Rexnord had 104,330,513 shares of common stock outstanding. Any stockholder entitled to vote may vote either in person or by duly authorized proxy.

**Q: HOW DO I VOTE?**

**A:** You may vote either in person at the annual meeting or in advance of the meeting by authorizing by internet, telephone or mail the persons named as proxies on the proxy card, Todd A. Adams, Mark W. Peterson and Patricia M. Whaley, to vote your shares in accordance with your directions. We recommend that you vote as soon as possible, even if you are planning to attend the annual meeting, so that the vote count will not be delayed.

We encourage you to vote via the internet, as it is the most cost-effective method available. If you choose to vote your shares via the internet or by telephone, there is no need for you to request or mail back a proxy card.

By internet: A stockholder of record may go to [www.voteproxy.com](http://www.voteproxy.com). Have the notice we sent to you in hand when you access the website. You will need the control number from the notice to vote.

By telephone: Call 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from other countries on a touch-tone telephone. Have the notice we sent you in hand when you call. You will need the control number from the notice to vote.

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By mail: Please request written materials as provided on page 1 of the proxy statement. Complete, sign and date the proxy card, and return it to the address indicated on the proxy card.

If your shares are not registered in your name (for example, held through your broker or bank), then you vote by giving instructions to the firm that holds your shares rather than using any of the methods discussed above. Please check the voting form from the firm that holds your shares to see if it offers internet or telephone voting procedures.

**Q:** WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE REQUEST TO VOTE?

**A:** It means your shares are held in more than one account. You should vote the shares on all of your proxy cards. You may help us reduce costs by consolidating your accounts so that you receive only one set of proxy

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material in the future. To consolidate your accounts, please contact our transfer agent, AST Financial ( AST ), toll-free at 1-800-937-5449.

**Q: WHAT IF I OWN SHARES AS PART OF REXNORD S 401(k) PLAN?**

**A:** Stockholders who own shares as part of Rexnord s 401(k) Plan (the 401(k) Plan ) will receive a separate means for voting the shares held in each account. Shares held by the 401(k) Plan for which participant designations are received will be voted in accordance with those designations; those shares for which designations are not received will be voted proportionally based on the shares for which voting directions have been received from participants in the 401(k) Plan.

**Q: WHO WILL COUNT THE VOTE?**

**A:** AST, our transfer agent, will use an automated system to tabulate the votes. Officers or employees of the Company will serve as the inspector(s) of election.

**Q: WHO MAY ATTEND THE ANNUAL MEETING?**

**A:** Only stockholders of record as of the close of business on May 29, 2018, or their proxy holders or the underlying beneficial owners, may attend the annual meeting. However, seating is limited and will be on a first arrival basis.

To attend the annual meeting, please follow these instructions:

Bring proof of ownership of Rexnord common stock and a form of photo identification; or

If a broker or other nominee holds your shares, bring proof of ownership of Rexnord common stock through such broker or nominee (or a proxy received from such holder) and a form of photo identification.

**Q: CAN I CHANGE MY VOTE AFTER I RETURN OR SUBMIT MY PROXY?**

**A:** Yes. Even after you have submitted your proxy, you can revoke your proxy or change your vote at any time before the proxy is exercised by appointing a new proxy or by providing written notice to the Corporate Secretary or acting secretary of the meeting and by voting in person at the meeting. Presence at the annual meeting of a stockholder who has appointed a proxy does not in itself revoke a proxy.

If a broker, bank or other nominee holds your shares and you wish to change your proxy prior to the voting thereof, please contact the broker, bank or other nominee to determine whether, and if so how, such proxy can be revoked.

**Q: MAY I VOTE AT THE ANNUAL MEETING?**

**A:** If you vote through the internet or by telephone, or complete a proxy card, then you may still vote in person at the annual meeting. To vote at the meeting, please give written notice that you would like to revoke your original proxy to the Corporate Secretary or acting secretary of the meeting.

If a broker, bank or other nominee holds your shares and you wish to vote in person at the annual meeting you must obtain a proxy issued in your name from the broker, bank or other nominee; otherwise you will not be permitted to vote in person at the annual meeting.

**Q: WHO IS MAKING THIS SOLICITATION?**

**A:** This solicitation is being made on behalf of Rexnord by its board of directors. Rexnord will pay the expenses in connection with the solicitation of proxies. Upon request, Rexnord will reimburse brokers, dealers, banks and voting trustees, or their nominees, for reasonable expenses incurred in forwarding copies of the proxy

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material and annual report to the beneficial owners of shares which such persons hold of record. Rexnord will solicit proxies by mailing a Notice of Internet Availability of Proxy Materials to all stockholders; paper copies of the proxy material will be sent upon request as provided above as well as in the Notice of Internet Availability of Proxy Materials. Proxies may be solicited in person, or by telephone, e-mail or fax, by officers and regular employees of Rexnord who will not be separately compensated for those services. Rexnord has retained MacKenzie Partners, Inc. to assist in the solicitation of proxies and to provide informational support and analysis for up to \$13,000 plus expenses.

**Q: WHEN ARE STOCKHOLDER PROPOSALS AND STOCKHOLDER NOMINATIONS DUE FOR THE FISCAL 2020 ANNUAL MEETING?**

**A:** We expect to hold our fiscal 2020 annual meeting of stockholders on July 25, 2019. Under Rule 14a-8 under the Securities Exchange Act of 1934 (the Securities Exchange Act), the Corporate Secretary must receive a stockholder proposal no later than February 11, 2019, in order for the proposal to be considered for inclusion in our proxy material for the fiscal 2020 annual meeting. To otherwise bring a proposal or nomination before the fiscal 2020 annual meeting, you must comply with our bylaws. Currently, our bylaws require written notice to the Corporate Secretary between February 26, 2019, and March 28, 2019. The purpose of this requirement is to assure adequate notice of, and information regarding, any such matter as to which stockholder action may be sought. If we receive your notice before February 26, 2019, or after March 28, 2019, then your proposal or nomination will be untimely. In addition, your proposal or nomination must comply with the procedural provisions of our bylaws. If you do not comply with these procedural provisions, your proposal or nomination can be excluded. Should the board nevertheless choose to present your proposal, the named proxies will be able to vote on the proposal using their best judgment.

**Q: WHAT IS THE ADDRESS OF THE CORPORATE SECRETARY?**

**A:** The address of the Corporate Secretary is:

Rexnord Corporation

Attn: Patricia M. Whaley

511 W. Freshwater Way

Milwaukee, Wisconsin 53204

**Q: WILL THERE BE OTHER MATTERS TO VOTE ON AT THIS ANNUAL MEETING?**

**A:** We are not aware of any other matters that you will be asked to vote on at the annual meeting. Other matters may be voted on if they are properly brought before the annual meeting in accordance with our bylaws. If other matters are properly brought before the annual meeting, then the named proxies will vote the proxies they hold in their discretion on such matters.

For matters to be properly brought before the annual meeting, we must have received written notice, together with specified information, by March 28, 2018. We did not receive notice of any matters by the deadline for this year's annual meeting.





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**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL  
OWNERS AND MANAGEMENT**

The following table provides certain information regarding the beneficial ownership of our outstanding common stock as of the Record Date for:

each person or group known to us to be the beneficial owner of more than 5% of our common stock;

each of our executive officers named in the Summary Compensation Table herein;

each of our current directors and our director nominees; and

all of our current directors and executive officers as a group.

Beneficial ownership of shares is determined under the rules of the Securities and Exchange Commission ( SEC ) and generally includes any shares over which a person exercises sole or shared voting or investment power. Except as indicated by footnote, and subject to applicable community or marital property laws, each person identified in the table possesses sole voting and investment power with respect to all shares of common stock held by them. Shares of common stock subject to options currently exercisable or exercisable within 60 days of the Record Date, or restricted stock units that vest within that time frame, are deemed outstanding for the purpose of calculating the percentage of outstanding shares of the person holding these securities, but are not deemed outstanding for the purpose of calculating the percentage of outstanding shares owned by any other person.

Name of Beneficial Owner		Shares Beneficially Owned (1)	Percentage of Shares Outstanding
Janus Henderson Group plc	(2)	15,051,297	14.4%
BlackRock, Inc.	(3)	10,695,900	10.3%
The Vanguard Group.	(4)	8,604,544	8.2%
Todd A. Adams	(5)	2,800,562	2.6%
Mark S. Bartlett		50,677	*
Thomas D. Christopoul		48,373	*
Theodore D. Crandall		15,602	*
Paul W. Jones		75,148	*
David C. Longren	(6)	22,689	*
George C. Moore		52,188	*
Mark W. Peterson		497,074	*
George J. Powers		139,890	*
Matthew J. Stillings		33,604	*
John M. Stropki	(7)	32,550	*

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John S. Stroup	79,036	*
Robin A. Walker-Lee	17,213	*
Kevin J. Zaba	207,681	*
Current directors and executive officers as a group (19 persons)	4,914,215	4.5%

\* Indicates less than one percent

(1) Amounts include shares subject to stock options that are currently exercisable or are exercisable within 60 days of the Record Date as follows: Mr. Adams (2,627,864), Mr. Bartlett (33,040), Mr. Christopoul (21,977), Mr. Jones (11,003), Mr. Moore (11,043), Mr. Peterson (481,803), Mr. Powers (137,134), Mr. Stillings (13,375), Mr. Stropki (9,409), Mr. Stroup (33,040), Mr. Zaba (204,741), and all current directors and executive officers as a group (4,333,275).

Amounts also include shares subject to restricted stock units that are currently vested, but are subject to deferred settlement, and those that vest within 60 days of the Record Date as follows: Mr. Bartlett (14,145), Mr. Christopoul (14,145), Mr. Crandall (14,145), Mr. Jones (14,145), Mr. Longren (14,145), Mr. Moore

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(14,145), Mr. Stropki (14,145), Mr. Stroup (14,145), Ms. Walker-Lee (15,167), and all current directors and executive officers as a group (128,327).

- (2) Janus Henderson Group plc ( Janus ) filed a Schedule 13G/A, dated February 9, 2018, reporting both shared voting power and shared dispositive power as to 15,051,297 shares of common stock as of December 31, 2017. Janus, a parent holding company, filed the report on behalf of Janus Capital Management LLC, INTECH Investment Management, Perkins Investment Management LLC, Geneva Capital Management LLC, Henderson Global Investors Limited, Janus Henderson Investors Australia, Institutional Funds Management Limited and Henderson Global Investors North America Inc., each of which is a registered investment adviser. The address of Janus is 151 Detroit Street, Denver, CO 80206.
- (3) BlackRock, Inc. ( BlackRock ) filed a Schedule 13G/A, dated March 5, 2018, reporting sole voting power as to 10,279,456 shares of common stock, shared dispositive power as to 900 shares and sole dispositive power as to 10,696,098 shares as of February 28, 2018. BlackRock filed the report as a parent holding company on behalf of itself and the following subsidiaries: BlackRock International Limited, BlackRock Advisors, LLC, BlackRock (Netherlands) B.V., BlackRock Institutional Trust Company, National Association, BlackRock Asset Management Ireland Limited, BlackRock Financial Management, Inc., BlackRock Japan Co., Ltd., BlackRock Asset Management Schweiz AG, BlackRock Investment Management, LLC, BlackRock Investment Management (UK) Limited, BlackRock Asset Management Canada Limited, BlackRock (Luxembourg) S.A., BlackRock Investment Management (Australia) Limited, BlackRock Advisors (UK) Limited and BlackRock Fund Advisors. The address of BlackRock is 55 East 52nd Street, New York, NY 10055.
- (4) The Vanguard Group ( Vanguard ) filed a Schedule 13G/A, dated February 7, 2018, reporting sole voting power as to 113,852 shares of common stock, shared voting power as to 12,882 shares, sole dispositive power as to 8,486,149 shares and shared dispositive power as to 118,395 shares as of December 31, 2017. Vanguard, an investment adviser, filed the report on behalf of itself and its wholly-owned subsidiaries, Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd. The address of Vanguard is 100 Vanguard Boulevard, Malvern, PA 19355.
- (5) Includes 1,200 shares held in an individual retirement account, but excludes 33,745 shares held in trusts for the benefit of Mr. Adams' children as to which Mr. Adams does not have voting or dispositive power and therefore disclaims beneficial ownership.
- (6) Includes 5,955 shares of common stock issuable upon the conversion of 3,000 depositary shares, representing interests in the Company's 5.75% Series A Mandatory Convertible Preferred Stock, at the stated minimum exchange rate.
- (7) Includes 5,504 shares held by Mr. Stropki's spouse.

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**PROPOSAL 1: ELECTION OF DIRECTORS**

**Nominees for Election at this Meeting**

Our bylaws provide that the number of directors shall be not less than eight or more than 15, with the number to be set by the board from time to time. The board is currently composed of 10 directors. The board sets its size so that the board will possess, in the aggregate, the strategic, managerial and financial skills and experience necessary to fulfill its duties and to achieve its objectives as well as to maintain a sufficient number of independent directors.

Our board of directors is divided into three classes. The members of each class serve staggered, three-year terms. Upon the expiration of the term of a class of directors, directors in that class are elected for three-year terms at the annual meeting of stockholders in the year in which their term expires. Any additional directorships resulting from an increase in the number of directors are distributed among the three classes so that, as nearly as possible, each class consists of one-third of our directors. At each annual meeting, our stockholders elect the successors to one class of our directors. Our executive officers and key employees serve at the discretion of our board of directors. Directors may be removed for cause by the affirmative vote of the holders of a majority of our common stock.

Directors are elected by a plurality of votes cast in person or by proxy at the meeting, and entitled to vote on the election of directors. Our bylaws provide that if any nominee does not receive, in an uncontested election, a majority of the votes cast for his or her election as a director, such individual must submit, promptly following such vote, an irrevocable resignation from the board that is contingent upon acceptance of such resignation by the board.

This year's board nominees for election for terms expiring at the fiscal 2022 annual meeting are Todd A. Adams, Theodore D. Crandall, and Robin A. Walker-Lee.

It is our policy that the board of directors should reflect a broad diversity of backgrounds, experience, perspectives and talents. When the Nominating and Corporate Governance Committee of the board determines which directors to nominate for election at any meeting of stockholders, or appoints a new director between meetings, it reviews our director selection criteria and seeks to choose individuals who bring a variety of expertise to the board within these criteria. For further information about the criteria used to evaluate board membership, see "Selection Criteria for Directors" below.

The following is information about the experience and attributes of the director nominees and Rexnord's other directors. Together, the experience and attributes included below provide the reasons that these individuals were selected for board membership and/or nominated for election, as well as why they continue to serve on the board.

***Nominees for Election for Terms Expiring at the Fiscal 2022 Annual Meeting***

**Todd A. Adams**

*Director since 2009*

In addition to serving as a director, Mr. Adams, age 47, is our President and Chief Executive Officer. Mr. Adams joined us in 2004 and has served in various roles, including Chief Financial Officer and President of the Water Management segment; he became our President and CEO in 2009. Mr. Adams is also a director of Badger Meter, Inc. and Generac Holdings Inc. Mr. Adams serves on our board of directors because he has significant experience in the manufacturing industry and an in-depth knowledge of Rexnord and our business as well as because he is our Chief Executive Officer.

**Theodore D. Crandall**

*Director since 2015*

Mr. Crandall, age 62, has served as the Senior Vice President, Control Products and Solutions of Rockwell Automation, Inc., a leading global provider of industrial automation power, control and information solutions,

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since 2017, and he will hold that position until July 1, 2018. Mr. Crandall has announced his intention to retire from Rockwell near the end of calendar year 2018. Effective July 2, 2018, he will move into the position of Senior Vice President and will assist in transition matters until his retirement. He previously served as the Senior Vice President and Chief Financial Officer of Rockwell from 2007 to 2017. Prior thereto, Mr. Crandall served in various capacities at Rockwell and related companies, including previous service as Senior Vice President, Control Products and Solutions and as Senior Vice President of its Component & Packaged Applications Group. Mr. Crandall serves on the board of governors of the National Electrical Manufacturers Association. Mr. Crandall serves as a director due to his extensive financial and accounting experience, including as a chief financial officer of a multinational public company.

**Robin A. Walker-Lee**

*Director since 2015*

Ms. Walker-Lee, age 64, is the retired Executive Vice President, General Counsel and Secretary of TRW Automotive Holdings Corp., a leader in automotive safety systems. Ms. Walker-Lee was with TRW Automotive from 2010 until her retirement in 2015. Prior to joining TRW Automotive, she served as Assistant General Counsel of Operations for General Motors Company (together with its predecessor General Motors Corporation, GM), an automobile manufacturer, and as General Counsel and Vice President of Public Policy for GM Latin America, Africa and Middle East; she also served on special assignment to the General Counsel of GM during its bankruptcy restructuring. Ms. Walker-Lee serves as a director because of her significant global business and legal experience, including as general counsel of a public company.

**The board recommends that you vote FOR each of the nominees listed above.**

Shares represented by proxies will be voted according to instructions provided. A vote marked withheld will be considered as a vote withheld from the nominees; any votes attempted to be cast against a candidate are not given legal effect and are not counted as votes cast in the election of directors. In the unlikely event that the board learns prior to the annual meeting that a nominee is unable or unwilling to act as a director, which is not foreseen, the proxies will be voted with discretionary authority for a substitute nominee designated by the board of directors.

**Continuing Directors Not Standing for Election at this Meeting**

*Directors Continuing to Serve Until the Fiscal 2020 Annual Meeting*

**Mark S. Bartlett**

*Director since 2012*

Mr. Bartlett, age 67, is a retired Ernst & Young LLP (E&Y) partner. Mr. Bartlett joined E&Y in 1972 and worked there until his retirement in 2012, including having served as Managing Partner of E&Y's Baltimore office and as Senior Client Service Partner for the Mid-Atlantic Region. Mr. Bartlett is a certified public accountant and has extensive experience serving global manufacturers, as well as companies in other industries. Mr. Bartlett also has experience in mergers and acquisitions, SEC rules and regulations, public offerings and financing alternatives. Mr. Bartlett currently serves as a director, chairman of the audit committee and member of the executive compensation and managem