

DONALDSON CO INC  
Form DEF 14A  
September 29, 2014  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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

**Donaldson Company 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.

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- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
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## DONALDSON COMPANY, INC.

1400 West 94th Street  
Minneapolis, Minnesota 55431-2370  
[www.donaldson.com](http://www.donaldson.com)

### NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS

- TIME: 1:00 p.m. (local time) on Friday, November 21, 2014
- PLACE: Donaldson Company, Inc. ( Donaldson or the Company ) Corporate Offices, Campus West, 2001 West 94th Street, Minneapolis, Minnesota 55431.
- ITEMS OF BUSINESS:
- (1) To elect three Directors;
  - (2) To conduct a non-binding advisory vote to approve the compensation of our Named Executive Officers;
  - (3) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2015; and
  - (4) To transact any other business that properly comes before the meeting.
- RECORD DATE: You may vote if you are a Stockholder of record at the close of business on September 24, 2014.
- PROXY VOTING: It is important that your shares be represented and voted at the Annual Meeting. Instructions on voting your shares are on the Notice of Internet Availability of Proxy Materials you received for the Annual Meeting. If you received paper copies of the proxy materials, instructions on the different ways to vote your shares are found on the enclosed proxy card. You should vote by proxy even if you plan to attend the Annual Meeting. Your support is appreciated, and you are cordially invited to attend the Annual Meeting.

**PLEASE PROMPTLY VOTE YOUR PROXY TO SAVE US THE EXPENSE OF ADDITIONAL SOLICITATION.**

**Notice of Internet Availability of Proxy Materials for the Stockholder Meeting to be held on November 21, 2014: Our 2014 Proxy Statement and our Fiscal 2014 Annual Report to Stockholders are available at [www.proxyvote.com](http://www.proxyvote.com).**

By Order of the Board of Directors

Amy C. Becker  
*Secretary*

Dated: October 7, 2014

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**DONALDSON COMPANY, INC.**

1400 West 94th Street  
Minneapolis, Minnesota 55431-2370

**PROXY STATEMENT**

**Mailing Date: October 7, 2014**

**PROPOSALS YOU ARE ASKED TO VOTE ON**

**Item 1: Election of Directors**

Three current Directors, Tod Carpenter, Jeffrey Noddle and Ajita Rajendra, are recommended for election to the Board of Directors at the Annual Meeting. Information on the nominees is provided on page 8. Directors are elected for a three-year term so that approximately one-third are elected at each Annual Meeting of Stockholders.

The Board of Directors unanimously recommends a vote **FOR** the election of each Director nominee.

**Item 2: Non-Binding Advisory Vote to Approve the Compensation of our Named Executive Officers**

As required pursuant to Section 14A of the Securities Exchange Act of 1934, the Company is providing Stockholders with an advisory (non-binding) vote on the compensation of our Named Executive Officers as disclosed in this proxy statement.

The Board of Directors unanimously recommends a vote **FOR** the compensation of our Named Executive Officers described in this proxy statement.

**Item 3: Ratification of the Appointment of Independent Registered Public Accounting Firm**

The Audit Committee has appointed PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to audit the Company's financial statements for the fiscal year ending July 31, 2015, and is requesting ratification by the Stockholders.

The Board of Directors unanimously recommends a vote **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2015.

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**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

**Why did I receive access to this Proxy Statement?**

Because the Board of Directors of the Company is soliciting proxies for use at the Annual Meeting to be held on November 21, 2014 and you were a Donaldson Stockholder as of the close of business on the record date of September 24, 2014. Only Stockholders of record are entitled to vote at the Annual Meeting and the Board of Directors is soliciting your proxy to vote at the meeting. We had 138,365,916 shares of Common Stock outstanding as of the close of business on the record date. Each share entitles its holder to one vote, and there is no cumulative voting.

This Proxy Statement summarizes the information you need to know to vote. We first mailed or otherwise made available to Stockholders the Proxy Statement and form of proxy on or about October 7, 2014.

**Why did I receive a notice in the mail regarding the internet availability of proxy materials instead of a full set of proxy materials?**

In accordance with rules adopted by the Securities and Exchange Commission (the "SEC"), we may furnish proxy materials, including this Proxy Statement and our Fiscal 2014 Annual Report to Stockholders, to our Stockholders by providing access to such documents on the internet instead of mailing printed copies. Most Stockholders will not receive printed copies of the proxy materials unless they request them. Instead, the Notice of Internet Availability of Proxy Materials, which was mailed to most of our Stockholders, will instruct you as to how you may access and review all of the proxy materials on the internet. Such notice also instructs you as to how you may submit your proxy on the internet. By accessing and reviewing the proxy materials on the internet, you will save us the cost of printing and mailing these materials to you and reduce the impact of such printing and mailing on the environment. However, if you would like to receive a paper copy of our proxy materials, please follow the instructions for requesting such materials provided in the Notice of Internet Availability of Proxy Materials.

SEC rules allow us to deliver a single copy of an annual report, proxy statement, or Notice of Internet Availability of Proxy Materials to two or more Stockholders that share the same household address. If you received multiple copies and would like to receive only one copy per household in the future, or if you received only one copy and would like to receive multiple copies in the future, you should contact your bank, broker or other nominee record holder, or, if you are a record holder, contact Amy Becker, Company Secretary, Donaldson Company, Inc., MS 101, P.O. Box 1299, Minneapolis, MN 55440-1299 or call 952-887-3984.

**What am I voting on and what does the Board recommend?**

1. The election of three Directors;
2. A non-binding advisory vote on the compensation of our Named Executive Officers (the "Say-on-Pay Proposal"); and
3. The ratification of the appointment of our independent registered public accounting firm for the fiscal year ending July 31, 2015.

**The Board recommends a vote:**

**FOR each of the Directors;**

**FOR the Say-on-Pay Proposal; and**

**FOR the ratification of the appointment of our independent registered public accounting firm.**

**How do I vote if I am a Stockholder of record?**

If you are a Stockholder of record you may vote using any ONE of the following methods:

VOTE BY PHONE TOLL FREE 1-800-690-6903

VOTE BY INTERNET <http://www.proxyvote.com>

VOTE BY PROMPTLY COMPLETING, SIGNING AND MAILING YOUR PROXY CARD (if you received paper copies of the proxy materials)

VOTE BY CASTING YOUR VOTE IN PERSON AT THE MEETING

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If you participate in the Donaldson Dividend Reinvestment Program or in the Donaldson Employee Stock Purchase Program administered by the transfer agent, your shares in those programs have been added to your other holdings and are included in your proxy materials.



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### **How do I vote if I hold stock through a Donaldson Employee benefit plan?**

We have added the shares of Common Stock held by participants in Donaldson's Employee benefit plans to the participants' other holdings shown on their proxy materials. Donaldson's Employee benefit plans are the Employee Stock Ownership Plan, the PAYSOP, and the Donaldson Company, Inc. Retirement Savings Plan (the 401(k) Plan).

If you hold stock through Donaldson's Employee benefit plans, voting your proxy using one of the first three methods above also serves as confidential voting instructions to the plan trustee, Fidelity Management Trust Company (Fidelity). Fidelity will vote your Employee benefit plan shares as directed by you provided that your proxy vote is **RECEIVED BY NOVEMBER 18, 2014**.

Fidelity also will vote the shares allocated to individual participant accounts for which it has not received instructions, as well as shares not so allocated, in the same proportion as the directed shares are voted.

### **How do I vote if my shares are held in a brokerage account in my broker's name (i.e., street name)?**

If your shares are held in a brokerage account in your broker's name (street name), you should follow the voting directions provided by your broker or nominee. If you do so, your broker or nominee will vote your shares as you have directed.

### **What does it mean if I receive more than one Notice of Internet Availability of Proxy Materials or proxy card?**

It means that you have multiple accounts with banks or stockbrokers or with the transfer agent. **PLEASE VOTE ALL OF YOUR SHARES.**

### **What if I change my mind after I vote my shares?**

If you are a Stockholder of record you can revoke your proxy at any time before it is voted at the meeting by:

Sending written notice of revocation to the Company Secretary;

Submitting a properly signed proxy card with a later date;

Voting by telephone or internet at a time following your prior telephone or internet vote; or

Voting in person at the Annual Meeting.

If your shares are held in a brokerage account in your broker's name (street name), you should contact your broker or nominee for information on how to revoke your voting instructions and provide new voting instructions.

### **How are the votes counted?**

For Item 1, the election of Directors, you may vote for all of the nominees, withhold your vote from all of the nominees or withhold your vote from a specifically designated nominee.

For Item 2, the Say-on-Pay Proposal, you may vote (or abstain) by choosing For, Against or Abstain.

For Item 3, the ratification of the appointment of our independent registered public accounting firm, you may vote (or abstain) by choosing For, Against or Abstain.

If you abstain from Items 2 and 3 your shares will be counted as present at the meeting for the purposes of determining a quorum, and they will be treated as shares not voted on the specific proposal. This means that for Items 2 and 3, abstentions have the same effect as a vote against such item.

If you hold shares in street name and do not provide voting instructions to your broker, your broker will not vote your shares on any proposal where the broker does not have discretionary authority to vote. In such a situation, the shares will be considered present at the meeting for purposes of determining a quorum, but will not be considered to be represented at the meeting for purposes of calculating the vote with respect to the matter requiring discretionary authority. New York Stock Exchange (NYSE) rules permit brokers discretionary authority to vote on Item 3 if they do not receive instructions from the street name holder of the shares. As a result, if you do not vote your street name shares,

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your broker has authority to vote on Item 3 on your behalf.

We use an independent inspector of elections, Broadridge Investor Communication Solutions, Inc., which tabulates the votes received.

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**What if I do not specify how I want my shares voted?**

If you do not specify on your returned proxy card or through the telephone or internet prompts how you want to vote your shares, your shares will be voted FOR the election of all Director nominees, FOR the Say-on-Pay Proposal, and FOR the ratification of the appointment of the independent registered public accounting firm.

**How many shares must be present to hold the meeting?**

A quorum must be present for the meeting to be valid. This means that at least a majority of the shares outstanding as of the record date must be present. We will count you as present if you:

Have properly voted your proxy by telephone, internet, or mailing of the proxy card;