

BRIGHTPOINT INC  
Form DEF 14A  
March 23, 2012  
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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

**Brightpoint, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, If Other Than Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required
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(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:



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March 23, 2012

Dear Shareholder:

You are cordially invited to attend the 2012 Annual Meeting of Shareholders (the Annual Meeting) of Brightpoint, Inc. (BrightPoint) that will be held on Friday, May 4, 2012, at 9:00 a.m. local time, at BrightPoint's corporate headquarters located at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278.

As permitted by rules adopted by the United States Securities and Exchange Commission, we are mailing to many of our shareholders a Notice, instead of a paper copy, of this Proxy Statement and our 2011 Annual Report to Shareholders. The Notice contains instructions on how to access those documents over the Internet. The Notice also contains instructions on how each of those shareholders can receive a paper copy of our proxy materials, including this Proxy Statement, our 2011 Annual Report to Shareholders and a proxy card. We believe that this process will provide our shareholders with easier access to these proxy materials, reduce the costs of printing and distributing our proxy materials and conserve environmental resources.

At the Annual Meeting you will be asked to vote on proposals to: (1) elect as Class III directors the nominees specified in the accompanying Proxy Statement; (2) approve, by a non-binding advisory vote, a resolution approving the compensation paid by BrightPoint to its named executive officers; and (3) ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012. In addition, you will be asked to act on such other business as may properly come before the Annual Meeting.

**Your board of directors believes that proposals 1, 2, and 3 are in the best interests of BrightPoint and its shareholders and, accordingly, unanimously recommends a vote FOR Proposals 1, 2 and 3.**

Enclosed is a Notice of Annual Meeting and Proxy Statement containing detailed information concerning the foregoing proposals. Whether or not you plan to attend the Annual Meeting, we urge you to read this material carefully and encourage you to vote promptly. You may vote your shares via a toll-free telephone number or over the Internet. If you received a proxy card by mail, you may vote by signing, dating, and mailing the proxy card in the envelope provided. Instructions regarding all three methods of voting are contained on the proxy card.

Thank you and I look forward to seeing you at the Annual Meeting.

Sincerely yours,

Robert J. Laikin

Chairman of the Board and

Chief Executive Officer

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**OF BRIGHTPOINT, INC.**

**TO BE HELD ON MAY 4, 2012**

To the Shareholders of Brightpoint, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "Annual Meeting") of Brightpoint, Inc., ("BrightPoint") an Indiana corporation, will be held on May 4, 2012, at 9:00 a.m. local time, at BrightPoint's corporate headquarters located at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278, to consider and vote upon the following matters, as explained more fully in the accompanying Proxy Statement:

1. a proposal to elect three Class III directors, each to hold office until BrightPoint's Annual Meeting of Shareholders to be held in 2015;
2. a proposal to approve, by non-binding advisory vote, a resolution approving the compensation paid by BrightPoint to its named executive officers;
3. a proposal to ratify the appointment of Ernst & Young LLP as BrightPoint's independent registered public accounting firm for the fiscal year ending December 31, 2012; and
4. any other matters properly brought before the Annual Meeting, including approval of any adjournment or postponement of the meeting.

A live webcast of the Annual Meeting can be accessed through the "Investors" section of BrightPoint's website at [www.brightpoint.com](http://www.brightpoint.com). A written report of the results of the Annual Meeting will be posted on BrightPoint's website following the Annual Meeting.

Only shareholders of record at the close of business on March 9, 2012 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof. You may vote your shares via a toll-free telephone number or over the Internet. If you received a proxy card by mail, you may vote by signing, dating, and mailing the proxy card in the envelope provided. Whether or not you attend the meeting, it is important that your shares be represented and voted.

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Your board of directors believes that the election of the nominees specified in the accompanying Proxy Statement as directors at the Annual Meeting is in the best interests of BrightPoint and its shareholders and, accordingly, unanimously recommends a vote **FOR** such nominees. Your board of directors also believes that the approval by BrightPoint's shareholders, by non-binding advisory vote, of a resolution approving the compensation paid by BrightPoint to its named executive officers is in the best interests of BrightPoint and its shareholders and, accordingly, unanimously recommends a vote **FOR** the approval of such resolution. Finally, the board believes that the ratification of the appointment of Ernst & Young LLP as BrightPoint's independent registered public accounting firm is in the best interests of BrightPoint and its shareholders and, accordingly, unanimously recommends a vote **FOR** such proposal.

By Order of the Board of Directors,

Craig M. Carpenter

Executive Vice President, General

Counsel and Secretary

*Indianapolis, Indiana*

*March 23, 2012*

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE ENSURE YOU TAKE THE TIME TO CAST YOUR VOTE.

YOU MAY VOTE BY SUBMITTING YOUR PROXY BY TELEPHONE, THE INTERNET OR MAIL. IF YOU ARE A REGISTERED SHAREHOLDER AND ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE YOUR SHARES IN PERSON. IF YOU HOLD YOUR SHARES THROUGH A BANK OR BROKER AND WANT TO VOTE YOUR SHARES IN PERSON AT THE MEETING, PLEASE CONTACT YOUR BANK OR BROKER TO OBTAIN A LEGAL PROXY.

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**BRIGHTPOINT, INC.**

**2012 PROXY STATEMENT**

**ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON MAY 4, 2012**

**GENERAL INFORMATION**

This Proxy Statement is furnished in connection with the solicitation of proxies by our board of directors for use at our Annual Meeting of Shareholders (the **Annual Meeting**) to be held on May 4, 2012, at 9:00 a.m. local time, at BrightPoint's corporate headquarters located at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278, including any adjournments or postponements thereof. At the Annual Meeting, BrightPoint shareholders will have the opportunity to consider and vote upon the proposals set forth in the accompanying Notice to shareholders, including the following, each of which is discussed in further detail elsewhere in this Proxy Statement:

the election of three Class III directors to serve as such commencing immediately following the Annual Meeting and until the Annual Meeting of Shareholders in 2015;

approval, by non-binding advisory vote, of a resolution approving the compensation paid by BrightPoint to its named executive officers (**NEOs**);

ratification of the appointment of Ernst & Young LLP as BrightPoint's independent registered public accounting firm for the fiscal year ending December 31, 2012; and

any other matters properly brought before the Annual Meeting, including approval of any adjournment or postponement of the meeting. The board of directors of BrightPoint has unanimously approved each of the foregoing proposals and unanimously recommends that BrightPoint shareholders vote **FOR** proposals 1, 2 and 3 set forth above, each as outlined elsewhere in this Proxy Statement.

A live webcast of the Annual Meeting can be accessed through the **Investors** section of BrightPoint's website at [www.brightpoint.com](http://www.brightpoint.com) and it is anticipated that our executive officers and certain directors will be present at the Annual Meeting.

Proxies in the accompanying form, duly executed and returned to BrightPoint's management and not revoked, will be voted at the Annual Meeting. Any proxy given by a shareholder may be revoked by the shareholder at any time prior to the voting of the proxy by a subsequently dated proxy, by written notification to BrightPoint's corporate secretary, or by personally withdrawing the proxy at the Annual Meeting and voting in person.

*Unless otherwise indicated, all references in this proxy statement to we, us, our, our company, or the company refer to Brightpoint, Inc. and its consolidated subsidiaries.*





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**AVAILABILITY OF PROXY STATEMENT AND QUESTIONS AND ANSWERS ABOUT THE  
PROPOSALS TO BE VOTED UPON AND THE VOTING PROCEDURES**

*Notice of Electronic Availability of Proxy Statement and Annual Report.* As permitted by rules adopted by the United States Securities and Exchange Commission (sometimes referred to as the **SEC**), BrightPoint is making this Proxy Statement and its Annual Report available to its shareholders electronically via the Internet. On March 23, 2012, we mailed to our shareholders a Notice containing instructions on how to access this Proxy Statement and our Annual Report and vote online. If you received a Notice by mail, you will not receive a printed copy of the proxy materials in the mail. The Notice instructs you on how to access and review all of the important information contained in the Proxy Statement and Annual Report. The Notice also instructs you on how you may submit your proxy over the Internet. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice.

**Q. What am I voting on?**

**A.** You are being asked to vote on three proposals at this year's Annual Meeting:

**Proposal 1** to elect three Class III directors (Gov. Thomas J. Ridge, Jerre L. Stead and Kari-Pekka Wilska) to serve as such commencing immediately following our May 2012 Annual Meeting and until our Annual Meeting of Shareholders in 2015;

**Proposal 2** to approve, by non-binding advisory vote, a resolution approving the compensation paid by BrightPoint to its NEOs; and

**Proposal 3** to ratify the appointment of Ernst & Young LLP as BrightPoint's independent registered public accounting firm for the fiscal year ending December 31, 2012.

In addition, you may be asked to consider and vote upon other matters that may properly come before the Annual Meeting, including approval of any adjournment or postponement of the meeting.

**Q. Who is entitled to vote at the Annual Meeting?**

**A.** Shareholders of record as of the close of business on March 9, 2012, (the **Record Date**), are entitled to vote on each of the proposals at the Annual Meeting. Each shareholder is entitled to one vote per each share of our common stock held by such shareholder on the Record Date with respect to each proposal.

**Q. How do I vote?**

**A.** Shareholders can vote in person at the Annual Meeting or by proxy. There are three ways to vote by proxy:

By Telephone You can vote by telephone by calling 1-800-690-6903 and following the instructions on the Notice or the printed proxy card;

By Internet You can vote over the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions on the Notice or the printed proxy card;  
or

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By Mail If you received your proxy materials by mail, you can vote by mail by signing, dating, and mailing the enclosed proxy card. Telephone and Internet voting facilities for shareholders of record will be available 24 hours a day and will close at 11:59 p.m. (EDT) on May 3, 2012.

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If your shares are held in the name of a bank, broker, or other holder of record, you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted.

Telephone and Internet voting also will be offered to shareholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you plan to vote your shares in person at the Annual Meeting, you should contact your broker or agent to obtain a legal proxy or broker's proxy card and bring it to the Annual Meeting in order to vote.

### **Q. How may I revoke or change my vote?**

- A. You have the right to revoke your proxy any time before the meeting by: (a) notifying BrightPoint's corporate secretary of your revocation; or (b) returning a later-dated proxy. The last vote received chronologically will supersede any prior vote. You may also revoke your proxy by voting in person at the Annual Meeting. Attendance at the meeting, without voting at the meeting, will not in and of itself serve as a revocation of your proxy.

### **Q. What does it mean if I receive more than one Notice or set of proxy materials?**

- A. It may mean that you are the registered holder of shares in more than one account. You may call our transfer agent, American Stock Transfer & Trust Company, at 1-800-937-5449, if you have any questions regarding the share information or your address appearing on the Notice or proxy materials.

### **Q. What is Householding?**

- A. The SEC's Householding rule affects the delivery of our annual disclosure documents (such as annual reports, proxy statements, notices of internet availability of proxy materials and other information statements) to shareholders. Under this rule, we are allowed to deliver a single set of our Annual Report and Proxy Statement to multiple shareholders at a shared address or household, unless a shareholder at that shared address delivers contrary instructions to us through our transfer agent, American Stock Transfer & Trust Company. Each shareholder will continue to receive a separate proxy card or voting instruction card even when a single set of materials is sent to a shared address under the Householding rule. The Householding rule is designed to reduce the expense of sending multiple disclosure documents to the same address.

If you are a registered shareholder and you want to request a separate copy of this Proxy Statement or accompanying Annual Report, you may send a request to Brightpoint, Inc. at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278, Attention: Investor Relations and a copy will be promptly sent to you. If you wish to receive separate documents in future mailings, please contact our transfer agent, American Stock Transfer & Trust Company using the contact information set forth above. Our 2011 Annual Report and this Proxy Statement are also available through our website at [www.brightpoint.com](http://www.brightpoint.com).

Two or more shareholders sharing an address can request delivery of a single copy of annual disclosure documents if they are receiving multiple copies by contacting American Stock Transfer & Trust Company in the manner set forth above.

### **Q. Who will count the votes?**

- A. It is expected that a Vice President of BrightPoint will tabulate the votes and act as the inspector of election.

**Q. What constitutes a quorum?**

- A.** A majority of the outstanding shares, present or represented by proxy, of BrightPoint's common stock will constitute a quorum for the Annual Meeting. As of the Record Date, there were 69,064,510 shares of BrightPoint common stock, \$.01 par value per share, issued and outstanding.

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**Q. How many votes are needed for Proposal 1 the election of the three Class III directors?**

A. Assuming a quorum is present, the three Class III directors will be elected by a plurality of the votes cast at the Annual Meeting, meaning the three nominees receiving the highest number of votes will be elected as directors. Only votes cast for a nominee will be counted, except that a properly executed proxy that does not specify a vote with respect to the nominees will be voted for the three nominees whose names are printed on the proxy card (Gov. Thomas J. Ridge, Jerre L. Stead and Kari-Pekka Wilska). Since the vote on this proposal is determined by a plurality of the votes cast, neither abstentions, nor broker non-votes (as described below), will have any effect on the election of directors.

**Q. How many votes are needed for Proposal 2 the approval by non-binding vote of a resolution approving the compensation paid by BrightPoint to its NEOs?**

A. Assuming a quorum is present, the affirmative vote of the holders of a majority of the shares of BrightPoint common stock represented at the Annual Meeting, either in person or by proxy, and entitled to vote at the Annual Meeting is required for Proposal 2 to pass. As described below, for this proposal, abstentions and broker-non votes will have the same effect as a vote against the proposal.

**Q. How many votes are needed to approve Proposal 3 the ratification of the appointment of Ernst & Young LLP as BrightPoint's independent registered public accounting firm for the fiscal year ending December 31, 2012?**

A. Assuming a quorum is present, the affirmative vote of the holders of a majority of the shares of BrightPoint common stock represented at the Annual Meeting, either in person or by proxy, and entitled to vote at the Annual Meeting is required for Proposal 3 to pass. As described below, for this proposal, abstentions and broker-non votes will have the same effect as a vote against the proposal.

**Q. What happens if I abstain from voting?**

A. If an executed proxy card is returned and the shareholder has explicitly abstained from voting on any proposal, the shares represented by the proxy will be considered present at the Annual Meeting for the purpose of determining a quorum. In addition, while they will not count as votes cast in favor of the proposal, they will count as votes cast on the proposal. As a result, other than with respect to Proposal 1, which will be determined by a plurality of the votes cast, an abstention on a proposal will have the same effect as a vote against the proposal.

**Q. What is a broker non-vote ?**

A. A broker non-vote occurs when a broker submits a proxy that does not indicate a vote for one or more of the proposals because the broker has not received instructions from the beneficial owner on how to vote on such proposals and does not have discretionary authority to vote in the absence of instructions. While broker non-votes will be counted for the purposes of determining whether a quorum exists at the Annual Meeting, they will not be considered to have voted on any of the proposals on which such instructions have been withheld. In the case of those proposals requiring a majority vote in favor of the proposal, they will have the same effect as a vote against the proposal.

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**Q. Who bears the cost of soliciting of proxies?**

**A.** The entire cost of soliciting proxies, including the costs of preparing, assembling, printing and mailing the Notice and, as applicable, this Proxy Statement, the proxy and any additional soliciting material furnished to shareholders, will be borne by us. We have engaged Innisfree M&A Incorporated to assist in the distribution and solicitation of proxies.

In addition to the estimated proxy solicitation cost of \$12,500 plus reasonable out-of-pocket expenses for this service, arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy materials to the beneficial owners of stock, and we may reimburse such persons for their expenses.

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**PROPOSAL 1:**

**TO ELECT THREE CLASS III DIRECTORS**

**General**

Our by-laws provide that our board of directors be divided into three classes (Class I, Class II and Class III). At each Annual Meeting of Shareholders, directors constituting one class are elected for a three-year term. At this year's Annual Meeting, three Class III directors will be elected to hold office for a term expiring at the Annual Meeting of Shareholders to be held in 2015. Based upon the review of and recommendation by our board's Corporate Governance and Nominating Committee, the board has nominated Gov. Thomas J. Ridge, Jerre L. Stead and Kari-Pekka Wilska to serve as Class III directors.

Each of the directors will be elected to serve during his term until a successor is elected and qualified or until the director's earlier resignation or removal.

At this year's Annual Meeting, the proxies granted by shareholders will be voted individually for the election, as directors of BrightPoint, of the persons listed set forth in this Proxy Statement, unless a proxy specifies that it is not to be voted in favor of a nominee for director. Your broker is not permitted to vote on your behalf with respect to the election of the directors unless you affirmatively provide your broker with instructions as to how you wish to vote your shares. You may not vote your proxy for the election of a person to fill a directorship for which no nominee is named in this Proxy Statement. If, at the time of the Annual Meeting, any of the nominees named in the enclosed proxy should be unable or decline to serve as a director, the proxies are authorized to be voted for such substitute nominee or nominees as the board recommends. The board has no reason to believe that any nominee will be unable or decline to serve as a director.

**Recommendation of our Board of Directors**

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF THE NOMINEES SPECIFIED IN THIS PROXY STATEMENT.**



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The following table sets forth for each nominee, his age, a brief description of his principal occupation and business experience during the past several years, certain other directorships held and how long he has been a director of BrightPoint. None of the nominees is employed by BrightPoint or any entity that is an affiliate of BrightPoint:

**Nominees for Class III Directors**

(Term expires in 2015)

<b>Name</b>	<b>Age</b>	<b>Principal occupation and other information</b>
Gov. Thomas J. Ridge	66	<i>Governor Ridge</i> has served as a member of our board of directors since September 2009 and is a member of our Strategy Committee. Governor Ridge is President and Chief Executive Officer of Ridge Global, LLC, Washington, D.C., a global strategic consulting company. He has held that position since July 2006. From April 2005 to July 2006, he was President and Chief Executive Officer of Thomas Ridge LLC. From October 2001 to December 2003, Governor Ridge was Assistant to the President for the Office of Homeland Security and from January 2003 to February 2005 he was Secretary of the Department of Homeland Security. From October 2001 to February 2005, Governor Ridge was Secretary of the U.S. Department of Homeland Security. Prior to his service as Secretary of Homeland Security, he was Governor of Pennsylvania from 1995 to 2001. Governor Ridge has been a director of Exelon Corporation since May 2005 and a director of The Hershey Company since 2007. He served as a director of Home Depot, Inc. from May 2005 to May 2007 and Vonage from 2006 to 2010.
Jerre L. Stead	69	<i>Mr. Stead</i> has served as a member of our board of directors since June 2000 and currently serves as our lead independent director. Mr. Stead is a member of our Compensation and Human Resources Committee (sometimes referred to as the <b>Compensation Committee</b> ) and chairman of our Corporate Governance and Nominating Committee ( <b>CGN Committee</b> ). Mr. Stead has been Chairman of IHS Inc. since December 2000 and its Chief Executive Officer since September 2006. From August 1996 to June 2000, Mr. Stead served as Chairman of the Board and Chief Executive Officer of Ingram Micro Inc., a worldwide distributor of information technology products and services. Mr. Stead served as Chairman, President and Chief Executive Officer of Legent Corporation, a software development company from January 1995 until its sale in September 1995. From 1993 through 1994, Mr. Stead was Executive Vice President of American Telephone and Telegraph Company, a telecommunications company, and Chairman and Chief Executive Officer of AT&T Global Information Solutions, a computer and communications company, formerly NCR Corp. Mr. Stead was President of AT&T Global Business Communications Systems, a communications company, from 1991 to 1993. Mr. Stead was Chairman, President and Chief Executive Officer from 1989 to 1991 and president from 1987 to 1989 of Square D Company, an industrial control and electrical distribution products company. In addition, he held numerous positions during a 21-year career at Honeywell. Mr. Stead is currently a Director of Conexant Systems, Inc. and Mindspeed Technologies, Inc.

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Kari Pekka Wilska	64	<i>Mr. Wilska</i> has served as a member of our board of directors since November 2005 and is chairperson of our Strategy Committee. Since June 2009, Mr. Wilska has been an operating partner with BlueRun Ventures, a venture capital fund. Mr. Wilska served in a variety of leadership positions in Nokia's U.S. mobile phone operations from 1993 to 2004, including as President of Nokia, Inc. (Nokia Americas) from 1999 to 2005. From November 2004 until December 2005, Mr. Wilska served as a director of Zarlink Semiconductor Inc., and from December 2005 until it was merged with LSI Corporation, Mr. Wilska served as a director of Agere Systems, a global leader in semiconductors and software solutions for storage, mobility and networking markets. From June 2004 until its merger with American Tower Corporation in August 2005, Mr. Wilska served as a director of SpectraSite, Inc. Mr. Wilska also serves on the boards of directors of BlackSand Inc., and Wispry Inc.
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**Class I Directors**

(Term expires in 2013)

<b>Name</b>	<b>Age</b>	<b>Principal occupation and other information</b>
Eliza Hermann	50	<i>Ms. Hermann</i> has been a member of our board of directors since January 2003, and is a member of our Compensation Committee. From 2004 until 2011 Ms. Hermann was chair of our Compensation Committee and a member of our CGN Committee. She also serves as a Non-Executive Director on the board of the National Health Service for Hertfordshire in the UK, where she chairs the Finance and Performance Committee. She also holds a Crown appointment to the independent Civil Service Commission in the UK, where she serves on the main board and chairs the Recruitment and Compliance Committee. She was formerly employed by BP plc from 1985-2008 where she served as Vice President Human Resources at global headquarters for 7 years, and was part of the business leadership in the oil and gas exploration and production division for over 10 years. She has particular experience in developing and implementing business strategy, emerging market entry, mergers and acquisitions including pre deal due diligence and post deal integration, and in all aspects of human resources. Throughout her career she has focused on international business, having led projects in over 20 countries in Asia, Europe, the Middle East, the countries of the former Soviet Union, and in North and South America. She was instrumental in the establishment of several Joint Ventures in Russia and Central Asia, and during the late 1990's she was integrally involved in the merger of British Petroleum and Amoco Corporation, participating in the organization design and cultural integration of the two companies.
Robert J. Laikin	48	<i>Mr. Laikin</i> , founder of BrightPoint, has served as a member of our board of directors since its inception in August 1989 and serves on its Strategy Committee. Mr. Laikin has been Chairman of the Board and Chief Executive Officer of BrightPoint since January 1994. Mr. Laikin was President of BrightPoint from June 1992 until September 1996 and Vice President and Treasurer of BrightPoint from August 1989 until May 1992. From July 1986 to December 1987, Mr. Laikin was Vice President and, from January 1988 to February 1993, President of Century Cellular Network, Inc., a company engaged in the retail sale of cellular telephones and accessories.

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Cynthia L. 51 *Ms. Lucchese* has been a member of our board of directors since August 2009 and is chairperson of our Audit Committee and also a member of our CGN Committee. Ms. Lucchese was elected Senior Vice President and Chief Financial Officer of Hillenbrand effective February 2008. From 2005 to 2007, she served as Senior Vice President and Chief Financial Officer for Thoratec Corporation. Prior to that, she worked 10 years for Guidant Corporation, now a part of Boston Scientific Corporation, in a variety of senior finance roles, including Vice President and Treasurer, Corporate Controller and Chief Accounting Officer, and Vice President of Finance and Administration of the Guidant Sales Corporation. Ms. Lucchese is also a member of the Board of the Indiana Sport Corporation, a not-for profit entity, where she serves as chairperson of the Finance and Audit Committee.

**Class II Directors**

(Term to expire in 2014)

<b>Name</b>	<b>Age</b>	<b>Principal occupation and other information</b>
John F. Levy	56	<i>Mr. Levy</i> has served as a member of our board of directors since September 2010 and is a member of our Audit Committee. Since May 2005, Mr. Levy has been Chief Executive Officer and principal consultant for Board Advisory, a consulting firm that advises public companies, or companies aspiring to be public, in the areas of corporate governance, corporate compliance, ethics, financial reporting and financial strategies. From November 2005 to March 2006, Mr. Levy served as Interim Chief Financial Officer of Universal Food & Beverage Company, which filed a voluntary petition under the provisions of Chapter 11 of the United States Bankruptcy Act on August 31, 2007. From November 1997 to May 2005, Mr. Levy served as Chief Financial Officer of MediaBay, Inc.; Mr. Levy also served for a period as MediaBay's Vice Chairman. From March 2006 through April 2010, Mr. Levy was a director and Chairman of the audit committee of Take-Two Interactive Software, Inc. and from November 2008 through June 2010, Mr. Levy was a director of Applied Natural Gas Fuels, Inc. (formerly PNG Ventures, Inc.). Mr. Levy currently serves as non-executive Chairman of the Board of Directors of Applied Minerals Inc., is a member of the Board of Directors and Lead Director for Gilman Ciocia, Inc. and is a member of the Board of Directors of Applied Energetics, Inc.
Richard W. Roedel	62	<i>Mr. Roedel</i> has served as a member of our board of directors since October 2002 and as chairman of our Compensation Committee since October 2011 and currently serves as a member of our CGN Committee. From 2002 until 2011 Mr. Roedel was chairman of our Audit Committee. Mr. Roedel is a director and chairman of the Audit Committee of Sealy Corporation and Lorillard, Inc., where he also serves as lead independent director. Mr. Roedel is a director and member of the Audit Committee of IHS Inc. and Six Flags Entertainment Corporation. He is also a member of the board of directors of Luna Innovations Incorporated, where he serves as non-executive chairman. Mr. Roedel serves as a director of Broadview Networks Holdings, Inc., a private company.

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Mr. Roedel was a director and chairman of the Audit Committee of Dade Behring Holdings, Inc. from October 2002 until November 2007 when Dade was acquired by Siemens AG. Mr. Roedel served in various capacities while with Take-Two Interactive Software, Inc. from November 2002 to June 2005, including as its chairman and chief executive officer. From 1999 to 2000, Mr. Roedel was chairman and chief executive officer of the accounting firm BDO Seidman LLP, the United States member firm of BDO International. Before becoming chairman and chief executive officer, he was the managing partner of BDO Seidman's New York metropolitan area from 1994 to 1999, the managing partner of its Chicago office from 1990 to 1994 and an audit partner from 1985 to 1990. Mr. Roedel is a certified public accountant.

Michael L. Smith 63 *Mr. Smith* was appointed to the board of directors of BrightPoint in May 2011 and serves on the Audit Committee. In addition to serving on BrightPoint's board, Mr. Smith serves on the Board of Directors and audit committees of the following public companies: Kite Realty Group, Inc., hhgregg, Inc., and Vectren Corporation (a diversified utilities company). Mr. Smith was Executive Vice President and Chief Financial Officer of WellPoint, Inc., from 1999 until he retired on January 31, 2005. He previously served as a director of the following publicly traded companies: Calumet Specialty Products Partners, InterMune Inc. and First Indiana Corporation (which was acquired by Marshall & Ilsley Corporation in 2008).

**Directors Qualifications**

In furtherance of our corporate governance principles, each of our directors brings unique qualities and qualifications to the company's board. All of our director nominees and directors have a reputation for honesty, integrity, and adherence to high ethical standards. They each have demonstrated business acumen, leadership and an ability to exercise sound judgment, as well as a commitment to serve BrightPoint and our board. The following descriptions demonstrate the qualifications of each director:

**Class III Directors:**

**Gov. Thomas J. Ridge:**

*Governor Ridge* has been a recognized leader in both government and industry and this allows him to bring a unique set of leadership qualities to our board as it helps guide the company through risk management assessment, global strategic issues, supply chain safety, and corporate security in an increasingly complex business environment.

**Jerre L. Stead:**

*Mr. Stead* brings to the board his many years of experience as a corporate leader for information technology and communications companies, which allows the board to better oversee the company's growth efforts in the fast paced wireless industry. Mr. Stead serves as our lead independent director and takes an active role in many vital areas of board oversight. He is able to provide this valuable service to the company as a result of his service on numerous boards of directors and having served as the CEO of Fortune 500 companies.

**Kari-Pekka Wilska:**

*Mr. Wilska's* leadership experience with Nokia provides us with a strong industry perspective to the board as it analyzes paths to further strengthen the company. Mr. Wilska has numerous contacts with handset manufacturers and wireless network operators on an international basis. Coupled with his technical background and international business experience, Mr. Wilska is uniquely qualified to provide strategic oversight to the company.

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### **Class I Directors:**

#### **Eliza Hermann:**

*Ms. Hermann*'s extensive international business experience, her experience of successfully integrating the cultures of two diverse global companies and her years of leadership in human resources, including executive compensation and succession planning, have strengthened the company's efforts to capitalize on multinational expansion opportunities as well as bringing appropriate board oversight to the company's compensation and human resources processes.

#### **Robert J. Laikin:**

*Mr. Laikin* brings to the board his very close relationships with numerous senior executives at wireless equipment manufacturers and wireless network operators, as well as other leaders in the wireless industry. These relationships have been forged through over twenty years of *Mr. Laikin*'s wireless industry leadership experience. *Mr. Laikin* possesses unrivaled qualifications in managing an organization devoted to the wireless industry supply chain.

#### **Cynthia L. Lucchese:**

*Ms. Lucchese* brings to the board her strong experience in financial strategy within the context of complex multinational corporations. She is a certified public accountant with extensive experience in accounting and has robust practical experience from serving as the chief financial officer of a public company. *Ms. Lucchese* has also been determined to be an audit committee financial expert as defined under Item 407(d)(5)(ii) of Regulation S-K of the SEC.

### **Class II Directors:**

#### **John F. Levy:**

*Mr. Levy* brings to the board expertise in corporate governance and compliance matters along with extensive experience gained from numerous senior executive positions with public companies. Further, *Mr. Levy*'s service on the boards of directors of public companies in a variety of industries also allows him to bring a diverse blend of experiences to our board. *Mr. Levy* has also been determined to be an audit committee financial expert as defined under Item 407(d)(5)(ii) of Regulation S-K of the SEC.

#### **Richard W. Roedel:**

*Mr. Roedel*'s combination of decades of experience in public accounting and his status as a leading authority on issues facing corporate boards enhances our board's ability to effectively carry out its functions. His leadership of the Compensation Committee provides the board with a well-seasoned expert.

#### **Michael L. Smith:**

*Mr. Smith*'s expertise in dealing with financial and accounting matters through his prior experience in serving as chief financial officer of public companies brings additional leadership experience and financial expertise to our board. His experience in evaluating financial results and overseeing the financial reporting process of public companies make him a valuable resource in his role as a member of the Audit Committee. *Mr. Smith* has also been determined to be an audit committee financial expert as defined under Item 407(d)(5)(ii) of Regulation S-K of the SEC.

### **Meetings of the Board of Directors**

During the year ended December 31, 2011, our board of directors held four meetings and took action four times by unanimous consent in lieu of a meeting. During 2011, each member of the board participated in at least 75% of all board and applicable committee meetings held during the period in which he or she was a director.

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The board of directors and each of its committees met regularly in executive sessions. All eight of our then current members of our board attended our 2011 Annual Meeting in person.

### **Board Committees**

Our board of directors maintains an Audit Committee, a Corporate Governance and Nominating Committee, a Compensation and Human Resources Committee and a Strategy Committee. Each of these committees, except for the Strategy Committee, is comprised solely of persons who meet the definition of an independent director under our governance principles and NASDAQ Marketplace Rules. Each of these committees has adopted a charter, and each of these charters is available on our website [www.brightpoint.com](http://www.brightpoint.com).

The functions of each of the board committees are described below:

#### ***Corporate Governance and Nominating Committee***

The CGN Committee is responsible for developing and reviewing the effectiveness of our corporate governance guidelines, recommending appropriate board and board committee structures and membership, establishing procedures for the director nomination process and recommending nominees for election to the board. In 2011, the CGN Committee met four times. The CGN Committee considers qualified nominees for election to our board of directors, including those recommended by shareholders following the procedures set forth in this Proxy Statement under the section entitled Shareholder Proposals for Next Annual Meeting, based on the criteria and standards set forth below under the section entitled Director Selection Process. In addition, the members of this committee are responsible for analyzing and approving the compensation for our directors. The current members of the CGN Committee are:

Jerre L. Stead, Chair;

Cynthia L. Lucchese; and

Richard W. Roedel

#### ***Audit Committee***

The Audit Committee has the responsibility to oversee the integrity of BrightPoint's financial statements and the related system of internal controls, the internal audit function, the selection and performance of our independent registered public accountants and compliance with our Code of Business Conduct and Ethics and applicable legal and regulatory requirements. During 2011, the Audit Committee held ten meetings and took action one time by unanimous consent in lieu of a meeting. The current members of the Audit Committee are:

Cynthia L. Lucchese, Chair;

John F. Levy; and

Michael L. Smith

None of the members of the Audit Committee are employees of BrightPoint and each meets the independence requirements under our governance principles and NASDAQ Marketplace Rules and financial literacy requirements under NASDAQ Marketplace Rules. In addition, our board of directors has determined that each of Ms. Lucchese, Mr. Levy and Mr. Smith qualify as an audit committee financial expert as defined under Item 407(d)(5)(ii) of Regulation S-K.

#### ***Compensation and Human Resources Committee***

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The Compensation Committee has responsibility for approving our compensation policies and for reviewing and recommending for approval by our board of directors all elements of compensation for our officers and other highly compensated members of management. The Compensation Committee provides oversight of the administration of our compensation program.

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The Compensation Committee also provides oversight of the administration of the issuance of securities under our equity-based compensation plans and cash incentive and deferred compensation plans for our executives. The Compensation Committee also has responsibility for reviewing the supplementary benefits paid to our executive officers as well as retirement and other benefits and any special compensation. In addition, the Compensation Committee reviews and recommends for approval by our board, executive employment agreements, severance agreements and change of control provisions for our Chief Executive Officer and other senior executives. The Compensation Committee also directs the succession planning process for our Chief Executive Officer and other senior executives. The Compensation Committee provides oversight of our global diversity activities and reviews its charter and evaluates its performance as a committee on an annual basis.

The Compensation Committee met seven times in 2011 and took action three times by unanimous consent in lieu of a meeting. The Compensation Committee has direct access to independent legal counsel and independent compensation consultants for survey data and other information as it deems appropriate, and it used these independent counsel and consultants from time to time during the year.

The current members of the Compensation Committee are:

Richard W. Roedel, Chair;

Eliza Hermann; and

Jerre L. Stead

## ***Strategy Committee***

The Strategy Committee has responsibility for the oversight of our strategic plan. The Strategy Committee works to maintain a cooperative, interactive strategic planning process with BrightPoint's executive management and works to identify and set strategic objectives and expectations. The Strategy Committee also reviews potential acquisitions, joint ventures, and strategic alliances. The Strategy Committee met four times in 2011.

The current members of the Strategy Committee are:

Kari-Pekka Wilska, Chair;

Gov. Thomas J. Ridge; and

Robert J. Laikin

## **Director Selection Process**

The qualities and skills sought in prospective members of the board are determined by the CGN Committee. The CGN Committee requires that director candidates be qualified individuals who, if added to our board, would provide the mix of director characteristics and diverse experiences, perspectives and skills appropriate for us.

The criteria for selection of candidates will include, but not be limited to: (i) business and financial acumen, as determined by the CGN Committee in its discretion, (ii) relevant education or training, (iii) a commitment to business ethics and the BrightPoint Values, (iv) tenure and breadth of experience in a significant leadership capacity, as well as a proven record of accomplishment and ability to work with others, (v) knowledge of our industry, (vi) relevant experience and knowledge of corporate governance practices, and (vii) expertise in an area relevant to our company. The CGN Committee also seeks candidates who could create a diverse mix of industry expertises, functional and positional experiences and who have held leadership positions in both private industry and government. Any prospective director nominee must be independent under NASDAQ Marketplace Rules and our corporate governance principles. Such nominees should not have commitments that



would conflict with the time commitments of being our director.

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Such nominees shall be of high repute and recognized integrity and not have been convicted in a criminal proceeding or be named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses). Such nominees shall not have been found in a civil proceeding to have violated any federal or state securities or commodities law, and shall not be subject to any court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity. Such nominees shall have other characteristics considered appropriate for membership on our board of directors, as determined by our CGN