

WATERS CORP /DE/
Form DEFA14A
March 29, 2017

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 §240.14a-12

Waters 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):

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No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting

to be held on May 9, 2017, for Waters Corporation

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report, go to www.proxydocs.com/wat. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2017 Annual Meeting and need YOUR participation.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's annual meeting, please make this request on or before April 28, 2017.

**For a Convenient Way to VIEW Proxy Materials
and**

**VOTE Online go to: www.proxydocs.com/wat
Proxy Materials Available to View or Receive:**

Annual Report on Form 10-K and Proxy Statement

Printed materials may be requested by one of the following methods:

INTERNET

www.investorelections.com/wat

**You must use the 12 digit control number
located in the shaded gray box below.**

TELEPHONE

(866) 648-8133

***E-MAIL**

paper@investorelections.com

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests,

instructions or other inquiries
should be included with your
e-mail requesting material.

Waters Corporation Notice of Annual Meeting

Date: Tuesday, May 9, 2017

Time: 10:30 A.M. (Eastern Time)

Place: 34 Maple Street, Milford, Massachusetts 01757

Board of Directors Recommends a Vote FOR proposals 1 through 5.

1. To elect directors to serve for the ensuing year and until their successors are elected:
(01) Michael J. Berendt, (04) Laurie H. Glimcher,
Nominees Ph.D. M.D. (07) Christopher J. O'Connell
(05) Christopher A.
(02) Douglas A. Berthiaume Kuebler (08) JoAnn A. Reed
(03) Edward Conard (06) William J. Miller (09) Thomas P. Salice
2. To ratify the selection of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2017.
3. To approve, by non-binding vote, executive compensation.
4. To approve, by non-binding vote, the frequency of executive compensation votes.
5. To reapprove the material terms of the performance goals under the 2012 Equity Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code.
6. If properly presented at the meeting, to consider a shareholder proposal regarding the adoption of a Proxy Access Bylaw.

Note: To consider and act upon any other matters which may properly come before the meeting or any adjournment thereof.

Vote In-Person Instructions: While we encourage shareholders to vote by the means indicated above, a shareholder is entitled to vote in person at the Annual Meeting. If you wish to vote your shares at the Annual Meeting, please register with the Inspector of Elections at the desk marked "Shareholder Registration" at the entrance to receive a ballot. Proper photo ID is required. Ballots should be returned to the Inspector of Elections in order to be counted. Additionally, a shareholder who has submitted a proxy before the meeting, may revoke that proxy in person at the Annual Meeting.