

MASIMO CORP
Form DEFA14A
April 12, 2019

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
Check the appropriate box:

Filed by a Party other than the Registrant

- 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

MASIMO 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)(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

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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:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Online
Go to
www.envisionreports.com/MASI
or scan the QR Code - login
details are located
in the shared bar below.

Votes submitted electronically
must be received by 11:00 p.m.,
Pacific Time, on May 29, 2019.

Notice of 2019 Masimo Annual Meeting of Stockholders

Important Notice Regarding the Availability of
Proxy Materials for the
2019 Masimo Annual Meeting of Stockholders to be
held on Thursday, May 30, 2019 a 2:00 p.m.

Under Securities and Exchange Commission rules,
you are receiving this notice that the proxy materials
for the 2019 Masimo Annual Meeting of
Stockholders are available on the Internet. Please
follow the instructions below to view the materials
and vote online or request a copy. The items to be
voted on and location of the 2019 Masimo Annual
Meeting of Stockholders are on the reverse side.
Your vote is important!

This communication presents only an overview of
the more complex 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. The
proxy statement and annual report to stockholders
are available at:

Easy Online Access - View your proxy materials and vote.

Step 1: Go to www.envisionreports.com/MASI

Step 2: Click on Cast Your Vote or Request Materials.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selections as instructed on each screen for your delivery preferences.

Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a copy of the Proxy Materials - If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 20, 2019 to facilitate timely delivery.

Notice of 2019 Masimo
Annual Meeting of
Stockholders
2019 Masimo Annual
Meeting of Stockholders
will be held on Thursday,
May 30, 2019 at 2:00 p.m.
at the Masimo Corporation
Headquarters, 52
Discovery, Irvine, CA
92618

Proposals to be voted on at
the meeting are listed
below along with the
Board of Directors'
recommendations.

The Board of Directors
recommend a vote FOR all
the nominees listed and
FOR Proposals 2 and 3 and
AGAINST Proposal 4.

1. Election of Class III
Directors:
01 - Adam Mikkelson
02 - Craig Reynolds
To ratify the selection of
Grant Thornton as the
Company's independent
2. registered public
accounting firm for the
fiscal year ending
December 28, 2019.
Advisory vote to
3. approve named
executive officer
compensation.
4. Stockholder proposal for
proxy access.

PLEASE NOTE - YOU
CANNOT VOTE BY
RETURNING THIS
NOTICE.

To vote your shares you
must go online or request a

paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an e-mail copy, you will receive an e-mail with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

— Internet - Got to www.envisionreports.com/MASI. Click Cash Your Vote or Request Materials.

— Phone - Call us free of charge at 1-866-641-4276.

— E-mail - Send an e-mail to investorvote@computershare.com with "Proxy Materials Masimo Corporation" in the subject line. Include your full name and address, plus the number in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by

May 20, 2019.