

# POLYCOM INC

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 06/03/14

Address	6001 AMERICA CENTER DR. SAN JOSE, CA 95002
Telephone	408-586-6000
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Symbol	PLCM
SIC Code	3661 - Telephone and Telegraph Apparatus
Industry	Communications Equipment
Sector	Technology
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
(Amendment No.    )**

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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

**POLYCOM, 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.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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## **PROPOSAL NO. 3: SAY-ON-PAY VOTE**

### Key Considerations for Polycom Stockholders

June 2, 2014

Polycom has highlighted the following key considerations for stockholders contemplating Proposal 3, the advisory vote to approve Polycom's executive compensation (the "Say-on-Pay Proposal"):

- PLCM sought and incorporated investor feedback into 2013 comp actions:
  - Executive grants were at least 50% performance-based
  - No stock options grants were made
  - No multiple grants in one year were made
- PLCM took positive actions to enhance shareholder value:
  - Repurchased over 20% of outstanding shares with a \$400M Return of Capital program
  - New CEO has been hired and is having a positive impact
  - Comp includes one-time sign-on bonus, which will not be repeated and has a claw-back
  - Single CEO stock grant at hire covers all of 2013 and 2014
  - Public commitment to improve operating performance in 2014; positive Q1'14 results toward that commitment
  - Comp program design informed by Radford to address industry considerations and norms
- PLCM placing continued emphasis on pay for performance in 2014
- Shares of PLCM up approximately 15% YTD on improved operating performance

We ask for your support at our 2014 Annual Meeting of Stockholders by voting in accordance with the recommendations of our Board of Directors on all proposals, including your support on the Say-on-Pay Proposal. We remain committed to aligning our executive compensation program with the interests of our stockholders and appreciate your continued feedback and support.