

AGILENT TECHNOLOGIES INC  
Form DEF 14A  
February 05, 2014

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

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AGILENT TECHNOLOGIES, INC.  
(Name of Registrant as Specified In Its Charter)

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Agilent Technologies, Inc.  
5301 Stevens Creek Blvd.  
Santa Clara, California 95051

William P. Sullivan  
President and Chief Executive Officer

February 2014

To our Stockholders:

I am pleased to invite you to attend the annual meeting of stockholders of Agilent Technologies, Inc. ( Agilent ) to be held on Wednesday, March 19, 2014 at 8:00 a.m., Pacific Standard Time, at Agilent's headquarters located at 5301 Stevens Creek Blvd., Building No. 5, Santa Clara, California (U.S.A.). Details regarding admission to the annual meeting and the business to be conducted are more fully described in the accompanying Notice of Annual Meeting and Proxy Statement.

If you are unable to attend the annual meeting in person, you may listen through the Internet or by telephone. To listen to the live webcast, log on at [www.investor.agilent.com](http://www.investor.agilent.com) and select the link for the webcast. To listen by telephone, please call (855) 447-3590 (international callers should dial (678) 809-1055). The meeting pass code is 18709457. The webcast will begin at 8:00 a.m. and will remain on Agilent's website for one year. You cannot record your vote or ask questions on this website or at this phone number.

We have elected to take advantage of Securities and Exchange Commission rules that allow issuers to furnish proxy materials to their stockholders on the Internet. We believe that the rules will allow us to provide our stockholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of the annual meeting.

Your vote is important. Whether or not you plan to attend the annual meeting, I hope that you will vote as soon as possible. Please review the instructions on each of your voting options described in the Proxy Statement and the Notice of Internet Availability of Proxy Materials you received in the mail.

Thank you for your ongoing support of, and continued interest in, Agilent.

Sincerely,

Admission to the annual meeting will be limited to stockholders. You are entitled to attend the annual meeting only if you are a stockholder of record as of the close of business on January 21, 2014, the record date, or hold a valid proxy for the meeting. In order to be admitted to the annual meeting, you must present proof of ownership of Agilent stock on the record date. This can be a brokerage statement or letter from a bank or broker indicating ownership on January 21, 2014, the Notice of Internet Availability of Proxy Materials, a proxy card, or legal proxy or voting instruction card provided by your broker, bank or nominee. Any holder of a proxy from a stockholder must present the proxy card, properly executed, and a copy of the proof of ownership. Stockholders and proxyholders may also be asked to present a form of photo identification such as a driver's license or passport. Backpacks, cameras, cell phones with cameras, recording equipment and other electronic recording devices will not be permitted at the annual meeting. Agilent reserves the right to inspect any persons or proposals prior to their admission to the annual meeting. Failure to follow the meeting rules or permit inspection will be grounds for exclusion from the annual meeting.

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## AGILENT TECHNOLOGIES, INC.

5301 Stevens Creek Blvd.  
Santa Clara, California 95051  
(408) 553-2424

### Notice of Annual Meeting of Stockholders

TIME	8:00 a.m., Pacific Standard Time, on Wednesday, March 19, 2014
PLACE	Agilent's Headquarters 5301 Stevens Creek Boulevard, Building No. 5 Santa Clara, California (U.S.A.)
ITEMS OF BUSINESS	<p>(1) To elect two directors to a 3-year term. At the annual meeting, the Board of Directors intends to present the following nominees for election as directors:</p> <ul style="list-style-type: none"><li>● Heidi Fields</li><li>● A. Barry Rand</li></ul> <p>(2) To ratify the Audit and Finance Committee's appointment of PricewaterhouseCoopers LLP as Agilent's independent registered public accounting firm.</p> <p>(3) To reapprove the performance goals under Agilent's 2009 Stock Plan.</p> <p>(4) To approve, on a non-binding advisory basis, the compensation of Agilent's named executive officers.</p> <p>(5) To consider such other business as may properly come before the annual meeting.</p>
RECORD DATE	You are entitled to vote at the annual meeting and at any adjournments or postponements thereof if you were a stockholder at the close of business on Tuesday, January 21, 2014.
ANNUAL MEETING ADMISSION	To be admitted to the annual meeting, you must present proof of ownership of Agilent stock as of the record date. This can be a brokerage statement or letter from a bank or broker indicating ownership on January 21, 2014, the Notice of Internet Availability of Proxy Materials, a proxy card, or legal proxy or voting or voting instruction card provided by your broker, bank or nominee. You may also be asked to present a form of photo identification such as a driver's license or passport. The annual meeting will begin promptly at 8:00 a.m. Limited seating is available on a first come, first served basis.
VOTING	For instructions on voting, please refer to the instructions on the Notice of Internet Availability of Proxy Materials you received in the mail or, if you received a hard copy of the Proxy Statement, on your enclosed proxy card.

By Order of the Board,

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MARIE OH HUBER  
Senior Vice President, General Counsel and  
Secretary

*This Proxy Statement and the accompanying proxy card are being sent or made available  
on or about February 5, 2014.*

**PROXY SUMMARY**

The following is a summary which highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider, and you are urged to read the entire Proxy Statement carefully before voting.

**Voting Matters and Vote Recommendations**

There are four items of business which Agilent currently expects to be considered at the 2014 Annual Meeting. The following table lists those items of business and the Agilent Board's vote recommendation.

PROPOSAL	BOARD VOTE RECOMMENDATION
Election of Directors	For each director nominee
Ratification of the Independent Registered Public Accounting Firm	For
Reapproval of the Performance Goals under the 2009 Stock Plan	For
Advisory Vote to Approve Named Executive Officer Compensation	For

**Director Nominees**

Agilent's Board is divided into three classes serving staggered three-year terms. Dr. Lawrence's current term expires at the Annual Meeting, and he will not stand for re-election as he has reached retirement age as set forth in our Corporate Governance Standards. The following table provides summary information about each of the two director nominees who are being voted on at the Annual Meeting.

NAME	AGE	DIRECTOR SINCE	OCCUPATION	INDE-PENDENT	COMMITTEE MEMBERSHIPS				OTHER PUBLIC BOARDS
					AC	CC	NCG	EC	
Heidi Fields	59	2000	Former Executive Vice President and Chief Financial Officer of Blue Shield of California	Yes	C		M		1
A. Barry Rand	69	2000	Chief Executive Officer of AARP	Yes		M	M		1

Key: AC: Audit Committee; CC: Compensation Committee; NCG: Nominating/Corporate Governance Committee; EC: Executive Committee; C: Chairperson; M: Member

**Independent Registered Public Accounting Firm**

We ask that our stockholders ratify the selection of PricewaterhouseCoopers LLP as Agilent's independent registered public accounting firm for fiscal year 2014. Below is summary information about PricewaterhouseCoopers' fees for services during fiscal years 2013 and 2012:

Fee Category:	% of		% of	
	Fiscal 2013	Total	Fiscal 2012	Total
Audit Fees	\$4,984,000	83.1	\$6,296,000	94.1
Audit-Related Fees	762,000	12.7	105,000	1.6
Tax Fees:				
Tax compliance/preparation	245,000	4.1	285,000	4.3
Other tax services	0	0	0	0.0
Total Tax Fees	245,000	4.1	285,000	4.3
All Other Fees	4,000	0.01	4,000	0.0
Total Fees	\$5,995,000	100	\$6,690,000	100

**Reapproval of the Performance Goals under the 2009 Stock Plan**

This proposal does not seek any amendment of the existing provisions of, or performance goals contained within, the 2009 Stock Plan. Rather, this proposal is being presented to stockholders solely to address the periodic approval requirements of Section 162(m) of the Internal Revenue Code.

The performance goals set forth in the 2009 Stock Plan were last approved by our stockholders five years ago, and there have been no changes to that list of potential performance goals since that time. In order to continue to provide us with the ability to deduct the performance-based compensation that we structure to comply with Section 162(m) and we pay to our Chief Executive Officer and our other named executive officers (other than our Chief Financial Officer) for an additional five years, we are submitting the list of performance goals and related provisions under our Plan to our stockholders for reapproval.

**Executive Compensation Matters**

The proxy statement contains information about Agilent's executive compensation programs. In particular, you will find detailed information in the Compensation Discussion and Analysis starting on page 41 and the Executive Compensation tables starting on page 59.

Our executive officers are compensated in a manner consistent with Agilent's business strategy, competitive practice, sound compensation governance principles, and stockholder interests and concerns. Our compensation policies and decisions are focused on pay-for-performance. As you can read, our executive compensation programs have remained substantially the same for several years, and we believe that our programs are well aligned with the interests of our shareholders and are instrumental to achieving our business strategy.

In determining executive compensation for fiscal year 2013, the Compensation Committee considered the overwhelming stockholder support (94% approval of votes cast) that the Say-on-Pay proposal received at our March 21, 2012 annual meeting of stockholders. As a result, the Compensation Committee continued to apply the same effective principles and philosophy it has used in previous years in determining executive compensation and will continue to consider stockholder concerns and feedback in the future. Fiscal year 2013 was successful for Agilent despite uncertainties in the economy. Consistent with our philosophy to pay for performance, our CEO's total direct compensation for the fiscal year was aligned with our annual total shareholder return.

We are requesting your non-binding vote to approve the compensation of the Company's named executive officers as described on pages 41 to 72, including the Summary Compensation Table and subsequent tables on pages 59 to 72 of the proxy statement.

**2014 ANNUAL MEETING OF STOCKHOLDERS  
NOTICE OF ANNUAL MEETING AND PROXY STATEMENT  
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**PROPOSAL 1 ELECTION OF DIRECTORS****Director Nomination Criteria: Qualifications and Experience**

The Nominating/Corporate Governance Committee (the Nominating Committee) performs an assessment of the skills and the experience needed to properly oversee the interests of the Company. Generally the Nominating Committee reviews both the short and long term strategies of the Company to determine what current and future skills and experience are required of the Board in exercising its oversight function. The Nominating Committee then compares those skills to the skills of the current directors and potential director candidates. The Nominating Committee conducts targeted efforts to identify and recruit individuals who have the qualifications identified through this process. The Nominating Committee looks for its current and potential directors collectively to have a mix of skills and qualifications, some of which are described below:

- a reputation for personal and professional integrity and ethics;
- executive or similar policy-making experience in relevant business or technology areas or national prominence in an academic, government or other relevant field;
- breadth of experience;
- soundness of judgment;
- the ability to make independent, analytical inquiries;
- the willingness and ability to devote the time required to perform Board activities adequately;
- the ability to represent the total corporate interests of Agilent; and
- the ability to represent the long-term interests of stockholders as a whole.

In addition to these minimum requirements, the Nominating Committee will also consider whether the candidate's skills are complementary to the existing Board members' skills; the diversity of the Board in factors such as age, experience in technology, manufacturing, finance and marketing, international experience and culture; and the Board's needs for specific operational, management or other expertise. The Nominating Committee from time to time reviews the appropriate skills and characteristics required of board members, including factors that it seeks in board members such as diversity of business experience, viewpoints and, personal background, and diversity of skills in technology, finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board of Directors. In evaluating potential candidates for the Board of Directors, the Nominating Committee considers these factors in the light of the specific needs of the Board of Directors at that time.

**Current Director Terms**

Agilent's Board is divided into three classes serving staggered three-year terms. Directors for each class are elected at the annual meeting of stockholders held in the year in which the term for their class expires. Agilent's Bylaws, as amended, allow the Board to fix the number of directors by resolution. Our Board currently consists of nine directors divided into three classes. The terms of the two current director nominees will expire at this Annual Meeting. Dr. Lawrence's term expires at this Annual Meeting, and he will not stand for re-election as he has reached retirement age as set forth in our Corporate Governance Standards. Pursuant to resolutions passed by the Board, Agilent's bylaws will be amended effective immediately after the time of the annual meeting to reduce the authorized number of directors to eight. The current composition of the Board and the term expiration dates for each director is as follows:

Class	Directors	Term Expires
I	Paul N. Clark, James G. Cullen and Tadataka Yamada, M.D.	2016
II	Heidi Fields, David M. Lawrence, M.D. and A. Barry Rand	2014
III	Robert J. Herbold, Koh Boon Hwee and William P. Sullivan	2015



## ELECTION OF DIRECTORS

Directors elected at the 2014 annual meeting will hold office for a three-year term expiring at the annual meeting in 2017 (or until their respective successors are elected and qualified, or until their earlier death, resignation or removal). All of the nominees are currently directors of Agilent. Information regarding each of the nominees is provided below as of December 31, 2013. There are no family relationships among Agilent's executive officers and directors.

**Director Nominees for Election to New Three-Year Terms That Will Expire in 2017****HEIDI FIELDS****Age: 59****Director Since:**

February 2000

**Agilent Committees:**

- Audit and Finance (Chair)
- Nominating/Corporate Governance

**Public Directorships:**

- Financial Engines, Inc.

**Former Public Directorships Held During the Past Five Years:**

None

Ms. Fields served as Executive Vice President and Chief Financial Officer of Blue Shield of California from September 2003 through December 2012. She served as Executive Vice President and the Chief Financial Officer of Gap, Inc. from 1999 to January 2003. Prior to assuming that position, Ms. Fields served as the Chief Financial Officer of ITT Industries, Inc. from 1995 to 1999. From 1979 to 1995, she held senior financial management positions at General Motors Corporation, including Vice President and Treasurer.

Ms. Fields possesses significant experience and expertise in management and financial matters, having served as the Chief Financial Officer of both public and private companies, including at Blue Shield of California, Gap, Inc. and ITT Industries, Inc. Ms. Fields is the chairperson of our Audit and Finance Committee and is qualified as a financial expert under SEC guidelines. In addition, Ms. Fields has considerable experience and expertise with Agilent having been a member of Agilent's board of directors for over 10 years.

**A. BARRY RAND****Age: 69****Director Since:**

November 2000

**Agilent Committees:**

- Compensation
- Nominating/Corporate Governance

**Public Directorships:**

- Campbell Soup Company

**Former Public Directorships Held During the Past Five Years:**

None

Mr. Rand has served as the Chief Executive Officer of AARP since April 2009. He served as Chairman and Chief Executive Officer of Equitant from February 2003 to April 2005 and as Non-Executive Chairman of Aspect Communications from February 2003 to October 2005. Mr. Rand was the Chairman and Chief Executive Officer of Avis Group Holdings, Inc. from November 1999 to April 2001. Prior to joining Avis Group, Mr. Rand was Executive Vice President, Worldwide Operations, for Xerox Corporation from 1992 to 1999. Mr. Rand is Chairman of the Board of Trustees of Howard University and holds a MBA from Stanford University where he also was a Stanford Sloan Executive Fellow. Mr. Rand also holds several honorary doctorate degrees.

Mr. Rand possesses a strong mix of organizational and operational management skills having served as the chairman and/or chief executive officer of numerous companies, including past roles with Equitant, Avis Group Holdings and Aspect Communications, and his current position with the AARP. He brings public company director experience and perspective from his membership on the Campbell Soup board of directors and has considerable expertise with Agilent having served as a director for over 10 years.

*Agilent's Board recommends a vote FOR the election to the Board of each of the foregoing nominees.*

**Continuing Directors Not Being Considered for Election at this Annual Meeting**

The Agilent directors whose terms are not expiring this year are listed below. They will continue to serve as directors for the remainder of their terms or such other date, in accordance with Agilent's Bylaws. Information regarding each of such directors is provided below.

**Directors Whose Terms Will Expire in 2015****ROBERT J. HERBOLD**

Age: 71

Director Since: June 2000

**Agilent Committees:**

- Audit and Finance
- Nominating/Corporate Governance

**Public Directorships:**

- Neptune Orient Lines Limited

**Former Public Directorships Held During the Past Five Years:**

- First Mutual Bancshares, Inc.

Mr. Herbold has served as the Managing Director of the consulting firm The Herbold Group, LLC since 2003. He served as Executive Vice President and Chief Operating Officer of Microsoft Corporation from 1994 to April 2001 and served as an Executive Vice President (part-time) of Microsoft Corporation until June 2003. Prior to joining Microsoft, Mr. Herbold was employed by The Procter & Gamble Company for twenty-six years, and served as a Senior Vice President at The Procter & Gamble Company from 1990 to 1994.

Mr. Herbold possesses significant leadership experience and business expertise from his executive leadership positions with Microsoft Corporation and The Procter & Gamble Company. Having been a member of the Agilent board for over 10 years, Mr. Herbold has a strong knowledge of Agilent's business. In addition, Mr. Herbold brings considerable public and private company director experience and perspective on public company management and governance issues and practices.

**KOH BOON HWEE**

Age: 63

Director Since: May 2003

**Agilent Committees:**

- Compensation (Chair)
- Nominating/Corporate Governance

**Public Directorships:**

- AAC Technologies Holdings, Inc.
- Sunningdale Tech, Ltd.
- Yeo Hiap Seng Ltd.
- Far East Orchard Ltd.

**Former Public Directorships Held During the Past Five Years:**

- MediaRing Limited
- DBS Group Holdings Ltd.
- DBS Bank Ltd.
- Yeo Hiap Seng (Malaysia) Bhd

Mr. Koh is the managing partner of Credence Capital Fund II (Cayman) Ltd., a private equity fund. Mr. Koh has served as the non-Executive Chairman of Sunningdale Tech Ltd. since January 2009 and previously served as its Executive Chairman and Chief Executive Officer from July 2005 to January 2009. He has served as the non-Executive Chairman of Yeo Hiap Seng Ltd. since April 2010, the non-Executive Chairman of Rippledote Capital Advisers Pte. Ltd. since February 2011 and the non-Executive Chairman of Far East Orchard Ltd. since April 2013. He served as Executive Director of MediaRing Limited from February 2002 to August 2009; Chairman of DBS Bank Ltd. from January 2006 to April 2010; Chairman of Singapore Airlines from July 2001 to December 2005 and Chairman of Singapore Telecom from April 1992 to August 2001. Mr. Koh spent fourteen years with Hewlett-Packard Company in its Asia Pacific region.

Mr. Koh possesses a strong mix of leadership and operational experience from his various senior positions with Sunningdale Tech, AAC Technologies, MediaRing Limited, DBS Bank, Singapore Airlines and Singapore Telecom. In addition, Mr. Koh has deep experience in the Asia Pacific region and brings that knowledge and perspective to the Board. Mr. Koh has extensive experience with Agilent and its predecessor, Hewlett-Packard, having served on the Agilent board for over 9 years and having spent 14 years with Hewlett-Packard.

**WILLIAM P. SULLIVAN**

Age: 64

Director Since: March 2005

**Agilent Committees:**

- Executive Committee

**Public Directorships:**

- URS Corporation
- Avnet, Inc.

**Former Public Directorships Held During the Past Five Years:**

None

Mr. Sullivan has served as Agilent's Chief Executive Officer since March 2005 and served as President since September 2013. He previously served as President from March 2005 to November 2012. Before being named as Agilent's Chief Executive Officer, Mr. Sullivan served as Executive Vice President and Chief Operating Officer from March 2002 to March 2005. In that capacity, he shared the responsibilities of the president's office with Agilent's former President and Chief Executive Officer, Edward W. Barnholt. Mr. Sullivan also had overall responsibility for Agilent's Electronic Products and Solutions Group, the company's largest business group. Prior to assuming that position, Mr. Sullivan served as our Senior Vice President, Semiconductor Products Group, from August 1999 to March 2002. Before that, Mr. Sullivan held various management positions at Hewlett-Packard Company.

Mr. Sullivan has broad and deep experience with Agilent and its businesses having been an employee of Agilent and its predecessor, Hewlett-Packard, for over 30 years. During the course of his career, he has developed considerable expertise in, and in-depth knowledge of, Agilent's businesses, having seen them as an individual contributor and at numerous levels of management. This perspective gives valuable insight to the Agilent board. Mr. Sullivan also brings public company director experience and perspective from his current positions on the URS Corporation and Avnet boards.

**Directors Whose Terms Will Expire in 2016****PAUL N. CLARK**

Age: 66

Director Since: May 2006

**Agilent Committees:**

- Audit and Finance
- Nominating/Corporate Governance

**Public Directorships:**

None

**Former Public Directorships Held During the Past Five Years:**

- Amylin Pharmaceuticals, Inc.
- Talecris Biotherapeutics Holdings Corp

Mr. Clark has been a Strategic Advisory Board member of Genstar Capital, LLC since August 2007 and was an Operating Partner from August 2007 to January 2013. Genstar Capital LLC is a middle market private equity firm that focuses on investments in selected segments of life sciences and healthcare services, industrial technology, business services and software. Prior to that, Mr. Clark was the Chief Executive Officer and President of ICOS Corporation, a biotherapeutics company, from June 1999 to January 2007, and the Chairman of the Board of Directors of ICOS from February 2000 to January 2007. From 1984 to December 1998, Mr. Clark worked in various capacities for Abbott Laboratories, a health care products manufacturer, retiring from Abbott Laboratories as Executive Vice President and a board member. His previous experience included senior positions with Marion Laboratories, a pharmaceutical company, and Sandoz Pharmaceuticals (now Novartis Corporation), a pharmaceutical company.

Mr. Clark has significant experience in the pharmaceutical and biotechnology industries, including his experience serving in senior management positions with ICOS Corporation (where he served as Chief Executive Officer and President), Abbott Laboratories, Marion Laboratories and Sandoz Pharmaceuticals. In addition, Mr. Clark brings considerable public company director experience and perspective on company management and governance issues and practices.



**JAMES G. CULLEN**

Age: 71

Director Since: April 2000

**Agilent Committees:**

- Nominating/Corporate Governance (Chair)
- Executive (Chair)

**Public Directorships:**

- Johnson & Johnson
- Prudential Financial, Inc.
- Neustar, Inc.

**Former Public Directorships Held During the Past Five Years:**

None

Mr. Cullen has been a director of Agilent since April 2000 and the Non-Executive Chairman of the Board since March 2005. Mr. Cullen was President and Chief Operating Officer of Bell Atlantic Corporation (now known as Verizon) from 1997 to June 2000 and a member of the office of chairman from 1993 to June 2000. Prior to this appointment, Mr. Cullen was the President and Chief Executive Officer of the Telecom Group of Bell Atlantic from 1995 to 1997. Prior to the creation of Bell Atlantic on January 1, 1984, Mr. Cullen held management positions with New Jersey Bell from 1966 to 1981 and AT&T from 1981 to 1983.

Mr. Cullen has considerable managerial and operational experience and expertise from his senior leadership position with Bell Atlantic and its predecessors. In addition, Mr. Cullen brings significant public company director experience and perspective on public company management and governance. Mr. Cullen has a strong understanding of Agilent having served on the board for over 10 years, including more than 5 years as the non-executive chairman.

**TADATAKA YAMADA, M.D.**

Age: 68

Director Since: January 2011

**Agilent Committees:**

- Compensation
- Nominating/Corporate Governance

**Public Directorships:**

- Takeda Pharmaceutical Co. Ltd.

**Former Public Directorships Held During the Past Five Years:**

- Covidien plc

Dr. Yamada currently serves as the Chief Medical and Scientific Officer of Takeda Pharmaceuticals International, Inc., a research-based global pharmaceutical company. Dr. Yamada previously served as President of the Global Health Program of the Bill & Melinda Gates Foundation from June 2006 to June 2011. From 2000 to 2006, Dr. Yamada was Chairman of Research and Development for GlaxoSmithKline Inc. and prior to that, he held research and development positions at SmithKline Beecham. Prior to joining SmithKline Beecham, Dr. Yamada was Chairman of the Department of Internal Medicine at the University of Michigan Medical School and Physician-in-Chief of the University of Michigan Medical Center.

Dr. Yamada brings to our Board a unique perspective with his experience as the former President of the Global Health Program of the Bill & Melinda Gates Foundation as well as his significant research and development experience. Dr. Yamada's extensive pharmaceutical industry knowledge gives him an insight into a number of issues facing Agilent that other directors might not possess.

## Corporate Governance Matters

Agilent has had formal corporate governance standards in place since the Company's inception in 1999. We have reviewed internally and with the Board the provisions of the Sarbanes-Oxley Act of 2002 ( "Sarbanes-Oxley Act" ), the rules of the SEC and the NYSE's corporate governance listing standards regarding corporate governance policies and processes and are in compliance with the rules and listing standards.

We have adopted charters for our Compensation Committee, Audit and Finance Committee, Nominating/Corporate Governance Committee and Executive Committee consistent with the applicable rules and standards. Our committee charters, Amended and Restated Corporate Governance Standards and Standards of Business Conduct are located in the Investor Relations section of our website and can be accessed by clicking on "Governance Policies" in the "Corporate Governance" section of our web page at [www.investor.agilent.com](http://www.investor.agilent.com).

## Board Leadership Structure

Agilent currently separates the positions of chief executive officer and chairman of the Board. Since March 2005, Mr. Cullen, one of our independent directors, has served as our chairman of the Board. The responsibilities of the chairman of the Board include: setting

the agenda for each Board meeting, in consultation with the chief executive officer; chairing the meetings of independent directors; and facilitating and conducting, with the Nominating/Corporate Governance Committee, the annual self-assessments by the Board and each standing committee of the Board, including periodic performance reviews of individual directors.

Separating the positions of chief executive officer and chairman of the Board allows our chief executive officer to focus on our day-to-day business, while allowing the chairman of the Board to lead the Board in its fundamental role of providing advice to and independent oversight of management. The Board believes that having an independent director serve as chairman of the Board is the appropriate leadership structure for Agilent at this time.

However, our Corporate Governance Standards permit the roles of the chairperson of the Board and the chief executive officer to be filled by the same or different individuals. This provides the board with flexibility to determine whether the two roles should be combined in the future based on Agilent's needs and the Board's assessment of Agilent's leadership from time to time. Our Corporate Governance Standards provide that, in the event that the chairperson of the Board is also the chief executive officer, the Board may consider the election of an independent Board member as a lead independent director.

## Board's Role in Risk Oversight

The Board executes its risk management responsibility directly and through its committees. The Audit and Finance Committee has primary responsibility for overseeing Agilent's enterprise risk management process. The Audit and Finance Committee receives updates and discusses individual and overall risk areas during its meetings, including the Company's financial risk assessments, risk management policies and major financial risk exposures and the steps management has taken to monitor and control such exposures. The Compensation Committee oversees risks associated with our compensation policies and practices with respect to both executive compensation and compensation generally.

The Compensation Committee receives reports and discusses whether Agilent's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

The full Board is kept abreast of its committees' risk oversight and other activities via reports of the committee chairpersons to the full Board during Board meetings.

### Majority Voting for Directors

Our Bylaws provide for majority voting of directors regarding director elections. In an uncontested election, any nominee for director shall be elected by the vote of a majority of the votes cast with respect to the director. A majority of the votes cast means that the number of shares voted FOR a director must exceed 50% of the votes cast with respect to that director. The votes cast shall include votes to withhold authority and exclude votes to ABSTAIN with respect to that director's election. If a director is not elected due to a failure to receive a majority of the votes cast and his or her successor is not otherwise elected and qualified, the director shall promptly tender his or her resignation following certification of the stockholder vote.

The Nominating/Corporate Governance Committee will consider the resignation offer and recommend to the Board whether to accept or reject it, or whether other action should be taken. The Board will act on the Nominating/Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote. Thereafter, the Board will promptly disclose their decision and the rationale behind it in a press release to be disseminated in the same manner as Company press releases typically are distributed. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating/Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.

### Board Communications

Stockholders and other interested parties may communicate with the Board and Agilent's Non-Executive Chairperson of the Board of

Directors by filling out the form at Contact Chairman under Corporate Governance at [www.investor.agilent.com](http://www.investor.agilent.com) or by writing to James G. Cullen, c/o Agilent Technologies, Inc., General Counsel, 5301 Stevens Creek Blvd., MS 1A-11, Santa Clara, California 95051. The General Counsel will perform a legal review in the normal discharge of her duties to ensure that communications forwarded to the Non-Executive Chairperson preserve the integrity of the process. For example, items that are unrelated to the duties and responsibilities of the Board such as spam, junk mail and mass mailings, product complaints, personal employee complaints, product inquiries, new product suggestions, resumes and other forms of job inquiries, surveys, business solicitations or advertisements (the Unrelated Items) will not be forwarded to the Non-Executive Chairperson. In addition, material that is unduly hostile, threatening, illegal or similarly unsuitable will not be forwarded to the Non-Executive Chairperson.

Any communication that is relevant to the conduct of Agilent's business and is not forwarded will be retained for one year (other than Unrelated Items) and made available to the Non-Executive Chairperson and any other independent director on request. The independent directors grant the General Counsel discretion to decide what correspondence shall be shared with Agilent management and specifically instruct that any personal employee complaints be forwarded to Agilent's Human Resources Department.

### Director Independence

Agilent adopted the following standards for director independence in compliance with the NYSE corporate governance listing standards:

1. No director qualifies as independent unless the Board affirmatively determines that the director has no material relationship with Agilent or any of its subsidiaries (either directly, or as a partner, stockholder or officer of an organization that has a relationship with Agilent). Agilent or any of its subsidiaries must identify which directors are independent and disclose the basis for that determination.

In addition, a director is not independent if:

2. The director is, or has been within the last three years, an employee of Agilent or any of its subsidiaries, or an immediate family member is, or has been within the last three years, an executive officer of Agilent or any of its subsidiaries.
3. The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from Agilent or any of its subsidiaries, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
4. (A) The director is a current partner or employee of a firm that is Agilent's internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on Agilent's audit; or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on Agilent's or any of its subsidiaries' audit within that time.
5. The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of Agilent's or any of its subsidiaries' current executive officers at the same time serves or served on that company's compensation committee.
6. The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, Agilent or any of its subsidiaries for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

The Board determined that Paul N. Clark, James G. Cullen, Heidi Fields, Robert J. Herbold, Koh Boon Hwee, David M. Lawrence, M.D., A. Barry Rand and Tadataka Yamada, M.D. met the aforementioned independence

standards. William P. Sullivan did not meet the aforementioned independence standards because he is Agilent's current President and Chief Executive Officer and an employee of Agilent.

Agilent's non-employee directors meet at regularly scheduled executive sessions without management. As the Non-Executive Chairman of the Board, James G. Cullen was chosen to preside at executive sessions of the non-management directors.

#### **Compensation Committee Member Independence**

Agilent has adopted standards for compensation committee member independence in compliance with the NYSE corporate governance listing standards. In affirmatively determining the independence of any director who will serve on the compensation committee, the board of directors must consider all factors specifically relevant to determining whether such director has a relationship to Agilent or any of its subsidiaries which is material to such director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to:

- |     |   |
|-----|---|
| (A) | the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by Agilent to such director; and |
| (B) | whether such director is affiliated with Agilent, a subsidiary of Agilent or an affiliate of a subsidiary of Agilent.                           |

## COMMITTEES OF THE BOARD OF DIRECTORS

The Board has four standing committees as set forth in the table below. Each director attended at least 75% of the aggregate number of Board and applicable committee meetings held when the director was serving on the Board.

Director	Board	Audit and Finance	Compensation	Nominating/ Corporate Governance	Executive
Paul N. Clark	ü	ü		ü	
James G. Cullen	CHAIR			CHAIR	CHAIR
Heidi Fields	ü	CHAIR		ü	
Robert J. Herbold	ü	ü		ü	
Koh Boon Hwee <sup>(1)</sup>	ü		CHAIR	ü	
David M. Lawrence, M.D. <sup>(1)</sup>			ü	ü	
A. Barry Rand	ü		ü	ü	
Tadataka Yamada, M.D.	ü		ü	ü	
William P. Sullivan	ü				ü
No. of Meetings in FY2013	7	12	4	6	0

(1) David M. Lawrence, M.D. served as Chairman of the Compensation Committee until November 20, 2013. Koh Boon Hwee was appointed Chairman of the Compensation Committee on November 21, 2013. Dr. Lawrence's director term will expire at the Annual Meeting and he will not stand for re-election to the board.

Agilent encourages, but does not require, its Board members to attend the annual stockholders meeting. Last year, all of our directors attended the annual stockholders meeting.

**Audit and Finance Committee**

The Audit and Finance Committee is responsible for the oversight of the quality and integrity of Agilent's consolidated financial statements, its compliance with legal and regulatory requirements, the qualifications and independence of its independent registered public accounting firm, the performance of its internal audit function and independent registered public accounting firm and other significant financial matters. In discharging its duties, the Audit and Finance Committee is expected to:

- have the sole authority to appoint, retain, compensate, oversee, evaluate and replace the independent registered public accounting firm;
- review and approve the scope of the annual internal and external audit;
- review and pre-approve the engagement of Agilent's independent registered public accounting firm to perform audit and non-audit services and the related fees;
- meet independently with Agilent's internal auditing staff, independent registered public accounting firm and senior management;
- review the adequacy and effectiveness of the system of internal control over financial reporting and any significant changes in internal control over financial reporting;
- review Agilent's consolidated financial statements and disclosures including Management Discussion and Analysis of Financial Condition and Results of Operations in the Company reports on Form 10-K or Form 10-Q;

- establish and oversee procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- review funding and investment policies, implementation of funding policies and investment performance of Agilent's benefit plans;
- monitor compliance with Agilent's Standards of Business Conduct; and
- review disclosures from Agilent's independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independence of accountant's communications with the audit committee.

### Compensation Committee

The Compensation Committee reviews the performance of Agilent's elected officers and other key employees and determines, approves and reports to the Board on the elements of their compensation, including total cash compensation and long-term equity based incentives. In addition, the Compensation Committee:

- approves and monitors Agilent's benefit plan offerings;
- supervises and oversees the administration of Agilent's incentive compensation, variable pay and stock programs, including the impact of Agilent's compensation programs and arrangements on Company risk;
- recommends to the Board the annual retainer fee as well as other compensation for non-employee directors;
- establishes comparator peer group and compensation targets based on this peer group for the Company's named executive officers; and
- has sole authority to retain and terminate executive compensation consultants.

For more information on the responsibilities and activities of the Compensation Committee, including the committee's processes for determining executive compensation, see Compensation Discussion and Analysis, Compensation Committee Report, Executive Compensation and the Compensation Committee's charter.

The Compensation Committee also helps determine compensation for non-employee directors. The process the Compensation Committee undertakes for setting non-employee director compensation is similar to that of setting executive officer compensation. The Compensation Committee is aided by an independent consultant, currently Frederic W. Cook & Co., Inc. ( F.W. Cook ), who is selected and retained by the Compensation Committee. The role of the independent consultant is to measure and benchmark our non-employee director compensation against a certain peer group of companies with respect to appropriate compensation levels for positions comparable in the market. The independent consultant recommends appropriate retainers, committee chair retainers, grant values and stock ownership guidelines to the Compensation Committee. This information is reviewed, discussed and finalized at a Compensation Committee meeting and a recommendation is made to the full Board. The full Board makes the final determination on non-employee director compensation.

### Nominating/Corporate Governance Committee

The Nominating/Corporate Governance Committee proposes a slate of directors for election by Agilent's stockholders at each annual meeting and recommends to the Board candidates to fill any vacancies on the Board. It is also responsible for reviewing management succession plans, recommending to the Board the appropriate Board size and committee structure and developing and reviewing corporate governance principles applicable to Agilent.

## CORPORATE GOVERNANCE

The Nominating/Corporate Governance Committee will consider director candidates recommended for nomination by stockholders, provided that the recommendations are made in accordance with the procedures described in the section entitled "General Information About the Meeting" located at the end of this Proxy Statement. Candidates recommended for nomination by stockholders that comply with these procedures will receive the same consideration as other candidates recommended by the Nominating/Corporate Governance Committee.

Agilent typically hires a third party search firm to help identify and facilitate the screening and interview process of candidates for director. To be considered by the Nominating/Corporate Governance Committee, a director nominee must have:

- a reputation for personal and professional integrity and ethics;
- executive or similar policy-making experience in relevant business or technology areas or national prominence in an academic, government or other relevant field;
- breadth of experience;
- soundness of judgment;
- the ability to make independent, analytical inquiries;
- the willingness and ability to devote the time required to perform Board activities adequately;
- the ability to represent the total corporate interests of Agilent; and
- the ability to represent the long-term interests of stockholders as a whole.

In addition to these minimum requirements, the Nominating/Corporate Governance Committee will also consider whether the candidate's skills are complementary to the existing Board members' skills; the diversity of the Board in factors such as age, experience in technology, manufacturing, finance and marketing, international experience and culture; and the Board's needs for specific operational, management or other expertise. The Nominating/Corporate Governance Committee from time to time reviews the appropriate skills and characteristics required of board members, including factors that it seeks in board members such as diversity of business experience, viewpoints and, personal background, and diversity of skills in technology, finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board of Directors. In evaluating potential candidates for the Board of Directors, the Nominating/Corporate Governance Committee considers these factors in the light of the specific needs of the Board of Directors at that time. The search firm screens the candidates, does reference checks, prepares a biography for each candidate for the Nominating/Corporate Governance Committee to review and helps set up interviews. The Nominating/Corporate Governance Committee and Agilent's Chief Executive Officer interview candidates that meet the criteria, and the Nominating/Corporate Governance Committee selects candidates that best suit the Board's needs. We do not use a third party to evaluate current Board members.

The Nominating/Corporate Governance Committee also administers Agilent's Related Person Transactions Policy and Procedures. See Related Person Transactions Policy and Procedures for more information.

### Executive Committee

The Executive Committee meets or takes written action when the Board is not otherwise meeting. The Committee has full authority to act on behalf of the Board, except that it cannot amend Agilent's Bylaws, recommend any action that requires the approval of the stockholders, fill vacancies on the Board or any Board committee, fix director compensation, amend or repeal any non-amendable or

non-repealable resolution of the Board, declare a distribution to the stockholders except at rates determined by the Board, appoint other committees or take any action not permitted under Delaware law to be delegated to a committee.

#### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of the Compensation Committee are set forth in the table on page 16. During the most recent fiscal year, no Agilent executive officer served on the compensation committee (or equivalent), or the board of directors, of another entity whose executive officer(s) served on Agilent's Compensation Committee.

The members of the Compensation Committee are considered independent under the Company's Board of Directors and Compensation Committee Independence Standards as set forth in the Company's Amended and Restated Corporate Governance Guidelines.

#### RELATED PERSON TRANSACTIONS POLICY AND PROCEDURES

The Company's Standards of Business Conduct and Director Code of Ethics require that all employees and directors avoid conflicts of interests that interfere with the performance of their duties or the best interests of the Company. In addition, the Company has adopted a written Related Person Transactions Policy and Procedures (the Related Person Transactions Policy) that prohibits any of the Company's executive officers, directors or any of their immediate family members from entering into a transaction with the Company, except in accordance with the policy. For purposes of the policy, a related person transaction includes any transaction (within the meaning of Item 404(a) of the Securities and Exchange Commission's Regulation S-K) involving the Company and any related person that would be required to be disclosed pursuant to Item 404(a) of the Securities and Exchange Commission's Regulation S-K.

Under our Related Person Transactions Policy, the General Counsel must advise the Nominating/Corporate Governance Committee of any related person transaction of which she becomes aware. The Nominating/Corporate Governance Committee must then either approve or reject the transaction in accordance with the terms of the policy. In the course of making this determination, the Nominating/Corporate Governance Committee shall consider all relevant information available to it and, as appropriate, must take into consideration the following:

- the size of the transaction and the amount payable to the related person;
- the nature of the interest of the related person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involved the provision of goods or services to the Company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the Company as would be available in comparable transactions with or involving unaffiliated third parties.

Under the Related Person Transactions Policy, Company management screens for any potential related person transactions, primarily through the annual circulation of a Directors and Officers Questionnaire (D&O Questionnaire) to each member of the Board of Directors and each officer of the Company that is a reporting person under Section 16 of the Securities Exchange Act of 1934. The D&O Questionnaire contains questions intended to identify related persons and transactions between the Company and related persons. If a related person transaction is identified, such transaction is brought to the attention of the Nominating/Corporate Governance Committee for its approval, ratification, revision, or rejection in consideration of all of the relevant facts and circumstances.



The Nominating/Corporate Governance Committee must approve or ratify each related person transaction in accordance with the policy. Absent this approval or ratification, no such transaction may be entered into by the Company with any related person.

In March 2008, the Nominating/Corporate Governance Committee amended the Related Person Transactions Policy to provide for standing pre-approval of limited transactions with related persons. Pre-approved transactions include:

- (a) Any transaction with another company at which a related person's only relationship is as an employee (other than an executive officer or an equivalent), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of (i) \$1,000,000, or (ii) 2 percent of that company's total annual revenues.
- (b) Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a related person's only relationship is as an employee (other than an executive officer or an equivalent), a director or a trustee, if the aggregate amount involved does not exceed the lesser of \$500,000, or 2 percent of the charitable organization's total annual receipts.

Agilent will disclose the terms of related person transactions in its filings with the SEC to the extent required.

### Transactions with Related Persons

We purchase services, supplies, and equipment in the normal course of business from many suppliers and sell or lease products and services to many customers. In some instances, these transactions occur with companies with which members of our management or Board of Directors have relationships as directors or executive officers. For transactions entered into during fiscal year 2013, no related person had or will have a direct or indirect material interest and none exceeded or fell outside of the pre-approved thresholds set forth in our Related Party Transaction Policy.

The following list identifies which of these companies purchased more than \$120,000 in products and services from us in fiscal 2013.

- Johnson & Johnson ( J&J ). Mr. James G. Cullen is a director of J&J. J&J, or its affiliates, purchased from Agilent an aggregate of approximately \$10 million of products and services.
- Avnet, Inc. ( Avnet ). Mr. William P. Sullivan is a director of Avnet. Avnet, or its affiliates, purchased from Agilent an aggregate of approximately \$1.2 million of products and services.
- URS Corporation ( URS ). Mr. William P. Sullivan is a director of URS. URS, or its affiliates, purchased from Agilent an aggregate of approximately \$319,000 of products and services.
- Catalent Pharma Solutions ( Catalent ). Mr. Paul N. Clark is a director of Catalent. Catalent, its affiliates, purchased from Agilent an aggregate of approximately \$2.9 million of products and services.
- Harlan Laboratories, Inc. ( Harlan ). Mr. Paul N. Clark is a director of Harlan. Harlan, its affiliates, purchased from Agilent an aggregate of approximately \$360,000 of products and services.
- Campbell Soup Company ( Campbell ). Mr. A. Barry Rand is a director of Campbell. Campbell, its affiliates, purchased from Agilent an aggregate of approximately \$156,000 of products and services.

- Takeda Pharmaceutical Co. Ltd. and Takeda Pharmaceuticals International, Inc. (collectively, Takeda ). Dr. Tadataka Yamada is a director of Takeda Pharmaceutical Co. Ltd. and the Chief Medical and Scientific Officer of Takeda Pharmaceuticals International, Inc. Takeda or its affiliates, purchased from Agilent an aggregate of approximately \$3.3 million of products and services.
- AAC Technologies Holdings Inc. ( AAC ). Mr. Koh Boon Hwee is the Chairman of AAC. AAC or its affiliates, purchased from Agilent an aggregate of approximately \$822,000 of products and services.
- Nanyang Technological University ( Nanyang ). Mr. Koh Boon Hwee is the Chair of the Board of Trustees of Nanyang. Nanyang, or its affiliates, purchased from Agilent an aggregate of approximately \$1.6 million of products and services.
- Logitech International SA ( Logitech ). Mr. Didier Hirsch is a director of Logitech. Logitech or its affiliates, purchased from Agilent an aggregate of approximately \$186,000 of products and services.

## RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

**PROPOSAL 2 RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit and Finance Committee of the Board has appointed PricewaterhouseCoopers LLP as Agilent's independent registered public accounting firm to audit its consolidated financial statements for the 2014 fiscal year. During the 2013 fiscal year, PricewaterhouseCoopers LLP served as Agilent's independent registered public accounting firm and also provided certain tax and other non-audit services. Although Agilent is not required to seek stockholder approval of this appointment, the Board believes it to be sound corporate governance to do so. If the appointment is not ratified, the Audit and Finance Committee will investigate the reasons for stockholder rejection and will reconsider the appointment.

Representatives of PricewaterhouseCoopers LLP are expected to attend the annual meeting where they will be available to respond to questions and, if they desire, to make a statement.

*Agilent's Board recommends a vote FOR the ratification of the  
Audit and Finance Committee's appointment of  
PricewaterhouseCoopers LLP as Agilent's Independent Registered Public Accounting Firm.*

**Fees Paid to PricewaterhouseCoopers LLP**

The following table sets forth the aggregate fees charged to Agilent by PricewaterhouseCoopers LLP for audit services rendered in connection with the audited consolidated financial statements and reports for the 2013 and 2012 fiscal years and for other services rendered during the 2013 and 2012 fiscal years to Agilent and its subsidiaries, as well as all out-of-pocket costs incurred in connection with these services:

Fee Category:	Fiscal 2013	% of Total	Fiscal 2012	% of Total
Audit Fees	\$ 4,984,000	83.1	\$ 6,296,000	94.1
Audit-Related Fees	762,000	12.7	105,000	1.6
Tax Fees:				
Tax compliance/preparation	245,000	4.1	285,000	4.3
Other tax services	0	0.0	0	0.0
Total Tax Fees	245,000	4.1	285,000	4.3
All Other Fees	4,000	0.01	4,000	0.0
Total Fees	\$ 5,995,000	100	\$ 6,690,000	100

**Audit Fees:** Consists of fees billed for professional services rendered for the integrated audit of Agilent's consolidated financial statements and its internal control over financial reporting and review of the interim condensed consolidated financial statements included in quarterly reports. Fiscal 2013 and 2012 fees also consist of fees billed for services that are normally provided by PricewaterhouseCoopers LLP in connection with statutory reporting and regulatory filings or engagements, and attest services, except those not required by statute or regulation.

**Audit-Related Fees:** Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of Agilent's consolidated financial statements and are not reported under Audit Fees. These services include employee benefit plan audits, accounting consultations in connection with acquisitions and divestitures, attest services that are not required by statute or regulation, and consultations concerning financial accounting and reporting standards.

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

**Tax Fees:** Consists of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and international tax compliance, tax audits and appeals, customs and duties, mergers and acquisitions and international tax planning.

**All Other Fees:** Consists of fees for all other services other than those reported above. These services include a license for specialized accounting research software. Agilent's intent is to minimize services in this category.

In making its recommendation to ratify the appointment of PricewaterhouseCoopers LLP as Agilent's independent registered public accounting firm for the fiscal year ending October 31, 2014, the Audit and Finance Committee has considered whether services other than audit and audit-related services provided by PricewaterhouseCoopers LLP are compatible with maintaining the independence of PricewaterhouseCoopers LLP.

**Policy on Audit and Finance Committee Preapproval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

The Audit and Finance Committee's policy is to preapprove all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Preapproval is generally provided for up to one year and any preapproval is detailed as to the particular service or category of services and is subject to a specific budget. The Audit and Finance Committee has delegated its preapproval authority up to a specified maximum to the Chairperson of the Audit and Finance Committee, Heidi Fields, who may preapprove all audit and permissible non-audit services so long as her preapproval decisions are reported to the Audit and Finance Committee at its next scheduled meeting.

**AUDIT AND FINANCE COMMITTEE REPORT**

*The Audit Committee Report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates the Audit Committee Report by reference therein.*

**AUDIT AND FINANCE COMMITTEE REPORT**

During fiscal year 2013, the Audit and Finance Committee of the Board reviewed the quality and integrity of Agilent's consolidated financial statements, the effectiveness of its system of internal control over financial reporting, its compliance with legal and regulatory requirements, the qualifications and independence of its independent registered public accounting firm, the performance of its internal audit function and independent registered public accounting firm and other significant financial matters. Each of the Audit and Finance Committee members satisfies the definition of independent director and is financially literate as established in the New York Stock Exchange Listing Standards. In accordance with section 407 of the Sarbanes-Oxley Act of 2002, the Board of Directors has identified Heidi Fields as the Audit and Finance Committee's Financial Expert. Agilent operates with a November 1 to October 31 fiscal year. The Audit and Finance Committee met twelve times, including telephone meetings, during the 2013 fiscal year.

The Audit and Finance Committee's work is guided by a written charter that the Board has approved. The Audit and Finance Committee regularly reviews its charter to ensure that it is meeting all relevant audit committee policy requirements of the U.S. Securities and Exchange Commission, the Public Company Accounting Oversight Board and the New York Stock Exchange. You can access the latest Audit and Finance Committee charter by clicking on "Governance Policies" in the "Corporate Governance" section of the Web page at [www.investor.agilent.com](http://www.investor.agilent.com) or by writing to us at Agilent Technologies, Inc., 5301 Stevens Creek Blvd., Santa Clara, California 95051, Attention: Investor Relations.

The Audit and Finance Committee has reviewed and discussed with management and PricewaterhouseCoopers LLP, Agilent's independent registered public accounting firm, Agilent's audited consolidated financial statements and Agilent's internal control over financial reporting. The Audit and Finance Committee has discussed with PricewaterhouseCoopers LLP, during the 2013 fiscal year, the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (Communication with Audit Committees) as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit and Finance Committee has received and reviewed the written disclosures and the letter from PricewaterhouseCoopers LLP required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit and Finance Committee concerning independence, and has discussed with PricewaterhouseCoopers LLP its independence from Agilent. Based on the review and discussions noted above, the Audit and Finance Committee recommended to the Board that Agilent's audited consolidated financial statements be included in Agilent's Annual Report on Form 10-K for the fiscal year ended October 31, 2013, and be filed with the U.S. Securities and Exchange Commission.

Submitted by:

Audit and Finance Committee

Heidi Fields, Chairperson

Paul N. Clark

Robert J. Herbold

## REAPPROVAL OF PERFORMANCE GOALS UNDER THE 2009 STOCK PLAN

**PROPOSAL 3 REAPPROVAL OF PERFORMANCE GOALS UNDER THE 2009 STOCK PLAN**

In 2009, our Board of Directors adopted and our stockholders approved the Agilent Technologies, Inc. 2009 Stock Plan (the Plan), including the list of potential performance goals and related provisions set forth in such Plan for awards that are intended to qualify for the performance-based compensation exception under Section 162(m) of the Internal Revenue Code and to satisfy New York Stock Exchange (NYSE) guidelines relating to equity compensation.

**This proposal does not seek any amendment of the existing provisions of, or performance goals contained within, the 2009 Stock Plan. Rather, this proposal is being presented to stockholders solely to address the periodic approval requirements of Section 162(m) described below.**

Section 162(m) generally does not allow a publicly-held corporation to deduct from its U.S. federal taxable income compensation above \$1,000,000 that is paid in any taxable year to its chief executive officer or other named executive officers (excluding its chief financial officer). Compensation above \$1,000,000 may be deducted if, among other things, it is payable upon the attainment of performance goals whose material terms are approved by the company's stockholders. If the company's compensation committee retains discretion to select which performance goals will apply to a particular performance period, Section 162(m) requires that the material terms of such performance goals be reapproved by the company's stockholders every five years. For purposes of Section 162(m), the material terms include (a) the employees eligible to receive compensation, (b) a description of the business criteria on which the performance goal may be based, and (c) the maximum amount of compensation that can be paid to an employee under the performance goal. Each of these terms is discussed below. Stockholder approval of this proposal is intended to constitute reapproval of the performance goals under the Plan for purposes of the approval requirements of Section 162(m).

The performance goals set forth in the Plan were last approved by our stockholders five years ago, and there have been no changes to that list of potential performance goals since that time. In order to continue to provide us with the ability to deduct the performance-based compensation that we structure to comply with Section 162(m) and we pay to our Chief Executive Officer and our other named executive officers (other than our Chief Financial Officer) for an additional five years, we are submitting the list of performance goals and related provisions under our Plan to our stockholders for reapproval.

Below is a summary of the material features of the Plan and its operation. This summary does not purport to be a complete description of all of the provisions of the Plan. It is qualified in its entirety by reference to the full text of the Plan. A copy of the Plan has been filed with the Securities and Exchange Commission with the Proxy Statement filed on January 27, 2009, and any stockholder who wishes to obtain a copy of the Plan may do so by written request to the Secretary at Agilent's headquarters in Santa Clara, California.

**Purpose of the Plan**

The purpose of the Plan is to encourage ownership in the Company by its employees, directors and consultants whose long-term employment by or involvement with the Company is considered essential to the Company's continued progress and, thereby, aligning the interests of the award recipients and stockholders and permitting the award recipients to share in the Company's success. The Plan provides an essential component of the total compensation package offered to the Company's key employees. It reflects the importance placed by the Company on motivating employees to achieve superior results over the long term and paying employees based on that kind of achievement. The

## REAPPROVAL OF PERFORMANCE GOALS UNDER THE 2009 STOCK PLAN

Company strongly believes that its equity compensation programs and emphasis on employee stock ownership have been integral to the Company's progress and that a continuation of those programs and that emphasis is necessary for the Company to achieve superior performance in the future.

Certain awards under the Plan are intended to qualify as performance-based compensation under the Code, provided that such grants are made in the form of option grants, stock appreciation rights (SARs), or are performance shares or performance units based on one or more of the performance measures specified below. However, in the event that the Administrator (as defined below in Administration of the Plan) of the Plan determines that it is advisable to grant awards that use measures other than those specified below, any such awards will not qualify for the performance-based exception under Section 162(m) of the Code.

### Key Features of the Plan

The Plan contains features that the Board believes are consistent with the interests of stockholders and sound governance principles. These features include the following:

- *Flexibility and Performance Ties.* The variety of equity and cash awards permitted under the Plan affords flexibility with respect to the design of long-term incentives that are responsive to evolving regulatory changes and compensation best practices and incorporate tailored, performance-based measures.
- *No Discount Options.* Stock options or SARs may not be granted or awarded with a then-established exercise price of less than the fair market value (FMV) of Agilent's common stock on the date of grant or award. FMV is the quoted closing sales price on the stock exchange or a national market system with the highest trading volume.
- *No Repricing.* The repricing of stock options and stock appreciation rights is prohibited without stockholder approval. This prohibition applies both to repricings that involve lowering the exercise price of a stock option or SAR as well as repricings that are accomplished by canceling an existing award and replacing it with a lower-priced award.
- *Fungible Share Pool.* The Plan design recognizes the greater intrinsic value of a full share award including restricted stock, restricted stock units, performance shares and performance stock units. Accordingly, the Plan's share reserve is reduced by 2 shares for every 1 full value share awarded. Stock option and SAR awards reduce the reserve on a 1-to-1 basis.
- *Clawback feature.* The Plan allows the Company to cancel or freeze unvested awards, or require the return of amounts received pursuant to plan awards, if the award recipient has engaged in behavior that is detrimental to the business or reputation of the Company.
- *No Liberal Share Accounting.* Shares withheld for tax payments or to pay the exercise price, shares repurchased on the open market with the proceeds of an option exercise price, or shares not issued or delivered as a result of the net settlement of an outstanding award, will not be added back into the Plan reserve.
- *Compensation Committee Oversight.* The Plan will be administered by Agilent's Compensation Committee as the Administrator, which is comprised solely of non-employee, independent directors.
- *No Annual Evergreen Provision.* The Plan provides for a specific number of shares of Agilent common stock available for awards and does not contain an annual or automatic increase in the number of available shares.
- *Performance-Based Compensation.* The Plan is structured to permit awards that satisfy the performance-based compensation requirements of section 162(m) of the Code so as to enhance deductibility of compensation provided under the Plan.

## REAPPROVAL OF PERFORMANCE GOALS UNDER THE 2009 STOCK PLAN

**Qualifying Performance-Based Compensation**

The Administrator may specify that the grant, retention, vesting, or issuance of any award, (whether in the form of a stock option, SAR, restricted stock, RSU or a performance award) or the amount to be paid out under any award, be subject to or based on performance objectives or other standards of financial performance and/or personal performance evaluations, whether or not established and administered in accordance with the requirements of Section 162(m) of the Code for awards intended to qualify as performance-based compensation thereunder. The number of shares issued or the amount paid under an award may, to the extent specified in the award agreement, be reduced by the Administrator on the basis of such further considerations as the Administrator in its sole discretion shall determine.

**Establishment of Performance Goals**

At the beginning of each performance period the Administrator will establish performance goals applicable to the performance awards. To the extent that performance conditions under the Plan are applied to awards intended to qualify as performance-based compensation under Section 162(m) of the Code, such performance goals will be objectively measurable and will be based upon the achievement of a specified percentage or level in one or more of the following criteria and any objectively verifiable adjustment(s) thereto permitted and preestablished by the Administrator in accordance with Section 162(m) of the Code, as determined by the Administrator in its sole discretion:

**Performance Criteria**

- sales revenue;
- gross margin;
- operating margin;
- return on equity;
- operating income;
- pre-tax profit;
- net income;
- expenses;
- the market price of the shares;
- earnings per share;
- return on stockholder equity;
- return on capital;
- earnings before interest, taxes and depreciation and amortization;
- return on net assets;
- economic value added;
- market share;
- customer service;
- customer satisfaction;
- safety;
- total stockholder return;
- free cash flow;
- size adjusted growth in earnings;
- individual performance;
- other criteria or any combination of the above criteria

The performance goals may be based on one or more business criteria, one or more business units or divisions of the Company, its subsidiaries or affiliates, or the Company as a whole, and if so desired by the Administrator, by comparison with a peer group of companies. Performance awards granted under the Plan may contain such additional terms and conditions, not inconsistent with the terms of the Plan, as the Administrator may determine, provided that, if the performance awards are intended to qualify as performance-based compensation under Section 162(m) of the Code, such additional terms and conditions are also not inconsistent with Section 162(m) of the Code.

**Administration of the Plan**

The Plan may be administered by the Board or any of its committees ( Administrator ) and, it is currently administered by the Compensation Committee, which committee satisfies the requirements of Section 162(m) regarding a committee of two or more outside directors , as well as a committee of non-employee directors for purposes of Rule 16b-3. The Administrator has the power in its discretion to grant awards under the Plan, to determine the terms of such awards, to interpret the



## REAPPROVAL OF PERFORMANCE GOALS UNDER THE 2009 STOCK PLAN

provisions of the Plan and to take action as it deems necessary or advisable for the administration of the Plan. In accordance with the terms of the Plan, the Plan may be administered by different committees with respect to different groups of participants in the Plan.

### Number of Authorized Shares

The total number of shares authorized and available for issuance under the Plan is 25,000,000, plus any shares subject to awards previously granted under the 1999 Plan for which such awards are forfeited, expired or become unexercisable without having been exercised in full. Using Agilent's closing stock price on December 31, 2013, we anticipate that the remaining share reserve will be sufficient to cover all Company stock awards through fiscal 2015. Shares granted as options or SARs will be counted against this limit as one share for every one share granted. Shares granted as awards other than options or SARs will be counted against this limit as two shares for every one share granted. The maximum number of options or SARs under the Plan that may be granted in any one fiscal year to an individual participant may not exceed 1,500,000 shares. Notwithstanding the foregoing, in connection with a participant's initial service, such participant may be granted awards for up to an additional 1,000,000 shares that will not count against this limit. Shares issued under the Plan may be currently authorized but unissued shares, or shares currently held or subsequently acquired by the Company as treasury shares, including shares purchased in the open market or in private transactions.

In the event of certain changes in the capitalization of the Company the Administrator will adjust the number and class of shares available for issuance under the Plan and to prevent dilution or enlargement of rights. Except as described below, shares subject to an award under the Plan or under the 1999 Plan that are terminated, expire unexercised, or are forfeited, or repurchased by the Company at their original purchase price shall be available for subsequent awards under the Plan. Any shares that again become available for issuance under the Plan will be added back on a one to one basis for shares subject to options or SARs (as defined below in "Types of Awards under the Plan"), or on a two to one basis for awards other than options or SARs.

Awards granted in assumption of, or in substitution for, awards previously granted by a company acquired by, or merged into, the Company or a Subsidiary ("Substitute Awards") will not reduce the shares authorized for issuance under the Plan or authorized for grant to a participant in any calendar year. Further, shares available for grant under stock plans assumed by the Company in an acquisition may be added to the available share reserve under the Plan.

Payments of the exercise price or applicable taxes made by delivery of shares to, or withholding of shares by, the Company in satisfaction of a participant's obligations, or shares repurchased on the open market with the proceeds of an option exercise price, will not result in additional shares becoming available for subsequent awards under the Plan.

### Eligibility and Participation

Eligibility to participate in the Plan is limited to employees (including officers), directors and consultants of Agilent, its affiliates or subsidiaries, as determined by the Administrator. Participation in the Plan is at the discretion of the Administrator. As of November 1, 2013, there were approximately 20,600 eligible employees.

**Types of Awards under the Plan**

The Plan authorizes the Administrator to grant awards, individually or collectively, to participants in any of the following forms, subject to such terms, conditions, and provisions as the Administrator may determine to be necessary or desirable:

- incentive stock options ( ISOs );
- nonstatutory stock options ( NSOs );
- stock appreciation rights;
- restricted stock;
- restricted stock units ( RSUs );
- performance shares and performance units with performance-based conditions to vesting or exercisability; and
- cash awards.

**Options and SARs**

Stock options entitle the option holder to purchase shares at a price established by the Administrator. Options may be either ISOs or NSOs, provided that only employees may be granted ISOs. SARs entitle the SAR holder to receive cash equal to the positive difference (if any) between the fair market value of shares on the trading date and the exercise price. The Company currently awards only NSOs to its executives, employees and nonemployee directors. In fiscal year 2013, approximately 105 employees were classified as executives and there were eight nonemployee directors. The Company does not currently have a practice of awarding ISOs or SARs.

***Exercise Price***

The Administrator will determine the exercise price of an option and a SAR at the date of grant, which price, except in the case of Substitute Awards, may not be less than 100% of the fair market value of the underlying shares on the date of grant. The Plan prohibits any repricing, replacement, regrant or modification of stock options or SARs that would reduce the exercise price of the stock options or SARs without stockholder approval, other than in connection with a change in the Company's capitalization or Substitute Awards.

***Vesting/Expiration of Options***

The Administrator may determine the terms under which options and SARs will vest and become exercisable. The Company's current practice is to vest options at 25% per year over 4 years, with a 10-year option term, except where different vesting or option terms are required or are advisable under local law.

***Special Limitations on ISOs***

If options were to be granted as ISOs, these options would be subject to certain additional restrictions imposed on ISOs by the Code including, but not limited to, restrictions on the post-termination exercise period of such options, the status of the individual receiving the grant and the number of options that could become exercisable for the first time by a participant in a given calendar year. In addition, to receive the favorable tax treatment afforded ISOs described below, these options would be required to comply with certain post-termination exercise periods. Furthermore, if shares acquired upon exercise of an ISO are disposed of by a participant prior to the expiration of two years from the date of grant or one year from the date of exercise, or otherwise in a disqualifying disposition under the Code, the participant would have federal income tax consequences as described under U.S. Federal Income Tax Consequences .

***Exercise of Options***

An option holder may exercise his or her option by giving written notice to the Company or a duly authorized agent of the Company stating the number of shares for which the option is being exercised and tendering payment for such shares. The Administrator may, in its discretion, accept cash, check or wire transfer, previously acquired shares (valued at their fair market value on the date of exercise) and consideration under a cashless exercise program, or a combination thereof as payment.

***Surrender or Exchange of SARs***

Upon surrender of a SAR, a participant will be entitled to receive cash, shares or a combination thereof, as specified in the award agreement, having an aggregate fair market value equal to the excess of (i) the fair market value of one share as of the date on which the nontandem SAR is exercised over (ii) the base price of the shares covered by the nontandem SAR, multiplied by the number of shares covered by the SAR, or the portion thereof being exercised.

***Termination of Options and SARs***

In the event that a participant's service with the Company or its subsidiaries terminates prior to the expiration of an option or SAR, the Participant's right to exercise vested options or SARs shall be governed by the terms of the applicable award agreement approved by the Administrator at the time of grant.

**Stock Awards and Performance Shares**

Stock awards, including restricted stock, RSUs, performance shares and performance units, may be issued either alone, in addition to, or in tandem with other awards granted under the Plan. Stock awards may be denominated in shares or units payable in shares (e.g. RSUs), and may be settled in cash, shares, or a combination of cash and shares. Restricted stock granted to participants may not be sold, transferred, pledged or otherwise encumbered or disposed of during the restricted period established by the Administrator. The Administrator may also impose additional restrictions on a participant's right to dispose of or to encumber restricted stock, including the satisfaction of performance objectives.

The Company currently grants RSUs to certain employees who are not executives of the Company (the company did make one RSU grant to its CEO in fiscal year 2014). Grants are typically made once a year and vest 25% per year over 4 years unless different vesting is required or advisable under local law. The Company currently grants performance-based RSUs annually to its executives pursuant to the Long Term Performance Program ( LTP or the LTP Program ). LTP awards are generally designed to meet the criteria of a performance award with the performance metrics and peer group comparison set at the beginning of the performance period and are not thereafter modified. LTP awards are paid out based upon a 3-year performance period and only if the established performance criteria have been met, as determined by the Administrator. The Company also makes New Executive Stock Awards to newly hired or promoted executives, which are RSUs that mirror the LTP performance criteria for a 3-year performance period that is already in progress when an executive is first hired or is first promoted to an executive position.

In addition, the Company grants RSUs to nonemployee directors (referred to in the Plan as Deferred Shares ) which are subject to payment and deferral rules intended to comply with Section 409A of the Code.

**Termination of Stock Awards**

In the event that a participant's service with the Company or its subsidiaries terminates prior to the vesting of a stock award, that award will be forfeited unless the terms of the award, as approved by the Administrator at the time of grant, provide for accelerated vesting or provide for continued vesting for retirees.

**Cash Incentive Awards**

The Administrator may grant cash incentive awards under the Plan, which is the grant of a right to receive a payment of cash (or in the discretion of the Administrator, shares of common stock having value equivalent to the cash otherwise payable) that are contingent on achievement of performance objectives over a specified period established by the Administrator. The grant of cash incentive awards may also be subject to such other conditions, restrictions and contingencies, as determined by the Administrator, including provisions relating to deferred payment.

**Limited Transferability of Awards**

The Administrator retains the authority and discretion to permit an award (other than an ISO) to be transferable as long as such transfers are made by a participant to the participant's immediate family or trusts established solely for the benefit of one or more members of the participant's immediate family. Awards may otherwise not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by the beneficiary designation, will or by the laws of descent or distribution and may be exercised, during the lifetime of the participant, only by the participant.

**Tax Withholding**

The Administrator may require payment, or withhold payments made by the Plan, to satisfy applicable withholding tax requirements.

**Change in Control**

Unless otherwise determined by the Administrator and set forth in the applicable award agreement, in the event of certain transactions described in the Plan constituting a change in control or the sale of substantially all of the assets of the Company for which a participant is performing services, all awards will fully vest immediately prior to the closing of the transaction. The foregoing shall not apply where such awards are assumed, converted or replaced in full by the successor corporation or a parent or subsidiary of the successor; provided, however, that in the event of a change of control in which one or more of the successor or a parent or subsidiary of the successor has issued publicly traded equity securities, the assumption, conversion, replacement or continuation shall be made by an entity with publicly traded securities and shall provide that the holders of such assumed, converted, replaced or continued stock options and SARs shall be able to acquire such publicly traded securities.

In the event of the dissolution or liquidation of the Company, the Administrator in its sole discretion may provide for an option or SAR to be fully vested and exercisable until ten days prior to such transaction, or such shorter reasonable period of time as the Administrator may establish in its discretion. In addition, the Administrator may provide that any restrictions on any award shall lapse prior to the transaction, provided the proposed dissolution or liquidation takes place at the time and in the manner contemplated. To the extent it has not been previously exercised, an award will terminate immediately prior to the consummation of such proposed transaction.

**Termination and Amendment of the Plan**

The Board may amend, suspend or terminate the Plan or the Administrator's authority to grant awards under the Plan without the consent of stockholders or participants; provided, however, that any amendment to the Plan will be submitted to the Company's stockholders for approval if such stockholder approval is required by any federal or state law or regulation or the rules of any stock exchange or automated quotation system on which the shares may then be listed or quoted and the Board may otherwise, in its sole discretion, determine to submit other amendments to the Plan to stockholders for approval. Except in the event of certain changes in the capitalization of the Company, the total number of shares authorized and available for issuance under the Plan may not be increased by the Company without stockholder approval. Any such amendment, suspension, or termination may not materially and adversely affect the rights of a participant under any award previously granted without such participant's consent.

It is the intention of the Company that, to the extent that any provisions of the Plan or any awards granted under the Plan are subject to Section 409A of the Code (relating to nonqualified deferred compensation), the Plan and the awards comply with requirements of Section 409A of the Code. Further, it is the intention of the Company that the Plan and awards granted under it that are subject to Section 409A of the Code will be interpreted and administered in good faith in accordance with such requirements and that the Administrator will have the authority to amend any outstanding awards to conform to the requirements of Section 409A.

**Term of Plan**

Unless earlier terminated by the Board, the Plan will terminate on March 11, 2019, ten years after its initial approval by the stockholders of the Company at the 2009 Annual Meeting.

**U.S. Federal Income Tax Consequences**

*Stock options.* There will be no federal income tax consequences to a participant or the Company upon the grant of either an ISO or an NSO under the Plan. Upon exercise of an NSO, the option holder generally will recognize ordinary income in an amount equal to: (i) the fair market value, on the date of exercise, of the acquired shares, less (ii) the exercise price of the NSO. Provided the Company satisfies applicable reporting requirements, it will be entitled to a tax deduction in the same amount.

Upon the exercise of an ISO, an option holder generally recognizes no immediate ordinary taxable income. Provided that certain holding periods are met, income recognition is deferred until the option holder sells the shares. If the ISO is exercised no later than three months after the termination of the option holder's employment, and the option holder does not dispose of the shares so acquired within two years from the date the ISO was granted and within one year after the exercise of the ISO, the gain on the sale will be treated as long-term capital gain. Certain of these employment requirements are liberalized in the event of an option holder's death or disability while employed by the Company.

Generally, the Company will not be entitled to any tax deduction for the grant or exercise of an ISO. If, however, the shares are not held for the full term of the holding period outlined above, the gain on the sale of such shares, being the lesser of: (i) the fair market value of the shares on the date of exercise minus the option price, or (ii) the amount realized on disposition minus the exercise price, will be taxed to the participant as ordinary income, and provided the Company satisfies applicable reporting requirements, the Company will be entitled to a deduction in the same amount. The excess of the fair market value of the shares acquired upon exercise of an ISO over the exercise price therefor constitutes a tax preference item for purposes of computing the alternative minimum tax under the Code.

## REAPPROVAL OF PERFORMANCE GOALS UNDER THE 2009 STOCK PLAN

*SARs.* There will be no federal income tax consequences to either a participant or the Company upon the grant of a SAR. However, the participant generally will recognize ordinary income upon the exercise of a SAR in an amount equal to the aggregate amount of cash and the fair market value of the shares received upon exercise. Provided the Company satisfies applicable reporting requirements, the Company will be entitled to a deduction equal to the amount included in the participant's income.

*RSUs & Restricted Stock.* Except as otherwise provided below, there will be no federal income tax consequences to either a participant or the Company upon the grant of restricted stock or an RSU. When an RSU is settled, the participant will recognize ordinary income in an amount equal to the fair market value of the shares received or, if the RSU is paid in cash, the amount payable. With respect to restricted stock, the participant will recognize ordinary income in an amount equal to the excess, if any that the participant paid for the shares over the fair market value of the shares on the earlier of (i) the date of vesting; and (ii) the date the shares become transferable. Subject to Section 162(m) of the Code, and the Company satisfies applicable reporting requirements, the Company will be entitled to a corresponding deduction. Notwithstanding the above, a recipient of a restricted stock grant may make an election under Section 83(b) of the Code, within thirty days after the date of the grant, to recognize ordinary income as of the date of grant and the Company will be entitled to a corresponding deduction at that time.

*Performance Awards.* There will be no federal income tax consequences to a participant or the Company upon the grant of qualifying performance-based compensation awards. Participants will generally recognize taxable income upon the payment of an award, and subject to Section 162(m) of the Code, the Company generally will be entitled to a deduction equal to the amount includible in the participant's income.

*Golden Parachute Payments.* Awards that are granted, accelerated or enhanced upon the occurrence of, or in anticipation of, a change in control may give rise, in whole or in part, to excess parachute payments under Section 280G and Section 4999 of the Code. Under these provisions, the participant would be subject to a 20% excise tax on, and the Company would be denied a deduction with respect to, any excess parachute payments.

As part of certain change of control agreements with us, we offer our officers gross ups related to this excise tax under Section 4999 of the Code. For more information, see Compensation Discussion and Analysis and Termination and Change of Control Table below.

*Section 162(m) of the Code.* Section 162(m) of the Code (Section 162(m)) generally provides that publicly held companies may not deduct compensation paid to certain of its top executive officers to the extent such compensation exceeds \$1 million per officer in any year. However, pursuant to regulations issued by the Treasury Department, certain limited exceptions to Section 162(m) apply with respect to performance-based compensation, that complies with conditions imposed by Section 162(m) rules and the material terms of such compensation are disclosed to and approved by stockholders (e.g., see Qualifying Performance-Based Compensation above). Stock options, SARs and performance awards granted under the Plan and described above are intended to constitute qualified performance-based compensation eligible for such exceptions. Because of the fact-based nature of the performance-based compensation exception under Section 162(m) and the limited availability of guidance thereunder, Agilent cannot guarantee that the award under the Plan will qualify for exemption under Section 162(m). The Administrator will, in general, seek to qualify compensation paid to the Company's executive officers for deductibility under Section 162(m), although the Administrator believes it is appropriate to retain the flexibility to authorize payments of compensation that may not qualify for deductibility if, in the Administrator's judgment, it is in the Company's best interest to do so.

## REAPPROVAL OF PERFORMANCE GOALS UNDER THE 2009 STOCK PLAN

## Equity Compensation Plan Information

The following table summarizes information about our equity compensation plans as of October 31, 2013. All outstanding awards relate to our common stock.

Plan Category	Number of Securities	Weighted-average	Number of Securities
	to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Exercise Price of Outstanding Options, Warrants and Rights	Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup>	13,155,214	\$ 32	50,231,877
Equity compensation plans not approved by security holders			
Total	13,155,214	\$ 32	50,231,877

- (1) The number of securities remaining available for future issuance in column (c) includes 37,709,692 shares of common stock authorized and available for issuance under the Agilent Technologies, Inc. Employee Stock Purchase Plan ( 423(b) Plan ). The number of shares authorized for issuance under the 423(b) Plan is subject to an automatic annual increase of the lesser of one percent of the outstanding common stock of Agilent or an amount determined by the Compensation Committee of our Board of Directors. Under the terms of the 423(b) Plan, in no event shall the aggregate number of shares issued under the Plan exceed 75 million shares. The number of securities to be issued upon exercise of outstanding options, warrants and rights in column (a) does not include shares of common stock issued to participants in consideration of the aggregate participant contributions under the 423(b) Plan totaling \$23 million as of October 31, 2013.
- (2) We issue securities under our equity compensation plans in forms other than options, warrants or rights. On November 19, 2008 and March 11, 2009, the Board and the stockholders, respectively, approved the Agilent Technologies, Inc. 2009 Stock Plan ( 2009 Plan ) to replace the company's 1999 Plan and 1999 Non-Employee Director Stock Plan for awards of stock-based incentive compensation to our employees (including officers), directors and consultants. The 2009 Plan provides for the grant of awards in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares and performance units with performance-based conditions to vesting or exercisability, and cash awards. The 2009 Plan has a term of ten years.
- (3) We issue securities under our equity compensation plans in forms which do not require a payment by the recipient to us at the time of exercise or vesting, including restricted stock, restricted stock units and performance units. Accordingly, the weighted-average exercise price in column (b) does not take these awards into account.

**For additional information about the 2009 Stock Plan, we encourage you to review the entire text of the plan, a copy of which was filed as part of the Company's Proxy Statement filed with the Securities and Exchange Commission on January 27, 2009.**

*Agilent's Board recommends a vote FOR the reapproval of the material terms of the performance goals and related provisions under the 2009 Stock Plan for purposes of Section 162(m) of the Internal Revenue Code.*

## COMMON STOCK OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

## COMMON STOCK OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information, as of December 31, 2013, concerning each person or group known by Agilent, based on filings pursuant to Section 13(d) or (g) under the Securities Exchange Act of 1934, as amended (the Exchange Act), to own beneficially more than 5% of the outstanding shares of our Common Stock

Name and Address of Beneficial Owner	Amount and Nature	Percent of Class
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	25,383,216 <sup>(1)</sup>	7.6%
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	20,141,678 <sup>(2)</sup>	5.7%

- (1) Based solely on information contained in a Schedule 13G/A filed with the SEC on January 28, 2014 by BlackRock, Inc. The Schedule 13G/A indicates that BlackRock, Inc. has sole voting power with respect to 20,772,768 shares and sole dispositive power with respect to 25,383,216 shares.
- (2) Based solely on information contained in a. Based solely on information contained in a Schedule 13G filed with the SEC on February 13, 2013 by T. Rowe Price Associates, Inc. The Schedule 13G indicates that T. Rowe Price Associates, Inc. has sole voting power with respect to 5,075,293 shares and sole dispositive power with respect to 20,141,678 shares.

The following table sets forth information, as of December 31, 2013, concerning:

- the beneficial ownership of Agilent's common stock by each director and each of the named executive officers included in the Summary Compensation Table herein; and
- the beneficial ownership of Agilent's common stock by all directors and executive officers as a group.

The number of shares beneficially owned by each entity, person, director or executive officer is determined under the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has the sole or shared voting power or investment power and also any shares that the individual has the right to acquire as of March 1, 2014, 60 days after December 31, 2013, through the exercise of any stock option or other right. Unless otherwise indicated, each person has sole investment and voting power, or shares such powers with his or her spouse, with respect to the shares set forth in the following table.

Name of Beneficial Owner	Number of Shares of Common Stock	Number of Shares Subject to Exercisable Options <sup>(1)</sup>	Total Number of Shares Beneficially Owned <sup>(2)</sup>	Director Deferred Stock <sup>(3)</sup>	Total Shares Beneficially Owned Plus Underlying Units
William P. Sullivan	243,244	957,485	1,200,729	0	1,200,729
Paul N. Clark	764	27,746 <sup>(4)</sup>	28,510	51,441	79,951
James G. Cullen	13,590 <sup>(5)</sup>	29,993	43,583	51,197	94,780
Heidi Fields	14,703	38,489	53,192	36,837	90,029
Robert J. Herbold	33,259 <sup>(6)</sup>	35,025	68,284	0	68,284
Didier Hirsch	4,236 <sup>(7)</sup>	181,654	185,890	0	185,890
Koh Boon Hwee	38,422	29,993	68,415	8,853	77,269
Lars Holmkvist <sup>(8)</sup>	0	0	0	0	0
David M. Lawrence, M.D.	3,858 <sup>(9)</sup>	38,489	42,347	37,599	79,946
Michael R. McMullen	76,213	298,513	374,726	0	374,726
Ronald S. Nersesian	48,935	0	48,935	0	48,935
A. Barry Rand	11,198	38,489	49,687	37,018	86,705
Nicolas Roelofs <sup>(10)</sup>	71,876	0	71,876	0	71,876
Tadataka Yamada, M.D.	8,175	0	8,175	6,425	14,600
All directors and executive officers as a group (18) persons <sup>(11)</sup>	620,146	2,186,376	2,806,522	229,370	3,035,892





## COMMON STOCK OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

- (1) Exercisable Options means options that may be exercised as of March 1, 2014.
- (2) Individual directors and executive officers as well as all directors and executive officers as a group beneficially own less than 1% of the 333,053,113 shares of Common Stock outstanding, as of December 31, 2013.
- (3) Represents the number of deferred shares or share equivalents held by Fidelity Management Trust Company under the Deferred Compensation Plan for Non-Employee Directors as to which voting or investment power exists.
- (4) Consists of vested options gifted to Mr. Clark's Family LLC.
- (5) Includes 3,000 shares held by Mr. Cullen's Family Limited Partnership.
- (6) Includes 28,259 shares held by Mr. Herbold's Revocable Trust
- (7) Includes 100 shares held by Mr. Hirsch's spouse
- (8) Mr. Holmkvist served as our Senior Vice President, Agilent and President, Life Sciences and Diagnostics Group until he resigned from the Company on December 12, 2013.
- (9) Includes 2,336 shares of held for the benefit of Dr. Lawrence's children in the Lawrence 2000 Irrevocable Trust of which Dr. Lawrence and his spouse are the trustees.
- (10) Mr. Roelofs served as our Senior Vice President, Agilent and President, Life Sciences Group until September 18, 2013. Mr. Roelofs remained an employee of Agilent through October 31, 2013.
- (11) Includes 123,549 direct and indirect shares, and 510,500 exercisable options for a total of 634,049 shares held by executive officers not separately listed in this table. Includes holdings of Dr. Lawrence who will not stand for re-election as a director at the Annual Meeting. Excludes holdings of (a) Mr. Roelofs, our former Senior Vice President, Agilent and President Life Sciences Group, whose employment with the company terminated on October 31, 2013 and (b) Lars Holmkvist, our former Senior Vice President, Agilent and President Life Sciences and Diagnostics Group until he resigned from the Company on December 12, 2013.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act, requires Agilent's directors, executive officers and holders of more than 10% of Agilent common stock to file reports with the SEC regarding their ownership and changes in ownership of Agilent stock. Agilent believes that during the 2013 fiscal year, its executive officers, directors and holders of 10% or more of our common stock complied with all Section 16(a) filing requirements with the following exceptions:

- A Form 4 was filed with the SEC on April 1, 2013 reporting a transaction by Michael McMullen which occurred on March 27, 2013.
- An amended Form 4 was filed with the SEC on December 10, 2013 reporting a transaction by Michael McMullen which occurred on September 19, 2013 and was not included in the original Form 4 filed with the SEC on September 23, 2013.
- A Form 4 was filed with the SEC on April 1, 2013 reporting a transaction by Ronald Nersesian which occurred on March 27, 2013.
- A Form 4 was filed with the SEC on April 1, 2013 reporting a transaction by Nicolas Roelofs which occurred on March 27, 2013.

In making these statements, Agilent has relied upon examination of copies of Forms 3, 4 and 5 provided to Agilent and the written representations of its directors and officers.

## COMPENSATION OF NON-EMPLOYEE DIRECTORS

## COMPENSATION OF NON-EMPLOYEE DIRECTORS

Directors who are employed by Agilent do not receive any compensation for their Board services. As a result, Mr. Sullivan, an employee of Agilent, received no additional compensation for his Board services. The general policy of the Board is that compensation for non-employee directors should be a mix of cash and equity-based compensation that is competitive with the compensation paid to non-employee directors within Agilent's peer group. The non-employee director's compensation plan year begins on March 1 of each year (the "Plan Year").

The table below sets forth the annual retainer, equity grants and committee premiums for the non-employee directors and the Non-Executive Chairman for the 2013 Plan Year:

## Summary of Non-Employee Director Annual Compensation for the 2013 Plan Year

	Cash Retainer <sup>(1)</sup>	Equity Grant <sup>(2)</sup>	Committee Chair Premium <sup>(3)</sup>	Audit Committee Member Premium <sup>(4)</sup>
Non-employee director	\$90,000	\$180,000 in value of a stock grant	\$15,000	\$10,000
Non-Executive Chairman	\$245,000	\$180,000 in value of a stock grant	Not eligible	\$10,000

- (1) Each non-employee director may elect to defer all or part of the cash compensation to the 2005 Deferred Compensation Plan for Non-Employee Directors. Any deferred cash compensation is converted into shares of Agilent common stock.
- (2) The stock will be granted on the later of (i) March 1 or (ii) the first trading day after each Annual Meeting of Stockholders. The number of shares underlying the stock grant is determined by dividing \$180,000 by the average fair market value of Agilent's common stock over 20 consecutive trading days up to and including the day prior to the grant date. The stock grant vests immediately upon grant. Voluntary deferral is available as an option for the non-employee directors.
- (3) Non-employee directors (excluding the Non-Executive Chairman) who serve as the chairperson of a Board committee receive a committee chair premium of \$15,000 in cash, paid at the beginning of each Plan Year.
- (4) Non-employee directors (including the Non-Executive Chairman) who serve as a member of the Audit and Finance Committee receive an additional \$10,000 in cash, paid at the beginning of each Plan Year.

A non-employee director who joins the Board of Directors after the start of the Plan Year will have his or her cash retainer, equity grant and committee chair premium pro-rated based upon the remaining days in the Plan Year that the director will serve.

In September 2013, the Compensation Committee and the Board, based on the recommendation of the Compensation Committee's independent compensation consultant, F.W. Cook, concluded that the current non-employee director compensation is competitive with Agilent's peer group and would remain unchanged for the 2014 Plan Year.

## COMPENSATION OF NON-EMPLOYEE DIRECTORS

## Non-Employee Director Compensation for Fiscal Year 2013

The table below sets forth information regarding the compensation earned by each of Agilent's non-employee directors during the fiscal year ended October 31, 2013:

Non-Employee Director Compensation for Fiscal Year 2013					
Name	Cash Retainer	Committee Fees	Stock Awards	Total	
	(\$) <sup>(1)</sup>	(\$) <sup>(1)</sup>	(\$) <sup>(2)(3)</sup>	(\$)	
Paul N. Clark	\$ 90,000	\$ 10,000 <sup>(5)</sup>	\$177,013	\$277,013	
James G. Cullen <sup>(4)</sup>	\$245,000		\$177,013	\$422,013	
Heidi Fields	\$ 90,000	\$ 25,000 <sup>(5)(6)</sup>	\$177,013	\$292,013	
Robert J. Herbold	\$ 90,000	\$ 10,000 <sup>(5)</sup>	\$177,013	\$277,013	
Koh Boon Hwee	\$ 90,000		\$177,013	\$267,013	
David M. Lawrence, M.D.	\$ 90,000	\$ 15,000 <sup>(7)</sup>	\$177,013	\$282,013	
A. Barry Rand	\$ 90,000		\$177,013	\$267,013	
Tadataka Yamada, M.D.	\$ 90,000		\$177,013	\$267,013	

- (1) Reflects all cash compensation earned during fiscal year 2013, whether or not any of the cash compensation was deferred into Agilent common stock pursuant to the 2005 Deferred Compensation Plan for Non-Employee Directors. The number of shares of Agilent common stock received in lieu of cash is determined by dividing the dollar value of the deferred cash amount by the twenty (20) day average fair market value for the applicable deferral date. The aggregate number of shares of Agilent common stock deferred by each non-employee director is set forth in the footnotes to the Beneficial Ownership Table included in this proxy statement.
- (2) Reflects the aggregate grant date fair value for stock awards granted in fiscal year 2013 calculated in accordance with FASB ASC Topic 718. The assumptions used by the Company in calculating these amounts are included in Note 4 under the heading "Valuation Assumptions" of the Notes to the Consolidated Financial Statements in the Company's 2013 Annual Report on Form 10-K.
- (3) A supplemental table following these footnotes sets forth: (i) the aggregate number of stock awards and option awards outstanding at fiscal year-end; (ii) the aggregate number of stock awards granted during fiscal year 2013; and (iii) the grant date fair market value of equity awards granted by Agilent during fiscal year 2013 to each of our non-employee directors.
- (4) Mr. Cullen has served as the Non-Executive Chairman of the Board since March 1, 2005.
- (5) Ms. Fields and Messrs. Clark and Herbold served as members of the Audit and Finance Committee during fiscal year 2013.
- (6) Includes \$15,000 paid to Ms. Fields for chairing the Audit and Finance Committee during fiscal year 2013.
- (7) Dr. Lawrence served as the chair of the Compensation Committee during fiscal year 2013.

## COMPENSATION OF NON-EMPLOYEE DIRECTORS

**Additional Information With Respect to Director Equity Awards**

The following table provides additional information on the outstanding equity awards at fiscal year-end and awards granted during fiscal year 2013 for non-employee directors.

Name	Stock Awards	Option Awards	Stock Awards	Grant Date Fair Value of
	Outstanding at Fiscal Year-End (#) <sup>(1)</sup>	Outstanding at Fiscal Year-End (#)	Granted During Fiscal Year 2013 (#)	Stock Awards Granted in Fiscal Year 2013 (\$) <sup>(1)(2)</sup>
Paul N. Clark		27,746	4,250	\$177,013
James G. Cullen		38,489	4,250	\$177,013
Heidi Fields		38,489	4,250	\$177,013
Robert J. Herbold		38,489	4,250	\$177,013
Koh Boon Hwee		38,489	4,250	\$177,013
David M. Lawrence, M.D.		38,489	4,250	\$177,013
A. Barry Rand		38,489	4,250	\$177,013
Tadataka Yamada, M.D.			4,250	\$177,013

(1) Stock awards granted to non-employee directors vest immediately upon grant.

(2) Reflects the aggregate grant date fair value of stock awards granted in fiscal year 2013, calculated in accordance with FASB ASC Topic 718.

**Non-Employee Director Reimbursement Practice for Fiscal Year 2013**

Non-employee directors are reimbursed for travel and other out-of-pocket expenses connected to Board travel.

**Non-Employee Director Stock Ownership Guidelines**

In 2005, the company adopted a policy that requires each non-employee director to own Agilent shares having a value of at least three times the annual cash retainer. In May 2010, the Compensation Committee, based on the recommendation of the Committee's independent compensation consultant, F.W. Cook, amended the guidelines to increase the alignment of the non-employee directors' interest with stockholder interests by requiring each non-employee director to own Agilent shares having a value of at least six times an amount equal to \$90,000 (for the 2013 Plan Year). The shares counted toward the ownership guidelines include shares owned outright and the shares of Agilent stock in the non-employee director's deferred compensation account. For recently appointed non-employee directors, these ownership levels must be attained within five years from the date of their initial election or appointment to the board of directors. As of September 2013, all of our incumbent non-employee directors had achieved the recommended ownership level except for Dr. Yamada who was appointed to the Board in January 2011 and has until January 2016 to meet the ownership requirements.

## **PROPOSAL 4 NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF AGILENT'S NAMED EXECUTIVE OFFICERS**

The stockholders of Agilent are entitled to cast an advisory vote at the Annual Meeting to approve the compensation of the Company's named executive officers, as disclosed in this proxy statement. The stockholder vote is an advisory vote only and is not binding on Agilent or its Board of Directors. The Company currently intends to submit the compensation of the Company's named executive officers annually, consistent with the advisory vote of the stockholders at the Company's 2011 Annual Meeting.

Although the vote is non-binding, the Compensation Committee and the Board of Directors value your opinions and will consider the outcome of the vote in establishing compensation philosophy and making future compensation decisions.

As described more fully in the Compensation Discussion & Analysis on pages 41 to 59 and in the Summary Compensation Table and subsequent tables on pages 59 to 72, the Company's named executive officers, as identified on page 41 are compensated in a manner consistent with our business strategy, competitive practice, sound compensation governance principles, and stockholder interests and concerns. Our compensation policies and decisions are focused on pay-for-performance.

Fiscal year 2013 was successful for Agilent despite uncertainties in the economy. Consistent with our philosophy to pay for performance, our CEO's total direct compensation for the fiscal year was aligned with our annual total shareholder return.

Agilent also has several compensation governance programs in place as described on pages 43 to 44, and 56 to manage compensation risk and align Agilent's executive compensation with long-term stockholder interests. These programs include:

- a compensation recoupment policy;
- an independent compensation committee and compensation consultant
- a hedging and insider trading policy;
- stock ownership guidelines; and
- an annual risk assessment.

We are requesting your non-binding vote to approve the compensation of the Company's named executive officers as described on pages 41 to 72, including the Summary Compensation Table and subsequent tables on pages 59 to 72 of the proxy statement.

### **Vote Required**

The affirmative vote of a majority of the shares of Agilent common stock present or represented by proxy and voting at the annual meeting, together with the affirmative vote of a majority of the required quorum, is required for approval of this proposal. If you own shares through a bank, broker or other holder of record, you must instruct your bank, broker or other holder of record how to vote in order for them to vote your shares so that your vote can be counted on this proposal.

*Agilent's Board recommends a vote FOR the approval of the compensation of Agilent's named executive officers for fiscal 2013.*

## COMPENSATION DISCUSSION AND ANALYSIS

### Introduction

The Compensation Committee is responsible for Agilent's executive compensation program as well as the program's underlying philosophy and related policies. The Executive Compensation section of this Proxy Statement presents the detailed compensation arrangements for our named executive officers (NEOs) for fiscal year 2013, which were determined by the Compensation Committee.

In this Compensation Discussion and Analysis, we first provide an *Executive Summary*. We next discuss the Compensation Committee's process for deciding the compensation of our NEOs and the role of management in such decisions. Finally, we discuss and analyze the Compensation Committee's specific decisions regarding fiscal year 2013 compensation for the NEOs and other related matters.

For the fiscal year ended October 31, 2013, our NEOs and their titles were as follows:

- William P. Sullivan, President and Chief Executive Officer (CEO)
- Didier Hirsch, Senior Vice President, Chief Financial Officer (CFO)
- Michael R. McMullen, Senior Vice President, Agilent, President, Chemical Analysis Group (CAG)
- Ronald S. Nersesian, Executive Vice President, Agilent, President and Chief Executive Officer, Keysight<sup>(1)</sup>
- Lars Holmkvist, former Senior Vice President, Agilent, President, Life Sciences and Diagnostics Group (LDG)<sup>(2)</sup>
- Nicolas H. Roelofs, former Senior Vice President, Agilent, President, Life Sciences Group (LSG)<sup>(3)</sup>

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(1) Mr. Nersesian was appointed as Executive Vice President, Agilent, and President and Chief Executive Officer, Keysight, effective September 18, 2013.

(2) Mr. Holmkvist came to Agilent as part of the 2012 acquisition of Dako, a cancer diagnostics company. He served as Dako's CEO from 2009 to 2012. From September 2012 to September 2013 he served as President of Agilent's Diagnostics and Genomics Group. He was promoted to Senior Vice President in September 2013. Mr. Holmkvist resigned from the company on December 12, 2013.

(3) Mr. Roelofs' last day as an executive officer was September 18, 2013 and he has entered into a Separation Agreement and General Release with Agilent. Mr. Roelofs remained an employee of Agilent through October 31, 2013.

### Executive Summary

In September 2013, we announced our plan to separate into two publicly traded companies; one in the life sciences, diagnostics and applied markets that will retain the Agilent name (New Agilent), and the other that will be comprised of Agilent's current portfolio of electronic measurement (EM) products (Keysight). Mr. Sullivan and the Board felt that shareholders would be better served by splitting into two companies that could each focus on their specific markets. As a result, health care investors and electronic measurement investors will be able to more effectively value each of the respective businesses. Our executive compensation programs have remained substantially the same for several years and we do not anticipate that the compensation philosophy will change as a result of the future spin-off of Keysight. We believe our programs are effectively designed, with a focus on pay for performance. Our programs are well aligned with the interests of our shareholders and are instrumental to achieving our business strategy. In determining executive compensation for fiscal year 2013, the Compensation Committee considered the overwhelming stockholder support (94% approval of votes cast) that the Say-on-Pay proposal received at our March 21, 2012 annual meeting of stockholders. As a result, the Compensation Committee continued to apply the same effective principles and philosophy it has used in previous years in determining executive compensation and will continue to consider stockholder concerns and feedback in the future.

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Fiscal year 2013 was successful for Agilent despite uncertainties in the economy. Consistent with our philosophy to pay for performance, our CEO's total direct compensation for the fiscal year was aligned with our annual total shareholder return.



As set forth above, the primary focus of our compensation philosophy is to pay for performance. This philosophy is executed with the following compensation governance provisions:

- An annual opportunity for stockholders to cast an advisory vote on executive compensation as described in Proposal 4 on page 40;
- Stock ownership guidelines for officers and directors;
- An independent Compensation Committee;
- An independent Compensation Committee compensation consultant, F.W. Cook;
- Prohibitions on executive officers engaging in hedging transactions or pledging our securities as collateral for loans;
- A compensation recoupment or clawback policy that applies to executive officers as described further below (the Executive Compensation Recoupment Policy ); and
- An annual review and assessment of potential compensation-related risks, conducted independently for the Committee by F.W. Cook, which for fiscal year 2013 concluded that our compensation program (including all incentive and commission arrangements at all levels) does not encourage behaviors that would create material risk for Agilent.

### Compensation Philosophy

The main objectives of our executive compensation program are to pay for performance while aligning executives' interests with shareholder interests. Our pay levels are reasonable and competitive to attract and retain the best talent and structure pay to support our business objectives with appropriate rewards for short-term operating results and long-term shareholder value creation. Accordingly, we structure our executive compensation program with three basic direct elements:

*Base Salary.* Base salaries have historically accounted for 20% or less of total compensation for our NEOs. This element is intended to establish the minimum or base-line competitive compensation level that sits beneath the variable compensation components. The remaining 80% or more of our total compensation is performance-based as described below.

*Short-Term Cash Incentives.* We use financial metrics such as revenue growth, operating margin and ROIC, as well as strategic objectives, to determine our short-term cash performance incentives. The short-term incentives are used to provide a competitive element of total direct compensation and to focus the efforts of our executives on critical operating and strategic goals that are best measured within annual periods, where there is downside risk for underperforming and upside reward for success.

*Long-Term Incentives.* Our long-term incentives consist of a combination of (1) stock options that vest over four years and have a 10-year term and (2) performance shares that vest at the end of a three-year period based on continued employment and our relative Total Shareholder Return (TSR) versus peer companies. The purpose of the long-term incentives is to provide a competitive element of total direct compensation, enable employment retention, facilitate executive stock ownership, and reward for multi-year shareholder value creation through the performance of our stock as measured against (1) historical prices and (2) the shareholder return of our peers.

Our target total compensation for each NEO will vary based on (i) company performance measured against external metrics that correlate to long-term stockholder value, (ii) performance of the business organizations against specific targets, and (iii) individual performance. These three factors are considered in positioning salaries, adjusting earned short-term incentives and determining long-term incentive grant values.

## Compensation Governance

Although a primary element of Agilent's compensation philosophy is to pay for performance, the context for that element includes the following compensation governance policies:

- Recoupment Policy;
- Hedging and Insider Trading Policy;
- Stock Ownership Guidelines; and
- Risk Assessment.

### *Recoupment Policy*

In July 2009, the Compensation Committee adopted an Executive Compensation Recoupment Policy that applies to all of our executive officers covered by Section 16 of the Securities Exchange Act. Under this Policy, in the event of (A) a material restatement of financial results (wherein results were incorrect at the time published due to mistake, fraud or other misconduct), or (B) fraud or misconduct by an executive officer, the Compensation Committee will, in the case of a restatement, review all short and long-term incentive compensation awards that were paid or awarded to executive officers for performance periods beginning after July 14, 2009 that occurred, in whole or in part, during the restatement period. In the case of fraud or misconduct, the Committee will consider actions to remedy the misconduct, prevent its recurrence, and impose discipline on the wrongdoers, in each case, as the Committee deems appropriate.

These actions may include without limitation, to the extent permitted by governing law, requiring reimbursement of compensation, causing the cancellation of outstanding restricted stock or deferred stock awards, stock options, and other equity incentive awards, limiting future awards or compensation, and requiring the disgorgement of profits realized from the sale of Agilent stock to the extent such profit was, in part or in whole, resulting from fraud or misconduct. The Compensation Committee will amend the policy, as necessary, to comply with the final SEC rules regarding the recoupment policies of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

### *Hedging and Insider Trading Policy*

In 2010, our insider trading policy was updated to expressly bar ownership of financial instruments or participation in investment strategies that hedge the economic risk of owning Agilent stock. We also prohibit officers and directors from pledging Agilent securities as collateral for loans. In addition, we prohibit our officers, directors and employees from purchasing or selling Agilent securities while in possession of material, non-public information, or otherwise using such information for their personal benefit. Our executives and directors are permitted to enter into trading plans that are intended to comply with the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934 so that they can prudently diversify their asset portfolios and exercise their stock options before their scheduled expiration dates.

### *Stock Ownership Guidelines*

Our stock ownership guidelines are designed to encourage our NEOs and other executive officers to achieve and maintain a significant equity stake in Agilent and more closely align their interests with those of our stockholders. The guidelines provide that the CEO should accumulate and hold, within five years from election to his or her position, an investment level in our stock equal to a specified multiple of his or her annual base salary. The guidelines further provide that the CFO and other executive officers should accumulate and hold, within five years from appointment to their executive officer positions, an investment level in our stock equal to the lesser of either (1) a specified multiple of their annual base salary or (2) direct ownership of a certain level of shares of Agilent stock.

The investment level as a multiple of annual base salary or direct ownership guidelines is set forth below:

<b>Level</b>	<b>Investment Level = Multiple of Annual Base Salary</b>	<b>Direct Ownership of Agilent Stock (# of Shares)</b>
CEO	6X	N/A
CFO/COO	3X	80,000
All other executive officers	3X	40,000

An annual review is conducted to assess compliance with the guidelines. By the end of fiscal year 2013, all of our NEOs had either met or were on track to reach their stock ownership guideline requirements within the applicable timeframe.

#### ***Risk Assessment***

F.W. Cook conducts an annual review of Agilent's compensation related risks. The risk assessment conducted during fiscal year 2013 confirmed that Agilent's executive compensation program is well designed to encourage behaviors aligned with the long-term interests of shareholders. F.W. Cook also found an appropriate balance in fixed versus variable pay, cash and equity, corporate, business unit, and individual goals, financial and non-financial performance measures, and formulas and discretion. Finally, it was determined that there are appropriate policies in place to mitigate compensation-related risk, including stock ownership guidelines, insider-trading prohibitions, the Executive Compensation Recoupment Policy, and independent Compensation Committee oversight.

#### **Peer Groups**

##### ***NEO Compensation Peer Group***

At the beginning of each fiscal year, the Compensation Committee meets with F.W. Cook, the Compensation Committee's current independent compensation consultant, to review and approve the peer group companies that satisfy our selection criteria. F.W. Cook has been the Compensation Committee's consultant for a number of years and is considered one of the premier independent compensation consulting firms in the country. The peer group for fiscal year 2012 consisted of 46 technology and life sciences companies with annual revenues between \$3 billion and \$15 billion. In 2012, with the help of F.W. Cook, the Compensation Committee decided to change the selection criteria for the peer group for fiscal year 2013 to provide greater focus on our product, capital market, and labor competitors. The peer group for fiscal year 2013, as noted below, consists of 29 product, capital market and labor market competitors with revenues between \$1.8 billion and \$18 billion or between 0.25x and 2.5x times Agilent's projected revenue of about \$7 billion for fiscal year 2013. The range of annual revenues for peer group members was determined so that Agilent's size measured in annual revenue would be at the median of the peer group. The 29 companies are all in the S&P 500 Information Technology, Health Care and Industrials Sectors. A comparison between the old and new comparator groups showed an insignificant statistical impact on compensation levels between the two groups. This peer group data is used to set each NEO's compensation. For the CEO, COO, CFO and business unit presidents' positions, F.W. Cook used the compensation information reported in the public filings of our peer group companies to make our comparisons and adjusted the data to reflect the age of the reported information.

## COMPENSATION DISCUSSION AND ANALYSIS

Bard (C.R.) *	Harris Corporation	PerkinElmer *	Stryker *
Baxter International Inc.	JDS Uniphase *	Precision Castparts *	Textron *
Becton Dickinson	Juniper Networks, Inc.	Qualcomm, Inc.	Thermo Fischer Scientific, Inc.
Boston Scientific Corporation	L-3 Communications *	Rockwell Automation	Tyco International *
Carefusion	Life Technologies Corporation	Rockwell Collins Inc.	Varian Medical Systems *
Cooper Industries *	Medtronic	Roper Industries *	Waters *
Covidien PLC	Motorola Solutions *	St Jude Medical Inc.	Zimmer Holdings, Inc.
Danaher *			

\* New peer group companies were added in fiscal year 2013 because they satisfied the above peer group selection criteria.

Note: The following companies did not satisfy our selection criteria and were removed from the peer group in fiscal year 2013 as each was either no longer in the technology, life sciences or industrial industries; not product, capital market and labor competitors or did not have projected revenues between \$1.8 billion and \$18 billion for fiscal year 2013; Adobe Systems, Advanced Micro Devices, Amgen, Applied Materials, Automatic Data Processing, Biogen, Broadcom, CA, Celgene, eBay, Electronic Arts, Fidelity National, Fiserv, Forest Laboratories, Gilead Sciences, Jabil Circuit, Lexmark, Micron Technology, NetApp, NVIDIA, Pitney Bowes, Quest Diagnostics, SAIC, SanDisk, Symantec, Texas Instruments, Visa, Watson Pharmaceuticals, Western Digital and Yahoo.

### ***TSR Peer Group for the Long-Term Performance Program***

The Compensation Committee believes that an expanded peer group is more appropriate for determining TSR under the Company's Long-Term Performance (LTP) Program, as an expanded peer group provides a broader index for comparison and better alignment with shareholder investment choices. Therefore, the Compensation Committee uses the companies in the S&P 500 Information Technology, Health Care and Industrials Sectors Indexes (approximately 182 companies) for determining TSR under the LTP Program. The S&P 500 constituent list is maintained by the S&P Index Committee, which is available at [www.standardandpoors.com/indices/main/en/us](http://www.standardandpoors.com/indices/main/en/us). Any change in the expanded peer group is due to Standard & Poor's criteria for inclusion in the index.

### **Process and the Role of Management**

For fiscal year 2013, the Compensation Committee retained F.W. Cook as its compensation consultant. F.W. Cook performs no other work for Agilent, does not trade Agilent stock; has an Independence Policy that is reviewed annually by F.W. Cook's Board of Directors; and proactively notifies the Compensation Committee chair of any potential or perceived conflicts of interest. The Compensation Committee found no conflict of interest with F.W. Cook during fiscal year 2013.

To determine total compensation for the upcoming fiscal year, the Compensation Committee considers 1) the performance of each individual executive for the last fiscal year, 2) the most recent peer group data from F.W. Cook, and 3) our business and strategic goals for the coming fiscal year. F.W. Cook presents and analyzes market data, for benchmarking each individual position, and provides insight to market practices for the Compensation Committee's actions, but it does not make any specific compensation recommendations on the individual NEOs. The Compensation Committee determines the form and amount of compensation for all executive officers after considering the market data and company, business unit and individual performance. For fiscal year 2013, F.W. Cook advised the Compensation Committee on a wide spectrum of compensation matters, including but not limited to:

- Criteria used to identify peer companies for executive compensation and performance metrics;
- Evaluation of our total direct compensation levels and mix for the NEOs and four other senior officers;
- Mix of long-term incentives, grant types and allocation of stock options and full value shares; and
- Reviewing various other proposals presented to the Compensation Committee by management.

The Compensation Committee also reviews detailed tally sheets for the CEO and other NEOs. Tally sheets used for 2013 included all elements of executive compensation listed in the section under Fiscal Year 2013 Compensation, including potential compensation to our NEOs in the event of a change of control.

The Compensation Committee, which is composed solely of independent members of the Board, operates under a Board-approved charter that spells out the Committee's major duties and responsibilities. This charter is available on Agilent's website at <http://www.investor.agilent.com/phoenix.zhtml?c=103274&p=irol-govhighlights>.

The CEO and the Senior Vice President, Human Resources consider the responsibilities, performance and capabilities of each of the Company's executive officers, including the NEOs, other than the CEO, and what compensation package they believe will incent each to achieve the targeted results for Agilent. The Senior Vice President, Human Resources does not provide input on setting her own compensation. A comprehensive analysis is conducted using a combination of the market data based on our peer group and the survey data mentioned above, performance against targets, and overall performance assessment. This data and analysis is used as the primary consideration to determine if an increase in compensation is warranted and the amount and type of any increase for each of the total compensation components for the then-current fiscal year. After consulting with the Senior Vice President, Human Resources, the CEO makes compensation recommendations, other than for his own compensation, to the Compensation Committee at the first Compensation Committee meeting of the fiscal year. The Compensation Committee does not assign specific weights to individual items, but rather exercises its business judgment to set the compensation of the Company's executive officers, including the NEOs.

### **CEO Compensation**

The Compensation Committee establishes the CEO's compensation based on a thorough review of the CEO's performance that includes: (i) an objective assessment against agreed-to metrics set by the Compensation Committee; (ii) tally sheets, (iii) market data from F.W. Cook, (iv) a self-evaluation by the CEO that the Compensation Committee discusses with the independent directors; and (v) a qualitative evaluation of the CEO's performance that is developed by the independent directors, including each member of the Compensation Committee, in executive session. The CEO's total direct compensation package is reviewed annually by the Compensation Committee, which then presents its recommendation to the other independent directors for review and comment. The Compensation Committee then makes the final determinations on compensation for the CEO.

### **Fiscal Year 2013 Compensation**

For compensation paid to the NEOs in fiscal year 2013, we targeted a range between the 25th to the 75th percentile of our peer group because the Compensation Committee believes that the Company fits within this range on the basis of projected revenues of \$7.3 billion (as projected at the beginning of fiscal year 2013), market capitalization and number of employees, as shown below. The Compensation Committee also chose this range in order to attract, retain and motivate our executives as well as to provide rewards for job performance, skill set, prior experience, time in the position and/or with Agilent, and superior achievement in current business conditions. Our compensation targets for the NEOs (and actual compensation delivered) are in line with our total shareholder return relative to our peer group for fiscal year 2013 and for the last three completed fiscal years.

The following illustrates that Agilent is approximately between the 50th and 75th percentile of the peer group based on revenue, market capitalization, number of employees, and 1-Year total shareholder return:

	Revenues as of each company's most recent fiscal year end on 9/30/2012* (in millions) (\$)	Market Capitalization on 9/30/2012 (in millions) (\$)	Number of Employees as of 10/31/2012 (#)	3-Year TSR end on 10/31/2013	1-Year TSR end on 10/31/2013
25th Percentile	\$3,776	\$7,352	9,869	41.9%	23.3%
Median	\$6,000	\$10,748	21,750	59.8%	39.1%
75th Percentile	\$11,574	\$21,505	34,475	85.0%	42.8%
<b>Agilent Technologies, Inc.</b>	<b>\$6,626</b>	<b>\$13,419</b>	<b>20,500</b>	<b>48.5%</b>	<b>42.5%</b>
<b>Agilent Technologies, Inc.</b>				<b>28<sup>th</sup></b>	<b>69<sup>th</sup></b>
<b>Percentile Rank</b>					

\* Agilent's actual Revenue for FY13 (ending 10/31/13) was \$6.8B.

Our NEOs' target total compensation for fiscal year 2013 varied from 95% to 112% of the 50th percentile of the peer group for each position. Actual earned variable compensation relative to target depends on the performance as discussed below.

Our executives' total compensation packages reflect Agilent's philosophy of aligning pay with performance and rewarding top talent. Accordingly, long-term incentive awards, which for fiscal year 2013 consisted primarily of stock options and performance-based stock awards, represent the largest element of pay for senior executives in order to encourage creation of lasting value for our stockholders by directly tying executive compensation to our success and our stockholders' interests.

For fiscal year 2013, approximately 78% of our CEO's and 60% of our NEOs' total direct compensation consisted of long-term incentives and is at-risk which means that this component varies year to year depending on Agilent's stock price and relative total shareholder return (TSR) versus our peers.

### CEO Pay-for-Performance Alignment

The following table illustrates the pay-for-performance alignment for Mr. Sullivan by tracking his total direct compensation (TDC) (comprised of base salary, annual cash bonus and long-term incentives (LTI) as reported in the Summary Compensation Table) in each of the last 5 fiscal years against the changes to Agilent's indexed TSR over the same period. The numbers shown as the indexed TSR for each year are based on the dollar amount a stockholder would have held at the end of the indicated fiscal year assuming the stockholder invested \$100 in Agilent common stock on October 31, 2008.

### Base Salary

Our salaries reflect the responsibilities of each NEO, the competitive market for comparable professionals in our industry, and are set to create an incentive for executives to remain with Agilent. Base salaries and benefits packages are the fixed components of our NEOs compensation and do not vary with company performance. NEOs' base salaries are set by considering benchmark market data as well as the performance of each NEO.

Our NEOs' base salaries for fiscal year 2013 varied from 89% to 102% of the 50th percentile of the peer group for each position. This does not include Mr. Holmkvist, who became an NEO in September 2013 and is no longer with the company. In November 2012, the Committee increased the base salaries for Mr. William Sullivan, from \$990,000 to \$1,050,000; Mr. Didier Hirsch, from \$575,000 to \$600,000; and Mr. Ronald Nersesian, from \$650,000 to \$750,000, to compensate each one appropriately against their respective peers.

### Short-Term Cash Incentives

The Performance-Based Compensation Plan applies to our NEOs and provides the opportunity for cash awards every six months linked to specific annual financial goals and strategic goals for the overall company and the four major lines of business, EMG, CAG, LSG and DGG. Annual cash incentives are paid to reward achievement of critical shorter-term operating, financial and strategic measures and goals that are expected to contribute to shareholder value creation over time. Financial goals for each six-month period are pre-established by the Compensation Committee at the beginning of the period, based on recommendations from management and approval by the Compensation Committee. The financial goals are based on Agilent's fiscal year 2013 financial plan established by the Board of Directors. After the Compensation Committee certifies the calculations

of performance against the goals for each period, payouts, if any, are made in cash. Metrics and goals cannot be changed after they have been approved by the Compensation Committee. The Performance-Based Compensation Plan reflects our pay-for-performance philosophy and directly ties short-term incentives to short-term business performance. Our NEOs' target bonus amounts for fiscal year 2013 varied from 98% to 120% of the 50th percentile of the peer group for each position. This does not include Mr. Holmkvist, who became an NEO in September 2013 and is no longer with the company.

For fiscal year 2013, the awards under the Performance-Based Compensation Plan were calculated by multiplying the individual's base salary for the performance period by the individual's target award percentage and the performance, determined as follows:\*

H1 Financial	Annual Salary / 2	X	Individual Target Bonus (varies by individual)	X	Financial Portion Target Bonus (75%)	X	Attainment % (based on actual individual performance)
H2 Financial FY Strategic	Annual Salary	X	Individual Target Bonus (varies by individual)	X	Strategic Portion Target Bonus (25%)	X	Attainment % (based on actual individual performance)

\* For fiscal year 2013, the target award for Mr. Holmkvist was calculated based on full year performance and not by fiscal year half. For fiscal year 2013, Mr. Hirsch was not assigned to any strategic objectives.

#### *Financial Target Metrics*

The Performance-Based Compensation Plan financial target metrics were based on (1) Agilent's ROIC and Agilent's revenue goals for Mr. Sullivan, Mr. Hirsch and Mr. Nersesian and (2) the respective business unit's ROIC and revenue goals for Mr. McMullen and Mr. Roelofs. In addition, 30% of Mr. McMullen's and Mr. Roelofs' target bonus for the first half and second half of fiscal year 2013 was also subject to metrics and targets of the combined Chemical Analysis and Life Sciences groups (CAG/LSG) so as to facilitate co-operation between CAG and LSG. Mr. Holmkvist's financial target metrics were based on Dako operating profit and revenue goals.

The Compensation Committee chose those metrics because:

- Revenue places focus on our continued growth; and
- ROIC measures how efficiently and effectively management deploys capital.
- Operating Profit measures the profit earned from normal core business operations but does not include profit earned from interest and taxes.

We believe that sustained ROIC levels greater than our cost of capital create wealth for our stockholders.

*ROIC is a non-GAAP measure and defined as income (loss) from operations less other (income) expense and taxes, divided by the average of the three most recent quarter-end balances of assets less net current liabilities.*

*Operating Profit (segment level) is a non-GAAP measure defined as revenue less the sum total of cost of products and services, research and development expense and selling, general and administrative expenses.*



## COMPENSATION DISCUSSION AND ANALYSIS

To determine earned awards, we use payout matrices that link the metrics and reflect threshold-to-maximum opportunities based on various achievement levels of the metrics. No awards are paid unless the ROIC or Operating Profit Percentage threshold is achieved. The maximum award under the plan is capped at 200% of the target award. The target metrics set for our short-term incentives and their corresponding results were as follows:

	First Half FY13								
	ROIC					Revenue			
	Threshold (% or Mil)	Target (% or Mil)	Max (% or Mil)	Results (% or Mil)	Achievement	Target (Mil)	Max (Mil)	Results (Mil)	Achievement
Agilent	9%	18%	24%	16%	Below Target	\$3,609	\$3,970	\$3,412	Below Target
CAG/LSG	9%	19%	25%	19%	Above Target	\$1,631	\$1,795	\$1,631	At Target
CAG*	11%	22%	29%	22%	At Target	\$1,112	\$1,223	\$1,108	At Target
LSG	9%	18%	26%	19%	Above Target	\$806	\$887	\$806	At Target
DAKO**	\$25	\$50	\$75	\$59	Above Target	\$373	\$410	\$381	Above Target

	Second Half FY13								
	ROIC					Revenue			
	Threshold	Target	Max	Results	Achievement	Target (Mil)	Max (Mil)	Results (Mil)	Achievement
Agilent	9%	19%	25%	16%	Below Target	\$3,700	\$4,071	\$3,370	Below Target
CAG/LSG	10%	21%	28%	22%	Above Target	\$1,680	\$1,848	\$1,657	Below Target
CAG*	11%	22%	29%	24%	Above Target	\$1,134	\$1,247	\$1,127	Below Target
LSG	11%	22%	31%	24%	Above Target	\$839	\$923	\$829	Below Target

Note: There are no thresholds for Revenue metrics.

\* CAG targets and results are based on CAG Divisions plus all CAG/LSG Consumables plus all CAG/LSG Services.

\*\* For fiscal year 2013, Dako's financial metrics consisted of Dako Operating Profit and Dako Revenue. The goals were measured for the full fiscal year and not by fiscal half.

#### Strategic Component

For fiscal year 2013, under the Performance-Based Compensation Plan we continued to utilize annual strategic goals to align each NEO's specific business group objectives (for those NEOs with specific business groups) with the company's overall business objectives. These goals tie each NEO's achievement to their specific business objectives. Each NEO had strategic objectives for fiscal year 2013, with the exception of Mr. Hirsch. The strategic component is established within the time prescribed by Section 162(m) of the Internal Revenue Code and is determined on an annual basis. The strategic component accounts for 25% of the total target bonus for each NEO. The maximum payout per NEO for satisfaction of the strategic component is the lesser of (1) up to 200% of strategic objective performance results or (2) 0.5% of non-GAAP pre-tax earnings.

*Non-GAAP pre-tax earnings is defined as earnings before income taxes that exclude primarily the impact of integration costs, acquisition fair value adjustments, restructuring and asset impairment charges, business acquisition and separation costs, non-cash intangibles amortization as well as gains and losses from the sale of investments and disposals of businesses.*

## COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Committee has full authority to exercise negative discretion and to consider subjective performance against individual strategic objectives. The strategic objectives set for our short-term incentives were as follows:

Name	FY13 Strategic Objectives							
	Organic Growth	Emerging Markets Growth	Gross Margins	DGG Revenue	Market Release of Key Products	Operating Profit Growth	Market Share Gains	Operational Efficiency
William P. Sullivan	X	X	X	X				
Didier Hirsch								
Lars Holmkvist					X			
Michael R. McMullen	X	X	X			X		
Ronald S. Nersesian	X	X	X	X				
Nicolas Roelofs	X	X	X			X	X	X

Our Compensation Committee set the monetary value of the fiscal year 2013 short-term incentive targets based on a percent of base salary for each NEO. The Compensation Committee also considered the relative responsibility of each NEO. Each NEO's short-term incentive target for fiscal year 2013 was set between 70% and 150% of base salary (depending on his position), as follows:

## Fiscal Year 2013 Short-Term Incentive Payout Table\*

Name	Expressed as a % of base salary							
	Annual FY13							
	First Half FY13		Second Half FY13		Strategic Objectives		Total Target Short-Term Incentives for FY13	
	Target Award	Actual Award	Target Award	Actual Award	Target Award	Actual Award	Target Award	Actual Award
William P. Sullivan	56%	46%	56%	43%	38%	27%	150%	117%
Didier Hirsch	40%	33%	40%	31%			80%	64%
Lars Holmkvist**	53%	66%			18%	17%	70%	83%
Michael R. McMullen	30%	30%	30%	33%	20%	17%	80%	81%
Ronald S. Nersesian	38%	31%	38%	29%	25%	18%	100%	78%
Nicolas Roelofs	30%	32%	30%	33%	20%	17%	80%	82%

\* Financial performance is measured and paid out each fiscal half; performance against strategic objectives is measured and paid out annually.

\*\* Mr. Holmkvist's financial metrics were based on the full fiscal year and not by fiscal year half.

The payouts under the Performance-Based Compensation Plan for fiscal year 2013 are provided in the table below and in the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table.

Name	Annual FY13 Strategic							Actual Short-Term Incentives Paid for the Fiscal Year
	First Half FY13		Second Half FY13		Objectives			
	Target	Actual	Target	Actual	Target	Actual		
	Incentive (\$)	Award (\$)	Incentive (\$)	Award (\$)	Incentive (\$)	Award (\$)		
William P. Sullivan	\$590,625	\$487,266	\$590,625	\$453,187	\$393,750	\$288,422	\$1,228,875	
Didier Hirsch	\$240,000	\$198,000	\$240,000	\$184,152			\$382,152	
Lars Holmkvist*	\$492,759	\$620,876			\$164,253	\$156,040	\$776,916	
Michael R. McMullen	\$172,500	\$174,596	\$172,500	\$191,920	\$115,000	\$99,188	\$465,704	
Ronald S. Nersesian	\$281,250	\$232,031	\$281,250	\$215,803	\$187,500	\$137,344	\$585,178	
Nicolas Roelofs	\$165,000	\$175,610	\$165,000	\$181,635	\$110,000	\$94,948	\$452,193	

\* Mr. Holmkvist's financial metrics were based on the full fiscal year and not by fiscal year half.



**Long-Term Incentives**

For fiscal year 2013, the Compensation Committee granted long-term incentives with target values for each NEO that were between approximately the 25th and 75th percentiles of stock grant values for comparable executives at peer companies. Stock grant values were delivered as follows:

- Approximately half the value was in the form of stock options calculated using the Black-Scholes model and 20-day average closing price of our common stock prior to grant. The exercise price of the option was the closing price of our common stock on the date of grant.
- The remaining value of the long-term award is a target stock award, delivered under the LTP Program, and determined by dividing the remaining value by the Monte-Carlo valuation factor. The resulting final stock payout award may range from 0 to 200% of the originally set target and, if earned, is awarded in the form of unrestricted shares.

Targeting approximately half of the long-term incentive value in a stock option and half of the value in performance shares keeps focus on improving Agilent's stock price and Agilent's stock price performance relative to its peers.

The target value of the long-term incentive awards is determined at the beginning of the then-current fiscal year for each NEO and is partially derived from the peer group data provided by the Compensation Committee's independent compensation consultant. The target value also reflects the Compensation Committee's judgment on the relative role of each NEO's position within Agilent, as well as the performance of each NEO.

Name	Number & Type of Award			Total Target Value of Long Term- Incentive Awards (\$)
	Stock Options (#) <sup>1</sup>	Performance Stock Units (#) <sup>1</sup>	Restricted Stock Units (#)	
William P. Sullivan	340,000	86,469		\$8,500,000
Didier Hirsch	78,000	19,837		\$1,950,000
Lars Holmkvist		20,345		\$1,000,000
Michael R. McMullen	72,000	18,311		\$1,800,000
Ronald S. Nersesian	140,000	35,605		\$3,500,000
Nicolas Roelofs	60,000	15,259		\$1,500,000

(1) Regular stock options and performance stock units were granted on November 21, 2012.

Mr. Holmkvist's fiscal year 2013 long-term incentive was awarded all in performance shares. Since performance shares under our LTP program vest 100% after three years and have the potential to provide our executives with share ownership, this grant was given to encourage retention and focus his interest on Agilent's stock price growth, which depends, in part, on Dako's success.

In addition to Mr. Holmkvist's annual long-term incentive grant for fiscal year 2013, he was granted a long-term cash retention performance bonus that covers both fiscal year 2013 and fiscal year 2014. The target award is approximately 41.2M Danish Kroner, which is about \$7.5 million (USD). The two-year performance metrics are (1) Dako Revenue and Operating Profit and (2) Agilent Genomics Solutions Division sales through Dako channels (GSD Sales).

To determine the earned award for Mr. Holmkvist, we will use a payout matrix that links the metrics and reflects the threshold-to-maximum opportunities based on various achievement levels of the metrics. No award will be paid unless the Revenue and Operating Profit thresholds are achieved. The maximum award is capped at 200% of the target award. In order to receive a payout,

## COMPENSATION DISCUSSION AND ANALYSIS

Mr. Holmkvist must remain in his current position and perform his current responsibilities through the end of fiscal year 2014. The payout, if any, will be paid after the conclusion of fiscal year 2014. The target metrics set for this award are as follows:

Name	Metric	FY13-FY14			Operating Profit			
		% of Long-term bonus	Threshold (Mil)	Revenue Target (Mil)	Max (Mil)	Threshold (Mil)	Target (Mil)	Max (Mil)
	Dako Revenue & OP	80%	\$694	\$816	\$938	\$52	\$135	\$218
Lars Holmkvist	GSD Sales	20%	\$51	\$60	\$69			

The Compensation Committee has established rolling three-year performance periods for determining earned awards under our LTP Program and uses relative TSR as a single metric. This metric aligns with shareholder interests as higher TSR results in higher potential returns for shareholders as well as ensuring a correlation between performance and payouts. As noted above, our short-term incentive program focuses on ROIC and Revenue and they drive internal business strategies that in turn impact our TSR.

For purposes of determining the awards, relative TSR reflects (i) the aggregate change in the 20-day average closing price of Agilent's stock versus each of the companies in Agilent's LTP Program peer group, each as measured at the beginning and end of the three-year performance period plus (ii) the value (if any) returned to shareholders in the form of dividends or similar distributions, assumed to be reinvested quarterly on a pre-tax basis.

#### *Performance Stock Units Earned in Fiscal Year 2013*

The performance shares earned in fiscal year 2013 were based on relative TSR versus all companies in the S&P 500 Information Technology, Health Care and Industrials Sectors Indexes for fiscal year 2011 through fiscal year 2013. The performance schedule determined by the Compensation Committee in fiscal year 2011 was as follows:

Performance	Payout as a % of Target
Below 25th Percentile Rank (threshold)	0%
25th Percentile Rank	25%
50th Percentile Rank (target)	100%
75th Percentile Rank and Above	200%

## COMPENSATION DISCUSSION AND ANALYSIS

Performance shares are completely at-risk compensation because Agilent's performance must be at or above the 25th percentile in order for the individuals to receive a payout. The performance shares will then pay out linearly for each level of performance as illustrated below:

Percentile Performance Relative to Performance Peer Group  
*Agilent Relative Total Shareholder Return*

Agilent's TSR performance relative to peers and the payout percentages for the LTP Program for the past 5 years are set forth in the following table:

Fiscal Year	Agilent TSR Relative Rank to Peer Group	Payout %
2011 - 2013	45.8%	87.0%
2010 - 2012	46.9%	91.0%
2009 - 2011	54.9%	120.0%
2008 - 2010	59.6%	138.0%
2007 - 2009	50.9%	104.0%

The table below sets forth the targeted number of shares for the performance period covering fiscal year 2011 through fiscal year 2013 and the shares earned at 87% of target and the cash value of the shares based on the closing price of Agilent's common stock on November 20, 2013. On November 20, 2013, the Compensation Committee certified the TSR results and approved the payout at 87% for the performance period concluded on October 31, 2013. The payout of these awards was made in November 2013.

**Fiscal Year 2011 - 2013 LTP Program Payout Table**

	Target Awards (Shares)	Payout at 87% (Shares)	Cash Value of Payout at 87% (\$) <sup>1</sup>
William P. Sullivan	72,150	62,770	\$3,360,078
Didier Hirsch	15,460	13,450	\$719,979
Lars Holmkvist			
Michael R. McMullen	16,491	14,347	\$767,995
Ronald S. Nersesian	21,645	18,831	\$1,008,023
Nicolas Roelofs	14,430	12,554	\$672,016

(1) Reflects the fair market value of the shares based on the closing stock price of Agilent's common stock on November 20, 2013.

**Equity Grant Practices**

The Compensation Committee generally makes grants of stock awards to our NEOs at the first Compensation Committee meeting of our fiscal year. Awards are neither timed to relate to the price of Agilent's stock nor to correspond with the release of material non-public information, although grants are generally made when Agilent's trading window is open. Grants to current employees are generally effective on the date of the Compensation Committee meeting approving such grants. Grants to new employees, including potential NEOs, are typically made at the next regularly scheduled Compensation Committee meeting following the employee's start date. When an employee retires from Agilent, all unvested restricted stock units and/or stock options granted on or after November 17, 2010 continue to vest per the original terms of the grant. Grants prior to November 17, 2010 have accelerated vesting upon retirement.

**Benefits**

Agilent's global benefits philosophy is to provide NEOs with protection and security through health and welfare, retirement, disability insurance and life insurance programs. During fiscal year 2013, the CEO and other NEOs were eligible to receive the same benefits that are generally available to other Agilent employees.

In addition to the company-wide benefits, Agilent's NEOs have company-paid financial counseling through a third party service to assist with their personal finances. We believe that providing this service gives our NEOs a better understanding of their pay and benefits, allowing them to concentrate on Agilent's future success. NEOs are also provided executive physical examinations, for which we cover the costs that are not otherwise covered under each NEO's chosen health plan. We believe that the executive physical is a prudent measure to help ensure the health of our executives. Both the financial counseling and the executive physicals are benefits generally provided by our peer companies and are available at a reasonable group cost to Agilent.

Generally, it is our Compensation Committee's philosophy to not provide perquisites to our NEOs except in limited circumstances. For example, in fiscal year 2013, there were no special perquisites for our NEOs except for financial counseling, the executive physicals mentioned above and the occasional use by executive officers of company drivers to transport them and their family members to the airport for personal travel.

Pursuant to an existing employment agreement put in place while serving as CEO of Dako, Mr. Holmkvist received the following additional perquisites for fiscal year 2013; housing and related expenses for a flat in Copenhagen, Denmark; personal travel expenses between Copenhagen and his home in Gothenburg, Sweden and a monthly car allowance.

**Deferred Compensation**

Our NEOs are eligible to voluntarily defer base salary, short-term incentives in the form of awards under the Performance-Based Compensation Plan and long-term incentives in the form of stock awards under the LTP Program. The deferrals are made through our 2005 Deferred Compensation Plan. This is a common benefit arrangement offered by our peer companies.

Payouts are distributed to eligible participants in January of the year following termination of employment, if termination occurs during the first six months of the calendar year. Otherwise, payouts are distributed to eligible participants in July of the year following termination. No early distributions or withdrawals are allowed. If an election is made to defer performance shares earned under the LTP Program, shares are deferred in the form of Agilent common stock only. At the end of the deferral period, the LTP Program shares are simply released to the executive.

## COMPENSATION DISCUSSION AND ANALYSIS

These benefits and an additional description of plan features are set forth in the section entitled Non-Qualified Deferred Compensation in Last Fiscal Year below and the narrative descriptions accompanying this section.

**Pension Plans**

We provide a pension plan, the Agilent Technologies, Inc. Retirement Plan ( Retirement Plan ), to our NEOs, as well as other eligible Agilent employees, for long-term employment retention and to support our career-employment strategy, as well as to provide employee retirement savings. The Agilent Retirement Plan is an important benefit that is not generally available within the technology sector and differentiates Agilent from many of our peer companies. In addition, we provide the Agilent Technologies, Inc. Supplemental Benefit Retirement Plan (the Supplemental Benefit Retirement Plan ) to our NEOs and other eligible Agilent employees. The Supplemental Benefit Retirement Plan is an unfunded, non-qualified pension plan which pays amounts upon retirement that would be due under the regular Retirement Plan benefit formula, but are limited under the tax-qualified Retirement Plan by the Internal Revenue Code.

Additionally, we provide the Agilent Technologies, Inc. Deferred Profit-Sharing Plan (the Deferred Profit-Sharing Plan ) that provides certain amounts to our NEOs and other Agilent employees who provided services to our predecessor company, Hewlett-Packard Company ( Hewlett-Packard ), prior to November 1, 1993. None of these plans provide any credit of benefits prior to the date of hire or where there is a break in service.

Retirement benefits are set forth in the table entitled Pension Benefits below and the narrative descriptions accompanying this table.

**Policy Regarding Compensation in Excess of \$1 Million a Year**

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction for compensation in excess of \$1 million paid to our CEO and the three other most highly compensated NEOs (excluding the CFO) employed at the end of the year. Certain compensation is specifically exempt from the deduction limit to the extent that it is performance based as defined in Section 162(m) of the Code.

Our Compensation Committee considers the impact of Section 162(m) in setting and determining executive compensation because it is concerned with the net cost of executive compensation to Agilent (i.e., taking into account the tax treatment of the compensation), and its ability to effectively administer executive compensation in the long-term interests of stockholders.

For fiscal year 2013, stock options, short-term cash incentives and long-term performance stock units are intended to comply with the exception for performance-based compensation under Section 162(m). Of course, in order to maintain flexibility in rewarding individual performance and contributions, the Compensation Committee will not limit all the amounts paid under all of Agilent's compensation programs to just those that qualify for tax deductibility. In addition, because of the fact-based nature of the performance-based compensation exception and the limited amount of binding-related guidance, Agilent cannot guarantee that compensation that is intended to comply with the performance-based compensation exception under Section 162(m) of the Code will in fact so qualify.

**Termination and Change of Control**

Consistent with the practice of many of our peers, the Compensation Committee adopted change-of-control agreements designed to provide protection to the NEOs so they are not distracted by their personal, professional and financial situations at a time when Agilent needs them to remain focused on their responsibilities, Agilent's best interests and those of all its stockholders. These agreements provide for a double-trigger payout only in the event of a change in control and the executive officer



## COMPENSATION DISCUSSION AND ANALYSIS

is either terminated from his-or-her position or moved into a position that represents a substantial change in responsibilities within a limited period of time after the transaction (these agreements do not become operative unless both events occur).

We have eliminated excise tax gross-ups for officers entering into newly executed change-of-control agreements after July 14, 2009. Existing officers that had such protection under ongoing agreements will continue to have this benefit as long as the existing agreements remain in effect without material amendment.

Potential payments to our NEOs in the event of a change of control under our existing agreements are reported in the Termination and Change of Control Table.

In addition, we have a Workforce Management Program in place that is applicable to all Agilent employees, including NEOs. Employment security is tied to competitive realities as well as individual results and performance, but from time to time, business circumstances could dictate the need for Agilent to reduce its workforce. The Workforce Management Program is intended to assist employees affected by restructuring by providing transition income in the form of severance benefits.

### Spin-Off of Keysight

In September 2013, we announced our plan to separate into two publicly traded companies; one in the life sciences, diagnostics and applied markets that will retain the Agilent name ( New Agilent ), and the other that will be comprised of Agilent's current portfolio of electronic measurement (EM) products with Keysight Technologies, Inc. as its name ( Keysight ). Mr. Sullivan and the Board felt that shareholders would be better served by splitting into two companies that could each focus on their specific markets. As a result, health care investors and electronic measurement investors will be able to more effectively value each of the respective businesses. The separation is expected to occur through a tax-free pro rata spin-off of Keysight to Agilent shareholders (the Spin-Off ). The goal is to separate the companies no later than the end of calendar year 2014. Mr. Sullivan will continue to be the CEO of Agilent and Mr. Nersesian will become the CEO of Keysight. We do not anticipate that the compensation philosophy will change as a result of the future spin-off of Keysight.

### Future Peer Groups post Spin-off of Keysight

In anticipation of the split, the Compensation Committee and F.W. Cook have reviewed and approved the peer group selection criteria for future executive compensation for both Agilent and Keysight. Our intent is to consider the future peer group as we make decisions for executive compensation going forward. The table below summarizes the criteria:

Peer Group Selection Criteria	Type of Company	New Agilent	Post Spin-Off	Keysight
		Product, Capital Market and Labor competitors	Product, Capital Market and Labor competitors	Product, Capital Market and Labor competitors
Index	S&P 500	Russell 3000		
Sector (GICS)	Health Care	Information Technology		
Revenue Size	\$1 billion to \$10 billion	\$1 billion to \$9 billion		
Multiple of Projected Revenue	0.25x to 2.5x	0.33x to 3x		
Minimum Number of Companies	15	15		

**Treatment of Equity-Based Compensation Awards at the time of Keysight Spin-Off**

Agilent equity-based compensation awards will convert into either New Agilent or Keysight awards upon the effectiveness of the Spin-Off. Agilent will employ the Concentration Method, which is one of the most common methodologies for adjusting equity-based compensation awards. Using the Concentration Method, parent awards held by specified employees, typically employees who will be primarily dedicated to Keysight, can be converted into awards of the Spin-Off company, while the parent awards held by all other employees will continue to be awards based on parent equity and will be adjusted to reflect the decrease in value of Agilent upon the Spin-Off.

**Future treatment of LTP Program post Keysight Spin-Off**

	<b>New Agilent</b>	<b>Post Spin-Off</b>	<b>Keysight</b>
<b>Fiscal Year 2012-2014 Performance Period</b>	No change  Outstanding shares will be adjusted to reflect lower Agilent stock price. No change to Peer Group. Shares will be measured and paid out based on Agilent's stock performance (Relative TSR) at the end of the period.	Outstanding shares will be adjusted to reflect lower Agilent stock price. Keysight will assume the grants. No change to Peer Group. Shares will be measured and paid out in Keysight shares based on Agilent's stock performance (Relative TSR) at the end of the period.	
<b>Fiscal Year 2013-15 Performance Period</b>			
<b>Fiscal Year 2014-16 Performance Period</b>	New grants were issued in November 2013 using new Peer Group (S&P 500 Health Care, Industrials and Materials sectors)	A mix of Agilent stock options and restricted stock units were issued in November 2013	

## Summary Compensation Table

Agilent's NEOs for fiscal 2013 include Agilent's (i) President and Chief Executive Officer, (ii) Senior Vice President, Chief Financial Officer, (iii) the other three most highly compensated executive officers who were serving as executive officers at the end of fiscal 2013 and (iv) one highly compensated former executive officer (who was no longer serving as an executive officer at the end of fiscal year 2013.)

## Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2) (3) (5)</sup>	Option Awards (\$) <sup>(2) (4) (5)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(6)</sup>	Change in Pension Value and Nonqualified Deferred	All other Compensation (\$) <sup>(8)</sup>	Total (\$)
							Earnings (\$) <sup>(7)</sup>		
William P. Sullivan President and Chief Executive Officer	2013	\$1,045,000	\$0	\$3,789,936	\$4,141,200	\$1,228,875	\$0	\$30,661	\$10,235,672
	2012	\$990,000	\$0	\$3,859,183	\$4,007,791	\$1,247,808	\$0	\$30,935	\$10,135,717
	2011	\$990,000	\$0	\$3,521,505	\$3,788,302	\$1,922,258	\$0	\$30,200	\$10,252,264
Didier Hirsch Senior Vice President, Chief Financial Officer	2013	\$597,917	\$0	\$869,456	\$950,040	\$382,152	\$110,862	\$21,701	\$2,932,127
	2012	\$570,834	\$0	\$890,565	\$924,873	\$471,167	\$105,788	\$16,041	\$2,979,268
	2011	\$520,846	\$0	\$1,018,648	\$811,773	\$556,808	\$96,291	\$13,599	\$3,017,964
Lars Holmkvist <sup>(9) (10) (11)</sup> Former Senior Vice President, Life Sciences and Diagnostics	2013	\$938,588	\$0	\$891,721	\$0	\$776,916	\$0	\$286,781	\$2,894,007
Michael R. McMullen Senior Vice President, Chemical Analysis Group	2013	\$575,000	\$0	\$802,571	\$876,960	\$465,704	\$106,498	\$30,108	\$2,856,840
	2012	\$570,834	\$0	\$1,771,329	\$873,485	\$443,812	\$105,787	\$31,030	\$3,796,277
	2011	\$519,591	\$0	\$1,509,094	\$865,898	\$387,468	\$96,053	\$29,642	\$3,407,747
Ronald S. Nersesian Executive Vice President and President and Chief Executive Officer Designate, Keysight	2013	\$741,667	\$0	\$1,560,567	\$1,705,200	\$585,178	\$138,164	\$27,914	\$4,758,690
	2012	\$641,667	\$0	\$1,484,309	\$1,541,459	\$518,870	\$119,247	\$26,917	\$4,332,469
	2011	\$545,838	\$0	\$1,760,651	\$1,136,484	\$740,293	\$101,039	\$26,009	\$4,310,316
Nicolas Roelofs <sup>(12)</sup> Former Senior Vice President, Life Sciences Group	2013	\$550,000	\$0	\$668,802	\$730,800	\$452,193	\$85,248	\$1,851,289	\$4,338,332
	2012	\$545,835	\$0	\$1,721,842	\$822,111	\$413,458	\$84,664	\$209,228	\$3,797,138
	2011	\$493,767	\$0	\$1,408,501	\$757,660	\$394,930	\$76,333	\$10,678	\$3,141,869

- (1) None of the executive officers received any service awards or cash bonuses for fiscal years 2013, 2012 or 2011.
- (2) Reflects the aggregate grant date fair values, computed in accordance with Financial Accounting Standards Board, Accounting Standards Codification, Topic 718, Stock Compensation ( FASB ASC Topic 718 ). The assumptions used in calculating the expense are provided in additional detail in the tables below.
- (3) Amounts consist of expenses relating to multiple performance share awards that are outstanding simultaneously for each NEO under the LTP Program and any restricted stock unit awards granted in 2012 or 2011.
- (4) Amounts consist of expenses relating to option awards granted under the 2009 Stock Plan granted at an exercise price equal to the closing price of Agilent common stock on the date of grant.

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- (5) The expenses listed in these columns include expenses for stock awards and options awarded in accordance with the LTP Program and 2009 Stock Plan, as shown in the table below.
- (6) Amounts consist of incentive awards earned by the NEOs during fiscal year 2013 under the Performance-Based Compensation Plan for Covered Employees.

## EXECUTIVE COMPENSATION

- (7) Amounts represent the change in pension value for the following Agilent sponsored pension plans: Agilent Technologies, Inc. Deferred Profit-Sharing Plan, Agilent Technologies, Inc. Retirement Plan and Agilent Technologies, Inc. Supplemental Benefit Retirement Plan.
- (8) Amounts reflect (i) employer contributions of \$10,200 to Messrs. Sullivan, Hirsch, McMullen, Nersesian and Roelofs for the Agilent Technologies, Inc. 401(k) Plan in fiscal year 2013, and \$187,717 to Mr. Holmkvist for the Dako Denmark defined contribution plan, (ii) \$19,525 for Mr. Sullivan, \$14,435 for Mr. McMullen and \$15,825 for Mr. Nersesian for services incurred from The Ayco Company, LP, the provider designated by Agilent to provide financial counseling services to our NEOs, and \$9,206 for Mr. Hirsch, \$ 9,151 for Mr. Holmkvist and \$3,011 for Mr. McMullen for services incurred by KPMG, LLC, a tax provider designated by Agilent to provide tax preparation services for certain NEOs, (iii) travel expenses of \$367 for Mr. Sullivan, \$1,407 for Mr. Hirsch, \$1,224 for Mr. McMullen and \$1,101 for Mr. Nersesian for use of Agilent drivers and vehicles for personal travel, (iv) \$569 for Mr. Sullivan, \$888 for Mr. Hirsch, \$1,238 for Mr. McMullen, \$788 for Mr. Nersesian, for employer contribution to a health savings account, (v) \$45,042 for Mr. Holmkvist for housing and related expenses in Copenhagen, (vi) \$3,148 for Mr. Holmkvist for travel to and from his home in Sweden, (vii) \$26,837 for Mr. Holmkvist for a car allowance, (viii) \$14,886 for Mr. Holmkvist for a dedicated home telephone line and mobile phone expenses, (ix) International assignment benefits for Mr. Roelofs include assignment-related costs in the aggregate amount of \$728,920 consisting of \$48,171 for travel, \$85,300 for housing, \$45,833 for relocation allowances, \$499,247 for taxes and tax preparation assistance, \$46,822 for goods and services and \$3,547 for all other net relocation expenses, (x) a severance payout for Mr. Roelofs in the amount of \$1,112,169.
- (9) Amounts included for Mr. Holmkvist, with the exception of stock awards and option awards, are shown in U.S. Dollars but were paid to him in Danish Krone. To convert the amounts paid to U.S. Dollars, we used the prevailing exchange rate as of the last business day of the applicable fiscal year (for FY13 amounts, an exchange rate of 0.18225 U.S. Dollars per Danish Krone).
- (10) Mr. Holmkvist was not a named executive officer in the Company's 2012 and 2013 Proxy Statements. Therefore, this table does not provide fiscal 2011 and fiscal 2012 compensation data for Mr. Holmkvist.
- (11) Mr. Holmkvist resigned from the Company on December 12, 2013.
- (12) Mr. Roelofs announced his intent to leave Agilent in September 2013 and entered into a Separation Agreement and General Release with Agilent. Details of the agreement are outlined in the Termination and Change of Control section below. His employment with Agilent ended on October 31, 2013.

The following table itemizes the full grant date fair value of equity grants made during the 2011, 2012 and 2013 fiscal years in accordance with FASB ASC Topic 718 for the Stock Awards and Option Awards columns of the Summary Compensation table.

	Long-term Incentive Awards								
	Total FY13 Expense			Long Term Performance Program			Total FY11 Expense		
			Restricted Stock			Restricted Stock			Restricted Stock
	Stock Awards	Option Awards	Unit Awards	Stock Awards	Option Awards	Unit Awards	Stock Awards	Option Awards	Unit Awards
William P. Sullivan	\$3,789,936	\$4,141,200		\$3,859,183	\$4,007,791		\$3,521,505	\$3,788,302	
Didier Hirsch	\$869,456	\$950,040		\$890,565	\$924,873		\$754,573	\$811,773	\$264,075
Lars Holmkvist	\$891,721								
Michael R. McMullen	\$802,571	\$876,960		\$841,079	\$873,485	\$930,250	\$804,894	\$865,898	\$704,200
Ronald S. Nersesian	\$1,560,567	\$1,705,200		\$1,484,309	\$1,541,459		\$1,056,451	\$1,136,484	\$704,200
Nicolas Roelofs	\$668,802	\$730,800		\$791,592	\$822,111	\$930,250	\$704,301	\$757,660	\$704,200

## FASB ASC Topic 718 Assumptions

The following table sets forth the weighted average FASB ASC Topic 718 assumptions used in 2010 to 2013 in the calculation of the stock awards and option awards presented in our Summary Compensation Table. For all periods presented, the fair value of share-based awards for

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employee stock options awards was estimated using the Black-Scholes option pricing model, while shares granted under the LTP Program were valued using a Monte Carlo simulation. The estimated fair value of restricted stock unit awards was determined based on the market price of Agilent's common stock on the date of grant, adjusted for expected dividend yield. On January 17, 2012, the company's Board

## EXECUTIVE COMPENSATION

of Directors approved the initiation of quarterly cash dividends to the company's shareholders. The fair value of all the awards granted prior to the declaration of quarterly cash dividends was measured based on an expected dividend yield of 0%.

	Years Ended October 31, 2013			
	2013	2012	2011	2010
<b>Stock Option Plans:</b>				
Weighted average risk-free interest rate	0.86%	0.88%	1.49%	2.19%
Dividend yield	1%	0%	0%	0%
Weighted average volatility	39%	38%	35%	37%
Expected life	5.8 yrs	5.80 yrs	5.80 yrs	4.40 yrs
<b>LTPP:</b>				
Volatility of Agilent shares	37%	41%	40%	39%
Volatility of selected peer-company shares	6%-64%	17%-75%	20%-76%	20%-80%
Price-wise correlation with selected peers	49%	62%	55%	53%

**Grants of Plan-Based Awards in Last Fiscal Year**

The following table sets forth certain information regarding grants of plan-based awards to each of our NEOs during fiscal year 2013. For more information please refer to the Compensation Discussion and Analysis.

**Grants of Plan-Based Awards in Fiscal Year 2013**

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>	All Other Option Awards: Number of Securities Underlying	Exercise or Base Price of Stock Option Awards <sup>(3)</sup>	Grant Date Fair Value of Stock Option Awards
		Threshold (\$)	Target (\$)	Maximum Threshold (\$)				
William P. Sullivan	11/21/2012	\$ 255,938	\$ 984,375	\$ 1,968,750				