

CREE INC  
Form DEFA14A  
September 06, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

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

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CREE, INC.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

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

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on October 25, 2016.

|            |                        |   |
|------------|------------------------|---|
| CREE, INC. | Meeting Information    |   |
|            | Meeting Type:          | Annual Meeting  |
|            | For holders as of:     | August 25, 2016   |
|            | Date: October 25, 2016 | Time: 10:00 AM EDT  |
|            | Location:              | CREE LIGHTING EXPERIENCE CENTER<br>4408 SILICON DRIVE<br>DURHAM, NORTH CAROLINA 27703 |

You are receiving this communication because you hold shares in the above named company.

CREE, INC.  
4600 SILICON DRIVE  
DURHAM, NC 27703

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT      ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET:            [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE:        1-800-579-1639
- 3) BY E-MAIL\*:            [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before October 11, 2016 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends  
that you vote  
FOR the following:

1. ELECTION OF DIRECTORS

Nominees:

- |     |                      |                            |
|-----|----------------------|----------------------------|
| 01) | Charles M. Swoboda   | 05) C.<br>Howard Nye       |
| 02) | Clyde R. Hosein      | 06) John<br>Replogle       |
| 03) | Robert A. Ingram     | 07) Thomas<br>H.<br>Werner |
| 04) | Darren<br>R. Jackson | 08) Anne<br>C.<br>Whitaker |

The Board of Directors recommends you  
vote FOR the following proposals:

2. APPROVAL OF AMENDMENTS TO  
THE 2013 LONG-TERM  
INCENTIVE COMPENSATION  
PLAN.

3. RATIFICATION OF THE  
APPOINTMENT OF  
PRICEWATERHOUSECOOPERS  
LLP AS INDEPENDENT  
AUDITORS FOR THE FISCAL  
YEAR ENDING JUNE 25, 2017.

4. ADVISORY (NONBINDING) VOTE  
TO APPROVE EXECUTIVE  
COMPENSATION.

NOTE: Such other business as may  
properly come before the meeting or any  
adjournment thereof.



