

WATTS WATER TECHNOLOGIES INC
Form DEF 14A
March 29, 2017

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

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

Filed by a Party other than the Registrant

Check the appropriate box:

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

WATTS WATER TECHNOLOGIES, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

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- (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:
- o Fee paid previously with preliminary materials.
- o 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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March 31, 2017

Dear Stockholder:

It is my pleasure to invite you to attend our 2017 Annual Meeting of Stockholders, which will be held on Wednesday, May 17, 2017 at 9:00 a.m. at our principal executive offices located at 815 Chestnut Street, North Andover, Massachusetts 01845. On the pages following this letter you will find the notice of our 2017 Annual Meeting, which lists the business matters to be considered at the meeting, and the proxy statement, which describes the business matters listed in the notice. Following completion of the scheduled business at the 2017 Annual Meeting, we will report on our operations and answer questions from stockholders.

Whether or not you plan to attend the 2017 Annual Meeting, your vote is important and we encourage you to vote promptly. You may vote your shares by mailing a completed proxy card or, if your proxy card or other instruction form so indicates, by telephone or over the Internet.

We hope that you will be able to join us at the 2017 Annual Meeting.

Sincerely,

ROBERT J. PAGANO, JR.
Chief Executive Officer and President

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**WATTS WATER TECHNOLOGIES, INC.
815 Chestnut Street
North Andover, MA 01845**

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 17, 2017

To the Stockholders of
Watts Water Technologies, Inc.

Notice is hereby given that the 2017 Annual Meeting of Stockholders of Watts Water Technologies, Inc., a Delaware corporation, will be held at our principal executive offices located at 815 Chestnut Street, North Andover, Massachusetts 01845, on Wednesday, May 17, 2017, at 9:00 a.m., local time, for the following purposes:

1. To elect the nine directors named in the proxy statement to our Board of Directors, each to hold office until our 2018 Annual Meeting of Stockholders and until such director's successor is duly elected and qualified;
2. To approve, by a non-binding advisory vote, named executive officer compensation;
3. To approve, by a non-binding advisory vote, the frequency of future advisory votes to approve named executive officer compensation; and
4. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2017.

The stockholders will also consider and act upon any other matters that may properly come before the Annual Meeting.

Only stockholders of record at the close of business on March 23, 2017 are entitled to notice of and to vote at the Annual Meeting or any continuation, adjournment or postponement thereof.

By Order of the Board of Directors

KENNETH R. LEPAGE
*General Counsel,
Executive Vice President
and Secretary*

North Andover, Massachusetts
March 31, 2017

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WATTS WATER TECHNOLOGIES, INC.

ANNUAL MEETING OF STOCKHOLDERS
May 17, 2017

PROXY STATEMENT

INFORMATION ABOUT THE ANNUAL MEETING

Our 2017 Annual Meeting of Stockholders will be held on Wednesday, May 17, 2017 at 9:00 a.m., local time, at our principal executive offices located at 815 Chestnut Street, North Andover, Massachusetts 01845. For directions to our principal executive offices, please visit the Annual Meeting page on our website at <http://investors.wattswater.com/annualmeeting>. If you have any questions about the Annual Meeting, please contact Kenneth Lepage, our corporate Secretary, by telephone at (978) 688-1811 or by sending a written request for information addressed to Kenneth Lepage, our corporate Secretary, at our principal executive offices.

INFORMATION ABOUT THIS PROXY STATEMENT

You have received this proxy statement because the Board of Directors of Watts Water Technologies, Inc. (which we also refer to as Watts or the Company) is soliciting your proxy to vote your shares at the 2017 Annual Meeting and at any continuation, adjournment or postponement of the 2017 Annual Meeting. This proxy statement includes information that we are required to provide to you under the rules of the Securities and Exchange Commission, or SEC, and is designed to assist you in voting your shares. Only stockholders of record at the close of business on March 23, 2017 are entitled to receive notice of and to vote at the Annual Meeting.

We are mailing this proxy statement and the accompanying proxy on or about March 31, 2017 to our stockholders of record as of March 23, 2017. We are also mailing our Annual Report for the fiscal year ended December 31, 2016 to such stockholders concurrently with this proxy statement. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 is available on our website at <http://www.wattswater.com>. If you are a stockholder and would like a copy of our Annual Report on Form 10-K or any of its exhibits sent to you, we will send it to you without charge. Please address all such requests to Kenneth Lepage at our principal executive offices.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 17, 2017

The proxy statement and annual report to security holders are available at <http://investors.wattswater.com/annualmeeting>.

INFORMATION ABOUT VOTING

Each share of our class A common stock, par value \$0.10 per share, outstanding on the record date is entitled to one vote on each matter submitted, and each share of our class B common stock, par value \$0.10 per share, outstanding on the record date is entitled to ten votes on each matter submitted. As of the close of business on March 23, 2017, there were outstanding and entitled to vote 27,820,247 shares of class A common stock and 6,379,290 shares of class B common stock.

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Stockholders of Record

Stockholders of record may vote in person at the Annual Meeting or by proxy. There are three ways to vote by proxy:

Internet

By Internet Stockholders of record can vote over the Internet by visiting the website listed on the proxy card and following the instructions on the proxy card.

Phone

By telephone Stockholders of record located in the United States and Canada can vote by calling the toll-free telephone number listed on the proxy card and following the instructions on the proxy card.

Mail

By mail Stockholders of record may vote by mail by signing, dating and mailing the enclosed proxy card and returning it in the enclosed prepaid envelope.

If a choice is specified in a proxy, shares represented by that proxy will be voted in accordance with such choice. If no choice is specified, the proxy will be voted "FOR" the election of each of the nine nominees for director named in this proxy statement, "FOR" our named executive officer compensation, for "1 YEAR" with respect to the frequency of future advisory votes to approve our named executive officer compensation, and "FOR" the ratification of the appointment of KPMG LLP.

You may revoke or change your proxy at any time before it is exercised by (i) delivering to us a signed proxy card with a date later than that of your previously delivered proxy, (ii) voting in person at the Annual Meeting, (iii) granting a subsequent proxy through the Internet or by telephone, or (iv) sending a written revocation to our corporate Secretary at our principal executive offices. Attending the Annual Meeting will not revoke your proxy unless you specifically request that your proxy be revoked by sending a written revocation to our corporate Secretary before the proxy is exercised or you vote in person at the Annual Meeting.

Beneficial Owners

If you are a beneficial owner and your shares are held in "street name" by a bank, broker or other holder of record, you will receive instructions from the holder of record as to how to vote your shares. You will need to follow the instructions of the holder of record in order to vote your shares. Many banks and brokers offer the option of voting over the Internet or by telephone, instructions for which would be provided by your bank or broker on a voting instruction form. If your shares are not registered in your own name and you plan to vote your shares in person at the Annual Meeting, you must contact your broker or agent to obtain a legal proxy or broker's proxy card and bring it to the Annual Meeting in order to vote.

QUORUM; REQUIRED VOTES; ABSTENTIONS AND BROKER NON-VOTES

The presence, in person or by proxy, of a majority of the voting power of the outstanding shares of class A common stock and class B common stock entitled to be cast at the Annual Meeting is necessary to constitute a quorum for the transaction of business. Abstentions and broker non-votes will be counted for purposes of determining whether a quorum is present for the transaction of business at the Annual Meeting. A "broker non-vote" occurs when a bank, broker or other nominee holder has not received voting instructions with respect to a particular matter and the nominee holder does not have discretionary authority to vote on that matter. A nominee holder has discretionary authority under the rules of the New York Stock Exchange, or NYSE, to vote street name shares on the ratification of the appointment of KPMG LLP as our independent registered public accounting

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firm, even if the nominee holder does not receive voting instructions from the beneficial owners, but will not have discretionary authority to vote on the election of directors, the approval of our named executive officer compensation, the frequency of future advisory votes to approve our named executive officer compensation, or any other proposals submitted for approval at the Annual Meeting.

Proposal 1: Election of Directors

Under our by-laws, directors are elected by plurality vote. This means that the nine director nominees receiving the highest number of affirmative votes will be elected as directors. You may vote for all of the director nominees, withhold your vote from all of the director nominees or withhold your vote from any one or more of the director nominees. Votes that are withheld and broker non-votes will not be included in the vote tally for the election of directors and will have no effect on the results of the vote.

Proposal 2: Advisory Vote on the Compensation of Our Named Executive Officers

Under our by-laws, the affirmative vote of the holders of a majority of the votes present or represented at the Annual Meeting and entitled to be cast will be required for approval on a non-binding, advisory basis, of our executive compensation. If you submit a proxy or attend the meeting but choose to abstain from voting on this proposal, you will be considered present at the meeting and entitled to vote on such proposal. As a result, an abstention will have the same effect as if you had voted against such proposal. Broker non-votes, however, will have no effect on the proposal because they will not be considered to have been entitled to vote on such proposal.

Proposal 3: Advisory Vote on the Frequency of Future Advisory Votes on the Compensation of Our Named Executive Officers

Under our by-laws, the affirmative vote of the holders of a majority of the votes present or represented at the Annual Meeting and entitled to be cast will be required for approval on a non-binding, advisory basis, of the frequency of future advisory votes on the compensation of our named executive officers. If none of the frequency options (one year, two years or three years) receives a majority of votes present or represented and entitled to be cast, we will consider the frequency option receiving the highest number of votes cast by stockholders to be the option that has been recommended by stockholders. If you submit a proxy or attend the meeting but choose to abstain from voting on this proposal, you will be considered present at the meeting and entitled to vote on such proposal for purposes of determining whether one of the options received a majority of votes present or represented and entitled to be cast. Broker non-votes will have no effect on the proposal because they will not be considered to have been entitled to vote on such proposal. As described in more detail in Proposal 3, because this proposal is non-binding, the Board of Directors may decide that it is in the best interest of our stockholders and the Company to hold future named executive officer compensation advisory votes more or less frequently than what is recommended by stockholders.

Proposal 4: Ratification of Our Independent Registered Public Accounting Firm.

Under our by-laws, the affirmative vote of the holders of a majority of the votes present or represented at the Annual Meeting and entitled to be cast will be required for approval of the ratification of the appointment of KPMG LLP as our independent registered public accounting firm. If you submit a proxy or attend the meeting but choose to abstain from voting on this proposal, you will be considered present at the meeting and entitled to vote on such proposal. As a result, an abstention will have the same effect as if you had voted against such proposal. Because brokers

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have discretionary authority under NYSE rules to vote street name shares on Proposal 4, we do not expect any broker non-votes in connection with this proposal.

SOLICITATION OF PROXIES

We will bear the expenses of preparing, printing and assembling the materials used in the solicitation of proxies. In addition to the solicitation of proxies by use of the mail or the Internet, we may also use the services of some of our officers and employees (who will receive no compensation for such services in addition to their regular salaries) to solicit proxies personally and by telephone and email. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward solicitation materials to the beneficial owners of shares held of record by them, and we will reimburse them for their reasonable expenses.

OTHER BUSINESS TO BE CONSIDERED

Our management does not know of any business other than the matters set forth in the Notice of Annual Meeting of Stockholders and described above that will be presented for consideration at the Annual Meeting. If any other business should properly come before the Annual Meeting, the proxies will be voted in accordance with the direction of the proxy holders. Each of the persons appointed by the enclosed form of proxy present and acting at the meeting, in person or by substitute, may exercise all of the powers and authority of the proxies in accordance with their judgment.

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PROPOSAL 1

ELECTION OF DIRECTORS

Our entire Board is elected annually at each Annual Meeting. Our Board has nominated each of the nine individuals named below for election as a director at our 2017 Annual Meeting. If elected, each nominee will serve until our 2018 Annual Meeting and until such director's successor has been duly elected and qualified. Proxies will be voted for each of the nominees named below unless otherwise specified in the proxy. All of the nominees are currently members of our Board and were elected by our stockholders at the 2016 Annual Meeting, except for David A. Dunbar and Jes Munk Hansen, who were elected to our Board on February 8, 2017. We expect that all of the nominees will be available for election, but if any of the nominees is not available at the time of the 2017 Annual Meeting, proxies solicited hereby may be voted for a substitute nominee designated by our Board or our Board may choose to reduce the number of directors serving on the Board. Current Board members Bernard Baert and Richard J. Cathcart are not standing for reelection at the 2017 Annual Meeting, and the number of directors will be reduced by resolution of the Board to nine at the time of the 2017 Annual Meeting.

Our Board of Directors recommends that stockholders vote "FOR" the election of each nominee as a director of Watts Water Technologies, Inc.

Information as to Nominees for Director

Set forth below are the names of the nominees for our Board of Directors, their ages, principal occupations for at least the past five years, the years they originally became members of our Board of Directors and certain other information. The information provided below is current as of February 1, 2017 except for the ages of the nominees, which are current as of May 17, 2017, the date of our 2017 Annual Meeting.

Robert L. Ayers

Age: 71
Director since: 2006

Mr. Ayers was Senior Vice President of ITT Industries and President of ITT Industries Fluid Technology from October 1999 until September 2005. Mr. Ayers continued to be employed by ITT Industries from September 2005 until his retirement in September 2006, during which time he focused on special projects for the company. ITT Industries Fluid Technology manufactured a broad range of pumps, mixers, controls and treatment systems. Mr. Ayers joined ITT Industries in 1998 as President of ITT Industries Industrial Pump Group. Mr. Ayers served as a member of the Board of Directors of T-3 Energy Services, Inc., a provider of oil field products and services, from August 2007 to January 2011.

Skills and Qualifications. Mr. Ayers' skills and qualifications to serve on our Board include his extensive international, channel management, operations and sales and marketing experience with manufacturing companies in the fluid control industry.

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Christopher L. Conway

Age: 61
Director since: 2015

Mr. Conway was President, Chief Executive Officer and Chairman of the Board of CLARCOR Inc. from December 2011 until it was acquired in February 2017. Mr. Conway originally joined CLARCOR in 2006 and served in several senior management roles prior to becoming President and Chief Executive Officer, including Chief Operating Officer, President of CLARCOR's PECOFacet division, President of Facet USA, Inc., an affiliate of CLARCOR, and Vice President of Manufacturing of Baldwin Filters, Inc., another affiliate of CLARCOR. CLARCOR was a diversified marketer and manufacturer of mobile, industrial and environmental filtration products sold in domestic and international markets. Prior to joining CLARCOR, Mr. Conway served for two years as the Chief Operating Officer of Cortron Corporation, Inc., a manufacturing start-up based in Minneapolis, Minnesota. Mr. Conway also served for seven years in various management positions at Pentair, Inc., an international provider of products, services, and solutions for its customers' diverse needs in water and other fluids, thermal management, and equipment protection.

Skills and Qualifications. Mr. Conway's skills and qualifications to serve on our Board include his extensive operational and management experience as a chief executive officer of an international manufacturing company.

David A. Dunbar

Age: 55
Director since: 2017

Mr. Dunbar has served as President and Chief Executive Officer and a member of the Board of Directors of Standex International Corporation since January 2014. Standex is a global, multi-industry manufacturer in five broad business segments: Food Service Equipment Group, Engineering Technologies Group, Engraving Group, Electronics Group, and Hydraulics Group. Mr. Dunbar previously served as President of the valves and controls global business unit of Pentair Ltd. from October 2009 to December 2013. The unit was initially owned by Tyco Flow Control and Tyco Flow Control and Pentair merged in 2012. Pentair is a global provider of products and services relating to energy, water, thermal management and equipment protection. Prior to his tenure at Pentair, Mr. Dunbar held a number of senior positions at Emerson Electric Co., including President of each of the following: Emerson Process Management Europe; Machinery Health Management; and Emerson Climate Technologies Refrigeration.

Skills and Qualifications. Mr. Dunbar's skills and qualifications to serve on our Board include his decades of executive experience with global manufacturing companies and diverse experience at various operational levels, which provides him with a broad management perspective.

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Jes Munk Hansen

Age: 49
Director since: 2017

Mr. Hansen has served as Chief Executive Officer of LEDVANCE GmbH since July 2015. LEDVANCE is the general lighting lamps business unit of OSRAM GmbH. Mr. Hansen previously served as Chief Executive Officer of the classical lamps and ballast business unit of OSRAM from January 2015 to July 2015 and as Chief Executive Officer of OSRAM Americas and President of OSRAM Sylvania from October 2013 to January 2015. OSRAM is a leading global lighting manufacturer. Prior to his tenure at OSRAM, Mr. Hansen served in several senior management roles with Grundfos from 2000 to October 2013, including as Chief Executive Officer and President of Grundfos North America from 2007 to October 2013. Grundfos is a leading global manufacturer of pumps as well as motors and electronics for monitoring and controlling pumps.

Skills and Qualifications. Mr. Hansen's skills and qualifications to serve on our Board include his extensive operational and management experience as a chief executive officer of an international manufacturing company and his extensive international experience.

W. Craig Kissel

Age: 66
Director since: 2011

Mr. Kissel is the Chairperson of our Board of Directors. Mr. Kissel previously was employed by American Standard Companies Inc. from 1980 until his retirement in September 2008. American Standard was a leading global supplier of air conditioning and heating systems, vehicle control systems and bathroom china and faucet-ware. During his time at American Standard, Mr. Kissel served as President of Trane Commercial Systems from 2004 to 2008, President of WABCO Vehicle Control Systems from 1998 to 2003, President of the Trane North American Unitary Products Group from 1994 to 1997, Vice President of Marketing of the Trane North American Unitary Products Group from 1992 to 1994 and held various other management positions at Trane from 1980 to 1991. From 2001 to 2008, Mr. Kissel served as Chairman of American Standard's Corporate Ethics and Integrity Council, which was responsible for developing the company's ethical business standards. Mr. Kissel also served in the U.S. Navy from 1973 to 1978. Mr. Kissel has served as a director of Chicago Bridge & Iron Company since May 2009. Chicago Bridge & Iron Company engineers and constructs some of the world's largest energy infrastructure projects.

Skills and Qualifications. Mr. Kissel's skills and qualifications to serve on our Board include his experience managing manufacturing businesses, his familiarity with commercial and residential construction markets, international experience, product management and distribution experience, public company board experience, and his experience developing ethical business standards at American Standard.

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Joseph T. Noonan

Age: 35
Director since: 2013

Mr. Noonan has served as Chief Executive Officer of Homespun Design, Inc. since November 2013. Homespun Design is a start-up phase online retailer of American-made furniture and design founded by Mr. Noonan. Mr. Noonan previously worked as an independent digital strategy consultant from November 2012 to November 2013. Mr. Noonan was employed by Wayfair LLC from April 2008 to November 2012. During his time at Wayfair, Mr. Noonan served as Senior Director of Wayfair International from June 2011 to November 2012, Director of Category Management and Merchandising from February 2009 to June 2011 and Manager of Wayfair's Business-to-Business Division from April 2008 to February 2009. Wayfair is an online retailer of home furnishings, décor and home improvement products. Prior to joining Wayfair, Mr. Noonan worked as a venture capitalist at Polaris Partners and as an investment banker at Cowen & Company.

Skills and Qualifications. Mr. Noonan's skills and qualifications to serve on our Board include his extensive background in e-commerce, acquisition and business integration experience, and his unique perspective as a member of the Horne family.

Robert J. Pagano, Jr.

Age: 54
Director since: 2014

Mr. Pagano has served as Chief Executive Officer and President of our Company since May 2014. He also served as interim Chief Financial Officer from October 2014 to April 2015. Mr. Pagano previously served as Senior Vice President of ITT Corporation and President, ITT Industrial Process from April 2009 to May 2014. Mr. Pagano originally joined ITT in 1997 and served in several additional management roles during his career at ITT, including as Vice President Finance, Corporate Controller, and President of Industrial Products. ITT Corporation is a diversified manufacturer of highly engineered critical components and customized technology solutions for the energy, transportation and industrial markets. Prior to joining ITT, Mr. Pagano worked at KPMG LLP. Mr. Pagano is a Certified Public Accountant.

Skills and Qualifications. Mr. Pagano's skills and qualifications to serve on our Board include his extensive experience as an operating executive with an international manufacturing company and his depth of knowledge about our Company and our industry.

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Merilee Raines

Age: 61
Director since: 2011

Ms. Raines served as Chief Financial Officer of IDEXX Laboratories, Inc. from October 2003 until her retirement in May 2013. Ms. Raines also served as Executive Vice President of IDEXX from July 2012 until her retirement in May 2013. Prior to becoming Chief Financial Officer, Ms. Raines held several management positions with IDEXX, including Corporate Vice President of Finance, Vice President and Treasurer of Finance, Director of Finance, and Controller. IDEXX Laboratories develops, manufactures and distributes diagnostic and information technology based products and services for companion animal, livestock, poultry, water quality and food safety, and human point-of-care diagnostics. Ms. Raines served as a member of the Board of Directors of Affymetrix, Inc., a provider of life science and molecular diagnostic products that enable analysis of biological systems at the gene, protein and cell level, from January 2015 until it was acquired in March 2016. Ms. Raines is a member of the Board of Directors of Aratana Therapeutics, Inc., a pet therapeutics company focused on licensing, developing and commercializing biopharmaceutical products for companion animals.

Skills and Qualifications. Ms. Raines' skills and qualifications to serve on our Board include her extensive financial and accounting experience with a similarly sized international manufacturing company.

Joseph W. Reitmeier

Age: 52
Director since: 2016

Mr. Reitmeier has served as Executive Vice President & Chief Financial Officer of Lennox International Inc. since July 2012. Mr. Reitmeier had served as Vice President of Finance for the LII Commercial business segment of Lennox International from 2007 to July 2012 and as Director of Internal Audit from 2005 to 2007. Lennox International is a leading global provider of climate control solutions, and it designs, manufactures and markets a broad range of products for the heating, ventilation, air conditioning and refrigeration markets. Before joining Lennox International, Mr. Reitmeier held financial leadership roles at Cummins Inc. and PolyOne Corporation.

Skills and Qualifications. Mr. Reitmeier's skills and qualifications to serve on our Board include his extensive financial and accounting experience with a large international manufacturing company.

Table of Contents**Director Compensation**

Our non-employee directors are compensated for their service as directors. During 2016, our Chief Executive Officer, Robert J. Pagano, Jr., was the only member of our Board of Directors who was an employee of Watts, and he did not receive any additional compensation for his service as a director. Our current compensation arrangements for non-employee directors were set in July 2014, informed by a comprehensive competitive analysis of non-employee director compensation performed for the Compensation Committee by its independent compensation consultant, Pearl Meyer & Partners, LLC. Set forth below is a summary of the current annual compensation arrangements for our non-employee directors.

Annual cash retainer:	\$ 70,000
Additional annual retainer for the Chairman of the Board of Directors:	\$ 60,000
Additional annual retainer for the Chairman of the Audit Committee:	\$ 20,000
Additional annual retainer for the Chairman of the Compensation Committee:	\$ 15,000
Additional annual retainer for the Chairman of the Nominating and Corporate Governance Committee:	\$ 12,500
Value of annual grant of class A common stock:	\$ 100,000

We also reimburse non-employee directors for reasonable out-of-pocket expenses incurred in connection with attending Board and committee meetings and for fees and reasonable out-of-pocket expenses for their attendance at director education seminars and programs they attend at the request of the Board. Non-employee directors do not receive any additional compensation for attendance at Board or committee meetings.

Our Board typically approves grants of stock awards to non-employee directors at its first quarterly meeting following the election of directors at our Annual Meeting of Stockholders. Such awards are not subject to vesting or any other conditions or restrictions. We have adopted the practice that the number of shares awarded to our non-employee directors is determined using a twelve-month trailing average stock price, which may result in a grant date fair value that is more or less than the established value of the annual stock grant to non-employee directors. On August 4, 2016, we granted 1,837 shares of class A common stock to each of Messrs. Ayers, Baert, Cathcart, Conway, Kissel, Noonan and Reitmeier and Ms. Raines. Non-employee directors who are first elected to our Board during the year receive a pro-rated award of shares for the remaining portion of the then-current Board term. Mr. Reitmeier was elected to the Board on February 10, 2016 and received an award of 466 shares of class A common stock, which represented one-quarter of the value of the annual grant of stock awarded to non-employee Board members for the 2015-2016 term.

We have instituted a program under which our non-employee directors may defer receipt of their annual grant of shares of class A common stock. If any dividends are paid on our class A common stock during the period in which the stock is deferred, the non-employee director accrues dividends in the amount he or she would have received if the shares had been issued and held by the director at the time the dividend was paid. The accrued dividends will be distributed, without interest, in cash at the end of the deferral period chosen by such director when the stock is issued to the director. Mr. Ayers, Mr. Cathcart and Ms. Raines elected to defer receipt of their 2016 stock awards.

Our non-employee directors are subject to stock ownership guidelines. These guidelines stipulate that each non-employee director should own shares of our class A common stock with a market value of at least three times the amount of the annual cash retainer payable to non-employee directors, which was \$210,000 for 2016. It is expected that this ownership level will generally be achieved within a three-year period beginning when a director is first elected to the

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Board. For purposes of determining a director's compliance with these ownership guidelines, any deferred shares are considered held by the director. The Compensation Committee reviews each non-employee director's compliance with these guidelines on an annual basis. Compliance is typically measured based on stock ownership as of the last day of the second quarter. At the end of the second quarter of 2016, all of our non-employee directors who had been members of our Board for three or more years were in compliance with our stock ownership guidelines.

The following table contains information on compensation for the non-employee members of our Board of Directors during the fiscal year ended December 31, 2016.

2016 DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash(\$)	Stock Awards\$(1)	Total(\$)
Robert L. Ayers	82,500	112,976	195,476
Bernard Baert	70,000	112,976	182,976
Richard J. Cathcart	85,000	112,976	197,976
Christopher L. Conway	70,000	112,976	182,976
W. Craig Kissel	130,000	112,976	242,976
Joseph T. Noonan	70,000	112,976	182,976
Merilee Raines	90,000	112,976	202,976
Joseph W. Reitmeier	70,000	135,674	205,674

(1)

The amounts in this column reflect the grant date fair value of the stock awards granted during 2016 determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. A discussion of the assumptions used in calculating the amounts in this column may be found in Note 12 to our audited consolidated financial statements for the year ended December 31, 2016 included in our Annual Report on Form 10-K filed with the SEC on February 24, 2017. The amounts reflected in this column for Mr. Ayers, Mr. Cathcart and Ms. Raines were deferred under our non-employee director stock deferral program described above. The number of shares granted to each non-employee director in August 2016 was determined using a twelve-month trailing average stock price, which resulted in a total grant date fair value of more than \$100,000. The stock award value for Mr. Reitmeier also includes the shares granted to him in February 2016 in connection with his initial election as a member of the Board.

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CORPORATE GOVERNANCE

Our Commitment to Good Corporate Governance

We believe that good corporate governance and an environment of the highest ethical standards are important for us to achieve business success and to create value for our stockholders. Our Board is committed to high governance standards and continually works to improve them. We periodically review our corporate governance policies and practices and compare them to those suggested by various authorities on corporate governance and employed by other public companies. We also review guidance and interpretations provided from time to time by the SEC and the NYSE and consider changes to our corporate governance policies and practices in light of such guidance and interpretations.

Role of Our Board of Directors

Our Board monitors overall corporate performance and the integrity of our financial controls and legal compliance procedures. It appoints executive officers and oversees succession planning and our executive officers' performance and compensation. Our Board oversees the development of fundamental operating, financial and other corporate plans, strategies and objectives, and conducts a year-long process which culminates in Board review and approval each year of a business plan, a capital expenditures budget and other key financial and business objectives.

Members of our Board keep informed about our business through discussions with our Chief Executive Officer and other members of our senior management team, by reviewing materials provided to them on a regular basis and in preparation for Board and committee meetings and by participating in meetings of the Board and its committees. We regularly review key portions of our business with the Board, and we introduce our executives to the Board so that the Board can become familiar with our key employees. In addition, we hold periodic strategy sessions between members of senior management and the Board, during which members of the senior management team provide in-depth reviews of various aspects of our business operations and discuss our strategy with respect to such operations.

In 2016, our Board met five times and each incumbent director who was a member of our Board during 2016 attended at least 75% of the total number of meetings of the Board and all committees of the Board on which the director served.

The Role of our Board in Risk Oversight

The Board's role in our risk oversight process includes receiving regular reports from members of senior management on areas of material risk to Watts, including operational, financial, legal and regulatory, strategic and reputational risks. The full Board (or the appropriate committee in the case of risks that are under the purview of a particular committee) receives these reports from senior management to enable it to understand our risk identification, risk management and risk mitigation processes and strategies. When a committee receives a report on a particular risk, the chairman of the relevant committee reports on the committee's discussion of such risk to the full Board during the next full Board meeting. This enables the Board and its committees to coordinate the risk oversight role. As part of its charter, the Audit Committee discusses the guidelines and policies that govern the process by which our exposure to risk is assessed and managed by management. The Board does not believe that its role in the oversight of our risks affects the Board's leadership structure.

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Board Leadership Structure

We separate the roles of Chief Executive Officer and Chairman of the Board in recognition of the differences between the two roles. Our Chief Executive Officer is responsible for the operational management of Watts, providing day-to-day leadership and managing our performance. The Chairman of the Board provides guidance to our Chief Executive Officer, works with our Chief Executive Officer to set the agenda for Board meetings and presides over meetings of the full Board, including executive sessions of the non-management and independent directors.

Performance of Our Board and Committees

Our Board considers it important to continually evaluate and improve its effectiveness and that of its committees. Our Board and each of its standing committees conduct annual self-evaluations. The Nominating and Corporate Governance Committee oversees our Board's self-evaluation process. The results of each committee's annual self-evaluation are reported to the full Board.

Business Ethics and Compliance

We have adopted a Code of Business Conduct applicable to all officers, employees and Board members worldwide. The Code of Business Conduct is posted in the "Investors" section of our website at <http://www.wattswater.com>. Any amendments to, or waivers of, the Code of Business Conduct which apply to our Chief Executive Officer, Chief Financial Officer, Corporate Controller or any person performing similar functions will be disclosed on our website within four business days of the date of such amendment or waiver.

Director Independence

As of March 1, 2017, members of the Horne family beneficially owned 6,329,290 shares of our class B common stock that are subject to The George B. Horne Voting Trust Agreement 1997. These shares represented 69.1% of our total outstanding voting power. As trustee of The George B. Horne Voting Trust Agreement 1997, Timothy P. Horne has sole power to vote all of the shares subject to the trust and effectively exercises control over voting power for the election of our directors. As a result, we are a "controlled company" under NYSE rules. As a controlled company, under NYSE rules, we are not required to have a majority of independent directors or compensation or governance committees consisting solely of independent directors. However, we strive to achieve the highest standards of corporate governance, including with respect to director independence, despite our status as a controlled company. Accordingly, we have chosen not to take advantage of the controlled company exemption under NYSE rules and are committed to having a Board with at least a majority of independent directors.

Under our Corporate Governance Guidelines, we require that at least a majority of the members of our Board meet the independence requirements of the NYSE. Under NYSE rules, a director qualifies as "independent" if the Board affirmatively determines that the director has no material relationship with the company of which he or she serves as a director. The Board is required to consider broadly all relevant facts and circumstances in making an independence determination. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships. The Nominating and Corporate Governance Committee annually evaluates the independence of each non-employee director nominee and makes recommendations to the Board. In making its recommendations, the Nominating and Corporate Governance Committee applies NYSE rules to determine a director's independence and evaluates any other business, legal, accounting or family relationships between all non-employee director nominees and Watts.

In February 2017, the Nominating and Corporate Governance Committee and our Board reviewed all relationships between Watts and each non-employee director nominee to determine

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compliance with the NYSE independence rules and our Corporate Governance Guidelines, and to evaluate whether there are any other facts or circumstances that might impair the director's independence. Based on the results of this review and the recommendations of the Nominating and Corporate Governance Committee, the Board determined that nine of our eleven current directors (Messrs. Ayers, Baert, Cathcart, Conway, Dunbar, Hansen, Kissel and Reitmeier and Ms. Raines) are independent under NYSE rules and that the composition of our Board therefore complies with our Corporate Governance Guidelines. With respect to Mr. Noonan, the Board determined that he is a non-management director under NYSE rules, but not independent under NYSE rules because he is the son-in-law of Timothy P. Horne, our controlling stockholder.

Horne Family Board Participation

As described above, Timothy P. Horne controls approximately 69.1% of the voting power of our stock. Mr. Horne served as a member of our Board of Directors until our 2010 Annual Meeting, when he retired from the Board in compliance with the age limitation for Board members contained in our Corporate Governance Guidelines. Since his retirement from the Board, Mr. Horne has served as a director emeritus and has selectively participated in certain Board discussions at the invitation of our Board. Pursuant to the Company's by-laws, Mr. Horne was reappointed as a director emeritus by our Board of Directors in February 2017 to serve a one-year term beginning on the date of our 2017 Annual Meeting and ending on the date of our 2018 Annual Meeting. As a director emeritus, Mr. Horne may be invited by our Board to attend Board or committee meetings, but he does not have the right to vote and he is not considered to be a member of the Board for any purpose (including quorum). Mr. Horne also has an agreement with the Company, which provides Mr. Horne with the use of an office at our corporate headquarters and administrative support. The agreement provides that Mr. Horne will make himself reasonably available to provide services to the Company at the request of management of the Company as long as he is physically able to do so. Mr. Horne's obligation to provide services to the Company will cease upon a change in control of the Company.

In May 2013, Mr. Horne's son-in-law, Joseph T. Noonan, was elected as a member of our Board. We believe that it is strategically important for a Horne family member to be actively engaged in the oversight of Watts, including by serving on our Board of Directors. Through Mr. Noonan's participation on the Board, the Horne family's long-term perspective is considered in all Board decisions. Having a Horne family member on the Board serves as an effective link between the Board and the controlling Horne family stockholders. Board service also provides the controlling Horne family stockholders with an active means by which to oversee their investment.

Corporate Governance Guidelines

Our Board has adopted Corporate Governance Guidelines that govern the structure and functioning of the Board and set out the Board's policies on governance issues. The Corporate Governance Guidelines are posted in the "Investors" section of our website at <http://www.wattswater.com>.

Executive Sessions

In accordance with our Corporate Governance Guidelines, our non-management directors meet in executive session at least quarterly. The Chairman of the Board or, in his absence, a director chosen by the non-management directors in attendance, presides at such meetings.

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Communications with the Board

Our Board welcomes the submission of any comments or concerns from stockholders and any interested parties. Communications should be in writing and addressed to our corporate Secretary at our principal executive offices and marked to the attention of the Board or any of its committees, individual directors or non-management or independent directors as a group. All correspondence will be forwarded to the intended recipient(s).

Annual Meeting Attendance

Directors are encouraged to attend our annual meetings of stockholders. Nine of our directors attended the 2016 Annual Meeting either in person or by telephone conference call.

Committees of the Board

Our Board currently has three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each committee is composed solely of directors determined by the Board to be independent under the applicable NYSE and SEC rules. The Board has adopted a written charter for each standing committee. You may find copies of the charters of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee in the "Investors" section of our website at <http://www.wattswater.com>. The Board also appoints from time to time ad hoc committees to address specific matters.

Audit Committee

The Board has made a determination that each of the members of the Audit Committee satisfies the independence requirements of the NYSE as well as Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, the Board has determined that each of Mr. Dunbar, Ms. Raines and Mr. Reitmeier is an "audit committee financial expert," as defined by SEC rules. During 2016, the Audit Committee held eight meetings. Our Audit Committee assists the Board in, among other things:

its oversight of the integrity of our financial statements;

our compliance with legal and regulatory requirements;

the qualifications, independence and performance of our independent registered public accounting firm; and

the performance of our internal audit function.

The Audit Committee's responsibilities also include:

COMMITTEE MEMBERS

Merilee Raines, Chairperson

Bernard Baert

David A. Dunbar

Joseph W. Reitmeier

the appointment and evaluation of our independent registered public accounting firm;

the oversight of our systems of internal accounting and financial controls;

the review of management's assessment and management of risk;

the review of the annual independent audit of our financial statements;

the review of our Code of Business Conduct;

the establishment of "whistle-blowing" procedures; and

the oversight of other compliance matters.

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Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Nominating and Corporate Governance Committee is also responsible for periodically reviewing our Corporate Governance Guidelines and recommending any changes thereto, overseeing the evaluation of the Board, and approving related person transactions. During 2016, the Nominating and Corporate Governance Committee held four meetings.

COMMITTEE MEMBERS

Robert L. Ayers, Chairperson

Bernard Baert

Richard J. Cathcart

Christopher L. Conway

David A. Dunbar

Jes Munk Hansen

W. Craig Kissel

Merilee Raines

Joseph W. Reitmeier

Compensation Committee

Our Compensation Committee is responsible for shaping the principles, strategies and compensation philosophy that guide the design and implementation of our employee compensation programs and arrangements. Its primary responsibilities are to:

COMMITTEE MEMBERS

**Richard J. Cathcart,
Chairperson**

Robert L. Ayers

Christopher L. Conway

evaluate the performance of our Chief Executive Officer and, either as a committee or together with the independent members of our Board of Directors, determine the compensation of our Chief Executive Officer;

Jes Munk Hansen

review and approve the compensation of our other executive officers;

approve annual performance bonus targets and objectives and the annual bonus amounts paid to our executive officers under our Executive Incentive Bonus Plan;

administer our stock incentive plans and approve all stock awards granted to our executive officers under our 2004 Stock Incentive Plan and the participants in our Management Stock Purchase Plan;

review and submit recommendations to our Board of Directors on compensation for non-employee directors;

review and discuss with management the Compensation Discussion and Analysis to be included in the proxy statement; and

monitor our policies and practices for the development and succession of senior management.

The Compensation Committee holds one regularly scheduled meeting each quarter and schedules additional meetings as often as necessary in order to perform its duties and responsibilities. During 2016, the Compensation Committee held five meetings. The Chairman of the Compensation Committee works with management to establish the agenda for each meeting. Compensation Committee members receive and review materials in advance of each meeting. These materials include information that management believes will be helpful to the Compensation Committee as well as materials that members of the Compensation Committee request. The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.

The Compensation Committee is authorized under its charter to retain consultants to assist it in the evaluation of executive compensation and to approve the fees and other retention terms for its consultants. The Compensation Committee has retained Pearl Meyer & Partners, LLC as a compensation consultant to review our compensation programs and provide advice to the Compensation Committee with respect to executive compensation. Pearl Meyer does not provide any other services to Watts. In February 2017, the Compensation Committee requested and received responses to an independence questionnaire and an independence letter from Pearl Meyer,

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and based on those responses the Compensation Committee does not believe that Pearl Meyer has any conflict of interest or potential conflict of interest in providing compensation advice to the Compensation Committee. As appropriate, the Compensation Committee also looks to our human resources department to support the Compensation Committee in its work and to provide necessary information.

In February 2017, the Compensation Committee conducted a review and assessment of risk as it relates to our compensation policies and practices and determined that our compensation policies and practices do not encourage excessive or inappropriate risk taking and are not reasonably likely to cause a material adverse effect on Watts.

Director Candidates

The Nominating and Corporate Governance Committee will consider for nomination to the Board candidates recommended by stockholders. Recommendations should be sent to our corporate Secretary, Kenneth Lepage, at our principal executive offices and marked to the attention of the Nominating and Corporate Governance Committee. Recommendations must be in writing and must contain the information set forth in Section IV.C of the Nominating and Corporate Governance Committee charter, which is available in the "Investors" section of our website at <http://www.wattswater.com>, or on written request to our corporate Secretary at our principal executive offices.

In addition to considering candidates suggested by stockholders, the Nominating and Corporate Governance Committee may consider potential candidates suggested by current directors, Company officers, employees, third-party search firms and others. The Nominating and Corporate Governance Committee screens all potential candidates in the same manner regardless of the source of the recommendation. The Nominating and Corporate Governance Committee's review is typically based on any written materials provided with respect to the potential candidate. The Nominating and Corporate Governance Committee determines whether the candidate meets our minimum qualifications and possesses specific qualities and skills for directors and whether requesting additional information or an initial screening interview is appropriate.

Stockholders also have the right under our by-laws to directly nominate director candidates, without any action or recommendation on the part of the Nominating and Corporate Governance Committee or the Board, by following the procedures described later in this proxy statement under "Stockholder Proposals".

In 2016, the Board engaged a third-party search firm to conduct a search for director candidates. After an extensive screening and interviewing process, the Board appointed Mr. Dunbar and Mr. Hansen to the Board in February 2017. Mr. Dunbar and Mr. Hansen are standing for election by our stockholders as members of our Board of Directors for the first time at the 2017 Annual Meeting.

Criteria and Diversity

We believe that our Board should be composed of directors who, as a group, have the experience and skills that are collectively required to make informed Board decisions and provide effective Board oversight. The composite skills of the Board members and the ability and willingness of individual Board members to complement each other and to rely on each other's knowledge and expertise should produce informed Board members who are not afraid to disagree and who can intelligently assess management's performance and evaluate the Company's strategic direction. In considering whether to recommend any candidate for nomination to the Board, including candidates

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recommended by stockholders, the Nominating and Corporate Governance Committee must be satisfied that the recommended nominee has, at a minimum:

the highest personal and professional integrity;

sound business and strategic judgment;

the ability to devote sufficient time and energy to the Board; and

the ability and will to challenge management while refraining from assuming management's role.

The Nominating and Corporate Governance Committee also considers experience in our industry or markets, international business experience, experience serving on the boards of public companies, experience acquiring companies and diversity of background and experience to be favorable characteristics in evaluating recommended nominees. In addition, the nominee must not serve on more than two public company boards in addition to our Board.

Our Corporate Governance Guidelines and our Nominating and Corporate Governance Committee charter specify that the Nominating and Corporate Governance Committee and the Board understand the importance of diversity among members of the Board to our long-term success. Diversity encompasses a wide range of individual characteristics and experiences, including such things as gender, age, race, sexual orientation, national origin, religion, political affiliation, marital status, disability, and geographic background. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria, and no particular criterion is necessarily applicable to all prospective nominees. The Nominating and Corporate Governance Committee believes that the backgrounds and qualifications of the members of the Board, considered as a group, should provide an appropriate mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities.

Compensation Committee Interlocks and Insider Participation

During 2016, Messrs. Ayers, Cathcart, Conway and Kissel served as members of the Compensation Committee of our Board of Directors. None of the directors who served as members of the Compensation Committee during 2016 is or has been an executive officer or employee of Watts.

None of our executive officers serves as a member of the board of directors or compensation committee of any entity that has one or more of its executive officers serving as a member of our Board of Directors or Compensation Committee.

Restrictions on Hedging, Pledging and Other Transactions

We prohibit all hedging transactions and short sales involving Company securities by all employees and directors under our Insider Trading Compliance Policy. We also prohibit all employees and directors from purchasing Company securities on margin or holding any Company securities in margin accounts. In addition, no employee or director may pledge any Company securities as collateral for a loan. Finally, all employees and directors are prohibited from engaging in transactions in puts, calls or other derivative securities involving the Company's securities.

Policies and Procedures for Related Person Transactions

Our Board has adopted a written Related Person Transaction Policy, which requires the review of any transaction, arrangement or relationship in which Watts is a participant, the amount involved exceeds \$120,000, and one of our executive officers, directors, director nominees or 5%

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stockholders (or their immediate family members), each of whom we refer to as a "related person," has a direct or indirect material interest.

If a related person proposes to enter into such a transaction, arrangement or relationship, which we refer to as a "related person transaction," the related person must report the proposed related person transaction to our General Counsel. The policy calls for the proposed related person transaction to be reviewed and, if deemed appropriate, approved by the Board's Nominating and Corporate Governance Committee. Whenever practicable, the reporting, review and approval will occur prior to entry into the transaction. If advance review and approval is not practicable, the committee will review, and, in its discretion, may ratify the related person transaction. The policy also permits the chairperson of the committee to review and, if deemed appropriate, approve proposed related person transactions that arise between committee meetings, subject to ratification by the committee at its next meeting. Any related person transactions that are ongoing in nature will be reviewed annually.

A related person transaction reviewed under the policy will be considered approved or ratified if it is authorized by the Nominating and Corporate Governance Committee after full disclosure of the related person's interest in the transaction. As appropriate for the circumstances, the committee will review and consider:

the related person's interest in the related person transaction, regardless of the amount of any profit or loss;

the approximate dollar value involved in the related person transaction;

whether the transaction was undertaken in the ordinary course of our business;

whether the terms of the transaction are no less favorable to us than terms that could have been reached with an unrelated third party;

the purpose of, and the potential benefits to us of, the transaction; and

any other material information regarding the related person transaction or the related person.

The Nominating and Corporate Governance Committee may approve or ratify the transaction only if it determines that, under all of the circumstances, the transaction is in, or is not inconsistent with, the best interests of Watts. The Nominating and Corporate Governance Committee may impose any conditions on the related person transaction that it deems appropriate.

In addition to the transactions that are excluded by the instructions to the SEC's related person transaction disclosure rule, the Board has determined that the following transactions do not create a material direct or indirect interest on behalf of related persons and, therefore, are not related person transactions for purposes of this policy:

interests arising solely from the related person's position as an executive officer of another entity (whether or not the person is also a director of such entity), that is a participant in the transaction, where (a) the related person and all other related persons own in the aggregate less than a 10% equity interest in such entity, (b) the related person and his or her immediate family members are not involved in the negotiation of the terms of the transaction and do not receive any special benefits as a result of the transaction, (c) the amount involved in the transaction equals less than the greater of \$1 million dollars or 2% of the annual consolidated gross revenues of the other entity that is a party to the transaction, and (d) the amount involved in the transaction equals less than 2% of the annual consolidated gross revenues of Watts; and

a transaction that is specifically contemplated by provisions of our charter or by-laws.

The policy provides that transactions involving compensation of executive officers shall be reviewed and approved by the Compensation Committee in the manner specified in its charter.

Table of Contents**PRINCIPAL STOCKHOLDERS**

The following table sets forth information regarding the beneficial ownership of our class A and class B common stock by:

each person or entity known by us to own beneficially more than 5% of either class of our common stock;

each of our directors and director nominees;

each of the executive officers named in the Summary Compensation Table; and

all of our current directors and executive officers as a group.

Unless otherwise indicated in the footnotes, the information in the following table is provided as of March 1, 2017. In accordance with SEC rules, we have included in the number of shares beneficially owned by each stockholder all shares over which such stockholder has sole or shared voting or investment power, and we have included all shares that the stockholder has the right to acquire within 60 days after March 1, 2017 through the exercise of stock options or any other right. Unless otherwise indicated, each stockholder has sole voting and investment power with respect to shares beneficially owned by that stockholder. For purposes of determining the equity and voting percentages for each stockholder, any shares that such stockholder has the right to acquire within 60 days after March 1, 2017 are deemed to be outstanding, but are not deemed to be outstanding for the purpose of determining the percentages for any other stockholder.

Name of Beneficial Owner(1)	Number	Shares Beneficially Owned(2)		
		Percent of Class A Common Stock	Percent of Class B Common Stock	Percent of Voting Power
5% Stockholders				
Timothy P. Horne	6,329,290(3)(4)	18.5	99.2	69.1
Walter J. Flowers	1,894,710(5)	6.4	29.7	0
Daniel W. Horne	1,666,970(6)	5.7	26.1	0
Deborah Horne	1,666,970(6)	5.7	26.1	0
Peter W. Horne	1,580,770(7)	5.4	24.2	*
BlackRock, Inc.	3,501,360(8)	12.6	0	3.8
The Vanguard Group	2,384,977(9)	8.6	0	2.6
Gabelli Funds, LLC, et al.	2,140,996(10)	7.7	0	2.3
Select Equity Group, L.P.	1,907,966(11)	6.9	0	2.1
Wellington Management Group LLP	1,457,135(12)	5.2	0	1.6
Directors and Executive Officers				
Robert L. Ayers	23,530(13)	*	0	*
Bernard Baert	11,429(14)	*	0	*
Richard J. Cathcart	17,132(15)	*	0	*
Christopher L. Conway	3,565	*	0	*
David A. Dunbar	415	*	0	*
Jes Munk Hansen	415	*	0	*
W. Craig Kissel	10,624	*	0	*
Kenneth R. Lepage	52,725(16)	*	0	*
Elie Melhem	34,336(17)	*	0	*

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Munish Nanda	25,073(18)	*	0	*
Joseph T. Noonan	3,037(19)	*	0	*
Robert J. Pagano, Jr.	90,895(20)	*	0	*
Merilee Raines	11,829(21)	*	0	*
Joseph W. Reitmeier	2,303	*	0	*
Todd A. Trapp	23,026(22)	*	0	*
All current executive officers and directors (16 persons)	313,812(23)	1.1	0	*

*

Represents less than 1%

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- (1) The address of each stockholder in the table is c/o Watts Water Technologies, Inc., 815 Chestnut Street, North Andover, Massachusetts 01845, except that the address of (i) BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055, (ii) The Vanguard Group is 100 Vanguard Blvd., Malvern, Pennsylvania 19355, (iii) Gabelli Funds, LLC et al. is One Corporate Center, Rye, New York 10580, (iv) Select Equity Group, L.P. is 380 Lafayette Street, 6th Floor, New York, New York 10003, and (v) Wellington Management Group LLP is c/o Wellington Management Company LLP, 280 Congress Street, Boston, Massachusetts 02210.
- (2) The number of shares and percentages were determined as of March 1, 2017 in accordance with Rule 13d-3 of the Exchange Act. At that date, a total of 34,216,508 shares were outstanding, of which 27,837,218 were shares of class A common stock and 6,379,290 were shares of class B common stock. Each share of class A common stock is entitled to one vote and each share of class B common stock is entitled to ten votes. Each share of class B common stock is convertible into one share of class A common stock at any time. A holder of shares of class B common stock is deemed to beneficially own the shares of class A common stock into which the class B shares are convertible. Shares of class A common stock are not convertible. The table's voting percentage reflects the applicable beneficial owner's one vote per share of class A common stock plus ten votes per share of class B common stock, if any, divided by the total number of possible votes.
- (3) Consists of (i) 1,250,000 shares of class B common stock held by Timothy P. Horne (for purposes of this footnote 3, "Mr. Horne"), (ii) 1,666,970 shares of class B common stock held by a revocable trust for the benefit of Daniel W. Horne, Mr. Horne's brother, for which Walter J. Flowers serves as sole trustee, (iii) 1,666,970 shares of class B common stock held by a revocable trust for the benefit of Deborah Horne, Mr. Horne's sister, for which Mr. Horne serves as sole trustee, (iv) 1,495,010 shares of class B common stock held by a revocable trust for the benefit of Peter W. Horne, Mr. Horne's brother, for which Peter W. Horne serves as sole trustee, (v) 22,600 shares of class B common stock held for the benefit of Tiffany Horne Noonan, Mr. Horne's daughter, under an irrevocable trust for which Mr. Horne serves as trustee, (vi) 132,740 shares of class B common stock held by a revocable trust for the benefit of Tiffany Horne Noonan, for which Walter J. Flowers serves as sole trustee, (vii) 55,000 shares of class B common stock held for the benefit of Tara V. Horne, Mr. Horne's daughter, under an irrevocable trust for which Walter J. Flowers and Mr. Horne serve as co-trustees, and (viii) 40,000 shares of class B common stock held by a trust for the benefit of Tiffany Horne Noonan, for which Walter J. Flowers and Mr. Horne serve as co-trustees. All of the shares of class B common stock noted in clauses (i) through (viii) (6,329,290 shares of class B common stock in the aggregate) are subject to The Amended and Restated George B. Horne Voting Trust Agreement 1997 ("1997 Voting Trust") for which Mr. Horne serves as trustee (see footnote 4 for a description of the 1997 Voting Trust). Mr. Horne has sole power to vote or direct the vote of all of such shares, sole power to dispose or to direct the disposition of 1,272,600 of the shares, and shared power to dispose or to direct the disposition of 5,056,690 of the shares.
- (4) 6,329,290 shares of class B common stock in the aggregate (see footnote 3) are subject to the terms of the 1997 Voting Trust. Under the terms of the 1997 Voting Trust, the trustee (currently Timothy P. Horne) has sole power to vote all shares subject to the 1997 Voting Trust. Timothy P. Horne, for so long as he is serving as trustee of the 1997 Voting Trust, has the power to determine in his sole discretion whether or not proposed actions to be taken by the trustee of the 1997 Voting Trust shall be taken, including the trustee's right to authorize the withdrawal of shares from the 1997 Voting Trust (for purposes of this footnote, the "Determination Power"). In the event that Timothy P. Horne ceases to serve as trustee of the 1997 Voting Trust, no trustee thereunder shall have the Determination Power except in accordance with a duly adopted amendment to the 1997 Voting Trust. Under the terms of the 1997 Voting Trust, in the event that Timothy P. Horne ceases to serve as trustee of the 1997 Voting Trust, then Walter J. Flowers (the "Successor Trustee"), shall thereupon become trustee of the 1997 Voting Trust. If the Successor Trustee shall cease to serve as such for any reason, then a third person shall become the Successor Trustee, in accordance with the following line of succession: first, any individual designated as the Primary Designee, next, any individual designated as the Secondary Designee, and then, an individual appointed by the holders of a majority in interest of the voting trust certificates then outstanding. The 1997 Voting Trust expires on August 26, 2021, subject to extension on or after August 26, 2019 by stockholders (including the trustee of any trust stockholder, whether or not such trust is then in existence) who deposited shares of class B common stock in the 1997 Voting Trust and are then living or, in the case of shares in the 1997 Voting Trust the original depositor of which (or the trustee of the original depositor of which) is not then living, the holders of voting trust certificates representing such shares. The 1997 Voting

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Trust may be amended by vote of the holders of a majority of the voting trust certificates then outstanding and by the number of trustees authorized to take action at the relevant time or, if the trustees (if more than one) do not concur with respect to any proposed amendment at any time when any trustee holds the Determination Power, then by the trustee having the Determination Power. Amendments to the extension, termination and amendment provisions of the 1997 Voting Trust require the approval of each individual depositor. Shares may not be removed from the 1997 Voting Trust during its term without the consent of the requisite number of trustees required to take action under the 1997 Voting Trust. Voting trust certificates are subject to restrictions on transfer applicable to the stock that they represent. Timothy P. Horne holds 19.8% of the total beneficial interest in the 1997 Voting Trust (the "Beneficial Interest") individually, 26.3% of the Beneficial Interest as trustee of the 1997 Voting Trust to which shares held in a revocable trust for the benefit of Daniel W. Horne are subject, 26.3% of the Beneficial Interest as trustee of a revocable trust for the benefit of Deborah Horne, 23.6% of the Beneficial Interest as trustee of the 1997 Voting Trust to which shares held in a revocable trust for the benefit of Peter W. Horne are subject, 0.4% of the Beneficial Interest as trustee of an irrevocable trust for the benefit of Tiffany Horne Noonan, 2.1% of the Beneficial Interest as trustee of the 1997 Voting Trust to which shares held in a revocable trust for the benefit of Tiffany Horne Noonan are subject, 0.9% of the Beneficial Interest as co-trustee of a trust for the benefit of Tara V. Horne, and 0.6% of the Beneficial Interest as co-trustee of a trust for the benefit of Tiffany Horne Noonan (representing an aggregate of 100% of the Beneficial Interest).

- (5) Consists of (i) 1,666,970 shares of class B common stock held in a revocable trust for the benefit of Daniel W. Horne for which Mr. Flowers serves as the sole trustee, (ii) 132,740 shares of Class B Common Stock held in a revocable trust for the benefit of Tiffany Horne Noonan for which Mr. Flowers serves as the sole trustee, (iii) 55,000 shares of class B common stock held in a trust for the benefit of Tara V. Horne for which Mr. Flowers and Timothy P. Horne serve as co-trustees, and (iv) 40,000 shares of class B common stock held in a trust for the benefit of Tiffany Horne Noonan for which Mr. Flowers and Timothy P. Horne serve as co-trustees. All of the shares of class B common stock noted in clauses (i) through (iv) (1,894,710 in the aggregate) are subject to the 1997 Voting Trust for which Timothy P. Horne serves as sole trustee (see footnote 4 for a description of the 1997 Voting Trust). Mr. Flowers has no power to vote or direct the vote of the shares and has shared power to dispose or direct the disposition of all of the shares. Mr. Flowers disclaims beneficial ownership of all such shares.
- (6) All of the shares are class B common stock and are held in revocable trusts. All of the shares are subject to the 1997 Voting Trust (see footnote 4 for a description of the 1997 Voting Trust). The holders have no power to vote or direct the vote of the shares and have shared power to dispose or direct the disposition of the shares.
- (7) Consists of 35,760 shares of class A common stock and 1,545,010 shares of class B common stock, which are held in a revocable trust. 1,495,010 of the shares of class B common stock are subject to the 1997 Voting Trust (see footnote 4 for a description of the 1997 Voting Trust). Peter W. Horne has sole power to vote or direct the vote of and sole power to dispose or direct the disposition of the 85,760 shares that are not subject to the 1997 Voting Trust. Peter W. Horne has no power to vote or direct the vote, and shared power to dispose or direct the disposition of, the 1,495,010 shares that are subject to the 1997 Voting Trust.
- (8) The amount shown and the following information are based solely on a Schedule 13G/A filed with the SEC on January 17, 2017, reporting ownership of shares of class A common stock. BlackRock, Inc. has sole voting power with respect to 3,416,868 of the shares and sole dispositive power with respect to all of the shares.
- (9) The amount shown and the following information are based solely on a Schedule 13G/A filed with the SEC on February 10, 2017, reporting ownership of shares of class A common stock. The Vanguard Group has sole voting power with respect to 53,596 of the shares, shared voting power with respect to 3,729 of the shares, sole dispositive power with respect to 2,328,985 of the shares and shared dispositive power with respect to 55,992 of the shares.
- (10) The amount shown and the following information are based solely on a Schedule 13D/A filed with the SEC on May 17, 2016 by Gabelli Funds, LLC and GAMCO Asset Management Inc. (collectively, for purposes of this footnote 10, the "Funds") reporting their aggregate holdings of shares of class A common stock. Mario J. Gabelli directly and indirectly controls the entities filing the Schedule 13D/A, which entities are primarily investment advisors to various institutional and individual clients, including

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registered investment companies and pension plans, and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts. Gabelli Funds, LLC has sole power to vote or direct the vote and sole power to dispose or to direct the disposition of 609,965 of the shares. GAMCO Asset Management Inc. has sole power to vote or direct the vote of 1,438,131 of the shares and sole power to dispose or to direct the disposition of 1,531,031 of the shares. Mario Gabelli is deemed to have beneficial ownership of the shares owned beneficially by each of the entities filing the Schedule 13D/A.

- (11) The amount shown and the following information are based solely on a Schedule 13G/A filed with the SEC on February 13, 2017, reporting ownership of shares of class A common stock. The Schedule 13G/A was filed jointly by Select Equity Group, L.P. ("Select") and George S. Loening ("Loening"), who is the majority owner of Select and managing member of its general partner. Select and Loening have shared voting power and shared dispositive power with respect to all of the shares.
- (12) The amount shown and the following information are based solely on a Schedule 13G/A filed with the SEC on February 9, 2017, reporting ownership of shares of class A common stock. The shares are owned of record by clients of one or more investment advisers directly or indirectly owned by Wellington Management Group LLP. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such shares. No such client is known to Wellington Management Group LLP to have such right or power with respect to more than five percent of the shares. Wellington Management Group LLP has shared power to vote or to direct the vote of 668,794 of the shares and shared power to dispose or to direct the disposition of all of the shares.
- (13) Consists of 12,101 shares of class A common stock held by Mr. Ayers and 11,429 shares of class A common stock the receipt of which Mr. Ayers has deferred under our non-employee director stock deferral program.
- (14) Consists of 5,653 shares of class A common stock held by Mr. Baert and 5,776 shares of class A common stock the receipt of which Mr. Baert has deferred under our non-employee director stock deferral program.
- (15) Consists of 5,703 shares of class A common stock held by Mr. Cathcart and 11,429 shares of class A common stock the receipt of which Mr. Cathcart has deferred under our non-employee director stock deferral program.
- (16) Consists of 28,957 shares of class A common stock held by Mr. Lepage, 15,741 shares of class A common stock issuable upon the exercise of stock options within 60 days after March 1, 2017, and 8,027 shares of class A common stock issued as restricted stock awards under the Company's 2004 Stock Incentive Plan, which are subject to certain restrictions with respect to the transfer and disposition of such shares.
- (17) Consists of 6,354 shares of class A common stock held by Mr. Melhem, 13,531 shares of class A common stock issuable upon the exercise of stock options within 60 days after March 1, 2017, and 14,451 shares of class A common stock issued as restricted stock awards under the Company's 2004 Stock Incentive Plan, which are subject to certain restrictions with respect to the transfer and disposition of such shares.
- (18) Consists of 6,953 shares of class A common stock held by Mr. Nanda and 18,120 shares of class A common stock issued as restricted stock awards under the Company's 2004 Stock Incentive Plan, which are subject to certain restrictions with respect to the transfer and disposition of such shares.
- (19) Consists of 1,837 shares of class A common stock held by Mr. Noonan and 1,200 shares owned by Mr. Noonan's daughters through custodial accounts for which Mr. Noonan serves as custodian. Mr. Noonan's wife, Tiffany Horne Noonan, is the beneficiary of trusts holding an aggregate of 195,340 shares of class B common stock, but neither she nor Mr. Noonan has sole or shared voting or investment control over any of the shares.
- (20) Consists of 41,532 shares of class A common stock held by Mr. Pagano and 49,363 shares of class A common stock issued as restricted stock awards under the Company's 2004 Stock Incentive Plan, which are subject to certain restrictions with respect to the transfer and disposition of such shares.

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- (21) Consists of 9,992 shares of class A common stock held by Ms. Raines and 1,837 shares of class A common stock the receipt of which Ms. Raines has deferred under our non-employee director stock deferral program.
- (22) Consists of 6,313 shares of class A common stock held by Mr. Trapp and 16,713 shares of class A common stock issued as restricted stock awards under the Company's 2004 Stock Incentive Plan, which are subject to certain restrictions with respect to the transfer and disposition of such shares.
- (23) Consists of 143,087 shares of class A common stock held by our current executive officers and directors, 29,272 shares of class A common stock issuable upon the exercise of stock options within 60 days after March 1, 2017, 30,471 shares of class A common stock the receipt of which have been deferred under our non-employee director stock deferral program, and 110,982 shares of class A common stock issued as restricted stock awards under the Company's 2004 Stock Incentive Plan, which are subject to certain restrictions with respect to the transfer and disposition of such shares.

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COMPENSATION DISCUSSION AND ANALYSIS

Overview of Compensation Programs

The following Compensation Discussion and Analysis describes the material elements of our fiscal year 2016 compensation program and compensation paid thereunder. Most of the discussion relates to our "named executive officers" for fiscal year 2016, who were:

Robert J. Pagano, Jr.	Chief Executive Officer & President
Todd A. Trapp	Chief Financial Officer
Munish Nanda	President, Americas & Europe
Elie A. Melhem	President, Asia-Pacific, the Middle East & Africa
Kenneth R. Lepage	General Counsel, Executive Vice President & Secretary

The Compensation Committee makes decisions for the total direct compensation of the named executive officers based on the factors described below. The Compensation Committee consists solely of independent, non-employee directors. In addition, for named executive officers other than the Chief Executive Officer, the Compensation Committee also considers the Chief Executive Officer's recommendations.

Executive Summary

Company Performance

During 2016, we strengthened our focus on the customer, fostered a "One Watts" global mindset, executed on our transformation initiatives, upgraded our product portfolio and delivered strong operating performance. In order to provide better education and training to our customers and obtain better customer feedback, we opened our new Watts WorksSM Learning Center at our corporate headquarters, established new satellite Learning Centers in Dubai, U.A.E. and Woodland, California, and revamped our existing Learning Center in Biassono, Italy. We established new global product platforms for our drains, water quality and electronics product lines in order to promote cross-selling of our products around the world. We made substantial progress on our Americas transformation initiative to reduce our net operating footprint by approximately 30%. We consolidated our European sales, marketing and product management organizations to more efficiently meet the needs of our customers. Finally, we acquired PVI Industries, Inc. toward the end of the year and combined our PVI and AERCO product lines to create a new commercial platform, Heating and Hot Water Solutions, to focus on the needs of our commercial heating and hot water customers.

Our consolidated sales for 2016 were \$1.4 billion, down \$69 million compared to 2015, driven primarily by our strategic divestiture of approximately \$98 million of non-core products in 2015. We saw our stock price hit all-time highs in 2016, we delivered strong financial performance on a U.S. GAAP basis and we achieved record adjusted operating margin and earnings per share. We also generated strong free cash flow while investing 30% more in capital spending to upgrade our manufacturing facilities, enhance our customer training capabilities, and improve our information systems.

Alignment of Pay with Performance

A substantial portion of each executive's compensation opportunity is performance-based or aligned with stockholder value creation over time in the form of equity grants. Set forth below for our Chief Executive Officer, and separately for the other named executive officers, are charts illustrating

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the percentage of total target compensation corresponding to base salaries, annual incentives and long-term incentives.

Total Direct Compensation Opportunity Chief Executive Officer(1)

Fixed vs. Variable Compensation	Fixed 21% (Base Salary)	Variable 79% (Target Annual Incentive + Long-Term Incentive Value)(2)
Short-Term vs. Long-Term Compensation	Short-Term 41% (Base Salary + Target Annual Incentive)	Long-Term 59% (Long-Term Incentive Value)(2)
Cash vs. Equity Compensation	Cash 41% (Base Salary + Target Annual Incentive)	Equity-Based 59% (Long-Term Incentive Value)(2)

(1) Total direct compensation opportunity does not include perquisites or other executive benefits, including retirement and severance benefits, or the value of the discount attributable to the purchase price for restricted stock units under our Management Stock Purchase Plan.

(2) Long-Term Incentive Value consists of Mr. Pagano's annual grants of performance stock unit awards and restricted stock awards.

Total Direct Compensation Opportunity Other Named Executive Officers(1)

(Average allocation for the Named Executive Officers other than the Chief Executive Officer)

Fixed vs. Variable Compensation	Fixed 33% (Base Salary)	Variable 67% (Target Annual Incentive + Long-Term Incentive Value)(2)
Short-Term vs. Long-Term Compensation	Short-Term 53% (Base Salary + Target Annual Incentive)	Long-Term 47% (Long-Term Incentive Value)(2)
Cash vs. Equity Compensation	Cash 53% (Base Salary + Target Annual Incentive)	Equity-Based 47% (Long-Term Incentive Value)(2)

(1) Other Named Executive Officers include Messrs. Trapp, Nanda, Melhem and Lepage. Total direct compensation opportunity does not include perquisites or other executive benefits, including retirement and severance benefits, or the value of the discount attributable to the purchase price for restricted stock units under our Management Stock Purchase Plan.

(2) Long-Term Incentive value consists of annual grants of performance stock unit awards and restricted stock awards.

Other compensation decisions in 2016 reflected our compensation philosophy, as set forth in more detail below. Each of our named executive officers received base salary increases in 2016, reflecting a consideration of individual and Company performance as well as competitive position relative to market, among other factors.

Other Practices and Policies to Promote Effective Compensation Governance

Examples of practices and policies that the Committee has implemented to ensure effective governance of compensation plans include:

Our executives are subject to robust stock ownership guidelines.

Our executives are subject to a compensation recovery policy, or "claw back" policy, under which they may be required to repay unearned compensation in the event of a financial restatement due to fraud or misconduct.

The Compensation Committee has the authority to hire independent counsel and other advisors.

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The Compensation Committee has conducted a review and assessment of risk as it relates to our compensation policies and practices.

Our Insider Trading Procedures prohibit hedging and short sale transactions, and no employee or director may pledge Company securities as collateral.

None of our executive officers has an employment agreement with us.

We do not provide excise tax gross-ups under any of our change in control severance arrangements.

Say on Pay

We last submitted our executive compensation program to an advisory vote of our stockholders at our 2014 Annual Meeting and it received the support of 97% of the total votes cast on the proposal. Our Board of Directors viewed the results of the 2014 advisory vote as broad stockholder support for our executive compensation program and did not make any changes to our executive compensation program or policies as a result of the advisory vote. The Compensation Committee will, in consultation with its independent compensation consultant, consider changes to our compensation programs as appropriate in response to evolving factors such as the business environment and competition for talent. In considering changes to our compensation programs and policies, the Compensation Committee may seek additional input from stockholders with respect to our executive compensation policies and decisions.

Compensation Philosophy

Our executive compensation philosophy, as adopted by the Compensation Committee of our Board of Directors, is to provide compensation programs that attract, retain and motivate our key executives who are critical to our long-term success. We implement this philosophy through the following principles:

Positioning total direct compensation and each component of compensation at approximately the median of our peer companies, which are industry and size relevant and which are identified by a rules-based selection process. Some variation in competitive positioning by executive is expected to account for factors such as tenure, individual performance and criticality of role.

Rewarding achievement relative to short-term goals that we believe will drive long-term stockholder value creation.

Aligning long-term pay outcomes with stockholder value creation over time. This necessitates tying a significant portion of each executive's compensation to Company and individual performance, placing that compensation at risk.

The following key elements are used to compensate our executives:

Base salaries, representing the only fixed element of total direct compensation.

Annual incentives, currently consisting of a performance-based bonus under the Executive Incentive Bonus Plan, which reward achievement relative to Company goals, both financial and strategic in nature.

Long-term incentives, currently consisting of performance stock units and restricted stock awards, which link pay outcomes to long-term stockholder value creation. Executive officers may also purchase restricted stock units under our Management Stock Purchase Plan, providing additional alignment with stockholder value creation.

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In addition, we provide our executive officers with other employee benefits and limited perquisites, which are primarily intended to maintain our competitive position for attracting and retaining executive talent. However, in general, the Compensation Committee strives to mitigate the use of these non-performance based forms of compensation without jeopardizing our ability to offer a compensation program that will attract and retain executives in a competitive market.

Benchmarking

Benchmarking is one factor, among many, that we rely on in establishing our compensation levels and program design. We use information regarding pay practices at other comparable companies in two respects. First, we use benchmarking information to evaluate whether our compensation practices are competitive in the marketplace in which we compete for executive talent. Second, we use marketplace information as one factor in assessing the reasonableness of our executive compensation.

During 2016, the Compensation Committee used an executive compensation peer group consisting of the following companies:

Actuant Corporation	CLARCOR Inc.	IDEX Corporation
Altra Industrial Motion Corporation	Crane Co.	Itron, Inc.
A.O. Smith Corporation	EnPro Industries, Inc.	ITT Corporation
Barnes Group Inc.	Franklin Electric Co., Inc.	Mueller Industries, Inc.
CIRCOR International, Inc.	Graco Inc.	Mueller Water Products, Inc.
		Woodward, Inc.

In October 2016, the Compensation Committee requested Pearl Meyer to perform a comprehensive review of our executive compensation peer group. Pearl Meyer used a rules-based process to evaluate the Company's existing executive compensation peer group and to identify proposed changes to the peer group based on the similarity to Watts of the amount of their annual revenues, market capitalization and number of employees as well as the similarity of their industry, business models, scope of international operations, industrial classification codes, customers and analyst coverage, while attempting to minimize year-over-year changes in order to foster consistency in the benchmarking approach. Based on its review, Pearl Meyer recommended no changes to the peer group for 2016. The Compensation Committee accepted Pearl Meyer's recommendation and left the peer group unchanged. At the time of review, the executive compensation peer group had median trailing twelve months annual revenue of approximately \$1.4 billion, consistent with our own revenue of approximately \$1.5 billion for the same period. At the time of review, this peer group also had median market capitalization of \$1.8 billion, as compared to our market capitalization of approximately \$1.9 billion.

The Compensation Committee, Pearl Meyer and management also consider compensation survey data. The survey data are based on information reported in various Towers Watson survey reports and databases. For executive positions where data from multiple surveys are available, the data are averaged and, if appropriate, weighted to provide a market composite perspective.

Elements of Compensation

The following describes each of the elements of our compensation program for 2016.

Base Salary

We provide each of our executive officers with a fixed salary that provides a secure base of compensation in an amount that recognizes each officer's role and responsibilities as well as experience, performance and contributions. The Compensation Committee considers base salary

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increases for our executive officers annually. The amount of any increase is based primarily on the executive officer's performance, level of responsibilities, leadership, experience, employee retention and internal pay equity considerations and the external competitiveness of the officer's base salary and overall total compensation. The Compensation Committee typically meets with the Chief Executive Officer annually to review proposed adjustments in the base salary amounts for our executive officers other than our Chief Executive Officer and in such review discusses each officer's performance evaluation. The Compensation Committee also typically reviews the proposed adjustment in base salary and the performance of our Chief Executive Officer with the other independent members of the Board of Directors and conducts a separate discussion with our Chief Executive Officer regarding his performance. As part of its review, the Compensation Committee receives and discusses tally sheets setting forth the total compensation of our executive officers, including base salary, bonus potential, equity awards, retirement benefits, perquisites and other compensation, and information regarding the competitiveness of our compensation programs relative to companies in our benchmarking peer group and other industry survey data. Based on this review, in February 2016 the Compensation Committee approved an 8.24% increase in base salary for Mr. Nanda, a 5.77% increase for Mr. Melhem, a 4.0% increase in base salary for Mr. Trapp, and a 3.5% increase for Mr. Lepage. The Compensation Committee determined that the increase in Mr. Nanda's base salary was based on his expanded role of managing the Americas and Europe; Mr. Melhem's base salary increase was warranted given his excellent performance in managing our Asia-Pacific business and for assuming responsibility for our business operations in the Middle East and Africa; Mr. Trapp's increase was based on his strong leadership in the finance function and to move him closer to the market rate of pay for chief financial officers in our peer group; and the increase in Mr. Lepage's base salary was based on his strong performance in leading the global legal function.

In February 2016, the Compensation Committee conducted a separate review of our Chief Executive Officer's performance and base salary in conjunction with the other independent members of the Board. The independent members of the Board reviewed Mr. Pagano's performance against his established goals for 2015 and input from Pearl Meyer with respect to the competitiveness of Mr. Pagano's base salary relative to the Company's executive compensation peer group. Based on this review and the Board's assessment that Mr. Pagano had done an exceptional job in addressing the Company's business needs and executing on a business transformation effort in the Americas and Asia-Pacific, in addition to achieving substantially all of his other goals, the Compensation Committee approved a 6.16% increase in Mr. Pagano's base salary from \$730,000 to \$775,000.

Annual Incentives

Under the Executive Incentive Bonus Plan, each of our executive officers is eligible for an annual cash bonus. We offer our executives an opportunity to earn a bonus in order to focus our executives on execution against specific financial and strategic goals and reward performance based on achievement of such goals. For each of our executive officers, the Compensation Committee sets a target bonus amount expressed as a percentage of base salary. The Compensation Committee determines the target bonus amount for each executive officer based on a variety of factors, including competitive conditions for the executive officer's position within our executive compensation peer group and in the broader employment market, length of employment, level of responsibility and experience, input from Pearl Meyer, and, in the case of executive officers other than the Chief

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Executive Officer, the recommendations of the Chief Executive Officer. The 2016 target bonus amounts for our named executive officers were set as follows:

	Target as a Percent of Salary	Target in Dollars
Robert J. Pagano, Jr.	100% \$	775,000
Todd A. Trapp	60% \$	249,600
Munish Nanda	60% \$	276,000
Elie A. Melhem	55% \$	211,750
Kenneth R. Lepage	60% \$	219,300

The actual bonus payout for each named executive officer depends on the level of performance achieved with respect to various performance objectives. The relationship between the level of performance achieved and overall bonus payout for each performance objective is as follows, with bonus payout levels interpolated for performance between Threshold and Target and between Target and Maximum:

Performance Level	Bonus Payout as a % of Target
Maximum	200%
Target	100%
Threshold	50%
Below Threshold	0%

Corporate performance objectives under our Executive Incentive Bonus Plan are established by the end of the first quarter of each fiscal year by our Compensation Committee after consultation with our Chief Executive Officer. For 2016, the objectives for our named executive officers under the Executive Incentive Bonus Plan consisted of sales objectives, net income and operating earnings objectives, free cash flow objectives and an individual performance objective. Free cash flow represents the amount of cash generated by operations during the year less net capital expenditures. For the individual performance objectives, each executive officer established several personal or team goals related to Company initiatives or segment initiatives that were aligned with the strategy of the business and the goals of our Chief Executive Officer. For 2016, the primary focus areas that were established at the start of the performance period were execution of the business transformation in the Americas and Asia-Pacific, launching global product innovation initiatives, driving productivity savings and other key strategic initiatives.

In setting our 2016 financial performance targets, the Compensation Committee determined that the targets and results should exclude the effect of unbudgeted restructuring, acquisitions, dispositions, foreign exchange, impairments, discontinued operations, legal settlements, employee separation costs, product liability charges, retroactive tax law changes, environmental remediation, adjustments for undifferentiated products, restructuring and one-time costs relating to the consolidation of manufacturing facilities and distribution centers. However, the Compensation Committee reviews all excluded items each year and may exercise its discretion to reduce bonus payouts to reflect the impact of any excluded item.

Our bonus objectives are intended to align the interests of our management team with the interests of our stockholders. We believe that the capital markets evaluate companies in our industry based primarily on their ability to grow their businesses profitably while maintaining adequate returns on their invested capital. Our bonus objectives provide an incentive to management to maintain a balanced approach to growth, with appropriate emphasis on revenues, profitability, cash flow and execution of strategic initiatives. If we are successful in meeting or exceeding our goals under these objectives, we believe that this will lead to the creation of additional value for our stockholders.

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The Compensation Committee, in consultation with our Chief Executive Officer, determined the relative weight to be assigned to each objective for 2016. For 2016, the financial objectives for Messrs. Pagano, Trapp and Lepage were based entirely on the performance of our Company as a whole. Since the responsibilities of Mr. Nanda and Mr. Melhem were substantially tied to our Americas/Europe and Asia-Pacific business segments, respectively, most of their bonus achievement was based on their respective segment performance. The following table shows the weighting assigned to each named executive officer for each performance objective:

Named Executive Officer	Consolidated Sales	Consolidated Net Income	Consolidated Free Cash Flow	Segment Trade Sales	Segment Operating Earnings	Segment	
						Free Cash Flow	Individual Component
Robert J. Pagano, Jr.	25.0%	40.0%	25.0%				10.0%
Todd A. Trapp	25.0%	40.0%	25.0%				10.0%
Munish Nanda	6.0%	12.0%	9.0%	19.0%	28.0%	16.0%	10.0%
Elie A. Melhem	6.0%	12.0%	9.0%	20.0%	25.0%	18.0%	10.0%
Kenneth R. Lepage	25.0%	40.0%	25.0%				10.0%

The Compensation Committee placed more emphasis on the net income and operating earnings measures because it believed that given the uncertain global economic environment, our focus should remain on encouraging productivity, cost containment and profitability, while maintaining a balanced approach toward top line growth and generating cash. With Mr. Nanda's new expanded role over the Americas and Europe, the Committee decided to weight his segment goals for these two regions equally for trade sales, operating earnings, and free cash flow.

Our results for 2016 as determined under our Executive Incentive Bonus Plan with respect to each financial performance measure for our Company as a whole and our Americas, Europe and Asia-Pacific businesses are set forth in the following table:

Financial Performance Measures	Financial Performance Targets (in millions)			2016 Results (in millions)	% of Bonus Objective Achieved
	50%	100%	200%		
Consolidated Sales	\$ 1,268	\$ 1,409	\$ 1,550	\$ 1,384	91.1%
Consolidated Net Income	\$ 80	\$ 89	\$ 98	\$ 92	134.3%
Consolidated Free Cash Flow	\$ 72	\$ 84	\$ 101	\$ 102	200.0%
Americas Trade Sales	\$ 713	\$ 792	\$ 872	\$ 776	89.5%
Americas Operating Earnings	\$ 115	\$ 127	\$ 140	\$ 128	102.4%
Americas Free Cash Flow	\$ 61	\$ 71	\$ 86	\$ 61	50.1%
Europe Trade Sales	€ 358	€ 398	€ 438	€ 399	103.5%
Europe Operating Earnings	€ 36	€ 40	€ 44	€ 41	140.3%
Europe Free Cash Flow	€ 23	€ 27	€ 32	€ 38	200.0%
Asia-Pacific Trade Sales	¥ 340	¥ 378	¥ 416	¥ 339	0.0%
Asia-Pacific Operating Earnings	¥ 38	¥ 42	¥ 46	¥ 46	200.0%
Asia-Pacific Free Cash Flow	¥ 29	¥ 34	¥ 41	¥ 72	200.0%

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Based on these results, the weighted achievement of the financial performance metrics for 2016 by each of our named executive officers was as follows:

Named Executive Officer	Financial Performance Measure	Weighting	2016	Weighted
			Achievement	2016
			Achievement	Achievement
Robert J. Pagano, Jr.	Consolidated Sales	25.0%	91.1%	22.8%
Todd A. Trapp	Consolidated Net Income	40.0%	134.3%	53.7%
Kenneth R. Lepage	Consolidated Free Cash Flow	25.0%	200.0%	50.0%
			90%	126.5%
Munish Nanda	Consolidated Sales	6.0%	91.1%	5.5%
	Consolidated Net Income	12.0%	134.3%	16.1%
	Consolidated Free Cash Flow	9.0%	200.0%	18.0%
	Americas/Europe Trade Sales	19.0%	96.5%	18.3%
	Americas/Europe Operating Earnings	28.0%	121.4%	34.0%
	Americas/Europe Free Cash Flow	16.0%	125.1%	20.0%
			90.0%	111.9%
Elie A. Melhem	Consolidated Sales	6.0%	91.1%	5.5%
	Consolidated Net Income	12.0%	134.3%	16.1%
	Consolidated Free Cash Flow	9.0%	200.0%	18.0%
	Asia-Pacific Trade Sales	20.0%	0.0%	0.0%
	Asia-Pacific Operating Earnings	25.0%	200.0%	50.0%
	Asia-Pacific Free Cash Flow	18.0%	200.0%	36.0%
			90.0%	125.6%

The Compensation Committee reviewed with our Chief Executive Officer the performance of each of the other named executive officers with respect to their individual performance objectives. Based on this review and the recommendations of our Chief Executive Officer, the Compensation Committee was satisfied that each of Messrs. Trapp, Melhem, Nanda and Lepage had achieved higher than the target level of performance with respect to his individual performance objectives. As a result of their strong performance, the Compensation Committee approved a 15% achievement for each of our named executive officers with respect to the individual performance component of his incentive bonus award. The Compensation Committee separately reviewed the performance of Mr. Pagano with respect to his individual performance objectives and determined that Mr. Pagano had exceeded his objectives.

In line with our pay-for-performance philosophy, our executives received competitive bonus awards for 2016 commensurate with these results. The 2016 Executive Incentive Bonus Plan awards for our named executive officers that were paid in March 2017 were as follows:

Named Executive Officer	2016 Target Bonus Awards as a Percentage of Base Salary		2016 Target Bonus Awards	Financial Performance Measures Achievement	Individual Performance Measures Achievement	2016 Bonus Awards as a Percentage of Target		2016 Actual Bonus Awards
Robert J. Pagano, Jr.	100%	\$	775,000	126.5%	15.0%	141.5%	\$	1,096,625
Todd A. Trapp	60%	\$	249,600	126.5%	15.0%	141.5%	\$	353,184
Munish Nanda	60%	\$	276,000	111.9%	15.0%	126.9%	\$	350,252
Elie A. Melhem	55%	\$	211,750	125.6%	15.0%	140.6%	\$	297,682

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Kenneth R. Lepage	60%	\$	219,300	126.5%	15.0%	141.5%	\$	310,310
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In February 2017, the Compensation Committee awarded Mr. Nanda an additional discretionary bonus of \$35,000 to recognize his strong leadership and performance during 2016 in driving

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significant productivity efficiencies and restructuring activities during the transformation of our Europe business.

Long-Term Incentives

We provided long-term incentive compensation for our executive officers during 2016 in the form of the purchase of restricted stock units under our Management Stock Purchase Plan and the grant of performance stock units and restricted stock awards under our 2004 Stock Incentive Plan. The Compensation Committee believes in granting equity-based incentive compensation as an important component of our executive compensation program to encourage sustainable growth and long-term value creation, align the interests of our executives with those of our stockholders by exposing executives to stock price changes during the vesting or deferral periods, and to attract and retain executive talent.

Management Stock Purchase Plan

Our Management Stock Purchase Plan is intended to provide an incentive for our executives to purchase and hold more of our class A common stock, thereby more closely aligning their interests with the interests of our stockholders. The Compensation Committee approves the participants in the Management Stock Purchase Plan based on recommendations made by executive management. For 2016, participants were entitled to purchase restricted stock units under the Management Stock Purchase Plan at a discount of 20% from the closing sale price of our class A common stock on February 14, 2017 using up to 50% of their pre-tax 2016 performance bonus. The restricted stock units vest in three equal annual installments beginning one year after the date of grant. For 2016, Messrs. Pagano, Trapp, Melhem and Lepage each elected to contribute 50% of his annual performance bonus to the purchase of restricted stock units under the Management Stock Purchase Plan. Mr. Nanda did not participate in the Management Stock Purchase Plan for 2016.

Long-Term Equity Incentive Awards

In 2016, we granted performance stock units and restricted stock awards to our executive officers, with each type of award accounting for 50% of the targeted value of long-term equity incentive awards for executive officers. The Compensation Committee believes that the use of performance stock unit awards and restricted stock awards in combination provide strong shareholder alignment, retention value, and the opportunity to leverage the value of awards up and down consistent with the Company's stock price performance as well as Company performance over the long term.

The targeted value of the long-term equity incentive award grants made to our named executive officers was determined taking into account base pay and annual incentive values, a competitive analysis of executive compensation prepared by Pearl Meyer, and the Committee's assessment of the appropriate mix of fixed versus variable and short-term versus long-term incentives. The Compensation Committee also considered each named executive officer's role, potential long-term contribution, performance, experience and skills. Based on its analysis, the Compensation Committee determined that the performance stock units and restricted stock awarded to the Company's Chief Executive Officer should have a targeted total grant date fair value approximating three times his annual base salary and the annual equity grant to each of our other named executive officers should have a targeted total grant date fair value approximating one-and-a-half times his annual base salary. The following table shows the values used to determine the number of shares underlying the annual restricted stock awards and the target performance stock unit awards granted to our named executive officers in March 2016. In determining the number of shares underlying the awards granted to each named executive officer, we used a trailing twelve-month average stock price in order to prevent short-term fluctuations in our stock price from having a significant positive

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or negative impact on the number of shares awarded. For this reason, the targeted values indicated below differ from the grant date fair values of the grants reflected in the Summary Compensation Table.

Named Executive Officer	Performance Stock		Restricted Stock Awards	Total
	Unit Awards (Target Award)			
Robert J. Pagano, Jr.	\$ 1,095,000	\$ 1,095,000	\$ 1,095,000	\$ 2,190,000
Todd A. Trapp	\$ 300,000	\$ 300,000	\$ 300,000	\$ 600,000
Munish Nanda	\$ 318,750	\$ 318,750	\$ 318,750	\$ 637,500
Elie Melhem	\$ 273,000	\$ 273,000	\$ 273,000	\$ 546,000
Kenneth R. Lepage	\$ 264,750	\$ 264,750	\$ 264,750	\$ 529,500

Performance Stock Unit Awards. The performance stock units granted in 2016 will be settled in shares at the end of a performance vesting period ending on December 31, 2018, with the number of shares to be delivered to be determined based on a payout matrix that determines what percentage of the target shares will be delivered at each level of achievement relative to specified performance goals. The performance goals include a combination of the Company's compound annual growth rate in revenue ("Revenue CAGR") and return on invested capital ("ROIC"). Revenue CAGR measures the rate of our growth over time, while ROIC measures how efficiently and effectively we use capital to generate profits. For purposes of our performance stock unit awards, ROIC means the Company's return on invested capital calculated as a percentage by dividing net operating profit after tax by invested capital. For the purposes of calculating ROIC, "net operating profit" will be adjusted to exclude the impact of all restructuring, foreign exchange, impairments, legal settlements, employee separation costs, product liability charges, pension plan and supplemental employee retirement plan terminations and retroactive tax law changes to the extent such items were not contemplated and included in the target upon which the ROIC goals were based. The Compensation Committee selected these two measures primarily because they are generally accepted as two fundamental drivers of sustained shareholder value, they provide shorter line-of-sight measurements than many alternative measures and both measures are contained in the Company's strategic plan. The Revenue CAGR and ROIC goals are subject to adjustment to reflect the impact of any acquisitions or dispositions that occur during the performance period. The number of shares delivered can range from zero to 200% of the target number of performance stock units initially awarded, depending on performance, and delivery generally requires employment throughout the three-year performance period. At the threshold level of performance, 60% of the target number of shares would be awarded. The level of performance required to attain the threshold performance metrics was set at a level of performance where the Compensation Committee believes that a significantly reduced payout is appropriate and below which no payout is appropriate. The level of performance required to attain the target payout is designed to be reasonably challenging. The level of performance required to attain a maximum payout was set at a level of performance that the Compensation Committee deems exceptional. Performance stock units do not grant dividend or voting rights to the holder during the performance period, but dividend equivalents are accrued and paid on shares actually delivered after the vesting date.

Settlement of the 2014 Performance Stock Unit Awards. The performance period for the 2014 performance stock unit awards concluded on December 31, 2016. The performance stock units granted in 2014 were settled in shares on February 8, 2017. The 2014 awards had their performance tied to a combination of Revenue CAGR and ROIC, as defined above. The financial results for the 2014 awards were a Revenue CAGR of 1.4%, which fell below the threshold of the range for the Revenue CAGR of 2.7%, and ROIC of 10.7% which was above the threshold of the ROIC range of 9.0%, but below the target of 13.7%. According to the performance matrix, the

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resulting payout percentage achieved was 67% of the target award value. The resulting number of shares earned by Mr. Pagano were 25,763 (13,446 were earned from his new hire grant, and 12,317 were earned under the 2014 annual grant), Mr. Melhem earned 3,079 shares, and Mr. Lepage earned 2,991 shares.

Restricted Stock Awards. Restricted stock awards are shares of the Company's stock issued in the recipient's name but which are subject to forfeiture in the event the recipient's employment with the Company terminates prior to the time the shares vest. Upon vesting, the recipient owns the shares without restriction or risk of forfeiture. Recipients have voting and dividend rights with respect to restricted stock awards throughout the vesting period. The 2016 restricted stock awards vest one-third each year over three years.

Benefits and Perquisites

We provide our executive officers with certain employee benefits and perquisites as a means of providing additional compensation that is designed to be competitive with other compensation provided by companies in our peer group.

Retirement benefits are provided through a qualified defined contribution 401(k) plan for all of our full-time eligible employees who are United States residents.

We also provide our named executive officers with a limited number of perquisites as part of their compensation arrangements, which we consider to be reasonable and consistent with competitive practice. These perquisites include the choice of receiving a cash automobile allowance or the use of an automobile leased by the Company, supplemental disability insurance, a financial planning allowance and a comprehensive executive physical examination. The amount of the automobile allowance or the maximum amount of the lease payments for the automobile used by each executive officer is determined by our Chief Executive Officer and reviewed by the Compensation Committee, and the Compensation Committee determines the maximum amount of our Chief Executive Officer's automobile allowance or lease payments to be paid by the Company. We also pay maintenance expenses for the leased automobiles and provide automobile insurance coverage under our corporate umbrella policy. We also reimburse our executives for certain financial planning expenses so they may focus more on their business responsibilities. We typically also reimburse recently hired executives for certain relocation-related expenses and provide tax gross up payments related to the reimbursed relocation expenses, which provide the executive with the same after-tax income as he or she would have received had the executive not relocated at the request of the Company.

In addition, in connection with his assignment outside of the United States, we provided Mr. Melhem with customary expatriate benefits to address the unique circumstances arising from living and working abroad.

Compensation Recovery Policy

We have a Compensation Recovery Policy, commonly referred to as a "claw back" policy, for our executive officers and chief accounting officer. Under this policy, in the event of a financial restatement due to fraudulent activity or intentional misconduct as determined solely by the Compensation Committee, our executive officers and chief accounting officer may be required to reimburse the Company for the difference between any incentive compensation (such as payments under the Executive Incentive Bonus Plan), equity awards or other compensation that was based on having met or exceeded Company performance targets that would not have been met based upon accurate financial data and the compensation that would have been granted, received, vested or accrued had such compensation been calculated based on the accurate data or restated results.

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Employment Agreements

None of our executive officers has an employment agreement with us.

We have entered into indemnification agreements with each of our directors and executive officers. The indemnification agreements provide indemnity, including the advancement of expenses, to our directors and executive officers against liabilities incurred in the performance of their duties to the fullest extent permitted by the General Corporation Law of the State of Delaware.

Post-Termination Compensation and Change in Control Arrangements

Severance Benefits

We maintain an Executive Severance Plan, which provides severance benefits for our senior executives, including all of our named executive officers. The Compensation Committee believes that the Executive Severance Plan is an important recruitment incentive for executives, provides a valuable retention incentive and is competitive with the practices of most of the companies in our executive compensation peer group. Under the Executive Severance Plan, a named executive officer involuntarily terminated for reasons not meeting the definition of cause under the Executive Severance Plan will receive (i) an amount equal to twelve months of premiums the named executive officer would have to pay for COBRA medical coverage, and (ii) one year of base salary, except for Mr. Pagano who as Chief Executive Officer would receive two years of base salary. In connection with the receipt of any severance payments under the Executive Severance Plan, a named executive officer would be required to sign a written agreement that would contain a release of claims against the Company and such other restrictions, such as non-competition, non-solicitation and non-disparagement covenants, as the Compensation Committee determines are appropriate.

Change in Control Benefits

We believe that the consideration of a change in control transaction would create uncertainty regarding the continued employment of our executive officers. This uncertainty results from the fact that many change in control transactions result in significant organizational changes, particularly at the senior executive level. In order to encourage our executive officers to focus on seeking the best return for our stockholders and to remain employed with the Company during an important time when their prospects for continued employment following a change in control transaction are often uncertain, we provide certain key executives (including our named executive officers) with cash severance benefits in connection with a change of control of the Company under the Executive Severance Plan. Further, we believe that providing these executive officers with cash severance benefits upon certain terminations following a change in control is consistent with the practices of the companies in our executive compensation peer group and provides an important recruitment incentive for future executives. Under our Executive Severance Plan, if a named executive officer is involuntarily terminated without cause or resigns for good reason (as defined in the Executive Severance Plan) within 24 months following a change in control of the Company, or is involuntarily terminated without cause in the six months prior to such change in control, such named executive officer will receive an amount equal to (i) 24 months of premiums the named executive officer would have to pay for COBRA medical coverage, and (ii) two times the sum of the named executive officer's annual base salary and target annual bonus immediately prior to the change in control. In connection with the receipt of any severance payments under the Executive Severance Plan, a named executive officer would be required to sign a written agreement that would contain a release of claims against the Company and such other restrictions, such as non-competition, non-solicitation and non-disparagement covenants, as the Compensation Committee determines are appropriate. In addition, our 2004 Stock Incentive Plan and Management Stock Purchase Plan provide that in

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connection with a change in control all unvested performance stock units, shares of restricted stock, stock options and restricted stock units will become fully vested.

Stock Ownership Guidelines

The Compensation Committee monitors compliance with the stock ownership guidelines approved by the Compensation Committee for all of our executive officers. For 2016, our Chief Executive Officer was required to hold shares of our stock with a value of at least five times the amount of his base salary, our Chief Financial Officer was required to hold shares of our stock with a value of at least three times the amount of his base salary and our other executive officers were required to hold shares of our stock with a value of at least twice their base salary. In determining the number of shares owned by an executive, the Compensation Committee takes into account shares held directly, the shares underlying restricted stock units purchased by the executive under our Management Stock Purchase Plan and shares of restricted stock, but not stock options or performance share units. Our officers are expected to comply with these requirements within five years of their appointment as an executive officer. The Compensation Committee evaluates compliance with these guidelines in connection with making its compensation decisions and recommendations at its regularly scheduled third quarter meeting. Compliance is typically measured based on stock ownership as of the last day of the second quarter. At the end of the second quarter of 2016, all of our executive officers who had been executive officers of Watts for five or more years were in compliance with our stock ownership guidelines.

Impact of Regulatory Requirements

The financial reporting and income tax consequences of individual compensation elements are important considerations for the Compensation Committee when it is analyzing the overall level of compensation and the mix of compensation paid to our executive officers. However, other factors may be of greater importance than preserving deductibility for a particular form of compensation. Overall, the Compensation Committee seeks to balance its objective of ensuring an effective compensation package for our executive officers with the desire to maximize the immediate deductibility of compensation, while ensuring an appropriate and transparent impact on reported earnings and other financial measures. The Compensation Committee considers the tax and accounting consequences of utilizing various forms of compensation and retains the discretion to pay compensation that is not tax deductible or could have adverse accounting consequences for the Company.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included in this proxy statement with management. Based on such review and discussion with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

The Compensation Committee
Richard J. Cathcart, Chairperson
Robert L. Ayers
Christopher L. Conway
Jes Munk Hansen

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Table of Contents**EXECUTIVE COMPENSATION****Compensation Summary**

The following table contains information with respect to the compensation of our named executive officers for the fiscal years ended December 31, 2016, 2015 and 2014.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)(2)	Option Awards (\$)(3)	Change in Pension Value and Non-Equity Nonqualified Incentive Deferred All Plan Compensation Other Compensation Earnings Compensation			
						(\$)(4)	(\$)(5)	(\$)(6)	
J. Pagano, Jr.	2016	763,750		2,460,530		1,096,625		46,898	4,3
Executive Officer and	2015	730,001		2,505,947		865,780		46,882	4,1
at (7)	2014	419,103		5,559,307		380,158		97,823	6,4
Trapp	2016	412,000		683,009		353,184		38,363	1,4
Financial Officer (8)	2015	291,282		1,570,600		284,688		124,292	2,2
Nanda	2016	451,250	35,000	662,356		350,252		38,759	1,5
at, Americas & Europe (9)	2015	314,391	100,000	1,586,515		277,199		29,547	2,3
Melhem	2016	379,750		617,492		297,682		23,538	1,3
at, Asia-Pacific,	2015	364,000		931,341		311,072	7,133	133,290	1,7
the Middle East & Africa	2014	350,000		582,737	127,915	212,501	8,157	214,094	1,4
R. Lepage	2016	362,375		602,497		310,310		38,782	1,3
Counsel, Executive	2015	353,000		595,090		251,237		36,383	1,2
President & Secretary	2014	340,000	30,000	586,245	124,268	189,924	74,349	38,899	1,3

(1)

The amounts shown in this column reflect the grant date fair value of performance stock units and restricted stock awards under our 2004 Stock Incentive Plan and the grant date fair value of the discount on the restricted stock units purchased under our Management Stock Purchase Plan determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. A discussion of the assumptions used in calculating the amounts in this column may be found in Note 12 to our audited consolidated financial statements for the year ended December 31, 2016 included in our Annual Report on Form 10-K filed with the SEC on February 24, 2017, except that the fair value of the discount attributable to each restricted stock unit purchased under the Management Stock Purchase Plan on February 14, 2017 was

estimated on the date of grant using the Black-Scholes-Merton Model based on the following weighted average assumptions:

Expected life:	3.00 years
Expected stock price volatility:	24.98%
Expected dividend yield:	1.15%
Risk-free interest rate:	1.53%

The risk-free interest rate is based on the U.S. treasury yield curve at the time of grant for the expected life of the restricted stock unit. The expected life, which is defined as the estimated period of time outstanding, of the restricted stock unit and the volatility were calculated using historical data. The expected dividend yield is our best estimate of the expected future dividend yield. Based on these assumptions, the weighted average grant date fair value of the discount on a restricted stock unit purchased on February 14, 2017 was \$16.84. The grant date fair values of the performance stock units and restricted stock awards granted to each of our named executive officers during 2016 and the grant date fair value of the discount on the restricted stock units purchased by each of our named executive officers on February 14, 2017 were as follows:

	Grant Date Fair Value of Performance Stock Units	Grant Date Fair Value of Restricted Stock Awards	Grant Date Fair Value of Discount on Restricted Stock Units	Total
Robert J. Pagano, Jr.	\$ 1,137,788	\$ 1,137,788	\$ 184,954	\$ 2,460,530
Todd A. Trapp	\$ 311,723	\$ 311,723	\$ 59,563	\$ 683,009
Munish Nanda	\$ 331,178	\$ 331,178		\$ 662,356
Elie A. Melhem	\$ 283,646	\$ 283,646	\$ 50,200	\$ 617,492
Kenneth R. Lepage	\$ 275,079	\$ 275,079	\$ 52,339	\$ 602,497

(2)

The grant date fair value of the performance stock units included in this column is the fair value of the target number of performance stock units granted to each named executive officer, which we consider to be the probable outcome of the performance conditions as of the grant date. The following table shows for each named executive officer the grant date fair value of the target number of performance

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stock units granted to each such officer that is included in the Summary Compensation Table and the potential maximum grant date fair value of each such performance stock unit award.

	Target Number of Performance Stock Units	Grant Date Fair Value of Target Performance Stock Units	Maximum Number of Performance Stock Units	Grant Date Fair Value of Maximum Number of Performance Stock Units
Robert J. Pagano, Jr.	20,586	\$ 1,137,788	41,172	\$ 2,275,576
Todd A. Trapp	5,640	\$ 311,723	11,280	\$ 623,446
Munish Nanda	5,992	\$ 331,178	11,984	\$ 662,356
Elie A. Melhem	5,132	\$ 283,646	10,264	\$ 567,291
Kenneth R. Lepage	4,977	\$ 275,079	9,954	\$ 550,158

(3)

The amounts shown in this column reflect the grant date fair value of stock options granted under our 2004 Stock Incentive Plan determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. A discussion of the assumptions used in calculating the amounts in this column may be found in Note 12 to our audited consolidated financial statements for the year ended December 31, 2014 included in our Annual Report on Form 10-K filed with the SEC on February 26, 2015.

(4)

The amounts shown in this column reflect amounts earned under our Executive Incentive Bonus Plan by each named executive officer. Each of our named executive officers may elect to use a portion of his annual performance bonus under the Executive Incentive Bonus Plan to purchase restricted stock units under our Management Stock Purchase Plan. The number of restricted stock units purchased by each named executive officer are as follows:

	Year	Percentage of Annual Bonus Used to Purchase Restricted Stock Units	Amount of Bonus for Year	Amount of Bonus Used to Purchase Restricted Stock Units	Number of Restricted Stock Units Purchased
Robert J. Pagano, Jr.	2016	50%	\$ 1,096,625	\$ 548,271	10,983
	2015	100%	\$ 865,780	\$ 865,780	24,450
	2014	75%	\$ 380,158	\$ 285,084	7,678
Todd A. Trapp	2016	50%	\$ 353,184	\$ 176,567	3,537

	2015	50%	\$ 284,688	\$ 142,344	4,019
Munish Nanda	2016		\$ 350,252		
	2015	30%	\$ 277,199	\$ 83,160	2,348
Elie A. Melhem	2016	50%	\$ 297,682	\$ 148,812	2,981
	2015	50%	\$ 311,072	\$ 155,536	4,392
	2014	50%	\$ 212,501	\$ 106,229	2,861
Kenneth R. Lepage	2016	50%	\$ 310,310	\$ 155,151	3,108
	2015	75%	\$ 251,237	\$ 188,428	5,321
	2014	75%	\$ 189,924	\$ 142,431	3,836

For performance bonuses earned in 2016, the purchase price for restricted stock units under our Management Stock Purchase Plan was 80% of the closing price of our class A common stock on the date of grant and the grant date fair value of the 20% discount on the restricted stock units purchased by each named executive officer for 2016 has been included under the Stock Awards column as additional compensation to the named executive officer for that year. Prior to 2016, the purchase price for restricted stock units under our Management Stock Purchase Plan was 67% of the closing price of our class A common stock on the date of grant and the grant date fair value of the 33% discount on the restricted stock units purchased by each named executive officer using their performance bonuses earned in 2015 and 2014 has been included under the Stock Awards column as additional compensation to the named executive officer for those years. The restricted stock units vest in three equal annual installments beginning one year after the date of grant. At the end of the deferral period specified by the named executive officer under the Management Stock Purchase Plan, we will issue one share of class A common stock for each vested restricted stock unit. Cash dividends equivalent to those paid on our class A common stock will be credited to the named executive officer's account for non-vested restricted stock units and will be paid in cash to the named executive officer when such restricted stock units become vested. Dividends will also be paid in cash to individuals for vested restricted stock units held during any deferral period. The number of restricted stock units purchased was determined by dividing the dollar amount of bonus used to purchase the restricted stock units by \$49.92 for 2016, \$35.41 for 2015 and \$37.13 for 2014, which were the discounted closing prices of our class A common stock on the dates of grant.

(5)

The amounts shown in this column reflect the aggregate change in actuarial present value of the named executive officer's accumulated benefit under our former qualified defined benefit pension plan and supplemental non-qualified defined benefit plan during 2015 and 2014. Both plans were terminated during 2014 and we distributed all of the assets of both plans during 2015.

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(6)

The amounts shown in the "All Other Compensation" column for 2016 include the following:

	Robert J. Pagano, Jr.	Todd A. Trapp	Munish Nanda	Elie A. Melhem	Kenneth R. Lepage
	(\$)	(\$)	(\$)	(\$)	(\$)
Car lease and maintenance payments	12,762	12,786			13,143
Car insurance premium	1,004	1,004			1,004
Car allowance			14,000		
Financial planning allowance (a)	1,541	1,849			1,781
Company contribution to 401(k) plan	16,958	15,272	15,900	16,237	16,120
Supplemental disability insurance premium	10,238	3,057	4,464	4,803	2,339
Executive physical	4,395	4,395	4,395	4,395	4,395
Payments related to expatriate assignment (b)				139,204	
Tax equalization payment (c)				(141,101)	
Total All Other Compensation	46,898	38,363	38,759	23,538	38,782

(a)

All executive officers are eligible for an annual financial planning allowance up to \$12,500.

(b)

Mr. Melhem was a U.S. expatriate in 2016 with his international assignment based in China and we provided him with customary expatriate benefits to address the unique circumstances arising from living and working abroad. These benefits included a housing allowance, school tuition for his child and a Medicare tax-gross up payment. The dollar amount shown includes amounts converted from Chinese yuan into U.S. dollars using an average interbank conversion rate of 0.1453 U.S. dollars for one Chinese yuan as of February 1, 2017.

(c)

The Company has entered into a tax equalization arrangement with Mr. Melhem, the purpose of which is to ensure that Mr. Melhem pays no more or less income taxes as a result of his international assignment than he would if he lived and worked in the United States. Pursuant to this arrangement, if Mr. Melhem's tax burden is higher as a result of his living and working in China than it would have been in the United States then the Company pays the excess, whereas if Mr. Melhem's tax burden is lower, then Mr. Melhem pays the difference to the Company. In 2016, this tax equalization arrangement resulted in Mr. Melhem paying the Company \$141,101, which has been reflected as a reduction in compensation for Mr. Melhem in the "All Other Compensation" column.

(7)

Mr. Pagano commenced employment with us on May 27, 2014. Mr. Pagano also served as interim Chief Financial Officer from October 2014 to April 2015.

(8)

Mr. Trapp commenced employment with us on April 9, 2015.

- (9) Mr. Nanda commenced employment with us on April 6, 2015 as President, Americas. Mr. Nanda was appointed President, Americas & Europe on February 16, 2016.

Table of Contents**Grants of Plan-Based Awards**

The following table shows information concerning grants of plan-based awards made to the named executive officers during 2016.

2016 GRANTS OF PLAN-BASED AWARDS

Name	Grant Type(1)	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(2)			Estimated Possible Payouts Under Equity Incentive Plan Awards(3)			All Other Stock Awards: Number of Shares of Stock (#)	Grant Date Fair Value of Stock Awards (\$)(4)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Robert J. Pagano, Jr.	EIBP		387,500	775,000	1,550,000					
	RSA	3/21/16						20,586	1,137,788	
	PSU	3/21/16				12,351	20,586	41,172	1,137,788	
Todd A. Trapp	EIBP		124,800	249,600	499,200					
	RSA	3/21/16						5,640	311,723	
	PSU	3/21/16				3,384	5,640	11,280	311,723	
Munish Nanda	EIBP		138,000	276,000	552,000					
	RSA									