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

SCHEDULE 14A

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

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

Bruker Corporation

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

BRUKER CORPORATION
40 Manning Road
Billerica, MA 01821
(978) 663-3660

Dear Stockholder:

On behalf of the board of directors and management of Bruker Corporation, I would like to invite you to attend our Annual Meeting of Stockholders to be held on Monday, May 21, 2018 at 9:30 a.m., Local Time, at the offices of Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts.

The Notice of Annual Meeting of Stockholders and Proxy Statement, which describe the formal business to be conducted at the meeting, and Proxy Card accompany this letter. The Company's Annual Report to Stockholders is also enclosed for your information.

All Stockholders are invited to attend the Meeting. To ensure your representation at the Meeting, however, you are urged to vote by proxy by completing, dating and returning the enclosed Proxy Card. A postage-paid envelope is enclosed for that purpose. Regardless of the number of shares you own, your careful consideration of, and vote on, the matters before the Stockholders is important.

I look forward to your participation and thank you for your continued support.

Sincerely,

Frank H. Laukien, Ph.D.
Chairman, President and Chief Executive Officer

BRUKER CORPORATION
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Our Stockholders:

Notice is hereby given that the Annual Meeting of the Stockholders of Bruker Corporation will be held on Monday, May 21, 2018, at 9:30 a.m., Local Time, at the offices of Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts, for the following purposes:

1. To elect the Class III nominees for director named in the accompanying proxy statement to hold office until the 2021 Annual Meeting of Stockholders.

2. To hold an advisory vote to approve compensation paid to our named executive officers.

3. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2018.

4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The board of directors has fixed the close of business on March 26, 2018 as the record date for the determination of stockholders entitled to notice of and to vote at this Annual Meeting and at any adjournment or postponement thereof.

By order of the board of directors

Frank H. Laukien, Ph.D.
Chairman, President and Chief Executive Officer

Billerica, Massachusetts
April 17, 2018

All stockholders are invited to attend the meeting. Whether or not you plan to attend, you can ensure that your shares are represented at the meeting by promptly voting and submitting your proxy by telephone or by the internet, or by completing, dating and returning the enclosed Proxy Card in the enclosed postage-paid envelope. Your shares cannot be voted unless you vote by telephone or internet, date, sign and return the enclosed Proxy Card, or attend the meeting in person. Regardless of the number of shares you own, your careful consideration of, and vote on, the matters before the stockholders is important. Even if you have given your proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you will not be permitted to vote in person at the meeting unless you first obtain a proxy issued in your name from the record holder.

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IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 21, 2018:

This Proxy Statement and the accompanying Annual Report are available via the Internet at: *https://ir.bruker.com*

BRUKER CORPORATION
PROXY STATEMENT

This proxy statement and the enclosed proxy card are furnished in connection with the solicitation of proxies by the board of directors of Bruker Corporation (the "Company") for use at the 2018 Annual Meeting of Stockholders (the "2018 Annual Meeting") to be held on May 21, 2018, at the time and place set forth in the notice of the meeting and at any adjournments thereof. The approximate date on which this proxy statement and form of proxy are first being sent to stockholders is April 17, 2018.

The holders of a majority in interest of all of the Company's common stock, par value $.01 per share ("Common Stock") issued, outstanding and entitled to vote are required to be present in person or be represented by proxy at the 2018 Annual Meeting in order to constitute a quorum for the transaction of business. Each share of Common Stock outstanding on the record date will be entitled to one vote on all matters.

For Proposal No. 1, the candidates for election as Class III directors at the 2018 Annual Meeting who receive the highest number of affirmative votes will be elected to serve for terms expiring at the 2021 Annual Meeting of Stockholders. For Proposal No. 2, the non-binding, advisory vote regarding the compensation of the Company's named executive officers, and Proposal No. 3, the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2018, the affirmative vote of holders of a majority of the shares of Common Stock represented in person or by proxy and entitled to vote on the proposal will be required for approval.

Because abstentions with respect to any matter are treated as shares present or represented and entitled to vote for the purposes of determining whether that matter has been approved by the stockholders, abstentions have the same effect as negative votes for each proposal other than the election of directors. "Withhold" votes for any of the nominees for election as a director will have no effect on the outcome of Proposal No. 1, the election of the nominees for director.

If the enclosed proxy card is properly executed and returned, it will be voted in the manner instructed by the stockholder. If a proxy card is properly submitted but contains no instructions, the shares represented thereby will be voted FOR all nominees for director in Proposal No. 1, FOR approval of the non-binding, advisory vote regarding the compensation of the Company's named executive officers in Proposal No. 2 and FOR ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2018 in Proposal No. 3. In addition, if other matters come before the meeting, the persons named in the accompanying proxy and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. Any person signing the enclosed form of proxy has the power to revoke it by voting in person at the meeting or by giving written notice of revocation to the Secretary of the Company at any time before the proxy is exercised. Please note, however, that if your shares are held of record by a broker, bank or nominee and you wish to vote at the meeting, you will not be permitted to vote in person unless you first obtain a proxy issued in your name from the record holder.

If shares are held in the "street name" of a broker or other nominee, the broker or nominee may not be permitted to exercise voting discretion with respect to certain of the proposals to be acted upon. If the broker or nominee is not given instructions as to how to vote such shares, the broker has authority under New York Stock Exchange rules to vote those shares for or against "routine" matters, such as Proposal No. 3, the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm. Brokers cannot vote on their customers' behalf on "non-routine" matters such as Proposal No. 1, the election of directors or Proposal No. 2, the approval of the advisory vote on the compensation of the Company's named executive officers. These rules apply notwithstanding the fact that shares of the Company's Common Stock are traded on the NASDAQ Global Select Market. If you provide voting instructions to the broker or nominee holder of your shares for Proposal No. 1 or Proposal No. 2, but do not provide voting instructions for each of these proposals, your shares will be voted in accordance with your instructions on the particular matters for which you provided instructions, and will result in a "broker non-vote" with respect to the matters for which you did not provide voting instructions. If the brokerage firm lacks discretionary voting power with respect to an item that is not a routine matter and you do not provide voting instructions, such shares will be counted for purposes of establishing a quorum to conduct business at the 2018 Annual Meeting, but will not be counted for purposes of determining whether stockholder approval of any particular matter has been obtained.

The Company will bear the cost of the solicitation. Although it is expected that the solicitation will be primarily by mail, regular employees or representatives of the Company (none of whom will receive any extra compensation for their activities) may also solicit proxies by telephone, facsimile and in person and arrange for brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy materials to their principals at the expense of the Company.

The 2018 Annual Meeting will be held at the offices of Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts. Directions to the meeting may be obtained by contacting Investor Relations at (978) 663-3660, extension 1479.

The Company's 2017 Annual Report, including the Company's audited financial statements for the fiscal year ended December 31, 2017, is being mailed to stockholders concurrently with this proxy statement.

The Company's principal executive offices are located at 40 Manning Road, Billerica, Massachusetts 01821, and its telephone number is (978) 663-3660.

RECORD DATE AND VOTING SECURITIES

Only stockholders of record at the close of business on March 26, 2018 are entitled to notice of and to vote at the 2018 Annual Meeting. On March 26, 2018, the Company had outstanding and entitled to vote 156,077,866 shares of Common Stock. Each outstanding share of Common Stock entitles the record holder to one vote. Broadridge Financial Solutions, Inc. will tabulate all votes that are received prior to the date of the 2018 Annual Meeting. The inspector of elections, who will be one of our employees or one of our attorneys, will receive Broadridge's tabulation, tabulate all other votes, and certify the voting results.

CORPORATE INFORMATION

Bruker Corporation was incorporated in Massachusetts as Bruker Federal Systems Corporation. In February 2000, we reincorporated in Delaware as Bruker Daltonics Inc. In July 2003, we merged with Bruker AXS Inc., and we were the surviving corporation in that merger. In connection with that merger, we changed our name to Bruker BioSciences Corporation and formed two operating subsidiaries, Bruker Daltonics and Bruker AXS, into which we transferred substantially all of their respective assets and liabilities, except cash. We acquired Bruker Optics Inc. in July 2006 and the Bruker BioSpin group of companies in February 2008. In connection with the Bruker BioSpin acquisition, we changed our name to Bruker Corporation. Our four principal operating segments are the Bruker BioSpin Group, the Bruker CALID Group, the Bruker Nano Group and Bruker Energy & Supercon Technologies, or BEST.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

The first proposal on the agenda for the 2018 Annual Meeting is the election of Joerg C. Laukien, William A. Linton, Ph.D. and Adelene Q. Perkins to serve as Class III directors for three-year terms beginning at the 2018 Annual Meeting and ending at our 2021 Annual Meeting of Stockholders or until a successor has been duly elected and qualified. The Company's Certificate of Incorporation, as amended, provides that the board of directors shall consist of three classes of directors with overlapping three-year terms. One class of directors is to be elected each year for a three-year term. Directors are assigned to each class in accordance with a resolution or resolutions adopted by the board of directors, each class consisting, as nearly as possible, of one-third the total number of directors. There are currently twelve members of our board of directors, consisting of four Class I directors serving terms expiring at the Annual Meeting of Stockholders in 2019, four Class II directors serving terms expiring at the Company's 2020 Annual Meeting and four Class III directors serving terms expiring at the Company's Annual Meeting of Stockholders in 2018.

Effective as of the 2018 Annual Meeting, in conjunction with the expiration of the terms of the four current Class III directors, the number of directors will be reduced to eleven and the classes will be adjusted to consist of four Class I directors, four Class II directors and three Class III directors. At the 2018 Annual Meeting, three nominees will be elected as Class III directors to serve for terms expiring at the 2021 Annual Meeting of Stockholders. Each of the nominees for Class III director, Joerg C. Laukien, William A. Linton, Ph.D. and Adelene Q. Perkins, was previously elected by our stockholders and is currently serving as a Class III director. All nominees were unanimously approved by our board of directors, including unanimous approval by our independent directors, upon the recommendation of the Nominating Committee.

Richard D. Kniss, who has served as a Class III director since 2003, has not been nominated for re-election and, accordingly, his service on the board of directors will terminate at the 2018 Annual Meeting.

Unless marked otherwise, proxies received will be voted **FOR** the election of each of the nominees for the office of director. If any such nominee is unwilling or unable to serve as a nominee for the office of director at the time of the 2018 Annual Meeting, the proxies may be voted for a substitute nominee who shall be designated by the present board of directors to fill such vacancy. Alternatively, if no such nominee is designated, a vacancy will be created in Class III. The board of directors has no reason to believe that any of the nominees will be unwilling or unable to serve if elected as a director.

The Board of Directors recommends a vote FOR the election of Joerg C. Laukien, William A. Linton, Ph.D. and Adelene Q. Perkins to serve as Class III directors.

Certain Information Regarding Directors and Nominees

The biographies of the nominees and each of our continuing directors below contain information regarding each person's service as a director, business experience, director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that caused the board of directors to determine that the person should serve as a director of the Company.

Nominees for Election to a Three-Year Term Expiring at the 2021 Annual Meeting

Joerg C. Laukien	Age 64	**Director Since 2003**

Mr. Joerg Laukien served as Executive Chairman of Bruker BioSpin Corporation from 2010 until his retirement from employment effective December 31, 2017. Until December 2013, Joerg Laukien was a Managing Director of Bruker BioSpin MRI GmbH since 1997 and a Managing Director of Bruker Elektronik GmbH from 1991 until its merger with Bruker BioSpin GmbH in 2010, a director and President of Bruker BioSpin MRI, Inc. from 1997 to 2010 and a director of Bruker Energy & Supercon Technologies, Inc. from 2008 through March 2013. Joerg Laukien is the Company's third largest shareholder, and he is the brother of Dr. Frank H. Laukien, the Chairman, President and Chief Executive Officer of the Company. Joerg Laukien serves as a member of the regional advisory council of Deutsche Bank AG in Germany. He holds a Bachelor of Arts degree from the Verwaltungs- und Wirtschafts-Akademie in Karlsruhe, Germany. Joerg Laukien brings extensive executive experience within the Company to the Board, as well as experience in financial and strategic planning.

William A. Linton, Ph.D.	Age 70	Director Since 2000

Dr. Linton serves as the lead director of our board of directors. He was appointed lead director in March 2004 by the independent members of the board of directors. As lead director, Dr. Linton performs the usual responsibilities of a lead director including acting as a liaison between management and the board of directors. Since 1978, Dr. Linton has served as the Chairman, President and Chief Executive Officer of Promega Corporation, Madison, Wisconsin, a privately-held life science supply company founded by Dr. Linton. Dr. Linton received a Bachelor of Science degree from University of California, Berkeley in 1970 and honorary doctorate degrees from Hannam University (Korea) in 2004 and the University of Wisconsin Madison in 2015. Dr. Linton is a director of ALDA (Analytical, Life Science & Diagnostics Association), a director of Heffter Research Institute (a non-profit research institute), a member of the Supervisory Board of Eppendorf AG, Hamburg (a private life sciences company), founder and Executive Director of Usona Institute (a non-profit medical research organization) and President of the BioPharmaceutical Technology Center Institute (a non-profit organization). Dr. Linton brings to the board extensive executive, international operations management and technical expertise in the life sciences industry, as well as significant experience in strategic planning, corporate governance, and executive compensation matters.

Dr. Linton serves on the Company's Nominating Committee.

Adelene Q. Perkins Age 58 Director Since 2017

Ms. Perkins currently serves as Chief Executive Officer of Infinity Pharmaceuticals, Inc., a publicly traded clinical-stage biopharmaceutical company, a position she has held since January 2010. Ms. Perkins also has served as Chair of Infinity Pharmaceuticals, Inc.'s board of directors since November 2012. Within Infinity Pharmaceuticals, Inc., Ms. Perkins served as President and Chief Business Officer from October 2008 through December 2009, and as Executive Vice President and Chief Business Officer from June 2002 to October 2008. Ms. Perkins served from 2000 to 2002 as Vice President of Business and Corporate Development of TransForm Pharmaceuticals, Inc., a privately-held specialty pharmaceutical company. From 1992 to 1999, Ms. Perkins held various positions at Genetics Institute, now a unit of Pfizer. From 1985 to 1992, Ms. Perkins held a variety of positions at Bain & Company, a management consulting firm. Ms. Perkins currently serves on the board of directors of Massachusetts General Hospital, BIO (Biotechnology Industry Organization), the Massachusetts Biotechnology Council and two biotechnology industry trade organizations, and is the Vice Chairman of the board of Project Hope, a not-for-profit social service agency. She previously served on the board of Padlock Therapeutics, Inc., a privately-held biotechnology company, prior to its acquisition by Bristol-Myers Squibb Company in 2016. Ms. Perkins holds a Master of Business Administration from the Harvard Business School, as well as a Bachelor of Science degree in chemical engineering from Villanova University. Ms. Perkins has more than 30 years of international business and corporate strategy experience and brings to the board a valuable understanding of the pharmaceutical and life sciences industries, as well as significant experience in various aspects of public company management and governance.

Ms. Perkins serves on the Company's Audit Committee.

Directors Continuing in Office until the 2019 Annual Meeting

Frank H. Laukien, Ph.D. Age 58 **Director Since 1991**

Dr. Frank H. Laukien has been the Chairman, President and Chief Executive Officer of the Company since February 1991 and is the Company's largest shareholder. Dr. Laukien also serves as a director of various subsidiaries of the Company. Dr. Laukien is the brother of Joerg C. Laukien, a director of the Company. Dr. Laukien served as a director of ALDA (Analytical, Life Science & Diagnostics Association), an industry association formerly known as Analytical & Life Sciences Systems Association, or ALSSA, for several terms in the past, and was ALSSA Chairman from 2002 to 2003. Dr. Laukien holds a Bachelor of Science degree in physics from the Massachusetts Institute of Technology, as well as a Ph.D. in chemical physics from Harvard University. Dr. Laukien was a member of the Dean's Advisory Committee of the MIT School of Science until 2014, and a Trustee of the Rivers School in Weston, Massachusetts until mid-2013. In May 2017, Dr. Laukien was elected a senator of acatech, the German National Academy of Science and Engineering. As the Company's largest shareholder and based on his long history of leading the profitable growth of the Company, Dr. Laukien brings to the board the perspective of a significant stakeholder with an in-depth knowledge of all aspects of the Company's operations. He also provides extensive executive experience in organizational management, strategic planning, finance, global business development and life-science tools markets, as well as the scientific and technical background required for a deep understanding of the Company's key technologies, markets and industry dynamics.

John Ornell Age 60 Director Since 2015

Mr. Ornell is retired from Waters Corporation, where he served as Vice President, Finance and Administration and Chief Financial Officer from 2001 to 2013. During his time at Waters, he was also responsible for information technology, investor relations and the TA Instruments Division. Mr. Ornell joined Waters in 1994 and served there in a variety of operational and financial leadership roles before assuming the position of Waters' Chief Financial Officer. During 2014, Mr. Ornell continued to serve Waters on a part-time, transitional basis. Prior to joining Waters, Mr. Ornell progressed through a series of roles of increasing responsibility at a number of multinational corporations, primarily in operational finance functions. Mr. Ornell holds a Master of Business Administration degree from Southern New Hampshire University. Mr. Ornell brings to the board a depth of knowledge in the life sciences and analytical instruments industry, as well as a global perspective with significant experience managing the operational, strategic and financial matters of life sciences companies.

Mr. Ornell serves as Chair of the Company's Audit Committee.

Richard A. Packer Age 60 **Director Since 2007**

Mr. Packer is a Primary Executive Officer of Asahi Kasei Corporation and co-leader of Asahi Kasei's healthcare business unit. Mr. Packer also serves as the non-executive Chairman of ZOLL Medical Corporation, a manufacturer of resuscitation devices and related software solutions that was publicly traded until it was acquired by Asahi Kasei Corporation in April 2012. From November 1999 to April 2016, Mr. Packer was the Chief Executive Officer and a director of ZOLL. He served as Chairman of ZOLL from 1999 until November 2010. From 1996 until his appointment as Chairman and Chief Executive Officer in 1999, Mr. Packer served as ZOLL's President, Chief Operating Officer and director. From 1992 to 1996, he served as Vice President of Operations of ZOLL and also served as Chief Financial Officer and Head of North American Sales of ZOLL from 1995 to 1996. Prior to joining ZOLL, Mr. Packer served for five years as Vice President of various functions for Whistler Corporation, a consumer electronics company. Before joining Whistler in 1987, Mr. Packer was a manager with the consulting firm of PRTM/KPMG, specializing in operations of high technology companies. Mr. Packer has served as a director of Teleflex Incorporated, a publicly traded provider of medical devices, since May 2017 and is a member of the Teleflex Incorporated governance committee. Mr. Packer is the past Chairperson of MassMEDIC, the industry council for Medical Devices in Massachusetts. He also currently serves as a board member of the Medical Device Manufacturers Association and the ZOLL Foundation. Mr. Packer holds a Master of Business Administration from the Harvard Business School, as well as Bachelor of Science and Master of Engineering degrees from Rensselaer Polytechnic Institute. Mr. Packer has extensive financial, operations and management experience in the medical devices industry. He also brings to the board significant experience in corporate governance, strategic planning and public company compensation matters.

Mr. Packer serves on the Company's Audit and Compensation Committees and is the Chair of the Company's Nominating Committee.

Robert Rosenthal, Ph.D. Age 61 **Director Since 2015**

Dr. Rosenthal currently serves as Chief Executive Officer of Taconic Biosciences, Inc., a privately-held provider of research models for the pharmaceutical and biotech industry, a position he has held since joining Taconic Biosciences in June 2014. Dr. Rosenthal also serves as a director of Taconic Biosciences and The ECHO Group, a privately-held information management company. Dr. Rosenthal previously served since 1995 in a variety of senior management positions with companies involved in the development of diagnostics, therapeutics, medical devices, and life sciences tools, most recently including from 2010 through 2012 as President and Chief Executive Officer of IMI Intelligent Medical Implants, AG, a medical technology company, and from 2005 through 2009 as President and Chief Executive Officer of Magellan Biosciences, Inc., a provider of clinical diagnostics and life sciences research tools. Dr. Rosenthal has served since 2007 as a director of Safeguard Scientifics, Inc., a publicly-traded provider of capital for early- and growth-stage companies, and as Chairman of its board of directors since May 2016. He also currently serves as a director of Galvanic Applied Sciences, Inc., a privately-held Canadian company. Earlier in his career, Dr. Rosenthal served in senior management positions at Perkin Elmer Inc. and Thermo Fisher Scientific, Inc. Dr. Rosenthal holds a Ph.D. from Emory University and a Master of Science degree from the State University of New York. Dr. Rosenthal brings to the board an extensive understanding of corporate governance due to his public company board experience as well as an entrepreneurial perspective due to his success as an entrepreneur.

Dr. Rosenthal serves on the Company's Audit Committee.

Directors Continuing in Office until the 2020 Annual Meeting

Cynthia M. Friend, Ph.D. Age 63 **Director Since 2016**

Dr. Friend currently serves as Director of the Rowland Institute at Harvard University, a non-profit organization whose goal is to support the high risk/high reward research of early career scientists. In 2014, she became Director of the Energy Frontier Research Center for Sustainable Catalysis at Harvard University, a Department of Energy-funded multi-institution effort focused on the design of efficient catalytic processes, where her responsibilities include management of the fiscal health of the Center and strategic scientific planning. Dr. Friend became the Theodore Williams Richards Professor of Chemistry in 1998 and a Professor of Materials Science in 2002 at Harvard University. Since joining the Harvard University Department of Chemistry in 1982, Dr. Friend has served in a variety of senior faculty and leadership roles at Harvard, including member of the Advisory Board to the Dean of Faculty of Arts and Sciences from 1999 to 2012, Associate Director of the Harvard Materials Research Science and Engineering Center from 2001 to 2011 and Chair of the Harvard University Department of Chemistry and Chemical Biology from 2004 to 2007. Dr. Friend has received numerous awards for her scientific research and scholarship and has served on a number of research and scientific advisory boards and panels. Dr. Friend holds a Ph.D. in Chemistry from the University of California, Berkeley. Dr. Friend brings to the board extensive technical expertise and significant experience in the investment strategy and infrastructure of academic as well as government research markets. Further, Dr. Friend has substantial management experience in non-profit scientific institutions and brings to the board valuable insight into science policy and scientific research funding priorities.

Marc A. Kastner, Ph.D. Age 72 **Director Since 2015**

Dr. Kastner currently serves as President of the Science Philanthropy Alliance, a non-profit organization whose goal is to increase private funding for fundamental research, a position he has held since March 2015. In January 2016 he became Donner Professor of Science Emeritus at Massachusetts Institute of Technology ("MIT"), having held the Donner Chair since 1989. After joining the MIT Department of Physics in 1973, Dr. Kastner served in a variety of senior faculty and leadership roles at MIT, including as Dean of the MIT School of Science from July 2007 to December 2013, Head of the MIT Department of Physics from 1998 to 2007, Director of MIT's Center for Materials Science and Engineering from 1993 to 1998 and as Associate Director of MIT's Consortium for Superconducting Electronics from 1989 to 1992. Dr. Kastner previously served a term on the Company's board of directors from February 2013 to May 2014. Dr. Kastner has received numerous awards for his scientific research and scholarship and currently serves on a number of research and scientific advisory boards. Dr. Kastner holds a Ph.D. in Physics from the University of Chicago. Dr. Kastner brings to the board significant expertise in recent and emerging scientific, technological and research funding trends, as well as in academic and government research markets, from which the Company derives approximately half of its revenues. Moreover, Dr. Kastner has extensive organizational and management experience in non-profit institutions and insights into U.S. government research management and priorities.

Dr. Kastner serves on the Company's Nominating Committee.

Gilles G. Martin, Ph.D. Age 54 **Director Since 2014**

Dr. Martin is Chairman and Chief Executive Officer of the Eurofins Scientific Group, a Luxembourg-based international life sciences company with approximately 30,000 employees in laboratories located in 42 countries. The Eurofins Scientific Group provides a range of analytical testing services to clients across multiple industries. Dr. Martin is also a director of Eurofins Scientific SE, Analytical Bioventures SCA and certain of their affiliates. Dr. Martin founded the original Eurofins Scientific Nantes food authenticity laboratory in 1988 and is a past President of the French Association of private analytical laboratories, or APROLAB, and the North American Technical Committee for Juice and Juice Products. Dr. Martin holds a Ph.D. in Statistics and Applied Mathematics from Ecole Centrale, Paris, and a Master of Science from Syracuse University. As Chairman and Chief Executive Officer of Eurofins Scientific, the largest group of independent food testing laboratories in the world, Dr. Martin is and has been involved throughout his career with many generations of analytical instruments and their suppliers. Dr. Martin brings extensive international business and management experience in the life-science and analytical testing industries to the board, including specialized expertise in the environmental testing, food safety analysis, pharmaceutical research and clinical markets. Dr. Martin also brings an entrepreneurial perspective to the board.

Hermann Requardt, Ph.D. Age 63 **Director Since 2015**

Dr. Requardt currently serves as an independent strategic advisor to a number of European public and private life science and healthcare technology companies. From 2009 to February 2015 he served as Chief Executive Officer of the healthcare division of Munich, Germany-based Siemens AG. He also served as Chief Technology Officer of Siemens AG from 2008 through 2011. Additionally, from 2006 through January 2015 he was a member of the Siemens AG Managing Board, during which time he also held a variety of regional and operational responsibilities at Siemens and its affiliates. Dr. Requardt joined Siemens Medical Solutions in 1984 and served there in roles of increasing responsibility before assuming global responsibility for the magnetic resonance business unit in 1994. Dr. Requardt is an honorary Professor of Physics at the University of Frankfurt and serves on several academic and industrial boards in Germany, including, among other positions, Vice President of acatech, the National Academy of Science and Engineering. He also is a member of the Advisory Board of Dekra SE, headquartered in Stuttgart, Germany, and the Supervisory Board of Sivantos Group, which was Siemens Audiology Solutions prior to its spin-off from Siemens AG in early 2015. Dr. Requardt holds a Ph.D. in Biophysics, with a focus on radiation biophysics and microbiology, from the University of Frankfurt. In addition to his global and technical industry expertise, Dr. Requardt brings to the board significant experience in the management and strategic planning of life sciences companies.

Dr. Requardt serves on the Company's Compensation Committee.

BOARD LEADERSHIP STRUCTURE

Under our bylaws, the chairman of the Company's board of directors has the power to preside at all meetings of the board. Dr. Frank Laukien, our Chief Executive Officer and President, serves as the Chairman of our board of directors and has done so throughout the time we have been a public company. Although the board believes that the combination of the Chairman and Chief Executive Officer roles is appropriate in the current circumstances, the board does not have a fixed policy regarding the combination or separation of the offices of Chairman and Chief Executive Officer. Our board of directors believes that it should have the flexibility to make these determinations at any given point in time in the way that it considers best to provide appropriate leadership for the Company at that time.

The Chief Executive Officer is appointed by our board to manage the Company's daily affairs and operations. Dr. Laukien's extensive industry knowledge and long history of direct involvement in the Company's operations make him best suited to serve as Chairman in order to (i) lead the board in productive discussions on important matters affecting the Company; (ii) create a firm link between management and the board and promote the development and implementation of corporate strategy; (iii) determine necessary and appropriate agenda items for meetings of the board with input from the independent lead director and board committee chairpersons; and (iv) determine and manage the amount of time and information devoted to discussion and analysis of agenda items and other matters that may come before the board. Additionally, his significant equity ownership, at approximately 26% of the outstanding shares of the Company's common stock, means that he has a close and direct alignment of interests with the interests of our other stockholders.

While we believe that having a unified Chairman and Chief Executive Officer is appropriate and in the best interests of the Company and its stockholders at this time, our board structure also fosters strong oversight by independent directors. Since 2004, an independent lead director has been appointed by the independent directors to ensure an independent leadership contact. The lead director's responsibilities include: (i) consulting with the Chairman regarding agenda items for board meetings; (ii) chairing executive sessions of the independent directors; (iii) calling executive sessions of the independent directors of the board and advising the Chairman and Chief Executive Officer of actions or deliberations at such sessions; (iv) acting as a liaison between the independent directors and the full board, as necessary; and (iv) establishing, in consultation with the Chairman and Chief Executive Officer and any appropriate board committees, procedures to govern the board's work, ensuring that the board of directors is appropriately approving strategy and supervising management's progress. Dr. William Linton has served in the role of lead director since the position was established in 2004. Our Chairman and Chief Executive Officer consults periodically with the lead director on governance matters and on issues facing the Company. In addition, the lead director serves as the principal liaison between the Chairman and the independent directors and presides at executive sessions of independent directors at regularly scheduled in-person board meetings. The board of directors believes that this approach appropriately and effectively complements the Company's combined Chairman and Chief Executive Officer.

BOARD MEETINGS, COMMITTEES AND COMPENSATION

There are currently twelve members of our board of directors. Ten of our current directors, Cynthia M. Friend, Marc A. Kastner, Richard D. Kniss, William A. Linton, Gilles G. Martin, John Ornell, Richard A. Packer, Adelene Q. Perkins, Hermann Requardt and Robert Rosenthal, meet the independence requirements of the NASDAQ Stock Market LLC, or NASDAQ, listing standards. All of our director nominees, other than Joerg C. Laukien, are independent under such standards. Our former director, Chris van Ingen, was also determined to be independent when serving as a member of our board. In making its independence determinations, the board of directors considered, among other things, relevant transactions between the Company and entities associated with the independent directors, as further described in this proxy statement under the heading "*Transactions with Related Persons*," and determined that none have any relationship with the Company or other relationships that would impair the directors' independence.

Following the 2018 Annual Meeting, the board of directors will consist of eleven members, nine of whom are expected to be independent.

During 2017, the board of directors of the Company held four meetings and acted by unanimous written consent twice. Our incumbent directors, on average, attended 91 percent of board and committee meetings during 2017. No director, other than Ms. Perkins, attended less than 75 percent of the total number of 2017 meetings of the board of directors and board committees of which he or she was a member. Ms. Perkins was elected to the board of directors at the 2017 Annual Meeting held in May. During her term, there were two meetings of the board of directors in 2017. Due to a prior commitment, Ms. Perkins was unable to attend one such meeting. It is the policy of our board of directors that at least two directors, including at least one independent director, attend our Annual Meeting, either in person or by telephonic conference. Two directors attended our 2017 Annual Meeting.

As described below, the board of directors has three standing committees: an Audit Committee, a Compensation Committee and a Nominating Committee.

Audit Committee. The Audit Committee of the board of directors currently consists of John Ornell, Robert Rosenthal, Richard A. Packer and Adelene Q. Perkins, each of whom satisfies the applicable independence requirements of the rules and regulations of the SEC and NASDAQ. Under these rules, we are required to have an Audit Committee consisting of at least three independent members. The Audit Committee met seven times during 2017. Mr. Ornell, Chair of the Audit Committee, qualifies as an audit committee financial expert pursuant to applicable SEC rules and regulations.

The Audit Committee provides assistance to the board of directors in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, treasury, financial reporting and internal control functions of the Company and its subsidiaries. The Audit Committee works extensively with the independent auditors, pre-approves all audit and non-audit services provided to the Company by its independent auditors, reviews the performance of the independent auditors and replaces or terminates the independent auditors when circumstances warrant. The Audit Committee is also charged with establishing and monitoring procedures for (i) the receipt, retention or treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential submission by the Company's employees of concerns regarding questionable accounting or auditing matters. None of the members of the Audit Committee has participated in the preparation of any financial statements of the Company at any time during the last three fiscal years. The Audit Committee's charter is available on the Company's website at https://ir.bruker.com under the "Corporate Governance" section.

Compensation Committee. The Compensation Committee currently consists of Richard D. Kniss, Hermann Requardt and Richard Packer, all of whom meet the independence requirements of the NASDAQ listing rules. The Compensation Committee met eight times and acted by unanimous written consent four times during 2017. Mr. Kniss is the Chair of the Compensation Committee. The Compensation Committee (i) administers the Company's stock incentive plan; (ii) determines the chief executive officer's salary, bonus, and equity based compensation; (iii) oversees the executive compensation program for the Company's other executive officers; and (iv) determines such compensation, reviews general policy matters relating to compensation and employee benefits and makes recommendations concerning these matters to the board of directors. From time to time, the Company expects that various of its senior executive officers will provide analysis and recommendations to the Compensation Committee on compensation issues, as requested by the Compensation Committee. In particular, the Chief Executive Officer annually evaluates the performance of the executive officers who report directly to him, including, among others, the Chief Financial Officer, and makes recommendations to the Compensation Committee regarding such executive officers' compensation. Additionally, the Chief Financial Officer provides the Chief Executive Officer input on the annual evaluations of the performance of the Company's other named executive officers and makes recommendations to the Compensation Committee regarding compensation of these officers. The Compensation Committee reviews these performance evaluations and recommendations and discusses the recommendations with our Chief Executive Officer and, as appropriate, our Chief Financial Officer. In some cases, these discussions may lead to adjustments to an executive officer's performance evaluation and compensation recommendation. In other cases in which the Compensation Committee deems it appropriate, the evaluations and management recommendations may be approved by the Compensation Committee with little or no change. Our Chief Executive Officer, Chief Financial Officer and our Corporate Senior Director of Human Resources may routinely attend meetings of the Compensation Committee to provide information relating to matters the Compensation Committee is considering. The Compensation Committee may, from time to time, meet in executive session without any executive officers or other members of management present. The Compensation Committee's charter is available on the Company's website at https://ir.bruker.com under the "Corporate Governance" section.

The Company anticipates appointing an incumbent independent director to succeed Mr. Kniss in his Compensation Committee assignments prior to the 2018 Annual Meeting.

Nominating Committee. The Nominating Committee currently consists of Marc A. Kastner, Richard A. Packer and William A. Linton, all of whom meet the independence requirements of the NASDAQ listing rules. Mr. Packer is the Chair of the Nominating Committee. The purpose of the Nominating Committee is to assist the board in identifying and recruiting individuals qualified to become board members, consistent with criteria approved by the board, and to recommend to the board nominees for election to the office of director at the next annual meeting of stockholders, or for election to fill any vacancies between annual meetings. While the board of directors retains responsibility for selecting nominees and recommending them for election by the Company's stockholders, the Nominating Committee is responsible for developing and implementing a process to identify qualified and willing candidates for recommendation to the board. The Nominating Committee's charter is available on the Company's website at https://ir.bruker.com under the "Corporate Governance" section.

The Nominating Committee met one time and acted by unanimous written consent once during 2017. In addition, members of the Nominating Committee communicated periodically throughout the year regarding candidates for director and director nomination matters. At a meeting held in February 2018, the Nominating Committee unanimously recommended each of the current nominees for director to the full board of directors.

DIRECTOR NOMINATIONS

On March 3, 2004, the Company adopted a policy by board resolution governing the nomination of directors, according to which the full board of directors approves all nominees for board membership. All nominees must also be approved by a majority of the Company's independent directors. Upon recommendation of the Nominating Committee, the qualifications of candidates will be reviewed by at least a majority of the independent directors of the Company, as well as the full board of directors. Stockholders may recommend director candidates for inclusion by the board of directors in the slate of nominees which the board recommends to stockholders for election as described below.

The process followed to identify and evaluate potential candidates includes requests to board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates and interviews of selected candidates by the members of the Nominating Committee, the independent directors and the board. The Nominating Committee, the independent directors and the board are each authorized to retain advisers and consultants and to compensate them for their services. No such advisers or consultants were retained for this purpose during 2017.

The Company does not have a formal policy with regard to the consideration of diversity in identifying director nominees, but strives to identify and recruit director candidates with a variety of complementary skills, expertise and backgrounds so that, as a group, the board will possess the appropriate talent, skills and expertise to oversee the Company's business. The Committee seeks to promote through the nominations process an appropriate diversity in board composition, recognizing that the Corporation's businesses and operations are diverse and global in nature. In considering individual director candidates, the Committee takes into account such factors as diversity in professional experience, skills and background, as well as diversity in gender, race and ethnicity. Search firms retained to assist the Committee are advised to actively seek to identify qualified, diverse candidates, including women and minorities.

In considering whether to recommend any candidate for inclusion in the board's slate of recommended director nominees, the board and the independent directors apply the criteria which are set forth in a resolution of the board approved and adopted on March 3, 2004.

These criteria include, but are not limited to, the following:

- experience in aspects of business or technology relevant to the Company's business;
- sufficient time available to devote to the affairs of the Company;
- character and integrity;
- ability to represent the best interests of stockholders as a whole rather than special interest groups;
- willingness to participate actively as a board member; and
- communication, decision-making and interpersonal skills.

The board and the independent directors may also consider the following for some of the director nominees:

- experience serving as a director of a public company;
- familiarity with corporate governance issues;
- independence, as determined in accordance with SEC rules and regulations and NASDAQ listing standards;
- experience in running a comparable company or division of a comparable company;
- insight into the Company, its strategy, business model, operations, and financials;
- knowledge of industry trends and markets; and
- qualification as an "audit committee financial expert" to serve on the Audit Committee in accordance with SEC and NASDAQ definitions.

In evaluating candidates recommended by the Nominating Committee, the board and the independent directors do not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. We believe that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge, backgrounds and abilities that will allow the board to fulfill its responsibilities.

Although the Company does not have a specific policy with respect to the nomination of directors by stockholders, the Nominating Committee will consider nominations made by stockholders. The Company believes that it is not necessary to have a policy for director nominations by stockholders because the board of directors, including the Nominating Committee and the independent directors, is able to effectively locate and evaluate potential candidates for nomination to the board of directors due to the directors' intimate knowledge of the Company and the life science industry. However, stockholders may communicate directly with the Nominating Committee of the board of directors by written communication submitted to Richard M. Stein at the address set forth below under "Stockholder Communications." Mr. Stein shall be primarily responsible for monitoring the communications and providing summaries or copies of such communications to the Nominating Committee or the board of directors as he deems appropriate, and, as described below, will submit communications to the Nominating Committee or the board of directors, as appropriate, relating to corporate governance matters and long-term corporate strategy. Stockholders may use this process to suggest potential nominations to the board of directors. Such suggested nominations shall be forwarded to the Nominating Committee and the proposed candidates shall be evaluated using substantially the same process and applying the same criteria as used and applied in evaluating candidates submitted by board members. Nominations must be received by the Company within the timeframe set forth herein under "Time for Submission of Stockholder Proposals."

At the 2018 Annual Meeting, stockholders will be asked to consider the re-election of Joerg C. Laukien, William A. Linton, Ph.D. and Adelene Q. Perkins to serve as Class III directors. Each of the nominees is standing for election following the unanimous recommendation for nomination first by the Nominating Committee, and then by the full board of directors, including the unanimous approval of all of the Company's independent directors.

ROLE OF THE BOARD IN RISK OVERSIGHT

Our board of directors considers general oversight of the Company's risk management efforts to be a responsibility of the entire board. The Audit and Compensation Committees assist the board in carrying out this responsibility by focusing on specific key areas of risk that our business faces. The board's role in risk oversight includes receiving regular reports from members of senior management on areas of material risk to the Company, or to the success of a particular project or endeavor under consideration, including operational, financial, legal and regulatory, strategic and reputational risks. The full board of directors, the Audit Committee in the case of financial and compliance risks that are within the oversight of the Audit Committee or the Compensation Committee in the case of matters relating to our compensation policies and practices, receives these reports from members of management to enable the board or the Audit or Compensation Committee, as applicable, to understand the Company's risk identification, risk management, and risk mitigation strategies. To facilitate this process and assist the Audit Committee in fulfilling its responsibility for monitoring legal and compliance risks, our senior director of internal audit, who reports directly to our Chief Financial Officer, also has a dotted line reporting relationship to the chairperson of the Audit Committee. The Audit Committee chairperson is authorized to give instructions and assignments directly to the senior director of internal audit, as to which assignments the director of internal audit reports directly and only to the Audit Committee chairperson. When a report is evaluated at the Audit Committee level, the chairperson of the Audit Committee subsequently reports on the matter to the full board to ensure coordination of the board's risk oversight activities. Our board of directors also believes that risk management is an integral part of our strategic planning process, which addresses, among other things, the risks and opportunities facing the Company.

COMPENSATION OF DIRECTORS

We pay the non-employee members of our board of directors a mix of cash and share-based compensation based on the determination of the Compensation Committee. Employee directors, including Dr. Frank Laukien and, until December 31, 2017, Mr. Joerg Laukien, receive compensation only as employees of the Company and receive no additional compensation for service as a director. Directors are reimbursed for reasonable out-of-pocket expenses incurred in attending meetings of the board or board committees.

Components of Director Compensation

During 2017, directors other than employee directors were paid cash compensation according to the following schedule:

	2017 Director Cash Compensation
Board Service	$ 60,000
Audit Committee Service	$ 18,000
Audit Committee Chair	$ 15,000
Compensation Committee Service	$ 8,000
Compensation Committee Chair	$ 10,000
Nominating Committee Service	$ 3,000
Nominating Committee Chair	$ 6,000
Lead Director Service	$ 10,000

In addition to the cash component of director compensation, it is currently our policy to grant non-employee directors as a component of their compensation an annual equity award. These awards from 2013 through 2016 consisted of an option to purchase 10,000 shares of common stock, with an exercise price equal to the fair market value of our common stock on the date of grant and vesting over a three-year period in approximately equal annual increments. Effective as of January 1, 2017, the board of directors, upon the recommendation of the Compensation Committee, approved a change in the form and amount of annual non-employee director equity compensation from option awards to awards of restricted stock units valued at $100,000 as of the grant date. As of January 1, 2018, the value of the awards of restricted stock units increased to $125,000. Restricted stock unit awards to non-employee directors vest in full on the first anniversary of the grant date. Additionally, it has been our policy to grant an equity award to each newly-elected non-employee director, effective upon commencement of service on the board, upon terms consistent with those of the annual awards to incumbent non-employee directors. The number of shares underlying such new director awards are determined as follows: 100% of the annual director equity award amount if elected to service commencing in the first quarter of the calendar year; 75% of the annual director equity award amount if elected to service commencing in the second quarter of the calendar year; 50% of the annual director equity award amount if elected to service commencing in the third quarter of the calendar year; and 25% of the annual director equity award amount if elected to service commencing in the fourth quarter of the calendar year.

On January 5, 2017, the Company granted each non-employee director an annual equity award consisting of 4,577 restricted stock units. The 2017 restricted stock unit awards vested in full on January 5, 2018. Upon initial election to our board of directors in May 2017, Ms. Perkins received an award of 2,756 restricted stock units which will vest in full on May 31, 2018.

The following table provides information concerning the compensation paid by us to each of our non-employee directors for the fiscal year ended December 31, 2017. The compensation paid to Dr. Frank Laukien, our President and Chief Executive Officer, is shown in the Summary Compensation Table on page 46 of this proxy statement. The compensation paid in 2017 to Mr. Joerg Laukien as an employee of the Company is described in this proxy statement under the heading "*Transactions with Related Persons*."

2017 Director Compensation Table

Name	Fees Earned or Paid in Cash ($)	Equity Awards(1) ($)	Total ($)
Stephen W. Fesik(2)	$ 26,714		$ 26,714
Cynthia M. Friend	$ 60,000	$ 100,007	$ 160,007
Chris van Ingen(3)	$ 40,500	$ 100,007	$ 140,507
Marc A. Kastner	$ 63,000	$ 100,007	$ 163,007
Richard D. Kniss	$ 78,000	$ 100,007	$ 178,007
William A. Linton	$ 71,500	$ 100,007	$ 171,507
Gilles G. Martin	$ 60,000	$ 100,007	$ 160,007
John Ornell	$ 93,000	$ 100,007	$ 193,007
Richard A. Packer	$ 91,879	$ 100,007	$ 191,886
Adelene Q. Perkins(4)	$ 36,593	$ 74,991	$ 111,584
Hermann Requardt	$ 68,000	$ 100,007	$ 168,007
Robert Rosenthal	$ 78,000	$ 100,007	$ 178,007

(1) Reported amounts reflect the grant date fair value of restricted stock units granted to each director in 2017, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. Assumptions used in the calculations of these amounts may be found in Note 2 to our 2017 audited financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on March 16, 2018. The actual amount realized by the director will likely vary based on a number of factors, including our performance, stock price fluctuations and applicable vesting.

As of December 31, 2017, our non-employee directors held the following aggregate vested and unvested options to purchase common stock of the Company and unvested restricted stock units ("RSUs"):

Name	Number of Vested Options	Number of Unvested Options	Number of Unvested RSUs
Stephen W. Fesik(2)			
Cynthia M. Friend	2,475	5,025	4,577
Chris van Ingen(3)			
Marc A. Kastner	9,900	10,100	4,577
Richard D. Kniss	35,900	10,100	4,577
William A. Linton	53,900	10,100	4,577
Gilles G. Martin	19,900	10,100	4,577
John Ornell	6,650	8,350	4,577
Richard A. Packer	53,900	10,100	4,577
Adelene Q. Perkins(4)			2,756
Hermann Requardt	6,650	8,350	4,577
Robert Rosenthal	4,950	7,550	4,577

(2) Dr. Fesik's term of service on the board of directors expired May 22, 2017.

(3) Mr. van Ingen's term of service on the board of directors ended June 27, 2017.

(4) Ms. Perkins was elected to the board of directors effective May 22, 2017.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of the Company's common stock as of April 2, 2018 by (i) each person who is known by the Company to own beneficially more than 5% of the Company's common stock, (ii) each of our directors and nominees for director, (iii) each named executive officer of the Company, as defined under the heading "*Summary of Executive Compensation*," and (iv) all directors and executive officers who served as directors or executive officers as of April 2, 2018 as a group. Unless otherwise noted, the address of each beneficial owner is c/o Bruker Corporation, 40 Manning Road, Billerica, Massachusetts 01821.

Beneficial Owners	**Amount and Nature of Beneficial Ownership(1)**	**Percent of Class(1)**
Executive Officers, Directors and Director Nominees		
Frank H. Laukien(2)	40,660,761	26.1%
Gerald N. Herman(3)	2,419	*
Michael G. Knell		
Mark R. Munch(4)	70,394	*
Burkhard Prause(5)	3,734	*
Juergen Srega(6)	196,426	*
Anthony L. Mattacchione(7)	97,734	*
Cynthia M. Friend(8)	9,527	*
Marc A. Kastner(9)	21,177	*
Richard D. Kniss(10)	83,353	*
Joerg C. Laukien	15,212,295	9.8%
William A. Linton(11)	117,927	*
Gilles G. Martin(12)	31,177	*
John Ornell(13)	14,527	*
Richard A. Packer(14)	100,284	*
Adelene Q. Perkins(15)	2,756	*
Hermann Requardt(16)	14,527	*
Robert Rosenthal(17)	12,827	*
All executive officers and directors as a group (17 persons)(18)	56,651,845	36.3%

Beneficial Owners	**Amount and Nature of Beneficial Ownership(1)**	**Percent of Class(1)**
5% Beneficial Owners		
T. Rowe Price Associates, Inc.(19) 100 E. Pratt Street Baltimore, MD 21202	28,418,579	18.2%
The Vanguard Group(20) 100 Vanguard Blvd. Malvern, PA 19355	9,673,104	6.2%

* Less than one percent

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options held by that person that are currently exercisable, or become exercisable within 60 days from the date hereof, are deemed outstanding. However, such shares are not deemed outstanding for purposes of computing the percentage ownership of any other person.

(2)

Includes options to purchase 161,474 shares of common stock that are currently exercisable, or become exercisable within 60 days of the date hereof and 43,187 shares of restricted common stock. Also includes: 1,846,499 shares owned by Robyn Laukien, his former spouse, as to which Dr. Laukien has sole voting power; 336,607 shares held by each of his adult children, as to which Dr. Laukien has sole voting power and shared investment power; and 224,522 aggregate shares held as custodian for the benefit of his minor children, as to which Dr. Laukien has sole voting and investment power. 5,000,000 shares have been pledged by Dr. Laukien to secure a personal loan. Dr. Laukien retains voting power of all such pledged shares. Does not include 6,920 shares held in trust for Dr. Laukien's adult daughter, 7,400 shares held by Dr. Laukien's adult son or 1,042 shares held by his spouse, in each case as to which Dr. Laukien disclaims beneficial ownership.

(3)

Includes options to purchase 2,001 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(4)

Includes options to purchase 50,244 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof and 17,942 shares of restricted common stock.

(5)

Includes options to purchase 2,842 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(6)

Includes options to purchase 136,615 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof and 14,569 shares of restricted common stock.

(7)

Includes options to purchase 93,474 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(8)

Includes options to purchase 4,950 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(9)

Includes options to purchase 16,600 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(10)

Includes options to purchase 42,600 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(11)

Includes options to purchase 60,600 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(12)

Includes options to purchase 26,600 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(13)

Includes options to purchase 9,950 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(14)

Includes options to purchase 60,600 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(15)

Includes 2,756 restricted stock units that vest within 60 days of the date hereof.

(16)

Includes options to purchase 9,950 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(17)

Includes options to purchase 8,250 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(18)

Includes options to purchase 686,750 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof and 2,756 restricted stock units that vest within 60 days of the date hereof.

(19)

According to a Schedule 13G filed February 14, 2018, T. Rowe Price Associates, Inc. ("Price Associates") beneficially owns, or may be deemed to beneficially own, 28,418,579 shares as a result of acting as investment advisor to various investment companies, including the T. Rowe Price Mid-Cap Growth Fund, Inc. (the "Fund"), and institutional clients. Price Associates reported sole power to dispose of 28,418,579 shares and sole power to vote or direct the voting of 7,493,659 shares. The Fund reported sole power to vote or direct the voting of 9,400,000 shares.

(20)

According to a Schedule 13G filed February 8, 2018, The Vanguard Group ("Vanguard") and certain of its affiliates, subsidiaries and other companies beneficially own, or may be deemed to beneficially own, 9,673,104 shares. Vanguard reported sole power to dispose of 9,612,576 shares, sole power to vote or direct the voting of 54,597 shares and shared power to vote or direct the voting of 14,151 shares.

EXECUTIVE OFFICERS

Our executive officers are designated annually by the board of directors. The persons listed below are serving as the Company's executive officers for the fiscal year ending December 31, 2018. Each of these executive officers, other than Dr. Prause, who was appointed an executive officer of the Company in February 2018, and Mr. Herman, who was appointed an executive officer in March 2018, also served as executive officers of the Company throughout the fiscal year ended December 31, 2017.

Name	Age	Position
Frank H. Laukien, Ph.D.	58	Chairman, President and Chief Executive Officer
Gerald N. Herman	60	Interim Chief Financial Officer
Mark R. Munch, Ph.D.	56	Executive Vice President, President of Bruker Nano Group and Bruker Nano Surfaces Division
Burkhard Prause, Ph.D.	51	President and Chief Executive Officer, BEST
Juergen Srega	63	President, Bruker CALID Group and Bruker Daltonics Division

For biographical information relating to Dr. Laukien, who serves as both an executive officer and a director of the Company, please see "*Certain Information Regarding Directors and Nominees*" above. Biographical information relating to our current non-director executive officers is presented below. As previously reported in our Current Report on Form 8-K filed with the SEC on February 21, 2018, Mr. Anthony Mattacchione, who served as the Company's Chief Financial Officer throughout the fiscal year ended December 31, 2017 and is a "named executive officer" as discussed in this proxy statement under the heading "Compensation Discussion and Analysis," resigned from the Company, effective March 16, 2018. Mr. Mattacchione continued to serve as Chief Financial Officer of the Company and as an executive officer of the Company until the effective date of his resignation.

Gerald N. Herman. Mr. Herman has served as the Company's Interim Chief Financial Officer since March 2018. Mr. Herman joined the Company in 2016 as Vice President and Corporate Controller. Prior to joining Bruker, Mr. Herman had served in senior executive positions with various publicly traded companies, including as Corporate Vice President Clinical Operations of PAREXEL International from 2014 to February 2016, and as Corporate Vice President & Controller-Finance of PAREXEL from 2008 to 2013. Prior to 2008, Mr. Herman was Vice President Corporate Controller of Presstek, Inc. He also served in financial, consulting and accounting roles at various organizations, including as Senior Manager at Arthur Andersen LLP from 1979 to 1987. Mr. Herman is a Certified Public Accountant (CPA) and holds a Master of Business Administration degree from the University of Chicago, and a Master of Science in Taxation from Bentley University.

Mark R. Munch, Ph.D. Dr. Munch has served since September 2012 as President, Bruker Nano Group, with responsibility for management of the global operations of our Bruker Nano Group, which manufactures and distributes the Company's advanced analytical X-ray technologies and spark-optical emission spectroscopy, atomic force microscopy, fluorescence microscopy, and stylus and optical metrology instrumentation used in non-destructive molecular, materials and elemental analysis. He has also served, since July 2015, as an Executive Vice President of the Company, and in that capacity is responsible for providing oversight to the Company's global information technology function and enterprise resource planning, as well as other strategic management development and business process initiatives. Dr. Munch has also served as President of Bruker Nano, Inc., a wholly-owned subsidiary of the Company, since October 2010. Prior to joining Bruker Nano, Inc., from February 2008 to October 2010, Dr. Munch was Executive Vice President of Veeco Instruments Inc. Dr. Munch also served as a

Senior Vice President of Coherent, Inc. from February 2006 to January 2008 and as President and Chief Executive Officer of Cooligy, Inc., a subsidiary of Emerson Electric, from 2004 to 2006. Dr. Munch's background includes over 26 years of experience in marketing, product development, operations and sales, as well as experience in managing significant business units of multi-national corporations. Dr. Munch holds a Bachelor of Science degree in Chemical Engineering from the University of Colorado and a Master of Science degree and Ph.D. in Chemical Engineering from Stanford University.

Burkhard Prause, Ph.D. Dr. Prause has served as President and Chief Executive Officer of BEST since April 2008, with responsibility for management of the global operations of BEST, which designs, manufactures and distributes superconducting materials for use in magnetic resonance imaging, nuclear magnetic resonance, fusion energy research and other applications, as well as ceramic, second generation high temperature superconductors for energy technology and magnet research applications. Dr. Prause also was a director of BEST from April 2012 to February 2013. Additionally, he has served as a director of Hydrostatic Extrusions Ltd. since April 2013, and as a Managing Director of Bruker EAS GmbH and Bruker HTS GmbH since January 2005, RI Research Instruments GmbH since December 2008, and Bruker ASC GmbH since March 2009. Prior to that time, Dr. Prause served as Product Manager for Bruker BioSpin MRI GmbH. Before joining Bruker BioSpin MRI GmbH in 2002, Dr. Prause was a senior staff scientist at the Max-Planck Institute in Tubingen, Germany. Dr. Prause currently is a director of CCAS (the Coalition for the Commercial Application of Superconductors), and from 2006 to 2010, Dr. Prause was Chairman of ivSupra, a German superconductor industry coalition. Dr. Prause holds a Ph.D. in Physics from the University of Notre Dame.

Juergen Srega. Mr. Srega has served as President of the Bruker CALID Group since January 2013, with responsibility for management of the global operations of our Bruker CALID Group, which manufactures and distributes the Company's mass spectrometry and chromatography instruments for life science and applied markets, as well as analytical instruments for chemical, biological, radiological, nuclear and explosives detection and research and process instruments based on infrared and Raman molecular spectroscopy technologies. Mr. Srega also serves as a Managing Director of Bruker Daltonik GmbH, an indirect wholly-owned subsidiary of the Company located in Germany. Prior to joining the Company, Mr. Srega served since 1996 in a variety of senior management roles at Thermo Fisher Scientific Inc., a global provider of analytical instruments, equipment, reagents and consumables, software and services for research, analysis, discovery and diagnostics headquartered in Waltham, Massachusetts. At Thermo Fisher Scientific, Mr. Srega led a number of significant operating divisions, including as Vice President and General Manager Biomarkers, BRAHMS GmbH, from 2011 to 2012, Vice President and General Manager Scientific Instruments Division Global Products from 2005 to 2011 and Vice President and General Manager Advanced MS from 1996 to 2004. Prior to 1996, Mr. Srega was with Badenwerk AG, a German power utility company located in Karlsruhe, Germany, from 1988 to 1995 and an employee of Bruker GmbH from 1980 to 1988. Mr. Srega holds a Bachelor of Arts degree in Finance from Nord Akademie in Hamburg, Germany and a Bachelor of Arts degree in Engineering from Karlsruhe University of Applied Science in Karlsruhe, Germany.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis ("CD&A") describes the principles, objectives, and features of our executive compensation program, which is generally applicable to each of our senior officers. However, this CD&A focuses primarily on the program as applied to our Chief Executive Officer and the other executive officers listed below and included in the Summary Compensation Table, whom we refer to collectively in this proxy statement as the "named executive officers."

Dr. Frank H. Laukien, Chairman, President and Chief Executive Officer

Mr. Anthony L. Mattacchione, Former Senior Vice President and Chief Financial Officer

Dr. Mark R. Munch, Executive Vice President and President, Bruker Nano Group and Bruker Nano Surfaces Division

Mr. Juergen Srega, President, Bruker CALID Group and Bruker Daltonics Division

Mr. Michael G. Knell, Former Vice President of Finance and Chief Accounting Officer

Mr. Mattacchione, who served as our Chief Financial Officer throughout 2017, resigned from the Company effective March 16, 2018. Additionally, Mr. Knell resigned from the Company effective March 31, 2017. These former executive officers are included as named executive officers in this proxy statement pursuant to applicable rules of the SEC.

Executive Overview

Our executive compensation program is designed to attract, motivate, retain and reward the individuals who lead the Company and who are responsible for developing and executing the overall business strategy. Our approach to compensation for our executive officers targets a mix of competitive salaries, performance-based cash incentive awards linked to corporate and individual objectives and long-term equity incentive awards. The majority of our executive officers' pay opportunities are in the form of incentives, rather than base salary, with a significant amount of those opportunities tied to long-term equity incentive awards, thereby strongly linking the interests of our overall pay program with those of our shareholders. We provide limited perquisites and no excise tax gross ups. We also have a recoupment ("clawback") provision under our 2017 incentive plans that allows us to seek reimbursement of short-term incentive payments and repayment of stock award gains in the following circumstances: (a) to the extent of the excess of what would have been paid to the participant in the event of a restatement, due to material noncompliance with any financial reporting requirements, that is required to be prepared at any time during the three-year period following such payment or (b) in the event the recipient engages in activities that are detrimental to the business of the Company.

We believe that our compensation policies and practices are effectively designed to motivate and reward performance, and that the mix of compensation elements creates incentives that are closely aligned with increasing shareholder value without encouraging excessive or unnecessary risk-taking.

2017 Financial Performance

Our business strategy is to create value for our stockholders based on our ability to innovate and generate revenue growth, both organically and through acquisitions. Achieving improvements in our gross profit margins, operating margins, earnings and cash flow are also important to our success. In 2017, our revenues increased by $154.6 million, or 9.6%, to $1,765.9 million from $1,611.3 million in 2016. Included in our 2017 revenues was an increase of approximately $77.2 million attributable to our recent acquisitions and an increase of approximately $19.6 million from the impact of foreign currency translation caused by the weakening of the U.S. Dollar versus the euro and other currencies. Excluding the effects of foreign currency translation and our recent acquisitions, our organic revenue, a non-GAAP financial measure, increased by $57.8 million, or 3.6%. Our gross profit margin remained approximately consistent at 46.0% during the year ended December 31, 2017, compared to 46.1% during the year ended December 31, 2016. Excluding various charges for amortization of acquisition-related intangible assets and other acquisition-related costs and restructuring costs, our non-GAAP gross profit margin also was consistent at 48.1% in each of the years ended December 31, 2017 and 2016. Operating income for the year ended December 31, 2017 was $214.7 million, resulting in an operating margin of 12.2%, compared to income from operations of $177.2 million and an operating margin of 11.0%, for the year ended December 31, 2016. The operating margin increase reflected improved operating leverage on higher sales following our multi-year operational transformation, cost discipline and savings from restructuring initiatives. These factors more than offset dilution from recent acquisitions and foreign currency translation effects. Excluding various charges for amortization of acquisition-related intangible assets and other acquisition-related costs and restructuring costs, our non-GAAP operating margin also improved to 15.6% for the year ended December 31, 2017, compared to 14.8% in the year ended December 31, 2016. For the year ended December 31, 2017, we reported GAAP diluted earnings per share (EPS) of $0.49, compared to $0.95 for the year ended December 31, 2016. The decrease in our GAAP EPS was primarily attributed to charges related to the estimated impact of U.S. tax reform legislation which resulted in a significantly higher effective tax rate for the year ended December 31, 2017. On a non-GAAP basis, our diluted non-GAAP EPS for the year ended December 31, 2017 of $1.21 compared to $1.19 for the year ended December 31, 2016, which in turn had benefited from an unusually favorable effective tax rate in fiscal year 2016. Our working capital ratio weakened slightly in 2017, with working capital per dollar of revenue of $0.405, compared to $0.371 in 2016.

Organic revenue, non-GAAP gross profit margin, non-GAAP operating margin and non-GAAP EPS are non-GAAP financial measures we use to supplement our financial results prepared and presented in accordance with U.S. generally accepted accounting principles (GAAP).[1] The Compensation Committee considers these non-GAAP measures, as well as other non-GAAP measures, when setting incentive compensation targets. We use these non-GAAP financial measures to evaluate

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(1) ***Non-GAAP Financial Measures*** For additional information regarding our organic revenue, non-GAAP gross profit margin and non-GAAP operating margin non-GAAP financial measures, including reconciliations to the most directly comparable GAAP financial measures, please see pages 41 to 42 and pages 45 to 47 under Part II, Item 7 *Management's Discussion and Analysis of Financial Condition and Results of Operations* of our Annual Report on Form 10-K filed with the SEC on March 16, 2018. Non-GAAP EPS includes the following adjustments to our reported GAAP EPS:

	2017	2016
GAAP Earnings Per Share (Diluted)	$ 0.49	$ 0.95
Non-GAAP Adjustments:		
Restructuring Costs	0.10	0.13
Acquisition-Related Costs	0.06	0.07
Purchased Intangible Amortization	0.19	0.14
Other Costs	0.03	0.04
Bargain Purchase Gain		(0.06)
Income Tax Rate Differential	0.33	(0.08)
Total Non-GAAP Adjustments	0.72	0.24
Non-GAAP Earnings Per Share (Diluted)	$ 1.21	$ 1.19

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our period-over-period operating performance because our management believes they provide more comparable measures of our continuing business because they adjust for certain items that are not reflective of the underlying performance of our business. These measures may also be useful to investors in evaluating the underlying operating performance of our business. We regularly use these non-GAAP financial measures internally to understand, manage, and evaluate our business results and make operating decisions. We also measure our employees and compensate them, in part, based on such non-GAAP measures and use this information for our planning and forecasting activities. The presentation of these non-GAAP financial measures is not intended to be a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP and may be different from non-GAAP financial measures used by other companies, and therefore, may not be comparable among companies.

In 2017, we significantly exceeded the performance goals for each of the financial performance goals established by the Compensation Committee at the Corporate level, other than our goal linked to reducing our working capital ratio. Specifically, our Corporate level goals linked to currency-adjusted revenue growth, increasing our non-GAAP operating profit and meeting our earnings per share target were exceeded. Our goal of reducing our working capital ratio was not achieved. Our underlying business results also were generally favorable, with the Bruker CALID and Bruker Nano Groups overachieving with respect to their Group level currency-adjusted revenue growth, non-GAAP gross profit improvement and non-GAAP operating profit improvement metrics, though not achieving their Group level goals related to reducing the working capital ratio. The Bruker BioSpin Group did not achieve its Group level financial objectives in 2017. Our management team also continued to make significant progress returning the business to positive revenue growth, as well as on a number of strategic initiatives aimed at reducing our operating costs and improving our operating efficiency, which we believe will contribute to positive shareholder value creation over the long-term. Consequently, consistent with our pay for performance philosophy, the 2017 cash incentive awards approved for our executive officers reflect these generally strong results at the Corporate and Group levels and were substantially above target award levels.

2017 Executive Compensation Actions

Highlighted below are some of the key actions and decisions with respect to our executive compensation programs for fiscal year 2017, as approved by the Compensation Committee:

Salaries. For fiscal 2017, the Compensation Committee evaluated our executive officers' base salaries in light of competitive market levels and approved a 5.2% salary increase for Dr. Frank Laukien, our Chief Executive Officer. The Compensation Committee considered this adjustment appropriate based on peer group survey data, as Dr. Laukien's base salary and total target cash compensation continue to be significantly below the market median for chief executive officers of the Company's compensation peer group. The 2017 base salaries for each of our other executive officers, other than Mr. Knell, were set at levels which the Compensation Committee considered appropriate given their respective responsibilities, overall performance and competitive market conditions with salary increases ranging from 5% to 7%.

Performance-Based Cash Incentive Awards and Payouts. Consistent with our pay-for-performance philosophy, a significant portion of our executive officers' total compensation potential for fiscal 2017 was linked to achievement of corporate and individual performance goals. Additionally, as executive officers assume greater responsibility, a larger portion of their total cash compensation is designed to and does become dependent on and varies based on Company and individual performance. For example, the Chief Executive Officer's variable cash compensation represented nearly 60% of his total cash compensation opportunity based on target levels. For the remaining named executive officers, cash-based variable pay represented nearly 40% of total cash compensation based on target levels, tying over one-third of their total earnings opportunity to strategic performance objectives which are aligned with shareholder value creation.

As in past years, the Compensation Committee established specific fiscal year 2017 financial and individual performance goals for our executive officers. Financial goals represented 70% of each of our executive officers' total cash incentive compensation potential, with the remaining 30% allocated to individual performance goals established by the Compensation Committee.

The Compensation Committee approved 2017 financial performance targets related to revenue growth, operating profit improvement, earnings per share growth and working capital management for our corporate level executives, including Dr. Laukien and Mr. Mattacchione, based on our business plan goals for these key metrics. The Compensation Committee selected as 2017 metrics the same metrics used to measure 2015 and 2016 performance, as they continued to be considered the critical operating imperatives for our business. The financial performance targets approved by the Compensation Committee for our executive officers with primary operating Group management responsibilities, including Mr. Srega and Dr. Munch, varied based on key performance drivers for their respective operating Group, with approximately 85% of such targets allocated to Group financial performance (60% of the total 70%) and approximately 15% (10% of the total 70%) allocated to Corporate financial objectives.

Payment for cash incentive bonuses linked to the achievement of pre-established financial performance goals is calculated based on percentage achievement of the respective goals relative to a threshold level of performance established by the Compensation Committee based on our 2016 financial results and the goals included in our 2017 business plan. While there is no maximum payout for any of the financial goals, total 2017 incentive award payouts, after combining both financial and individual portions, are subject to a maximum payout amount equal to 200% of the executive officer's incentive award target.

Annual cash incentive awards for fiscal 2017 rewarded our executive officers for generally strong operational performance relative to their individual goals, and also reflected the fact that our financial performance was mixed across the Groups. Examples of operational successes include returning to revenue growth, closing several strategic acquisitions, launching and successfully selling new product innovations, continuing to build operational efficiencies and lean strategies throughout the Company, and implementing tax planning strategies to optimize effective tax rates around the world. Based on 2017 financial goals and performance results, cash incentive payments calculated for performance against financial goals ranged from 162% to 184% of our named executive officers' target bonuses linked to their 2017 financial performance goals. In addition, cash incentive payments calculated for performance against 2017 individual performance goals were in amounts ranging from 90% to 104% of our named executive officers' target bonuses linked to their individual performance goals. Reflecting this performance, total cash incentive payouts to our named executive officers for 2017 ranged from 141% to 159% of incentive award targets.

Long-Term Incentive Awards. In 2017, the Compensation Committee approved long-term incentive awards to our named executive officers and senior management team, including awards of stock options and restricted stock units, in each case subject to time-based vesting. The value of such awards to our Chief Executive Officer approximated 3.6 times his base salary and almost 62% of his total direct compensation, which includes base salary, target bonus and long-term equity incentives, thus linking a significant portion of his total compensation to shareholder value. Our Group presidents, Dr. Munch and Mr. Srega, and our Chief Financial Officer also were awarded significant equity stakes, approximating 1.6 times their base salaries, and had long-term incentives represent approximately 50% of their total direct compensation at target levels. We believe the combination of a high proportion of total compensation tied to share price performance and a four-year vesting period for equity awards further aligns the interests of our executives with the long-term interests of our stockholders.

2017 Say on Pay Vote

At the Company's 2017 Annual Meeting of Stockholders, our stockholders voted on a proposal on the frequency of future stockholder advisory votes regarding the compensation of the Company's named executive officers. A frequency of once every year received the highest number of votes cast, as well as a majority of the votes cast on the proposal. Our Board of Directors considered these results and determined that we will hold an annual advisory say on pay vote. In May 2017, our stockholders also cast the most recent advisory vote on the Company's executive compensation decisions and policies as disclosed in the proxy statement for the 2017 Annual Meeting of Stockholders. Over 97% percent of the shares voted on the matter at the 2017 Annual Meeting of Stockholders approved the compensation decisions and policies described in the 2017 proxy statement. The Compensation Committee considered this result in 2017 and determined that it was not necessary to make any material changes to the Company's compensation policies and practices in response to the most recent advisory vote. However, the Compensation Committee regularly reviews the compensation programs of our executive officers to ensure that they achieve our objectives.

At the 2018 Annual Meeting, our stockholders are being asked to cast an advisory vote regarding executive officer compensation. Our stockholders will next be asked to cast a vote on the frequency of future stockholder advisory votes regarding executive compensation at the Company's 2023 Annual Meeting of Stockholders.

Executive Compensation Philosophy and Process

Key Considerations in Setting Compensation

Our key objectives in structuring and determining executive compensation are to:

- attract and retain qualified executive officers by offering competitive and comprehensive compensation packages;
- motivate existing officers to perform by providing meaningful incentive-based compensation;
- align compensation with Bruker Corporation's annual and long-term strategic performance goals; and
- balance both the short-term goals of the Company with a focus on creating long-term value for our stockholders, without encouraging excessive or unnecessary risk-taking.

To achieve these objectives, we have embraced a compensation philosophy that seeks to align compensation with our strategic objectives and reward our executive officers for meeting or exceeding certain pre-determined performance goals. Executive compensation at Bruker is based in large part on a pay-for-performance philosophy, through annual incentive bonus awards which emphasize both company and individual performance measures that correlate closely with the achievement of our short and long term strategic performance objectives. To motivate our executive officers, we focus on cash compensation in the form of salary and annual performance incentives, a portion of which is tied to the individual's performance, and we augment this cash compensation with equity grants. In structuring executive compensation, the Compensation Committee focuses on our goal of long-term enhancement of shareholder value through grants of equity incentive awards with extended multi-year vesting schedules.

Role of the Compensation Committee

Our executive compensation program is administered by the Compensation Committee of the board of directors. The Compensation Committee oversees the Company's equity incentive plan, including determining overall option and restricted stock award guidelines and aggregate share usage and dilution levels, determines the Chief Executive Officer's salary, target and actual bonus, and equity-based compensation, oversees the executive compensation program for our other executive officers, including reviewing and approving the overall values and forms of compensation for the named executive officers listed in the Summary Compensation Table included in this proxy statement as well as for other officers, reviews general policy matters relating to compensation and employee benefits and makes recommendations concerning these matters to the board of directors.

The Compensation Committee conducts the annual performance evaluation of our Chief Executive Officer. Generally, the process begins with the Chief Executive Officer completing a self-evaluation, which is submitted to the Compensation Committee for review and discussion. As part of this review, the Chair of the Compensation Committee may solicit views from other members of our board of directors, after which the Chair of the Compensation Committee provides feedback to the Chief Executive Officer. The Compensation Committee uses this evaluation along with market data comprised of peer group and salary survey information in setting the Chief Executive Officer's compensation.

For executive officers other than our Chief Executive Officer, the Compensation Committee relies primarily on input and recommendations from our Chief Executive Officer in the case of our Chief Financial Officer and Group presidents. Our Chief Executive Officer, Chief Financial Officer and Corporate Senior Director of Human Resources also may contribute input to the Compensation Committee in connection with its evaluation of executive officers' performance objectives and performance of the executive officers against those objectives to assist it in making appropriate decisions regarding salary and incentive awards. The Corporate Senior Director of Human Resources may also provide market analyses and other relevant market intelligence to the Compensation Committee as part of its evaluation and deliberations.

Prior to the end of the first quarter of each fiscal year, the Compensation Committee reviews and approves changes to our executive officers' total target cash compensation, including base salary and target incentive compensation. Also during this time, the Compensation Committee reviews recommendations from management on the most recently completed fiscal year short-term incentive compensation programs relative to anticipated corporate and individual performance. Additionally, during the third and fourth quarters of each fiscal year, the Compensation Committee reviews and makes recommendations to the full board of directors regarding any changes to board compensation. The Compensation Committee generally reviews recommendations for long-term equity incentive awards during the second and third quarters of the fiscal year.

The Compensation Committee assesses competitive market compensation for our executive officers using a variety of external sources, including cash and long-term incentive compensation data derived from independent sources, including market surveys and proxy information, for a reference group of publicly-traded companies in the same or similar industries. Although individual pay is driven largely by individual and corporate performance considerations, the Compensation Committee has historically used reference group data as a "market check" to help ensure that individual cash compensation levels remain reasonable and competitive. The Company has retained independent consulting firm Radford Consulting, or Radford, since September 2013 to provide support in evaluating the Company's executive compensation levels and practices, particularly with respect to total direct compensation, internal pay equity, pay for performance alignment, and long-term incentive award levels, and types of equity vehicles and processes, including the impact of overall stockholder dilution resulting from equity awards.

The Compensation Committee retains the discretion to approve awards in excess of those calculated to have been earned under the pre-established cash incentive plans of our executive officers in recognition of exceptional individual performance or contributions to Company performance. Additionally, the Compensation Committee may exercise its discretion not to approve cash incentive plan awards calculated to have been earned under a pre-established cash incentive plan of an executive officer in the event the Compensation Committee determines that such executive officer has violated Company policies or has failed to meet minimum performance expectations of an executive officer in that executive's position. The Compensation Committee may also recoup incentive compensation payments if it determines that a recipient has engaged in activities detrimental to the Company's business, as well as excess payments made resulting from a financial restatement which results from material non-compliance with accepted financial requirements or reporting standards.

Role of Management

The Chief Executive Officer, with the assistance of the Chief Financial Officer, is responsible for making recommendations to the Compensation Committee for our Company-wide financial performance goals and their respective weightings. He is also responsible for making recommendations to the Compensation Committee for the individual incentive goals and weightings for the Company's other executive officers. The Chief Executive Officer is also responsible for developing and providing a proposal to the Compensation Committee for his own cash incentive plan, including the goals, weightings and target levels. The Compensation Committee reviews the recommendations of the Chief Executive Officer and Chief Financial Officer and determines the final incentive plan structure and goals for each of the executive officers, including threshold and target performance levels. After the close of the fiscal year, the Chief Executive Officer, assisted by the Chief Financial Officer and the Senior Director of Human Resources, provides the Compensation Committee with his assessment of the performance of the other executive officers against their respective bonus goals and proposed cash incentive payout. When determining the cash incentive plan payout for our executive officers, the Compensation Committee, while considering the recommendations of the Chief Executive Officer, makes the final determination based on its assessment of each executive officer's performance relative to his or her performance-based goals.

The Chief Executive Officer and the Senior Director of Human Resources participate in Compensation Committee meetings, at the request of the Compensation Committee, to provide background information and explanations supporting compensation recommendations, including the results of annual performance evaluations for our Chief Executive Officer, Chief Financial Officer and our other named executive officers. The Chief Financial Officer also participates in Compensation Committee meetings to provide perspective and supplemental information related to the Company's financial goals and other financial plan topics.

Role of Compensation Consultants

In light of the growth and evolution in recent years in the size and complexity of the Company and its global operations, changes in the competitive landscape as a result of industry consolidation and changes in the Company's own organizational and management structure, the Compensation Committee and management have worked with Radford to, among other things, review market surveys, observations and recommendations regarding our executive compensation program relative to other similarly situated public companies and receive external perspectives on evolving trends related to executive compensation program design, best practices and changes in the regulatory landscape.

Since September 2013, Company management has engaged Radford to provide support to management and the Compensation Committee, including the selection of a peer group of companies and development of peer group survey data, as well as analysis and advice on the Company's executive compensation structure, program design and market practices. Services provided during fiscal 2017 by

Radford under its engagement with the Company included working with the Company to assess the current peer group for reasonableness and various compensation analyses and assessments. The analyses and recommendations provided by Radford were among the inputs considered in the evaluation of the Company's compensation process, program design and executive compensation determinations for 2017. The selected peer group is generally used for compensation assessments and analyzing the Company's executive compensation pay levels and practices, including the Company's share allocation and utilization for employee equity awards as compared with peer companies.

Aon and Aon Hewitt, affiliates of Radford, provided insurance consulting services to the Company in 2017 for which services they received aggregate fees of $52,500. For its services as an executive compensation consultant to the Company, Radford received aggregate fees of approximately $84,000 in 2017, as well as approximately $43,000 for non-executive compensation consulting and surveys. The Committee has evaluated Radford's independence by considering each of the independence factors adopted by NASDAQ and the SEC. Based on such evaluation, the Committee determined that no conflicts of interest existed during fiscal 2017 or exist currently. The Compensation Committee has the authority to retain, compensate and terminate any consultants or advisers it deems necessary to assist it in the fulfillment of its responsibilities.

Peer Group Review and Market Data

In establishing and evaluating fiscal 2017 compensation for our executive officers, the Compensation Committee utilized survey market data and peer group analysis provided by Radford. The Compensation Committee believes that it is important to consider compensation practices of companies that are comparable to us in terms of revenue, market capitalization, employees, global reach, scale and complexity, along with industry. Radford generally targeted companies in the range of 1/2 to three times the size of the Company across various categories, considering the global complexity and reach of the Company. The market data provided by Radford was based on published survey sources, including Radford's Global Technology Survey and Aon Hewitt's Total Compensation Management Database, as well as recent proxy statements of the Company's peer group companies. The Compensation Committee references ranges of the market data provided, including the 10th, 25th, 50th, and 75th percentiles, considering all of these sources in determining the appropriate level of compensation for our executive officers.

For fiscal 2017 compensation evaluations, the peer group identified by Radford and referenced by the Compensation Committee comprised 16 other companies in the scientific tools, instruments, and services industries. The Compensation Committee believes that a peer group consisting of broad competitors of various sizes provides useful insight for its consideration of compensation levels, including information about the range and median of competitive salaries, cash bonuses and long-term incentives. In addition to industry, complexity and size characteristics, the Compensation Committee also considers the extent to which our selected peer group companies consider us a peer, how other third-party organizations categorize the Company, such as the Standard and Poor's GICS methodology, and other companies which shareholder advisory firms, such as ISS, consider comparable to us. The Committee also strives for consistency in the peer group from year to year, to maintain consistency of results. The same peer group has generally been used since 2013, with modifications primarily due to industry consolidation. In 2017, at the time Radford compiled data for the peer group companies, the companies in our selected peer group ranged in size on a revenue basis from approximately $1.97 to $3.0 billion, at the 25th and 75th percentiles, respectively, with a median of $2.3 billion, compared to our trailing twelve month revenue of $1.6 billion, and a range of 5,560 to 12,675 employees at the 25th and 75th percentiles, respectively, with median number of employees of 7,900 compared to our

6,200. The peer group considered by the Compensation Committee for its evaluation of 2017 executive compensation levels and practices included:

Agilent Technologies	Illumina Inc.
AMETEK, Inc.	KLA-Tencor Corporation
Bio-Rad Laboratories, Inc.	Mettler-Toledo International Inc.
C.R. Bard, Inc.	OSI Systems, Inc.
Charles River Laboratories International, Inc.	PAREXEL
FLIR Systems, Inc.	PerkinElmer, Inc.
Haemonetics Corporation	Varian Medical Systems, Inc.
Hologic, Inc.	Waters Corporation

In general, in light of our relative market position, the Compensation Committee considered the range and median compensation levels of the companies in the peer group to be appropriate and reasonable competitive comparisons for our executive officers when evaluating and approving 2017 compensation packages.

Executive Compensation Components and 2017 Compensation Determinations

Consistent with our compensation objectives and philosophy, when setting compensation for our named executive officers the Compensation Committee focuses on providing a competitive and complementary mix of pay components, including base salary, annual incentive compensation and long-term equity incentive awards, designed to work together to reward performance and create incentives that encourage behavior consistent with the overall short- and long-term interests of the Company.

In determining compensation packages for our named executive officers, the Compensation Committee seeks to strike an appropriate balance between fixed and variable compensation and between short-and long-term compensation. We believe that making a significant portion of our named executive officers' compensation variable and long-term supports our pay-for-performance executive compensation philosophy, while also mitigating potential excessive risk-taking behavior.

Components of Executive Compensation

Total direct compensation consists of cash compensation in the form of annual base salary and annual incentive bonus awards, as well as long-term incentive compensation in the form of stock option and restricted stock grants.

Annual Base Salary. Base salaries are determined based on a variety of factors, including each officer's level of responsibility, scope of the role, experience and potential, performance and a comparison of salaries paid to peers within the Company and to those with similar roles at other similarly situated companies, including those found in the market surveys and peer group data reviewed by the Compensation Committee. Base salaries are set at levels that the Compensation Committee believes are reasonably competitive to allow us to attract and retain qualified executives. Base salaries are reviewed annually and may be adjusted after considering the various factors described above.

Annual Cash Incentive Awards. Annual incentive awards in the form of performance-based cash incentive bonuses for the Chief Executive Officer and our other executive officers are based upon management's success in meeting our financial and strategic goals. Specific criteria for these awards are based on a combination of financial and individual measures established each year by the Compensation Committee after consultation with management. The specific goals vary for each executive officer based on responsibilities and role within our Company and may include financial or strategic measures, including, among others, revenue growth, gross profit and operating profit margin improvement, working capital ratio improvements, achieving return on invested capital goals, meeting earnings per share targets, identifying and developing new product and market opportunities and furthering or achieving other strategic initiatives. The individual goals are intended to reward performance which results in our Company meeting or exceeding its financial or operational goals.

The Compensation Committee also considers the mix of performance goals to balance the incentives created to mitigate risks that may be associated with a particular performance goal. In 2017, for example, and as in recent prior years, the cash incentive compensation plans, or ICPs, established for our corporate level officers, including our Chief Executive Officer and Chief Financial Officer, consisted of a revenue target goal along with targets for non-GAAP operating profit improvement, improvement in working capital and non-GAAP earnings per share, such that the combination of goals emphasized profitable revenue growth and cash flow improvements based on the business plan approved by our board of directors. For our Group presidents, the financial metrics included Group level revenue growth, increases in Group level non-GAAP gross and operating profit and improvements in Group level working capital, as well as linkage to the overall Bruker non-GAAP earnings per share result, to ensure alignment and teamwork across the leadership team. Through a mix of financial metrics and individual goals, cash incentive awards reflect both the individual's contributions compared to his or her specific performance goals for the ye