

Energy Recovery, Inc.
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April 30, 2015

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

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive additional materials
 - Soliciting material under Rule 14a-12

Energy Recovery, Inc.

(Name of Registrant as Specified in Its Charter)

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Energy Recovery, Inc.

Notice of 2015 Annual Meeting of Stockholders

To Be Held On June 19, 2015

Dear Stockholders,

NOTICE IS HEREBY GIVEN that the 2015 Annual Meeting of Stockholders of Energy Recovery, Inc., a Delaware corporation (the “Company” or “Energy Recovery”) will be held on Friday, June 19, 2015, at 10:00 a.m. Pacific Daylight Time. The 2015 Annual Meeting will take place at the Company’s headquarters, located at 1717 Doolittle Drive, San Leandro, CA 94577.

The purpose of the meeting is:

1. the election of Mr. Ole Peter Lorentzen, Mr. Joel Gay, and Mr. Olav Fjell as a Class I directors to serve until our 2018 Annual Meeting (or until their successors are elected and qualified);
2. the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the year ending December 31, 2015;
3. advisory approval of the Company’s executive compensation; and
4. other business that may properly come before the meeting and any adjournment or postponement.

These items of business are more fully described in the attached Proxy Statement, which is part of this Notice.

Only stockholders who owned stock at the close of business on April 20, 2015 may attend and vote at the meeting or any postponement or adjournment of the meeting.

Whether or not you expect to attend the 2015 Annual Meeting of stockholders in person, you are urged to vote as promptly as possible to ensure your representation and the presence of a quorum at the 2015 Annual Meeting.

At the meeting, we will also report on our 2014 business results and other matters of potential interest to our stockholders.

By Order of the Board of Directors,

/s/ Hans Peter Michelet

Hans Peter Michelet

Chairman of the Board of Directors

San Leandro, California

April 30, 2015

Stockholders of record can vote their shares by using the internet or the telephone. Instructions for using these convenient services are set forth on the enclosed proxy card. Stockholders may also vote their shares by marking, signing, dating, and returning the proxy card in the enclosed postage-prepaid envelope.

If you send in your proxy card and then decide to attend the annual meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures described in the Proxy Statement.

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ENERGY RECOVERY, INC.

PROXY STATEMENT

FOR THE 2015 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 19, 2015

This Proxy Statement (“Proxy Statement”) applies to the solicitation of proxies by the Board of Directors of Energy Recovery, Inc. for use at the 2015 Annual Meeting of Stockholders to be held on Friday, June 19, 2015 at 10:00 a.m. Pacific Daylight Time. The 2015 Annual Meeting will take place at the Company’s headquarters, located at 1717 Doolittle Drive, San Leandro, CA 94577. The telephone number at that location is (510) 746-7370. This Proxy Statement, the accompanying proxy, and our Form 10-K for the fiscal year ended December 31, 2014 (the “2014 Annual Report”) are being sent by mail to stockholders on or about May 11, 2015.

INFORMATION ABOUT THE MEETING

1. What is the purpose of the meeting?

All holders of shares of common stock of record at the close of business on April 20, 2015, (the “Record Date”) are entitled to notice of and to vote at the 2015 Annual Meeting and all adjournments or postponements thereof. At the meeting, our stockholders will vote on:

1. the election of Mr. Ole Peter Lorentzen, Mr. Joel Gay, and Mr. Olav Fjell as a Class I directors to serve until our 2018 Annual Meeting (or until their successors are elected and qualified);
2. the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the year ending December 31, 2015;

3. advisory approval of the Company's executive compensation; and

4. other business that may properly come before the meeting and any adjournment or postponement.

2. How do I vote?

If you are a record holder of our common shares as of the Record Date, you can vote either in person at the 2015 Annual Meeting or by proxy whether or not you attend the 2015 Annual Meeting. If you plan to vote in person, you must bring the enclosed proxy card and proof of identification to the meeting.

To vote by proxy, you can direct your vote as follows:

By Mail: Fill out the enclosed proxy card, date and sign it, and return it in the enclosed postage-paid envelope,

By Telephone: Follow the instructions on the proxy card to vote by telephone, or

By Internet: Follow the instructions on the proxy card to vote by internet.

To ensure that your vote is counted, please submit your vote by June 18, 2015.

If your shares are held for you in an account with a broker or other nominee, you will receive voting instructions from your nominee rather than a proxy card. To vote, please follow the voting instructions sent by your broker or other nominee. If you return your voting instructions timely, your broker or other nominee will then include your vote in the appropriate proxy card held by the record holder. If your shares are held in the name of a broker or other nominee, you cannot vote in person at the 2015 Annual Meeting unless you first obtain a legal proxy from your nominee and present it at the 2015 Annual Meeting.

3. How many votes do I have?

On each matter to be voted upon, you have one (1) vote for each share of common stock you own as of the Record Date.

4. Can I change my vote after submitting my proxy?

If you are the record holder of your shares, you can withdraw or revoke your proxy at any time before the final vote at our 2015 Annual Meeting by:

delivering to the Company (to the attention of Juan Otero, Corporate Counsel and Secretary) a written notice of revocation or a duly executed proxy bearing a later date;

submitting a new proxy via the Internet or telephone in accordance with the instructions on your original form of proxy; or

attending the 2015 Annual Meeting and voting in person, in which case you must specifically revoke any previously returned proxy before you vote in person. Attending the 2015 Annual Meeting in person will not by itself revoke any prior proxy.

5. What if I return a proxy card but do not make specific choices?

If you return a signed and dated proxy card without marking any voting selections, your shares will be voted "FOR" our director nominees and "FOR" the other proposals made in this Proxy Statement. If any other matter is properly presented at the meeting, the Company representative authorized to vote on your behalf as your proxy will vote your shares using his or her best judgment.

6. Who pays for the expenses related to the preparation and mailing of the Proxy Statement?

The Company will bear the costs of soliciting proxies, including the costs for the preparation, assembly, printing, and mailing of the Proxy Statement and related proxy materials. In addition, the Company will reimburse brokerage firms and other nominees representing beneficial owners of shares for their expenses in forwarding solicitation materials to beneficial owners of those shares. We have retained Alliance Advisors as our proxy solicitors, and proxies may be solicited by a representative of that firm. Proxies may also be solicited by certain of the Company's directors, officers, and regular employees, without additional compensation, either personally, by telephone, facsimile, or mail.

7. Who can vote at the 2015 Annual Meeting?

Only stockholders of record at the close of business on April 20, 2015, the Record Date, will be entitled to notice of, and to vote at, our 2015 Annual Meeting. On the Record Date, the Company had 52,015,357 shares of common stock outstanding.

8. Will there be any other items of business on the agenda?

We do not know of any business to be considered at the meeting other than the proposals described in this Proxy Statement; however, the proxy holders (who are management representatives named on the proxy card) may vote using their discretion with respect to any other matters properly presented for a vote at the meeting.

9. How many votes are required for the approval of each item?

Proposal No. 1 (election of directors): The candidates who receive the greatest number of votes cast at the 2015 Annual Meeting will be elected, provided that a quorum is present. **The Board recommends a vote “FOR” all nominees.**

Proposal No. 2 (ratification of BDO USA, LLP as our independent registered public accounting firm) and Proposal No. 3 (advisory approval of the Company’s executive compensation): An affirmative vote of a majority of the shares of the Company’s common stock present and entitled to vote is required to approve Proposals No. 2 and No. 3, provided that a quorum is present. **The Board recommends a vote “FOR” each of the Proposals No. 2 and No. 3.**

10. What is the quorum requirement?

A “quorum” of stockholders must be present for us to hold a valid meeting of stockholders. Stockholders representing a majority (more than 50%) of the voting power of our outstanding common stock as of the Record Date, present in person or represented by proxy, constitute a quorum for the transaction of business at the 2015 Annual Meeting.

Your shares will be counted towards the quorum only if you submit a valid proxy or if you vote in person at the meeting. Stockholders who submit signed and dated proxies without specifying their votes and broker “non-votes” described below will be counted towards the quorum requirement. If there is no quorum, the chairperson of the meeting or a majority of the votes present at the meeting may adjourn the meeting to another date.

11. What is a record holder?

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, you are considered a “record holder” of those shares. In this case, you will receive a form of proxy card for record holders along with the other proxy materials.

12. What is a beneficial owner?

If your shares are held in a stock brokerage account, by a bank, or by other nominee, those shares are registered with American Stock Transfer & Trust Company in the “street name” of the brokerage account, bank, or other nominee, and you are considered the “beneficial owner” of those shares. If you are a beneficial owner, your broker or other nominee will send you a form of voting instructions (rather than a proxy card) along with the other proxy materials.

As a beneficial owner, you have the right to direct your broker, bank, or other nominee on how to vote your shares by using the voting instruction form included in the mailing or by following the instructions on the voting instruction card for voting via the Internet or telephone.

If there are multiple beneficial owners in the same household, your broker or other nominee may send only one copy of the proxy materials to your household. If you would like a separate copy of either document, please contact Juan Otero, Corporate Counsel and Secretary, at (510) 746-2561 or by mail at 1717 Doolittle Drive, San Leandro, California 94577.

If you are receiving multiple copies of these materials and would like to receive a single copy in the future, please contact your broker, bank, or other nominee, or you may contact the Company's investor relations department to request a single copy only in the future.

13. How are votes counted?

All shares of common stock represented by valid proxies will be voted in accordance with their instructions. In the absence of instructions, proxies will be voted "FOR" Proposals 1, 2, and 3.

Brokers, banks, and other nominees may submit a proxy card for shares of common stock that they hold for a beneficial owner, but decline to vote on certain items because they have not received instructions from the beneficial owner. These are called "Broker Non-Votes" and are not included in the tabulation of the voting results for the election of directors or for purposes of determining the number of votes cast with respect to a particular proposal. Consequently, Broker Non-Votes do not have an effect on the vote.

Brokers have the discretion to vote such shares for which they have not received voting instructions from the beneficial owners on routine matters, but not on non-routine matters. The only routine matter up for vote this year is the ratification of the independent registered public accounting firm (Proposal No. 2).

A broker is prohibited from voting on a non-routine matter unless the broker receives specific voting instructions from the beneficial owner of the shares. The election of directors (Proposal No. 1) and the advisory vote on executive compensation for 2014 (Proposal No. 3) are non-routine matters, and your broker cannot vote your shares on these proposals unless you have timely returned applicable voting instructions to your broker.

Abstentions have no effect on the outcome of voting for Proposal No. 1, election of directors. Abstentions are treated as shares present or represented and voting regarding Proposals No. 2 and No. 3, so abstentions have the same effect as negative votes on those proposals.

14. Who counts or tabulates the votes?

The votes of stockholders attending the 2015 Annual Meeting and voting in person will be counted or tabulated by an independent inspector of election. For our meeting, a representative of Broadridge Investor Communications Solutions, Inc. will tabulate votes cast by proxy and in person.

15. How do I access the proxy materials and annual report via the Internet?

Important Notice Regarding the Availability of Proxy Materials for the 2015 Annual Meeting of Stockholders to be Held on June 19, 2015:

This Proxy Statement, the 2014 Annual Report, and related proxy materials are available electronically at <http://ir.energyrecovery.com>

We are mailing physical copies of our notice, Proxy Statement, proxy, and 2014 Annual Report to our stockholders; however, you may also access these materials at the website noted above.

If you have previously chosen to receive the Proxy Statement and the 2014 Annual Report over the Internet, you will be receiving an e-mail on or about May 11, 2015 with information on how to access stockholder information and instructions for voting over the Internet. Stockholders of record may vote via the Internet until 11:59 p.m. Eastern Daylight Time on June 18, 2015.

If a stockholder's shares are registered in the name of a brokerage firm and the stockholder has not elected to receive the Proxy Statement and Annual Report over the Internet, the stockholder may still be eligible to vote shares electronically over the Internet. Many brokerage firms participate in programs that provide eligible stockholders who receive a paper copy of the Proxy Statement and Annual Report the opportunity to vote via the Internet. If a stockholder's brokerage firm participates in such a program, a form from the broker will provide voting instructions.

Stockholders can elect to view future Proxy Statements and Annual Reports over the Internet instead of receiving paper copies. Stockholders of record wishing to receive future stockholder materials electronically can elect this option by following the instructions provided when voting over the Internet at www.proxyvote.com.

Upon electing to view future Proxy Statements and Annual Reports over the Internet, stockholders will receive an e-mail notification next year with instructions containing the Internet address of those materials. The choice to view future Proxy Statements and Annual Reports over the Internet will remain in effect until the stockholder contacts their broker or the Company to rescind the instructions. Internet access does not have to be elected each year.

Stockholders who elected to receive this Proxy Statement electronically over the Internet and who would now like to receive a paper copy of this Proxy Statement so that they may submit a paper proxy in lieu of an electronic proxy should contact either their broker or the Company.

PROPOSALS to be voted on at the meeting

Proposal NO. 1

ELECTION OF DIRECTORS

As set by the Board of Directors under the Bylaws of the Company, the authorized number of directors of the Company will be ten as of the date of the 2015 Annual Meeting.

The Nominating and Corporate Governance Committee of the Board of Directors has recommended, and the Board of Directors has nominated, the nominees listed below for election as Class I directors at the 2015 Annual Meeting. If elected, each newly elected director will serve until the 2018 Annual Meeting of Stockholders, until each director's successor is duly elected and qualified, or until the director's earlier removal or resignation.

Two of the nominees are currently directors of the Company. Each of the nominees named below has consented, if elected as a director of the Company, to serve until his term expires. Mr. Lorentzen was appointed as a Class I director on February 6, 2015 and Mr. Joel Gay was appointed as a Class I director on April 24, 2015, concurrent with his appointment as President and Chief Executive Officer. Mr. Fjell was nominated to be a director on April 30, 2015.

Mr. Paul Cook, Mr. Fred Olav Johannessen, and Dr. Marie Elisabeth Pate-Cornell, incumbent Class I directors whose terms expire at the 2015 Annual Meeting, will not stand for re-election when their terms expire at the 2015 Annual Meeting.

In the event that any nominee of the Company is unable or declines to serve as a director at the time of the 2015 Annual Meeting, the proxies will be voted for any nominee who shall be designated by the present Board of Directors to fill the vacancy. In the event that additional persons are nominated for election as directors, the proxy holders intend to vote all proxies received by them in such a manner as will assure the election of as many of the nominees listed below as possible. In such event, the specific nominees to be voted for will be determined by the proxy holders. The Board has no reason to believe that any of the persons named below will be unable or unwilling to serve as a director, if elected. Each of the three nominees for director who receives the greatest number of votes will be elected.

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Set forth below are the names, ages, and certain biographical information relating to the Class I director nominees as of April 30, 2015.

Name of Nominee	Age	Position with Company	Director Since
Mr. Ole Peter Lorentzen	62	Director	2015
Mr. Joel Gay	37	President, Chief Executive Officer, and Director	2015
Mr. Olav Fjell	63	-	-