

GLOBUS MEDICAL INC  
Form DEF 14A  
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  
(Amendment No. )

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

Check the appropriate box:

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

GLOBUS MEDICAL, INC.  
(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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

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

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- o Fee paid previously with preliminary materials.

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  - (4) Date Filed:
-

Globus Medical, Inc.  
Valley Forge Business Center  
2560 General Armistead Avenue  
Audubon, PA 19403

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JUNE 17, 2015

To the stockholders of Globus Medical, Inc.:

Notice is hereby given that the 2015 Annual Meeting of Stockholders of Globus Medical, Inc., a Delaware corporation (the "Company"), will be held on Wednesday, June 17, 2015 at 6:00 p.m., local time, at our corporate headquarters located at Valley Forge Business Center, 2560 General Armistead Avenue, Audubon, Pennsylvania 19403.

The purposes of the Annual Meeting, as more fully described in the accompanying proxy statement, are:

1. To elect two directors to serve until the 2018 annual meeting of stockholders or until their successors are duly elected and qualified;
2. To conduct a non-binding advisory vote to approve the compensation of the Company's named executive officers;  
and
3. To transact such other business as may properly be brought before the meeting or any adjournment or postponement thereof.

Only stockholders of record at the close of business on April 20, 2015 may vote at the Annual Meeting or any adjournment or postponement thereof.

The Notice of Internet Availability of Proxy Materials is being mailed, and the attached Proxy Statement is being made available, to our stockholders beginning on or about April 30, 2015.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please vote your shares promptly. To vote your shares, you can (1) use the Internet as described in the Notice of Internet Availability of Proxy Materials in the attached Proxy Statement and on your proxy card; (2) call the toll-free telephone number as described in the attached Proxy Statement and on your proxy card; or (3) complete, sign and date your proxy card and return your proxy card by mail.

By Order of the Board of Directors,

Anthony L. Williams  
Senior Vice President of Business Development,  
General Counsel & Secretary  
Audubon, Pennsylvania  
April 30, 2015

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GLOBUS MEDICAL, INC.

Valley Forge Business Center  
2560 General Armistead Avenue  
Audubon, PA 19403

PROXY STATEMENT FOR THE  
2015 ANNUAL MEETING OF STOCKHOLDERS  
GENERAL INFORMATION

We are providing these proxy materials in connection with the solicitation by the Board of Directors of Globus Medical, Inc., a Delaware corporation (the “Company,” “Globus,” “our,” “we,” or “us”), of proxies to be voted at our 2015 Annual Meeting of Stockholders (the “Annual Meeting”) and at any adjournments or postponements thereof. The Annual Meeting will begin at 6:00 p.m., Eastern Time, on Wednesday, June 17, 2015 at our corporate headquarters located at 2560 General Armistead Avenue, Audubon, Pennsylvania 19403. The “proxy materials” include this Proxy Statement, our Annual Report for the year ended December 31, 2014 (including our annual report on Form 10-K) and, if you are receiving printed copies of the proxy materials by mail, the proxy card. We are making these proxy materials available to our stockholders electronically via the Internet beginning on April 30, 2015. Accordingly, we are mailing to our stockholders of record and beneficial owners a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy materials via the Internet and how to vote online. As a result, you will not receive a paper copy of the proxy materials unless you request one. All stockholders are able to access the proxy materials on a website referred to in the Notice of Internet Availability of Proxy Materials and in this Proxy Statement, and to request to receive a set of the proxy materials by mail or electronically, in either case free of charge. If you would like to receive a paper or electronic copy of the proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

Annual Meeting Admission

Attendance at the Annual Meeting is limited to stockholders of record as of April 20, 2015, the record date for the Annual Meeting.

If your shares are held beneficially in the name of a bank, broker or other holder of record and you plan to attend the Annual Meeting, you may present proof of your ownership of Globus stock, such as a bank or brokerage account statement, as of the record date to be admitted to the Annual Meeting.

Stockholders also must present a form of personal identification in order to be admitted to the Annual Meeting.

No cameras, recording equipment or electronic devices will be permitted in the Annual Meeting.

Stockholders Entitled to Vote

Only holders of record of our Class A common stock and Class B common stock as of the close of business on April 20, 2015, the record date for the Annual Meeting, are entitled to notice of, and to vote at, the Annual Meeting or at any adjournment or postponement thereof. As of the record date for the Annual Meeting, 71,031,052 shares of our Class A common stock and 23,877,556 shares of our Class B common stock were outstanding.

Notice of Internet Availability of Proxy Materials

As permitted by the Securities and Exchange Commission (the “SEC”), we are making this Proxy Statement and our 2014 Annual Report available to our stockholders electronically via the Internet. In accordance with this e-proxy process, we are sending our stockholders of record and beneficial owners a Notice of Internet Availability of Proxy Materials containing instructions on how to access the attached Proxy Statement and our 2014 Annual Report via the Internet and how to vote online. The Notice of Internet Availability of Proxy Materials also contains instructions on how you can receive a paper copy of the proxy materials. If you elect to receive a paper copy of our proxy materials, our 2014 Annual Report will be mailed to you along with the Proxy Statement and a proxy card.

How to Vote

Your vote is important. Stockholders can vote via the Internet, by telephone, by mail, or in person by attending the Annual Meeting and voting by ballot as described below.



#### Vote via Internet

If you choose to vote via Internet, simply visit [www.proxyvote.com](http://www.proxyvote.com) and follow the steps outlined on the secure website.

#### Vote by Mail

If you choose to receive printed copies of the proxy materials, you may vote by simply marking your proxy card, dating and signing it, and returning it in the postage-paid envelope provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY, 11717.

#### Vote by Telephone

If you choose to vote via telephone, call toll free 1-800-690-6903 using a touch-tone telephone and follow the instructions provided on the recorded message. If you hold shares beneficially, through a broker, brokerage firm, bank or other nominee, please refer to the instructions provided to you by such broker, brokerage firm, bank or other nominee regarding voting by telephone.

#### Voting at the Annual Meeting

Voting via the Internet, by telephone or by mail will not limit your right to vote at the Annual Meeting if you decide to attend and vote in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a legal proxy, executed in your favor, from the holder of record to be able to vote at the Annual Meeting. You should contact your bank or brokerage account representative to obtain a legal proxy.

If you vote via the Internet or by telephone, your vote must be received by 11:59 p.m., Eastern Time, on June 16, 2015.

All shares of common stock that have been properly voted or for which proxy cards have been properly executed and returned, and not revoked, will be voted at the Annual Meeting.

#### General Information on Voting and Required Vote

The presence of the holders of a majority of the voting power of the shares of common stock outstanding as of the record date and entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum.

You are entitled to cast one vote for each share of our Class A common stock you own on the record date and 10 votes for each share of our Class B common stock you own on the record date. Provided that a quorum is present, shareholders will vote on (1) two nominees for election as director, who will be elected by a plurality of the voting power of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote at the Annual Meeting, and (2) the approval, on an advisory basis, of the compensation of our named executive officers. The approval of our executive compensation on an advisory basis will require the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote at the Annual Meeting.

For each of the proposals, you may vote "FOR," "AGAINST" or "ABSTAIN." A vote of "ABSTAIN" with respect to any matter will not be voted with respect to that matter but these shares will be counted for purposes of determining whether there is a quorum present at the Annual Meeting. Accordingly, abstentions will have no effect on the election of the nominees for director, but will have the effect of a vote "AGAINST" the approval, on an advisory basis, of the compensation to be paid to our named executive officers.

All shares of common stock for which proxies have been properly executed and delivered, and not revoked, will be voted at the Annual Meeting in accordance with your instructions. If you sign, date and return your proxy card but do not give voting instructions, the shares of common stock represented by that proxy will be voted in accordance with the Board's recommendations as follows:

1. FOR each of the nominees for election as director.
2. FOR the approval, on an advisory basis, of the compensation of our named executive officers.

Shares represented by a proxy as to which there is a "broker non-vote" (that is, where a broker or other nominee does not have the discretionary authority to vote the shares), will not be counted for purposes of determining whether there is a quorum present at the Annual Meeting. Brokers have no authority to vote their customers' shares with respect to any proposal unless instructed how to vote. If we receive a proxy card with a broker non-vote, those shares will NOT be included as a vote with respect to the election of directors, and the proposal to approve, on an advisory basis, the



compensation of our named executive officers.

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#### Voting on Other Matters

If other matters are properly presented at the Annual Meeting for consideration, the persons named on the proxy card will have the discretion to vote on those matters for you. At the date we began printing this Proxy Statement, no other matters had been raised for consideration at the Annual Meeting.

#### How You May Revoke or Change Your Vote

You can revoke your proxy at any time before it is voted at the Annual Meeting by:

- sending written notice of revocation to the Secretary of the Company;
- timely delivering a valid, later-dated proxy; or
- attending the Annual Meeting and voting in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a legal proxy, executed in your favor from the holder of record, to be able to vote at the Annual Meeting.

#### List of Stockholders

The names of stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting and for ten days prior to the Annual Meeting for any purpose germane to the Annual Meeting, between the hours of 9:30 a.m. and 4:30 p.m., at our principal executive offices at Valley Forge Business Center, 2560 General Armistead Avenue, Audubon, Pennsylvania 19403, by contacting Anthony L. Williams, the Secretary of the Company.

#### Cost of Proxy Solicitation

We will bear all expenses of this solicitation, including the cost of preparing and mailing this Proxy Statement. Pursuant to SEC rules, we are making this Proxy Statement and our 2014 Annual Report available to our stockholders electronically via the Internet. In addition to soliciting proxies by Internet and mail, proxies may be solicited by telephone, facsimile or personally by our directors, officers and employees. None of these directors, officers or employees will receive any additional or special compensation for this solicitation. We will, on request, reimburse banks, brokerage firms and other nominees for their expenses in sending proxy materials to their customers who are beneficial owners of our common stock and obtaining their voting instructions.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on June 17, 2015:** This Proxy Statement, the proxy card and the Annual Report (including our annual report on Form 10-K) for the fiscal year ended December 31, 2014 are available at [www.proxyvote.com](http://www.proxyvote.com).

## PROPOSAL 1

## ELECTION OF DIRECTORS

Our Board of Directors currently consists of seven members divided into three classes, as nearly equal in number as possible, with each director serving a three-year term and one class being elected at each year's annual meeting of stockholders. At each annual meeting of stockholders, successors to the class of directors whose term expires at such meeting will be elected for a term of three years. Each director will serve until a successor is duly elected and qualified, or until the director's earlier death, resignation or removal. There is no limit to the number of terms a director may serve.

Two of our directors are nominated for election this year. Each director to be elected and qualified at the Annual Meeting will hold office until the 2018 annual meeting of stockholders and will serve until his or her successor is duly elected and qualified, or until the director's earlier death, resignation or removal. Each of the nominees listed below is currently a director. Each person nominated for election has agreed to serve if elected, and we have no reason to believe that any nominee will be unable to serve. If any nominee becomes unavailable or unable to serve as director before the Annual Meeting, the shares of common stock represented by executed proxies will be voted for the election of a substitute nominee proposed by our Board of Directors or, in the alternative, the Board of Directors may elect to reduce its size.

Our Board of Directors believes that each of our current directors, including those nominated for election this year, is highly qualified to serve as a member of our Board of Directors and each has contributed to the mix of skills, core competencies and qualifications of the Board of Directors. Our directors are highly experienced and have diverse backgrounds and skills, as well as extensive track records of success in what we believe are relevant positions. A number of our directors also have served as directors of Globus for many years, and we benefit from their knowledge of our history, operations and corporate philosophy.

## Board of Directors

The following table sets forth information concerning our directors as of April 1, 2015:

Name	Age	Position and Committee Memberships	Term Expires
David C. Paul	48	Chairman of the Board of Directors and Chief Executive Officer; Compensation Committee Chair and Nominating and Corporate Governance Committee Chair	2016
David M. Demski	57	Director, President and Chief Operating Officer; Member of the Nominating and Corporate Governance Committee	2017
David D. Davidar	49	Director and Senior Vice President, Operations	2015
Kurt C. Wheeler	62	Director; Member of the Compensation Committee; Lead Independent Director	2017
Robert W. Liptak	51	Director; Member of the Compensation Committee and Audit Committee	2015
Daniel T. Lemaitre	61	Director; Member of the Compensation Committee and Audit Committee	2016
Ann D. Rhoads	49	Director; Audit Committee Chair and Member of the Nominating and Corporate Governance Committee	2016

## Nominees for Director

The following is a brief biography of each nominee for director and a discussion of the relevant experiences, qualifications, attributes or skills of each nominee that, together with other relevant factors, led the Nominating and Corporate Governance Committee to recommend that person as a nominee for director as of the date of this Proxy Statement.

David D. Davidar has served as our Senior Vice President, Operations since January 2013, and as a director since 2003. Between 2003 and January 2013, Mr. Davidar served as our Vice President, Operations. Prior to joining Globus, Mr. Davidar served as the Executive Director of Highway Home, an assisted living facility, from 1995 to 2003. Mr.

Davidar also served in a management capacity for Pizza Hut, Inc. from 1993 to 1995. Mr. Davidar received a B.Com. in Commerce, Economics and Management from the University of Madras, a Post-Graduate diploma in Personnel Management at the Madras School of Social Work, and an M.B.A. from Bloomsburg University. Mr. Davidar's role as one of our founders and his operational leadership of our Company have contributed significantly to our success and provided him with a deep familiarity with our Company, its history and business and brings to our Board of Directors valuable operational insight and managerial skill that qualify him to serve as one of our directors.

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Robert W. Liptak has been Managing Director of Clarus Ventures, LLC, a life sciences venture capital firm, since its inception in 2005. He has served as one of our directors since July 2007 and is a member of our Compensation Committee and our Audit Committee. He has over 20 years of experience in investment management focusing primarily on the establishment and management of various investment management businesses, including as a General Partner in MPM Capital, L.P., a healthcare venture capital firm, from 2001 to 2008. From 1995 to 2001, Mr. Liptak was a Partner with the Geometry Group, a diversified asset management firm focused on establishing investment management firms. From 1992 to 1995, Mr. Liptak was Vice President of Finance for Global Asset Management (USA) Inc., an asset management firm, and he began his career in 1986 with Price Waterhouse where he was a Manager in its Capital Markets Group. Mr. Liptak also serves on the board of directors of SFJ Cayman Corp., a privately-held company. Mr. Liptak holds a B.A. in Accounting and Finance from LaSalle University and an M.B.A. from Columbia University, and is a certified public accountant. Mr. Liptak's broad experience as an investment management professional in the healthcare industry, his leadership roles and his financial and accounting skills and expertise, which qualify him to serve as an "audit committee financial expert" on our Audit Committee, as well as his deep understanding of our Company through service as a director qualify him to serve as one of our directors.

#### Vote Required

Provided that a quorum is present, the nominees for director who receive the most affirmative votes will be elected to fill the available seats on our Board of Directors.

The Board of Directors recommends a vote FOR the election of the above nominees.

#### Continuing Directors

The following is a brief biography of each current director who is not nominated for election at the Annual Meeting but will continue to serve on our Board of Directors following the Annual Meeting as of the date of this Proxy Statement.

David C. Paul has served as our Chief Executive Officer and as Chairman of our Board of Directors since our inception in 2003. He is a member of our Compensation Committee and our Nominating and Corporate Governance Committee. Prior to founding Globus, Mr. Paul was employed at Synthes from March 1996 to January 2003 in various positions. He served as Director of Product Development for Synthes in his last position, where he was responsible for product development and marketing functions. Prior to Synthes, Mr. Paul worked as a Research Engineer in biomaterials research at Temple University from 1994 to 1995. Mr. Paul is a named inventor on approximately 70 patents and approximately 90 pending patent applications. Mr. Paul received a B.S. in Mechanical Engineering from the University of Madras, and an M.S. in Computer Integrated Mechanical Engineering Systems from Temple University. Mr. Paul also currently serves as a member of the board of directors of Operating Room Safety LLC, a privately-held company. Mr. Paul brings to our Board of Directors valuable perspective and experience as our founder, CEO and largest stockholder, as well as leadership skills, industry experience and knowledge, discipline and dedication to our mission that qualify him to serve as one of our directors.

David M. Demski has served as our President and Chief Operating Officer since August 2008, as our acting Chief Financial Officer since November 2014, and as one of our directors since our inception in 2003. He is a member of our Nominating and Corporate Governance Committee. From 2003 to July 2008, Mr. Demski served as our Chief Financial Officer. Prior to joining Globus in 2003, Mr. Demski founded Cornerstone Capital LBO Fund, a boutique leveraged-buyout consultancy. Mr. Demski's experience also includes serving as Vice President for Gilo Ventures, a Silicon Valley-based venture capital fund, from 2000 to 2001, and serving as Chief Operating Officer of Rendall and Associates, a telecommunications-focused consulting firm, from 1994 to 2000. He also managed regional and international distribution for Domino's Pizza during the company's growth in the late 1980s. Previously, he was an audit supervisor for Peat, Marwick, Mitchell & Company. Mr. Demski received a B.S. in Business Administration from the University of Michigan and an M.B.A. from the Stanford Graduate School of Business. Mr. Demski's extensive leadership and experience at our Company and knowledge of our finances and operations, including as one of the founders of our Company, as well as his prior experience in the investing and auditing industries, bring to our Board of Directors critical strategic planning, financial, operations and leadership skills and qualify him to serve as one of our directors.

Kurt C. Wheeler has been a co-founder and Managing Director of Clarus Ventures, LLC, a life sciences venture capital firm, since its inception in 2005. He has served as one of our directors since July 2007 and is a member of our Compensation Committee. He has over 25 years of direct investment and industry experience within the healthcare sector, including being a General Partner at MPM Capital, L.P., a healthcare venture capital firm, since 2000. Mr. Wheeler co-founded and served as CEO of In Control (NASDAQ: INCL), a publicly-traded medical device company that was acquired by Guidant Corporation in 1998. Prior to founding InControl, he was a Principal with the Mayfield Fund, a private equity firm, where he focused on healthcare investing. Mr. Wheeler began his career with Eli Lilly & Co., a pharmaceutical company. Mr. Wheeler also sits on the boards of directors of SFJ Pharmaceuticals, Inc., Avillion LP and Flowonix, all privately-held companies. Previously, he was responsible for investments in the following medical device companies: Hemosense (AMEX: HEM); Intratherapeutics, Inc.; and SenoRx, Inc. (NASDAQ: SENO), and the following biopharmaceutical companies: Eyetech Pharmaceuticals, Inc. (NASDAQ: EYET); Neuromed Pharmaceuticals, Ltd. (NASDAQ: CRXX); Somaxon Pharmaceuticals, Inc. (NASDAQ: SOMX); and Zogenix, Inc. (NASDAQ: ZGNX). Mr. Wheeler holds a B.A. from Brigham Young University and an M.B.A.

from Northwestern University. Mr. Wheeler's background as a chief executive officer of a publicly-traded medical device company, his extensive experience at the board level in various healthcare companies and his experience as a venture capitalist focused on the medical device and biopharmaceutical industries, bring to our Board of Directors critical skills related to financial oversight of complex organizations, strategic planning, and corporate governance and qualify him to serve as one of our directors.

Daniel T. Lemaitre has served on our Board of Directors since April 2011, and is a member of our Compensation Committee and Audit Committee. Currently, Mr. Lemaitre is the Chief Executive Officer of White Pine Medical, a venture-backed medical device start-up company, and has served in that capacity since June 2009. Prior to White Pine Medical, Mr. Lemaitre served as the President and Chief Executive Officer of CoreValve, a privately-held company focused on percutaneous aortic valve replacement, from April 2008 until its acquisition by Medtronic, Inc., a publicly-traded medical device company, in April 2009. From 2005 until March 2008, Mr. Lemaitre was a Senior Vice President at Medtronic, where he led the company's strategic planning and corporate development. Prior to joining Medtronic, Mr. Lemaitre spent 28 years as an investment analyst in the medical device field. This included 18 years with SG Cowen, where he was a managing director and led the healthcare research team, and six years with Merrill Lynch. Mr. Lemaitre holds a B.A. in Economics from Bethany College and an M.B.A. from Bowling Green State University. Mr. Lemaitre also currently serves on the board of directors of Endologix, Inc. (NASDAQ: ELGX) as its lead independent director, on the board of directors of Mitralign, a privately-held medical device company, on the board of directors and as chairman of the audit committee of NDC, a privately-held company, and as the Chairman of Bioventus LLC, a privately-held medical device company. Mr. Lemaitre's extensive business, managerial, executive and leadership experience in the medical device industry, including having served as chief executive officer of a medical device company and as senior vice president of one of the world's leading medical technology companies, as well as his current experience as a director of a publicly-traded medical device company bring to our Board of Directors a meaningful understanding of our business and industry and valuable skills related to strategic planning for a public company. These skills and experience, as well as his financial and accounting skills and expertise, qualify him to serve as one of our directors and as an "audit committee financial expert" on our Audit Committee.

Ann D. Rhoads has served on our Board of Directors since July 2011, and is a member of our Audit Committee and our Nominating and Corporate Governance Committee. Currently, Ms. Rhoads is the Executive Vice President and Chief Financial Officer of Zogenix, Inc. (NASDAQ:ZGNX), a pharmaceutical company, and has served in that capacity since March 2010. From 2000 through the end of 2009, Ms. Rhoads served as the Chief Financial Officer of Premier, Inc., a healthcare supply management company. From 1998 to 2000, she was Vice President, Strategic Initiatives at Premier, Inc., and from 1993 to 1998, she was a Vice President of The Sprout Group, an institutional venture capital firm. Ms. Rhoads holds a B.S. in Finance from the University of Arkansas and an M.B.A. from the Harvard Business School. Ms. Rhoads also serves on the board of directors, as chairman of the audit committee and as a member of the compensation committee of Evoke Pharma, Inc. (NASDAQ: EVOK). Ms. Rhoads also previously served on the board of directors of Novellus Systems, Inc. (NASDAQ: NVLS) from 2003 until 2012. Ms. Rhoads' experience as the chief financial officer of a publicly-traded pharmaceutical company and as a member of the board of directors of a publicly-traded company brings to our Board of Directors and the committees of our Board of Directors valuable financial skills and expertise, which qualify her to serve as an "audit committee financial expert" on our Audit Committee, and significant executive management experience and leadership skills, as well as a strong understanding of corporate governance principles.

#### Information Concerning the Board of Directors and Corporate Governance

##### Board Composition

Our business and affairs are managed under the direction of our Board of Directors. Our bylaws provide that our Board of Directors must consist of between five and 11 directors, and such number of directors within this range may be determined from time to time by resolution of our Board of Directors or our stockholders. Our current Board of Directors is comprised of seven members and is divided into three classes. Upon the expiration of the initial term of office for each class of directors, each director in such class will be elected for a term of three years and serve until a successor is duly elected and qualified or until his or her earlier death, resignation or removal. Any additional directorships resulting from an increase in the number of directors or a vacancy may be filled by the directors then in

office or by a vote of our stockholders at a duly convened meeting.

There are no family relationships between any directors, director nominees, and executive officers.

For information regarding the members of our Board of Directors, please see the discussion of their respective experiences, qualifications, attributes and skills under “Proposal 1-Election of Directors” above.

#### Board Meetings

Our Board of Directors holds regular meetings throughout the year, and holds special meetings as and when necessary. Our full Board of Directors held five regular and five special meetings during 2014. Each director attended at least 75% of the meetings of the Board of Directors and the committees on which he or she served during 2014.



Our Board of Directors encourages but does not require independent directors to attend the annual meeting of stockholders. Three of our directors, though none of our independent directors, attended our 2014 annual meeting of stockholders.

#### Director Independence

Our Board of Directors has affirmatively determined that Messrs. Wheeler, Liptak and Lemaitre and Ms. Rhoads meet the definition of “independent director” under New York Stock Exchange listing standards.

We are a “controlled company” as set forth in New York Stock Exchange Rule 303A.00 because more than 50% of the voting power of our common stock is held by David C. Paul, our Chairman and Chief Executive Officer (“CEO”). Under New York Stock Exchange rules, a “controlled company” may elect not to comply with certain New York Stock Exchange corporate governance requirements, including the requirement that a majority of the Board of Directors consist of independent directors and the requirement that director nominations and executive compensation must be approved by a majority of independent directors or a Nominating and Corporate Governance Committee or Compensation Committee comprised solely of independent directors. We rely, and intend to continue to rely, on certain of these exemptions from the corporate governance requirements. In particular, though we have determined that a majority of our directors and all of the members of our Audit Committee are independent, our Compensation Committee and our Nominating and Corporate Governance Committee do not consist entirely of independent directors. Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the New York Stock Exchange corporate governance requirements.

#### Board Leadership Structure

David C. Paul, our founder and CEO, is the Chairman of our Board of Directors. We believe that combining the CEO and Chairman of the Board positions helps ensure that our Board of Directors and management act with a common purpose. We believe that combining the positions provides a single, clear chain of command to execute our strategic initiatives and business plans and reduces the risk of divided leadership, which could interfere with good decision-making or weaken our ability to develop and implement strategy. In addition, we believe that a combined CEO and Chairman of the Board is better positioned to act as a bridge between management and our Board of Directors, maintaining the regular flow of information. We also believe that it is important to have a Chairman of the Board with an extensive history with and knowledge of the Company (as is the case with our CEO), as compared to a relatively less informed independent chairman.

Our non-management directors meet in executive session at least once annually, and the presiding director for each such executive session is determined by the non-management directors in advance of such session.

In February 2015, our Board of Directors selected Kurt C. Wheeler to be the Lead Independent Director. The duties of our Lead Independent Director include calling and presiding over meetings of our non-management directors as well as presiding over meetings of the Board of Directors where our Chairman is not present. In addition, our Lead Independent Director also serves as a liaison between our management directors and non-management directors.

#### Role of the Board in Risk Oversight

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. Management is responsible for the day-to-day management of the risks that we face, while our Board of Directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, our Board of Directors is responsible for satisfying itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

Our Board of Directors does not have a standing risk management committee, but rather administers this oversight function directly through our Board of Directors as a whole, as well as through various standing committees of the Board of Directors that address risks inherent in their respective areas of oversight. In particular, our Board of Directors is responsible for monitoring and assessing strategic risk exposure, including a determination of the nature and level of risk appropriate for us. Our Audit Committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. The Audit Committee also monitors oversight of the performance of our internal audit function. Our entire Board of Directors monitors the effectiveness of our corporate governance guidelines, including whether they are successful in preventing

illegal or improper liability-creating conduct. Our Compensation Committee assesses and monitors whether any of our compensation policies and programs have the potential to encourage excessive risk-taking. As a medical device company, we have also implemented a compliance function that monitors compliance with various company policies, specifically those governing relationships with health care professionals and compliance with anti-kickback laws and laws restricting off-label promotion of medical devices. Our Audit Committee is responsible for oversight of our compliance function, but our Board of Directors, as a whole, also receives regular updates regarding, and evaluates the effectiveness of, our compliance program.

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### Committees of the Board of Directors

Our Board of Directors has three permanent committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The written charters for these committees are on our website at <http://www.globusmedical.com/investors/corporate-governance/>. Our Board of Directors may from time to time establish other standing committees. In addition, from time to time, special committees may be established under the direction of our Board of Directors when necessary to address specific issues.

#### Audit Committee

We have an Audit Committee consisting of Ann D. Rhoads, Daniel T. Lemaitre and Robert W. Liptak. The Audit Committee is responsible for, among other things:

- appointing, terminating, compensating and overseeing the work of any accounting firm engaged to prepare or issue an audit report or other audit, review or attest services;
- reviewing and approving, in advance, all audit and non-audit services to be performed by the independent auditor, taking into consideration whether the independent auditor's provision of non-audit services to us is compatible with maintaining the independent auditor's independence;
- reviewing and discussing the adequacy and effectiveness of our accounting and financial reporting processes and controls and the audits of our financial statements;
- establishing and overseeing procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by our employees regarding questionable accounting or auditing matters;
- investigating any matter brought to its attention within the scope of its duties and engaging independent counsel and other advisors as the Audit Committee deems necessary;
- determining compensation of the independent auditors and of advisors hired by the Audit Committee and ordinary administrative expenses;
- reviewing and discussing with management and the independent auditor the annual and quarterly financial statements prior to their release;
- monitoring and evaluating the independent auditor's qualifications, performance and independence on an ongoing basis;
- reviewing reports to management prepared by the internal audit function, as well as management's response;
- reviewing and assessing the adequacy of the formal written charter on an annual basis;
- reviewing and approving related-party transactions for potential conflict of interest situations on an ongoing basis;
- serving as the Qualified Legal Compliance Committee in accordance with Section 307 of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC; and
- handling such other matters that are specifically delegated to the Audit Committee by our Board of Directors from time to time.

Our Board of Directors has affirmatively determined that each member of our Audit Committee, Ms. Rhoads and Messrs. Liptak and Lemaitre, meets the definition of an "independent director" for purposes of serving on an Audit Committee under New York Stock Exchange Rule 303A.07, and that each of Ms. Rhoads and Messrs. Liptak and Lemaitre is an "audit committee financial expert."

In 2014, our Audit Committee held seven meetings.

#### Compensation Committee

We have a Compensation Committee consisting of Daniel T. Lemaitre, Robert W. Liptak and Kurt C. Wheeler, each of whom has been determined to be an independent director, and David C. Paul, our CEO. The Compensation Committee is responsible for, among other things:

- reviewing and approving the compensation, employment agreements and severance arrangements and other benefits of all of our executive officers and key employees;
- reviewing and approving, on an annual basis, the corporate goals and objectives relevant to the compensation of the executive officers, and evaluating their performance in light thereof;
- reviewing and making recommendations, on an annual basis, to the Board of Directors with respect to director compensation;
- reviewing and discussing with management the compensation of our executive officers, and recommending that it be included in the annual proxy statement and annual report on Form 10-K;
- periodically reviewing and assessing the adequacy of the formal written charter; and
- such other matters that are specifically delegated to the Compensation Committee by our Board of Directors from time to time.

The Compensation Committee has authority to delegate responsibility to subcommittees. Messrs. Lemaitre, Liptak and Wheeler also serve on our Equity Compensation Committee, a standing subcommittee of our Compensation Committee established to administer our equity-based compensation plans.

In 2014, our Compensation Committee held three meetings.

#### Nominating and Corporate Governance Committee

We have a Nominating and Corporate Governance Committee consisting of Ann D. Rhoads, who has been determined to be an independent director, David C. Paul, our CEO, and David M. Demski, our President and COO. The Nominating and Corporate Governance Committee is responsible for, among other things:

- identifying and screening candidates for our Board of Directors, and recommending nominees for election as directors;
- establishing procedures to exercise oversight of the evaluation of the Board of Directors and management;
- developing and recommending to the Board of Directors a set of corporate governance guidelines, as well as reviewing these guidelines and recommending any changes to the Board of Directors;
- reviewing the structure of the Board of Directors' committees and recommending to the Board of Directors for its approval directors to serve as members of each committee, and where appropriate, making recommendations regarding the removal of any member of any committee;
- reviewing and assessing the adequacy of the formal written charter on an annual basis; and
- generally advising our Board of Directors on corporate governance and related matters.

Our Nominating and Corporate Governance Committee did not meet separately in 2014. During 2014, the Board of Directors, including the members of the Nominating and Corporate Governance Committee, took responsibility for those matters within the purview of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee and the Board of Directors have not established a specific diversity component in their consideration of candidates for director and instead consider the diversity of directors as part of the overall mix of factors when identifying and evaluating candidates for the Board of Directors. The Company considers diversity broadly to include differences of viewpoint, professional experience, individual characteristics, qualities and skills, resulting in naturally varying perspectives among the directors and individual skills that complement the full Board of Directors. Therefore, the Board of Directors, as a unit, possesses the appropriate skills and experience to oversee the Company's business.

The Nominating and Corporate Governance Committee will give appropriate consideration to qualified persons recommended by stockholders for nomination as directors and will evaluate such qualified persons in the same manner as other identified candidates, when submitted in a timely manner and in compliance with the advance notice procedures in our bylaws as set forth in the “Stockholders Proposals” section of this Proxy Statement.

#### Board Self-Assessment

In 2014, our Board of Directors implemented an annual self-evaluation process in which each director evaluates the Board of Directors as a whole and each committee on which he or she serves. After these evaluations are complete, the results are discussed by the Board of Directors and each committee, as applicable, and, if necessary, action plans are developed.

At least once a year, the Board of Directors, or the Nominating and Governance Committee, evaluates the size and composition of the Board of Directors to assess the skills and experience of directors, and compares them with those skills that might prove valuable in the future, giving consideration to the changing circumstances of the Company and the then current Board of Directors membership. This assessment enables the Board of Directors to consider whether the skills and experience of the existing members continue to be appropriate as the Company’s needs evolve over time.

#### Compensation Committee Interlocks and Insider Participation

None of our executive officers serves as a member of the board of directors or compensation committee (or other committee performing equivalent functions) of any entity that has one or more executive officers serving on our Board of Directors or Compensation Committee. No interlocking relationship exists between any member of the Board of Directors and any member of the compensation committee (or other committee performing equivalent functions) of any other company.

Mr. Paul, our CEO, has served on our Compensation Committee since 2007.

We have entered into an indemnification agreement with each of our directors, including Messrs. Paul, Wheeler, Liptak and Lemaitre, who comprise our Compensation Committee and our Equity Compensation Committee. See “Indemnification Agreements with our Directors and Officers” below.

#### Indemnification Agreements with our Directors and Officers

Our amended and restated certificate of incorporation and bylaws provide that we shall indemnify our directors and officers to the fullest extent permitted by law. In addition, as permitted by the laws of the State of Delaware, we have entered into indemnification agreements with each of our directors and certain of our officers. Under the terms of our indemnification agreements, we are required to indemnify each of our directors and officers, to the fullest extent permitted by the laws of the State of Delaware, if the indemnitee acted in good faith and in a manner the indemnitee reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal proceeding, had no reasonable cause to believe the indemnitee’s conduct was unlawful. We must indemnify our officers and directors against any and all (a) costs and expenses (including attorneys’ and experts’ fees, expenses and charges) actually and reasonably paid or incurred in connection with investigating, defending, being a witness in or participating in, or preparing to investigate, defend, be a witness in or participate in, and (b) judgments, fines, penalties and amounts paid in settlement in connection with, in the case of either (a) or (b), any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing or any other actual, threatened or completed proceeding, by reason of the fact that (x) such person is or was a director or officer, employee, agent or fiduciary of the Company or (y) such person is or was serving at our request as a director, officer, employee or agent or fiduciary of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification agreements also require us, if so requested, to advance within 30 days of such request any and all costs and expenses that such director or officer incurred, provided that such person will return any such advance if it shall ultimately be determined that such person is not entitled to be indemnified for such costs and expenses. Our bylaws also require that such person return any such advance if it is ultimately determined that such person is not entitled to indemnification by us as authorized by the laws of the State of Delaware. We are not required to provide indemnification under our indemnification agreements for certain matters, including:

1. indemnification in connection with certain proceedings or claims initiated or brought voluntarily by the director or officer;
- 2.

indemnification related to disgorgement of profits made from the purchase or sale of securities of our Company under Section 16(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or similar provisions of state statutory or common law;

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3. indemnification that is finally determined, under the procedures and subject to the presumptions set forth in the indemnification agreements, to be unlawful; or  
indemnification for liabilities for which the director or officer has received payment under any insurance policy as may exist for such person's benefit, our articles of incorporation or bylaws or any other contract or otherwise, except with respect to any excess amount beyond the amount so received by such director or officer. The indemnification agreements require us, to the extent that we maintain an insurance policy or
4. policies providing liability insurance for directors, officers, employees, agents or fiduciaries of our company or of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise that such person serves at the request of our Company, to cover such person by such policy or policies to the maximum extent available.

#### Code of Ethics and Corporate Governance Guidelines

We have adopted a code of ethics relating to the conduct of our business by all of our employees, officers and directors, as well as a code of ethics specifically for our principal executive officer and senior financial officers. Both codes of ethics, and our corporate governance guidelines, are posted on our website at

<http://www.globusmedical.com/investors/corporate-governance/> and <http://www.globusmedical.com/code-of-ethics/>.

#### Interested Party Communications With the Board of Directors

We have established a process to receive communications from stockholders and other interested parties. Stockholders and other interested parties may contact any member or all members of the Board of Directors, any committee of the Board of Directors, or any chair of any committee by mail. To communicate with the Board of Directors, the Lead Independent Director, any individual director or any group or committee of directors, correspondence should be addressed to the Board of Directors or any such individual director or group or committee of directors by either name or title. All such correspondence should be sent to Anthony L. Williams, our Secretary, at Globus Medical, Inc., Valley Forge Business Center, 2560 General Armistead Avenue, Audubon, PA 19403, Attention: Legal Department.

#### Audit Committee Report

The Audit Committee has reviewed and discussed the Company's audited consolidated financial statements as of and for the year ended December 31, 2014 and internal controls over financial reporting with our management and KPMG LLP ("KPMG"), our independent registered public accounting firm for the year ended December 31, 2014. Further, the Audit Committee has discussed with KPMG the matters required to be discussed under auditing standards generally accepted in the United States, including those matters set forth in Auditing Standard No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board (the "PCAOB"), other standards of the PCAOB, rules of the SEC, and other applicable regulations, relating to the firm's judgment about the quality, not just the acceptability, of the Company's accounting principles, the reasonableness of significant judgments and estimates, and the clarity of disclosures in the consolidated financial statements.

The Audit Committee also has received the written disclosures and the letter from KPMG required by PCAOB Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, which relate to KPMG's independence from our Company, and has discussed with KPMG its independence from our Company. The Audit Committee has also considered whether the independent registered public accounting firm's provision of non-audit services to us is compatible with maintaining the firm's independence. The Audit Committee has concluded that the independent registered public accounting firm is independent from our Company and our management. The Audit Committee has also discussed with our management and KPMG such other matters and received such assurances from them as it has deemed appropriate.

The Audit Committee also reviewed management's report on its assessment of the effectiveness of our internal control over financial reporting. In addition, the Audit Committee reviewed key initiatives and programs aimed at strengthening the effectiveness of our internal and disclosure control structure. As part of this process, the Audit Committee continues to monitor the scope and adequacy of our internal auditing program.

Based on the reviews, reports and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors approved, that our audited consolidated financial statements for the year ended December 31, 2014 and management's assessment of the effectiveness of our internal control over financial reporting be included in our Annual Report on Form 10-K for the year ended December 31, 2014, for filing with the SEC.

Submitted by the Audit Committee of the Board of Directors.

#### Members of the Audit Committee

Ann D. Rhoads (Chair)

Daniel T. Lemaitre

Robert W. Liptak

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

#### Independent Registered Public Accounting Firm

As disclosed in the Company's Current Report on Form 8-K filed with the SEC on April 22, 2015, on April 16, 2015, KPMG orally notified us that upon the completion of KPMG's review of our financial statements for the quarterly reporting period ended March 31, 2015 and the filing of the related Quarterly Report on Form 10-Q, it declines to stand for reelection as the independent registered public accounting firm for the Company. KPMG's resignation was accepted by the Audit Committee.

The audit reports of KPMG on the consolidated financial statements of the Company and its subsidiaries as of and for the fiscal years ended December 31, 2014 and 2013 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal years ended December 31, 2014 and 2013, and the subsequent interim period through April 16, 2015, there were no disagreements between us and KPMG on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which, if not resolved to the satisfaction of KPMG,



would have caused KPMG to make reference thereto in its reports on the consolidated financial statements for such years, and there were no “reportable events” as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

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In accordance with SEC rules, we provided KPMG with a copy of the Current Report on Form 8-K and requested KPMG to furnish us with a letter addressed to the SEC stating whether it agrees with the above statements. KPMG furnished the letter, and we filed it as Exhibit 16.1 to the Current Report on Form 8-K.

As of the date this Proxy Statement is being made available, we have not selected an independent registered public accounting firm for the fiscal year ending December 31, 2015, but our Audit Committee has commenced a process to interview candidates and engage a replacement for KPMG. The ratification of our independent registered public accounting firm by our stockholders is not required by law or our bylaws.

A representative of KPMG is not expected to be present at the Annual Meeting.

#### Fees Paid to the Independent Registered Public Accounting Firm

The following table represents aggregate fees billed to us for the fiscal years ended December 31, 2014 and December 31, 2013 by KPMG. All fees described below were approved by the Audit Committee.

	2014	2013
Audit Fees <sup>(1)</sup>	\$785,800	\$839,000
Tax Fees <sup>(2)</sup>	20,000	37,899
All Other Fees <sup>(3)</sup>	1,650	1,650
Total Fees	\$807,450	\$878,549

Fees for audit services billed for fiscal years 2014 and 2013 consisted of fees for reviews of our periodic reports (1) and certain of our current reports and the consent letter provided in connection with the filing of our Form S-8 with the SEC.

(2) Fees for tax services billed for fiscal years 2014 and 2013 consisted of fees for tax compliance and tax planning and advice.

(3) Fees for all other services billed for fiscal years 2014 and 2013 consisted of the subscription fee for an accounting research tool.

In considering the nature of the services provided by KPMG, the Audit Committee determined that such services are compatible with the provision of independent audit services. The Audit Committee discussed these services with KPMG and our management to determine that they are permitted under the rules and regulations concerning auditor independence promulgated by the SEC to implement the Sarbanes-Oxley Act of 2002, as well as the American Institute of Certified Public Accountants.

#### Pre-Approval Policies and Procedures

Consistent with SEC policies regarding auditor independence, the Audit Committee is responsible for appointing, setting compensation and overseeing the work of the independent registered public accounting firm. In recognition of this responsibility, the Audit Committee has established a policy to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm.

Before engaging the Company's independent registered public accounting firm, management must submit a request for approval to the Audit Committee, which reviews such request and approves or declines to approve it. The Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decision to the Audit Committee at its next scheduled meeting.

## PROPOSAL 2

### ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (“Say-on-Pay Vote”)

Pursuant to Section 14A of the Exchange Act, we are providing our stockholders with the right to approve, on a non-binding, advisory basis, the compensation of our “named executive officers” as disclosed in this Proxy Statement under the heading “Compensation Discussion and Analysis” (“CD&A”) and tabular disclosures of this Proxy Statement. Since the required vote is advisory, the result of the vote is not binding upon the Board of Directors. We have a policy of holding the advisory vote annually. The next advisory vote will occur at our 2016 annual meeting.

Our compensation philosophy is centered on our goal of establishing and maintaining an executive compensation program, which applies to all of our named executive officers, that attracts proven, talented leaders who possess the skills and experience necessary to achieve our strategic goals and to create value for our stockholders. Further, our executive compensation program is weighted towards performance-based compensation such that our executive officers will see returns that are correlated to returns realized by our stockholders.

We evaluate and reward our executive officers, generally on an annual basis, based upon the realization of our corporate objectives, including sales, and the individual contributions of each executive officer towards these objectives. Our Compensation Committee considers a variety of objective and subjective performance criteria for setting the compensation levels for each of our executive officers and also considers what it believes to be market standards for compensation paid to similarly-situated executives at other comparable companies. We make decisions about our executive officers’ salary increases and the amount of annual non-equity incentive awards primarily based on company performance, but we also consider individual performance when appropriate.

The compensation packages for our executive officers generally include a base salary, annual non-equity incentive awards, stock option awards and other benefits. In addition, our equity compensation plans provide our named executive officers and all other optionees with acceleration of vesting of stock options upon either a change of control or a termination of employment in connection with a change in control, depending on the specific plan under which the options were granted and if our acquiror does not assume or replace the awards under our equity compensation plans. In limited circumstances, we will provide severance payments to certain of our named executive officers upon their termination of employment.

Our Compensation Committee does not rely strictly on formulaic guidelines for determining the relative mix or levels of cash and equity-based compensation for our executive officers; instead, it maintains a flexible compensation program that allows it to adapt components and levels of compensation to motivate and reward individual executives within the context of our desire to attain specific strategic and financial goals.

The Compensation Committee has and will continue to take action to structure our executive compensation practices in a manner that is performance-based with a view towards maximizing long-term stockholder value. Our Board of Directors believes that the executive compensation as disclosed in the CD&A, tabular disclosures, and the other narrative executive compensation disclosures in this Proxy Statement coincides with our compensation philosophy.

We are asking our stockholders to indicate their support for the compensation of our named executive officers as disclosed in the CD&A, tabular disclosures, and other narrative executive compensation disclosures in this Proxy Statement by casting a non-binding advisory vote “FOR” the following resolution:

“RESOLVED, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the compensation discussion and analysis, compensation tables and narrative discussion, is hereby APPROVED.”

#### Effect of Proposal

The above say-on-pay resolution is non-binding. The approval or disapproval of this proposal by stockholders will not require the Board of Directors or the Compensation Committee to take any action regarding our executive compensation practices. The Board of Directors values the opinions of our stockholders as expressed through their votes and other communications. Although the resolution is non-binding, the Board of Directors will consider the outcome of the advisory vote on executive compensation when making future compensation decisions.

The Board of Directors recommends a vote FOR the approval, on an advisory basis, of the compensation paid or to be paid to our named executive officers as described in the CD&A, the tabular disclosures and the other narrative executive compensation disclosures in this Proxy Statement.

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## EXECUTIVE OFFICERS

Our executive officers and their respective ages, positions, and committee memberships as of April 1, 2015 were as follows:

Name	Age	Position and Committee Memberships
David C. Paul	48	Chairman of the Board of Directors and Chief Executive Officer; Compensation Committee Chair and Nominating and Corporate Governance Committee Chair
David M. Demski	57	Director, President and Chief Operating Officer; Member of the Nominating and Corporate Governance Committee
A. Brett Murphy	50	Executive Vice President, U.S. Sales
David D. Davidar	49	Director and Senior Vice President, Operations
Anthony L. Williams	44	Senior Vice President of Business Development and General Counsel

The following is a brief biography of each current executive officer who will continue to serve in that capacity following the Annual Meeting, as of the date of this Proxy Statement.

David C. Paul has served as our Chief Executive Officer and as Chairman of our Board of Directors since our inception in 2003. His biography is contained in the section of this Proxy Statement entitled "Proposal 1-Election of Directors" above.

David M. Demski has served as our President and Chief Operating Officer since August 2008, as our acting Chief Financial Officer since November 2014, and as one of our directors since our inception in 2003. His biography is contained in the section of this Proxy Statement entitled "Proposal 1-Election of Directors" above.

A. Brett Murphy has served as our Executive Vice President, U.S. Sales since February 2011. Mr. Murphy served as our Vice President, U.S. Sales-West, from November 2006 to February 2011, and as the Area Director for our South region from June 2005 to November 2006. Prior to joining Globus, Mr. Murphy served in various sales and management roles at Synthes from July 1995 to May 2005. Between November 1992 and June 1995, Mr. Murphy was a sales representative for Smith & Nephew Richards. Mr. Murphy also served as an officer in the United States Marine Corps between 1987 and 1992. Mr. Murphy received a B.S. in General Studies from Louisiana State University.

David D. Davidar has served as our Senior Vice President, Operations since January 2013 and as a director since 2003. Between 2003 and January 2013, Mr. Davidar served as our Vice President, Operations. His biography is contained in the section of this Proxy Statement entitled "Proposal 1-Election of Directors" above.

Anthony L. Williams has served as our Senior Vice President of Business Development and General Counsel since April 2014. Mr. Williams previously served as our Vice President of Business Development and Corporate Counsel from January 2013 to April 2014 and as our Vice President and Corporate Counsel from March 2011 to January 2013. Mr. Williams also serves as our Corporate Secretary. Prior to joining Globus, Mr. Williams was a partner with Wyrick Robbins Yates & Ponton LLP, a law firm based in Raleigh, North Carolina, where he specialized in public and private financings, mergers, acquisitions and other strategic transactions, and corporate governance matters. Mr. Williams received a B.A. degree from the University of North Carolina at Chapel Hill and a J.D. and M.B.A. from Wake Forest University.

## COMPENSATION DISCUSSION AND ANALYSIS

The discussion below includes a review of our compensation decisions with respect to 2014 for our “named executive officers,” including our principal executive officer, the two individuals who served as our principal financial officer during 2014, and our two other most highly compensated executive officers (as a result of them being our only other executive officers in 2014). Mr. Williams became an executive officer in February 2015 and did not serve as an executive officer in 2014. Our named executive officers for 2014 were:

• David C. Paul, who currently serves as our Chairman and Chief Executive Officer and is our principal executive officer;

• David M. Demski, who currently serves as our President and Chief Operating Officer and is our principal financial officer;

• Richard A. Baron, who served as our Senior Vice President and Chief Financial Officer and was our principal financial officer until November 3, 2014;

• A. Brett Murphy, who currently serves as our Executive Vice President, U.S. Sales; and

• David D. Davidar, who currently serves as our Senior Vice President, Operations.

### Compensation Overview

Our business is highly competitive, and competition presents an ongoing challenge to our success. Our ability to compete and succeed in this environment is directly dependent on our ability to recruit, retain and motivate talented and skilled individuals to form our executive team. Our compensation philosophy is centered on our goal of establishing and maintaining an executive compensation program that attracts proven, talented leaders who possess the skills and experience necessary to achieve our strategic goals and to create value for our stockholders. Further, our executive compensation program, which applies to all of our named executive officers, is weighted towards performance-based compensation such that our executive officers will see returns that are correlated to returns realized by our stockholders. The decisions with respect to our executive compensation are subject to the discretion of our Compensation Committee. Our Compensation Committee does not rely strictly on formulaic guidelines for determining the relative mix or levels of cash and equity-based compensation for our executive officers; instead, it maintains a flexible compensation program that allows it to adapt components and levels of compensation to motivate and reward individual executives within the context of our desire to attain specific strategic and financial goals.

The compensation packages for our executive officers, including our named executive officers, generally include a base salary, annual non-equity incentive compensation, stock option awards and other benefits. In addition, our equity compensation plans provide our executive officers and all other optionees with acceleration of vesting of stock options upon either a change of control or a termination of employment in connection with a change in control, depending on the specific plan under which the options were granted and if our acquiror does not assume or replace the awards under our equity compensation plans. In limited circumstances, we will provide severance payments to certain of our named executive officers upon termination of their employment.

We evaluate and reward our named executive officers, generally on an annual basis, based upon the realization of our corporate objectives, including sales revenue, and the individual contributions of each named executive officer towards these objectives. David Paul, as our Chairman and Chief Executive Officer, makes recommendations to the Compensation Committee regarding compensation of our named executive officers, but our Compensation Committee as a whole is ultimately responsible for establishing and reviewing all compensatory plans and arrangements with respect to our named executive officers, including Mr. Paul. The Compensation Committee may approve the recommendations, make adjustments in their discretion, or seek additional information from the Company or legal counsel before making a final determination with respect to the compensation of any named executive officer, including Mr. Paul. Our Compensation Committee considers a variety of objective and subjective performance criteria for setting compensation levels for each of our named executive officers and also considers what it believes to be market standards for compensation paid to similarly-situated executives at other comparable companies. We make decisions about our named executive officers’ salary increases and the amount of annual non-equity incentive awards primarily based on company performance, but we also consider individual performance when appropriate. Individual factors we consider in compensation determinations include an executive’s skills and capabilities, contributions as a

member of the executive management team, contributions to our overall performance, and the sufficiency of total compensation potential and structure to ensure the retention of an executive when considering the compensation potential that may be available elsewhere.

Our current executive compensation program is based in part upon input provided to the Compensation Committee by an independent compensation consultant, Radford, in 2011 and in 2014. The Compensation Committee has evaluated the independence of Radford and concluded that its work for the Compensation Committee did not raise any conflict of interest.

A key factor in determining levels and types of compensation of our named executive officers is the pay practices of our peer group, which consists of publicly-traded medical device companies that our Compensation Committee believes are the most comparable to our Company. The peer group typically changes from time to time due to industry consolidation, new market entrants, and other factors. Our peer group formerly consisted of the following companies:

Abiomed	Align Technology	Analogic	ArthroCare
CONMED Corporation	Cooper Companies	Cyberonics	Gen-Probe
Haemonetics	ICU Medical	Illumina	Integra Life Sciences
MAKO Surgical	Masimo	Merit Medical Systems	NuVasive
NxStage Medical	Orthofix International	SonoSite	Tornier
Thoratec	Volcano	Wright Medical Group	ZOLL Medical

Publicly-available data, and data prepared for us by Radford in 2011, relating to this peer group was considered in determining the proportions of base salary, annual non-equity incentive compensation and equity incentive compensation, as well as targeted total compensation for our named executive officers in 2014.

Based on recommendations from Radford in 2014, our peer group for 2015 will consist of the following companies:

Abiomed	Align Technology	Analogic	ArthroCare
CONMED Corporation	Cyberonics	Greatbatch	Haemonetics
HaertWare International	ICU Medical	Insulet	Integra Life Sciences
Masimo	NuVasive	NxStage Medical	Orthofix International
ResMed	Sirona Dental Systems	The Cooper Companies	Thoratec
Volcano	Wright Medical Group		

#### Tax Considerations

Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”) limits the deductibility of compensation over \$1 million paid to a company’s chief executive officer and up to the three next most highly compensated executive officers (with the chief financial officer being excluded). To qualify for deductibility under Section 162(m), compensation in excess of \$1 million per year paid to each of these executive officers generally must be “performance-based” compensation as determined under Section 162(m). In general, to be performance-based compensation, the material terms of the performance goals under which the compensation is to be paid must be disclosed to and approved by our stockholders before the compensation is paid. To the extent determinable and as one of the factors in its consideration of compensation matters, the Compensation Committee considers the anticipated tax treatment to the Company and to the executive officers of various payments and benefits. The Compensation Committee may decide to provide non-deductible compensation if it determines that such action is in our best interests and those of our stockholders.

Our Compensation Committee does not believe that we have compensation policies or practices that create risks that are reasonably likely to have a material adverse effect on our company.

#### Say-On-Pay Consideration

At our 2014 annual meeting of stockholders, we conducted a stockholder advisory vote on executive compensation (the “say-on-pay vote”), and over 98% of the votes cast were voted in favor of our executive compensation. The Compensation Committee believes this result evidences stockholder support for our executive compensation decisions and policies, and as such, the Compensation Committee did not implement any changes as a result of this vote. In a separate advisory vote at the 2013 annual meeting of stockholders, our stockholders voted to hold the say-on-pay vote annually. The Compensation Committee will consider the results of future say-on-pay votes when making executive compensation decisions and policies.

#### Key Elements of Our Compensation Program for 2014

We generally pay executive compensation through a combination of base salary, annual non-equity incentive compensation, long-term equity incentives in the form of stock options, and benefits. We do not use specific formulas or weightings in determining the allocation of the various compensation elements. Instead, compensation for each of our executives has been designed to provide a combination of





fixed and at-risk compensation that is tied to achievement of our short-term and long-term objectives. We believe that this approach achieves the primary objectives of our compensation program, which are to recruit, retain and properly motivate our executives. The Compensation Committee retains the discretion to increase or decrease the actual amount of any executive officer's annual non-equity incentive compensation based on his or her individual performance during the year.

In 2014, we compensated our named executive officers through a combination of base salary, annual non-equity incentive compensation, long-term equity incentives in the form of stock options, and benefits that included health, vision and dental insurance, paid time-off, life insurance, short-term and long-term disability insurance, 401(k) plan with Company matching contributions, relocation assistance, gym membership reimbursement, and car allowance. We believe the forms and mix of compensation provided to our named executive officers in 2014 appropriately reward performance, as the non-equity incentive plan compensation is tied to our Company performance as well as individual performance, and help to align the interests of our named executive officers with those of our stockholders, particularly through the grants of annual equity incentives.

**Base Salary.** Base salaries for all of our employees are determined by position, taking into consideration the scope of job responsibilities and competitive market compensation paid by other companies for similar positions. Base salaries are also driven by market competition to attract and retain high quality professionals. Our overall approach to setting base salaries is to create and sustain long-term stockholder value by balancing our need to retain high-quality professionals while appropriately managing our general and administrative expenses.

The Compensation Committee approved merit increases to the 2014 base salaries for our named executive officers other than Mr. Baron of approximately 4.0% percent over each such named executive officer's 2013 base salary.

**Annual Non-Equity Incentive Compensation.** In 2014, all of our named executive officers participated in our annual non-equity incentive program, pursuant to which they were eligible to earn cash payments (which were paid in January 2015) based on a percentage of their annual non-equity incentive compensation for the preceding year. We focused performance targets in 2014 on overall Company sales revenue growth. Our Compensation Committee developed a range of possible annual non-equity incentive amounts that would be payable at various levels of Company sales revenue for 2014. Specifically, our Compensation Committee set a target for revenue of \$484 million for 2014, which would have represented an 11% increase in annual sales over 2013. The Compensation Committee determined that for each named executive officer, achievement of 75% or less of target revenue would result in non-equity incentive compensation of \$0, achievement of target revenue would result in non-equity incentive compensation equal to 110% of the previous year's earned non-equity incentive compensation, and achievement of 110% of target revenue would result in non-equity incentive compensation of 145% of the previous year's earned non-equity incentive compensation. Achievement of revenue between the specified revenue targets would result in non-equity incentive compensation payments based on interpolation between the specified target payout amounts. In 2014, we ultimately achieved worldwide sales revenues of \$474.4 million, an increase of 9.2% over 2013, which resulted in each named executive officer receiving slightly lower annual non-equity incentive compensation in 2014 than the annual non-equity incentive compensation such executive officer received for 2013.

**Equity Incentive Compensation.** The Compensation Committee believes that stock option awards are an important and useful component of our overall compensation program. Stock options generally expire after ten years and vest ratably over four years. If an officer dies or becomes disabled, unexercised stock options generally are forfeited within one year. If an officer otherwise leaves our employ for any reason other than for cause, unexercised stock options generally are forfeited three months after termination of employment. If an officer's employment is terminated for cause, unexercised stock options are typically forfeited upon termination of employment.

In 2014, all of our named executive officers received options to purchase shares of our common stock. See "Outstanding Equity Awards as of December 31, 2014" below, for a description of those stock option awards. All equity awards to our named executive officers were granted at no less than the fair market value of our common stock at the time of the grants, as determined by our Board of Directors.

**Employee Benefits and Perquisites.** Each named executive officer receives the same company-wide benefits as are generally available to all other salaried employees, such as short- and long-term disability insurance, basic life insurance and eligibility for supplemental health and life insurance, access to flexible health care reimbursement

accounts and 401(k) matching. Additionally, our named executive officers are entitled to a vehicle allowance.

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## Summary Compensation Table

The following table sets forth certain compensation information for our named executive officers.

Name and Principal Position	Year	Salary <sup>(1)</sup> (\$)	Option Awards <sup>(2)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(3)</sup> (\$)	All Other Compensation <sup>(4)</sup> (\$)	Total (\$)
David C. Paul, Chairman and Chief Executive Officer	2014	405,318	606,103	649,408	30,163	1,690,992
	2013	389,729	269,580	655,968	32,235	1,347,512
	2012	378,378	98,500	624,731	31,495	1,133,104
David M. Demski, President and Chief Operating Officer	2014	337,765	555,595	476,233	29,431	1,399,024
	2013	324,774	224,650	481,043	32,235	1,062,702
	2012	315,315	98,500	458,136	25,424	897,375
Richard A. Baron, Senior Vice President and Chief Financial Officer <sup>(5)</sup>	2014	329,600	303,052	175,598	30,763	