

KAISER ALUMINUM CORP
Form PRE 14A
April 16, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐
Check the appropriate box:
☒ Preliminary Proxy Statement
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☐ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12
Kaiser Aluminum Corporation
(Name of Registrant as Specified in Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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(3) Filing Party:
(4) Date Filed:

Kaiser Aluminum Corporation
27422 Portola Parkway, Suite 200
Foothill Ranch, CA 92610-2831

April [], 2015

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Kaiser Aluminum Corporation to be held at the company's corporate office, located at 27422 Portola Parkway, Suite 200, Foothill Ranch, California 92610 on Tuesday, June 2, 2015, at 9:00 a.m., local time.

During the Annual Meeting, stockholders will consider and vote upon (i) the election of three members to the board of directors, (ii) the approval, on a non-binding, advisory basis, of the compensation of our named executive officers, (iii) the approval of the Kaiser Aluminum Corporation Amended and Restated 2006 Equity and Performance Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code, (iv) the amendment of our amended and restated certificate of incorporation to implement a majority voting standard in uncontested director elections, and (v) the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2015. The attached Notice of Annual Meeting of Stockholders and Proxy Statement describe fully the formal business to be transacted at the Annual Meeting.

While the company does not expect to make a separate presentation, certain directors and officers will be present at the Annual Meeting and will be available to respond to any questions you may have.

Whether or not you plan to attend the Annual Meeting, we urge you to review carefully the accompanying material and to vote by proxy without delay. To do so, please submit your voting instructions over the Internet or by telephone as indicated on the enclosed proxy card or by completing, signing and dating the enclosed proxy card and returning it by mail in the accompanying envelope. If you attend the Annual Meeting, you may vote in person even if you have previously submitted your voting instructions over the Internet, by telephone or by mail.

Jack A. Hockema
President, Chief Executive Officer and
Chairman of the Board

Kaiser Aluminum Corporation
27422 Portola Parkway, Suite 200
Foothill Ranch, CA 92610-2831

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 2, 2015

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Kaiser Aluminum Corporation will be held at the company's corporate office, located at 27422 Portola Parkway, Suite 200, Foothill Ranch, California 92610 on Tuesday, June 2, 2015, at 9:00 a.m., local time, for the following purposes:

- (1) To elect three members to our board of directors for three-year terms to expire at our 2018 annual meeting of stockholders;
- (2) To approve, on a non-binding, advisory basis, the compensation of our named executives officers as disclosed in this Proxy Statement;
- (3) To approve the Kaiser Aluminum Corporation Amended and Restated 2006 Equity and Performance Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code;
- (4) To amend our amended and restated certificate of incorporation to implement a majority voting standard in uncontested director elections;
- (5) To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2015; and
- (6) To consider such other business as may properly come before the Annual Meeting or any adjournments thereof.

Information concerning the matters to be acted upon at the Annual Meeting is set forth in the accompanying Proxy Statement.

The close of business on April 10, 2015 has been fixed as the record date for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting or any adjournments thereof.

We urge stockholders to vote by proxy by submitting voting instructions over the Internet or by telephone as indicated on the enclosed proxy card or by completing, signing and dating the enclosed proxy card and returning it by mail in the accompanying envelope, which does not require postage if mailed in the United States.

By Order of the Board of Directors

John M. Donnan
Executive Vice President - Legal,
Compliance and Human Resources

April [], 2015
Foothill Ranch, California

Kaiser Aluminum Corporation
27422 Portola Parkway, Suite 200
Foothill Ranch, CA 92610-2831

PROXY STATEMENT
FOR
ANNUAL MEETING OF STOCKHOLDERS
To Be Held On June 2, 2015

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GENERAL QUESTIONS AND ANSWERS

Q: When is the Proxy Statement being sent to stockholders and what is its purpose?

A: This Proxy Statement is first being sent to our stockholders on or about May [], 2015 at the direction of our board of directors in order to solicit proxies for our use at the Annual Meeting.

Q: When is the Annual Meeting and where will it be held?

A: The Annual Meeting will be held on Tuesday, June 2, 2015, at 9:00 a.m., local time, at our corporate office, located at 27422 Portola Parkway, Suite 200, Foothill Ranch, California 92610.

Q: Who may attend the Annual Meeting?

A: All of our stockholders may attend the Annual Meeting.

Q: Who is entitled to vote?

A: Stockholders as of the close of business on April 10, 2015 are entitled to vote at the Annual Meeting. Each share of our common stock is entitled to one vote.

Q: On what am I voting?

A: You will be voting on:

• The election of three members to our board of directors to serve until our 2018 annual meeting of stockholders;

• The approval, on a non-binding, advisory basis, of the compensation of our named executive officers as disclosed in this Proxy Statement;

• The approval of the Kaiser Aluminum Corporation Amended and Restated 2006 Equity and Performance Incentive Plan, which we refer to as the Equity Incentive Plan and a copy of which is attached as Appendix A to this Proxy Statement, for purposes of Section 162(m) of the Internal Revenue Code;

• The amendment of our amended and restated certificate of incorporation to implement a majority voting standard in uncontested director elections.

• The ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2015; and

• Such other business as may properly come before the Annual Meeting or any adjournments.

Q: How does the board of directors recommend that I vote?

A: The board of directors recommends that you vote your shares:

• “FOR ALL” the director nominees identified in “Proposals Requiring Your Vote - Proposal for Election of Directors” below;

•“FOR” the approval of the compensation of our named executive officers as disclosed in this Proxy Statement;

•"FOR" the approval of the Kaiser Aluminum Corporation Amended and Restated Equity and Performance Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code;

•"FOR" the amendment of our amended and restated certificate of incorporation to implement a majority voting standard in uncontested director elections; and

•“FOR” the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2015.

Q: How can I vote?

A: You can vote in person at the Annual Meeting or you can vote prior to the Annual Meeting by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy without delay.

Q: How do I vote by proxy?

A: If you choose to vote your shares by proxy, you have the following options:

• Over the Internet: You can vote over the Internet at the website shown on your proxy card. Internet voting will be available 24 hours a day, seven days a week, until 11:59 p.m., Eastern Time, on Monday June 1, 2015.

• By telephone: You can vote by telephone by calling the toll-free number shown on your proxy card. Telephone voting will be available 24 hours a day, seven days a week, until 11:59 p.m., Eastern Time, on Monday, June 1, 2015.

• By mail: You can vote by mail by completing, signing and dating your proxy card and returning it in the enclosed prepaid envelope.

Q: I want to attend the Annual Meeting and vote in person. How do I obtain directions to the Annual Meeting?

A: You may obtain directions to the Annual Meeting by calling us at (949) 614-1740.

Q: What constitutes a quorum?

As of April 10, 2015, the record date, 17,220,496 shares of our common stock were issued and outstanding. A majority of these shares present or represented by proxy will constitute a quorum for the transaction of business at the Annual Meeting. If you properly vote by proxy by submitting your voting instructions over the Internet, by telephone or by mail, then your shares will be counted as part of the quorum. Abstentions or votes that are withheld on any matter will be counted towards a quorum but will be excluded from the vote relating to the particular matter under consideration. Broker non-votes are counted towards a quorum but are excluded from the vote with respect to the matters for which they are applicable. A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting power with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner. Among our proposals, brokers will have discretionary voting power only with respect to the proposal to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2015.

Q: What are the voting requirements for the proposals?

A: There are different voting requirements for the proposals.

Directors will be elected by a plurality vote of all votes cast for the election of directors at the Annual Meeting. Accordingly, the three nominees receiving the highest number of votes will be elected. If you withhold authority to vote for any particular director nominee, your shares will not be counted in the vote for that nominee and will have no effect on the outcome of the vote.

•

The approval of the holders of a majority of the total number of outstanding shares of our common stock present in person or represented by proxy at the Annual Meeting and actually voted on the proposal is necessary (1) to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement, (2) to approve the Kaiser Aluminum Corporation Amended and Restated 2006 Equity and Performance Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code, and (3) to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2015. If you abstain from voting on the proposal to approve the compensation of our named executive officers as disclosed in this Proxy Statement, the proposal to approve the Kaiser Aluminum Corporation Amended and Restated 2006 Equity and Performance Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code, and/or the proposal to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2015, your shares will not be counted in the vote for such proposal(s) and will have no effect on the outcome of the vote.

The affirmative vote of the holders of at least 67% of the total number of outstanding shares of our common stock entitled to vote at the Annual Meeting is required to approve the amendment to our amended and restated certificate of incorporation to implement a majority voting standard in uncontested director elections. If you abstain from voting on the proposal to amend our amended and restated certificate of incorporation, your shares will effectively be a vote against that proposal.

Q: If my shares are held in “street name” by my broker, will my broker vote my shares for me?

A: As discussed above, among our proposals, brokers will have discretionary voting power only with respect to the proposal to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2015. To be sure your shares are voted, you should instruct your broker to vote your shares using the instructions provided by your broker.

Q: What will happen if the compensation of the company's named executive officers is not approved by the stockholders?

A: Because this is an advisory vote, our board of directors and compensation committee will not be bound by the approval of, or the failure to approve, the executive compensation of our named executive officers as disclosed in this Proxy Statement. The board of directors and the compensation committee, however, value the opinions that our stockholders express in their votes and will consider the outcome of the vote when determining future executive compensation programs.

Q: What will happen if the Kaiser Aluminum Corporation Amended and Restated 2006 Equity and Performance Incentive Plan is not approved by the stockholders for purposes of Section 162(m) of the Internal Revenue Code?

A: If the Equity Incentive Plan is approved by our stockholders for purposes of Section 162(m) of the Internal Revenue Code, we would continue to have the flexibility to grant awards that qualify for the performance-based exclusion from the deduction limitations under Section 162(m). Section 162(m) generally limits the deductibility of compensation in excess of \$1 million paid to our principal executive officer and our next three highest-paid executive officers, other than the principal financial officer, unless certain criteria are satisfied. If the Equity Incentive Plan is not approved by our stockholders, we will cease to have the flexibility to grant awards that qualify for the performance-based exclusion from the deduction limitations under Section 162(m).

Q: What will happen if the proposed amendment of our amended and restated certificate of incorporation is not approved by stockholders?

A: If the amendment of our amended and restated certificate of incorporation to implement a majority voting standard in uncontested director elections is not approved by stockholders at the Annual Meeting, the amendment will not become effective, the voting standard in uncontested director elections will remain a plurality standard and our amended and restated certificate of incorporation, bylaws and corporate governance guidelines will not be amended as described in this Proxy Statement.

Q: What will happen if the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2015 is not ratified by the stockholders?

A: Pursuant to the audit committee charter, the audit committee of our board of directors has sole authority to appoint our independent registered public accounting firm, and the audit committee will not be bound by the ratification of, or failure to ratify, the selection of Deloitte & Touche LLP. The audit committee will, however, consider any failure to ratify the selection of Deloitte & Touche LLP in connection with the appointment of our independent

registered public accounting firm the following year.

Q: Can I change my vote after I give my proxy?

A: Yes. If you vote by proxy, you can revoke that proxy at any time before voting takes place at the Annual Meeting.
You may revoke your proxy by:

- voting again over the Internet or by telephone no later than 11:59 p.m., Eastern Time, on Monday, June 1, 2015;
- submitting a properly signed proxy card with a later date;

•delivering, no later than 5:00 p.m., Eastern Time, on Monday, June 1, 2015, written notice of revocation to our Secretary, c/o Computershare, P.O. Box 43126, Providence, Rhode Island 02940-5138; or

•attending the Annual Meeting and voting in person.

Your attendance alone will not revoke your proxy. To change your vote, you must also vote in person at the Annual Meeting. If you instruct a broker to vote your shares, you must follow your broker's directions for changing those instructions.

Q: What does it mean if I receive more than one proxy card?

A: If you receive more than one proxy card, it is because your shares are held in more than one account. You must vote each proxy card to ensure that all of your shares are voted at the Annual Meeting.

Q: Who will count the votes?

A: Representatives of Computershare, our transfer agent, will tabulate the votes and act as inspectors of election.

Q: How much will this proxy solicitation cost?

A: We have hired MacKenzie Partners, Inc. to assist us in the distribution of proxy materials and solicitation of votes at a cost not to exceed \$4,500, plus out-of-pocket expenses. We will reimburse brokerage firms and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to the owners of our common stock. Our officers and regular employees may also solicit proxies, but they will not be specifically compensated for these services. In addition to the use of the mail, proxies may be solicited personally or by telephone by our employees or by MacKenzie Partners.

PROPOSALS REQUIRING YOUR VOTE

Proposal for Election of Directors

General

Our board of directors currently has 11 members, consisting of our President and Chief Executive Officer and 10 independent directors. William F. Murdy will retire from our board of directors upon the expiration of his current term on June 2, 2015. To facilitate this transition, we temporarily increased the size of our board of directors from 10 to 11 in September 2014 and appointed L. Patrick Hassey to our board of directors. Following Mr. Murdy's retirement, the size of our board of directors will be reduced back to 10 members. Our current directors are:

Carolyn Bartholomew