

Altra Holdings, Inc.  
Form DEF 14A  
March 22, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Schedule 14A Information**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

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

ALTRA HOLDINGS, 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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(4) Proposed maximum aggregate value of transaction:

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.. Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Altra Holdings, Inc.**

**300 Granite Street, Suite 201**

**Braintree, Massachusetts 02184**

**[www.altramotion.com](http://www.altramotion.com)**

March 22, 2013

Dear Fellow Stockholders:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of Altra Holdings, Inc. ( Altra ) to be held at 9:00 a.m. EDT on Thursday, April 25, 2013 at the Boston Marriott Quincy, 1000 Marriott Drive, Quincy, Massachusetts 02169. You will find directions to the meeting on the back cover of the accompanying Proxy Statement.

The Notice of Annual Meeting and Proxy Statement describe the matters to be acted upon at the meeting. We will also report on matters of interest to Altra stockholders.

Your vote is important. Whether or not you plan to attend the Annual Meeting in person, we encourage you to submit a proxy so that your shares will be represented and voted at the meeting. You may submit a proxy by calling a toll-free telephone number, by accessing the internet or by completing and mailing the enclosed proxy card in the return envelope provided. If you do not vote by one of the methods described above, you still may attend the Annual Meeting and vote in person.

Thank you for your continued support of Altra.

Sincerely,

Carl R. Christenson  
*President and Chief Executive Officer*

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**Altra Holdings, Inc.**

**300 Granite Street, Suite 201**

**Braintree, Massachusetts 02184**

March 22, 2013

The 2013 Annual Meeting of Stockholders of Altra Holdings, Inc. ( Altra ) will be held as follows:

DATE: Thursday, April 25, 2013

TIME: 9:00 a.m. EDT

LOCATION: Boston Marriott Quincy, 1000 Marriott Drive, Quincy, Massachusetts 02169

PURPOSE: To consider and act upon the following proposals:

1. The election of the 7 nominees for director named in the accompanying Proxy Statement;
2. The ratification of the selection of the independent registered public accounting firm;
3. An advisory vote to approve the compensation of Altra s named executive officers ( Say on Pay ); and
4. Such other business as may properly come before the meeting.

Shares represented by properly executed proxies that are hereby solicited by the Board of Directors of Altra will be voted in accordance with the instructions specified therein. Shares represented by proxies that are not limited to the contrary will be voted in favor of the election as directors of the persons nominated pursuant to Proposal 1 in the accompanying Proxy Statement and in favor of Proposal 2 and Proposal 3.

Stockholders of record at the close of business on March 12, 2013 will be entitled to vote at the meeting.

By order of the Board of Directors,

Glenn E. Deegan  
*Vice President, Legal and Human Resources, General  
Counsel and Secretary*

**It is important that your shares be represented and voted,**

**whether or not you plan to attend the meeting.**

**YOU CAN VOTE:**

**1. BY MAIL:**

**Promptly return your signed and dated proxy/voting instruction card in the enclosed envelope.**

**2. BY TELEPHONE:**

**Call toll-free 1-800-690-6903 and follow the instructions.**

3. **BY INTERNET:**

Access [www.proxyvote.com](http://www.proxyvote.com) and follow the on-screen instructions.

4. **IN PERSON:**

You may attend the Annual Meeting and vote in person.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

**FOR THE STOCKHOLDER MEETING TO BE HELD ON APRIL 25, 2013**

Altra's proxy statement, form of Proxy Card and 2012 Annual Report on Form 10-K are available at <http://ir.altramotion.com/financials.cfm>.

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**PROXY STATEMENT**

**2013 ANNUAL MEETING OF STOCKHOLDERS**

**Thursday, April 25, 2013**

**ALTRA HOLDINGS, INC.**

**300 Granite Street, Suite 201**

**Braintree, Massachusetts 02184**

**GENERAL INFORMATION**

**Proxy Solicitation**

These proxy materials are being mailed or otherwise sent to stockholders of Altra Holdings, Inc. ( Altra or the Company ) on or about March 22, 2013, in connection with the solicitation of proxies by Altra's Board of Directors (the Board of Directors or the Board ) for the Annual Meeting of Stockholders of Altra to be held at 9:00 a.m. EDT on Thursday, April 25, 2013, at the Boston Marriott Quincy, 1000 Marriott Drive, Quincy, Massachusetts 02169. Directors, officers and other Altra employees also may solicit proxies by telephone or otherwise, but will not receive compensation for such services. Altra pays the cost of soliciting your proxy and reimburses brokers and other nominees their reasonable expenses for forwarding proxy materials to you.

**Stockholders Entitled to Vote**

Stockholders of record at the close of business on March 12, 2013, are entitled to notice of and to vote at the meeting. As of such date, there were 26,903,056 shares of Altra common stock outstanding, each entitled to one vote.

**How to Vote**

Stockholders of record described above may cast their votes by:

- (1) signing, completing and returning the enclosed proxy card in the enclosed postage-paid envelope;
- (2) calling toll-free 1-800-690-6903 and following the instructions;
- (3) accessing [www.proxyvote.com](http://www.proxyvote.com) and following the instructions; or
- (4) attending the Annual Meeting and voting in person.

**Revocation of Proxies**

A proxy may be revoked at any time before it is voted by delivering written notice of revocation to the Corporate Secretary of Altra at the address set forth above, by delivering a proxy bearing a later date, or by voting in person at the meeting.

**Quorum; Required Vote**

The holders of a majority of the shares entitled to vote at the meeting must be present in person or represented by proxy to constitute a quorum. Proxies received but marked as withheld, abstentions, or those treated as broker non-votes will be included in the calculation of the number of shares considered to be present at the Annual Meeting in determining a quorum. If a quorum is not present at the Annual Meeting, we will be forced to reconvene the Annual Meeting at a later date.

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Your shares may be voted if they are held in the name of a brokerage firm or bank (a broker ), even if you do not provide the broker with voting instructions. Brokers have the authority, under applicable rules, to vote shares on certain routine matters for which their customers do not provide voting instructions. The ratification



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of the appointment of the independent registered public accounting firm of the Company is considered a routine matter. The election of directors and the advisory vote to approve the compensation of the Company's named executive officers ( Say on Pay ) are not considered routine matters. Broker non-votes are shares held by brokers or nominees for which instructions have not been received from the beneficial owners, or persons entitled to vote, and the broker is barred from exercising its discretionary authority to vote the shares because the proposal is a non-routine matter.

**Election of Directors: Proposal 1.** A plurality of the votes cast is required for the election of directors. You may vote FOR all or some of the nominees or your vote may be WITHHELD with respect to one or more of the nominees. Votes WITHHELD and broker non-votes with respect to the election of directors will have no effect upon election of directors. You may not cumulate your votes for the election of directors.

**Ratification of Independent Registered Public Accounting Firm: Proposal 2.** Ratification of the selection of our independent registered public accounting firm requires the affirmative vote of a majority of the votes cast for or against the matter. You may vote FOR, AGAINST or ABSTAIN in connection with Proposal 2. Abstentions and broker non-votes will have no effect on this proposal.

**Advisory Vote to Approve the Compensation of our Named Executive Officers: Proposal 3.** The approval of Proposal 3, regarding the compensation of our named executive officers, requires the affirmative vote of a majority of the votes cast for or against the matter. You may vote FOR, AGAINST or ABSTAIN in connection with Proposal 3. Abstentions and broker non-votes have no effect on this proposal. Because the vote on the Say on Pay proposal is advisory, it will not be binding on the Board of Directors or the Company. However, the Compensation Committee will take into account the outcome of the Say on Pay vote when considering future executive compensation arrangements.

If you provide specific instructions with regard to certain items, your shares will be voted as you instruct on such items. If no instructions are indicated, the shares will be voted as recommended by the Board of Directors.

### **Other Matters**

The Board of Directors is not aware of any matters to be presented at the meeting other than those set forth in the accompanying notice. If any other matters properly come before the meeting, the persons named in the proxy will vote on such matters in accordance with their best judgment.

### **Additional Information**

Additional information regarding the Company appears in our Annual Report on Form 10-K for the year ended December 31, 2012, a copy of which, including the financial statements and schedules thereto, but not the exhibits, accompanies this Proxy Statement. In addition, such report and the other reports we file with the Securities and Exchange Commission ( SEC ) are available, free of charge, through the Investor Relations section of our internet website at <http://www.altramotion.com>. Printed copies of these documents and any exhibit to our Form 10-K may be obtained, without charge, by contacting the Corporate Secretary, Altra Holdings, Inc., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184, telephone (781) 917-0600.

### **IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON APRIL 25, 2013**

Altra's proxy statement, form of Proxy Card and 2012 Annual Report on Form 10-K are available at <http://ir.altramotion.com/financials.cfm>.

**Table of Contents****OWNERSHIP OF ALTRA COMMON STOCK****Securities Owned by Certain Beneficial Owners and Management**

The following table sets forth certain information as of March 12, 2013, regarding the beneficial ownership of shares of our common stock by: (i) each person or entity known to us to be the beneficial owner of more than 5% of our common stock; (ii) each of our named executive officers; (iii) each member of our Board of Directors; and (iv) all members of our Board of Directors and executive officers as a group.

Beneficial ownership is determined in accordance with rules adopted by the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock issuable upon the exercise of stock options or warrants or the conversion of other securities held by that person that are currently exercisable or convertible, or are exercisable or convertible within 60 days of March 12, 2013, are deemed to be issued and outstanding. These shares, however, are not deemed outstanding for the purposes of computing percentage ownership of each other stockholder. Percentage of beneficial ownership is otherwise based on 26,903,056 shares of common stock outstanding as of March 12, 2013.

Name and Address of Beneficial Owner(1)	Securities Beneficially Owned	
	Shares of Common Stock Beneficially Owned	Percentage of Common Stock Outstanding
<b>Principal Securityholders:</b>		
BlackRock, Inc.(2)	2,064,541	7.7%
Wellington Management Company, LLP (3)	1,556,836	5.8%
The Vanguard Group, Inc.(4)	1,424,693	5.3%
<b>Named Executive Officers:</b>		
Carl R. Christenson (5)	479,970	1.8%
Christian Storch	95,177	*
Gerald Ferris (6)	88,108	*
Glenn Deegan	26,794	*
Craig Schuele	87,718	*
<b>Directors:</b>		
Michael L. Hurt	59,000	*
Edmund M. Carpenter	30,097	*
Lyle G. Ganske (7)	34,964	*
Michael S. Lipscomb	26,771	*
Larry McPherson	89,816	*
James H. Woodward Jr.	30,097	*
All directors and executive officers as a group (12 persons)	1,067,219	4.0%

\* Represents beneficial ownership of less than 1%.

- (1) Except as otherwise noted below, each of the following individuals' address of record is c/o Altra Holdings, Inc., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184. To our knowledge, except as indicated in the footnotes to this table and pursuant to applicable community property laws, the persons listed in the table have sole investment and voting power with respect to all Company securities owned by them.
- (2) The address of BlackRock, Inc. is 40 East 52<sup>nd</sup> Street, New York, NY 10022. Shares are held by BlackRock Advisors, LLC, BlackRock Investment Management, LLC, BlackRock Asset Management Australia Limited, BlackRock Asset Management Canada Limited, BlackRock Advisors (UK) Limited, BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., and BlackRock Japan Co. Ltd., each of which is a subsidiary of BlackRock, Inc. Information and share amounts listed are derived from BlackRock, Inc.'s Schedule 13G/A filed with the SEC on February 8, 2013.



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- (3) The address of the Wellington Management Company, LLP is 280 Congress Street, Boston, MA 02210. Information and share amounts listed are derived from Wellington Management Company, LLP's Schedule 13G filed with the SEC on February 14, 2013.
  
- (4) The address of The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355. A portion of the shares are held by Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd., each of which is a subsidiary of The Vanguard Group, Inc. Information and share amounts listed are derived from The Vanguard Group, Inc.'s Schedule 13G/A filed with the SEC on February 22, 2013.
  
- (5) 337,204 shares are pledged as security for a line of credit in Mr. Christenson's brokerage account. Altra's Insider Trading Policy prohibits the pledging of shares effective as of February 12, 2013 but this prohibition does not apply to pledges of the Company's securities in effect prior to February 12, 2013 including Mr. Christenson's pledged shares. Altra's Insider Trading Policy does require, however, that such existing pledges be minimized and terminated as soon as practicable. During the past year, Mr. Christenson has reduced the amount of shares he has pledged by approximately fifteen percent (15%).
  
- (6) Includes 300 shares held by Mr. Ferris' children for which Mr. Ferris does not have voting or investment power.
  
- (7) Includes 500 shares as to which Mr. Ganske shares voting and investment power with his wife and includes 2,700 shares held in trust for the benefit of Mr. Ganske's daughters, for which Mr. Ganske's wife serves as trustee and for which Mr. Ganske does not have voting or investment power.

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**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires Altra's directors, executive officers and beneficial owners of more than 10% of Altra's equity securities ( 10% Owners ) to file initial reports of their ownership of Altra's equity securities and reports of changes in such ownership with the SEC. Directors, executive officers and 10% Owners are required by SEC regulations to furnish Altra with copies of all Section 16(a) forms they file. Based solely on a review of copies of such forms and written representations from Altra's directors, executive officers and 10% Owners, Altra believes that for the fiscal year of 2012, all of its directors, executive officers and 10% Owners were in compliance with the disclosure requirements of Section 16(a).

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**PROPOSAL 1. ELECTION OF DIRECTORS**

The current Board of Directors is made up of seven directors each of whom's term expires at the 2013 Annual Meeting. The following directors have been nominated by the Company's Nominating and Corporate Governance Committee for re-election to serve for a term of one year until the 2014 Annual Meeting and until their successors have been duly elected and qualified:

Edmund M. Carpenter

Carl R. Christenson

Lyle G. Ganske

Michael L. Hurt

Michael S. Lipscomb

Larry McPherson

James H. Woodward Jr.

All of the nominees for election have consented to being named in this Proxy Statement and to serve if elected. Biographical information for each of the nominees as of March 12, 2013, is presented below.

**The Board of Directors recommends that stockholders vote FOR the election of Messrs. Carpenter, Christenson, Ganske, Hurt, Lipscomb, McPherson and Woodward.**

**NOMINEES FOR DIRECTOR**

*Edmund M. Carpenter*, 71, has been a director since March 2007. Mr. Carpenter currently serves as an operating partner to Genstar Capital. Mr. Carpenter was President and Chief Executive Officer of Barnes Group Inc. from 1998 until his retirement in December 2006. Prior to joining Barnes Group Inc., Mr. Carpenter was Senior Managing Director of Clayton, Dubilier & Rice from 1996 to 1998, and Chief Executive Officer of General Signal from 1988 to 1995. Prior to joining General Signal Corporation, Mr. Carpenter held various executive positions at ITT Corporation, including President and Chief Operating Officer. Prior to joining ITT, he held executive positions with Fruehauf Corporation and served as a partner in the management services division of Touche Ross & Company. He began his career at Michigan Bell Telephone Company. He has served as a director at Campbell Soup Company since 1990. He holds both an M.B.A. and a B.S.E. in Industrial Engineering from the University of Michigan. Having served as CEO of a diversified global manufacturing and logistical services company, Mr. Carpenter presents valuable insight into organizational and operational management issues crucial to a public manufacturing company.

*Carl R. Christenson*, 53, has been our Chief Executive Officer since January 2009 and a director since July 2007. Prior to his current position, Mr. Christenson served as our President and Chief Operating Officer from January 2005 to December 2008. From 2001 to 2005, Mr. Christenson was the President of Kaydon Bearings, a manufacturer of custom-engineered bearings and a division of Kaydon Corporation. Prior to joining Kaydon, Mr. Christenson held a number of management positions at TB Wood's Incorporated and several positions at the Torrington Company. Mr. Christenson holds a M.S. and B.S. degree in Mechanical Engineering from the University of Massachusetts and an M.B.A. from Rensselaer Polytechnic. In addition to more than twenty five years of experience in manufacturing companies, Mr. Christenson brings vast knowledge of the Company's business, structure, history and culture to the Board and the CEO position.

*Lyle G. Ganske*, 54, has been a director since November 2007. Mr. Ganske is the Partner-in-Charge of the Midwest Region of Jones Day. He is an advisor to significant companies, focusing primarily on M&A, takeovers, takeover preparedness, corporate governance, executive compensation, and general corporate counseling. Mr. Ganske has experience in transactions involving regulated industries, including telecom and energy. Mr. Ganske received his J.D. from Ohio State University and his B.S.B.A. at Bowling Green State University. He currently serves on the boards of the Greater Cleveland Partnership, Rock and Roll Hall of Fame and Museum,

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Business Volunteers Unlimited, and Flashes of Hope, and he serves as co-chair of the Commission on Economic Inclusion. He is a member of the Executive Committee of Resilience Capital, a private equity firm. In addition to his substantial legal skills and expertise, Mr. Ganske brings to the Company's Board well-developed business and financial acumen critical to a dynamic public company.

*Michael L. Hurt, P.E.*, 67, has been our Executive Chairman since January 2009. Prior to his current position, Mr. Hurt served as Chief Executive Officer and a director since our formation in 2004. In November 2006, Mr. Hurt was elected as Chairman of our Board. During 2004, prior to our formation, Mr. Hurt provided consulting services to Genstar Capital and was appointed Chairman and Chief Executive Officer of Kilian in October 2004. From January 1991 to November 2003, Mr. Hurt was the President and Chief Executive Officer of TB Woods Incorporated, a manufacturer of industrial power transmission products. Prior to TB Woods, Mr. Hurt spent 23 years in a variety of management positions at the Torrington Company, a major manufacturer of bearings and a subsidiary of Ingersoll Rand. Mr. Hurt currently serves as Chairman and a director of Helix Acquisition Holdings, Inc., a manufacturer and marketer of springs and fasteners, as Chairman of the Board of MW Industries, and as a member of the Strategic Advisory Board of Genstar Capital. Mr. Hurt holds a B.S. degree in Mechanical Engineering from Clemson University and an M.B.A. from Clemson-Furman University. Mr. Hurt brings to the Board and the Chairman position a wealth of organizational and operational management skills coupled with a deep understanding of the Company's business, structure, history and culture stemming from his substantial experience in the manufacturing industry and his tenure as the Company's CEO.

*Michael S. Lipscomb*, 66, has been a director since November 2007. Mr. Lipscomb currently serves as CEO of SIFCO Inc., a NYSE company in the aerospace business. Mr. Lipscomb also serves as CEO/principal of Aviation Component Solutions, a privately held company in the aerospace/aftermarket business and as CEO/principal of JC Carter Nozzles, a privately held supplier of refueling nozzles to the LNG market, and as a Board member of Integrity Organics, a Green company in the waste reclamation business. Previously, Mr. Lipscomb was the Chairman and CEO of Argo-Tech, a leading supplier to the aerospace industry, where he led the company through five bank refinances, four high yield bond offerings, and successfully managed the sale of the company to Eaton Corporation in March of 2007. During his career, Mr. Lipscomb served as a co-founder of Argo-Tech, as a Managing Director at TRW, and in various operational and engineering management roles at the Utica Tool Company. Mr. Lipscomb received his MBA from Clemson-Furman University and his B.S. from Clemson University and previously served on the boards of Argo-Tech, MAMCO Enterprises, Ruhlin Construction Company, Duradyne, and SIFCO (Audit Committee Chair). Mr. Lipscomb brings to the Company's Board a depth of global industrial operating experience and knowledge of organizational management essential to a public manufacturing company.

*Larry McPherson*, 67, has been a director since January 2005. Prior to joining the Board, Mr. McPherson was a Director of NSK Ltd. from 1997 until his retirement in 2004 and served as Chairman and CEO of NSK Europe from January 2002 to December 2003. In total he was employed by NSK Ltd. for 22 years during which time he was responsible for the major expansion of manufacturing operations in the U.S. and the reorganization and consolidation of European operations. Mr. McPherson served as Chairman and CEO of NSK Americas for the six years prior to his European assignment. Mr. McPherson serves as a board member of McNaughton and Gunn, Inc., a privately owned printing company. Mr. McPherson earned his MBA from Georgia State and his undergraduate degree in Electrical Engineering from Clemson University. Mr. McPherson contributes to the Company's Board significant organizational and operational management skills combined with a wealth of experience in global manufacturing businesses.

*James H. Woodward, Jr.*, 60, has been a director since March 2007. From March 2009 to October 2011, Mr. Woodward served as Senior Vice President and Chief Financial Officer of Accuride Corporation. Previously, Mr. Woodward served as Executive Vice President and Chief Financial Officer and Treasurer of Joy Global Inc. from January 2007 until February 2008. Prior to joining Joy Global Inc., Mr. Woodward was Executive Vice President and Chief Financial Officer of JLG Industries, Inc. from August 2000 until its sale in December 2006. Prior to JLG Industries, Inc., Mr. Woodward held various financial and operational positions at Dana Corporation

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since 1982. Mr. Woodward is a Certified Public Accountant and holds a B.A. degree in Accounting from Michigan State University. Mr. Woodward's depth and breadth of exposure to complex issues from his long and distinguished career in the manufacturing industry make him a skilled advisor who provides critical insight into organizational and operational management, global business and financial matters.



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**BOARD OF DIRECTORS**

**Board of Directors Composition**

Our bylaws provide that the size of the Board of Directors shall be determined from time to time by our Board of Directors. Our Board of Directors currently consists of seven members. Each of our executive officers and directors, other than non-employee directors, devotes his or her full time to our affairs. Our non-employee directors devote the amount of time to our affairs as necessary to discharge their duties. Edmund M. Carpenter, Lyle G. Ganske, Michael S. Lipscomb and Larry McPherson are each independent within the meaning of the Marketplace Rules of the NASDAQ Global Market (the "NASDAQ Rules") and the federal securities laws and collectively constitute a majority of our Board of Directors.

**Committees of the Board of Directors**

Pursuant to our bylaws, our Board of Directors is permitted to establish committees from time to time as it deems appropriate. To facilitate independent director review and to make the most effective use of our directors' time and capabilities, our Board of Directors has established the following committees: the Audit Committee, the Personnel and Compensation Committee and the Nominating and Corporate Governance Committee. The charter of each of the committees discussed below is available on our website at <http://www.altramotion.com>. Printed copies of these charters may be obtained, without charge, by contacting the Corporate Secretary, Altra Holdings, Inc., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184, telephone (781) 917-0600. The membership and function of each committee are described below.

***Audit Committee***

The primary purpose of the Audit Committee is to assist the Board's oversight of:

the integrity of our financial statements and reporting;

our independent auditors' qualifications, independence and performance;

our internal controls and risk management;

our compliance with legal and regulatory requirements;

the performance of internal audit function;

the preparation of all reports and disclosure required or appropriate including the disclosure required by Item 407(d)(3)(i) of Regulation S-K; and

legal, ethical and regulatory compliance including application of our Code of Business Conduct and Ethics.

The Audit Committee was established in accordance with Section 3(a)(58)(A) of the Exchange Act and currently consists of Messrs. Ganske, Carpenter and Lipscomb. Mr. Ganske serves as chairman of our Audit Committee. Mr. Carpenter, Mr. Lipscomb and Mr. Ganske qualify as independent audit committee financial experts as such term has been defined by the SEC in Item 407 of Regulation S-K. We believe that the composition of our audit committee meets the criteria for independence under, and the functioning of our audit committee complies with the applicable requirements of, the NASDAQ Rules and federal securities law.

***Personnel and Compensation Committee***

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The primary purpose of our Personnel and Compensation Committee is to establish and review our overall compensation philosophy and policy, to establish and review our director compensation philosophy and policy, and to review and approve corporate goals and objectives relevant to compensation of the Company's executive officers. In addition, the Personnel and Compensation Committee oversees our employee benefit plans and

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practices and produces a report on executive compensation as required by SEC rules. The Personnel and Compensation Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Personnel and Compensation Committee.

The Personnel and Compensation Committee has the authority, pursuant to its charter, to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Personnel and Compensation Committee retains Frederic W. Cook & Co., Inc. ( Cook & Co. ), as the Compensation Committee s independent compensation consultant.

Messrs. Carpenter, McPherson and Lipscomb serve on the Personnel and Compensation Committee, each of whom is a non-employee member of our Board of Directors and independent within the meaning of the NASDAQ Rules. Mr. Carpenter serves as chairman of the Personnel and Compensation Committee. We believe that the composition of our Personnel and Compensation Committee meets the criteria for independence under, and the functioning of our Personnel and Compensation Committee complies with the applicable requirements of, the NASDAQ Rules.

***Compensation Policies and Practices Regarding Risk Taking***

The Company has considered its compensation policies and practices for its employees and concluded that the policies and practices do not give rise to risks that are reasonably likely to have a material adverse effect on the Company. This conclusion was based on the assessment performed by the Company s management and was reviewed by the Compensation Committee of the Company s Board of Directors.

***Nominating and Corporate Governance Committee***

The primary purpose of the Nominating and Corporate Governance Committee is to:

identify and recommend to the Board individuals qualified to serve as directors of our company and on committees of the Board;

advise the Board with respect to Board composition, procedures and committees;

develop and recommend to the Board a set of corporate governance principles and guidelines applicable to us; and

oversee the evaluation of the Board and our management.

Messrs. McPherson, Ganske and Lipscomb serve on the Nominating and Corporate Governance Committee, each of whom is a non-employee member of our Board of Directors and independent within the meaning of the NASDAQ Rules. Mr. McPherson serves as chairman of the Nominating and Corporate Governance Committee. We believe that the composition of our Nominating and Corporate Governance Committee meets the criteria for independence under, and the functioning of our Nominating and Corporate Governance Committee complies with the applicable requirements of, the NASDAQ Rules. Please see the section entitled Corporate Governance herein for further discussion of the roles and responsibilities of the Nominating and Corporate Governance Committee.

**Board, Committee and Annual Meeting Attendance**

For the fiscal year ended December 31, 2012, the Board and its Committees held the following aggregate number of regular and special meetings:

Board	7
Audit Committee	6
Personnel and Compensation Committee	3
Nominating and Corporate Governance Committee	2



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Each of our directors attended 75% or more of the aggregate number of the meetings of the Board and of the Committees on which he served during the year.

The independent members of the Board, and each of the three standing committees of the Board, met in independent director sessions without the Executive Chairman, Chief Executive Officer or members of management present at least four times during 2012.

The Board has adopted a policy pursuant to which directors are expected to attend the Annual Meeting of Stockholders in the absence of a scheduling conflict or other valid reason. All seven of our directors serving at such time attended the 2012 Annual Meeting of Stockholders in person.

## **Board Leadership Structure and Board Oversight of Risk Management**

Pursuant to our bylaws, our Board of Directors determines the best board leadership structure for the Company from time to time by appointing the Chairman of the Board. As part of our annual board self-evaluation process, the Board evaluates our leadership structure to ensure that it provides the optimal structure for the Company and stockholders. While we recognize that different board leadership structures may be appropriate for companies in different situations, we believe our current leadership structure, with Mr. Christenson serving as CEO and Mr. Hurt as Executive Chairman, is the optimal structure for the Company at this time.

We believe our CEO and our Executive Chairman have an excellent working relationship that has allowed Mr. Christenson to make a good transition into the role of CEO and has allowed, and will continue to allow, him to focus on the Company's strategic objectives. By dividing the chairman and CEO roles, we believe our structure provides strong leadership for our Board of Directors, while also positioning our CEO as the leader of the Company in the eyes of our employees and other stakeholders.

Our Board of Directors has five members (four of which are independent) in addition to the Executive Chairman and the CEO. A number of the members of our Board of Directors are currently serving or have served as members of senior management of other public companies and have served as directors of other public companies. We have three board committees comprised solely of independent directors. We believe that the number of independent, experienced directors that make up our Board of Directors, along with the oversight of the Board of Directors by the Executive Chairman, provides our management with appropriate oversight, leadership and guidance. We do not have a lead director, but our non-employee directors meet in executive session without management present as frequently as they deem appropriate, typically at the time of each regular board meeting.

Our Board is responsible for overseeing our risk management. The Board's role in the Company's risk oversight process includes receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, and strategic and reputational risks. The full Board (or the appropriate committee in the case of risks that are under the purview of a particular committee) receives these reports from the appropriate person within the Company to enable the Board to understand our risk identification, risk management and risk mitigation strategies. When a committee receives the report, the chairman of the relevant committee reports on the discussion to the full Board during the committee reports portion of the next Board meeting. This enables the Board and its Committees to coordinate the risk oversight role, particularly with respect to risk interrelationships. The Audit Committee also discusses guidelines and policies to govern the process by which risk management is handled. The Audit Committee discusses the Company's major risk exposures and the steps management has taken to monitor and control such exposures. The Board believes that the work undertaken by the full Board, together with the work undertaken by the Audit Committee and the other committees, enables the Board to effectively oversee the Company's risk management function.

**Table of Contents****Director Compensation**

In 2011, the Compensation Committee engaged the services of Cook & Co., an independent compensation consultant, to review the design and competitiveness of the Company's non-employee director compensation program. Cook & Co.'s review found that the Company's non-employee director compensation practices were generally consistent with peer group policies and emerging trends.

***Standard Board Fees***

Our non-employee directors receive the following standard cash compensation:

Annual Retainer Fee: \$60,000 (payable in equal quarterly installments);

Chairman of the Audit Committee: \$8,000;

Chairman of the Personnel and Compensation Committee: \$5,000; and

Chairman of the Nominating and Corporate Governance Committee: \$5,000.

Directors may elect to receive, in lieu of their regular cash compensation as outlined above, an amount of shares of Company stock equal in value to the cash compensation that otherwise would be paid at the time such cash compensation would otherwise have been payable.

In addition, each of the non-employee directors will receive an annual grant of restricted stock with a value equal to \$60,000 on the date of grant. Such grants generally vest immediately on the initial date of grant.

All members of our Board of Directors are reimbursed for their usual and customary expenses incurred in connection with attending all Board and other committee meetings.

The following table sets forth information concerning compensation paid to our non-employee directors during the fiscal year ended December 31, 2012.

**Non-Employee Director Compensation Table**

Name	Fees Earned or Paid in Cash (\$)	Stock Awards \$(1)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
<b>Edmund M. Carpenter</b>	65,000	60,000			125,000
<b>Lyle G. Ganske</b>	68,000(2)	60,000			128,000
<b>Michael S. Lipscomb</b>	60,000	60,000			120,000
<b>Larry McPherson</b>	65,000	60,000			125,000
<b>James H. Woodward Jr.</b>	60,000	60,000			120,000

- (1) These amounts reflect the aggregate grant date fair value of restricted stock awards granted in fiscal year 2012 in accordance with FASB ASC Topic 718. For additional information on the valuation assumptions regarding the restricted stock awards, refer to Note 10 to our financial statements for the year ended December 31, 2012, which are included in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC.

- (2) Effective beginning in the fourth quarter of 2012, Mr. Ganske has elected to receive, in lieu of his regular cash compensation, an amount of shares of Company stock equal in value to the cash compensation that otherwise would be paid at the time such cash compensation would otherwise have been payable. As a result, for 2012, \$51,000 of Mr. Ganske's cash retainer was paid in cash and the remaining \$17,000 was paid in shares of Company stock.

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### **Stock Ownership Guidelines**

In accordance with the recommendation of Cook & Co., on February 13, 2012, our Board of Directors established stock ownership guidelines applicable to the Company's non-employee directors pursuant to which each non-employee director should retain the value of Company stock equivalent to three (3) times his annual cash retainer. All of the Company's non-employee directors have a five (5) year period to accumulate these specific values.

The following categories satisfy a participant's ownership guidelines: (i) shares of common stock owned directly; (ii) shares of common stock owned indirectly (e.g., by a spouse or a trust); (iii) shares of common stock represented by amounts invested in a 401(k) plan or deferred compensation plan maintained by the Company or an affiliate; and (iv) restricted stock (vested and unvested), earned performance shares (vested and unvested), restricted stock units (vested and unvested), or phantom stock. Unexercised options, unearned performance shares, and pledged shares are not counted toward meeting the guidelines.

The Company's Board of Directors has the discretion to enforce the stock ownership guidelines on a case-by-case basis. Violations of the Company's stock ownership guidelines may, without limitation and in the Board's discretion, result in the participant not receiving future grants of long-term incentive plan awards or annual equity retainer or result in the participant being required to retain all or a portion of future grants of long-term incentive plan awards or annual equity retainers until compliance is achieved.

### **Compensation Committee Interlocks and Insider Participation.**

During our last completed fiscal year, no member of the Compensation Committee was an employee, officer or former officer of Altra. None of our executive officers served on the board of directors or compensation committee of any entity in 2012 that had an executive officer serving as a member of our Board or Compensation Committee.

### **Certain Relationships and Related Transactions**

#### ***Transactions with Directors and Management***

Under our Code of Business Conduct and Ethics, all transactions involving a conflict of interest, including holding a financial interest in a significant supplier, customer or competitor of the Company, are generally prohibited. However, holding a financial interest of less than 2% in a publicly held company and other limited circumstances are excluded transactions. Our directors and officers are prohibited from using his or her position to influence the Company's decision relating to a transaction with a significant supplier, customer or competitor to which he or she is affiliated. Our Audit Committee Charter provides that the Audit Committee shall review, discuss and approve any transactions or courses of dealing with related parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties.

#### ***Indemnification Agreements***

We have entered into indemnification agreements with each of our directors and executive officers. We believe that these agreements are necessary to attract and retain qualified persons as directors and executive officers. These agreements require us to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. We also intend to enter into indemnification agreements with our future directors and executive officers.



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### **Corporate Governance**

#### ***The Nominating and Corporate Governance Committee's Role and Responsibilities***

Primary responsibility for Altra's corporate governance practices rests with the Nominating and Corporate Governance Committee (the Governance Committee). The Governance Committee is responsible for, among other things, (i) overseeing the Company's policies and procedures for the Board's nomination of persons to stand for election to serve on the Board of Directors by stockholders and consideration of any stockholder nominations of persons to stand for election to the Board of Directors; (ii) identifying, screening and reviewing individuals qualified to serve as directors and recommending candidates for nomination for election or to fill vacancies; (iii) reviewing annually the composition and size of the Board; (iv) aiding the Board and its committees in their annual self-evaluations; (v) developing, recommending and overseeing implementation of the Company's corporate governance guidelines and principles; (vi) reviewing, monitoring and addressing conflicts of interest of directors and executives officers; and (vii) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary. Described below are some of the significant corporate governance practices that have been instituted by the Board of Directors at the recommendation of the Governance Committee.

#### ***Director Independence***

The Governance Committee annually reviews the independence of all directors and reports its findings to the full Board. The Governance Committee has determined that the following directors are independent within the meaning of the NASDAQ Rules and relevant federal securities laws and regulations: Edmund M. Carpenter, Lyle G. Ganske, Michael S. Lipscomb and Larry McPherson.

#### ***Board Evaluation***

The Board of Directors has adopted a policy whereby the Governance Committee will assist the Board and its committees in evaluating their performance and effectiveness on an annual basis. As part of this evaluation, the Governance Committee assesses the progress in the areas targeted for improvement during previous evaluations, and develops recommendations to enhance the respective Board or committee effectiveness over the next year.

#### ***Director Nomination Process***

The Governance Committee reviews the skills, characteristics and experience of potential candidates for election to the Board of Directors and recommends nominees for director to the full Board for approval. In addition the Governance Committee assesses the overall composition of the Board of Directors, including factors such as size, composition, diversity, skills, significant experience and time commitment to Altra.

It is the Governance Committee's policy to utilize a variety of means to identify prospective nominees for the Board, and it considers referrals from other Board members, management, stockholders and other external sources such as retained executive search firms. The Governance Committee utilizes the same criteria for evaluating candidates irrespective of their source.

The Governance Committee believes that any nominee must meet the following minimum qualifications:

Candidates should be persons of high integrity who possess independence, forthrightness, inquisitiveness, good judgment and strong analytical skills.

Candidates should demonstrate a commitment to devote the time required for Board duties including, but not limited to, attendance at meetings.

Candidates should possess a team-oriented ethic consistent with Altra's core values, and be committed to the interests of all stockholders as opposed to those of any particular constituency.

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The Governance Committee seeks nominees with a broad diversity of experience, professions, skills, geographic representation and backgrounds. Accordingly, when considering director candidates, the Governance Committee will seek individuals with backgrounds and qualities that, when combined with those of Altra's other directors, provide a blend of skills and experience that will further enhance the Board's effectiveness. The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. Nominees are not discriminated against on the basis of race, religion, national origin, sexual orientation, disability or any other basis proscribed by law.

To recommend a candidate for consideration, a stockholder should submit a written statement of the qualifications of the proposed nominee, including full name and address, to the Nominating and Corporate Governance Committee Chairman, c/o Altra Holdings, Inc., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184.

### ***Corporate Governance Guidelines***

The Governance Committee has developed and recommended the Company's Statement of Governance Principles, Policies and Procedures (the Governance Principles) which has been approved by our full Board. Altra's Governance Principles are available on the Company's website at <http://ir.altramotion.com/governance.cfm>.

### ***Majority Voting Policy in Uncontested Director Elections***

Our Board has adopted a majority voting policy in uncontested director elections which is set forth in Altra's Governance Principles. Under the policy, any nominee for Director who receives a greater number of votes withheld from his or her election than votes for his or her election (a Majority Withheld Vote) in an election of Directors that is not a contested election is expected to tender his or her resignation as a Director to the Board promptly following the certification of the election results. The Governance Committee will consider each resignation tendered under the policy and recommend to the Board whether to accept or reject it. The Board will act on each tendered resignation, taking into account the Governance Committee's recommendation, within 90 days following the certification of the election results.

### ***Business Conduct and Compliance***

Altra maintains a Code of Business Conduct and Ethics (the Code of Ethics) that is applicable to all directors, officers and employees of the Company. It sets forth Altra's policies and expectations on a number of topics, including conflicts of interest, protection and proper use of company assets, relationships with customers and vendors (business ethics), accounting practices, and compliance with laws, rules and regulations. A copy of the Code of Ethics is available on the Company's website at <http://ir.altramotion.com/governance.cfm>. Individuals can report suspected violations of the Altra Holdings, Inc. Code of Ethics anonymously by contacting the Altra Compliance and Ethics Hotline at (800) 826-6762.

Altra also maintains policies regarding insider trading and communications with the public (the Insider Trading Policy) and procedures for the Audit Committee regarding complaints about accounting matters (the Whistleblower Policy). The Insider Trading Policy sets forth the Company's limitations regarding trading in Company securities and the handling of non-public material information. The policy is applicable to directors, officers and employees of Altra and is designed to help ensure compliance with federal securities laws. The Insider Trading Policy prohibits the pledging of shares effective as of February 12, 2013, but this prohibition does not apply to pledges of the Company's securities in effect prior to February 12, 2013. The Insider Trading Policy does require, however, that existing pledges be minimized and terminated as soon as practicable. The Whistleblower Policy was established to set forth the Audit Committee's procedures to receive, retain, investigate and act on complaints and concerns of employees and stockholders regarding accounting, internal accounting controls and auditing matters, including complaints regarding attempted or actual circumvention of internal accounting controls. Accounting complaints may be made directly to the Chairman of the Audit

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Committee in writing as follows: Audit Committee Chairman, c/o Altra Holdings, Inc., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184. A copy of the Audit Committee's Whistleblower Policy and procedures may be requested from the Corporate Secretary, Altra Holdings, Inc., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184.

### ***Succession Planning***

The Board of Directors recognizes that a sudden or unexpected change in leadership could cause the Company to experience management transition issues that could adversely affect the Company's operations, relations with employees and results. In 2008, the Governance Committee implemented a succession plan for the departure of Mr. Hurt as our Chief Executive Officer and the appointment of Mr. Christenson to that position. The Governance Committee is in the process of developing a new succession plan for the Chief Executive Officer position.

### **Communication with Directors**

Stockholders or other interested parties wishing to communicate with the Board, the non-employee directors, or any individual director may do so by contacting the Chairman of the Board by mail, addressed to Chairman of the Board, c/o Altra Holdings, Inc., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184.

All communications to the Board will remain unopened and be promptly forwarded to the Chairman of the Board, who shall in turn forward them promptly to the appropriate director(s). Such items as are unrelated to a director's duties and responsibilities as a Board member may be excluded from this policy by the Chairman of the Board, including, without limitation, solicitations and advertisements; junk mail; product-related communications; job referral materials such as resumes; surveys; and material that is determined to be illegal or otherwise inappropriate. Before being discarded, the director(s) to whom such information is addressed is generally informed that the information has been removed, and that it will be made available to such director(s) upon request.

**Table of Contents****OUR EXECUTIVE OFFICERS**

The following table sets forth names, ages and positions of the persons who are our executive officers as of March 12, 2013:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Michael L. Hurt	67	Executive Chairman and Chairman of the Board
Carl R. Christenson	53	President and Chief Executive Officer
Christian Storch	53	Vice President and Chief Financial Officer
Glenn E. Deegan	46	Vice President, Legal and Human Resources, General Counsel and Secretary
Gerald P. Ferris	63	Vice President of Global Sales
Todd B. Patriacca	43	Vice President of Finance, Corporate Controller and Treasurer
Craig Schuele	49	Vice President of Marketing and Business Development

*Michael L. Hurt, P.E.*, 67, has been our Executive Chairman since January 2009. Prior to his current position, Mr. Hurt served as Chief Executive Officer and a director since our formation in 2004. In November 2006, Mr. Hurt was elected as Chairman of our Board. During 2004, prior to our formation, Mr. Hurt provided consulting services to Genstar Capital and was appointed Chairman and Chief Executive Officer of Kilian in October 2004. From January 1991 to November 2003, Mr. Hurt was the President and Chief Executive Officer of TB Woods Incorporated, a manufacturer of industrial power transmission products. Prior to TB Woods, Mr. Hurt spent 23 years in a variety of management positions at the Torrington Company, a major manufacturer of bearings and a subsidiary of Ingersoll Rand. Mr. Hurt currently serves as Chairman and a director of Helix Acquisition Holdings, Inc., a manufacturer and marketer of springs and fasteners, as Chairman of the Board of MW Industries, and as a member of the Strategic Advisory Board of Genstar Capital. Mr. Hurt holds a B.S. degree in Mechanical Engineering from Clemson University and an M.B.A. from Clemson-Furman University.

*Carl R. Christenson*, 53, has been our Chief Executive Officer since January 2009 and director since July 2007. Prior to his current position, Mr. Christenson served as our President and Chief Operating Officer from January 2005 to December 2008. From 2001 to 2005, Mr. Christenson was the President of Kaydon Bearings, a manufacturer of custom-engineered bearings and a division of Kaydon Corporation. Prior to joining Kaydon, Mr. Christenson held a number of management positions at TB Woods Incorporated and several positions at the Torrington Company. Mr. Christenson holds a M.S. and B.S. degree in Mechanical Engineering from the University of Massachusetts and an M.B.A. from Rensselaer Polytechnic.

*Christian Storch*, 53, has been our Chief Financial Officer since December 2007. From 2001 to 2007, Mr. Storch was the Vice President and Chief Financial Officer at Standex International Corporation. Mr. Storch also served on the Board of Directors of Standex International from October 2004 to December 2007. Mr. Storch also served as Standex International's Treasurer from 2003 to April 2006 and Manager of Corporate Audit and Assurance Services from July 1999 to 2003. Prior to Standex International, Mr. Storch was a Divisional Financial Director and Corporate Controller at Vossloh AG, a publicly held German transport technology company. Mr. Storch has also previously served as an Audit Manager with Deloitte & Touche, LLP. Mr. Storch holds a degree in business administration from the University of Passau, Germany.

*Glenn E. Deegan*, 46, has been our Vice President, Legal and Human Resources, General Counsel and Secretary since June 2009. Prior to his current position, Mr. Deegan served as our General Counsel and Secretary since September 2008. From March 2007 to August 2008, Mr. Deegan served as Vice President, General Counsel and Secretary of Averion International Corp., a publicly held global provider of clinical research services. Prior to Averion, from June 2001 to March 2007, Mr. Deegan served as Director of Legal Affairs and then as Vice President, General Counsel and Secretary of MacroChem Corporation, a publicly held specialty pharmaceutical company. From 1999 to 2001, Mr. Deegan served as Assistant General Counsel of Summit Technology, Inc., a

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publicly held manufacturer of ophthalmic laser systems. Mr. Deegan previously spent over six years engaged in the private practice of law and also served as law clerk to the Honorable Francis J. Boyle in the United States District Court for the District of Rhode Island. Mr. Deegan holds a B.S. from Providence College and a J.D. from Boston College.

*Gerald P. Ferris*, 63, has been our Vice President of Global Sales since May 2007 and held the same position with Power Transmission Holdings, LLC, our Predecessor, since March 2002. He is responsible for the worldwide sales of our broad product platform. Mr. Ferris joined our Predecessor in 1978 and since joining has held various positions. He became the Vice President of Sales for Boston Gear in 1991. Mr. Ferris holds a B.A. degree in Political Science from Stonehill College.

*Todd B. Patriacca*, 43, has been our Vice President of Finance, Corporate Controller and Treasurer since February 2010. Prior to his current position, Mr. Patriacca served as our Vice President of Finance, Corporate Controller and Assistant Treasurer since October 2008 and previous to that, as Vice President of Finance and Corporate Controller since May 2007 and as Corporate Controller since May 2005. Prior to joining us, Mr. Patriacca was Corporate Finance Manager at MKS Instrument Inc., a semi-conductor equipment manufacturer since March 2002. Prior to MKS, Mr. Patriacca spent over ten years at Arthur Andersen LLP in the Assurance Advisory practice. Mr. Patriacca is a Certified Public Accountant and holds a B.A. in History from Colby College and an M.B.A. and an M.S. in Accounting from Northeastern University.

*Craig Schuele*, 49, has been our Vice President of Marketing and Business Development since May 2007 and held the same position with our Predecessor since July 2004. Prior to his current position, Mr. Schuele has been Vice President of Marketing since March 2002, and previous to that he was a Director of Marketing. Mr. Schuele joined our Predecessor in 1986 and holds a B.S. degree in Management from Rhode Island College.

**COMPENSATION DISCUSSION AND ANALYSIS**

The following discussion provides an overview and analysis of our compensation programs and policies and the major factors that shape the creation and implementation of those policies. In this discussion and analysis, and in the more detailed tables and narrative that follow, we will discuss compensation and compensation decisions for fiscal 2012 relating to the following persons, whom we refer to as our named executive officers:

Carl R. Christenson, President and Chief Executive Officer;

Christian Storch, Chief Financial Officer;

Gerald P. Ferris, Vice President of Global Sales;

Glenn E. Deegan, Vice President, Legal and Human Resources, General Counsel and Secretary; and

Craig Schuele, Vice President of Marketing and Business Development.

**Personnel and Compensation Committee**

The Personnel and Compensation Committee of the Board of Directors (the "Compensation Committee"), as further discussed in this Proxy Statement under the caption "Committees of the Board of Directors," has responsibility for establishing, implementing and monitoring adherence with the Company's compensation program. The role of the Compensation Committee is to oversee, on behalf of the Board and for the benefit of the Company and its stockholders, the Company's compensation and benefit plans and policies, to review and approve equity grants to directors and executive officers and to determine and approve annually all compensation relating to the CEO and the other executive officers of the Company. The Compensation Committee utilizes the Company's Human Resources Department and reviews data from market surveys and proxy statements to assess the Company's competitive position with respect to base salary, annual incentives and long-term incentive

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compensation. The Compensation Committee has the authority to engage the services of independent compensation consultants and engaged The Hay Group in 2007 and Frederic W. Cook & Co., Inc. ( Cook & Co. ) in 2011 to conduct reviews of the competitiveness of the Company's executive and non-employee director compensation programs. The Compensation Committee meets a minimum of two times annually to review executive compensation programs, determine compensation levels and performance targets, review management performance, and approve final executive bonus distributions.

### **Objectives of Our Compensation Programs**

We believe that compensation paid to executive officers should be closely aligned with the performance of the Company on both a short-term and long-term basis, and that such compensation should assist the Company in attracting and retaining key executives critical to the Company's success. To this end, our compensation program for executive officers is structured to achieve the following objectives:

#### ***Recruiting and Retention of Talented Professionals***

We believe that it is primarily the dedication, creativity, competence and experience of our workforce that enables us to compete, given the realities of the industry in which we operate. We aim to compensate our executives at competitive levels in order to attract and retain highly qualified professionals critical to our success. There are many important factors in attracting and retaining qualified individuals. Compensation is one of them but not the only one.

#### ***Alignment of Individual and Short-Term and Long-Term Organizational Goals***

We seek to align the short-term interests of our executives with those of our stockholders by structuring a significant portion of executive compensation as a performance-based bonus. In particular, the level of cash incentive compensation is determined by the use of annual performance targets, which we believe encourages superior short-term performance and operating results for the organization.

We strive to align the long-term interests of our executives with those of our stockholders and foster an ownership mentality in our executives by giving them a meaningful stake in our success through our equity incentive programs. Our equity compensation program for executives is designed to link the long-term compensation levels of our executives to the creation of lasting stockholder value.

#### ***Rewarding Meaningful Results***

We believe that compensation should be structured to encourage and reward performance that leads to meaningful results for the Company. Both our cash and equity incentive compensation programs are tied primarily to each executive's contribution to sales and earnings growth and working capital management of Altra. Our strategy is to compensate our executives at competitive levels, with the opportunity to earn above-median compensation for above-market performance as compared to our peer group, through programs that emphasize performance-based incentive compensation in the form of annual cash payments and equity-based awards.

### **Elements of Compensation**

Total compensation for our executive officers consists of the following elements of pay:

Base salary;

Annual cash incentive bonus dependent on our financial performance and achievement of individual objectives;

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Long-term incentive compensation through grants of equity-based awards, which have traditionally been in the form of restricted stock and performance share awards;

Participation in retirement benefits through a 401(k) Savings Plan;

Severance benefits payable upon termination under specified circumstances to our key executive officers;

Medical and dental benefits that are available to substantially all our employees. We share the expense of such health benefits with our employees, with the cost depending on the level of benefits coverage an employee elects to receive. Our health plan offerings are the same for our executive officers and our other non-executive employees; and

Our named executive officers are provided with the same short-term and long-term disability insurance benefits as our other salaried employees. Additionally, our named executive officers are provided with life insurance and supplemental long-term disability benefits that are not available to all salaried employees.

**What We Reward, Why We Pay Each Element of Compensation and How Each Element Relates to Our Compensation Objectives**

Base salary, as well as other benefits such as 401(k) participation, severance, health care and life and disability insurance, are intended to provide a level of income and benefits commensurate with the executive's position, responsibilities and contributions to the Company. We believe the combined value of base salary, annual cash incentives and other fringe benefits should be competitive with the salary, bonus and general benefits provided to similarly situated executives in the industry.

We compensate our executives through programs that emphasize performance-based incentive compensation. We have structured annual cash and long-term non-cash compensation to motivate executives to achieve the business goals set by us and reward the executives for achieving such goals.

Through our annual cash bonus program, we attempt to tailor performance goals to each individual executive officer and to our current priorities and needs. Through our long-term, non-cash incentive compensation, we attempt to align the interests of our executive officers with those of our stockholders by rewarding our executives based on increases in our stock price over time through awards of restricted stock and performance shares.

**How We Determine the Amounts We Pay**

The Compensation Committee utilizes the Company's Human Resources Department and reviews data from market surveys and proxy statements to assess the Company's competitive position with respect to base salary, annual incentives and long-term incentive compensation. The Compensation Committee has the authority to engage the services of independent compensation consultants and engaged the Hay Group in 2007 and Cook & Co. in 2011 to assist the Compensation Committee in identifying comparable companies for benchmarking purposes (our compensation peer group) and to conduct reviews of the competitiveness of the Company's executive and non-employee director compensation programs.

With the assistance of Cook & Co., the Compensation Committee has established our compensation peer group which is comprised of the following companies:

Actuant Corporation	CLARCOR Inc.	ESCO Technologies, Inc.	L.B. Foster Company
Blount International, Inc.	Colfax Corporation	The Gorman-Rupp Company	NN, Inc.
Chart Industries, Inc.	Columbus McKinnon Corp.	JBT Corporation	RBC Bearings Incorporated
Circor International, Inc.	EnPro Industries, Inc.	Kaydon Corporation	Robbins & Myers, Inc.

We believe that our compensation peer group is representative of the market in which we compete for talent. The size of the group has been established so as to provide sufficient benchmarking data across the range of senior





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positions in our Company. Our compensation peer group companies were chosen because they are similar to Altra in terms of size, industry and business mix. We believe the quality of these organizations will allow Altra to maintain a high level of continuity in the peer group, providing a consistent measure for benchmarking compensation.

The Compensation Committee received Cook & Co.'s report during early 2012 (the Cook & Co. Report), which indicated that certain of the Company's executive officers received base salary compensation below median levels for the Company's compensation peer group. Cook & Co. recommended that the Compensation Committee consider increasing certain executive officer base salaries to more closely reflect market median levels as part of the Company's annual salary review process. The Cook & Co. Report also indicated that the total target annual compensation (the sum of base salary and target bonus) and the total target direct compensation (the sum of base salary, target bonus and the annualized grant date present value of long-term incentive grants) for the Company's executive officers were below market median levels. Cook & Co. recommended that the Compensation Committee consider evaluating whether modifications to the Company's target bonus and long-term incentive opportunities were warranted by factors such as internal parity considerations, retention needs, affordability, and external competition for talent.

**Base Salary**

Base salaries for executives are determined by the Compensation Committee or the Board based upon job responsibilities, level of experience, individual performance, comparisons to the salaries of executives in similar positions at other companies within the compensation peer group, as well as internal comparisons of the relative compensation paid to the members of our executive team.

In addition, our CEO makes recommendations to the Compensation Committee with respect to the base compensation of our executives other than himself. In the case of the CEO, the Compensation Committee evaluates his performance and makes a recommendation of base compensation to the Board. These recommendations are then evaluated, discussed, modified as appropriate and ultimately approved by the Compensation Committee or the Board. Pursuant to the employment agreements the Company has entered into with Messrs. Hurt, Christenson and Storch, the Board may not reduce, but may increase, their base salaries so long as their employment agreements are in effect. For further discussion of the employment agreements, see the section entitled "Employment Agreements" in this Proxy Statement.

On February 13, 2012, the Compensation Committee approved the 2012 compensation for the following named executive officers (effective on January 1, 2012) after a review of the Cook & Co. Report, competitive market data and consideration of current market and economic conditions, as well as performance of the Company and the performance and experience of the individual executive. For the year 2012, the named executive officers received base salaries as set forth in the table below.

On February 11, 2013, the Compensation Committee approved the 2013 compensation for the following named executive officers after a review of competitive market data and consideration of the Cook & Co. Report, current market and economic conditions, as well as performance of the Company and the performance and experience of the individual executive. For the year 2013, the named executive officers will receive base salaries as set forth in the table below.

Named Executive Officer	2012 Base Salary	2013 Base Salary(1)	Percentage Increase
Carl R. Christenson	\$ 575,000	\$ 600,000	4.3%
Christian Storch	\$ 371,527	\$ 382,500	3.0%
Gerald P. Ferris	\$ 225,101	\$ 231,850	3.0%
Glenn E. Deegan	\$ 250,000	\$ 265,000	6.0%
Craig Schuele	\$ 210,000	\$ 218,000	3.8%

(1) The 2013 base salaries for Messrs. Christenson, Storch, Ferris, Deegan and Schuele were effective as of January 1, 2013.

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### Annual Cash Incentives

Our executive officers (with the exception of Mr. Hurt) are eligible to participate in the Company's Management Incentive Compensation Program (MICP). Under the MICP, the Compensation Committee establishes an annual target bonus opportunity for each of our executive officers based upon the Company's achievement of certain financial performance targets. The financial performance targets in 2012 were based on adjusted EBITDA, working capital management, and sales and earnings per share (sales/EPS) growth goals. The adjusted EBITDA target consists of earnings before interest, income taxes, depreciation and amortization and is adjusted further for certain non-recurring costs, including, but not limited to, inventory fair value adjustments recorded in connection with acquisitions. The adjusted EBITDA target for fiscal 2012 was approximately \$113.6 million. The working capital management target is based on the number of working capital turns for the year. The working capital management target for fiscal 2012 was approximately 4.44 turns. The sales/EPS growth component of the MICP is based on the growth of sales and non-GAAP adjusted earnings per diluted share. The baselines for measuring sales/EPS growth for the 2012 MICP were budgeted 2012 net sales of approximately \$752.9 million and budgeted 2012 non-GAAP adjusted earnings per diluted share of \$1.38. Our executive officers are not entitled to a bonus under the MICP if the Company does not achieve at least 80% of the adjusted EBITDA target.

The Compensation Committee annually establishes a target bonus opportunity for each executive officer which represents the percentage of base salary to be received by the executive officer as a cash bonus if the Company meets its adjusted EBITDA and working capital management targets. This target percentage is then adjusted upwards or downwards by plotting actual adjusted EBITDA results on an established adjusted EBITDA target performance grid (EBITDA Multiplier). The resulting percentage is then further adjusted upwards or downwards by plotting actual working capital turns on an established working capital turns performance grid (Working Capital Turns Multiplier). The resulting percentage may then be further adjusted upward, but not downward, by plotting actual sales and non-GAAP adjusted earnings per diluted share on an established sales/EPS performance grid (Sales/EPS Multiplier).

The Company's actual results for fiscal 2012 were: (i) adjusted EBITDA of approximately \$108.5 million which was less than the adjusted EBITDA target and resulted in an EBITDA Multiplier of 0.775, (ii), working capital turns of approximately 4.39 which was less than the working capital management target and resulted in a Working Capital Multiplier of 0.98, and (iii) sales of approximately \$732 million and non-GAAP adjusted earnings per diluted share of \$1.52 which resulted in a Sales/EPS Multiplier of 1.3. Based upon these results and the combined above-target performance of the Company, the Compensation Committee approved bonuses to each of Messrs. Christenson, Storch, Ferris, Deegan and Schuele as set forth in the table below.

Officer	2012 Target Bonus		2012 Actual Bonus	
	Percentage of Base Salary	2012 Actual Bonus Payout \$	Payout Percentage of Base Salary	2012 Actual Bonus Payout Percentage of Target Bonus
Carl R. Christenson	75%	\$ 425,795	74%	99%
Christian Storch	50%	\$ 183,414	49%	99%
Gerald P. Ferris	50%	\$ 111,127	49%	99%
Glenn E. Deegan	45%	\$ 111,077	44%	99%
Craig Schuele	45%	\$ 93,305	44%	99%

Any bonuses earned are fully paid in cash following the end of the year earned and after the completion of the consolidated financial statement audit.

To further clarify the bonus calculation, the following is an example calculation for Mr. Christenson:

Base Salary	Target %	Target \$	EBITDA Multiplier	Working Capital Turns Multiplier	Sales/EPS Growth Multiplier	Bonus Payment(1)
\$575,000	75%	\$ 431,250	0.775	0.98	1.3	\$ 425,795

(1)  $(425,795 = 431,250 * 0.775 * 0.98 * 1.3)$

As our Executive Chairman, Mr. Hurt is not eligible to participate in the Company's MICP.



**Table of Contents****Discretionary Bonus**

In addition to the amounts earned under the MICP, the Compensation Committee has recognized that certain special situations may arise where the Company may benefit from an employee significantly exceeding expectations and that such performance may warrant additional compensation. The Compensation Committee therefore granted our CEO the authority to award up to an aggregate of \$250,000 worth of additional discretionary bonuses in 2012 to Company employees for services the CEO determines to be beneficial to the Company and above and beyond the scope of such employee's regular services. No named executive officers received discretionary bonuses during 2012.

**Long-Term Incentive Compensation**

We believe that equity-based compensation ensures that our executives have a continuing stake in the long-term success of the Company. We issue equity-based compensation in the form of restricted stock, which generally vests ratably over a period of years, and performance shares, which generally includes a measurement period for the applicable performance metric of at least one year and may also vest ratably over a period of years after the amount of the award is fixed. The purpose of these equity incentives is to encourage stock ownership, offer long-term performance incentive and to more closely align the executive's compensation with the return received by the Company's stockholders.

The Cook & Co. Report noted, among other things, that the total target direct compensation (the sum of base salary, target bonus and the annualized grant date present value of long-term incentive grants) for the Company's executive officers were below market median levels. The Cook & Co. Report further noted that, on average, the Company's compensation peer group delivered their long term incentive awards using components such as stock options or performance share awards that had not historically been offered by the Company. As a result, the Cook & Co. Report further recommended that consideration be given to incorporating performance share awards into the Company's long term incentive program. After considering the information and recommendations contained in the Cook & Co. Report and additional competitive market data, the Compensation Committee decided to add a performance share component to the Company's long term incentive award program beginning in 2013.

The Compensation Committee awards long-term incentive grants to the Company's executive officers as a component of total compensation to further align executive officers' compensation with the long-term performance of the Company and to aid in retention.

The Compensation Committee has established a target long-term incentive opportunity for each executive officer which represents a percentage of base salary to be received annually by the executive officer as a grant of time vested restricted stock. In setting the target percentage of base salary for the restricted stock award grant, the Compensation Committee considers compensation peer group benchmarking data, data contained in the Cook & Co. Report and, historically, recommendations provided by The Hay Group, an independent compensation consultant retained by the Compensation Committee in 2007. The Compensation Committee may then adjust the incentive grant upwards or downwards in its discretion. Messrs. Christenson, Storch, Ferris, Deegan and Schuele have target restricted stock award grant percentages equal to 150%, 50%, 35%, 35% and 35% of their respective base salary. On February 13, 2012 and February 11, 2013, the Compensation Committee approved the following grants of restricted stock for each of the named executive officers set forth below:

Officer	2012 Number of Restricted Shares Granted(1)	2012 Stock Value at Time of Grant	2013 Number of Restricted Shares Granted(2)	2013 Stock Value at Time of Grant
Carl R. Christenson	40,398	\$ 862,500	36,765	\$ 900,000
Christian Storch	8,701	\$ 185,764	7,813	\$ 191,250
Gerald P. Ferris	3,690	\$ 78,785	3,315	\$ 81,148
Glenn E. Deegan	4,098	\$ 87,500	3,789	\$ 92,750
Craig Schuele	3,443	\$ 73,500	3,117	\$ 76,300

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- (1) Shares vest in equal annual installments on August 15, 2012, August 15, 2013, August 15, 2014 and August 15, 2015.  
 (2) Shares vest in equal annual installments on August 15, 2013, August 15, 2014, August 15, 2015 and August 15, 2016.  
 The Compensation Committee did not adjust any of the above grants from the target percentage.

The Compensation Committee has also established a target long-term incentive opportunity for each executive officer which represents a percentage of base salary to be received annually by the executive officer as a performance share award. In setting the target percentage of base salary for the performance share award grant, the Compensation Committee considers compensation peer group benchmarking data and data contained in the Cooke & Co. Report. Messrs. Christenson, Storch, Ferris, Deegan and Schuele have target performance share award grant percentages equal to 20% of their respective base salaries. The performance objective for the performance shares is a targeted amount of return on invested capital established by the Compensation Committee of the Company over a measurement period of one year beginning on January 1, 2013 and ending on December 31, 2013. Award payouts for the performance shares are based on the percentage of the performance target achieved. The percentage of the award earned at the end of the performance cycle based on the performance target can range between 0%, for achievement of less than approximately 80% of the performance target, and 200%, for achievement of approximately 108% of the performance target. Once the amount of the performance share award is fixed based upon achievement of the target performance objective, the awards will be paid in restricted common stock, which restricted stock will vest in three equal installments upon the initial issuance date, on the first anniversary of the issuance date, and on the second anniversary of the issuance date. On February 11, 2013, the Compensation Committee issued grants of target performance shares to the named executive officers under the Company's 2004 Equity Incentive Plan as set forth below.

Named Executive Officer	2013 Performance Shares	
	Target Number Granted	Stock Cash Value at Time of Grant
Carl R. Christenson	4,902	\$ 120,000
Christian Storch	3,125	\$ 76,500
Gerald P. Ferris	1,894	\$ 46,370
Glenn E. Deegan	2,165	\$ 53,000
Craig Schuele	1,781	\$ 43,600

***Discretionary Equity Incentive Compensation***

In addition to long-term equity-based compensation, the Compensation Committee has recognized that certain special situations may arise where the Company may benefit from an employee significantly exceeding expectations and that such performance may warrant additional compensation. The Compensation Committee therefore granted our CEO the authority to award up to an aggregate of 25,000 shares of restricted stock in 2011 to Company employees, on such terms, including vesting periods, as the CEO may determine in his discretion, for services the CEO determines to be beneficial to the Company and above and beyond the scope of such employee's regular services. Mr. Deegan received a discretionary grant of 1,500 shares of restricted stock during 2012 with the shares vesting in two equal installments on August 15, 2012 and August 15, 2013. No other named executive officers received discretionary stock awards during 2012.

***Other Benefits***

We have a 401(k) plan in which the named executive officers currently participate. We also have a frozen defined benefit plan from which Messrs. Ferris and Schuele are eligible to receive benefits. We also provide life,

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disability, medical and dental insurance as part of our compensation package. The Compensation Committee considers all of these plans and benefits when reviewing the total compensation of our executive officers.

For 2012, the 401(k) plan offered a company match of \$0.50 for every \$1.00 contributed by a named executive officer to the plan, up to 6% of the executive officer's eligible compensation subject to applicable IRS maximums. For 2012, the Company also contributed an amount equal to 3% of a named executive officer's eligible compensation to their account regardless of the amount of the contributions made by the named executive officer.

Messrs. Ferris and Schuele previously participated in the Colfax PT Pension Plan; however on December 31, 1998 participation in and benefits accrued under such plan were frozen. Under the provisions of the plan, upon reaching the normal retirement age of sixty-five, Mr. Ferris will receive annual payments of approximately \$38,661 and Mr. Schuele will receive annual payments of approximately \$10,814. As part of its acquisition of Power Transmission Holding LLC from Colfax Corporation, the Company assumed certain liabilities of the Colfax PT Pension Plan, including such future payments to Messrs. Ferris and Schuele.

The named executive officers are provided with the same short-term and long-term disability benefits as our other salaried employees. Additionally, the named executive officers are provided with life insurance and supplemental long-term disability benefits that are not available to all salaried employees.

### ***Perquisites***

We do not provide the named executive officers with perquisites or other personal benefits such as company vehicles, club memberships, financial planning assistance, tax preparation or other similar benefits with the exception of Mr. Ferris, our Vice President of Global Sales, who as a sales executive has use of a company-leased automobile.

### **Stock Ownership Guidelines**

The Compensation Committee has established the following stock ownership guidelines for certain of the Company's senior executive positions, including those held by Messrs. Christenson, Storch, Ferris, Deegan and Schuele:

Carl R. Christenson As President and Chief Executive Officer, Mr. Christenson should retain the value of Company stock equivalent to five (5) times his base annual salary.

Christian Storch As Chief Financial Officer, Mr. Storch should retain the value of Company stock equivalent to three (3) times his base annual salary.

Gerald P. Ferris As Vice President of Global Sales, Mr. Ferris should retain the value of Company stock equivalent to one (1) time his base annual salary.

Glenn E. Deegan As Vice President, Legal and Human Resources, General Counsel and Secretary, Mr. Deegan should retain the value of Company stock equivalent to one (1) times his base annual salary.

Craig Schuele As Vice President of Marketing and Business Development, Mr. Schuele should retain the value of Company stock equivalent to one (1) times his base annual salary.

The following categories satisfy a participant's ownership guidelines: (i) shares of common stock owned directly; (ii) shares of common stock owned indirectly (e.g., by a spouse or a trust); (iii) shares of common stock represented by amounts invested in a 401(k) plan or deferred compensation plan maintained by the Company or an affiliate; and (iv) restricted stock (vested and unvested), earned performance shares (vested and unvested), restricted stock units (vested and unvested), or phantom stock. Unexercised options, unearned performance shares, and pledged shares are not counted toward meeting the guidelines. All of these executive officers have a five (5) year period to accumulate the specific values

referenced above.

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The Company's Board of Directors has the discretion to enforce the stock ownership guidelines on a case-by-case basis. Violations of the Company's stock ownership guidelines may, without limitation and in the Board's discretion, result in the participant not receiving future grants of long-term incentive plan awards or annual equity retainer or result in the participant being required to retain all or a portion of future grants of long-term incentive plan awards or annual equity retainer until compliance is achieved.

### **Tax and Accounting Considerations**

Section 162(m) of the Internal Revenue Code of 1986, as amended generally places a limit of \$1,000,000 on the amount of compensation that we may deduct in any one year with respect to our Chief Executive Officer and each of the next four most highly compensated executive officers. The Compensation Committee considers the anticipated tax treatment to the Company and its executive officers when reviewing the executive compensation programs. However, the Compensation Committee will not necessarily seek to limit executive compensation to amounts deductible under Section 162(m), as the Compensation Committee wishes to maintain flexibility to structure our executive compensation programs in ways that best promote the interests of the Company and its stockholders.

### **Change of Control Matters, Employment Contracts and Other Agreements**

#### ***Employment Agreements***

Two of our named executive officers, Messrs. Christenson and Storch, have entered into employment agreements with us and our wholly-owned subsidiary Altra Industrial Motion, Inc. Mr. Christenson entered into his employment agreement in early January 2005, which was subsequently amended on March 3, 2009 (with such amendment effective as of January 1, 2009). Under the terms of his employment agreement, Mr. Christenson has a five-year employment term, beginning on January 1, 2009, following which the agreement automatically renews for successive one-year terms unless either Mr. Christenson or Altra terminates the agreement upon 6 months prior notice to such renewal date. Mr. Storch entered into his employment agreement in December 2007, which was subsequently amended on November 5, 2012. Under the terms of his employment agreement, Mr. Storch's employment term expires on December 31, 2013, following which the agreement automatically renews for successive one-year terms unless either Mr. Storch or Altra terminates the agreement upon 6 months prior notice to such renewal date. Each of the employment agreements contain usual and customary restrictive covenants, including 12 month non-competition provisions and non-solicitation/no hire of employees or customers provisions, non-disclosure of proprietary information provisions and non-disparagement provisions. In the event of a termination without cause or departure for good reason, Messrs. Christenson and Storch are entitled to severance equal to 12 months' salary, continuation of medical and dental benefits for the 12-month period following the date of termination, and an amount equal to their pro-rated bonus for the year of termination. In addition, upon such termination, all of Mr. Christenson's unvested equity awards, and fifty percent of Mr. Storch's unvested equity awards, received from our Incentive Plan shall automatically vest. Any payments upon termination are subject to certain conditions including compliance with the non-competition, non-solicitation, non-disclosure and non-disparagement provisions described above. Under the terms of his employment agreement, upon his death or disability, fifty percent of Mr. Storch's unvested equity awards received from the Company's Incentive Plan shall automatically vest.

Under the agreements, each of Messrs. Christenson and Storch is also eligible to participate in all compensation or employee benefit plans or programs and to receive all benefits and perquisites for which salaried employees of Altra Industrial Motion, Inc. generally are eligible under any current or future plan or program on the same basis as other senior executives of Altra Industrial Motion, Inc.



**Table of Contents*****Change of Control Provisions***

Pursuant to the terms of the employment agreements discussed above under the caption *Employment Agreements*, we provide benefits to Messrs. Christenson and Storch upon termination of employment from the Company under certain circumstances. The benefits described under the caption *Employment Agreements* are in addition to the benefits to which the executives would be entitled upon a termination of employment generally (i.e. vested retirement benefits accrued as of the date of termination, stock awards that are vested as of the date of termination and the right to elect continued health coverage pursuant to COBRA).

The Company and its wholly-owned subsidiary, Altra Industrial Motion, Inc., have entered into change of control agreements, effective as of October 28, 2008, with each of our named executive officers (collectively, the *Executives*). The change of control agreements provide that, subject to certain conditions, including compliance with non-competition, non-solicitation, non-disclosure and non-disparagement provisions, in the event that (a) the Executive is terminated without cause or such Executive terminates employment for good reason within 24 months following a change of control of the Company (as defined in the change of control agreements) or (b) the Executive is terminated without cause in anticipation of a change of control of the Company within 90 days prior to such change of control (each, a *triggering event*), such Executive will be entitled to certain benefits. Such benefits include (i) a lump sum amount payable in cash equal to the sum of (A) a multiple (shown below for each of the named executive officers) of the Executive's annual base salary then in effect and (B) a multiple (shown below for each of the named executive officers) of the Executive's target bonus amount for the year of termination and (ii) continuation of medical and dental benefits for up to 18 months (period shown below for each of the named executive officers) following the date of termination. In addition, upon a change of control, the Executive will be entitled to an amount equal to such Executive's pro-rated bonus for the year of termination and all of such Executive's outstanding equity incentive awards will automatically vest in full and be exercisable as of the date of termination.

<b>Executive</b>	<b>Title</b>	<b>Multiple of Base Salary and Target Bonus</b>	<b>Medical and Dental Continuation</b>
Carl R. Christenson	President and Chief Executive Officer	2x	18 Months
Christian Storch	Chief Financial Officer	2x	18 Months
Gerald P. Ferris	Vice President of Global Sales	1.5x	18 Months
Glenn E. Deegan	Vice President, Legal and Human Resources, General Counsel and Secretary	1.5x	18 Months
Craig Schuele	Vice President of Marketing and Business Development	1.5x	18 Months

Because Messrs. Christenson and Storch also have employment agreements with the Company, the change of control agreements for these Executives provide that in the event of a triggering event, such Executive shall be entitled to receive benefits and payments under only one of the employment agreement or the change of control agreement, whichever is more favorable to the Executive at the time of such triggering event.

As more fully discussed in the caption *2004 Equity Incentive Plan* in this Proxy Statement, the Compensation Committee has the authority to affect immediate vesting of various employee incentive awards upon a change of control of Altra. The Compensation Committee may provide that any time prior to a change in control, any outstanding stock options, stock appreciation rights, stock units and unvested cash awards shall immediately vest and become exercisable and any restriction on restricted stock awards or stock units shall immediately lapse. In addition, the Compensation Committee may provide that all awards held by participants who are in our service at the time of the change of control, shall remain exercisable for the remainder of their terms notwithstanding any subsequent termination of a participant's service.

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### ***Executive Severance Policy***

The Compensation Committee has approved an Executive Severance Policy, effective as of November 1, 2008, applicable to certain executive officers of the Company, including three named executive officers, Gerald P. Ferris, Glenn E. Deegan and Craig Schuele (collectively for the purposes of this subsection, the *Participants* ). The Executive Severance Policy provides that, subject to certain conditions including compliance with non-competition, non-solicitation, non-disclosure and non-disparagement provisions, in the event that a Participant is terminated without cause by the Company, such Participant will be entitled to continue receiving his base salary and medical and dental benefits for a period of 12 months following such termination. In the event a Participant enters into a written agreement with the Company regarding severance, including a change of control agreement, the terms and conditions of such written agreement shall control with respect to the termination circumstances covered by such agreement and the Participant shall not be eligible to receive benefits under this policy.

Amounts payable to our named executive officers due to termination of employment or a change of control under any employment agreements or otherwise are disclosed in further detail in the table entitled *Potential Post-Employment Payments to Named Executive Officers* contained in this Proxy Statement.

### ***Indemnification Agreements***

We have entered into indemnification agreements with each of our directors and executive officers. We believe that these agreements are necessary to attract and retain qualified persons as directors and executive officers. These agreements require us to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. We also intend to enter into indemnification agreements with our future directors and executive officers.

### ***Retirement***

As part of the acquisition of Power Transmission Holding LLC ( *PTH* ) from Colfax Corporation, we agreed to assume active pension plan liabilities of PTH, including certain liabilities under its Colfax PT Pension Plan. Messrs. Ferris and Schuele previously participated in the Colfax PT Pension Plan; however, on December 31, 1998, their participation in and benefits accrued under such plan were frozen. Under the provisions of the plan, upon reaching the normal retirement age of 65, Mr. Ferris will receive annual payments of approximately \$38,661 and Mr. Schuele will receive annual payments of approximately \$10,814. These amounts were determined from a formula set forth in the plan and are based upon (i) a participant's years of service, (ii) a participant's compensation at the time the plan was frozen, and (iii) a standard set of benefit percentage multipliers. The assumed liabilities of the Colfax PT Pension Plan, including the retirement benefits payable to Messrs. Ferris and Schuele, will be managed under the Altra Industrial Motion, Inc. Retirement Plan, which has been frozen at identical levels to the Colfax PT Pension Plan.

### ***Advisory Vote on Executive Compensation***

We conducted advisory votes on executive compensation at our 2011 and 2012 Annual Meetings. While these votes were not binding on the Company, our Board of Directors or our Compensation Committee, we believe that it is important for our stockholders to have an opportunity to vote on this proposal on an annual basis as a means to express their views regarding our executive compensation philosophy, our compensation policies and programs, and our decisions regarding executive compensation, all as disclosed in our proxy statement. Our Board of Directors and our Compensation Committee value the opinions of our stockholders and, to the extent there is any significant vote against the compensation of our named executive officers as disclosed in the proxy statement, we will consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns. In addition to our annual advisory vote to approve executive

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compensation, we are committed to ongoing engagement with our stockholders on executive compensation and corporate governance issues. These engagement efforts take place throughout the year through meetings, telephone calls and correspondence involving our senior management, directors and representatives of our stockholders.

At the 2012 Annual Meeting, more than 99% of the votes cast on the advisory vote on executive compensation proposal (Proposal 4) were in favor of our named executive officer compensation as disclosed in the proxy statement, and as a result our named executive officer compensation was approved. The Board of Directors and Compensation Committee reviewed these final vote results and took them into account in evaluating our executive compensation policies and decisions. As noted above, the Compensation Committee did engage Cook & Co. in 2011 to assist in identifying an updated and expanded compensation peer group and in reviewing the competitiveness of the Company's executive compensation programs.

We have determined that our stockholders should vote on a Say-on-Pay proposal each year, consistent with the preference expressed by our stockholders at the 2011 Annual Meeting. It is expected that the next such vote will occur at the 2014 Annual Meeting of stockholders.

**Accordingly, our Board of Directors recommends that you vote FOR Proposal 3 at the Annual Meeting.** For more information, see *Proposal 3. Advisory Vote to Approve the Compensation of the Company's Named Executive Officers ( Say on Pay )* in this proxy statement.

**COMPENSATION COMMITTEE REPORT**

The Personnel and Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this Proxy Statement. Based on this review and discussion, the Personnel and Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

**Personnel and Compensation Committee:**

**Edmund M. Carpenter (Chairman)**  
**Larry McPherson**  
**Michael S. Lipscomb**

**Table of Contents****COMPENSATION OF NAMED EXECUTIVES**

The following table summarizes all compensation paid during fiscal 2010, 2011, and 2012 to our principal executive officer, our principal financial officer and our three other most highly compensated executive officers who were serving as executive officers at December 31, 2012. We refer to these executive officers as the named executive officers.

**Summary Compensation Table**

Name & Principal Position	Year	Salary	Bonus	Stock Awards(1)	Non-Equity Incentive Plan Compensation(2)	All Other Compensation	Total Compensation
<b>Carl R. Christenson</b>	2012	\$ 575,000		\$ 862,500	\$ 425,795	\$ 24,929(3)	\$ 1,888,224
President and Chief Executive Officer	2011	526,042		787,500	447,851	19,440	1,780,833
	2010	478,129		750,000	1,193,063	38,883	2,460,075
<b>Christian Storch</b>	2012	371,527		185,764	183,414	24,569(4)	765,274
Vice President and Chief Financial Officer	2011	361,144		180,353	205,134	22,452	769,083
	2010	347,225		175,100	557,081	34,049	1,113,455
<b>Gerald Ferris</b>	2012	225,101		78,785	111,127	25,499(5)	440,512
Vice President of Global Sales	2011	218,810		76,491	124,287	20,189	439,777
	2010	210,356		74,263	337,525	28,409	650,553
<b>Glenn Deegan</b>	2012	250,000		117,545	111,077	24,569(6)	503,191
Vice President, Legal and Human Resources, General Counsel and Secretary	2011	232,031		81,113	105,437	17,910	436,491
	2010	217,708		78,750	286,335	23,634	606,427
<b>Craig Schuele</b>	2012	210,000		73,500	93,305	23,729(7)	400,534
Vice President of Marketing and Business Development	2011	200,807		70,282	91,359	17,414	379,862
	2010	191,444		67,579	245,719	23,967	528,709

- (1) These amounts reflect the aggregate grant date fair value of awards for awards granted in fiscal years 2012, 2011, and 2010 in accordance with FASB ASC Topic 718. For additional information on the valuation assumptions regarding the restricted stock awards, refer to Note 10 to our financial statements for the year ended December 31, 2012, which are included in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC.
- (2) Paid in March of the subsequent year under the Company's Management Incentive Compensation Program.
- (3) Represents our 401(k) contribution of \$15,000 and premiums paid for medical, dental, life and disability benefits.
- (4) Represents our 401(k) contribution of \$15,000 and premiums paid for medical, dental, life and disability benefits.
- (5) Represents our 401(k) contribution of \$13,127 and premiums paid for medical, dental, life and disability benefits.
- (6) Represents our 401(k) contribution of \$15,000 and premiums paid for medical, dental, life and disability benefits.

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(7) Represents our 401(k) contribution of \$13,800 and premiums paid for medical, dental, life and disability benefits.

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The following table presents information regarding grants of plan-based awards to our named executive officers during the fiscal year ended December 31, 2012.

**Grants of Plan-Based Awards**

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards		Estimated Future Payouts Under Equity Incentive Plan Awards		All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock & Option Awards \$(1)
		Threshold Target (\$)	Maximum (\$)	Threshold Target (#)	Maximum (#)		
Carl R. Christenson	2/13/12					40,398	\$ 862,500
Christian Storch	2/13/12					8,701	185,764
Gerald P. Ferris	2/13/12					3,690	78,785
Glenn E. Deegan	2/13/12					4,098	87,500
	2/24/12					1,500	30,045
Craig Schuele	2/13/12					3,443	73,500

- (1) These amounts reflect the aggregate grant date fair value of awards in accordance with FASB ASC Topic 718. For additional information on the valuation assumptions regarding the restricted stock awards, refer to Note 10 to our financial statements for the year ended December 31, 2012, which are included in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC. The following table presents information concerning the number and value of restricted stock that has not vested for our named executive officers outstanding as of the end of the fiscal year ended December 31, 2012.

**Outstanding Equity at Fiscal Year-End**

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
Carl R. Christenson					66,104(1)	\$ 1,457,593
Christian Storch					14,805(2)	326,450
Gerald P. Ferris					6,281(3)	138,496
Glenn E. Deegan					8,148(4)	179,663
Craig Schuele					5,794(5)	127,758

- (1) 36,930 restricted shares will vest in August 2013, 19,074 restricted shares will vest in August 2014, and 10,100 restricted shares will vest in August 2015.

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- (2) 8,399 restricted shares will vest in August 2013, 4,230 restricted shares will vest in August 2014, and 2,176 restricted shares will vest in August 2015.
- (3) 3,563 restricted shares will vest in August 2013, 1,795 restricted shares will vest in August 2014, and 923 restricted shares will vest in August 2015.
- (4) 4,573 restricted shares will vest in August 2013, 1,950 restricted shares will vest in August 2014, 1,025 restricted shares will vest in August 2015, and 600 restricted shares will vest in September 2013.
- (5) 3,271 restricted shares will vest in August 2013, 1,662 restricted shares will vest in August 2014, and 861 restricted shares will vest in August 2015.

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The following table presents information concerning the vesting of restricted stock for our named executive officers during the fiscal year ended December 31, 2012. The Company has not granted any options.

**Option Exercises and Stock Vested**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
<b>Carl R. Christenson</b>			56,774	\$ 967,417
<b>Christian Storch</b>			19,523	350,709
<b>Gerald P. Ferris</b>			6,159	104,668
<b>Glenn E. Deegan</b>			7,695	131,917
<b>Craig Schuele</b>			5,634	95,754

**Pension Benefits**

The following table presents information concerning payments or other benefits for our named executive officers in connection with their retirement.\*

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year(\$)
<b>Carl R. Christenson</b>				
<b>Christian Storch</b>				
<b>Gerald P. Ferris (1)</b>	Altra Industrial Motion, Inc. Retirement Plan	20.66	439,248	
<b>Glenn E. Deegan</b>				
<b>Craig Schuele (1)</b>	Altra Industrial Motion, Inc. Retirement Plan	12.33	81,519	

\* For further discussion of the valuation method and material assumptions used in quantifying the present value of accumulated benefit, see Note 8 of our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

(1) Reflects pension benefits accrued for Mr. Ferris and Mr. Schuele under PTH's Colfax PT Pension Plan, which Altra assumed in connection with its acquisition of PTH. Mr. Ferris and Mr. Schuele's participation in and benefits accrued under such plan were frozen since December 31, 1998. The Altra Industrial Motion, Inc. Retirement Plan manages the assumed liabilities under the Colfax PT Pension Plan. Under the provisions of the Colfax PT Pension Plan, upon reaching the normal retirement age of 65, Messrs. Ferris and Schuele will receive annual payments of approximately \$38,661 and \$10,814, respectively. Mr. Ferris and Mr. Schuele are eligible to receive a reduced annual payment in the event of his early retirement. For further discussion, please see the section of this Proxy Statement entitled Retirement.

**2004 Equity Incentive Plan**



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Our 2004 Equity Incentive Plan, or Incentive Plan, permits the grant of restricted stock, stock units, stock appreciation rights, cash, performance awards, non-qualified stock options and incentive stock options to purchase shares of our common stock, par value \$0.001 per share. Currently, the maximum number of shares of our common stock that may be issued under the terms of the Incentive Plan is 3,754,256 and the maximum

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number of shares that may be subject to incentive stock options (within the meaning of Section 422 of the Code) is 1,750,000 shares. The Compensation Committee of our Board of Directors administers the Incentive Plan and has discretion to establish the specific terms and conditions for each award. Our employees, consultants and directors are eligible to receive awards under our Incentive Plan. Stock options, stock appreciation rights, restricted stock, stock units and cash awards may constitute performance-based awards in accordance with Section 162(m) of the Code at the discretion of the Compensation Committee. Any grant of restricted stock under the Incentive Plan may be subject to vesting requirements, as provided in its applicable award agreement, and will generally vest in equal annual installments over a period of years. The Compensation Committee may provide that any time prior to a change in control, any outstanding stock options, stock appreciation rights, stock units and unvested cash awards shall immediately vest and become exercisable and any restriction on restricted stock awards or stock units shall immediately lapse. In addition, the Compensation Committee may provide that all awards held by participants who are in our service at the time of the change of control, shall remain exercisable for the remainder of their terms notwithstanding any subsequent termination of a participant's service. All awards shall be subject to the terms of any agreement effecting a change of control. Other than Mr. Hurt's, Mr. Christenson's and Mr. Storch's outstanding equity awards, upon a participant's termination of employment (other than for cause), unless the Board or Compensation Committee provides otherwise: (i) any outstanding stock options or stock appreciation rights may be exercised 90 days after termination, to the extent vested, (ii) unvested restricted stock awards and stock units shall expire and (iii) cash awards and performance-based awards shall be forfeited. Under the terms of his employment agreement, in the event Mr. Hurt's employment is terminated by us other than for cause, or terminates for good reason, all of his outstanding equity awards shall vest automatically. Under the terms of his employment agreement, in the event Mr. Christenson's employment is terminated by us other than for cause, or terminates for good reason, all of his outstanding equity awards shall vest automatically. Under the terms of his employment agreement, in the event Mr. Storch's employment is terminated by us other than for cause, or terminates for good reason, fifty percent (50%) of his outstanding equity awards shall vest automatically.

The following table presents information concerning our 2004 Equity Incentive Plan as of December 31, 2012.

**Equity Compensation Plan Information**

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights(a)</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights(b)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))(c)</b>
Equity compensation plans approved by security holders(1)		\$	910,281
Equity compensation plans not approved by security holders	n/a	n/a	n/a
<b>Total</b>		\$	910,281

(1) The 2004 Equity Incentive Plan was approved by the Company's stockholders prior to the initial public offering.

**Potential Payments Upon Termination or Change-In-Control**

The applicable employment agreement, change of control agreement, or executive severance policy control payments to the named executive officers upon termination or a change in control of the Company. Please refer to Change of Control Matters, Employment Contracts, and Other Agreements in the Compensation Discussion & Analysis section in this Proxy Statement for a detailed discussion of the terms of each of these agreements.

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The estimated payments and benefits that would be provided to each named executive officer as a result of a termination (i) upon death or disability, (ii) without cause or for good reason, (iii) involuntary with cause or voluntary without good reason, or (iv) upon a change in control are set forth in the table below. Calculations for this table are based on the assumption that the termination took place on December 31, 2012 and the individual was employed for the full year of fiscal 2012. The amounts in the table below do not include payments and benefits to the extent they are provided on a non-discriminatory basis to salaried employees generally upon termination of employment.

	Carl R. Christenson				Christian Storch			
	Death or Disability	Termination Without Cause or for Good Reason	Involuntary for Cause/ Voluntary Termination	Change in Control	Death or Disability	Termination Without Cause or for Good Reason	Involuntary for Cause/ Voluntary Termination	Change in Control
	<b>Incremental and Earned Compensation</b>							
<i>Cash Severance(1)</i>	\$	\$ 575,000	\$	\$ 1,150,000	\$	\$ 371,527	\$	\$ 743,054
<i>Health Insurance(1)</i>		13,654		20,481		13,654		20,481
<i>Restricted Stock(2)</i>		1,457,593		1,457,593	163,225	163,225		326,450
<i>Performance Bonus(1)</i>	425,795	425,795	425,795	1,288,295	183,414	183,414	183,414	554,942
<i>Total</i>	\$ 425,795	\$ 2,472,042	\$ 425,795	\$ 3,916,369	\$ 346,639	\$ 731,820	\$ 183,414	\$ 1,644,927

	Gerald P. Ferris(3)				Glenn E. Deegan			
	Death or Disability	Termination Without Cause or for Good Reason	Involuntary for Cause/ Voluntary Termination	Change in Control	Death or Disability	Termination Without Cause or for Good Reason	Involuntary for Cause/ Voluntary Termination	Change in Control
	<b>Incremental and Earned Compensation</b>							
<i>Cash Severance(1)</i>	\$	\$ 225,101	\$	\$ 337,652	\$	\$ 250,000	\$	\$ 375,000
<i>Health Insurance(1)</i>		13,654		20,481		13,654		20,481
<i>Restricted Stock(2)</i>				138,496				179,663
<i>Performance Bonus(1)</i>				279,953				279,827
<i>Total</i>	\$	\$ 238,755	\$	\$ 776,582	\$	\$ 263,654	\$	\$ 854,971

	Craig Schuele(3)			
	Death or Disability	Termination Without Cause or for Good Reason	Involuntary for Cause/ Voluntary Termination	Change in Control
	<b>Incremental and Earned Compensation</b>			
<i>Cash Severance(1)</i>	\$	\$ 210,000	\$	\$ 315,000
<i>Health Insurance(1)</i>		13,654		20,481
<i>Restricted Stock(2)</i>				127,758
<i>Performance Bonus(1)</i>				235,055
<i>Total</i>	\$	\$ 223,654	\$	\$ 698,294

(1) Cash severance, health insurance and performance bonus amounts payable upon termination as reflected herein were determined by the terms of the applicable employment agreement (with respect to Messrs. Christenson and Storch), executive severance policy (with respect to Messrs. Ferris, Deegan and Schuele), or change of control agreement, which are further discussed in this Proxy Statement under the captions Executive Severance Policy and Change of Control Provisions.

(2) The restricted stock values were determined using the number of shares that will immediately vest upon termination per the applicable agreement multiplied by Altra's stock price at December 31, 2012.



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- (3) Mr. Ferris and Mr. Schuele will be entitled to receive certain annual pension payments upon reaching the normal retirement age of 65 or a reduced benefit if earlier than normal retirement age, as further described in this Proxy Statement under the caption Retirement.

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**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee reviews Altra's financial reporting process on behalf of the Board of Directors and reports to the Board on audit, financial and related matters. Altra's management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. Deloitte & Touche LLP (the independent external auditor for fiscal year ended December 31, 2012) was responsible for performing an independent audit of the Company's consolidated financial statements in accordance with generally accepted auditing principles and to issue a report thereon. The Audit Committee oversees these processes.

In this context, the Audit Committee has met and held discussions with Altra's management and the independent auditor. Management has represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States, and the Audit Committee reviewed and discussed the consolidated financial statements with management and the independent auditor. The Audit Committee also discussed with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 *Communication with Audit Committees*.

In addition, the Audit Committee discussed with the independent auditor such auditor's independence from the Company and its management, and the independent auditor provided to the Audit Committee the written disclosures and communications required by the Public Company Accounting Oversight Board regarding the independent auditor's communication with the Audit Committee concerning independence.

The Audit Committee discussed with the Company's internal audit staff and independent auditor the overall scope and plans for their respective audits. The Audit Committee met with the internal audit staff and the independent auditor, with and without management present, to discuss the results of their examinations, their evaluations of Altra's internal controls, and the overall quality of Altra's financial reporting.

Based on the reviews and discussions with management and the independent auditor referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors has approved, that the audited financial statements be included in Altra's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and filed with the SEC.

**AUDIT COMMITTEE**

**Lyle G. Ganske (Chairman)**

**Edmund M. Carpenter**

**Michael S. Lipscomb**

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**PROPOSAL 2. RATIFICATION OF SELECTION OF INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM**

Deloitte & Touche LLP ( D&T ) has been selected by the Audit Committee of the Board of Directors to audit the accounts of Altra and its subsidiaries for the fiscal year ending December 31, 2013. D&T served as our independent auditor for fiscal years 2012, 2011, 2010 and 2009. At the Annual Meeting, the stockholders are being asked to ratify the appointment of D&T as Altra's independent auditor for fiscal year 2013. If ratification is withheld, the Audit Committee will reconsider its selection. A representative of D&T will attend our Annual Meeting to respond to appropriate questions and will have the opportunity to make a statement if the representative desires to do so.

**Auditor Fees**

The aggregate professional fees billed or to be billed by D&T for the audit of our annual financial statements for fiscal 2012 and 2011 and fees billed or to be billed for audit related services, tax services and all other services rendered by D&T for these periods are as follows (in thousands):

	<b>Deloitte &amp; Touche LLP</b>	
	<b>2012</b>	<b>2011</b>
Audit Fees(1)	\$ 1,799	\$ 1,850
Audit Related Fees(2)	97	209
Tax Fees(3)	68	344
All Other Fees(4)	32	175
<b>Total</b>	<b>\$ 1,996</b>	<b>\$ 2,578</b>

- (1) Audit Fees for the fiscal years ended December 31, 2012 and 2011 were for professional services provided for the audit of the Company's consolidated financial statements, statutory audits, audit of internal controls, consents and assistance with review of documents filed with the SEC.
- (2) Audit Related Fees for the fiscal year ended December 31, 2012 were for services related to (i) beginning balance audit procedures related to the Company's acquisition of the Lamiflex business and (ii) responses to SEC comment letters. Audit Related Fees for the fiscal year ended December 31, 2011 were for services related to (i) beginning balance audit procedures related to the Company's acquisition of the Bauer Gear Motor business and (ii) the issuance of our Convertible Senior Notes.
- (3) Tax Fees for the fiscal years ended December 31, 2012 and 2011 were for services related to tax compliance, including the preparation of tax returns; and tax planning and tax advice, including assistance with acquisitions, mergers and foreign operations.
- (4) Other Fees for the fiscal years ended December 31, 2012 and 2011 were for services related to evaluation of and assistance with proposed acquisitions and DART software subscription.

**Pre-Approval of Audit and Non-Audit Services**

Altra's Audit Committee is responsible for appointing Altra's independent auditor and approving the terms of the independent auditor's services. The Audit Committee has established a policy for the pre-approval of all audit and permissible non-audit services to be provided by the independent auditor, as described below and must pre-approve any internal control related service, including any changes in the nature, scope or extent of such services.

***Audit Services***

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Under the policy, the Audit Committee is to approve the engagement of Altra's independent auditor each fiscal year and pre-approve each audit and audit-related service to be performed by such independent auditor,



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including, but not limited to, the audit of Altra's financial statements and the provision of an attestation report on management's evaluation of Altra's internal controls over financial reporting. As noted above, the Audit Committee must specifically approve, in advance, any proposed change in the nature, scope or extent of any internal control related service.

***Non-Audit Services***

In accordance with the pre-approval policy, the Audit Committee must pre-approve non-audit services that may be performed by the independent auditor during the fiscal year. The Audit Committee will approve the provision of only those non-audit services deemed permissible under the federal securities laws and regulations. The Audit Committee may delegate to the Chair of the Audit Committee the authority to approve additional permissible non-audit services to be performed by the independent auditor, provided that the full Audit Committee shall be informed of such approval at its next scheduled meeting.

All services performed by D&T in fiscal 2012 were pre-approved by the Audit Committee pursuant to the foregoing pre-approval policy.

**The Board of Directors recommends that the stockholders vote FOR Proposal 2.**

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**PROPOSAL 3. ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ( SAY ON PAY )**

**Background of the Proposal**

The Dodd-Frank Act requires all public companies to hold a separate non-binding advisory stockholder vote to approve the compensation of named executive officers as described in the Compensation Discussion and Analysis, the executive compensation tables and any related information in each such company's proxy statement (commonly known as a "Say on Pay" proposal). Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, we are holding a separate non-binding advisory vote to approve Say on Pay at the Annual Meeting.

**Say on Pay Proposal**

As discussed in the "Compensation Discussion and Analysis" section of this proxy statement, our executive compensation program is primarily structured to compensate our executives at competitive levels, with the opportunity to earn above-median compensation for above-market performance as compared to our peer group. We compensate our executives through programs that emphasize performance-based incentive compensation in the form of annual cash payments and equity-based awards. We have structured annual cash and long-term non-cash compensation to motivate executives to achieve the business goals set by us and reward the executives for achieving such goals. This approach supports the Company's pay-for-performance philosophy by providing a compensation package that is generally weighted toward variable, performance-based incentives, thus ensuring the highest degree of accountability at the senior levels of the organization. The Board of Directors believes that our compensation program for our named executive officers is appropriately based upon our performance and the individual performance and level of responsibility of the named executive officers. We urge you to read the "Executive Compensation" section of this proxy statement for details on the Company's executive compensation programs.

***The Say on Pay proposal is set forth in the following resolution:***

RESOLVED, that the compensation paid to Altra Holding's, Inc.'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.

Because your vote on this proposal is advisory, it will not be binding on the Board of Directors, the Compensation Committee or the Company. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

**The Board of Directors recommends that the stockholders vote FOR Proposal 3.**

**STOCKHOLDER PROPOSALS FOR 2014 ANNUAL MEETING**

**Requirements for Stockholder Proposals to Be Considered for Inclusion in Altra's Proxy Materials**

Any proposal or director nomination that a stockholder wishes to submit for inclusion in Altra's proxy materials for the 2014 Annual Meeting of Stockholders pursuant to and in accordance with Rule 14a-8 of the Exchange Act must be received by Altra not later than November 22, 2013.

**Requirements for Stockholder Proposals to Be Brought Before the Annual Meeting**

Altra's bylaws provide that any proposal or director nomination that a stockholder wishes to propose for consideration at an annual meeting, but does not seek to include in Altra's Proxy Statement and related materials, must be received by the Company no later than the close of business on the 90<sup>th</sup> day nor earlier than the close of

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business on the 120<sup>th</sup> day prior to the first anniversary of the preceding year's Annual Meeting. Absent specific circumstances set forth in our bylaws, to be considered at the 2014 Annual Meeting such proposal must be delivered to Altra no earlier than December 26, 2013 and no later than January 27, 2014. In addition, any stockholder proposal to Altra must set forth the information required by Altra's bylaws with respect to each matter the stockholder proposes to bring before the annual meeting. The proxy solicited by the Board of Directors for the 2014 Annual Meeting will confer discretionary authority to vote on any proposal presented by a stockholder at the meeting that was not included in the proxy materials for such meeting.

Any stockholder proposals or notices submitted to Altra in connection with the 2014 Annual Meeting should be addressed to: Corporate Secretary, Altra Holdings, Inc., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184.

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**DIRECTIONS TO THE  
BOSTON MARRIOTT QUINCY**

**Boston Marriott Quincy  
1000 Marriott Drive,  
Quincy, MA 02169 U.S.A.  
Phone: (617) 472-1000  
Fax: (617) 472-7095**

**FROM LOGAN INTERNATIONAL AIRPORT:**

Take 93 S to Exit #7 (Rt. 3).  
Immediately take Exit 18/19 (Braintree/Quincy).  
Bear left off ramp Exit 19 ( T Station/Quincy).  
Follow to traffic light and turn left onto Center St.  
Take immediate left into Crown Colony Park.  
Hotel is 1/4 mile on left.

**FROM PROVIDENCE AIRPORT:**

I-95 North to I-93 North.  
Take Exit 7, Rt. 3 South (Braintree/Cape Cod).  
Take first Exit 18, turn left off ramp.  
Stay left until traffic light.  
Take left at light, and left into Crown Colony Park.  
Left onto Marriott Drive.

**FROM ROUTE 3 (PLYMOUTH/CAPE COD):**

Take Exit 19.  
Stay left until traffic light.  
Take left at light.  
Left into Crown Colony Park.  
Left onto Marriott Drive

**FROM POINTS WEST:**

From Mass Turnpike (Rt 90): Rt 95 S to 93 N to Exit 7.

Immediately take Exit 18/19 (Braintree/Quincy).

Bear left off ramp Exit 19 ( T Station/Quincy).

Follow to traffic light and turn left onto Center St.

Take immediate left into Crown Colony Park.

Hotel is 1/4 mile on left.





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**ANNUAL MEETING OF STOCKHOLDERS OF**

**ALTRA HOLDINGS, INC.**

**Thursday, April 25, 2013**

**Please date, sign and mail your proxy card in the  
envelope provided as soon as possible, or you can vote  
by internet or phone.**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice & Proxy Statement, Annual Report with 10-K is/are available at [www.proxyvote.com](http://www.proxyvote.com).

**ALTRA HOLDINGS, INC.**

**This proxy is solicited by the Board of Directors**

**Annual Meeting of Stockholders**

**4/25/2013 9:00 AM**

**THIS PROXY, WHEN PROPERLY EXECUTED AND RETURNED IN A TIMELY MANNER, WILL BE VOTED AS YOU SPECIFY ON THE REVERSE SIDE. IF NO CHOICE IS SPECIFIED, THEN THIS PROXY WILL BE VOTED IN FAVOR OF ELECTING THE SEVEN NOMINEES NOTED HEREON TO THE BOARD OF DIRECTORS AND IN FAVOR OF PROPOSALS 2, AND 3. IN THEIR DISCRETION, THE PROXIES APPOINTED HEREIN ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF.**

By signing the proxy, you revoke all prior proxies, acknowledge receipt of the notice of the Annual Meeting of Stockholders to be held April 25, 2013 and the proxy statement, and appoint, Carl R. Christenson and Christian Storch, and each of them with full power of substitution, to vote all shares of Common Stock of Altra Holdings, Inc. you are entitled to vote, either on your behalf or on behalf of an entity or entities, at the Annual Meeting of Stockholders of Altra Holdings, Inc., to be held on Thursday, April 25, 2013, at 9:00 a.m. at The Boston Marriott Quincy, 1000 Marriott Drive, Quincy, Massachusetts 02169, and at any adjournment or postponement thereof, with the same force and effect as if you were personally present thereat.



**Address change/comments:**

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

**Continued and to be signed on reverse side**