

PFIZER INC
Form DEF 14A
March 16, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party Other Than the Registrant

Check the Appropriate Box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Pfizer 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:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(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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Proxy Statement for
2017 Annual Meeting
of Shareholders

2016 Financial Report¹

¹The 2016 Financial Report is not included in this filing. The portions of the 2016 Financial Report that are incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the “2016 Form 10-K”) were filed, and the other portions of the 2016 Financial Report were furnished, solely for the information of the U.S. Securities and Exchange Commission, on Exhibit 13 to the 2016 Form 10-K. The 2016 Financial Report is contained in Appendix A to the Notice of 2017 Annual Meeting and Proxy Statement being mailed to our shareholders beginning on or about March 16, 2017. The Letter to Shareholders from our Chairman and CEO and the Corporate and Shareholder Information contained in the materials being mailed to our shareholders beginning on or about March 16, 2017 are not included in this filing.

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Our Strategic Imperatives

1 Innovate and lead

Improve Pfizer’s ability to innovate in biomedical R&D and develop a new generation of high-value, highly differentiated medicines and vaccines.

2 Maximize value

Invest and allocate our resources in ways that create the greatest long-term returns for our shareholders.

3 Earn greater respect

Earn society’s respect by generating breakthrough therapies, improving access, expanding the dialogue on healthcare and acting as a responsible corporate citizen.

4 Own our culture

Build and sustain a culture where colleagues view themselves as owners, generating new ideas, dealing with problems in a straightforward way, investing in open and candid conversations and working as teammates on challenges and opportunities.

Our Purpose

Innovate to bring therapies to patients that significantly improve their lives

Our Mission

To be the premier innovative biopharmaceutical company

Our Values

Customer focus
Community
Respect for people
Performance
Collaboration
Leadership
Integrity
Quality
Innovation

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A MESSAGE TO OUR SHAREHOLDERS FROM PFIZER'S LEAD INDEPENDENT DIRECTOR

A Message from Dear Shareholders:

Pfizer's Lead

Independent

Director

It has been my privilege to serve as Pfizer's Lead Independent Director this year, working with a group of highly-engaged and knowledgeable Board members, strongly attuned to their roles as your fiduciaries. As I embark on my third year as Lead Independent Director, I would like to reflect on 2016 and the many ways in which the Board worked together to provide independent oversight of management and to represent shareholder interests throughout the year.

Dennis A.

Ausiello, M.D.

Independent Board Oversight

First and foremost, your Board is composed of fully independent Directors, with the exception of Ian C. Read, Pfizer's Chairman and CEO. The Directors' skills reflect deep expertise and qualifications essential to effective oversight of the business, including business leadership, healthcare industry expertise and extensive experience in finance, science and risk management.

The Board utilizes its deep knowledge and diverse backgrounds to work with management in its oversight of corporate strategy, which we discussed at nearly every Board meeting in 2016. Additionally, we reviewed specific major business and organizational initiatives, capital allocation priorities and business development opportunities. Further, the Board and its Committees were involved in overseeing enterprise risk management, including risk priorities and developments that could impact the business. The Board also discussed Board and management succession planning.

Independent Board Leadership

As Lead Independent Director, I work closely with our CEO to ensure that an active dialogue between our independent Directors and management exists. I serve as a representative for our independent Directors and, in this capacity, contribute to the development of, and approval of Board meeting agendas, materials and schedules. At each Board meeting, I also preside over the executive sessions held with the independent Directors.

Further, I am responsible for leading the independent Directors' evaluation of the effectiveness of Pfizer's Chairman and CEO, Mr. Read. This assessment includes an annual evaluation of his performance in leading Pfizer's business as our CEO, as well as his performance as Chairman through his interactions with the Directors and his ability to provide effective leadership and direction to the full Board.

The Board's assessment of Mr. Read also informs the Board's comprehensive annual review of our leadership structure. Our Board strongly believes that Mr. Read's extensive knowledge of the research-based biopharmaceutical industry and his continued demonstration of exemplary leadership and vision, coupled with the active and engaged role that defines the Pfizer Lead Independent Director position, support our belief that, at this time, a unified Chairman and CEO role is the right leadership structure for Pfizer.

Board and Committee Composition and Refreshment

During the year, we also focused on Board and Committee composition and refreshment, two important topics to our investors. We discussed these items regularly at meetings and considered projected Director retirement dates in combination with a review of skill sets and qualifications. The Board ensures that

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A MESSAGE TO OUR SHAREHOLDERS FROM PFIZER'S LEAD INDEPENDENT DIRECTOR

it has the appropriate balance of skills, diversity, experience and tenure to provide effective oversight. Informed by this comprehensive review, as well as shareholder feedback we received, the Board recommended several Committee member rotations during 2016, including the appointment of new Chairs to lead the Audit, Compensation and Science and Technology Committees. Since 2012, we have also welcomed four new Directors to the Board, including Ronald E. Blaylock in February 2017, which brings our average tenure of the Board to seven years.

Committed to Strong Corporate Governance Standards

As part of the Board's ongoing commitment to act with integrity and to maintain high corporate governance standards, we continued to place a high priority on listening and responding to shareholder feedback regarding our corporate governance practices. The Board considered the shareholder votes on the proxy items presented at last year's Annual Meeting, which resulted in strong support for the re-election of the Director candidates, the company's auditor and our executive compensation program. One area of focus for the Board was the vote received on the lobbying activities shareholder proposal in 2016. Although the proposal did not pass, in response to the feedback the Board received through our extensive shareholder outreach effort, the Corporate Governance Committee further strengthened its oversight of the company's lobbying activities and priorities and amended its Charter to clarify this responsibility.

The Board remains committed to serving your interests in 2017 and appreciates your continued engagement and support of our company. I invite you to review this Proxy Statement to learn more about your Board, Pfizer's strong corporate governance practices and the proposals on this year's proxy ballot.

Sincerely,

Dennis A. Ausiello, M.D.

Lead Independent Director

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Notice of 2017 Annual Meeting and Proxy Statement

Time and Date

9:00 a.m., Eastern Daylight Time (EDT),
on Thursday, April 27, 2017

Place

Hilton Short Hills Hotel, 41 John F. Kennedy Parkway,
Short Hills, New Jersey 07078, +1-973-379-0100

Record Date

You can vote your shares if you were a shareholder of
record at the close of business on February 28, 2017.

Audio Webcast

Available at www.pfizer.com, starting at 9:00 a.m., EDT,
on Thursday, April 27, 2017. A replay will be available
through the first week of May 2017.

ITEMS OF BUSINESS

- To elect 12 members of the Board of Directors, each until our next Annual Meeting and until his or her successor has been duly elected and qualified.
- To ratify the selection of KPMG LLP as our independent registered public accounting firm for the 2017 fiscal year.
- To conduct an advisory vote to approve our executive compensation.
- To conduct an advisory vote on the frequency of future advisory votes on executive compensation.
- To consider three shareholder proposals, if presented at the Meeting.
- To transact any other business that properly comes before the Meeting and any adjournment or postponement of the Meeting.

VOTING YOUR SHARES IS QUICK AND EASY—YOU CAN EVEN VOTE USING YOUR SMARTPHONE OR TABLET.

	For registered holders and Pfizer Savings Plan participants:	For beneficial owners:
HOW TO VOTE	(Shares are registered in your name with Pfizer’s transfer agent, Computershare, or held in the Pfizer Savings Plan)	(Shares are held in a stock brokerage account or by a bank or other holder of record)
Electronically*	www.investorvote.com/pfe	www.proxyvote.com
By telephone*	Within the U.S., U.S. territories & Canada +1-800-652-VOTE (8683) – toll-free	+1-800-454-VOTE (8683) – toll-free

Outside of the U.S., U.S. territories & Canada
+1-781-575-2300 – standard rates apply

By mail

Complete, sign and return the proxy card

Complete, sign and return the voting
instruction card

* You will need to provide your control number that appears on the right hand side of the enclosed proxy card or voting instruction card.

MATERIALS TO REVIEW

This booklet contains our Notice of 2017 Annual Meeting and Proxy Statement. Our 2016 Financial Report is included as Appendix A and is followed by certain Corporate and Shareholder Information. None of Appendix A, the Corporate and Shareholder Information, or the accompanying Letter to Shareholders from our Chairman and CEO are a part of our proxy solicitation materials.

If you received a Notice of Internet Availability and would like a printed copy of the materials, please follow the instructions provided in your notice. Alternatively, follow the instructions included on how to vote online.

This Notice of 2017 Annual Meeting and Proxy Statement and a proxy or voting instruction card are being mailed or made available to shareholders starting on or about March 16, 2017.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 27, 2017**

This Notice of 2017 Annual Meeting and Proxy Statement and the 2016 Financial Report and Corporate and Shareholder Information are available on our website at www.pfizer.com/annualmeeting. Except as stated otherwise, information on our website is not considered part of this Proxy Statement.

Margaret M. Madden

Senior Vice President and Corporate Secretary, Chief Governance Counsel
March 16, 2017

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Proxy Statement Summary

Here are highlights of important information you will find in this Proxy Statement. As it is only a summary, please review the complete Proxy Statement before you vote.

SUMMARY OF SHAREHOLDER VOTING MATTERS

Voting Matter	Board Vote Recommendation	See Page
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Our Director Nominees

You are being asked to vote on the election of the following 12 Directors. All Directors are elected annually by the affirmative vote of a majority of votes cast. For detailed information about each Director's background, skill sets and areas of expertise please see "Director Nominees" later in this Proxy Statement.

Committee Memberships

Name	Age*	Director Since	Occupation and Experience	Independent	Audit	Compensation	Corporate Governance	Regulatory & Compliance	Science & Technology
Dennis A. Ausiello, <i>M.D. Lead Independent</i>	71	2006	Director, Center for Assessment Technology & Continuous Health,	Yes					1

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<i>Director</i>											
Ronald E. Blaylock	57	2017	Physician-in-Chief, Emeritus, Massachusetts General Hospital & Jackson Distinguished Professor, Harvard Medical School Founder, Managing Partner of GenNx360 Capital Partners	Yes				1			1
W. Don Cornwell	69	1997	Retired Chairman & Chief Executive Officer, Granite Broadcasting Corporation	Yes	1	1			1		1
Joseph J. Echevarria	60	2015	Retired Chief Executive Officer, Deloitte LLP	Yes	1			1			1
Frances D. Fergusson, Ph.D.	72	2009	President Emeritus, Vassar College	Yes				1	CHAIR		1
Helen H. Hobbs, M.D.	64	2011	Investigator, Howard Hughes Medical Institute & Professor, University of Texas Southwestern Medical Center	Yes				1	1		CHAIR
James M. Kilts	69	2007	Founding Partner, Centerview Capital Chairman,	Yes			1				1
Shantanu Narayen	53	2013	President & Chief Executive Officer, Adobe Systems Incorporated	Yes			1		1		1
Suzanne Nora Johnson	59	2007	Retired Vice Chairman, Goldman Sachs Group, Inc.	Yes		CHAIR			1		1
Ian C. Read <i>Chairman</i>	63	2010	Chairman & Chief Executive Officer, Pfizer Inc.	No							
Stephen W. Sanger	71	2009	Retired Chairman & Chief Executive Officer, General Mills, Inc.	Yes	1				CHAIR		1
James C. Smith	57	2014	President & Chief Executive Officer, Thomson Reuters	Yes	1		CHAIR				1

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* As of the date of the 2017 Annual Meeting.

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PROXY STATEMENT SUMMARY

BOARD AND COMMITTEE REFRESHMENT

In June 2016, we made several changes to the composition of the Board Committees, including the election of:

- Ms. Suzanne Nora Johnson as the new Chair of the Audit Committee;
- Mr. James C. Smith as the new Chair of the Compensation Committee; and
- Dr. Helen H. Hobbs as the new Chair of the Science and Technology Committee.

In February 2017, as part of our ongoing commitment to proactive Board refreshment, Ronald E. Blaylock was elected to the Board and as a member of the Corporate Governance and Science and Technology Committees. Among other qualifications, Mr. Blaylock brings financial expertise, as well as risk management and business leadership skills to the Board.

Board Composition

Our goal is to maintain a diverse Board representing a wide range of experience and perspectives. Below we highlight the composition of our Director nominees.

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PROXY STATEMENT SUMMARY

Corporate Governance Highlights

Pfizer is committed to exercising and maintaining strong corporate governance practices. We believe that good governance promotes the long-term interests of our shareholders, strengthens Board and management accountability and improves our standing as a trusted member of society.

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PROXY STATEMENT SUMMARY

2016 SHAREHOLDER OUTREACH

We believe that a robust shareholder outreach program is an essential component of maintaining our strong corporate governance practices. In our discussions with investors, we seek their input on a variety of corporate governance topics and other issues that may impact our business or reputation. We strive for a collaborative approach with investors to solicit and understand a variety of perspectives. During 2016, we engaged with over 30 global institutional investors representing nearly 30% of our outstanding shares. Investors' sentiment was generally positive with respect to our leadership, our corporate governance practices, the structure of our executive compensation plan and other issues specific to our industry. This information was summarized and shared with the Board of Directors.

In 2016, as a result of investor feedback on the company's lobbying activities and Pfizer's commitment to corporate governance excellence, the Corporate Governance Committee further strengthened its oversight of the company's lobbying activities and amended the Committee's Charter to clarify this responsibility. As a result, the Corporate Governance Committee maintains an informed status on the company's lobbying priorities and activities through semi-annual reports from management.

For more information about our 2016 shareholder engagement program and the actions we took in response to shareholder feedback, see "Governance – Shareholder Outreach" and "Corporate Governance Committee Report" later in this Proxy Statement.

Executive Compensation Highlights

Pfizer's pay-for-performance compensation philosophy is set by the Compensation Committee of the Board. Our goal is to align each executive's compensation with Pfizer's short-term and long-term performance and provide the compensation and incentives needed to attract, motivate and retain key executives crucial to Pfizer's long-term success.

To achieve these objectives:

- We position total direct compensation and each compensation element at approximately the median of our pharmaceutical peer and general industry comparator companies.

- We align annual short-term incentive awards with annual operating, financial and strategic objectives.
- We align long-term incentive awards with the interests of our shareholders by delivering value based on operating results and absolute and relative shareholder return, encouraging stock ownership and promoting retention of key talent.
- A significant portion of the total compensation opportunity for our executives is directly related to Pfizer's total shareholder return (TSR) and our progress against the performance goals of our strategic and operating plans, as well as our performance against that of our peers.

Our Compensation Practices

Pfizer continues to implement and maintain leading practices in its compensation program, including:

Risk Mitigation	No Hedging or Pledging
Compensation Recovery ("Clawbacks")	No "Gross-ups" for Perquisites
Stock Ownership Requirements	No Repricing
Minimum Vesting Required	No Employment Agreements
Robust Investor Outreach	
Independent Compensation Consultant	

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PROXY STATEMENT SUMMARY

2016 KEY ELEMENTS OF EXECUTIVE COMPENSATION

Direct compensation for our executives in 2016 consisted of the following key elements:

Element	Type/Description	Objective
Salary (Cash)	The fixed amount of compensation for performing day-to-day responsibilities is set based on market data, job scope and responsibilities and experience	Provides competitive level of fixed compensation
Annual Short-Term Incentive Compensation/ Global Performance Plan (GPP) (Cash)	Our annual incentive plan pool is funded based on performance against Pfizer's short-term financial goals (revenue, adjusted diluted earnings per share (EPS) and cash flow from operations). Individual awards are based on business unit and individual performance measured over the current year	Provides short-term incentives tied to corporate performance against three operational metrics and links individual awards to both company and individual performance based on achievement of financial and strategic goals
Long-Term Incentive Compensation (100% Performance Based Equity)	<ul style="list-style-type: none"> 5-Year Total •Shareholder Return Units (TSRUs) 7-Year Total •Shareholder Return Units (TSRUs) •Performance Share Awards (PSAs) 	<p>TSRUs provide direct alignment with shareholders as awards are tied to absolute total shareholder return over a five- or seven-year period</p> <p>PSAs align executive compensation to operational goals through performance against a combination of operating income* over three one-year periods and TSR relative to the NYSE ARCA Pharmaceutical Index (DRG Index) over a three-year performance period</p>

* Operating income as the PSA performance measure is based on Pfizer's Non-GAAP Adjusted Operating Income stated at budgeted foreign exchange rates and is further refined to exclude other unbudgeted or non-recurring items.

2016 Named Executive Officer (NEO) Pay Mix

The illustration below uses year-end salary and target annual incentive and long-term awards for the active NEOs.

CEO - 2016 Target Direct Compensation Other Active NEOs - 2016 Target Direct Compensation (Average)

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PROXY STATEMENT SUMMARY

2016 NEO PERFORMANCE-YEAR TOTAL DIRECT COMPENSATION (TDC)

The Compensation Committee evaluates pay and performance using TDC on a performance year basis for our NEOs rather than using the values shown in the 2016 Summary Compensation Table (SCT). The Committee believes its approach better reflects pay for performance during 2016. The table below provides 2016 performance-year TDC, which is comprised of year-end base salary, 2016 performance year annual incentive awards paid in 2017, and 2017 long-term equity incentive award values, which include the full value of the PSA approved by the Compensation Committee. For additional information, see "Compensation Discussion and Analysis—2016 NEO Total Direct Compensation (TDC)" later in this Proxy Statement.

NEO* Performance-Year Total Direct Compensation

Name	Year	Year-End Salary (A) (\$)	Annual Incentive Award (paid in 2017) (B) (\$)	Equity Award ⁽¹⁾ (granted in February 2017) (C) (\$)	Total Direct Compensation ⁽²⁾ (D=A+B+C) (\$)
I. Read	2016	1,917,000	4,000,000	13,000,000	18,917,000
F. D'Amelio	2016	1,332,000	1,740,000	3,600,000	6,672,000
A. Bourla	2016	1,140,000	1,788,000	3,600,000	6,528,000
M. Dolsten	2016	1,245,000	1,740,000	3,600,000	6,585,000
J. Young	2016	1,140,000	1,788,000	3,600,000	6,528,000

The amounts represent the entire 2017 long-term incentive grant value, which includes the full PSA grant value.

Consistent with historical practice, long-term incentive values are converted into units using the closing stock

(1) price/value on the first trading day of the week of grant and the accounting value is calculated based on the converted units valued using the closing stock price/value on the grant date, so these values usually differ (subject to rounding).

(2) The SCT total compensation includes equity awards valued on an accounting basis which reflects one-third of the PSA grant for each year of the performance term, change in pension benefits and the amounts included under All Other Compensation and, as such, will differ significantly from the 2016 performance year TDC amounts shown in column D.

The table excludes former executive, Geno J. Germano, who ceased being an executive officer and serving as

* Group President, Global Innovative Pharma Business, effective February 8, 2016. For additional information, see "Compensation Discussion and Analysis—Separation of Former NEO" later in this Proxy Statement.

It is important to note that the performance year compensation information in the table above for Mr. Read and the other NEOs is a tool the Compensation Committee uses to assess compensation and is not intended as a substitute for amounts reflected in the SCT. No guarantee exists that the NEOs will actually receive the full value of the total direct compensation noted above. The actual payout attributable to long-term incentive awards will be based on future

performance, stock price and dividends.

For additional information about Pfizer, please view our 2016 Financial Report (see “*Appendix A*”) and our 2016 Annual Review at www.pfizer.com/annual. Please note that neither our 2016 Financial Report, nor our 2016 Annual Review is a part of our proxy solicitation materials.

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Item 1 – Election of Directors

Twelve members of our Board are standing for re-election, to hold office until the next Annual Meeting of Shareholders. A majority of the votes cast is required for the election of Directors in an uncontested election (which is the case for the election of Directors at the 2017 Annual Meeting). A majority of the votes cast means that the number of votes cast “for” a Director nominee must exceed the number of votes cast “against” that nominee. Our Corporate Governance Principles contain detailed procedures to be followed in the event that one or more Directors do not receive a majority of the votes cast “for” his or her election at the Annual Meeting.

Each nominee elected as a Director will continue in office until our next Annual Meeting and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation, removal or retirement.

We expect each nominee for election as a Director to be able to serve if elected. If any nominee is not able to serve, the persons appointed by the Board of Directors and named as proxies in the proxy materials or, if applicable, their substitutes (the Proxy Committee) may vote their proxies for substitute nominees, unless the Board chooses to reduce the number of Directors serving on the Board.

The Board has determined that all Director nominees (other than Mr. Ian C. Read) are independent of the company and management and meet Pfizer’s criteria for independence (see “*Director Independence*” below).

Criteria for Board Membership

The Corporate Governance Committee focuses on Board succession planning on a continuous basis. In performing this function, the Committee recruits and recommends the nominees for election as Directors to the full Board of Directors. The goal is to achieve a Board that provides effective oversight of the company through the appropriate balance of diversity of perspectives, experience, expertise, skills, specialized knowledge and other qualifications and attributes of the individual Directors.

Important general criteria and considerations for Board membership include:

General Criteria

- Proven integrity and independence, with a record of substantial achievement in an area of relevance to Pfizer.
- Generally should have prior or current leadership experience with major complex organizations, including within the scientific, government service, educational, finance, marketing, technology or not-for-profit sectors, with some members of the Board being widely recognized as leaders in the fields of medicine or biological sciences.
- Commitment to enhancing Pfizer’s long-term growth.
- Demonstrated ability, with broad experience, diverse perspectives, and the ability to exercise sound judgment, and should possess a judicious and critical temperament that will enable objective appraisal of management’s plans and programs.
- Diversity with respect to gender, ethnicity, background and professional experience.

The Committee also considers, on an ongoing basis, the background, experience and skills of the incumbent Directors that are important to Pfizer’s current and future business needs, including, among others, experience and skills in the following areas:

Director Skills Criteria

Business Leadership & Operations
Medicine & Science
Healthcare & Pharma
Talent Management

Finance & Accounting
International Business
Risk Management

Government & Public Policy
Academia
Technology

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ITEM 1 – ELECTION OF DIRECTORS

The Board and each Committee conduct annual rigorous self-evaluations to help ensure satisfaction of the criteria for Board membership (see *“The Board’s Role in Evaluating Its Effectiveness”* below). Based on these activities and their review of the current composition of the Board, the Corporate Governance Committee and the Board believe that the criteria for Board membership have been satisfied.

Selection of Candidates

In recruiting and selecting Board candidates, the Corporate Governance Committee takes into account the size of the Board and considers a “skills matrix.” This skills matrix helps the Committee determine whether a particular Board member or candidate possesses one or more of the “skill sets,” as well as whether those skills and/or other attributes qualify him or her for service on a particular committee. The Committee also considers a wide range of additional factors, including each Director’s and candidate’s projected retirement date, to assist in Board succession planning; other positions the Director or candidate holds, including other boards of directors on which he or she serves; and the independence of each Director and candidate, to ensure that a substantial majority of the Board is independent. While the company does not have a formal policy on Board diversity, we believe the composition of the Board should be diverse in terms of gender, ethnicity, background, professional experience and perspectives.

Potential Director Candidates

On an ongoing basis, the Corporate Governance Committee considers potential Director candidates identified on its own initiative, as well as candidates referred or recommended to it by other Directors, members of management, search firms, shareholders and other sources (including individuals seeking to join the Board).

Shareholders who wish to recommend candidates may contact the Corporate Governance Committee as described in *“How to Communicate with Our Directors.”* All candidates are required to meet the criteria outlined above, as well as those discussed under *“Director Independence”* below and in our Corporate Governance Principles and other governing documents, as applicable, as determined by the Corporate Governance Committee. Shareholder nominations must be made according to the procedures required under our By-laws (including via our proxy access by-law) and described in this Proxy Statement under the heading *“Submitting Proxy Proposals and Director Nominations for the 2018 Annual Meeting.”* Shareholder-recommended candidates and shareholder nominees whose nominations comply with these procedures and who meet the criteria referred to above will be evaluated by the Corporate Governance Committee in the same manner as the Corporate Governance Committee’s nominees.

Retirement Policy

Under Pfizer's Corporate Governance Principles, a Director is required to retire when he or she reaches age 73. A Director elected to the Board prior to his or her 73rd birthday may continue to serve until the annual shareholders meeting coincident with or next following his or her 73rd birthday. On the recommendation of the Corporate Governance Committee, the Board may waive this requirement as to any Director if it deems a waiver to be in the best interests of the company.

Our 2017 Director Nominees

The Corporate Governance Committee and the Board believe that each nominee for Director brings a strong and unique set of perspectives, experiences and skills to Pfizer. The combination of these nominees creates an effective and well-functioning Board that has an optimal balance of experience, leadership, competencies, qualifications and skills in areas of importance to Pfizer and serves the company and our shareholders well.

**YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR
THE ELECTION OF EACH OF THESE NOMINEES AS DIRECTOR.**

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ITEM 1 – ELECTION OF DIRECTORS

Director Nominees

Lead Independent Director	Dennis A. Ausiello, M.D. Director, Center for Assessment Technology and Continuous Health (CATCH). Physician-in-Chief, Emeritus at Massachusetts General Hospital and Chief of Medicine at Massachusetts General Hospital from 1996 until April 2013. Jackson Distinguished Professor of Clinical Medicine at Harvard Medical School.	KEY SKILLS & EXPERIENCE:
DIRECTOR SINCE: 2006		Medicine & Science/Healthcare & Pharma/Academia: Dr. Ausiello’s experience and training as a practicing physician (Board-certified in nephrology), a scientist and a nationally recognized leader in academic medicine enable him to bring valuable insights to the Board, including through his understanding of the scientific nature of our business and the ability to assist us in prioritizing opportunities for drug development.
AGE: 71	President of the Association of American Physicians in 2006. Member of the National Academy of Medicine and a Fellow of the American Academy of Arts and Sciences. Director of Alnylam Pharmaceuticals, Inc., Seres Therapeutics, Inc. and TARIS BioMedical LLC.	Business Leadership & Operations: Dr. Ausiello oversaw a large research portfolio and an extensive research and education budget at Massachusetts General Hospital, giving him a critical perspective on drug discovery and development and providing a fundamental understanding of the potential pathways contributing to disease. Through his past experience as the Chief of Medicine at Massachusetts General Hospital, Dr. Ausiello also brings leadership, oversight and finance experience to the Board.
BOARD COMMITTEES: Science and Technology		
KEY SKILLS:		
Medicine & Science Healthcare & Pharma Academia Business Leadership & Operations		
OTHER CURRENT PUBLIC BOARDS:		

Alnylam
Pharmaceuticals,
Inc.
and Seres
Therapeutics, Inc.

Ronald E. Blaylock

Founder, Managing Partner of GenNx360 Capital Partners, a private equity firm focused on investing in industrial and business services companies in the U.S. middle market, since 2006. Prior to launching GenNx360 Capital Partners, Mr. Blaylock founded and managed Blaylock & Company, an investment banking firm. Also held senior management positions at UBS, PaineWebber Group and Citicorp.

KEY SKILLS & EXPERIENCE:

Business Leadership & Operations/Risk Management:

Mr. Blaylock's extensive experience in private equity and investment banking brings business leadership, financial expertise and risk management skills to the Board. In addition, Mr. Blaylock's service on the nominating and corporate governance committee of another public company enables him to bring valuable insights to Pfizer's Board and Corporate Governance Committee.

Finance & Accounting:

Mr. Blaylock's significant financial background, including as the founder and managing partner of GenNx360 Capital Partners and the founder of Blaylock & Company, brings substantial financial expertise and a unique perspective on issues of importance relating to finance to the Board.

**DIRECTOR
SINCE: 2017**

AGE: 57

**BOARD
COMMITTEES:**
Corporate
Governance and
Science and
Technology

Director of CarMax, Inc., Radio One, Inc. and W.R. Berkley, Inc., an insurance holding company. Director of Syncreon U.S., a for-profit private company. Member of the Board of Trustees of Carnegie Hall. Member of the Board of Overseers of New York University Stern School of Business. Member of the Board of Trustees of Prep for Prep, a not-for-profit organization.

KEY SKILLS:

Business Leadership
& Operations
Risk Management
Finance &
Accounting

**OTHER CURRENT
PUBLIC BOARDS:**

CarMax, Inc., Radio
One, Inc.
and W.R. Berkley,
Inc.

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ITEM 1 – ELECTION OF DIRECTORS

W. Don Cornwell

DIRECTOR SINCE:

1997

AGE: 69

KEY SKILLS & EXPERIENCE:

BOARD

COMMITTEES:

Audit, Compensation, Regulatory and Compliance and Science and Technology

Chairman of the Board and Chief Executive Officer of Granite Broadcasting Corporation (Granite) from 1988 until his retirement in August 2009, and served as Vice Chairman of the Board until December 2009.

KEY SKILLS:

Business Leadership & Operations
Talent Management
Risk Management
Finance & Accounting

Director of American International Group, Inc. and Avon Products, Inc. Director of the Edna McConnell Clark Foundation. Director of the Wallace Foundation from 2002 until 2012 and previously served as a Director of CVS Caremark (including two years as Chair of its Compensation Committee) for over 10 years. Trustee of Big Brothers Big Sisters of New York City.

Business Leadership & Operations/Talent Management/Risk Management:

Through Mr. Cornwell's 38-year career as an entrepreneur driving the growth of a consumer-focused media company, an executive in the investment banking industry and a director of several significant consumer product and healthcare companies, he has valuable business, leadership and management experience and brings important perspectives on the issues facing Pfizer. Mr. Cornwell founded and built Granite, a consumer-focused media company, through acquisitions and operating growth, enabling him to provide insight and guidance on strategic direction and growth.

Finance & Accounting:

Mr. Cornwell's strong financial background, including his work at Goldman Sachs prior to co-founding Granite and his service and leadership on the audit, finance and investment committees of other companies, also provides financial expertise to the Board, including an understanding of financial statements, corporate finance, accounting and capital markets.

OTHER CURRENT PUBLIC BOARDS:

American International Group, Inc. and Avon Products, Inc.

DIRECTOR SINCE: 2015

AGE: 60

BOARD COMMITTEES:

Audit, Corporate Governance and Science and Technology

KEY SKILLS:

Business Leadership & Operations
International Business