

KNOLL INC  
Form DEF 14A  
March 28, 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 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**Knoll, Inc.**

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(Name of Registrant as Specified In Its Charter)

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

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
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## **Corporate Profile**

### **Our Brands**

**For over 75 years, Knoll has stood for modern design. Knoll is a constellation of design-driven brands and people, working together with our clients to create inspired modern interiors.**



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## Notice of Annual Meeting of Stockholders

### When

May 9, 2017  
9:00 a.m. Eastern Time

### Where

Knoll, Inc  
1330 Avenue of the Americas, 2<sup>nd</sup> floor  
New York, New York 10019

### Items of Business

1. **To elect three (3) directors named in the proxy statement for a term ending at the 2020 Annual Meeting of Stockholders**
2. **To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017.**
3. **To hold an advisory vote to approve executive compensation**
4. **To hold an advisory vote on the frequency of the advisory vote on executive compensation**
5. **To transact any other business properly brought before the meeting**

### Record Date

Stockholders of record as of the close of business on March 15, 2017, are entitled to notice of, and to vote at, the Annual Meeting. A list of stockholders of record will be available at the meeting and during regular business hours for the 10 days prior to the meeting at our offices at 1330 Avenue of the Americas, 2<sup>nd</sup> Floor, New York, New York 10019. A stockholder may examine the list for any legally valid purpose related to the meeting.

By Order of the Board of Directors,

Michael A. Pollner  
Senior Vice President, General Counsel and Secretary



March 28, 2017

**Important Notice Regarding the Availability of Proxy Materials for  
the Stockholders Meeting to Be Held on May 9, 2017:**

The proxy statement and annual report to stockholders are available at [www.edocumentview.com/KNL](http://www.edocumentview.com/KNL)

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The Board of Directors ("Board") of Knoll, Inc. (the "Company," "we," "us," "our" or "Knoll") is furnishing this proxy statement and soliciting proxies in connection with the proposals to be voted on at the Knoll, Inc. 2017 Annual Meeting of Stockholders ("Annual Meeting") and any postponements or adjournments thereof. This summary highlights certain information contained in this proxy statement, but does not contain all of the information you should consider when voting your shares. Please read the entire proxy statement carefully before voting.

<b>Date</b>	May 9, 2017
<b>Time</b>	9:00 a.m. (Eastern Time)
<b>Location</b>	Knoll, Inc. 1330 Avenue of the Americas, 2 <sup>nd</sup> floor New York, New York 10019
<b>Record Date</b>	March 15, 2017
<b>Stock Symbol</b>	KNL
<b>Stock Exchange</b>	New York Stock Exchange ("NYSE")
<b>Corporate Website</b>	www.knoll.com

**Voting Matters And Vote Recommendation**

<b>PROPOSAL</b>	<b>BOARD RECOMMENDATION</b>	<b>REASONS FOR RECOMMENDATION</b>	<b>MORE INFORMATION</b>
1. Election of 3 director nominees named in our proxy statement to our Board of Directors for three-year terms	<b>FOR</b>	The Board and the Nominating and Corporate Governance Committee believe our nominees possess the skills, experience and qualifications to effectively monitor performance, provide oversight and support management's execution of the Company's long-term strategy.	Page 10
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2017	<b>FOR</b>	Based on its assessment, the Audit Committee believes that the re-appointment of Ernst & Young LLP is in the best interests of Knoll and our stockholders.	Page 25
3. "Say on Pay" advisory vote on 2016 executive compensation	<b>FOR</b>	Our executive compensation program incorporates several compensation governance best practices and reflects our commitment to paying for performance.	Page 27
4. "Say on Frequency" advisory vote on the frequency of the advisory	<b>ONE YEAR</b>	Since 2011, we have had an annual advisory vote on executive compensation. We recommend that stockholders vote for every	Page 28

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vote on executive  
compensation

year as the frequency for future advisory votes  
on executive compensation.

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## **Our Strategy**

For over 75 years, Knoll has stood for modern design. Our focus is on design leadership, quality and innovation in both the contract and residential markets. Four strategic imperatives drive our growth:

**Knoll is  
Modern Always**

**because modern  
always works.**

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## **Our Performance**

Our strategy and compensation systems have generated significant growth in our sales, margins and profits:

*Note: Adjusted Gross Profit, Adjusted Operating Profit, and Adjusted EPS are non-GAAP financial measures. For a reconciliation of Adjusted Gross Profit, Adjusted Operating Profit, and Adjusted EPS to GAAP Gross Profit, Operating Profit, and EPS, see Exhibit A. We encourage you to review our Annual Report to Shareholders accompanying this proxy statement for more complete financial information.*

We believe we have the financial resources to deliver on our strategic initiatives:

*Note: See Exhibit A for additional information regarding our calculation of free cash flow and net leverage ratio.*



Table of Contents**Our Director Nominees**

Our board of directors currently consists of ten members, classified into three classes. In Proposal 1, stockholders are asked to vote "FOR" our Class I directors, who have terms that expire at the 2017 Annual Meeting.

Name	Director Since	Independent	Audit	Board Committee Assignments	
				Compensation	Nominating and Corporate Governance
Andrew B. Cogan	1996	No	N/A	N/A	N/A
Stephen F. Fisher	2005	Yes			Chair
Sarah E. Nash	2006	Yes			

Committee membership is as of the date of this proxy statement. Current committee assignments are indicated by a ( ), and committee chairs are indicated by "Chair." Please see pages 10 through 17 for more information regarding our director nominees.

**Our Full Board**

Name	Age	Director Since	Independent?	Audit	Compensation	Nominating
Kathleen G. Bradley	67	1999	Yes			
Andrew B. Cogan (CEO)	54	1996	No			
Stephen F. Fisher	64	2005	Yes			Chair
Jeffrey A. Harris (Lead Director)	61	1996	Yes		Chair	
Christopher G. Kennedy	53	2014	Yes			
Sidney Lapidus	79	1996	Yes			
John F. Maypole	77	2004	Yes	Chair		
Sarah E. Nash	63	2006	Yes			
Stephanie Stahl	50	2013	Yes			
Burton B. Staniar (Chairman)	75	1993	No			

Diversity is one of the factors considered by our nominating and corporate governance committee in the director nomination process. Among the factors considered when we evaluate the skills, experiences and perspectives of our directors are the following: (i) financial and accounting acumen; (ii) educational background; (iii) knowledge of our industry and related industries; (iv) personal and professional integrity; (v) business or management experience; (vi) crisis management experience; and (vii) leadership and strategic planning experience. We also consider diversity with respect to race and gender in evaluating whether the board as a whole has the right mix of perspectives to properly serve the company and its stockholders.



Table of Contents**Our Corporate Governance**

Size of the Board of Directors	10
Number of Independent Directors	8
Audit, Compensation and Governance Committees Consist Entirely of Independent Directors	Yes
Separate Chairman of the Board and Chief Executive Officer	Yes
Lead Independent Director of the Board	Yes
Majority Voting Resignation Policy in Uncontested Director Elections	Yes
Annual Advisory Approval of Named Executive Officer Compensation	Yes
All Directors Attended at Least 75% of Meetings Held	Yes
Annual Board and Committee Self-Evaluations	Yes
Code of Ethics	Yes
Stock Ownership Guidelines for Executive Officers and Directors	Yes
Clawback Policy	Yes
Stockholder Rights Plan (Poison Pill)	No

Ernst & Young LLP, independent registered public accounting firm, served as our auditors for fiscal 2016. Our Audit Committee has selected Ernst & Young LLP to audit our financial statements for fiscal 2017. Although it is not required to do so, the board is submitting the Audit Committee's selection of our independent registered public accounting firm for ratification by the stockholders at the annual meeting in order to ascertain the view of our stockholders regarding such selection. Below is summary information about Ernst & Young's fees for services during fiscal years 2016 and 2015:

Description of Fees	2016	2015
Audit Fees	\$ 1,742,357	\$ 1,657,423
Audit-Related Fees	80,805	0
Tax Fees	0	0
All Other Fees	2,000	2,000
Total	1,825,162	1,659,423

**Our Executive Compensation Program**

We provide our stockholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the rules of the Securities and Exchange Commission ("SEC"). The vote on this resolution is not intended to address any specific element of compensation; rather, the advisory vote relates to the overall compensation of our named executive officers, as well as the philosophy, policies and practices, all as described in this proxy statement in accordance with the SEC's rules. The vote is advisory, and therefore it is not binding on the company, the compensation committee or our board of directors. We

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recommend that our stockholders vote "FOR" approval of our executive compensation as described in this proxy statement.

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Our executive compensation programs are generally designed to:

We believe that motivating and rewarding exceptional performance is the overriding principle of our executive compensation programs.

Provide a significant portion of our named executive officers' total compensation in the form of awards tied to our long-term strategy and our performance.

Require compliance with our Stock Ownership Guidelines, which require that our executive officers own a specified value of shares of the Company's common stock.

Have a Compensation Committee comprised entirely of independent directors who use an independent consultant retained by the Compensation Committee.

Have ongoing consideration and oversight by the Compensation Committee with respect to any potential risks associated with our incentive compensation programs.

Operate a Clawback Policy for Section 16 Officers which permits the Company to recover excess incentive compensation in the event of a restatement.

Prohibit our associates through our Insider Trading Policy from engaging in hedging transaction in our stock

Utilize "double trigger" change-in-control provisions in our equity award agreements for awards made after August 2016,

Have employment agreements or change of control agreements with our named executive officers other than Mr. Cogan, and that agreement has an annual term.

Provide tax gross-ups for our named executive officers.

Time the grants of equity awards to coordinate with the release of material non-public information, or time the release of material non-public information for the purpose of affecting the value of any named executive officer compensation.

Provide material executive perquisites such as corporate aircraft, executive life insurance, tax or estate planning services.

Provide supplemental retirement benefits to our executive officers

Operate deferred compensation plans for our executive officers.

Operate a stockholder rights plan (Poison Pill).

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The following sets forth the primary objectives addressed by each component of our executive compensation programs:

In 2016, the Compensation Committee engaged Willis Towers Watson, an independent compensation consultant, to review our executive compensation programs. Willis Towers Watson provides no other services for the Company. As part of its engagement, Willis Towers Watson evaluated the base salary, annual non-equity incentive and long-term equity components of our executive compensation programs for our most senior executives, including our named executive officers.

For more information regarding our compensation, please see our Compensation Discussion and Analysis on page 33.

## **2016 Compensation Changes**

Over the past year we have improved our disclosure and communications with our stockholders, and made several changes to our compensation practices:

**We capped the potential payments under our 2017 Non-Equity Incentive awards for our Named Executive Officers at one hundred twenty percent (120%) of base salary;**

**We eliminated the legacy tax "gross-up" from our chief executive officer's employment agreement;**

**We eliminated the "single trigger" change of control provision in our equity award agreements in favor of a "double trigger" change of control provision which requires that the award recipient be terminated from employment in order to receive accelerated vesting following a change-in-control;**

**We adopted a "Clawback Policy" applicable to our Section 16 Officers which allows the Company to recover excess incentive compensation in the event of an accounting restatement;**

**We revised our Insider Trading Policy to prohibit hedging transactions in our stock, i.e., transactions that are designed to offset any decrease in our stock price; and**

**We engaged a compensation consultant, Willis Towers Watson, to perform an assessment of our executive compensation.**

**See page 33 for more details regarding our executive compensation.**

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Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act") requires us to provide our stockholders with an opportunity to indicate how frequently we should seek an advisory vote on the compensation of our named executive officers, as disclosed pursuant to the SEC's compensation disclosure rules. The Board is asking stockholders to cast a non-binding, advisory vote indicating whether they would prefer an advisory vote on executive compensation, such as that set forth in Proposal 3, once every one, two, or three years. We last conducted a non-binding advisory vote on the frequency of an advisory vote on executive compensation at the 2011 Annual Meeting of Stockholders, and since that time we have conducted an annual advisory vote on named executive officer compensation. Our board recommends that the stockholders vote for the option of once every year as the preferred frequency with which stockholders are provided an advisory vote on executive compensation.

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**PROPOSAL 1: ELECTION OF DIRECTORS**

Our board of directors currently consists of ten members, classified into three classes as follows: Andrew B. Cogan, Stephen F. Fisher and Sarah E. Nash constitute a class with a term that expires at the 2017 Annual Meeting (the "Class I directors"); Burton B. Staniar, Sidney Lapidus, Stephanie Stahl and Christopher G. Kennedy constitute a class with a term that expires at the 2018 Annual Meeting (the "Class II directors"); and Kathleen G. Bradley, Jeffrey A. Harris and John F. Maypole constitute a class with a term that expires at the 2019 Annual Meeting (the "Class III directors"). At each Annual Meeting of Stockholders, directors are elected for a term ending at the third Annual Meeting of Stockholders after such election or until their respective successors are elected and qualified.

On January 30, 2017, our nominating and corporate governance committee recommended Andrew B. Cogan, Stephen F. Fisher and Sarah E. Nash for re-election after due consideration of their qualifications and past experience on our board of directors. On February 7, 2017, based, in part, on the recommendation of our nominating and corporate governance committee, our board of directors voted to nominate Andrew B. Cogan, Stephen F. Fisher and Sarah E. Nash for reelection at the 2017 Annual Meeting of Stockholders to serve for a term ending at the 2020 Annual Meeting of Stockholders or until their respective successors are elected and qualified.

Unless authority to vote for any of these nominees is withheld, the shares represented by the enclosed proxy will be voted **FOR** the election of the director nominees. In the event that a nominee becomes unable or unwilling to serve, the shares represented by the enclosed proxy will be voted for the election of such other person as the board of directors may recommend in his or her place. We have no reason to believe that any nominee will be unable or unwilling to serve as a director. However, if you hold your shares through a broker and do not instruct your broker how to vote in the election of directors, no vote will be cast on your behalf with respect to Proposal 1.

The election of directors will be determined by a plurality vote and the three nominees receiving the most votes will be elected, subject to our majority vote director resignation policy which is discussed in more detail below.

**THE BOARD OF DIRECTORS RECOMMENDS THE ELECTION OF ANDREW B. COGAN, STEPHEN F. FISHER AND SARAH E. NASH AS DIRECTORS, AND PROXIES SOLICITED BY THE BOARD OF DIRECTORS WILL BE VOTED IN FAVOR THEREOF UNLESS A STOCKHOLDER HAS INDICATED OTHERWISE ON THE PROXY.**

**YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE "**FOR**" ALL NOMINEES**



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Set forth below are the names of the persons nominated as directors and directors whose terms do not expire this year, their ages as of February 28, 2017, their offices within the company, if any, their principal occupations or employment for the past five years, the length of their tenure as directors, the names of other public companies in which such persons hold directorships or held directorships within the past five years, and the particular experience, qualifications, attributes or skills that led the board to determine that the individual should serve as a director.

<b>NAME</b>	<b>AGE</b>	<b>POSITION</b>	<b>TERM EXPIRATION</b>
Kathleen G. Bradley	67	Director	2019 Annual Meeting
Andrew B. Cogan	54	President and Chief Executive Officer, Knoll, Inc., and Director	2017 Annual Meeting
Stephen F. Fisher	64	Director	2017 Annual Meeting
Jeffrey A. Harris	61	Director	2019 Annual Meeting
Christopher G. Kennedy	53	Director	2018 Annual Meeting
Sidney Lapidus	79	Director	2018 Annual Meeting
John F. Maypole	77	Director	2019 Annual Meeting
Sarah E. Nash	63	Director	2017 Annual Meeting
Stephanie Stahl	50	Director	2018 Annual Meeting
Burton B. Staniar	75	Chairman of the Board	2018 Annual Meeting

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**KATHLEEN G. BRADLEY**

**Independent Director**

**Director Since:** 1999

**Committee Memberships:**  
**Audit**

**Biography**

Kathleen G. Bradley has served as a director of Knoll, Inc. since November 1999. Ms. Bradley served as President and Chief Executive Officer, Knoll North America, from April 2001 until her retirement on May 23, 2008. Prior to that time, she served as President from December 1999 to April 2001, Executive Vice President Sales, Distribution and Customer Service from August 1998 until December 1999, Senior Vice President from 1996 until August 1998 and Divisional Vice President for Knoll's southeast division from 1988 until 1996. Prior to that time, Ms. Bradley was regional manager for our Atlanta region, a position to which she was promoted in 1983. She began her career with Knoll in 1979.

**Skills and Qualifications**

Ms. Bradley has exceptional industry knowledge and a deep understanding of Knoll's business, having been associated with Knoll for over 35 years, including over seven years as President and Chief Executive Officer of Knoll, North America, and more than 20 years in numerous management positions. Ms. Bradley's experience has included managing regional divisions and key parts of the organization such as sales and distribution, and customer service. Ms. Bradley also served on the board of our industry trade organization, The Business and Institutional Furniture Manufacturer's Association. Ms. Bradley's in-depth knowledge of our business and her extensive management experience are important aspects of her service on the Board.

**ANDREW COGAN**

**President and Chief Executive Officer**

**Director Since:** 1996

**Committee Memberships:**  
**None**

**Biography**

Andrew Cogan has served as a director of Knoll, Inc. since February 1996. Mr. Cogan became Chief Executive Officer of Knoll, Inc. in April 2001 after serving as Chief Operating Officer since December 1999. Mr. Cogan has held several positions in the design and marketing group worldwide since joining us in 1989, including Executive Vice President Marketing and Product Development and Senior Vice President.

**Skills and Qualifications**

Mr. Cogan has substantial industry and management experience, having served in management functions at Knoll for more than 20 years and as our Chief Executive Officer since 2001. Mr. Cogan is uniquely qualified to bring strategic insight, design and marketing expertise and in-depth knowledge of Knoll's worldwide business to the board, having served in numerous key positions within our design and marketing group, and as Chief Operating Officer prior to becoming Chief Executive Officer. Mr. Cogan is also a director of the Chinati Foundation in Marfa, Texas, Interface, Inc. in Atlanta, Georgia, and American Woodmark Corporation in Winchester, Virginia.

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**STEPHEN F. FISHER**

**Independent Director**

**Director Since:** 2005

**Committee Memberships:** Audit; Nominating and Corporate Governance

**Biography**

Stephen F. Fisher has served as a director since December 2005. Mr. Fisher is the Executive Vice President and Chief Financial Officer of Entercom Communications Corp., a radio broadcasting company, a position he has held since November 1998. Mr. Fisher has announced his retirement from Entercom, which is expected to be effective in April 2017. Mr. Fisher also is a director of the National Association of Broadcasters.

**Skills and Qualifications**

Mr. Fisher has held numerous financial management and operational positions. He has served as Executive Vice President and Chief Financial Officer for a public company for over 17 years. Mr. Fisher has also worked in the private equity field, making investments in companies and managing those portfolio companies as well as serving on the board of directors of both public and private companies. He brings significant financial and operational management, as well as financial reporting, experience to the board.

**JEFFREY A. HARRIS**

**Independent Director**

**Director Since:** 1996

**Committee Memberships:** Compensation; Nominating and Corporate Governance

**Biography**

Jeffrey A. Harris has been a director of Knoll, Inc. since February 1996. Mr. Harris is the founder and managing member of Global Reserve Group LLC, a financial advisory and investment firm focused primarily on the energy industry. Previously, he was a Managing Director of Warburg Pincus LLC, a private equity firm, where he was employed from 1983 until 2011 where his responsibilities included involvement in investments in energy, technology and other industries. Mr. Harris is a director of Serica Energy PLC and several private companies. In addition, he is a member of the Board of Trustees of the Cranbrook Educational Community, New York-Presbyterian Hospital and Friends of the High Line. Mr. Harris previously served as a director of Electromagnetic GeoServices ASA.

**Skills and Qualifications**

Mr. Harris brings a strong business background to Knoll, having worked in the private equity field with Warburg Pincus for over 25 years. Mr. Harris has gained substantial experience in overseeing the management of diverse organizations, having served as a board member on many public and private boards, including a number of charitable and non-profit organizations. As a result of this service, Mr. Harris has a broad understanding of the operational, financial and strategic issues facing public and private companies. He has served on our board of directors since 1996 and through that service has developed extensive knowledge of our business.

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**CHRISTOPHER G. KENNEDY**

**Independent Director**

**Director Since:** 2014

**Committee  
Memberships:  
Compensation**

**Biography**

Christopher G. Kennedy joined us as a director in November 2014. Mr. Kennedy serves as Chairman of Joseph P. Kennedy Enterprises, Inc., which is the investment firm of the Kennedy Family. Mr. Kennedy also serves on the Board of Directors of Interface, Inc., a floor covering company, and is the Founder and Chairman of Top Box Foods, a Chicago-based non-profit hunger-relief organization. He formerly served as President of Merchandise Mart Properties, Inc., a subsidiary of Vornado Realty Trust, from 2000 to 2011. Since 1994, he has served on the Board of Trustees of Ariel Mutual Funds. Mr. Kennedy is also active in several educational and civic organizations.

**Skills and Qualifications**

Mr. Kennedy has significant experience in the residential and commercial furniture markets, due to his experience as former President of Merchandise Mart Properties. Mr. Kennedy also brings substantial executive level experience that is particularly beneficial to our strategies and sales and marketing efforts in the corporate office and retail market segments. His insight into governmental and economic affairs and his civic involvement also are of great value to the Knoll board.

**SIDNEY LAPIDUS**

**Independent Director**

**Director Since:** 1996

**Committee  
Memberships:  
Compensation**

**Biography**

Sidney Lapidus has been a director of Knoll, Inc. since February 1996. Mr. Lapidus is a Retired Partner of Warburg Pincus LLC, a private equity firm, where he was employed from 1967 to 2007. Mr. Lapidus is a director of Lennar Corporation, as well as a number of non-profit organizations. Mr. Lapidus previously served as a director of The Neiman Marcus Group, Inc.

**Skills and Qualifications**

Mr. Lapidus spent over 40 years with Warburg Pincus, working principally in the private equity field. During those 40 years, Mr. Lapidus developed extensive business, finance and management skills, which he brings to the board's deliberations. Mr. Lapidus also brings to the board his experience in overseeing the management of diverse organizations, having served as a board member on many public and private boards, including a number of charitable and non-profit organizations. Mr. Lapidus' involvement in a variety of businesses has given him a broad understanding of the operational, financial and strategic issues facing public and private companies. He has served on our board of directors since 1996, and through that service has developed extensive knowledge of our business.

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**JOHN F. MAYPOLE**

**Independent Director**

**Director Since:** 2004

**Committee Memberships:** Audit; Nominating and Corporate Governance

**Biography**

John F. Maypole has served as a director of Knoll, Inc. since December 2004. Mr. Maypole has, for over 30 years, served as an independent director of, or consultant to, various corporations and providers of financial services. Mr. Maypole is a director of the National Captioning Institute, Inc. Mr. Maypole previously served as a director of Church and Dwight Co., Inc., Verizon Communications and the MassMutual Financial Group, among others.

**Skills and Qualifications**

Mr. Maypole brings substantial accounting, finance, and management experience to the board. Mr. Maypole previously served as a chief financial officer, chief operating officer, chief executive officer, chairman of the board and independent consultant to numerous industrial and financial services companies and has significant experience with operational and financial matters, including financial reporting. Mr. Maypole has served on a number of private and public boards and his experiences have resulted in a broad understanding of the operational, financial and strategic issues facing public and private companies. Mr. Maypole's perspectives on executive management, leadership and financial management are important to the board's deliberations.

**SARAH E. NASH**

**Independent Director**

**Director Since:** 2006

**Committee Memberships:** Audit; Compensation

**Biography**

Sarah E. Nash has served as a director of Knoll, Inc. since September 2006. In August 2005, Ms. Nash retired as a Vice Chairman of J.P. Morgan Chase & Co.'s Investment Bank where she was responsible for the firm's client relationships. Prior to these responsibilities, she was the Regional Executive and Co-Head of Investment Banking for North America at J.P. Morgan Co. Ms. Nash serves on the Board of Directors of Irving Oil Company, Blackbaud Inc. and HBD Industries. She is a Trustee for New York-Presbyterian Hospital and is a member of the National Board of the Smithsonian Institution and on the Business Leadership Council of CUNY. Ms. Nash previously served as a director of Pathmark Stores, Inc., AbitibiBowater Inc. and Merrimack Pharmaceuticals, Inc.

**Skills and Qualifications**

Ms. Nash has significant finance and investment banking experience, and brings that experience and her perspectives on management and finance to the Knoll board. She had a long, successful career in investment banking, retiring as Vice Chairman of J.P. Morgan Chase & Co.'s Investment Bank. Ms. Nash has served on a number of private and public boards, which has resulted in a broad understanding of the operational, financial and strategic issues facing public and private companies. She brings these experiences and understandings to the Knoll board.

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**STEPHANIE STAHL**

**Independent Director**

**Director Since:** 2013

**Committee Memberships:**  
**Nominating and Corporate Governance**

**Biography**

Stephanie Stahl joined us as a director in August 2013. Ms. Stahl is the CEO of Apprécier LLC, a company she co-founded in June 2015. Prior to that, Ms. Stahl served as Executive Vice President, Marketing and Strategy for Coach, Inc., a position she held from July 30, 2013 until February 14, 2015. Prior to that, Ms. Stahl served as the Senior Vice President, Strategy and Consumer for Coach from October 2012 until June 2013. Prior to joining Coach, Ms. Stahl was the Chief Executive Officer of the fitness company Tracy Anderson Mind and Body from July 2011 until July 2012. Prior to that, Ms. Stahl served as Executive Vice President and Chief Marketing Officer of Revlon and as a Partner and Managing Director of the Boston Consulting Group in the consumer goods, retail and media industries for over ten years.

**Skills and Qualifications**

Ms. Stahl has significant experience in high-design businesses and in creating and driving global brand building consumer and customer strategies, particularly in the consumer goods and retail segments. Ms. Stahl brings this experience to the board as Knoll positions itself as the premier high-design company in the interior space through expanded luxury offerings and new distribution channels.

**BURTON B. STANIAR**

**Chairman of the Board**

**Director Since:** 1993

**Committee Memberships:** None

**Biography**

*Burton B. Staniar* has served as Chairman of the Board of Knoll, Inc. since his appointment in December 1993. Mr. Staniar served as our Chief Executive Officer from December 1993 to January 1997. Prior to that time, Mr. Staniar held a number of assignments at Westinghouse Electric Corporation, including President of Group W Cable and Chairman and Chief Executive Officer of Westinghouse Broadcasting. Mr. Staniar previously served as a director of Journal Register Company and Church and Dwight Co., Inc.

**Skills and Qualifications**

Mr. Staniar has been associated with Knoll since 1993 and brings to the board extensive knowledge of our business operations and the contract office furniture industry as a whole. Mr. Staniar also brings to the board significant executive leadership and operational experience, having previously served in senior executive roles with subsidiaries of Westinghouse Electric Corporation and as Chairman and CEO of Westinghouse Broadcasting. Mr. Staniar also previously served on numerous public boards and currently serves as a board member for a number of non-profit organizations. Mr. Staniar's prior business experience and board service, along with his long tenure with Knoll, give him broad and extensive understanding of our operations and the proper role and function of the board.

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## Director Independence

In accordance with our Corporate Governance Guidelines, our board of directors has reviewed the qualifications of each of its members and, on March 1, 2017, affirmatively determined that a majority of the members of our board of directors are independent under the New York Stock Exchange ("NYSE") Corporate Governance Standards. The independence standards of the NYSE are composed of objective standards and subjective standards. Under the objective standards, a director will generally not be deemed independent if he or she receives compensation (other than as a director) in excess of certain thresholds or if certain described relationships exist. Under the subjective standards, a director will not be independent if the board of directors determines that the director has a material relationship with us. In addition to our board of directors determining these directors meet the objective standards under the listing standards of the NYSE, our board of directors has determined that none of these individuals has a material relationship with the company (directly or as a partner, shareholder, or officer of an organization that has a relationship with the company) other than as a director. In making this determination, the board of directors considered that some of the directors serve on boards of companies, or are (or recently were) associated with companies or entities, to which we sold products, or from which we purchased products or services during the year. Given the size and nature of these transactions, we concluded that they would not interfere with the exercise of independent judgment by these board members. The board of directors relied on both information provided by the directors and information developed internally by the company in evaluating these facts. In the case of Mr. Kennedy, the board of directors also considered that one of Mr. Kennedy's siblings is a partner in a New York-based film production company with the sister-in-law of our chief executive officer and determined that this relationship was not material.

The Board has determined that each of the following directors and director nominees listed below is independent under the independence standards of the New York Stock Exchange and would constitute a majority of the board of directors:

Kathleen G. Bradley

Stephen F. Fischer

Jeffrey A. Harris

Christopher G. Kennedy

Sidney Lapidus

John F. Maypole

Sarah E. Nash

Stephanie Stahl

In addition, the board determined that each member of the Audit Committee also meets the additional independence standards for audit committee members established by the Securities and Exchange Commission ("SEC") and the NYSE, and each member of the Compensation Committee meets the additional independence standards for compensation committee members established by the SEC and the NYSE, and also qualifies as a "Non-Employee Director" as defined in Rule 16b-3 of the Exchange Act, and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

## Our Corporate Governance Policies and Practices

### Corporate Governance Guidelines

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Our board of directors has adopted Corporate Governance Guidelines that provide the framework for the governance of the company. Our Corporate Governance Guidelines are available on our website at



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*www.knoll.com* and will also be made available to stockholders without charge upon request in writing to our Corporate Secretary at Knoll, Inc., 1235 Water Street, East Greenville, Pennsylvania 18041. The information contained on our website is not included as part of, or incorporated by reference into, this proxy statement.

## **Director Resignation Policy**

Our Corporate Governance Guidelines include a Director Resignation Policy. Under this policy, any nominee for director in an uncontested election (i.e. an election where the only nominees are those proposed by the board) who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall promptly tender an offer of resignation for consideration by the board. The nominating and corporate governance committee shall evaluate the director's offer of resignation, taking into account the best interests of the Company and its stockholders, and shall recommend to the board whether to accept or reject such offer of resignation. In making this recommendation, the nominating and corporate governance committee may consider all factors deemed relevant by its members, including, without limitation, the underlying reasons why stockholders voted against the director (if ascertainable), the length of service and qualifications of the director, the director's past (and expected future) contributions to the Company, and whether by accepting such resignation the Company will no longer be in compliance with any applicable law, rule, regulation or governing document. The board shall act to accept or reject such offer of resignation within 120 days following certification of the stockholder vote at the stockholder meeting at which the election of directors was held. In making its decision, the board may consider the factors considered by the committee and such additional information and factors the board believes to be relevant.

## **Code of Ethics**

Our board of directors has adopted a code of ethics that applies to all of our directors, officers and employees, including our chief executive officer and chief financial and accounting officers. The code of ethics is publicly available on our website at *www.knoll.com* and will also be made available without charge to any person upon request in writing to our Corporate Secretary at Knoll, Inc., 1235 Water Street, East Greenville, Pennsylvania 18041. We intend to disclose amendments to, or waivers from, provisions of the code of ethics that apply to any director or principal executive, financial or accounting officers on our website at *www.knoll.com*, in lieu of disclosing such matters in Current Reports on Form 8-K.

## **Board Leadership Structure**

We currently have a separate chief executive officer, chairman of the board, and lead independent director. We do not have a formal policy on whether the same person should (or should not) serve as both the chief executive officer and chairman of the board; however, given the current composition of the board, we believe that different people should hold the positions of chairman of the board and chief executive officer. Additionally, we believe that when the chairman of the board is an employee of the company or otherwise not independent, it is important to have a separate lead independent director in order to facilitate the board's oversight of management.

Mr. Staniar has served as our chairman since 1993, and served as our chief executive officer from 1993 until 1997. In serving as chairman, Mr. Staniar serves as a significant resource for our chief executive officer, Mr. Cogan, other members of management and the board of directors. We believe that the depth of leadership and the significant experience provided by Messrs. Cogan and Staniar in their respective roles as chairman and chief executive officer has benefited Knoll significantly.

Mr. Staniar spends a significant amount of his time involved with day-to-day activities at the company, primarily working with customers and potential customers, but also assisting us with other senior management activities. As a result of this involvement (and the monetary payment he receives for his

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services), Mr. Staniar is not considered "independent" under applicable New York Stock Exchange listing standards. Accordingly, we also have a lead director who is "independent".

Mr. Harris serves as our lead independent director. In that role, he presides over the board's executive sessions and serves as the principal liaison between management and the independent directors of our board. Mr. Harris has served as a Knoll director since 1996.

We believe the combination of Mr. Staniar as our chairman and Mr. Harris as our lead director has been an effective structure for Knoll. The division of duties and the additional avenues of communication between the board and our management associated with having Mr. Staniar serve as chairman and Mr. Harris as lead director provides the basis for the proper functioning of our board and its oversight of management.

## **Oversight of Risk Management by our Board of Directors**

Our board of directors has overall responsibility for risk oversight. This role is primarily fulfilled by our audit committee. Our audit committee periodically discusses and evaluates company risk with our management, including our chief executive officer, chief financial officer and our chief legal officer. Our audit committee also periodically discusses and evaluates risk with our independent auditors and members of our internal audit group. The audit committee reports back to our full board with respect to those activities. In addition, as described in the section entitled "Risk Assessment Incentive Compensation Programs" on page 47 below, our compensation committee specifically evaluates risks associated with our compensation programs. The board's role in risk oversight has not had any effect on the board's leadership structure.

## **Board Diversity**

Diversity is one of the factors considered by our nominating and corporate governance committee in the director nomination process. The overriding principle guiding our director nomination process is a desire to ensure that our board collectively serves the interests of our stockholders. We believe that having diverse skills, experiences and perspectives represented on the board provides the most value to the company and its stockholders. We also believe that an appropriate level of collegiality and chemistry among board members is extremely important to a well-functioning board.

Among the factors considered when we evaluate the skills, experiences and perspectives are the following:

Financial and accounting acumen;

Educational background;

Knowledge of our industry and related industries;

Personal and professional integrity;

Business or management experience;

Crisis management experience;

Leadership and strategic planning experience; and

Brand development and consumer marketing.

We also consider diversity with respect to race and gender in evaluating whether the board has the right mix of perspectives to properly serve the company and its stockholders.

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All the factors set forth above are considered by the nominating and corporate governance committee as it evaluates the directors that are nominated to serve on our board. It is not our desire to make sure every skill, type of experience and perspective is represented on the board, but we instead focus on making sure there is an appropriate mix of skills, experiences and perspectives, which we believe leads to more

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thoughtful and open board discussions and deliberations. Our nominating and corporate governance committee monitors its consideration of diversity as part of the annual self-evaluation process.

## Board Meetings and Committees

During the year ended December 31, 2016, there were four meetings of our board of directors. During 2016, no director attended fewer than 75% of the total number of meetings or fewer than 75% of meetings of a committee of the board on which he or she served. Currently, we do not have a formal policy regarding director attendance at our Annual Meetings of Stockholders. However, it is expected that, absent compelling circumstances, our directors will be in attendance at our 2017 Annual Meeting of Stockholders. All of our directors attended our 2016 Annual Meeting of Stockholders, with the exception of Ms. Bradley.

In accordance with our Corporate Governance Guidelines, our non-management directors meet periodically without any management directors or employees present. As required by the New York Stock Exchange Listing requirements and in accordance with our Corporate Governance Guidelines, our independent directors also meet exclusively in an executive session at least once a year. Mr. Harris presides over meetings of the non-management directors and independent directors.

Our board of directors maintains an audit committee, a compensation committee, and a nominating and corporate governance committee. Each of these committees operates pursuant to a written charter, which are reviewed annually and publicly available on our website at [www.knoll.com](http://www.knoll.com) and will also be made available to stockholders without charge, upon request in writing to our Corporate Secretary at Knoll, Inc., 1235 Water Street, East Greenville, Pennsylvania 18041.

*Audit Committee.* Our audit committee met nine times during 2016. This committee currently has four members, Messrs. Fisher and Maypole and Ms. Nash and Ms. Bradley. Our board of directors has determined that Mr. Maypole, the Chairman of the audit committee, is an "audit committee financial expert," as the SEC has defined that term in Item 407 of Regulation S-K. The composition of our audit committee meets the currently applicable independence requirements of the New York Stock Exchange and SEC rules and regulations. Our audit committee (i) assists our board in monitoring the integrity of our financial statements, our compliance with legal and regulatory requirements, our independent registered public accounting firm's qualifications and independence, and the performance of our internal audit function and independent registered public accounting firm; (ii) assumes direct responsibility for the appointment, compensation, retention and oversight of the work of any independent registered public accounting firm engaged for the purpose of performing any audit, review or attest services and for dealing directly with any such accounting firm; (iii) provides a medium for consideration of matters relating to any audit issues; and (iv) prepares the audit committee report that the SEC rules require be included in our annual proxy statement or annual report on Form 10-K. The audit committee reviews and evaluates, at least annually, its performance and the performance of its members, including compliance with its charter. Please see the report of the audit committee set forth elsewhere in this proxy statement.

*Compensation Committee.* Our compensation committee met six times during 2016. This committee currently has four members, Messrs. Harris, Lapidus and Kennedy and Ms. Nash. Mr. Harris serves as Chairman of the committee. Our compensation committee reviews and recommends policy relating to compensation and benefits of our officers and employees, including reviewing and approving corporate goals and objectives relevant to compensation of the chief executive officer and other senior officers, evaluating the performance of these officers in light of those goals and objectives and setting compensation of these officers based on such evaluations. Our board of directors has designated our compensation committee to serve as the administrative committee under our stock incentive plans. In that role, our compensation committee determines which individuals receive awards under our stock incentive plans, the types of such awards, the terms and conditions of such awards and, subject to our stock option grant policy, the time at which such awards are granted. The compensation committee reviews and evaluates, at least annually, the performance of the compensation committee and its members, including

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compliance of the compensation committee with its charter. A description of the compensation committee's processes and procedures for the consideration and determination of executive compensation is set forth in more detail below in this Proxy Statement under the heading "Compensation Discussion and Analysis."

*Nominating and Corporate Governance Committee.* Our nominating and corporate governance committee met two times during 2016. This committee currently has four members, Messrs. Harris, Maypole and Fisher and Ms. Stahl. Mr. Fisher currently serves as Chairman of our nominating and corporate governance committee. The nominating and corporate governance committee oversees and assists our board of directors in identifying, reviewing and recommending nominees for election as directors; evaluates our board of directors; develops, reviews and recommends corporate governance guidelines and a corporate code of business conduct and ethics; and generally advises our board of directors on corporate governance and related matters. The nominating and corporate governance committee reviews and evaluates, at least annually, its performance and the performance of its members, including compliance with its charter. The nominating and corporate governance committee also facilitates the board's overall self-assessment.

The nominating and corporate governance committee may consider director candidates recommended by stockholders as well as from other sources such as other directors or officers, third party search firms or other appropriate sources. For all potential candidates, the committee may consider all factors it deems relevant, such as a candidate's personal integrity and judgment, business and professional skills and experience, independence, knowledge of the industry in which we operate, past service on the board of directors, possible conflicts of interest, diversity, the extent to which the candidate would fill a present need on the board of directors and concern for the long-term interests of the stockholders.

In general, persons recommended by stockholders will be considered on the same basis as candidates from other sources. If a stockholder wishes to nominate a candidate to be considered for election as a director at the 2018 Annual Meeting of Stockholders, it must follow the procedures described in "Stockholder Proposals and Nominations for Director" set forth elsewhere in this proxy statement. If a stockholder wishes simply to propose a candidate for consideration as a nominee by the nominating and corporate governance committee, it should submit any pertinent information regarding the candidate to the nominating and corporate governance committee by mail to Knoll, Inc., c/o Corporate Secretary, 1235 Water Street, East Greenville, Pennsylvania 18041.

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

No person who served as a member of our compensation committee during fiscal year 2016 was a current or former officer or employee of ours or engaged in transactions with us required to be disclosed by SEC regulations during fiscal year 2016. None of our executive officers serve as a member of the board of directors or compensation committee of any entity that has one or more executive officers who serve on our board of directors or compensation committee.

## **Communications with Directors**

In accordance with our Corporate Governance Guidelines, interested persons may send communications to the board, to any committee of the board or to any individual members of the board (including non-management directors) by sending a letter to the following address: Knoll, Inc., c/o Corporate Secretary, 1235 Water Street, East Greenville, Pennsylvania 18041. In addition, our board of directors has adopted "Whistleblower Procedures" setting forth procedures to enable the receipt and investigation of accounting, legal or retaliatory claims. The Whistleblower Procedures are publicly available in the Corporate Governance portion of our website at [www.knoll.com](http://www.knoll.com).

Table of Contents**Compensation of Directors**

Our Corporate Governance Guidelines provide that the form and amount of compensation provided to our directors shall be determined by the board of directors with the assistance of the compensation committee. The board of directors and compensation committee periodically review our director compensation programs to ensure that they remain competitive. In making this review, the board of directors and compensation committee considers our size, industry characteristics, location, the practices at comparable companies in the same region, and such other factors as the board of directors or compensation committee deems relevant. Effective October 1, 2007, our board of directors adopted the Knoll, Inc. Non-Employee Director Compensation Plan, which was most recently amended effective January 1, 2016. Under this Plan, our compensation package for non-employee directors currently consists of:

an annual fee of \$50,000, payable in quarterly installments of \$12,500;

a \$15,000 annual fee for the chair of the audit committee and lead director, payable in quarterly installments of \$3,750;

an annual grant of restricted shares on the third trading day after the public release of annual financial results with a fair market value of \$70,000 at the time of the grant; and

reimbursement for expenses incurred in the performance of their duties as directors.

All or a portion of annual fees may, at the election of the non-employee director, be paid in the form of shares of our common stock. The number of shares issuable pursuant to such an election is equal to the value of the fee forgone divided by the fair market value of the common stock on the payment date.

The table below sets forth information concerning the compensation we paid to our non-employee directors and our chairman during 2016 for service on our board of directors. All of the directors listed below served for the entire year.

**Director Compensation Table 2016**

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Stock Awards \$<sup>1</sup></b>	<b>Total (\$)</b>
Burton B. Staniar <sup>2</sup>	122,960		122,960
Kathleen G. Bradley <sup>3</sup>	50,000	70,000 <sub>5</sub>	120,000
Jeffrey A. Harris	65,000 <sub>4</sub>	70,000 <sub>5</sub>	135,000
Sidney Lapidus	50,000 <sub>6</sub>	70,000 <sub>5</sub>	120,000
John F. Maypole	65,000 <sub>7</sub>	70,000 <sub>5</sub>	135,000
Stephen F. Fisher	50,000	70,000 <sub>5</sub>	120,000
Sarah E. Nash	50,000	70,000 <sub>5</sub>	120,000
Stephanie Stahl	50,000	70,000 <sub>5</sub>	120,000
Christopher G. Kennedy	50,000 <sub>6</sub>	70,000 <sub>5</sub>	120,000

1

Amounts shown do not reflect the compensation actually received by the director. Instead, amounts shown in this column represent the aggregate grant date fair value determined for financial accounting purposes. The aggregate grant date fair values of these awards were determined in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718 ("Topic 718"). The assumptions used in determining the grant date fair values of these awards are set forth in Notes 2 and 14 to our consolidated financial statements, which are included in our annual report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 1, 2017. The restricted stock awards to which the amounts in this column relate are described in the footnotes below.

2

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Mr. Staniar serves as our chairman pursuant to an amended and restated employment agreement dated January 1, 2006 (amended as of May 4, 2009) under which Mr. Staniar receives compensation as an

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employee of Knoll. In accordance with his employment agreement, Mr. Staniar receives an annual salary of \$115,000. Mr. Staniar also received a \$1,000 bonus paid to all Knoll associates not participating in the 2016 management incentive compensation plan and \$6,960 in contributions under the Knoll Retirement Savings Plan. Mr. Staniar also received \$52,630 in payments from the Knoll Pension Plan during 2016. The actuarial present value of Mr. Staniar's pension benefit under the Knoll Pension Plan increased by \$11,949 for 2016 due to a change in plan assumptions. Mr. Staniar does not receive any additional compensation for his service on our board.

3 Ms. Bradley began receiving payments under the Knoll, Inc. Non-Employee Director Compensation Plan following her retirement on May 23, 2008. Ms. Bradley also received \$19,631 in payments from the Knoll Pension Plan during 2016 based on her prior service as a Knoll employee. The actuarial present value of Ms. Bradley's pension benefit under the Knoll Pension Plan increased by \$1,919 for 2016 due to a change in plan assumptions.

4 Mr. Harris received \$50,000 as annual compensation for serving on our board of directors and \$15,000 for serving as our lead independent director.

5 On February 17, 2016, pursuant to the terms of the Knoll, Inc. Non-Employee Director Compensation Plan, each of our non-employee directors received a grant of 3,829 shares of restricted stock, with a fair market value of \$70,000 at the time of grant. These shares vest equally in one-third increments on the first, second and third anniversary of the date of grant, subject to earlier pro rata vesting upon the occurrence of certain events. The grant date fair value of each of these restricted stock awards under Topic 718 was \$70,000. As of December 31, 2016, all of these shares were unvested.

6 Pursuant to our Non-Employee Director Compensation Plan, Mr. Lapidus and Mr. Kennedy elected to receive all of their cash fees in the form of shares of our common stock. Based on the closing stock price at the time of payment, each of Mr. Lapidus and Mr. Kennedy received a total of 2,085 shares of our common stock which were earned as follows: 577 shares on March 31, 2016 (based on a closing price of \$21.65), 514 shares on June 30, 2016 (based on a closing price of \$24.28), 547 shares on September 30, 2016 (based on a closing price of \$22.85) and 447 shares on December 30, 2016 (based on a closing price of \$27.93).

7 Mr. Maypole received \$50,000 as annual compensation for serving on our board and \$15,000 for serving as chairman of our audit committee.

The following table sets forth the aggregate number of unvested restricted stock awards and the aggregate number of stock option awards outstanding as of December 31, 2016:

Name	Aggregate Number of Outstanding Restricted Stock Awards	Aggregate Number of Outstanding Option Awards
Kathleen G. Bradley	7,009	
Stephen F. Fisher	7,009	
Jeffrey A. Harris	7,009	
Christopher G. Kennedy	5,692	
Sidney Lapidus	7,009	25,000
John F. Maypole	7,009	
Sarah E. Nash	7,009	
Stephanie Stahl	7,009	
Burton B. Staniar		



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## Report of Audit Committee

The audit committee of the board of directors has furnished the following report:

The audit committee assists the board of directors in overseeing and monitoring the integrity of our financial reporting process, compliance with legal and regulatory requirements and the quality of internal and external audit processes. This committee's role and responsibilities are set forth in a charter adopted by the board of directors, which is available on our website at [www.knoll.com](http://www.knoll.com). This committee reviews and reassesses our charter annually and recommends any changes to the board of directors for approval. The audit committee is responsible for overseeing our overall financial reporting process, and for the appointment, compensation, retention, and oversight of the work of our independent registered public accounting firm. In fulfilling its responsibilities for the financial statements for fiscal year 2016, the audit committee took the following actions:

Reviewed and discussed with management and Ernst & Young LLP, our independent registered public accounting firm, the audited financial statements for the fiscal year ended December 31, 2016 and the results of management's assessment of the effectiveness of the Company's internal control over financial reporting and the independent registered public accounting firm's audit of internal control over financial reporting;

Discussed with Ernst & Young LLP the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees; and

Received written disclosures and the letter from Ernst & Young LLP regarding its independence as required by Public Company Accounting Oversight Board Rule 3526. The audit committee further discussed with Ernst & Young LLP their independence. The audit committee also considered the status of pending litigation, taxation matters and other areas of oversight relating to the financial reporting and audit process that the committee determined appropriate.

Based on the audit committee's review of the audited financial statements and discussions with management and Ernst & Young LLP, including meetings held without management present, the audit committee recommended to the board of directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 for filing with the SEC.

### Members of our audit committee

John F. Maypole (Chairman)  
Stephen F. Fisher  
Sarah E. Nash  
Kathleen G. Bradley

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**PROPOSAL 2 INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee has appointed Ernst & Young LLP, as our independent registered public accounting firm, to audit our financial statements for the fiscal year ending December 31, 2017. The board of directors proposes that the stockholders ratify this appointment. Although ratification is not required, the board of directors is submitting the selection of Ernst & Young LLP to our stockholders for ratification as a matter of good corporate practice. In the event the stockholders do not ratify the appointment, the appointment will be reconsidered by the audit committee, but the audit committee is not required to appoint another independent registered public accounting firm. Even if the selection is ratified, the audit committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of our company and our stockholders.

Ernst & Young LLP has audited our financial statements for the fiscal years ended December 31, 1996 through 2016. We expect that representatives of Ernst & Young LLP will be present at the Annual Meeting of Stockholders, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions.

The following table presents fees for professional audit services rendered by Ernst & Young LLP for the audit of our annual financial statements for the years ended December 31, 2016 and 2015, and fees billed for other services rendered by Ernst & Young LLP during those periods.

	2016	2015
Audit Fees <sup>1</sup> :	\$ 1,742,357	\$ 1,657,423
Audit-Related Fees <sup>2</sup> :	80,805	0
Tax Fees:	0	0
All Other Fees:	2,000	2,000
Total	\$ 1,825,162	\$ 1,659,423

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<sup>1</sup> Audit Fees includes fees associated with the annual audit and statutory audits required internationally, the review of quarterly reports on Form 10-Q, and for services provided in connection with the requirements of the Sarbanes-Oxley Act of 2002.

<sup>2</sup> Audit-related fees include due diligence in connection with acquisitions and accounting consultations.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-audit Services of Independent Registered Public Accounting Firm**

The audit committee has responsibility for appointing, setting compensation and overseeing the work of the independent registered public accounting firm and pre-approving all audit and permitted non-audit services that may be performed by the independent registered public accounting firm. In recognition of this responsibility, the audit committee has pre-approved compensating Ernst & Young LLP for certain services that they may provide during 2017 based on the specific service or category of service. In addition, the audit committee has delegated authority to its Chairman, John F. Maypole, to approve additional compensation for appropriate miscellaneous services, subject to certain limits depending on the specific service or category of service. Any such approval would be reported to the audit committee at its next meeting.

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For fiscal year 2016 and 2015, all audit and non-audit services described above were pre-approved by the audit committee.

The affirmative vote of a majority of the shares present or represented and entitled to vote at the Annual Meeting is required to ratify the audit committee's appointment of the independent registered public accounting firm.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AND PROXIES SOLICITED BY THE BOARD OF DIRECTORS WILL BE VOTED IN FAVOR OF SUCH RATIFICATION UNLESS A STOCKHOLDER INDICATES OTHERWISE ON THE PROXY.**

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## **PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Section 14A to the Exchange Act requires that we provide our stockholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules.

As described in detail under the heading "*Compensation Discussion and Analysis*," our executive compensation programs are generally designed to provide competitive compensation packages that will attract and retain superior talent, motivate our executive officers to achieve desired company and individual performance and to appropriately reward that performance, and align the interests of our executive officers with the long-term interests of our stockholders.

The vote on this resolution is not intended to address any specific element of compensation; rather, the advisory vote relates to the overall compensation of our named executive officers, as well as the philosophy, policies and practices, all as described in this proxy statement. The vote is advisory, and therefore it is not binding on the company, the compensation committee or our board of directors. We have determined that our stockholders should cast an advisory vote on the compensation of our named executive officers on an annual basis. Subject to the vote on Proposal 4, the next advisory vote on the compensation of our named executive officers will be at the 2018 Annual Meeting of Stockholders.

The affirmative vote of a majority of the shares present or represented and entitled to vote at the Annual Meeting is required to approve this Proposal 3.

"RESOLVED, that the company's stockholders approve, on a nonbinding, advisory basis, the compensation of the named executive officers, as disclosed in the company's Proxy Statement for the 2017 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure."

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION.**

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**PROPOSAL 4 ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION**

Section 14A of the Exchange Act requires that we provide our stockholders with the opportunity to indicate their preference as to how frequently we should seek an advisory vote on executive compensation as disclosed pursuant to the SEC's compensation disclosure rules. The preference is to be indicated through a nonbinding advisory vote that takes place at least once every six years. We last conducted a non-binding advisory vote on the frequency of an advisory vote on executive compensation at the 2011 Annual Meeting of Stockholders, and since that time we have conducted an annual advisory vote on named executive officer compensation. By voting on this Proposal 4, stockholders may indicate whether they would prefer that we seek future advisory votes on executive officer compensation once every one, two, or three years.

Our board of directors has determined that an advisory vote on executive compensation that occurs once every year is the most appropriate alternative for the company and, therefore, our board recommends that you vote for a one-year interval for the advisory vote on executive compensation. In determining to recommend that the stockholders select a frequency of once every year, the board has considered that an annual vote provides our stockholders with an opportunity to express their views on the company's compensation policies, practices and decisions on a frequent basis and enhance the level of dialogue between the company and its stockholders overall. The company recognizes that our stockholders may have different views as to the best approach for the company, and therefore we look forward to hearing from our stockholders as to their preferences on the frequency of an advisory vote on executive compensation.

Stockholders may cast a vote on the preferred voting frequency by selecting the option of one year, two years, or three years (or abstain) when voting. The option of one year, two years or three years that receives the highest number of votes cast by stockholders will be the preferred frequency for the advisory vote on executive compensation that has been selected by stockholders. However, because this vote is advisory and not binding on the board of directors or the company in any way, the board may decide that it is in the best interests of our stockholders and the company to hold an advisory vote on executive compensation more or less frequently than the option receiving the highest number of votes cast by our stockholders.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE OPTION OF "1 YEAR" AS THE FREQUENCY WITH WHICH STOCKHOLDERS ARE PROVIDED AN ADVISORY VOTE ON EXECUTIVE COMPENSATION AS DISCLOSED PURSUANT TO THE SECURITIES AND EXCHANGE COMMISSION'S COMPENSATION DISCLOSURE RULES.**

Table of Contents**EXECUTIVE OFFICERS**

Set forth below are the names of our executive officers, who are not also directors, their ages as of February 28, 2017, their offices within the company, their principal occupations or employment for the past five years and the names of other public companies in which such persons hold directorships.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Joseph T. Coppola	53	Chief Operating Officer
Roxanne B. Klein	40	Senior Vice President Human Resources
Benjamin A. Pardo	55	Executive Vice President Director of Design
Michael A. Pollner	44	Senior Vice President, General Counsel and Secretary
David L. Schutte	52	Executive Vice President Specialty Businesses
Craig B. Spray	48	Senior Vice President and Chief Financial Officer

*Joseph T. Coppola* has served as our Chief Operating Officer since June 1, 2015. Prior to joining us, Mr. Coppola served as Vice President, Global Supply Chain, at Boart Longyear, an international provider of mineral exploration drilling services and drilling products, a position he held from 2013 until May 2015. Prior to that, Mr. Coppola held the title of Vice President, Manufacturing with Boart Longyear from 2006 to 2013. Prior to joining Boart Longyear in 2006, Mr. Coppola held senior supply chain roles with the Mechanical Systems and Airframe Systems units of Honeywell International. He also served in operations and manufacturing roles with Eaton Corporation and Norfolk Southern Corporation.

*Roxanne B. Klein* has served as our Senior Vice President Human Resources since November 23, 2015. Prior to that, Ms. Klein served as our Vice President, Human Resources for our Knoll Office division from June 2014 until November 2015, Director, Human Resources from October 2010 until June 2014 and as our Manager, Human Resources from April 2007 until October 2010. Prior to joining us, Ms. Klein worked for Praxair, Inc. as Regional Human Resources Manager from March 2006 until April 2007 and for Danaher Corporation as Director, Human Resources from May 2004 until March 2006. Ms. Klein has over 15 years of Human Resources experience in a variety of businesses.

*Benjamin A. Pardo* has served as our Executive Vice President Director of Design, since June 9, 2011. Prior to that, Mr. Pardo served as our Senior Vice President Director of Design since September 2005. Prior to joining us, Mr. Pardo was President of Unifor, Inc., where he had been employed since 1988.

*Michael A. Pollner* became our Senior Vice President, General Counsel and Secretary on February 3, 2015. Prior to that, Mr. Pollner served as our Vice President, General Counsel and Secretary from March 1, 2007 until February 2015, and as our Assistant General Counsel from September 1, 2005 until March 1, 2007. Prior to joining us, Mr. Pollner was a lawyer with the law firm, Blank Rome LLP, which he joined in February 2004. From September 1999 to February 2004, Mr. Pollner was a member of the business law department at Cohen & Grigsby, P.C. in Pittsburgh, Pennsylvania.

*David L. Schutte* was appointed Executive Vice President Specialty Businesses, in December 2016, a new role overseeing Knoll's portfolio of six specialty businesses. Previously, he served as President of HOLLY HUNT for 3 years and as Knoll Senior Vice President and Chief Marketing Officer for 7 years. Mr. Schutte began his career with Knoll in 1990 and served until 1995 in several roles including Director of Marketing for KnollStudio. Subsequently, Mr. Schutte held several senior positions in the contract office furniture industry including Vice President of Marketing for Maharam and Vice President of A&D Sales for Herman Miller. He rejoined Knoll in May 2004 as Vice President and General Manager of KnollTextiles, a position he held for two and one-half years.

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*Craig B. Spray* has served as our Senior Vice President and Chief Financial Officer since September 23, 2013. From 2005 until joining Knoll, Mr. Spray served in various financial management positions with Fortune Brands, Inc. and its related companies, including, most recently, as Executive Vice President and Chief Financial Officer of Masterbrand Cabinets, Inc., the kitchen and bath cabinetry subsidiary of Fortune Brands Home & Security, Inc. From 2001 through 2005 Mr. Spray served in various finance roles at Ford Motor Company. Mr. Spray has also served as a United States Naval Officer in various leadership roles.

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## *Security Ownership of Certain Beneficial Owners and Management*

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of February 28, 2017, for (a) the executive officers named in the Summary Compensation Table on page 49 of this proxy statement, (b) each of our directors and director nominees, (c) all of our directors and executive officers as a group, and (d) each stockholder known by us to own beneficially more than 5% of our outstanding common stock. Except as indicated in footnotes to this table, we believe that the stockholders named in this table have sole voting and investment power with respect to all shares of common stock shown to be beneficially owned by them, subject to community property laws, based on information provided to us by these stockholders. Percentage of ownership is based on 49,050,070 shares of common stock outstanding on February 28, 2017, including 48,101,168 shares of stock entitled to vote and 948,902 shares of restricted stock that are not entitled to vote.

Name of Beneficial Owner	Common Stock Beneficially Owned	
	Number	Percent <sup>1</sup>
<b>Stockholders owning approximately 5% or more:</b>		
The Vanguard Group, Inc. <sup>2</sup>	4,908,929	10.0
Blackrock, Inc. <sup>3</sup>	3,932,569	8.0
Silvercrest Asset Management Group, LLC <sup>4</sup>	2,985,295	6.0
FMR, LLC <sup>5</sup>	2,538,995	5.2
<b>Directors and Executive Officers:</b>		
Burton B. Staniar	89,685	*
Andrew B. Cogan <sup>6</sup>	262,698	*
Craig B. Spray <sup>7</sup>	41,739	*
Joseph T. Coppola <sup>8</sup>	*	*
Benjamin A. Pardo <sup>9</sup>	10,273	*
David L. Schutte <sup>10</sup>	38,034	*
Jeffrey A. Harris <sup>11,12</sup>	84,952	*
Sidney Lapidus <sup>11</sup>	173,859	*
Kathleen G. Bradley <sup>11</sup>	116,972	*
John F. Maypole <sup>11</sup>	28,874	*
Stephen F. Fisher <sup>11</sup>	39,110	*
Sarah E. Nash <sup>11</sup>	27,431	*
Stephanie Stahl <sup>11</sup>	7,090	*
Christopher G. Kennedy <sup>11</sup>	12,897	*
All directors and executive officers as a group (16 persons) <sup>13</sup>	959,170	1.9

\* Represents beneficial ownership of less than one percent of our outstanding common stock.

<sup>1</sup> Percentages are calculated pursuant to Rule 13d-3 under the Securities Exchange Act of 1934 (the "Exchange Act"). Percentage calculations assume, for each person and group, that all shares that may be acquired by such person or group pursuant to options currently exercisable or that become exercisable within 60 days following February 28, 2017, or shares of restricted stock which will become vested within 60 days following February 28, 2017, are outstanding for the purpose of computing the percentage of common stock owned by such person or group. However, those unissued shares of common stock described above are not deemed to be outstanding for calculating the percentage of common stock owned by any other person or group. Information provided for The Vanguard Group, Inc., BlackRock, Inc., Silvercrest Asset Management Group, LLC, and FMR LLC, is based on the latest Schedule 13G report or amendment thereto that each has filed as of the date of this proxy statement.



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2

The Vanguard Group, Inc. filed a Schedule 13G/A with the SEC on March 10, 2017, indicating that as of February 28, 2017, (a) it had sole voting power over 95,954 of these shares and shared voting power over 6,600 of these shares, and (b) sole dispositive power over 4,808,875 of these shares and shared dispositive power over 100,054 of these shares. The address of The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355.

3

BlackRock, Inc. filed a Schedule 13G/A with the SEC on January 25, 2017, indicating that as of December 31, 2016, it had sole voting power over 3,754,473 of these shares and sole dispositive power over all of these shares as a result of being a parent company or control person of the following subsidiaries, each of which beneficially owns less than 5% of the outstanding shares of our common stock: BlackRock (Netherlands) B.V., BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Ireland Limited, BlackRock Asset Management Schweiz AG, BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., BlackRock International Limited, BlackRock Investment Management (Australia), BlackRock Investment Management (UK) Ltd., BlackRock Investment Management, LLC, and BlackRock Japan Co Ltd. The address of BlackRock, Inc. is 55 East 52<sup>nd</sup> Street, New York, NY 10022.

4

Silvercrest Asset Management Group, LLC, Silvercrest L.P. and Silvercrest Asset Management Group Inc. filed a Schedule 13G/A with the SEC on February 14, 2017, indicating that as of December 31, 2016, (a) they had shared voting power over all of these shares, and (b) shared dispositive power over all of these shares. The address of Silvercrest Asset Management Group, LLC, Silvercrest L.P. and Silvercrest Asset Management Group Inc. is 1330 Avenue of the Americas, 38<sup>th</sup> Floor, New York, NY 10019.

5

FMR LLC and Abigail P. Johnson filed a Schedule 13G/A with the SEC on February 14, 2017, indicating that as of December 30, 2016, they had the sole power to vote 50,965 of these shares and sole dispositive power over all of these shares. The address of FMR LLC and Abigail P. Johnson is 245 Summer Street, Boston, MA 02210.

6

Excludes 350,000 shares of restricted common stock and 150,000 restricted stock units held by Mr. Cogan, which (subject to pro rata vesting upon the occurrence of certain events) will not vest within 60 days of February 28, 2017.

7

Excludes 36,500 shares of restricted common stock held by Mr. Spray and 36,500 restricted stock units held by Mr. Spray, which (subject to pro rata vesting upon the occurrence of certain events) will not vest within 60 days of February 28, 2017.

8

Excludes 30,000 shares of restricted common stock and 30,000 restricted stock units held by Mr. Coppola, which (subject to pro rata vesting upon the occurrence of certain events) will not vest within 60 days of February 28, 2017.

9

Excludes 15,000 shares of restricted common stock and 15,000 restricted stock units held by Mr. Pardo, which (subject to pro rata vesting upon the occurrence of certain events) will not vest within 60 days of February 28, 2017.

10

Excludes 17,500 shares of restricted common stock and 17,500 restricted stock units held by Mr. Schutte, which (subject to pro rata vesting upon the occurrence of certain events) will not vest within 60 days of February 28, 2017.

11

Excludes 6,545 shares of restricted common stock held by each of these non-employee directors, which (subject to pro rata vesting upon the occurrence of certain events) will not vest within 60 days of February 28, 2017.

12

Includes 10,000 shares owned by the Jeffrey and Jamie Harris Family Foundation Trust, of which Mr. Harris is a Trustee.

13

Excludes 527,360 shares of restricted common stock and 275,000 restricted stock units held by all directors and executive officers as a group, which (subject to pro rata vesting upon the occurrence of certain events) will not vest within 60 days after February 28, 2017.

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## EXECUTIVE COMPENSATION

### Compensation Discussion And Analysis ("CD&A")

This CD&A describes our executive compensation program for our five most highly compensated executive officers. These executive officers, listed in the chart below, are referred to in this proxy statement as our "named executive officers". Our compensation policies discussed below generally apply equally to all of our executive officers, but for purposes of this CD&A references to "executive officers" or "officers" refer to our named executive officers, unless the context indicates otherwise.

#### Named Executive Officers

Name	Title
Andrew B. Cogan	President and Chief Executive Officer, Director
Craig B. Spray	Senior Vice President and Chief Financial Officer
Joseph T. Coppola	Chief Operating Officer
David L. Schutte	Executive Vice President Specialty Businesses
Benjamin A. Pardo	Executive Vice President Director of Design

### How did we respond to our 2016 Advisory Vote on Executive Compensation?

At the 2016 Annual Meeting of Stockholders, approximately 54% of our stockholders voted in favor of our advisory say on pay proposal, relating to the compensation of our named executive officers.

The Committee was disappointed with this outcome and spent a significant amount of time in 2016 discussing and considering investor concerns and feedback and making changes to address such concerns and feedback. During 2016 and early 2017, the Company reached out to approximately 25 stockholders and met with 16 stockholders representing over 50% of our issued and outstanding equity. As a result of these discussions, the following changes to our compensation practices were implemented in 2016:

**We capped the potential payments under our 2017 Non-Equity Incentive awards for our Named Executive Officers at one hundred twenty percent (120%) of base salary;**

**We eliminated the legacy tax "gross-up" from our chief executive officer's employment agreement;**

**We instituted a "double trigger" change of control provision in our equity agreements which requires that the award recipient be terminated from employment in order to receive accelerated vesting following a change-in-control;**

**We adopted a "Clawback Policy" applicable to our Section 16 Officers which allows the company to recover excess incentive compensation in the event of an accounting restatement;**

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**We revised our Insider Trading Policy to prohibit hedging transactions in our stock (i.e., transactions that are designed to offset any decrease in our stock price); and**

**We engaged a compensation consultant, Willis Towers Watson, to perform an assessment of our executive compensation.**

While we believe all these changes are important to ensuring the overall effectiveness of our executive compensation programs, the primary compensation related concern we heard from stockholders related to our annual non-equity incentive program and resulted in the implementation of the 120% of base salary cap discussed in the first bullet above. Stockholders generally understood our desire for flexibility in implementing our pay decisions under this program, but had concerns that the program was entirely discretionary. We believe this cap accommodates the primary concerns we heard from stockholders in a balanced way that still provides us the flexibility we believe is necessary to appropriately implement our non-equity incentive program.

Some of our stockholders also raised concerns about the metrics we use in our compensation programs and the target levels we have used to trigger payout under the programs. We considered and discussed these concerns as we set targets for our 2017 compensation decisions and will continue to consider them on an ongoing basis.

We have found our dialogue with our stockholders healthy and informative and are willing to discuss any concerns if and when they arise.

## **How Did We Perform?**

During fiscal 2016 we:

Had historic sales results with both our Office and Studio segments increasing sales by more than 6%.

Expanded our operating margins, particularly in the Office segment;

Successfully expanded our constellation of high-design and high-margin brands and capabilities and laid the foundation for longer-term growth with the acquisition of DatesWeiser Furniture Corporation and Vladimir Kagan Design Group and the launch of Rockwell Unscripted;

Continued to diversify our sources of revenue and profits; over 37% of our sales and 45% of our profits came from outside our Office segment; and

Returned \$34.7 million to our stockholders through dividends and share repurchases.

Our fiscal 2016 financial results, as compared to fiscal 2015, included:

Net sales for the year ended 2016 were \$1,164 million, an increase of \$60 million, or 5.4%, from sales of \$1,104 million for the year ended December 31, 2015.

Diluted earnings per share increased from \$1.36 in 2015 to \$1.68 in 2016.

Operating profit, the primary financial metric we rely upon in making compensation decisions, was \$136.3 million for 2016, an increase of \$35.2 million, or 34.8%, from operating profit of \$101.1 million for 2015.

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We paid dividends of \$29.2 million, or \$0.60 per share, compared to dividends of \$24.4 million, or \$0.51 per share in 2015.

We reduced our debt leverage from 1.67 times EBITDA as of December 31, 2015 to 1.37 as of December 31, 2016. (See Exhibit A for more details regarding our leverage ratio calculation).

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Over the past three years, we have generated "total shareholder return" of 71.5%, based on the formula used in our restricted stock unit agreements.

Based on these strong results, our compensation committee approved 2016 non-equity incentive payments for our executive officers that were approximately 120% of the target amount.

Four strategic imperatives guide our growth:

Our strategy has generated significant growth in our sales, margins and profits:

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*Note: Adjusted Gross Profit, Adjusted Operating Profit, and Adjusted EPS are non-GAAP financial measures. For a reconciliation of Adjusted Gross Profit, Adjusted Operating Profit, and Adjusted EPS to GAAP Gross Profit, Operating Profit, and EPS, see Exhibit A. We encourage you to review our Annual Report to Stockholders accompanying this proxy statement for more complete financial information.*

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We believe we have the financial resources to deliver on our strategic initiatives:

*Note: See Exhibit A for additional information regarding our calculation of free cash flow and net leverage ratio.*

## What Are Our Compensation Practices?

### *Compensation Objectives*

Our executive compensation program is generally designed to:

Provide competitive compensation packages that will attract and retain superior talent;

Motivate our executive officers to achieve desired company and individual performance and to appropriately reward that performance; and

Align the interests of our executive officers with the long-term interests of our stockholders, primarily through equity awards

### *Compensation Principles and Policies*

Our executive compensation programs are comprised of: (i) base salary; (ii) annual non-equity incentive bonuses, which are discretionary, but based primarily on the achievement of company objectives and performance; and (iii) long-term incentive compensation in the form of periodic equity awards that include both time-vesting restricted shares and performance-based stock units that vest on the basis of our operating performance and total shareholder return ("TSR"). Because our annual incentive and long-term incentive compensation are either discretionary or contingent upon the achievement of our performance goals, our senior executives have a substantial portion of their compensation at risk.

**Base Salary:** The compensation committee reviews base salary levels for executive officers on an annual basis and any changes are typically effective mid-year. Currently, our only named executive officer with a written employment agreement is our Chief Executive Officer, Mr. Cogan. We attempt to set base salaries at levels that are competitive in the industry and in relation to the particular job function of the executive officer. The annual base salary provides a base level of compensation for services rendered during the year and is intended to reward the executive officer for the day-to-day complexities and difficulties of his/her job.

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**Annual Incentive:** Annual non-equity incentive bonuses are based primarily on operating profit, and may include supplemental goals considered by the compensation committee in its discretion. Our compensation committee may also, in its discretion, consider the operating performance of individual business segments. There is no specific quantitative formula in calculating incentive



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payments. Instead, the compensation committee depends upon a variety of factors, including: the company's overall performance for the year, the individual executive's performance, the business environment existing during the year and any extraordinary obstacles that may have arisen during the course of the year. The target payouts on our annual non-equity incentive bonuses are generally around 100% of the executive officer's base salary. Beginning with our 2017 annual non-equity incentive program, we have capped the payout for our named executive officers at 120% of base salary.

**Long-Term Incentive:** Long-term incentive grants are delivered in a combination of time vesting restricted shares and performance-based restricted stock units.

*Compensation Governance*

Our executive compensation program reflects the following best practices:

Provide a significant portion of our named executive officers' total compensation in the form of awards tied to our long-term strategy and our performance.

Require compliance with our Stock Ownership Guidelines, which require that our executive officers own a specified value of shares of the Company's common stock.

Have a Compensation Committee comprised entirely of independent directors who use an independent consultant retained by the Compensation Committee.

Have ongoing consideration and oversight by the Compensation Committee with respect to any potential risks associated with our incentive compensation programs.

Operate a Clawback Policy for Section 16 Officers which permits the company to recover excess incentive compensation in the event of a restatement.

Prohibit our associates through our Insider Trading Policy from engaging in hedging transaction in our stock

Utilize "double trigger" change-in-control provisions in our equity award agreements for awards made after August 2016,

Have employment agreements or change-of-control agreements with our named executive officers other than Mr. Cogan, and that agreement has an annual term.

Provide tax gross-ups for our named executive officers.

Time the grants of equity awards to coordinate with the release of material non-public information, or time the release of material non-public information for the purpose of affecting the value of any named executive officer compensation.

Provide material executive perquisites such as corporate aircraft, executive life insurance, tax or estate planning services.

Provide supplemental retirement benefits to our executive officers

Operate deferred compensation plans for our executive officers.

Operate a stockholder rights plan (Poison Pill).

**How Are Compensation Decisions Made?**

*Role of the Compensation Committee and Management*

The compensation committee has overall responsibility for our executive compensation program. Our compensation committee generally meets at least three times a year formally and on more occasions as needed. Members of our compensation committee also discuss compensation matters with our chief executive officer and among themselves informally throughout the year in an effort to both (i) monitor the appropriateness of our executive compensation packages on an on-going basis and (ii) prepare for the formal compensation committee meetings and the definitive compensation decisions that are made at those meetings.

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At formal compensation committee meetings, our chief executive officer presents the compensation committee with his recommendations regarding compensation for the named executive officers. In connection with these recommendations, the compensation committee is provided with information on the executive officers' existing compensation arrangements, equity awards and compensation history, if requested. The committee is also provided (and considers) our actual financial performance, both in relation to the performance targets set and in relation to the industry as a whole. Other factors, including the executive officer's individual performance and any extraordinary efforts or hurdles faced by the executive officer, may also be considered.

After reviewing the chief executive officer's recommendations and the other relevant information, the compensation committee determines the compensation packages for each of the named executive officers other than our chief executive officer. The compensation committee typically makes a recommendation to our full board of directors with respect to the cash compensation arrangements for our chief executive officer. Our board of directors then evaluates those recommendations and any other information it deems appropriate and determines the applicable cash compensation levels for our chief executive officer.

***Role of Independent Compensation Consultant***

In 2016, the compensation committee directly engaged Willis Towers Watson, an independent compensation consultant, for the purpose of conducting a review of our executive compensation programs. Willis Towers Watson provides no other services for the Company. As part of its engagement, Willis Towers Watson evaluated the base salary, annual non-equity incentive and long-term equity components of our executive compensation programs for our most senior executives, including our named executive officers. Willis Towers Watson evaluated the competitiveness of our compensation programs using proxy information from the companies included in our Peer Group (as described below), and also considered data compiled from published surveys of executive compensation for other comparably-sized companies within the durable goods consumer products sectors. The compensation committee considered this data, among other factors, in determining the components and amounts of compensation that are appropriate for the Company's named executive officers. However, the compensation committee did not establish formal benchmarked compensation targets or ranges for our executive officers based on this information. Instead, this information was used as a general market resource in making compensation decisions regarding base salaries, annual non-equity incentive compensation and longer term equity grants.

***Compensation Peer Group***

In establishing a compensation peer group, the compensation committee took into account a number of factors including (i) companies where we primarily compete for executive talent, (ii) industry, and (iii) size and complexity.

For 2016, the peer group consisted of the following:

Herman Miller, Inc.

Kimball International, Inc.

HNI Corporation

Movado Group, Inc.

Interface, Inc.

Tumi Holdings, Inc.

Steelcase Inc.

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In 2017 the compensation committee developed an additional peer group with assistance from Willis Towers Watson. This group of companies will form our "2017 TSR Peer Group" and will be used to assess our relative TSR performance in relation to grants of performance-based restricted stock in 2017. The 2017 TSR peer group consists of the following companies:

ABM Industries Incorporated	Kimball International, Inc.
ACCO Brands Corporation	Matthews International Corporation
Deluxe Corporation	MSA Safety Incorporated
Herman Miller, Inc.	Robert Half International Inc.
HNI Corporation	Steelcase Inc.
Interface, Inc.	West Corporation
Kelly Services, Inc	

## **How Do We Compensate Our CEO and other NEOs?**

### *Elements of Executive Compensation Program*

Our executive compensation programs are comprised of: (i) base salary; (ii) annual non-equity incentive bonuses, which are discretionary, but based primarily on the achievement of company objectives and performance; and (iii) long-term incentive compensation in the form of periodic equity awards.

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The following sets forth the primary objectives addressed by each component of our executive compensation programs:

Our named executive officers are also provided severance and change-in-control protections, which can be triggered in a number of scenarios, and also may participate in our standard retirement plans on the same basis as our associates generally. Our named executive officers are not generally provided with any material perquisites.

***Base Salary***

The compensation committee reviews base salary levels for executive officers on an annual basis and any changes are typically made mid-year. Currently, our only named executive officer with a written employment agreement is our Chief Executive Officer, Mr. Cogan, and that agreement has an annual term.

We attempt to set base salaries at levels that are competitive in the industry and in relation to the particular job function of the executive officer. The annual base salary provides a base level of compensation for services rendered during the year and is intended to reward the executive officer for the day-to-day complexities and difficulties of his/her job. We believe this provides the executive with a fair level of compensation, but also enables our annual discretionary non-equity incentive bonuses and equity grants to have a significant motivating impact on the executive officers. Effective July 1, 2016, the base salaries of our executive officers are as follows:

<b>Name</b>	<b>Salary</b>
Andrew B. Cogan	\$ 1,000,000
Craig B. Spray	\$ 342,000
Joseph T. Coppola	\$ 342,000
Benjamin A. Pardo	\$ 301,000
David L. Schutte	\$ 300,000

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***Financial Metrics and Subjective Criteria***

In connection with our "at-risk" performance compensation, we consider a variety financial metrics (including revenue growth, gross margins, and earnings per share growth), as well as subjective factors such as new product development, acquisitions, and balance sheet management, when making our compensation decisions. We use operating profit as the primary performance metric under our annual non-equity incentive awards and as the trigger target for vesting under portions of our performance based stock units. We believe that operating profit is the most useful financial measurement for evaluating our actual operating performance because it is less subject to non-recurring and non-operating items. When evaluating our performance, we believe items such as our tax rates, asset sales and share buybacks, which impact other financial metrics (like net income or earnings per share), should not be considered. We generally also exclude the impact of infrequent or non-recurring items, such as restructuring charges, that are not indicative of operating performance, and therefore we generally use adjusted operating profit when we evaluate our performance or compare our performance with the performance of our competitors.

***Annual Non-Equity Incentive Bonuses***

We award non-equity incentive bonuses on an annual basis. Our annual incentive bonuses are primarily intended to motivate our executive officers to exceed our performance objectives for the year. Typically, our incentive compensation program is focused on operating profit based on our financial plan for the year; however, supplemental goals (for example, new product introductions, successful acquisitions, management of our balance sheet) are sometimes considered. Our compensation committee also may, in its discretion, consider the operating performance of our individual business segments; namely, Office, Studio and Coverings, or establish supplemental measures relating to segment performance to the extent there is a relationship between the specific named executive officer's duties and the performance of a particular business segment.

The target payouts on our annual non-equity incentive bonuses are generally around 100% of the executive officer's base salary and the financial targets used in connection with these bonuses generally relate to our annual financial plan that is submitted to and approved by our board of directors in December of the prior year.

The compensation committee ultimately determines the amount of each executive's actual non-equity incentive payment based principally on our achievement of the company's operating goals; however, the compensation committee has significant flexibility to increase or decrease the amounts paid under the non-equity incentive awards, regardless of whether the targets are achieved. However, in response to the concerns expressed by certain of our stockholders regarding the discretionary nature of our program, commencing with the 2017 annual non-equity incentive program, bonuses for our named executive officers are capped at 120% of the executive officer's base salary. These annual payments are disclosed in the "non-equity incentive plan compensation" column of the Summary Compensation Table below. Rather than relying on rigid formulas and calculations, we use our judgment and discretion to determine payouts that we believe are appropriate under the circumstances. The decision to increase or decrease an actual payout under the award is generally based on a variety of factors we deem appropriate, including, without limitation, our overall performance for the year, the individual executive's performance, supplemental factors, the business environment existing during the year and any extraordinary obstacles that may have arisen during the course of the year. Our officers can be significantly rewarded when the company and individual performance measures are exceeded. Conversely, our officers generally receive significantly smaller cash payouts when our company and/or individual performance measures are not met.

By structuring these annual incentive bonuses in a way that permits us to exercise discretion and to consider individual performance metrics related specifically to the role of the executive officer, as well as overall company performance, we enable our executive officers to have a more direct impact on the ultimate payout under their individual annual incentive bonuses. Although their individual performance

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impacts the overall company performance metric, the satisfaction of that company metric is dependent on the performance of many other parts of the company and can also be impacted by general economic factors outside of anyone's control. In the event overall company performance falls short of the desired target in any given year, we can adjust the payout downward under the award for some executive officers, and at the same time reward other executive officers who met or exceeded their individual performance targets or otherwise performed in a manner that deserved additional recognition, as we determine to be equitable.

*Long-term Incentive Compensation    Equity Grants*

We believe that our executive officers should have significant equity interests, and have designed our compensation programs accordingly. Long-term incentive compensation is a key component of our executive compensation program and serves a retention, motivation and reward function. Equity awards also align the interests of our executive officers with those of our stockholders and reward our executive officers by allowing them to share in any appreciation in the value of our common stock. They are designed to reward a longer performance horizon than our annual non-equity incentive bonuses, typically three to five years, which also serves to mitigate the risk that an executive officer would overly focus on short-term goals to the detriment of the company's long-term success.

We do not apply a formula for determining the specific equity award levels for our executive officers. Rather, the determination is a result of the compensation committee's discretion and judgment as to what is appropriate in light of all of the circumstances, including our strategic and operational objectives, our stock price, the responsibilities of the executive officers, the amounts of the executive officers' then-outstanding equity awards, the compensation of our peers and any other factors that the compensation committee determines are relevant. In exercising its discretion, the compensation committee relies on the individual experiences and perspectives of its members and dialogue with our chief executive officer in evaluating whether the specific recommended grant levels will have the desired effect.

*Restricted Shares    Time Vesting.*

We periodically grant time vesting restricted shares to our executive officers and other key employees. These restricted share grants are typically structured to vest on a specified anniversary date, generally on the third anniversary of the date of grant, at which point the restrictions on the shares lapse and the vested shares may be voted and disposed of by the grantees. The vesting of the restricted shares can also accelerate (on a pro rata basis) upon a change-in-control of the company, death, disability and upon termination without cause. Unvested restricted shares are forfeited if the grantee voluntarily leaves the company prior to the vesting or is terminated for "cause" (as defined in the applicable restricted share agreement or stock incentive plan). Dividends that are paid on our common stock during the vesting period of any restricted shares are typically accrued and paid out to the grantee when the restricted shares vests. In 2016, we inserted a "double-trigger" change-in-control definition into our restricted share grants. This provision states that vesting can accelerate upon a change-in-control, but only when a termination of employment occurs within the 12-month period following the change-in-control.

*Performance-Based Restricted Stock Units.*

In addition to time vesting restricted shares, we also grant performance-based restricted stock units. We believe our performance grants have both a strong retentive influence on our executive officers and, at the same time, keep them appropriately motivated by incentivizing them to achieve our financial goals and deliver returns to stockholders. Our grants are subject to two separate performance conditions:

Fifty percent (50%) of the award vests if the Company achieves certain three-year operating profit targets; and

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Fifty percent (50%) of the award vests if the Company's total shareholder return (calculated in accordance with the applicable restricted stock unit agreement) exceeds the median total shareholder return of a defined peer group.

In order for our executive officers to earn all of their performance-based awards, they need to successfully deliver operating profit and generate shareholder returns which compare favorably to our peers.

***Tax Implications of Executive Compensation***

Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), places a limit of \$1,000,000 on the amount of compensation that may be deducted by the company in any year with respect to the chief executive officer or any other executive officer covered by Section 162(m) unless the compensation is performance-based compensation as described in Section 162(m) and the related regulations. We have qualified (and generally attempt to qualify) certain compensation paid to executive officers for deductibility under Section 162(m), but we may pay compensation to our executive officers that may not be deductible, including discretionary bonuses or other types of compensation outside of our plans. In many circumstances, we believe that our interests are best served by maintaining flexibility in the way compensation is provided, even if it might result in the non-deductibility of certain compensation under the Code.

***Retirement Benefits***

Our executive officers participate in the Knoll Retirement Savings Plan pursuant to which they receive matching contributions of 50% of their voluntary contributions, up to a maximum amount of 6% of eligible compensation, plus potential profit-sharing and transition contributions based on age and length of service. Our executive officers who joined Knoll prior to January 1, 2011 also participate in the Knoll Pension Plan, a noncontributory defined benefit plan. However, effective January 1, 2016, the Knoll Pension Plan was frozen for all participants, including our executive officers. For more information on the Knoll Pension Plan, see "Pension Benefits" on page 55.

***Severance and Change-in-Control Benefits***

We have a severance pay plan that generally applies to all of our regular full-time or part-time U.S. employees, including our named executive officers, who are not covered by a collective bargaining agreement. In general, the severance pay plan provides for severance payments to eligible employees if their employment is involuntarily severed in connection with a job elimination. All of our named executive officers, other than Mr. Cogan and Mr. Schutte, are technically covered by the severance pay plan, although it is unlikely that the termination of one of our named executive officers would ever constitute a job elimination within the meaning of the plan. Because of this, we have not included any payments under our severance plan in the "Potential Payments upon Termination or Change-in-Control" section below.

We have agreed to provide Mr. Cogan and Mr. Schutte with severance benefits upon certain separations of their employment. Mr. Cogan is entitled to severance benefits if (i) his employment is terminated by us for any reason other than cause or in connection with disability or death, (ii) we elect not to renew the employment agreement, or (iii) the employment agreement is terminated by Mr. Cogan in connection with a material breach of the employment agreement by us. These severance benefits are contained in an employment agreement between us and Mr. Cogan. Under the terms of Mr. Schutte's offer letter, Mr. Schutte is entitled to severance benefits if he is terminated by us without "cause." For more details on these benefits, see "Potential Payments Upon Termination or Change-in-Control Severance Under Employment Agreement".

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## 2016 Compensation Analysis

### *Chief Executive Officer*

Mr. Cogan was paid base salary at a rate of \$857,000 per annum for the first half of 2016 and at a rate of \$1,000,000 per annum for the second half of 2016. Mr. Cogan also received a non-equity incentive bonus of \$1,200,000, 120% of his target award for 2016. In exercising its discretion to pay more than the target amount, the compensation committee primarily considered our strong operating performance relative to our 2016 operating profit target. As described above, we generated operating profit of \$136.3 million for 2016, an increase of 35.2 million, or 34.8%, from operating profit of \$101.1 million for 2015, and well in excess of our 2016 target level of \$126 million. Additionally, the compensation committee considered our comparative performance within the industry and overall progress relative to our strategic imperatives including our successful acquisition of DatesWeiser Furniture Corporation and Vladimir Kagan Design Group and the launch of our new product line, Rockwell Unscripted. We also continued to aggressively manage our balance sheet and expanded our constellation of high-design and high-margin brands and capabilities.

On February 17, 2016, Mr. Cogan was granted 55,000 restricted shares and 55,000 performance based stock units. The restricted shares cliff vest in one tranche on the third anniversary of the date of grant. Twenty-five percent of the performance based stock units vest if the company exceeds \$250 million of operating profit over a three-year period and an additional twenty-five percent of the performance based stock units vest if the company exceeds \$275 million of operating profit over a three-year period. The remaining fifty percent of the performance based stock units vest if the total shareholder return of Knoll stock over a three-year performance period exceeds the median total shareholder return of the 2016 Peer Group. The stock unit grant also includes a "stretch" operating profit goal where an additional twenty-five percent of the stock unit award (for a maximum of 125% of the original stock unit award) will vest if the company achieves \$375 million of operating profit over the three-year period. As explained above, the compensation committee believes these grants will have both a strong retentive influence on Mr. Cogan and, at the same time, keep him appropriately motivated by incentivizing him to achieve our financial goals and deliver returns for our stockholders.

In December 2016, we granted Mr. Cogan a 2017 non-equity incentive award with a target payment of one hundred percent (100%) of his base salary. If earned, this bonus would be paid in February 2018 and cannot exceed one hundred twenty percent (120%) of Mr. Cogan's base salary.

### *Senior Vice President and Chief Financial Officer*

Mr. Spray was paid base salary at a rate of \$335,000 per annum for the first half of 2016 and at rate of \$342,000 per annum for the second half of 2016. Mr. Spray also received a non-equity incentive bonus of \$425,000, 124% of his target award. In exercising its discretion to pay more than the target amount, the compensation committee primarily considered our strong operating performance relative to our 2016 operating profit target, as well as Mr. Spray's individual contributions during the year, including his management of our balance sheet. As described above, we reduced our leverage ratio from 1.67 to 1.37 (See Exhibit A on page 68 for more information on the leverage ratio calculation). Additionally, the compensation committee considered our comparative performance within the industry and overall progress relative to our strategic imperatives including our successful acquisition of DatesWeiser Furniture Corporation and Vladimir Kagan Design Group.



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On February 17, 2016, Mr. Spray was granted 12,500 restricted shares and 12,500 performance based stock units. The restricted shares cliff vest in one tranche on the third anniversary of the date of grant. The performance based stock units vest in three years subject to our satisfaction of the same performance criteria that are applicable to Mr. Cogan's grant discussed above. As explained above, the compensation committee believes these grants will have both a strong retentive influence on Mr. Spray and, at the same time, keep him appropriately motivated by incentivizing him to achieve our financial goals and deliver returns for our stockholders.

In December 2016, we granted Mr. Spray a 2017 non-equity incentive award with a target payment of one hundred percent (100%) of his base salary. If earned, this bonus would be paid in February 2018 and cannot exceed one hundred twenty percent (120%) of Mr. Spray's base salary.

*Chief Operating Officer*

Mr. Coppola was paid base salary at a rate of \$335,000 per annum for the first half of 2016 and at rate of \$342,000 per annum for the second half of 2016. Mr. Coppola also received a non-equity incentive bonus of \$425,000, 124% of his target award. In exercising its discretion to pay more than the target amount, the compensation committee primarily considered our strong operating performance relative to our 2016 operating profit target. Additionally, the compensation committee considered our operational improvements at our facilities.

In December 2016, we granted Mr. Coppola a 2017 non-equity incentive award with a target payment of one hundred percent (100%) of his base salary. If earned, this bonus would be paid in February 2018 and cannot exceed one hundred twenty percent (120%) of Mr. Coppola's base salary.

*Executive Vice President Specialty Businesses*

Mr. Schutte was paid base salary at a rate of \$255,000 per annum for the first half of 2016 and at a rate of \$300,000 per annum for the second half of 2016. Mr. Schutte also received a non-equity incentive bonus of \$300,000, 120% of his target award. In exercising its discretion to pay more than the target amount, the compensation committee primarily considered our strong operating performance in 2016 relative to our 2016 operating profit target. Additionally, the compensation committee considered Mr. Schutte's broader role in leading all of our Specialty businesses, which resulted in his promotion to Executive Vice President Specialty Businesses in December 2016, and Mr. Schutte's integral role in our successful acquisition of DatesWeiser Furniture Corporation and Vladimir Kagan Design Group.

On February 17, 2016, Mr. Schutte was granted 5,000 restricted shares and 5,000 performance based stock units. The restricted shares cliff vest in one tranche on the third anniversary of the date of grant. The performance based stock units vest in three years subject to our satisfaction of the same performance criteria that are applicable to Mr. Cogan's grant discussed above. As explained above, the compensation committee believes these grants will keep Mr. Schutte appropriately motivated by incentivizing him to achieve our financial goals and deliver returns for our stockholders.

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In December 2016, we granted Mr. Schutte a 2017 non-equity incentive award with a target payment of one hundred percent (100%) of his base salary. If earned, this bonus would be paid in February 2018 and cannot exceed one hundred twenty percent (120%) of Mr. Schutte's base salary.

*Executive Vice President Design*

Mr. Pardo was paid base salary at a rate of \$295,000 per annum for the first half of 2016 and at a rate of \$301,000 per annum for the second half of 2016. Mr. Pardo also received a 2016 non-equity incentive bonus of \$300,000, 105% of his target award. In exercising its discretion to pay more than the target amount, the compensation committee primarily considered our strong operating performance relative to our 2016 operating profit target and Mr. Pardo's individual contributions, including his leadership in our development of new products such as Rockwell Unscripted. Additionally, the compensation committee considered our comparative performance within the industry.

On February 17, 2016, Mr. Pardo was granted 5,000 restricted shares and 5,000 performance based stock units. The restricted shares cliff vest in one tranche on the third anniversary of the date of grant. The performance based stock units vest in three years subject to our satisfaction of the same performance criteria that are applicable to Mr. Cogan's grant discussed above. As explained above, the compensation committee believes these grants will have both a strong retentive influence on Mr. Pardo and, at the same time, keep him appropriately motivated by incentivizing him to achieve our financial goals and deliver returns for our stockholders.

In December 2016, we granted Mr. Pardo a 2017 non-equity incentive award with a target payment of one hundred percent (100%) of his base salary. If earned, this bonus would be paid in February 2018 and cannot exceed one hundred twenty percent (120%) of Mr. Pardo's base salary.

*2017 Equity Grant*

On February 15, 2017, we granted an aggregate of 92,500 time-vesting restricted shares to certain of our named executive officers in the following amounts: Mr. Cogan (55,000 shares), Mr. Spray (15,000 shares), Mr. Coppola (10,000 shares), Mr. Schutte (7,500 shares), and Mr. Pardo (5,000 shares). On the same date, we also granted 92,500 performance-based stock units to these executive officers in the same amounts. The restricted shares cliff vest in one tranche on the third anniversary of the date of grant. One-half of the performance based stock units vest if the company exceeds its three-year operating profit target and the other half vests if the total shareholder return of Knoll stock over a three-year performance period exceeds the median total shareholder return of the 2017 Peer Group. Under the grant our executive officers can receive additional units equal to twenty-five percent of their target unit award (for example, 13,750 additional units in the case of Mr. Cogan) if we significantly exceed our operating profit goals. Unvested restricted shares and stock units are automatically forfeited if the grantee voluntarily leaves the company prior to vesting. Consistent with our 2016 equity grants, the compensation committee elected to divide our latest equity grant in this manner in order to simultaneously reward performance, retain our key executives and encourage stock ownership. As explained above, the compensation committee determined the specific level of each of these awards by applying its discretion and judgment as to what is appropriate in light of

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all of the circumstances, including our strategic and operational objectives, our stock price, the responsibilities of the executive officers and the amounts of the executive officers' then-outstanding equity awards.

## **How Do We Manage Risks Related to Our Compensation Program?**

### *Risk Assessment Incentive Compensation Programs*

Our compensation committee conducted a risk-assessment of our compensation programs and practices. This process included: a review of the disclosure requirements contained in Item 402(s) of Regulation S-K; a review of our compensation programs; the identification of features that could potentially encourage excessive or imprudent risk taking of a material nature; a review of our business risks generally, as described in our public filings; the identification and review of additional risks specifically associated with our compensation programs; and the identification and review of factors that mitigate these risks. Based on this process, our compensation committee concluded that our compensation programs and practices are appropriately structured and do not create risks that are reasonably likely to have a material adverse effect on the Company.

### *Executive Stock Ownership Policy*

We maintain a Stock Ownership Policy that is applicable to our directors and executive officers. Under the policy, our chief executive officer and chief financial officer are required to own equity equal to at least four times their base salary and our other executive officers are required to own equity equal to at least one times their base salary. Our directors are required to own equity equal to at least four times their annual cash retainer under the policy. There is a five-year transition period to allow individuals to become compliant with the policy. Please see the policy, which is available on our website at [www.knoll.com](http://www.knoll.com), for more detailed information on how stock and equity derivatives are valued and other details of the policy. We believe this policy helps further our desire to have our named executive officers' interests aligned with the interests of our stockholders.

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## **COMPENSATION COMMITTEE REPORT**

The compensation committee has reviewed and discussed with management the Compensation Discussion and Analysis for fiscal year 2016. Based on the review and discussions, the compensation committee recommended to the board of directors, and the board of directors approved, that the Compensation Discussion and Analysis be included in this proxy statement and incorporated into our annual report on Form 10-K for the fiscal year ended December 31, 2016.

This report is submitted by the compensation committee.

Jeffrey A. Harris (Chairman)  
Sidney Lapidus  
Sarah E. Nash  
Christopher G. Kennedy

Table of Contents**Summary Compensation Table**

The following table sets forth information concerning the compensation awarded to or earned during our fiscal years ended December 31, 2016, 2015 and 2014, by our Chief Executive Officer, Chief Financial Officer, and each of our three other most highly compensated executive officers whose total compensation (net of any changes in pension values and non-qualified deferred compensation earnings disclosed in the table below) exceeded \$100,000.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) <sup>1</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>2</sup>	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
					(\$) <sup>3</sup>		
Andrew B. Cogan, President and Chief Executive Officer	2016	928,500	1,838,925	1,200,000 <sup>4</sup>	55,094 <sup>17</sup>	15,900 <sup>7</sup>	4,038,419
	2015	847,892	1,517,654	1,000,000 <sup>5</sup>	6,758		3,372,304
	2014	816,000	9,099,300	900,000 <sup>6</sup>	159,954		10,975,254
Craig B. Spray, Senior Vice President and Chief Financial Officer	2016	338,500	417,938	425,000 <sup>8</sup>		15,900 <sup>7</sup>	1,197,338
	2015	331,327	341,472	357,000 <sup>9</sup>		15,900 <sup>7</sup>	1,045,699
	2014	325,000		325,000 <sup>10</sup>		7,800 <sup>7</sup>	657,800
Joseph T. Coppola, Chief Operating Officer	2016	338,500		425,000 <sup>11</sup>		15,900 <sup>7</sup>	779,400
	2015	198,423	836,098	335,000 <sup>12</sup>		100,748 <sup>13</sup>	1,470,269
	2014						
Benjamin A. Pardo, Executive Vice President	2016	298,000	167,175	300,000 <sup>14</sup>	21,046 <sup>17</sup>	18,550 <sup>7</sup>	804,771
	2015	291,173	189,707	290,000 <sup>15</sup>		18,550 <sup>7</sup>	789,430
	2014	275,000	201,413	265,000 <sup>16</sup>	56,806 <sup>17</sup>	10,400 <sup>7</sup>	808,619
David L. Schutte, Executive Vice President Specialty Businesses	2016	279,423	167,175	300,000 <sup>18</sup>	22,869 <sup>17</sup>	18,550 <sup>7</sup>	788,017

1

Amounts shown in this column do not reflect the compensation actually received by the named executive officer. Instead, amounts shown in this column represent the aggregate grant date fair value determined for financial accounting purposes. The aggregate grant date fair values of these awards were determined in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718. The awards for which amounts are shown in this table are the restricted stock awards granted to the named executive officers in February 2016, February 2015, October 2015, and February 2014, as further described in the Outstanding Equity Awards at Fiscal Year-End table below. The assumptions used in determining the grant date fair values of these awards are set forth in Notes 2 and 14 to our consolidated financial statements, which are included in our annual report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 1, 2017.

2

For 2016, represents amounts earned under a non-equity incentive award granted to the named executive officer on December 3, 2015 for services rendered in 2016. For 2015, represents amounts earned under a non-equity incentive award granted to the named executive officer on December 4, 2014 (or June 1, 2015 in the case of Mr. Coppola) for services rendered in 2015. For 2014, represents amounts earned under a non-equity incentive award granted to the named executive officer on December 5, 2013 for services rendered in 2014.

3

Amounts in this column represent a positive change in the actuarial present value of each named executive officer's accumulated plan benefit under the Knoll Pension Plan. The benefits were calculated as of the Plan's measurement date of December 31 for 2016, 2015 and 2014. For more information on the Knoll Pension Plan, see "Pension Benefits" below.

4

The compensation committee recommended, and the board of directors approved, an additional \$200,000 in compensation to Mr. Cogan over his target incentive plan compensation of \$1,000,000 based on his performance in 2016. See "Compensation Discussion and Analysis" on page 44 for more details on Mr. Cogan's compensation.

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5 The compensation committee recommended, and the board of directors approved, an additional \$168,000 in compensation to Mr. Cogan over his target incentive plan compensation of \$832,000 based on his performance in 2015.

6 The compensation committee recommended, and the board of directors approved, an additional \$100,000 in incentive compensation to Mr. Cogan over his target incentive plan compensation of \$800,000 based on his performance in 2014.

7 These amounts represent our matching, profit sharing and transition contributions to the Knoll, Inc. Retirement Savings Plan for certain named executive officers.

8 The compensation committee awarded an additional \$83,000 in compensation to Mr. Spray over his target incentive plan compensation of \$342,000 based on his performance in 2016. See "Compensation Discussion and Analysis" on page 44 for more details on Mr. Spray's compensation.

9 The compensation committee awarded an additional \$32,000 in compensation to Mr. Spray over his target incentive plan compensation of \$325,000 based on his performance in 2015.

10 The compensation committee awarded \$325,000 in compensation to Mr. Spray based on his performance in 2014.

11 The compensation committee awarded an additional \$83,000 in compensation to Mr. Coppola over his target incentive plan compensation of \$342,000 based on his performance in 2016. See "Compensation Discussion and Analysis" on page 45 for more details on Mr. Coppola's compensation

12 The compensation committee awarded \$335,000 in compensation to Mr. Coppola based on his performance in 2015, which was the minimum amount guaranteed to Mr. Coppola under the terms of his original offer letter.

13 This amount represents \$75,000 in relocation expenses provided to Mr. Coppola under the Knoll Relocation Program, and \$12,000 in temporary living expenses reimbursed in connection with Mr. Coppola's move to Pennsylvania. Also includes \$13,748 in matching and profit sharing contributions under the Knoll Retirement Savings Plan.

14 The compensation committee awarded Mr. Pardo an additional \$15,000 in compensation to Mr. Pardo over his target incentive plan compensation of \$285,000 based on his performance in 2016. See "Compensation Discussion and Analysis" on page 46 for more details on Mr. Pardo's compensation.

15 The compensation committee awarded Mr. Pardo an additional \$5,000 in compensation to Mr. Pardo over his target incentive plan compensation of \$285,000 based on his performance in 2015.

16 The compensation committee awarded Mr. Pardo 100% of his target incentive plan compensation of \$265,000 based on his performance in 2014.

17 These amounts represent a change in the present value of the pension benefit based solely on a change in plan actuarial assumptions and not on account of additional benefit accruals.

18 The compensation committee awarded an additional \$50,000 in compensation to Mr. Schutte over his target incentive plan compensation of \$250,000 based on his performance in 2016. See "Compensation Discussion and Analysis" on page 45 for more details on Mr. Schutte's compensation.

Table of Contents**Grants of Plan-Based Awards**

The following table shows all plan-based awards granted to the named executive officers during fiscal year 2016.

<b>Name</b>	<b>Grant Date</b>	<b>Estimated Future Payouts Under Non-Equity Incentive Plan Awards Target (\$)</b>	<b>Estimated Future Payouts Under Equity Incentive Plan Awards Target (#)</b>	<b>Maximum</b>	<b>All Other Stock Awards: Number of Shares of Stock or Units (#)</b>	<b>Grant Date Fair Value of Stock and Option Awards<sup>1</sup></b>
Andrew B. Cogan	12/06/16	1,000,000 <sup>2</sup>				
	02/17/16		55,000 <sup>3</sup>	68,750 <sup>3</sup>		833,525
Craig B. Spray	02/17/16				55,000 <sup>4</sup>	1,005,400
	12/06/16	342,000 <sup>2</sup>				
	02/17/16		12,500 <sup>3</sup>	15,625 <sup>3</sup>		189,438
Joseph T. Coppola	02/17/16				12,500 <sup>4</sup>	228,500
	12/06/16	342,000 <sup>2</sup>				
Benjamin A. Pardo	12/06/16	301,000 <sup>2</sup>				
	02/17/16		5,000 <sup>3</sup>	6,250 <sup>3</sup>		75,775
David L. Schutte	02/17/16				5,000 <sup>4</sup>	91,400
	12/06/16	300,000 <sup>2</sup>				
	02/17/16		5,000 <sup>3</sup>	6,250 <sup>3</sup>		75,775
	02/17/16				5,000 <sup>4</sup>	91,400

<sup>1</sup> The aggregate grant date fair values of these awards were determined in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718. The awards for which amounts are shown in this table are the equity awards granted to the named executive officers in February 2016, as further described in the Outstanding Equity Awards at Fiscal Year-End table below. The assumptions used in determining the grant date fair values of these awards are set forth in Notes 2 and 14 to our consolidated financial statements, which are included in our annual report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 1, 2017.

<sup>2</sup> On December 6, 2016, Messrs. Cogan, Spray, Coppola, Pardo and Schutte were each granted a non-equity incentive award under our 2017 Incentive Compensation Program, whereby each can qualify for a target incentive payment of one hundred percent (100%) of his base salary. Mr. Cogan's current base salary is \$1,000,000, Mr. Spray's current base salary is \$342,000, Mr. Coppola's current base salary is \$342,000, Mr. Pardo's current base salary is \$301,000 and Mr. Schutte's current base salary is \$300,000. Pursuant to the terms of his employment agreement, Mr. Cogan's annual incentive target must be equal to at least one hundred percent (100%) of his base salary. The incentive payment to each named executive officer will be based on our success in 2017, including our ability to meet our 2017 operating profits plan; provided, however, the ultimate payment cannot exceed one hundred twenty percent (120%) of the target amount. A description of our annual non-equity incentive compensation program is provided under "Compensation Discussion and Analysis Annual Non-Equity Incentive Bonuses" above.

<sup>3</sup> The awards indicated represent performance based restricted stock units granted to the named executive officer on February 17, 2016. Fifty percent (50%) of the restricted stock units vest only if the total shareholder return of Knoll stock over a three-year performance period exceeds the median total shareholder return of our Peer Group. Twenty-five percent (25%) of the restricted stock units vest if we achieve \$250 million of operating profit over a three-year performance period and an additional twenty-five percent (25%) of the restricted stock units vest if we achieve \$275 million of operating profit over a three-year performance period. The restricted stock units may vest earlier on a pro rata basis upon a change in control, death or disability, all as defined in the applicable equity agreements and stock incentive plan. Under the grant our executive officers can receive additional units equal to twenty-five percent of



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the target unit award if we achieve \$375 million of operating profit over the three-year period.

4

The awards indicated represent restricted shares granted to the named executive officer on February 17, 2016. These restricted shares cliff vest on the third anniversary of the date of grant (i.e., February 16, 2019) but may vest earlier on a pro rata basis upon a change in control, qualified termination, death or disability, all as defined in the applicable restricted share agreement and stock incentive plan.

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**Narrative Disclosure For Summary Compensation Table and Grants of Plan-Based Awards Table**

*Employment Arrangements with Named Executive Officers*

Mr. Cogan serves as our Chief Executive Officer pursuant to an employment agreement dated March 23, 2001, as amended. Effective July 1, 2016, Mr. Cogan's employment agreement provides for an annual base salary of \$1,000,000 and, for 2016 and subsequent years, a target annual bonus of at least 100% of base salary based upon the attainment of goals set by our board of directors.

The employment agreement for Mr. Cogan expires July 1, 2017 and renews automatically for additional one-year terms each July 1 unless either party gives 60 days notice of his or its intention not to renew. The agreement may be terminated by us at any time, but if so terminated without "cause," or if we fail to renew the agreements, or, if the agreement is terminated by Mr. Cogan following our breach, we must pay Mr. Cogan termination compensation. The termination compensation is an amount equal to 200% of Mr. Cogan's then current base salary, plus the average of the annual bonuses paid to him for the last two completed fiscal years preceding the fiscal year of termination. Mr. Cogan's agreement also contains non-competition, non-solicitation (during the term of the agreement and for two years thereafter) and confidentiality provisions. Mr. Cogan is also entitled to participate in the benefit plans available to our employees generally, including, without limitation, healthcare benefits, the Knoll Retirement Savings Plan and the Knoll Pension Plan. For more detailed information on the severance benefits provided under these agreements, see "Potential Payments upon Termination or Change-in-Control" below.

Effective July 1, 2016, as approved by our compensation committee, Mr. Spray's annual base salary is \$342,000. On December 6, 2016, our compensation committee granted Mr. Spray an incentive award under our 2017 Incentive Compensation Program, whereby he can qualify for a target 2017 non-equity incentive bonus of one hundred percent (100%) of his base salary. Mr. Spray is also entitled to participate in the benefit plans available to our employees generally, including, without limitation, healthcare benefits and the Knoll Retirement Savings Plan.

Effective July 1, 2016, as approved by our compensation committee, Coppola's annual base salary is \$342,000. On December 6, 2016, our compensation committee granted Mr. Coppola an incentive award under our 2017 Incentive Compensation Program, whereby he can qualify for a target 2017 non-equity incentive bonus of one hundred percent (100%) of his base salary. Mr. Coppola is also entitled to participate in the benefit plans available to our employees generally, including, without limitation, healthcare benefits and the Knoll Retirement Savings Plan.

Effective July 1, 2016, as approved by our compensation committee, Mr. Pardo's base salary is \$301,000. On December 6, 2016, our compensation committee granted Mr. Pardo an incentive award under our 2017 Incentive Compensation Program, whereby he can qualify for a target 2017 non-equity incentive bonus of one hundred percent (100%) of his base salary. Mr. Pardo is also entitled to participate in the benefit plans available to our employees generally, including, without limitation, healthcare benefits, and the Knoll Retirement Savings Plan.

Effective July 1, 2016, as approved by our compensation committee, Mr. Schutte's base salary is \$300,000. On December 6, 2016, our compensation committee granted Mr. Schutte an incentive award under our 2017 Incentive Compensation Program, whereby he can qualify for a target 2017 non-equity incentive bonus of one hundred percent (100%) of his base salary. Mr. Schutte is also entitled to participate in the benefit plans available to our employees generally, including, without limitation, healthcare benefits, and the Knoll Retirement Savings Plan.

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*Change-in-Control Provisions and Pension Benefits*

Certain restricted stock and unit agreements applicable to our named executive officers provide that upon a change-in-control (as defined therein) of our company, a pro rata portion of the outstanding restricted shares and stock units will become vested. The pro rata portion of the restricted shares is calculated based on multiplying the total number of restricted shares times a fraction the numerator of which is the number of whole months that have elapsed since the grant date and the denominator of which is the total number of months over which the grant vests, less any shares which previously vested. Beginning in mid-2016, our compensation committee modified our equity award agreements to provide for "double-trigger" vesting in the event of a change-in-control, meaning that the outstanding restricted shares and stock units will only vest upon a change-in-control if there is a termination of employment within 12 months after the change-in-control.

Table of Contents**Outstanding Equity Awards at Fiscal Year-End**

The following table sets forth certain information regarding outstanding equity awards held by our named executive officers as of December 31, 2016.

Name	Grant Date	Stock Awards		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>1</sup>
		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>1</sup>		
Andrew B. Cogan	2/10/2014	60,000 <sub>2</sub>	1,675,800		
	4/23/2014	200,000 <sub>3</sub>	5,586,000		
	2/9/2015	40,000 <sub>2</sub>	1,117,200		
	2/17/2016	55,000 <sub>2</sub>	1,536,150		
	2/10/2014			60,000 <sub>4</sub>	1,675,800
	4/23/2014			200,000 <sub>5</sub>	5,586,000
	2/9/2015			40,000 <sub>6</sub>	1,117,200
	2/17/2016			55,000 <sub>7</sub>	1,536,150
Craig B. Spray	2/9/2015	9,000 <sub>2</sub>	251,370		
	2/17/2016	12,500 <sub>2</sub>	349,125		
	2/9/2015			9,000 <sub>6</sub>	251,370
	2/17/2016			12,500 <sub>7</sub>	349,125
Joseph T. Coppola	10/26/2015	20,000 <sub>2</sub>	558,600		
	10/26/2015			20,000 <sub>6</sub>	558,600
Benjamin A. Pardo	2/10/2014	7,500 <sub>2</sub>	209,475		
	2/9/2015	5,000 <sub>2</sub>	139,650		
	2/17/2016	5,000 <sub>2</sub>	139,650		
	2/10/2014			7,500 <sub>4</sub>	209,475
	2/9/2015			5,000 <sub>6</sub>	139,650
	2/17/2016			5,000 <sub>7</sub>	139,650
David L. Schutte	2/10/2014	19,646 <sub>2</sub>	548,713		
	2/9/2015	5,000 <sub>2</sub>	139,650		
	2/17/2016	5,000 <sub>2</sub>	139,650		
	2/10/2014			19,646 <sub>8</sub>	548,713
	2/9/2015			5,000 <sub>6</sub>	139,650
	2/17/2016			5,000 <sub>7</sub>	139,650

<sup>1</sup> Calculated based upon the closing price of our common stock on December 30, 2016, which was \$27.93 per share.

<sup>2</sup> The awards indicated represent restricted shares granted to the named executive officer on the date indicated. These restricted shares cliff vest, based on continuous employment, on the third anniversary of the date of grant.

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3

The awards indicated represent restricted shares granted to the named executive officer on the date indicated. These restricted shares cliff vest, based on continuous employment, on the fourth anniversary of the date of grant (i.e., April 23, 2018).

4

The awards indicated represent performance based restricted stock units granted to the named executive officer on February 10, 2014. Fifty percent (50%) of the restricted stock units vest only if the total shareholder return of Knoll stock over a three-year performance period exceeds the median total shareholder return of our Peer Group. Twenty-five percent (25%) of the restricted stock units vest if we achieve \$225 million of operating profit over a three-year performance period and an additional twenty five percent (25%) of the restricted stock units vest if we achieve \$255 million of operating profit over a three-year performance period.

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5 The awards indicated represent performance based restricted stock units granted to the named executive officer on April 23, 2014. The units vest upon our achievement of \$255 million in operating profit over a four-year performance period.

6 The awards indicated represent performance based restricted stock units granted to the named executive officer on February 9, 2015 (or October 26, 2015 in the case of Mr. Coppola). Fifty percent (50%) of the restricted stock units vest only if the total shareholder return of Knoll stock over a three-year performance period exceeds the median total shareholder return of our Peer Group. Twenty-five percent (25%) of the restricted stock units vest if we achieve \$225 million of operating profit over a three-year performance period and an additional twenty-five percent (25%) of the restricted stock units vest if we achieve \$255 million of operating profit over a three-year performance period.

7 The awards indicated represent performance based restricted stock units granted to the named executive officer on February 17, 2016. Fifty percent (50%) of the restricted stock units vest only if the total shareholder return of Knoll stock over a three-year performance period exceeds the median total shareholder return of our Peer Group. Twenty-five percent (25%) of the restricted stock units vest if we achieve \$250 million of operating profit over a three-year performance period and an additional twenty-five percent (25%) of the restricted stock units vest if we achieve \$275 million of operating profit over a three-year performance period. An additional twenty-five percent (25%) of the restricted stock units vest if we achieve our "stretch" goal of \$375 million of operating profit, for a maximum of 125% of the award.

8 The awards indicated represent performance based restricted stock units granted to David Schutte on February 10, 2014 which vest based upon the performance of Holly Hunt over a three-year period.

**Option Exercises and Stock Vested**

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>1</sup>
Andrew B. Cogan	100,000 <sub>2</sub>	1,807,000
Craig B. Spray	36,667 <sub>3</sub>	757,540
Joseph T. Coppola		
Benjamin A. Pardo	25,000 <sub>2</sub>	451,750
David L. Schutte	20,000 <sub>2</sub>	361,400

1 Calculated using the closing price the trading day before the applicable vesting dates: February 5, 2016 (\$18.07 per share) and October 20, 2016 (\$20.66 per share).

2 These amounts reflect shares which vested on February 8, 2016.

3 This amount reflects shares which vested on October 21, 2016.

**Pension Benefits**

The Knoll Pension Plan was frozen for all participants, effective January 1, 2016. Messrs. Cogan, Pardo and Schutte are the only executive officers who still participate; however, they have ceased to accrue additional benefits. The present value of the accumulated benefits for each of the named executive officers shown in the table below reflects the current value of the benefits earned under the Knoll Pension Plan as of

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December 31, 2016, the measurement date used for financial statement reporting purposes with respect to our audited financial statements for fiscal year 2016.

In making the calculations below, we assumed that the retirement age for each named executive officer will be the normal retirement age as defined in the plan. The pension benefits that form the basis for the present values of the accumulated benefits shown are calculated using the executive's career

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compensation, which is defined in the plan as the sum of the executive's compensation earned for each calendar year starting with the later of the date of hire or March 1, 1996. Annual compensation under the plan is limited to certain dollar amounts set each year by applicable U.S. law.

The present values of the pension benefits in the table below are determined using the assumptions we use for financial reporting purposes as of December 31, 2016 (based on a measurement date of December 31, 2016), including a 4.25% discount rate and the RP-2014 Total Dataset Employee Mortality Tables and the RP-2014 Total Dataset Healthy Annuitant Mortality Tables, both projected generationally from 2006 with Mortality Improvement Scale MP-2016. Please see Note 10 entitled "Pension and Other Postretirement Benefits" in the notes to our audited financial statements included in our 2016 annual report on Form 10-K for a discussion of these assumptions.

**2016 Pension Benefits**

Name	Plan Name	Number of Years Credited Service (#) <sup>1</sup>	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
Andrew B. Cogan	Knoll Pension Plan	20	\$ 530,329	
Benjamin A. Pardo	Knoll Pension Plan	6	\$ 209,194	
David L. Schutte	Knoll Pension Plan	8	\$ 207,083	

1

Amounts in this column are calculated as of the Pension Plan's measurement date ending on December 31, 2016. Amounts in this column assume that benefits are paid in the form of an annuity during the executive's lifetime. The number of years of credited service under the Knoll Pension Plan differs from the named executive officers' actual service for Knoll because the Knoll Pension Plan was established on March 1, 1996 and Mr. Cogan began working at Knoll prior to such date.

**Potential Payments Upon Termination or Change in Control****Severance Under Employment Agreement**

Mr. Cogan is entitled to severance benefits under his employment agreement. The agreement may be terminated by us at any time, but if so terminated without "cause," or if we fail to renew the agreement, we must pay termination compensation. We also must pay termination compensation to Mr. Cogan in the event he terminates his employment agreement on account of our breach. The termination compensation is an amount equal to (i) 200% of his then current base salary, plus (ii) the average of the annual bonuses paid to him for the last two completed fiscal years proceeding the fiscal year of termination. If the termination is without "cause," or if we fail to renew the agreement, Mr. Cogan is also generally entitled to continued coverage under our health, disability and medical benefits pursuant to the Consolidated Omnibus Budget Reconciliation Act ("COBRA"), with the company reimbursing Mr. Cogan for the portion of the premium then paid by the company at the time of termination until the earlier of such time (i) Mr. Cogan obtains alternate employment pursuant to which he is covered by a group health plan, or (ii) Mr. Cogan is no longer eligible for COBRA.

The severance benefits to Mr. Cogan under his employment agreement are triggered upon any of the following events:

termination by the company (other than for cause, death or disability);

failure by the company to renew Mr. Cogan's agreement; or

termination by Mr. Cogan following a material breach by the company under the agreement.





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Cause is defined in Mr. Cogan's agreement as (i) the substantial and continued failure of the executive to perform material duties reasonably required of executive by the board of directors for a period of not less than 30 consecutive days after receiving written notice, (ii) conduct substantially disloyal to us, which conduct is identified in reasonable detail by written notice and which conduct, if susceptible of cure, is not remedied by executive within 30 days of executive's receipt of such notice, (iii) any act of fraud, embezzlement or misappropriation against us, or (iv) the conviction of executive of a felony.

Mr. Cogan's employment agreement contains non-competition and non-solicitation provisions covering the term of the agreement and two years thereafter.

Mr. Schutte is entitled to a severance benefit under the terms of his offer letter. If Mr. Schutte is terminated by Knoll without "Cause", Mr. Schutte is entitled to 12 months of his base salary. Cause is defined as (i) failure, neglect, or refusal of the executive to perform his duties which failure, neglect or refusal is not corrected within 30 days of his receipt of written notice from the company of such failure, neglect or refusal, (ii) conduct that has the effect of injuring the reputation or business of the company or its affiliates, as determined by the company; (iii) continued or repeated absence from the company, unless such absence is approved or excused; (iv) use of illegal drugs or repeated drunkenness; (v) conviction for the commission a felony; or (vi) the executive's commission of an act of fraud or embezzlement against the company or any of its employees, customers or suppliers.

Our other named executive officers do not have formal employment agreements or contractual severance benefits.

## **Severance Pay Plan**

Our severance pay plan generally applies to all of our regular full-time or part-time U.S. employees, including our named executive officers (excluding Mr. Cogan and Mr. Schutte), who are not covered by a collective bargaining agreement, unless such agreement calls for participation in the plan. The amount of the severance pay is equal to one week of pay per completed year of service, subject to a minimum of 4 weeks' pay and a maximum of 26 weeks' pay. In general, the severance pay plan provides for severance payments to eligible employees if their employment is involuntarily severed for business or economic reasons, such as due to a reduction in force on account of weak sales volume. This makes it unlikely to apply to our named executive officers and, because of this, we have omitted it from the section entitled "Potential Post-Retirement Payments to Named Executive Officers As of December 31, 2016". The severance pay plan does not cover retirements, terminations for disability or terminations for misconduct (as defined in the plan). It also does not cover terminations in connection with the sale of all or part of us or a subsidiary or other business combination involving us or a subsidiary where (i) the employee is offered a position of comparable pay and responsibility by the purchasing or surviving business (and not required to commute more than 35 miles further) or (ii) the employee accepts employment in any position with the purchasing or surviving business.

## **Pension Benefits**

The Knoll Pension Plan, a noncontributory defined benefit plan, was frozen to all participants, effective January 1, 2016. Mr. Cogan, Mr. Pardo and Mr. Schutte are the only executive officers who participate in this plan, however, they are no longer accruing additional pension benefits. As of December 31, 2016, the estimated annual benefits payable upon normal retirement for each of our eligible named executive officers is as follows: Mr. Cogan (\$65,100); Mr. Pardo (\$24,644) and Mr. Schutte (\$27,580).

## **Change-in-Control Provisions**

Our restricted stock agreements provide for accelerated vesting upon a change-in-control (as defined therein). For grants made in early 2016 and earlier, the vesting is pro rata and calculated based on

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multiplying the total number of restricted shares times a fraction the numerator of which is the number of whole months that have elapsed since the grant date and the denominator of which is the total number of months over which the grant vests. Commencing with our grants made in August 2016, we have implemented "double-trigger" change-in-control provisions, whereby our restricted shares and restricted stock units fully vest upon a change-in-control but only if there is a termination of employment within one year following the change-in-control.

**Potential Post-Retirement Payments to Named Executive Officers As of December 31, 2016**

Set forth below are the estimated benefits that would be payable to each named executive officer upon various termination of employment and change-in-control triggering events, assuming such events occurred on December 31, 2016. Actual amounts can only be determined upon the actual triggering event.

*Andrew B. Cogan.*

If Mr. Cogan's employment was terminated on December 31, 2016 in a manner that triggered the severance payments under his employment agreement, he would be entitled to \$2,950,000, which represents 200% of his base salary of \$1,000,000 as of December 31, 2016, and the average of the bonuses paid to him for 2015 and 2014 (\$1,000,000 and \$900,000, respectively). If Mr. Cogan was terminated for cause or disability, he would not be entitled to benefits under the severance provisions of his employment agreement. If Mr. Cogan's termination was without "Cause", he would also be entitled to continued coverage under our health, disability and medical benefits pursuant to COBRA, with the company reimbursing Mr. Cogan for the portion of the premium then paid by the company at the time of termination, until such time (i) Mr. Cogan obtains alternate employment pursuant to which he is covered by a group health plan, or (ii) the date Mr. Cogan is no longer eligible for COBRRA coverage.

If the termination was in connection with a change-in-control that triggered the accelerated vesting of Mr. Cogan's equity awards, he would also be entitled to pro rata vesting of 459,445 shares of restricted stock and stock units. As of December 31, 2016, these restricted shares and stock units had a value of \$12,832,299 based on a closing price of \$27.93 on December 31, 2016.

Mr. Cogan would not be entitled to early retirement benefits under the Knoll Pension Plan because he was not at least 55 years of age on December 31, 2016.

*Craig B. Spray*

Mr. Spray would not be entitled to any contractual severance pay upon a termination of employment on December 31, 2016.

If Mr. Spray's employment was terminated as of December 31, 2016 in connection with a change-in-control that triggered the accelerated vesting of Mr. Spray's equity awards, he would be entitled to pro rata vesting of 17,944 shares of restricted stock and stock units. As of December 31, 2016, these restricted shares had a value of \$501,176, based on a closing price of \$27.93 on December 31, 2016.

*Joseph T. Coppola.*

Mr. Coppola would not be entitled to any contractual severance pay upon a termination of employment on December 31, 2016.

If Mr. Coppola's employment was terminated as of December 31, 2016 in connection with a change-in-control that triggered the accelerated vesting of Mr. Coppola's equity awards, he would be entitled to pro rata vesting of 15,556 shares of restricted stock and stock units. As of December 31, 2016, these restricted shares and stock units had a value of \$434,479, based on a closing price of \$27.93 on December 31, 2016.

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*Benjamin A. Pardo.*

Mr. Pardo would not be entitled to any contractual severance pay upon a termination of employment on December 31, 2016 and would not be entitled to early retirement benefits under the Knoll Pension Plan because he was not at least 55 years of age on December 31, 2016.

If Mr. Pardo's employment was terminated as of December 31, 2016 in connection with a change-in-control that triggered the accelerated vesting of Mr. Pardo's equity awards, he would be entitled to pro rata vesting of 23,056 shares of restricted stock and stock units. As of December 31, 2016, these restricted shares and stock units had a value of \$643,954, based on a closing price of \$27.93 on December 31, 2016.

*David L. Schutte.*

If Mr. Schutte's employment was terminated on December 31, 2016 in a manner that triggered the severance payments under his offer letter, he would be entitled to \$300,000, which represents 12 months of his base salary as of December 31, 2016. If Mr. Schutte was terminated for cause, he would not be entitled to benefits under the severance provisions of his offer letter.

If Mr. Schutte's employment was terminated as of December 31, 2016 in connection with a change-in-control that triggered the accelerated vesting of Mr. Schutte's equity awards, he would be entitled to pro rata vesting of 45,999 shares of restricted stock and stock units. As of December 31, 2016, these restricted shares had a value of \$1,284,752, based on a closing price of \$27.93 on December 31, 2016.

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## **TRANSACTIONS WITH RELATED PERSONS**

We recognize that transactions with our directors or executive officers can present potential or actual conflicts of interest and create the appearance that our decisions are based on considerations other than our best interests and the best interests of our stockholders. Our code of ethics, which is available on our website at [www.knoll.com](http://www.knoll.com), contains provisions prohibiting certain conflicts of interest, unless such conflicts are disclosed to us and waived in accordance with the waiver provisions of our code of ethics. Conflicts involving our directors or executive officers must be reviewed and waived by our audit committee. In addition, our audit committee charter requires that the audit committee approve all related party transactions entered into with any of our directors or executive officers. Our board has also adopted a written policy regarding related person transactions which supplements our audit committee charter and code of ethics by establishing additional procedures for monitoring, reviewing and, if appropriate, approving or ratifying, these types of transactions. The policy covers any "related person transaction," as defined under SEC rules, which generally includes a transaction, arrangement or relationship involving more than \$120,000 in which the Company or any of its subsidiaries, was, is or will be a participant and in which a "related person" has a material direct or indirect interest. "Related persons" includes directors and executive officers, and their immediate family members, and stockholders owning five percent (5%) or more of the Company's outstanding stock. Under the policy, related person transactions must be submitted to the company's legal department and approved or ratified by the company's audit committee or audit committee chair.

### **Restricted Stock-Tax Withholding**

On each of February 8, 2016 and October 21, 2016, restricted stock awarded to certain of our named executive officers vested. In connection with these vestings, we withheld vested shares with an aggregate value of \$2,203,391 (based on the closing price of our common stock on the trading day prior to the applicable vesting) to cover the statutory tax obligations of the named executive officers. For more information on these vestings, see "Option Exercises and Stock Vested" on page 55 above.

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Our directors and officers, as well as any person holding more than 10% of our outstanding common stock, are required to report equity ownership and changes in equity ownership with the Securities and Exchange Commission, pursuant to Section 16 of the Exchange Act. Our records reflect that all reports that were required to be filed pursuant to Section 16(a) of the Exchange Act were filed on a timely basis.

## **FREQUENTLY ASKED QUESTIONS ABOUT THE ANNUAL MEETING**

### **Why Did You Send Me this Proxy Statement?**

We have elected to furnish our proxy statement and annual report to certain of our stockholders over the Internet pursuant to United States Securities and Exchange Commission (SEC) rules, which allows us to reduce costs associated with the 2017 annual meeting of stockholders. On or about March 28, 2017, we will mail to certain of our stockholders a notice of Internet availability of proxy materials containing instructions regarding how to access our proxy statement and annual report online (the eProxy Notice). The eProxy Notice contains instructions regarding how you can elect to receive printed copies of the proxy statement and annual report. All other stockholders will receive printed copies of the proxy statement and annual report, which will also be mailed to such stockholders on or about March 28, 2017.

We sent you this proxy statement because our board of directors is soliciting your proxy to vote at our 2017 Annual Meeting of Stockholders and any adjournments of the meeting. This proxy statement summarizes the information you need to know to vote at the Annual Meeting. You do not need to attend the Annual Meeting to vote your shares. Instead, you may vote your shares via the Internet or by marking, signing, dating and returning a proxy card. If you hold your shares through a broker you may also be able to vote your shares through such broker either via the Internet or by telephone. Please contact your broker directly for details regarding these voting options.

Only stockholders who owned our common stock at the close of business on March 15, 2017, the record date, are entitled to vote at the Annual Meeting. On the record date, there were 49,365,840 shares of our common stock outstanding, including 48,457,980 shares of stock entitled to vote and 907,860 shares of restricted stock that are not entitled to vote. Our common stock is our only class of voting stock. We are also sending along with this proxy statement our 2016 annual report, which includes our financial statements for the fiscal year ended December 31, 2016.

### **How Many Votes Do I Have?**

Each share of our common stock that you own entitles you to one vote.

### **Why Did I Receive an eProxy Notice of Internet Availability of Proxy Materials?**

The SEC permits us to electronically distribute proxy materials to stockholders. We have elected to provide access to our proxy materials and annual report to certain of our stockholders on the Internet instead of mailing the full set of printed proxy materials. On or about March 28, 2017, we will mail to certain of our stockholders an eProxy Notice containing instructions regarding how to access our proxy statement and annual report and how to vote online. If you received an eProxy Notice by mail, you will not receive printed copies of the proxy materials and annual report in the mail unless you request them. Instead, the eProxy Notice instructs you how to access and review all of the important information contained in the proxy statement and annual report. The eProxy Notice also instructs you how you may submit your proxy over the Internet. If you received an eProxy Notice by mail and would like to receive a printed copy of our proxy materials and annual report, you should follow the instructions for requesting such materials included in the eProxy Notice.

### **How Do I Vote?**

You may vote via the Internet by going to the website [www.envisionreports.com/KNL](http://www.envisionreports.com/KNL) and following the instructions outlined on the website or via the telephone by calling 1-800-652-VOTE and following the recorded instructions. If you request paper copies of the proxy materials, you can also vote by signing and mailing your proxy card. If you properly fill in your proxy card and send it to us in time, your "proxy" (*one*

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*of the individuals named on your proxy card*) will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, your proxyholder will vote your shares as recommended by our board of directors. Proxy cards must be received prior to the time of the vote in order for the shares represented by the proxy card to be voted. If you hold your shares through a broker or financial institution, you should contact your broker or financial institution to determine how you may vote your shares.

If you hold your shares through a broker, it is important that you cast your vote if you want it to count in the election of directors (Proposal 1), the advisory vote on executive compensation (Proposal 3) and the advisory vote on the frequency of advisory votes to approve executive compensation (Proposal 4). Your broker is not permitted to vote your uninstructed shares in the election of directors or executive compensation matters on a discretionary basis. Thus, if you hold your shares through a broker and you do not instruct your broker how to vote for Proposal 1 (the election of directors), Proposal 3 (the advisory vote on executive compensation) or Proposal 4 (the advisory vote on the frequency of advisory votes to approve executive compensation), no votes will be cast on your behalf with respect to those matters. Your broker may vote your uninstructed shares on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm on a discretionary basis.

**If you attend the Annual Meeting, you may also submit your vote in person, and any previous votes that you submitted will be superseded by the vote that you cast at the Annual Meeting.**

If you plan to attend the Annual Meeting and vote in person, we will give you a ballot when you arrive. However, if your shares are held in the name of your broker, bank or other nominee, you must bring an account statement or letter from the nominee indicating that you were the beneficial owner of the shares on March 15, 2017, the record date for voting. The Annual Meeting will be held at 9:00 a.m. Eastern Time on May 9, 2017 at our offices at 1330 Avenue of the Americas, 2<sup>nd</sup> Floor, New York, New York 10019. When you arrive at the venue, signs will direct you to the appropriate meeting rooms. You need not attend the Annual Meeting in order to vote.

**May I Revoke My Proxy?**

If you give us your proxy, you may revoke it at any time before it is voted at the meeting. You may revoke your proxy in any one of the following ways:

You may send in another proxy via the mail or the Internet with a later date;

You may notify our Secretary in writing (at Knoll, Inc., c/o Corporate Secretary, 1235 Water Street, East Greenville, Pennsylvania 18041) before the Annual Meeting that you have revoked your proxy; or

You may vote in person at the Annual Meeting.

**What Constitutes a Quorum for the Meeting?**

The presence, in person or by proxy, of the holders of a majority of the shares of our common stock outstanding and entitled to vote is necessary to constitute a quorum at the meeting. Votes of stockholders of record who are present at the meeting, in person or by proxy, abstentions and broker non-votes are counted for purposes of determining whether a quorum exists.

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## What Vote is Required to Approve Each Proposal?

<b>Proposal 1: Election of Directors</b>	The three nominees for director who receive the most votes (also known as a "plurality" of the votes) will be elected. However, under our Director Resignation Policy contained in our Corporate Governance Guidelines, any director receiving a greater number of votes "withheld" from his or her election than votes "for" such election shall promptly tender an offer of resignation for consideration by our nominating and corporate governance committee and our board of directors.
<b>Proposal 2: Ratify Appointment of Independent Registered Public Accounting Firm</b>	The affirmative vote of a majority of the shares present at the meeting, in person or by proxy, and entitled to vote on the proposal is required to ratify the selection of independent registered public accounting firm.
<b>Proposal 3: Advisory Vote to Approve Executive Compensation</b>	The affirmative vote of a majority of the shares present at the meeting, in person or by proxy, and entitled to vote on the proposal is required to approve, on an advisory basis, the executive compensation described in this proxy statement.
<b>Proposal 4: Advisory Vote on the Frequency of Advisory Votes to Approve Executive Compensation</b>	The option of one year, two years or three years that receives the highest number of votes cast by stockholders will be the preferred frequency for the advisory vote on executive compensation that has been selected by stockholders.

## What is the Effect of Broker Non-Votes and Abstentions?

*Broker Non-Votes:* Generally, broker non-votes occur when shares held by a broker for a beneficial owner are not voted with respect to a particular proposal because (1) the broker has not received voting instructions from the beneficial owner and (2) the broker lacks discretionary voting power to vote such shares. Your brokerage firm, in its discretion, may either leave your shares unvoted or vote your shares on routine matters. The proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm should be treated as a routine matter. The election of directors (Proposal 1), the advisory vote to approve executive compensation (Proposal 3) and the advisory vote on the frequency of advisory votes to approve executive compensation (Proposal 4) are not considered routine matters and, consequently, without your voting instructions, your brokerage firm cannot vote your shares. Broker non-votes will not count as votes against any matter at the annual meeting.

*Abstentions:* Because abstentions are treated as shares present or represented and entitled to vote at the Annual Meeting, abstentions with respect to Proposal 2 and Proposal 3 will have the same effect as votes against the proposal. However, abstentions will have no effect on the outcome of Proposal 1, the vote to elect the three nominees for director and Proposal 4, the advisory vote on the frequency of advisory votes to approve executive compensation.

## What Are the Costs of Soliciting these Proxies?

We will pay all of the costs of soliciting these proxies. Solicitation of proxies will be made principally through the mails, but our officers and employees may also solicit proxies in person or by telephone, fax or email. We will pay these employees and officers no additional compensation for these services. We will ask banks, brokers and other institutions, nominees and fiduciaries to forward these proxy materials to the



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beneficial owners of the common stock and to obtain authority to execute proxies. Upon request, we will then reimburse them for their reasonable expenses.

**Who Will Tabulate the Votes?**

Votes cast by proxy or in person will be counted by the persons appointed by us to act as election inspectors for the meeting.

**Where Do I Find the Voting Results of the Meeting?**

We will announce the preliminary voting results at the meeting and provide the final results in a Current Report on Form 8-K filed with the SEC within four business days following the meeting.

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## OTHER MATTERS

### Householding of Annual Disclosure Documents

To reduce the expenses of delivering duplicate materials to our stockholders, we are relying on a rule of the Securities and Exchange Commission (the "SEC") that allows us or your broker to send a single set of our annual report and proxy statement to any household at which two or more of our stockholders reside, if we or your broker believe that the stockholders are members of the same family. This practice, referred to as "householding," benefits both you and us. The rule applies to our annual reports, proxy statements and information statements. Once you receive notice from your broker or from us that communications to your address will be "household," the practice will continue until you are otherwise notified or until you revoke your consent to the practice. Each stockholder will continue to receive a separate proxy card or voting instruction card.

If your household received a single set of our annual disclosure documents this year, but you would prefer to receive your own copy, please contact us by writing to Knoll, Inc., c/o Corporate Secretary, 1235 Water Street, East Greenville, Pennsylvania 18041, or calling our Investor Relations department at 215-679-7991 and we will promptly send you a copy of our annual disclosure documents.

If you do not wish to participate in "householding" and would like to receive your own set of our annual disclosure documents in future years, follow the instructions described below. Conversely, if you share an address with another of our stockholders and together both of you would like to receive only a single set of our annual disclosure documents, follow these instructions:

If your shares are registered in your own name, please contact us by writing to Knoll, Inc., c/o Corporate Secretary, 1235 Water Street, East Greenville, Pennsylvania 18041, or calling our Investor Relations department at 215-679-7991, and inform us accordingly.

If a broker or other nominee holds your shares, please contact the broker or other nominee directly and inform them of your request.

### Stockholder Proposals and Nominations for Directors

To be considered for inclusion in the proxy statement relating to our Annual Meeting of Stockholders to be held in 2018, your proposal must be received no later than November 28, 2017 pursuant to Rule 14a-8 of the Exchange Act. Any such proposal must comply with the proxy rules under the Exchange Act, including Rule 14a-8.

To be considered for presentation at the Annual Meeting of Stockholders to be held in 2018, although not included in the proxy statement, proposals, including stockholder nominations of candidates for directors, must be made using the procedures set forth in our by-laws and received not less than 90 days nor more than 120 days before the first anniversary of the date of the 2017 Annual Meeting. As a result, any proposal given by a stockholder pursuant to the provisions of our by-laws (other than pursuant to Rule 14a-8) must be received no earlier than January 9, 2018 and no later than February 8, 2018. However, if the date of the 2018 Annual Meeting occurs more than 30 days earlier or more than 60 days after May 9, 2018, notice by the stockholder of a proposal must be delivered not earlier than the close of business on the 120<sup>th</sup> day prior to the date of such annual meeting and not later than the close of business on the 90<sup>th</sup> day prior to the date of such annual meeting or, if the first public announcement of the date of such annual meeting is less than 100 days prior the date of such annual meeting, the 10<sup>th</sup> day following the day on which we first make a public announcement of the date of the annual meeting.

If we do not receive notice by these dates, or if we meet certain other requirements under SEC rules, the persons named as proxies in the proxy materials relating to that meeting may use their discretion in voting the proxies when these matters are raised at the meeting. Stockholder proposals must include the specified

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information concerning the proposal or nominee as described in our by-laws. All stockholder proposals should be marked for the attention of our Corporate Secretary at Knoll, Inc., 1235 Water Street, East Greenville, Pennsylvania 18041.

## Matters for the Annual Meeting

The board of directors knows of no other business which will be presented to the Annual Meeting. If any other business is properly brought before the Annual Meeting, proxies in the enclosed form will be voted in accordance with the judgment of the persons voting the proxies.

By Order of the Board of Directors

Michael A. Pollner  
Senior Vice President, General Counsel and Secretary  
East Greenville, Pennsylvania  
March 28, 2017

**Our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (other than exhibits thereto) filed with the SEC, which provides additional information about us, is available on our website at [www.knoll.com](http://www.knoll.com) and is available in paper form to beneficial owners of our common stock without charge upon written request to our Corporate Secretary at Knoll, Inc., 1235 Water Street, East Greenville, Pennsylvania 18041.**

Table of Contents**Exhibit A Reconciliation of Non-GAAP Financial Measures**

We use certain non-GAAP financial measures in this proxy statement. A "non-GAAP" financial measure is a numerical measure of a company's financial performance that excludes or includes amounts so as to be different than the most directly comparable measure calculated and presented in accordance with U.S. generally accepted accounting principles ("GAAP"). We present Non-GAAP financial measures because we consider them to be important supplemental measures of our performance and believe them to be useful to display ongoing results from operations distinct from items that are infrequent or not indicative of our operating performance. Pursuant to applicable reporting requirements, the company has provided reconciliations below of non-GAAP financial measures to the most directly comparable GAAP measure.

The non-GAAP financial measures presented within this proxy statement are Adjusted Gross Profit, Adjusted Operating Profit, Adjusted Diluted Earnings Per Share and Last Twelve Months ("LTM") Adjusted EBITDA. These non-GAAP financial measures are not indicators of our financial performance under GAAP and should not be considered as an alternative to the applicable GAAP measure. These non-GAAP financial measures have limitations as analytical tools, and you should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP. In addition, in evaluating these non-GAAP financial measures, you should be aware that in the future we may incur expenses similar to the adjustments in this proxy statement. Our presentation of these non-GAAP financial measures should not be construed as an inference that our future results will be unaffected by unusual or infrequent items.

The following tables reconcile Adjusted Gross Profit to GAAP Gross Profit and Adjusted Operating Profit to GAAP Operating Profit for the periods indicated:

	<b>Years Ended December 31,</b>			
	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
	(\$ in millions)			
Knoll Inc.				
Gross Profit	\$ 280.3	\$ 371.7	\$ 412.1	\$ 446.0
Add back:				
Seating product discontinuation charge			0.9	
Adjusted Gross Profit	\$ 280.3	\$ 371.7	\$ 413.0	\$ 446.0
Net Sales	\$ 862.3	\$ 1,050.3	\$ 1,104.4	\$ 1,164.3
Adjusted Gross Profit %	32.5%	35.4%	37.4%	38.3%
	<b>Years Ended December 31,</b>			
	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
Operating Profit (\$mm)	\$ 41.4	\$ 76.8	\$ 101.0	\$ 136.3
Add back (deduct):				
Intangible asset impairment charge	8.9		10.7	
Pension settlement and OPEB curtailment		6.5		
Restructuring charges	5.1	1.5	0.9	
Seating product discontinuation			0.9	
Acquisition expenses		0.7		
Remeasurement of FilzFelt Earn-out liability		0.5		
Adjusted Operating Profit	\$ 55.4	\$ 86.0	\$ 113.5	\$ 136.3
Net Sales (\$mm)	\$ 862.3	\$ 1,050.3	\$ 1,104.4	\$ 1,164.3
Adjusted Operating Profit %	6.4%	8.2%	10.3%	11.7%



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The following table reconciles Adjusted Earnings Per Share Diluted to GAAP Earnings Per Share Diluted for the periods indicated:

	<b>Years Ended December 31,</b>			
	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
Earnings per Share Diluted	\$ 0.49	\$ 0.97	\$ 1.36	\$ 1.68
Add back (deduct):				
Intangible asset impairment charge	0.12		0.13	
Pension settlement and OPEB curtailment		0.08		
Restructuring charges	0.07	0.02	0.01	
Seating product discontinuation charge			0.01	
Acquisition expenses		0.01		
<b>Adjusted Earnings per Share Diluted</b>	<b>\$ 0.68</b>	<b>\$ 1.09<sub>a</sub></b>	<b>\$ 1.52<sub>a</sub></b>	<b>\$ 1.68</b>

<sup>a</sup> Results do not sum due to rounding

The following table illustrates the computation of our bank leverage calculation and is in accordance with our Second Amended and Restated Credit Agreement dated May 20, 2014:

	<b>12/31/13</b>	<b>12/31/14</b>	<b>12/31/15</b>	<b>12/31/16</b>
Debt Levels <sup>1</sup>	\$ 178.8	\$ 275.5	\$ 238.7	\$ 231.8
LTM Net Earnings (\$mm)	\$ 23.2	\$ 46.6	\$ 66.0	\$ 82.1
LTM Adjustments				
Interest	5.3	6.7	6.1	4.7
Taxes	15.7	29.2	37.5	45.4
Depreciation and Amortization	16.3	20.0	21.3	23.0
Non-cash Items and Other <sup>2</sup>	19.7	11.9	12.5	13.4
<b>LTM Adjusted EBITDA</b>	<b>\$ 80.2</b>	<b>\$ 114.4</b>	<b>\$ 143.4</b>	<b>\$ 168.6</b>
<b>Bank Leverage Calculation<sup>3</sup></b>	<b>2.23</b>	<b>2.41</b>	<b>1.67</b>	<b>1.37</b>

<sup>1</sup> Outstanding debt levels include outstanding letters of credit and guarantee obligations. Excess cash over \$15.0 million reduces outstanding debt per the terms of our credit facility, a copy of which was filed with the Securities and Exchange Commission on May 21, 2014.

<sup>2</sup> Non-cash and Other items include, but are not limited to, an intangible asset impairment charge, a pension settlement and other postretirement benefit curtailment, stock-based compensation expenses, unrealized gains and losses on foreign exchange, and restructuring charges.

<sup>3</sup> Debt divided by LTM Adjusted EBITDA, as calculated in accordance with our credit facility.  
The following table reconciles Free Cash Flow to Net Income for the periods indicated:

### **Bank Free Cash Flow**

	<b>2015</b>	<b>2016</b>
	<b>(in thousands)</b>	
Net earnings	\$ 65,948	\$ 82,114

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Add:			
Depreciation	17,364		19,071
Amortization	3,915		3,954
Stock compensation	8,166		10,469
Less:			
Capital expenditures	(29,610)		(40,105)
Free Cash Flow	\$ 65,783	\$	75,503

























