

CUBIC CORP /DE/
Form DEF 14A
January 19, 2016

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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 under §240.14a-12

CUBIC CORPORATION

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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2016 Notice of Annual Meeting of Shareholders and Proxy Statement

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PRINCIPAL EXECUTIVE OFFICE

**9333 Balboa Avenue
San Diego, California 92123**

January 19, 2016

To Cubic Shareholders:

Cubic Corporation's 2016 Annual Meeting will be held in the Main Conference Room at the Headquarters of the Company, at 9333 Balboa Avenue, San Diego, California 92123, on February 22, 2016, at 11:30 a.m. Pacific Time. The formal notice and proxy statement follow.

The directors and officers of the Company invite your attendance at the meeting. Whether or not you plan to attend the meeting, we would appreciate your completing and returning the accompanying proxy which, of course, may be revoked at any time before it is used.

The Company's 2015 Annual Report is enclosed.

Sincerely yours,

Walter C. Zable

Executive Chair of the Board

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PARTICIPATE IN THE FUTURE OF CUBIC CORPORATION; CAST YOUR VOTE RIGHT AWAY

It is very important that you vote to play a part in the future of Cubic Corporation. New York Stock Exchange ("NYSE") rules state that if your shares are held through a broker, bank or other nominee, they cannot vote on your behalf on non-discretionary matters.

Please cast your vote right away on all of the proposals listed below to ensure that your shares are represented.

Proposals which require your vote

		More information	Board recommendation
PROPOSAL 1	Election of directors	Page 3	FOR each nominee
PROPOSAL 2	Amend the Company's Amended and Restated Certificate of Incorporation to eliminate restrictions on removal of directors	Page 11	FOR
PROPOSAL 3	Approval, on an advisory basis, of Cubic Corporation's named executive officer compensation	Page 12	FOR
PROPOSAL 4	Ratification of Ernst & Young LLP as Cubic Corporation's independent public accountant for 2016	Page 30	FOR

Vote right away

Even if you plan to attend this year's meeting, it is a good idea to vote your shares now, before the meeting, in the event your plans change. Whether you vote by internet, by telephone or by mail, please have your proxy card or voting instruction form in hand and follow the instructions.

By internet using your computer

By telephone

**By mailing your
proxy card**

Visit 24/7

Dial toll-free 24/7

Cast your ballot,

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www.proxyvote.com

1-800-690-6903
or by calling the
number provided
by your broker, bank
or other nominee if your shares are
not registered in your name

sign your proxy card
and send free of postage

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**TO ENSURE YOUR REPRESENTATION AT THE MEETING,
PLEASE DATE, SIGN AND MAIL PROMPTLY
THE ENCLOSED PROXY, FOR WHICH
A RETURN ENVELOPE IS PROVIDED.
YOU MAY ALSO VOTE BY
TELEPHONE OR ONLINE. SEE
ATTACHED INSTRUCTIONS FOR VOTING.**

Notice of Annual Meeting

The 2016 Annual Meeting of Shareholders of Cubic Corporation will be held in the Main Conference Room at the Headquarters of the Company, at 9333 Balboa Avenue, San Diego, California 92123, on February 22, 2016, at 11:30 a.m. Pacific Time, for the following purposes:

1. To elect eight directors for the ensuing year: Walter C. Zable, Bruce G. Blakley, Bradley H. Feldmann, Edwin A. Guiles, Janice M. Hamby, Steven J. Norris, Robert S. Sullivan and John H. Warner, Jr.;
2. To amend the Company's Amended and Restated Certificate of Incorporation to eliminate restrictions on removal of directors;
3. To consider and vote upon, on an advisory basis, the compensation of the Company's executive officers;
4. To confirm the selection of Ernst & Young LLP as the Company's independent registered public accountants for fiscal year 2016; and
5. To transact such other business as may properly come before the meeting or any adjournments or postponements of the meeting.

Only shareholders of record at the close of business on December 31, 2015 will be entitled to vote at the meeting. The transfer books will not be closed.

By Order of the Board of Directors

James R. Edwards

Secretary

San Diego, California
January 19, 2016

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