PRICE T ROWE GROUP INC
Form DEF 14A
March 17, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)
Filed by the Registrant X 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))
X	Definitive Proxy Statement
	Definitive Additional Materials
	Soliciting Material Pursuant to §240.14a-12

T. Rowe Price Group, Inc.
(Name of Registrant as Specified in Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)
Payment of Filing Fee (Check the appropriate box):

X	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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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:
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YOUR VOTE IS IMPORTANT!
Please execute and return the enclosed proxy promptly whether or not you plan to attend the T. Rowe Price Group, Inc. 2017 Annual Meeting of Stockholders.

T. ROWE PRICE GROUP, INC.
100 EAST PRATT STREET
BALTIMORE, MD 21202

NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS

We will hold the Annual Meeting of Stockholders of T. Rowe Price Group, Inc. at the Company's offices located at 4435 Painters Mill Road, Owings Mills, Maryland, 21117, on Wednesday, April 26, 2017, at 10 a.m. At this Annual Meeting, we will ask stockholders to:

1) elect a Board of thirteen directors;
2) approve, by a non-binding advisory vote, the compensation paid by the Company to its Named Executive Officers;
3) recommend, by a non-binding advisory vote, the frequency of voting by the stockholders on compensation paid by the Company to its Named Executive Officers;
4) reapprove the material terms and performance criteria for grants of qualified performance-based awards under the 2012 Long-Term Incentive Plan;
5) approve the 2017 Non-Employee Director Equity Plan;
6) approve the restated 1986 Employee Stock Purchase Plan, which includes the establishment of a share pool of 3,000,000 shares available for purchase by employees;
7) ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2017;
8) consider a stockholder proposal for a report on voting by our funds and portfolios on matters related to climate change, if properly presented at the Annual Meeting;
9) consider a stockholder proposal for a report on voting by our funds and portfolios on matters related to executive compensation, if properly presented at the Annual Meeting; and
10) consider a stockholder proposal for a report on employee diversity and related policies and programs, if properly presented at the Annual Meeting.

Stockholders who owned shares of our common stock as of February 24, 2017, are entitled to attend and vote at the Annual Meeting or any adjournments.

BY ORDER OF THE BOARD OF DIRECTORS

David Oestreicher
Corporate Secretary
Baltimore, Maryland
March 17, 2017

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Introduction

This proxy statement is being made available to you in connection with the solicitation of proxies by the T. Rowe Price Group, Inc. (Price Group or the Company) Board of Directors (Board) for the 2017 Annual Meeting of Stockholders (Annual Meeting). The purpose of the Annual Meeting is to:

1) elect a Board of thirteen directors;
2) approve, by a non-binding advisory vote, the compensation paid by the Company to its Named Executive Officers;
3) recommend, by a non-binding advisory vote, the frequency of voting by the stockholders on compensation paid by the Company to its Named Executive Officers;
4) reapprove the material terms and performance criteria for grants of qualified performance-based awards under the 2012 Long-Term Incentive Plan;
5) approve the 2017 Non-Employee Director Equity Plan;
6) approve the restated 1986 Employee Stock Purchase Plan, which includes the establishment of a share pool of 3,000,000 shares available for purchase by employees;
7) ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2017;
8) consider a stockholder proposal for a report on voting by our funds and portfolios on matters related to climate change; if properly presented at the Annual Meeting;
9) consider a stockholder proposal for a report on voting by our funds and portfolios on matters related to executive compensation, if properly presented at the Annual Meeting; and
10) consider a stockholder proposal for a report on employee diversity and related policies and programs, if properly presented at the Annual Meeting.

This proxy statement, the proxy card, and our 2016 Annual Report to Stockholders containing our consolidated financial statements and other financial information for the year ended December 31, 2016, form your "Proxy Materials." We have adopted the Securities and Exchange Commission's "Notice and Access" model of proxy notification, which allows us to furnish proxy materials online, with paper copies available upon request. We sent you a notice on how to obtain your Proxy Materials on March 17, 2017.

Important Notice Regarding the Availability of Proxy Materials For The Stockholder Meeting to Be Held On April 26, 2017

This proxy statement and our 2016 Annual Report to Stockholders may be viewed, downloaded, and printed, at no charge, by accessing the following Internet address: materials.proxyvote.com/74144T.

Stockholders who wish to attend the Annual Meeting in person must follow the instructions on page 3 under the section titled "Do I need to bring anything in order to attend the Annual Meeting?"

Questions and Answers About the Proxy Materials and the Annual Meeting

Why did I receive in the mail a Notice of the Internet Availability of Proxy Materials?

You received in the mail either a notice of the Internet availability of proxy materials or a printed proxy statement and 2016 Annual Report to Stockholders because you owned T. Rowe Price Group, Inc. common stock at the close of business on February 24, 2017, which we refer to as the "Record Date," and that entitles you to vote at the Annual Meeting. This proxy statement, the proxy card, and our 2016 Annual Report to Stockholders containing our consolidated financial statements and other financial information for the year ended December 31, 2016, constitute the "Proxy Materials." The Board is soliciting your proxy to vote at the Annual Meeting or at any later meeting if the Annual Meeting is adjourned or postponed

for any reason. Your proxy will authorize each of Edward C. Bernard, Brian C. Rogers, and William J. Stromberg as proxies to vote on your behalf at the Annual Meeting. By use of a proxy, you can vote whether or not you attend the Annual Meeting.

This proxy statement describes the matters to be acted upon at the Annual Meeting, provides information on those matters, and provides information about Price Group that we must disclose when we solicit your proxy.

Pursuant to rules adopted by the SEC, we have elected to provide access to our Proxy Materials over the Internet to many stockholders. We believe that Internet delivery of our Proxy Materials allows us to provide our stockholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of our

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Annual Meeting. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials, which we refer to as the "Notice", to many of our stockholders (including beneficial owners) as of the Record Date. Our stockholders who receive the Notice will have the ability to access the Proxy Materials on a website referred to in the Notice or request to receive a printed set of the Proxy Materials. The Notice contains instructions on how to access the Proxy Materials over the Internet or to request a printed copy. In addition, stockholders may request to receive Proxy Materials in printed form by mail or electronically by email on an ongoing basis by calling Broadridge Financial Solutions, Inc. (Broadridge) at 1-800-579-1639. Please note that you may not vote using the Notice. The Notice identifies the items to be voted on at the Annual Meeting and describes how to vote, but you cannot vote by marking the Notice and returning it.

Can I view the Proxy Materials on the Internet?

Yes. As described in more detail in response to the prior question, most stockholders will receive the proxy statement online. If you received a paper copy, you can also view these documents on the Internet by accessing our website at trow.client.shareholder.com/financials.cfm. The SEC also maintains a website at sec.gov that contains reports, proxy statements, and other information regarding Price Group.

Who is entitled to vote at the Annual Meeting?

Holders of our common stock at the close of business on the Record Date are entitled to vote their shares at the Annual Meeting. As of the Record Date, there were 241,772,168 shares outstanding. Each share outstanding on the Record Date is entitled to one vote on each proposal presented at the Annual Meeting. Under our charter, the right to cast one vote per share may be modified in the case of certain persons and groups beneficially owning or otherwise having or arranging for ownership interest or voting authority with respect to more than 15% of our common stock; we do not believe this provision will apply to any stockholders voting at this Annual Meeting.

What am I voting on and what are the Board voting recommendations?

Our stockholders will be voting on the following proposals:

	Proposal	Board Voting Recommendation
1	Election of Directors	FOR ALL DIRECTOR NOMINEES
2	Advisory vote on the compensation paid by the Company to its Named Executive Officers	FOR
3	Advisory vote on the frequency of voting by the stockholders on compensation paid by the Company to its Named Executive Officers	1 YEAR
4	Reapprove the material terms and performance criteria for grants of qualified performance-based awards under the 2012 Long-Term Incentive Plan	FOR
5	Approve the 2017 Non-Employee Director Equity Plan	FOR
6	Approve the Restated 1986 Employee Stock Purchase Plan, which includes the establishment of a share pool of 3,000,000 shares available for purchase by employees	FOR
7	Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2017	FOR
8	Stockholder proposal for a report on voting by our funds and portfolios on matters related to climate change	AGAINST
9	Stockholder proposal for a report on voting by our funds and portfolios on matters related to executive compensation	AGAINST
10	Stockholder proposal for a report on employee diversity and related policies and programs.	NO RECOMMENDATION

Can other matters be decided at the Annual Meeting?

At the time this proxy statement went to press, we were not aware of any other matters to be presented at the Annual Meeting. If other matters are properly presented for consideration at the Annual Meeting, the proxy holders appointed by our Board (i.e. Edward C. Bernard, Brian C. Rogers, and William J. Stromberg) will have the discretion to vote on those matters in accordance with their best judgment on behalf of stockholders who provide a valid proxy by Internet, by telephone, or by mail.

What is
the
procedure
for
voting?

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may vote before the Annual Meeting by granting a proxy to each of Edward C. Bernard, Brian C. Rogers, and William J. Stromberg or, for shares you beneficially own, by submitting voting instructions to your broker, bank, or other nominee. Stockholders have a choice of voting by using the Internet,

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by calling a toll-free telephone number within the United States or Puerto Rico, or by completing a proxy or voting instruction card and mailing it in the postage-paid envelope provided. Please refer to the summary instructions below and carefully follow the instructions included on your Notice, your proxy card or, for shares you beneficially own, the voting instruction card provided by your broker, bank, or other nominee. The Notice identifies the items to be voted on at the Annual Meeting and provides instructions on how to vote, but you cannot vote by marking the Notice and returning it.

If you hold shares in multiple accounts, you may receive multiple proxy material packages. If you hold shares in multiple accounts, please be sure to vote all of your Price Group shares in each of your accounts in accordance with the voting instructions you receive for each such account.

By Internet or Telephone

You can vote your shares via the Internet at proxyvote.com.

You can vote your shares by telephone by calling toll free 1-800-690-6903.

Internet and telephone voting facilities for registered stockholders will be available 24 hours a day until 11:59 p.m., Eastern Daylight Savings Time, on April 25, 2017. If you vote your shares on the Internet or by telephone, you do not have to return your proxy card.

Please have your proxy card (or the Notice or the email message you receive with instructions on how to vote) in hand when you go online. You will have an opportunity to confirm your voting selections before your vote is recorded.

The availability of Internet and telephone voting for beneficial owners will depend on the voting processes of your broker, bank, or other nominee. You should follow the voting instructions in the materials that you received from your nominee.

By Mail

If you’d like to vote by mail, please request a paper proxy card in accordance with the instructions contained in the Notice and then complete, sign, and date the proxy card and return it in the postage-paid envelope provided. If voting instructions are provided, shares represented by the proxy card will be voted in accordance with the voting instructions.

For shares held in street name, please use the voting instruction card provided by your broker, bank, or other nominee and mark, sign, date, and mail it back to your broker, bank, or other nominee in accordance with their instructions.

In Person at the Annual Meeting

All registered stockholders can vote in person at the Annual Meeting. Voting your proxy electronically via the Internet, by telephone, or by mail does not limit your right to vote at the Annual Meeting. You also can choose to be represented by another person at the Annual Meeting by executing a legally valid proxy designating that person to vote on your behalf.

If you are a beneficial owner of shares, you must obtain a legally valid proxy from your broker, bank, or other nominee and present it to the inspectors of election with your ballot to be able to vote at the Annual Meeting. A legal proxy is an authorization from your broker, bank, or other nominee to vote the shares held in the nominee’s name that satisfies Maryland law and the SEC requirements for proxies.

Do I need to bring anything in order to attend the Annual Meeting?

Yes. You must bring documentation that allows us to verify your stock ownership. For “record holders” (as described under “What is the difference between holding shares as a registered stockholder and as a beneficial owner?” below), this means you must bring a valid, government-issued photographic identification. For stockholders that own their shares in “street name” (as described under “What is the difference between holding shares as a registered stockholder and as a beneficial owner?” below), you must bring a valid, government-issued photographic identification and a brokerage account statement or letter from your broker, bank, or other nominee reflecting stock ownership. If you do not have valid identification and documentation sufficient to verify your stock ownership, you will not be admitted into the Annual Meeting.

For security reasons, all hand-carried items will be subject to inspection. Cameras, audio and video recorders, communication devices and similar equipment will not be allowed in the meeting room.

What is the difference between holding shares as a registered stockholder and as a beneficial owner?

If your shares are registered directly in your name with our transfer agent, Wells Fargo Bank, N.A. (Wells Fargo), you are considered the “registered stockholder” (also known as a “record holder”) of those shares. We mail the Notice or Proxy Materials directly to you.

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If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of shares held in "street name," and these Proxy Materials or the Notice are being forwarded to you by your broker, bank, or other nominee who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank, or other nominee on how to vote your shares, and you also are invited to attend the Annual Meeting.

Because you are not the stockholder of record, however, you may not vote these shares in person at the Annual Meeting unless you bring with you to the Annual Meeting a legally valid proxy, executed in your favor, from the stockholder of record. Your broker, bank, or other nominee also is obligated to provide you with a voting instruction card for you to use to direct them as to how to vote your shares.

Can I change my proxy vote?

Yes. If you are a registered stockholder, you can change your proxy vote or revoke your proxy at any time before the Annual Meeting by:

- Authorizing a new vote electronically through the Internet or by telephone.
- Returning a signed proxy card with a later date.
- Delivering a written revocation of your proxy to the Chief Legal Officer and Corporate Secretary at T. Rowe Price Group, Inc., 100 East Pratt Street, Mail Code BA-1360, Baltimore, Maryland 21202 before your original proxy is voted at the Annual Meeting.
- Submitting a written ballot in person at the Annual Meeting.

If you are a beneficial owner of shares, you can submit new voting instructions by contacting your broker, bank, or other nominee. You also can vote in person at the Annual Meeting if you obtain a legal proxy from your bank, broker or other nominee (the registered stockholder) as described in the answer to the question "What is the procedure for voting?" above.

Your personal attendance at the Annual Meeting does not revoke your proxy. Unless you vote at the Annual Meeting, your last valid proxy prior to or at the Annual Meeting will be used to cast your vote.

What if I return my proxy card but do not provide voting instructions?

Proxies that are signed and returned but do not contain voting instructions will be voted:

- FOR the election of all director-nominees listed in Proposal 1.
- FOR the advisory vote on the compensation paid by the Company to its Named Executive Officers (Proposal 2).
- ONE YEAR for the proposal on the frequency of holding future votes on the compensation of our Named Executive Officers (Proposal 3).
- FOR the reapproval of the material terms and performance criteria for grants of qualified performance-based awards under the 2012 Long-Term Incentive Plan (Proposal 4).
- FOR the approval of the 2017 Non-Employee Director Equity Plan (Proposal 5).
- FOR the approval of the restated 1986 Employee Stock Purchase Plan, which includes the establishment of a share pool of 3,000,000 shares available for purchase by employees (Proposal 6).
- FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2017 (Proposal 7).
- AGAINST the stockholder proposal for a report on voting by our funds and portfolios on matters related to climate change (Proposal 8).

AGAINST the stockholder proposal for a report on voting by our funds and portfolios on matters related to executive compensation (Proposal 9).

ABSTAIN from voting on the stockholder proposal for a report on employee diversity and related policies and programs (Proposal 10).

In the best judgment of the named proxy holders if any other matters are properly brought before the Annual Meeting.

How many shares must be present to hold the Annual Meeting?

In order for us to lawfully conduct business at our Annual Meeting, the presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the Annual Meeting is required. This is referred to as a quorum. Your shares are counted as present at the Annual Meeting if you attend the Annual Meeting and either vote in person or abstain from voting, or if you properly return a proxy by Internet, by telephone, or by mail in advance of the Annual Meeting and do not revoke the proxy.

Will my shares be voted if I don't provide my proxy or instruction card?

Registered Stockholders

If your shares are registered in your name, your shares will not be voted unless you provide a proxy by Internet, by telephone, by mail, or vote in person at the Annual Meeting.

Beneficial Owners

If you hold shares through an account with a broker, bank, or other nominee and you do not provide voting instructions, under the NASDAQ Global Select Market

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rules, your broker may vote your shares on routine matters only. The ratification of the appointment of KPMG (Proposal 7) is considered a routine matter, and your nominee can therefore vote your shares on that Proposal even if you do not provide voting instructions. No other Proposal is considered a routine matter, and your nominee cannot vote your shares on those Proposals unless you provide voting instructions. Votes withheld by brokers, banks, and other nominees in the absence of voting instructions from a beneficial owner are referred to as “broker non-votes.”

Multiple Forms of Ownership

The Company cannot provide a single proxy or instruction card for stockholders who own shares as registered stockholders or beneficial owners. As a result, if your shares are held in multiple types of accounts, you must submit your votes for each type of account in accordance with the instructions you receive for that account.

What is the vote required for each proposal?

For Proposal 1, the votes that stockholders cast “FOR” a director-nominee must exceed the votes that stockholders cast “AGAINST” a director-nominee to approve the election of each director-nominee. Please also see the discussion of our "Majority Voting" provisions within Proposal 1 on page 7. For each of Proposals 2, and 4 through 10, the affirmative vote of a majority of the votes cast is required to approve the proposal. A plurality of the votes cast on Proposal 3 will determine the frequency selected by stockholders. Proposals 2, 3, 8, 9 and 10 are advisory and non-binding, so the Board will review the voting results on these proposals and take the results into account when making future decisions regarding these matters. “Votes cast” exclude abstentions and broker non-votes.

What is the effect of an abstention?

A stockholder who abstains on some or all matters is considered present for purposes of determining if a quorum is present at the Annual Meeting, but an abstention is not counted as a vote cast. An abstention has no effect on the vote on any proposal.

What is the effect of a broker non-vote?

If a broker casts a vote on Proposal 7 (Ratification of the appointment of KPMG LLP as our independent registered public accounting firm), the vote will be included in determining whether a quorum exists for holding the Annual Meeting. The broker does not have authority to vote on the other proposals absent directions from the beneficial owner.

As a result, if the beneficial owner does not vote on Proposals 1 through 6 and 8 through 10 so that there is a “broker non-vote” on those items, the broker non-votes do not count as votes cast for those proposals and have no effect on those proposals. Thus, a broker non-vote will not impact the following:

our ability to obtain a quorum (unless a broker does not cast a vote on Proposal 7 as described in the preceding paragraph),

the outcome with respect to the election of directors (Proposal 1) or the frequency of holding future votes on the compensation of our Named Executive Officers (Proposal 3), and

the outcome of the vote on a proposal that requires the affirmative vote of a majority of the votes cast on the proposal (Proposals 2 and 4 through 10).

Who will count

the
votes?
Representatives of our proxy tabulator, Broadridge, will tabulate the votes and act as inspectors of election for the Annual Meeting.
Where can I find the voting results of the Annual Meeting?
The preliminary voting results will be announced at the Annual Meeting. The final voting results will be tallied by the inspectors of election and disclosed by the Company in a Current Report on Form 8-K filed with the SEC within four business days following the Annual Meeting.
Is my vote confidential?
Yes. The vote of each stockholder is held in confidence from Price Group's directors, officers and employees. We do not know how any person or entity votes unless this information is voluntarily disclosed.
What is
"householding"
and how does it
affect me?
Some banks, brokers, and other nominees engage in the practice of "householding" our proxy statements and annual reports. This means that only one copy of our proxy statement and annual report to stockholders may be sent to multiple stockholders in your household unless you request otherwise. We will promptly deliver a separate copy of our 2016 Annual Report to Stockholders or this proxy statement to you if you share an address subject to householding. Please contact our Chief Legal Officer and Corporate Secretary at 100 East Pratt Street, Mail Code BA-1360, Baltimore, MD 21202, or by telephone at 410-345-2628.
Please contact your bank, broker, or other nominees if you wish to receive individual copies of our Proxy Materials in the future. Please contact your bank, broker, or other intermediary, or our Chief Legal Officer and Corporate Secretary at 100 East Pratt Street, Mail Code BA-1360, Baltimore, MD 21202, or by telephone at 410-345-2628 if members of your household are currently receiving

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individual copies and you would like to receive a single household copy for future meetings.

Can I choose to receive the proxy statement and the 2016 Annual Report to Stockholders on the Internet instead of receiving them by mail?

Yes. If you are a registered stockholder or beneficial owner, you can elect to receive future annual reports and proxy statements on the Internet only and not receive copies in the mail by visiting proxyvote.com. You will need to have your proxy card (or the Notice or the email message you receive with instructions on how to vote) in hand when you access the website. Your request for electronic transmission will remain in effect for all future annual reports and proxy statements, unless withdrawn. Withdrawal procedures also are at this website.

The 2016 Annual Report to Stockholders is being mailed to stockholders in advance of, or together with, this proxy statement. If you hold Price Group shares in your own name and received more than one copy of the 2016 Annual Report to Stockholders at your address and wish to reduce the number of reports you receive and save the Company the cost of producing and mailing these reports, you should contact Price Group’s Mailing Agent, Broadridge at 1-866-540-7095 to discontinue the mailing of reports on the accounts you select.

At least one account at your address must continue to receive an annual report, unless you elect to view future annual reports over the Internet. The mailing of dividend checks, dividend reinvestment statements, proxy materials and special notices will not be affected by your election to discontinue duplicate mailings of annual reports. Registered stockholders may resume the mailing of an annual report to an account by calling Broadridge at 1-866-540-7095. If you own shares through a broker, bank, or other nominee and received more than one 2016 Annual Report to Stockholders, please contact the holder of record to eliminate duplicate mailings.

Who pays the cost of this proxy solicitation?

We will pay for the costs of preparing materials for the Annual Meeting and soliciting proxies. We expect that solicitation will occur primarily through the mail, but proxies also may be solicited personally or by telephone, email, letter, or facsimile. To assist in soliciting proxies, we have retained Morrow Sodali LLC, 470 West Ave., Stamford, CT, 06902 for a fee of $7,000, plus reimbursement of out-of-pocket expenses. We ask brokers, banks, and other nominees to forward materials for the Annual Meeting to our beneficial stockholders as of the Record Date, and we will reimburse them for the reasonable out-of-pocket expenses they incur. Directors, officers, and employees of Price Group and our subsidiaries may solicit proxies personally or by other means, but will not receive additional compensation. Stockholders are requested to return their proxies without delay.

Can I find additional information on the Company's website?

Yes. Although the information contained on our website is not part of the Proxy Materials, you will find information about the Company and our corporate governance practices at trow.client.shareholder.com/corporate-governance.cfm. Our website contains information about our Board, Board committees, Corporate Governance Guidelines, and other matters.

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Proposal 1

Election of Directors

In this proxy statement, thirteen director nominees are presented pursuant to the recommendation of the Nominating and Corporate Governance Committee. All have been nominated by the Board of Directors to hold office until the next annual meeting of stockholders and until their respective successors are elected and qualify.

RECOMMENDATION OF THE BOARD OF DIRECTORS; VOTE REQUIRED

We recommend that you vote FOR all the nominees under Proposal 1. All properly executed proxies received in time to be tabulated for the Annual Meeting will be voted FOR the election of the nominees named below unless otherwise specified. Shares held by a bank, broker, or other nominee will not be voted on this Proposal absent specific instruction from you, which means your shares may go unvoted and not affect the outcome if you do not specify a vote. If any nominee becomes unable or unwilling to serve between now and the Annual Meeting, proxies will be voted FOR the election of a replacement recommended by the Nominating and Corporate Governance Committee and approved by the Board of Directors.

MAJORITY VOTING

We have adopted a majority voting standard for the election of our directors. Under our current By-Laws, in an uncontested election, a nominee will not be elected unless he or she receives more “FOR” votes than “AGAINST” votes. Under Maryland law, any incumbent director not so elected would continue in office as a “holdover” director until removed or replaced. As a result, the By-Laws also provide that any director who fails to obtain the required vote in an uncontested election must submit his or her resignation to the Board. The Board must decide whether to accept or decline the resignation, or decline the resignation with conditions, taking into consideration the Nominating and Corporate Governance Committee's recommendation after consideration of all factors deemed relevant, within 90 days after the vote has been certified. Plurality voting will apply to contested elections.

NON-EMPLOYEE DIRECTOR INDEPENDENCE DETERMINATIONS

The Board of Directors has considered the independence of current board members and nominees not employed by T. Rowe Price and has concluded each qualifies as an independent director within the meaning of the applicable rules of the NASDAQ Global Select Market. To our knowledge, there are no family relationships among our directors or executive officers.

In making its determination of independence, the Board applied guidelines which it has adopted concluding that the following relationships should not be considered material relationships that would impair a director's independence:

- relationships where a director or an immediate family member of a director purchases or acquires investment services, investment securities, or similar products and services from the Company or one of its sponsored mutual funds so long as the relationship is on terms consistent with those generally available to other persons doing business with the Company, its subsidiaries, or its sponsored investment products; and
- relationships where a corporation, partnership, or other entity with respect to which a director or an immediate family member of a director is an officer, director, employee, partner, or member purchases services from the Company, including investment management or defined contribution retirement plan services, on terms consistent with those generally available to other entities doing business with the Company or its subsidiaries.

The Board believes that this policy sets an appropriate standard for dealing with ordinary course of business relationships that may arise from time to time.

THE NOMINEES AND THEIR QUALIFICATIONS, SKILLS, AND EXPERIENCE

In considering the overall qualifications of our nominees and their contributions to our Board, and in determining our need for additional members of the Board, we seek to create a Board consisting of members with a diverse set of experiences and attributes who will be meaningfully involved in our Board activities and will facilitate a transparent and collaborative atmosphere and culture. Our Board members generally develop a long-term association with the Company, which we believe facilitates a deeper knowledge of our business and its strategies, opportunities, risks, and challenges. At the same time, we periodically look for additions to our Board to enhance our capabilities and bring new perspectives and ideas to our Board. We will consider board members with diverse capabilities, and we generally look for board members with capabilities in one or more of the following areas: accounting and financial reporting, financial services and money management, investments, general economics and industry oversight,

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legal, government affairs and corporate governance, general management, international, marketing and distribution, and technology and facilities management.

The Board recently concluded that Mr. Rogers, who will retire as an executive of the Company on March 31, 2017, will remain as chairman of the Board of Directors after his retirement, and will serve as non-executive chair. We have greatly valued his expertise and perspective as a leader and an investor over the years and we look forward to his continued leadership and counsel as non-executive chair.

Our Corporate Governance Guidelines contemplate that a director will not stand for election after reaching age 72, but allows the Board to make an exception to this policy as it deems necessary or advisable. To take advantage of Mr. Taylor's experience, the Board has asked Mr. Taylor to stand for re-election in 2017 for one additional year; he will therefore retire from the Board at next year's annual meeting.

Each of our Directors provides significant individual attributes important to the overall make-up and functioning of our Board, which are described in the biographical summaries provided below:

The Board of Directors recommends that you vote FOR all of the following nominees:

Mark S. Bartlett Retired Managing Partner Ernst & Young Age 66	Mr. Bartlett has been an independent director of Price Group since 2013, and serves as chairman of the Audit Committee and as a member of the Executive Compensation and Management Development Committee. Until retiring in 2012, Mr. Bartlett was a partner at Ernst & Young, serving as managing partner of the firm's Baltimore office and senior client service partner for the mid-Atlantic region. Mr. Bartlett began his career at Ernst & Young in 1972 and has extensive experience in financial services, as well as other industries. Mr. Bartlett received his B.S. from West Virginia University and attended the Executive Program at the Kellogg School of Business at Northwestern University. He also earned the designation of certified public accountant. Mr. Bartlett is a member of the board of directors, a member of the nominating and corporate governance committee, and is the chairman of the audit committee of Rexnord Corporation. He is also a member of the board of directors and a member of the audit committee of FTI Consulting, Inc. Mr. Bartlett offers the Board significant accounting and financial reporting experience as well as expertise in the accounting-related rules and regulations of the Securities and Exchange Commission. He also has extensive finance knowledge, with a broad range of experience in financing alternatives including the sale of securities, debt offerings, and syndications.
Edward C. Bernard Vice Chairman T. Rowe Price Group, Inc. Age 61	Mr. Bernard has been a director of Price Group since 1999, the vice chairman since 2007, a vice president since 1989, and an employee since 1988. He has overseen the firm's marketing, distribution, client service, information technology, and communications activities since 2006 and serves on the Management and Management Compensation Committees. Mr. Bernard is chairman of the board of all of the sponsored T. Rowe Price mutual funds and trusts (Price Funds). Mr. Bernard has 28 years of experience in the investment management industry, all of which have been with T. Rowe Price. Mr. Bernard received his B.A. from Brown University and an M.B.A. from New York University.

In addition to his responsibilities at T. Rowe Price, Mr. Bernard serves as a member of the Board of Governors and a member of the executive committee of the Investment Company Institute, the national trade association for the mutual fund industry.

Mr. Bernard provides the Board with direct access to the person responsible for all of our marketing, distribution, and client service activities, as well as information technology and communications. He also serves as the primary liaison to the Price Funds' Boards.

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Mary K. Bush Chairman Bush International, LLC Age 68	Ms. Bush has been an independent director of Price Group since 2012, and serves on the Executive Compensation and Management Development Committee and the Nominating and Corporate Governance Committee. She has served as the chairman of Bush International, LLC, an advisor to U.S. corporations and foreign governments on international capital markets and strategic business and economic matters, since 1991. Earlier in her career, she managed global banking and corporate finance relationships at New York money center banks including Citibank, Banker's Trust, and Chase. Ms. Bush holds a B.A. degree in economics and political science from Fisk University and an M.B.A. from the University of Chicago. Ms. Bush is a member of the board of directors, risk oversight committee, and nominating and corporate governance committee of Discover Financial Services; a member of the board of directors, audit committee, and retirement plan committee of ManTech International Corporation; a member of the board of directors, audit committee, and compensation committee of Marriott International; and a member of the board of directors and chairman of the audit committee for Bloom Energy. Ms. Bush also was a director of the Pioneer Family of Mutual Funds from 1997 to 2012 and UAL Corporation from 2006 to 2010. Ms. Bush brings to our Board extensive financial and governmental affairs experience, her knowledge of corporate governance and financial oversight gained from her membership on the boards of other public companies, knowledge of public policy matters, and her significant experience providing strategic advisory services in the financial and international arenas.
H. Lawrence Culp, Jr. Senior Lecturer Harvard Business School Age 53	Mr. Culp has been an independent director of Price Group since 2015 and serves on the Executive Compensation and Management Development Committee and the Nominating and Corporate Governance Committee. Mr. Culp, who is now retired, joined Danaher Corporation in 1990 and subsequently served as president of multiple operating businesses prior to becoming chief operating officer in 2000; he served as president and chief executive officer of Danaher Corporation from 2001 to 2014. Mr. Culp holds a B.A. from Washington College and an M.B.A. from Harvard Business School. Mr. Culp currently serves as the chairman of the board of visitors and governors of Washington College and as a member of the board of trustees of Wake Forest University. Formerly, Mr. Culp served as the chairman of the board of trustees for Potomac School and he served as a non-executive director at GlaxoSmithKline PLC. He is a senior lecturer at Harvard Business School, focusing on leadership and general management. Mr. Culp brings to the Board valuable leadership and management experience gained while serving as chief executive officer and president of Danaher Corporation, a publicly traded, multinational corporation. He also contributes substantial strategic leadership, operational and financial experience to the Board.

Dr. Freeman A. Hrabowski, III President University of Maryland, Baltimore County Age 66	Dr. Hrabowski has been an independent director of Price Group since 2013, and serves on the Audit Committee and Executive Compensation and Management Development Committee. He has served as president of the University of Maryland, Baltimore County (UMBC) since 1992. His research and publications focus on science and math education, with special emphasis on minority participation and performance. He is also a leading advocate for greater diversity in higher education. He serves as a consultant to the National Science Foundation, the National Institutes of Health, the National Academies, and universities and school systems nationally. Dr. Hrabowski holds a Ph.D. in higher education administration and statistics and an M.A. degree in mathematics from the University of Illinois at Urbana-Champaign. He also holds a B.A. degree in mathematics from Hampton Institute (now Hampton University). Dr. Hrabowski serves as director and member of the corporate and governance committee of McCormick & Company, Inc. Dr. Hrabowski also served on the board of Constellation Energy Group, Inc. until 2012. Dr. Hrabowski brings to our Board valuable strategic and management leadership experience from his role as president of UMBC, as well as his extensive knowledge and dedication to greater education and work-force development. He also contributes corporate governance oversight from his experience serving as a director on other public-company boards.

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Robert F. MacLellan Non-Executive Chairman Northleaf Capital Partners Age 62	Mr. MacLellan has been an independent director of Price Group since 2010, and serves as chairman of the Executive Compensation and Management Development Committee and a member of the Audit Committee. Since November 2009, Mr. MacLellan has been the non-executive chairman of Northleaf Capital Partners, an independent global private markets fund manager and advisor. From 2003 to November 2009, Mr. MacLellan served as chief investment officer of TD Bank Financial Group (TDBFG) where he was responsible for overseeing the management of investments for its Employee Pension Fund, The Toronto-Dominion Bank, TD Mutual Funds, and TD Capital Group. Earlier in his career, Mr. MacLellan was managing director of Lancaster Financial Holdings, a merchant banking group acquired by TDBFG in March 1995. Prior to that, he was vice president and director at McLeod Young Weir Limited (Scotia McLeod) and a member of the corporate finance department responsible for a large number of corporate underwritings and financial advisory assignments. Mr. MacLellan holds a B.Comm. from Carleton University and an M.B.A. from Harvard University, and is a chartered accountant. Mr. MacLellan serves as the chairman of the board of Yellow Media, Inc., a public company based in Montreal. Mr. MacLellan brings substantial experience and perspective to the Board with respect to the financial services industry, particularly his expertise with respect to investment-related matters, including those relating to the mutual fund industry and the institutional management of investment funds, based on his tenure as chief investment officer of a major financial institution. He also brings an international perspective to the Board as well as significant accounting and financial reporting experience.
Brian C. Rogers Chairman and Chief Investment Officer T. Rowe Price Group, Inc. Age 61	Mr. Rogers will retire as an executive of the Company on March 31, 2017, and will remain on the Board after his retirement, serving as Non-executive Chair. He has been a director of Price Group since 1997, the chairman of the Board since 2007, the chief investment officer since 2004, a vice president since 1985, and an employee since 1982. He is a member of the Executive and Management Committees, a director or trustee of 39 Price funds, and the president of two Price Funds. His other responsibilities include serving on the U.S. Equity Steering Committee, Fixed Income Steering Committee, International Equity Steering Committee, Product Strategy Steering Committee, and Management Compensation Committee as well as the Proxy Committee. Prior to joining the firm in 1982, Mr. Rogers was employed by Bankers Trust Company. Mr. Rogers earned an A.B. from Harvard University and an M.B.A. from Harvard Business School. Mr. Rogers has also earned his chartered financial analyst and chartered investment counselor designations. Mr. Rogers is a member of the board of directors of United Technologies Corporation. Mr. Rogers brings to the Board insight into the critical investment component of our business based on his 37-year career in the investment management industry, which includes nearly 35 years with the Company.

Olympia J. Snowe Chair and Chief Executive Officer Olympia Snowe, LLC Age 70	Ms. Snowe has been an independent director of Price Group since June 2013, and serves as chair of the Nominating and Corporate Governance Committee and as a member of the Executive Compensation and Management Development Committee. She is chair and chief executive officer of Olympia Snowe, LLC, a policy and communications consulting firm, and a senior fellow at the Bipartisan Policy Center. Ms. Snowe served in the U.S. Senate for the State of Maine from 1995 to 2013 and as a member of the U.S. House of Representatives from 1979 to 1995. While in the U.S. Senate, she served as chair and was the ranking member of the Senate Committee on Small Business and Entrepreneurship, and served on the Senate Finance Committee. She also served as chair of the Subcommittee on Seapower for the Senate Armed Services Committee.

Ms. Snowe earned a B.S. from the University of Maine and has received honorary degrees from many colleges and universities.

Ms. Snowe is a member of the board of directors, audit committee, and medical affairs committee of Aetna Inc., a diversified health care benefits company. Ms. Snowe is also a member of the board of directors of Synchrony Financial and serves as a member of the audit committee and chair of the nominating and corporate governance committee. Ms. Snowe also serves as a member of the board of directors and audit committee of Synchrony Bank.

Ms. Snowe brings a broad range of valuable leadership and public policy experience to the Board. She also has extensive experience with complex issues relevant to the Company's business, including budget and fiscal responsibility, economic, tax and regulatory policy, education, retirement and aging, women's issues, health care, foreign affairs, and national security.

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William J. Stromberg President and Chief Executive Officer T. Rowe Price Group, Inc. Age 56	Mr. Stromberg was appointed Price Group's president and chief executive officer on January 1, 2016. At that time, Mr. Stromberg was also elected as a director of Price Group and chairman of the Executive Committee, Management Committee, and Management Compensation Committee. Prior to assuming these duties, Mr. Stromberg served as the head of Equity from 2008 through 2015, director of U.S. Equity from 2007 through 2015, and director of Global Equity Research from 2004 through 2015. Mr. Stromberg served on the U.S. Equity Steering Committee from 1999 through 2015, as well as the International Steering Committee from 2004 through 2015. Mr. Stromberg has served as a vice president of Price Group from 2000 through 2015, and has been an employee of Price Group since 1987. Mr. Stromberg earned a B.A. from Johns Hopkins University and an M.B.A. from the Tuck School of Business at Dartmouth College. Mr. Stromberg has also earned the chartered financial analyst designation. Mr. Stromberg brings to the Board insight into the critical investment component of our business based on the leadership roles he has held in the Equity Division of Price Group and his 30-year career with the Company.
Dwight S. Taylor Retired President COPT Development and Construction Services Age 72	Mr. Taylor has been an independent director of Price Group since 2004, is a member of both the Executive Compensation and Management Development Committee and the Audit Committee. Now retired, he was president of COPT Development & Construction Services, a commercial real estate development firm which is a division of Corporate Office Properties Trust, from 1999 to 2009. Mr. Taylor graduated from Lincoln University with a B.A. degree in Economics. Mr. Taylor served as a director of MICROS Systems, a provider of information technology for the hospitality and retail industry, from 1997 to 2014, during which time he served on the compensation committee and the nominating committee. Mr. Taylor's tenure in a senior position with a publicly-traded real estate company gives him the experience to provide additional perspective to the Board regarding matters relating to facilities management and real estate, as well as general management, investment, and financial skills.
Anne Marie Whittemore Partner McGuireWoods, LLP Age 70	Ms. Whittemore has been an independent director of Price Group since 1995, and serves on the Nominating and Corporate Governance Committee, the Executive Compensation and Management Development Committee, and the Executive Committee. She is also the lead independent director of the board. Ms. Whittemore is a partner in the law firm of McGuireWoods LLP. Ms. Whittemore received her B.A. degree in Political Science from Vassar College and a J.D. degree from Yale Law School. She received honorary doctor of law degrees from the University of Richmond and The Citadel.

Ms. Whittemore is the lead director and previously served as a member of the governance and nominating committee, a member of the compensation and benefits committee, and a member of the executive committee of Owens & Minor, Inc., a distributor of medical and surgical supplies and services. Ms. Whittemore also served on the board of Albemarle Corporation, a manufacturer of specialty chemicals, until January 2015.

Ms. Whittemore assumes significant responsibility on the Board for governance related matters, and she adds significant broad oversight experience, based on her role as a senior member of a major law firm and substantial experience working with other publicly-traded companies, both as a board member and as an advisor.

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Sandra S. Wijnberg Executive Advisor Aquiline Capital Partners Age 60	Ms. Wijnberg has been an independent director of Price Group since 2016, and is a member of the Executive Compensation and Management Development Committee and the Audit Committee. Ms. Wijnberg is an executive advisor of Aquiline Capital Partners, a private equity investment firm specializing in the financial services sector. From 2007 to 2014, she was a partner and chief administrative officer of Aquiline Holdings LLC, a registered investment advisor and the holding company for Aquiline Capital Partners. Previously, Ms. Wijnberg served as the senior vice president and chief financial officer of Marsh & McLennan Companies, Inc. and was treasurer and interim chief financial officer of YUM! Brands, Inc. Prior to that she held financial positions with PepsiCo, Inc. and worked in investment banking at Morgan Stanley. In addition, from 2014 through 2015, Ms. Wijnberg was deputy head of mission for the Office of the Quartet. Ms. Wijnberg is a member of the board of directors, audit committee, and corporate development and technology advisory committee of Automatic Data Processing, Inc. and from 2003 to 2016, served on the board of directors of Tyco International PLC. Ms. Wijnberg holds a B.A. degree in English Literature from the University of California, Los Angeles and an M.B.A. from University of Southern California's Marshall School of Business, for which she is a member of the board of leaders. Ms. Wijnberg brings to our Board a global perspective along with substantial financial sector, corporate finance, and management experience based on her roles at Aquiline Capital Partners, Marsh & McLennan, and YUM! Brands, Inc.
Alan D. Wilson Retired Executive Chairman McCormick and Company, Inc. Age 59	Mr. Wilson has been an independent director of Price Group since 2015, and serves as a member of the Nominating and Corporate Governance Committee and the Executive Compensation and Management Development Committee. Mr. Wilson recently retired as executive chairman of McCormick and Company, Inc., and is a member of its board of directors. He joined McCormick and Company, Inc. in 1993, and held many executive management roles, including president from 2007 to 2015, chief executive officer from 2008 to 2016, and chairman from 2009 to 2017. Mr. Wilson graduated from the University of Tennessee in 1980 with a B.S. degree in Communications. He attended school on a R.O.T.C. scholarship and, following college, served as a U.S. Army Captain, with tours in the United States, United Kingdom, and Germany. Mr. Wilson currently serves on the board of directors of Westrock Company. He also chairs the board of visitors of the University of Maryland, Baltimore County and currently serves on the University of Tennessee's Business School advisory board. Mr. Wilson brings to our Board significant executive management experience, having led a publicly traded, multinational company. He also adds additional perspective to the Board regarding matters relating to general management, strategic leadership and financial matters.

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THE BOARD OF DIRECTORS AND COMMITTEES

During 2016, the Board of Directors held eight meetings and approved one matter via unanimous written consent. Each director attended at least 75% of the combined total number of meetings of the Board and Board committees of which he or she was a member. Consistent with the Company's Corporate Governance Guidelines, the independent directors met in executive session at six of the Board meetings in 2016. Our Corporate Governance Guidelines provide that all directors are expected to attend each annual meeting of stockholders. With the exception of Mr. Culp, who was absent due to extenuating circumstances, all nominees for director submitted to the stockholders for approval at last year's annual meeting on April 27, 2016, attended that meeting, and we anticipate that all nominees will attend the 2017 Annual Meeting.

Corporate Governance

Our Board of Directors has an Executive Committee, an Audit Committee, an Executive Compensation and Management Development Committee, and a Nominating and Corporate Governance Committee. The Board has also authorized a Management Committee that is made up entirely of senior officers of the Company. The Board has adopted a separate written charter for the Audit Committee, the Executive Compensation and Management Development Committee, and the Nominating and Corporate Governance Committee. Current copies of each charter, our Corporate Governance Guidelines, and our Code of Ethics for Principal Executive and Senior Financial Officers can be found on our website, troweprice.com, by selecting “Investor Relations” and then “Corporate Governance.”

Code of Ethics

Pursuant to rules promulgated under the Sarbanes-Oxley Act, the Board has adopted a Code of Ethics for Principal Executive and Senior Financial Officers. This Code is intended to deter wrongdoing and promote honest and ethical conduct, full, timely, and accurate reporting, compliance with laws, and accountability for adherence to the Code, including internal reporting of Code violations. A copy of the Code of Ethics for Principal Executive and Senior Financial Officers is available on our website. We intend to satisfy the disclosure requirements regarding any amendment to, or waiver from, a provision of the Code of Ethics for Principal Executive and Senior Financial Officers by making disclosures concerning such matters available on the Investor Relations page of our website.

We also have a Code of Ethics and Conduct that is applicable to all employees and directors of the Company. It is the Company's policy for all employees to participate annually in continuing education and training relating to the Code of Ethics and Conduct.

Executive Committee

Dr. Sommer, Mr. Stromberg, and Mr. Rogers served on the Executive Committee, until Dr. Sommer's retirement from the Board on April 27, 2016, at which time, Ms. Whittemore replaced him on the Executive Committee. The Executive Committee functions between meetings of the Board of Directors and possesses the authority to exercise all the powers of the Board except as limited by Maryland law. If the committee acts on matters requiring formal Board action, those acts are reported to the Board of Directors at its next meeting for ratification. The Executive Committee approved two matters via unanimous written consent during 2016.

Audit Committee

Messrs. Bartlett, MacLellan, and Taylor, Dr. Hrabowski, and Ms. Wijnberg serve on the Audit Committee, which met five times during 2016. The Board of Directors has determined that each of the Audit Committee members meet the independence and financial literacy criteria of the NASDAQ Global Select Market and the Securities and Exchange Commission (SEC). The Board also has concluded that Messrs. Bartlett and MacLellan and Ms. Wijnberg meet the criteria for an audit committee financial expert as established by the SEC. Mr. Bartlett is a certified public accountant, was an audit partner at Ernst & Young for 28 years until he left the firm in 2012, and serves as the chairman of the audit committee of Rexnord Corporation and as a member of the audit committee of FTI Consulting, Inc. Mr. MacLellan is a chartered accountant and was a member of the audit committees for Ace Aviation Holdings, Inc. and Maple Leaf Sports and Entertainment, Ltd. Ms. Wijnberg was the chief financial officer of Marsh & McLennan Companies, Inc. from 2000 to 2006 and interim chief financial officer of YUM! Brands in 1999. She is currently a member of the audit committee for Automatic Data Processing, Inc. and she served as member and chairperson of the audit committees of Tyco International and TE Connectivity, respectively.

Audit Committee's Primary Responsibilities

The primary purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to (1) the integrity of our financial statements and other financial information provided by us to our stockholders, (2) the retention of our independent registered public accounting firm, including oversight of the terms of its engagement and its performance, qualifications, and independence, (3) the performance of our internal audit function, internal controls, and disclosure controls, and (4) the Company's risk management framework. The Audit Committee also provides an avenue for communication among our internal auditors, financial management, chief risk officer, independent registered public accounting firm, and the Board, and is responsible for procedures involving the receipt, retention, and treatment of complaints or concerns regarding accounting, internal accounting controls, and auditing matters, including confidential, anonymous employee submissions. The independent registered public accounting firm reports directly to the Audit Committee and is ultimately accountable to this committee and the Board for the audit of our consolidated financial statements.

Related Person Transaction Oversight

The Audit Committee is responsible under its charter for reviewing related person transactions and any change in, or waiver to, our Code of Ethics for our Principal Executive and Senior Financial Officers. Our Board has adopted a written Policy for the Review and Approval of Transactions with Related Persons. Any transaction that would require disclosure under Item 404(a) of Regulation S-K will not be initiated or materially modified until our Audit Committee has approved such transaction or modification, and will not continue past its next contractual termination date unless it is annually reapproved by our Audit Committee. During its deliberations, the Audit Committee must consider all relevant details regarding the transaction including, but not limited to, any role of our employees in arranging the transaction, the potential benefits to our Company, and whether the proposed transaction is competitively bid or otherwise is on terms comparable to those available to an unrelated third party or our employees generally. The Audit Committee approves only those transactions which it determines in good faith to be on terms that are fair to us and comparable to those that could be obtained in an arms-length negotiation with an unrelated third party.

Risk Management Oversight

The Audit Committee oversees and evaluates our policies with respect to significant risks and exposures faced by the Company and the steps taken to assess, monitor, and manage those risks. The Company's Risk Management Oversight Committee, chaired by the chief risk officer and comprised of other senior members of management, directs the development and maintenance of comprehensive risk management policies and procedures for the Company. It also monitors on a regular basis the significant risks inherent to our business, including investment risk, reputational risk, business continuity risk, and operational risk. The chief risk officer, director of internal audit, and officers responsible for financial reporting, legal, and compliance periodically report to the Audit Committee. Based on these reports, the Audit Committee reports and makes recommendations as necessary to the full Board with respect to managing our overall risk.

The report of the Audit Committee appears on page 67.

Executive Compensation and Management Development Committee

All of the non-employee independent directors of the Board serve on the Executive Compensation and Management Development Committee (Compensation Committee), which met six times during 2016. The Board of Directors has determined that each of these members meets the independence criteria of the NASDAQ Global Select Market. The report of the Compensation Committee appears on page 41.

Committee Authority

The Compensation Committee is responsible to the Board, and ultimately to our stockholders, for:

- determining the compensation of the chief executive officer and other executive officers;
- reviewing and approving general salary and compensation policies for the rest of our senior officers;
- overseeing the administration of our Annual Incentive Compensation Pool, equity incentive plans, and Employee Stock Purchase Plan;
- assisting management in designing new compensation policies and plans; and
- reviewing and discussing the Compensation Discussion and Analysis and other compensation disclosures with management.

Delegation Authority

The Compensation Committee has delegated compensation decisions regarding non-executive officers, including the establishment of specific salary and incentive compensation levels and certain matters relating to stock-based compensation, to the Management Compensation Committee, a committee comprised of executive officers of Price Group.

Committee Procedures

Early each year, the Compensation Committee meets with members of senior management in order to discuss goals and objectives for the coming year, including goals and objectives applicable to the Named Executive Officers listed in our Summary Compensation Table. In addition, the Compensation Committee determines eligibility for the Annual Incentive Compensation Pool and sets forth the maximum percentage that may be paid to each participant. At its meeting in December and early the following year, the Compensation Committee evaluates executive performance during the year as part of its determination of appropriate incentive compensation awards.

The Compensation Committee awards equity incentive grants to employees from stockholder approved long-term incentive plans as part of the Company's annual compensation program. The Compensation Committee has begun consideration of the year's stock incentive program at its December meeting preceding the year in question, assessing the likely overall size and parameters of the program. The Compensation Committee has, for a number of years, made equity grants in two tranches consisting generally of equal or nearly equal grants in February and September. For 2017, the Compensation Committee plans

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to change this to an annual grant cycle in December to more closely align our equity incentive grants to the timing of our annual bonus and other compensation decisions.

Role of Executive Officers

The Compensation Committee solicits input from the chief executive officer and the Management Compensation Committee regarding general compensation policies including the appropriate level and mix of compensation. The Compensation Committee also consults with the chief executive officer regarding the appropriate bonus and salary levels for other executive officers.

Role of Compensation Consultants

Frederic W. Cook & Co., Inc. (FW Cook) has been the Compensation Committee's compensation consultant for many years. FW Cook has no relationship with Price Group other than as the Compensation Committee's consultant. See the "Role of Independent Compensation Consultant" section of our Compensation Discussion and Analysis for additional details of their role.

Nominating and Corporate Governance Committee

Mses. Snowe, Bush, and Whittemore, and Messrs. Culp and Wilson serve on our Nominating and Corporate Governance Committee, which met on seven occasions during 2016. The Board of Directors has determined that all Nominating and Corporate Governance Committee members meet the independence criteria of the NASDAQ Global Select Market. The principal purpose and goal of this committee is to maintain and cultivate the effectiveness of Price Group's Board of Directors and oversee its governance policies. Among the Nominating and Corporate Governance Committee's responsibilities are Board and committee composition, director qualifications, orientation and education, and Board evaluations. Members identify, evaluate, and nominate Board candidates; review the compensation of independent directors; and oversee procedures regarding stockholder nominations and other communications to the Board. In addition, they are responsible for monitoring compliance with and recommending any changes to the Company's Corporate Governance Guidelines. A report on the Nominating and Corporate Governance Committee's activities begins on page 20 of this proxy statement.

Management Committee

The Management Committee is responsible for guiding, implementing, and reviewing major policy and operating initiatives of the Company. Mr. Stromberg is chairman of the Management Committee, and Messrs. Rogers and Bernard and other senior officers of the Company are also members. The Management Committee reports to the Board on the management and operation of the Company through Messrs. Stromberg, Rogers, and Bernard. Other members of the Management Committee include: Christopher D. Alderson, co-head of Global Equity, Scott B. David, head of Individual and Retirement Plan Services, Nigel K. Faulkner, head of Technology, Deanna R. Fidler, chief human resources officer, Robert C.T. Higginbotham, head of Global Investment Services, Sebastien Page, head of Asset Allocation, Robert W. Sharps, co-head of Global Equity, Eric L. Veiel, head of U.S. Equity, and Edward A. Wiese, head of Fixed Income. Each of these members brings extensive experience and wisdom to the management and leadership of the Company.

Compensation of Directors

The Nominating and Corporate Governance Committee is responsible for periodically reviewing non-employee director compensation and benefits and recommends changes, if appropriate, to the full Board. Our non-employee director compensation program is designed to accomplish a number of objectives:

Align the interests of our non-employee directors with those of our stockholders;

Provide competitive compensation for service to the Board by our non-employee directors;

Maintain appropriate consistency with our approach to compensation for our executive officers and senior employees; and

Attract and retain a diverse mix of capable and highly qualified directors.

We provide both cash and equity compensation to our directors and believe that, over time, cash and equity compensation should reflect approximately 40% and 60%, respectively, of total compensation paid to our directors. The cash compensation component is based primarily on an annual retainer coupled with fees for committee attendance, lead director role, and committee chair roles. Equity compensation historically has consisted of equity awards in the form of options or full value awards, at the election of the director. We believe our total compensation package and compensation structure is comparable to and in line with other major financial service companies.

The Nominating and Corporate Governance Committee periodically reviews non-employee director compensation and benefits and recommends changes, if appropriate, to the full Board based upon its review and consideration of competitive market practices. The Committee most recently engaged Pearl Meyer & Partners (Pearl Meyer), an independent compensation consultant, in October 2016 to provide a review of its compensation practices in relation to market conditions, and received a full report from Pearl Meyer on competitive compensation levels for our directors. Based upon this report from Pearl Meyer, we have decided that our compensation practices are generally competitive, and that no significant changes are required. We did note that our equity compensation has tended to be a slightly higher percentage of total compensation in recent years due to our fixing of equity compensation to a set number of shares. We also noted that most of our peers tied stock based compensation to a dollar amount rather than a set number of shares. When designing the 2017 Non-employee Director Equity Plan (2017 Director Plan), we decided to provide a fixed dollar amount of equity compensation of $200,000 per director rather than a fixed number of shares in order to better maintain consistent alignment in the relative contribution of cash and equity compensation to total director compensation. We also concluded that, consistent with our approach to equity incentives for our executive officers, we should move away from a menu-based plan that allowed directors to select among options, restricted shares, and restricted stock units to a consistent awarding of full value share awards to our directors. Directors will maintain the right to select between restricted shares or restricted stock units in order to provide an opportunity for deferral of income if a director so elects. We also determined to grant annual director equity awards one time rather than twice a year consistent with our current approach for our executive officers. See Proposal 5, beginning on page 59, under which we are asking stockholders to approve the 2017 Director Plan to enable us to continue to provide equity compensation to our non-employee directors.

The Board recently concluded that Chairman Brian C. Rogers, who will retire as an executive of the Company prior to the Annual Meeting, will continue on the Board of Directors as non-executive chair. This will be the first time the Board has had a non-executive chair and we used the services of Pearl Meyer to review and analyze market practice for payment of a person in this role. Based on our review, we concluded that, in addition to the standard annual cash retainer compensation of $100,000 to which Mr. Rogers would be entitled as a non-employee director, we would pay him an annual retainer of $100,000 for his service as chair of the Board. Additionally, in light of his already significant stock ownership, we will pay him a cash amount of $200,000 in lieu of participating in the annual equity award provided to non-employee directors. Accordingly, Mr. Rogers will receive total annual compensation of $400,000 for his role as a non-employee director and for the important Board leadership role he will continue to play as our non-executive chair.

Equity-Based Compensation in 2016

Pursuant to the 2007 Non-Employee Director Equity Plan (2007 Plan), each newly elected Board member was awarded an initial grant of their choice of 4,350 restricted shares or restricted stock units that vest one-year after the grant date. In each subsequent year, each non-employee director was awarded semi-annual grants of their choice of stock options to acquire 4,350 common shares of Price Group, 1,300 restricted shares, or 1,300 stock units. As noted above, commencing in 2017, all non-employee directors other than Mr. Rogers will receive annual stock grants in the form of restricted shares or restricted stock units having a value of $200,000 on the day following the annual meeting. Newly elected Board members will be awarded restricted shares or restricted stock units having a value equal to $300,000.

In 2016, the periodic equity grants were made as of the close of business on the third business day following the release of Price Group's first and third quarter earnings. Each of the award types vest, and in the case of stock options, become exercisable, upon the earliest of the non-employee director's death, one year after the grant date, or the day before the annual meeting held in the calendar year after the year in which the grant is made, provided the director continues to be a member of the Board on the applicable date. Stock options are granted at the fair market value on the dates of grant, can be exercised up to five years after the director is no longer serving on the Board, and have a maximum term of 10 years from the date of grant.

Restricted shares entitle the holder to the rights of a stockholder, including voting, dividend, and distribution rights, but are nontransferable until they vest. Vested stock units will be settled in shares of our common stock or cash, in the case of fractional shares, upon a non-employee director's separation from service. Non-employee directors holding stock units are not entitled to voting, dividend, distribution, or other rights until the corresponding shares of our common stock are issued upon settlement; however, if and when we pay a cash dividend to our common stockholders, we will issue dividend equivalents in the form of additional vested stock units. Under the 2017 Director Plan, dividends and dividend equivalents payable with respect to unvested restricted shares and unvested stock units will be subjected to the same vesting and risks of forfeiture as the restricted shares and stock units to which they are attributable. The 2007 Plan and the 2017 Director Plan include a provision that accelerates the vesting of all outstanding awards in connection with a change-in-control of Price Group. Upon a change-in-control, any outstanding stock units will be settled in cash or shares at the discretion of the Board of Directors.

Fees and Other Compensation in 2016

In addition to the equity-based awards, non-employee directors received the following in 2016:

- An annual retainer of $100,000;
- A fee of $1,500 for each committee meeting attended;
- A fee of $15,000 for the Lead Director;
- A fee of $20,000 and $5,000, for the chairperson of the Audit Committee and each Audit Committee member, respectively;
- A fee of $10,000 for the chairperson of the Compensation Committee;
- A fee of $10,000 for the chairperson of the Nominating and Corporate Governance Committee;

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- Directors and all U.S. employees of Price Group and its subsidiaries are eligible to have our sponsored T. Rowe Price Foundation match personal gifts up to an annual limit to qualified charitable organizations. For 2016, non-employee directors were eligible to have up to $10,000 matched;
- The reimbursement of reasonable out-of-pocket expenses incurred in connection with their travel to and from, and attendance at each meeting of the Board of Directors and its committees and related activities, including director education courses and materials; and
- The reimbursement of spousal travel to and from and participation in events held in connection with the annual joint Price Group and Price Funds' Board of Directors meeting.

The annual retainer and fees noted above are prorated for the period of time during the calendar year that each director held the position. Pursuant to the Outside Directors Deferred Compensation Plan, non-employee directors can elect to defer payment of their director fees until the next calendar year. Any such election needs to be received prior to the beginning of the year they wish to have their payment deferred. Dr. Hrabowski, Ms. Snowe, and Mr. Wilson elected to have their 2016 director fees deferred to 2017.

There will be no change to the cash compensation of our non-employee directors in 2017 other than the addition of the cash compensation to Mr. Rogers described above for his role as our non-executive chair of the Board.

Ownership and Retention Guidelines

Each non-employee director is required to hold shares of our common stock having a value equal to three times his or her current cash retainer within five years of the director's appointment to the Board. Directors added to the Board prior to 2015 have an ownership goal of $225,000, while Messrs. Culp, Wilson, and Ms. Wijnberg each have an ownership goal of $300,000. Based on changes adopted for 2017 and beyond, directors who join the Board in the future will have an ownership goal of five times the annual cash retainer in effect on the date they join the Board. For purposes of the calculation, unvested restricted shares and outstanding stock units are counted, but unexercised stock options are not. Once this ownership goal is achieved, the number of shares required to be held becomes fixed and must be maintained until the end of the director's service on the Board. Until the ownership goal is achieved, the director is expected to retain “net gain shares” resulting from the exercise of stock options or vesting of restricted stock granted under the applicable director plan. Net gain shares are the shares remaining after payment of the stock option exercise price and taxes owed with respect to the exercise or vesting event. In addition, net gain shares realized under the applicable director plan after the ownership goal is achieved are expected to be held for two years prior to sale or other transfer, but not beyond the end of the director's service on the Board. All of our directors have achieved and maintain the ownership goal as of the date of this proxy statement.

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2016 Director Compensation[1]

The following table sets forth information regarding the compensation earned by, or paid to, directors who served on our Board of Directors during 2016. Directors who are also officers of Price Group do not receive separate directors' fees and have been omitted from this table. Mr. Stromberg and Mr. Bernard appear in our Summary Compensation Table as named executive officers. Mr. Rogers is an executive officer who is excluded from both the Summary Compensation Table and the Director Compensation table as he is neither a named executive officer nor did he receive additional compensation for his director services in 2016. James A.C. Kennedy served as a director until the 2016 Annual Meeting, but did not receive compensation in addition to his compensation as an employee of the Company for the time he served. Mr. Kennedy also has provided strategic and other consulting services to the organization following his retirement on March 31, 2016, and is compensated $250,000 per year. In 2016, he earned $187,500 for these consulting services.

Name	Fees Earned or Paid in Cash	Stock Awards[2,3,4]	Option Awards[2,3,4]	All Other Compensation[5]	Total
Mark S. Bartlett	$136,500	$ 180,843	$ —	$ 10,000	$327,343
Mary K. Bush	$122,167	$ 208,144	$ —	$ 10,000	$340,311
H. Lawrence Culp, Jr.	$113,500	$ —	$ 92,438	$ 10,000	$215,938
Donald B. Hebb, Jr[6]	$37,833	$ —	$ —	$ 10,000	$47,833
Dr. Freeman A. Hrabowski, III	$121,500	$ 10,071	$ 92,438	$ 10,000	$234,009
Robert F. MacLellan	$131,500	$ 10,271	$ 92,438	$ 10,000	$244,209
Olympia J. Snowe	$129,500	$ 183,667	$ —	$ 10,000	$323,167
Dr. Alfred Sommer[6]	$42,833	$ 6,301	$ —	$ 10,000	$59,134
Dwight S. Taylor	$121,500	$ 238,614	$ —	$ 10,000	$370,114
Anne Marie Whittemore	$130,750	$ 201,176	$ —	$ 10,000	$341,926
Sandra S. Wijnberg[6]	$27,750	$ 290,972	$ —	$ 10,000	$328,722
Alan D. Wilson	$119,500	$ 193,312	$ —	$ 10,000	$322,812

1 Includes only those columns relating to compensation awarded to, earned by, or paid to non-employee directors for their services in 2016. All other columns have been omitted.

2 Represents the aggregate grant date fair value of equity awards granted to each non-employee director in 2016. The grant date fair value of stock awards was measured using the grant-date market price per share of Price Group's common stock. The grant-date fair value of stock options was computed using the Black-Scholes option-pricing model and the following weighted average assumptions:

Expected life in years	6.8
Expected volatility	20.0%
Dividend yield	2.5%
Risk-free interest rate	1.6%

3 The following table represents the equity awards granted to each of the non-employee directors named above in 2016 and their corresponding grant date fair value as determined by the methodologies discussed in footnote two above. The holders of stock units also receive dividend equivalents in the form of additional vested stock units on each of the Company's dividend payment dates. Fractional shares earned as dividend equivalents have been rounded to the nearest whole share.

Director	Grant Date	Number of Restricted Shares	Number of Restricted Units	Number of Securities Underlying Options	Exercise Price of Option Awards per Share	Grant Date Fair Value of Stock and Option Awards
Mark S. Bartlett	4/29/2016	1,300				$97,877
	11/1/2016	1,300				$82,966
Mary K. Bush	3/30/2016		91			$6,748
	4/29/2016	1,300				$97,877
	6/29/2016		95			$6,798
	9/29/2016		105			$6,849
	11/1/2016	1,300				$82,966
	12/29/2016		91			$6,906

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Director	Grant Date	Number of Restricted Shares	Number of Restricted Units	Number of Securities Underlying Options	Exercise Price of Option Awards per Share	Grant Date Fair Value of Stock and Option Awards
H. Lawrence Culp, Jr.	4/29/2016			4,350	$ 75.29	$50,721
	11/1/2016			4,350	$ 63.82	$41,717
Dr. Freeman A. Hrabowski, III	3/30/2016		34			$2,489
	4/29/2016			4,350	$ 75.29	$50,721
	6/29/2016		35			$2,508
	9/29/2016		39			$2,527
	11/1/2016			4,350	$ 63.82	$41,717
	12/29/2016		34			$2,547
Robert F. MacLellan	3/30/2016		34			$2,539
	4/29/2016			4,350	$ 75.29	$50,721
	6/29/2016		36			$2,557
	9/29/2016		39			$2,577
	11/1/2016			4,350	$ 63.82	$41,717
	12/29/2016		34			$2,598
Olympia J. Snowe	4/29/2016		1,300			$97,877
	6/29/2016		10			$702
	9/29/2016		11			$707
	11/1/2016		1,300			$82,966
	12/29/2016		18			$1,415
Dr. Alfred Sommer	3/30/2016		85			$6,301
Dwight S. Taylor	3/30/2016		184			$13,582
	4/29/2016		1,300			$97,877
	6/29/2016		202			$14,383
	9/29/2016		221			$14,492
	11/1/2016		1,300			$82,966
	12/29/2016		203			$15,314
Anne Marie Whittemore	3/30/2016		59			$4,328
	4/29/2016		1,300			$97,877
	6/29/2016		71			$5,061
	9/29/2016		78			$5,100
	11/1/2016		1,300			$82,966
	12/29/2016		77			$5,844
Sandra S. Wijnberg	10/26/2016		4,350			$288,623
	12/29/2016		31			$2,349
Alan D. Wilson	3/30/2016		32			$2,384
	4/29/2016		1,300			$97,877
	6/29/2016		44			$3,103
	9/29/2016		48			$3,127

11/1/2016	1,300	$82,966
12/29/2016	51	$3,855

[4] The following table represents the aggregate number of equity awards outstanding as of December 31, 2016.

Director	Unvested Stock Awards	Unvested Stock Units	Unexercised Option Awards	Total	Vested Stock Units
Mark S. Bartlett	2,600			2,600	
Mary K. Bush	2,600			2,600	12,880
H. Lawrence Culp, Jr.			8,700	8,700	
Dr. Freeman A. Hrabowski, III			26,008	26,008	4,751
Robert F. MacLellan			51,268	51,268	4,845
Olympia J. Snowe		2,600		2,600	39
Dwight S. Taylor		2,600		2,600	25,961
Anne Marie Whittemore		2,600	49,956	52,556	8,299
Sandra S. Wijnberg		4,350		4,350	31
Alan D. Wilson		2,600		2,600	4,589

[5] Personal gifts matched by our sponsored T. Rowe Price Foundation to qualified charitable organizations.

[6] Represents fees for a partial year as Mr. Hebb and Dr. Sommer retired from the Board at the 2016 annual meeting of stockholders and Ms. Wijnberg joined the Board in October 2016.

Report of the Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee has general oversight responsibility for the assessment and recruitment of new director candidates, the evaluation of director and Board performance, and the general oversight of governance matters for the Company. We also monitor regulatory and other developments in the governance area with a view towards both legal compliance and maintaining governance practices at the Company consistent with what we consider to be best practices.

Corporate Governance Developments in 2016

Election of New Directors

In light of director retirements over the last several years, we have been focused on identifying new directors with skills and backgrounds to replace capabilities lost and to add new capabilities, experience, and diversity to the Board. As a result, our Nominating and Corporate Governance Committee nominated, and our Board elected, one new independent director, Sandra S. Wijnberg, during 2016, which follows the addition of H. Lawrence Culp, Jr. and Alan D. Wilson in 2015. We believe these additions have added to the skills and capabilities of our Board. We have a Board of 13 directors, 10 of which are independent, with a diversity of skills, experience and tenure on our Board. Seven of our independent directors have been added within the last five years. We also continue to assess additional director candidates in anticipation of Board retirements in the future and to add to our director capabilities and experience.

Management Transition

This Committee oversees ongoing management succession planning. The Committee monitors the development and evaluation of senior leaders of the firm who are members of our Management Committee and are otherwise involved in the senior management of the Company and are provided exposure from time to time to members of the Board. In November 2016, the Company announced that Mr. Rogers will retire from the Company as chief investment officer effective March 31, 2017. In connection with Mr. Rogers' retirement, the firm has appointed the following six senior investment leaders as chief investment officers (CIO), to be effective at that time: Henry M. Ellenbogen will be CIO, U.S. Equity Growth; David R. Giroux will be CIO, U.S. Equity Multi-Discipline; John D. Linehan will be CIO, U.S. Equity Value; Robert W. Sharps will be Group CIO, with responsibility for coordinating the activities of the team; Justin Thomson will be CIO, International Equity; Mark J. Vaselkiv will be CIO, Fixed Income. The team will share CIO responsibilities, which include providing investment thought leadership, partnering with investment division leaders to develop investment talent and capabilities, and serving as mentors for the firm's investment professionals.

Non-Employee Director Compensation

In 2016, consistent with its practice of periodically reviewing independent director compensation, this committee decided to undertake a market review of the Board's independent director compensation program. In connection with this review, we retained Pearl Meyer & Partners, an independent compensation consultant, to assist us. The analysis conducted by our independent consultant included a review of board and committee retainers and meeting fees, equity awards and total direct compensation, which includes the value of all cash and equity awards. The independent compensation consultant conducted a competitive review of director pay levels and practices at peer companies as well as general industry trends concerning director compensation.

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We received a report from the independent consultant which indicated that the compensation approach for our independent directors is generally consistent with peer group practices except that our equity-based compensation for directors follows a fixed share guideline as opposed to a fixed value guideline. After consideration of the report we recommended, and the Board approved, a continuation of the existing fee structure for compensation of our non-employee directors for 2017, except for a change in our equity granting approach under which the annual Board of Directors equity grant will now be on a fixed value basis of $200,000 and the addition of a compensation retainer for our non-executive chair of the Board. See: “Compensation of Directors.”

Board Evaluations

In January 2017, we asked all Board members to reply to an anonymous evaluation questionnaire regarding the performance of the Board and its committees during 2016. Feedback from these questionnaires was supplemented by interviews of each independent director by our Lead Director. We discussed the results of the evaluations and interviews at our meeting on February 16, 2017, and provided a full report to the Board. We plan to continue to conduct evaluations and interviews each year and to periodically modify our procedures to ensure we receive candid feedback and are responsive to future developments and suggestions from our directors.

Board Leadership

The retirement by Mr. Rogers in 2017 provided to us an opportunity to assess our Board leadership and consider the best ways in which to transition that leadership in light of the elevation of Mr. Stromberg to the position of president and chief executive officer last year and the retirement of Mr. Rogers this year. Consistent with our Corporate Governance Guidelines, we considered all relevant circumstances and concluded it would be beneficial to the Company and its Board leadership for Mr. Rogers to remain available to the Company as the non-executive chair of the Board of Directors. This allows us to continue to benefit from the significant experience and leadership provided by Mr. Rogers. In his role as the non-executive chair, together with our president and chief executive officer, Mr. Stromberg, he will work closely with our lead director to provide leadership to our Board of Directors.

At the time of the decision for Mr. Rogers to continue as our non-executive chair we reviewed our Corporate Governance Guidelines with a view towards assessing the respective roles and responsibilities of the chair and the lead director. As a result of this review, the chair has the responsibility to do the following:

- lead the Board of Directors in collaboration with the lead director and preside at all meetings of the Board of Directors and stockholders;
- establish a schedule of and agenda for meetings of the Board in consultation with the lead director and after input from the president and chief executive officer;
- oversee the information provided to the Board at meetings and otherwise;
- chair any Executive Committee meetings of the Board;
- participate with the lead director in the recruitment of qualified directors;
- assist the Nominating and Corporate Governance Committee in the annual assessment of the performance of the Board and its members;
- be available for consultation with the president and chief executive officer and provide for appropriate management participation at Board meetings;
- respond on behalf of the Board to inquiries from stockholders in consultation with the lead director; and
- serve with the lead director as a public spokesman for the Board.

In addition to the duties described in the preceding sentence, the lead director has the responsibility to do the following:

- chair Board meetings at which the chairperson is not present;
- organize, schedule, chair, and develop topics for discussion at the executive sessions of the independent directors;
- act as a liaison between the independent directors and the chairperson, president and chief executive officer, and other management;

be available for consultation with management;
be available to the chief legal officer and respond as necessary to stockholder communications to the Board;
participate in senior officer succession planning;
lead the independent directors in the annual setting of goals for the president and chief executive officer and the annual performance review of the president and chief executive officer;
assist the chairperson in the identification and orientation of new independent directors;

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- participate in the appointment of committee chairs and members;
- be available as needed for consultation and communication with major shareholders; and
- serve as liaison and provide direction to any advisors and consultants retained by the independent directors.

Taking into account the enhanced roles and responsibilities of our lead director described above, we believe that the combination of a non-executive chairperson and a well-empowered lead director provides significant independent leadership of our Board of Directors. We also note that the Company has a strong independent Board, with more than three-quarters of the members independent under the NASDAQ Global Select Market standards. In addition, this Committee, the Audit Committee and the Compensation Committee are all comprised entirely of independent directors, and our chairperson and lead director, together with these Committees, have significant and meaningful responsibilities designed to foster critical oversight and good governance practices. We believe that our current structure is appropriate at this time and serves well the interests of the Company and its stockholders.

Director Orientation and Continuing Education and Development

When a new independent director joins the Board, we provide an orientation program for the purpose of providing the new director with an understanding of the operations and the financial condition of the Company as well as the Board's expectations for its directors. Each director is expected to maintain the necessary knowledge and information to perform his or her responsibilities as a director. To assist the directors in understanding the Company and its industry and maintaining the level of expertise required for the director, the Company will, from time to time and at least annually, offer Company-sponsored continuing education programs or presentations in addition to briefings during Board meetings relating to the competitive and industry environment and the Company's goals and strategies. The Board has joined the National Association of Corporate Directors, which provides resources that help directors strengthen board leadership. Each director is encouraged to participate at least once every three years in continuing education programs for public-company directors sponsored by nationally recognized educational organizations not affiliated with the Company. The cost of all such continuing education is paid for by the Company. A Company sponsored in-house continuing education program was presented for the benefit of our directors in December 2016 by a representative from the National Association of Corporate Directors and was a follow up to a similar session that occurred in 2014. This program focused on the current environment for directors, the role of board and management and approaches to creating and sustaining effective board leadership and engagement. All of our directors participated in the program.

Director Qualifications and the Nominations Process

We believe that the nominees presented in this proxy statement constitute a Board with an appropriate level and diversity of experience, education, skills, and independence. We routinely consider whether additional independent directors should be added to the Board and may add new members in the future. In considering the need for additional independent directors, we consider any expected Board departures and retirements and factor succession planning for the Board members into our deliberations, with particular reference to specific skills and capabilities of departing Board members. While we continue to look for additional directors with diverse and relevant backgrounds, we are very pleased with our current complement of directors and the varied perspectives we believe they bring to the Board. This committee supervises the nomination process for directors. We consider the performance, independence, diversity, and other characteristics of our incumbent directors, including their willingness to serve for an additional term, and any change in their employment or other circumstances in considering their re-nomination each year. In considering diversity, we consider diversity of background and experience as well as ethnic and other forms of diversity. We do not, however, have any formal policy regarding diversity in identifying nominees for a directorship, but rather, consider it among the various factors relevant to any particular nominee. In the event that a vacancy exists or we decide to increase the size of the Board, we identify, interview and examine, and make recommendations to the Board, regarding appropriate candidates.

We identify potential candidates principally through suggestions from the Company's directors and senior management. The president and chief executive officer and other Board members may also seek candidates through informal discussions with third parties. We also consider candidates recommended or suggested by stockholders as described below.

In evaluating potential candidates, we consider independence from management, background, experience, expertise, commitment, diversity, number of other public board and related committee seats held, and potential conflicts of interest, among other factors, as well as take into account the composition of the Board at the time of the assessment.

All candidates for nomination must:

demonstrate unimpeachable character and integrity;

have sufficient time to carry out their duties;

have experience at senior levels in areas of expertise helpful to the Company and consistent with the objective of having a diverse and well-rounded Board; and

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have the willingness and commitment to assume the responsibilities required of a director of the Company.
In addition, candidates expected to serve on the Audit Committee must meet independence and financial literacy qualifications imposed by the NASDAQ Global Select Market and by the SEC and other applicable law. Candidates expected to serve on this committee or the Compensation Committee must meet independence qualifications set out by the NASDAQ Global Select Market, and members of the Compensation Committee must also meet additional independence tests imposed by the NASDAQ Global Select Market. Our evaluations of Compensation Committee potential directors include, among other things, an assessment of a candidate's background and credentials, personal interviews, and discussions with appropriate references. Once we have selected a candidate, we present him or her to the full Board for election if a vacancy occurs or is created by an increase in the size of the Board during the course of the year, or for nomination if the director is to be first elected by stockholders. All directors serve for one-year terms and must stand for re-election annually.

Policy with Respect to the Consideration of Director Candidates Recommended or Nominated by Stockholders

Recommendations

A stockholder who wishes to recommend a candidate for the Board should send a letter to the chairperson of this committee at the Company's principal executive offices providing (i) information relevant to the candidate's satisfaction of the criteria described above under “Director Qualifications and the Nominations Process” and (ii) information that would be required for a director nomination under Section 1.11 of the Company's Amended and Restated By-Laws. The committee will consider and evaluate candidates recommended by stockholders in the same manner it considers candidates from other sources. Acceptance of a recommendation does not imply that the committee will ultimately nominate the recommended candidate.

Proxy Access and Nominations

In late 2015, we adopted a proxy access right to permit a stockholder, or a group of up to 20 stockholders owning 3% or more of the Company’s outstanding common stock continuously for at least three years, to nominate and include in the Company’s proxy materials directors constituting up to two individuals or 20% of the Board (whichever is greater), provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the amended By-Laws. Section 1.13 of Price Group's Amended and Restated By-Laws sets out the procedures a stockholder must follow to use proxy access. Section 1.11 of Price Group's Amended and Restated By-Laws sets out the procedures a stockholder must follow in order to nominate a candidate for Board membership outside of the proxy access process. For these requirements, please refer to the Amended and Restated By-Laws as of December 10, 2015, filed with the SEC on December 10, 2015, as Exhibit 3(ii) to a Current Report on Form 8-K.

Olympia J. Snowe, Chair
Mary K. Bush
H. Lawrence Culp, Jr.
Anne Marie Whittemore
Alan D. Wilson

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Security Ownership of Certain Beneficial Owners and Management

Stock Ownership of 5% Beneficial Owners

To our knowledge, these are the following beneficial owners of more than 5% of our outstanding common stock as of February 24, 2017.

Name and Address	Amount and Nature of Beneficial Ownership	Percent of Class
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	15,990,019 shares[1]	6.61%
State Street Corporation State Street Financial Center One Lincoln Street Boston, MA 02111	14,735,542 shares[2]	6.09%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	17,532,622 shares[3]	7.25%

1 Based solely on information contained in a Schedule 13G/A filed with the SEC on January 26, 2017, by BlackRock, Inc. Of the 15,990,019 shares beneficially owned, BlackRock, Inc. has sole power to vote or direct the vote of 13,722,542 shares and sole power to dispose or to direct the disposition of 15,990,019 shares.

2 Based solely on information contained in a Schedule 13G filed with the SEC on February 6, 2017, by State Street Corporation. State Street Corporation has shared power to vote or direct the vote and shared power to dispose or direct the disposition of 14,735,542 shares.

3 Based solely on information contained in a Schedule 13G/A filed with the SEC on February 9, 2017, by The Vanguard Group. Of the 17,532,622 shares beneficially owned, The Vanguard Group has sole power to vote or direct the vote of 383,708 shares, sole power to dispose or to direct the disposition of 17,110,156 shares, shared power to vote or direct the vote of 43,239 shares, and shared power to dispose or to direct the disposition of 422,466 shares.

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Stock Ownership of Management

The following table sets forth information regarding the beneficial ownership of our common stock as of the record date, February 24, 2017, by (i) each director and each nominee for director, (ii) each person named in the Summary Compensation Table, and (iii) all directors and executive officers as a group. Share amounts and percentages shown for each individual or group in the table assume the exercise of all stock options exercisable by such individual or group within 60 days of the record date and the settlement of restricted stock units that are vested or will vest within 60 days of the record date. Except as otherwise noted, all shares are owned individually with sole voting and dispositive power.

Name of Beneficial Owner	Amount of Beneficial Ownership		Percent of Class[1]
Christopher D. Alderson	639,097	[2]	*
Mark S. Bartlett	16,400	[3]	*
Edward C. Bernard	1,966,235	[4]	*
Mary K. Bush	15,480	[5]	*
H. Lawrence Culp, Jr.	17,121	[6]	*
Dr. Freeman A. Hrabowski, III	67,907	[7]	*
Robert F. MacLellan	56,113	[8]	*
Kenneth V. Moreland	249,665	[9]	*
Brian C. Rogers	3,094,586	[10]	1.3%
Olympia J. Snowe	11,939	[11]	*
William J. Stromberg	1,271,032	[12]	*
Dwight S. Taylor	29,761	[13]	*
Eric L. Veiel	231,412	[14]	*
Anne Marie Whittemore	63,414	[15]	*
Sandra S. Wijnberg	31	[16]	*
Alan D. Wilson	7,189	[17]	*
Directors and All Executive Officers as a Group (20 persons)	8,753,810	[18]	3.6%

1 Beneficial ownership of less than one percent is represented by an asterisk (*).

2 Includes 298,898 shares that may be acquired by Mr. Alderson within 60 days upon the exercise of stock options and 262,000 shares held by a member of Mr. Alderson's family.

3 Includes 2,600 unvested restricted stock awards.

4 Includes (i) 133,196 shares that may be acquired by Mr. Bernard within 60 days upon the exercise of stock options, (ii) 279,463 shares held in a family trust, (iii) 60,500 shares held by a member of Mr. Bernard's family, and (iv) 858,842 shares held by trusts for which Mr. Bernard is a trustee and disclaims beneficial ownership. Neither he nor any member of his family has any economic interest in the trusts described in (iv).

5 Includes 2,600 unvested restricted stock awards and 12,880 vested stock units that will be settled in shares of the Company's common stock upon Ms. Bush's separation from the Board.

6

Includes (i) 8,700 shares that may be acquired by Mr. Culp within 60 days upon the exercise of stock options, (ii) 1,123 shares held in a family trust and foundation, (iii) 884 shares held by a family member's trust, and (iv) 2,064 shares held by a limited liability company in which Mr. Culp has an interest and disclaims beneficial ownership.

7 Includes (i) 26,008 shares that may be acquired by Dr. Hrabowski within 60 days upon the exercise of stock options, (ii) 4,751 vested stock units that will be settled in shares of the Company's common stock upon Dr. Hrabowski's separation from the Board, and (iii) 37,148 shares held by a member of Dr. Hrabowski's family.

8 Includes 51,268 shares that may be acquired by Mr. MacLellan within 60 days upon the exercise of stock options and 4,845 vested stock units that will be settled in shares of the Company's common stock upon Mr. MacLellan's separation from the Board.

9 Includes 153,897 shares that may be acquired by Mr. Moreland within 60 days upon the exercise of stock options.

10 Includes (i) 541,479 shares that may be acquired by Mr. Rogers within 60 days upon the exercise of stock options, (ii) 200,000 shares held by a member of Mr. Rogers' family, and (iii) 150,000 shares held in a family trust in which Mr. Rogers disclaims beneficial ownership.

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11 Includes 2,639 stock units that are vested, or will vest within 60 days, and will be settled in shares of the Company's common stock upon Ms. Snowe's separation from the Board.

12 Includes (i) 312,372 shares that may be acquired by Mr. Stromberg within 60 days upon the exercise of stock options, (ii) 400,000 shares held by a limited liability company in which Mr. Stromberg has an interest, and (iii) 96,000 shares held in a family trust for which Mr. Stromberg disclaims beneficial ownership.

13 Includes 28,561 stock units that are vested, or will vest within 60 days, and will be settled in shares of the Company's common stock upon Mr. Taylor's separation from the Board.

14 Includes 187,761 shares that may be acquired by Mr. Veiel within 60 days upon the exercise of stock options and 9,120 unvested restricted stock awards.

15 Includes 41,630 shares that may be acquired by Ms. Whittemore within 60 days upon the exercise of stock options and 10,899 stock units that are vested, or will vest within 60 days, and will be settled in shares of the Company's common stock upon Ms. Whittemore's separation from the Board.

16 Includes 31 vested stock units that will be settled in shares of the Company's common stock upon Ms. Wijnberg's separation from the Board.

17 Includes 7,189 stock units that are vested, or will vest within 60 days, and will be settled in shares of the Company's common stock upon Mr. Wilson's separation from the Board.

18 Includes (i) 2,138,277 shares that may be acquired by all directors and executive officers as a group within 60 days upon the exercise of stock options, (ii) 63,346 unvested restricted stock awards held by certain directors and executive officers, (iii) 71,796 stock units held by eight of the non-employee directors that are vested and will be settled in shares of the Company's common stock upon their separation from the Board, and (iv) 2,512,305 shares held by family members, held in family trusts or limited liability companies of certain executive officers and held by trusts in which certain executive officers are trustees.

Section 16(a) Beneficial Ownership Reporting Compliance

We believe that in 2016 our directors and officers timely complied with the requirements of Section 16(a) of the Securities Exchange Act to report ownership, and transactions which change ownership, of our common stock.

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Discussion and Analysis (CD&A) provides an overview and analysis of our executive compensation philosophy and addresses the principal elements used to compensate our executive officers. In this section, we address the 2016 compensation determinations and the rationale for those determinations for our named executive officers (NEOs), who are listed in the Summary Compensation Table on page 42. This CD&A should be read together with the compensation tables that follow this section.

Executive Summary

Our compensation programs recognize and reward performance, with a focus on rewarding the intermediate and long-term achievements of our NEOs, as measured by a number of factors, including (i) the financial performance and financial stability of Price Group, (ii) the relative investment performance of our mutual funds and other investment portfolios, and (iii) the performance of our NEOs against the corporate and individual goals and objectives established at the beginning of the year. Our compensation programs are also designed to reward for other important contributions to our success, including corporate integrity, service quality, customer loyalty, risk management, corporate reputation, and the quality of our team of professionals and collaboration within that team.

The majority of the compensation earned by our NEOs over the last three years is performance-based and includes a material equity component, thereby ensuring that the compensation earned by our NEOs is dependent on the Company's annual and longer-term performance as well as our stock price. To further our compensation philosophy, in 2016, we moved away from stock options for our NEOs to granting all equity incentive value in the form of performance-based restricted stock units. This structure of compensation aligns the award decisions made for each NEO with the long-term interests of our stockholders. The compensation elements earned by our president and chief executive officer and other NEOs this year, as illustrated below, reflects this compensation philosophy. Fixed pay, in the form of base salary comprises a much smaller portion of overall compensation, and performance-based remuneration, in the form of annual cash incentives and long-term equity awards, represents the most significant portion.

2016 PERFORMANCE HIGHLIGHTS

Each year, we identify both long-term and short-term goals and objectives that are designed to promote a team-oriented structure that operates in the best interests of our clients, associates, and stockholders. Our 2016 goals and objectives can be summarized into four themes: perform for our clients, invest in our people, enhance our global capabilities and infrastructure, and deliver and grow operating results and maintain financial strength. Our performance against our 2016 goals and objectives is as follows:

Perform for our Clients

Investment performance relative to our peers has been strong over the longer term. The percentage of our Price Funds across their share classes that outperformed their comparable Lipper averages on a total return basis and percentage in top Lipper quartile for the one-, three-, five-, and 10-years ended December 31, 2016 were:

	1 year	3 years	5 years	10 years
US Equity	51%	93%	100%	94%
International Equity	76%	81%	77%	90%
Fixed Income	46%	63%	46%	68%
Asset Allocation	49%	97%	95%	94%
All Price Funds (across their share classes)	53%	84%	80%	86%
Price Funds in Top Lipper Quartile	26%	39%	54%	55%

Nearly 86% of our rated Price Funds’ assets under management ended the year with an overall rating of four or five stars from Morningstar.

The performance of our funds and institutional strategies against benchmarks weakened in 2016 in a challenging year for active investment management, but remains very competitive over longer periods.

We continued to expand our investment offerings and capabilities in 2016 for individual and institutional investors with new equity and fixed income strategies, and the launch of new investment vehicles to support evolving client demand. We introduced four new equity funds, including three that use a quantitative management style and the Global Consumer Fund. We also added a new fixed income fund, the Total Return fund, and one new money market fund in 2016. We added an I-Class share to additional existing Price Funds and launched our suite of open ended investment company funds for distribution through UK intermediaries.

Our client service ratings all across our distribution channels remain high and generally above industry benchmarks.

We resolved the Dell appraisal rights matter in 2016. We paid certain of our clients $166.2 million to compensate them for the denial of their appraisal rights in connection with the 2013 leveraged buyout of Dell. We made claims with our insurance carriers, and on December 30, 2016, entered into an agreement to recover $100 million for coverage of this claim. As of Remaining insurance claims filed with respect to this matter that could result in an additional recovery of up to $50 million were pending as of December 31, 2016.

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Invest in our People

We continued to strengthen and build more depth in our teams by hiring highly qualified professionals around the globe. We increased the number of investment professionals by 2.4% in 2016 and added to our sales, client service, and marketing teams across the globe. Our total headcount at December 31, 2016, increased 5.5% from the end of 2015 to 6,329 associates.

We completed the transition of William J. Stromberg to his current role as president and chief executive officer, broadened the management committee with several new appointments, and transitioned new leaders in our asset allocation, human resources and technology business units.

We planned and announced Brian C. Rogers' retirement as Chief Investment Officer (CIO) and his continuation on our Board of Directors as the non-executive chair. We named the following six senior investment leaders as CIOs to represent the firm's broad investment platform: Henry M. Ellenbogen will be CIO, U.S. Equity Growth; David R. Giroux will be CIO, U.S. Equity Multi-Discipline; John D. Linehan will be CIO, U.S. Equity Value; Robert W. Sharps will be Group CIO, with responsibility for coordinating the activities of the team; Justin Thomson will be CIO, International Equity; and Mark J. Vaselkiv will be CIO, Fixed Income.

We are nearing completion of the integration of our operations functions into the distribution teams which they support to enhance end-to-end accountability.

Enhance our Global Capabilities and Infrastructure

We developed and began executing on strategic initiatives that are designed to strengthen our long-term competitive position and can be categorized into three broad areas: introducing new investment strategies and vehicles, enhancing client engagement capabilities in each of our distribution channels, and strengthening our technology platform to improve client experiences and achieve long-term cost efficiencies.

We continue the build out of our sales and client service teams across channels and geographies. Despite the difficult sales environment for active investment managers, initial results showed good early progress.

We continued the transition of certain fund accounting and portfolio recordkeeping systems to BNY Mellon while maintaining above-target quality rates over the first-year of the relationship.

We continued to deepen and broaden our enterprise risk management infrastructure and governance in the face of increasing regulation and business complexity.

Most of these initiatives required up-front investments and expense which impacted our net financial performance.

Deliver and Grow Operating Results and Maintain Financial Strength

In 2016, headwinds from the industry trend towards passive investing and the impact from our own closed strategies due to investment capacity constraints, continued to limit our organic growth as we experienced net cash outflows of \$2.8 billion. Market appreciation and income, net of distributions not reinvested, added \$50.5 billion to our assets under management, which ended 2016 at \$810.8 billion. Average assets under management increased 1.3%, as most of the equity market gains occurred late in the year. Accordingly, our 2016 net revenue increased just .5% over 2015. Our operating margin decreased as we continued to invest in strategic initiatives despite relatively flat net revenues. Our operating expenses also include a nonrecurring charge, net of insurance recovery, of \$66.2 million associated with the resolution of the Dell appraisal rights matter. We returned a significant amount of cash to stockholders in the form of recurring dividends and share repurchases.

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Our operating results have increased significantly over the last five years. Results for 2016 in comparison to the prior two years, and in comparison to 2011, are as follows:

	Assets Under Management (in billions)	Net Revenue (in billions)	Net Operating Income (in billions)	Operating Margin	Net Income Attributable to TRPG (in billions)	Diluted Earnings per Share	Cash Returned to Stockholders (in billions)
2016	$810.8	$4.2	$1.7	41%	$1.2	$4.75	$1.2
2015	$763.1	$4.2	$1.9	45%	$1.2	$4.63	$2.0
2014	$746.8	$4.0	$1.9	47%	$1.2	$4.55	$.9
2011	$489.5	$2.7	$1.2	45%	$.8	$2.92	$.8

Our retirement date portfolios continue to grow, and now represent 23.3% of our total assets under management.
Our overall financial condition remains very strong, as we finished the year with $5.0 billion of stockholders' equity, $1.9 billion of cash and discretionary sponsored portfolio fund holdings, and no debt. We also maintained redeemable seed capital investments in sponsored investment portfolios of $1.3 billion at December 31, 2016.
We increased our annual recurring dividend for the 30th consecutive year, by 3.8%. The average increase in our annual recurring dividend has been 14.1% over the last 10 years. We expended $676.9 million to repurchase 10 million shares, or 4% of our outstanding common stock, in 2016. Dividends and stock repurchases will vary from year to year depending upon our financial performance and liquidity, market conditions and other relevant factors.

EXECUTIVE COMPENSATION PRACTICES

At the 2016 annual meeting, our stockholders had the opportunity to cast a non-binding advisory vote on the compensation of the NEOs. Nearly 95% of the shares voted at the meeting approved the compensation paid to our NEOs. The Compensation Committee welcomed this feedback and considers it supportive of our approach to base a significant portion of the compensation received by our executive officers, including our NEOs, on the long-term performance of the company. The Compensation Committee continues to implement and maintain practices in our compensation programs and related areas that reflect responsible corporate governance and compensation practices. These practices include the following:

Practices We Use	Practices We Don't Allow
ü We have all independent directors serve on the Compensation Committee, promoting full engagement by the Board of Directors on executive compensation matters.	û We do not allow executives or independent directors to short sell the Company stock or hedge to offset a possible decrease in the market value of Company stock held by them.
ü We maintain significant stock ownership and retention requirements for our independent directors, NEOs, and other	û We do not have severance agreements or change-in-control agreements with any of our

	members of senior management. Our NEOs maintain stock ownership levels well in excess of requirements.		executive officers.
ü	We place primary emphasis on variable compensation, including long-term equity incentive compensation.	û	We generally do not provide tax gross-ups, other than in the case of certain relocation benefits, consistent with our relocation policy.
ü	We award restricted stock units that are subject to a performance-based vesting threshold with a twelve-month performance period.	û	We only use employment contracts for executive officers outside the United States where basic employment terms customarily are confirmed in writing.

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	Practices We Use		Practices We Don't Allow
ü	We have double-trigger vesting acceleration of awards granted under our 2012 Long-Term Incentive Plan (2012 Incentive Plan) in the event we are acquired or taken over by another company. See page 40 for additional detail on our post-employment payments.	û	We do not pay dividends on unearned performance-based restricted stock units.
ü	We engage an independent compensation consultant who only provides services to the Compensation Committee and has no other ties to the Company or its management.	û	We prohibit, through our equity incentive plans, the repricing or exchange of equity awards without stockholder approval.
ü	We have in place a comprehensive risk management program designed to identify, evaluate, and control risks, and our compensation and stock ownership programs work within this risk management system.	û	We do not have any supplemental retirement benefits and do not provide significant perquisites and other personal benefits to our executives officers.
ü	We have in place for executive officers a recoupment policy for incentive compensation in the event of a material restatement of our financial results within three years of the original reporting.		

Executive Compensation Philosophy and Objectives

Our NEO compensation programs are designed to satisfy two core objectives:

- attracting and retaining talented and highly skilled management professionals with deep experience in investments business leadership, and client service; and
- maintaining a close commonality of interests between our management professionals and our stockholders by fostering a prudent approach to corporate performance and the control of risk in the enterprise, and linking their total compensation to our long-term success.

We strive to maintain outstanding performance within the investment management and financial services industries. Success in these sectors requires the leadership of experienced managers with extensive and specialized training and expertise. There is significant competition for available talent. This environment places an emphasis on retaining our current executive leadership, as well as our investment professionals and other key employees, in order to maintain our strong investment and client service performance and further develop our next generation of leaders from within the Company's ranks. We believe a focus on developing our executive leadership from within enhances our long-term stability and performance and is a significant benefit to our stockholders. Each of our NEOs is a key resource, and over many years with us they have developed as a cohesive, complementary, and effective management team. It is imperative that our NEO compensation program remains responsive to the current environment and is competitive in comparison to peer companies and other available investment-oriented opportunities.

We believe that NEO compensation should be straight-forward, goal-oriented, longer-term focused, transparent, and consistent with the interests of our stockholders. In addition, NEO compensation should be linked directly to our overall corporate performance and positioning, as well as our success in achieving our long-term strategic goals.

KEY ELEMENTS OF 2016 NEO COMPENSATION

Our compensation program consists primarily of three elements: base salary, annual cash incentive compensation, and long-term equity incentive awards. By design, a significant portion of NEO compensation is performance-based, which ties their pay to the performance of the Company and to their individual performance. There is no pre-established formula for the allocation between cash and non-cash compensation and between short-term and long-term compensation. Instead, each year the Compensation Committee determines, in its discretion, the appropriate level and mix of short-term and long-term incentive compensation for our NEOs to reward shorter-term performance and to encourage sustained commitment to our long-term strategic goals. The key features and purpose of the primary compensation elements are detailed in the table below.

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Element	Key Features	Purpose
Salary	Fixed annual cash amount. Salary paid to our most senior personnel in the U.S. has been capped at $350,000 since 2005. Mr. Alderson's salary has been capped at £225,000 since 2001. His salary increased to £240,000 on January 1, 2017.	Intended to represent a smaller component of total compensation, so that the substantial majority of NEO compensation is dependent on performance-based annual incentives as well as equity long-term incentives.
Annual Incentive Cash Pool (AICP)	Administered solely by the Compensation Committee. The AICP is part of the Company's overall bonus pool, in which nearly all employees participate. The AICP sets an aggregate maximum bonus pool available to the NEOs and other executive officers that is based entirely on the financial performance of the Company in the current fiscal year. The Committee annually determines the maximum percentage of the total bonus pool set by the AICP that can be awarded to each NEO. Actual bonus amounts awarded to each NEO are based on our financial performance, performance relative to annual goals and objectives, and the responsibilities, individual performance, and contributions of each NEO. Actual amounts awarded to each NEO by the Compensation Committee are typically significantly less than the maximum amount determined under the plan.	Designed to provide structure for incentive compensation and, coupled with the use of discretion by the Compensation Committee, aligns cash compensation of the NEOs and other senior management to the annual performance of the Company. Motivates our NEOs and other senior management to achieve goals and objectives that are consistent with an overall strategy to manage the Company toward attainment of certain long-term objectives. Provides competitive compensation to attract and retain diverse high-quality talent.
Long-term Equity Incentives	Represents a material portion of the NEO's total compensation. The value of the grant awarded to each NEO is based on the relative levels of corporate management and	Creates strong alignment of the financial interests of our NEOs directly to long-term performance of our Company, as measured by our relative profitability and stock price.

functional responsibility, individual performance relative to goals and objectives, and future long-term contributions.	Provides a significant incentive to our NEOs and other senior management to protect and enhance stockholder value.
In 2016, long-term equity incentive values were granted to NEOs in the form of performance-based restricted stock unit awards.	Motivates our NEOs and other senior management to focus on long-term performance and profitability.
All grants were awarded at regularly scheduled meetings of the Committee.	Performance-based restricted stock units enhance the link between compensation and performance.
The number of performance-based restricted stock units an NEO can earn can range from 0-100% of the total units granted and is based on an operating margin performance metric that is measured over a twelve-month performance period.	Provides competitive compensation to attract and retain diverse high quality talent.
The total earned units vest ratably at a rate of 20% per year starting in December of the year following the year of grant.	

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Annual Incentive Compensation Pool

The Annual Incentive Compensation Pool is determined by annual performance of the Company and permits bonuses paid to our NEOs to qualify for a federal income tax deduction under Section 162(m) of the Internal Revenue Code. The maximum bonus pool under the Annual Incentive Compensation Pool is an amount equal to 6% of the first $50 million of “adjusted earnings,” plus 8% of the amount by which “adjusted earnings” exceed $50 million. Adjusted earnings is defined as income before taxes as reflected in our audited consolidated statements of income, adjusted to exclude certain extraordinary, unusual, or nonrecurring items, any charge relating to goodwill, and the effect of changes in accounting policy.

The amounts awarded under the Annual Incentive Compensation Pool are considered to be part of the overall annual bonus program in which nearly all of the employees of the Company are eligible to participate. The size of the Company's total annual bonus pool is determined by the Compensation Committee and Management Compensation Committee and is based on the Company's financial, reputational, and operational success over time, with a focus on valuing performance that serves the needs of our clients and the best long-term interests of our stockholders. Multiple years are considered to determine relevant performance and the size of the bonus pool, which helps keep our employees focused on long-term performance for our clients and stockholders and reduces in some respects the year-to-year volatility of the aggregate pool. In addition, we also consider the Company's investment performance and service quality for clients, progress toward stated objectives relating to the Company's long-term strategies, and the need to remain competitive to retain our key personnel.

Compensation Committee's Use of Discretion

In the past, the Compensation Committee has exercised negative discretion to pay significantly less than the maximum amount available to the NEOs under the Annual Incentive Compensation Pool. The Compensation Committee believes that discretion is a critical feature of the Company’s executive compensation program. While the Compensation Committee uses financial and other metrics to set the maximum amount of the bonus pool and as a factor in the evaluation of the performance of our senior executives, our business is dynamic and requires us to respond rapidly to changes in market conditions and other factors outside our control that impact our financial performance. The Compensation Committee believes that a rigid, formulaic program based strictly on metrics could have unintended consequences such as encouraging executives to place undue focus on achieving specific metrics at the expense of others. In addition, formulaic compensation would not permit adjustments based on factors beyond the control of our executives as well as relative performance in relation to market conditions and less quantifiable factors such as recognition of key individual achievements. Discretion also allows the Compensation Committee to fully consider the overall performance of our executives, and it allows the Compensation Committee to maintain alignment between the bonus amounts paid to the NEOs and the bonus amounts paid to other senior personnel of the Company.

Long-Term Equity Incentives

We believe that our long-term equity compensation program is a significant factor in maintaining a strong correlation between the compensation of our top managers and professionals, including our NEOs, and the long-term interests of our clients and stockholders.

Our approach to long-term equity compensation and the use of time-based and performance-based stock awards (e.g., stock options, restricted stock or restricted stock units) has varied over the years and is adjusted to respond to market conditions and current compensation practices and objectives. Over the last few years prior to 2016, our program provided each participant, including our NEOs, with awards that were roughly evenly weighted in fair value between stock options and restricted stock units, or performance-based restricted stock units for our NEOs. For our 2016 equity compensation program, we moved away from stock options to granting equity incentive value in the form of restricted stock units, and in the case of our NEO's, performance-based restricted stock units. The use of performance-based stock awards has become more prevalent in recent years among many of our competitors as they offer a more stable long-term incentive for the recipient. We may alter our usage and mix of specific equity award types in the future as long-term business needs or market prevalence changes.

We have for a number of years made our equity grants in two tranches consisting generally of equal or nearly equal grants in February and September. For 2017, we plan to change this to an annual grant cycle in December to more closely align our equity incentive grants to the timing of our annual bonus and other compensation decisions.

Over time, equity compensation is intended to represent a material portion of the NEO's total compensation. As mentioned, the equity award value is meant to be a long-term reflection of the value added by the individual as well as their potential for future contributions to the Company. The total equity award value granted may not significantly increase for a NEO from year to year based on an evaluation of the individual's performance and an assessment of a NEO's relevant compensation positioning versus market peers in similar roles. Further, the ultimate value realized by the NEO fluctuates with the Company's market price, thus aligning NEO pay with stockholder interests.

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RISK MANAGEMENT AND THE ALIGNMENT OF MANAGEMENT WITH OUR STOCKHOLDERS

In determining the structure of our executive compensation program and the appropriate levels of incentive opportunities, the Compensation Committee considers whether the program rewards reasonable risk-taking and whether the incentive opportunities achieve the proper balance between the need to reward employees and the need to manage risk and protect stockholder returns. While the design of our executive compensation program is primarily performance-based, we believe that it does not encourage excessive risk-taking. Ongoing and active discussions with management regarding progress on short- and long-term goals enables informed decisions while avoiding the risks that can be associated with managing short-term results to achieve pre-determined formulaic outcomes.

Our executive compensation program is designed to provide officers with appropriate incentives to create long-term value for stockholders while taking thoughtful and prudent risks to grow the value of the Company over time. We believe that our equity program as well as our stock ownership guidelines and the very significant stock ownership of our senior NEOs create important linkages between the financial interests of our executives and the long-term performance of the Company and mitigate any incentive to disregard risks in return for potential short-term gains. In addition, the Company has in place a robust risk management program designed to identify, evaluate, and control risks. Through this program, we take a company-wide view of risks and have a network of systems and oversight to ensure that risks are not viewed in isolation and are appropriately controlled and reported, including a system of reporting to the chief executive officer, the Audit Committee, and the full Board of Directors. We believe that our compensation and stock ownership programs work within this risk management system.

Process for Determining Executive Compensation

The Compensation Committee has established a comprehensive process for: reviewing our executive compensation program design to ensure that our program is aligned to our philosophy and objectives, establishing goals and objectives to assess performance against, and ultimately setting compensation for the NEOs and other senior executives. The table below summarizes the actions taken by the Compensation Committee throughout the 2016 year. Our equity incentive grant activity will move to the fourth quarter in 2017.

First Quarter	Second Quarter
Discuss the Company's strategic imperatives and related goals and objectives for the year.	Review our compensation governance practices.
Designate participants in AICP and set each NEO's maximum payout percentage.	Assess progress against the Company's strategic imperatives and related goals and objectives for the year.
Approve the first half of the semi-annual equity grants, including performance-based restricted stock units.	Review the Company's current year-to-date performance, including financial, investment, and client service performance.
Define the performance metric and performance period for restricted stock units granted to our executive officers as part of the annual equity incentive program.	Consider with members of the Management Compensation Committee the potential funding size of the overall annual bonus pool.
Certify prior year financial results for payout of the AICP and determine whether performance thresholds on prior year	

restricted stock units have been met.

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Third Quarter

Review with management and our independent compensation consultant the external trends in both the investment management industry and more broadly, regulatory and other developments affecting executive compensation.

Assess progress against the Company's strategic imperatives and related goals and objectives for the year.

Review the Company's current year-to-date performance, including financial, investment, and client service performance.

Consider with members of the Management Compensation Committee the potential funding size of the overall annual bonus pool.

Approve the second half of the semi-annual equity grants, including performance-based restricted stock units.

Consider stockholder and proxy advisor feedback in connection with our say-on-pay vote results.

Fourth Quarter

Review peer group compensation data provided by the Management Compensation Committee and survey data provided by McLagan Partners.

Evaluate the Company's performance against its goals and objectives.

Evaluate executive officer performance against goals and objectives of their respective roles, with input from the president and chief executive officer for certain other executive officers.

Approve the size of the Company's overall annual bonus pool and determine the annual incentive cash pool payout to each NEO and other AICP participants.

Consider with the members of the Management Compensation Committee the size and parameters of the following year's equity incentive program.

ROLE OF INDEPENDENT COMPENSATION CONSULTANT

Frederic W. Cook & Co., Inc. (FW Cook) serves as the Compensation Committee's independent compensation consultant. The Committee benefits from FW Cook's broad experience in advising compensation committees, its in-depth understanding of investor perspectives on compensation, its long experience in working with the Compensation Committee, and its detailed familiarity with our compensation programs and policies and those in the financial services industry. The Compensation Committee periodically reviews its relationship with FW Cook and continued appointment as the Committee's independent consultant.

FW Cook provides the Compensation Committee with information about the competitive market for senior management in the investment management and financial services industries and compensation trends across industries generally. A representative from FW Cook attended and made a presentation to the Compensation Committee on these matters at a meeting in September 2016. FW Cook also provides guidance and assistance to the Compensation Committee as it makes its compensation decisions, either directly to the full Compensation Committee or through conversations with the Committee's chairman. FW Cook has not provided any services to the Company other than those it provides to the Compensation Committee in its role as independent consultant. The Compensation Committee has assessed the independence of FW Cook pursuant to SEC rules and concluded that the work performed by FW Cook does not raise any conflicts of interest.

Many of our key competitors are not publicly traded or are subsidiaries of larger companies. These competitors generally do not make public the compensation data of their top executive officers. The Compensation Committee receives input from the chief executive officer and other senior executive officers of the Company regarding competitive compensation data, including access to information provided by McLagan Partners to assist senior management in formulating compensation programs and levels for our senior officers who are not NEOs. McLagan Partners has an extensive database on compensation for most investment management companies, including private companies for which information is not otherwise generally available. McLagan summarizes data by role across multiple companies without specifically identifying information for a particular company. The Compensation Committee uses the summary information from McLagan for a reasonable estimation of compensation levels in the industry for persons with specific roles relevant to our business (e.g., portfolio manager, analyst, client service manager, etc.). Relevant portions of this information are shared by executive management with the Compensation Committee. McLagan Partners is retained by the Management Compensation Committee, not by the Compensation Committee, and does not act as a compensation consultant to the Compensation Committee.

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COMPETITIVE POSITIONING

The Compensation Committee periodically reviews competitive data regarding compensation at peer companies in the investment management industry. We do not benchmark compensation levels to fall within specific ranges compared to selected peer groups in the asset management and financial services industry. Instead, we use the information developed by management using proxy data for peer group companies and survey data provided by McLagan Partners about the competitive market for senior management to gain a general understanding of current compensation practices and to assist in the development of compensation programs and setting compensation levels for our senior executives. In this regard, the Compensation Committee reviewed compensation data for a competitive group comprised of the nine asset management companies listed below:

Affiliated Managers Group, Inc.	Eaton Vance Corp.	Invesco Ltd.
AllianceBernstein L.P.	Federated Investors, Inc.	Janus Capital Group, Inc.
BlackRock, Inc.	Franklin Resources, Inc.	Legg Mason, Inc.

The companies making up the peer group listed above were selected because they are public company traditional asset managers with significant assets under management. The Compensation Committee continuously reviews the composition of this peer group to analyze our executive compensation program and determine whether any changes should be made. In addition to specific information on these companies, the Compensation Committee reviewed aggregated summary compensation data based on information from surveys that include some of the peer companies listed above as well as other public and non-public companies with which we compete for executive talent, including the Capital Group Companies Inc., Fidelity Investments, Goldman Sachs Group Inc., JPMorgan Chase, MFS Investment Management, Oppenheimer & Co. Inc., Pacific Investment Management Company LLC., Putnam Investments, The Vanguard Group Inc., Wellington Management Company LLP, and Western Asset Management Co.

In light of our overall performance in 2016, the Compensation Committee believes that the compensation paid to our president and chief executive officer and other NEOs is reasonable in relation to the compensation paid by our peer companies both on an absolute basis and in comparison to relevant financial performance metrics.

2016 Compensation Decisions

Given our shared and collaborative leadership structure, the Compensation Committee considered when setting the compensation in 2016 the collective contribution of the NEOs to the Company's strategic imperatives as highlighted in the executive summary to this CD&A as well as their contributions to the related annual goals and objectives described below. The Compensation Committee considered each NEO's individual contributions to the achievement of these and longer-term goals and objectives of the Company and the NEO's individual performance related to their functional responsibilities. The Compensation Committee also looked to maintain reasonable alignment between the compensation of the NEOs and other senior personnel in order to retain talent and maintain an internally consistent compensation environment.

BASE SALARY

Each of our NEOs based in the U.S. was paid a base salary of $350,000 for 2016. This level of base salary is consistent with the base salary paid to our most senior personnel and has not changed since 2005. Mr. Alderson is based in the U.K. and was paid a base salary of £225,000 in 2016.

INCENTIVE COMPENSATION

At the beginning of each year, the Compensation Committee identifies goals and objectives for the NEOs and other senior management for the upcoming year. Performance relative to these goals guides our cash and equity incentive programs. Some of the objectives are relatively consistent from year-to-year, while others will vary depending upon the initiatives that will be undertaken in that year. Accordingly, some of the goals are longer term in nature and others are specifically focused on annual or other short-term objectives. All are designed to promote a team-oriented structure that operates in the best interests of clients, associates, and stockholders. Taking into account the unique challenges of an investment management firm, goals and objectives are intended to optimize management's effectiveness in managing factors within its control, while positioning the Company to successfully navigate market volatility and other external factors beyond management's control.

Long-term goals that apply every year include the objective to recruit, develop, and retain diverse associates of the highest quality while creating an environment of collaboration among employees and appropriately rewarding individual achievements and initiatives. This focus on our associates is intended to create a combination of talent, culture, and processes that will allow us to achieve superior investment results, market our products effectively, and deliver superior service on a global basis. Specific

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goals and objectives established for 2016, and against which performance of our NEOs was judged at year-end, consisted of the following:

Perform for our Clients

- Sustain strong long-term investment results and competitiveness of our investment strategies.
- Expand and enhance our investment capabilities and products to meet evolving client demands, while managing investment capacity.
- Maintain our reputation for integrity, as well as our positive brand image and competitive name awareness.

Invest in our People

- Attract, develop, and retain top senior leadership and investment talent, and plan for management succession.
- Continue to develop human talent capabilities, attract, and retain a collaborative and diverse workforce, and enhance internal communications.

Enhance our Global Capabilities and Infrastructure

- Create enterprise culture, environment, and organizational capabilities to position the firm for long-term success.
- Ensure that our global investment operating model, capabilities, and processes continue to evolve to be successful on a larger scale.
- Sustain and enhance our diversified distribution strategy and capabilities to support long-term organic growth.
- Continue appropriate investment to enhance our organizational, systems, and risk management capabilities to effectively manage the increasing scope and complexity of our business in a global context.

Deliver and Grow Operating Results and Maintain Financial Strength

- Manage our financial position and financial performance to protect and benefit our clients, associates, and stockholders, striking a balance between short-term financial results and the need to continuously invest in long-term capabilities.

In assessing the performance of our NEOs during 2016, the Compensation Committee considered the performance against these objectives, as highlighted in the executive summary to this compensation discussion and analysis on page 26, and their individual performance, as outlined below.

Individual Performance Considerations

In addition to the Company's performance highlighted in the executive summary on page 26, the Compensation Committee considered the following individual contributions when setting 2016 compensation for each of the NEOs.

Name	Compensation Committee Considerations
William J. Stromberg President and Chief Executive Officer	Role Considerations Leadership, responsibility, and performance in first year as chief executive officer, and chair of our Management Committee and Management Compensation Committee. Individual Achievements Broadened the Management Committee with several new appointments, transitioned new leaders into the Equity, Asset Allocation, Human Resources and Technology functions, and also led the implementation of Brian Rogers’ retirement announcement, including the naming of six successor CIOs. Led the development and implementation of a new integrated enterprise strategy. This included changes to the firm’s operating model and organizational structure to more effectively execute on the

new strategic initiatives and ongoing operations.

Overall investment performance remained very strong for longer time periods against peers and benchmarks; for the one year period, investment performance was solid.

Annual net revenues were up .5% and diluted earnings per share increased 2.6%. Operating expenses, excluding the non-recurring net charge related to the Dell appraisal rights matter, grew 5.3% as we continue to invest in our strategic priorities. Return on equity was 24.9% for 2016, compared with 24.1% from the prior year. We returned $1.2 billion to stockholders in 2016 through dividends and share repurchases.

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Name	Compensation Committee Considerations
Kenneth V. Moreland Chief Financial Officer and Treasurer	Role Considerations Leadership, responsibility, and performance as chief financial officer, treasurer, and as leader of other functions such as Risk Management, Internal Audit, Investor Relations, and Facilities. Individual Achievements Ongoing excellence in the development of financial reporting and other regulatory disclosure requirements. Led the finance transformation effort that resulted in the successful integration of business unit finance teams into a consolidated enterprise corporate finance function. Continued to evolve the investor relations function to provide for an enhanced relationship with stockholders.
Edward C. Bernard Vice Chairman	Role Considerations Leadership, responsibility, and performance as chair of the Fund Board and as leader of the marketing, distribution, operations, technology and legal functions. Individual Achievements Lead support role to chief executive officer in development of a new integrated strategy. Led a team of senior leaders tasked with detailed analysis and integration across business lines. Responsible for implementation of new operating model aligning operations with its related distribution function, and re-organized distribution channels. Key leader in formation of the enterprise Product Group, through new hires and leveraging several existing functions within our business units. This group facilitated the continued expansion of our product suite, including the launch of I-Class shares for a number of funds, and new vehicles such as model accounts. Transitioned Nigel Faulkner into head of Technology role.
Christopher D. Alderson Head of International Equity	Role Considerations Leadership, responsibility, and performance as head of International Equity and chair of the International Steering Committee. Individual Achievements Investment performance for International Equity is strong for all time periods against peers and benchmarks.

	Played an active role in the development and implementation of the new integrated corporate strategy.
	Championed the development of a new three year product roadmap for international equity products; appointed new portfolio manager for next product to be opened in 2017.
Eric L. Veiel	Role Considerations
	Leadership, responsibility, and performance in first year as head of U.S. Equity and chair of the Equity Steering Committee.
	Individual Achievements
Head of U.S. Equity	Investment performance for U.S. Equity remained outstanding for longer time periods against peers and benchmarks; for the one year period, investment performance was solid.
	Played an active role in the development and implementation of the new integrated corporate strategy.
	Executed several strategic portfolio manager transitions in response to executive realignment and retirements.

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Annual Incentive Compensation

The AICP for 2016 was $161.1 million, compared with $159.2 million for 2015. In calculating the AICP for 2016, the Company's 2016 audited income before taxes of $1,960.5 million was adjusted in accordance with the terms of the AICP for the nonrecurring net operating charge of $66.2 million related to the Dell appraisal rights matter to determine Adjusted Earnings as defined under the AICP. While the Dell charge was not included in determining Adjusted Earnings pursuant to the terms of the AICP, the Dell matter, its impact and the manner in which it was handled was taken into account in determining the actual bonus payments to certain of our NEOs. The Compensation Committee approved at the beginning of the year for each of the NEOs and certain other executive officers of the Company the maximum percentage of the AICP that could be paid to each of them. The percentages assigned, like in prior years, reflect an expectation of relative participation in the pool by the NEOs and certain other executive officers largely due to their respective roles and contribution to the Company rather than a prediction of the likely amount that ultimately will be awarded.

Historically, the Compensation Committee has allocated at the beginning of each year 100% of the total pool to the NEOs and other executive officers participating in the AICP even though the Compensation Committee typically has awarded significantly less than the maximum amount allocated. In 2016, the Committee elected not to allocate the full amount and allocated 61% of the AICP to our president and chief executive officer and six other executive officers. Accordingly, $62.8 million of the pool was not available for bonus allocations. The Compensation Committee expects that it will not allocate the full amount of the pool in 2017.

The table below sets forth the maximum payout (in millions) based on the total bonus pool allocated to our NEOs in 2016 and the actual bonus determinations (in millions) made by the Compensation Committee for our NEOs for the years 2016 and 2015.

Name	Maximum Payout Based on Total Pool	2016 Payout	2015 Payout	Percentage Change over 2015 Payout
William J. Stromberg	$19.3	$6.9	$6.6	3.8%
Kenneth V. Moreland	$4.8	$1.0	$.9	11.1%
Edward Bernard	$16.1	$5.3	$5.3	—%
Christopher D. Alderson	$16.1	$5.4	$5.7	(5.4)%
Eric L. Veiel	$16.1	$4.6	n/a	n/a

The Compensation Committee does not use a formulaic approach in determining the maximum percentage of the pool that can be paid out or the actual amount paid to each of the NEOs. In this regard, the Compensation Committee considered it likely that it would exercise negative discretion consistent with past practice to pay significantly less than the maximum amount to the NEOs. Among other things, exercising such negative discretion allows the Company to spread more of the total available annual bonus pool monies to a broader group of contributors within the Company, and maintains alignment between the bonus amounts paid to the NEOs and the bonus amounts paid to other senior personnel of the Company. The Compensation Committee has the power to authorize additional incentive compensation or bonuses outside the AICP, but did not do so in 2016.

Equity Incentive Compensation

As part of our annual equity incentive program, the Compensation Committee recommended to the Board of Directors and the full Board approved the granting of an equity award value in the form of restricted stock units and performance-based restricted stock units to employees, including our NEOs, at regularly scheduled committee meetings held in February 2016 and September 2016. The equity award value was converted to restricted stock units using the closing stock price of our common stock on the date of grant. The NEOs were granted the following equity incentive value (in millions) and resulting performance-based restricted stock units in 2016.

Name	Equity Incentive Value	Performance-Based Restricted Stock Units
William J. Stromberg	$1.8	25,884

Kenneth V. Moreland	0.5	6,975
Edward C. Bernard	1.5	20,851
Christopher D. Alderson	1.7	24,446
Eric L. Veiel	1.7	24,446
Total Granted to NEOs	$7.1	102,602

The NEOs’ grants represent 4% of the total equity awards we awarded to our employees in 2016 under our annual equity incentive program. The NEOs' grants over the last five years have represented on average 4% of the total equity awards we granted in each year. Accordingly, the vast majority of all equity awards have been granted to employees other than our NEOs,

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reflecting the broad-based nature of the program and our objective to use equity incentives to align the compensation of a significant portion of our senior management and professionals to the long-term success of our stockholders. The Compensation Committee limits the size of grants to the NEOs relative to that of other senior leaders and professionals in the Company to facilitate a broader participation in the program and support the Company's highly collaborative culture.

Performance-Based Restricted Stock Units - Performance Thresholds and Vesting

Similar to prior years, the performance thresholds established by the Compensation Committee for the performance-based restricted stock units granted in 2016 to our NEOs were based on the Company's operating margin for the performance period compared to the average operating margin of a designated group of public company peers (Industry Average Margin) that was comprised of: Affiliated Managers Group, Inc., AllianceBernstein L.P., BlackRock, Inc., Eaton Vance Corp., Federated Investors, Inc., Franklin Resources, Inc., Invesco Ltd., Janus Capital Group, Inc., and Legg Mason, Inc. This is the same peer group listed above that is used in evaluating the competitive positioning of our compensation program. The Compensation Committee selected operating margin because it is a key indicator of profitability and relative financial performance in the asset management industry. Operating margin was determined by dividing net operating income by total revenues for the performance period, as reported in the consolidated financial statements filed with the SEC or, if such financial statements are not available for a peer company at the time of determination, as otherwise disclosed in a press release by such peer company; in each case net operating income is adjusted to exclude the effects of goodwill impairment, the cumulative effect of changes in accounting policies or principles, and gains or losses from discontinued operations, as each is reflected on the face of or in the notes to the relevant financial statements.

The following table sets forth the performance thresholds and related percentage of restricted stock units eligible to be earned that were established by the Compensation Committee for the 2016 awards.

TROW Operating Margin as Percent of Industry Average Margin	>=100%	90%-99%	80%-89%	70%-79%	60%-69%	50%-59%	< 50%
Amount of Restricted Stock Units Eligible to be Earned[1]	100%	90%	80%	70%	60%	50%	0%

1 Performance-based awards that are eligible to be earned are also subject to the standard time-based vesting schedule for 2016 awards granted under our annual award program.

As detailed in the table below, the NEOs earned the full number of eligible restricted stock units in 2016 that were granted in September 2015 and February 2016.

Grant Date	Performance Period	TROW Operating Margin as Percent of Industry Average Margin	Amount Earned and Subject to Standard Vesting Schedule
September, 2015	July 1, 2015 to June 30, 2016	Greater than 100%	100% granted
February, 2016	January 1, 2016 to December 31, 2016	Greater than 100%	100% granted
September, 2016	July 1, 2016 to June 30, 2017	Indeterminable at this time	

Restricted stock units earned by each NEO after the twelve-month performance period has lapsed vest at a rate of 20% per year beginning in the second week of December in the year following the year of grant.

Other Compensation Policies and Practices

DEFINED CONTRIBUTION PLAN

Our U.S. retirement program provides retirement benefits based on the investment performance of each participant's account. For 2016, we contributed $140,000 to this program for our U.S. based NEOs as a group. We provide this program to our NEOs and to all U.S. employees in order to assist them in their retirement planning. The contribution amounts are based on plan formulas that apply to all employees, including the NEOs. Mr. Alderson is located in the U.K. and we pay him cash in lieu of a contribution to the U.K. pension program as a result of a Fixed Protection election made with the U.K. tax authorities which required him to opt out of the U.K. pension program. In 2016, we paid him $30,965, which is based on the contribution formula in the program and is equal to the amount he would have received had he stayed in the program.

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PERQUISITES AND OTHER PERSONAL BENEFITS

We do not provide significant perquisites and other personal benefits to our executive officers. We make available to all senior officers, including the NEOs, programs related to executive health benefits and parking. We also cover certain costs associated with the NEOs' spouses' participation in events held in connection with the annual Price Group and Price Funds joint Board of Directors meeting as well as other business-related functions. Mr. Alderson also gets, along with other senior personnel outside the United States, a minor travel insurance allowance.

SUPPLEMENTAL SAVINGS PLAN

The Supplemental Savings Plan provides certain senior officers, including the NEOs, the opportunity to defer receipt of up to 100% of their cash incentive compensation earned for a respective calendar year during which services are provided. The amounts deferred are adjusted in accordance with the hypothetical investments chosen by the officer from a list of mutual funds. The officer can initially defer these amounts for a period of two to 15 years. For 2016, each of the NEOs elected to have a portion of their AICP payout deferred. See our Non-Qualified Deferred Compensation Table on page 48 for more information.

POST-EMPLOYMENT PAYMENTS

The Company has entered into an agreement (the Agreement) with Mr. Moreland, its chief financial officer and treasurer, related to the retention of his services during a transition period preceding his retirement from the Company in 2017. Pursuant to the Agreement, the Company retains the services of Mr. Moreland as an officer of the Company through the earlier of 90 days after a new chief financial officer commences employment with the Company or December 31, 2017. In addition to the continuation of his current $350,000 base salary during the period in 2017 in which he is employed, he will receive additional compensation at the time of his retirement from the Company in an amount equal to $350,000, plus $83,333 times the number of months that Mr. Moreland remains in the employment of the Company in 2017. This pro-rated amount equates, on an annual basis, to the bonus payment he received in 2016. As a condition to receipt of these payments, Mr. Moreland has agreed, among other things, to remain with the Company as provided above for 2017, and to fully comply with the terms of the Agreement, including confidentiality and non-solicitation of employees.

Except as described above, we have not entered into severance or other post-employment agreements with any of our other NEOs. Consequently, we generally do not have any commitments to make post-employment payments to them. All agreements for stock option and stock awards granted to employees from our equity plans prior to February 2012 include provisions that may accelerate the vesting of outstanding equity awards upon the grantee's death or in connection with a change in control of Price Group or, at the administrator's discretion, upon disability of the grantee. We changed these acceleration provisions for stock options and stock awards granted on and after February 23, 2012, in the following ways. We aligned the treatment of the awards in the event of a grantee's death or termination of employment due to total disability so that vesting acceleration will occur in both events. We clarified our definition of change in control so that any acceleration of vesting is contingent upon the actual consummation of the change-in-control transaction, not merely its approval by our Board of Directors or stockholders. In addition, we provided for “double-trigger” vesting acceleration in the event the equity incentive awards are not terminated as part of the change-in-control transaction. This means that in such a circumstance, accelerated vesting only occurs if, at the time of or within 18 months after the change-in-control transaction, a participant's employment is terminated involuntarily without cause or the participant resigns with good reason (generally requiring a material diminution in authority or duties, material reduction in compensation, or relocation by a substantial distance). If the acquiring entity requires that we terminate outstanding equity incentive awards as part of the change-in-control transaction, vesting also will accelerate and award holders will be given an opportunity to exercise outstanding stock options before such termination. The Compensation Committee can modify or rescind these provisions, or adopt other acceleration provisions. See our Potential Payments on Termination or Change in Control on page 49 for further details.

RECOUPMENT POLICY

Our Board of Directors has adopted a Policy for Recoupment of Incentive Compensation for executive officers of the Company. This policy provides that in the event of a determination of a need for a material restatement of the Company's financial results within three years of the original reporting, the Board will review the facts and circumstances that led to the requirement for the restatement and will take actions it deems necessary and appropriate. The Board will consider whether any executive officer received incentive compensation, including equity awards, based on the original financial statements that in fact was not warranted based on the restatement. The Board will also consider the accountability of any executive officer whose acts or omissions were responsible in whole or in part for the events that led to the restatement. The actions the Board could elect to take against a particular executive officer include: the recoupment of all or part of any bonus or other incentive compensation paid to the executive officer, including recoupment in whole or in part of equity awards; disciplinary actions, up to and including termination; and/or the pursuit of other available remedies, at the Board's discretion. The Board intends to update the

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Recoupment Policy as needed when the SEC adopts new regulations as required by the Dodd-Frank Act relating to recoupment policies generally.

STOCK OWNERSHIP GUIDELINES

We have a stock ownership policy for our executive officers. This policy provides that our NEOs and our other executive officers are expected to reach levels of ownership determined as a stated multiple of an executive's base salary within five years from the date when the executive assumed his or her position. The stated ownership multiples are 10 times base salary for the president and chief executive officer and vice chairman, five times base salary for those executive officers on our Management Committee, and three times base salary for the remaining executive officers. Once the executive officer reaches the ownership target, the number of shares needed to reach the level is expected to be retained. All of our NEOs ownership levels are substantially above their required stock ownership guideline.

TAX DEDUCTIBILITY OF COMPENSATION

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public corporations for compensation greater than $1 million paid for any fiscal year to the corporation's chief executive officer and to the three most highly compensated executive officers other than the chief executive officer and the chief financial officer. However, certain forms of performance-based compensation are excluded from the $1 million deduction limit if certain requirements are met. The Compensation Committee considers the impact of Section 162(m) when designing the Company's executive compensation programs and has structured the Annual Incentive Compensation Pool and the 2012 Incentive Plan so that awards may be granted under these plans in a manner that complies with the requirements imposed by Section 162(m). However, tax deductibility is not the sole factor used by the Compensation Committee in setting compensation. Corporate objectives may not necessarily align with the requirements for full deductibility under Section 162(m). Accordingly, the Compensation Committee may make payments or awards that are not deductible under Section 162(m) if the Compensation Committee determines that such non-deductible payments or awards are otherwise in the best interests of the Company and our stockholders. The Compensation Committee intends for all 2016 compensation awarded to our NEOs is deductible under Section 162(m).

ACCOUNTING FOR STOCK-BASED COMPENSATION

We account for stock-based compensation in accordance with generally accepted accounting principles. Pursuant to the guidance, stock-based compensation expense is measured on the grant date based on the fair value of the award. We recognize stock-based compensation expense ratably over the requisite service period of each award and we consider, in the case of performance-based restricted shares and units, the probability of the performance thresholds being met.

Report of the Executive Compensation and Management Development Committee

As part of our responsibilities, we have reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K, which begins on page 26 of this proxy statement. Based on such review and discussions, we have recommended to the Board of Directors the inclusion of the Compensation Discussion and Analysis in this proxy statement and in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

Robert F. MacLellan, Chairman
Mark S. Bartlett
Mary K. Bush
H. Lawrence Culp, Jr.
Dr. Freeman A. Hrabowski, III
Olympia J. Snowe
Dwight S. Taylor
Anne Marie Whittemore

Sandra S. Wijnberg
Alan D. Wilson

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Compensation of Named Executive Officers

SUMMARY COMPENSATION TABLE [1]

The following table summarizes the total compensation of our NEOs, who are the chief executive officer, the chief financial officer, and our three other most highly compensated executive officers.

Name and Principal Position	Year	Salary	Stock Awards[3]	Option Awards[4]	Non-Equity Incentive Plan Compensation[5]	All Other Compensation[6]	Total
William J. Stromberg	2016	$350,000	$1,800,045	$—	$ 6,850,000	$ 82,350	$9,082,395
President and Chief Executive Officer	2015	$350,000	$807,923	$609,650	$ 6,600,000	$ 79,700	$8,447,273
	2014	$350,000	$841,523	$739,935	$ 6,100,000	$ 79,301	$8,110,759
Kenneth V. Moreland	2016	$350,000	$485,061	$—	$ 1,000,000	$ 80,742	$1,915,803
Chief Financial Officer and Treasurer	2015	$350,000	$265,460	$200,290	$ 900,000	$ 80,412	$1,796,162
	2014	$350,000	$276,500	$243,122	$ 900,000	$ 78,194	$1,847,816
Edward C. Bernard	2016	$350,000	$1,450,036	$—	$ 5,300,000	$ 79,836	$7,179,872
Vice Chairman	2015	$350,000	$692,505	$522,568	$ 5,300,000	$ 78,969	$6,944,042
	2014	$350,000	$781,223	$689,575	$ 6,000,000	$ 79,682	$7,900,480
Christopher D. Alderson[2]	2016	$305,057	$1,700,041	$—	$ 5,423,240	$ 57,999	$7,486,337
Head of International Equity	2015	$343,970	$923,340	$696,762	$ 5,732,835	$ 65,405	$7,762,312
Eric L. Veiel Head of U.S. Equity	2016	$350,000	$1,700,041	$—	$ 4,600,000	$ 80,672	$6,730,713

1 Includes only those columns relating to compensation awarded to, earned by, or paid to the NEOs in 2016, 2015, and 2014. All other columns have been omitted. We have excluded Mr. Alderson's compensation for 2014, and Mr. Veiel's compensation for 2015 and 2014, as they were not named executive officers in these respective years.

2 Cash amounts received by Mr. Alderson pursuant to his employment agreement are paid in British pounds. In calculating the U.S. equivalent for amounts that are not denominated in U.S. dollars, the Company converts each payment to Mr. Alderson into U.S. dollars based on an average daily exchange rate during the applicable year. The average exchange rates for 2016 and 2015 were 1.35581 and 1.52876 U.S. dollars per British pound, respectively. Mr. Alderson's 2016 cash compensation was lower compared to 2015 in U.S. dollar terms as a result of the significant decline in British pounds against the U.S. dollar. In British pounds, Mr. Alderson's cash compensation was £4,225,000 in 2016 compared with £3,975,000 in 2015.

3 Represents the full grant date fair value of performance-based restricted stock units granted. The fair value was computed using the market price per share of T. Rowe Price common stock on the date of grant multiplied by the target number of units, as this was considered the probable outcome. See the Grants of Plan-Based Awards Table for the target number of units for 2016.

4

As discussed in the Compensation Discussion and Analysis, we did not utilize options in our 2016 equity compensation program rather we granted all performance-based restricted stock units. For 2015 and 2014, the amounts represent the full grant date fair value computed using the Black-Scholes option-pricing model. A description of the assumptions used for volatility, risk-free interest rate, dividend yield, and expected life in the option-pricing model is included in the Significant Accounting Policies for Stock-Based Compensation on page 58 of the 2016 Annual Report to Stockholders.

5 Represents cash amounts awarded by the Compensation Committee and paid to NEOs under the 2016 Annual Incentive Compensation Pool. See our Compensation Discussion and Analysis and the Grants of Plan-Based Awards Table for more details regarding workings of this plan. The 2016 amounts include amounts elected to be deferred by all NEOs under our Supplemental Savings Plan. See the Nonqualified Deferred Compensation Table for further details.

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6 The following types of compensation are included in the "All Other Compensation" column for 2016:

Name	Contributions to Retirement Program	Retirement Program Limit Bonus[a]	Matching Contributions to Stock Purchase Plan[b]	Matching Gifts to Charitable Organizations[c]	Perquisites and Other Personal Benefits[d]	Total
William J. Stromberg	$ 35,000	$ 4,718	$ 4,000	$ 25,000	$ 13,632	$82,350
Kenneth V. Moreland	$ 35,000	$ 4,718	$ 4,000	$ 25,000	$ 12,024	$80,742
Edward C. Bernard	$ 35,000	$ 4,718	$ 4,000	$ 25,000	$ 11,118	$79,836
Christopher D. Alderson	$ —	$ 30,965	$ 2,034	$ 25,000	$ —	$57,999
Eric L. Veiel	$ 35,000	$ 4,718	$ 4,000	$ 25,000	$ 11,954	$80,672

a Cash compensation for the amount calculated under the U.S. Retirement Program that could not be credited to their retirement accounts in 2016 due to the contribution limits imposed under Section 415 of the Internal Revenue Code. For Mr. Alderson, the amount represents cash paid in lieu of a contribution to the U.K. pension program as result of a Fixed Protection election he made with the U.K. tax authorities which required him to opt out of the U.K. pension program. The amount is based on the contribution formula in the pension program and is equal to the amount he would have received had he stayed in the pension program.

b Matching contributions paid under our Employee Stock Purchase Plan offered to all employees of Price Group and its subsidiaries.

c NEOs, directors, and all employees of Price Group and its subsidiaries are eligible to have personal gifts up to an annual limit to qualified charitable organizations matched by our sponsored T. Rowe Price Foundation in the case of U.S. employees, and Price Group in the case of employees outside the U.S. For 2016, all of the NEOs were eligible to have up to $25,000 matched.

d Costs incurred by Price Group under programs available to all senior officers, including the NEO's, for executive health benefits and parking, as well as certain costs covered by Price Group relating to certain travel upgrades and spousal participation in events held in connection with the Price Group and Price Funds annual joint Board of Directors meeting as well as other business-related functions.

2016 GRANTS OF PLAN-BASED AWARDS TABLE [1]

The following table provides information concerning each plan-based award granted in 2016 to the executive officers named in the Summary Compensation Table and other information regarding their grants.

Name	Grant Date	Date of Compensation Committee Meeting at which Grant was Approved	Estimated Possible Payouts under Non-Equity Incentive Plan Awards [2]		Estimated Possible Payouts under Equity Incentive Plan Awards		Grant Date Fair Value of Stock Awards [4]
			Threshold ($)	Maximum ($)	Target (#)	Maximum (#)	
	2/16/2016 [2]		$—	$19,336,320			

William J. Stromberg							
	2/17/2016 [3]	2/16/2016			12,810	12,810	$900,031
	9/8/2016 [3]	9/7/2016			13,074	13,074	$900,014
Kenneth V. Moreland	2/16/2016 [2]		$—	$4,834,080			
	2/17/2016 [3]	2/16/2016			3,452	3,452	$242,538
	9/8/2016 [3]	9/7/2016			3,523	3,523	$242,523
Edward C. Bernard	2/16/2016 [2]		$—	$16,113,600			
	2/17/2016 [3]	2/16/2016			10,319	10,319	$725,013
	9/8/2016 [3]	9/7/2016			10,532	10,532	$725,023
Christopher D. Alderson	2/16/2016 [2]		$—	$16,113,600			
	2/17/2016 [3]	2/16/2016			12,098	12,098	$850,005
	9/8/2016 [3]	9/7/2016			12,348	12,348	$850,036
Eric. L Veiel	2/16/2016 [2]		$—	$16,113,600			
	2/17/2016 [3]	2/16/2016			12,098	12,098	$850,005
	9/8/2016 [3]	9/7/2016			12,348	12,348	$850,036

1 Includes only those columns relating to plan-based awards granted during 2016. All other columns have been omitted.

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2 The maximum represents the highest possible amount that could have been paid to each of these individuals under the 2016 Annual Incentive Compensation Pool based on our 2016 audited financial statements. The Compensation Committee has discretion to award no bonus under this program, or to award up to the maximum bonus. As a result, there is no minimum amount payable even if performance goals are met. For 2016, the Compensation Committee awarded significantly less than the maximum amount to the NEOs and the actual amount awarded has been disclosed in the Summary Compensation Table under “Non-Equity Incentive Plan Compensation.” See our Compensation Discussion and Analysis for additional information regarding the Annual Incentive Compensation Pool.

3 Represents performance-based restricted stock units granted as part of the Company's annual equity incentive program from its 2012 Incentive Plan. These performance-based restricted stock units are subject to a performance-based vesting threshold with a twelve-month performance period. The performance period for the February 2016 grant ran from January 1, 2016 to December 31, 2016, and the performance period for the September 2016 grant runs from July 1, 2016 to June 30, 2017. For each grant, the target payout represents the number of restricted stock units to be earned by the NEO if the Company's operating margin for the performance period is at least 100% of the average operating margin of a designated peer group. The Company's operating margin performance below this target threshold results in forfeiture of some or all of the restricted stock units. The number of restricted stock units earned by the NEO following the performance period is also subject to time-based vesting before they are settled in shares of our common stock. Vesting occurs 20% on each of 12/08/2017, 12/10/2018, 12/10/2019, 12/10/2020, and 12/10/2021. These grant agreements include a provision that allows for continued vesting for a period of 36 months from the date of separation if certain age and service criteria are met for the U.S.-based NEOs and a service criteria is met for Mr. Alderson. Dividends on these performance-based restricted stock units are accrued during the performance period and are only paid on those units earned. Additional information related to these performance-based restricted stock units, including a listing of companies in the designated peer group, are included in our Compensation Discussion and Analysis.

4 Represents the grant date fair value of the performance-based restricted stock units granted in 2016. The grant date fair value of the performance-based restricted stock units was measured using the market price per share of T. Rowe Price common stock on the date of grant multiplied by the target number of units noted in the table, as this was considered the probable outcome.

OUTSTANDING EQUITY AWARDS TABLE AT DECEMBER 31, 2016 [1]

The following table shows information concerning equity incentive awards outstanding at December 31, 2016, for each NEO. The grant agreements for all unexercisable option awards and unvested stock awards include a provision that allows for continued vesting for a period of 36 months from the date of separation if certain age and service criteria are met for the U.S.-based NEOs and a service criteria is met for Mr. Alderson.

		Option Awards				Stock Awards			
Name	Grant Date	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options: Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock	Market Value of Shares or Units of	Equity Incentive Plan Awards: Number of Unearned	Equity Incentive Plan Awards: Market Value of

						That Have Not Vested (#)	Stock That Have Not Vested ($) [2]	Units That Have Not Vested (#)	Unearned Units That Have Not Vested ($) [2]
William J. Stromberg	9/10/2009	51,921		$ 43.373	9/10/2019				
	2/18/2010	44,744		$ 47.647	2/18/2020				
	9/8/2010	46,843		$ 45.793	9/8/2020				
	2/17/2011	44,240		$ 67.561	2/17/2021				
	9/8/2011	44,241		$ 48.560	9/8/2021				
	2/23/2012	17,695	4,424 [3a]	$ 59.069	2/23/2022	1,275 [4a]	95,957 [4a]		
	9/6/2012	16,655	4,164 [3a]	$ 60.798	9/6/2022	1,200 [4b]	90,312 [4b]		
	2/21/2013	12,299	8,199 [3b]	$ 69.671	2/21/2023	2,400 [4c]	180,624 [4c]		
	9/10/2013	12,299	8,200 [3b]	$ 70.285	9/10/2023	2,400 [4d]	180,624 [4d]		
	2/19/2014	7,174	10,762 [3c]	$ 77.944	2/19/2024	3,150 [4e]	237,069 [4e]		
	9/9/2014	7,174	10,762 [3c]	$ 78.442	9/9/2024	3,150 [4f]	237,069 [4f]		
	2/19/2015	3,587	14,349 [3d]	$ 80.949	2/19/2025	4,200 [4g]	316,092 [4g]		
	9/10/2015	3,500	14,000 [3d]	$ 70.920	9/10/2025	4,200 [4h]	316,092 [4h]		
	2/17/2016							12,810 [4i]	964,081 [4i]
	9/8/2016							13,074 [5]	983,949 [5]

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Kenneth V. Moreland	9/6/2007	41,637		$ 48.051	9/6/2017				
	9/4/2008	36,432		$ 54.833	9/4/2018				
	2/12/2009	18,735		$ 26.389	2/12/2019				
	9/10/2009	18,736		$ 43.373	9/10/2019				
	2/18/2010	14,572		$ 47.647	2/18/2020				
	9/8/2010	14,572		$ 45.793	9/8/2020				
	2/17/2011	13,011		$ 67.561	2/17/2021				
	9/8/2011	13,011		$ 48.560	9/8/2021				
	2/23/2012	5,204	1,300 [3a]	$ 59.069	2/23/2022	375 [4a]	$28,223 [4a]		
	9/6/2012	5,204	1,300 [3a]	$ 60.798	9/6/2022	375 [4b]	$28,223 [4b]		
	2/21/2013	3,689	2,459 [3b]	$ 69.671	2/21/2023	720 [4c]	$54,187 [4c]		
	9/10/2013	3,689	2,459 [3b]	$ 70.285	9/10/2023	720 [4d]	$54,187 [4d]		
	2/19/2014	2,357	3,535 [3c]	$ 77.944	2/19/2024	1,035 [4e]	$77,894 [4e]		
	9/9/2014	2,357	3,536 [3c]	$ 78.442	9/9/2024	1,035 [4f]	$77,894 [4f]		
	2/19/2015	1,178	4,714 [3d]	$ 80.949	2/19/2025	1,380 [4g]	$103,859 [3g]		
	9/10/2015	1,150	4,600 [3d]	$ 70.920	9/10/2025	1,380 [4h]	$103,859 [3h]		
	2/17/2016							3,452 [4i]	$259,798 [4i]
	9/8/2016							3,523 [5]	$265,141 [5]
Edward C. Bernard	2/17/2011	50,569		$ 67.561	2/17/2021				
	2/23/2012	20,819	5,204 [3a]	$ 59.069	2/23/2022	1,500 [4a]	$112,890 [4a]		
	9/6/2012	18,736	4,685 [3a]	$ 60.798	9/6/2022	1,350 [4b]	$101,601 [4b]		
	2/21/2013	13,836	9,224 [3b]	$ 69.671	2/21/2023	2,700 [4c]	$203,202 [4c]		
	9/10/2013	9,839	6,560 [3b]	$ 70.285	9/10/2023	1,920 [4d]	$144,499 [4d]		
	2/19/2014	7,174	10,762 [3c]	$ 77.944	2/19/2024	3,150 [4e]	$237,069 [4e]		
	9/9/2014	6,149	9,225 [3c]	$ 78.442	9/9/2024	2,700 [4f]	$203,202 [4f]		
	2/19/2015	3,074	12,300 [3d]	$ 80.949	2/19/2025	3,600 [4g]	$270,936 [4g]		
	9/10/2015	3,000	12,000 [3d]	$ 70.920	9/10/2025	3,600 [4h]	$270,936 [4h]		
	2/17/2016							10,319 [4i]	$776,608 [4i]
	9/8/2016							10,532 [5]	$792,638 [5]

Christopher D. Alderson	9/10/2009	49,966		$ 43.373	9/10/2019				
	2/18/2010	41,639		$ 47.647	2/18/2020				
	9/8/2010	41,639		$ 45.793	9/8/2020				
	2/17/2011	40,921		$ 67.561	2/17/2021				
	2/17/2011	689		$ 70.330	2/17/2021				
	9/8/2011	41,639		$ 48.560	9/8/2021				
	2/23/2012	16,655	4,164 [3a]	$ 59.069	2/23/2022	1,200 [4a]	90,312 [4a]		
	9/6/2012	16,655	4,164 [3a]	$ 60.798	9/6/2022	1,200 [4b]	90,312 [4b]		
	2/21/2013	12,299	8,200 [3b]	$ 69.671	2/21/2023	2,400 [4c]	180,624 [4c]		
	9/10/2013	12,299	8,200 [3b]	$ 70.285	9/10/2023	2,400 [4d]	180,624 [4d]		
	2/19/2014	8,199	12,300 [3c]	$ 77.944	2/19/2024	3,600 [4e]	270,936 [4e]		
	9/9/2014	8,199	12,300 [3c]	$ 78.442	9/9/2024	3,600 [4f]	270,936 [4f]		
	2/19/2015	4,099	16,400 [3d]	$ 80.949	2/19/2025	4,800 [4g]	361,248 [4g]		
	9/10/2015	4,000	16,000 [3d]	$ 70.920	9/10/2025	4,800 [4h]	361,248 [4h]		
	2/17/2016							12,098 [4i]	910,495 [4i]
	9/8/2016							12,348 [5]	929,310 [5]

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Eric L. Veiel	9/6/2007	8,731		$ 48.051	9/6/2017				
	9/4/2008	30,187		$ 54.833	9/4/2018				
	2/12/2009	7,389		$ 26.389	2/12/2019				
	9/10/2009	18,736		$ 43.373	9/10/2019				
	2/18/2010	20,818		$ 47.647	2/18/2020				
	9/8/2010	20,819		$ 45.793	9/8/2020				
	2/17/2011	20,819		$ 67.561	2/17/2021				
	9/8/2011	20,819		$ 48.560	9/8/2021				
	2/23/2012	8,327	2,081 [3a]	$ 59.069	2/23/2022	600 [6a]	45,156 [6a]		
	9/6/2012	8,327	2,082 [3a]	$ 60.798	9/6/2022	600 [6a]	45,156 [6a]		
	2/21/2013	6,764	4,509 [3b]	$ 69.671	2/21/2023	1,320 [6b]	99,343 [6b]		
	9/10/2013	7,994							