

VALMONT INDUSTRIES INC  
Form DEF 14A  
March 20, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**Valmont Industries, Inc.**

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(Name of Registrant as Specified In Its Charter)

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

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-

**Proxy Statement  
For The  
April 27, 2009  
Annual Shareholders' Meeting**

Dear Shareholder:

You are cordially invited to attend Valmont's annual meeting of shareholders on Monday, April 27, 2009 at 2:00 p.m. The meeting will be held in the Lecture Hall of the Joslyn Art Museum at 2200 Dodge Street in Omaha, Nebraska. You may enter the building through the atrium entrance on the east side.

The formal meeting of shareholders will be followed by a review of Valmont's business operations and our outlook for the future. Following the meeting, you are invited to an informal reception where you can visit with the directors and officers about the activities of the Company.

If you cannot attend the meeting in person, please vote your shares by proxy. Please complete, sign and date the enclosed proxy card and return it in the postage paid envelope. Your prompt voting of your shares will help your Company avoid additional solicitation costs. Your vote is important, either in person or by proxy.

I look forward to seeing you at our annual meeting.

Sincerely,

Mogens C. Bay  
*Chairman and Chief Executive Officer*

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**Valmont Industries, Inc.**

**Notice of Annual Meeting  
of Shareholders**

Notice is hereby given that the annual meeting of shareholders of Valmont Industries, Inc., a Delaware corporation, will be held at the Joslyn Art Museum, 2200 Dodge St., Omaha, Nebraska 68102, on Monday, April 27, 2009 at 2:00 p.m. local time for the purpose of:

- (1) Electing three directors of the Company to three year terms.
- (2) Ratifying the appointment of Deloitte & Touche LLP as independent auditors for fiscal 2009.
- (3) Transacting such other business as may properly come before the meeting.

Shareholders of record at the close of business on March 2, 2009 are entitled to vote at this meeting. If you do not expect to be present at the annual meeting and wish your shares to be voted, please complete, sign, date and mail the enclosed proxy form.

**By Order of the Board of Directors**

E. Robert Meaney  
*Secretary*  
One Valmont Plaza  
Omaha, Nebraska 68154-5215  
March 20, 2009

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**Proxy Statement**

To Our Shareholders:

The board of directors of Valmont Industries, Inc. solicits your proxy in the form enclosed for use at the annual meeting of shareholders to be held on Monday, April 27, 2009, or at any adjournments thereof.

At the close of business on March 2, 2009, the record date for shareholders entitled to notice of and to vote at the meeting, there were outstanding 26,237,084 shares of the Company's common stock. There were no preferred shares outstanding. All holders of common stock are entitled to one vote for each share of stock held by them.

The presence of a majority of the outstanding common stock represented in person or by proxy at the meeting will constitute a quorum. Shares represented by proxies that are marked "abstain" will be counted as shares present for purposes of determining the presence of a quorum. Proxies relating to "street name" shares that are voted by brokers on some matters will be treated as shares present for purposes of determining the presence of a quorum, but will not be treated as shares entitled to vote at the annual meeting on those matters as to which authority to vote is withheld by the broker ("broker non-votes").

Election of the three director nominees requires the affirmative vote of a majority of the votes cast for the election of directors at the annual meeting. Votes may be cast in favor of or withheld with respect to all of the director nominees, or any of them. Abstentions and broker non-votes are not treated as votes cast and therefore will not affect the outcome of the election of directors. An incumbent director nominee who receives a greater number of votes "withheld" than "for" in an election is required to tender his resignation to the board, and the resignation will be accepted or rejected by the board as more fully described in "Election of Directors".

The ratification of the appointment of the auditors will be decided by the affirmative vote of the holders of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote. Abstentions will be counted; they will have the same affect as a vote against the matter. Broker non-votes will be disregarded.

Any shareholder giving a proxy may revoke it before the meeting whether delivered by telephone, Internet or through the mail, by using the telephone voting procedures, the Internet voting procedures or by mailing a signed instrument revoking the proxy to: Corporate Secretary, Valmont Industries, Inc., One Valmont Plaza, Omaha, Nebraska 68154-5215. To be effective, a mailed revocation must be received by the Corporate Secretary before the date of the meeting and a telephonic or Internet revocation must be submitted by 12:00 p.m. Eastern Time on April 26, 2009. A shareholder may attend the meeting in person and at that time withdraw the proxy and vote in person.

The cost of solicitation of proxies, including the cost of reimbursing banks and brokers for forwarding proxies and proxy statements to their principals, will be borne by the Company. This proxy statement and proxy card are being mailed to shareholders on or about March 20, 2009.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on April 27, 2009**

**The proxy statement and annual report to shareholders for the fiscal year ended December 27, 2008 are available at our website:  
*www.valmont.com.***

### Certain Shareholders

The following table sets forth, as of March 2, 2009, the number of shares beneficially owned by (i) persons known to the Company to be beneficial owners of more than 5% of the Company's outstanding common stock, (ii) executive officers named in the summary compensation table and directors and (iii) all directors and executive officers as a group.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership March 2, 2009(1)	Percent of Class(2)
Robert B. Daugherty c/o Valmont Industries, Inc. Omaha, NE 68154	5,143,568	19.6%
Invesco Ltd.(3) 1555 Peachtree St. NE Atlanta, GA 30309	1,474,958	5.6%
Mogens C. Bay	641,588	2.4%
Thomas F. Madison	78,568	
Stephen R. Lewis, Jr.	26,638	
Walter Scott, Jr.	124,638	
Kenneth E. Stinson	84,638	
Kaj den Daas	14,638	
Glen A. Barton	16,666	
Clark T. Randt, Jr.	0	
Daniel P. Neary	8,638	
Terry J. McClain	136,782	
E. Robert Meaney	104,170	
Mark C. Jaksich	60,784	
John G. Graboski	1,309	
All Executive Officers and Directors As Group (16 persons)	1,334,068	5.1%

- (1) Includes shares which the directors and executive officers have, or within 60 days of March 2, 2009 will have, the right to acquire through the exercise of stock options, as follows: 14,467 shares for Mr. Bay; 28,000 shares for Mr. Madison; 28,000 shares for Mr. Scott; 32,000 shares for Mr. Stinson; 16,000 shares for Mr. Lewis; 8,000 shares for Messrs. den Daas and Barton; 4,000 shares for Mr. Neary; 3,734 shares for Mr. McClain; 1,200 shares for Mr. Meaney; 12,006 shares for Mr. Jaksich; and 634 shares for Mr. Graboski; and 168,128 shares for all executive officers and directors as a group.
- (2) Unless otherwise indicated, beneficial ownership of any named individual does not exceed 1% of the outstanding shares of common stock.
- (3) Based on a Schedule 13G filed by Invesco Ltd. with the Securities and Exchange Commission on February 12, 2009.



## Corporate Governance

Valmont is committed to having strong corporate governance principles. The board of directors believes such principles are essential to the effective operation of Valmont's businesses and to maintaining Valmont's integrity in the marketplace.

### Overview

The board of directors has adopted corporate governance principles which are set out in the "Investor Relations" section of the Company's website at [www.valmont.com](http://www.valmont.com). The following corporate governance documents also appear on the Company's website and these documents and the Company's Corporate Governance Principles are available in print to any shareholder upon request to the Corporate Secretary:

Code of Business Conduct

Code of Ethics for Senior Officers

Audit Committee Charter

Compensation Committee Charter

Governance and Nominating Committee Charter

Procedures for bringing concerns or complaints to the attention of the Audit Committee

The board met five times during 2008. The board has designated a lead director, Thomas Madison, who chairs executive sessions of the board. Interested parties who wish to contact the board of directors or the lead director may communicate through the lead director by writing to: Lead Director of Valmont Board of Directors, Valmont Industries, Inc., One Valmont Plaza, Suite 601, Omaha, Nebraska 68154-5215. The Company's non-employee directors meet in executive session without management present at every board meeting. Directors are encouraged to attend the annual shareholders meeting and all Company directors attended the 2008 annual shareholders meeting. The board of directors periodically reviews the Corporate Governance Principles and any changes are communicated to shareholders by posting them on the Company's website.

### Governance Actions

The board of directors and board committees have taken a number corporate governance actions. The more significant actions include:

The board of directors in February 2007 amended the Company bylaws to adopt a majority voting system for the election of directors.

The board of directors in October 2007 adopted director stock ownership guidelines. The guidelines provide that directors should own Valmont common stock with a value at least equal to five times the director's annual retainer. Directors have five years after joining the board to meet the guidelines.

The board of directors in December 2007 adopted an executive compensation recoupment policy. The policy generally provides that if Valmont is required to restate its financial statements for a period after fiscal 2006, the board of directors may require reimbursement of all or any part of any cash or stock award granted in December 2007 or later based on an incentive plan that relates to the performance of Valmont, if the employee engaged in certain conduct which caused or contributed to the need for the restatement. The board of directors has the right to apply the reimbursement policy in all cases to the Chief Executive Officer, Chief



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Financial Officer and Group President (if the conduct occurred in the Group) if an employee engaged in the designated conduct.

The Compensation Committee engaged Frederick W. Cook & Co. ("Cook") as its independent executive compensation consulting firm in December 2006. The Company does not engage Cook for any services beyond their support of the Compensation Committee.

The board of directors in December 2005 did not extend the term of the Company's expiring Shareholder Rights Plan, effectively terminating the Shareholder Rights Plan.

### Board Independence

The board of directors is composed of a majority of independent directors. The board has established independence standards for Valmont's directors. These standards are set forth below and are contained in the Company's Corporate Governance Principles and follow the director independence standards established by the New York Stock Exchange:

A director will not be independent if, within the preceding three years (1) the director was employed by Valmont or an immediate family member of the director was an executive officer of Valmont, (2) a Valmont executive officer was on the compensation committee of the board of directors of a company which employed the Valmont director as an executive officer or which employed an immediate family member of the director as an executive officer, or (3) the director or the director's immediate family member received more than \$120,000 during any twelve-month period in direct compensation from Valmont (other than director and committee fees).

A director will not be independent if (1) the director is an executive officer or an employee, or the director's immediate family member is an executive officer, of another company and (2) the other company made payments to, or received payments from, Valmont for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1,000,000 or 2% of either (i) such other company's consolidated gross revenues or (ii) Valmont's consolidated gross revenues.

A director will not be independent if (1) the director or an immediate family member is a current partner of Valmont's independent auditor, (2) the director is an employee of Valmont's independent auditor, (3) the director has an immediate family member who is a current employee of Valmont's independent auditor who personally works on Valmont's audit, or (4) the director or an immediate family member was within the last three years a partner or employee of Valmont's independent auditor and personally worked on Valmont's audit within that time.

For relationships not covered by the foregoing standards, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, is made by the directors who satisfy the above independence standards. The board's determination of each director's independence is disclosed annually in the Company's proxy statement.

Tax-exempt organizations to which Valmont makes contributions shall not be considered "companies" for purposes of these independence standards. However, Valmont will disclose in its annual proxy statement any such contribution which it makes to a tax-exempt organization in which a director serves as an employed executive officer if, within the preceding three years, contributions in any fiscal year exceeded the greater of \$1,000,000 or 2% of such tax-exempt organization's consolidated gross revenues.

The board has determined that all directors except Mr. Bay (the Company's Chief Executive Officer) have no material relationship with the Company and are independent within the meaning of

the Company's Corporate Governance Principles and the NYSE listing standards. The directors determined that an aircraft interchange agreement and related agreements between the Company and Mutual of Omaha (an insurance and financial services company with \$4.2 billion revenue) and sales of product by the Company to a subsidiary of Royal Philips Electronics N.V. (an international manufacturer with \$33.9 billion revenue) were immaterial.

#### **Audit Committee**

The members of the Audit Committee are directors Scott (Chairman), den Daas and Neary. All members of the Audit Committee are independent within the meaning of the Company's Corporate Governance Principles and the listing standards of the NYSE. The board has determined that all members of the Audit Committee are qualified as audit committee financial experts within the meaning of SEC regulations. The Audit Committee acts under a written charter, adopted by the board of directors, a copy of which is available on the Company's website. The report of the Audit Committee is included in this proxy statement.

The Audit Committee met six times during 2008. The Audit Committee assists the board by reviewing the integrity of the financial statements of the Company; the qualifications, independence and performance of the Company's independent auditors and internal auditing department; and compliance by the Company with legal and regulatory requirements. The Audit Committee has sole authority to retain, compensate, oversee and terminate the independent auditor. The Audit Committee reviews the Company's annual audited financial statements, quarterly financial statements, and filings with the Securities and Exchange Commission. The Audit Committee reviews reports on various matters, including critical accounting policies of the Company, significant changes in the Company's selection or application of accounting principles, and the Company's internal control processes. The Audit Committee pre-approves all audit and non-audit services performed by the independent auditor. The Audit Committee has a written policy with respect to its review and approval or ratification of transactions between the Company and a director, executive officer or related person covered by SEC rule S-K 404(a).

#### **Compensation Committee**

The current members of the Compensation Committee are directors Madison (Chairman), Barton, Lewis and Stinson. All members of the Compensation Committee are independent within the meaning of the Company's Corporate Governance Principles and the listing standards of the NYSE. The Compensation Committee acts under a written charter, adopted by the board of directors, a copy of which is available on the Company's website. The report of the Compensation Committee is included in this proxy statement.

The Compensation Committee met five times during 2008. The Compensation Committee assists the board in fulfilling its responsibilities relating to compensation of the Company's directors, executive officers and other selected employees. The Committee has responsibility for reviewing, evaluating and approving compensation plans, policies and programs for such persons. The Compensation Committee annually reviews and approves corporate goals and objectives for the chief executive officer's compensation and evaluates the chief executive officer's performance in light of those goals and objectives. The Compensation Committee, together with the other independent directors, determines the chief executive officer's compensation. The Compensation Committee also approves incentive compensation plans and equity based plans for executive officers and other selected employees. The Compensation Committee has established stock ownership guidelines for company officers, which are described in this proxy statement in Compensation Discussion and Analysis. The board, upon recommendation of the Compensation Committee, established during 2007 stock ownership guidelines for Company directors, which are described in this proxy statement in Corporate Governance Governance Actions.

## **Governance and Nominating Committee**

The members of the Governance and Nominating Committee are directors Madison (Chairman), den Daas and Lewis. All members of the Governance and Nominating Committee are independent within the meaning of the Company's corporate governance principles and the listing standards of the NYSE. The Governance and Nominating Committee acts under a written charter, adopted by the board of directors, a copy of which is available on the Company's website.

The Governance and Nominating Committee met three times during 2008. The Governance and Nominating Committee assists the board by (1) recommending to the board Corporate Governance Principles for the Company, and (2) identifying qualified candidates for membership on the board, proposing to the board a slate of directors for election by the shareholders at each annual meeting, and proposing to the board candidates to fulfill vacancies on the board. The Governance and Nominating Committee coordinates the annual self-evaluation by the directors of the board's performance and the CEO's performance and the annual performance evaluation by each committee of the board. The Governance and Nominating Committee oversees the Company's process for consideration of nominees to the Company's board of directors. The process is described in the following section.

### **Director Nomination Process**

The Governance and Nominating Committee considers candidates for board membership suggested by its members and other board members, as well as management and shareholders. The Committee may also retain a third-party executive search firm to identify candidates from time to time. A shareholder who wishes to recommend a prospective nominee for board membership should notify the Company's Corporate Secretary in writing at least 120 days before the annual shareholder meeting at which directors are to be elected and include whatever support material the shareholder considers appropriate. The Governance and Nominating Committee will also consider nominations by a shareholder pursuant to the provisions of the Company's bylaws relating to shareholder nominations as described in "Shareholder Proposals."

The Governance and Nominating Committee makes an initial determination as to whether to conduct a full evaluation of the candidate once it has identified a prospective nominee. This initial determination is based on whatever information is provided to the Committee as well as other information available to or obtained by the Committee. The preliminary determination is based primarily on the need for additional board members to fill vacancies or expand the size of the board and the likelihood that the prospective nominee can satisfy the evaluation factors described below. If the Committee determines that additional consideration is warranted, it may request a third-party search firm or other third parties to gather additional information about the prospective nominee.

The Committee evaluates each prospective nominee in light of the standards and qualifications set out in the Company's Corporate Governance Principles, including:

Background, including demonstrated high standards of ethics and integrity, the ability to have sufficient time to effectively carry out the duties of a director, and the ability to represent all shareholders and not a particular interest group.

Board skill needs, taking into account the experience of current board members, the candidate's ability to work in a collaborative culture with other board members, and the candidate's qualifications as independent and qualifications to serve on the Audit Committee, Compensation Committee and/or Governance and Nominating Committee.

Diversity, including the extent to which the candidate reflects the composition of Company shareholders and other constituencies.

Business experience, which should reflect a broad experience at the policy-making level in business, government or education.

The Committee also considers such other relevant factors as it deems appropriate. In connection with the evaluation, the Committee determines whether to interview the prospective nominee, and if warranted, one or more members of the Committee interview prospective nominees in person or by telephone. After completing this evaluation process, the Committee makes a recommendation to the full board as to the persons who should be nominated by the board, and the board determines the nominees after considering the recommendations of the Committee.

**ITEM 1: BOARD OF DIRECTORS AND ELECTION OF DIRECTORS**

The Company's board of directors is presently composed of nine members. The board is divided into three classes and each class serves for three years on a staggered term basis.

Three directors have terms of office that expire at the 2009 Annual Meeting: Glen A. Barton, Daniel P. Neary, and Kenneth E. Stinson. Three directors have been nominated by the board of directors upon recommendation of the Governance and Nominating Committee, for re-election to three-year terms: Glen A. Barton, Daniel P. Neary, and Kenneth E. Stinson

The Company bylaws provide that directors are elected by the vote of a majority of the votes cast with respect to the director at the meeting, unless the number of nominees exceeds the number of directors to be elected (a contested election), in which case directors will be elected by the vote of a plurality of the shares present and entitled to vote at the meeting. If a nominee is not elected and the nominee is an incumbent director, the director is required to promptly tender his resignation to the board. The Governance and Nominating Committee will consider the tendered resignation and recommend to the board whether to accept or reject the resignation or whether other action should be taken. The board will act on the tendered resignation and publicly disclose its decision within 90 days from the certification of the election results. The director who tenders his resignation will not participate in the Committee's recommendation or the board action regarding whether to accept or reject the tendered resignation.

The shares represented by the enclosed proxy will be voted for the election of the nominees named above. In the event any of such nominees becomes unavailable for election, the proxy holders will have discretionary authority to vote the proxies for a substitute. The board of directors has no reason to believe that any such nominee will be unavailable to serve.

***Nominees for Election Terms Expire 2012:***

**Glen A. Barton**, Age 69, Retired Chairman and Chief Executive Officer of Caterpillar, Inc. (manufacturer of construction and mining equipment, engines and gas turbines) from 1999 to January 2004. Director of Newmont Mining Corporation.

Served as Director of Company since October 2004.

**Daniel P. Neary**, Age 57, Chairman and Chief Executive Officer of Mutual of Omaha since December 2004 (full service and multi-line provider insurance and financial services). Previously, President of the group insurance business unit of Mutual of Omaha.

Served as Director of Company since December 2005.

**Kenneth E. Stinson**, Age 66, Chairman of Peter Kiewit Sons', Inc. (construction and mining) since March 1998. Chief Executive Officer of Peter Kiewit Sons', Inc. from 1998 to 2004. Previously Chairman and CEO of Kiewit Construction Group, Inc. Director, ConAgra Foods, Inc.

Served as Director of Company since December 1996.

***Continuing Directors Terms Expire 2011:***

**Mogens C. Bay**, Age 60, Chairman and Chief Executive Officer of the Company since January 1997. President and Chief Executive Officer of the Company from August 1993 through December 1996. Director of ConAgra Foods, Inc.

Served as Director of Company since October 1993.

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**Walter Scott, Jr.**, Age 77, Chairman of Level 3 Communications, Inc. (communications and information services) since March 1998. Previously, Chairman of the Board and President of Peter Kiewit Sons', Inc. Director of Berkshire Hathaway, Inc. and MidAmerican Energy Holdings Company.

Served as Director of Company since April 1981.

**Clark T. Randt, Jr.**, Age 63, Former United States Ambassador to the People's Republic of China (July 2001 to January 2009).

Served as Director of Company since February 2009.

### *Continuing Directors Terms Expire 2010:*

**Thomas F. Madison**, Age 73, President of MLM Partners (consulting and small business investment) since January 1993; Previously Chairman of Communications Holdings, Inc., President Markets of U S WEST Communications and Vice Chairman and Office of CEO of Minnesota Mutual Life Insurance Company. Director, Delaware Group of Mutual Funds, Digital River, Inc., Center Point Energy, Inc. and Rimage Corporation.

Served as Director of Company since June 1987.

**Dr. Stephen R. Lewis, Jr.**, Age 70, Chairman of RiverSource Funds since January 2007. President of Carleton College from 1987 to 2002. President Emeritus and Professor Emeritus of Economics at Carleton College since 2002.

Served as Director of Company since October 2002.

**Kaj den Daas**, Age 59, Executive Vice President of Philips Lighting, B.V. of the Netherlands (manufacturer of lighting fixtures and related components) and Chairman of its North American Lighting Operations.

Served as Director of Company since October 2004.

## Compensation Discussion and Analysis

**General.** The following compensation discussion and analysis provides information which the Compensation Committee of the Board of Directors (the "Committee") believes is relevant to an assessment and understanding of Valmont's executive compensation programs. This discussion should be read in conjunction with the summary compensation table and related tables in this proxy statement and the "Compensation Committee" information in the corporate governance section in this proxy statement.

**Compensation Objectives and Strategies.** Valmont's executive compensation programs, policies and practices are approved by the Committee. The compensation programs apply to executive officers and to certain key employees who are not executive officers. The programs specifically apply to the executive officers listed in the summary compensation table (named executive officers). The Committee has established Valmont compensation objectives pursuant to which Valmont's compensation programs are designed to:

target total compensation amounts at competitive market levels to attract, retain, motivate and reward the performance of executive officers and other key employees;

direct management focus to the long-term growth of the Company, enhance shareholder value, and ensure that executive officers have significant ownership without increasing dilution over acceptable levels; and

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pay for performance by providing performance based incentive plans measured against established targets, with no guaranteed minimum payment provisions, and with total awards above median market levels for exceeding performance targets.

The Committee established compensation strategies designed to carry out the compensation objectives, including:

total compensation evaluated by position, on an annual basis, against like positions in companies of similar sales volume, according to data provided by outside compensation consultants; and

base pay, annual incentives and long-term incentives targeted at median market levels, with the opportunity for annual and long-term incentives at the 75th percentile or higher for significantly exceeding performance targets.

The Committee in December 2006 engaged Frederic W. Cook & Co., Inc. ("Cook") as the Committee's independent executive compensation consultant. Cook reports directly to the Committee and provides advice to the Committee on the structure and amounts of executive and director compensation.

**Compensation Processes and Practices.** The Committee follows certain processes and practices in connection with the structure and implementation of executive compensation plans.

The elements of compensation, and total compensation, are reviewed against general industry survey data and a peer group developed by Cook and approved by the Committee. The Committee uses the survey data and peer group information to assess the competitiveness of compensation levels and pay mix for the CEO, CFO and other executives.

The Committee used as its primary benchmark a general industry Hewitt Survey of 119 companies which Cook adjusted to provide representative compensation levels for companies within a range of Valmont's annual revenues.

The Committee also used a peer group developed by Cook in 2008 as a supplemental benchmark of CEO and CFO pay levels. The peer group consisted of the following fourteen companies:

Barnes Group	Hubbell	Titanium Metals
Crane	IDEX	TORO
FlowServe	Lindsay	Trinity Industries
Gardner Denver	Mueller Water	Watts Water
Hascro	Thomas & Betts	

The Company's size relative to the peer group approximated the peer group median revenues and was slightly above the peer group median market cap.

The Company also reviews a tally sheet with respect to the total compensation of each named executive officer and each division president.

The compensation programs provide for both cash and equity elements. Base salary and annual incentives are paid in cash. Long-term incentives comprised of performance shares are paid in cash for executives who have met their stock ownership guidelines, and are paid 50% in cash and 50% in equity for other executives. Stock options are settled in equity.

The Committee determines the mix of cash and equity compensation. The Committee has no pre-established policy for the allocation between either cash and non-cash or short-term and long-term incentive compensation. The Committee reviews information provided by compensation consultants to determine the appropriate level and mix of incentive compensation. The Committee believes that a majority of an executive's overall compensation should be



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incentive-based and that each executive who has not attained applicable stock ownership guidelines should receive at least 50% of long-term compensation in equity.

The structure of all incentive compensation plans is reviewed periodically to assure their linkage to the current objectives and strategies and performance goals.

The Company's programs have been designed so that compensation paid to executive officers will be deductible under the Internal Revenue Code's compensation limits for deductibility, although the Committee may from time to time make restricted stock awards or discretionary cash awards in excess of the deductibility limits. Executive compensation generally produces ordinary income to the executive and a corresponding tax deduction for Valmont, except for amounts deferred under Valmont's qualified and related nonqualified plan, amounts subject to future vesting, and amounts related to stock awards which are subject to special accounting and tax provisions.

**Elements of Compensation.** Valmont's executive compensation is based on four components, each of which is intended to support the overall compensation philosophy.

The four components are base salary, annual incentives, long-term performance incentives, and stock incentives. For 2008, base salary accounted for approximately 22% of the total compensation of the named executive officers and incentive compensation accounted for approximately 78% of such total compensation.

Valmont's executive officers do not have employment agreements.

Valmont's executive officers do not have agreements providing for special payments in the event of a termination of employment or a change-of-control of Valmont. Valmont's incentive plans do provide for accelerated vesting of non-vested amounts in the event of a change-of-control. See "Potential Payments Upon Termination or Change-in-Control."

Valmont does not have a pension plan. Valmont's executive officers do participate in its 401(k) Plan and also participate in the related non-qualified supplemental benefit plan.

Valmont does not maintain a perquisite program for its executive officers. Valmont's Chief Executive Officer is required to use Company aircraft for personal travel, and amounts relating to such use are included in the summary compensation table.

**Base Salary.** Base salary is targeted at the competitive median level. Base salary is intended to compensate the executive for satisfying the requirements of the position. Salaries for executive officers and other key employees are reviewed by the Committee on an annual basis and may be changed based on the individual's performance or a change in competitive pay levels in the marketplace.

The Committee reviews with the Chief Executive Officer an annual salary plan for the Company's executive officers and other key employees (other than the Chief Executive Officer). The salary plan is modified as deemed appropriate and approved by the Committee. The annual salary plan is developed by the Company's Human Resources staff, under the ultimate direction of the Chief Executive Officer, and is based on national surveys of companies with similar characteristics and on performance judgments as to the past and expected future contributions of the individual executive. The Committee reviews and establishes the base salary of the Chief Executive Officer based on competitive compensation data provided by Cook and the Committee's assessment of his past performance, his leadership in establishing performance standards in the conduct of the Company's business, and its expectation as to his future contribution in directing the long-term success of the Company and its businesses.

The Committee set the Chief Executive Officer's base salary at \$880,000 for 2008. The Committee continued the Company's combined matching contribution under the Valmont Employees Retirement

Savings Plan (a 401(k) plan) and related Restoration Plan (a non-qualified plan designed to restore benefits otherwise limited by IRS regulations). The contribution is 15% of covered compensation (salary, bonus and cash incentives) for Mr. Bay, Mr. McClain and Mr. Meaney and 4.5% for other executive officers. The Committee set the contribution percentage for the top three executive officers at a higher rate due to the need to retain their critical services and the absence of any pension plan. The Company's contributions to such plans for 2008 compensation for the named executive officers (which matched the amounts contributed by such executive officers) are set forth in the Non-Qualified Deferred Compensation table.

Based on the factors described above, the Committee established base salaries for 2009 for the named executive officers as follows: Mr. Bay, \$880,000; Mr. McClain, \$429,000; Mr. Meaney, \$325,105; Mr. Graboski, \$263,000; and Mr. Jaksich, \$230,000.

**Annual Incentives.** The Company's short-term incentives are paid pursuant to programs established under the shareholder approved Executive Incentive Plan. The Committee believes that the annual bonus of officers should be based on optimizing profits. Accordingly, the programs provide for target performance levels based on the Company's earnings per share performance for executive officers, and on the respective business unit's operating income for business unit senior officers; the business unit plans include modifiers based on inventory turns or working capital turns. For executive officers' 2008 annual incentives, a target incentive was established ranging from 25% to 100% of base salary, and performance goals were set based on earnings per share performance. A minimum threshold level of earnings per share had to be attained before any incentive was earned by an executive officer. Payout under the plan to any executive officer was capped at two times the target incentive for the Chief Executive Officer and three times the target incentive for the other executive officers. Participants, thresholds and specific performance levels are established by the Committee at the beginning of each fiscal year. The Committee may in addition award discretionary non-incentive based bonuses to an executive officer based on performance in a particular year; no discretionary awards were made with respect to 2008 performance.

The Committee approved participation, including executive officers, in the programs for 2008. The threshold earnings per share performance for executive officers was set at earnings per share of \$3.81, a 5% improvement over the Company's \$3.63 earnings per share for 2007. The target annual incentive was set at a 10% improvement over 2007 results, with a two times target incentive set at a 30% improvement over 2007 and a three times target incentive set at a 50% improvement over 2007. Based on the \$5.04 earnings per share performance levels achieved during 2008, the Committee approved annual incentive payments to the named executive officers as follows: Mr. Bay, \$1,760,000; Mr. McClain, \$612,033; Mr. Meaney, \$398,588; Mr. Jaksich, \$218,937; and Mr. Graboski, \$250,110. In February 2009, the Committee selected the participants and established the performance goals for the 2009 annual incentive program; the performance goals for named executive officers in 2009 are again based on earnings per share performance.

**Long-term Performance Incentives.** Long-term performance incentives for senior management employees are provided through long-term performance share programs established under the shareholder approved Executive Incentive Plan and through the 1999, 2002 and 2008 Stock Plans.

The current programs operate on three-year award cycles. The Committee selects participants, establishes target awards, and determines a performance matrix (which, for the award cycle ending in 2008, was based on weighted average return on invested capital, or "ROIC") at the beginning of each award cycle. ROIC of less than 7.5% resulted in no incentive payment. ROIC of 7.5% generated an incentive payment of 50% of target, with a one times target incentive payment at 9% ROIC and a two times target incentive payment at 12.5% ROIC. The ROIC results were weighted 20%, 30% and 50% for 2006, 2007 and 2008 respectively. Targets were established based on a predetermined percentage ranging from 25% to 60% of base salary, which amount is converted to performance shares. The

performance matrix provides for the performance shares to be increased or decreased in number based on greater or lesser levels of performance. Earned performance shares are then valued at the Company's stock price at the end of the performance period; consequently, payouts may be higher or lower based on the Company's stock price performance during the award cycle. Performance incentives are generally forfeited if a participant leaves the Company before the end of the performance cycle. Prorated awards may be earned based on performance results in the event of death, disability, normal retirement, termination of employment without cause, or a change in control. Earned performance shares are capped at two times the target number of performance shares. The Committee approves the number of performance shares to be paid following a review of results at the end of each performance cycle. Awards may be paid in cash or in shares of common stock or any combination of cash and stock; participants who have not attained applicable stock ownership guidelines receive 50% of the award in common stock.

The Committee selected the participants, including executive officers, for participation in the award cycle ending in 2008. Based on performance goals established by the Committee, and the Company's weighted average 14.70% ROIC for the three-year period ended in 2008, long-term incentive payments were earned by the named executive officers as follows: Mr. Bay, \$1,468,534; Mr. McClain, \$443,824; Mr. Meaney, \$280,311; Mr. Jaksich, \$158,843; and Mr. Graboski, \$86,588. All awards to the named executive officers were paid in cash, except 50% of Mr. Graboski's award was paid in stock. In February 2009, the Committee selected the participants and established the performance goals for the 2009-2011 award cycle; the performance goals for the cycle ending in 2011 are based on a combination of growth in operating income and return on invested capital, with targets established based on a percentage of base salary ranging from 25% to 120%. The Committee in 2008 added operating income growth in addition to ROIC to balance the need for growth with the efficient use of capital.

**Stock Incentives and Ownership Guidelines.** The board of directors, upon recommendation of the Committee, established during 2001 stock ownership guidelines for senior management. The guidelines require an equity position having a value of six times base salary for the Chief Executive Officer, five times base salary for the Chief Financial Officer and four times base salary for corporate officers and divisional presidents. The individuals are expected to achieve the targeted equity positions within three to five years. The Chief Executive Officer, Chief Financial Officer and the other named executive officers in the summary compensation table for 2008 currently meet these targets, except for Mr. Graboski who joined the Company in August 2007.

Long-term stock incentives are provided through grants of stock options and restricted stock to executive officers and other key employees pursuant to the shareholder approved 1999, 2002 and 2008 Stock Plans. The stock component of compensation is intended to retain and motivate employees to improve long-term shareholder value. Such grants for executive officers were in 2006, 2007 and 2008 made at the regularly scheduled Committee meeting in December of each year. Stock options are granted at the market value on the date of grant and have value only if the Company's stock price increases. Stock options granted during 2008 vest beginning on the first anniversary of the grant in equal amounts over three years and expire seven years after the date of grant. Employees must be employed by the Company at the time of vesting in order to exercise the options.

The Committee establishes the number and terms of the options granted under the stock plans. The Committee encourages executives to build a substantial ownership investment in the Company's common stock. The table on page 2 reflects the ownership position of the directors and executive officers at March 2, 2009. Outstanding performance by an individual executive officer is recognized through larger option grants. The Committee, in determining grants of stock options under the stock plans, also reviews and considers the executive's history of retaining shares previously obtained through the exercise of prior options.

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The Committee granted options for an aggregate of 342,150 shares to 112 employees during 2008, including options to named executive officers as described below. In addition, the Committee granted restricted stock units for an aggregate of 4,777 shares to sixteen international employees during 2008.

The Committee determined in December 2007 that the equity grants to executive officers should be primarily in options in order that the awards be performance based. In December 2008, the Committee granted 75,100 stock options to Mr. Bay. The Committee also granted 23,100 stock options to Mr. McClain, 5,950 to Mr. Meaney, 4,500 to Mr. Jaksich and 7,000 to Mr. Graboski. The vesting provisions for these option grants are described on page 17. The Committee determined that such grants were appropriate long-term incentives, based on market data and the Committee's review of each executive's performance.

The Committee has stated its belief that the programs described above provide compensation that is competitive with comparable companies, link executive and shareholder interests and provide the basis for the Company to attract and retain qualified executives. The Committee has indicated that it will continue to monitor the relationship among executive compensation, the Company's performance and shareholder value.

### **Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on such review and discussion, has recommended to the board that the Compensation Discussion and Analysis be included in this Proxy Statement.

#### **COMPENSATION COMMITTEE**

Thomas F. Madison, Chairman

Glen A. Barton

Stephen R. Lewis, Jr.

Kenneth E. Stinson

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## Executive Compensation

## Summary Compensation Table

	Year	Salary (\$)	Bonus (\$)	Stock awards (\$)(1)	Option Awards(2)	Non-equity incentive plan compensation	Change in pension value and non-qualified deferred compensation earnings (\$)	All Other Compensation \$(3)(4)	Totals (\$)
Mogens C. Bay	2008	880,000	0	2,255,058	392,377	1,760,000	0	711,892	5,999,328
Chairman and Chief Executive Officer	2007	830,000	0	2,168,136	13,441	2,490,000	0	670,757	6,172,334
	2006	795,000	0	2,296,135	0	1,910,619	0	628,990	5,630,744
Terry J. McClain	2008	416,000	0	544,890	102,070	612,033	0	220,778	1,895,771
Sr. Vice President and Chief Financial Officer	2007	400,000	0	1,111,879	4,950	720,000	0	265,734	2,502,563
	2006	360,400	0	674,383	0	648,720	0	200,969	1,884,472
E. Robert Meaney	2008	325,105	0	338,651	32,402	398,588	0	150,601	1,246,547
Sr. Vice President and Corporate Secretary	2007	315,636	0	740,754	2,071	473,454	0	182,466	1,714,381
	2006	303,496	0	460,137	0	455,245	0	142,522	1,361,400
Mark C. Jaksich	2008	223,218	0	95,551	41,381	218,937	0	27,045	606,132
Vice President, Corporate Contoller	2007	214,633	0	315,195	48,006	257,560	0	23,538	858,932
	2006	206,377	0	183,865	55,332	247,653	0	23,902	717,129
John G. Graboski(4)	2008	255,000	0	75,234	66,057	250,110	0	31,757	678,158
Vice President, Human Resources	2007	81,731	3,000	0	0	99,900	0	205,846	390,477

- (1) Stock awards consist of the expense recorded by the Company related to (1) restricted shares issued to Mr. Bay in 2007 and to Messrs. Bay, McClain and Meaney in prior years and (2) the award of performance shares to each of the above-named executives under the long-term incentive program in 2008 and prior years. See "Compensation Discussion and Analysis" for a description of these awards. See footnote 10 to the Company's consolidated financial statements for the assumptions used in valuing these awards.
- (2) This column reflects the compensation expense recorded by the Company on stock options granted to the named executive officers that were not vested as of the end of fiscal 2008. See footnote 10 to the Company's consolidated financial statements for the assumptions used in the valuation of these awards.
- (3) This column reflects amounts contributed by Valmont to its 401(k) plan and related supplemental benefit plan, which matches the amounts contributed in 2008 by executive officers in accordance with plan provisions; such contributions are 4.5% of the executive officer's salary, bonus and incentives that are paid in cash (15% for Messrs. Bay, McClain and Meaney); includes \$95,612, \$59,020 and \$42,640 with respect to Mr. Bay's personal use of Company aircraft in 2008, 2007 and 2006, respectively, in accordance with Valmont's security policy, based on the Company's variable operating costs.
- (4) Mr. Graboski became an employee in August 2007. All Other Compensation includes relocation/start date payments of \$24,981 in 2007 and \$7,079 in 2008.

## Grants of Plan-based Awards for Fiscal 2008

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (\$)(1)			Estimated Future Payouts Under Equity Incentive Plan Awards (# of shares)(1)			All Other Stock Awards: Number of Shares of Stock or Units (#)(1)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/share)	Grant Date Fair Value of Stock and Option Awards(2)
		Threshold	Target	Maximum	Threshold	Target	Maximum				
Mogens C. Bay	2/24/2008 12/14/2008	0	880,000	1,760,000	5,214	10,428	20,856	0	75,100	57.46	1,198,596
Terry J. McClain	2/24/2008 12/14/2008	0	249,600	748,800	1,233	2,465	4,930	0	23,100	57.46	368,676
E. Robert Meaney	2/24/2008 12/14/2008	0	162,553	487,659	578	1,156	2,312	0	5,950	57.46	94,962
Mark C. Jaksich	2/24/2008 12/14/2008	0	89,287	267,861	331	661	1,322	0	4,500	57.46	71,820
John G. Graboski	2/24/2008 12/14/2008	0	102,000	306,000	378	755	1,510	0	7,000	57.46	111,720

(1) Non-equity incentive awards were made with respect to the Company's 2008 annual incentive plan. Equity incentive plan awards represent performance shares under the Company's 2008-2010 long-term incentive plan. See "Compensation Discussion and Analysis" for a description of each plan. Other stock and option awards are made under the 2008 Stock Plan.

(2) See footnote 10 to the Company's consolidated financial statements for the assumptions used in valuing these awards.

## Outstanding Equity Awards at Fiscal Year-End

Name	Number of Securities Underlying Unexercised Options (#) Exercisable(1)	Number of Securities Underlying Unexercised Options (#) Unexercisable(1)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(3)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(4)		
Mogens C. Bay	14,467	28,953 75,100	0	86.72 57.46	12/17/2014 12/14/2015	33,333 33,333 37,000 18,870 10,000	1,950,314 1,950,314 2,164,870 1,104,084 585,100	20,856 28,855	1,098,617 1,519,975		
Terry J. McClain	3,734	7,466 23,100	0	86.72 57.46	12/17/2014 12/14/2015	10,000 10,000 10,000 3,050	585,100 585,100 585,100 178,456	4,930 6,953	259,694 366,258		
E. Robert Meaney	1,200	2,400 5,950	0	86.72 57.46	12/17/2014 12/14/2015	8,000 8,000 5,000 2,070	468,080 468,080 292,550 121,116	2,312 3,292	121,788 173,410		
Mark C. Jaksich	3,333 6,666 1,240 767	0 0 620 1,533 4,500	0	24.78 34.33 56.98 86.72 57.46	12/19/2014 12/18/2012 12/17/2013 12/17/2014 12/14/2015			1,322 1,865	69,638 98,241		
John G. Graboski	0 634 0	10,000 1,266 7,000	0	83.57 86.72 57.46	8/27/2014 12/18/2014 12/14/2015			1,510 1,865	79,541 98,241		

- (1) Stock options for Mr. Jaksich that expire (a) on December 19, 2014 vested on December 19, 2007, (b) December 18, 2012 vested in equal amounts on December 18, 2007 and December 18, 2008 and (c) December 17, 2013 vested or vest in equal amounts on December 17, 2007, December 17, 2008 and December 17, 2009. The options for these individuals that expire on December 17, 2014 vested or vest in equal amounts on December 17, 2008, December 17, 2009 and December 17, 2010. The unvested options for these individuals that expire on December 14, 2015 vest in equal amounts on December 14, 2009, December 14, 2010 and December 14, 2011.
- (2) The restricted shares vest at age 62, if the executive's employment terminates upon death or disability, upon involuntary termination prior to age 62 without cause, or upon a change of control of the Company. Dividends are paid on restricted shares.
- (3) Number shown is based on the projected number of performance shares awarded under the long-term incentive plans for the periods ending in 2009 and 2010, respectively. See "Compensation Discussion and Analysis" for a description of the provisions of the plan.
- (4) Based on the target number of performance shares at the average closing market price for the last 30 trading days of the 2008 fiscal year (\$52.6763 per share).

## Options Exercised and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Mogens C. Bay	0	0	0	0
Terry J. McClain	0	0	0	0
E. Robert Meaney	0	0	0	0
Mark C. Jaksich	0	0	0	0
John G. Graboski	0	0	0	0

## Nonqualified Deferred Compensation

Name	Executive Contributions in Last Fiscal Year (\$)(1)	Registrant Contributions in Last Fiscal Year (\$)(2)	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last Fiscal Year End (\$)(3)
Mogens C. Bay	598,680	605,930	31,056	0	2,462,076
Terry J. McClain	273,571	210,428	(160,268)	(500,000)	753,778
E. Robert Meaney	184,546	140,251	(365,119)	0	1,125,797
Mark C. Jaksich	127,928	16,695	(176,407)	0	562,847
John G. Graboski	234,723	19,353	0	0	254,072

- (1) Executive officer contributions are included in the executive compensation amounts reflected in the Summary Compensation Table as part of "Salary", "Bonus" and "Non-equity Incentive Plan Compensation."
- (2) Company contributions match executive contributions to the 401(k) and related nonqualified deferred compensation plans with respect to compensation and are included in the Summary Compensation Table under "All Other Compensation." Valmont contributions are 4.5% of the executive officer's salary, bonus and cash incentives (15% for Messrs. Bay, McClain and Meaney).
- (3) The aggregate balance includes amounts contributed after the fiscal year end with respect to fiscal 2008 compensation.
- (4) The Company's nonqualified deferred compensation plan is offered to allow certain Company employees who, due to compensation and contribution ceilings established under the Internal Revenue Service regulations, are limited in making contributions to the Company's 401(k) plan. This plan is fully funded and the related assets in the plan are reported on the Company's balance sheet and are subject to creditor claims in event of the Company's bankruptcy. The vesting provisions follow that of the Company's 401(k) plan. Compensation that is eligible for deferral by the executive includes salary, bonus and cash incentives, and the executive may defer any percentage of eligible compensation. Investment values and related earnings are based on quoted market prices of the investments held by the plan. Investment alternatives under the plan are selected by each executive and may be changed based on the rules set forth by each investment fund selected by the employee. Distribution payments are made upon some specified period after separation from service in accordance with Section 409A of the Internal Revenue Code. The methods of distribution include single lump sum cash payment or annual installments for 2-10 years. In-service withdrawals are allowed in compliance with Section 409A of the Code. The Company does not have a pension plan or other defined benefit plan.

## Director Compensation

Name	Fees Earned or paid in Cash (\$)(1)	Stock Awards (\$)(1)(2)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Thomas F. Madison	146,833	118,742	0	0	0	0	265,575
Walter Scott, Jr.	96,833	96,586	0	0	0	0	193,419
John E. Jones(3)	28,000	186,169	0	0	0	0	214,169
Kenneth E. Stinson	85,833	55,670	0	0	0	0	141,503
Stephen R. Lewis, Jr.	91,833	67,559	0	0	0	0	159,393
Glen A. Barton	85,833	66,413	0	0	0	0	152,246
Kaj den Daas	85,333	28,409	0	0	0	0	113,742
Daniel P. Neary	86,833	16,470	0	0	0	0	103,303

- (1) Non-employee directors in 2008 received (1) an annual retainer of \$65,000, (2) \$2,500 for each board meeting attended (\$1,000 if the participation was via teleconference), and (3) \$2,000 for each committee meeting attended. The lead director received an additional \$35,000 for the year and each committee chairman received an additional \$10,000 for the year. Director Scott has elected to receive his cash fees in the form of deferred compensation which accrues interest indexed to U.S. government bonds compounded monthly. Non-employee directors also received an annual restricted stock grant with a value of \$120,000 (based on the closing market price of the Company's common stock on the date of the Company's 2008 annual shareholders meeting). The equity grants are made annually on the date of and following completion of the Company's annual shareholders meeting. The common stock grant is forfeited if a director's services terminate for any reason other than death, retirement from the board at mandatory retirement age, or resignation or failure to stand for re-election, in any case without the prior approval of the board. See footnote 10 to the Company's consolidated financial statements for the assumptions used in valuing these awards. Effective beginning in 2009, the restricted stock grant will be changed to restricted stock units vesting on the first anniversary of the grant date (subject to deferral by the director).
- (2) Stock awards consist of the expense recorded by the Company in 2008 related to current and prior year stock awards issued to each director. The expenses related to restricted shares are recorded on a straight-line basis over the requisite service period, which is the time period from the date of grant until the director's retirement. Outstanding restricted stock awards for each director as of December 27, 2008 were as follows: Messrs. Madison and Scott, 36,638 shares; Mr. Jones, 29,448; Mr. Stinson, 22,638 shares; Mr. Lewis, 10,638 shares; Messrs. Barton and den Daas, 6,638 shares; and Mr. Neary, 4,638 shares.
- (3) Mr. Jones retired from the board on April 28, 2008 following the Company's annual shareholders meeting.

**Equity Compensation Plan Information**

The following table provides information about the Company's stock that may be issued upon exercise of options, warrants and rights under existing equity compensation plans as of December 27, 2008.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation (including securities plans reflected in column (a)) (c)
Equity compensation plans approved by security holders	1,112,777	\$ 49.36	1,361,010
Equity compensation plans not approved by security holders	0		0
<b>Total</b>	<b>1,112,777</b>		<b>1,361,010</b>

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

Valmont does not have employment agreements with its executive officers. Valmont also does not have special severance or change-in-control payment agreements with its executive officers.

Valmont's executive officers may receive severance payments upon a termination of employment under Valmont's severance plan which is generally available to all administrative employees. The severance plan generally provides one week of salary for each year of service up to 26 weeks of salary. Valmont's executive officers would also be entitled to receive upon termination of employment amounts accumulated in their respective deferred compensation accounts, at the times and in the manner established for their respective accounts; such amounts are described in the Non-Qualified Deferred Compensation table above.

Valmont's stockholder-approved stock plans provide that all outstanding options become immediately exercisable in the event of a change-in-control (as defined in the plans) and that all restrictions on restricted stock lapse in the event of such a change-in-control. Options granted in 2008 and subsequent years provide for continued vesting pursuant to the option terms if the optionee voluntarily retires on or after attaining age 62. If such a change-in-control or retirement had occurred on the last day of fiscal 2008, the incremental value (fair market value of company common stock on such date less exercise price) of unvested options held by the named executive officers would have been: Mr. Bay \$78,885; Mr. McClain \$24,255; Mr. Meaney \$6,247; Mr. Jaksich \$5,673; and Mr. Graboski \$7,350; and the value of unvested restricted stock for the named executive officers on such date would have been: Mr. Bay \$7,754,681; Mr. McClain \$1,933,756; and Mr. Meaney \$1,349,826. The unvested stock options for such individuals and the unvested restricted stock for such individuals are set forth in the Outstanding Equity Awards at Fiscal Year-End table. In addition, a pro rata portion (based on period of service and performance results) of the performance shares awarded under the long-term incentive plan may be earned in the event of death, disability, normal retirement, termination of employment without cause, or change-in-control. If such a change-in-control or retirement had occurred on the last day of fiscal 2008, the prorated value of the long-term incentive awards which would have been payable to the named executive officers would have been: Mr. Bay \$1,379,497; Mr. McClain \$330,724; Mr. Meaney \$156,189; Mr. Jaksich \$88,730; and Mr. Graboski \$80,006.

**Audit Committee Report**

The Audit Committee (the "Committee") is appointed by the board of directors to assist the board by reviewing (1) the integrity of the Company's financial statements, (2) the qualifications, independence and performance of the Company's independent auditors and internal auditing department and (3) the compliance by the Company with legal and regulatory requirements. The Committee manages the Company's relationship with its independent auditors, who report directly to the Committee. The Committee has sole authority to retain, compensate, oversee and terminate the independent auditors. The Committee acts under a written charter, adopted by the board of directors, a copy of which is available on the Company's website at *www.valmont.com*.

The Company's management is responsible for its financial reporting process and internal controls. The independent auditors are responsible for performing an independent audit of the Company's consolidated financial statements and issuing an opinion on the conformity of those audited financial statements with generally accepted accounting principles. The Committee oversees the Company's financial reporting process and internal controls on behalf of the board of directors.

The Committee reviews the Company's annual audited financial statements, quarterly financial statements and filings with the Securities and Exchange Commission. The Committee reviews reports on various matters, including (1) critical accounting policies of the Company, (2) material written communications between the independent auditor and management, (3) the independent auditor's internal quality-control procedures, (4) significant changes in the Company's selection or application of accounting principles and (5) the effect of regulatory and accounting initiatives on the financial statements of the Company. The Committee also considered whether the provision of non-audit services provided by Deloitte & Touche LLP ("Deloitte"), the Company's independent auditors, to the Company during fiscal 2008 was compatible with the auditor's independence.

The Committee reviewed and discussed the Company's audited financial statements for fiscal 2008 with both management and Deloitte. The Committee received from and discussed with Deloitte the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Committee concerning independence. The Committee also discussed with Deloitte any matters required to be discussed by Statement on Auditing Standards No. 61, as amended, as adopted by the Public Company Accounting Oversight Board relating to communications between the audit committee and the independent auditors. Based on these reviews and discussions, the Committee recommended to the board of directors and the board has approved that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2008.

**AUDIT COMMITTEE**

Walter Scott, Jr., Chairman  
Kaj den Daas  
Daniel P. Neary

**ITEM 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS**

The firm of Deloitte & Touche LLP and the member firms of Deloitte Touche Tohmatsu, and their respective affiliates (collectively "Deloitte Entities") conducted the 2008 and 2007 audits of the Company's financial statements. Fees billed by the Deloitte Entities to the Company for services provided during the 2008 and 2007 fiscal years were as follows:

	2008	2007
Audit Fees	1,100,749	989,145
Audit-Related Fees	24,000	21,500
Tax Fees	124,060	32,273
Other Fees	0	0
<b>Total Fees</b>	<b>1,248,809</b>	<b>1,042,918</b>

*Audit Fees* consist of the audit of the Company's fiscal 2008 and 2007 annual financial statements, review of the Company's quarterly financial statements during 2008 and 2007, fees associated with registration statements and other services that are normally provided in connection with statutory and regulatory filings. Audit fees also included the audit of the effectiveness of the Company's internal control over financial reporting.

Audit-Related Fees consist of financial statement audits of employee benefit plans, consents related to Securities and Exchange Commission filings, agreed-upon procedures, documentation review in connection with the Company's internal controls over financial reporting and due diligence services performed with respect to acquisitions.

*Tax Fees* consist of international tax planning and federal, state and expatriate tax compliance.

The Committee pre-approves all audit and permitted non-audit services to be performed by the independent auditor, including audit services, audit-related services, tax services and any other services. The Committee periodically grants pre-approval of specific audit and non-audit services including cost levels for such services. Any services not covered by prior pre-approvals, or services exceeding the pre-approved cost levels, must be approved in advance by the Committee. In periods between Committee meetings, the Committee Chairman has the delegated authority to pre-approve additional services, and such pre-approvals are then communicated to the full Committee.

The Audit Committee has appointed Deloitte & Touche LLP as independent auditors to conduct the 2009 audit of the Company's financial statements and requests that the shareholders ratify this appointment. A representative from Deloitte & Touche LLP will be present at the annual meeting of shareholders and will have the opportunity to make a statement and to respond to appropriate questions. In the event the shareholders do not ratify the appointment, the appointment will be reconsidered by the Audit Committee.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ITEM 2.**

### **Shareholder Proposals**

Shareholder proposals intended to be presented at the next annual meeting of shareholders must be received by the Company no later than November 20, 2009 in order to be considered for inclusion in the proxy statement for such meeting.

The Company's bylaws set forth certain procedures which shareholders must follow in order to nominate a director or present any other business at an annual shareholders' meeting. Generally, a shareholder must give timely notice to the Secretary of the Company. To be timely, such notice must be received by the Company at its principal executive offices not less than ninety nor more than one hundred twenty days prior to the meeting. The bylaws specify the information which must accompany such shareholder notice. Details of the provision of the bylaws may be obtained by any shareholder from the Secretary of the Company.

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

Section 16(a) of the Securities Exchange Act of 1934 requires executive officers and directors to file reports of changes in ownership of Valmont's common stock with Securities and Exchange Commission. Executive officers and directors are required by SEC regulations to furnish Valmont with copies of all Section 16(a) forms so filed. Based solely on a review of the copies of such forms furnished to Valmont and written representations from Valmont's executive officers and directors, Valmont believes that all persons subject to these reporting requirements filed the required reports on a timely basis during fiscal 2008, except for one report each for Messrs. Graboski, Madison and Stinson. Although each of these reports were filed in the respective month of each transaction, the reports were filed late due to administrative error.

### **Other Matters**

The board of directors does not know of any matter, other than those described above, that may be presented for action at the annual meeting of shareholders. If any other matter or proposal should be presented and should properly come before the meeting for action, the persons named in the accompanying proxy will vote upon such matter and upon such proposal in accordance with their best judgment.

By Order of the Board of Directors

E. Robert Meaney  
*Secretary*  
Valmont Industries, Inc.

23

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ONE VALMONT PLAZA  
OMAHA  
NEBRASKA  
68154-5215  
USA  
PHONE 402.963.1000  
FAX 402.963.1199  
[www.valmont.com](http://www.valmont.com)

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**ANNUAL MEETING OF STOCKHOLDERS**

**Monday, April 27, 2009**

**2:00 p.m.**

**Joslyn Art Museum**

**2200 Dodge Street**

**Omaha, NE 68102**

**Valmont Industries, Inc.  
One Valmont Plaza  
Omaha, Nebraska 68154-5215**

**proxy**

**This proxy is solicited by the Board of Directors for use at the Annual Meeting on April 27, 2009.**

The shares of stock you hold in your account or in a dividend reinvestment account will be voted as you specify on the reverse side.

**If no choice is specified, the proxy will be voted FOR Items 1 and 2.**

By signing the proxy, you revoke all prior proxies and appoint Mogens C. Bay and Walter Scott, Jr., and each of them with full power of substitution, to vote your shares on the matters shown on the reverse side and in their discretion on any other matters which may come before the Annual Meeting and all adjournments.

See reverse for voting instructions.

**Vote by Internet, Telephone or Mail**

**24 Hours a Day, 7 Days a Week**

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

**INTERNET** www.eproxy.com/vmi

Use the Internet to vote your proxy until 11:59 p.m. (CT) on Sunday, April 26, 2009.

**PHONE** 1-800-560-1965

Use a touch-tone telephone to vote your proxy until 11:59 p.m. (CT) on Sunday, April 26, 2009.

**MAIL** Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Voting Instruction Card.

**TO VOTE BY MAIL AS THE BOARD OF DIRECTORS RECOMMENDS ON ALL ITEMS BELOW,  
SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD.**

**The Board of Directors Recommends a Vote FOR Items 1 and 2.**

1. Election of directors:	01 Glen A. Barton 02 Daniel P. Neary	03 Kenneth E. Stinson	<input type="radio"/> Vote FOR all nominees (except as marked)	<input type="radio"/> Vote WITHHELD from all nominees
---------------------------	---	-----------------------	--	---

**(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.) \_\_\_\_\_**

2. Proposal to ratify the appointment of Deloitte & Touche LLP as independent auditors for fiscal 2009.  For  Against  Abstain

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR EACH PROPOSAL.**

Address Change? Mark   
Box

Indicate changes below: Date

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy.  
If held in joint tenancy, all persons should sign.  
Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy.

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## QuickLinks

[Proxy Statement](#)

[Certain Shareholders](#)

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### ITEM 1: BOARD OF DIRECTORS AND ELECTION OF DIRECTORS

[Compensation Discussion and Analysis](#)

[Compensation Committee Report](#)

[Executive Compensation](#)

[Equity Compensation Plan Information](#)

[Potential Payments Upon Termination or Change-In-Control](#)

[Audit Committee Report](#)

### ITEM 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

[Shareholder Proposals](#)

[Section 16\(a\) Beneficial Ownership Reporting Compliance](#)

[Other Matters](#)

es new roman; FONT-SIZE: 10pt">IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

PETER A. FELD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	10,560,000 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

10,560,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,560,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

BRADLEY D. BLUM

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,250
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,250
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

CHARLES M. SONSTEBY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		3,000
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		3,000
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

ROBERT MOCK

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)   
GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY OWNED BY	8	1,318 SHARED VOTING POWER
EACH REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER
	10	1,318 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,318

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)   
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

CRAIG S. MILLER

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,000
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,000
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

BETSY S. ATKINS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		200
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		200
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

MARGARET SHÂN ATKINS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)   
GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA, CANADA

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		150
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	150
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)   
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

JEAN M. BIRCH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		450
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		450
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

JAMES P. FOGARTY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,990
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,990
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,990

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

CYNTHIA T. JAMISON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		420
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		420
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

420

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

WILLIAM H. LENEHAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,108
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,108
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,108

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

LIONEL L. NOWELL, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	400 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	400 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

ALAN N. STILLMAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	100 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	100 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

The following constitutes Amendment No. 12 to the Schedule 13D filed by the undersigned (“Amendment No. 12”). This Amendment No. 12 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Delta LLC and held in the Starboard Value LP Accounts were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase price of the 2,535,767 Shares beneficially owned by Starboard V&O Fund is approximately \$122,894,450, excluding brokerage commissions. The aggregate purchase price of the 580,066 Shares beneficially owned by Starboard S LLC is approximately \$28,306,543, excluding brokerage commissions. The aggregate purchase price of the 317,952 Shares beneficially owned by Starboard C LP is approximately \$15,479,357, excluding brokerage commissions. The aggregate purchase price of the 1,732,025 Shares beneficially owned by Starboard Delta LLC is approximately \$84,202,991, excluding brokerage commissions. The aggregate purchase price of certain call options exercisable into 650,000 Shares beneficially owned by Starboard Delta LLC, as further described in Item 6 below, is approximately \$24,538,085, excluding brokerage commissions. The aggregate purchase price of the 4,744,190 Shares held in the Starboard Value LP Accounts is approximately \$240,321,755, excluding brokerage commissions.

The Shares purchased by each of Messrs. Blum, Sonstebly, Mock, Miller, Fogarty, Lenehan, Nowell and Stillman and by each of Ms. Betsy Atkins, Ms. Shân Atkins and Misses Birch and Jamison, were purchased in the open market with personal funds. The aggregate purchase price of the 2,250 Shares owned directly by Mr. Blum is approximately \$109,568, including brokerage commissions. The aggregate purchase price of the 3,000 Shares owned directly by Mr. Sonstebly is approximately \$146,211.45, including brokerage commissions. The aggregate purchase price of the 1,318 Shares owned directly by Mr. Mock is approximately \$64,541, including brokerage commissions. The aggregate purchase price of the 1,000 Shares owned directly by Mr. Miller is approximately \$49,918, including brokerage commissions. The aggregate purchase price of the 200 Shares owned directly by Ms. Betsy Atkins is approximately \$10,108, including brokerage commissions. The aggregate purchase price of the 150 Shares owned directly by Ms. Shân Atkins is approximately \$7,545, including brokerage commissions. The aggregate purchase price of the 450 Shares owned directly by Ms. Birch is approximately \$22,040.60, including brokerage commissions. The aggregate purchase price of the 1,990 Shares owned directly by Mr. Fogarty is approximately \$99,639, excluding brokerage commissions. The aggregate purchase price of the 420 Shares owned directly by Ms. Jamison is approximately \$20,435.35, excluding brokerage commissions. The aggregate purchase price of the 1,108 Shares owned directly by Mr. Lenehan is approximately \$55,086, including brokerage commissions. The aggregate purchase price of the 400 Shares owned directly by Mr. Nowell is approximately \$19,632.40, including brokerage commissions. The aggregate purchase price of the 100 Shares owned directly by Mr. Stillman is approximately \$4,997, including brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On July 23, 2014, Starboard Value LP (“Starboard”) filed a Complaint in the Circuit Court for the Ninth Judicial Circuit in and for Orange County, Florida against the Issuer seeking an order to compel the Issuer to provide Starboard with certain books and records for purposes of inspection and copying pursuant to Section 607.1604 of the Florida Business Corporations Act. Within its rights as a shareholder under Florida law, Starboard delivered a letter to the

Issuer on June 5, 2014 demanding production of certain of the Issuer's books and records (the "June 5 Demand") in order to gain additional insight and learn more as to the analyses, processes and rationale that ultimately led to the Issuer's agreement on May 16, 2014 to sell Red Lobster at what Starboard believes to be a fire sale price to Golden Gate Capital (the "Red Lobster Sale"). In agreeing to the Red Lobster Sale, the Issuer disregarded the strong mandate from its shareholders representing 57% of the Issuer's outstanding shares, or 80% of the shares realistically able to vote, to either pause the Red Lobster Sale or to subject any transaction involving Red Lobster to a shareholder vote.

Since the Issuer's announcement of the Red Lobster Sale, the Issuer's stock price has declined by 11% and has underperformed its peers by 16%, representing the destruction of hundreds of millions of dollars in total shareholder value. In addition to better understanding the process and rationale behind the Red Lobster Sale, Starboard served the June 5 Demand specifically to (i) investigate potential mismanagement, wrongdoing and/or corporate waste in connection with the proposed sale in the course of evaluating whether to bring an action to enjoin the sale or for breach of fiduciary duty against Issuer's current Board of Directors and management, and (ii) assist Starboard in evaluating its proxy contest. These are appropriate purposes for making a books and records demand under Florida law.

CUSIP NO. 237194105

Since serving the June 5 Demand, Starboard has attempted to negotiate in good faith the conditions for the Issuer to turn over the requested records, even going so far as to narrow its request voluntarily in an effort to get to resolution. Unfortunately, the Issuer was not willing to accept reasonable terms regarding confidentiality restrictions. Specifically, the Issuer demanded that Starboard not only keep the books and records themselves confidential, but also insisted that Starboard could not express any “opinions, conclusions, views, or perspectives,” derived from the produced books and records. The Issuer therefore sought to condition production of the books and records on a gag order that would extend not only to the documents themselves, but also to any Starboard view or opinion informed by, or derived in any way from, the produced documents. Despite Starboard’s efforts to negotiate the confidentiality terms in good faith, the Issuer has refused to provide any of the requested books and records, and Starboard has filed the Complaint seeking to enforce its inspection rights under Florida law.

The foregoing summary is qualified in its entirety by reference to the full text of the Complaint, a copy of which is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

Item 5. Interest in Securities of the Issuer.

Items 5(a) - 5(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 132,314,493 Shares outstanding, as of May 25, 2014, which is the total number of Shares outstanding as reported in the Issuer’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on July 18, 2014.

A. Starboard V&O Fund

(a) As of the close of business on July 23, 2014, Starboard V&O Fund beneficially owned 2,535,767 Shares.

Percentage: Approximately 1.9%

- (b)
1. Sole power to vote or direct vote: 2,535,767
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,535,767
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard V&O Fund since the filing of Amendment No. 11 to the Schedule 13D are set forth on Schedule A and are incorporated by reference herein.

B. Starboard S LLC

(a) As of the close of business on July 23, 2014, Starboard S LLC beneficially owned 580,066 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 580,066
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 580,066
  4. Shared power to dispose or direct the disposition: 0

(c)

Starboard S LLC has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

C. Starboard C LP

(a) As of the close of business on July 23, 2014, Starboard C LP beneficially owned 317,952 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 317,952
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 317,952
  4. Shared power to dispose or direct the disposition: 0

CUSIP NO. 237194105

(c) Starboard C LP has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 317,952 shares owned by Starboard C LP.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 317,952
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 317,952
  4. Shared power to dispose or direct the disposition: 0

(c) Starboard R LP has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

E. Starboard R GP

(a) Starboard R GP, as the general partner of Starboard R LP, may be deemed the beneficial owner of the 317,952 shares owned by Starboard C LP.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 317,952
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 317,952
  4. Shared power to dispose or direct the disposition: 0

(c) Starboard R GP has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

F. Starboard Delta LLC

(a) As of the close of business on July 23, 2014, Starboard Delta LLC beneficially owned 2,382,025 Shares, including 650,000 Shares underlying certain call options

Percentage: Approximately 1.8%

- (b)
1. Sole power to vote or direct vote: 2,382,025
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,382,025
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard Delta LLC since the filing of Amendment No. 11 to the Schedule 13D are set forth on Schedule A and are incorporated by reference herein.



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G. Starboard Leaders Fund

(a) Starboard Leaders Fund, as a member of Starboard Delta LLC, may be deemed the beneficial owner of the 2,382,025 shares owned by Starboard Delta LLC.

Percentage: Approximately 1.8%

- (b)
1. Sole power to vote or direct vote: 2,382,025
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,382,025
  4. Shared power to dispose or direct the disposition: 0

(c) Starboard Leaders Fund has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 11 to the Schedule 13D are set forth on Schedule A and are incorporated by reference herein.

H. Starboard A LP

(a) Starboard A LP, as the general partner of Starboard Leaders Fund and the managing member of Starboard Delta LLC, may be deemed the beneficial owner of the 2,382,025 shares owned by Starboard Delta LLC.

Percentage: Approximately 1.8%

- (b)
1. Sole power to vote or direct vote: 2,382,025
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,382,025
  4. Shared power to dispose or direct the disposition: 0

(c) Starboard A LP has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 11 to the Schedule 13D are set forth on Schedule A and are incorporated by reference herein.

I. Starboard A GP

(a) Starboard A GP, as the general partner of Starboard A LP, may be deemed the beneficial owner of the 2,382,025 shares owned by Starboard Delta LLC.

Percentage: Approximately 1.8%

- (b)
1. Sole power to vote or direct vote: 2,382,025
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,382,025
  4. Shared power to dispose or direct the disposition: 0

(c) Starboard A GP has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 11 to the Schedule 13D are set forth on Schedule A and are incorporated by reference herein.



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J. Starboard Value LP

(a) As of the close of business on July 23, 2014, 4,744,190 Shares were held in the Starboard Value LP Accounts. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard Delta LLC and the Starboard Value LP Accounts and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 2,535,767 Shares owned by Starboard V&O Fund, (ii) 580,066 Shares owned by Starboard S LLC, (iii) 317,952 Shares owned by Starboard C LP, (iv) 2,382,025 Shares owned by Starboard Delta LLC and (v) 4,744,190 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 8.0%

- (b)
1. Sole power to vote or direct vote: 10,560,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 10,560,000
  4. Shared power to dispose or direct the disposition: 0

(c) Starboard Value LP has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard Delta LLC since the filing of Amendment No. 11 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

K. Starboard Value GP

(a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 2,535,767 Shares owned by Starboard V&O Fund, (ii) 580,066 Shares owned by Starboard S LLC, (iii) 317,952 Shares owned by Starboard C LP, (iv) 2,382,025 Shares owned by Starboard Delta LLC and (v) 4,744,190 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 8.0%

- (b)
1. Sole power to vote or direct vote: 10,560,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 10,560,000
  4. Shared power to dispose or direct the disposition: 0

(c) Starboard Value GP has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard Delta LLC since the filing of Amendment No. 11 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

L. Principal Co

(a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 2,535,767 Shares owned by Starboard V&O Fund, (ii) 580,066 Shares owned by Starboard S LLC, (iii) 317,952 Shares owned by Starboard C LP, (iv) 2,382,025 Shares owned by Starboard Delta LLC and (v) 4,744,190 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 8.0%



CUSIP NO. 237194105

- (b)
  - 1. Sole power to vote or direct vote: 10,560,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 10,560,000
  - 4. Shared power to dispose or direct the disposition: 0

(c) Principal Co has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard Delta LLC since the filing of Amendment No. 11 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

M. Principal GP

(a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 2,535,767 Shares owned by Starboard V&O Fund, (ii) 580,066 Shares owned by Starboard S LLC, (iii) 317,952 Shares owned by Starboard C LP, (iv) 2,382,025 Shares owned by Starboard Delta LLC and (v) 4,744,190 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 8.0%

- (b)
  - 1. Sole power to vote or direct vote: 10,560,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 10,560,000
  - 4. Shared power to dispose or direct the disposition: 0

(c) Principal GP has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard Delta LLC since the filing of Amendment No. 11 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

N. Messrs. Smith, Mitchell and Feld

(a) Each of Messrs. Smith, Mitchell and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of the (i) 2,535,767 Shares owned by Starboard V&O Fund, (ii) 580,066 Shares owned by Starboard S LLC, (iii) 317,952 Shares owned by Starboard C LP, (iv) 2,382,025 Shares owned by Starboard Delta LLC and (v) 4,744,190 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 8.0%

- (b)
  - 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 10,560,000
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 10,560,000

(c) None of Messrs. Smith, Mitchell or Feld has entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard Delta LLC since the filing of Amendment No. 11 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.



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O. Mr. Blum

(a) As of the close of business on July 23, 2014, Mr. Blum directly owned 2,250 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 2,250
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,250
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Blum has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

P. Mr. Sonstebly

(a) As of the close of business on July 23, 2014, Mr. Sonstebly directly owned 3,000 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 3,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 3,000
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Sonstebly has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

Q. Mr. Mock

(a) As of the close of business on July 23, 2014, Mr. Mock directly owned 1,318 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,318
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 1,318
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Mock has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

R. Mr. Miller

(a) As of the close of business on July 23, 2014, Mr. Miller directly owned 1,000 Shares.

Percentage: Less than 1%



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- (b)
  - 1. Sole power to vote or direct vote: 1,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,000
  - 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Miller has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

S. Ms. Betsy Atkins

- (a) As of the close of business on July 23, 2014, Ms. Betsy Atkins directly owned 200 Shares.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 200
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 200
  - 4. Shared power to dispose or direct the disposition: 0

(c) Ms. Atkins has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

T. Ms. Shân Atkins

- (a) As of the close of business on July 23, 2014, Ms. Shân Atkins directly owned 150 Shares.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 150
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 150
  - 4. Shared power to dispose or direct the disposition: 0

(c) Ms. Atkins has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

U. Ms. Birch

- (a) As of the close of business on July 23, 2014, Ms. Birch directly owned 450 Shares.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 450
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 450
  - 4. Shared power to dispose or direct the disposition: 0

(c)

Ms. Birch has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

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V. Mr. Fogarty

(a) As of the close of business on July 23, 2014, Mr. Fogarty directly owned 1,990 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,990
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 1,990
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Fogarty has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

W. Ms. Jamison

(a) As of the close of business on July 23, 2014, Ms. Jamison directly owned 420 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 420
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 420
  4. Shared power to dispose or direct the disposition: 0

(c) Ms. Jamison has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

X. Mr. Lenehan

(a) As of the close of business on July 23, 2014, Mr. Lenehan directly owned 1,108 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,108
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 1,108
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Lenehan has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

Y. Mr. Nowell

(a) As of the close of business on July 23, 2014, Mr. Nowell directly owned 400 Shares.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 400
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 400
  - 4. Shared power to dispose or direct the disposition: 0

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(c) Mr. Nowell has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

Z. Mr. Stillman

(a) As of the close of business on July 23, 2014, Mr. Stillman directly owned 100 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 100
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 100
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Stillman has not entered into any transactions in the Shares since the filing of Amendment No. 11 to the Schedule 13D.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his, her or its pecuniary interest therein.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On July 21, 2014, Starboard V&O exercised all American-style call options described in Amendment No. 9 to the Schedule 13D and Amendment No. 11 to the Schedule 13D and thereby acquired 1,009,439 Shares in the aggregate. On July 21, 2014, upon exercise of such call options, all European-style put options described in Amendment No. 9 to the Schedule 13D and Amendment No. 11 to the Schedule 13D terminated in accordance with their terms.

On July 22, 2014, Starboard Delta LLC purchased in the over the counter market American-style call options referencing an aggregate of 150,000 Shares, which have an exercise price of \$6.6414 per Share and expire on July 22, 2015. Also on July 22, 2014, Starboard Delta LLC sold in the over the counter market European-style put options referencing an aggregate of 150,000 Shares at an exercise price of \$6.6414 per Share, which expire on July 22, 2015.

On July 23, 2014, Starboard Delta LLC purchased in the over the counter market American-style call options referencing an aggregate of 500,000 Shares, which have an exercise price of \$6.6726 per Share and expire on July 23, 2015. Also on July 23, 2014, Starboard Delta LLC sold in the over the counter market European-style put options referencing an aggregate of 500,000 Shares at an exercise price of \$6.6726 per Share, which expire on July 23, 2015.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Complaint, dated July 23, 2014.



CUSIP NO. 237194105

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 24, 2014

STARBOARD VALUE AND  
OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP,  
its investment manager

STARBOARD VALUE A LP

By: Starboard Value A GP LLC,  
its general partner

STARBOARD VALUE AND  
OPPORTUNITY S LLC

By: Starboard Value LP,  
its manager

STARBOARD VALUE LP

By: Starboard Value GP LLC,  
its general partner

STARBOARD VALUE AND  
OPPORTUNITY C LP

By: Starboard Value R LP  
its general partner

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,  
its member

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,  
its general partner

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,  
its general partner

STARBOARD LEADERS DELTA LLC

By: Starboard Value A LP,  
its managing member

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE A GP LLC

STARBOARD VALUE R GP LLC

STARBOARD LEADERS FUND LP

By: Starboard Value A LP  
its general partner

By: /s/ Jeffrey C. Smith

Name: Jeffrey C.  
Smith

Title: Authorized  
Signatory

/s/ Jeffrey C. Smith

JEFFREY C. SMITH

Individually and as attorney-in-fact  
for Mark R. Mitchell, Peter A. Feld,  
Bradley D. Blum, Charles M.  
Sonsteby, Robert Mock, Craig S.

Miller, Betsy S. Atkins, Margaret  
Shân Atkins, Jean M. Birch, James  
P. Fogarty, Cynthia T. Jamison,  
William H. Lenehan, Lionel L.  
Nowell, III and Alan N. Stillman

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## SCHEDULE A

## Transactions in the Shares Since the Filing of Amendment No. 11 to the Schedule 13D

Nature of the Transaction	Amount of Securities Purchased/(Sold)	Price Per Share	Date of Purchase/Sale
<b>STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD</b>			
Exercise of Call Options	269,139#	6.5611##	07/21/2014
Exercise of Call Options	178,200#	6.4074##	07/21/2014
Exercise of Call Options	29,700#	6.3164##	07/21/2014
Exercise of Call Options	118,800#	6.2428##	07/21/2014
Exercise of Call Options	89,100#	6.2480##	07/21/2014
Exercise of Call Options	44,250#	6.1391##	07/21/2014
Exercise of Call Options	44,250#	6.5946##	07/21/2014
Exercise of Call Options	29,500#	6.6449##	07/21/2014
Exercise of Call Options	59,000#	6.5106##	07/21/2014
Exercise of Call Options	118,000#	6.4546##	07/21/2014
Exercise of Call Options	29,500#	6.3569##	07/21/2014

## STARBOARD LEADERS DELTA LLC

Purchase of Common Stock	300,000	43.9666	07/16/2014
Purchase of Common Stock	125,000	43.7557	07/17/2014
Purchase of Common Stock	25,000	44.3976	07/18/2014
Purchase of Common Stock	10,000	43.8976	07/21/2014
Purchase of Call Options	150,000*	37.6149**	07/22/2014
Sale of Put Options	(150,000)^	0.0100^^	07/22/2014
Purchase of Call Options	500,000*	37.7917**	07/23/2014
Sale of Put Options	(500,000)^	0.0100^^	07/23/2014

# Represents Shares acquired upon exercising American-style call options purchased in the over the counter market. These call options would have expired on May 21, 2015, June 22, 2015, June 23, 2015, June 26, 2015, June 29, 2015, July 7, 2015, July 8, 2015, July 9, 2015, July 10, 2015, July 13, 2015 and July 15, 2015, respectively.

## Represents the average per share exercise price of the underlying American-style call options. The per share exercise price of these options was \$7.3468, \$7.2162, \$7.1245, \$7.0508, \$7.0572, \$6.9531, \$6.8556, \$6.9088, \$6.7700, \$6.7127, and \$6.6145, respectively.

\* Represents shares underlying American-style call options purchased in the over the counter market. These call options expire on July 22, 2015 and July 23, 2015, respectively.

\*\* This amount represents the cost of an applicable American-style call option to purchase one Share. The per share exercise price of these call options is \$6.6414 and 6.6726, respectively.

^ Represents shares underlying European-style put options sold in the over the counter market. These put options expire on July 22, 2015 and July 23, 2015, respectively.

^^ This amount represents the proceeds received from an applicable European-style put option to sell one Share. The per share exercise price of these put options is \$6.6414 and 6.6726, respectively.

