

CHICAGO BRIDGE & IRON CO N V
Form PRE 14A
March 13, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

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

Filed by the Registrant

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

Chicago Bridge & Iron Company N.V.

(Name of Registrant as Specified In Its Charter)

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

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 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
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CHICAGO BRIDGE & IRON COMPANY N.V.

Prinses Beatrixlaan 35

2595 AK THE HAGUE, THE NETHERLANDS

NOTICE OF AND AGENDA FOR ANNUAL GENERAL MEETING

OF SHAREHOLDERS TO BE HELD MAY 6, 2015

To the Shareholders of:

CHICAGO BRIDGE & IRON COMPANY N.V.

You are hereby notified that the Annual General Meeting of Shareholders (the "Annual Meeting") of Chicago Bridge & Iron Company N.V. ("CB&I", "CBI", the "Company" or "we") will be held at the InterContinental Amstel Amsterdam, Professor Tulpplein 1, 1018 GX Amsterdam, The Netherlands, at 2:00 p.m., local time, on Wednesday, May 6, 2015, for the following purposes:

1. To elect three members of our Supervisory Board to serve until the Annual Meeting of Shareholders in 2018. Our Supervisory Board recommends the election of Philip K. Asherman, L. Richard Flury and W. Craig Kissel to fill these positions;
2. To approve, by non-binding vote, the compensation of the Company's named executive officers;
3. To authorize the preparation of our Dutch statutory annual accounts and the annual report of our Management Board in the English language, to discuss our annual report of the Management Board for the year ended December 31, 2014 and to adopt our Dutch statutory annual accounts for the year ended December 31, 2014;
4. To approve the final dividend for the year ended December 31, 2014 in an amount of \$.28 per share, which has previously been paid out to shareholders in the form of interim dividends;
5. To discharge the sole member of our Management Board from liability in respect of the exercise of its duties during the year ended December 31, 2014;
6. To discharge the members of our Supervisory Board from liability in respect of the exercise of their duties during the year ended December 31, 2014;
7. To appoint Ernst & Young LLP as our independent registered public accounting firm, who will audit our accounts for the year ending December 31, 2015;
8. To approve the extension of the authority of our Management Board, acting with the approval of our Supervisory Board, to repurchase up to 10% of our issued share capital until November 6, 2016 on the open market, through privately negotiated transactions or in one or more self tender offers for a price per share not less than the nominal value of a share and not higher than 110% of the most recent available (as of the time of repurchase) price of a share on any securities exchange where our shares are traded;
9. To approve the extension of the authority of our Supervisory Board to issue shares and/or grant rights to acquire our shares (including options to subscribe for shares), never to exceed the number of authorized but unissued shares, and to limit or exclude the preemptive rights of shareholders with respect to the issuance of shares and/or the grant of rights to acquire shares, until May 6, 2020;
10. To approve the Amended and Restated Chicago Bridge & Iron Company Incentive Compensation Program;
11. To discuss our dividend policy.

Our Dutch statutory annual accounts and the annual report of the Management Board, our Annual Report on Form 10-K, the charters of each of our Audit, Nominating, Organization and Compensation, Corporate Governance and Strategic Initiatives Committees, our Corporate Governance Guidelines and our Code of Ethics can be accessed through our website, www.cbi.com, and, along with directions to attend the Annual Meeting, may be obtained free of charge by request to our principal executive offices at Prinses Beatrixlaan 35, 2595 AK The Hague, The Netherlands, and at our administrative offices c/o CB&I, 2103 Research Forest Drive, The Woodlands, TX 77380-2624, Attn: Investor Relations. Copies of the documents listed above are also available for inspection by shareholders free of charge at our offices in The Hague listed above.

REGISTERED SHAREHOLDERS ARE REQUESTED TO VOTE PROMPTLY, AND IF VOTING BY MAIL, TO COMPLETE, SIGN, DATE AND PROMPTLY MAIL THE ENCLOSED PROXY IN THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED FOR MAILING IN THE UNITED STATES.

Richard E. Chandler, Jr.,

Secretary

March 27, 2015

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on May 6, 2015: The proxy statement and annual report to security holders are available on the Internet at www.proxyvote.com.

2 | (REV 13)

TABLE OF CONTENTS

Proxy Statement	1
<u>Corporate Governance</u>	<u>2</u>
<u>Committees of Our Supervisory Board</u>	<u>4</u>
ITEM 1 <u>Election of Three Members of Our Supervisory Board to Serve until 2018</u>	<u>8</u>
<u>Common Stock Ownership by Certain Persons and Management</u>	<u>12</u>
<u>Executive Compensation Discussion and Analysis</u>	<u>14</u>
<u>Determining the Form and Amount of Compensation Elements to Meet Our Compensation Objectives</u>	<u>21</u>
<u>Executive Officer Compensation Tables</u>	<u>25</u>
<u>Summary Compensation Table</u>	<u>25</u>
<u>Grants of Plan-Based Awards</u>	<u>26</u>
<u>Outstanding Equity Awards at Fiscal Year-End</u>	<u>27</u>
<u>Option Exercises and Stock Vested</u>	<u>28</u>
<u>Nonqualified Deferred Compensation</u>	<u>28</u>
<u>Potential Payments Upon Termination or Change of Control</u>	<u>29</u>
<u>Director Compensation</u>	<u>33</u>
<u>Risk Analysis</u>	<u>34</u>
ITEM 2 <u>Advisory (Non-binding) Vote on Executive Compensation</u>	<u>34</u>
ITEM 3 <u>Adoption of Annual Accounts for 2014</u>	<u>35</u>
ITEM 4 <u>Distribution From Profits</u>	<u>35</u>
ITEM 5 <u>Discharge of the Sole Member of Our Management Board from Liability</u>	<u>36</u>
ITEM 6 <u>Discharge of the Members of Our Supervisory Board from Liability</u>	<u>36</u>
ITEM 7 <u>Appointment of our Independent Registered Public Accounting Firm</u>	<u>36</u>
ITEM 8 <u>Extension of Authority of Our Management Board to Repurchase up to 10% of our Issued Share Capital Until November 6, 2016</u>	<u>36</u>
ITEM 9 <u>Extension of Authority of Our Supervisory Board to Issue Shares, to Grant Rights to Acquire Shares and to Limit or Exclude Preemptive Rights Until May 6, 2020</u>	<u>37</u>
ITEM 10 <u>Approval of the Amended and Restated Chicago Bridge & Iron Company Incentive Compensation Program</u>	<u>38</u>
ITEM 11 <u>Discussion of Dividend Policy</u>	<u>41</u>
<u>Shareholder Proposals</u>	<u>42</u>

CB&I

PROXY STATEMENT

This proxy statement, which is first being mailed or made available to holders of registered shares on or about March 27, 2015, is furnished in connection with the solicitation of proxies on behalf of CB&I, who ask you to vote promptly, and if voting by mail, to complete, sign, date and mail the enclosed proxy for use at the Annual General Meeting of Shareholders to be held at the InterContinental Amstel Amsterdam, Professor Tulpplein 1, 1018 GX Amsterdam, The Netherlands, at 2:00 p.m., local time, on Wednesday, May 6, 2015 (the “Annual Meeting”), for the purposes set forth in the foregoing notice and agenda.

We are utilizing U.S. Securities and Exchange Commission (“SEC”) rules allowing companies to furnish proxy materials over the Internet. Instead of a paper copy of this proxy statement and our 2014 Annual Report, most of our shareholders are receiving a notice regarding the availability of our proxy materials. The notice includes instructions on how to access the proxy materials over the Internet. The notice also contains instructions on how each shareholder can receive a paper copy of our proxy materials, including this proxy statement, our 2014 Annual Report and a form of proxy card.

Each share entitles the holder thereof to one vote on each matter submitted to a vote at the Annual Meeting. All shares represented by proxies duly executed and received by us within the time indicated on the accompanying proxy (the “Voter Deadline”) will be voted at the Annual Meeting in accordance with the terms of the proxies. If no choice is indicated on the proxy, the proxyholders will vote for the election of Messrs. Asherman, Flury and Kissel to our Supervisory Board and for all other proposals described in this proxy statement. If any other business is properly brought before the Annual Meeting under our Articles of Association or Dutch law, the proxies will be voted in accordance with the best judgment of the proxyholders. In general, only those items appearing on the agenda can be voted on at the Annual Meeting.

A shareholder may revoke a proxy by submitting a document revoking it prior to the Voter Deadline, by submitting a duly executed proxy bearing a later date prior to the Voter Deadline or by attending the Annual Meeting and voting in person (with regard to which the requirements below apply).

Only holders of record of the 108,526,411 registered shares of our share capital, par value EUR 0.01 (the “common shares” or “shares”), outstanding at the close of business on March 12, 2015 are entitled to notice of and to vote at the Annual Meeting. Shareholders must give notice in writing to the Management Board of their intention to attend the