JOHNSON OUTDOORS INC
Form DEFA14A
January 12, 2016

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

Filed by the registrant x

Filed by a party other than the registrant o

Check the appropriate box:

o Preliminary proxy statement

o Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))

x Definitive proxy statement

o Definitive additional materials

o Soliciting material pursuant to section 240.14a-12

JOHNSON OUTDOORS INC.
(Name of Registrant as Specified in Its Charter)

Registrant
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

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(4) Proposed maximum aggregate value of transaction:

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(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

JOHNSON OUTDOORS INC.
555 MAIN STREET
RACINE, WISCONSIN 53403

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD MARCH 2, 2016

To the Shareholders of JOHNSON OUTDOORS INC.:

The Annual Meeting of Shareholders of Johnson Outdoors Inc. will be held on Wednesday, March 2, 2016 at 10:00 a.m., local time, at the Company's headquarters, located at 555 Main Street, Racine, Wisconsin, for the following purposes:

1. To elect eight directors to serve for the ensuing year.
2. To ratify the appointment of RSM US LLP (formerly known as McGladrey LLP), an independent registered public accounting firm, as auditors of the Company for its fiscal year ending September 30, 2016.
3. To approve a non-binding advisory proposal on executive compensation.
4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Shareholders of record at the close of business on Friday, December 23, 2015 will be entitled to notice of and to vote at the annual meeting and any adjournment or postponement thereof. Holders of Class A common stock, voting as a separate class, are entitled to elect two directors and holders of Class B common stock, voting as a separate class, are entitled to elect the remaining directors. The holders of Class A common stock and Class B common stock, voting as a single class, are entitled to vote on (1) the proposal to ratify the appointment of RSM US LLP as the Company's independent registered public accounting firm for the 2016 fiscal year and (2) the non-binding advisory proposal on executive compensation.

All shareholders of record are cordially invited to attend the meeting in person. Whether or not you plan to attend the annual meeting in person, please complete, sign, date and return the enclosed proxy in the accompanying self-addressed postage pre-paid envelope or complete your proxy by following the instructions supplied on the proxy card for voting by telephone or via the Internet (or, if your shares are held in "street name" by a broker, nominee, fiduciary or other custodian, follow the directions given by the broker, nominee, fiduciary or other custodian regarding how to instruct it to vote your shares) as soon as possible.

By Order of the Board of Directors

/s/ Alisa Swire
Alisa Swire
Secretary

Racine, Wisconsin
January 12, 2016

JOHNSON OUTDOORS INC.
555 Main Street
Racine, Wisconsin 53403

PROXY STATEMENT

For The 2016 Annual Meeting of Shareholders
To Be Held On March 2, 2016

Important Notice Regarding the Availability of Proxy Materials for the
2016 Annual Meeting of Shareholders to be held on March 2, 2016:

The Notice of Annual Meeting, this Proxy Statement and the Accompanying Annual Report
on Form 10-K are Available at www.proxyvote.com

This Proxy Statement, which is first being mailed on or about January 12, 2016 to shareholders of record as of the close of business on December 23, 2015, is furnished in connection with the solicitation of proxies by the Board of Directors of Johnson Outdoors Inc. (the "Company"), for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders, to be used at the Annual Meeting of Shareholders of the Company to be held on Wednesday, March 2, 2016 at 10:00 a.m., local time, at the Company's headquarters, located at 555 Main Street, Racine, Wisconsin, and at any adjournment or postponement thereof (the "Annual Meeting").

You may vote in any of the following ways:

1) attend the Annual Meeting and vote in person by ballot;

2) complete the enclosed proxy card and then sign, date and return it in the postage pre-paid envelope provided; or

3) vote by telephone or the Internet by following the instructions supplied on the proxy card.

If you submit a proxy now, your right to vote at the Annual Meeting is not waived should you decide to attend in person.

Shares represented by a properly executed proxy will be voted at the Annual Meeting and, when instructions have been given by the shareholder, will be voted in accordance with those instructions. If you submit a proxy without giving voting instructions, the persons named as proxies on the proxy card will vote your shares (1) FOR the election of the directors named in this Proxy Statement, (2) FOR the ratification of RSM US LLP (formerly known as McGladrey LLP) as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2016 and (3) FOR approval of the non-binding advisory proposal on executive compensation.

As of the date of this Proxy Statement, the Company does not expect any matters to be voted upon at the Annual Meeting other than the proposals set forth in the accompanying Notice of Annual Meeting of Shareholders. If any other matters properly come before the Annual Meeting, including, among other things, consideration of a motion to adjourn the meeting to another time or place, a properly executed proxy gives the persons named as proxies on the proxy card authority to vote on such matters. The individuals named and acting as proxies will have the authority to vote on those matters according to their best judgment to the same extent as the person delivering the proxy would be entitled to vote. If the Annual Meeting is adjourned or postponed, a proxy will remain valid and may be voted at the adjourned or postponed meeting.

If you hold shares of the Company's common stock as a participant in the Company's 401(k) Retirement and Savings Plan (the "Retirement and Savings Plan"), the trustee for the Retirement and Savings Plan will vote the shares you hold through the Retirement and Savings Plan as you direct. The Company will provide Retirement and Savings Plan participants who hold Company common stock through the Retirement and Savings Plan with forms on which participants may communicate their voting instructions to the trustee. If properly completed voting instructions are not received for shares held in the Retirement and Savings Plan, those shares will be voted by the plan trustee in the same proportion as the votes cast by the other Retirement and Savings Plan participants.

You may revoke your proxy at any time before it is actually voted by giving written notice to the Secretary of the Company, requesting a ballot at the Annual Meeting and voting in person or by submitting a duly executed proxy bearing a later date. Attendance at the Annual Meeting will not, by itself, revoke a proxy. If you have given voting instructions to a broker, nominee, fiduciary or other custodian that holds your shares in "street name," you may revoke those instructions by following the directions given by the broker, nominee, fiduciary or other custodian. If a shareholder properly signs and returns the proxy card but does not specify how to vote, then the shareholder's shares will be voted FOR the election of the directors listed in the enclosed proxy, FOR the ratification of RSM US LLP as the Company's independent registered public accounting firm for the 2016 fiscal year and FOR approval of the non-binding advisory proposal on executive compensation.

Telephone and Internet voting procedures are designed to authenticate shareholders' identities, to allow shareholders to give their voting instructions and to confirm that shareholders' instructions have been properly recorded. Shareholders voting via the Internet should understand that there might be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies that the shareholder must bear.

The record date for shareholders entitled to notice of and to vote at the Annual Meeting is December 23, 2015. On the record date, the Company had outstanding and entitled to vote 8,805,489 shares of Class A common stock and 1,212,382 shares of Class B common stock. A majority of the votes entitled to be cast at the Annual Meeting, represented either in person or by proxy, shall constitute a quorum with respect to the meeting. Holders of Class A common stock, voting as a separate class, elect two directors and are entitled to one vote per share for directors designated to be elected by holders of Class A common stock. Holders of Class B common stock elect the remaining directors and are entitled to one vote per share for directors designated to be elected by holders of Class B common stock. Holders of Class A common stock and Class B common stock voting together as a single voting group are entitled to vote on the proposal to ratify RSM US LLP as the Company's independent registered public accounting firm for the 2016 fiscal year and to vote to approve the non-binding advisory proposal on executive compensation. The holders of Class A common stock are entitled to one vote per share, while holders of Class B common stock are entitled to ten votes per share on these two proposals. Approval of any other matter not specified in the Notice of Annual Meeting of Shareholders that may properly be presented at the Annual Meeting will require that the number of votes properly cast in favor of such matter exceed the number of votes properly cast against such matter, with the holders of the Class A common stock entitled to one vote per share and the holders of Class B common stock entitled to ten votes per share. Abstentions and broker nonvotes (i.e., shares held by brokers in "street name," voting on certain matters due to discretionary authority or instructions from the beneficial owners but not voting on other matters due to lack of authority to vote on such matters without instructions from the beneficial owner) will count toward the quorum requirement but will not count toward the determination of whether the directors are elected or whether such other matters are approved. The Inspector of Election appointed by our Board of Directors will count the votes and ballots.

PROPOSAL 1: ELECTION OF DIRECTORS

Eight directors are to be elected at the Annual Meeting to serve until the next annual meeting of shareholders or until their respective successors have been duly elected. The Company's Articles of Incorporation provide that holders of the Company's Class A common stock have the right to elect 25 percent, or the next highest whole number, of the authorized number of directors and the holders of the Company's Class B common stock are entitled to elect the remaining directors. At the Annual Meeting, holders of Class A common stock will be entitled to elect two directors and holders of Class B common stock will be entitled to elect six directors. Terry E. London and John M. Fahey, Jr. (the "Class A Directors") are the Board nominees designated to be voted on by the holders of Class A common stock, and Helen P. Johnson-Leipold, Thomas F. Pyle, Jr., Kathy Button Bell, Edward F. Lang, W. Lee McCollum, and Richard ("Casey") Sheahan (the "Class B Directors") are the Board nominees designated to be voted on by the holders of Class B common stock. As indicated below, all of the individuals nominated by our Board of Directors are each an incumbent director.

Properly completed proxies (whether by Internet, telephone or mail) received from holders of Class A common stock will, unless otherwise directed, be voted for the two nominee Class A Directors and properly completed proxies (whether by Internet, telephone or mail) received from holders of Class B common stock will, unless otherwise directed, be voted for the six nominee Class B Directors. Proxies of holders of Class A common stock cannot be voted for more than two persons and proxies of holders of Class B common stock cannot be voted for more than six persons. Class A Directors are elected by a plurality of the votes cast by the holders of Class A common stock and Class B Directors are elected by a plurality of the votes cast by the holders of Class B common stock, in each case assuming a quorum is present at the Annual Meeting. "Plurality" means that the individuals who receive the largest number of votes cast by holders of the class of common stock entitled to vote in the election of such directors are elected as directors up to the maximum number of directors to be chosen at the Annual Meeting by such class. Consequently, the eight directors receiving the most votes, taking into account the Company's two class voting structure, will be elected to the Board of Directors.

Director Qualifications

The following table provides information as of the date of this Proxy Statement about each nominee for election to the Board of Directors at the Annual Meeting. The Company anticipates that the nominees for election as directors will be candidates when the election is held. However, if any of the nominees should be unable or unwilling to serve, the proxies, pursuant to the authority granted to them by the Board of Directors and taking into account our two class voting structure, will have discretionary authority to select and vote for substituted nominees (except where the proxy withholds authority with respect to the election of directors). The information presented includes information each nominee or director has given the Company about his or her age, his or her principal occupation and business experience for at least the past five years, and the names of other publicly-held companies of which he or she currently serves as a director or has served as a director during the past five years. The Nominating and Corporate Governance Committee regularly evaluates the mix of experience, qualifications, attributes and skills of the Company's directors using a matrix of areas that the Committee considers important for the Company's business and its strategic objectives. In addition to the information presented below regarding the nominee's specific experience, qualifications, attributes and skills that led the Nominating and Corporate Governance Committee to the conclusion that the nominee should serve as a director, the Nominating and Corporate Governance Committee also considered the qualifications and criteria described below under "Corporate Governance Matters – Director Nominations" with the objective of creating a complementary mix of directors.

Name	Age	Business Experience During Last Five Years	Director Since
Class A Directors			
John M. Fahey, Jr.	64	Chairman of the National Geographic Society, a nonprofit scientific and educational organization, since 2011, and served as its CEO from 1998 through 2013. President of the National Geographic Society from 1998 to December 2010. Lead Director of Time Inc., Regent of the Smithsonian Institution and Director of Lindblad Expeditions Holdings. The skills and experience acquired by Mr. Fahey through these positions, which led to the conclusion that he should serve as a director, include leadership, strategic planning, international business, corporate transactions and enterprise risk management, together with familiarity with several of the Company's markets and industries.	2001
Terry E. London	66	Retired as Chairman of London Broadcasting Company LP, a television broadcasting and media company in June 2015; also served as President and Chief Executive Officer from 2007 through 2015. Served as Chairman of LBK Entertainment Holdings, Inc., a company that creates and produces entertainment programming and live events, since 2014 until his resignation in June 2015 and previously served as its President and Chief Executive Officer from 2004 through 2014. Non-Executive Chairman of the Board of Directors, Pier 1 Imports, Inc. Mr. London brings extensive experience in management, corporate transactions and integration and enterprise risk management from his tenure as a President and Chief Executive Officer of various companies. In addition, Mr. London's experience in entertainment and media content production includes long-running programming for the	1999

outdoor industry, with which he has been involved professionally for more than two decades. Mr. London is a CPA and is experienced in financial matters, accounting and auditing, including financial reporting. The foregoing experience led to the conclusion that he should serve as a director of Johnson Outdoors.

Class B Directors			
Helen P. Johnson-Leipold	59	Chairman and Chief Executive Officer of the Company since 1999. Chairman and Director of Johnson Bank and Johnson Financial Group, Inc., Director of S.C. Johnson, a global manufacturer of household consumer products. Chairman of The Johnson Foundation at Wingspread and its Board of Trustees. These experiences, along with 15 years in various executive positions at S.C. Johnson & Son, Inc. and 8 years at Foote, Cone & Belding Advertising, have provided Ms. Johnson-Leipold with extensive leadership and management experience, including strategic planning, operations and manufacturing, brand marketing, corporate communication, corporate transactions and international business, as well as a deep knowledge of the Company's industry, businesses and strategic evolution, all of which led to the determination that she is particularly qualified to serve as a director.	1994
Thomas F. Pyle, Jr.	74	Vice Chairman of the Board of the Company since 1997. Chairman of The Pyle Group, a financial services and investments firm, since 1996. Non-Executive Chairman of Uniek, Inc. since 1998. Director of Sub Zero Wolf, Inc. Trustee, Wisconsin Alumni Research Foundation, Trustee, University Research Park, Inc. and Trustee, Morgridge Institute for Research. These experiences, together with Mr. Pyle's previous experience as Chairman, President and Chief Executive Officer, and principal owner of Rayovac Corporation (a manufacturer of batteries and lighting products), provide Mr. Pyle with an extensive background in corporate transactions, international business, operations and manufacturing,	1987

financial matters, strategic planning, enterprise risk management and brand marketing, all of which led to the conclusion that he should serve as a director.

Kathy Button Bell	57	Vice President and Chief Marketing Officer of Emerson Electric Co. since 1999. Director and member of the Compensation Committee of Sally Beauty Holdings since 2013. Director of the Board of Business Marketing Association since 2010, Chairwoman for 2013 to 2014, and Vice Chairwoman from 2012 to 2013. Director of the American Marketing Association Inc. since 2010. Serves on the Foundation Board of St. Louis Children's Hospital and as Trustee of the St. Louis Art Museum. Ms. Button Bell previously served as President of Button Brand Development, a strategic marketing consulting firm, and held senior marketing positions at Converse Inc. and Wilson Sporting Goods. Ms. Button Bell's expertise in global marketing, digital strategy and market research, as well as her outdoor industry experience, let to the determination that she should serve as a director.	2014
Edward F. Lang	53	Senior Vice President and Chief Financial Officer of the New Orleans Saints, a National Football League team, and the New Orleans Pelicans, a National Basketball Association team, since 2012. President of Business Operations and Alternate Governor of the Nashville Predators, a National Hockey League team, from 2007 to 2010. Executive Vice President of Finance and Administration and Chief Financial Officer of the Nashville Predators from 2004 until 2007 and Senior Vice President and Chief Financial Officer of the Nashville Predators from 1997 until 2003. Member of the College of Business Visiting Committee of Loyola University and a member of the Southeast Louisiana Boy Scouts of America board. Mr. Lang has broad experience in financial matters, accounting and auditing from his activities as a chief financial officer, together with experience in corporate transactions, operations and enterprise risk management. Mr. Lang also has experience in leisure industries and consumer products. This broad financial and other business	2016

experience led to the conclusion that he should serve as a director.

W. Lee McCollum	66	Director of Johnson Financial Group, Inc. since 2006 and served as Director of Johnson Bank from 1994 to 2006 and from 2014 to the present. Director of Sigma- Aldrich Corporation from 2001 to 2015. Director of Coastal South Bancshares, Inc. since 2010. Chairman of the Board and Director of Le Groupe Fruits & Passion from 2008 until 2010. Executive Vice President and Chief Financial Officer of S.C. Johnson & Son, Inc. from 2006 until 2009 and served as Senior Vice President and Chief Financial Officer of S.C. Johnson & Son, Inc. from 1997 until 2006. Mr. McCollum brings a broad range of international and consumer products experience together with experience in enterprise risk management, strategic planning, manufacturing and corporate transactions and integration. His experience as a chief financial officer also provides Mr. McCollum with significant expertise in financial matters, accounting and auditing matters. This broad financial and other business experience led to the conclusion that he should serve as a director.	2005
Richard ("Casey") Sheahan	60	Senior Advisor with Backbone Media, a premier active lifestyle public relations and marketing firm. Serves on the advisory boards of Keen Footwear and Vibram, SPA. President and CEO of Patagonia, Inc. and Lost Arrow Corporation from 2005 to 2014. Director and member of the Executive Committee of the Outdoor Industry Association from 2009 to 2014. Co-Founder, Conscious Global Leadership, a leadership development organization. Mr. Sheahan previously held senior leadership and marketing positions at Kelty, Inc., Wolverine Worldwide, Inc., Merrell Outdoor Division and Nike, Inc., and serviced in a variety of senior positions with several outdoor-oriented publications. Mr. Sheahan's extensive experience in the outdoor industry, along with his skills in marketing, leadership and sustainable business practices led to the determination that he should serve as a director.	2014

Board of Directors Recommendation

The Company's Board of Directors recommends that shareholders vote "FOR" the election of each nominee listed above as a director of Johnson Outdoors Inc.

DIRECTORS' MEETINGS AND COMMITTEES

Meetings and Attendance

The Board of Directors has standing Executive, Audit, Compensation, and Nominating and Corporate Governance Committees. During the year ended October 2, 2015 ("fiscal 2015"), there were 7 meetings of the Board of Directors, 7 meetings of the Audit Committee, 5 meetings of the Compensation Committee, 2 meetings of the Nominating and Corporate Governance Committee and no meetings of the Executive Committee. Each director attended at least 75 percent of the aggregate number of (i) meetings of the Board of Directors held during the period for which he or she was a director during fiscal 2015 and (ii) meetings of the committees on which the director served during fiscal 2015.

Executive sessions or meetings of outside (non-management) directors without management present are held regularly for a general discussion of relevant subjects. In fiscal 2015, the outside directors met in executive session at least two times in accordance with the requirements of the NASDAQ Stock Market.

Committees

Executive Committee. The Executive Committee assists the Board of Directors in developing and evaluating general corporate policies and objectives and in discharging the Board of Directors' responsibilities with respect to the management of the business and affairs of the Company when it is impracticable for the full Board to act. Present members of the Executive Committee are Ms. Johnson- Leipold and Mr. Pyle.

Audit Committee. The Audit Committee presently consists of Messrs. London (Chairman), Pyle, Lang and Sheahan. The Audit Committee's primary duties and responsibilities are to: (1) appoint the Company's independent registered public accounting firm and determine its compensation; (2) serve as an independent and objective party to monitor the Company's compliance with legal and regulatory requirements and the Company's financial reporting, disclosure controls and procedures and internal controls and procedures; (3) review, evaluate and oversee the audit efforts of the Company's independent registered public accounting firm and internal auditors; (4) provide an open avenue of communication among the independent registered public accounting firm, management, the internal auditors and the Board of Directors; and (5) prepare the Audit Committee Report required to be included in the Company's annual proxy statement. The Audit Committee has the direct authority and responsibility to select, evaluate and, where appropriate, replace the independent registered public accounting firm, and is an "audit committee" for purposes of Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The Audit Committee's report required by the rules of the Securities and Exchange Commission ("SEC") appears beginning on page 15.

Compensation Committee. The Compensation Committee presently consists of Messrs. Pyle (Chairman), Fahey, and London and Ms. Button Bell. The Compensation Committee administers the Company's compensation programs and the compensation of the Company's directors, officers and, at the option of the Committee, other managerial personnel of the Company and its subsidiaries, including, without limitation, fixing the cash compensation of such persons, establishing and administering benefit plans for such persons and determining benefits thereunder. Generally, the Compensation Committee also administers all incentive compensation and equity-based plans, such as stock option, restricted stock and restricted stock unit plans, in accordance with the terms of such plans, and approves awards under the incentive compensation and equity-based plans. The Compensation Committee also reviews and makes recommendations to the Board of Directors with respect to the compensation of the Company's outside directors.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee presently consists of Messrs. Fahey (Chairman), Lang and Pyle. The Nominating and

Corporate Governance Committee provides assistance to the Board of Directors in fulfilling its responsibilities by: (1) identifying individuals qualified to become directors and recommending to the Board of Directors candidates for all directorships to be filled by the Board of Directors or by the shareholders of the Company; (2) identifying directors qualified to serve on the committees established by the Board of Directors and recommending to the Board of Directors members for each committee to be filled by the Board of Directors; (3) reporting annually to the Board of Directors regarding the Nominating and Corporate Governance Committee's evaluation and assessment of the performance of the Board, and (4) taking a leadership role in shaping the corporate governance of the Company.

Charters of Committees

The Board of Directors has adopted a written charter for each of its Committees which may be amended from time to time. The Company makes available copies of each of these charters on its website at www.johnsonoutdoors.com, 24 hours a day and free of charge. The Company is not including the information contained on or available through its website as part of, or incorporating such information by reference into, this Proxy Statement.

CORPORATE GOVERNANCE MATTERS

The Company is committed to establishing and maintaining high standards of corporate governance, which are intended to serve the long-term interests of the Company and its shareholders. The Board of Directors has adopted Corporate Governance Guidelines which the Company has published on its website at www.johnsonoutdoors.com.

Director Independence

The Board of Directors has determined that the Company is a "Controlled Company," as defined in NASDAQ Stock Market Listing Rule 5615(c)(1). The Board has based this determination on the fact that Helen P. Johnson-Leipold is deemed to be the beneficial owner of more than 50 percent of the voting power of the Company. The Company, therefore, is exempt from certain independence requirements of the NASDAQ Stock Market rules, including the requirement to maintain a majority of independent directors on the Company's Board of Directors and the requirement to maintain a Nominating and Corporate Governance Committee and a Compensation Committee composed entirely of independent directors. Notwithstanding such exemption, the Board of Directors has reviewed the independence of the nominees for election to the Board at the Annual Meeting under the applicable standards of the NASDAQ Stock Market. Based upon this review, of the eight nominees, the Board of Directors has determined that each of the following directors was independent under the NASDAQ listing standards:

Katherine Button Bell
John M. Fahey, Jr.
Edward F. Lang
Terry E. London
Thomas F. Pyle, Jr.
Richard ("Casey") Sheahan

The Board of Directors determined that each of Ms. Johnson-Leipold and Mr. McCollum was not independent in accordance with such standards. Ms. Johnson-Leipold was not independent because she is an executive officer of the Company. Mr. McCollum is not independent because he is a director of Johnson Bank and Johnson Financial Group, Inc. companies controlled by members of Ms. Johnson- Leipold's family.

Board Leadership Structure

The Board of Directors determines whether it is appropriate to combine or separate the roles of Chairman of the Board and Chief Executive Officer depending on the Company's circumstances at the time. Ms. Johnson-Leipold currently serves as the Company's Chief Executive Officer and as Chairman of the Board of Directors. Ms. Johnson-Leipold possesses extensive experience in the industries in which the Company operates, and in-depth knowledge of the issues, opportunities and challenges the Company faces, and is thus best positioned to develop agendas and highlight issues that ensure that the Board of Directors' time and attention are focused on the most critical matters. In addition, the Board of Directors has determined that this leadership structure is optimal because it believes that having one leader serving as both the Chairman and Chief Executive Officer provides decisive, consistent and effective leadership, as well as clear accountability. Having one person serve as Chairman and Chief Executive Officer also enhances the Company's ability to communicate its message and strategy clearly and consistently to its shareholders, employees, and business partners, particularly during times of turbulent economic and industry conditions. Although the Company believes that the combination of the Chairman and Chief Executive Officer roles is appropriate under current circumstances, it will continue to review this issue periodically to determine whether, based on the relevant facts and circumstances, separation of these offices would serve the Company's best interests and the best interests of its shareholders.

Thomas F. Pyle, Jr., the Company's Vice Chairman of the Board, serves as the Company's lead outside or independent director. In his capacity as lead outside or independent director, Mr. Pyle coordinates the activities of the independent directors and serves as a liaison between the Chairman and the independent directors. Mr. Pyle also presides at the executive sessions of the independent directors and has the authority to call additional executive sessions or meetings of the independent directors.

The Board's Role in Risk Oversight

The Company has established a Risk Committee, which is primarily responsible for the Company's enterprise risk assessment and enterprise risk management policies. The Risk Committee is co-chaired by the Company's Chief Financial Officer and its General Counsel and includes various other members of senior management. The role of the Board of Directors in the Company's risk oversight process includes receiving reports and presentations from the Risk Committee on areas of material risk to the Company, including operational, financial, legal and regulatory, strategic and reputational risks, and any measures taken or recommended by the Committee to mitigate risk. The Board of Directors regularly reviews and discusses areas of material risk at its meetings.

As noted above, the Company has established a Risk Committee, which is primarily responsible for the Company's enterprise risk assessment and enterprise risk management policies. Notwithstanding such delegation of responsibility by the Company's Board of Directors, the Board has reserved to the Company's Compensation Committee primary oversight responsibility to ensure that compensation programs and practices of the Company do not encourage unreasonable or excessive risk-taking and that any risks are subject to appropriate controls. As part of this process, the Company (with the oversight of the Compensation Committee) designs the Company's overall compensation programs and practices, including incentive compensation for both executives and non-executive employees, in a manner intended to support its strategic priorities and initiatives to enhance long-term sustainable value without encouraging unnecessary or unreasonable risk-taking. At the same time, the Company recognizes that its goals cannot be fully achieved while avoiding all risk. The Compensation Committee (along with assistance from management) periodically reviews the Company's compensation programs and practices in the context of its risk profile, together with its other risk mitigation and risk management programs, to ensure that these programs and practices work together for the long-term benefit of the Company and its shareholders. Based on its recently completed review of the Company's compensation programs, the Compensation Committee concluded that the Company's incentive compensation policies for both executive and non-executive employees have not materially and adversely affected the Company by encouraging unreasonable or excessive risk-taking in the recent past, are not likely to have a material

adverse effect in the future and provide for multiple and reasonably effective safeguards to protect against unnecessary or unreasonable risk-taking.

Director Nominations

The Company has a standing Nominating and Corporate Governance Committee. Based upon the review described under "Corporate Governance Matters – Director Independence," the Board of Directors has determined that each member of the Nominating and Corporate Governance Committee is independent under the applicable standards of the NASDAQ Stock Market.

The Nominating and Corporate Governance Committee will consider director nominees recommended by shareholders. Recommendations for consideration by the Nominating and Corporate Governance Committee should be sent to the Secretary of the Company in writing, together with appropriate biographical information concerning each proposed nominee, including the following information: (1) the name, address (business and residence), date of birth and principal occupation or employment (present and for the past five years) of each person whom the shareholder proposes to be considered as a nominee; (2) the number of shares of the common stock (of each class) beneficially owned (as defined by section 13(d) of the Securities Exchange Act of 1934, as amended) by each such proposed nominee; (3) any other information regarding such proposed nominee that would be required to be disclosed in a definitive proxy statement to shareholders prepared in connection with an election of directors pursuant to section 14(a) of the Securities Exchange Act of 1934, as amended; and (4) the name and address (business and residential) of the shareholder making the recommendation and the number of shares of the common stock (regardless of class) beneficially owned (as defined by section 13(d) of the Securities Exchange Act of 1934, as amended) by the shareholder making the recommendation. The Company may require any proposed nominee to furnish additional information as may be reasonably required to determine the qualifications of such proposed nominee to serve as a director of the Company. The Company's Bylaws also set forth certain requirements for shareholders wishing to nominate director candidates directly for consideration by the shareholders. With respect to an election of directors to be held at an annual meeting, a shareholder must, among other things, give notice of intent to make such a nomination to the Secretary of the Company in advance of the meeting in compliance with the terms and within the time period specified in the Bylaws. Pursuant to these requirements, a shareholder must give a written notice of intent to the Secretary of the Company not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary date of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the shareholder must be so delivered not earlier than the close of business on the 120th day prior to the date of such annual meeting and not later than the close of business on the later of the 90th day prior to the date of such annual meeting or, if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of such meeting is first made by the Company.

The Nominating and Corporate Governance Committee will consider any nominee recommended by a shareholder in accordance with the preceding paragraph under the same criteria as any other potential nominee. In identifying and evaluating nominees for director, the Nominating and Corporate Governance Committee of the Board of Directors seeks to ensure that the Board of Directors possesses, in the aggregate, the strategic, managerial and financial skills and experience necessary to fulfill its duties and to achieve its objectives, and seeks to ensure that the Board of Directors is comprised of directors who have broad and diverse backgrounds, possessing knowledge in areas that are of importance to the Company. In addition, the Nominating and Corporate Governance Committee believes it is important that at least one director have the requisite experience and expertise to be designated as an "audit committee financial expert." The Nominating and Corporate Governance Committee looks at each nominee on a case-by-case basis regardless of who recommended the nominee. In looking at the qualifications of each candidate to determine if their election would further the goals described above, the Nominating and Corporate

Governance Committee takes into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge. At a minimum, each director nominee must have displayed the highest personal and professional ethics, integrity, values and sound business judgment. In addition, the Nominating and Corporate Governance Committee believes that the following specific qualities and skills are necessary for all Company directors to possess:

- A director should be highly accomplished in his or her respective field, with superior credentials and recognition.

- A director should have expertise and experience relevant to the Company's business and strategic objectives, and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience.

- A director must have time available to devote to activities of the Board of Directors and to enhance his or her knowledge of the Company's business.

- A director should have demonstrated the ability to work well with others. The Company does not have a formal policy for the consideration of diversity by the Nominating and Corporate Governance Committee in identifying nominees for director. Diversity is one of the factors the Nominating and Corporate Governance Committee may consider and in this respect diversity may include race, gender, national origin or other characteristics.

Communications between Shareholders and the Board of Directors; Director Attendance at Annual Meetings

Shareholders may communicate with the Board of Directors by writing to the Board of Directors (or, at the shareholder's option, to a specific director) care of the Secretary of the Company at Johnson Outdoors Inc., 555 Main Street, Suite 342, Racine, Wisconsin 53403. Subject to the conditions described below, the Secretary will ensure that this communication (assuming it is properly addressed to the Board of Directors or to a specific director) is delivered to the Board of Directors or the specified director, as the case may be. Each such communication should indicate that the sender is a shareholder of the Company and that the sender is directing the communication to one or more individual directors or to the Board of Directors as a whole.

All communications will be compiled by the Company's Secretary and submitted to the Board of Directors or the individual directors on an as needed basis unless such communications are considered, in the reasonable judgment of the Secretary, to be improper for submission to the intended recipient(s). Examples of shareholder communications that would be considered improper for submission include, without limitation, customer complaints, solicitations, communications that do not relate directly or indirectly to the Company or its business or communications that relate to improper or irrelevant topics. The Secretary may also attempt to handle a communication directly where appropriate, such as where the communication is a request for information about the Company or where it is a stock-related matter.

Directors are encouraged to attend the Company's Annual Meeting of Shareholders. All of the incumbent directors serving as a director at the time of the meeting attended the Company's Annual Meeting of Shareholders that occurred on February 26, 2015.

Employee Code of Conduct and Code of Ethics; Corporate Governance Guidelines; and Procedures for Reporting of Accounting Concerns

The Company has adopted an Employee Code of Business Conduct (the "Code of Conduct"). The Company requires all directors, officers and employees to adhere to the Code of Conduct in addressing legal and ethical issues encountered in conducting their work. The Code of Conduct requires the Company's directors, officers and employees to avoid conflicts of interest, comply with all applicable laws and other legal requirements, conduct business in an honest and ethical manner and otherwise act with integrity and in the Company's best interests. The Company has placed a copy of the Code of Conduct on its website located at www.johnsonoutdoors.com. In addition, all directors, officers and salaried employees are required to complete compliance training on the Code of Conduct and certain other subjects.

The Company also adopted a Code of Ethics for the Chief Executive Officer and Senior Financial and Accounting Officers (the "Code of Ethics"), which governs the conduct of the Company's Chief Executive Officer, Chief Financial Officer and its other senior financial and accounting officers and executives. The Code of Ethics supplements the Code of Conduct and is intended to deter wrongdoing and to promote honest and ethical conduct, including the ethical handling of conflicts of interest; provide full, fair, accurate, timely and understandable disclosure in the Company's public documents; promote compliance with applicable laws and regulations; ensure the prompt reporting of violations of the Code of Ethics; and provide accountability for adherence to the Code of Ethics. The Company has placed a copy of the Code of Ethics on its website located at www.johnsonoutdoors.com. The Company intends to disclose any amendments to, or waivers from, the Code of Ethics on its corporate website.

In addition, the Company has adopted a set of Corporate Governance Guidelines (the "Corporate Governance Guidelines"). The Corporate Governance Guidelines have been established to assist the Board of Directors in the exercise of its responsibilities and to reflect the Board's commitment to monitoring the effectiveness of policy and decision making at both the Board and management levels. The Corporate Governance Guidelines address issues such as composition of the Board, independence criteria for Board members, Board leadership, evaluating performance of the Board, directors' responsibilities, the Board's relationship with senior management, Committee matters and director continuing education. The Company has placed a copy of the Corporate Governance Guidelines on its website located at www.johnsonoutdoors.com.

Further, the Company has established "whistle-blower procedures" which provide a process for the confidential and anonymous submission, receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. These procedures provide protections to employees who report possible Company misconduct.

Assessing the Performance of the Board and Individual Directors

The Nominating and Corporate Governance Committee is responsible to report annually to the Board of Directors regarding the Committee's assessment and evaluation of the performance of the Board as a whole. This report and assessment is discussed with the full Board and includes specific review of performance areas in which the Nominating and Corporate Governance Committee believes a better contribution could be made. The purpose of this assessment and evaluation is to increase the effectiveness of the Board as a whole and not necessarily to focus on individual Board members.

Hedging and Margin Account Policies

The Company's stock trading policies prohibit directors and the Company's employees, including its executive officers, from (i) purchasing any financial instrument that is designed to hedge or offset any decrease in the market value of the Company's common stock, including zero-cost collars and forward sale contracts; (ii) engaging in short sales related to the Company's common stock; and (iii) maintaining margin accounts. All transactions in Johnson Outdoors securities by directors and executive officers must be pre-cleared with the Company's Chief Financial Officer and General Counsel.

AUDIT COMMITTEE MATTERS

Audit Committee Report

The Audit Committee is comprised of four members of the Company's Board of Directors. Based upon the review described under "Corporate Governance Matters – Director Independence," the Board of Directors has determined that each member of the Audit Committee is independent under the applicable standards and rules of the NASDAQ Stock Market and the rules of the SEC. The duties and responsibilities of the Company's Audit Committee are set forth in the Audit Committee Charter, which may be found on the Company's website at www.johnsonoutdoors.com.

In accordance with its written charter adopted by the Board of Directors, the Audit Committee has oversight responsibility for the quality and integrity of the financial reporting practices of the Company. While the Audit Committee has oversight responsibility, the primary responsibility for the Company's financial reporting, disclosure controls and procedures and internal control over financial reporting and related internal controls and procedures rests with management, and the Company's independent registered public accounting firm is responsible for auditing the Company's financial statements. In discharging its oversight responsibility as to the audit process, the Audit Committee has:

- reviewed and discussed the Company's audited financial statements for the fiscal year ended October 2, 2015, with the Company's management and with the Company's independent registered public accounting firm;

- discussed with the Company's independent registered public accounting firm the matters required to be discussed by SAS No. 61, "Communications with Audit Committees," as amended (American Institute of Certified Public Accountants, Professional Standards Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T;

- received and discussed with the Company's independent registered public accounting firm the written disclosures and the letter from the Company's independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence; and

- discussed with the independent registered public accounting firm without management present the firm's independence.

Based upon the above-described review and discussions with management and the independent registered public accounting firm, the Audit Committee recommended to the Company's Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended October 2, 2015 for filing with the SEC.

The Audit Committee of the Board of Directors

Terry E. London, Chairman
Thomas F. Pyle, Jr.
Edward F. Lang
Richard ("Casey") Sheahan

Audit Committee Financial Expert

The Company's Board of Directors has determined that at least one of the members of the Audit Committee, Terry E. London, qualifies as an "audit committee financial expert" as defined by the rules of the SEC based on his work experience and education.

Fees of Independent Registered Public Accounting Firm

The following table summarizes the fees the Company was billed for audit and non-audit services rendered by the Company's independent registered public accounting firm, RSM US LLP, related to fiscal years 2015 and 2014.

	RSM US LLP			
Service Type	2015		2014	
Audit Fees (1)	$	993,700	$	965,400
Audit-Related Fees(2)		-		-
Tax Fees		-	$	8,200
All Other Fees (3)	$	40,700	$	39,100
Total Fees Billed	$	1,034,400	$	1,012,700

(1) Includes fees for: professional services rendered in connection with the audit of the Company's financial statements for the fiscal years ended October 2, 2015 and October 3, 2014; the reviews of the financial statements included in each of the Company's quarterly reports on Form 10-Q during such fiscal years; and consents and assistance with documents filed by the Company with the SEC. These fees include the services provided by affiliate firms as part of the consolidated audit and for foreign statutory audits.

(2) Audit-related fees are principally comprised of fees for consultation with management as to the accounting or disclosure treatment of various transactions or events.

(3) All other fees relate to the financial statement audits of the Company's three employee benefit plans, one of which is included on Form 11-K which is filed annually with the SEC.

The Audit Committee of the Board of Directors of the Company considered that the provision of the services and the payment of the fees described above are compatible with maintaining the independence of RSM US LLP.

The Audit Committee is responsible for reviewing and pre-approving any non-audit services to be performed by the Company's independent registered public accounting firm. These non-audit services are evaluated by the Audit Committee taking into account scope, fees, and applicable laws and regulations (including SEC rules) related to the independence of the independent registered public accounting firm. The Audit Committee has delegated its pre-approval authority to the Chairman of the Audit Committee to act between meetings of the Audit Committee. Any pre-approval given by the Chairman of the Audit Committee pursuant to this delegation is presented to the full Audit Committee at its next regularly scheduled meeting.

Each new engagement of the Company's independent registered public accounting firm to perform non- audit services has been approved in advance by the Audit Committee or the Chairman of the Audit Committee pursuant to the foregoing procedures.

PROPOSAL 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

Our Audit Committee has appointed RSM US LLP (formerly known as McGladrey LLP) as the independent registered public accounting firm to audit the Company's consolidated financial statements for the fiscal year ending September 30, 2016. Unless otherwise directed, proxies will be voted FOR the ratification of such appointment.

Although this appointment is not required to be submitted to a vote of shareholders, our Board of Directors believes it appropriate as a matter of policy to request that our shareholders ratify the appointment. If shareholder ratification is not received, the Board of Directors will reconsider the appointment, and may retain that firm or another firm without resubmitting the matter to the Company's shareholders. Even if the appointment is ratified, the Audit Committee may, in its discretion, direct the appointment of a different firm at any time during the fiscal year if it determines that such change would be in the Company's best interests.

It is expected that a representative of RSM US LLP will be present at the Annual Meeting, will have the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

If a quorum exists, the approval of the ratification of RSM US LLP requires that the number of votes properly cast for this proposal exceed the number of votes properly cast against this proposal. Abstentions and broker non-votes will not count toward the determination of whether this proposal is approved and will have no impact on the vote.

Board of Directors Recommendation

The Board of Directors recommends a vote "FOR" ratification of the appointment of RSM US LLP as the independent registered public accounting firm to audit the Company's consolidated financial statements for the fiscal year ending September 30, 2016.

STOCK OWNERSHIP OF MANAGEMENT AND OTHERS

The following table sets forth certain information as of November 27, 2015 regarding the beneficial ownership of each class of Company common stock by each director, each person known by the Company to own beneficially more than 5 percent of either class of the Company's common stock (including any "group" as set forth in Section 13(d)(3) of the Exchange Act), each of the officers named in the Summary Compensation Table in this Proxy Statement (the "named executive officers"), and all directors and current executive officers as a group based upon information furnished by such persons or in information otherwise publicly available in filings with the SEC.

The Company has determined beneficial ownership in accordance with the rules of the SEC. Except as indicated in the footnotes, the persons listed below have sole voting and investment power over the shares beneficially owned. Shares of common stock subject to options that are either currently exercisable or exercisable within 60 days of November 27, 2015 or restricted stock units (with each unit representing one share of Class A common stock issuable on such vesting date) which are vested or which vest within 60 days of November 27, 2015 are treated as outstanding and beneficially owned by the holder for the purpose of computing the percentage ownership of the holder. However, these shares are not treated as outstanding for the purpose of computing the percentage ownership of any other person, except with respect to restricted stock units that have vested and been issued as shares of Class A common stock. The table lists applicable percentage ownership based on 8,770,612 shares of Class A common stock and 1,212,382 shares of Class B common stock outstanding as of November 27, 2015.

Name and Address	Class A Common Stock(1) Number of Shares		Class A Percentage of Class Outstanding		Class B Common Stock(1) Number of Shares		Class B Percentage of Class Outstanding	
Johnson Bank 555 Main Street Racine, Wisconsin 53403	2,907,028	(2)	33.2	%	42,830	(2)	3.5	%
Helen P. Johnson-Leipold 555 Main Street Racine, Wisconsin 53403	1,489,182	(3)	17.0	%	1,168,366	(3)	96.4	%
Dr. H. Fisk Johnson 555 Main Street Racine, Wisconsin 53403	838,205	(4)	9.6	%	—		—	
Dimensional Fund Advisors LP Building One, 6300 Bee Cave Road Austin, Texas 78746	745,779	(5)	8.5	%	—		—	
Wellington Management Group LLP 280 Congress Street Boston, MA 02210	636,003	(6)	7.3	%	—		—	
David W. Johnson	33,855		*		—		—	
Thomas F. Pyle, Jr.	49,395		*		—		—	
John M. Fahey, Jr.	25,034	(7)	*		—		—	
Terry E. London	22,941	(7)	*		—		—	
W. Lee McCollum	16,698	(7)	*		—		—	
Edward F. Lang	15,387	(7)	*		—		—	
Katherine Button Bell	-	(8)	*		—		—	
Richard ("Casey") Sheahan	1,376		*		—		—	
All directors and current executive officers as a group (9 persons)	1,653,868		18.9	%	1,168,366		96.4	%

* The amount shown is less than 1 percent of the outstanding shares of such class.

(1) Shares of Class B common stock (“Class B Shares”) are convertible on a share-for-share basis into shares of Class A common stock (“Class A Shares”) at any time at the discretion of the holder thereof. As a result, a holder of Class B Shares is deemed to beneficially own an equal number of Class A Shares. However, in order to avoid overstatement of the aggregate beneficial ownership of Class A Shares and Class B Shares, the Class A Shares

reported in the table does not include Class A Shares which may be acquired upon the conversion of Class B Shares.

(2) Johnson Bank reports sole voting and investment power with respect to 562,365 Class A Shares and 21,772 Class B Shares, and shared voting and investment power with respect to 2,344,663 Class A Shares and 21,058 Class B Shares. Of the 2,344,663 Class A Shares for which Johnson Bank reports shared voting and investment power, Ms. Johnson-Leipold also reports beneficial ownership of 1,039,873 of these shares and Dr. Johnson also reports beneficial ownership of 640,565 of these shares. Ms. Johnson-Leipold is indirectly the controlling shareholder of Johnson Bank.

(3) Ms. Johnson-Leipold reports shared voting and investment power with respect to all of the Class A Shares (other than with respect to 334,845 Class A Shares). Ms. Johnson-Leipold beneficially owns such Class A Shares indirectly as the settlor and beneficiary of a trust and through such trust as a general partner of certain limited partnerships controlled by certain members of Samuel C. Johnson's family or related entities (the "Johnson Family") and as a controlling shareholder, with trusts for the benefit of the Johnson Family, of certain corporations. Of the 1,154,337 Class A shares for which Ms. Johnson-Leipold reports shared voting and investment power, Johnson Bank also reports beneficial ownership of 1,039,873 of these shares and Dr. Johnson also reports beneficial ownership of 29,308 of these shares. Ms. Johnson-Leipold reports sole voting and investment power with respect to 1,168,366 Class B Shares directly held by the Johnson Outdoors Inc. Class B Common Stock Voting Trust, of which she is voting trustee. The 334,845 Class A Shares for which Ms. Johnson-Leipold reports sole voting and investment power include 86,745 shares of restricted stock previously awarded to Ms. Johnson-Leipold.

(4) Dr. Johnson reports sole voting and investment power with respect to 197,640 Class A Shares, which he holds directly, as the sole trustee of the Herbert F. Johnson Distributing Trust and as the controlling shareholder of S.C. Johnson & Son, Inc. Dr. Johnson reports shared voting and investment power with respect to 640,565 Class A Shares, which are held either by Dr. Johnson's revocable trusts or by certain partnerships or corporations in which Dr. Johnson or his revocable trust are general partners or shareholders. Of the 640,565 Class A Shares for which Dr. Johnson reports shared voting and investment power, Johnson Bank reports beneficial ownership of all of these shares and Ms. Johnson-Leipold also reports beneficial ownership of 29,308 of these shares.

(5) The information is based on a Schedule 13G/A dated December 31, 2014 and filed on February 5, 2015 by Dimensional Fund Advisors LP, a registered investment advisor ("Dimensional"), with the SEC reporting its beneficial ownership as of December 31, 2014. Dimensional is a registered investment adviser and reported sole voting power with respect to 739,100 of the reported shares and sole investment power with respect to all 745,779 of the voting shares. Dimensional disclaims beneficial ownership of all of the reported shares, which are owned by advisory clients of Dimensional.

(6) The information is based on a Schedule 13G/A dated December 31, 2014 and filed on February 12, 2015 by Wellington Management Group LLP, a registered investment advisor ("Wellington"), with the SEC reporting its beneficial ownership as of December 31, 2014. Wellington is a registered investment advisor and reported shared voting power with respect to 362,314 of the reported shares and shared investment power with respect to all 636,003 of the voting shares.

(7) Does not include 2,928 shares related to vested restricted stock units for which an election has been made to defer receipt of underlying shares.

(8) Does not include 1,376 shares related to vested restricted stock units for which an election has been made to defer receipt of underlying shares.

At November 27, 2015, the Johnson Family beneficially owned 3,831,731 Class A Shares, or approximately 43.7% of the outstanding Class A Shares, and 1,211,196 Class B Shares, or approximately 99.9% of the outstanding Class B Shares.

EXECUTIVE OFFICERS

The following table provides information as of the date of this Proxy Statement about each of the Company's current executive officers who are not nominees for election to the Board of Directors at the Annual Meeting. The information presented includes information each executive officer has given the

Company about his or her age and his or her principal occupation and business experience for the past five years:

Name	Age	Current Position	Other Positions
David W. Johnson	52	Vice President and Chief Financial Officer of the Company since November 2005.	From July 2005 to November 2005, Mr. Johnson served as Interim Chief Financial Officer and Treasurer of the Company. From December 2001 to July 2005, he served as Director of Operations Analysis of the Company. Prior to joining the Company, Mr. Johnson was employed by Procter & Gamble in a series of finance positions with increasing responsibility.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

This Compensation Discussion and Analysis addresses the Company's compensation philosophy, objectives, process and actions specific to fiscal 2015, and the first part of fiscal 2016 prior to the date of this Proxy Statement, for the Company's current Chief Executive Officer and Chief Financial Officer. Throughout this Proxy Statement, these two executive officers as referred to as the "named executive officers." Ultimate responsibility for establishing, implementing and monitoring the total compensation of the named executive officers rests with the Compensation Committee of the Board of Directors. The named executive officers for fiscal 2015 were:

- Helen P. Johnson-Leipold, Chairman of the Board and Chief Executive Officer; and
- David W. Johnson, Vice President and Chief Financial Officer.

The compensation of these individuals is presented in the tables and other quantitative information that follows this section.

Our Compensation Philosophy

Johnson Outdoors believes it is important to provide compensation that at a minimum reflects base salary levels which are competitive with executive officers in other industry-related public companies of similar structure and size. The Company further believes that it is appropriate and desirable to have meaningful incentive plans for our named executive officers to help attract and retain high performing individuals and drive positive economic performance and enhanced shareholder value. Further, these performance-based incentive plans should provide opportunities for the Company's named executive officers to significantly augment their base compensation on a short term and long term basis. This philosophy is the foundation for the following objectives.

Our Compensation Objectives

The objectives of the Compensation Committee in establishing compensation arrangements for the Company's named executive officers are to:

- Attract, retain and motivate qualified executive managers who are important to the success of Johnson Outdoors with a straightforward, understandable compensation program;

- Provide strong financial incentives, at reasonable cost, for positive financial performance and enhanced value of a shareholders' investment in the Company; and

- Create compensation packages which provide strong incentives for long-term success and performance without encouraging unreasonable or excessive risk-taking.

The compensation program that has been developed and implemented by the Compensation Committee to achieve these objectives has the following features:

- The compensation paid to our named executive officers on a yearly basis consists mainly of three components – (1) base salary; (2) potential annual cash bonuses based on performance; and (3) equity compensation in the form of grants of shares of restricted stock which are tied to achieving certain short- and long-term performance criteria and which are subject to continued service-based vesting criteria. As more fully described below, beginning with fiscal 2016, we have modified the methodology for vesting and payment of equity compensation to our named executive officers so that some or all of their equity compensation awards are in the form of performance-based restricted stock units tied to achievement of certain financial objectives to be measured over a three-year performance period rather than a one year period.

- We currently provide our named executive officers with a very modest level of "perquisites" or other benefits that are not available to all of our employees. "All Other Compensation" reported in the Summary Compensation Table in this Proxy Statement constituted less than 5% of "Total Compensation" for our named executive officers for 2015.

- Base salaries are based on periodic review of comparable compensation levels in the market which we believe to be competitive and fair. See "Peer Group Benchmarking" below.

- Total compensation is higher for individuals with greater responsibility and a greater ability to influence company-wide performance. In addition, the compensation program is designed so that a significant portion of total potential compensation for our named executive officers is at risk, in that it is contingent on actual company and personal performance.

    - The Johnson Outdoors Inc. Worldwide Key Executives Discretionary Bonus Plan (the "Cash Bonus Plan") provides for annual bonus payouts based on (1) achieving specific company-wide objective financial criteria, including minimum financial performance targets that must be met as a condition to payouts under the Plan, and (2) achieving individual performance objectives.

- The Johnson Outdoors Inc. 2010 Long-Term Stock Incentive Plan (the "Stock Incentive Plan") specifically prohibits discounted stock options.

- Johnson Outdoors does not currently provide our named executive officers with any supplemental executive retirement plan or similar benefits or any severance or other special benefits (other than certain vesting of equity compensation under the terms of the Stock Incentive Plan) triggered by a change of control.

The above noted compensation program features are described in detail in the following sections of this Compensation Discussion and Analysis, entitled "Our Compensation Process," "Peer Group Benchmarking," "Components of Executive Compensation" and "Change of Control and Severance Benefits."

At our 2015 Annual Meeting of Shareholders, pursuant to a non-binding, advisory vote, shareholders approved the compensation of our named executive officers as disclosed in the Proxy Statement for the 2015 Annual Meeting by a vote of 18,596,799 shares in favor to 1,350,744 against (taking into account the fact that holders of Class B shares of common stock are entitled to 10 votes per share when voting together with holders of Class A shares of common stock). The Compensation Committee has considered
the results of this advisory shareholder vote and believes that it generally shows support by the

shareholders for the Company's compensation philosophy and the executive compensation programs that implement this compensation philosophy. Given the increase in the number of votes against the compensation of our named executive officers as disclosed in the Proxy Statement for the 2015 Annual Meeting, input we received from various shareholders and other third parties and recommendations made by Pearl Meyer, our independent compensation consultant, we re-evaluated certain components of our compensation philosophy and programs during fiscal 2015. As a result of that re-evaluation, as described below, the Company has changed the long-term equity incentive compensation program for its named executive officers with respect to fiscal 2016. The Company's Board of Directors has determined that shareholder advisory votes on executive compensation will occur every year. Accordingly, the next shareholder advisory vote on executive compensation will be held in connection with the 2016 Annual Meeting of Shareholders.

As described above under the Section "Corporate Governance Matters - The Board's Role in Risk Oversight," the Compensation Committee has primary oversight responsibility to ensure that the Company's compensation programs and practices do not encourage unreasonable or excessive risk-taking and that any risks are subject to appropriate controls.

Our Compensation Process

Compensation for the Company's named executive officers and, at the option of the Compensation Committee, other officers and senior managers, is evaluated and determined by the Compensation Committee of the Board of Directors. The Compensation Committee consists of four independent directors under the applicable standards of the NASDAQ Stock Market. Thomas F. Pyle, Jr. is the Chairman of the Compensation Committee and the other members of the Compensation Committee are Terry E. London, John M. Fahey, Jr. and Katherine Button Bell. Additional information regarding the Compensation Committee is disclosed under the section "Directors' Meetings and Committees – Compensation Committee" included elsewhere in this Proxy Statement.

The Compensation Committee views compensation as an ongoing process and may convene special meetings in addition to its regularly scheduled meetings throughout the year for purposes of evaluation, planning and appropriate action. Many key compensation decisions for a fiscal year are made during the fourth fiscal quarter of the prior fiscal year (typically in September) as the Compensation Committee sets certain compensation targets and objectives for the coming fiscal year. Additional compensation decisions are made during the first quarter of the fiscal year as the Compensation Committee meets to review performance for the prior fiscal year and calculate and set target awards under the Cash Bonus Plan and Stock Incentive Plan for the current fiscal year. Finally, at the first quarterly meeting held after the fiscal year (typically in December of the following fiscal year), the Compensation Committee reviews performance for the prior fiscal year and calculates and confirms bonus payouts, if any, under the Cash Bonus Plan with respect to the prior fiscal year, and calculates the number or amount of equity incentive compensation to be granted, if any, under the Stock Incentive Plan with respect to the target awards for the prior fiscal year. The Compensation Committee held five meetings during fiscal 2015, as well as a meeting held on December 1, 2015 (the first quarter of fiscal 2016) in part to review performance for fiscal 2015. At each meeting, the Compensation Committee held an executive session without management present. The Compensation Committee receives and reviews materials in advance of each meeting, including materials that management believes will be helpful to the Committee as well as materials specifically requested by members of the Committee.

The Company's management assists the Compensation Committee in its oversight and determination of compensation. Management's role includes assisting the Compensation Committee with evaluating employee performance, assisting with establishing individual and company-wide performance targets and objectives, recommending salary levels and equity incentive grants, providing financial data on Company performance, providing calculations and reports on achievement of performance objectives and furnishing other information as requested by the Committee. The Company’s Chief Executive Officer works with the Compensation Committee in making recommendations regarding overall compensation policies and plans as well as specific compensation levels for the Company's executive officers and other key employees, other than the Chief Executive Officer. Members of management who were present during Compensation Committee meetings held in fiscal 2015 and the first quarter of fiscal 2016 included the Company's Chief Executive Officer, Chief Financial Officer, Vice President – Human Resources, and General Counsel. The Compensation Committee makes all decisions regarding the compensation of the Company's Chief Executive Officer without the Company's Chief Executive Officer or any other member of the Company's management present.

The Compensation Committee's Charter authorizes the Committee to engage any compensation consultants and other advisers as the Committee may deem appropriate, and requires that the Company provide the Committee with adequate funding to engage any compensation consultants or other advisers the Committee deems it appropriate to engage. During fiscal 2015, the Compensation Committee directly engaged Pearl Meyer to assist the Company with reviewing its compensation practices and levels. Pearl Meyer did not provide any other services to the Company or its affiliates during fiscal 2015 or during fiscal 2016 to date and the Company's Compensation Committee determined that the engagement of Pearl Meyer to assist the Company with reviewing its compensation practices and levels did not create any conflicts of interest. See "Peer Group Benchmarking" below for additional information regarding this engagement.

Peer Group Benchmarking

As noted above, during each of fiscal 2014 and 2015 (as well as in prior years) the Company engaged Pearl Meyer to prepare comparative compensation reports for the Compensation Committee to assist the Committee and the Company in setting compensation levels and targets for the named executive officers, directors and other members of senior management. Pearl Meyer comparative compensation reviews were based upon publicly-disclosed data from a peer group described below, as well as general industry compensation survey data. The Pearl Meyer reports included detailed analysis showing how the Company's compensation elements for each of (a) the Company's named executive officers and senior management, including the base salary, short- and long-term cash incentive compensation, equity incentive compensation and total compensation levels, and (b) the Company's directors, including the cash, equity and total compensation levels, compared in each case to the peer group companies and general industry data included within the benchmark data. The comparative compensation reports also contained recommendations on the Company's compensation policies for both its named executive officers and senior management and for its directors. Pearl Meyer also provided the Compensation Committee with detailed analysis on the Company's compensation programs in terms of design, metrics and time horizons for payouts (including long-term incentive vesting schedules) to evaluate how the Company's programs compare with (i) the peer group companies and general industry data included within the benchmark data and (ii) the consultant's assessment of best practices. Pearl Meyer further conducted an assessment on the bonus programs for employees at all levels pursuant to a request from the Compensation Committee to provide added visibility into how the Company's compensation levels and programs compare with the peer group and what market practices are for levels below senior management. Representatives of Pearl Meyer participated in two of the Compensation Committee's meetings during fiscal 2014 and in three of the Compensation Committee's meetings during fiscal 2015 to describe and discuss the results of their analysis during each fiscal year. The Compensation Committee used the results of these reports and analysis in setting the compensation levels and target compensation awards, including performance- and time-based vesting criteria, where applicable, for the Company's named executive officers and directors for fiscal 2015 and 2016. See "Components of Executive Compensation" below for additional information.

The companies comprising the peer group in the 2014 and 2015 Pearl Meyer comparative reports were:

G-III Apparel Group, Ltd.
Deckers Outdoor Corp.
Callaway Golf Co.
Artic Cat Inc.
Sturm, Ruger & Co. Inc.
Smith & Wesson Holding Corporation
LeapFrog Enterprises Inc.
Delta Apparel Inc.
iRobot Corporation
Twin Disc, Incorporated
Rocky Brands, Inc.
Nautilus Inc.
Black Diamond, Inc.
Marine Products Corp.
Escalade Inc.

While the peer group companies do not necessarily compete in the Company's specific industry or industries, they generally have similar characteristics to Johnson Outdoors, including in terms of size and scale, a consumer discretionary product focus, the manufacturing of engineered products, and global operations.

Components of Executive Compensation

For our named executive officers, the primary components of total compensation for fiscal 2015 continued to be:

- base salary;
- annual cash incentive compensation under the Cash Bonus Plan; and
- long-term incentive compensation in the form of equity awards granted under the Stock Incentive Plan.

The Compensation Committee evaluates targeted total compensation levels for the named executive officers as well as how each component fits within the targeted total compensation levels. This evaluation is guided by the compensation objectives described above. A large portion of potential compensation for the named executive officers is performance-based. For performance-based compensation, the Company combines annual cash incentives with long-term equity-based incentives. The cash incentives are tied to annual, company-wide measures of operating performance and individual performance goals. The long-term equity compensation for fiscal 2015, was paid out in shares of restricted stock subject to annual performance goals and additional time-based vesting criteria. The long-term equity awards help promote our executive retention objectives and provide an incentive for long- term appreciation in our stock price, whereas the annual cash incentives promote short-term financial growth and achievement of individual performance goals. Starting in fiscal 2016, the Compensation Committee decided to adjust the long-term equity compensation awards so that the portion of equity compensation awards that are based on performance consist of performance-based restricted stock units tied to achievement of certain financial objectives to be measured over a three-year performance period rather than a one year period.

Base Salary. Base salary is a key component of executive compensation. In determining base salaries, the Compensation Committee considers the named executive officer's qualifications and experience, responsibilities, past performance and goals and objectives, together with

salary levels for comparable positions at peer group companies and other similarly sized companies nationally, as displayed in the above-referenced Pearl Meyer comparative report. Historically, Johnson Outdoors has not entered into employment agreements with executive officers or senior managers. Accordingly, base salaries of the named executive officers are reviewed annually by the Compensation Committee and, based upon such review, the Compensation Committee determines whether any adjustments are necessary. Base salary levels for our named executive officers are generally positioned to be competitive with comparable positions in a general industry peer group that is reflective of the national labor market from which many companies recruit for executive and managerial talent. In determining salary adjustments for the named executive officers, the Compensation Committee considers various factors, including the individual's performance and contribution, the median pay level for similar positions and total Company performance. The Compensation Committee, where appropriate, also considers non-financial performance measures such as improvements in product quality, manufacturing efficiency gains, involvement in and the impact of strategic transactions and the enhancement of relations with our customers and employees. The Compensation Committee exercises discretion in setting base salaries within the guidelines discussed above.

Annual Cash Incentives. The named executive officers and other officers and senior managers determined by the Compensation Committee are eligible to receive annual cash incentives under the Cash Bonus Plan. While the Company principally relies on this Cash Bonus Plan for annual cash incentives, occasionally the Compensation Committee may decide to grant discretionary cash bonuses outside of this Plan based on special circumstances.

The purpose of using the Cash Bonus Plan is to drive continuous improvement year over year, enhance shareholder value and provide a framework for determining incentive compensation for our named executive officers and other officers and senior managers that financially rewards them for achieving various individual and Company performance objectives. The annual cash incentive under this bonus plan is generally comprised of the following two components:

- individual pre-established objectives for a participant (the "individual component"); and
- certain pre-determined Company financial performance goals (these Company financial goals are referred to as the "JVM component").

The individual objectives are typically tied to financial performance measures that the participant can best impact, including profitability, working capital levels, sales growth, operational efficiency, market share growth, organizational development and innovation. For fiscal 2015, the individual objectives component constituted 15% of the named executive officer's total bonus opportunity under the Cash Bonus Plan.

The JVM or Company financial performance component promotes achieving Company-wide financial goals. For fiscal 2015, we used a target level of pre-tax income and achieving a specified level of working capital as a percentage of net sales as the Company-wide performance measures for the JVM component. The Compensation Committee's purpose in using various performance measures for the Cash Bonus Plan is to support the attainment of increased shareholder returns while being able to respond to changes both in our business and the overall business environment each fiscal year. For fiscal 2015, the JVM or Company performance component constituted 85% of the named executive officer's total bonus opportunity under the Cash Bonus Plan.

Financial performance goals and individual objectives under the Cash Bonus Plan for the coming fiscal year are chosen and set annually by the Compensation Committee at the last quarterly Compensation Committee meeting for the prior fiscal year (typically occurring in September). Target bonus awards for the coming fiscal year for each named executive officer are also generally approved at this meeting. Target awards for each participant range from 15% to 90% of the participant's base salary. For fiscal 2015, the target was 90% of base salary for Ms. Johnson-Leipold and 55% of base salary for Mr. Johnson. The Compensation Committee believes these target award opportunities are competitive with industry practices as reflected by the Pearl Meyer comparative report described above.

The Compensation Committee retains the final authority to approve individual bonus payments after completion of the applicable fiscal year and may, in its sole discretion, reduce or eliminate bonuses which are otherwise earned during the fiscal year using the foregoing components or formula. In determining whether to reduce or eliminate a bonus which was otherwise earned during a given fiscal year, the Compensation Committee considers factors such as a minimum level of net income and return of profit to shareholders.

The current maximum amount payable under the Cash Bonus Plan during any fiscal year to any person whom the Compensation Committee considers a covered employee within the meaning of section 162(m) of the Internal Revenue Code of 1986 as amended (the "Code") is equal to $2,000,000. For the JVM component of the fiscal 2015 bonus, the eligible bonus could have been paid out from 0 to 200% of the target bonus award allocated to this component. The actual percentage earned inside this range is based on how well the Company performs compared to the goals for pre-tax income and working capital as a percentage of net sales. For fiscal 2015, JVM exceeded goals and the bonuses were paid at 117% of the target bonus award for this component. With respect to the individual participant component of the annual bonus, payouts also range from 0 to 200% of the target bonus award allocated to this component. The actual percentage earned inside this range is based on how well the individual objectives are satisfied compared to applicable goals as determined by the Compensation Committee. For fiscal 2015, the individual objectives component of the bonus was paid at 90% of target bonus for Ms. Johnson-Leipold and 95% of target bonus for Mr. Johnson.

Accordingly, for fiscal 2015, the Compensation Committee paid the following annual incentive bonuses to the named executive officers under the Cash Bonus Plan:

Name	2015 Target Bonus -JVM Component		2015 Target Bonus - Individual Component	
	Target	Payout	Target	Payout
Helen P. Johnson-Leipold	$506,748	$592,895	$89,426	$80,483
David W. Johnson	$151,857	$177,672	$26,798	$25,458

Based upon the independent consultant's report described above, the Compensation Committee has decided to generally keep the Cash Bonus Plan in place for fiscal 2016 and to continue to have target awards split between an individual performance component (15% of total bonus opportunity) and a financial performance component based upon JVM (85% of total bonus opportunity). Additionally, with respect to the JVM component for fiscal 2016, the Compensation Committee has determined to continue to use a target level of pre-tax income and achieving a specified level of working capital as a percentage of net sales. However, with respect to fiscal 2016, the Compensation Committee has made the following changes to the awards granted to our named executive officers under the Cash Bonus Plan:

- The threshold or minimum level for payouts of bonus awards is set at 70% of the target financial performance and payouts will be lower than in the past for financial performance between 80% and 100% of target; and

- At the threshold or minimum level for payouts of bonus awards (70% of target performance), the payment or funding amount equals 25% of the bonus amount, and at the maximum target level, the payment or funding amount will remain at 200% of the bonus amount.

These changes were made in part to mitigate the potential for unnecessary risk taking. Previously under the Cash Bonus Plan, performance below 80% of target financial performance would have yielded no

payout. With the changes to the thresholds for 2016, there is now a smoothing of the payout curve so there is not one cliff event that makes as significant a difference in the payout opportunity.

Equity Based Compensation. The Company believes that equity compensation is an effective means of aligning the long-term interests of Company employees, including the named executive officers, with Company shareholders. The Stock Incentive Plan authorizes the Compensation Committee to issue stock options, restricted stock and restricted stock units, as well as other forms of equity incentive compensation. Over recent periods (including with respect to fiscal 2015), awards to the named executive officers under the Stock Incentive Plan have consisted solely of shares of restricted stock. As described below, commencing with fiscal 2016, the Compensation Committee has determined to reduce the portion of equity awards consisting of shares of restricted stock and, in lieu thereof, use performance-based restricted stock units that are tied to the Company's three-year strategic plan.

In connection with setting equity awards, the Compensation Committee historically split the award between two separate components, with fifty percent of the award tied to time-based vesting criteria and the remaining fifty percent of the award tied to achieving a specified level of financial performance for the Company. Beginning in fiscal 2015, the Compensation Committee determined that the award for our CEO would all be based on achieving a specified level of financial performance rather than include a portion based solely on time-based vesting.

With respect to the portion of the equity award that is tied to Company performance, the Compensation Committee establishes pre-determined financial performance goals for the Company at the last quarterly Compensation Committee meeting held during the prior fiscal year (typically in September). The amount of the target award for each participant is set by the Compensation Committee during the first quarterly Compensation Committee meeting held during the fiscal year (typically in December).

For the Company performance portion of the equity awards, the financial performance goals have historically been based on the Company's economic value added for that fiscal year (called "Johnson Value Added" or "JVA"). JVA for fiscal 2015 was based on Net Operating Profit After Tax (NOPAT), less the sum of Company Net Working Capital and Fixed Assets, multiplied by the Company’s Cost of Capital (i.e., JVA=NOPAT-((Net Working Capital + Fixed Assets)* Cost of Capital)). The Company’s Cost of Capital is determined by the Compensation Committee at the beginning of each fiscal year. The Committee typically sets the Cost of Capital at a level determined by using a market-based cost of capital analysis of companies in the outdoor products industry. The Compensation Committee has the discretion to use other methods to determine the Cost of Capital. The use of JVA is intended to align compensation awards to the named executive officers with increases in shareholder value.

For fiscal 2015, the actual amount earned under the portion of the equity awards tied to Company performance could range from 0% to 150% of the target award amount, based on the level of JVA generated during the fiscal year, compared to the JVA goal. No awards would be earned if JVA generated in the fiscal year was less than 50% of goal during the fiscal year. The actual number of shares of restricted stock granted to the named executive officers is based upon the final amount of the award that is earned divided by the grant date fair value per share of the Company's Class A common stock, as determined pursuant to Accounting Standards Codification Topic 718-10 (formerly SFAS No. 123R), as of the close of trading on the date the Compensation Committee makes the grants. These awards, if earned, are paid in shares of Company restricted stock, with additional time-based vesting requirements after the shares are earned and granted. The additional time-based vesting requirement was set at two years with respect to awards made during fiscal 2015, so a total of three years passes from the date of making the original award to the date the awards are earned and any shares that are granted become vested.

With respect to the portion of an equity award that is time-based, the Compensation Committee establishes the amount of the target award at its first quarterly Compensation Committee meeting held during the fiscal year (typically in

December). The Compensation Committee reviews Company and participant performance for the fiscal year. The Compensation Committee has discretion, depending upon Company and participant performance for the applicable fiscal year, to reduce the value of the equity award which is tied to time-based vesting. Any restricted shares which may be granted for this time-based component are subject to at least four year cliff vesting periods from the date of grant. Beginning in fiscal 2015, our CEO no longer received awards with respect to this time-based component.

On December 1, 2014, with respect to the Company performance-based portion of the equity awards, the Compensation Committee established a performance award target of $400,000 for Ms. Johnson-Leipold and $65,000 for Mr. Johnson. The amount actually earned under these awards could range from 0% to 150% of the target award amount based on a level of JVA generated during fiscal 2015, which ranged from 50% to 250% of the JVA goal. Based upon Company results for fiscal 2015, the JVA performance goals were achieved at a level of 154% of goal. Accordingly, the value of the restricted stock award was granted at 118% of the targeted levels or $472,000 for Ms. Johnson-Leipold and $76,700 for Mr. Johnson. Based upon a grant date fair value per share of $24.16, the Compensation Committee made grants of shares of restricted stock on December 1, 2015 of 19,536 shares to Ms. Johnson-Leipold and 3,175 shares to Mr. Johnson. These shares of restricted stock vest on December 1, 2017, the second anniversary of the grant date.

For fiscal 2015, the target value for the time-based award was equal to $65,000 for Mr. Johnson. Based upon a grant date fair value per share of $24.16, the Compensation Committee made grants of time-based restricted stock on December 1, 2015 at 100% of target levels or 2,690 shares to Mr. Johnson. These shares of restricted stock vest on December 1, 2019, the fourth anniversary of the grant date.

Commencing with fiscal 2016, the Compensation Committee has decided to modify the long-term equity incentive awards. Going forward, the Company will continue to split the long-term equity incentive award for participants other than our CEO fifty percent in shares of restricted stock tied to four year cliff vesting and fifty percent in performance-based restricted stock units tied to three year performance goals, consistent with our three year strategic plan. The performance-based restricted stock units include the following general provisions:

- Fifty percent of the performance-based piece of the award will be tied to achievement of cumulative net sales over a three year period (fiscal 2016 - 2018) and the remaining fifty percent will be tied to achievement of cumulative operating profit over the same three year period (fiscal 2016 - 2018);

- Awards are only paid if at least 80% of the target level of net sales or operating profit are met and maximum payouts are made if 120% or more of target levels of net sales or operating profit are achieved;

- The payouts for achievement of the threshold levels of performance are equal to 50% of the target equity award amount. The payouts for achievement of maximum levels of performance are equal to 150% of the target equity award amount. Each of the financial metrics receives a fifty percent weighting in determining the aggregate equity award amount;

- To the extent earned, equity awards are issued in shares of Company common stock after the end of the three year performance period;

- Equity awards are subject to downward adjustments in the event the Company has not achieved a specified minimum average return on invested capital per year during the three year performance period; and

- Equity awards are also subject to downward adjustments (by up to 25 percentage points) related to certain qualitative business or other factors determined by the Compensation Committee.

On December 1, 2015 and consistent with the methodology and changes described above, the Compensation Committee established a $400,000 performance award target for Ms. Johnson-Leipold and a $65,000 performance award target and a $65,000 time-based award target for Mr. Johnson for fiscal 2016.

Perquisites and Other Compensation. The named executive officers participate in other benefit plans generally available to all employees on the same terms as similarly situated employees, including participation in medical, health, dental, disability, life insurance, 401(k) plans and other qualified and non-qualified retirement plans. These benefits are included in the Summary Compensation Table provided below under the “All Other Compensation” column. In addition, named executive officers also participate in the Company's discretionary Executive Flexible Spending Account Plan which provides for reimbursement for certain expenses that are applicable to an executive’s personal financial planning and/or for purchases of business equipment by named executive officers for business needs. This program is available to other key executives as well and the amounts typically range from $5,000 to $8,500 of potential reimbursement each calendar year, provided the eligible participant submits the appropriate documentation. Any applicable reimbursement under this plan would be taxable income. See the notes to the Summary Compensation Table for additional information on payments to the named executive officers during fiscal 2015 in connection with this compensation program.

Change of Control and Severance Benefits

Historically, Johnson Outdoors has not entered into employment agreements with any named executive officers and does not have contractual obligations to provide severance benefits to either of the named executive officers. In the past, Johnson Outdoors has negotiated payment of certain severance benefits on a case-by-case basis with terminated named executive officers. The amount and type of severance benefits provided to these former named executive officers has depended upon the circumstances of the termination, the position of the former named executive officer and certain other performance-related factors. Should Johnson Outdoors pay severance benefits in the future to former named executive officers, we expect to do so on a case-by-case basis in accordance with prior practice.

Tax and Accounting Considerations

Code section 162(m) generally disallows a tax deduction to a public corporation for non-performance- based compensation over $1,000,000 paid for any fiscal year to each of the individuals who were, at the end of the fiscal year, the corporation’s chief executive officer and the four other most highly compensated executive officers, excluding the principal financial officer. Most grants under the Stock Incentive Plan and Cash Bonus Plan are intended to satisfy the requirements for “performance-based compensation” under Code section 162(m), including the requirement that such plans be approved by shareholders. As a result, the Compensation Committee believes that such awards under these plans intended to satisfy the requirements for “performance-based compensation” under Code section 162(m) will not count against the $1,000,000 limit and will be deductible by Johnson Outdoors. Other grants or compensation paid or imputed to individual executive officers covered by Code section 162(m) may not satisfy the requirements for “performance-based compensation” and may cause “non-performance-based compensation” to exceed the $1,000,000 limit, and would then not be deductible by Johnson Outdoors to the extent it exceeds the $1,000,000 limit. Although the Compensation Committee designs certain components of executive compensation to preserve income tax deductibility, it believes that it is not in the shareholders’ interest to restrict the Compensation Committee’s discretion and flexibility in developing appropriate compensation programs and establishing compensation levels and, in some instances, the Compensation Committee may approve compensation that is not fully deductible.

Timing of Restricted Stock Grants

Generally, grants of shares of restricted stock and performance-based restricted stock units to employees (other than inducement grants to new employees) are made annually on the date of the first quarterly meeting of the Compensation Committee held in December of each year, after prior fiscal year earnings have been determined, and the amount of the actual grant can be calculated. The grant date is always the date of approval of the grant by the Compensation Committee. Accordingly, to maintain flexibility and promote retention or individual goals, other compensation arrangements such as restricted stock grants and certain annual incentive cash payments are not designed to satisfy the conditions of Code section 162(m) and therefore may not be deductible.

Report of the Compensation Committee

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section of this Proxy Statement with our management and, based on such review and discussions with management, the Compensation Committee recommended to our Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE:

Thomas F. Pyle, Jr. (Chairman)
John M. Fahey, Jr.
Terry E. London
Katherine Button Bell

Summary Compensation Table

The following table provides information for fiscal 2015, 2014 and 2013 concerning the compensation paid by Johnson Outdoors to the individual who served as our principal executive officer during fiscal 2015 and the person who served as our principal financial officer in fiscal 2015. We refer to these two executive officers as our "named executive officers" in this Proxy Statement.

Name and Principal Position	Fiscal Year	Salary	Bonus	Stock Awards(2)	Non-Equity Incentive Plan Comp.(3)	All Other Comp.(4)	Total
Helen P.	2015	$ 662,415	$ 80,483	$ 472,000	$ 592,894	$ 42,785	$ 1,850,578
Johnson-Leipold, Chairman and Chief Executive	2014	$ 645,540	$ 531,151	$ 469,053	$ 0	$ 55,865	$ 1,701,610
Office	2013	$ 621,971	$ 63,441	$ 526,740	$ 898,748	$ 56.532	$ 2,167,432
David W.	2015	$ 324,827	$ 25,458	$ 141,700	$ 177,672	$ 28,637	$ 698,295
Johnson, Vice President and Chief Financial	2014	$ 315,630	$ 168,042	$ 137,150	$ 0	$ 34,721	$ 655,543
Officer	2013	$ 303,368	$ 25,028	$ 154,007	$ 283,650	$ 33,413	$ 799,466

(1) The named executive officers are eligible to receive annual incentive cash bonuses under the Cash Bonus Plan. The award of annual incentive cash bonuses under the Cash Bonus Plan is generally comprised of two components. The first component is based on the executive achieving pre-established individual objectives. The second component is based on the Company achieving specified financial performance component. The amounts in this column reflect

the individual objectives component of the named executive officer's annual bonus under the Cash Bonus Plan. The second component based on the Company achieving specified financial performance measures is included in the column under the heading "Non-equity Incentive Plan Comp." when the specified financial performance measures are met.

In determining each named executive officer's annual incentive cash bonus amount for fiscal 2015, 2014 and 2013 performance, our Compensation Committee allocated 15% of the target bonus to achieving the pre- established individual objectives component, and 85% to the Company achieving specified financial performance component. For each of the individual objectives component and the Company financial performance component of our annual bonus under the Cash Bonus Plan, the eligible bonus can be paid out from 0-200% of the target bonus amount for that component. The target bonus amounts for 2015, 2014 and 2013 for Ms. Johnson-Leipold were $596,174, $548,709 and $528,675 and for Mr. Johnson were $178,655, $173,596 and $166,853, respectively. If either or both components (individual objectives component and Company financial performance component) are achieved at targeted performance levels, the payout equals 100% of the eligible bonus for such component.

For fiscal 2015, 2014 and 2013, the annual cash bonus under the Cash Bonus Plan with respect to achieving the individual objectives component was $80,483, $74,076 and $63,441 for Ms. Johnson-Leipold and $25,458, $23,436 and $25,028 for Mr. Johnson, respectively.

For fiscal 2015, 2014 and 2013, the annual cash bonus under the Cash Bonus Plan with respect to achieving the Company financial performance component related to achieving a minimum level of net income and achieving a specified level of working capital as a percentage of sales. Because the payment of the portion of the cash bonus for fiscal 2014 with respect to achieving the Company financial performance component was made in the discretion of the Compensation Committee, the full amount of the bonus for fiscal 2014 is included in this column and not in the column "Non-equity Incentive Plan Comp." For fiscal 2014, the Company paid discretionary bonuses of $457,075 to Ms. Johnson-Leipold and $144,606 to Mr. Johnson. See footnote (3) below for a discussion of the payouts during fiscal 2015 and 2013 to the named executive officers in connection with this Company financial performance component when the specified financial performance measures are met.

(2) The amounts in this column reflect the dollar value of long-term equity based compensation awards pursuant to the Stock Incentive Plan granted during the fiscal years indicated in the table. These amounts for each of fiscal 2015, 2014 and 2013 equal the grant date fair value of shares of restricted stock, computed in accordance with FASB Accounting Standards Codification Topic 718-10, on the date the shares of restricted stock were granted. Assumptions used in the calculation of the grant date fair value are included under the caption "Stock Ownership Plans" in the Notes to the Company's Consolidated Financial Statements in the fiscal 2015 Annual Report on Form 10-K filed with the SEC on December 8, 2015 and such information is incorporated herein by reference.

(3) This column includes the dollar value of all amounts earned by the named executive officers under our Cash Bonus Plan which are based upon the specified Company financial performance component for the applicable fiscal year. For fiscal 2015 and 2013, both of the Company's financial performance measures were exceeded and, therefore, payout amounts are included in this column. For fiscal 2015 and 2013, the annual cash bonus under the Cash Bonus Plan with respect to achieving the Company financial performance component was $592,894 and $898,748 for Ms. Johnson-Leipold and $177,672 and $283,650 for Mr. Johnson, respectively. For fiscal 2014, no amounts were earned by or paid to the named executive officers under our Cash Bonus Plan with respect to the Company financial performance component. See Discretionary Bonuses under footnote (1) above for additional information on fiscal 2014 bonus payments.

(4) The table below shows the components of this column, which include an approved match for each named executive officer's 401(k) plan contributions, approved contributions credited to the individual's qualified retirement plan, approved contributions to the individual's non-qualified retirement plan account and perquisites provided to each individual for fiscal 2015, 2014 and 2013, respectively.

Name	Year	401(k) Match	Qualified Plan Contributions	Non-Qualified Plan Contributions	Perquisites(a)	Total "All Other Compensation"

Helen P. Johnson-Leipold	2015	$ 7,950	$ 10,400	$ 15,935	$ 8,500	$ 42,785
	2014	$ 7,800	$ 10,200	$ 28,865	$ 9,000	$ 55,865
	2013	$ 7,650	$ 10,000	$ 30,382	$ 8,500	$ 56,532
David W. Johnson	2015	$ 8,035	$ 10,400	$ 5,041	$ 5,161	$ 28,637
	2014	$ 8,261	$ 10,200	$ 9,260	$ 7,000	$ 34,721
	2013	$ 7,324	$ 10,000	$ 7,740	$ 8,349	$ 33,413

(a) Perquisites consist of reimbursements made to the named executive officer under the Executive Flexible Spending Account Plan for personal financial planning services, for purchases of business equipment for business needs and/or for certain association membership dues. Ms. Johnson-Leipold is allowed reimbursements of up to $8,500 per calendar year for covered expenses. Mr. Johnson is allowed reimbursements of up to $7,000 per calendar year for covered expenses.

Grants of Plan-Based Awards

The following table sets forth information regarding all incentive plan awards that were granted to the named executive officers during fiscal 2015, including equity-based, non-equity based and other plan- based awards. Disclosure on a separate line item is provided for each grant made to a named executive officer during the fiscal year. Non-equity incentive plan awards are awards that are not subject to FASB Accounting Standards Codification Topic 718 and are intended to serve as an incentive for performance to occur over a specified period, and include performance bonus awards under the Cash Bonus Plan. We have not granted any stock options or equity incentive-based awards, which are equity awards subject to a performance condition or a market condition as those terms are defined by FASB Accounting Standards Codification Topic 718.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			All Other Stock Awards: Number of Shares of Stock	Grant Date Fair Value of Stock and Option Awards (4)
		Threshold	Target	Maximum		
Helen P.	12/2/14	---	---	---	6,066(2)	$182,283
Johnson-Leipold	12/2/14	---	---	---	7,398(3)	$222,310
	---	$476,939	$596,174	$1,192,347	---	---
David W.	12/2/14	---	---	---	1,774(2)	$53,309
Johnson	12/2/14	---	---	---	2,163(3)	$64,998
	---	$142,924	$178,655	$357,310	---	---

1. These amounts show the range of payouts targeted for fiscal 2015 performance under the Cash Bonus Plan as described in the section of this Proxy Statement titled “Compensation Discussion and Analysis.” The Cash Bonus Plan entitles participants to earn bonus awards based upon Company financial performance and the participant's individual objectives for a given fiscal year. The targeted bonus amounts are equal to a percentage of the named executive officer’s base salary. The target was set at 90% of the base salary for Ms. Johnson- Leipold and 55% of the base salary for Mr. Johnson for fiscal 2015. For both the individual objectives component and the Company financial performance component of our annual bonus under the Cash Bonus Plan, the eligible bonus can be paid out from 0-200% of the target bonus amount for that component. The target eligible bonus amounts for fiscal 2015 are set in the table above and represent the aggregate target under both the Company performance component and the individual objectives component. If either or both components are met at targeted performance levels, the payout equals 100% of the eligible bonus for such component. A participant may earn up to a maximum of 200% of the target bonus amount if the Company performance component is met at 160% of goal. The amount under the column “Maximum” is limited to 200% of the target bonus award. See the following sections for additional information: “Summary Compensation Table” and “Compensation Discussion and Analysis.”

2. The restricted stock award was granted on December 2, 2014 (during fiscal 2015 but based on fiscal 2014 performance) and vests on December 2, 2016, the second anniversary of the grant date. On December 3, 2013, our Compensation Committee established a performance award target for fiscal 2014 of $222,300 for Ms. Johnson-Leipold and $65,000 for Mr. Johnson. These awards, if earned, were required to be paid in the form of shares of restricted stock with two-year vesting, if a minimum level of JVA was achieved by the end of fiscal 2014. The amount earned under these awards could range from 0 percent to 150 percent of the target amount based on a level of JVA generated during fiscal 2014, which ranged from 50 percent to 250 percent of the JVA goal. No awards would be earned if JVA generated in fiscal 2014 was less than 50 percent of goal for the applicable period. Based upon our results for fiscal 2014, on December 2, 2014 the Compensation Committee determined that the performance award goals were achieved at a level of 82.4% of the goal. Accordingly, the value of the restricted stock award was granted at 82.4% of the targeted levels or $182,286 for Ms. Johnson-Leipold and $53,300 for Mr. Johnson. Based upon a grant date fair value per share of $30.05, we made grants of shares of restricted stock on December 2, 2014 of 6,066 shares to Ms. Johnson- Leipold and 1,774 shares to Mr. Johnson. While this award was based on fiscal 2014 performance, the grant appears in this table since the actual grant was made in fiscal 2015.

3. The restricted stock award was granted on December 2, 2014 and vests on December 2, 2018, the fourth anniversary of the grant date. These awards were issued by the Compensation Committee to further the Company's retention objectives and were based upon a target award value of $222,300 for Ms. Johnson-Leipold and $65,000 for Mr. Johnson established by the Compensation Committee on December 3, 2013. On December 2, 2014 the Compensation Committee approved the payment of the award at the target level with the number shares of restricted stock issued under the award being based upon the grant date fair value per share of $30.05 as of December 2, 2014.

4. The value of the restricted stock is based upon the December 2, 2014 grant date fair value of $30.05 per share for each share of restricted stock, determined pursuant to FASB Accounting Standards Codification Topic 718. The grant date fair value is the amount the Company expenses in the financial statements over the award’s vesting schedule. See the Notes to the Consolidated Financial Statements in the fiscal year 2015 Annual Report on Form 10-K filed with the SEC on December 8, 2015 for the assumptions relied on in determining the value of these awards.

Outstanding Equity Awards at Fiscal Year End

The following table provides information regarding unvested shares of restricted stock held by the named executive officers at October 2, 2015. Neither of the named executive officers held any unexercised stock options as of October 2, 2015.

	Stock Awards			
Named Executive Officer	Number of Shares or Units of Stock That Have Not Vested			Market Value of Shares or Units of Stock That Have Not Vested (1)
Helen P. Johnson-Leipold	8,908	(2)	$	192,146
	8,025	(3)	$	173,099
	17,015	(4)	$	367,014
	13,825	(5)	$	298,206
	14,745	(6)	$	318,050
	10,763	(7)	$	232,158
	6,066	(8)	$	130,844
	7,398	(9)	$	159,575
David W. Johnson	2,605	(2)	$	56,189
	2,347	(3)	$	50,625
	4,975	(4)	$	107,311
	4,042	(5)	$	87,186
	4,311	(6)	$	92,988
	3,147	(7)	$	67,881
	1,774	(8)	$	38,265
	2,163	(9)	$	46,656

(1) Market value equals the closing per share market price of our Class A common stock on October 2, 2015, which was $21.57, multiplied by the number of shares of restricted stock.

(2) The shares of restricted stock vest on December 3, 2015, the second anniversary of the grant date.

(3) The shares of restricted stock vest on December 3, 2017, the fourth anniversary of the grant date.

(4) The shares of restricted stock vest on December 6, 2015, the fifth anniversary of the grant date.

(5) The shares of restricted stock vest on December 5, 2016, the fifth anniversary of the grant date.

(6) The shares of restricted stock vest on December 4, 2015, the third anniversary of the grant date.

(7) The shares of restricted stock vest on December 4, 2016, the fourth anniversary of the grant date.

(8) The shares of restricted stock vest on December 2, 2016, the second anniversary of the grant date.

(9) The shares of restricted stock vest on December 2, 2018, the fourth anniversary of the grant date.

Option Exercises and Stock Vested

The following table sets forth information relating to the restricted stock awards that vested during fiscal 2015 for each of the named executive officers on an aggregate basis. No common stock options were exercised by the named executive officers during fiscal 2015.

Name	Stock Awards Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(1)
Helen P. Johnson-Leipold	30,040	$ 889,785
David W. Johnson	28,084	$ 724,548

(1) Value realized equals the closing market price of our Class A common stock as of the vesting date or, if not a trading date, on the last preceding trading date, multiplied by the number of shares that vested on such date.

Non-Qualified Deferred Compensation

Named Executive Officer	Executive Contributions in Last Fiscal Year	Registrant Contributions in Last Fiscal Year (1)	Aggregate Earnings in Last Fiscal Year(2)	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last Fiscal Year End
Helen P. Johnson-Leipold	$ 123,249.51	$ 15,935	$ (103,419.38)	None	$ 3,109,565
David W. Johnson	$ 27,211.77	$ 5,041	$ (13,693.13)	None	$ 322,744

(1) The amounts included in the column titled “Registrant Contributions in Last Fiscal Year” for each named executive officer are included in the “All Other Compensation” column of the Summary Compensation Table.

(2) None of the earnings on assets in the Nonqualified Deferred Compensation Plan were above market or preferential.

A description of our Nonqualified Deferred Compensation Plan is provided below under the heading “Nonqualified Deferred Compensation.”

Employment Agreements

The Company has not entered into any employment agreements with the named executive officers.

Incentive Compensation Recovery (Clawback) Policy

The Company's Board of Directors has adopted an Incentive Compensation Recovery (Clawback) Policy effective as of December 2, 2015. A copy of this policy is available on the Company's website at www.johnsonoutdoors.com, 24 hours a day and free of charge. The Company is not including the information contained on or available through its website as part of, or incorporating such information by reference into, this Proxy Statement. The policy is administered by our Board of Directors and covers all current and former executive officers. Under this policy, the Board of Directors will require reimbursement or forfeiture of any excess incentive compensation awarded or paid in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under federal securities laws. The incentive compensation covers all awards granted or paid during the last three completed fiscal years including, but not limited to, annual performance bonuses (including any amounts deferred) and long-term incentive grants, including any of the following, provided that, such compensation is granted, earned or vested based wholly or in part on the attainment of a financial reporting measure (as defined in the policy): cash bonuses and incentive cash compensation; stock options; restricted stock; restricted stock units; and performance-based units. The amount to be recovered is the excess amount of the incentive compensation received by the executive officer based on the erroneous data from the accounting restatement. The policy applies to all incentive compensation approved, awarded or granted after the effective date of the policy.

Post-Employment Compensation

Pension Benefits

Currently, Johnson Outdoors does not provide the named executive officers with pension benefits. U.S.- based executive officers are eligible to participate in the Johnson Outdoors Retirement and Savings 401(k) Plan on the same terms as other U.S.-based employees. In any plan year, the Company may make matching contributions to a participant’s account equal to 50 percent of the first six percent of an employee’s annual wages. All named executive officers participated in the 401(k) Plan during fiscal 2015 and received Company provided matching contributions. In addition, the Company also has a discretionary retirement contribution component to its 401(k) program in which the named executive officers are also eligible to participate. Under this component, a discretionary retirement savings contribution can be made to the participant’s 401(k) Plan account. This discretionary contribution ranges from 0-6% of an employee’s eligible base calendar year earnings. The Company made a discretionary contribution of 4% in 2015 for all participants.

Non-Qualified Deferred Compensation

The Johnson Outdoors’ Deferred Compensation Plan was amended and restated on September 18, 2007. The Non-Qualified Deferred Compensation Plan provides an opportunity for the named executive officers to defer a portion of their compensation and uses such deferral to encourage the continued loyalty and service of such persons to the Company. Eligible participants of this plan are designated by the Compensation Committee as Highly Compensated Employees (HCE) under the definition of the Internal Revenue Code. A participant’s election shall specify the percentage (in increments of one percent to a maximum of 13 percent) of the participant’s base compensation. Participants may also specify the percentage (in increments of one percent to a maximum of seven percent) of their cash bonus for deferral under the plan. A participant who makes a bonus deferral under this plan may be entitled to a matching contribution credit, determined and credited following the conclusion of each plan year, equal to 50 percent of the first six percent of the participant’s annual bonus award that the participant elects to have contributed to his/her account as a bonus deferral. Participants designate how his or her account shall be deemed to be invested among the investment options. Each day that the U.S. financial markets are open, the account of each participant will be credited (or charged) based upon the investment gain (or loss) that the participant would have realized with respect to his or her account since the immediately preceding valuation date had the account been invested in accordance with the participant’s investment election. The named executive officers have made elections for distributions allowed by the Non-Qualified Deferred Compensation Plan upon separation from service. The distribution of the named participant’s pre-2005 account, if applicable, would be made or commence on the first day of the month that is at least 60 days following the date the participant separates from service. Named participants’ post-2004 account distributions, if applicable, would commence on the first day of the month following the six month anniversary of the participant’s separation from service.

Potential Payments/Benefits Upon Termination or Change of Control

Pursuant to the terms of the Stock Incentive Plan, the Compensation Committee in its discretion may, at the time of an award or at any time thereafter, provide for the immediate vesting of all outstanding stock options and shares of restricted stock upon a change of control of the Company. The grant agreements for shares of restricted stock have generally provided for immediate vesting upon a change of control of the Company. The following table sets forth the unvested stock options and shares of restricted stock held by the named executive officers as of October 2, 2015 that would become vested as of such date in the event of a change of control of Johnson Outdoors.

Named Executive Officer	Number of Shares