

MASIMO CORP  
Form DEFA14A  
April 12, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant   
Check the appropriate box:

Filed by a Party other than the Registrant

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

MASIMO CORPORATION

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

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Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
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- (4) Date Filed:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Online  
Go to  
[www.envisionreports.com/MASI](http://www.envisionreports.com/MASI)  
or scan the QR Code - login  
details are located  
in the shared bar below.

Votes submitted electronically  
must be received by 11:00 p.m.,  
Pacific Time, on May 29, 2019.

#### Notice of 2019 Masimo Annual Meeting of Stockholders

Important Notice Regarding the Availability of  
Proxy Materials for the  
2019 Masimo Annual Meeting of Stockholders to be  
held on Thursday, May 30, 2019 a 2:00 p.m.

Under Securities and Exchange Commission rules,  
you are receiving this notice that the proxy materials  
for the 2019 Masimo Annual Meeting of  
Stockholders are available on the Internet. Please  
follow the instructions below to view the materials  
and vote online or request a copy. The items to be  
voted on and location of the 2019 Masimo Annual  
Meeting of Stockholders are on the reverse side.  
Your vote is important!

This communication presents only an overview of  
the more complex proxy materials that are available  
to you on the Internet. We encourage you to access  
and review all of the important information  
contained in the proxy materials before voting. The  
proxy statement and annual report to stockholders  
are available at:

Easy Online Access - View your proxy materials and vote.

Step 1: Go to [www.envisionreports.com/MASI](http://www.envisionreports.com/MASI)

Step 2: Click on Cast Your Vote or Request Materials.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selections as instructed on each screen for your delivery preferences.

Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a copy of the Proxy Materials - If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 20, 2019 to facilitate timely delivery.

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Notice of 2019 Masimo  
Annual Meeting of  
Stockholders  
2019 Masimo Annual  
Meeting of Stockholders  
will be held on Thursday,  
May 30, 2019 at 2:00 p.m.  
at the Masimo Corporation  
Headquarters, 52  
Discovery, Irvine, CA  
92618

Proposals to be voted on at  
the meeting are listed  
below along with the  
Board of Directors'  
recommendations.

The Board of Directors  
recommend a vote FOR all  
the nominees listed and  
FOR Proposals 2 and 3 and  
AGAINST Proposal 4.

1. Election of Class III  
Directors:  
01 - Adam Mikkelson  
02 - Craig Reynolds  
To ratify the selection of  
Grant Thornton as the  
Company's independent
2. registered public  
accounting firm for the  
fiscal year ending  
December 28, 2019.  
Advisory vote to
3. approve named  
executive officer  
compensation.
4. Stockholder proposal for  
proxy access.

PLEASE NOTE - YOU  
CANNOT VOTE BY  
RETURNING THIS  
NOTICE.

To vote your shares you  
must go online or request a

paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an e-mail copy, you will receive an e-mail with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

— Internet - Got to [www.envisionreports.com/MASI](http://www.envisionreports.com/MASI). Click Cash Your Vote or Request Materials.

— Phone - Call us free of charge at 1-866-641-4276.

— E-mail - Send an e-mail to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Masimo Corporation" in the subject line. Include your full name and address, plus the number in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by

May 20, 2019.