

**AMENDMENT TO H.R. 3269, AS REPORTED
OFFERED BY MR. PUTNAM OF FLORIDA**

Page 3, line 13, strike “Any proxy” and insert
“Subject to paragraph (4), any proxy”.

Page 3, line 21, strike “(4)” and insert “(5)”.

Page 4, line 14, strike “In any proxy” and insert
“Subject to paragraph (4), in any proxy”.

Page 4, line 20, strike “(4)” and insert “(5)”.

Page 6, after line 13, insert the following:

1 “(4) DEFERRED COMPENSATION EXEMPTION.—
2 The shareholder vote requirements of this subsection
3 shall not apply to an issuer if the compensation of
4 executives as disclosed pursuant to the Commission’s
5 compensation disclosure rule indicates that the
6 issuer provides the majority of the issuer’s executive
7 compensation in the form of non-qualified deferred
8 compensation.”.

Page 6, line 14, strike “(4)” and insert “(5)”.

Page 6, line 19, strike “(5)” and insert “(6)”.

