

CABOT MICROELECTRONICS CORP

Form DEF 14A

January 16, 2009

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**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**

Filed by Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Materials Pursuant to Section 240.14a-11(c) or Section 240.14a-12

**CABOT MICROELECTRONICS CORPORATION**

(Exact name of Registrant as Specified in Its Charter)

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:
  - (5) Total fee paid:
-

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**CABOT MICROELECTRONICS CORPORATION**  
**870 North Commons Drive**  
**Aurora, Illinois 60504**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
To be held March 3, 2009

To our Stockholders:

We are notifying you that the Annual Meeting of Stockholders of Cabot Microelectronics Corporation will be held on Tuesday, March 3, 2009 at 8:00 a.m. local time at Cabot Microelectronics Corporation, 870 North Commons Drive, Aurora, Illinois 60504 for the following purposes:

1. To elect three directors, each for a term of three years;
2. To ratify the selection of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for fiscal year 2009; and
3. To transact other business properly coming before the meeting.

*Each of these matters is described in further detail in the accompanying proxy statement. We also have included a copy of our 2008 Annual Report. Only stockholders of record at the close of business on January 13, 2009 are entitled to vote at the meeting or any postponements or adjournments of the meeting. A complete list of these stockholders will be available at our principal executive offices prior to the meeting.*

We are delivering our proxy statement and 2008 Annual Report this year under the new United States Securities and Exchange Commission rules that allow companies to furnish proxy materials to their stockholders over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials to our stockholders, which is designed to reduce our printing and mailing costs and the environmental impact of the proxy materials. A paper copy of our proxy materials may be requested through one of the methods described in the Notice of Internet Availability of Proxy Materials.

Please use this opportunity to take part in our affairs by voting your shares. You are cordially invited to attend the meeting in person. If you wish to attend the meeting in person, please bring a valid form of photo identification to the meeting. If your stock is not registered in your own name and you plan to attend the meeting and vote in person, you should contact your broker or agent in whose name your stock is registered to obtain a broker's proxy and bring it to the meeting in order to vote at the meeting.

**Whether or not you plan to attend the meeting, your vote is important.** Please promptly submit your proxy by telephone, Internet or mail by following the instructions found on your Notice of Internet Availability of Proxy Materials or proxy card. Your proxy can be withdrawn by you at any time before it is voted.

By order of the Board of Directors,

William P. Noglows  
Chairman of the Board

Aurora, Illinois

January 16, 2009, and is first being made available to stockholders electronically via the Internet on or about January 16, 2009.

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**CABOT MICROELECTRONICS CORPORATION**

870 North Commons Drive  
Aurora, Illinois 60504

**PROXY STATEMENT**

The Board of Directors of Cabot Microelectronics Corporation is asking for your proxy for use at the annual meeting of our stockholders to be held on Tuesday, March 3, 2009 at 8:00 a.m. local time, at Cabot Microelectronics Corporation, 870 North Commons Drive, Aurora, Illinois 60504 and at any postponements or adjournments of the meeting.

Pursuant to the rules and regulations adopted by the United States Securities and Exchange Commission, we have elected to provide our stockholders with access to our proxy materials over the Internet rather than in paper form. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials, rather than a printed copy of the proxy materials, to our stockholders of record as of January 13, 2009. We expect to mail the Notice of Internet Availability of Proxy Materials to stockholders entitled to vote at our annual meeting on or about January 16, 2009.

**ABOUT THE MEETING**

*What is the purpose of the annual meeting?*

At our annual meeting, stockholders will act upon the matters outlined in the accompanying notice of meeting, including the election of three directors and the ratification of the selection of our independent auditors. In addition, our management will report generally on the fiscal year ended September 30, 2008 and respond to questions from stockholders.

*Why did I receive a notice in the mail regarding the Internet availability of the proxy materials instead of a paper copy of the proxy materials?*

In accordance with rules and regulations adopted by the United States Securities and Exchange Commission ( SEC ), instead of mailing a printed copy of our proxy materials to all stockholders entitled to vote at our annual meeting, we are furnishing the proxy materials and our 2008 annual report to our stockholders electronically via the Internet. On or about January 16, 2009, we will mail to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access and review our proxy materials and our 2008 annual report. You will not receive a printed copy of the proxy materials. Instead, the Notice of Internet Availability will instruct you as to how you may access and review the proxy materials and submit your proxy via the Internet. If you would like to receive a printed copy of the proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials for requesting printed materials.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held March 3, 2009:**

**The proxy statement and annual report to stockholders are available at [www.cabotcmp.com](http://www.cabotcmp.com) and [www.proxyvote.com](http://www.proxyvote.com).**

*What are our voting recommendations?*

Our board of directors recommends that you vote your shares **FOR** the election of each of the nominees named below under **ELECTION OF DIRECTORS** and **FOR** the ratification of the selection of our independent auditors.

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### *Who is entitled to vote?*

Only stockholders of record at the close of business on the record date, January 13, 2009, are entitled to receive notice of the annual meeting and to vote the shares of common stock that they held on that date at the meeting, or any postponements or adjournments of the meeting. Each outstanding share of common stock entitles its holder to cast one vote, without cumulation, on each matter to be voted on.

### *What constitutes a quorum?*

If a majority of the shares outstanding on the record date are present at the annual meeting, either in person or by proxy, we will have a quorum at the meeting permitting the conduct of business at the meeting. As of the record date, we had approximately 23,397,447 shares of common stock outstanding and entitled to vote. Any shares represented by proxies that are marked to abstain from voting on a proposal will be counted as present for purposes of determining whether we have a quorum. If a broker, bank, custodian, nominee or other record holder of our common stock indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular matter, the shares held by that record holder (referred to as broker non-votes ) will also be counted as present in determining whether we have a quorum.

### *How do I vote, and can I vote by telephone or through the Internet?*

You may vote in person at the annual meeting or you may vote by proxy. You may vote in person by attending the meeting, presenting a valid form of photo identification and delivering your completed proxy card in person. You may vote by proxy by signing, dating and mailing a proxy card. In addition, you may vote by telephone or through the Internet by following the instructions below or those included in the Notice of Internet Availability of Proxy Materials.

To vote by telephone, if you are a record holder of our common stock (that is, if you hold your stock in your own name in our stock records maintained by our stock transfer agent, Computershare Trust Company, N.A., P.O. Box 43078, Providence, Rhode Island 02940-3078), call toll free 1-800-690-6903 and follow the instructions provided by the recorded message. To vote by telephone if you are a beneficial owner of our common stock, call the toll free number listed in the Proxy Card or follow the instructions provided by your broker. For all holders of our common stock (whether record or beneficial), to vote through the Internet, log on to the Internet and go to [www.proxyvote.com](http://www.proxyvote.com) and follow the steps on the secured website. You also may access the proxyvote website ([www.proxyvote.com](http://www.proxyvote.com)) or view our proxy materials by going to our website, [www.cabotcmp.com](http://www.cabotcmp.com), selecting Investor Relations on our Homepage, and then selecting Proxy Materials from the Investor Information section on the left side of the Investor Relations page.

If you vote by proxy, the individuals named on the proxy card as proxy holders will vote your shares in the manner you indicate. If you sign and return the proxy card without indicating your instructions, your shares will be voted FOR :

the election of the three nominees for director named below under ELECTION OF DIRECTORS; and  
the ratification of the selection of our independent auditors.

*Can I revoke my proxy or change my vote after I return my proxy card or after I vote electronically or by telephone?*

Yes. Even after you have submitted your proxy, you may revoke your proxy or change your vote at any time before the proxy is voted at the annual meeting by delivering to our Secretary a written notice of revocation or a properly signed proxy bearing a later date, or by attending the annual meeting and voting in person. (Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request.) To revoke a proxy previously submitted electronically through the Internet or by telephone, you may simply vote again at a later date, using the same procedures, in which case the later submitted vote will be recorded and the earlier vote revoked.

*What vote is required to approve each matter that comes before the meeting?*

Our bylaws provide that director nominees must receive the affirmative vote of a plurality of the votes cast at the meeting by stockholders entitled to vote thereon, meaning that the three nominees for director with the most

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votes will be elected. However, our Corporate Governance Guidelines, which are available through our website, [www.cabotcmp.com](http://www.cabotcmp.com), provide that in an uncontested election, any nominee for director who receives a greater number of votes withheld from his or her election than votes for such election (a Majority Withheld Vote ) shall promptly tender his or her resignation following certification of the stockholder vote for such election. In this situation, our nominating and corporate governance committee then shall consider the resignation offer and recommend to our board of directors whether to accept it. The board of directors then will act on the nominating and corporate governance committee's recommendation within ninety (90) days following certification of the stockholder vote for such election. Thereafter, the board of directors will promptly disclose its decision whether to accept the director's resignation offer (and the reasons for rejecting the resignation offer, if applicable), in a press release to be disseminated in the manner that we typically distribute press releases. The ratification of the selection of our independent auditors requires the affirmative vote of a majority of the votes cast at the meeting in person or by proxy by stockholders entitled to vote thereon. Abstentions and broker non-votes will not be counted for purposes of determining whether an item has received the requisite number of votes for approval.

*What happens if additional proposals are presented at the meeting?*

Other than the matters described in this proxy statement, we do not expect any additional matters to be presented for a vote at the annual meeting. If you vote by proxy, your proxy grants the persons named as proxy holders the discretion to vote your shares on any additional matters properly presented for a vote at the meeting.

*Who will bear the costs of soliciting votes for the meeting?*

Certain directors, officers and employees, who will not receive any additional compensation for such activities, may solicit proxies by personal interview, mail, telephone or electronic communication. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to our stockholders. This year we have not hired any third parties to assist in the solicitation of proxies, but may choose to do so in the future. We shall bear all costs of solicitation.

*I share the same address with another Cabot Microelectronics stockholder. Why has our household received only one Notice of Internet Availability of Proxy Materials?*

The SEC has adopted rules that permit companies and intermediaries (e.g. brokers) to satisfy the delivery requirements with respect to two or more stockholders sharing the same address by delivering a single Notice of Internet Availability of Proxy Materials addressed to those stockholders. This process, which is commonly referred to as householding, potentially means additional convenience for stockholders, cost savings for companies, and reduced environmental impact of our proxy materials.

A number of brokers with accountholders who are stockholders will be householding the Notice of Internet Availability of Proxy Materials. As indicated in the notice previously provided by these brokers to stockholders, a single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from an affected stockholder. Once you have received notice from your broker or us that they will be householding communications to your address, householding will continue until you are notified otherwise.

Stockholders who received a householded mailing this year and would like to have additional copies of the Notice of Internet Availability of Proxy Materials mailed to them, or would like to opt out of this practice for future mailings should submit a written request to our transfer agent, Computershare Trust Company, N.A., at P.O. Box 43010, Providence, Rhode Island 02940-3010 Attention: Shareholder Inquiries. We will promptly send additional copies of the Notice of Internet Availability of Proxy Materials upon receipt of such request.

Stockholders who currently receive multiple copies of the Notice of Internet Availability of Proxy Materials at their address and would like to request householding of their communications should contact their broker or, if a stockholder is a direct holder of shares of our common stock, they should submit a written request to our transfer agent, Computershare Trust Company, N.A., at P.O. Box 43010, Providence, Rhode Island 02940-3010 Attention: Shareholder Inquiries.

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The following table sets forth certain information regarding the beneficial ownership of our common stock as of January 13, 2009 (except as indicated below) by:

all persons known by us to own beneficially 5% or more of our outstanding common stock;

each of our directors;

each of the named executive officers in the Compensation Discussion and Analysis Section and the Summary Compensation Table included in this Proxy Statement; and

all of our directors and executive officers as a group.

Unless otherwise indicated, each stockholder listed below has sole voting and investment power with respect to the shares of common stock beneficially owned by such stockholder.

**Stock Ownership Table**

<b>Name and Address</b>	<b>Number of Shares Beneficially Owned(1)</b>	<b>Approximate Percent of Class(1)</b>
<b>CERTAIN BENEFICIAL OWNERS:</b>		
1. Shapiro Capital Management LLC 3060 Peachtree Road, Suite 1555 N.W. Atlanta, Georgia 30305	3,134,662(2)	13.4%
2. Royce & Associates, LLC 1414 Ave. of the Americas New York, New York 10019	2,340,676(3)	10.0%
3. Snyder Capital Management LP One Market Plaza, Suite 1200 San Francisco, California 94105	2,007,752(4)	8.6%
4. Kornitzer Capital Management, Inc. 5420 W. 61st Place Shawnee Mission, Kansas 66295	1,384,522(5)	5.9%
5. Renaissance Technologies, L.L.C. 800 Third Avenue 33rd Floor New York, New York 10022	1,381,309(6)	5.9%
6. Barclays Global Investors UK Holdings Limited. 1 Churchill Place Canary Wharf	1,261,201(7)	5.4%

London, England E14 5HP

**DIRECTORS AND EXECUTIVE OFFICERS:**

William P. Noglows	731,049(8)	3.1%
Robert J. Birgeneau	41,000(8)	*
John P. Frazee, Jr.	71,167(8)	*
H. Laurance Fuller	85,409(8)	*
Barbara A. Klein	6,375(8)	*
Edward J. Mooney	47,760(8)	*
Steven V. Wilkinson	71,831(8)	*
Bailing Xia	13,250(8)	*
William S. Johnson	229,942(8)	*
Adam F. Weisman	173,774(8)	*
Clifford L. Spiro	225,240(8)	*
H. Carol Bernstein	268,437(8)	1.1%
All directors and executive officers as a group (18 persons)	2,731,829(9)	11.7%

\* = less than 1%

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- (1) Beneficial ownership generally means any person who, directly or indirectly, has or shares voting or investment power with respect to a security or has the right to acquire such power within 60 days. Shares of common stock subject to options, warrants or rights that are currently exercisable or exercisable within 60 days of January 13, 2009 are deemed outstanding for computing the ownership percentage of the person holding such options, warrants or rights, but are not deemed outstanding for computing the ownership percentage of any other person. The amounts and percentages are based upon 23,397,447 shares of our common stock outstanding as of January 13, 2009.
- (2) Of the shares reported as beneficially owned, Shapiro Capital Management LLC exercises (a) sole power to vote 2,563,626 shares, (b) shared power to vote 571,036, (c) sole dispositive power over 3,134,662 shares, and (d) shared dispositive power over 0 shares. The total number of shares reported as beneficially owned is 3,134,662. The number of shares indicated is based on information reported in the Schedule 13G Holdings Report filed by Shapiro Capital Management LLC on January 9, 2009.
- (3) Of the shares reported as beneficially owned, Royce & Associates, LLC exercises (a) sole power to vote 2,340,676 shares, (b) shared power to vote 0 shares, (c) sole investment power over 2,340,676 shares and (d) shared investment power over 0 shares. The total number of shares reported as beneficially owned is 2,340,676. The number of shares indicated is based on information reported in Schedule 13F Holdings Report filed by Royce & Associates, LLC on November 12, 2008.
- (4) Of the shares reported as beneficially owned, Snyder Capital Management LP exercises (a) sole power to vote 42,300 shares, (b) shared power to vote 1,814,597 shares, (c) no power to vote 150,855 shares, (d) sole investment power over 0 shares, and (e) shared investment power over 2,007,752 shares. The total number of shares reported as beneficially owned is 2,007,752. The number of shares indicated is based on information reported in the Schedule 13F Holdings Report filed by Snyder Capital Management LP on November 13, 2008.
- (5) Of the shares reported as beneficially owned, Kornitzer Capital Management, Inc. exercises (a) sole power to vote 1,384,522 shares, (b) shared power to vote 0 shares, (c) sole dispositive power over 1,308,322 shares, and (d) shared dispositive power over 76,200 shares. The total number of shares reported as beneficially owned is 1,384,522. The number of shares indicated is based on information reported in the Schedule 13G Holdings Report filed by Kornitzer Capital Management, Inc. on January 9, 2009.
- (6) Of the shares reported as beneficially owned, Renaissance Technologies, L.L.C. exercises (a) sole power to vote 1,173,685 shares, (b) shared power to vote 0 shares, (c) no power to vote 207,624 shares, (d) sole investment power over 1,381,309 shares, and (e) shared investment power over 0 shares. The total number of shares reported as beneficially owned is 1,381,309. The number of shares indicated is based on information reported in the Schedule 13F Holdings Report filed by Renaissance Technologies, L.L.C. on November 14, 2008.
- (7) Of the shares reported as beneficially owned, Barclays Global Investors UK Holdings Limited exercises (a) sole power to vote 974,304 shares, (b) shared power to vote 0 shares, (c) no power to vote 286,897 shares, (d) sole investment power over 0 shares, and (e) shared investment power over 1,261,201 shares. The total number of shares reported as beneficially owned is 1,261,201. This information is based on information reported in the Schedule 13F Holdings Report filed by Barclays Global Investors UK Holdings Limited on November 12, 2008. Based solely on information reported in such Schedule 13F filed by Barclays Global Investors UK Holdings Limited, the investment power with respect to the shares reported as beneficially owned by Barclays Global Investors UK Holdings Limited is also shared with Barclays Global Investors Ltd., Barclays Global Investors N.A., and Barclays Global Fund Advisors.





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- (8) Includes shares of our common stock that such person has the right to acquire pursuant to stock options exercisable within 60 days of January 13, 2009, as follows:

Name	Upon Exercise Shares Issuable
Mr. Noglows	636,000
Mr. Birgeneau	37,000
Mr. Frazee	47,000
Mr. Fuller	62,000
Ms. Klein	1,875
Mr. Mooney	37,000
Mr. Wilkinson	47,000
Mr. Xia	6,750
Mr. Johnson	192,900
Mr. Weisman	144,875
Dr. Spiro	190,375
Ms. Bernstein	244,125

Also includes restricted shares of common stock awarded to such executive officer pursuant to the Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan, as amended and restated September 23, 2008 ( 2000 Equity Incentive Plan ), on December 1, 2006, November 30, 2007, and December 1, 2008, respectively, that are still subject to restrictions as of January 13, 2009, as set forth in the table below. On December 1, 2006, November 30, 2007, and December 1, 2008, as part of our annual equity incentive award program, we awarded restricted shares to our executive officers with restrictions that lapse in equal increments upon each anniversary over four years. The outstanding restricted stock awards are eligible to receive dividends and have voting rights.

Name	Annual Equity Incentive Program Restricted Shares		
	12/1/2006	11/30/07	12/1/08
Mr. Noglows	9,600	13,500	27,000
Mr. Johnson	4,350	6,900	10,700
Mr. Weisman	4,750	5,625	9,700
Dr. Spiro	4,750	5,625	8,600
Ms. Bernstein	4,350	4,125	7,200

Also includes both restricted shares of common stock that such executive officer has purchased at fair market value as deposit shares and for which the executive officer has been awarded a matching grant of award shares , pursuant to our Executive Officer Deposit Share Program, that are still subject to restrictions (with respect to award shares ) or conditions (with respect to deposit shares ) as of January 13, 2009 as set forth in the table below. Under this program, our executive officers are entitled to voluntarily use all or a portion of their after-tax bonus compensation to purchase at fair market value shares of restricted stock awarded under the 2000 Equity Incentive Plan. These shares are retained on deposit with us until the third anniversary of the date of deposit ( deposit shares ), and our company matches the deposit with a restricted stock grant equal to 50% of the shares deposited

by the participant ( award shares ). If the participant is employed by our company on the third anniversary of the deposit date and the deposit shares have remained on deposit with us through such date, the restrictions on the award shares will lapse. Such executive officer has dividend and voting rights with respect to the restricted shares.

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<b>Name</b>	<b>Deposit Share Program Restricted Shares</b>
Mr. Noglows	6,354
Mr. Johnson	3,154
Mr. Weisman	685
Dr. Spiro	913
Ms. Bernstein	1,879

Also includes restricted shares of common stock awarded to such non-employee director pursuant to the 2000 Equity Incentive Plan that are still subject to restrictions as of January 13, 2009, as set forth in the table below. As with awards to our employees, including our executive officers, for annual equity awards to non-employee directors, restricted shares are awarded with restrictions that lapse in equal increments upon each anniversary over four years. Initial equity awards of restricted shares to non-employee directors are made with restrictions that lapse in equal annual increments beginning on the date of the award. The outstanding restricted stock awards are eligible to receive dividends and have voting rights.

<b>Name</b>	<b>Non-Employee Director Restricted Shares</b>
Mr. Birgeneau	3,500
Mr. Frazee	3,500
Mr. Fuller	3,500
Ms. Klein*	3,875
Mr. Mooney	3,500
Mr. Wilkinson	3,500
Mr. Xia	4,750

\* Ms. Klein was elected a director on April 2, 2008, and received both an initial and an annual non-employee director equity award as of such date.

Also includes phantom shares of our common stock that such non-employee director has the right to acquire pursuant to the Directors' Deferred Compensation Plan as of January 13, 2009, as follows:

<b>Name</b>	<b>Phantom Shares</b>
Mr. Birgeneau*	
Mr. Frazee**	10,167
Mr. Fuller	12,409
Ms. Klein*	
Mr. Mooney**	6,760
Mr. Wilkinson**	11,471
Mr. Xia*	

\* Messrs. Birgeneau and Xia and Ms. Klein are not participants in the Directors' Deferred Compensation Plan.

\*\* Messrs. Frazee and Wilkinson, as of January 1, 2008, and Mr. Mooney, as of January 1, 2009, elected to cease deferral of their compensation pursuant to the Directors' Deferred Compensation Plan.

- (9) Includes 2,297,893 shares of our common stock that our directors and executive officers have the right to acquire pursuant to stock options exercisable within 60 days of January 13, 2009, 213,011 restricted shares of our common stock held by our executive officers still subject to restrictions as of January 13, 2009, and 40,807 phantom shares of our common stock that our non-employee directors have the right to acquire pursuant to the Directors' Deferred Compensation Plan as of January 13, 2009.

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

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and holders of more than 10% of our common stock to file with the Securities and Exchange Commission reports regarding their ownership and changes in ownership of our common stock. Based solely on our review of the reports furnished to us, we believe that all of our directors and executive officers have complied with all Section 16(a) filing requirements for fiscal year 2008.

**ELECTION OF DIRECTORS**

Our board of directors is currently comprised of eight directors. The board of directors is divided into three classes: Class III, whose terms will expire at the upcoming annual meeting of stockholders; Class I, whose terms will expire at the annual meeting of stockholders to be held in 2010; and Class II, whose terms will expire at the annual meeting of stockholders to be held in 2011. Messrs. Frazee and Noglows and Ms. Klein are currently in Class III, Messrs. Fuller and Mooney are currently in Class I, and Messrs. Birgeneau, Wilkinson and Xia are currently in Class II.

At each annual meeting of stockholders, the successors to directors whose terms will then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. Our certificate of incorporation provides that the authorized number of directors may be changed only by resolution of the board of directors. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the total number of directors. Our certificate of incorporation also provides that our board of directors may fill any vacancy created by the resignation of a director or the increase in the size of our board of directors.

The board of directors has nominated and urges you to vote **FOR** the election of the three nominees named below for terms of office ending in 2012. Proxies will be so voted unless stockholders specify otherwise in their proxies.

In the event a nominee is not available to serve for any reason when the election occurs, it is intended that the proxies will be voted for the election of the other nominees and may be voted for any substitute nominee. Our board of directors has no reason to believe that any of the nominees will not be a candidate or, if elected, will be unable or unwilling to serve as a director. In no event will the proxies be voted for a greater number of persons than the number of nominees named.

***Our board of directors recommends that you vote **FOR** the election to the board of each of the nominees named below.***

*Nominees for election at this meeting for terms expiring in 2012:*

*John P. Frazee, Jr., 64, was elected a director of our company in April 2000. He has been a private investor since 2001 and has served as a senior advisor to Greenhill & Co., Inc. since November 2007. Prior to 1997, he served as President and Chief Operating Officer of Sprint Corporation, and before that as Chairman and Chief Executive Officer of Centel Corporation. Mr. Frazee received his bachelor's degree in political science from Randolph-Macon College.*

*Barbara A. Klein, 54, was elected a director of our company in April 2008. She retired in May 2008 as the Senior Vice President and Chief Financial Officer of CDW Computer Centers, Inc., a FORTUNE 500 company and a leading provider of technology products and services for business, government and education. Ms. Klein also serves on the Board of Directors of Corn Products International, Inc. She received a B.S. in accounting and finance from Marquette*

University, and an M.B.A. from Loyola University.

*William P. Noglows*, 50, has served as our Chairman, President and Chief Executive Officer since November 2003. Mr. Noglows also is a director of Littlefuse, Inc. From 1984 through 2003, he served in various management positions at Cabot Corporation, culminating in serving as an executive vice president and general manager. While at Cabot Corporation, he was one of the primary founders of our company and was responsible for identifying and encouraging the development of the CMP application, which is the core of our business. Mr. Noglows had

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previously served as a director of our company from December 1999 until April 2002. Mr. Noglows received his B.S. in Chemical Engineering from the Georgia Institute of Technology.

### *Directors whose terms continue until 2010:*

*H. Laurance Fuller*, 70, was elected a director of our company in June 2002. He also is a director of Abbott Laboratories. Mr. Fuller retired from the position of Co-Chairman of BP Amoco, p.l.c., a global petroleum and petrochemicals company, in 2000 after serving as Chairman and Chief Executive Officer of Amoco Corporation since 1991 and President since 1983. Mr. Fuller received his B.S. in chemical engineering from Cornell University.

*Edward J. Mooney*, 67, was elected a director of our company in March 2005. He also serves on the boards of directors of Commonwealth Edison, which is a wholly-owned subsidiary of Exelon Corporation, FMC Corporation, FMC Technologies, Inc., the Northern Trust Corporation and PolyOne Corporation. Mr. Mooney was the Delegate General-North America, Suez Lyonnaise des Eaux from March 2000 until his retirement in March 2001. From 1994 to 2000, he was Chairman and Chief Executive Officer of Nalco Chemical Company, one of the world's largest providers of water and chemical treatment technologies and services. Mr. Mooney received both a B.S. in chemical engineering and a J.D. from the University of Texas.

### *Directors whose terms continue until 2011:*

*Robert J. Birgeneau*, 66, was elected a director of our company in March 2005. He has been the Chancellor of the University of California, Berkeley since September 2004. He also holds a faculty appointment in the department of physics there. From July 2000 until assuming his current position, Mr. Birgeneau served as the President of the University of Toronto. Prior to that, Mr. Birgeneau was the Dean of the School of Science at the Massachusetts Institute of Technology, and previously had been the chair of the physics department of M.I.T. Mr. Birgeneau received his B.S. in mathematics from the University of Toronto and his Ph.D. in physics from Yale University.

*Steven V. Wilkinson*, 67, was elected a director of our company in April 2000. He is also a director of Entergy Corporation. Mr. Wilkinson has been retired since 1998. Prior to retirement, he was a partner of Arthur Andersen LLP. Mr. Wilkinson received his B.A. in economics from DePauw University and his M.B.A. from the University of Chicago.

*Bailing Xia*, 53, was elected a director of our company in September 2007. He is the Chairman and Chief Executive Officer of Summer Leaf, Inc., a privately-held technology and project development consulting company, headquartered in Toronto, Canada, and has served in that role since 1996. In addition, he has been the Chief Representative in North America for China Central Television (CCTV) for education, science, technology, culture and health programs since 1994. Mr. Xia also has served as a director of Lingo Media International, Inc., a publicly-traded leading publisher of English-language educational programs in China, since 2004. In addition, in April 2007 he was appointed a Member of the Planning Committee of the China Development Bank. Mr. Xia holds a degree in Economics from Anhui University, and also graduated from the Sino-American Scientific Technology, Industry and Business Administration Program.

## **BOARD STRUCTURE AND COMPENSATION**

### **Board of Directors and Board Committees**

Our board of directors has a standing audit committee, a standing compensation committee and a standing nominating and corporate governance committee to assist the board of directors in the discharge of its responsibilities. Our board of directors has adopted the Cabot Microelectronics Corporation Corporate Governance Guidelines, which are

available on our website, [www.cabotcmp.com](http://www.cabotcmp.com), along with other corporate governance materials, such as board of directors committee charters and our Code of Business Conduct. During fiscal year 2008, our board of directors held nine meetings and took action by written consent once. Each of our directors (other than Ms. Klein, who was elected April 2, 2008) attended our annual meeting of stockholders in fiscal year 2008. Each of our directors attended at least 75% of all the meetings of the board and those committees on which he or she served during fiscal year 2008. Since fiscal year end, the board of directors has met five times. Stockholders and



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third parties may communicate with our board of directors through the Chairman of the Board, c/o the Secretary of our company at our offices at 870 North Commons Drive, Aurora, Illinois 60504.

***Independent Directors.*** The board of directors has determined that seven of our eight directors, including Messrs. Birgeneau, Frazee, Fuller, Mooney, Wilkinson, and Xia and Ms. Klein, are independent directors as defined in Rule 4200 of the National Association of Securities Dealers Automated Quotation ( Nasdaq ) Marketplace Rules and as defined in applicable rules by the Securities and Exchange Commission ( SEC ). In making its determinations of independence, in addition to consideration of the relevant SEC and Nasdaq rules (according to which the definition of independent director is set forth in our Corporate Governance Guidelines), the board of directors considered factors for each director such as any other directorships, any employment or consulting arrangements, and any relationship with our company's customers, suppliers or advisors. With respect to Mr. Frazee, the board considered the fact that in November 2007 Mr. Frazee became a Senior Advisor to Greenhill & Co., Inc., an investment banking firm that has served as a financial advisor to us in the past pursuant to certain contractual arrangements, which have since been terminated. Our independent directors hold regularly scheduled meetings in executive session, at which only independent directors are present. The Chairman of the nominating and corporate governance committee, Mr. Frazee, serves as chairman of the meetings of the independent directors in executive session, and performs other responsibilities such as working with the Chairman of the board of directors to plan and set the agenda for meetings of the board of directors. Stockholders and third parties may communicate with our independent directors through the Chairman of the nominating and corporate governance committee, c/o the Secretary of our company at our offices at 870 North Commons Drive, Aurora, Illinois 60504. During fiscal year 2008, our independent directors met in executive session five times. Since fiscal year end, our independent directors have met in executive session twice.

***Audit Committee.*** The functions of the audit committee include selecting, appointing, retaining, compensating and overseeing our independent auditors, deciding upon and approving in advance the scope of audit and non-audit assignments and related fees, reviewing accounting principles we use in financial reporting, and reviewing the adequacy of our internal control procedures, including the internal audit function. The members of the audit committee are Messrs. Frazee, Fuller, and Wilkinson (Chairman) and Ms. Klein, each of whom, during fiscal year 2008 and currently:

is an independent director as defined in Rule 4200(a)(15) of the Nasdaq Marketplace Rules;

meets the criteria for independence as required by applicable rules adopted by the SEC;

has not participated in the preparation of our financial statements or the financial statements of any of our current subsidiaries at any time during the past three years; and

is able to read and understand fundamental financial statements.

Our board of directors has determined that the audit committee has at least one member who qualifies as an Audit Committee Financial Expert, as defined by relevant SEC rules, and has designated Mr. Wilkinson, the Chairman of the committee, as such Audit Committee Financial Expert. As previously stated, Mr. Wilkinson is an independent director. The audit committee operates under a written charter, a current copy of which is attached to this proxy statement as Appendix A and is available on our website, [www.cabotcmp.com](http://www.cabotcmp.com). The audit committee reviews and reassesses the adequacy of the audit committee charter on an annual basis. The audit committee has established procedures for the receipt, retention, and treatment of complaints received regarding accounting, internal accounting controls or auditing matters, as well as for the pre-approval of services provided by our independent auditors, both of which are also available on our website, [www.cabotcmp.com](http://www.cabotcmp.com). A current copy of the procedures for the pre-approval of services provided by our independent auditors is attached to this proxy statement as Appendix B. As set forth in the audit committee charter, the audit committee is also responsible for the review and approval of any related party

transaction in advance of the company entering into any such transaction; since April 2002, we have not been engaged in any related party transactions and none have been proposed to the audit committee for consideration. The audit committee met eleven times during fiscal year 2008 and has met twice since fiscal year end with respect to the audit of our fiscal year 2008 financial statements and related matters. In fulfillment of the audit committee's responsibilities for fiscal year 2008, Mr. Wilkinson, the audit committee Chairman, reviewed our Annual Report on Form 10-K for the fiscal year ended September 30, 2008 (as did the other

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members of the committee and board of directors), and our Quarterly Reports on Form 10-Q before we filed them, and Mr. Wilkinson and other members of the committee also reviewed quarterly earnings announcements and related matters before we released them.

***Compensation Committee.*** The functions of the compensation committee include reviewing and approving the compensation and benefits for our employees, evaluating and deciding upon the compensation of our chief executive officer, evaluating and deciding upon the compensation of our other executive officers, which is done following consultation with our chief executive officer, monitoring the administration of our employee benefit plans, authorizing and ratifying stock option grants, restricted stock awards and other incentive arrangements, and authorizing employment and related agreements. Our chief executive officer is neither present for voting or deliberation on, nor votes upon decisions relating to, his compensation. In addition, our chief executive officer does not vote upon decisions related to the compensation of our other executive officers. Also, our chief financial officer, who also has responsibility for our human resources function, and his staff support the compensation committee in its work by providing input and recommendations on the overall mix and forms of executive compensation as directed by the compensation committee. Our chief financial officer and human resources staff do not make decisions regarding the amount of compensation for our named executive officers or other executive officers.

The compensation committee has engaged the services of a compensation consultant, W.T. Haigh & Company, Inc., which reports directly to the committee. The consultant has been engaged to advise the committee on executive compensation and equity incentive matters and trends and to perform benchmark comparison analysis of compensation practices of peer companies. From time to time, and as part of the committee's ongoing and annual reviews of executive officer compensation matters, the consultant recommends specific ranges of compensation for our executive officers, including our named executive officers, based on information provided by the committee regarding different performance scenarios and desired market placement. The consultant also advises the nominating and corporate governance committee on non-employee director compensation matters. The consultant provides no other services to our company.

The members of the compensation committee are Messrs. Birgeneau, Fuller (Chairman), Mooney and Xia, each of whom was during fiscal year 2008 and is now an independent director as defined in Rule 4200(a)(15) of the Nasdaq Marketplace Rules and as defined in applicable rules adopted by the SEC. The compensation committee operates under a written charter that addresses compensation matters, a current copy of which is available on our website, [www.cabotcmp.com](http://www.cabotcmp.com). The compensation committee reviews and reassesses the adequacy of the compensation committee charter on an annual basis. The compensation committee met six times during fiscal year 2008 and took action by written consent once, and has met three times since the fiscal year end with respect to 2008 annual bonuses, salary increases, stock option grants and restricted stock awards, and other matters.

***Nominating and Corporate Governance Committee.*** The functions of the nominating and corporate governance committee include reviewing and recommending a slate of nominees for the election of directors, recommending changes in the number, classification and term of directors, reviewing nominations by stockholders with regard to the nomination process, reviewing and recommending compensation and other matters for our directors, and attending to general corporate governance matters. The members of the nominating and corporate governance committee are Messrs. Frazee (Chairman), Fuller and Wilkinson and Ms. Klein, each of whom was during fiscal year 2008 and is now an independent director as defined in Rule 4200(a)(15) of the Nasdaq Marketplace Rules and as defined in applicable rules adopted by the SEC. The nominating and corporate governance committee operates under a formal charter that addresses the nominations process and such related matters as may be required under the federal securities laws and Nasdaq listing requirements, a current copy of which is available on our website, [www.cabotcmp.com](http://www.cabotcmp.com). The nominating and corporate governance committee reviews and reassesses the adequacy of the nominating and corporate governance charter on an annual basis. The nominating and corporate governance committee met four times during fiscal year 2008 and has met once since fiscal year end. The nominating and corporate governance committee acted

unanimously to recommend the nomination of the Class III director nominees to the board of directors, subject to stockholder approval, as discussed in ELECTION OF DIRECTORS, above.

**Table of Contents****Criteria for Nominating Directors**

The nominating and corporate governance committee considers candidates to fill new directorships created by expansion and vacancies that may occur and makes recommendations to the board of directors with respect to such candidates. The nominating and corporate governance committee considers suggestions from many sources regarding possible candidates for director and will consider nominees recommended by stockholders. Any such stockholder nominations, together with appropriate biographical information, should be submitted to the Chairman of the nominating and corporate governance committee, c/o the Secretary of our company at our offices at 870 North Commons Drive, Aurora, Illinois 60504. To be included in the proxy statement, such nomination must be received by the Secretary of our company not later than the 120th day prior to the first anniversary of the date of the preceding year's proxy statement.

In fiscal year 2008, we did not pay a fee to any third party to identify or evaluate potential director nominees; however, our directors play a critical role in guiding our strategic direction and overseeing the management of our company and accordingly, in the future we may pay a fee to a third party to identify or evaluate potential director nominees if the need arises.

Board candidates are selected based upon various criteria including their character, business experience and acumen. Some of the factors that are considered in evaluating candidates for the board of directors include experience in areas such as technology, manufacturing, marketing, finance, strategy, international business, and academia, as well as geographic and cultural diversity. Board members are expected to prepare for, attend and participate in all board of directors and applicable committee meetings, and our annual meetings of stockholders. The nominating and corporate governance committee considers a director's past attendance record, participation and contribution to the board of directors in considering whether to recommend the reelection of such director.

**Compensation of Directors**

The following table shows information concerning the compensation that the Company's non-employee directors earned during the last completed fiscal year ended September 30, 2008.

**2008 Director Compensation**

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)(2)</b>	<b>Stock Awards (\$)(3)</b>	<b>Options Awards (\$)(3)</b>	<b>Total (\$)</b>
Robert J. Birgeneau	57,500	25,796	208,957	292,253
John P. Frazee, Jr.	73,500	25,796	137,326	236,622
H. Laurance Fuller	85,500	25,796	137,326	248,622
Barbara A. Klein(1)	45,500	39,235	56,338	141,073
Edward J. Mooney	56,000	25,796	208,957	290,753
Steven V. Wilkinson	90,000	25,796	137,326	253,122
Bailing Xia	53,000	57,632	96,229	206,861
Albert Y. C. Yu(1)	7,500	16,235	195,283	219,018

- (1) Dr. Albert Y. C. Yu resigned from the Company's Board of Directors effective April 2, 2008. Barbara A. Klein was elected to the Company's Board of Directors effective April 2, 2008. Ms. Klein's initial term will expire at the upcoming Annual Meeting of Stockholders.

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- (2) Includes an annual retainer fee, committee and board meeting attendance fees, and, as applicable, committee chairperson annual retainer fees, each as discussed in more detail below. Dollar amounts are comprised as follows:

Name	Annual Retainer Fee	Aggregate Meeting Fees	Committee Chair Fee
Robert J. Birgeneau	\$ 35,000	\$ 22,500	
John P. Frazee, Jr.*	\$ 35,000	\$ 28,500	\$ 10,000
H. Laurance Fuller**	\$ 35,000	\$ 40,500	\$ 10,000
Barbara A. Klein	\$ 35,000	\$ 10,500	
Edward J. Mooney	\$ 35,000	\$ 21,000	
Steven V. Wilkinson***	\$ 35,000	\$ 35,000	\$ 20,000
Bailing Xia	\$ 35,000	\$ 18,000	
Albert Y. C. Yu		\$ 7,500	

\* Nominating and corporate governance committee chairman

\*\* Compensation committee chairman

\*\*\* Audit committee chairman

- (3) The amounts in the column headed **Stock Awards** represent the dollar amount of equity compensation cost recognized for financial reporting purposes in fiscal year 2008, computed in accordance with Statement of Financial Accounting Standards No. 123(R), **Share-Based Payment (SFAS 123R)**, excluding the impact of estimated forfeitures for service-based vesting conditions. For restricted stock awards, the fair value is calculated using the closing price of our common stock on the grant date. The actual value realized by a non-employee director related to stock awards will depend on the market value of our common stock on the date the stock is sold.

The amounts in the column headed **Option Awards** represent the dollar amount of equity compensation cost recognized for financial reporting purposes in fiscal year 2008, computed in accordance with SFAS 123R, excluding the impact of estimated forfeitures for service-based vesting conditions. See Note 11 of Notes to Consolidated Financial Statements included in Item 8 of Part II of our Annual Report on Form 10-K for fiscal year 2008 for a description of the assumptions used in that computation. The actual value realized by a non-employee director related to option awards will depend on the difference between the market value of our common stock on the date the option is exercised and the exercise price of the option.

The dollar amount of equity compensation cost recognized for financial reporting purposes in fiscal year 2008 (such amount is included in the amounts under **Stock Awards** in the 2008 Director Compensation Table), and the grant date fair market value, each computed in accordance with SFAS 123R, of each **Stock Award** granted to our non-employee directors during fiscal year 2008 is as follows:

**Grant Date Fair  
Value**

Name	Grant Date	Fiscal Year	of Stock Awards
		2008	Granted in
		Expense (\$)	Fiscal Year 2008 (\$)
Mr. Birgeneau	3/4/08	9,561	65,560
Mr. Frazee	3/4/08	9,561	65,560
Mr. Fuller	3/4/08	9,561	65,560
Ms. Klein	4/2/08	30,975	82,600
	4/2/08	8,260	66,080
Mr. Mooney	3/4/08	9,561	65,560
Mr. Wilkinson	3/4/08	9,561	65,560
Mr. Xia	3/4/08	9,561	65,560

The dollar amount of equity compensation cost recognized for financial reporting purposes in fiscal year 2008 (such amount is included in the amounts under Option Awards in the 2008 Director Compensation Table),



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and the grant date fair market value, each computed in accordance with SFAS 123R, of each Option Award granted to our non-employee directors during fiscal year 2008 is as follows:

<b>Name</b>	<b>Grant Date</b>	<b>Fiscal Year 2008 Expense (\$)</b>	<b>Grant Date Fair Value of Option Awards Granted in Fiscal Year 2008 (\$)</b>
Mr. Birgeneau	3/4/08	13,673	93,759
Mr. Frazee	3/4/08	13,673	93,759
Mr. Fuller	3/4/08	13,673	93,759
Ms. Klein	4/2/08	44,477	118,607
	4/2/08	11,861	94,885
Mr. Mooney	3/4/08	13,673	93,759
Mr. Wilkinson	3/4/08	13,673	93,759
Mr. Xia	3/4/08	13,673	93,759

During fiscal year 2008, no awards to any of our non-employee directors were adjusted, modified or cancelled (forfeited).

The aggregate number of stock awards and the aggregate number of stock option awards for each non-employee director that were outstanding as of the end of fiscal year 2008 are, as follows:

<b>Name</b>	<b>Aggregate Number of Awards Outstanding as of September 30, 2008</b>	
	<b>Stock Awards</b>	<b>Option Awards</b>
Mr. Birgeneau	3,500	47,000
Mr. Frazee	3,500	57,000
Mr. Fuller	3,500	72,000
Mr. Klein	3,875	13,500
Mr. Mooney	3,500	47,000
Mr. Wilkinson	3,500	57,000
Mr. Xia	4,750	19,500
Dr. Yu*		10,250

\* As stated above, Dr. Yu resigned from the Company's Board of Directors effective April 2, 2008; thus, as of such date, any Stock Awards held by Dr. Yu that were unvested were terminated.

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A director who is also our employee receives no additional compensation for his services as a director. Non-employee directors are eligible for the following compensation, which was approved by our board of directors in March, 2007:

<b>Description of Director Compensation</b>	<b>Amount</b>
<b>Annual Retainer Fee</b> , as of the effective date of appointment, and subsequently, at the time of our annual meeting	\$ 35,000
<b>Committee and Board Meeting Fees</b> , for attendance at each meeting of the board and committee of the board	\$ 1,500
<b>Committee Chair Annual Retainer Fees:</b>	
Audit committee chairperson	\$ 20,000
Compensation committee chairperson	\$ 10,000
Nominating and corporate governance committee chairperson	\$ 10,000
<b>Annual Non-qualified Stock Option Grant</b> , which vests over a four year period, at the effective date of appointment to the board, and subsequently, at the time of our annual meeting	6,000 options
<b>Annual Restricted Stock Award</b> , which vests over a four year period, at the effective date of appointment to the board, and subsequently, at the time of our annual meeting	2,000 shares
<b>Initial Non-qualified Stock Option Grant</b> , which vests over a three year period, at the effective date of appointment to the board, and subsequently, on the anniversary dates of the effective date of appointment	7,500 options
<b>Initial Restricted Stock Award</b> , which vests over a three year period, at the effective date of appointment to the board, and subsequently, on the anniversary dates of the effective date of appointment	2,500 shares

Our non-employee directors received an aggregate of 49,500 stock options and 16,500 shares of restricted stock in fiscal year 2008.

Under our Directors' Cash Compensation Umbrella Program, which only applies to non-employee directors and is filed as an exhibit to our Annual Report on Form 10-K filed with the SEC on December 10, 2003, each non-employee director may choose to receive his compensation either in cash, in fully vested restricted stock under our 2000 Equity Incentive Plan (as of the date the fees are earned, the fees would be converted into the equivalent number of fully vested restricted shares, which would be beneficially owned and reported on Form 4 filings), or as deferred compensation under our Directors' Deferred Compensation Plan, as amended September 23, 2008, which first became effective in March 2001, and is filed as an exhibit to our Annual Report on Form 10-K filed with the SEC on November 25, 2008. Non-employee directors continue to receive their respective annual retainer fees, committee chair annual retainer fees and annual non-qualified stock option grants at the time of our annual meeting, or upon the effective date of a director's original election to the board of directors, if other than the annual meeting date. Non-employee directors also are eligible for reimbursement of travel and other out-of-pocket costs incurred in attending meetings. Non-employee directors are not eligible for any other compensation arrangement.

Prior to January 1, 2008, Messrs. Frazee, Fuller, Mooney, and Wilkinson had each elected to defer his compensation to future periods under the Directors' Deferred Compensation Plan. Messrs. Frazee and Wilkinson, as of January 1, 2008, and Mr. Mooney, as of January 1, 2009, each elected to no longer defer his compensation under the plan. Under the Directors' Deferred Compensation Plan, deferred amounts are payable only in the form of our common shares. A participating director is required to elect a date on which deferred compensation will begin to be distributed, which date generally must be at least two years after the end of the year deferrals are made and no later than the date of

termination. As of the date the compensation is earned, the fees are converted into the right to acquire the equivalent number of shares of common stock at the end of the deferral period. These rights to acquire shares under the Directors Deferred Compensation Plan are reported as beneficially owned on Form 4 filings for each participating director. As of January 13, 2009, an aggregate of approximately \$1,446,290 of directors' compensation was deferred under the plan, and as of September 30, 2008, the amount was \$1,428,290. The

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American Jobs Creation Act, a law containing provisions affecting deferred compensation plans, was enacted in 2004 with an effective date of January, 2005. We amended the Directors' Deferred Compensation Plan to the extent necessary to comply with the American Jobs Creation Act and we believe we are currently operating in compliance with the new law.

**Compensation Committee Interlocks and Insider Participation**

None of the current or former members of the compensation committee are or have been our employees.

**FEES OF INDEPENDENT AUDITORS AND AUDIT COMMITTEE REPORT****Fees Billed by Independent Auditors**

During fiscal years 2007 and 2008, the audit committee pre-approved 100% of all audit and non-audit services provided by our independent auditors, PricewaterhouseCoopers LLP, an independent registered public accounting firm. For such pre-approval of services, the audit committee follows its policy for the pre-approval of services provided by our independent auditors, a current copy of which is attached to this proxy statement as Appendix B and also is available on our web-site, [www.cabotcmp.com](http://www.cabotcmp.com). The following table presents fees for audit services rendered by PricewaterhouseCoopers LLP for the audit of our annual financial statements for the fiscal year ended September 30, 2008, and September 30, 2007, and fees billed for other services rendered by PricewaterhouseCoopers LLP during those periods.

<b>Fees</b>	<b>Fiscal Year Ended September 30, 2008 (\$)</b>	<b>Fiscal Year Ended September 30, 2007 (\$)</b>
Audit Fees(1)	1,057,691	1,030,996
Audit-Related Fees(2)	202,539	0
Tax Fees(3)	321,308	246,352
All Other Fees(4)	3,000	3,000
<b>Total</b>	<b>1,584,538</b>	<b>1,280,348</b>

- (1) Audit Fees include fees for professional services rendered by PricewaterhouseCoopers LLP for the audit of our annual financial statements and review of financial statements included in our Form 10-Q and for services that normally would be provided by PricewaterhouseCoopers LLP in connection with statutory and regulatory filings or engagements. In addition to including fees for services necessary to perform an audit or review in accordance with generally accepted auditing standards, this category also may include services that generally only PricewaterhouseCoopers LLP reasonably can provide, such as comfort letters, statutory audits, attest services, consents and assistance with and review of documents filed with the SEC.
- (2) Audit-Related Fees include assurance and related services traditionally performed by PricewaterhouseCoopers LLP that are reasonably related to the performance of the audit or review of our financial statements and not reported under the Audit Fee heading, including any employee benefit plan audits, due diligence related to mergers and acquisitions, accounting consultations and audits in connection with acquisitions, internal control reviews, attest services that are not required by statute or regulation and consultation concerning financial accounting and reporting standards. For fiscal year 2008, PricewaterhouseCoopers LLP provided Audit-Related

Services to us in the area of due diligence and accounting consultations related to a potential acquisition, and for fiscal year 2007, the firm did not render any Audit-Related Services to us.

- (3) Tax Fees include all services performed by professional staff in PricewaterhouseCoopers LLP s and its foreign affiliates tax divisions except those services related to the audit, and include fees for tax compliance, tax planning, and tax advice. Tax compliance generally involves preparation of original and amended tax returns, claims for refund and tax payment-planning services. Tax planning and tax advice encompass a diverse range of services, including assistance with tax audits and appeals, tax advice related to mergers and acquisitions, employee benefit plans and requests for rulings or technical advice from taxing authorities. For fiscal year 2008, \$119,178 out of the total \$321,308 for Tax Fees was for tax compliance services. For fiscal year 2007, \$106,022 out of the total \$246,352 for Tax Fees was for tax compliance services.
- (4) All Other Fees include fees for fiscal years 2007 and 2008 for access to on-line accounting research software tools.

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**Report of the Audit Committee**

*The following report of the audit committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other of our filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate this report by reference therein.*

The audit committee of the board of directors is responsible for providing independent, objective oversight of our accounting and system of internal controls, the quality and integrity of our financial reports, and the independence and the selection, appointment, retention, compensation and oversight of the performance of our independent auditors. The audit committee is composed of independent directors and operates under a written charter, a current copy of which is attached to this proxy statement as Appendix A and is available on our website, [www.cabotcmp.com](http://www.cabotcmp.com). The audit committee reviews and reassesses the adequacy of the audit committee charter on an annual basis. Our board of directors has determined that the audit committee has at least one member who qualifies as an Audit Committee Financial Expert, as defined by relevant Securities and Exchange Commission ( SEC ) rules, and has designated Mr. Wilkinson, the Chairman of the committee, as such Audit Committee Financial Expert.

Management is responsible for our internal controls and the financial reporting process. The independent auditors are responsible for performing an independent audit of our financial statements in accordance with generally accepted auditing standards and issuing a report on those financial statements. The audit committee monitors and oversees these processes.

In this context, the audit committee reviewed and discussed the audited financial statements for fiscal year 2008 with management and with the independent auditors. Specifically, the audit committee has discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 (Communications with Audit Committees), which include, among other things:

methods used to account for any significant and unusual transactions;

the effect of any significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus;

the process used by management in formulating any particularly sensitive accounting estimates and the basis for the independent auditors' conclusions regarding the reasonableness of those estimates; and

any disagreements with management over the application of accounting principles, the basis for management's accounting estimates, and the disclosures in the financial statements.

The audit committee believes strongly in the principles underlying the requirement that independent auditors maintain their independence in strict compliance with applicable independence rules. The audit committee has received the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with the independent auditors the issue of the independent auditors' independence from the company and management. In addition, in accordance with the SEC's auditor independence requirements, the audit committee has considered whether the independent auditors' provision of non-audit services to the company is compatible with maintaining the independence of the independent auditors and has concluded that it is.

Based on its review of the audited financial statements and the various discussions noted above, the audit committee recommended to the board of directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

Respectfully submitted by the audit committee,

John P. Frazee, Jr.  
H. Laurance Fuller  
Barbara A. Klein (as of April 2, 2008)  
Steven V. Wilkinson, Chairman

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**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS**

In this section, we discuss and analyze our executive officer compensation program and how we compensated each of our named executive officers identified in the following table in fiscal year 2008. The individuals listed include our chief executive officer, chief financial officer and our three other most highly compensated executive officers based on total compensation.

<b>Name</b>	<b>Title</b>
William P. Noglows	Chairman of the Board, President and Chief Executive Officer
William S. Johnson	Vice President and Chief Financial Officer
Adam F. Weisman	Vice President, Business Operations
Clifford L. Spiro	Vice President, Research and Development
H. Carol Bernstein	Vice President, Secretary and General Counsel

**Overview**

**General.** Our executive compensation program is administered by the compensation committee of our board of directors, which is composed solely of independent directors. The compensation committee is responsible for determining the level of compensation paid to our named executive officers and our other executive officers, and determining awards under and administering the 2000 Equity Incentive Plan. The compensation committee is also responsible for reviewing and establishing all other executive officer compensation programs and plans that we may adopt from time to time. During and for fiscal year 2008, the compensation committee made all decisions pertaining to the compensation of our named executive officers and our other executive officers. The compensation committee also reviewed and approved the methodology used for compensation of our general employee population. Our chief executive officer is neither present for voting or deliberation on, nor votes upon decisions relating to, his compensation. In addition, our chief executive officer does not vote upon decisions related to the compensation of our other executive officers. Although our chief executive officer evaluates the performance of our other executive officers, including the named executive officers, and makes recommendations with respect to their compensation to our compensation committee, the committee makes all final decisions regarding the executive officers' compensation. Also, our chief financial officer, who also has responsibility for our human resources function, and his human resources staff, support the compensation committee in its work by providing input and recommendations on the overall mix and forms of executive officer compensation as directed by the compensation committee. Our chief financial officer and human resources staff do not make decisions regarding the amount of compensation for our named executive officers or other executive officers.

**Compensation Policy and Overall Objectives.** In determining the amount and composition of executive officer compensation, the committee's goal is to provide compensation that will enable us to:

attract and retain talented executives,

align compensation with business objectives and performance, and

link the interests of our executive officers to the interests of our stockholders.



In general, executive officers, including our Chairman, President and Chief Executive Officer and our other named executive officers, are eligible for, and participate in, our compensation and benefits programs according to the same general terms as those available to all of our employees. For example, the terms and conditions of our annual equity incentive awards under the 2000 Equity Incentive Plan are the same for our executive officers as they are for our other employees. Similarly, the health and welfare benefit programs are the same for all of our employees, including our named executive officers and other executive officers; all executive officers participate in the same ESPP, 401(k) Plan and Supplemental Plan, according to the same terms, as all of our employees. Aside from the change-in-control severance protection agreements with our named executive officers and other executive officers, and employment agreements with Mr. Noglows and Dr. Spiro, all of which are described in greater detail in the Executive Compensation section below, we do not have post-termination of service agreements with our

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executive officers. Our executive officers are eligible to participate in our Executive Officer Deposit Share Program, under which they are entitled to voluntarily use all or a portion of their after-tax bonus compensation to purchase, at fair market value, shares of restricted stock awarded under the 2000 Equity Incentive Plan. These shares are retained on deposit with us until the third anniversary of the date of deposit ( deposit shares ), and our company matches the deposit with a restricted stock grant equal to 50% of the shares deposited by the participant ( award shares ) subject to certain terms and conditions, as described in greater detail below.

***Competitive Compensation and Benchmarking.*** The compensation committee believes that each element of the compensation program should target compensation levels that take into account current market practices. Offering market-comparable pay opportunities allows us to maintain a stable, successful management team. Our direct competitors in our core business of developing, manufacturing, and selling chemical mechanical planarization ( CMP ) slurries and pads are not stand-alone publicly-traded entities, and our market for compensation comparison purposes is comprised of a group of companies that develop, manufacture, supply or use a variety of semiconductor products and processes, as well as companies that have similar revenue levels, market capitalizations, employment levels and geographic presence. The compensation committee considers changes to the composition of this group from time-to-time based on changes in our or others' business, and during fiscal year 2008, for the first time in approximately three years, revised the group based on recommendations made by the compensation committee's outside compensation consultant, W.T. Haigh & Company, Inc. These revisions were made in light of changes in the size and scope of others' business and various mergers and acquisition activity in the prior group over the previous several years. This revision in the comparison group resulted in the deletion of four companies and the addition of eleven companies. The prior group, which the compensation committee used in fiscal year 2008 to consider benchmarks for fiscal year 2007 annual cash bonuses, and fiscal year 2008 base salaries, annual cash bonus targets, and long term equity incentive awards, was comprised of the following companies:

Aeroflex Inc.	Mattson Technology, Inc.
AMI Semiconductor, Inc.	Photronics, Inc.
ATMI, Inc.	PMC Sierra, Inc.
Axcelis Technologies, Inc.	QLogic Corporation
Brooks Automation, Inc.	RF Micro Devices, Inc.
Cree, Inc.	Semtech Corporation
Cymer, Inc.	Triquint Semiconductor, Inc.
Entegris, Inc.	Varian Semiconductor Equipment Associates, Inc.
Integrated Device Technology, Inc.	Veeco Instruments, Inc.
MacDermid, Incorporated	

The current group, which the compensation committee used as of the end of fiscal year 2008 to consider benchmarks for fiscal year 2008 annual cash bonuses, and fiscal year 2009 base salaries, annual cash bonus targets, and long term equity incentive awards, was comprised of the following companies:

Advanced Energy Industries	II-VI, Inc.
Atheros Communications	Integrated Device Technology, Inc.
ATMI, Inc.	Mattson Technology, Inc.
Axcelis Technologies, Inc.	Micrel Semiconductor, Inc.
Brooks Automation, Inc.	Photronics, Inc.
Ceradyne, Inc.	PMC Sierra, Inc.
Cognex Corporation	QLogic Corporation
Coherent, Inc.	Semtech Corporation

Cree, Inc.  
Cymer, Inc.  
Electro Scientific  
Entegris, Inc.  
FormFactor, Inc.

Standard Microsystems  
Tessera Technologies, Inc.  
Triquint Semiconductor, Inc.  
Varian Semiconductor Equipment Associates, Inc.  
Veeco Instruments, Inc.

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In evaluating the comparison group for compensation purposes, the compensation committee, in consultation with outside compensation consultants hired by the committee, currently W.T. Haigh & Company, Inc., exercises its discretion and makes its judgment regarding executive officer compensation matters after considering all relevant factors. In general, it is the goal of the compensation committee that each element of compensation and total compensation for our named executive officers and our other executive officers fall within the 50th to 75th percentile for comparable positions within the comparison group. However, a direct correlation may not always exist between the roles and responsibilities of each of our executive officers and those of the position that appears to best correspond to such individual at companies within the comparison group.

**Elements of Compensation**

The key elements of our compensation program for our named executive officers and other executive officers are:

- base salary,
- annual cash bonuses, and
- long-term equity incentives.

In addition, we provide our named executive officers and other executive officers with:

- change in control severance protection agreements, and in some limited circumstances post-termination agreements, and
- the same retirement and other benefits provided to our employees generally.

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Descriptions of these elements and the reasons we provide them to our named executive officers and other executive officers are provided in the following table:

<b>Element</b>	<b>Description</b>	<b>Reason Provided</b>
Base Salary	Fixed amount paid in cash twice per month, as for all of our employees.	As for all of our employees, provides named executive officers with a steady, predictable amount of fixed income with merit increases from time-to-time (if provided, usually effective on January 1 of the next calendar year) based on performance and market comparisons.
Annual Cash Bonuses (Annual Incentive Program)	Cash payment made within 75 days following completion of fiscal year depending on company and individual performance, as for all of our employees.	As for all of our employees, aligns compensation with business objectives and performance by communicating goals and motivating individuals to achieve these goals, and rewarding performance actually achieved.
Long-Term Equity Incentives (2000 Equity Incentive Plan)	Restricted Stock Awards (Initial, Annual and Deposit Share Program) and Stock Option Grants (Initial, Annual).	As for all of our employees who receive awards pursuant to our equity incentive plan, at risk nature of equity awards links interests with those of our stockholders. Provides ongoing retention mechanism over vesting periods.
Change in Control Severance Protection Benefits for Executive Officers and other Key Employees	Salary and other benefits paid if terminated within a certain period pursuant to a Change in Control of our company (three years for Chief Executive Officer; two years for other Executive Officers other than Principal Accounting Officer; one year for Key Employees and Principal Accounting Officer).	Assures company of dedicated executive and key employee team, notwithstanding the possibility, threat or occurrence of a change in control; Provides for continuity of executive management and key employees in the event of an actual or threatened change in control.
Retirement and other Benefits	401(k) savings plan, Supplemental Plan, basic life and disability insurance and limited perquisites, as for all of our employees.	Represents market practice and competitive factors. Broad-based programs for all employees.

Each of these elements is also addressed separately below. In determining compensation for executive officers, the compensation committee considers all elements of an executive officer's total compensation package in comparison to current market practices, including change in control arrangements, ability to participate in savings plans and other benefits. On at least an annual basis, the compensation committee considers the base salary, annual cash bonus, and long-term equity incentive elements, and balance among each of these elements, of each executive officer's overall compensation.

**Base Salaries.** The compensation committee regularly reviews each executive officer's base salary. Base salaries for executive officers are initially determined by evaluating the executive officers' levels of responsibility, prior experience, breadth of knowledge, internal equity issues and external compensation practices, with particular reference to the comparison group of companies. Increases to base salaries are driven primarily by performance and current market practices, and evaluated by the compensation committee based on sustained levels of contribution to

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the company in the context of our performance-based management process. In the past several years, depending on the level of performance of the company and each executive officer, this generally has meant base salaries in the 50th to 75th percentile of the salary ranges of similarly positioned executive officers in the comparison group of companies.

The factors impacting base salary levels are not assigned specific weights. Rather, the compensation committee reviews all of the factors and makes base pay determinations that reflect the compensation committee's analysis of the aggregate impact of these factors. Following fiscal year 2007 and upon review of each executive officer's performance in the fiscal year and compensation, the compensation committee, in considering merit salary increases to be effective January 1, 2008 for the calendar year, increased our named executive officers' base salaries in the range of 4% to 6.75% to remain competitive within our peer group. Following fiscal year 2008 and upon review of each executive officer's performance in the fiscal year and compensation, the compensation committee, in considering merit salary increases to be effective January 1, 2009 for the calendar year, approved an increase to our named executive officers' base salaries in the range of 2% to 3% to remain competitive within our peer group. However, the compensation committee also instructed Mr. Noglows that, in light of the significant adverse global economic conditions that were beginning to affect our business, if Mr. Noglows chose to reduce the base salary merit increase percentage for the general employee population by 1% as he had discussed with the committee, the committee approved in advance Mr. Noglows' extension of the same percentage point reduction in base salary to the approved increase for all of the executive officers, including himself and all of the other named executive officers. Given the growing global economic downturn, Mr. Noglows declined the entire base salary increase of 3% that the compensation committee had approved for him for 2009, and retained his own base salary at its 2008 level of \$545,000. He also made the decision to reduce the January 1, 2009 base salary merit increase percentage for the general employee population and all executive officers, including the other named executive officers, by 1%, as discussed with the compensation committee. The resulting base salaries for 2009, and the 2008 base salaries, are as follows:

<b>Name</b>	<b>2009 Base Salary</b>	<b>2008 Base Salary</b>
William P. Noglows	\$ 545,000	\$ 545,000
William S. Johnson	\$ 339,500	\$ 332,800
Adam F. Weisman	\$ 318,200	\$ 312,000
Clifford L. Spiro	\$ 304,900	\$ 298,900
H. Carol Bernstein	\$ 306,800	\$ 303,800

**Annual Cash Bonuses.** All of the company's employees are eligible to participate in the company's cash bonus program, which is called our Annual Incentive Program, with executive officer, including named executive officer, bonuses, if any, determined by the compensation committee. As with all employees, executive officers' opportunities to earn annual cash bonuses correspond to the degree to which our company achieves these annually-established goals. The compensation committee believes that a cash bonus program allows us to communicate specific goals that are of primary importance during each year and motivates executive officers to achieve these goals.

**Performance-Based Management Program and Company Performance Objectives:** At the beginning of each fiscal year, the compensation committee and board of directors establish specific performance goals for the company in accordance with our performance-based management process. These objectives are set to reflect the key elements of our annual plan and budget, and provide a common platform for our initiatives for the year. Throughout the year, our senior management periodically reviews the company's progress in achieving these goals with our board of directors and compensation committee. In November, 2007, the board of directors and compensation committee approved our Fiscal Year 2008 Company Performance Objectives, which also served as our Performance Goals for the purposes of our Annual Incentive Program. As in prior years, the fiscal year 2008 Annual Incentive Program Performance Goals were chosen to encourage a particular and enhanced focus on certain aspects of our company's business strategy and

objectives for all of our employees, including our named executive



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officers and other executive officers, and for which all of our executive officers collectively have responsibility for influencing and driving.

Our Fiscal Year 2008 Company Performance Objectives and Annual Incentive Program Performance Goals with corresponding Measures for evaluating attainment of such, were as follows:

Fiscal Year 2008 Company Performance Objectives:

*Fiscal Year 2008 Annual Incentive Program Performance Goals (with corresponding Measures):*

Earnings Per Share (Earnings Per Share);

Revenue (Revenue);

Gross Margin (Gross Profit, as a percentage of revenue);

Net Cash from Operations Less Capital Additions (Net Cash from Operations Less Capital Additions);

Customer Satisfaction (Percentage Satisfied on Customer Scorecards);

Design Wins at Certain Customers (Number of Design Wins);

Engineered Surface Finishes (ESF) Revenue (ESF Revenue); and

Pad Revenue (Pad Revenue).

**Performance Goals, Bonus Pool and Bonus Calculation:** In fiscal year 2008, achievement of the noted eight Fiscal Year 2008 Annual Incentive Program Performance Goals served as the mechanism by which the company determined the amount of funding for our Annual Incentive Program Bonus Pool ( AIP Bonus Pool ), which is approved by the compensation committee for all employees, including our named executive officers and other executive officers.

To determine the funding of the AIP Bonus Pool, the performance goals generally are weighted, based on their relative importance to achieving the company's overall goals. Then, for each performance goal, threshold, target and stretch metrics, or levels, of performance are established. Because each year our performance goals are set to reflect the key objectives of our annual plan and budget, the threshold, target and stretch metrics for each goal are designed to reflect increasing levels of difficulty, improvement, and motivation in achieving each level. As part of our senior management's periodic review throughout the year of our progress in meeting our Company Performance Objectives and Annual Incentive Program Performance Goals with the compensation committee and board of directors, performance is discussed against a particular goal's threshold, target and stretch levels.

The specific threshold, target, and stretch metrics related to the Annual Incentive Program Performance Goals noted above are omitted from this discussion because disclosure of such metrics would result in competitive harm to the company because these metrics reflect our specific business strategies, financial objectives, and proprietary product development, manufacturing, and marketing plans. We are the global leader in CMP slurries, and developing complementary businesses both within and outside of the CMP consumables market, and our direct competitors in our core business of developing, manufacturing, and selling CMP slurries and pads, aggressively follow and seek the competitive details of our business. Our direct competitors are comprised of United States as well as foreign entities. In addition, our competitors are not stand-alone publicly-traded entities; rather, they are either privately-held entities or divisions or functions within divisions of large publicly-held companies. Thus, these competitors are not subject to

the same public company disclosure requirements and disclosure of the specific metrics related to our Company Performance Objectives and Annual Incentive Program Performance Goals would place the company at a relative competitive disadvantage.

The threshold level of performance for a particular performance goal represents the lowest level of performance for which any bonus would be earned on that goal. The stretch level of performance represents the level for which the maximum bonus would be earned for that particular goal, and the target represents the target level of performance. The actual bonus, if any, attributable to each performance goal is calculated based on the actual performance compared to these threshold, target and stretch performance levels, and these are

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added together for all the performance goals to determine the funding of the AIP Bonus Pool. In turn, the AIP Bonus Pool is allocated for payment of bonuses to employees and executive officers, including our named executive officers. For fiscal year 2008, the bonus for a particular employee or executive officer was calculated by:

- i) multiplying the salary of the employee or executive officer by the bonus target level established for the particular role or band of the employee or executive officer (expressed as a percentage of the individual's base salary, and set according to market pay practices), as described in greater detail for executive officers below;
- ii) multiplied by a factor related to the overall achievement of the Annual Incentive Program Performance Goals (expressed as a percentage of the target level of performance); and
- iii) multiplied by a factor that corresponds to an assessment of the individual performance of the employee or executive officer relative to the individual's own performance objectives.

In addition, for fiscal year 2008, in assessing the company's overall performance and calculating the funding of the AIP Bonus Pool for all of our employees, including our named executive officers and other executive officers, the compensation committee also considered certain factors, such as those related to closure of one of our facilities and to fulfillment of certain strategic objectives, that affected our company's achievement of certain of the Performance Goals that the committee considered important in evaluating the company's performance for fiscal year 2008, but that were not able to be known to the company at the time the Fiscal Year 2008 Annual Incentive Program Performance Goals and related metrics were established.

Individual Executive Officer Bonus Target Levels and Cash Bonus Earned: As described above, actual payouts for cash bonus awards are determined by the level of performance of our company and the individual performance of each employee, including each named executive officer and other executive officers, and may be higher or lower than the established individual's bonus target level depending upon performance relative to the pre-established goals. The compensation committee, in consultation with its outside compensation consultant, has established a bonus award target for each executive officer by evaluating factors such as external pay practices, with particular reference to the comparison group of companies (as described above, bonus award targets are established for each of our employees based on an individual's role or level). In this regard, for fiscal year 2008 the compensation committee retained the bonus award target for each named executive officer other than Mr. Noglows at the same level as each individual's bonus award target for fiscal year 2007; for Mr. Noglows, the compensation committee increased his bonus award target to 100 percent of his base salary from 90 percent. The bonus award targets and actual amounts earned for our named executive officers for fiscal year 2008 were as follows:

Name	Bonus Target (as % of Base Salary)	Bonus Target (\$) (Calculated According to Base Salary Earned in Fiscal Year 2008)		Actual Bonus Earned* (\$)
William P. Noglows	100%	\$	538,750	\$ 525,000
William S. Johnson	65%	\$	214,240	\$ 203,300
Adam F. Weisman	65%	\$	200,850	\$ 181,500
Clifford L. Spiro	65%	\$	191,214	\$ 156,500
H. Carol Bernstein	55%	\$	165,193	\$ 157,000

\* In assessing our company's and executive officers' achievement of the noted Performance Goals for purposes of the multiplier described above, the compensation committee concluded that a factor of approximately 89.5 percent had been achieved. In assessing each named executive officer's individual performance for fiscal year 2008, and for purposes of the multiplier described above, the compensation committee decided upon factors ranging from approximately .90 to 1.07.

Fiscal Year 2009 Performance Management Program and Performance Goals. In December, 2008, the compensation committee and board of directors set our Fiscal Year 2009 Annual Incentive Program Performance Goals, generally using the process described above. These performance goals are: financial goals that include

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earnings per share, earnings before interest and taxes, gross margin, total revenue, and a cash flow measure. In approving the fiscal year 2009 Annual Incentive Program Performance Goals, the compensation committee noted that any cash bonus award amounts pursuant to the Annual Incentive Program will be determined for each participant based on levels of attainment of the indicated goals by our company, as well as the attainment of individual performance objectives, as assessed by the compensation committee using its discretion; such assessment may include consideration of macroeconomic and other factors, whether or not able to be generally foreseen, that may impact our company's performance during fiscal year 2009.

***Long-Term Equity Incentives.*** Long-term equity incentives are provided to our named executive officers and other executive officers pursuant to the 2000 Equity Incentive Plan. All of the company's employees are eligible to participate in our 2000 Equity Incentive Plan, with any and all awards to executive officers, including named executive officers, pursuant to it determined by the compensation committee. The compensation committee believes that equity-based compensation is an essential element in our overall compensation scheme. Equity-based compensation is emphasized in the design of our executive officer compensation program because it involves at-risk components of compensation that directly link our executive officers' interests with those of our stockholders. The compensation committee, in consultation with its outside compensation consultants, evaluates the balance of equity-based compensation with the base salary and cash bonus elements of cash compensation by considering factors such as external compensation practices, with particular reference to the comparison group of companies, the ability to achieve a desired balance between cash and equity-based compensation, and the financial impact to our company of providing various kinds and amounts of equity-based compensation to our employees, including our executive officers.

**Timing of Grants:** Initial or new-hire options and restricted stock may be awarded to employees, including our executive officers when they join the company. Thereafter, options and restricted stock may be awarded to employees, including each executive officer annually and from time to time based on performance. To enhance retention, options and restricted stock awarded to executive officers, as with awards to all other employees, are subject to vesting restrictions that generally lapse over a four-year period. Stock option grants to executive officers, whether new hire, occasional, or pursuant to our annual incentive program, may only be made upon specific approval by the compensation committee, as is the case with all other forms of equity-based compensation and non-equity-based compensation for executive officers. Our stock option grant practice consistently has been that the exercise price for all of our stock option grants, including those to our executive officers, is the fair market value, as represented by the closing price, of our stock on the stock option grant date, as approved by the compensation committee. For new hire grants, the grant date is the first day of employment for the grant recipient; for grants made pursuant to our annual grant program or at other times in particular circumstances, the latter of which has not occurred for any of our executive officers, the grant date is the date of approval by the compensation committee or a subsequent date set by the committee in its approval. For our annual grant program, our practice for the past seven annual cycles has been that the one grant date for grants made to all employees, including all of our executive officers, occurs within a week following the compensation committee's meeting (usually late November or early December) to consider and decide upon performance and compensation-related matters for our employees, including specific evaluations and decisions regarding each of our executive officers, such as annual cash bonuses, base salary increases, and equity-based incentive awards following the close of our fiscal year on September 30. It is our practice to set a stock option's grant date only for a date certain on or subsequent to the date the grant is approved, and it is not our practice to set a stock option's grant date as a date prior to the date of approval for a grant (i.e., backdating). In addition, it is not our practice to make stock option grants while we are in possession, or in coordination with the release, of material non-public information regarding our company. To our knowledge, we have followed our stock option grant practices throughout our history as a publicly-traded company. While we do not have any current plans to change our stock option grant practices, circumstances may arise such that we might decide it is in the best interests of our business to do so in the future.

Allocation Among Awards: Prior to our fiscal year 2007 awards and grants that the compensation committee made on December 1, 2006, as part of our annual equity incentive award program, our compensation committee had awarded only non-qualified stock option grants pursuant to our annual grant program. As permitted by the 2000 Equity Incentive Plan, on December 1, 2006, our compensation committee decided to award a blend of non-qualified stock option grants and restricted stock awards (restricted stock units for our non-United States

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employees) to all employees who were receiving awards on December 1, 2006, including the named executive officers and other executive officers, according to approximately a three-to-one ratio of non-qualified stock options granted to restricted stock awarded. Our compensation committee made this decision primarily to address the financial impact of the expensing of equity-based compensation now required pursuant to a new accounting standard issued by the Financial Accounting Standards Board (SFAS 123R) that became applicable to us as of October 1, 2005, as well as to more competitively balance the types of equity incentives being awarded to our employees pursuant to the 2000 Equity Incentive Plan. In addition, for our fiscal years 2008 and 2009 annual equity incentive award program grants, which occurred on November 30, 2007 and December 1, 2008, respectively, we continued to provide this combination of restricted stock and stock option awards for our employees, including our named executive officers. For more information regarding these awards, see Footnote no. 2 to the Grants of Plan-Based Awards table.

**Size of Awards:** When determining awards for individual executive officers under the 2000 Equity Incentive Plan, the compensation committee primarily considers compensation practices and equity values and number of units awarded at the comparison group of companies, as well as the executive officer's level of current and potential future responsibility, and to some extent performance in the prior year. In determining award sizes, the compensation committee does not assign specific weights to these factors. Rather, the factors are evaluated on an aggregate basis. For example, for our fiscal year 2007 annual equity incentive awards, which occurred on December 1, 2006, we reduced the overall units to be awarded to our employees, including our named executive officers and other executive officers, receiving such awards, relative to the fiscal year 2006 grants generally in order to reduce our overall equity award run rate, manage the financial impact of the expensing of equity-based compensation pursuant to SFAS 123R, and make our awards more consistent in number with those of peer companies; we generally maintained this overall level of awards for our fiscal year 2008 annual equity incentive awards, which occurred on November 30, 2007. As another example, for our fiscal year 2009 annual equity incentive awards, which occurred on December 1, 2008 and about which information is provided in Footnote 2 to the 2008 Grants of Plan-Based Awards table below, the compensation committee, upon the advice of its compensation consultant, increased the overall units to be awarded to our employees, including our named executive officers and other executive officers, receiving such awards, relative to the fiscal year 2007 awards generally in order to reflect a dollar value of award delivered based upon the average recent price of our stock more consistent with that value delivered in fiscal year 2007, and with those of peer companies. Our fiscal year 2008 annual equity incentive awards, which occurred on November 30, 2007, are shown in the following table:

<b>Name</b>	<b>Fiscal Year 2008</b>	<b>Fiscal Year 2008</b>
	<b>Non-Qualified Stock Option Grant</b>	<b>Restricted Stock Award</b>
William P. Noglows	54,000	18,000
William S. Johnson	27,600	9,200
Adam F. Weisman	22,500	7,500
Clifford L. Spiro	22,500	7,500
H. Carol Bernstein	16,500	5,500

In general, the compensation committee has not considered any actual amounts that may have been realized from prior equity-based compensation awards in awarding subsequent equity-based compensation, or other elements of compensation. However, in considering awards under the 2000 Equity Incentive Plan to our employees, including executive officers, the compensation committee does consider whether equity-based awards that previously may have been made to them continue to fulfill the purposes of motivation and retention.

Our executive officers are also eligible to participate in the Executive Officer Deposit Share Program. See EXECUTIVE COMPENSATION Executive Officer Deposit Share Program, below. While all of our executive officers have equity ownership in our company through participation in various equity-based programs such as the Employee Stock Purchase Plan, Executive Officer Deposit Share Program, and our annual equity incentive award program, we do not currently have equity-ownership requirements or guidelines for our executive officers.



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***Change in Control Severance Benefits.*** The terms and conditions of the change in control severance protection agreements with our named executive officers and the employment agreements with Mr. Noglows and Dr. Spiro are described in more detail in the section entitled **Executive Compensation** below. The board of directors and compensation committee originally determined the terms and conditions of the change in control severance protection agreements, including the severance benefit payable, and the triggering events for the payment of such severance benefit, pursuant to such agreement, in consultation with their compensation consultants and our financial and other advisors, and considered external practices at similarly situated companies regarding change in control arrangements. The board of directors and compensation committee also review the costs and benefits of the change in control severance protection agreements approximately every three years, most recently in June 2007. As a result of this review, the board of directors and compensation committee, with advice from the committee's compensation consultant regarding market practices, determined that the cost to the company and the competitiveness of such agreements remain reasonable and appropriate. The American Jobs Creation Act, a law containing provisions affecting deferred compensation plans, was enacted in 2004 with an effective date of January, 2005. We believe we are currently operating in compliance with this law. In 2008, we amended the change in control severance protection agreements with our executive officers and other key employees to the extent necessary to comply with the American Jobs Creation Act. The agreements, as amended, are described in more detail in the section entitled **Executive Compensation** below.

***Retirement and Other Benefits.*** We have adopted various employee benefit plans and arrangements for the purpose of providing compensation and employee benefits to our employees, including our executive officers. In general, the same terms apply to all of our employees, including our executive officers. These plans and arrangements include our 2000 Equity Incentive Plan, Employee Stock Purchase Plan, the 401(k) Plan, and the Supplemental Plan.

**CEO Compensation**

When Mr. Noglows joined our company in fiscal year 2004, the compensation committee, in consultation with outside advisors hired by the committee, used the executive compensation practices described above to determine the terms of Mr. Noglows' employment offer and initial compensation, comprised of base salary, cash bonus and equity-based compensation elements, which are part of Mr. Noglows' employment agreement with our company, as described in greater detail in the section entitled **Executive Compensation** below. As part of the agreement and his joining the company, Mr. Noglows also entered into a change-in-control severance protection agreement and became eligible for the reimbursement of certain relocation and other expenses, all of which are described in greater detail in the section entitled **Executive Compensation** below.

Upon completion of fiscal year 2008, the compensation committee, in consultation with the outside compensation consultant hired by the committee, used the executive compensation practices described above, including the performance goals established by the committee, to determine Mr. Noglows' compensation, composed of a cash bonus for fiscal year 2008, and a non-qualified stock option grant and a restricted stock award as part of the annual equity incentive award cycle for which all employees were eligible. In addition, in setting both the cash-based and equity-based elements of Mr. Noglows' compensation, the compensation committee made an overall assessment of Mr. Noglows' leadership in achieving the company's long-term and short-term strategic, operational and business goals. This included a favorable review of his overall performance in leading the company and a desire to keep his compensation competitive within our peer group and equitable and consistent compared to our other executive officers. In addition to these factors, Mr. Noglows' cash bonus award for fiscal year 2008, reflected the company's performance against certain financial and other objectives in fiscal year 2008, and the aspects of the overall pre-established goals for fiscal year 2008 that were met, as assessed by the compensation committee, using its discretion. These goals are described in greater detail above. Based upon all of these criteria, which included the compensation committee's assessment of the company's and Mr. Noglows' enhanced performance in various respects in fiscal year 2008 as compared with fiscal year 2007, the compensation committee awarded Mr. Noglows \$525,000 as a

cash bonus for fiscal year 2008, and increased his annual base salary to \$545,000, effective January 1, 2008. Mr. Noglows' fiscal year 2008 cash bonus of \$525,000, together with his \$538,750 base salary paid during fiscal year 2008, resulted in total cash compensation to Mr. Noglows for fiscal year 2008 of \$1,063,750; this was \$73,750 more than the \$990,000 in total cash compensation that Mr. Noglows received for fiscal year 2007. For

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2009, given the growing global economic downturn, Mr. Noglows declined the entire base salary increase of 3% that the compensation committee had approved for him, consistent with its review with the committee's outside compensation consultant of salary compensation information for peer company chief executive officers, the committee's review of Mr. Noglows' performance for fiscal year 2008, and its decision to approve increases to the base salaries of the other named executive officers from their fiscal year 2008 levels, as described above, and thus retained his own base salary at its 2008 level of \$545,000. In addition, as noted above and as reported in Footnote no. 2 to the 2008 Grants of Plan-Based Awards table that follows, on December 1, 2008, the compensation committee awarded Mr. Noglows equity-based compensation in the form of: (i) non-qualified stock options to purchase an aggregate of 81,000 shares of the company's common stock that vest in equal increments upon each anniversary over four years and have a term of ten years that expires December 1, 2018, at an exercise price of \$23.21, which was the closing price of our stock on the grant date; and (ii) 27,000 shares of restricted stock with a fair market value based on the closing price of our stock on the award date of \$23.21 per share that lapse in equal increments upon each anniversary over four years. Aside from the number of options granted and restricted stock awarded, the terms and conditions of this option grant and restricted stock award are the same as those for grants and awards made to our other employees, including those that provide that any options that are not vested and restricted stock on which restrictions have not lapsed at the time of termination of employment are forfeited. Because these equity awards were made after the completion of fiscal year 2008, they are reported in the referenced footnote and not specifically reported in the compensation tables that follow.

As noted above, the compensation committee and the board of directors reviews on a periodic basis the hypothetical costs to the company of Mr. Noglows' change-in-control severance protection agreement, and those of the company's other executive officers and key employees who have such agreements.

**Regulatory and Other Factors**

***Internal Revenue Code Section 162(m).*** As one of the factors in its review of compensation matters, the committee considers the anticipated tax treatment to our company and to our executives of various payments and benefits. The deductibility of some types of compensation payments depends upon the timing of an executive's vesting or exercise of previously granted rights. Furthermore, interpretations of and changes in the tax laws and other factors beyond the compensation committee's control also affect the deductibility of compensation. For these and other reasons, the compensation committee will not necessarily limit executive compensation to that deductible under Section 162(m) of the Internal Revenue Code of 1986, as amended. The compensation committee will consider various alternatives to preserving the deductibility of compensation payments and benefits to the extent reasonably practicable and to the extent consistent with its other compensation objectives. At our annual meeting of stockholders held in March 2004, our 2000 Equity Incentive Plan was submitted to our stockholders for approval, and our stockholders approved the plan. The 2000 Equity Incentive Plan's predecessor plan, the Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan, previously had been approved by our stockholders in March 2001. The 2000 Equity Incentive Plan is intended to qualify certain compensation awarded under that plan for tax deductibility under Section 162(m).

***Other Factors.*** As described above, our compensation committee began the use of awards of restricted stock in addition to grants of non-qualified stock options primarily to address the financial impact of the expensing of equity-based compensation required under SFAS 123R. In addition, the company has intended for its non-qualified deferred compensation plans and other plans and agreements subject to the requirements of Internal Revenue Code Section 409A to be in compliance with such requirements.

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**COMPENSATION COMMITTEE REPORT**

*The following report of the compensation committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other of our filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate this report by reference therein.*

The compensation committee of the board of directors has reviewed and discussed the Compensation Discussion and Analysis with our company's management, and based on the review and discussions, the compensation committee has recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement and the Company's annual report on Form 10-K for the fiscal year ended September 30, 2008.

Submitted by the compensation committee,

Robert J. Birgeneau  
H. Laurance Fuller, Chairman  
Edward J. Mooney  
Bailing Xia

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**Table of Contents****EXECUTIVE COMPENSATION**

The following tables set forth certain compensation information for our Chief Executive Officer, Chief Financial Officer, and three other most highly compensated executive officers of the Company (collectively the named executive officers ) for the fiscal years ended September 30, 2008 and September 30, 2007.

**Summary Compensation Table**

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Bonus (\$)(1)</b>	<b>Stock Awards (\$)(2),(3)</b>	<b>Option Awards (\$)(3)</b>	<b>All Other Compensation (\$)(4)</b>	<b>Total Compensation (\$)</b>
<b>William P. Noglows</b> President and Chief Executive Officer	2008	538,750	525,000	313,997	2,447,190	68,309	3,893,246
	2007	520,000	470,000	154,049	2,197,517	62,075	3,403,641
<b>William S. Johnson</b> Vice President and Chief Financial Officer	2008	329,600	203,300	149,028	877,518	34,892	1,594,338
	2007	320,000	234,400	66,109	752,467	30,944	1,403,920
<b>Adam F. Weisman</b> Vice President, Business Operations	2008	309,000	181,500	135,917	912,180	31,042	1,569,639
	2007	296,250	167,500	64,566	884,125	29,283	1,441,724
<b>Clifford L. Spiro</b> Vice President, Research and Development	2008	294,175	156,500	152,037	913,838	30,755	1,547,305
	2007	280,000	156,400	93,042	806,378	28,780	1,364,600
<b>H. Carol Bernstein</b> Vice President, Secretary and General Counsel	2008	300,350	157,000	116,250	797,738	39,410	1,410,748
	2007	290,000	184,100	60,044	715,083	37,357	1,286,584

- (1) Certain amounts in the Bonus column were used to purchase deposit shares of restricted stock under our Executive Officer Deposit Share Program after the end of the 2007 fiscal year on December 12, 2007 and after the end of the 2008 fiscal year on December 10, 2008. See footnote 2 below for more details.
- (2) Certain amounts in the Stock Awards column correspond to matching grants of award shares of restricted stock made pursuant to our Executive Officer Deposit Share Program, which is described in more detail below. Under this program, our executive officers are entitled to voluntarily use all or a portion of their after-tax bonus compensation to purchase at fair market value shares of restricted stock awarded under the 2000 Equity Incentive Plan. These shares are retained on deposit with us until the third anniversary of the date of deposit ( deposit

shares ), and our Company matches the deposit with a restricted stock grant equal to 50% of the shares deposited by the participant ( award shares ). If the participant is employed by our Company on the third anniversary of the deposit date and the deposit shares have remained on deposit with us through such date, the restrictions on the award shares will lapse. This column does not include deposit shares as these amounts were purchased by the participant after-tax from amounts that were already disclosed in the Bonus column. This column does include award share grants made pursuant to this program. On December 13, 2006, Mr. Noglows, Mr. Weisman, Dr. Spiro, and Ms. Bernstein participated in the Executive Officer Deposit Share Program receiving 761, 228, 304, and 152 respective award shares on deposit under the program. The restrictions on these award shares will lapse on December 13, 2009 if the executive is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date. On December 12, 2007, Mr. Noglows, Mr. Johnson, and Ms. Bernstein participated in the Executive Officer Deposit Share Program receiving 542, 339, and 271 respective award shares on deposit under the program with a fair market value based on the closing price of our stock on the award date of \$36.84 per share. The restrictions on these award shares will lapse on December 12, 2010 if the executive is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date. Mr. Noglows, Mr. Johnson and Ms. Bernstein purchased, respectively, 1,085, 678, and 542 deposit shares related to these award shares after-tax from amounts that are disclosed in the Bonus column above.

These amounts do not include award share grants made pursuant to our Executive Officer Deposit Share Program to certain of our named executive officers after the end of fiscal year 2008. On December 10, 2008,

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Mr. Noglows, Mr. Johnson and Ms. Bernstein participated in the Deposit Share Program receiving 814, 712, and 203 respective award shares on deposit under the program with a fair market value based on the closing price of our stock on the award date of \$24.55 per share. The restrictions on these award shares will lapse on December 10, 2011 if the participant is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date. Mr. Noglows, Mr. Johnson and Ms. Bernstein purchased, respectively, 1,629, 1,425, and 407 deposit shares related to these award shares after-tax from amounts that are disclosed in the Bonus column above.

- (3) The amounts in the column headed Stock Awards represent the dollar amount of equity compensation cost recognized for financial reporting purposes in fiscal years 2008 and 2007, computed in accordance with SFAS 123R, excluding the impact of estimated forfeitures for service-based vesting conditions. For restricted stock awards, the fair value is calculated using the closing price of our common stock on the grant date. The actual value realized by a named executive officer related to stock awards will depend on the market value of our common stock on the date the stock is sold.

The amounts in the column headed Option Awards represent the dollar amount of equity compensation cost recognized for financial reporting purposes in fiscal years 2008 and 2007, computed in accordance with SFAS 123R, excluding the impact of estimated forfeitures for service-based vesting conditions. See Note 11 of Notes to Consolidated Financial Statements included in Item 8 of Part II of our Annual Report on Form 10-K for fiscal year 2008 for a description of the assumptions used in that computation. The actual value realized by a named executive officer related to option awards will depend on the difference between the market value of our common stock on the date the option is exercised and the exercise price of the option.

During fiscal years 2008 and 2007, no awards to any of our named executive officers were adjusted, modified or cancelled (forfeited).

- (4) These figures reflect (i) airline club membership fees for fiscal year 2008 in the amount of \$300 for Mr. Noglows, \$350 for Mr. Johnson and \$300 for Dr. Spiro; (ii) transportation allowances for fiscal year 2008 in the amount of \$8,000 for Ms. Bernstein; (iii) business club membership fees for fiscal year 2008 in the amount of \$6,125 for Mr. Noglows; and (iv) the payment of financial planning fees of \$10,000 on behalf of Mr. Noglows in fiscal year 2008, as per the terms of his employment agreement.

The information in this column also includes contributions (both matching and safe-harbor) made by us to our tax-qualified savings plan (the 401(k) Plan) and accruals under our non-qualified supplemental savings plan (the Supplemental Plan) according to the standard terms of each of these plans as applied to all of our employees, including our executive officers. For the 401(k) Plan, this means that we contribute the equivalent of 4% of each employee's eligible compensation (up to the I.R.S. eligible compensation limit) to the plan on the employee's behalf, regardless of whether the employee makes a contribution to the plan (safe-harbor contribution). In addition, we make a matching contribution on the employee's behalf of 100% of the first 4%, and 50% of the next 2%, that the employee contributes to the 401(k) Plan (matching contribution). With respect to the Supplemental Plan, which applies to all employees, including our executive officers, at such time as they reach the I.R.S. eligible compensation limit, employees are presently not able to make contributions to the plan, but we continue to make the safe harbor contribution of the equivalent of 4% of each employee's eligible compensation (over the I.R.S. eligible compensation limit) to the Supplemental Plan on the employee's behalf. For fiscal year 2008, contributions as such to the 401(k) Plan and the Supplemental Plan on behalf of the named executive officers were made in the following amounts:

**Name**

**401(k) Plan**

		<b>Supplemental Plan</b>
Mr. Noglows	\$ 20,251	\$ 31,150
Mr. Johnson	\$ 20,700	\$ 13,360
Mr. Weisman	\$ 20,700	\$ 9,860
Dr. Spiro	\$ 21,526	\$ 8,456
Ms. Bernstein	\$ 20,968	\$ 9,964

In fiscal year 2008, we provided each of our named executive officers with basic life insurance and accidental death and dismemberment insurance coverage that was provided on the same basis to all of our employees. There is no cash surrender value associated with this insurance coverage. The value paid for this coverage



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attributable to each named executive officer (Mr. Noglows, \$482; Mr. Johnson, \$482; Mr. Weisman, \$482; Dr. Spiro, \$473; Ms. Bernstein, \$478) is also reflected in the column headed "All Other Compensation" for fiscal year 2008.

## **Employment Agreements**

On November 2, 2003, we entered into an employment agreement with Mr. Noglows to become our Chairman, President and Chief Executive Officer. Pursuant to this employment agreement, among other terms, we agreed to pay Mr. Noglows an annual base salary of \$450,000 and a cash bonus for fiscal year 2004 that would not be less than \$160,000, following the end of fiscal year 2004. Mr. Noglows' agreement provides that following the close of each fiscal year, beginning with the end of fiscal year 2004, the compensation committee of the board of directors will meet to consider an increase in Mr. Noglows' annual base salary in accordance with its normal practices, and the compensation committee has done so, as described in more detail above; for 2008, the compensation committee set Mr. Noglows' base salary at \$545,000, and, as described above, for 2009 Mr. Noglows declined any increase to his base salary and instead retained it at \$545,000, despite the fact that the compensation committee had approved an increase of 3% to his base salary for 2009. The employment agreement also provided the grant of an option to purchase 250,000 shares of our common stock with an exercise price of \$55.37, vesting in four equal annual installments on each subsequent anniversary of November 3, 2003, his first date of employment, and an expiration of November 3, 2013. We also agreed to provide Mr. Noglows with certain relocation and other reimbursements and to allow Mr. Noglows to utilize first-class air travel while he is employed by us.

On November 13, 2003, we entered into an employment agreement with Dr. Spiro to become our Vice President, Research & Development. Pursuant to this agreement, among other terms, we agreed to pay Dr. Spiro an annual base salary of \$225,000. Dr. Spiro's agreement states that annual reviews by the compensation committee of the board of directors with respect to any future salary adjustments are usually held in the quarter following the close of our fiscal year; for 2007, the compensation committee retained Dr. Spiro's base salary at its fiscal year 2006 level of \$280,000, for 2008, the compensation committee set his salary at \$299,000, and for 2009, the compensation committee has set his salary at \$304,900. Dr. Spiro's agreement also provided for the grant of an option to purchase 50,000 shares of our common stock, vesting in four equal annual installments on each subsequent anniversary of Dr. Spiro's first day of employment, December 1, 2003. Dr. Spiro's employment agreement provides that he is eligible to participate in our annual cash incentive program with a target of 45% of base salary, which, as described in greater detail above, has been raised by the compensation committee to be a target of 65% of base salary.

## **Standard Employee Benefits**

We have adopted various employee benefit plans and arrangements for the purpose of providing compensation and employee benefits to our employees, including our named executive officers and our other executive officers. In general, the same terms apply to all of our employees, including our named executive officers and our other executive officers. These plans and arrangements include the 2000 Equity Incentive Plan, the Employee Stock Purchase Plan, the 401(k) Plan, and Supplemental Plan.

**Table of Contents****2008 GRANTS OF PLAN-BASED AWARDS**

The following table shows all awards granted to the named executive officers during the fiscal year ended September 30, 2008 pursuant to the 2000 Equity Incentive Plan.

Name	Grant Date	All Other Stock Awards:	All Other Option Awards:	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards(3)
		Number of Shares of	Number of Securities		Underlying Options(2)(#)
William P. Noglows	11/30/07	18,000			673,200
	11/30/07		54,000	37.40	990,004
	12/12/07	542			19,967
William S. Johnson	11/30/07	9,200			344,080
	11/30/07		27,600	37.40	506,002
	12/12/07	339			12,489
Adam F. Weisman	11/30/07	7,500			280,500
	11/30/07		22,500	37.40	400,426
Clifford L. Spiro	11/30/07	7,500			280,500
	11/30/07		22,500	37.40	412,502
H. Carol Bernstein	11/30/07	5,500			205,700
	11/30/07		16,500	37.40	302,501
	12/12/07	271			9,984

- (1) The awards in this column that correspond to a Grant Date of December 12, 2007 reflect the matching grants of award shares of restricted stock made under our 2000 Equity Incentive Plan pursuant to our Executive Officer Deposit Share Program, which is described in more detail below. Under this program, our executive officers are entitled to voluntarily use all or a portion of their after-tax bonus compensation to purchase at fair market value shares of restricted stock awarded under the 2000 Equity Incentive Plan. These shares are retained on deposit with us until the third anniversary of the date of deposit ( deposit shares ), and our Company matches the deposit with a restricted stock grant equal to 50% of the shares deposited by the participant ( award shares ). If the participant is employed by our Company on the third anniversary of the deposit date and the deposit shares have remained on deposit with us through such date, the restrictions on the award shares will lapse. This column does not include deposit shares as these amounts were purchased by the participant after-tax bonus compensation already disclosed in the Bonus column of our Summary Compensation Table of our 2008 Proxy Statement. As shown, on December 12, 2007, Mr. Noglows, Mr. Johnson and Ms. Bernstein participated in the Deposit Share Plan receiving 542, 339, and 271 respective award shares on deposit under the program with a fair market value

based on the closing price of our stock on the award date of \$36.84 per share. The restrictions on these award shares will lapse on December 12, 2010 if the participant is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date.

The amounts in this column do not include award share grants made pursuant to our Executive Officer Deposit Share Program to certain of our named executive officers after the end of fiscal year 2008. On December 10, 2008, Mr. Noglows, Mr. Johnson and Ms. Bernstein participated in the Deposit Share Plan receiving 814, 712, and 203 respective award shares on deposit under the program with a fair market value based on the closing price of our stock on the award date of \$24.55 per share. The restrictions on these award shares will lapse on December 10, 2011 if the participant is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date.

These amounts in this column do not include restricted shares awarded to our named executive officers after the end of fiscal year 2008. On December 1, 2008, as part of our annual equity incentive award program, we awarded restricted shares to our named executive officers with a fair market value based on the closing price of our stock on the award date of \$23.21 per share that lapse in equal increments upon each anniversary over four years, in the amounts set forth in the table below:

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<b>Name</b>	<b>Restricted Stock Award</b>
Mr. Noglows	27,000
Mr. Johnson	10,700
Mr. Weisman	9,700
Dr. Spiro	8,600
Ms. Bernstein	7,200

- (2) As with all other grants of stock options and stock awards to our named executive officers and other executive officers, other than the number of options or restricted stock awarded, the terms and conditions of the stock option grants in this column are the same as those made to all other employees. This includes a provision that if a participant retires (defined as the voluntary termination of employment, where no circumstances for termination for cause exist, upon the participant's achievement of at least 55 years of age and five years of service), then the participant may retain any option previously vested throughout the term of such option; as with our other option grants, any options that have not yet vested as of termination are forfeited.

Prior to December 1, 2006, our compensation committee had awarded only non-qualified stock option grants pursuant to our annual grant program. As permitted by the 2000 Equity Incentive Plan, on November 30, 2007, our compensation committee decided to award a blend of non-qualified stock option grants and restricted stock awards (restricted stock units for our non-United States employees) to all employees who were receiving awards on November 30, 2007, including the named executive officers and other executive officers, according to approximately a three-to-one ratio of the number of non-qualified stock options granted to the number of shares of restricted stock awarded. Our compensation committee made this decision primarily to address the financial impact of the expensing of equity-based compensation now required pursuant to the accounting standard issued by the Financial Accounting Standards Board that became applicable to us as of October 1, 2005, as well as to more competitively balance the types of equity incentives being awarded to our employees pursuant to the 2000 Equity Incentive Plan. The amounts in this column that correspond to a Grant Date of November 30, 2007, which are smaller relative to prior year grants before December 1, 2006, reflect the restricted stock awards made by our compensation committee as a result.

These amounts do not include options granted to our named executive officers after the end of fiscal year 2008. On December 1, 2008, as part of our annual equity incentive award program, we granted options to our named executive officers that have an exercise price of \$23.21, which as with all of our grants and awards to date was the fair market value based on the closing price of our common stock on the date of grant, vest in equal increments upon each anniversary over four years and expire December 1, 2018, in the amounts set forth in the table below:

<b>Name</b>	<b>Securities Underlying Options</b>
Mr. Noglows	81,000
Mr. Johnson	32,200
Mr. Weisman	29,000
Dr. Spiro	26,000
Ms. Bernstein	21,500

- (3) As with all of our grants and stock awards to date, the exercise price was the fair market value based on the closing price of our stock on the date of grant.

These values were estimated using the Black-Scholes option pricing formula on the basis of the following assumptions: expected volatility: 43%; risk free rate of return: 3.6%; annualized dividend yield: 0.0%; and expected time until exercise: 6.25 years for people younger than the age of 46 at the date of grant and 6.65 years for people 46 years and older on the date of grant. On the November 30, 2007 Grant Date, Mr. Weisman was younger than 46, and Messrs. Noglows, Johnson, and Spiro and Ms. Bernstein were 46 or older.

During fiscal year 2008, no awards to any of our employees, including our named executive officers, were adjusted, modified or cancelled (forfeited).

**Table of Contents****2000 Equity Incentive Plan**

The options granted on November 30, 2007 vest in equal increments upon each anniversary over four years, and have a term of ten years, expiring November 30, 2017. As with all other grants of stock options and awards of restricted stock to our named executive officers and other executive officers, other than the number of options or restricted stock awarded, the terms and conditions of these stock option grants are the same as those made to all other employees. This includes a provision that if a participant retires (defined as the voluntary termination of employment, where no circumstances for termination for cause exist, upon the participant's achievement of at least 55 years of age and five years of service), then the participant may retain any option previously vested throughout the term of such option; as with our other option grants, any options that have not yet vested as of termination are forfeited.

Prior to December 1, 2006, our compensation committee had awarded only non-qualified stock option grants pursuant to our annual grant program. As permitted by the 2000 Equity Incentive Plan, on November 30, 2007, our compensation committee decided to award a blend of non-qualified stock option grants and restricted stock awards (restricted stock units for our non-United States employees) to all employees who were receiving awards on November 30, 2007, including the named executive officers and other executive officers, according to approximately a three-to-one ratio of the number of non-qualified stock options granted to the number of shares of restricted stock awarded. Our compensation committee made this decision primarily to address the financial impact of the expensing of equity-based compensation now required pursuant to the accounting standard issued by the Financial Accounting Standards Board that became applicable to us as of October 1, 2005, as well as to more competitively balance the types of equity incentives being awarded to our employees pursuant to the 2000 Equity Incentive Plan. The restricted shares granted on November 30, 2007 have a fair market value based on the closing price of our stock on the award date of \$37.40 per share.

**Executive Officer Deposit Share Program**

Our executive officers are eligible to participate in the Executive Officer Deposit Share Program that our board of directors adopted in March 2000. Under this program, our executive officers are entitled to use all or a portion of their after-tax bonus compensation to purchase at fair market value shares of restricted stock awarded under the 2000 Equity Incentive Plan. These shares are retained on deposit with us until the third anniversary of the date of deposit ( deposit shares ), and our Company matches the deposit with a restricted stock grant equal to 50% of the shares deposited by the participant ( award shares ). If the participant is employed by us on the third anniversary of the deposit date and the deposit shares have remained on deposit with us through such date, the restrictions on the award shares will lapse. Ten individuals currently participate in the deposit share plan, and 23,087 shares (including award shares) are currently on deposit under that program for all executive officers. Of the named executive officers, Mr. Noglows, Mr. Johnson, Mr. Weisman, Dr. Spiro and Ms. Bernstein participate with (i) 4,237, (ii) 2,103, (iii) 457, (iv) 609 and (v) 1,253 respective deposit shares and (i) 2,117, (ii) 1,051, (iii) 228, (iv) 304 and (v) 626 respective award shares on deposit under the program. These amounts do not include the 15,928 shares (including award shares) no longer under deposit or subject to restrictions as of January 13, 2009, of which Mr. Noglows, Mr. Johnson, Dr. Spiro and Ms. Bernstein respectively had (i) 3,447, (ii) 1,912, (iii) 4,875, and (iv) 386 respective deposit shares and (i) 1,723, (ii) 956, (iii) 2,437, and (iv) 192 respective award shares. On December 13, 2006, Mr. Noglows, Mr. Weisman, Dr. Spiro, and Ms. Bernstein participated in the Executive Officer Deposit Share Program as follows: Mr. Noglows purchased 1,523 deposit shares and received 761 award shares; Mr. Weisman purchased 457 deposit shares and received 228 award shares; Dr. Spiro purchased 609 deposit shares and received 304 award shares; and Ms. Bernstein purchased 304 deposit shares and received 152 award shares. The restrictions on the award shares will lapse on December 13, 2009 if the participant is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date. On December 12, 2007, Mr. Noglows, Mr. Johnson and Ms. Bernstein

participated in the Executive Officer Deposit Share Program as follows: Mr. Noglows purchased 1,085 deposit shares and received 542 award shares; Mr. Johnson purchased 678 deposit shares and received 339 award shares; and Ms. Bernstein purchased 542 deposit shares and received 271 award shares. The restrictions on the award shares will lapse on December 12, 2010 if the participant is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date. On December 10, 2008, Mr. Noglows, Mr. Johnson and Ms. Bernstein participated in the Executive Officer Deposit Share Program as

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follows: Mr. Noglows purchased 1,629 deposit shares and received 814 award shares; Mr. Johnson purchased 1,425 deposit shares and received 712 award shares; and Ms. Bernstein purchased 407 deposit shares and received 203 award shares. The restrictions on the award shares will lapse on December 10, 2011 if the participant is employed by us at that time and the corresponding deposit shares have remained on deposit with us through such date.



**Table of Contents****OUTSTANDING EQUITY AWARDS AT 2008 FISCAL YEAR-END**

The following table shows outstanding stock option awards classified as exercisable and unexercisable as of September 30, 2008 for each named executive officer. The table also shows unvested and unearned stock awards assuming a market value of \$32.08 a share (the closing market price of the Company's stock on September 30, 2008).

Name	Option Awards				Stock Awards	
	Number of Securities	Number of Securities			Number of Shares or Units of Stock That Have Not	Market Value of Shares or Units of Stock That Have Not
	Underlying	Underlying				
	Unexercised	Unexercised	Option Exercise Price (\$)	Option Expiration Date	Have Not Vested (#)(2)	Vested (\$)
William P. Noglows	Options Exercisable(1)	Options Unexercisable(1)				
	(#)	(#)				
	250,000		55.37	11/3/2013		
	187,500	62,500	37.78	12/10/2014		
	62,500	62,500	30.51	12/9/2015		
14,375	43,125	31.57	12/1/2016			
		54,000	37.40	11/30/2017		
				34,130	1,094,890	
William S. Johnson	40,000		42.72	4/1/2013		
	50,000		48.91	12/11/2013		
	51,000	17,000	37.78	12/10/2014		
		30,000	30.51	12/9/2015		
	6,500	19,500	31.57	12/1/2016		
		27,600	37.40	11/30/2017		
				16,491	529,031	
Adam F. Weisman	30,000		30.10	5/26/2014		
	37,500	12,500	37.78	12/10/2014		
	30,000	30,000	30.51	12/9/2015		
	7,125	21,375	31.57	12/1/2016		
		22,500	37.40	11/30/2017		
				14,853	476,484	
Clifford L. Spiro	50,000		54.28	12/1/2013		
	51,000	17,000	37.78	12/10/2014		
	35,000	35,000	30.51	12/9/2015		

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	7,125	21,375	31.57	12/1/2016		
		22,500	37.40	11/30/2017		
					16,070	515,526
H. Carol Bernstein	42,000		49.80	5/1/2012		
	47,500		51.37	12/11/2012		
	60,000		48.91	12/11/2013		
	47,250	15,750	37.78	12/10/2014		
		29,000	30.51	12/9/2015		
	6,500	19,500	31.57	12/1/2016		
		16,500	37.40	11/30/2017		
					12,448	399,332

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- (1) These option grants vest or vested over four years in equal increments upon each anniversary of the grant date, other than the April 1, 2003 grant to Mr. Johnson, which vested over four years in equal increments beginning on the grant date, with a term expiring on the tenth anniversary of the grant date.
- (2) The restricted stock awards granted to Mr. Noglows vest as follows: 18,000 shares vest over four years in equal increments upon each anniversary of the November 30, 2007 grant date, 14,400 shares vest over three years in equal increments upon each anniversary of the December 1, 2006 grant date, 427 award shares vest on December 21, 2008, 761 award shares vest on December 13, 2009, and 542 award shares vest on December 12, 2010. The restricted stock awards granted to Mr. Johnson vest as follows: 9,200 shares vest over four years in equal increments upon each anniversary of the November 30, 2007 grant date, 6,525 shares vest over three years in equal increments upon each anniversary of the December 1, 2006 grant date, 427 award shares vest on December 21, 2008, and 339 award shares vest on December 12, 2010. The restricted stock awards granted to Mr. Weisman vest as follows: 7,500 shares vest over four years in equal increments upon each anniversary of the November 30, 2007 grant date, 7,125 shares vest over three years in equal increments upon each anniversary of the December 1, 2006 grant date, and 228 award shares vest on December 13, 2009. The restricted stock awards granted to Dr. Spiro vest as follows: 7,500 shares vest over four years in equal increments upon each anniversary of the November 30, 2007 grant date, 7,125 shares vest over three years in equal increments upon each anniversary of the December 1, 2006 grant date, 1,141 award shares vest on December 21, 2008, and 304 award shares vest on December 13, 2009. The restricted stock awards granted to Ms. Bernstein vest as follows: 5,500 shares vest over four years in equal increments upon each anniversary of the November 30, 2007 grant date, 6,525 shares vest over three years in equal increments upon each anniversary of the December 1, 2006 grant date, 152 award shares vest on December 13, 2009, and 271 award shares vest on December 12, 2010.

**2008 OPTION EXERCISES AND STOCK VESTED**

The following table sets forth certain information regarding stock options exercised during fiscal year 2008 and stock awards vested during fiscal year 2008 for the named executive officers.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(1)
William P. Noglows			6,096	227,164
William S. Johnson	15,000	151,542	2,499	92,886
Adam F. Weisman			2,375	87,923
Clifford L. Spiro			3,671	137,391
H. Carol Bernstein	14,500	134,947	2,265	83,954

- (1) For option awards, the value realized on exercise is equal to the aggregate difference between the exercise price of the options and the fair market value of the shares on the date of exercise. For stock awards, the value realized is the number of shares vested multiplied by the fair market value of the shares at the time of vesting.

#### **PENSION BENEFITS**

The Company does not maintain a defined benefit pension program.

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**Table of Contents****2008 NONQUALIFIED DEFERRED COMPENSATION**

The Company maintains the Cabot Microelectronics Corporation Supplemental Employee Retirement Plan, a nonqualified supplemental savings plan (the Supplemental Plan). The following table discloses the earnings and balances of our named executive officers under the Company's Supplemental Plan that provides for compensation deferral on a non-tax-qualified basis.

<b>Name</b>	<b>Registrant Contributions in Last FY (\$)(1)</b>	<b>Aggregate Earnings in Last FY (\$)</b>	<b>Aggregate Balance at Last FYE (\$)</b>
William P. Noglows	31,150	(42,041)	107,242
William S. Johnson	13,360	(14,479)	46,367
Adam F. Weisman	9,860	(7,435)	23,073
Clifford L. Spiro	8,456	(10,124)	24,048
H. Carol Bernstein	9,964	(19,098)	54,994

(1) These amounts are included in the All Other Compensation column of the Summary Compensation Table.

Effective May 1, 2000, the Company adopted the Supplemental Plan covering all eligible employees as defined by the Supplemental Plan. Participants in the Supplemental Plan, including our named executive officers, do not make any contributions to the Supplemental Plan. The purpose of the Supplemental Plan is to provide for the deferral of the Company contributions to certain highly compensated employees as defined under the provision of the Employee Retirement Income Security Act of 1974, as amended. Under the Supplemental Plan, the Company contributes up to 4% of the named executive officers' eligible compensation. All amounts contributed by the Company and earnings on these contributions are fully vested at all times. The same menu of investment funds under the 401(k) Plan is available under the Supplemental Plan. Like the 401(k) Plan, all investment decisions are made by the participants. Participants in the Supplemental Plan are not permitted to make hardship withdrawals prior to termination and distributions under the Supplemental Plan are paid in a lump sum.

**Table of Contents****POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL**

The following tables and the accompanying narrative show potential benefits payable to our named executive officers upon the occurrence of the events specified herein, assuming such events occurred on September 30, 2008 and excluding certain benefits generally available to all salaried employees. Except as noted, the amounts disclosed below reflect the aggregate potential payments under each scenario and category. These tables do not include amounts to the extent that the form and amount of any payment or benefit are fully disclosed in an earlier table.

*William P. Noglows*

The following table shows the potential payments upon termination with or without a change in control for named executive officer William P. Noglows, assuming such events occurred on September 30, 2008. Footnotes describing the assumptions in calculations are included following the last table in this section, as is a description of the employment terms and plans providing benefits specified in the table below.

<b>Executive Benefits and Payments Upon Termination</b>	<b>Involuntary Not for Cause or Good Reason Termination</b>		<b>Death</b>	<b>Disability</b>
	<b>No Change in Control</b>	<b>In Connection with a Change in Control</b>		
Salary Continuation	\$ 545,000(1)	\$ 1,635,000		
Bonus Through Termination Date(2)		\$ 545,000		
Bonus Continuation(2)		\$ 1,635,000		
Contributions under Retirement Plans		\$ 154,203		
Accelerated Vesting of Stock Options(3)	\$ 56,394	\$ 120,119	\$ 120,119	\$ 120,119
Accelerated Vesting of Restricted Stock(4)		\$ 1,094,890	\$ 1,094,890	\$ 1,094,890
Post-termination Health Care(5)		\$ 30,000		
Outplacement Services		\$ 81,750		
280G Tax Gross Up		\$ 1,834,119		
<b>Total:</b>	<b>\$ 601,394</b>	<b>\$ 7,130,081</b>	<b>\$ 1,215,009</b>	<b>\$ 1,215,009</b>

**Table of Contents***William S. Johnson*

The following table shows the potential payments upon termination with or without a change in control for named executive officer William S. Johnson, assuming such events occurred on September 30, 2008. Footnotes describing the assumptions in calculations are included following the last table in this section, as is a description of the employment terms and plans providing benefits specified in the table below.

<b>Executive Benefits and Payments Upon Termination</b>	<b>Involuntary Not for Cause or Good Reason Termination</b>			
	<b>No Change in Control</b>	<b>In Connection with a Change in Control</b>	<b>Death</b>	<b>Disability</b>
Salary Continuation		\$ 665,600		
Bonus Through Termination Date(2)		\$ 234,400		
Bonus Continuation(2)		\$ 468,800		
Contributions under Retirement Plans		\$ 68,120		
Accelerated Vesting of Stock Options(3)		\$ 57,045	\$ 57,045	\$ 57,045
Accelerated Vesting of Restricted Stock(4)		\$ 529,031	\$ 529,031	\$ 529,031
Post-termination Health Care(5)		\$ 20,000		
Outplacement Services		\$ 49,920		
280G Tax Gross Up		\$ 707,628		
<b>Total:</b>		<b>\$ 2,800,544</b>	<b>\$ 586,076</b>	<b>\$ 586,076</b>

*Adam F. Weisman*

The following table shows the potential payments upon termination with or without a change in control for named executive officer Adam F. Weisman, assuming such events occurred on September 30, 2008. Footnotes describing the assumptions in calculations are included following the last table in this section, as is a description of the employment terms and plans providing benefits specified in the table below.

<b>Executive Benefits and Payments Upon Termination</b>	<b>Involuntary Not for Cause or Good Reason Termination</b>			
	<b>No Change in Control</b>	<b>In Connection with a Change in Control</b>	<b>Death</b>	<b>Disability</b>

<b>Termination</b>	<b>No Change in Control</b>	<b>a Change in Control</b>	<b>Death</b>	<b>Disability</b>
Salary Continuation		\$ 624,000		
Bonus Through Termination Date(2)		\$ 202,800		
Bonus Continuation(2)		\$ 405,600		
Contributions under Retirement Plans		\$ 61,120		
Accelerated Vesting of Stock Options(3)		\$ 58,001	\$ 58,001	\$ 58,001
Accelerated Vesting of Restricted Stock(4)		\$ 476,484	\$ 476,484	\$ 476,484
Post-termination Health Care(5)		\$ 20,000		
Outplacement Services		\$ 46,800		
280G Tax Gross Up		\$ 599,197		
<b>Total:</b>		<b>\$ 2,494,002</b>	<b>\$ 534,485</b>	<b>\$ 534,485</b>



**Table of Contents***Clifford L. Spiro*

The following table shows the potential payments upon termination with or without a change in control for named executive officer Clifford L. Spiro, assuming such events occurred on September 30, 2008. Footnotes describing the assumptions in calculations are included following the last table in this section, as is a description of the employment terms and plans providing benefits specified in the table below.

<b>Executive Benefits and Payments Upon Termination</b>	<b>Involuntary Not for Cause or Good Reason Termination</b>			
	<b>No Change in Control</b>	<b>In Connection with a Change in Control</b>	<b>Death</b>	<b>Disability</b>
Salary Continuation	\$ 298,900(1)	\$ 597,800		
Bonus Through Termination Date(2)		\$ 194,285		
Bonus Continuation(2)		\$ 388,570		
Contributions under Retirement Plans		\$ 59,964		
Accelerated Vesting of Stock Options(3)		\$ 65,851	\$ 65,851	\$ 65,851
Accelerated Vesting of Restricted Stock(4)		\$ 515,526	\$ 515,526	\$ 515,526
Post-termination Health Care(5)		\$ 20,000		
Outplacement Services		\$ 44,835		
280G Tax Gross Up		\$ 605,579		
<b>Total:</b>	<b>\$ 298,900</b>	<b>\$ 2,492,410</b>	<b>\$ 581,377</b>	<b>\$ 581,377</b>

*H. Carol Bernstein*

The following table shows the potential payments upon termination with or without a change in control for named executive officer H. Carol Bernstein, assuming such events occurred on September 30, 2008. Footnotes describing the assumptions in calculations are included following the last table in this section, as is a description of the employment terms and plans providing benefits specified in the table below.

<b>Executive Benefits and Payments Upon Termination</b>	<b>Involuntary Not for Cause or Good Reason Termination</b>			
	<b>No Change in Control</b>	<b>In Connection with a Change in Control</b>	<b>Death</b>	<b>Disability</b>

<b>Termination</b>	<b>No Change in Control</b>	<b>a Change in Control</b>	<b>Death</b>	<b>Disability</b>
Salary Continuation		\$ 607,600		
Bonus Through Termination Date(2)		\$ 184,100		
Bonus Continuation(2)		\$ 368,200		
Contributions under Retirement Plans		\$ 61,863		
Accelerated Vesting of Stock Options(3)		\$ 55,475	\$ 55,475	\$ 55,475
Accelerated Vesting of Restricted Stock(4)		\$ 399,332	\$ 399,332	\$ 399,332
Post-termination Health Care(5)		\$ 20,000		
Outplacement Services		\$ 45,570		
280G Tax Gross Up		\$ 493,962		
<b>Total:</b>		<b>\$ 2,236,102</b>	<b>\$ 454,807</b>	<b>\$ 454,807</b>

(1) This figure reflects the lump sum value of twelve months of salary continuation.

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- (2) In accordance with the terms of the change in control agreements described below, for purposes of calculating the bonus through the termination date, the bonus amount for each named executive officer is equal to the greatest of: (i) the target bonus amount for the fiscal year in which the Change in Control occurs, (ii) the target bonus amount for the fiscal year in which the termination date occurs, and (iii) the highest bonus amount paid or payable to the named executive officer in respect of any of the three fiscal years preceding the fiscal year in which the Change in Control occurs. Assuming a Change in Control and termination date as of September 30, 2008, the bonus amounts for Mr. Noglows, Mr. Weisman, and Dr. Spiro represent the target bonus amounts for fiscal year 2008 (the fiscal year in which the Change in Control and the termination date occurred). The bonus amount for Mr. Johnson and Ms. Bernstein represents the highest bonus amount paid to Mr. Johnson and Ms. Bernstein in one of the three fiscal years preceding fiscal year 2008. The amount disclosed as bonus continuation for Mr. Noglows represents three times his bonus amount and the amount disclosed as bonus continuation for Mr. Johnson, Mr. Weisman, Dr. Spiro, and Ms. Bernstein represents two times their bonus amounts, each in accordance with the terms of the change in control agreements described below.
- (3) This figure represents the aggregate difference between the exercise price of the options and \$32.08, which was the fair market value of a share of our common stock on September 30, 2008. This figure does not include the value of vested but unexercised options. The table below sets forth the total value of all options, which includes the value of the accelerated options and the vested but unexercised options.

<b>Named Executive Officer</b>	<b>Total Value of Options</b>
Mr. Noglows	\$ 225,575
Mr. Johnson	\$ 60,360
Mr. Weisman	\$ 108,735
Dr. Spiro	\$ 124,435
Ms. Bernstein	\$ 58,790

For Mr. Noglows, the figure disclosed in the **No Change in Control** column represents the value of his outstanding and unexercisable options that were scheduled to vest during the twelve months following termination, in accordance with the terms of Mr. Noglows' employment agreement. For purposes of this table, the value of these options was also calculated assuming a market price of \$32.08, which was the fair market value of a share of our common stock on September 30, 2008.

In the event of a termination of service by reason of death or disability, the 2000 Equity Incentive Plan and the non-qualified stock option grant agreements provide that unvested options shall fully vest for all participants, including the named executive officers.

- (4) This figure represents the number of shares vested multiplied by \$32.08, which was the fair market value of the shares on September 30, 2008. This figure does not include the value of restricted stock that has already vested, including shares on deposit under our Executive Officer Deposit Share Program.

In the event of a termination of service by reason of death or disability, the 2000 Equity Incentive Plan and the restricted stock award agreements provide that unvested restricted stock shall fully vest for all participants, including the named executive officers.

- (5) This amount assumes comparable health care coverage to that which is currently provided under our existing plan. Our company is self-insured, therefore there is no employer contribution amount. We have estimated the

cost of post-termination health care to be \$10,000 per person per year. This amount could vary depending on the details of any new or replacement plan that may be in place in the event of a change in control.

Pursuant to the terms of the Company's equity incentive plan and the awards granted thereunder, the named executive officers receive the accelerated vesting of certain equity awards in the event of a Change in Control without termination of employment. The value of the accelerated vesting for each named executive officer, assuming a change in control, is the same value as disclosed in the "In Connection with a Change in Control" column above.

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### **Employment Agreements**

Pursuant to Mr. Noglows' November 3, 2003 employment agreement, if we terminate his employment without cause or Mr. Noglows terminates his employment because we breached the terms of his agreement, the Company must pay Mr. Noglows one year's base salary over the one year period following such termination and to allow any options that would vest during such period to vest during such time. Aside from the requirements set forth in the employment agreement, there are no other material conditions to receipt by Mr. Noglows of these termination benefits, although Mr. Noglows still would be subject to the terms of our standard confidentiality, intellectual property and non-competition agreement, which he entered into when he joined our company, and of the relevant stock option grant agreements. The amount and terms of this severance arrangement was determined by our compensation committee, in consultation with its compensation consultant, and included consideration of market practices for similar arrangements for other chief executive officers of comparable companies.

In addition to our agreement with Mr. Noglows, we have entered into an employment agreement with Dr. Spiro, under which we would be obligated to pay him one year's base salary over the one year period following such termination if we terminate his employment without cause. The amount and terms of this severance arrangement was determined by our compensation committee, in consultation with its compensation consultant, and included consideration of market practices for similar arrangements for other similarly-situated individuals. Aside from the requirements set forth in his employment agreement, there are no other material conditions to receipt by Dr. Spiro of the one year's base salary, although Dr. Spiro still would be subject to the terms of our standard confidentiality, intellectual property and non-competition agreement, which he entered into when he joined our company.

### **Change in Control Severance Protection Agreements**

We have entered into Change in Control Severance Protection Agreements ( "change in control agreements" ) with each of the named executive officers, our other executive officers, and certain key employees of our company, because we believe such agreements are valuable aspects in enabling a smooth transition and providing continuity of management in the event of a change in control of our company. The form of change in control agreement is available as Exhibit 10.23 to our Form 10-K filed on November 25, 2008. Under the change in control agreements, which were amended in 2008 to the extent necessary to comply with the American Jobs Creation Act, each executive officer, including the named executive officers, whose employment with us terminates (including an executive's voluntary termination of employment for either "good reason", as defined in the agreement, or during the thirty-day period commencing on the first anniversary of a "change in control"), other than for cause, disability, death, or certain other specified reasons, within thirteen months after a "change in control" of our company (as such term is defined in the agreements), is entitled to a severance benefit. The severance benefit includes:

accrued and unpaid compensation including: base salary, reimbursement for reasonable and necessary expenses incurred by the executive on our behalf through the date of termination, vacation pay and earned and unpaid bonuses and incentive compensation with respect to the period prior to the termination date;

the Bonus Amount (which is the greatest of (i) the executive's target bonus amount for the fiscal year in which the change in control occurs, (ii) the executive's target bonus amount for the fiscal year in which the termination date occurs, and (iii) the highest bonus paid or payable to the executive in respect of any of the three fiscal years preceding the fiscal year in which change in control occurs), pro-rated for the number of days that have elapsed in the fiscal year through the termination date;

two times (in the case of Mr. Johnson, Mr. Weisman, Dr. Spiro and Ms. Bernstein) or three times (in the case of Mr. Noglows), the executive's annual base salary plus the Bonus Amount plus an amount equal to the contributions made or credited by us under all qualified and non-qualified retirement plans for the benefit of the executive for the most recently completed plan year of each such plan (e.g., the 401(k) Plan and Supplemental Plan), payable in a lump sum;

health and welfare benefits (consistent with health and welfare benefits available to all employees for which they had been eligible prior to their termination) for 24 months (in the case of Mr. Johnson, Mr. Weisman,

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Dr. Spiro and Ms. Bernstein) or 36 months (in the case of Mr. Noglows) following the executive's termination date;

payment or reimbursement for the costs, fees and expense of outplacement assistance services, up to a maximum of fifteen percent of the executive's annual base salary; and

a full gross-up payment of any and all excise taxes assessed on amounts received under the change in control agreements, as well as all other taxes that may become due as a result of the gross-up payment.

Cause as defined in the agreements means (i) the willful and continued failure to perform substantially the duties reasonably assigned to the executive and (ii) the willful engaging in conduct that is demonstrably and materially injurious to the Company, monetarily or otherwise.

The agreements define Good Reason as the taking of actions by the Company that result in a material negative change in the executive's employment relationship, including (i) a change in the executive's status, title, position or responsibilities (including reporting responsibilities) which represents a material adverse change from those in effect immediately prior to the Change in Control, (ii) an assignment of the executive's duties or responsibilities that are materially inconsistent with his or her status, title, position or responsibilities as of immediately prior to the Change in Control, (iii) a material decrease in the executive's annual base salary below the rate in effect as of the Change in Control or as of any date following the Change in Control, whichever is greater (iv) relocation of the offices of the Company or operating unit at which the executive is principally employed that increases the executive's one-way commute by more than thirty-five (35) miles from the location of the offices occupied immediately prior to such relocation, or (v) any other action or inaction that constitutes a material breach by the Company of the agreement.

A Change in Control means (i) any person, together with all affiliates and associates (within the meaning of Rule 12b-2 promulgated under the Exchange Act), acquires beneficial ownership, directly or indirectly, or securities of the Company representing at least thirty percent (30%) of the combined voting power of the Company's then outstanding voting securities, (ii) during any period of twenty-four (24) consecutive months beginning on or after the date of the agreement, individuals who, at the beginning of that 24-month period, constitute the Board (the Incumbent Directors), cease for any reason to constitute at least a majority of the Board; provided, however, that a new director of the Company whose election or nomination for election as a director of the Company was approved by a vote of at least two-thirds of the Incumbent Directors will be deemed to be an Incumbent Director, (iii) one of the following events occur at a special or annual meeting of the Company's stockholder: (a) two or more nominees who are both (A) nominees of and endorsed by the Company and (B) not employees of the Company or any Affiliate at the time of the election are not elected to serve as directors; and (b) any person not a nominee of, and endorsed by, the Company is elected to serve as a director of the Company, (iv) the consummation of: (a) a merger, consolidation or reorganization involving the Company, unless the merger, consolidation or reorganization is a Non-Control Transaction, ; or (b) an agreement for the sale or other disposition of all or substantially all of the assets of the Company to any Person (other than a transfer to a Change in Control Subsidiary), or (v) the stockholders of the Company approve a complete liquidation or dissolution of the Company. Notwithstanding the foregoing, a Change in Control will not be deemed to occur solely because a person acquires beneficial ownership of more than the permitted amount of the then outstanding voting securities as a result of the acquisition of voting securities by the Company which, by reducing the number of voting securities then outstanding, increases the percentage of shares beneficially owned by the person. Notwithstanding the foregoing, if a Change in Control would occur but for the operation of the preceding sentence as a result of the acquisition of voting securities by the Company, and after that acquisition by the Company, the person described in the preceding sentence increases the percentage of then outstanding voting securities he or she owns, a Change in Control will occur.

We also have similar change in control severance protection agreements providing for two times severance benefits in place with our other executive officers (with the exception of our Principal Accounting Officer, Thomas S. Roman, whose agreement provides for one times severance benefits). Under the change in control agreements, all amounts accrued or awarded to the executive officers under any incentive compensation or benefit plan, including options and restricted stock awarded under the 2000 Equity Incentive Plan, will immediately vest on each executive's respective termination date if the executive is entitled to severance benefits.



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Our board of directors and compensation committee determined the terms and conditions of the change in control severance protection agreements, including the severance benefit payable, and the triggering events for the payment of such severance benefit, pursuant to such agreement, in consultation with their compensation consultants and our financial and other advisors, and considered external practices at similarly situated companies regarding change in control arrangements.

**Treatment of Equity Awards**

The 2000 Equity Incentive Plan provides that an award shall immediately terminate on the date a participant's service terminates, unless otherwise set forth in an award agreement. Similarly, in the event of a Change in Control, the compensation committee has the discretion to provide for accelerated vesting in an award agreement. In the event of a Change in Control that is a merger or consolidation in which the Company is not the surviving corporation or that results in the acquisition of substantially all of the Company's outstanding stock or in the event of a sale or transfer of all or substantially all of the Company's assets (a Covered Transaction), the compensation committee has the discretion to provide for the termination of all outstanding options as of the effective date of the Covered Transaction; provided, that, if the Covered Transaction follows a Change in Control or would give rise to a Change in Control, no option will be terminated prior to the expiration of twenty days following the later of: (i) the date on which the award became fully exercisable and (ii) the date on which the participant receive written notice of the Covered Transaction.

Under the 2000 Equity Incentive Plan, Change in Control means: (a) any person as such term is used in Sections 13(d) and 14(d) of the 1934 Act (other than (i) the Company, (ii) any subsidiary of the Company, (iii) any trustee or other fiduciary holding securities under an employee benefit plan of the Company or of any subsidiary of the Company, or (iv) any company owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company), is or becomes the beneficial owner (as defined in Section 13(d) of the 1934 Act), together with all Affiliates and Associates (as such terms are used in Rule 12b-2 of the General Rules and Regulations under the 1934 Act) of such person, directly or indirectly, of securities of the Company representing thirty percent (30%) or more of the combined voting power of the Company's then outstanding securities; (b) the consummation of a merger or consolidation of the Company with any other company, other than (i) a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity), in combination with the ownership of any trustee or other fiduciary holding securities under an employee benefit plan of the Company or any subsidiary of the Company, at least sixty percent (60%) of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation or (ii) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) after which no person (with the method of determining beneficial ownership used in clause (a) of this definition) owns more than thirty percent (30%) of the combined voting power of the securities of the Company or the surviving entity of such merger or consolidation; or (c) during any period of two consecutive years (not including any period prior to the execution of the Plan), individuals who at the beginning of such period constitute the Board, and any new director (other than a director designated by a person who has conducted or threatened a proxy contest, or has entered into an agreement with the Company to effect a transaction described in clause (a), (b) or (d) of this definition) whose election by the Board or nomination for election by the Company's stockholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved cease for any reason to constitute at least a majority thereof; or (d) the stockholders of the Company approve a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets.

Pursuant to the non-qualified stock option grant agreements, the option grants will become fully vested in the event of a Change in Control (as defined in the 2000 Equity Incentive Plan). In the event of a Change in Control that

constitutes a Covered Transaction, the compensation committee may, in its sole discretion, terminate any or all outstanding options as of the effective date of the Covered Transaction; provided that the compensation committee may not terminate an option outstanding under the agreement earlier than twenty days following the later of: (i) the date on which the award became fully vested and (ii) the date on which the participant received written notice of the

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Covered Transaction. In the event of a termination of service by reason of death or Disability, then any unvested portion of the options will become fully vested. Disability has the meaning provided under (i) first, an employment agreement between the executive and the Company, (ii) second, if no employment agreement exists, the long-term disability program maintained by the Company or any governmental entity covering the Participant, or (iii) third, if no such agreement or program exists, permanent and total disability within the meaning of Section 22(e)(3) of the Code.

Pursuant to the restricted stock award agreements, the awards will become fully vested and all restrictions will lapse in the event of a participant's death, Disability, or Change in Control (as defined in the 2000 Equity Incentive Plan). Disability has the meaning provided under (i) first, an employment agreement between the participant and the Company, (ii) second, if no such employment agreement exists, the long-term disability program maintained by the Company or any governmental entity covering the Participant, or (iii) third, if no such agreement or program exists, as defined under local law.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

### *Certain Relationships*

At present we have no related party transactions and there are no currently proposed related party transactions.

### *Related Party Transactions*

Although at present we have no related party transactions, we may from time to time enter into transactions with related persons. Related persons include our directors and executive officers, nominees for director, 5% or more beneficial owners of our common stock, and immediate family members of such persons. As set forth in our audit committee charter, a current copy of which is attached to this proxy statement as Appendix A and is also available on our website at [www.cabotcmp.com](http://www.cabotcmp.com), any related person transaction must be reviewed and approved in advance by our audit committee. All of our employees, including our executive officers, and directors are subject to our Code of Business Conduct, which is available on our website. Our Code of Business Conduct prohibits any relationship that may present, or appears to present, a conflict of interest with our company. Among other things, this includes a prohibition on the holding of more than a nominal financial interest in any publicly held company with whom we do business or compete, and prohibits any financial interest in such entities if they are privately held. Any request for waiver of our Code of Business Conduct for our directors and executive officers may be approved only by our board of directors; to date, no such waivers have been requested or approved. In addition to the provisions of our Code of Business Conduct, our nominating and corporate governance committee charter and our corporate governance guidelines, both of which are also available on our website, also contain provisions requiring the review of potential conflicts of interest of prospective and current directors and the requirement of notification, and offer of tender of resignation, by directors, and review by the nominating and corporate governance committee and the board of directors of any change in employment or for-profit board membership status.

### *Indemnification*

Our bylaws and our certificate of incorporation require us to indemnify our directors and officers to the fullest extent authorized by the Delaware General Corporation Law. We have entered into indemnification agreements with all of our directors and executive officers in which we confirm that we will provide to them the indemnification rights provided for in our bylaws and agree to maintain directors' and officers' liability insurance on their behalf.

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**RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS**

PricewaterhouseCoopers LLP, an independent registered public accounting firm, audited our financial statements for fiscal year 2008, and has been selected by the audit committee of our board of directors to audit our financial statements for fiscal year 2009. A representative of PricewaterhouseCoopers LLP is expected to attend our annual meeting, where he will have the opportunity to make a statement, if he desires, and will be available to respond to appropriate questions.

Stockholder ratification of the selection of PricewaterhouseCoopers LLP as our independent auditors is not required by our bylaws or otherwise. However, our board is submitting the selection of PricewaterhouseCoopers LLP to our stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the selection, our audit committee will review its future selection of auditors. Even if the selection is ratified, the audit committee, in its discretion, may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of our company and our stockholders.

For information regarding audit and other fees billed by PricewaterhouseCoopers LLP for services rendered in fiscal year 2008 and fiscal year 2007, see FEES OF INDEPENDENT AUDITORS AND AUDIT COMMITTEE REPORT Fees Billed by Independent Auditors, above.

***Our board of directors recommends that you vote FOR the ratification of the selection of our independent auditors.***

**2010 ANNUAL MEETING OF STOCKHOLDERS**

The 2010 annual meeting of stockholders is presently scheduled to be held on Tuesday, March 2, 2010. Any proposals of stockholders intended for inclusion in the proxy statement for our 2010 annual meeting of stockholders must be received by the Secretary of our company at our offices at 870 North Commons Drive, Aurora, Illinois 60504, by Thursday, September 17, 2009. If a stockholder of the company intends to present a proposal at the 2010 annual meeting of stockholders, such stockholder must comply with the advance notice provisions of our bylaws. Those provisions require that such proposal must be received by our Secretary at 870 North Commons Drive, Aurora, Illinois 60504, not earlier than Tuesday, November 3, 2009 and not later than Thursday, December 3, 2009. Subject to certain exceptions set forth in our bylaws, such proposals must contain specific information concerning the person to be nominated or the matters to be brought before the meeting and concerning the stockholder submitting the proposal.

**HOUSEHOLDING OF PROXY MATERIALS**

The SEC has adopted rules that permit companies and intermediaries (e.g. brokers) to satisfy the delivery requirements with respect to two or more stockholders sharing the same address by delivering a single Notice of Internet Availability of Proxy Materials addressed to those stockholders. This process, which is commonly referred to as householding, potentially means additional convenience for stockholders and cost savings for companies.

A number of brokers with acountholders who are stockholders will be householding the Notice of Internet Availability of Proxy Materials. As indicated in the notice previously provided by these brokers to stockholders, a single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from an affected stockholder. Once you have received notice from your broker or us that they will be householding communications to your address, householding will continue until you are notified otherwise.

Stockholders who received a householded mailing this year and would like to have additional copies of the Notice of Internet Availability of Proxy Materials mailed to them, or would like to opt out of this practice for future mailings should submit a written request to our transfer agent, Computershare Trust Company, N.A., at P.O. Box 43010, Providence, Rhode Island 02940-3010 Attention: Shareholder Inquiries. We will promptly send additional copies of the Notice of Internet Availability of Proxy Materials upon receipt of such request.

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Stockholders who currently receive multiple copies of the Notice of Internet Availability of Proxy Materials at their address and would like to request householding of their communications should contact their broker or, if a stockholder is a direct holder of shares of our common stock, they should submit a written request to our transfer agent, Computershare Trust Company, N.A., at P.O. Box 43010, Providence, Rhode Island 02940-3010 Attention: Shareholder Inquiries.

**VOTING THROUGH THE INTERNET OR BY TELEPHONE**

Our stockholders voting through the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, that must be borne by the stockholder. To vote by telephone if you are a record holder of our common stock, call toll free 1-800-690-6903 and follow the instructions provided by the recorded message. To vote by telephone if you are a beneficial owner of our common stock, call the toll free number listed in your Proxy Card or follow the instructions provided by your broker. To vote through the Internet, log on to the Internet and go to [www.proxyvote.com](http://www.proxyvote.com) and follow the steps on the secured website. You also may access the proxyvote website by going to our website, [www.cabotcmp.com](http://www.cabotcmp.com), selecting Investor Relations on our Homepage, and then selecting Proxy Materials from the Investor Information section on the left side of the Investor Relations page.

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*Appendix A*

**CABOT MICROELECTRONICS CORPORATION**

**AUDIT COMMITTEE CHARTER**

**Purpose**

The purpose of the Audit Committee (the *Committee*) of the Board of Directors (the *Board*) of Cabot Microelectronics Corporation (the *Company*) is to oversee the Company's accounting and financial reporting processes and the audit of its financial statements. The Committee is responsible for overseeing the Company's accounting and system of internal controls, the quality and integrity of the Company's financial reports and the independence and performance of the Company's independent public accountants responsible for the annual audit and quarterly reviews of the Company's financial statements ( *independent auditor* ). In so doing, the Committee should endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, the independent auditor, the senior and financial management of the Company, and with any employees of the Company or other individuals who desire to bring accounting, internal accounting controls, auditing, or other matters to the Committee's attention.

In the exercise of its oversight responsibilities, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements fairly present the Company's financial position and results of operation and are in accordance with generally accepted accounting principles. Instead, such duties remain the responsibility of management and the independent auditor. Nothing contained in this charter is intended to alter or impair the operation of the *business judgment rule* as interpreted by the courts under the Delaware General Corporation Law. Further, nothing contained in this charter is intended to alter or impair the right of the members of the Committee under the Delaware General Corporation Law to rely, in discharging their responsibilities, on the records of the Company and on other information presented to the Committee, Board or Company by officers of employees or by outside experts such as the independent auditor.

**Membership**

The Committee shall consist of at least three members of the Board. The members shall be appointed by action of the Board, upon recommendation of the Nominating and Corporate Governance Committee, and shall serve at the discretion of the Board. Each Committee member shall satisfy the *independence* and other requirements of relevant law, including rules adopted by the Securities and Exchange Commission ( *SEC* ), and the NASDAQ Stock Market LLC ( *NASDAQ* ). At least one member of the Committee shall satisfy the *financial expert* requirements of relevant law, including rules adopted by the SEC, and NASDAQ. Each member of the Committee shall be able to read and understand financial statements at the time of his or her appointment.

**Committee Organization and Procedures**

1. The Chair of the Committee shall be appointed by the Board by majority vote. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee.
2. The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so. Members of the Committee may participate telephonically in any meeting. A majority of the members of the

Committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

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3. The Committee shall meet as frequently as the Committee in its discretion deems desirable.
4. The Committee may, in its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, outside counsel, the director of internal audit and other personnel employed or retained by the Company, the Board or the Committee. The Committee shall meet periodically and as it deems appropriate with the independent auditor or the director of internal audit, outside counsel or other advisors in separate executive sessions to discuss any matters that the Committee believes should be addressed privately, without management's presence, and also shall meet periodically and as it deems appropriate in separate executive sessions with the Company's management.
5. The Committee may, in its discretion, retain and utilize the services of the Company's regular corporate legal counsel with respect to legal matters or its other advisors with respect to other matters or, at its discretion, retain other legal counsel or other advisors if it determines that such counsel or advice is necessary or appropriate under the circumstances.
6. The Committee shall have its own funding from the Company to pay for the services of the Company's independent auditors and any legal counsel or other advisors that are retained by the Committee.
7. The Secretary and General Counsel of the Company shall serve as Secretary of the Committee.

**Responsibilities**

*Independent Auditor*

8. The Committee has the sole and direct responsibility for selecting, appointing, terminating, compensating and overseeing the Company's independent auditor, as well as for resolving any disagreements between the independent auditors and management. The Committee shall only retain as independent auditor a firm, including representatives of the firm responsible for the Company's audit, that meets the requirements of relevant law, the Public Company Accounting Oversight Board, the SEC and NASDAQ. The independent auditor shall be ultimately accountable to the Committee for all matters, including the audit of the Company's annual financial statements and related services. The Committee shall select, appoint and periodically evaluate the performance of the independent auditor and, if necessary, replace the independent auditor. At the discretion of the Committee or to the extent required by relevant law, NASDAQ or the SEC, the Committee shall recommend to the Board the nomination of the independent auditor for stockholder approval at any meeting of stockholders.
9. The Committee shall pre-approve the fees to be paid to the independent auditor and any other terms of the engagement of the independent auditor for any and all services (whether auditing services, audit-related services, tax services or permitted other (non-audit) services), to be provided by the independent auditor, in advance of such services being provided. The Committee may delegate such pre-approval of services to the Committee Chair, and the Committee Chair shall provide subsequent notification to the Committee of any such pre-approval at the next scheduled meeting of the Committee.
10. The Committee shall receive from the independent auditor and review, at least annually, a written statement delineating all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard 1. The Committee shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor. If the Committee determines that further inquiry is advisable, the Committee shall take any appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

*Annual Audit*

11. The Committee shall meet with the independent auditor and management of the Company in connection with each annual audit to discuss the scope of the audit and the procedures to be followed.
12. The Committee shall review and discuss the audited financial statements with the management of the Company.

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13. The Committee shall discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 as then in effect including, among others, (i) the methods used to account for any significant unusual transaction reflected in the audited financial statements; (ii) the effect of significant and critical accounting policies in any controversial or emerging areas for which there is a lack of authoritative guidance or a consensus to be followed by the independent auditor; (iii) the process used by management in formulating particularly sensitive accounting estimates and the basis for the independent auditor's conclusions regarding the reasonableness of those estimates; and (iv) any disagreements with management over the application of accounting principles, the basis for management's accounting estimates or the disclosures in the financial statements.

14. The Committee shall, based on the review and discussions in paragraphs 11, 12, and 13 above, and based on the disclosures received from the independent auditor regarding its independence and discussions with the independent auditor regarding such independence in paragraph 10 above, recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

15. The Committee shall review and discuss with management, including the director of internal audit and, at its discretion, any provider of internal audit services, and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

### *Quarterly Review*

16. The independent auditor is required to review the interim financial statements to be included in any Form 10-Q of the Company using professional standards and procedures for conducting such reviews, as established by generally accepted auditing standards as modified or supplemented by the SEC, prior to the filing of the Form 10-Q. The Committee shall discuss with management and the independent auditor in person, at a meeting, or by conference telephone call, the results of the quarterly review including such matters as significant adjustments, management judgments, accounting estimates, significant new accounting policies and disagreements with management. The Chair may represent the entire Committee for purposes of this discussion.

### *Internal Controls*

17. The Committee shall discuss with the independent auditor and the director of internal audit, as well as management, at least quarterly, the adequacy and effectiveness of the accounting, financial and internal controls of the Company, and consider any recommendations for improvement of such internal control procedures.

18. The Committee shall be provided, and discuss with, the independent auditor and with management any material written communications between the independent auditor and management, including any summary of aggregated deficiencies or management letter provided by the independent auditor (or other auditor) and any other significant matters brought to the attention of the Committee by the independent auditor (or other auditor) as a result of its annual or other audit. The Committee should allow management adequate time to consider any such matters raised by the independent auditor (or other auditor).

19. The Committee shall meet with the Company's Chief Executive Officer, Chief Financial Officer, and other Company management as appropriate and as required by relevant law, including rules adopted by the SEC and NASDAQ, on a regular basis to discuss the Company's internal controls structure and procedures and status, and disclosure controls and procedures and status.

### *Internal Audit*

20. The Committee shall review and preapprove the selection of the Company's director of internal audit, and any termination of employment of such person. The Committee shall be notified in advance of, and at its discretion review and preapprove, the selection of any other provider of internal audit services. The Chair may represent the entire Committee for purposes of these matters.

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21. The Committee shall discuss at least quarterly with the director of internal audit and, at its discretion other provider(s) of internal audit services (if any), the activities and organizational structure of the Company's internal audit function and the qualification of the primary personnel performing such function.

22. Management shall furnish to the Committee Chairman a copy of each internal audit report, and provide summaries thereof to the Committee, to whom it shall furnish a copy of each internal audit report if so requested by the Committee or any of its members.

23. The Committee shall, at its discretion, meet with the director of internal audit and other provider(s) of internal audit services (if any) to discuss any reports or any other matters brought to the attention of the Committee by the director of internal audit or other provider(s) of internal audit services (if any).

24. The director of internal audit and other provider(s) of internal audit services (if any) shall be granted unfettered access to the Committee.

*Other Responsibilities*

25. The Committee shall review and reassess the Committee's charter at least annually and submit any recommended changes to the Board for its consideration.

26. The Committee shall review and assess the Committee's fulfillment of its responsibilities pursuant to the Committee's charter at least annually and submit its conclusions in this regard to the Board for its consideration.

27. The Committee shall provide the report for inclusion in the Company's Annual Proxy Statement required by Item 407 of Regulation S-K of the SEC.

28. The Committee shall establish procedures in compliance with requirements of relevant law, including rules adopted by the SEC, and NASDAQ, for addressing matters and complaints brought to the Committee's attention by employees of the Company or other individuals regarding accounting, internal accounting controls, auditing, or other matters, and shall ensure that such complaints brought by employees are treated confidentially and anonymously to the extent required by law.

29. The Committee shall be responsible for receiving, dealing with, and responding to legal compliance reports relating to actual or alleged material violations of the securities laws, material breaches of fiduciary duties, or similar material violations.

30. The Committee shall review and approve any related party transaction in advance of the Company's entering into any such related party transaction, and shall subsequently inform the Board of any such approval.

The Committee, through its Chair, shall report periodically, as deemed necessary or desirable by the Committee, but at least following its regularly scheduled meetings, to the full Board regarding the Committee's actions and recommendations, if any.

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*Appendix B*

**CABOT MICROELECTRONICS CORPORATION**

**AUDIT COMMITTEE PRE-APPROVAL POLICY FOR SERVICES TO BE PROVIDED  
BY INDEPENDENT AUDITOR**

The Audit Committee (the *Committee*) of Cabot Microelectronics Corporation (the *Corporation*) has the sole and direct responsibility for selecting, appointing, terminating, compensating and overseeing the Company's independent auditor, as well as for resolving any disagreements between the independent auditors and management. Pursuant to the Committee's Charter, the Committee is required to pre-approve the audit and non-audit services performed by the Corporation's independent auditor in order to assure that the provision of such services does not impair the auditor's independence. Each type of service provided by the independent auditor will require specific pre-approval at a particular fee level by the Committee.

The Committee, through the Controller of the Corporation or another designated individual, will maintain a list of the Audit, Audit-related, Tax and All Other services that have been pre-approved by the Committee as of the particular date of the relevant list (the *List*), and will revise the list periodically, based on subsequent determinations of the Committee. The term of any pre-approval is twelve (12) months from the date of pre-approval, unless the Committee specifically provides for a different period.

**I. Delegation**

The Committee has delegated pre-approval authority to the Chairman of the Committee, and may delegate such pre-approval authority to other members of the Committee. The Chairman will report any pre-approval decisions to the Committee no later than at its next scheduled meeting. The Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

**II. Audit Services**

The annual Audit services engagement terms and fees will be subject to the specific pre-approval of the Committee. The Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope or other matters.

In addition to the annual Audit services engagement approved by the Committee, the Committee may grant pre-approval for other Audit services, which are those services that only the independent auditor reasonably can provide and such Audit services will be placed on the List. All other Audit services not on the List must be separately pre-approved by the Committee.

**III. Audit-Related Services**

Audit-related services, including internal control-related services, are assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and that are traditionally performed by the independent auditor. The Committee believes that the provision of Audit-related services does not impair the independence of the auditor. The List will contain the pre-approved Audit-related services. All other Audit-related services not on the List, and all internal control-related services, must be separately pre-approved by the Committee.



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**IV. Tax Services**

The Committee believes that the independent auditor can provide Tax services to the Corporation such as tax compliance, tax planning and tax advice without impairing the auditor's independence. However, the Committee will not permit the retention of the independent auditor in connection with a transaction initially recommended by the independent auditor, the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The List will contain those Tax services that the Committee has pre-approved. All other Tax services not on the List must be separately pre-approved by the Committee.

**V. All Other Services**

The Committee may grant pre-approval to those permissible non-audit services classified as All Other services that it believes are routine and recurring services, and would not impair the independence of the auditor. The List will contain All Other services that the Committee has pre-approved. Permissible All Other services not on the List must be separately pre-approved by the Committee.

A list of the Security and Exchange Commission's (SEC's) prohibited non-audit services is attached to this policy as Exhibit 1. The SEC's rules and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

**VI. Pre-Approval Fee Levels**

At the time of pre-approval of services to be provided by the independent auditor, the Committee will establish an approved fee level for such services. Any increase in the fee level for such services will require additional specific pre-approval by the Committee.

**VII. Supporting Documentation**

With respect to each proposed pre-approved service, the Committee will be provided with detailed back-up documentation, regarding the specific services to be provided.

**VIII. Procedures**

Requests to provide services will be submitted to the Committee by both the independent auditor and the Corporation's Chief Financial Officer, Treasurer, Controller, or other designated officer, and each will state whether, in their view, the request is consistent with the SEC's rules on auditor independence.



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**EXHIBIT 1**

**PROHIBITED NON-AUDIT SERVICES**

Bookkeeping or other services related to the accounting records or financial statements of the audit client\*

Financial information systems design and implementation

Appraisal or valuation services\*, fairness opinions or contribution-in-kind reports

Actuarial services\*

Internal audit outsourcing services\*

Management functions

Human resources

Broker-dealer, investment adviser or investment banking services

Legal services

Expert services unrelated to the audit

(\* may be allowed in limited circumstances if reasonable to conclude that the results of these services will not be subject to audit procedures; check relevant SEC rules)

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CABOT MICROELECTRONICS CORPORATION 870 NORTH COMMONS DRIVE AURORA, IL 60504 VOTE BY INTERNET - www.proxyvote.com Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form. VOTE BY PHONE

1-800-690-6903 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions. VOTE BY MAIL Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years. TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: CABMC1 KEEP THIS PORTION FOR YOUR RECORDS DETACH AND RETURN THIS PORTION ONLY THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. CABOT

MICROELECTRONICS CORPORATION For Withhold For All To withhold authority to vote for any individual All All Except nominee(s), mark For All Except and write the A number(s) of the nominee(s) on the line below. A A Proposals The of Directors Board recommends a vote FOR all the nominees 0 0 0 listed and FOR Proposal 2. Vote on Directors 1. Election of Directors Nominees: 01) John P. Frazee, Jr. 02) Barbara A. Klein 03) William P. Noglows Vote on Proposal For Against Abstain 2. Ratification of the selection of PricewaterhouseCoopers LLP as the company s independent auditors for fiscal year 2009. 0 0 0 3. In their discretion upon such other business as may properly come before the meeting or any adjournment thereof. B Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below Please sign exactly as name(s) appears(s) hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title. Signature [PLEASE SIGN WITHIN Date Signature (Joint Owners) Date BOX]

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IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. T CABMC2 Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting: The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com) and [www.cabotcmp.com](http://www.cabotcmp.com). Proxy CABOT MICROELECTRONICS CORPORATION ANNUAL MEETING OF STOCKHOLDERS MARCH 3, 2009 THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY The undersigned stockholder of CABOT MICROELECTRONICS CORPORATION, a Delaware corporation (the Company ), hereby appoints William P. Noglows and H. Carol Bernstein, and each of them, proxies and attorneys-in-fact of the undersigned, each with full power of substitution, to attend and act for the undersigned at the Annual Meeting of Stockholders to be held on Tuesday, March 3, 2009 at 8:00 a.m., local time at Cabot Microelectronics Corporation, 870 North Commons Drive, Aurora, Illinois 60504, and at any adjournments or postponements thereof, and in connection therewith to vote and represent all of the shares of common stock of the Company which the undersigned would be entitled to vote. Each of the above-named proxies at said meeting, either in person or by substitute, shall have and exercise all of the powers said hereunder. In their discretion, each of the above-named proxies is authorized to vote upon such other business incident to the conduct of the Annual Meeting as may properly come before the meeting or any postponements or adjournments thereof. The undersigned hereby revokes all prior proxies given by the undersigned to vote at said meeting. If no instructions are indicated herein, this proxy will be treated as a grant of authority to vote for the proposals and any other matters to be voted upon at the Annual Meeting or at any postponements or adjournments thereof. SEE REVERSE SIDE CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE SEE REVERSE SIDE