

# NANOMETRICS INC

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/04/17

Address	1550 BUCKEYE DRIVE MILPITAS, CA 95035
Telephone	408-435-9600
CIK	0000704532
Symbol	NANO
SIC Code	3829 - Measuring and Controlling Devices, Not Elsewhere Classified
Industry	Semiconductor Equipment & Testing
Sector	Technology
Fiscal Year	12/27

**SCHEDULE 14A INFORMATION**

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

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

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

**NANOMETRICS INCORPORATED**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:  
\_\_\_\_\_
2. Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
4. Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
5. Total fee paid:  
\_\_\_\_\_
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
6. Amount Previously Paid:  
\_\_\_\_\_
7. Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
8. Filing Party:  
\_\_\_\_\_
9. Date Filed:  
\_\_\_\_\_

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 23, 2017**

**NANOMETRICS INCORPORATED**

NANOMETRICS INCORPORATED  
1550 BUCKEYE DRIVE  
MILPITAS, CA 95035

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 27, 2017

**Date:** May 23, 2017      **Time:** 9:00 AM PDT

**Location:** Neometrics Incorporated  
1550 Buckeye Drive  
Milpitas, CA 95035

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

— Before You Vote —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Notice and Proxy Statement    2. Annual Report

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com)

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 09, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

**Nominees**

- 01) J. Thomas Bentley      02) Edward J. Brown Jr.      03) Robert Deuster      04) Bruce C. Rhine      05) Christopher A. Seass  
06) Timothy J. Stultz PhD      07) Christine A. Tsingos

The Board of Directors recommends you vote FOR proposals 2.

2. To approve, on an advisory basis, the compensation of Nanometrics' named executive officers, as disclosed in the proxy statement.

The Board of Directors recommends you vote 1 YEAR on proposal 3.

3. To approve, on an advisory basis, the frequency of advisory votes on executive compensation.

The Board of Directors recommends you vote FOR proposals 4, 5 and 6.

4. To approve the Nanometrics Incorporated 2017 Executive Performance Bonus Plan.  
5. To approve the Nanometrics Incorporated Amended and Restated 2005 Equity Incentive Plan.

6. To ratify the appointment of PricewaterhouseCoopers LLP as Nanometrics' independent registered public accounting firm of Nanometrics for its fiscal year ending December 30, 2017.

**NOTE:** All directors are up for election and, if elected, will each serve for a term of one year or until his/her respective successor has been duly elected and qualified.

