
Section 1: DEFA14A (DEFA14A)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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 Section 240.14a-12

PLANTRONICS, INC.

(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:
- 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.
 1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:
 3. Filing Party:
 4. Date Filed:
-
-



PLANTRONICS, INC.
345 ENCINAL STREET
SANTA CRUZ, CA 95060

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 8:59 P.M. PT on July 26, 2020. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

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.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 8:59 P.M. PT on July 26, 2020. 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.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D18920-P41427

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

PLANTRONICS, INC.

The Board of Directors recommends you vote FOR the following:

- | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. Election of Directors | For | Against | Abstain |
| Nominees: | | | |
| 1a. Robert Hagerty | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1b. Marv Tseu | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1c. Frank Baker | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1d. Kathy Crusco | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1e. Brian Dexheimer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1f. Gregg Hammann | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1g. John Hart | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1h. Guido Jouret | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1i. Marshall Mohr | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1j. Daniel Moloney | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote FOR proposals 2, 3, 4 and 5.

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 2. Approve the amendment and restatement of the Plantronics, Inc. 2002 Employee Stock Purchase Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approve the amendment and restatement of the Plantronics, Inc. 2003 Stock Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of Plantronics, Inc. for fiscal year 2021. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Approve, on an advisory basis, the compensation of Plantronics Inc.'s named executive officers. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

NOTE: Transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Please indicate if you plan to attend this meeting.

<input type="checkbox"/>	<input type="checkbox"/>
Yes	No

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date



Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice, Proxy Statement and Annual Report are available at www.proxyvote.com.

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**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
PLANTRONICS, INC.
2020 ANNUAL MEETING OF STOCKHOLDERS
July 27, 2020**

The undersigned stockholder of PLANTRONICS, INC., a Delaware corporation, hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement, each dated June 16, 2020 and hereby appoints Robert Hagerty, Chuck Boynton and Mary Huser, and each of them, proxies and attorneys-in-fact, with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the 2020 Annual Meeting of Stockholders of PLANTRONICS, INC. to be held on July 27, 2020 at 10:00 a.m. PDT, at 6001 America Center Drive, San Jose, CA 95002 and at any adjournment thereof, and to vote all shares of Common Stock which the undersigned would be entitled to vote if then and there personally present, on the matters set forth on the reverse side.

THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO CONTRARY DIRECTION IS INDICATED, WILL BE VOTED FOR EACH OF THE NOMINEES FOR THE BOARD OF DIRECTORS LISTED IN THE PROXY STATEMENT, FOR THE APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE PLANTRONICS, INC. 2002 EMPLOYEE STOCK PURCHASE PLAN, FOR THE APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE PLANTRONICS, INC. 2003 STOCK PLAN, FOR THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2021, FOR THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF PLANTRONICS' NAMED EXECUTIVE OFFICERS, AND AS SAID PROXY HOLDERS DEEM ADVISABLE ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING AND ANY ADJOURNMENTS THEREOF TO THE EXTENT AUTHORIZED BY RULE 14(a)-4(c) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

Continued and to be dated and signed on reverse side

***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on July 27, 2020.**

PLANTRONICS, INC.

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PLANTRONICS, INC.
345 ENCINAL STREET
SANTA CRUZ, CA 95060

Meeting Information

Meeting Type: Annual Meeting
For holders as of: June 1, 2020
Date: July 27, 2020 **Time:** 10:00 a.m. PDT
Location: 6001 America Center Drive
San Jose, CA 95002

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

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 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:

NOTICE & PROXY STATEMENT 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.

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
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: 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 June 14, 2020 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. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) 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:

- 1a. Robert Hagerty
- 1b. Marv Tseu
- 1c. Frank Baker
- 1d. Kathy Crusco
- 1e. Brian Dexheimer
- 1f. Gregg Hammann
- 1g. John Hart
- 1h. Guido Jouret
- 1i. Marshall Mohr
- 1j. Daniel Moloney

The Board of Directors recommends you vote FOR proposals 2, 3, 4 and 5.

- 2. Approve the amendment and restatement of the Plantronics, Inc. 2002 Employee Stock Purchase Plan.
- 3. Approve the amendment and restatement of the Plantronics, Inc. 2003 Stock Plan.
- 4. Ratify the appointment of Pricewaterhouse-Coopers LLP as the independent registered public accounting firm of Plantronics, Inc. for fiscal year 2021.
- 5. Approve, on an advisory basis, the compensation of Plantronics Inc.'s named executive officers.

NOTE: Transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

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