ADT Corp
Form DEF 14A
January 27, 2014
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE

SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant x　　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))**
x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

The ADT Corporation

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

x 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:

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The ADT Corporation

1501 Yamato Road

Boca Raton, Florida 33431

January 27, 2014

Dear ADT Stockholder:

You are cordially invited to attend The ADT Corporation 2014 Annual Meeting of Stockholders (the Annual Meeting), which will be held at 8:30 a.m. Eastern Time, on Thursday, March 13, 2014 at the Embassy Suites Boca Raton, 661 NW 53rd Street, Boca Raton, Florida. Details of the business to be conducted at the Annual Meeting are given in the accompanying Notice of Annual Meeting and Proxy Statement, which provides information required by applicable laws and regulations.

In accordance with U.S. Securities and Exchange Commission rules, we are using the Internet as our primary means of furnishing proxy materials to stockholders. Because we are using the Internet, most stockholders will not receive paper copies of our proxy materials. We will instead send these stockholders a Notice of Internet Availability of Proxy Materials (the Notice) with instructions for accessing the proxy materials and voting via the Internet. This Notice also provides information on how stockholders may obtain paper copies of our proxy materials if they so choose. We believe use of the Internet makes the proxy distribution process more efficient, less costly and helps in conserving natural resources.

Your vote is important and we encourage you to vote whether you are a registered owner or a beneficial owner and whether or not you plan to attend the Annual Meeting. If you are a registered owner of ADT common stock and do not plan to vote in person at the Annual Meeting, you may vote via the Internet, by telephone or, if you receive a paper proxy card in the mail, by mailing the completed proxy card. Voting by any of these methods will ensure your representation at the Annual Meeting. If you are a beneficial owner and someone else, such as your bank, broker or trustee is the owner of record, the owner of record will communicate with you about how to vote your shares.

Thank you for your continued interest in ADT.

Yours sincerely,

Bruce Gordon

Chairman of the Board of Directors

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The ADT Corporation

Notice of 2014 Annual Meeting of Stockholders

Date:	Thursday, March 13, 2014
Time:	8:30 a.m. Eastern Time
Place:	Embassy Suites Boca Raton 661 NW 53rd Street Boca Raton, Florida 33487
Record Date:	January 15, 2014. You can vote if you were a stockholder of record at the close of business on the record date.
Mailing or Availability Date:	Beginning on or about January 27, 2014, this Notice of Annual Meeting and the 2014 Proxy Statement are being mailed or made available, as the case may be, to stockholders of record on January 15, 2014.
Proxy Voting:	**Your vote is important.** Proxy voting permits stockholders unable to attend the Annual Meeting to vote their shares through a proxy. Most stockholders are unable to attend the Annual Meeting. By appointing a proxy, your shares will be represented and voted in accordance with your instructions. If you sign the proxy card and do not provide instructions on how to vote, the proxies will vote as recommended by the Board of Directors. Most stockholders will not receive paper copies of our proxy materials and can vote their shares by following the Internet voting instructions provided on the Notice of Internet Availability of Proxy Materials. If you are a registered owner or beneficial owner and requested a paper copy of the proxy materials, you can vote your shares by proxy by completing and returning your proxy card or submitting voting instructions by completing and returning your voting instruction form, or by following the Internet or telephone voting instructions provided on the proxy card, or voting instruction form. You can change your voting instructions or revoke your proxy at any time prior to the Annual Meeting by following the instructions on page 2 of the 2014 Proxy Statement and on the proxy card.
Items of Business:	To elect the members of our Board of Directors, each as named in the attached Proxy Statement. To ratify the appointment of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for fiscal year 2014. To approve, in a non-binding vote, the compensation of the Company s named executive officers. To transact such other business as may properly come before the annual meeting or any adjournment thereof.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on March 13, 2014. The Company s 2014 Proxy Statement and 2013 Annual Report on Form 10-K are available online at *www.proxyvote.com*.

By Order of the Board of Directors,

N. David Bleisch

Senior Vice President, Chief Legal Officer and Corporate Secretary

January 27, 2014

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INFORMATION ABOUT THIS PROXY STATEMENT AND THE ANNUAL MEETING

Questions and Answers about Voting Your Shares

Why did I receive these proxy materials?

The ADT Corporation (ADT or the Company) has sent a Notice of Internet Availability of Proxy Materials and/or Notice of Annual Meeting and Proxy Statement, together with the enclosed proxy card, because ADT s Board of Directors is soliciting your proxy to vote at the Annual Meeting of Stockholders on March 13, 2014 (the Annual Meeting). This Proxy Statement contains information about the items being voted on at the Annual Meeting and important information about ADT. ADT s 2013 Annual Report on Form 10-K, which includes ADT s consolidated and combined financial statements for the fiscal year ended September 27, 2013 (the Annual Report), is enclosed with these materials. ADT has made these materials available to each person who is registered as a holder of its shares in its register of stockholders (such owners are often referred to as holders of record or registered stockholders) as of the close of business on January 15, 2014, the record date for the Annual Meeting. Any ADT stockholder as of the record date who does not receive Notice of the Annual Meeting and Proxy Statement, together with the enclosed proxy card or voting instruction card and the Annual Report, may obtain a copy at the Annual Meeting or by contacting ADT at (561) 322-4958 or investorrelations@adt.com.

ADT has requested that banks, brokerage firms and other nominees who hold ADT shares on behalf of the owners of the shares (such owners are often referred to as beneficial owners, beneficial stockholders or street name holders) as of the close of business on January 15, 2014 forward these materials, together with a voting instruction card, to those beneficial stockholders. ADT has agreed to pay the reasonable expenses of the banks, brokerage firms and other nominees for forwarding these materials.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials?

Pursuant to rules adopted by the U.S. Securities and Exchange Commission (the SEC), we have elected to provide stockholders access to our proxy materials over the Internet. We believe that this e-proxy process will expedite our stockholders receipt of proxy materials, lower our costs in connection with our Annual Meeting and reduce the environmental impact of our Annual Meeting. Accordingly, we sent a Notice of Internet Availability of Proxy Materials (the Notice) on or about January 27, 2014 to stockholders of record entitled to vote at the Annual Meeting. If you receive the Notice by mail, you will not receive a printed copy of the proxy materials unless you specifically request a printed copy.

All stockholders will have the ability to access the proxy materials on a website referred to in the Notice, to download printable versions of the proxy materials from our website or to request and receive a printed copy of the proxy materials from us. Instructions on how to access the proxy materials over the Internet or to request a printed

copy from us may be found on the Notice. If you receive paper copies of the proxy materials, a proxy card will also be enclosed.

Who is entitled to vote?

January 15, 2014 is the record date for the Annual Meeting. On January 15, 2014, there were 183,309,732 shares outstanding and entitled to vote at the Annual Meeting. Stockholders registered in our share register at the close of business on January 15, 2014 are entitled to vote at the Annual Meeting.

How many votes do I have?

Every holder of a share of common stock on the record date will be entitled to one vote per share for each Director to be elected at the Annual Meeting and to one vote per share on each other matter presented at the Annual Meeting.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Most of our stockholders hold their shares through a stockbroker, bank or other nominee rather than directly in their own name. As summarized below, there are some differences between shares held of record and those owned beneficially.

Stockholder of Record

If your shares are registered directly in your name, as registered shares entitled to voting rights, in our share register operated by our transfer agent, Wells Fargo Shareowner Services, you are considered, with respect to those shares, the stockholder of record and the Notice or, if requested, hard copies of these proxy materials are being sent to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to the Company officers named in the proxy card, or to grant a written proxy to any person (who does not need to be a stockholder), or to vote in person at the Annual Meeting. If you have received hard copies of the proxy materials, we have enclosed a proxy card for you to use in which you can elect to appoint Company officers as proxies.

Beneficial Owner

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and the Notice or, if requested, hard copies of these proxy materials are being forwarded to you by your broker, bank or other nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote your shares and are also invited to attend the Annual Meeting.

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INFORMATION ABOUT THIS PROXY STATEMENT AND THE ANNUAL MEETING CONTINUED

However, since you are not the stockholder of record, you may only vote these shares in person at the Annual Meeting if you follow the instructions described below under the headings How do I attend the Annual Meeting? and How do I vote? If you have received hard copies of the proxy materials, your broker, bank or other nominee has enclosed a voting instruction card for you to use in directing your broker, bank or other nominee as to how to vote your shares, which may contain instructions for voting by telephone or electronically.

How do I vote?

You can vote in the following ways:

By Mail: If you are a holder of record and elect to receive a hard copy of your proxy materials, you can vote by marking, dating and signing the proxy card and returning it by mail in the enclosed postage-paid envelope. If you beneficially own your shares and receive a voting instruction card, you can vote by following the instructions on your voting instruction card. Please refer to information from your bank, broker or other nominee on how to submit voting instructions.

By Internet or Telephone: You can vote over the Internet at ***www.proxyvote.com*** by following the instructions on the proxy card, voting instruction card or in the Notice of Internet Availability of Proxy Materials previously sent to you. You can vote using a touchtone telephone by calling 1-800-690-6903.

At the Annual Meeting: If you are planning to attend the Annual Meeting and wish to vote your shares in person, we will give you a ballot at the meeting. Stockholders who own their shares in street name are not able to vote at the Annual Meeting unless they have a proxy, executed in their favor, from their broker, bank or other nominee, the holder of record of their shares.

Even if you plan to be present at the Annual Meeting and you are a holder of record, we encourage you to complete and mail the enclosed card to vote your shares by proxy or vote by phone or the Internet. Telephone and Internet voting facilities for stockholders will be available 24 hours a day and will close at 11:59 p.m. Eastern Time on March 12, 2014. Mailed proxy cards must be received no later than March 12, 2014.

How do I vote by proxy given to a Company officer if I am a holder of record?

If you properly fill in your proxy card appointing an officer of the Company as your proxy and submit it to us in time to vote, your proxy, meaning one of the individuals named on your proxy card, will vote your shares as you have directed. If you sign the proxy card but do not indicate voting instructions, your proxy will vote your shares as recommended by the Board of Directors FOR each of the agenda items listed in this Proxy Statement.

If a new agenda item or a new motion or proposal for an existing agenda item is presented at the Annual Meeting, the Company officer acting as your proxy will vote in accordance with the recommendation of our Board of Directors. At the time we began printing this Proxy Statement, we knew of no matters that needed to be acted on at the Annual Meeting other than those described in this Proxy Statement.

Whether or not you plan to attend the Annual Meeting, we urge you to submit your proxy. Returning the proxy card or submitting your vote electronically will not affect your right to attend the Annual Meeting. You must return your proxy card by the times and dates specified therein in order for your vote to be counted.

How do I attend the Annual Meeting?

All stockholders are invited to attend and vote at the Annual Meeting. For admission to the Annual Meeting, if you are a stockholder of record, you should bring the admission ticket which is part of the enclosed proxy card and a form of photo identification to the Registered Stockholders check-in area, where your ownership will be verified. Those who beneficially own shares should come to the Beneficial Owners check-in area. To be admitted, if you are a beneficial owner, you must bring an account statement or letter from your bank, broker or nominee showing that you own ADT shares as of January 15, 2014 along with a form of photo identification. Registration will begin at 8:00 a.m., and the Annual Meeting will begin at 8:30 a.m.

What if I return my proxy but do not mark it to show how I am voting?

Your shares will be voted according to the instructions you have indicated. If you sign and return your proxy card but do not indicate instructions for voting, your shares will be voted: FOR the election of all nominees to the Board of Directors named on the proxy card; FOR the ratification of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for fiscal year 2014 and FOR the approval, in a non-binding vote, of the compensation of ADT s named executive officers. For any other matter which may properly come before the Annual Meeting, and any adjournment or postponement thereof, proxies will be voted in accordance with the recommendations of the Board of Directors.

May I change or revoke my vote after I submit my vote via telephone or the Internet, or return my proxy or voting instruction card?

You may change your vote by:

- Notifying our Corporate Secretary in writing before the Annual Meeting that you are revoking your proxy or, if you beneficially own your shares, following the instructions on the voting instruction card, provided that such notice is received no later than March 12, 2014;

- Submitting another proxy card (or voting instruction card if you beneficially own your shares) with a later date that is received not later than March 12, 2014;

- If you are a holder of record, or a beneficial owner with a proxy from the holder of record, voting in person at the Annual Meeting; or

- If you voted by telephone or the Internet, submitting subsequent voting instructions through the telephone or Internet before the closing of those voting facilities at 11:59 p.m., Eastern Time on March 12, 2014.

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INFORMATION ABOUT THIS PROXY STATEMENT AND THE ANNUAL MEETING CONTINUED

What does it mean if I receive more than one proxy or voting instruction card?

It means you have multiple accounts at the transfer agent and/or with banks and stockbrokers. Please vote all of your shares. Beneficial owners sharing an address who are receiving multiple copies of the proxy materials and Annual Report will need to contact their broker, bank or other nominee to request that only a single copy of each document be mailed to all stockholders at the shared address in the future. In addition, if you are the beneficial owner, but not the record holder, of ADT s shares, your broker, bank or other nominee may deliver only one copy of the Proxy Statement and Annual Report to multiple stockholders who share an address unless that nominee has received contrary instructions from one or more of the stockholders. ADT will deliver promptly, upon written or oral request, a separate copy of the Proxy Statement and Annual Report to a stockholder at a shared address to which a single copy of the documents was delivered. Stockholders who wish to receive a separate printed copy of the Proxy Statement and Annual Report, now or in the future, should submit their request to ADT by telephone at (561) 322-4958, by email to investorrelations@adt.com or by submitting a written request to our Corporate Secretary at The ADT Corporation, 1501 Yamato Road, Boca Raton, Florida 33431.

What proposals are being presented at the Annual Meeting and what vote is required to approve each proposal?

ADT intends to present proposals numbered 1 through 3 for stockholder consideration and voting at the Annual Meeting. These proposals are for:

1. Election of the nominees to the Board of Directors, each as named in this Proxy Statement.

2. Ratification of the appointment of Deloitte & Touche LLP as ADT s Independent Registered Public Accounting Firm for fiscal year 2014.

3. Approval, in a non-binding vote, of the compensation of the Company s named executive officers.

Other than matters incident to the conduct of the Annual Meeting and those set forth in this Proxy Statement, ADT does not know of any other business or proposals to be considered at the Annual Meeting. If any other business is proposed and properly presented at the Annual Meeting, the proxies received from our stockholders give the proxy holders the authority to vote on the matter at their discretion, and such proxy holders will vote in accordance with the recommendations of the Board of Directors.

How does a stockholder submit a proposal for the 2015 Annual Meeting?

Rule 14a-8 of the Securities Exchange Act of 1934, or the Exchange Act, establishes the eligibility requirements and the procedures that must be followed for a stockholder proposal to be included in a public company s proxy materials. Under the rule, if a stockholder wants to include a proposal in ADT s proxy materials for its 2015 Annual Meeting, the proposal must be received by ADT at its principal executive offices on or before September 29, 2014 and comply with eligibility requirements and procedures. An ADT stockholder who

wants to present a matter for action at the 2015 Annual Meeting, but chooses not to do so under the Exchange Act Rule 14a-8, must deliver to ADT, at its principal executive offices, on or after November 14, 2014 and no later than December 13, 2014, a written notice to that effect; provided, however, in the event that the date of the 2015 Annual Meeting is convened more than 30 days prior to or delayed by more than 70 days after the anniversary date of the 2014 Annual Meeting, such notice must be received not earlier than 120 calendar days prior to the 2015 Annual Meeting and not later than the later of the 90th day before the 2015 Annual Meeting or the 10th day following the date on which public announcement of the date of the 2015 Annual Meeting is first made. In either case, as well as for stockholder nominations for Directors, the stockholder must also comply with the requirements in the Company s By-laws with respect to a stockholder properly bringing business before the Annual Meeting. (You can request a copy of the By-laws from our Corporate Secretary.)

Can a stockholder nominate Director Candidates?

The Company s By-laws permit stockholders to nominate Directors at the Annual Meeting. To make a director nomination at the 2015 Annual Meeting, you must submit a notice with the name of the candidate on or before November 14, 2014 to the Corporate Secretary of ADT. The nomination and notice must meet all other qualifications and requirements of the Company s Board Governance Principles, By-laws and Regulation 14A of the Exchange Act. The Nominating and Governance Committee of the Board of Directors evaluates all director nominee candidates in the same manner, regardless of the source of the recommendation.

These standards are discussed in further detail below at page 14 under Corporate Governance of the Company-Director Nomination Process. (You can request a copy of the nomination requirements from our Corporate Secretary.)

What constitutes a quorum?

In order to conduct business at the Annual Meeting, it is necessary to have a quorum. The holders of record of a majority of the voting power of the issued and outstanding shares of capital stock of the Company entitled to vote at the Annual Meeting, present in person or represented by proxy, shall constitute a quorum.

How many votes are required to approve each item?

Election of each director nominee requires the affirmative vote of a majority of the votes cast with respect to the director at the Annual Meeting for the election of Directors, provided that in a contested election of directors, directors shall be elected by the vote of a plurality of the votes cast. Proposals No. 2 and 3 require the affirmative vote of a majority of the voting power of the shares of stock present in person or represented by proxy and entitled to vote on the subject matter. Proposals No. 2 and 3 are advisory in nature and are non-binding.

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INFORMATION ABOUT THIS PROXY STATEMENT AND THE ANNUAL MEETING CONTINUED

What is the effect of broker non-votes and abstentions?

A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular agenda proposal because the broker does not have discretionary voting power for that particular proposal and has not received voting instructions from the beneficial owner. Under the current New York Stock Exchange (NYSE) rules, although brokers have discretionary power to vote your shares with respect to routine matters, they do not have discretionary power to vote your uninstructed shares on non-routine matters. We believe the following proposals will be considered non-routine under the NYSE rules and therefore your broker will not be able to vote your shares with respect to these proposals unless the broker receives appropriate voting instructions from you: Proposal No. 1 (Election of Directors) and Proposal No. 3 (Non-Binding Advisory Vote on Compensation of the Named Executive Officers). Broker non-votes will have no effect on the outcomes of Proposal No. 1 or Proposal No. 3.

Shares owned by stockholders electing to abstain from voting and broker non-votes will be regarded as present at the meeting for purposes of determining whether a quorum is present. Votes cast shall exclude abstentions and therefore abstentions will have no effect on Proposal No. 1, but abstentions will have the effect of an AGAINST vote on Proposal No. 2 (Ratification of the appointment of Deloitte & Touche LLP as ADT s Independent Registered Public Accounting Firm for fiscal year 2014) and Proposal No. 3 (Non-Binding Advisory Vote on Compensation of the Named Executive Officers).

What happens if a nominee for director declines or is unable to accept election?

Our Board of Directors does not contemplate that any of the nominees will be unable to serve as a director, but if that contingency should occur prior to the voting of the proxies, the persons named in the proxy card reserve the right to vote for such substitute nominee or nominees as they, in their discretion, may determine. Therefore, if you vote by proxy, and if unforeseen circumstances make it necessary or desirable for our Board of Directors to substitute another person for a director nominee, we will vote your shares for that other person.

How will voting on any other business be conducted?

Other than matters incidental to the conduct of the Annual Meeting and those set forth in this Proxy Statement, we do not know of any other business or proposals to be considered at the Annual Meeting. If any other business is proposed and properly presented at the Annual Meeting, the proxies received from our stockholders give the proxy holders the authority to vote on the matter at their discretion and such proxy holders will vote in accordance with the recommendations of the Board of Directors.

Who will count the votes?

Broadridge Financial Solutions, Inc. (Broadridge) will act as the inspector of election and will tabulate the votes.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on March 13, 2014:

Our Proxy Statement for the 2014 Annual Meeting, form of proxy card and 2013 Annual Report are available at *www.proxyvote.com*.

As permitted by SEC rules, ADT is making this Proxy Statement and its Annual Report available to its stockholders electronically via the Internet. On January 27, 2014, we mailed to our stockholders of record a Notice containing instructions on how to access this Proxy Statement and our Annual Report and vote online. If you received a Notice by mail, you will not receive a printed copy of the proxy materials in the mail. Instead, the Notice instructs you on how to access and review all of the important information contained in the Proxy Statement and Annual Report. The Notice also instructs you on how you may submit your proxy over the Internet. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials contained on the Notice.

Costs of Solicitation

The cost of solicitation of proxies will be paid by ADT. ADT has engaged MacKenzie Partners, Inc. as the proxy solicitor for the Annual Meeting for an approximate fee of $10,000, plus reasonable out-of-pocket expenses. In addition to the use of the mails, certain Directors, officers or employees of ADT may solicit proxies by telephone or personal contact. Upon request, ADT will reimburse brokers, dealers, banks and trustees or their nominees for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of our common stock.

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Returning Your Proxy or Voting Instruction Card to the Company

ADT stockholders of record who have received hard copies of the proxy materials should complete and return the proxy card as soon as possible. In order to assure that your proxy is received in time to be voted at the Annual Meeting, the proxy card must be completed in accordance with the instructions on it and received at the address set forth below by the times (being local times) and dates specified therein:

Vote Processing

c/o Broadridge

51 Mercedes Way

Edgewood, NY 11717

If your shares are held in street name and you have received hard copies of the proxy materials, you should return your voting instruction card in accordance with the instructions on that card or as provided by the bank, brokerage firm or other nominee who holds ADT common shares on your behalf.

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CORPORATE GOVERNANCE OF THE COMPANY

CORPORATE GOVERNANCE OF THE COMPANY

Our Corporate Governance Principles

Our corporate governance principles are embodied in a formal document called the ADT Board Governance Principles that has been approved by our Board of Directors. It is posted on our website at *www.adt.com/about-adt/corporate-governance/.* We will also provide a copy of the ADT Board Governance Principles to stockholders upon written request to our Corporate Secretary at The ADT Corporation, 1501 Yamato Road, Boca Raton, Florida 33431.

ADT s Board of Directors is responsible for directing, and providing oversight of, the management of ADT s business in the best interests of the stockholders and consistent with good corporate citizenship. In carrying out its responsibilities, the Board of Directors selects and monitors top management, provides oversight for financial reporting and legal compliance, determines ADT s governance principles and implements its governance policies. The Board of Directors, together with management, is responsible for establishing the firm s operating values and code of conduct and for setting strategic direction and priorities.

While ADT s strategy and leadership evolve in response to its changing market conditions, the Company s vision and values are enduring. So too are five governance principles as discussed under the sub-heading Governance Principles: How the Board Oversees the Company, and along with the Company s vision and values, they constitute the foundation upon which the Company s governance policies are built.

ADT believes that good governance requires not only an effective set of specific practices but also a culture of responsibility throughout the firm, and governance at ADT is intended to optimize both. ADT also believes that good governance ultimately depends on the quality of its leadership, and it is committed to recruiting and retaining directors and officers of proven leadership and personal integrity. To further these goals, the Board of Directors has adopted the Board Governance Principles. The Board of Directors intends that these principles serve as a flexible framework within which the Board of Directors may conduct its business, and not as a set of binding legal obligations.

ADT Vision: Why We Exist and the Essence of Our Business

We aspire to earn the lifelong trust of our customers by helping them protect and connect to what matters most their families, homes and businesses. This vision, in conjunction with committing to the highest standards of business practices, will lead to ADT s long-term growth, value, and success.

ADT Values: What Matters Most at ADT

Trust: We earn trust everyday and never take it for granted.

- We never forget that we help save lives for a living
- We re proud that people count on us and our integrity is assumed
- We follow through on our commitments
- We don t make promises we can t keep to each other, our customers, our partners, or our communities
- We consistently create positive experiences in all our relationships and act in ways we can all admire

Collaboration: Together we do great things.

- Across every function, we re passionate and proud about the work we do
- We ask questions, actively listen, and incorporate feedback
- We depend on each other to bring our best selves and our best ideas
- We can be counted on
- We succeed when individual performance strengthens collective performance
- We respect and value our teammates opinions
- We build strong relationships with the people we work with
- We help foster an open and inclusive environment
- We are considered to be the partner of choice

Service: We deliver excellent service in every experience.

- We get it right the first time
- We treat our customers the way we would treat family

- We always look for ways to improve our customers experience
- We strive to exceed expectations in every interaction
- We give back to the communities where we live and work
- We have pride in our partnership with first responders
- We deliver value to investors by growing the business
- We treat our colleagues with respect and care

Innovation: We think ahead to stay ahead.

- We are always looking for better ways of doing things
- We pioneer new technologies to differentiate ourselves and advance our industry leadership position
- We learn from both our successes and our failures
- We need to be nimble and agile so we can be proactive and seize opportunities
- We celebrate our successes and challenge ourselves to move to new heights of achievement
- We promote new ideas and encourage creativity
- We are willing to let go of old habits and test new ideas

ADT Culture of Responsibility and Code of Conduct

ADT s corporate culture is built on the premise that the Company seeks to draw the best from its employees, and that every employee, without exception, is responsible for the conduct and success of the enterprise. This includes full, accurate, candid, and timely disclosure of information, and compliance with all laws and regulatory standards. Employee responsibilities are elaborated in our Code of Conduct. The Board of Directors is responsible for setting the ethical tenor for management and the Company. That ethical tenor works on the expectation that employees understand where the lines are that they should not cross and stay widely clear of those lines. The Code of Conduct is reviewed periodically by all directors, executive officers, managers and employees, and they affirm in writing that they understand it and are fully in compliance with it. All senior executives, including the Chief Executive Officer, are evaluated and compensated in part on proactively promoting integrity and compliance.

Board of Directors

The business of the Company is managed under the direction of its Board of Directors, in the interest of the stockholders. The Board of Directors delegates its authority to management for managing the everyday affairs of the Company. The Board of Directors requires that senior management review major actions and initiatives with the Board prior to implementation.

Mission of the Board of Directors: What the Board Intends to Accomplish

The mission of the Board of Directors is to promote the long-term value and health of the Company in the interests of the stockholders, its employees and its other stakeholders and set an ethical tone at the top. To this end, the Board of Directors provides management with strategic guidance, and also ensures that management adopts and implements procedures designed to promote both legal compliance and the highest standards of honesty, integrity and ethics throughout the organization.

Governance Principles: How the Board Oversees the Company

1. ***Active Board:*** The directors are well informed about the Company and vigorous in their oversight of management.

2. ***Company Leadership:*** The directors, together with management, set ADT s strategic direction, review financial objectives, and establish a high ethical tone for the management and leadership of the Company.

3. ***Compliance with Laws and Ethics:*** The directors ensure that procedures and practices are in place and designed to prevent and identify illegal or unethical conduct and to permit appropriate and timely redress should such conduct occur.

4. ***Inform and Listen to Investors and Regulators:*** The directors take steps to see that management discloses appropriate information fairly, fully, timely, and accurately to investors and regulators, and that the Company maintains a two-way communication channel with its investors and regulators.

5. ***Continuous Improvement:*** The directors remain abreast of new developments in corporate governance, and they implement new procedures and practices as they deem appropriate.

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CORPORATE GOVERNANCE OF THE COMPANY CONTINUED

Board Responsibilities

The Board of Directors is responsible for:

- Reviewing and approving management s strategic and business plans.
- Reviewing and approving financial plans, objectives, and actions including significant capital allocations and expenditures.
- Monitoring management execution of corporate plans and objectives.
- Advising management on significant decisions and reviewing and approving major transactions.
- Recommending director candidates for election by stockholders.
- Appraising the Company s major risks and overseeing that appropriate risk management and control procedures are in place.
- Selecting, monitoring, evaluating, compensating, and if necessary replacing the Chief Executive Officer and other senior executives, and seeing that management development and succession plans are maintained for these executive positions.
- Determining the Chief Executive Officer s compensation, and approving senior executives compensation, based on performance in meeting pre-determined standards and objectives.
- Determining that procedures are in place and designed to promote compliance with laws and regulations and setting an ethical tone at the top.
- Determining that procedures are in place designed to promote integrity and candor in the audit of the Company s financial statements and operations, and in all financial reporting and disclosure.
- Designing and assessing the effectiveness of its own governance practices and procedures.
- Periodically monitoring and reviewing stockholder communications sent to the Company.

Board Leadership Structure

The Board of Directors does not have a formal policy regarding the separation of the roles of Chairman and Chief Executive Officer, as it believes it is in the best interests of the Company to make that determination based on the direction of the Company and the membership of the Board at a given time. The Company has had an independent Chairman since its separation from Tyco in September 2012, and the Board believes that having separate Chairman and Chief Executive Officer positions, and having an independent director serve as Chairman, continues to be the appropriate leadership structure for the Company at this time. The Board of Directors believes that the current leadership structure enables the Chief Executive Officer to focus on the operations of the Company s business, while the independent Chairman focuses on leading the Board in its responsibilities and helping the Board ensure that management is acting in the best interests of the Company and its stockholders.

Board Risk Management

Risk is an inherent part of ADT s business activities and risk management is critical to the Company s innovation and success. The Company s compensation programs are designed to motivate employees to take appropriate levels of risks that are aligned with the Company s strategic goals, without encouraging or rewarding excessive risk. The Board of Directors is responsible for appraising the Company s major risks and for determining that appropriate risk management and control procedures are in place and that senior executives take the appropriate steps to manage all major risks.

During fiscal year 2013, with oversight by the Board of Directors, the Company implemented its enterprise risk management (ERM) program and conducted an annual risk assessment survey covering risks, among others, in finance, operations, strategy, compliance, information technology, human resources, environment, health, safety and welfare, brand reputation, innovation, litigation, risk management, public affairs and competition. The Board of Directors has delegated responsibility for the oversight of the ERM program to its Nominating and Governance Committee. The Company formed the Enterprise Risk Management Council (the ERMC), which is chaired by the Chief Legal Officer, and consists of other senior executives from Risk Management, Internal Audit, Internal Controls and Compliance, IT, Corporate Development, Operations, Finance, Innovation and Technology, EHS&W and Brand. The ERMC meets periodically to (i) review the results of the annual risk assessment survey and to identify the top enterprise risks, (ii) determine specified risk owners, (iii) monitor the implementation of mitigation plans, and (iv) update and obtain direction from the Nominating and Governance Committee on a regular basis.

Throughout the year, the Board of Directors dedicates a portion of their meetings to review and discuss specific risks and mitigation processes in greater detail. Oversight of certain specific risks is delegated to the following committees of the Board of Directors:

Audit Committee oversees risks relating to the Company s major financial risk exposures including financial statements and financial reporting and controls, internal controls, and legal, regulatory and compliance risks, and steps taken by management to monitor and control such exposures.

Compensation Committee oversees risks arising from the Company s compensation policies and programs for all employees, including non-executive officers, and the non-management directors.

Nominating and Governance oversees risks related to the Company s governance structure and process as well as oversee the ERMC as described above.

Board Capacities

The Board of Directors as a whole is constituted to be strong in its collective knowledge and diversity of accounting and finance, management and leadership, vision and strategy, business operations, business judgment, crisis management, risk assessment, industry knowledge, corporate governance, and global markets.

The culture of the Board of Directors is such that the Board can operate swiftly and effectively in making key decisions when facing major challenges. Board meetings are conducted in an environment of trust, open dialogue, mutual respect, and constructive commentary that are akin to those of a high-performance team.

The Board of Directors is informed, proactive, and vigilant in its oversight of the Company and protection of stockholder assets.

Board Committees

To conduct its business the Board of Directors maintains three standing committees: Audit, Compensation, and Nominating and Governance, and each of these committees is entirely composed of independent directors. The members of the Board of Directors serving on these committees and the functions of those committees are set forth in the following table:

(1) Upon the recommendation of the Nominating and Governance Committee, on January 9, 2014, the Board of Directors appointed Mr. Daly to the Company s Board for a term expiring at the 2014 Annual Meeting, or until his earlier resignation or removal, and to the Board s Compensation Committee.

(2) On January 8, 2014, Mr. Paliwal notified the Board of Directors of his decision not to stand for re-election as a director and to resign from the Board of Directors, effective at the end of his current term, which expires at the 2014 Annual Meeting.

Assignments to, and chairs of, the Audit and Compensation Committees are recommended by the Nominating and Governance Committee and selected by the Board of Directors. The independent directors as a group elect the members and the chair of the Nominating and Governance Committee. All committees report on their activities to the Board of Directors.

The Chairman may convene a special committee to review certain material matters being considered by the Board of Directors. The special committee will report their activities to the Board of Directors.

To ensure effective discussion and decision making while at the same time having a sufficient number of independent directors for its three standing committees, the Board of Directors is normally constituted of between seven and nine directors. Subject to ADT s certificate of incorporation, the number of directors shall be fixed by resolution by the Board of Directors, and vacancies occurring in the Board of Directors may be filled only by a majority of the vote of the remaining directors then in office.

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CORPORATE GOVERNANCE OF THE COMPANY CONTINUED

- The Nominating and Governance Committee annually reviews the organization of the Board of Directors and recommends appropriate changes to the full Board of Directors.

Each of the committees operates under a written charter that is posted to our website at *www.adt.com/about-adt/corporate-governance/*. We will also provide a printed copy of the committee charters to stockholders upon written request to our Corporate Secretary at The ADT Corporation, 1501 Yamato Road, Boca Raton, Florida 33431.

Audit Committee

The Audit Committee met eleven times during fiscal year 2013. The Audit Committee was established in accordance with Section 3(a)(58)(A) and Rule 10A-3 under the Exchange Act. The Audit Committee is responsible, among other things, for:

- overseeing the quality and integrity of our annual audited and quarterly financial statements, accounting practices and financial information that we provide to the SEC or the public;
- selecting our independent registered public accounting firm, such selection to be presented by our Board of Directors to our stockholders for their ratification at the annual meeting of stockholders;
- pre-approving all services to be provided to us by our independent registered public accounting firm;
- conferring with our independent registered public accounting firm to review the plan and scope of its proposed financial audits and quarterly reviews, as well as its findings and recommendations upon the completion of the audits and such quarterly reviews;
- reviewing the independence of the independent registered public accounting firm;
- overseeing our internal audit function;
- meeting with the independent registered public accounting firm, our appropriate financial personnel and internal financial controller regarding our internal controls, critical accounting policies and other matters; and
- overseeing all of our compliance, internal controls and risk management policies.

The Board of Directors has determined that all of the members of the Audit Committee meet the independence requirements set forth in the listing standards of the NYSE, are financially literate as defined by the NYSE rules and have accounting or related financial management expertise as such terms are interpreted by the Board of Directors in its business judgment, and that the committee chairman, Mr. Colligan, and Ms. Hyle each qualify as an audit committee financial expert as defined by the rules of the SEC. None of our Audit Committee members simultaneously serves on more than two other public company audit committees.

Compensation Committee

The Compensation Committee met seven times during fiscal year 2013. The Compensation Committee oversees the Company s overall compensation structure, policies and programs, including strategic compensation programs for our executive officers, that align the interests of our executive officers with those of our stockholders, and assesses whether the Company s compensation structure establishes appropriate incentives for management and employees. The Compensation Committee is responsible, among other things, for:

setting and reviewing our executive compensation philosophy and principles;

proposing to our Board of Directors incentive compensation plans and equity-based plans, including performance objectives and metrics associated with these plans, on an annual basis for the Chief Executive Officer;

reviewing annually the Chief Executive Officer s performance and proposing to our independent directors Chief Executive Officer compensation (including salary, bonus, equity-based grants and any other long-term cash compensation);

reviewing annual performance of the other executive officers and approving their compensation (including salary, bonus, equity-based grants and any other long-term cash compensation);

reviewing and approving the comparator group(s) for benchmarking compensation levels and pay practices, as well as performance, for the Chief Executive Officer and executive officers;

reviewing annually talent development and succession plans for executive officers other than the Chief Executive Officer and making recommendations to our Board of Directors;

reviewing and approving benefit and perquisite programs for executive officers;

administering the Company s equity incentive plans, including the review and grant of stock option and other equity incentive grants to executive officers;

overseeing the design, participation, adequacy, competitiveness, internal equity and cost effectiveness for the Company s broadly-applicable benefit programs;

establishing, in collaboration with the Nominating and Governance Committee, compensation for non-management directors;

- monitoring compliance by officers and directors with the Company s stock ownership guidelines;
- conducting an annual risk assessment of the Company s compensation programs;
- administering the Company s pay recoupment policy;
- reviewing the Company s human resources strategy and controls, including Sarbanes-Oxley Section 404 compliance;
- assessing annually the performance of the Compensation Committee and its members and the adequacy of the Committee charter and recommending results and/or changes to our Board of Directors;
- recommending to our Board of Directors the Company s approach with respect to the stockholder advisory vote on executive compensation or say-on-pay and how frequently the Company should permit stockholders to have a vote on say-on-pay, taking into account the results of stockholder votes on the frequency of say-on-pay resolutions at the Company;
- overseeing our disclosure regarding executive compensation, including approving the report to be included in our annual Proxy Statement on Schedule 14A, which disclosure is included or incorporated by reference in our annual report on Form 10-K; and
- reviewing and approving employment, retirement, severance and change-in-control agreements/arrangements for our executive officers.

The Board of Directors has determined that all of the members of the Compensation Committee meet the independence requirements, including the heightened independence criteria set forth in the listing standards of the NYSE, are non-employee directors (within the meaning of Rule 16b-3 of the Exchange Act) and outside directors (within the meaning of Section 162(m) of the Internal Revenue Code (the Code)). For more information on the Compensation Committee, please see the Compensation Discussion and Analysis in this Proxy Statement.

Nominating and Governance Committee

The Nominating and Governance Committee met six times during fiscal year 2013. The Nominating and Governance Committee is responsible, among other things, for:

- developing and recommending to our Board of Directors our corporate governance principles and otherwise taking a leadership role in shaping our corporate governance;
- reviewing and evaluating the adequacy of and recommending to our Board of Directors amendments to our by-laws, certificate of incorporation, committee charters and other governance policies;
- reviewing and making recommendations to our Board of Directors regarding the purpose, structure and operations of our various board committees;

- identifying, reviewing and recommending to our Board of Directors individuals for election or re-election to the Board of Directors, consistent with criteria approved by the Board of Directors;

- overseeing the Chief Executive Officer succession planning process, including an emergency succession plan, and making recommendations to our Board of Directors;

- establishing, in collaboration with the Compensation Committee, compensation for non-management directors;

- establishing criteria and qualifications for board membership, including standards for assessing independence;

- overseeing the Company s Environmental, Health & Safety management program;

- ensuring the appropriate process is in place to perform and review the Company s enterprise-wide risk assessments;

- overseeing the Board of Directors annual self-evaluation; and

- overseeing and monitoring general governance matters including communications with stockholders, regulatory developments relating to corporate governance and our corporate social responsibility activities.

The Board of Directors has determined that all members of the Nominating and Governance Committee meet the independence requirements set forth in the listing standards of the NYSE and in accordance with the Nominating and Governance Committee charter.

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CORPORATE GOVERNANCE OF THE COMPANY CONTINUED

Experiences, Qualifications, Attributes and Skills of Director Nominees

When evaluating potential director nominees, the Nominating and Governance Committee utilizes a diverse group of experiences, qualifications, attributes and skills, including diversity in gender, ethnicity and race that the Nominating and Governance Committee believes enables a director nominee to make significant contributions to the Board of Directors, ADT and our stockholders. The Nominating and Governance Committee works with the Board of Directors to determine the appropriate mix of backgrounds and experiences in order to establish and maintain a Board that is strong in its collective knowledge and that can fulfill its responsibilities, perpetuate our long term success, and represent the interests of our stockholders. These experiences, qualifications, attributes and skills are more fully described in the following table:

Attendance at Meetings

The Board of Directors met thirteen times during fiscal year 2013. ADT policy dictates that the Board of Directors meets at least five times a year, and additional meetings may be called in accordance with our By-laws. One of these meetings is scheduled in conjunction with the Company s annual meeting of stockholders, and Board members are required to be in attendance at the annual meeting of stockholders in person or, via exception, by telephone. No current director attended fewer than 75 percent of the meetings held, including meetings held by all committees of the Board of Directors on which such director served. All of the current directors attended the 2013 Annual Meeting of Stockholders.

Executive Sessions

The non-management directors of the Company meet in executive sessions without management on a regular basis. The Chairman presides at such executive sessions (the Presiding Director). In the absence of the Presiding Director, the non-management directors will designate another director to preside over such executive sessions.

Board Communication

Management speaks on behalf of the Company, and the Board of Directors normally communicates through management with outside parties, including stockholders, business journalists, equity analysts, rating agencies, and government regulators. Stockholders and all interested parties can directly raise issues with the Board of Directors via email at directors@adt.com. The Board of Directors periodically reviews all pertinent communications from stockholders and other interested parties.

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Director Independence

To maintain its objective oversight of management, the Board of Directors consists of a majority of independent directors. The Board of Directors has adopted categorical standards designed to assist the Board in assessing director independence (the Independence Standards). The Independence Standards are included in our Board Governance Principles which can be found on our website at *www.adt.com/about-adt/corporate-governance/*. The Independence Standards have been designed to comply with the standards required by the NYSE. In addition, committee members are subject to any additional independence requirements that may be required by law, regulation or NYSE listing standards.

Based on an annual evaluation performed by, and recommendations made by, the Nominating and Governance Committee, our Board of Directors annually determines the independence of each director. Under our Board Governance Principles, a director is not independent unless the Board of Directors makes an affirmative determination that such director has no material relationships with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company).

Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships, among others.

On July 30, 2013, the Nominating and Governance Committee was informed that ADT Security Services Canada, Inc., a subsidiary of the Company (ADTSS Canada) would be entering into a service contract for equipment, materials and services for approximately $16 million per year (the Contract) with Tech Data Canada Corporation, a subsidiary of Tech Data Corporation (Tech Data Canada). The Contract was entered into on August 5, 2013. As stated in his biography on page 16, Mr. Dutkowsky is the Chief Executive Officer and a member of the board of directors of Tech Data Corporation. The Contract, including the payment for services, was analyzed under the Independence Standards and ADT s Guidelines for Related Party Transactions and determined to be a Type 1 matter since it is an arms-length transaction involving the purchase of products and services by ADTSS Canada from Tech Data Canada in the ordinary course of business for ADT s Canadian business operations. Pursuant to the analysis, the total annual amount of the Contract fell below the applicable thresholds and is deemed to be pre-approved by the Nominating and Governance Committee in accordance with the Independence Standards and the Guidelines for Related Party Transactions.

In connection with its recommendation to the Board of Directors to appoint Richard Daly to the Board, the Nominating and Governance Committee considered Mr. Daly s current position with Broadridge and the amounts paid by the Company or Tyco International Ltd. (Tyco), the Company s former parent company, during each of the last three fiscal years for proxy processing and mailing services, including conduit payments to banks and brokers (collectively, the ADT Proxy Payments), provided by Broadridge to the Company. Since the ADT Proxy Payments were less than the greater of $1 million or 2% of Broadridge s consolidated gross revenues in any of the last three fiscal years, the Nominating and Governance Committee determined that Mr. Daly satisfied the Independence Standards as well as the independence requirements of the NYSE.

Our Board of Directors has affirmatively determined that each of Mr. Colligan, Mr. Daly, Mr. Donahue, Mr. Dutkowsky, Mr. Gordon, Ms. Heller and Ms. Hyle has satisfied the Independence Standards as well as the independence requirements of the NYSE. Mr. Gursahaney, the current Chief Executive Officer, is not independent, because of his role as an executive officer of the Company.

Guidelines for Related Party Transactions

The Board of Directors has adopted certain Guidelines for Related Party Transactions. These Guidelines provide a process for compliance with the related party provisions of the Board Governance Principles, the Company s Code of Conduct, and the Company s Amended and Restated By-laws, as well as the disclosure obligations under the SEC rules. The Nominating and Governance Committee monitors, reviews and approves, if necessary, any material related party transactions between ADT and its subsidiaries (collectively, the Company) and its senior officers and directors. ADT s Guidelines for Related Party Transactions state that on an annual basis, the Nominating and Governance Committee will receive a list of related parties (the Related Party List) for each senior officer and director and such list will include any entity that employs a director, any entity (including charitable organizations) for which the director or executive officer serves on the board of directors, and any entity in which the senior officer or director owns more than a 10% interest. There are three types of material related party transactions covered by the Guidelines for Related Party Transactions with specific review procedures:

Type 1 transactions involving the purchase by or from the Company of products or services in the ordinary course of business in arms-length transactions.

Type 2 transactions involving the provision of consulting, legal, accounting or financial advisory services to the Company that could compromise a director s independence.

Type 3 transactions in which a director or officer has a direct or indirect personal interest or that create a conflict of interest for the director or officer.
Ordinary course of business, arms-length transactions with entities on the Related Party List are deemed pre-approved by the Nominating and Governance Committee, in amounts in the aggregate for each such entity of less than 1% of the revenue of such entity or the Company. For Type 1, the Guidelines for Related Party Transactions provide that the Nominating and Governance Committee, prior to filing the Company s

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CORPORATE GOVERNANCE OF THE COMPANY CONTINUED

proxy statement, annually review the Related Party List, including the amount of payments to or from each related party, in comparison to the 1% threshold to ensure that the directors meet the director independence requirement. Any proposed related party transaction involving a member of the Board of Directors must be reviewed and approved by a majority of the disinterested members of the Board. All related party transactions involving potential conflicts of interest must be reported to the Nominating and Governance Committee and approved or ratified by such Committee. During fiscal year 2013, there were no related party transactions that exceeded the 1% threshold under the Company s Guidelines for Related Party Transactions or the amount of $120,000 under Item 404 of Regulation S-K promulgated by the SEC.

Director Service

Directors are elected by an affirmative vote of a majority of the votes cast by stockholders at the annual meeting and they serve for one-year terms. Any nominee for director who does not receive a majority of votes cast from the stockholders is not elected to the Board of Directors, however, such nominee will remain in office until a new director is elected, which shall take place in a timely manner.

Directors are not eligible to stand for re-election to the Board of Directors at the annual meeting following their 72^{nd} birthday. However, the Board of Directors may ask the director to continue his or her service on the Board when it is deemed to be in the best interest of the Company.

The Nominating and Governance Committee is responsible for the review of all directors, and where necessary will take action to remove a director for performance, which requires the unanimous approval of the Board of Directors. This unanimous approval does not include the approval of the director whose removal is sought.

Directors inform the Nominating and Governance Committee of any significant change in their employment or professional responsibilities and will offer their resignation to the Board of Directors. This allows for discussion with the Nominating and Governance Committee to determine if it is in the mutual interest of both parties for the director to continue on the Board of the Directors.

Committee chairs will serve in their respective roles for five years, and rotate at the time of the annual meeting of stockholders following the completion of their fifth year of service.

When the Chairman of the Board of Directors steps down, he or she simultaneously resigns from the Board of Directors, unless the remaining members of the Board of Directors decides that his or her services are in the best interests of the Company. It is only in unusual circumstances that the Board of Directors decides that the retired Chairman continues to serve.

Code of Conduct

The Board of Directors has adopted a written Code of Conduct for directors, executive officers, managers and employees that is designed to deter wrongdoing and to promote, among other things:

honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

- full, fair, accurate, timely and understandable disclosure in reports and documents that we file with the SEC and other regulators and in our other public communications;
- compliance with applicable laws, rules and regulations, including insider trading compliance; and
- accountability for adherence to the Code of Conduct and prompt internal reporting of violations of the Code, including illegal or unethical behavior regarding accounting or auditing practices.

A copy of our Code of Conduct is posted on our website at *www.adt.com/about-adt/corporate-governance/*. We will also provide a copy of our Code of Conduct to stockholders upon written request to our Corporate Secretary at The ADT Corporation, 1501 Yamato Road, Boca Raton, Florida 33431.

Director Nomination Process

In accordance with our governance policies, the Nominating and Governance Committee seeks to create a Board of Directors that as a whole is strong in its collective knowledge and has a diversity of skills and experience with respect to vision and strategy, management and leadership, business operations, business judgment, crisis management, risk assessment, industry knowledge, accounting and finance, corporate governance and global markets. Our Board of Directors does not have a specific policy regarding diversity. Instead, the Nominating and Governance Committee considers the Board of Directors overall composition when considering a potential new candidate, including whether the Board of Directors has an appropriate combination of professional experience, skills, knowledge and variety of viewpoints and backgrounds in light of our current and expected future needs. We believe that it is desirable for new candidates to contribute to a variety of viewpoints on the Board of Directors, which may be enhanced by a mix of different professional and personal backgrounds and experiences.

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General criteria for the nomination of director candidates include:

- the highest ethical standards and integrity;
- a willingness to act on and be accountable for board decisions;
- an ability to provide wise, informed and thoughtful counsel to top management on a range of issues;
- a history of achievement that reflects superior standards for themselves and others;
- loyalty and commitment to driving the success of ADT;
- an ability to take tough positions while at the same time working as a team player; and
- individual backgrounds that provide a portfolio of experience and knowledge commensurate with our needs.

Invitations to director nominees to become a member of the Board of Directors will be extended by the Chair of the Nominating and Governance Committee after discussion with the Chairman of the Board of Directors and the Chief Executive Officer and agreement by the other members of the Board of Directors. The Board of Directors will consider nominations submitted by stockholders.

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PROPOSAL NUMBER ONE ELECTION OF DIRECTORS

PROPOSAL NUMBER ONE ELECTION OF DIRECTORS

Upon the recommendation of the Nominating and Governance Committee, the Board of Directors has nominated for election at the 2014 Annual Meeting a slate of eight nominees, all of whom are currently serving on the Board. The nominees are Mses. Heller and Hyle and Messrs. Colligan, Daly, Donahue, Dutkowsky, Gordon and Gursahaney. On January 8, 2014, Mr. Paliwal notified the Board of Directors of his decision not to stand for re-election as a director and to resign from the Board of Directors, effective at the end of his current term, which expires at the 2014 Annual Meeting. Upon the recommendation of the Nominating and Governance Committee, on January 9, 2014, the Board of Directors appointed Mr. Daly to the Company s Board for a term expiring at the 2014 Annual Meeting, or until his earlier resignation or removal, and to the Board s Compensation Committee.

Biographical information regarding each of the nominees is set forth below. Election of each director nominee requires the affirmative vote of a majority of the votes cast at the 2014 Annual Meeting. Stockholders are entitled to one vote per share for each of the Directors to be elected. ADT is not aware of any reason why any of the director nominees will not be able to serve if elected. Director nominees shall hold office until the next annual meeting of stockholders and until his or her successor is elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

Current Directors Nominated for Re-Election

Thomas Colligan (age 69) Mr. Colligan has been a member of our Board of Directors since September 2012. Mr. Colligan served as Vice Dean of the Wharton School s Aresty Institute of Executive Education at the University of Pennsylvania, where he was responsible for the non-degree executive education programs from July 2007 until his retirement in June 2010. Prior to that he was a managing director at Duke Corporate Education for two years. From 2001 to 2004, Mr. Colligan was Vice Chairman of PricewaterhouseCoopers LLP (PwC) and he served PwC in other capacities, including Partner, from 1969 to 2004. Mr. Colligan has been a director of Targus, a private company, from 2010. He previously served on the boards of Schering Plough Corporation from 2005 to 2009; Educational Management Corporation from 2006 to 2007; Anesiva, Inc. from 2004 to 2008; CNH Global from 2010 to 2013; and Office Depot from 2010 to 2013. Mr. Colligan has a Bachelor of Science in Accounting from Fairleigh Dickinson University. Mr. Colligan is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants.

Director Qualifications: Mr. Colligan s qualifications include his 38 years as a Certified Public Accountant, his PwC experience, his extensive experience with audit and financial issues and his past service on public company audit committees.

Richard Daly (age 60) Mr. Daly has been a member of our Board of Directors since January 2014. Mr. Daly currently serves as Chief Executive Officer and President of Broadridge Financial Solutions, Inc. and as a member of the Broadridge board of directors. Prior to his current role, he served as Group President of the Brokerage Services Group of ADP. Prior to joining ADP in 1989, Mr. Daly served as Senior Vice President of Operations at Thomson McKinnon Securities and was a member of its board of directors. He is a member of the Advisory Board for the National Association of Corporate Directors, a founding member of the board of directors of the Make-A-Wish Foundation of Suffolk County, Inc. and currently serves as an Honorary Director. Mr. Daly is also a director of Fountain House, a New York City based charity. Mr. Daly has a Bachelor of Science in Accounting from New York Institute of Technology and is a Certified Public Accountant. He also attended the Harvard Business School s Young President s Program from 1996-2004, and completed its President s Program in Leadership.

Director Qualifications: Mr. Daly s qualifications include his experience as the Chief Executive Officer of the largest independent processor of corporate governance related activities, his significant leadership experience and his extensive experience in the Financial Services industry.

Timothy Donahue (age 65) Mr. Donahue has been a member of our Board of Directors since September 2012. Prior to his retirement, Mr. Donahue was Executive Chairman of Sprint Nextel Corporation from August 2005 to December 2006. He served as President and Chief Executive Officer of Nextel Communications, Inc. from 1999. He began his career with Nextel in January 1996 as President and Chief Operating Officer. Before joining Nextel, Mr. Donahue served as Northeast Regional President for AT&T Wireless Services operations from 1991 to 1996. Prior to that, he served as President for McCaw Cellular s paging division in 1986 and was named McCaw s President for the U.S. central region in 1989. Mr. Donahue is a director of NVR Inc., the non-executive chairman of UCT Coatings, Inc., a private company and the non-executive chairman of 4DK, a private mobile merchandising company. He previously served as a director of Tyco from 2008 to

2012; Covidien Ltd. from 2009 to 2012; and Eastman Kodak Company from 2003 to 2013. Mr. Donahue is a graduate of John Carroll University, with a Bachelor of Arts in English Literature.

Director Qualifications: Mr. Donahue s qualifications include his extensive experience and demonstrated leadership in the wireless communications industry, his experience in service-oriented industries and as an executive and board member of several publicly traded companies.

Robert Dutkowsky (age 59) Mr. Dutkowsky has been a member of our Board of Directors since September 2012. Mr. Dutkowsky has been the Chief Executive Officer and a member of the board of directors of Tech Data Corporation since October 2006. Prior to joining Tech Data Corporation, Mr. Dutkowsky served as President, CEO, and Chairman of the Board of Egenera, Inc. from 2004 until 2006, and served as President, CEO, and Chairman of the Board of J.D. Edwards & Co., Inc. from 2002 until 2004. He was President, CEO, and Chairman of the Board of GenRad, Inc. from 2000 until 2002. Beginning in 1997, Mr. Dutkowsky was Executive Vice

President, Markets and Channels, at EMC Corporation before being promoted to President, Data General, in 1999. He began his career at IBM where he served in several senior management positions. Mr. Dutkowsky also serves on the board of directors of Sepaton, Inc., a privately held data protection company, since 2004. Mr. Dutkowsky holds a Bachelor of Science in Industrial and Labor Relations from Cornell University.

Director Qualifications: Mr. Dutkowsky s qualifications include his extensive executive experience with technology companies and solutions providers.

Bruce Gordon (age 67) Mr. Gordon has been the Chairman of our Board of Directors since September 2012. From August 2005 through April 2007, Mr. Gordon served as President and Chief Executive Officer of the NAACP. Until his retirement in December 2003, Mr. Gordon was the President of Retail Markets at Verizon Communications, Inc., a provider of wireline and wireless communications. Prior to the merger of Bell Atlantic Corporation and GTE, which formed Verizon in July 2000, Mr. Gordon filled a variety of positions at Bell Atlantic Corporation, including Group President, Vice President, Marketing and Sales, and Vice President, Sales. Mr. Gordon also serves as a director of CBS Corporation and Northrop Grumman Corporation. Previously, Mr. Gordon served as a director of Southern Company, an electricity generating company, from 1994 to 2006, and as a director of Tyco from 2003 to 2012. Mr. Gordon graduated from Gettysburg College and received a Master of Science from the Massachusetts Institute of Technology.

Director Qualifications: Mr. Gordon s qualifications include his significant leadership experience as the head of a large non-profit, his in-depth experience as an executive in the service-oriented communications industry and his corporate governance experience as a director of several publicly traded companies.

Naren Gursahaney (age 52) Mr. Gursahaney is the Company s President and Chief Executive Officer. He also serves as a member of the Company s Board of Directors. Prior to the separation from Tyco in September 2012, Mr. Gursahaney served as President of Tyco s ADT North American Residential business segment. Prior to the restructuring of the segment in fiscal year 2012, he was the President of Tyco Security Solutions, the world s largest electronic security provider to residential, commercial, industrial and governmental customers and the largest operating segment of Tyco. Mr. Gursahaney joined Tyco in 2003 as Senior Vice President of Operational Excellence. He then served as President of Tyco Engineered Products and Services and President of Tyco Flow Control. Prior to joining Tyco, Mr. Gursahaney was President and Chief Executive Officer of GE Medical Systems Asia, where he was responsible for the company s $1.6 billion sales and services business in the Asia-Pacific region. During his 10-year career with GE, Mr. Gursahaney held senior leadership roles in services, marketing and information management. His career also includes positions with Booz Allen & Hamilton and Westinghouse Electric Corporation. Mr. Gursahaney holds a Bachelor of Science in Mechanical Engineering from The Pennsylvania State University and a Master of Business Administration from the University of Virginia.

Director Qualifications: Mr. Gursahaney s qualifications include his extensive executive experience with Tyco and ADT in the security services industry and his leadership roles in services, marketing, operations and information management.

Bridgette Heller (age 52) Ms. Heller has been a member of our Board of Directors since September 2012. Ms. Heller has been Executive Vice President of Merck & Co, Inc. and President of Merck Consumer Care from 2010. Prior to joining Merck, Ms. Heller was President, Johnson & Johnson, Global Baby Business Unit from 2007 to 2010 and President, Johnson & Johnson, Global Baby Kids and Wound Care from 2005 to 2007. Prior to joining Johnson & Johnson, she was the Founder and Managing Partner at Heller Associates from 2004 to 2005. She served as the Chief Executive Officer of Chung s Foods Inc. Ms. Heller spent 17 years with Kraft Foods, from September 1985 to September 2002, including as Executive Vice President and General Manager for the North American Coffee portfolio. She served as a Director of PCA International, Inc. from March 1998 until October 2005. Ms. Heller received a Bachelor of Arts from Northwestern University and a Master of Business Administration from Northwestern University s Kellogg School of Management.

Director Qualifications: Ms. Heller s qualifications include her significant experience in leadership positions at consumer products companies.

Kathleen Hyle (age 55) Ms. Hyle has been a member of our Board of Directors since September 2012. From 2008 until its 2012 merger with Exelon, Ms. Hyle was Senior Vice President of Constellation Energy and Chief Operating Officer of Constellation Energy Resources. From June 2007 to November 2008, Ms. Hyle served as Chief Financial Officer for Constellation Energy Nuclear Group and for UniStar Nuclear Energy, LLC, a strategic joint venture between Constellation Energy and Électricité de France. Ms. Hyle held the position of Senior Vice President of Finance for Constellation Energy from 2005 to 2007 and Senior Vice President of Finance, Information Technology, Risk and Operations for Constellation New Energy from January to October 2005. Prior to joining Constellation Energy, Ms. Hyle served as the Chief Financial Officer of ANC Rental Corp., the parent company of Alamo Rent-A-Car and National Rent-A-Car; Vice President and Treasurer of AutoNation, Inc.; and Vice President and Treasurer of Black and Decker Corporation. Ms. Hyle has been a director of AmerisourceBergen, a pharmaceutical services provider, since 2010, where she chairs the Audit and Corporate Responsibility Committee and serves on the Finance and Executive Committees. Since 2012, Ms. Hyle has been a director for Bunge Limited, a leading international agribusiness and food company, where she chairs the Audit Committee and serves on the Risk Committee. Ms. Hyle currently serves on the Executive and Finance Committee of the Board of Trustees of Center Stage in Baltimore, Maryland and on the Board of Sponsors for the Loyola University Maryland Sellinger School of Business and Management. Ms. Hyle graduated from Loyola College.

Director Qualifications: Ms. Hyle s qualifications her extensive experience as a leader in developing the business and financial strategy of retail divisions in various companies, as a Certified Public Accountant and service as chief financial officer in public companies.

The Board of Directors unanimously recommends that stockholders vote FOR the election of all of the above listed director nominees to serve until the 2015 Annual Meeting.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table provides information regarding the beneficial ownership of our common stock as of December 31, 2013 by (i) each of the individuals who currently serve as our directors; (ii) each of our named executive officers; and (iii) all of our directors and executive officers as a group.

Except as otherwise noted in the footnotes below the table, each person identified in the table below has sole voting and investment power with respect to the shares listed. To the extent indicated in the table below, shares beneficially owned by a person include shares of which the person has the right to acquire beneficial ownership within 60 days after December 31, 2013. As of December 31, 2013, there were 183,294,463 shares of our common stock issued and outstanding.

Shares of Common Stock Beneficially Owned

Name of Beneficial Owner	Common Stock Beneficially Owned Directly or Indirectly	Common Stock Acquirable within 60-Days	Total Common Stock Beneficially Owned	% of Shares of Common Stock Outstanding
N. David Bleisch	21,783	98,322	120,105	*
Thomas Colligan	6,826		6,826	*
Richard Daly				*
Timothy Donahue	7,788		7,788	*
Robert Dutkowsky	1,326		1,326	*
Alan Ferber				*
Bruce Gordon	15,430		15,430	*
Anita Graham	3,184	23,208	26,392	*
Naren Gursahaney	144,266	920,644	1,064,910	*
Bridgette Heller	1,326		1,326	*
Kathleen Hyle	1,326		1,326	*
Kathryn Mikells				*
Dinesh Paliwal	1,905		1,905	*
Directors and Executive Officers as a Group (21 persons)	259,646	1,206,912	1,466,558	*

* *Less than 1.0%*

The following table sets forth the information indicated for persons or groups known to us to be beneficial owners of more than 5% of our outstanding common stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	15,749,366(1)	8.59%
Dodge & Cox	25,351,478(2)	13.83%

555 California Street, 40th Floor San Francisco, CA 94104		
The Vanguard Group 100 Vanguard Boulevard Malvern, PA 19355	13,688,567(3)	7.47%

(1) *Information shown is based on information reported on Schedule 13G filed with the SEC on January 30, 2013, in which BlackRock, Inc. reported that it has sole voting power over 15,749,366 shares of our common stock and sole dispositive power of 15,749,366 shares of our common stock.*

(2) *Information shown is based on information reported on Schedule 13G filed with the SEC on September 10, 2013, in which Dodge and Cox reported that it has sole voting power over 24,193,254 shares of our common stock and sole dispositive power of 25,351,478 shares of our common stock.*

(3) *Information shown is based on information reported on Schedule 13G filed with the SEC on February 22, 2013, in which The Vanguard Group reported that it has sole voting power over 395,128 shares of our common stock, sole dispositive power of 13,305,078 shares of our common stock and shared dispositive power over 383,489 shares of our common stock.*

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires that the Company s directors, certain of its officers and any persons beneficially owning more than 10% of a registered class of the Company s equity securities, to file reports of their ownership of ADT common stock and of changes in such ownership with the SEC and the NYSE within specified time periods. Regulations also require ADT to identify in this Proxy Statement any person subject to this requirement who failed to file any such report on a timely basis. To the Company s knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations from reporting persons that no other reports were required, we believe that all of our directors, officers, and greater than 10% stockholders complied with all Section 16(a) filing requirements applicable to them during the fiscal year ended September 27, 2013, except for Ms. Michele Kirse, whose original Form 3 was amended to include 167 shares which were inadvertently omitted from the original Form 3.

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EXECUTIVE OFFICERS

EXECUTIVE OFFICERS

Naren Gursahaney

Age 52

Mr. Gursahaney, a member of the Board of Directors, is the President and Chief Executive Officer of the Company, and his biographical information is set forth above under Proposal Number One Election of Directors Current Directors Nominated for Re-Election.

The following information is provided regarding the other executive officers of ADT:

David Bleisch

Age 54

Mr. Bleisch is the Company s Senior Vice President, Chief Legal Officer and Corporate Secretary. Prior to the separation from Tyco in September 2012, he served as Vice President and General Counsel of Tyco s ADT North American Residential business segment. Prior to the restructuring of the segment in fiscal year 2012, Mr. Bleisch was the Vice President and General Counsel of Tyco Security Solutions, the largest segment of Tyco. He also managed the intellectual property legal group for all of Tyco s operating segments worldwide. Mr. Bleisch joined Tyco in 2005 as Vice President and General Counsel of ADT North America and Deputy General Counsel of Tyco Fire & Security. Prior to joining Tyco, he was Senior Vice President, General Counsel and Corporate Secretary of The LTV Corporation in Cleveland, Ohio. Prior to joining LTV, Mr. Bleisch was a partner in the law firm of Jackson Walker LLP, where he served as a corporate transactional attorney before transitioning to commercial trial work. He holds a Bachelor of Arts from Carleton College and a Juris Doctor from Boston College Law School. He is a member of the State Bar of Texas.

Donald Boerema

Age 56

Mr. Boerema is the Company s Senior Vice President and Chief Corporate Development Officer. He leads the Health Business and is responsible for driving growth and enhancing customer experience for ADT s health services. He also directs ADT s corporate strategy, market and business development, and mergers and acquisitions. Prior to the separation from Tyco in September 2012, Mr. Boerema served as Chief Marketing Officer for Tyco s ADT North American Residential and Commercial business segments, overseeing all strategic marketing and communications and leading all advertising and online interactive marketing initiatives across ADT North America. Prior to joining ADT in November 2007, he served as President and Chief Operating Officer for FDN Communications, a privately held telecommunications company, where he was responsible for all aspects of sales, marketing, network operations engineering and customer care. Mr. Boerema also served as Senior Vice President of Business Solutions for AT&T Wireless and led sales and marketing for a division of McCaw Cellular Communications. Before joining McCaw, he held management positions with PepsiCo, Inc. and began his career at The Procter & Gamble Company. Mr. Boerema holds both a Bachelor of Science in Marketing and Finance and a Master of Business Administration from Eastern Illinois University.

Mark Edoff

Age 55

Mr. Edoff is the Company s Senior Vice President of Business Operations Optimization. He is responsible for increasing efficiency and driving overall business process improvements in the organization. Prior to the separation from Tyco in September 2012, Mr. Edoff served as Vice President and Chief Financial Officer of Tyco Security Solutions from October 2010 until the restructuring of the segment in fiscal year 2012. He joined Tyco in 2003 as Vice President and Corporate Controller for the former Tyco Fire & Security business. In 2004, Mr. Edoff assumed the role of Chief Financial Officer for ADT North America, which included responsibility for the combined residential and commercial security business. Previously, he served as the Director of Finance and Principal Accounting Officer for The Gillette Company. Before joining Gillette, he had a 15-year career with KPMG, where he was a Partner in the Assurance practice. Mr. Edoff holds a Bachelor of Science in Business Administration from Northeastern University and is a Certified Public Accountant.

Alan Ferber

Age 46

Mr. Ferber was appointed the Company s President of the Residential Business in October 2013. He is responsible for driving growth in the residential market through marketing, sales and exceptional customer service. He joined ADT in April 2013 as Senior Vice President and Chief Customer Officer, responsible for developing strategies and executing programs designed to create and sustain a superior experience for ADT customers. Previously, Mr. Ferber served as Chief Strategy and Brand Officer at U.S. Cellular. During his 11-year career with U.S. Cellular, he held various senior leadership roles in sales, marketing and operations, including Executive Vice President of Operations, Chief Marketing Officer and Vice President of Marketing and Sales Operations. He joined U.S. Cellular from Traq Wireless, a start-up management software and service provider he co-founded and built into a 100-employee, venture capital-backed company. Earlier in his career, Mr. Ferber held positions with Ameritech Corporation and First Chicago Corporation (now part of JPMorgan Chase & Co.). He holds a Bachelor of Arts from the University of Michigan and a Master of Business Administration from Northwestern University s Kellogg School of Management.

Michael Geltzeiler

Age 55

Mr. Geltzeiler was appointed the Company s Senior Vice President and Chief Financial Officer in November 2013. He is responsible for all aspects of finance, treasury and investor relations and ADT s financial strategy to help grow its business operations and create stockholder value. Before joining ADT, Mr. Geltzeiler served as Chief Financial Officer and Group Executive Vice President at NYSE Euronext from 2008 to November 2013. From 2001 to 2008, he was an executive at the Reader s Digest Association, as Chief Financial Officer for six years, then as President of School and Educational Services. Previously, he served in financial leadership roles at ACNielsen Corporation, including Chief Financial Officer of

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EXECUTIVE OFFICERS CONTINUED

Marketing Services and Corporate Controller and Chief Financial Officer for the EMEA Region; and worked in a variety of senior finance positions both in the U.S. and abroad for Dun & Bradstreet. Mr. Geltzeiler holds a Bachelor of Science in Accounting from the University of Delaware, a Master of Business Administration in Finance from New York University s Stern School of Business, and a CPA certification in the State of New York.

Shawn Lucht

Age 47

Mr. Lucht was appointed the Company s Senior Vice President and Chief Customer Officer in October 2013. He is responsible for the organization s strategy and programs to deliver a superior customer experience, including customer care, monitoring, centralized field support and e-services. He previously served as the Company s Senior Vice President of Operations, overseeing critical customer-facing functions including installation, service, field administration, customer care, monitoring and e-services. Prior to the separation from Tyco in September 2012, Mr. Lucht served as the Group Vice President of Operations for Tyco s ADT North American Residential business segment. He joined ADT in 2010 as part of the Broadview Security acquisition. During his career with ADT and Broadview, Mr. Lucht has held a variety of senior leadership positions, including Executive Vice President of Operations and Senior Vice President for Strategy and Corporate Development at Broadview Security (formerly Brinks Home Security). He holds both a Bachelor of Business Administration and a Master of Business Administration from The University of Texas at Arlington.

Kathleen McLean

Age 54

Ms. McLean was appointed the Company s Senior Vice President and Chief Information Officer in June 2013. She is responsible for developing and executing ADT s information technology strategy in support of its product development and business operations. Ms. McLean has more than 30 years of business and strategic technology leadership experience, including service with world-leading consulting and telecommunications corporations. Before joining ADT, she served as Executive Vice President, Chief Revenue Officer and Chief Information Officer at FairPoint Communications, Inc. where, as a member of the executive committee, she was responsible for systems stability, operational excellence and revenue growth. Prior to FairPoint Communications, Inc., she spent nearly 12 years in several leadership positions at Verizon Communications, Inc., implementing people, process and systems strategies to improve operating performance and customer service across all sectors of the company. Earlier in her career, Ms. McLean worked for American Management Systems, Inc. (now part of CGI Group, Inc.) in leadership positions culminating as Vice President in the Telecom Industry Group. She holds a Bachelor of Science in International Economics from Georgetown University.

Luis Orbegoso

Age 43

Mr. Orbegoso was appointed the Company s President of Small Business in October 2013. He is responsible for developing and executing ADT s strategy to grow the Company s share of security and automation customers in the small business market.

Mr. Orbegoso joined ADT in May 2013 as Senior Vice President of Small Business from United Technologies Corporation (UTC) Climate, Controls & Security, where he served as President of the Global Fire Detection and Alarm segment. He previously served as President of Lenel Systems International, a division of UTC s Fire and Security segment. Prior to joining UTC in 2008, Mr. Orbegoso spent 13 years with General Electric in a variety of sales, marketing and general management roles, culminating as Chief Marketing Officer of GE Equipment Services. He holds a Bachelor of Science in Mechanical Engineering from the University of Cincinnati and a Master of Business Administration from Northwestern University s Kellogg School of Management.

Arthur Orduña

Age 48

Mr. Orduña is the Company s Senior Vice President and Chief Innovation Officer, leading the Company s vision for innovation and product development. He is responsible for building the strategic roadmap for new and existing solutions, defining product architecture and positioning ADT as a partner of choice for key technology companies. Prior to joining ADT in October 2012, he worked for Canoe Ventures, LLC, a joint venture founded by the top six U.S. cable companies, first serving as Chief Technology Officer then Chief Product Officer. He was responsible for building a national data and interactive services platform, developing product and technology strategies, and launching new applications and services with key partners including Comcast Cable, NBC-Universal, Time Warner Cable and Cox Communications. Prior to Canoe Ventures, Mr. Orduña was Senior Vice President of Policy & Product for Advance/Newhouse Bright House Networks. Earlier in his career, he served as Vice President of Product & Marketing for Canal+ Technology U.S./Vivendi-Universal, and also Vice President of Product & Marketing for Integrated Systems Inc./Diab-SDS before its acquisition by Wind River Systems/Intel. He holds a Bachelor of Arts from Cornell University.

Tony Wells

Age 49

Mr. Wells was appointed the Company s Senior Vice President and Chief Marketing Officer in May 2013. He is responsible for promoting and protecting the brand as well as overseeing advertising and corporate communications, pricing, product marketing and consumer marketing. He previously served as the Company s Senior Vice President and Chief Marketing and Customer Officer. Before the separation from Tyco in September 2012, Mr. Wells was Chief Marketing and Customer Officer of Tyco s ADT North American Residential business segment. Before joining ADT in May 2012, he served as Executive Vice President and Chief Marketing Officer for 24 Hour Fitness, overseeing all marketing communications, public relations, 24hourfitness.com, member services and retail products and services. Prior to joining 24 Hour Fitness in 2007, Mr. Wells held leadership roles at Visa USA, including Vice President, Client Services and Vice President, Partnership Marketing. He also served in various sales and marketing positions with Interpublic Group of Companies (IPG), Clear Channel, The Mills Corporation and Nissan North America. A former Marine infantry officer, Mr. Wells holds a Bachelor of Science in Physical Science from the United States Naval Academy and a management certificate from Johns Hopkins University.

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COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

This section of the Proxy describes in detail the Company s compensation philosophy and its compensation programs, and reviews compensation decisions for fiscal year 2013 for its Named Executive Officers (the NEOs). Our NEOs for fiscal year 2013 are listed below.

Name	Title
Naren Gursahaney	*President and Chief Executive Officer (CEO)*
Alan Ferber	*President, Residential Business*
N. David Bleisch	*Senior Vice President, Chief Legal Officer and Corporate Secretary*
Anita Graham	*Former Senior Vice President and Chief Human Resources and Administrative Officer*
Kathryn Mikells	*Former Senior Vice President and Chief Financial Officer*

The Compensation Discussion and Analysis also describes compensation programs that apply to executives, other than the NEOs, that report directly to the CEO (collectively, with the NEOs, the Executive Officers of the Company).

Executive Summary

The Company is the largest provider of electronic security, interactive home and business automation and related monitoring services in the United States and Canada, serving approximately 6.5 million residential and small business customers. ADT has one of the most trusted and well-known brands in the security industry. We deliver an integrated customer experience by maintaining the industry s largest sales, installation and service field force as well as a robust monitoring network, all backed by the support of approximately 17,000 employees. Our broad and pioneering set of products and services, including interactive home and business solutions and home health services, meet a range of customer needs for today s active and increasingly mobile lifestyles. We believe we are well positioned to continue to lead the large and growing residential and small business security market, and that our demonstrated expertise and established footprint will help us to become a leader in the evolving market for integrated security, home health monitoring, lifestyle and business productivity solutions.

Fiscal Year 2013 Business Highlights

Fiscal Year 2013 was a year of considerable change for ADT. Following the Company s separation from Tyco on September 28, 2012, we focused on redefining ourselves and building our business as a stand-alone public company. Our most significant achievements in fiscal year 2013 included:

- We added over 1.1 million new customers on a gross basis and maintained our market share in the face of increased competition;
- We more than doubled recurring monthly revenue growth in our Small Business unit;
- The percentage of new Residential and Small Business customers who selected our interactive ADT Pulse offering (our Pulse Take Rate), as opposed to a traditional home or small business security system, grew to 32% in the fourth quarter, and to 26% for the year, up from 10% for fiscal year 2012;
- We added 117,000 customers via the acquisition of Devcon Security Holdings, Inc.; and
- We repurchased 28 million of our outstanding shares and paid out $112 million in dividends during fiscal year 2013.

Overview of Compensation Programs

The Company s compensation programs are designed to promote long-term value creation for stockholders and support the overall Company strategy and objectives by: (1) linking total compensation to defined short-term and long-term performance goals which are aligned with the interests of stockholders; (2) attracting and retaining key executives through competitive total compensation opportunities; and (3) motivating appropriate risk taking without encouraging or rewarding excessive risk.

Compensation for the NEOs is weighted toward variable compensation (both annual and long-term incentives), where actual amounts earned are based upon both Company and individual performance. NEO compensation is reviewed annually by the Compensation Committee (and, in the case of the CEO, by the independent members of the Board of Directors) to ensure alignment with the Company s compensation objectives and market practice.

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The chart below, which summarizes the distribution of targeted total direct pay for our NEOs in fiscal year 2013, highlights that over 80% of CEO target annual compensation and, on average, nearly 70% of

other NEO target annual compensation, is variable with performance, including stock price performance.

Fiscal Year 2013 Compensation and Decisions

In fiscal year 2013, we made a number of decisions regarding the design of our compensation programs, as well as specific decisions regarding the compensation of several of our Executive Officers. Although our initial compensation programs generally were based on the compensation programs designed by Tyco when the Company operated as a Tyco subsidiary, we established our programs following our separation from Tyco to reflect our focus as a subscriber-based business with significant recurring monthly revenue. Among the changes we made were:

- The introduction of a Recurring Revenue Growth measure to the Company s Annual Incentive Plan (AIP) to support our strategy to increase revenues through both net customer additions and increased Average Revenue Per User (ARPU);
- Increased the weighting of Net Attrition in the AIP to reflect the importance of maintaining and growing our customer base;
- Added a Strategic Modifier to focus on selected strategic initiatives to drive profitable growth. We chose to focus on increasing the Pulse Take Rate and on growing our Small Business unit recurring revenues; and
- The modification of the Company s Long-Term Incentive Plan (LTIP) with the focus on growing the business and generating increased cash flows by utilizing Recurring Revenue Growth and Adjusted Free Cash Flow Growth metrics.

In addition to the changes we made in our compensation programs, we made specific individual compensation decisions in fiscal year 2013 for certain of our NEOs to reflect their assumption of additional responsibilities:

- Mr. Gursahaney s base salary increased by 48% to reflect his new role as CEO. Mr. Gursahaney s annual incentive target remained at 100% of base salary, resulting in a corresponding increase to his annual incentive target. Prior to his appointment as CEO upon the Company s separation from Tyco, Mr. Gursahaney served as President of Tyco Security Solutions.
- Mr. Bleisch and Ms. Graham received an increase in base salary (which resulted in a corresponding increase in annual incentive target) of 19% and 8%, respectively, in recognition of their new roles in the stand-alone public company. In August 2013, Mr. Bleisch received an additional 10% increase in base salary (which resulted in a corresponding increase in annual incentive target) based upon a review of his compensation in relation to similarly situated roles in the broader market. Prior to their appointments to their respective positions upon the Company s separation from Tyco, Mr. Bleisch served as General Counsel and Ms. Graham served as Vice President of Human Resources, each of Tyco Security Solutions.

We also made several key executive hires during fiscal year 2013 in order to better position the Company for future success, among them Alan Ferber, the President of our Residential Business unit and one of our NEOs. In addition, subsequent to the end of the fiscal year, we hired Michael Geltzeiler as our Chief Financial Officer. Mr. Geltzeiler s target compensation for fiscal year 2014 is as follows:

Base Salary	$	750,000
Annual Incentive Target	$	750,000
Target Long-Term Incentive Award	$	1,875,000
Total	$	3,375,000

Pay for Performance

We strongly believe that a significant portion of our executives compensation opportunity should be fulfilled only when supported by our performance. Currently, all of our executives annual incentive compensation and a portion of their long-term equity incentive compensation is payable only if we attain certain specified goals (including, for our NEOs other than the CEO, certain individual objectives included as part of our annual incentive program), thereby placing a substantial portion of executive compensation at risk. The remainder of our executives long-term equity incentive compensation is awarded in stock options and time-vested restricted stock units, the value of each of which is dependent on our performance over an extended vesting period. This pay element is designed to create

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COMPENSATION OF EXECUTIVE OFFICERS CONTINUED

additional incentives for our executives to focus on sustainable, long-term growth.

As a new public company beginning in fiscal year 2013, the Compensation Committee felt it was important to set aggressive targets in our incentive plans in order to focus our executives on taking appropriate actions to ensure the Company is well-positioned for long-term success. In fiscal year 2013, we did not fully meet the aggressive financial targets set in our Annual Incentive Plan, but outperformed against the strategic modifier metrics (see the performance targets and actual performance in Fiscal Year 2013 Annual Incentive Compensation Design Summary below). As a result, our CEO was awarded an annual incentive equal to 77% of his targeted annual payout. Our other NEOs (with the exception of Ms. Mikells, who forfeited her annual incentive award when she resigned from the Company during the fiscal year) received an average payout of 74.2% of their targeted award, including the impact of their performance against individual objectives. The Compensation Committee believes this result reflects proper alignment of pay and performance. The Compensation Committee set equally aggressive targets for fiscal year 2014 to ensure the relationship with performance continues.

The fiscal year 2013 long-term incentive programs were also designed to reward management for performance directly related to increasing stockholder value. Our CEO received 50%, and the other executives 40%, of long-term incentive value in stock options, which deliver value only when long-term stock price appreciation is achieved. The remaining 50% of the long-term incentive value for our

CEO and an additional 40% for the other executives was comprised of Performance Share Units (PSUs), where vesting of shares is contingent upon achieving Recurring Revenue Growth and Adjusted Free Cash Flow Growth goals over a three-year performance period. Our NEOs other than the CEO received 20% of their long-term incentive value in Restricted Stock Units (RSUs), which deliver higher value when there is long-term stock price appreciation.

Although the Company did not utilize a Total Shareholder Return (TSR) metric in our fiscal year 2013 compensation programs, we tracked our TSR throughout the year for two main purposes:

as an additional data point in the overall assessment of performance of the Company, particularly as we assessed the performance of our executives relative to their compensation; and

in anticipation of potentially utilizing a TSR metric in future years long-term incentive compensation design.

The Compensation Committee has determined that, in order to better align our executive compensation with the value created for our stockholders, Relative TSR will replace the Recurring Revenue Growth metric as a metric for the PSUs granted during the 2014 fiscal year.

The following graph provides a comparison of the cumulative total shareholder return on the Company s common stock to the returns of the Standard & Poor s (S&P) 500 Index and the S&P 500 Industrial Index from October 1, 2012 (the first day of fiscal year 2013) through September 27, 2013. The graph is not, and is not intended to be, indicative of future performance of our common stock.

The above graph assumes the following:

(1) $100 invested at the close of business on October 1, 2012, in ADT common stock, S&P 500 Index, and the S&P 500 Industrial Index.

(2) The cumulative total return assumes reinvestment of dividends.

The Compensation Committee believes that the annual incentive awards earned by the NEOs, in comparison to the performance of the Company s stock relative to the S&P 500 Index and the S&P 500 Industrial Index, reflect a proper alignment of pay and performance.

Process for Determining Executive Officer Compensation (including NEOs)

Role of the Compensation Committee

The Compensation Committee consists exclusively of independent directors also considered outside directors as defined in Section 162(m) of the Internal Revenue Code (the Code), and is responsible for, among other things, reviewing the performance of and approving the compensation awarded to our Executive Officers, other senior officers subject to the filing requirements of Section 16 of the Securities Exchange Act of 1934, as amended, and senior executives (those executives who are not senior officers, but who have a base salary of $350,000 or greater). The Compensation Committee also reviews CEO performance and makes recommendations regarding his compensation to our Board of Directors. To assist in these processes, the Compensation Committee reviews tally sheets to understand how each element of compensation relates to other elements and to the compensation package as a whole. These tally sheets summarize the executive s total compensation opportunity, as well as a summary of historical compensation.

Role of Independent Compensation Consultant

In carrying out its role in establishing executive compensation plans, the Compensation Committee has the sole authority to retain, compensate and terminate the independent compensation consultant and any other advisors necessary to assist it in its evaluation of non-management director, chief executive officer or other senior executive compensation. The Compensation Committee receives advice from Farient Advisors LLC (Farient), its independent compensation consultant. Farient provides no services to the Company other than consulting services provided to the Compensation Committee. In fulfilling its duties to the Compensation Committee, Farient often works directly with management of the Company to prepare materials for the Committee s review. Farient regularly attends Compensation Committee meetings and in fiscal year 2013 advised the Committee on matters including, among others, incentive plan design, peer group composition and the compensation offered to our new Chief Financial Officer.

Role of Management

The Company s Human Resources department supports the Compensation Committee in the execution of its responsibilities. The Company s Chief Human Resources and Administrative Officer supervises the development of materials for each Compensation Committee meeting, including individual and Company performance metrics, tally sheets, market data and, in conjunction with the CEO, individual compensation recommendations for the Company s executives. No member of management, including the CEO, has a role in determining his or her own compensation.

Benchmarking

The Compensation Committee considers a number of factors in determining target total compensation for each of the Company s Executive Officers. These factors include, but are not limited to, position specific market data, the executive s experience and performance, and internal pay equity. While the Compensation Committee strives to generally target executive compensation at the median of the Company s competitive market (including both selected peer companies and the broader competitive market), they also apply discretion based upon their review of the factors noted above to make individual compensation decisions for the Company s Executive Officers.

Peer company data were utilized to benchmark pay levels for the CEO and CFO positions and to provide insights on pay practices at the executive level. We also used general industry data from third party providers as secondary data sources for the CEO and CFO positions and as a primary source for the other executive positions. The survey-sourced data was adjusted for size, and in some cases an implied telecom premium was applied to the general industry data to reflect (1) the fact that the telecom industry has increasingly become a source of executive talent for the Company, and (2) the similarities between the residential consumer-focused, recurring monthly revenue-based industries. Neither the Compensation Committee nor management has any input into the companies included in these general industry surveys.

Peer Group Development

In conjunction with the Company s separation into a stand-alone public company, the Compensation Committee, with the assistance of our external advisor, Farient, developed a peer group for compensation purposes that would align with the Company s business model and size characteristics. Public companies were screened on whether they have a similar range of revenues and are generally focused on generating subscription-based recurring revenue, primarily in the business-to-consumer (B2C) arena. The Compensation Committee also reviews the peer group periodically to determine whether any significant changes to the business condition of the Company or any of its peers would warrant any changes to the peer group.

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COMPENSATION OF EXECUTIVE OFFICERS CONTINUED

The following table represents the peer group utilized by the Compensation Committee in its review of the Company s fiscal year

2013 compensation programs and individual executive compensation decisions. All data in the table was provided by S&P Capital IQ.

Company Name [1]	Revenues [2]	Operating Income [2]	Total Assets [2]	Market Cap [3]
Cablevision Systems Corp.	$ 6,705	$ 849	$ 7,246	$ 3,995
CenturyLink, Inc.	$ 18,376	$ 2,796	$ 54,020	$ 18,973
Charter Communications, Inc.	$ 7,504	$ 931	$ 15,599	$ 13,401
Equinix, Inc.	$ 1,896	$ 419	$ 6,133	$ 8,272
Frontier Communications Corp.	$ 5,012	$ 1,101	$ 17,734	$ 4,898
Netflix, Inc.	$ 3,609	$ 50	$ 3,968	$ 20,726
Rollins, Inc.	$ 1,271	$ 177	$ 693	$ 4,057
SIRIUS XM Radio, Inc.	$ 3,402	$ 872	$ 9,055	$ 23,683
Stanley Black & Decker, Inc.	$ 10,191	$ 1,140	$ 15,844	$ 12,827
STARZ	$ 1,631	$ 423	$ 2,176	$ 3,289
Telephone & Data Systems, Inc.	$ 5,345	$ 245	$ 8,624	$ 3,216
The Brink s Co.	$ 3,842	$ 165	$ 2,554	$ 1,559
Tyco International Ltd.	$ 10,403	$ 837	$ 12,365	$ 17,160
Windstream Corp.	$ 6,156	$ 980	$ 13,982	$ 4,918
25TH PERCENTILE	**$ 3,454**	**$ 289**	**$ 4,509**	**$ 4,011**
MEDIAN	**$ 5,179**	**$ 843**	**$ 8,839**	**$ 6,595**
75TH PERCENTILE	**$ 7,304**	**$ 968**	**$ 15,195**	**$ 16,220**
The ADT Corporation	**$ 3,228**	**$ 722**	**$ 9,260**	**$ 9,105**
PERCENT RANK	***22%***	***44%***	***54%***	***55%***

(1) Two additional companies, DIRECTV and Ascent Capital Group, are included as reference peers for purposes of assessing compensation design and practices only. While these companies meet the subscription-based recurring revenue and B2C screening criteria, their annual revenues are outside the range used in the screening process. As a result, utilizing specific compensation data may possibly skew comparative statistics.

(2) Data presented is as of each company s most recently reported fiscal year end, with the exception of ADT and Tyco, whose data is as of their fiscal year 2012 10-K filings (which were, at the time of the Compensation Committee s review of executive compensation, the most recently reported data).

(3) Data presented is as of November 15, 2013.

FY14 Peer Group

Based on a review of recommendations made by Farient at the December 2013 Compensation Committee meeting, the Committee approved the following changes to the peer group for fiscal year 2014:

- the removal of Equinix and STARZ; and

- the addition of Allegion, Cincinnati Bell and Earthlink and, as a reference peer only, T-Mobile US.

Equinix and STARZ were removed from the peer group due primarily to their business-to-business (B2B) focus. Additionally, Equinix is focused primarily on enterprise solutions, while STARZ has a focus on selling programming to distributors, neither of which is a business model comparable to the Company s. The three additions to the peer group all provide services to residential consumers: Allegion provides security and safety-related products and services, Cincinnati Bell offers voice and data services, as well as home security, and Earthlink provides network, communication and IT services. T-Mobile US was added as a reference peer due to its acquisition of a former member of the Company s peer group (MetroPCS). T-Mobile US also has a subscriber-based recurring revenue business model, but its

size is outside the range of the screening criteria used to identify peer companies.

The revised peer group will be used to help the Compensation Committee establish pay decisions during fiscal year 2014.

Components of Compensation Programs

The target total compensation opportunity for each of our Executive Officers is comprised of both fixed (base salary) and variable (both annual and long-term incentives) compensation elements. In addition, each of our NEOs is eligible to participate in the Company s benefit plans that are generally available to all employees.

Base Salary

Base salaries, which comprise the fixed portion of our executives compensation, are reviewed annually by the Compensation Committee. In addition, the Compensation Committee also reviews base salaries periodically in situations of promotion or other change in job responsibilities. These reviews are based upon market data, internal pay equity and the individual executive s performance, level of experience and level of responsibility.

Annual Incentive Compensation

Executive Officers of the Company are eligible to earn annual incentives under the Company s Officer Short-Term Bonus Plan, which was approved by the Board of Directors during the first quarter of fiscal year 2013. Under the Officer Short-Term Bonus Plan, which is intended to comply with Section 162(m) of the Code, annual incentives are based upon achievement against an Operating Income target. For fiscal year 2013, each of the Company s Executive Officers was eligible for a maximum bonus under the Officer Short-Term Bonus Plan equal to 0.5% of the Company s Operating Income.

In addition to the Company s performance against the Operating Income criterion, the Compensation Committee also has the ability to apply negative discretion to the calculated incentive amount. The Compensation Committee generally utilizes a guideline formula in applying its negative discretion. This guideline formula is based upon the Company s AIP, which is the plan upon which a majority of incentive-eligible employees annual incentives are based. Incentives subject to the AIP are based upon the Company s performance against a variety of financial and strategic goals, as well as specific individual objectives (other than for the CEO).

In our first year as a stand-alone public company, we designed our AIP program to reflect our focus as a subscriber-based business with significant recurring monthly revenues. The following table provides a basis for the decisions used to include specific metrics in the design of our AIP:

Category	Measure	Weighting	Rationale for Inclusion in AIP
Financial	Recurring Revenue Growth	30%	Supports our strategy of increasing recurring revenue through customer additions, retention of existing customers and increased ARPU.
	Adjusted Free Cash Flow	30%	Captures the ability of the Company to generate positive cash flows from operations while excluding the impact of investing in growth.
	Net Attrition	20%	Focuses efforts on reducing customer attrition, which is a key value driver and significantly impacts our operations.
Individual Objectives (1)	Various Strategic Goals	20%	Provides individual line-of-sight to employees in supporting the strategic goals of the Company.
Strategic Modifier (adjustment of +/-20% points to overall weighted Financial results)	Small Business Recurring Revenue Growth		Focuses on growing revenues in our Small Business unit, which currently accounts for 8% of our Recurring Monthly Revenue, but which is a key strategic segment of the business.
	Pulse Take Rate		Drives sales of Pulse units, which addresses the growing home automation market and generates significantly higher ARPU than traditional security-only systems.

(1) *Individual objectives typically vary by NEO, but in general are related to key strategic goals and value drivers for the organization, including, but not limited to, the further development of public company capabilities, refinement of operational efficiencies designed to reduce costs, and focus on instilling a culture of customer obsession.*

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COMPENSATION OF EXECUTIVE OFFICERS CONTINUED

The financial and strategic performance measures and targets utilized in the guideline formula, as well as the actual performance against the targets, are summarized in the table below.

Fiscal 2013 Annual Incentive Compensation Design Summary

Performance Measure	Weighting	Performance Target	Actual Performance	% of Target Attained
Mr. Gursahaney				
Recurring Revenue Growth	40%	5.2%	4.5%	86.5%
Adjusted Free Cash Flow	40%	$ 544 million	$ 520.3 million	95.6%
Net Attrition	20%	13.4%	13.9%	103.7%(1)
Strategic Modifier (adjustment of +/- 20% to overall weighted financial results)				
Small Business Recurring Revenue Growth		5.2%	5.9%	113.5%
Pulse Take Rate		17.0%	25.5%	150.0%
Messrs. Ferber and Bleisch, Ms. Mikells and Ms. Graham				
Recurring Revenue Growth	30%	see above	see above	see above
Adjusted Free Cash Flow	30%	see above	see above	see above
Net Attrition	20%	see above	see above	see above
Strategic Modifier (adjustment of +/- 20% to overall weighted financial results)				
Small Business Recurring Revenue Growth		see above	see above	see above
Pulse Take Rate		see above	see above	see above
Individual Objectives	20%	various	various	various

(1) *As Net Attrition represents the percentage of customers lost, net of resales, performance greater than 100% represents achievement below target*

Description of Performance Measures: For compensation purposes, Adjusted Free Cash Flow was adjusted to exclude the effects of events that the Compensation Committee deems would not reflect the performance of the NEOs. The categories of special items were identified at the time the performance measure was approved at the beginning of the fiscal year, although the Compensation Committee may in its discretion make adjustments during the fiscal year. For fiscal year 2013, the approved categories of adjustments included adjustments related to (i) business acquisitions and divestitures; (ii) debt refinancing; (iii) legacy legal and tax matters; (iv) goodwill and intangible asset impairments for business acquired prior to 2002; (v) certain unbudgeted capital expenditures and pension contributions; (vi) unbudgeted restructuring charges; (vii) charges related to the separation into a stand-alone public company; and (viii) realignments of segment and corporate costs. Adjusted Free Cash Flow was calculated by removing from cash flow

from operations the effects of the sale of accounts receivable programs, cash paid for purchase accounting and holdback liabilities, and voluntary pension contributions, and then deducting net capital expenditures (including accounts purchased from the ADT dealer network), and then adding back the special items that increased or decreased cash flows, including, for fiscal year 2013, capital expenditures associated with Pulse Take Rates and Pulse upgrades (existing customers upgrading from a traditional security-only system to a Pulse system) that were significantly above plan, and capital expenditures related to gross customer additions that were below plan.

The table below shows the maximum and target annual incentive compensation opportunities and the actual payments earned for fiscal year 2013 for each of our NEOs. These amounts are reported in the Non-Equity Incentive Plan Compensation column of the *Summary Compensation Table*.

Named executive officer	Maximum	Target	Actual
Naren Gursahaney	$ 1,800,000	$ 900,000	$ 693,000
Kathryn Mikells (1)	$ 979,200	$ 489,600	$
Alan Ferber (2)	$ 540,000	$ 270,000	$ 90,383
N. David Bleisch	$ 510,000	$ 255,000	$ 191,221
Anita Graham	$ 504,000	$ 252,000	$ 187,439

(1) *Ms. Mikells forfeited her annual incentive award upon her resignation from the Company effective May 2, 2013.*

(2) *Maximum and target amounts for Mr. Ferber represent annual amounts. Actual amount was pro-rated for period from Mr. Ferber s hire date (April 17, 2013) through the end of the fiscal year.*

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The Compensation Committee (and, in the case of the CEO, the independent members of the Board of Directors) approved award payouts for each of our NEOs, other than Ms. Mikells, in November 2013 based on the percentage of Operating Income each NEO was eligible to receive as a maximum bonus under the Officer Short-Term Bonus Plan, as well as through the exercise of negative discretion by the Committee based upon the achievement of the quantitative performance measures shown in the Fiscal 2013 Annual Incentive Compensation Design Summary table above.

Long-Term Incentive Program

The Company s Long-Term Incentive Program is designed to provide a significant portion of executives competitive compensation opportunity in equity based instruments. In so doing, the LTIP is a key component in aligning the long-term interests of executives with those of stockholders, thus promoting value creation for both our executives and stockholders. A majority of total equity granted under the LTIP is awarded during our annual grant process. This process occurs in conjunction with our annual assessment of individual performance and potential, and also takes into account a review of the competitive compensation landscape in the LTIP award target-setting process.

To align our executives interests and efforts with the interests of our stockholders, we designed the PSU metrics for fiscal year 2013 to

focus on the importance of growing the business and generating increased cash flows by utilizing Recurring Revenue Growth and Adjusted Free Cash Flow Growth metrics.

For fiscal year 2013, in addition to our annual LTIP awards, we granted to certain of our key employees, including the CEO and the other NEOs, (other than Mr. Ferber) special one-time Founders Awards. These Founders Awards, which were not considered part of our regular annual compensation program, were granted in recognition of the efforts made by key employees in connection with our separation into a stand-alone public company, as well as to enhance retention of the management team and further align the interests of these key employees with those of the Company s stockholders. The value of the Founders Awards was equal to 50% of an employee s fiscal year 2013 annual equity award. Mr. Ferber was not employed by the company at the time the Founders Awards were granted.

Awards of equity under the annual LTIP process are delivered to employees utilizing a mix of Stock Options, RSUs and PSUs. The weighting of the different components of the awards varies by employee level. The Founders Awards granted in fiscal year 2013 were delivered utilizing Stock Options and RSUs, and the weighting of each component was equal for all recipients. The table below summarizes the weighting of the components of equity awards made in fiscal year 2013 to our CEO and other NEOs:

	Annual Awards	Founders Awards
CEO	50% Stock Options 50% PSUs	50% Stock Options 50% RSUs
Other NEOs	40% Stock Options 40% PSUs 20% RSUs	50% Stock Options 50% RSUs

The following table describes the general terms and conditions applicable to each of the equity-based grant type:

	Grant Type	Vesting	Other Terms & Conditions
Fiscal Year 2013	Stock Options	25% per year	Granted with an exercise price equal to the closing price of the Company s common stock on the date of grant. Expire on the 10th anniversary of the grant unless forfeited earlier.
Annual Awards	PSUs	100% on the 3rd anniversary of the grant date, subject to satisfaction of performance conditions	Vesting subject to performance against Recurring Revenue Growth (60% weighting) and Adjusted Free Cash Flow Growth (40% weighting).

			Accumulate dividend equivalent units (DEUs) with respect to dividends, which vest only to the extent of vesting of the underlying PSU award.
	RSUs	25% per year	Accumulate DEUs with respect to dividends, which vest in accordance with the vesting of the underlying RSU award.
Founders Awards	Stock Options	One-third per year	See Fiscal Year 2013 Annual Grant above.
	RSUs	100% on the 3rd anniversary of the grant date	See Fiscal Year 2013 Annual Grant above.

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2014 Incentive Plan Design Changes

For fiscal year 2014, the Compensation Committee maintained the same general AIP plan design as in fiscal year 2013, but made the following changes to reflect the Company s focus on further aligning its incentive plans with stockholder interests:

- Replaced the Adjusted Free Cash Flow metric with Steady State Free Cash Flow, which:
  - captures the impact of key value drivers of the business;
  - is the best proxy for assessing the economic potential of the Company s existing subscriber base; and
  - is more aligned with metrics reported by key competitors, and which is a common metric among companies in the security industry.
- Replaced the Pulse Take Rate strategic modifier metric with Recurring Revenue Margin, which is a metric intended to focus on operating efficiency. Although increasing our Pulse Take Rate remains a priority, particularly due to the fact that the ARPU for Pulse customers is 25% greater than the ARPU for non-Pulse customers, we continue to look to reduce the cost of operations, particularly Cost to Serve and Subscriber Acquisition Costs. We believe aligning our Annual Incentive Plan with a margin modifier will provide our executives with the appropriate focus to reduce our cost of operations.

For fiscal year 2014, the Compensation Committee approved the following changes to the design of the LTIP:

- Adjusted the weighting of the equity mix for our Executive Officers. The value of awards granted in conjunction with the annual grant process will now be split as follows: 25% Stock Options, 25% RSUs and 50% PSUs. The change to reduce the weighting of Stock Options was recommended to the Compensation Committee by our external advisors, Farient, to increase the weighting on performance-based equity, and to recognize the fact that dividends, which are accounted for through DEUs in PSUs and RSUs, but not accounted for in stock options, have become a more important part of total return to stockholders. The change also aligns the equity mix for the CEO with the mix for other Executive Officers.
- Similar to the change made in the Annual Incentive Plan, replaced the Adjusted Free Cash Flow Growth metric with Steady State Free Cash Flow Growth. The weighting of the Steady State Free Cash Flow Growth metric was set at 50% of the PSU total.
- Replaced the Recurring Revenue Growth metric with Relative TSR. We believe that Relative TSR is a metric that will appropriately capture the overall performance of the Company in comparison to the broader market, as reflected in our stock price and adjusted for dividends. The Company s Absolute Total Shareholder Return (Absolute TSR) over the performance period will be compared relative to the median Absolute TSR of companies in the S&P 500 Index. In order to minimize the impact of any short-term volatility in the price of the Company s common stock, Relative TSR will be measured utilizing a 60-day trailing average at both the beginning and ending of the performance period. The weighting of the Relative TSR metric was set at 50% of the PSU total.

Executive Benefits and Perquisites

Our Executive Officers, including the CEO and other NEOs, are eligible to participate in the benefit plans that are available to substantially all of our U.S. employees, including our 401(k) Retirement Savings and Investment Plan (RSIP), our medical, dental and life insurance plans and long-term disability plans. Additionally, the Company provides relocation benefits when a move is required. None of our NEOs participate in a defined benefit pension plan.

Supplemental Savings and Retirement Plan

Executive Officers are also eligible to participate in the Company s Supplemental Savings and Retirement Plan (the SSRP), a deferred compensation plan that permits the elective deferral of base salary and annual performance-based bonus for executives earning more than $115,000 per year. The SSRP provides eligible employees the opportunity to:

- contribute retirement savings in addition to amounts permitted under the Company s RSIP;
- defer compensation on a tax-deferred basis and receive tax-deferred market-based growth; and
- receive any Company contributions that were reduced under the RSIP due to Internal Revenue Service compensation limits.

Executive Physical Program

The Company strongly believes in investing in the health and well-being of its executives as an important component in providing continued effective leadership for the Company. As such, we maintain an annual executive physical program, for which all of our Executive Officers are eligible. The program allows for expenses for an annual physical to be paid for by the Company, up to a total of $3,000 per year.

Policies and Practices

The Company maintains certain policies and practices to ensure that its compensation programs appropriately align the interests of its executives with the interests of stockholders.

Change in Control and Severance Benefits

Our Executive Officers, including the CEO and other NEOs, may be eligible for certain benefits under either The ADT Corporation Severance Plan for U.S. Officers and Executives (the Severance Plan) or The ADT Corporation Change in Control Severance Plan (the CIC Severance Plan), depending upon the circumstances leading to their termination of service of employment with the Company. In the case of the CIC Severance Plan, a double trigger is required before benefits become available to the executives covered by that plan. Details with respect to the key provisions of the severance plans currently in effect and the payments and benefits that would be payable under the plans are set forth in the section titled Potential Payments Upon Termination or Change in Control below.

Stock Ownership and Retention Guidelines

The Compensation Committee believes that requiring executives to own and hold a significant amount of Company stock aligns the executives interests with those of our stockholders. The Compensation Committee has established the following ownership guidelines:

Level	Ownership Guideline (as a multiple of base salary)
Chief Executive Officer	6x
Other Executive Officers	3x

The Compensation Committee reviews ownership levels annually. Executive Officers are generally expected to meet the ownership guidelines within a number of years equal to the base salary multiple (i.e., six years for the CEO and three years for other Executive Officers). As of the most recent review by the Compensation Committee (on May 8, 2013), all but two of our Executive Officers (each of whom was hired during fiscal year 2013) either met the guideline or were progressing towards meeting the guideline within the prescribed number of years allowed. In addition to the ownership guidelines, the Compensation Committee also maintains a requirement that, until the ownership guideline is met, all Executive Officers must retain a minimum of 75% of net (after-tax) shares acquired through the exercise of Stock Options or the vesting of RSUs.

Equity Grant Practices

The Company s practice is to grant annual equity awards to eligible employees on or after the second trading day after information about the Company has been widely released through a press release, news wire or report filed with the SEC. This timing ensures that annual equity grants are made at a time when the market has the greatest amount of information concerning the Company s performance, including its financial condition and results of operations, as is reasonably possible. All other equity grants during the year, which are generally comprised of new hire awards or other one-time grants, are made in conjunction with the timing of Compensation Committee meetings.

Insider Trading Policy

The Company maintains an insider trading policy, applicable to all employees and directors, which prohibits the Company s personnel from: (1) buying, selling or engaging in transactions in the Company s securities at any time while aware of material non-public information about the Company; (2) buying or selling securities of other companies while aware of material non-public information about those companies that they become aware of as a result of business dealings between the Company and those companies; (3) disclosing material non-public information to any unauthorized persons outside the Company; or (4) engaging in transactions in puts, calls, cashless collars, options or similar rights and obligations involving the Company s securities, other than the exercise of any Company-issued stock option. The policy also restricts trading for a limited number of Company employees (including the Executive Officers) and the members of the Company s Board of Directors to defined window periods that follow the timing of the filing of the Company s periodic reports with the SEC.

Pay Recoupment Policy

The Company s pay recoupment policy provides that, in addition to any other remedies available to it and subject to applicable law, the Company may recover any incentive compensation (whether in the form of cash or equity) paid by the Company to any Executive Officer that resulted from any financial result or operating metric that was impacted by the Executive Officer s fraudulent or illegal conduct. Our Board of Directors has the sole discretion to make any and all determinations under this policy. The Compensation Committee periodically reviews the policy to determine whether any changes are warranted.

Risk Mitigation in Compensation Program Design

The Company s compensation programs are designed to motivate employees to take appropriate levels of risk that are aligned with the Company s strategic goals, without encouraging or rewarding excessive risk. Among the program features which balance and guard against excessive risk-taking include:

- A mix of compensation components (fixed and variable pay, annual and long-term incentives, cash and equity) that encourage a focus on both the short and long-term interests of the Company and its stockholders;

- Incentive awards with payouts based upon a variety of financial and strategic objectives, which minimizes the risk associated with any single performance measure;
- Incentive plans that cap maximum awards and which are not overly leveraged;
- Stock ownership guidelines that align executive and stockholder interests;
- A pay recoupment policy designed to deter excessive risk-taking; and
- An annual risk assessment of the Company s compensation programs by the Compensation Committee.

The Company has concluded that its compensation programs and policies are not reasonably likely to have a materially adverse effect on the Company. This conclusion is based on a risk assessment that was performed by management in conjunction with Farient and presented to and reviewed with the Committee at its September 2013 meeting.

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REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee has reviewed and discussed with management the Company s Compensation Discussion and Analysis for the year ended September 27, 2013 as required by Item 407(e)(5) of Regulation S-K promulgated by the SEC. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors, and the Board of Directors approved, the inclusion of the Compensation Discussion and Analysis for the year ended September 27, 2013 in the Company s 2014 Proxy Statement and its incorporation by reference into the Company s Annual Report on Form 10-K.

Submitted by the Compensation Committee of the Board of Directors:

Dinesh Paliwal, Chair

Timothy Donahue

Robert Dutkowsky

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. Paliwal (Chairman), Donahue and Dutkowsky served as members of the Compensation Committee in fiscal year 2013. None of such committee members (i) was, during fiscal year 2013, an officer or employee of the Company or any of its subsidiaries; (ii) was formerly an officer of the Company or any of its subsidiaries; or (iii) had any relationship requiring disclosure by the Company pursuant to any paragraph of Item 404 of Regulation S-K promulgated by the SEC. No executive officer of the Company served as an executive officer, director or member of a compensation committee of any other entity of which an executive officer or director of such entity is a member of the Compensation Committee of the Company or the Company s Board of Directors.

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FISCAL YEAR 2013 NEO COMPENSATION

Summary Compensation Table

The information set forth in the following table reflects compensation paid or earned by the NEOs for the fiscal years 2013, 2012 and 2011. The compensation shown for fiscal years 2012 and 2011 were earned by each NEO under the compensation programs of Tyco which, prior to September 28, 2012, was the parent corporation of ADT. The table reflects total compensation earned beginning in the later of fiscal year 2011 or the year an individual first became an NEO.

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Bonus ($) [4] (d)	Stock /Unit Awards ($) [5] (e)	Option Awards ($) [5] (f)	Non-Equity Incentive Plan Compensation ($) [6] (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) (h)	All Other Compensation ($) [7] (i)	Total ($) (j)
Naren Gursahaney Chief Executive	2013	900,000		2,708,100	2,602,377	693,000		267,286	7,170,763
Officer	2012	610,000	290,000	1,747,016	1,698,545	451,300		152,957	4,949,818
	2011	597,500		1,296,760	807,609	787,000		200,421	3,689,290
Kathryn Mikells [1] *Former* SVP,	2013	361,636		1,097,010	836,242			27,009	2,321,897
Chief Financial Officer	2012	257,318	30,000	624,954	733,840	166,865		12,395	1,825,372
Alan Ferber [2] President, Residential Business Unit	2013	204,545	115,000	498,064	498,456	90,383		47,843	1,454,291
N. David Bleisch SVP, General	2013	391,667		417,690	320,529	191,221		126,404	1,447,511
Counsel & Corporate Secretary	2012	323,820	65,135	350,588	228,789	137,624		34,916	1,140,872
	2011	321,615		284,336	115,111	216,959		98,958	1,036,979
Anita Graham [3] *Former* SVP, Chief	2013	420,000		417,690	320,529	187,439		32,475	1,378,133
Human Resources & Administrative	2012	390,000	24,000	322,478	184,696	189,540		64,087	1,174,801
Officer	2011	214,783	50,000	224,902	203,736	316,953		6,305	1,016,679

(1) Kathryn Mikells was hired by the Company on April 30, 2012. She resigned from the Company and from her position as Senior Vice President and Chief Financial Officer effective May 2, 2013.

(2) Alan Ferber was hired by the Company on April 17, 2013.

(3) Anita Graham resigned from the Company and from her position as Senior Vice President and Chief Human Resources and Administrative Officer effective December 31, 2013.

*(4) **Bonus:** The amount shown in column (d) in fiscal year 2013 for Mr. Ferber represents a portion of a sign-on bonus paid when he joined the Company in April 2013. The amounts in fiscal year 2012 for Messrs. Gursahaney and Bleisch and Ms. Graham represent one-time lump sum payments in connection with their promotions into their new roles with ADT. The amount represents the difference between their fiscal year 2012 salary and target bonus and their post-separation salary and target bonus for the period from April 1, 2012 to September 28, 2012. The amount in fiscal year 2012 for Ms. Mikells reflects a sign-on bonus paid upon her hire in April 2012. The amount in fiscal year 2011 for Ms. Graham reflects a sign-on bonus paid when she joined Tyco in March 2011.*

*(5) **Stock/Unit Awards and Option Awards:** The amounts in columns (e) and (f) reflect the fair value of equity awards granted in fiscal years 2013, 2012 and 2011, which consisted of stock options, RSUs and PSUs. These amounts represent the fair value of the entire amount of the award calculated in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. Amounts for fiscal year 2013 were calculated based upon the price of the Company s common stock (including the impact on the value of options under the Black-Scholes option pricing model). Values for fiscal years 2012 and 2011 were calculated based upon the price of Tyco common stock. For stock options, amounts are computed by multiplying the fair value of the award (as determined under the Black-Scholes option pricing model) by the total number of options granted. For RSUs, fair value is computed by multiplying the total number of shares subject to the award by the closing market price of the Company s common stock on the date of grant. For PSUs, fair value is based on a model that considers the closing market price of the Company s common stock on the date of grant, the range of shares subject to such stock award and the estimated probabilities of vesting outcomes. The value of PSUs included in the table assumes target performance. The following amounts represent the maximum potential performance share value by individual for fiscal year 2013, determined at the time of grant (200% of the target award):*
Mr. Gursahaney $3,497,580; Ms. Mikells $1,037,340; Mr. Bleisch $394,740; and Ms. Graham $394,740. Mr. Ferber did not receive PSUs in fiscal year 2013.

Ms. Mikells and Ms. Graham each forfeited the PSUs they received in fiscal year 2013 when they resigned from the Company.
Amounts in column (e) for fiscal year 2012 include the incremental fair value associated with the shortening of the performance period for outstanding PSUs. The shortening of the performance period was associated with ADT s separation from Tyco. Amounts in column (f) for fiscal year 2012 include the incremental fair value associated with the conversion of outstanding Tyco stock options into stock options of ADT. On July 12, 2012, in connection with the separation, the Tyco Board of Directors approved the conversion of all outstanding Tyco PSUs into RSUs based on performance achieved through June 29, 2012. On August 2, 2012, the Tyco Compensation Committee approved the conversion ratio based on its review and certification of performance results. On October 12, 2011 the Tyco Compensation Committee approved the methodology that would apply to convert outstanding Tyco equity awards upon completion of the separation into post-separation equity awards of ADT, or split into equity awards of Tyco, ADT and Pentair Ltd., in order to preserve intrinsic value.

(6) ***Non-Equity Incentive Plan Compensation:*** *The amounts reported in column (g) for each NEO reflect annual cash incentive compensation for the applicable fiscal year. Annual incentive compensation for fiscal year 2013 is discussed in further detail above under the heading Annual Incentive Compensation. Amounts for fiscal years 2012 and 2011 were earned pursuant to incentive plans designed and administered by Tyco.*

(7) ***All Other Compensation:*** *The amounts reported in column (i) for fiscal year 2013 represent the Company s contributions to the 401(k) Retirement Savings and Investment Plan and Supplemental Savings and Retirement Plan, taxable relocation benefits and associated tax gross-ups, and the value of the executive physical, as applicable. The amounts reported for fiscal years 2012 and 2011 were paid and/or earned with respect to similar programs administered by Tyco, as well as to cash perquisites and to insurance premiums paid by Tyco for the benefit of the officer (and, in some cases, the officer s spouse). Details with respect to the amounts in this column are set forth below, in the All Other Compensation table.*

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FISCAL YEAR 2013 NEO COMPENSATION CONTINUED

Summary Compensation Table All Other Compensation

The components of the All Other Compensation column in the *Summary Compensation Table* for each NEO are shown in the following table.

Named Executive	Fiscal Year	Cash Perquisite (a)	Supplemental Executive Insurance Benefits: Variable Universal Life (b)	Supplemental Disability (b)	Long-Term Care (b)	Tax Gross-Ups (c)	Retirement Plan Contributions (d)	Miscellaneous (e)	Total All Other Compensation
Naren Gursahaney	2013	$	$	$	$	$ 52,165	$ 53,607	$ 161,514	$ 267,286
	2012	15,250	10,109	15,008	19,274		70,225	23,091	152,957
	2011	59,750	10,109	15,008	19,275		86,665	9,614	200,421
Kathryn Mikells	2013						27,009		27,009
	2012						7,395	5,000	12,395
Alan Ferber	2013					5,699	7,500	34,644	47,843
N. David Bleisch	2013					4,993	24,868	96,543	126,404
	2012					2,602	24,327	7,987	34,916
	2011					44,978	33,179	20,801	98,958
Anita Graham	2013					3,268	28,906	301	32,475
	2012					5,877	35,091	23,119	64,087
	2011						6,305		6,305

(a) *Cash Perquisites reflect an annual cash perquisite payment equal to the lesser of 10% of the executive s base salary and $70,000. Payments were made quarterly and were adjusted to reflect changes in salary. This benefit was discontinued by Tyco as of January 1, 2012.*

(b) *Supplemental Executive Insurance Benefits reflect premiums paid by Tyco for insurance benefits for the executive and, in the case of long-term care, for the executive s spouse as well. These benefits were provided to certain executives of Tyco upon the approval of the Tyco Compensation Committee. Mr. Gursahaney was the only one of our NEOs who received these benefits in his role as an executive of Tyco. ADT discontinued this benefit for Mr. Gursahaney as of November 30, 2012.*

(c) *The amounts shown in this column as tax gross-up payments for Messrs. Gursahaney, Ferber and Bleisch and Ms. Graham represent tax gross-up payments made with respect to taxable relocation expenses.*

(d) *For fiscal year 2013, amounts represent matching contributions made by the Company on behalf of each executive to its tax-qualified 401(k) Retirement Savings and Investment Plan and to its non-qualified Supplemental Savings and Retirement Plan. Amounts for fiscal years 2012 and 2011 represent contributions made by Tyco to similar plans it administered.*

(e) *Miscellaneous compensation in fiscal year 2013 includes the value of taxable relocation benefits for Messrs. Gursahaney, Ferber and Bleisch and Ms. Graham, as well as the value of an executive physical for Mr. Bleisch. Amounts for fiscal year 2012 include matching charitable contributions Tyco made on behalf of Mr. Gursahaney, the value of taxable relocation benefits for Messrs. Gursahaney and Bleisch, Ms. Mikells and Ms. Graham, and the value of an executive physical for Ms. Graham. In fiscal year 2011, miscellaneous compensation for Mr. Gursahaney includes matching charitable contributions Tyco made on his behalf, and for Mr. Bleisch, the value of taxable relocation benefits, as well as de minimis payments made for the vesting of fractional shares for Messrs. Gursahaney and Bleisch.*

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FISCAL YEAR 2013 NEO COMPENSATION CONTINUED

Grants of Plan Based Awards Table

The following table summarizes the number of Restricted Stock Units and Stock Options granted to our NEOs in fiscal year 2013 pursuant to The ADT 2012 Stock and Incentive Plan (the SIP), as well as the grant date fair value of these awards. The table also summarizes the range of potential payouts for the NEOs under the Officer Short-Term Bonus Plan and the Performance Share Unit Awards granted under the SIP. Actual bonus awards under the Officer Short-Term Bonus Plan are reported in the Summary Compensation Table under the heading Non-Equity Incentive Plan Awards. All numbers have been rounded to the nearest whole dollar, share or unit, with the exception of the exercise price of Stock Option awards.

				Estimated Possible Payouts under Non-Equity Incentive Plan Awards (1)			Estimated Possible Payouts Under Equity Plan Awards (2)						
Name (a)	Award Type	Grant Date (b)	Board or Committee Approval Date (c)	Threshold ($) (d)	Target ($) (e)	Maximum ($) (f)	Threshold (#) (g)	Target (#) (h)	Maximum (#) (i)	All Other Stock Awards: Number of Shares of Stock or Units (#) (j)	All Other Option Awards: Number of Securities Underlying Options (#) (k)	Exercise or Base Price of Option Awards ($/Sh) (l)	Gran Date F Value Stoc and Optio Awar (3) ($) (m)
Naren Gursahaney	Performance Bonus	12/13/2012	12/13/2012	450,000	900,000	1,800,000							
	Performance Share Unit (4)	11/30/2012	11/30/2012				19,050	38,100	76,200				1,748.
	Restricted Stock Unit (5)	11/30/2012	11/30/2012							19,000			872.
	Restricted Stock Unit (6)	11/30/2012	11/30/2012							1,900			87.
	Stock Option (4)	11/30/2012	11/30/2012								131,400	45.90	1,746.
	Stock Option (5)	11/30/2012	11/30/2012								65,700	45.90	856.
Kathryn Mikells	Performance Bonus	12/13/2012	12/13/2012	244,800	489,600	979,200							
	Performance Share Unit (4)	11/30/2012	11/30/2012				5,650	11,300	22,600				518.
	Restricted Stock Unit (4)	11/30/2012	11/30/2012							5,600			257.
	Restricted Stock Unit (5)	11/30/2012	11/30/2012							7,000			321.
	Stock Option (4)	11/30/2012	11/30/2012								39,000	45.90	518.
	Stock Option (5)	11/30/2012	11/30/2012								24,400	45.90	317.
Alan Ferber	Performance Bonus	04/17/2013	04/17/2013	135,000	270,000	540,000							
	Restricted Stock Unit (7)	05/08/2013	05/08/2013							11,200			498.
	Stock Option (7)	05/08/2013	05/08/2013								38,700	44.47	498.
N. David Bleisch	Performance Bonus			127,500	255,000	510,000							
	Performance Share Unit (4)	11/30/2012	11/30/2012				2,150	4,300	8,600				197.
	Restricted Stock Unit (4)	11/30/2012	11/30/2012							2,100			96.
	Restricted Stock Unit (5)	11/30/2012	11/30/2012							2,700			123.
	Stock Option (4)	11/30/2012	11/30/2012								15,000	45.90	199.
	Stock Option (5)	11/30/2012	11/30/2012								9,300	45.90	121.
Anita Graham	Performance Bonus			126,000	252,000	504,000							
	Performance Share Unit (4)	11/30/2012	11/30/2012				2,150	4,300	8,600				197.
	Restricted Stock Unit (4)	11/30/2012	11/30/2012							2,100			96.
	Restricted Stock Unit (5)	11/30/2012	11/30/2012							2,700			123.

Stock Option (4)	11/30/2012	11/30/2012	15,000	45.90	199
Stock Option (5)	11/30/2012	11/30/2012	9,300	45.90	121

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FISCAL YEAR 2013 NEO COMPENSATION CONTINUED

(1) *Amounts reported in columns (d) through (f) represent potential annual performance bonuses that the named executive officers could have earned under the Company s Officer Short-Term Bonus Plan for fiscal year 2013. The range of potential payouts is based upon the Guideline Formula the Compensation Committee uses to exercise its available negative discretion under the plan. The Compensation Committee established a maximum payout of 200% of target. Threshold amounts assume minimum performance levels are achieved with respect to each performance measure. For Mr. Ferber, amounts represent the annualized threshold, target and maximum, although his actual bonus opportunity was pro-rated based upon his hire date as discussed above. Upon her resignation from the Company during the fiscal year, Ms. Mikells forfeited her award.*

(2) *Amounts in (g) through (i) represent potential share payouts with respect to PSU awards that were made in connection with the fiscal year 2013 long-term incentive grant. PSU awards will vest at the end of the three-year performance period, based upon the Company s performance against its Recurring Revenue Growth and Adjusted Free Cash Flow Growth targets. The threshold amounts shown above reflect the number of shares which would be delivered assuming that threshold attainment was met for both performance metrics. The maximum amounts shown assume maximum attainment against both performance metrics. PSUs accrue dividend equivalent units, but these equivalents are ultimately delivered to the recipient only to the extent that the underlying awards vest based upon performance.*

(3) *Amounts in column (m) show the grant date fair value of the Stock Option, RSU and PSU awards granted to the NEOs. These amounts represent the fair value of the entire amount of the award calculated in accordance with Financial Accounting Standards Board ASC Topic 718 (ASC Topic 718), excluding the effect of estimated forfeitures. For grants of Stock Options, amounts are computed by multiplying the fair value of the award (as determined under the Black-Scholes option pricing model) by the total number of options granted. For grants of RSUs, fair value is computed by multiplying the total number of shares subject to the award by the closing price of the Company s common stock on the date of grant. For grants of PSUs, fair value is based on a model that considers the closing price of the Company s common stock on the date of grant, the range of shares subject to such stock award, and the estimated probabilities of vesting outcomes. The value of PSUs included in the table assumes target performance. However, the actual number of shares that will be delivered with respect to the PSUs will be determined based on performance through the end of the three-year performance period.*

(4) *Amounts represent grants of PSUs, RSUs and/or Stock Options with respect to our annual long-term incentive plan.*

(5) *Amounts represent grants of RSUs and Stock Options with respect to a one-time Founders Award.*

(6) *During fiscal year 2013, the Compensation Committee elected not to renew the Supplemental Executive Insurance Benefit policies that Mr. Gursahaney received as a benefit with his service as a Tyco executive. The Compensation Committee made a one-time grant of RSUs to Mr. Gursahaney as a buyout of the value of these benefit policies. The RSUs vest in equal installments over two years and had a grant date fair value equal to two times the annual value of the Supplemental Executive Insurance Benefit.*

(7) *Amounts represent grants of RSUs and Stock Options with respect to a sign-on equity award for Mr. Ferber.*

The Company made its annual grant of equity for fiscal year 2013 in November 2012. The annual award for each of our NEOs (excluding Mr. Ferber, whose grant of equity was not made as part of the annual grant process) consisted of a mix of PSUs, RSUs and Stock Options. In addition, each of our NEOs other than Mr. Ferber received Founders Awards in fiscal year 2013 in the form of RSUs and Stock Options. For Stock Options (including those granted to Mr. Ferber), the exercise price equals the closing price of the Company s common stock on the date of grant. Stock Options granted as part of the annual award process generally vest in equal installments over a period of four years, while those options granted in the form of Founders Awards vest in equal installments over a period of three years. Each option holder has 10 years to exercise his or her Stock Option from the date of grant, unless forfeited earlier. PSUs generally vest at the end of a three-year performance cycle, with the number of shares delivered dependent on the achievement of applicable performance criteria. Anywhere between zero and 200% of the target number shares may be delivered based on performance. PSUs generally accrue dividend equivalent units, which are subject to the same performance conditions applicable to the underlying award, but do not carry voting rights. RSUs granted as part of the annual award process generally vest in equal installments over four years, accrue dividend equivalent units subject to the same vesting restrictions as the underlying award, and do not carry voting rights. RSUs granted as part of the Founders Award vest fully on the third anniversary of the grant date.

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Outstanding Equity Awards at Fiscal Year-End Table

The following table shows outstanding Stock Option awards classified as exercisable and unexercisable and the number and value of any unvested or unearned equity awards outstanding as of September 27, 2013 for each of the NEOs. The value of any unvested or unearned equity awards outstanding is calculated based on a market value of $41.26, which was the NYSE closing price per share of the Company s common stock on September 27, 2013.

	Option Awards (1)				Stock Awards			
Name	Number of Securities Underlying Unexercised Options: (#) Exercisable	Number of Securities Underlying Unexercised Options: (#) UnExercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested ($)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(4)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(3)
Naren	31,138		36.4222	3/9/2015	94,890	3,915,161	38,535	1,589,954
Gursahaney	39,309		29.5082	11/21/2015				
	14,741		31.1718	1/11/2016				
	137,587		30.8309	11/20/2016				
	110,850		34.1771	7/2/2017				
	54,644		28.4959	8/17/2018				
	201,873		18.5745	10/6/2018				
	111,474	37,159	21.6169	9/30/2019				
	61,982	61,983	23.8843	10/11/2020				
	26,073	78,220	28.3870	10/11/2021				
		131,400	45.9000	11/29/2022				
		65,700	45.9000	11/29/2022				
Kathryn Mikells (5)								
N. David	11,792		31.3397	6/19/2015	20,164	831,967	4,349	179,440
Bleisch	8,352		29.5082	11/21/2015				
	10,515		30.8309	11/20/2016				
	11,491		34.1771	7/2/2017				
	14,410		18.5745	10/6/2018				
	7,892	2,631	21.6169	9/30/2019				
	10,234	10,234	23.8843	10/11/2020				
	4,519	13,560	28.3870	10/11/2021				
		9,300	45.9000	11/29/2022				
		15,000	45.9000	11/29/2022				
Alan Ferber		38,700	44.4700	5/7/2023	11,234	463,515		
Anita	6,679	13,356	31.1796	5/3/2021	21,200	874,712	4,349	179,440
Graham (6)	4,839	14,520	28.3870	10/11/2021				
		9,300	45.9000	11/29/2022				
		15,000	45.9000	11/29/2022				

(1) *Stock Options granted to the NEOs generally vest and become exercisable one-fourth per year on each anniversary of the grant date. Stock Options granted to the NEOs in conjunction with the Founders Awards in fiscal year 2013 vest and become exercisable one-third per year on each anniversary of the grant date. Stock Options granted to the NEOs expire on the day prior to the tenth anniversary of the grant date.*

(2) *The amounts shown in this column represent unvested awards of RSUs. Amounts include outstanding dividend equivalent units associated with the underlying RSU awards.*

(3) *The amounts in these columns represent the market value of the unvested RSU and PSU awards calculated using a price of $41.26, which was the closing price of the Company s Common Stock on the NYSE on September 27, 2013.*

(4)

The amounts shown in this column represent outstanding and unvested awards of PSUs. The number of PSUs is based on the number granted (target amount) and includes outstanding dividend equivalent units associated with the underlying award. Dividend equivalent units will vest only to the extent the underlying awards vest based upon the Company s performance against its performance targets. The three-year performance period for the fiscal year 2013 grant ends on the last day of fiscal year 2015.

(5) *Ms. Mikells employment with the Company terminated on May 2, 2013. In accordance with the treatment of equity upon termination of employment as defined in The ADT Corporation 2012 Stock and Incentive Plan, and in the terms and conditions of her individual equity awards, all outstanding RSUs, PSUs and unvested Stock Options were cancelled upon her date of termination. Ms. Mikells had a period of 90 days post-termination to exercise any vested stock options, after which period any unvested stock options were cancelled.*

(6) *Ms. Graham s employment with the Company terminated on December 31, 2013. In accordance with the treatment of equity upon termination of employment as defined in The ADT Corporation 2012 Stock and Incentive Plan, and in the terms and conditions of her individual equity awards, all outstanding RSUs, PSUs and unvested Stock Options were cancelled upon her date of termination. Ms. Graham has a period of 90 days post-termination to exercise any vested stock options, after which period any unvested stock options will be cancelled.*

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FISCAL YEAR 2013 NEO COMPENSATION CONTINUED

Vesting dates for each outstanding stock option award, as of September 27, 2013, for the NEOs are as follows:

		Number of Shares Underlying Vesting Awards				
	Exercise Price	**Naren Gursahaney**	**Kathryn Mikells**	**N. David Bleisch**	**Alan Ferber**	**Anita Graham**
2013						
10/1/2013	$ 21.6169	37,159		2,631		
10/12/2013	$ 23.8843	30,991		5,116		
10/12/2013	$ 28.3870	26,073		4,520		4,840
11/30/2013	$ 45.9000	54,750		6,850		6,850
2014						
5/4/2014	$ 31.1796					6,677
5/8/2014	$ 44.4700				9,675	
10/12/2014	$ 23.8843	30,992		5,118		
10/12/2014	$ 28.3870	26,073		4,520		4,840
11/30/2014	$ 45.9000	54,750		6,850		6,850
2015						
5/4/2015	$ 31.1796					6,679
5/8/2015	$ 44.4700				9,675	
10/12/2015	$ 28.3870	26,074		4,520		4,840
11/30/2015	$ 45.9000	54,750		6,850		6,850
2016						
5/8/2016	$ 44.4700				9,675	
11/30/2016	$ 45.9000	32,850		3,750		3,750
2017						
5/8/2017	$ 44.4700				9,675	

Vesting dates for each outstanding RSU award, including outstanding DEUs, as of September 27, 2013, for the NEOs are as follows:

	Number of Shares Underlying Vesting Awards				
	Naren Gursahaney	Kathryn Mikells	N. David Bleisch	Alan Ferber	Anita Graham
2013					
10/1/2013			252		
10/12/2013	5,033		1,721		1,348
11/30/2013	961		531		531
12/8/2013	2,119				
2014					
5/4/2014					601
5/8/2014				2,809	
9/26/2014	57,948		10,362		11,102
10/12/2014	5,031		1,720		1,347
11/30/2014	960		531		531
2015					
5/4/2015					600
5/8/2015				2,808	
10/12/2015	3,621		1,255		1,348
11/30/2015	19,217		3,261		3,261
2016					
5/8/2016				2,809	
11/30/2016			531		531
2017					
5/8/2017				2,808	

Vesting dates for each outstanding PSU award, including outstanding DEUs, as of September 27, 2013, for the NEOs are as follows:

	Number of Shares Underlying Vesting Awards				
	Naren Gursahaney	Kathryn Mikells	N. David Bleisch	Alan Ferber	Anita Graham
2015					
11/30/2015	38,535		4,349		4,349

Option Exercises and Stock Vested Table

The following table sets forth information regarding option awards exercised and stock awards vested during fiscal year 2013 for the NEOs. Values have been rounded to the nearest dollar, where applicable.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($) (1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($) (2)
Naren Gursahaney	18,000	109,400	70,505	2,894,596
Kathryn Mikells	16,217	109,811	4,435	188,265
N. David Bleisch			13,089	529,205
Alan Ferber				
Anita Graham			1,927	74,574

(1) *The amounts in this column reflect the value realized upon the exercise of vested stock options. The value realized is the difference between the sale price of the shares acquired via the exercise of the options and the exercise price of the options.*

(2) *The amounts shown in this column reflect the value of stock awards that vested based on the NYSE closing price per share of the Company s Common Stock on the date of vesting.*

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FISCAL YEAR 2013 NEO COMPENSATION CONTINUEI

Non-Qualified Deferred Compensation Table

The following table presents information related to the non-qualified deferred compensation accounts of each of our NEOs as of September 27, 2013.

Name (a)	Executive Contributions in Last Fiscal Year ($) [(1)] (b)	Registrant Contributions in Last Fiscal Year ($) [(1)] (c)	Aggregate Earnings in Last Fiscal Year ($) [(2)] (d)	Aggregate Withdrawals/ Distributions ($) (e)	Aggregate Balance at Last Fiscal Year End ($) (f)
Naren Gursahaney	56,137	44,232	747,274		5,166,960
Kathryn Mikells	16,359		5		16,364
N. David Bleisch [(3)]		11,337	21,219	(37,605)	141,361
Alan Ferber					
Anita Graham	29,530	15,384	16,537		108,801

(1) *The amounts in columns (b) and (c) reflect employee and Company contributions, respectively, under the SSRP, the Company s non-qualified retirement savings plan. All of the amounts in column (c) are included in the Summary Compensation Table under the column heading All Other Compensation. Under the terms of the SSRP, eligible executives may elect to defer up to 50% of his or her base salary and up to 100% of his or her performance bonus.*

(2) *The amounts in this column include earnings (or losses) on the NEO s notional account in the SSRP.*

(3) *Although Mr. Bleisch did not make contributions to the SSRP in fiscal year 2013, matching spillover contributions were made to the account to reflect the additional matching contributions Mr. Bleisch would have received relative to his participation in the Company s RSIP would he not have reached his contribution limits as defined by the Internal Revenue Service.*

Potential Payments Upon Termination or Change in Control

Our NEOs are eligible for certain payments and benefits upon a termination of employment under either the Severance Plan or the CIC Severance Plan, depending on the circumstances of their termination.

Severance Plan. Our NEOs would receive benefits under the Severance Plan upon an involuntary termination of employment other than for Cause, permanent disability, or death. Upon such termination, an NEO would be entitled to the following:

- A payment equal to 1.5 times his or her base salary and 1.5 times his or her target annual bonus (2 times base salary and 2 times target annual bonus for Mr. Gursahaney).

- Continued participation in the Company s medical, dental and health care reimbursement account coverage for 12 months following termination of employment (or until the NEO commences employment by another company and becomes eligible for coverage under the new employer s plans), subject to the NEO s payment of the employee portion of such coverage.

- To the extent the NEO has not become eligible for medical, dental and health care reimbursement account coverage by a new employer after the 12-month period following termination of employment, a cash payment equal to the projected value of the employer portion of the premiums for such coverage for an additional period up to 12 months.

- At the Company s discretion and subject to the Officer Short-Term Bonus Plan, a pro-rata bonus for the year of termination based on the actual performance of the Company and paid when bonuses are paid to other participants in the plan.

At the Company s discretion, outplacement services for a period not to exceed 12 months.

Each NEO must execute a general release of claims in favor of the Company in order to receive these benefits. Following termination, each NEO is prohibited from soliciting customers and employees for a period of two years, and is prohibited from competing with the Company for a period of one year.

CIC Severance Plan. In connection with a Change in Control, our NEOs would receive benefits under the CIC Severance Plan only if they had a qualifying termination of employment (an involuntary termination of employment other than for Cause, permanent disability or death, or a Good Reason Resignation, within the period beginning 60 days prior to, and ending 24 months following, a Change in Control). Upon such termination, an NEO would be entitled to the following:

A payment equal to 2 times his or her base salary and 2 times his or her target annual bonus.

Continued participation in the Company s medical, dental and health care reimbursement account coverage for 12 months following termination of employment (or until the NEO commences employed by another company and becomes eligible for coverage under the new employer s plans), subject to the NEO s payment of the employee portion of such coverage.

To the extent the NEO has not become eligible for medical, dental and health care reimbursement account coverage by a new employer after the 12-month period following termination of employment, a cash payment equal to the projected value of the employer portion of the premiums for such coverage for an additional period of 12 months.

A pro-rata bonus for the year of termination based on the target bonus for the year of termination.

Payment of the cost of outplacement services for 12 months following the termination of employment.

Each NEO must execute a general release of claims in favor of the Company in order to receive these benefits. The Company will not reimburse an NEO with respect to any excise tax triggered by Section 280G or 4999 of the Code, but any Change in Control payments will be capped at 3 times the NEO s base amount under Section 280G of the Code if the cap results in a greater after-tax payment to the NEO than if the payments were not capped.

Equity Awards. In addition, the individual award agreements for the outstanding equity awards provide for special treatment upon termination of employment, including termination of employment during the two year period following a Change in Control.

Awards Granted Prior to October 12, 2011. Other than in the case of a Change in Control, if an NEO is terminated without Cause, the NEO will continue to vest in unvested Stock Options for a period of one year from the date of termination. All other unvested Stock Options and all unvested RSUs and PSUs will be forfeited unless the NEO is retirement eligible, in which case all or a portion of the RSUs or Stock Options will vest and all or a portion of the PSUs will remain subject to the performance criteria and may vest upon the achievement of such performance criteria. With respect to Stock Options, the NEO will have 12 months following termination to exercise (or, for NEOs that are retirement eligible, 36 months), subject to the original term of the stock option.

Awards Granted On and After October 12, 2011. Other than in the case of a Change in Control, if an NEO is terminated without Cause, the portion of Stock Options which would have vested within one year from the date of termination will immediately vest upon termination. All other unvested Stock Options and all unvested RSUs and PSUs will be forfeited unless the NEO is retirement eligible, in which case the RSUs or Stock Options will vest pro rata based on the number of full months of service completed from the date of grant through the termination date, and all or a portion of the PSUs will remain subject to the performance criteria and may vest upon the achievement of such performance criteria. With respect to Stock Options, the NEO will have 12 months following termination to exercise (or, for NEOs that are retirement eligible, 36 months), subject to the original term of the stock option.

Change in Control. During the two year period following a Change in Control, if the NEO is terminated without Cause or has a Good Reason Resignation, all outstanding Stock Options and RSUs vest in full and all outstanding PSUs vest at the target level. Stock Options remain exercisable until the earlier of (i) the expiration of the remainder of their term and (ii) up to three years following the termination date.

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FISCAL YEAR 2013 NEO COMPENSATION CONTINUED

The following table summarizes the severance benefits that would have been payable to each of our NEOs upon termination of employment or upon a qualifying termination in connection with a change in control, assuming that the triggering event or events occurred on September 27, 2013. Equity award amounts are calculated using a price of $41.26, which was the closing price of the Company s common stock on the NYSE on September 27, 2013.

	Change in Control		Other Termination			
Name/Form of Compensation	**Without Qualified Termination ($)**	**With Qualified Termination ($)**	**With Cause ($)**	**Without Cause ($)**	**Resignation/ Retirement ($)**	**Death or Disability ($)**
Naren Gursahaney						
Cash Severance		3,600,000		3,600,000		
Benefit & Perquisite Continuation		20,545		20,545		
Accelerated Vesting of Equity Awards		8,318,958		1,604,046		8,318,958
Total		11,939,503		5,224,591		8,318,958
Kathryn Mikells (1)						
Cash Severance						
Benefit & Perquisite Continuation						
Accelerated Vesting of Equity Awards						
Total						
N. David Bleisch						
Cash Severance		1,360,000		1,020,000		
Benefit & Perquisite Continuation		20,545		20,545		
Accelerated Vesting of Equity Awards		1,405,071		198,761		1,405,071
Total		2,785,616		1,239,306		1,405,071
Alan Ferber						
Cash Severance		1,440,000		1,080,000		
Benefit & Perquisite Continuation		26,935		26,935		
Accelerated Vesting of Equity Awards		463,515				463,515
Total		1,930,450		1,106,935		463,515
Anita Graham						
Cash Severance		1,344,000		1,008,000		
Benefit & Perquisite Continuation		9,000		9,000		
Accelerated Vesting of Equity Awards		1,375,702		129,612		1,375,702
Total		2,728,702		1,146,612		1,375,702

(1) *Ms. Mikells resigned from the Company effective May 2, 2013.*

COMPENSATION OF NON-MANAGEMENT DIRECTORS

Compensation for our non-management directors consists of an annual cash retainer in the amount of $80,000 per year and an annual equity award of RSUs with a grant date fair value of approximately $120,000 and a one-year vesting term. In addition, the non-executive chairman of our Board of Directors receives an additional cash retainer in the amount of $150,000 per year, the chairs of the Audit Committee and Compensation Committee receive an additional cash retainer in the amount of $20,000 per year and the chair of the Nominating and Governance Committee receives an additional cash retainer in the amount of $15,000 per year.

The following table sets forth information concerning the fiscal year 2013 compensation paid to our non-management directors.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($) (1)	All Other Compensation ($) (2)	Total ($)
Thomas Colligan (3)	100,000	180,060		280,060
Timothy Donahue	80,000	120,023	266	200,289
Robert Dutkowsky (3)	80,000	180,060		260,060
Bruce Gordon	245,000	120,023		365,023
Bridgette Heller (3)	80,000	180,060	950	261,010
Kathleen Hyle (3)	80,000	180,060	2,583	262,643
Keith Meister (3)(4)	62,849	150,062		212,911
Dinesh Paliwal	100,000	120,023	480	220,503

(1) *This column reflects the fair value of the awards granted to our non-management directors calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) Topic 718, excluding estimated forfeitures. The fair value of RSUs is computed by multiplying the total number of shares subject to the award by the closing price of the Company s common stock on the date of grant. RSUs granted to board members generally vest and the underlying units are converted to shares and delivered to board members on the first anniversary of the grant date. The value of DEUs granted in connection with dividends paid on the Company s common stock during fiscal year 2013 are excluded.*

(2) *This column reflects the value of the discount on security monitoring services provided by the Company, as well as the value of system installation, where applicable.*

(3) *The value of stock awards includes, in addition to the annual grant awarded to all directors in conjunction with the Company s Annual Meeting on March 14, 2013, the value of stub grants made to Messrs. Colligan, Dutkowsky and Meister, and to Mses. Heller and Hyle. These stub grants represented pro-rated grants covering the period from the date of their appointments to the Board until the Annual Meeting.*

(4) *Mr. Meister resigned from the Board of Directors on November 24, 2013.*

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AUDIT COMMITTEE REPORT

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors oversees ADT s financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls. The Audit Committee meets separately with management, the senior internal auditor, the independent auditors and the general counsel. The Audit Committee operates under a written charter approved by the Board of Directors, a copy of which is available on our website at *www.adt.com*. The charter, among other things, provides that the Audit Committee has direct responsibility to appoint, compensate, oversee, evaluate, and recommend termination when appropriate, the independent auditor. In this context, the Audit Committee:

reviewed and discussed the audited financial statements in ADT s annual report on Form 10-K with management;

reviewed with Deloitte & Touche LLP, ADT s independent auditors, who are responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, their judgments as to the quality and acceptability of ADT s accounting principles and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards;

received the written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding Deloitte & Touche LLP s communications with the Audit Committee concerning independence;

discussed with Deloitte & Touche LLP its independence from management and ADT and considered whether Deloitte & Touche LLP could also provide non-audit services without compromising the firm s independence;

discussed with Deloitte & Touche LLP the matters required to be discussed by statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and

discussed with ADT s internal auditors and Deloitte & Touche LLP the overall scope and plans for their respective audits, and then met with the internal auditors and Deloitte & Touche LLP, with and without management present, to discuss the results of their examinations, their evaluations of ADT s internal controls and the overall quality of ADT s financial reporting.

Based on the foregoing reviews and discussions, the Audit Committee recommended to the Board of Directors that the Company s audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended September 27, 2013 filed with the SEC.

Submitted by the Audit Committee of the Board of Directors:

Thomas Colligan (Chair)

Bridgette Heller

Kathleen Hyle

PROPOSAL NUMBER TWO RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee is directly responsible for the appointment, compensation, oversight and evaluation of performance of the work of our independent registered public accounting firm. On January 9, 2014, the Audit Committee appointed the firm of Deloitte & Touche LLP (D&T), as the Company s independent registered public accounting firm to audit ADT s financial statements for the fiscal year ending September 26, 2014. The Audit Committee and the Board of Directors recommend that stockholders ratify the appointment of D&T as the Company s independent registered public accounting firm to audit the Company s financial statements for the fiscal year ending September 26, 2014. Stockholder approval of the appointment of D&T is not required, but the Audit Committee and the Board of Directors are submitting the selection of D&T for ratification to obtain our stockholders views. In the event the stockholders do not ratify the appointment of D&T as the independent auditors to audit our financial statements for fiscal year 2014, the Audit Committee and the Board of Directors will consider the voting results and evaluate whether to select a different independent auditor.

Representatives of D&T will attend the Annual Meeting and will be available to respond to appropriate questions. Although the audit firm has indicated that no statement will be made, an opportunity for a statement will be provided.

Set forth below are the aggregate audit and non-audit fees billed to the Company by D&T for fiscal years 2012 and 3013:

Audit and Non-Audit Fees

	2012 [(1)]	**2013**
Audit Fees	$	$ 2,837,000
Audit Related Fees		121,778
Tax Fees		499,545
All Other Fees		2,200
Total:		3,460,523

(1) *For the fiscal year ended September 28, 2012 (the date of our separation from Tyco), we did not pay any fees for professional services to Deloitte AG (Zurich), Deloitte & Touche LLP (United States) and their respective affiliates (collectively Deloitte). Prior to the Spin-off, (as defined under Other Matters), Tyco paid any audit, audit-related, tax and other fees of Deloitte, which amounts covered expenses associated with the separation of ADT into a stand-alone public company from Tyco.*

Audit Fees: These amounts represent fees of Deloitte & Touche LLP (D&T) for the audit of our annual consolidated financial statements, the review of financial statements included in our quarterly Form 10-Q reports, the audit of internal control over financial reporting, and the services that an independent auditor would customarily provide in connection with regulatory filings and similar engagements for the fiscal year.

Audit Related Fees: Audit-related fees consist of fees billed for services performed by D&T that are reasonably related to the performance of the audit or review of the Company s financial statements.

Tax Fees: Tax fees consist of fees billed for professional services performed by D&T with respect to tax compliance and tax planning and advice.

All Other Fees: All Other Fees consist of permitted services other than those that meet the criteria above and primarily relate to accounting subscriptions.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

The Audit Committee adopted a pre-approval policy that provides guidelines for the audit, audit-related, tax and other permissible non-audit services that may be provided by the independent auditors. The policy identifies the guiding principles that must be considered by the Audit Committee in approving services to ensure that the auditors independence is not impaired.

Under the policy, the Audit Committee annually pre-approves the audit engagement fees and terms of all audit services to be provided by the independent auditor.

The Audit Committee and the Board of Directors unanimously recommend that stockholders vote FOR the ratification of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm.

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PROPOSAL NUMBER THREE

PROPOSAL NUMBER THREE NON-BINDING ADVISORY VOTE ON COMPENSATION OF THE NAMED EXECUTIVE OFFICERS

We request our stockholders non-binding advisory vote on the compensation of our named executive officers as disclosed in accordance with the SEC s rules in the section of this Proxy Statement under Compensation of Executive Officers on pages 22 to 42.

In considering their vote, stockholders should review with care that our compensation objectives, policies, practices and programs are designed to attract and retain the talent needed to align with the strategic mission of ADT and to drive financial performance and incentivize execution of our business strategy. Our compensation programs and practices are intended to reward our named executive officers for their performance in implementing our strategy to grow our business and create long-term stockholder value. We believe our programs effectively link executive pay to the financial performance of the Company while also aligning our named executive officers interests with the interests of our stockholders.

We are seeking our stockholders support for our executive officer compensation as detailed in this Proxy Statement. This proposal conforms to SEC requirements and seeks our stockholders views on our executive compensation, compensation philosophy, pay principles and pay practices as described in this Proxy Statement. The advisory vote is non-binding and it will not be binding on the Board of Directors or obligate it to take any compensation actions, or to adjust our executive compensation programs or policies, as a result of the vote. However, the Board of Directors will take into account the outcome of the vote when considering future executive compensation decisions for executive officers.

The Board of Directors unanimously recommends that stockholders support this proposal and vote FOR the following resolution:

RESOLVED, that stockholders of The ADT Corporation (the Company) approve, on an advisory basis, the executive compensation of the Company s named executive officers as disclosed within this Proxy Statement pursuant to the compensation disclosure rules of the Securities Exchange Act of 1934, as amended (Item 402 of Regulation S-K), which disclosure includes the Compensation Discussion and Analysis, the compensation tables and any related narrative discussion contained in this Proxy Statement.

OTHER MATTERS

Certain Relationships and Related Party Transactions

On July 30, 2013, the Nominating and Governance Committee was informed that ADT Security Services Canada, Inc., a subsidiary of the Company (ADTSS Canada) would be entering into a service contract for equipment, materials and services for approximately $16 million per year (the Contract) with Tech Data Canada Corporation, a subsidiary of Tech Data Corporation (Tech Data Canada). The Contract was entered into on August 5, 2013. As previously stated, Mr. Dutkowsky is the Chief Executive Officer and a member of the board of directors of Tech Data Corporation. The Contract, including the payment for services, was analyzed under ADT s Guidelines for Related Party Transactions and determined to be a Type 1 matter since it is an arms-length transaction involving the purchase of products and services by ADTSS Canada from Tech Data Canada in the ordinary course of business for ADT s Canadian business operations. Pursuant to the analysis, the total annual amount of the Contract fell below the applicable thresholds and is deemed to be pre-approved by the Nominating and Governance Committee in accordance with the Guidelines for Related Party Transactions.

On September 28, 2012, ADT became an independent, publicly traded company as a result of Tyco s distribution, on a pro rata basis, of all of the shares of ADT to Tyco stockholders (the Spin-off).

In order to govern certain ongoing relationships between the Company, Pentair and Tyco after the Spin-off and to provide mechanisms for an orderly transition, the Company, Pentair and Tyco have entered into the Pentair Separation and Distribution Agreement, the Company and Tyco have entered into the ADT Separation and Distribution Agreement and the Company, Tyco or Pentair, as applicable, have entered into other agreements pursuant to which certain services and rights are provided for following the Spin-off, and the Company, Pentair and Tyco have agreed to indemnify each other against certain liabilities arising from their respective businesses.

The following is a summary list of the material agreements we have entered into with Tyco and Pentair:

- transition services agreements with Tyco in connection with the transactions, including a master transition services agreement and an agreement governing the provision of services in Canada;

- a tax sharing agreement with Tyco and Pentair that governs the rights and obligations of the Company, Tyco and Pentair for certain pre-separation tax liabilities, including Tyco s obligations under the tax sharing agreement among Tyco, Covidien Ltd., and TE Connectivity Ltd. entered into in 2007;

- a non-income tax sharing agreement with Tyco that governs the respective rights, responsibilities and obligations of Tyco and the Company after the distributions with respect to tax returns, tax liabilities, tax contests and other tax matters regarding non-income taxes related to specified legal entities;

- a trademark agreement with Tyco in connection with the Spin-off that governs each party s use of certain trademarks;

- a patent agreement with Tyco in connection with the Spin-off under which Tyco agreed to provide to the Company and its affiliates with a release and covenant not to sue under Tyco and Affiliates pre-Spin-off patent portfolio (excluding certain patents from Tyco s businesses) for the continued manufacture, use and sale of pre-Spin-off products (and certain modifications thereof), whether manufactured internally or by the same pre-Spin-off suppliers;

- monitoring service agreements in the United States and Canada pursuant to which the Company and Tyco will each provide alarm receiving and notification and associated services for certain of each other s customers in the United States and Canada;

guard services agreements in the United States and Canada pursuant to which the Company will provide alarm response and patrol services for Tyco s customers in certain parts of the United States and Tyco will provide such services for ADT s customers in certain parts of Canada;

a master supply & purchasing agreement with Tyco to provide for the supply of Tyco products to the Company for installation at the Company s customer sites; and

certain subleases where the Company and Tyco are physically co-located.

The foregoing is not a complete description of the terms of these agreements we have entered into with Tyco and Pentair. For further information about the terms of these agreements, please see our Form 10-K for the fiscal year ended September 27, 2013 filed with the SEC on November 20, 2013 and other periodic reports and registration statements that have been filed by the Company with the SEC.

Registered and Principal Executive Offices

The registered and principal executive offices of The ADT Corporation are located at 1501 Yamato Road, Boca Raton, Florida 33431. The telephone number there is (561) 988-3600.

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OTHER MATTERS CONTINUED

Householding of Proxy Materials

SEC rules permit companies and intermediaries such as brokers to satisfy delivery requirements for Proxy Statements and notices with respect to two or more stockholders sharing the same address by delivering a single Proxy Statement or a single notice addressed to those stockholders. This process, which is commonly referred to as householding, provides cost savings for companies. Some brokers household proxy materials, delivering a single Proxy Statement or notice to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate Proxy Statement or notice, or if your household is receiving multiple copies of these documents and you wish to request that future deliveries be limited to a single copy, please notify your broker. You can request prompt delivery of a copy of the proxy materials by writing to: Broadridge, Attention Householding Dept., 51 Mercedes Way, Edgewood, NY 11711 or by calling 1-800-542-1061.

INCORPORATION BY REFERENCE

The Report of the Compensation Committee and the Audit Committee Report are not deemed filed with the SEC and shall not be deemed incorporated by reference into any prior or future filings made by ADT under the Securities Act of 1933, as amended or the Exchange Act, except to the extent that ADT specifically incorporates such information by reference. In addition, the website addresses contained in this Proxy Statement are intended to provide inactive, textual references only. The information on these websites is not part of this Proxy Statement.

WEBSITE ACCESS TO REPORTS AND OTHER INFORMATION

We file our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Proxy Statements, and other documents electronically with the SEC under the Exchange Act. You may read and copy any materials that we file with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800 SEC-0330. You may also obtain such reports from the SEC s website at www.sec.gov.

Our website is *www.adt.com*. We make available free of charge through the Investor Relations tab of our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our Board Governance Principles, Board committee charters, and the ADT Code of Conduct are also available on our website. **We will provide, free of charge, a copy of any of our corporate documents listed above upon written request to our Corporate Secretary at The ADT Corporation, 1501 Yamato Road, Boca Raton, Florida 33431.**

By order of the Board of Directors,

N. David Bleisch

Senior Vice President, Chief Legal

Officer and Corporate Secretary

Boca Raton, Florida

January 27, 2014

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THE ADT CORPORATION

1501 YAMATO ROAD

BOCA RATON, FL 33431

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 on March 12, 2014. 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 up until 11:59 P.M. Eastern Time on March 12, 2014. 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:

M64988-P45901

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

THE ADT CORPORATION

The Board of Directors recommends you vote

FOR each of the following:

1. Election of Directors

Nominees:

To be elected for terms expiring in 2015.	**For**	**Against**	**Abstain**
1a. Thomas Colligan	¨	¨	¨
1b. Richard Daly	¨	¨	¨
1c. Timothy Donahue	¨	¨	¨
1d. Robert Dutkowsky	¨	¨	¨
1e. Bruce Gordon	¨	¨	¨
1f. Naren Gursahaney	¨	¨	¨
1g. Bridgette Heller	¨	¨	¨
1h. Kathleen Hyle	¨	¨	¨

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.

The Board of Directors recommends you vote FOR the following proposals:	**For**	**Against**	**Abstain**
2. To ratify the appointment of Deloitte & Touche LLP as ADT s independent registered public accounting firm for fiscal year 2014.	¨	¨	¨
3. To approve, by non-binding vote, the compensation of ADT s named executive officers.	¨	¨	¨

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

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Annual Meeting of Stockholders

The ADT Corporation

March 13, 2014

8:30 a.m., Eastern Time

Embassy Suites Boca Raton

661 NW 53rd Street

Boca Raton, Florida 33487

In order to assure that your votes are tabulated on time to be voted at the Annual Meeting, you must submit your proxy card or vote by phone or the Internet so that your votes are received by 11:59 p.m., Eastern Time on March 12, 2014.

This proxy card also serves as an admission ticket to our Annual Meeting. This ticket admits only the stockholder(s) listed on the reverse side and is not transferable.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting

To Be Held on March 13, 2014:

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

M64989-P45901

THE ADT CORPORATION

Annual Meeting of Stockholders

March 13, 2014 8:30 a.m., Eastern Time

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE ADT CORPORATION

The undersigned hereby appoints Michael S. Geltzeiler and N. David Bleisch, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of The ADT Corporation, Common Stock which the undersigned is entitled to vote and, in their discretion, to vote upon such other business as may properly come before the Annual Meeting of Stockholders of The ADT Corporation to be held on March 13, 2014 or any adjournment thereof, with all powers which the undersigned would possess if present at the Annual Meeting.

THIS PROXY CARD, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO DIRECTION IS MADE BUT THE CARD IS SIGNED, THIS PROXY CARD WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES UNDER PROPOSAL 1, FOR PROPOSAL 2 AND FOR PROPOSAL 3 AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

(Continued and to be signed on reverse side)