April 15, 2016

Dear Stockholder:

Please join us for the Zebra Technologies Corporation 2016 Annual Meeting of Stockholders. We will hold the meeting at 10:30 a.m., Central Time, on Thursday, May 19, 2016, at our headquarters at 3 Overlook Point, Lincolnshire, Illinois 60069.

At the annual meeting, stockholders will be asked to vote on each of the three proposals set forth in the Notice of Annual Meeting of Stockholders and the Proxy Statement, which describe the formal business to be conducted at the annual meeting and follow this letter.

Your vote on the matters to be considered at the annual meeting is important, regardless of the size of your holdings. You may vote by marking, dating, signing and returning the enclosed proxy card in the envelope provided. Also, most registered and most beneficial stockholders may vote by toll-free telephone in the U.S. or Canada, or via the Internet by following the instructions on the enclosed proxy card. We urge you to vote your shares as soon as possible. In this way, you can ensure your shares will be represented and voted at the meeting, and you will spare Zebra the expense of a follow-up mailing. Even if you vote before the meeting you may still attend the meeting and vote in person.

Sincerely,

Michael A. Smith
Chairman

Anders Gustafsson
Chief Executive Officer

Zebra Technologies Corporation

Three Overlook Point
Lincolnshire, Illinois 60069
(847) 634-6700

Notice of Annual Meeting of Stockholders
To be Held on May 19, 2016

To the Stockholders of Zebra Technologies Corporation:

The Annual Meeting of Stockholders of Zebra Technologies Corporation will be held at 10:30 a.m., Central Time, on Thursday, May 19, 2016, at our headquarters at 3 Overlook Point, Lincolnshire, Illinois 60069, for the following purposes:

(1) To elect three directors, including one Class I director with a term to expire in 2018 and two Class II Directors with terms to expire in 2019;

(2) To hold an advisory vote to approve the compensation of our named executive officers;

(3) To ratify the appointment by our Audit Committee of Ernst & Young LLP as our independent auditors for 2016; and

(4) To conduct other business if properly presented.

The proxy statement more fully describes the proposals. Only holders of record of common stock at the close of business on March 24, 2016 are entitled to vote at the meeting.

Jim Kaput
Corporate Secretary

Lincolnshire, Illinois

April 15, 2016

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 19, 2016

Our proxy statement and 2015 Annual Report to Stockholders are available at: https://materials.proxyvote.com/989207

Table of Contents

Zebra Technologies Corporation

Three Overlook Point
Lincolnshire, Illinois 60069

Proxy Statement
Annual Meeting of Stockholders
May 19, 2016

We are providing you with these proxy materials in connection with the solicitation by Zebra's Board of Directors of proxies for our 2016 Annual Meeting of Stockholders. We will hold the annual meeting at 10:30 a.m., Central Time, on Thursday, May 19, 2016, at our headquarters at 3 Overlook Point, Lincolnshire, Illinois 60069.

We mailed this proxy statement and proxy card to stockholders on or about April 15, 2016.

This proxy statement contains important information regarding our annual meeting, the proposals on which you are being asked to vote, information you may find useful in determining how to vote, and information about voting procedures. As used herein, "we," "us," "our," "Zebra" or the "Company" refers to Zebra Technologies Corporation.

Questions and Answers about the Annual Meeting and These Proxy Materials

What matters will be voted on at the annual meeting?
The following matters will be voted on at the meeting:

- Proposal 1: To elect three directors, consisting of one Class I Director with a term to expire in 2018 and two Class II Directors with terms to expire in 2019;
- Proposal 2: To hold an advisory vote to approve the compensation of our named executive officers;
- Proposal 3: To ratify the appointment by our Audit Committee of Ernst & Young LLP as our independent auditors for 2016; and
- Such other business if properly presented or any adjournment or postponement of the annual meeting.

How does the Board of Directors recommend that I vote?
Zebra's Board recommends that you vote:

- FOR the election of the three directors nominated by our Board and named in this proxy statement, consisting of one Class I Director with a term expiring in 2018 and two Class II Directors with terms expiring in 2019;
- FOR the approval, on an advisory basis, of the compensation of our named executive officers; and
- FOR ratification of the appointment by our Audit Committee of Ernst & Young LLP as our independent auditors for 2016.

Will there be any other items of business on the agenda?
If any other items of business or other matters are properly brought before the annual meeting, your proxy gives discretionary authority to the persons named on the proxy card with respect to those items of business or other matters. The persons named on the proxy card intend to vote the proxy in accordance with their best judgment. Because the deadlines for stockholder proposals and nominations have passed, we do not expect any items of business to be brought before the annual meeting other than the items described in this proxy statement.

Who is entitled to vote at the annual meeting?
Holders of our Class A common stock at the close of business on March 24, 2016, the record date, may vote at the meeting. We refer to the holders of our Class A common stock as "stockholders" throughout this proxy statement. Each stockholder is entitled to one vote for each share of Class A common stock held as of the record date.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?
You may own shares directly in your name as a stockholder of record, which includes shares for which you have certificates. If your shares are registered directly in your name, you are the **holder of record** of those shares, and we are sending these proxy materials directly to you. As the holder of record, you have the right to give your voting proxy directly to us or to vote in person at the meeting.

You may also own shares indirectly through a broker, bank or other holder of record. If you hold your shares indirectly, you hold the shares in "street name" and are a **beneficial holder**, and your broker, bank or other holder of record sent these proxy materials to you. As a beneficial holder, you have the right to direct your broker, bank or other holder of record how to vote by completing a voting instruction form.

Do I have to do anything in advance if I plan to attend the annual meeting in person?
An individual who is a beneficial owner of Class A common stock must bring to the meeting a legal proxy from the organization that holds the shares or a brokerage statement showing ownership of shares as of the close of business on the record date. Representatives of institutional stockholders must bring a legal proxy or other proof that they are representatives of a firm that held shares as of the close of business on the record date and are authorized to vote on behalf of the institution.

Do I have electronic access to the proxy materials and annual report?
For **holders of record**, we are pleased to offer the opportunity to receive stockholder communications electronically. By signing up for electronic delivery of documents such as our annual report and the proxy statement, you can access stockholder communications as soon as they are available without waiting for them to arrive in the mail. Holders of record can also reduce the number of documents in their personal files, eliminate duplicate mailings, conserve natural resources, and help reduce our printing and mailing costs. If you are a holder of record and would like to receive stockholder communications electronically in the future, please contact Computershare at 800-522-6645 or 201-680-6578. Enrollment is effective until canceled.

Beneficial holders should refer to the information provided by the broker, bank or other institution that is the holder of record for instructions on how to elect to receive proxy statements and annual reports via the Internet. Most stockholders who hold their stock through a broker, bank or other holder of record and who have electronic access will receive an e-mail message containing the Internet address to use to access our proxy statement and annual report.

How do I vote my shares?
Your vote is important. We encourage you to vote promptly, which may save us the expense of a second mailing.

If you are a **holder of record**, you may vote your shares in any of the following ways:

- by telephone – You may vote your shares by calling the toll-free telephone number on your proxy card. You may vote by telephone 24 hours a day through 11:59 p.m., Eastern Time, on May 18, 2016. The telephone voting system has easy-to-follow instructions and allows you to confirm that the system has properly recorded your vote. If you vote by telephone, you do not need to return your proxy card.

- via the Internet – You may vote your shares via the website *http://www.proxyvote.com*. You may vote via the Internet 24 hours a day through 11:59 p.m., Eastern Time, May 18, 2016. As with telephone voting, you may confirm that the system has properly recorded your vote. If you vote via the Internet, you do not need to return your proxy card. You may incur costs such as telephone and Internet access charges if you vote via the Internet.

- by mail – You may vote your shares by marking, dating and signing your proxy card and returning it by mail in the enclosed postage-paid envelope.

- in person at the annual meeting – If you choose not to vote by telephone, via the Internet or by mail, you may still attend the meeting and vote in person. If you vote prior to the meeting, you may still attend the meeting and vote in person.

If you are a **beneficial holder**, the instructions that accompany your proxy materials will indicate whether you may vote by telephone, via the Internet or by mail. If you wish to attend the meeting and vote in person, you must bring a legal proxy from the organization that holds the shares or a brokerage statement showing ownership of shares as of the close of business on the record date.

Can I revoke or change my vote after I submit my proxy?
If you are the **holder of record**, you may revoke your proxy at any time before your shares are voted if you (1) submit a written revocation to our Corporate Secretary, (2) submit a later-dated proxy to our Corporate Secretary, (3) provide subsequent telephone or Internet voting instructions, or (4) vote in person at the meeting. If you are a **beneficial owner** of shares, you must contact the broker or other nominee holding your shares and follow their instructions for changing your vote.

What will happen if I do not vote my shares?
If you are the **holder of record** and you do not vote by proxy card, by telephone, via the Internet or in person at the annual meeting, your shares will not be voted at the annual meeting.

If you are a **beneficial owner** of shares and you do not provide the broker or other nominee who holds your shares with voting instructions, the broker or nominee may vote your shares only on those proposals on which he or she has discretion to vote. Under the rules of the New York Stock Exchange ("NYSE"), your broker or nominee does not have discretion to vote your shares on non-routine matters such as Proposals 1 and 2. However, your broker or nominee does have discretion to vote your shares on routine matters such as Proposal 3. In the absence of instructions, shares subject to "broker non-votes" will not be counted as voted or as present or represented on the proposal.

What if I do not specify how my shares are to be voted?
Our Board has appointed Michael A. Steele and Jim L. Kaput to serve as the proxy committee for the meeting. Mr. Steele is Vice President, Investor Relations, of Zebra. Mr. Kaput is Senior Vice President, General Counsel and Corporate Secretary, of Zebra. By giving us your proxy, you are authorizing the proxy committee to vote your shares in the manner you indicate.

If you are a **holder of record** and you submit a proxy, but you do not provide voting instructions, your shares will be voted:

- FOR the election of three directors nominated by our Board and named in this proxy statement, consisting of one Class I Director with a term expiring in 2018 and two Class II Directors with terms expiring in 2019 (Proposal 1);
- FOR the approval, on an advisory basis, of the compensation of our named executive officers (Proposal 2);
- FOR ratification of the appointment by our Audit Committee of Ernst & Young LLP as our independent auditors for 2016 (Proposal 3); and
- In the discretion of the named proxies regarding any other matters properly presented for a vote at the annual meeting.

If you are a **beneficial owner** and you do not provide the broker or other nominee that holds your shares with voting instructions, the broker or other nominee will determine if he or she has the discretionary authority to vote on the particular matter. Under the NYSE's rules, brokers and other nominees have the discretion to vote on routine matters such as Proposal 3, but do not have discretion to vote on non-routine matters such as Proposals 1 and 2. If you do not provide voting instructions to your broker or other nominee, your broker or other nominee may only vote your shares on Proposal 3 and any other routine matters properly presented for a vote at the meeting.

What constitutes a quorum, and why is a quorum required?

A quorum is necessary to hold a valid meeting of stockholders. If stockholders holding a majority of the voting power of the stock issued and outstanding and entitled to vote at the meeting are present in person or by proxy, a quorum will exist. Shares owned by Zebra are not voted and do not count for quorum purposes. On March 24, 2016, we had 52,153,341 shares of Class A common stock outstanding, meaning that 26,076,671 shares of Class A common stock must be represented in person or by proxy to have a quorum. Your shares will be counted towards the quorum if you submit a proxy or vote at the meeting. Abstentions and broker non-votes will also count towards the quorum requirement. If there is not a quorum, a majority of the shares present at the meeting may adjourn the meeting to a later date.

To assure the presence of a quorum at the meeting, please vote your shares by toll-free telephone or via the Internet or complete, sign and date our proxy card and return it promptly in the enclosed postage-paid envelope, even if you plan to attend the meeting.

What is the effect of a broker non-vote?

Brokers or other nominees who hold shares of our Class A common stock for a beneficial owner have the discretion to vote on routine proposals when they have not received voting instructions from the beneficial owner at least ten days prior to the meeting. A broker non-vote occurs when a broker or other nominee does not receive voting instructions from the beneficial owner and does not have the discretion to direct the voting of the shares. Broker non-votes will be counted for purposes of calculating whether a quorum is present at the meeting. Thus, a broker non-vote will not affect our ability to obtain a quorum. Broker non-votes will not have any effect on the outcome of any proposal to be voted on at the meeting.

What is the vote required for each proposal?

Nominees for director are elected by a plurality of the votes cast; however, each nominee who is elected by a plurality vote who does not receive a majority vote will have his or her resignation from the Board considered in accordance with Zebra’s Corporate Governance Guidelines. A “majority vote” means that the number of votes cast in favor of a nominee must exceed the number of votes withheld with respect to that nominee. Zebra has a resignation process with respect to uncontested elections of directors if a nominee does not receive a majority vote for election to the Board. Prior to the mailing of Zebra’s proxy statement, each nominee for director submits a binding but contingent letter of resignation. A director who is then elected by a plurality vote but who does not receive a majority vote will have his or her resignation considered by the Nominating and Governance Committee in light of the best interests of Zebra and its stockholders. The Nominating and Governance Committee will make a recommendation to the Board concerning the acceptance or rejection of the resignation(s).

In any contested election, nominees for director will continue to be elected by a plurality of the votes cast without a contingent resignation to be considered by the Board conditioned on receipt of a majority vote. A "contested election" means an election of directors (i) for which the Corporate Secretary of Zebra has received a notice that a stockholder has nominated a person for election to the Board in compliance with Zebra's Amended and Restated By-Laws and (ii) such nomination has not been withdrawn at least five days prior to the date Zebra first mails the notice of meeting to stockholders. Neither abstentions nor broker non-votes count as votes cast.

Proposal	**Vote Required**	**Broker Discretionary Voting Allowed**
Proposal 1 – Election of three directors, consisting of one Class I director with a term expiring in 2018 and two Class II Directors with terms expiring in 2019	Plurality of votes cast with resignation process if majority vote not achieved	No
Proposal 2 – Advisory vote to approve named executive officer compensation	Majority of the votes cast affirmatively or negatively	No
Proposal 3 – Ratify the appointment of Ernst & Young LLP as our independent auditors for 2016	Majority of the votes cast affirmatively or negatively	Yes

With respect to Proposal 1, you may vote FOR all nominees, WITHHOLD your vote as to all nominees, or vote FOR all nominees except those specific nominees from whom you WITHHOLD your vote. The three nominees receiving the most FOR votes will be elected. A properly executed proxy that is marked WITHHOLD with respect to the election of one or more directors will not be voted with respect to the director or directors indicated. Proxies may not be voted for more than three nominees for director and stockholders may not cumulate votes in the election of directors.

With respect to Proposals 2 and 3, you may vote FOR, AGAINST or ABSTAIN. If you ABSTAIN from voting on any of these proposals, your abstention will not affect the vote on the proposal since the proposal requires approval of a majority of the votes cast affirmatively or negatively.

What happens if the annual meeting is adjourned or postponed?
Your proxy will still be effective and will be voted at the rescheduled annual meeting. You will still be able to change or revoke your proxy until it is voted.

Who is paying for the costs of this proxy solicitation?
We will bear the expense of soliciting proxies. We have retained Alliance Advisors LLC to solicit proxies for a fee of $16,500 plus a reasonable amount to cover expenses. Proxies may also be solicited in person, by telephone or electronically by Zebra personnel who will not receive additional compensation for such solicitation. Copies of proxy materials and the Annual Report will be supplied to brokers and other nominees for the purpose of soliciting proxies from beneficial owners, and we will reimburse such brokers or other nominees for their reasonable expenses.

How can I find the results of the annual meeting?
Preliminary results will be announced at the meeting. Results also will be published in a current report on Form 8-K to be filed with the Securities and Exchange Commission within four business days after the meeting. If the official results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment to the Form 8-K as soon as they become available.

Corporate Governance

Corporate Governance Guidelines

Zebra's primary objective is to maximize stockholder value over the long term. Our Board of Directors believes that sound governance practices and policies provide an important framework to assist the Board in fulfilling its duty to stockholders. The Board reviews Zebra's Corporate Governance Guidelines from time to time and modifies the Guidelines to reflect sound corporate governance policies and practices. In July 2015, the Board reviewed and approved changes to the Guidelines. Our Corporate Governance Guidelines are available on Zebra's website at *http://www.zebra.com* under "About Zebra-Investor Relations-Governance-Governance Documents."

Director Candidates and Diversity

The Nominating and Governance Committee of our Board of Directors is responsible for identifying individuals qualified to serve as directors, recommending candidates, and assisting the Board in discharging its responsibilities relating to the governance of Zebra.

Consideration of Board candidates typically involves a series of internal discussions, review of the qualifications of candidates, and interviews with selected candidates. The Committee may use the services of a search firm to identify director candidates. Board members or management may also suggest candidates for nomination to the Board. The Committee also considers candidates suggested by stockholders and individual self-nominations. The Committee does not evaluate proposed candidates differently based on the source of the proposed candidate. A stockholder seeking to recommend a prospective nominee for the Committee's consideration should submit the candidate's name and qualifications to Zebra's Corporate Secretary at: Three Overlook Point, Lincolnshire, Illinois 60069. The Committee did not receive any stockholder suggestions for director candidates to be considered for election to the Board at the 2016 Annual Meeting. Stockholders who wish to nominate a director for election at an annual meeting of stockholders of Zebra must comply with our Amended and Restated By-Laws regarding stockholder proposals and nominations.

The Nominating and Governance Committee considers a diverse set of criteria when evaluating Board candidates. The Committee believes that Board candidates must exhibit certain minimum characteristics: sound judgment and an even temperament, high ethical standards, and a healthy view of the relative responsibilities of a board member and management. Board members should be independent thinkers, articulate and intelligent, and have a commitment of time and attention to Zebra's business. The Committee's Charter also sets forth other criteria that the Committee considers important, including experience as a board member of another publicly traded company, experience in industries, global businesses or with technologies relevant to Zebra, accounting or financial reporting experience, meeting the independence standards for directors established by NASDAQ and the Securities and Exchange Commission, and race, gender, nationality and ethnicity of a candidate to support diversity. Finally, with respect to directors who may be nominated for re-election, the Committee may consider criteria such as whether the director represents stockholder interests in deliberations before the Board, demonstrates loyalty to Zebra, attends meetings regularly, keeps abreast of corporate and industry changes, prepares effectively for meetings with Board members and senior management, communicates effectively at Board and Committee meetings and with senior management, supports the deliberative process as a team member (e.g., courteous, respectful, constructive), challenges the Board and management to set and achieve goals, and/or possesses special characteristics that contribute to effectiveness as a Board member. Each year the Committee reviews the performance of current directors whose terms will expire at the upcoming annual meeting of stockholders, as well as the qualifications of any candidates for election to the Board.

Independence of Directors

Under our Corporate Governance Guidelines and NASDAQ listing rules, a majority of our directors must be independent. Under NASDAQ listing rules, a director does not qualify as independent unless the board affirmatively determines that the director has no relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. NASDAQ listing rules also provide that a director is not independent if (1) the director has been employed by Zebra in the last three years; (2) the director or an immediate family member has received, during any 12-month period in the last three years, more than $120,000 in compensation from Zebra (other than director and committee fees and pensions or other forms of deferred compensation for prior service); (3) an immediate family member has been employed as an executive officer of Zebra in the last three years; (4) the director or an immediate family member is a partner, controlling stockholder, or an executive officer of an organization to which Zebra made, or from which Zebra received, payments for property or services in any of the years 2013, 2014 and 2015 that exceed the greater of $200,000 or 5% of the recipient's consolidated gross revenues for that year; (5) the director or an immediate family member is employed as an executive officer of another entity where at any time during the past three years any Zebra executive officer served (or serves) on the compensation committee of the other entity; or (6) the director or an immediate family member is a partner of Zebra's independent auditor or the director or an immediate family member was a partner or employee of Zebra's independent auditor who worked on Zebra's audit in 2013, 2014 or 2015.

In February 2016, the Nominating and Governance Committee reviewed the independence of all directors and reported to the Board. The Board determined that each of Chirantan Desai, Richard Keyser, Andrew Ludwick, Ross Manire, Frank Modruson, Janice Roberts, and Michael Smith has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Nominating and Governance Committee also determined that each director, except Anders Gustafsson, our Chief Executive Officer, is independent under NASDAQ listing rules. The Board further determined that each member of the Audit Committee meets the independence requirements under NASDAQ listing rules and the rules of the Securities and Exchange Commission; each member of the Compensation Committee meets the independence requirements under NASDAQ listing rules, the non-employee director requirements of the rules of the Securities and Exchange Commission and the outside director requirements under the Internal Revenue Code; and each member of the Nominating and Governance Committee meets the independence requirements under NASDAQ listing rules.

Communications with the Board
A stockholder who would like to contact our Board may do so by writing to our Corporate Secretary at Three Overlook Point, Lincolnshire, Illinois 60069. Communications received in writing will be distributed to the appropriate members of the Board, depending on the content of the communication received.

Board Functions
One of the primary functions of a board of directors is to oversee senior management and the conduct of the business of the corporation, including holding the chief executive officer and senior management accountable for performance. Consequently, Zebra's Board of Directors believes that a majority of the Board should be independent from management to provide an objective view and evaluation of management and business performance. A primary responsibility of Zebra's Board is to select the Chief Executive Officer and, upon the recommendation of the CEO, to appoint other executive officers who report to the CEO. The Board also plans for succession to the position of CEO as well as certain other senior management positions. Other responsibilities of the Board include determining the compensation and benefits of the CEO, oversight of strategy and risk, approving material corporate policies and budgets, approving material investments, expenditures and transactions not in the ordinary course of business, ensuring the transparency of disclosures and financial controls, planning for and handling corporate crises, oversight of government and community relations, and setting an appropriate tone of integrity and compliance.

Board Leadership Structure
The independent members of a board may be led by an independent chairman of the board or, when the roles of the chairman and chief executive officer are combined, by an independent lead director. Michael Smith, who serves as Chairman, leads Zebra's independent directors. Mr. Smith has served as a director since 1991 and as our Chairman since 2007. This structure allows our CEO, Mr. Gustafsson, to focus on the strategic, operational, and financial matters necessary to operate Zebra's business. Mr. Smith provides an independent leadership that reflects his experience with Zebra and the operation and history of the Board. As Chairman, Mr. Smith presides at all meetings of stockholders and of the Board, including executive sessions of the whole Board and of the independent directors.

Committee Charters
Each of the four standing Committees of the Board periodically reviews the adequacy of its Charter, which sets forth the authority of the Committee and its duties and responsibilities. In July 2015, the Board reviewed and approved changes to the charter of the Nominating and Governance Committee. A copy of each Committee Charter is available on Zebra's website at *http://www.zebra.com* under "About Zebra-Investor Relations-Governance-Governance Documents."

Access to Management and Advisers
Each director has access to Zebra's management and advisers. The Board and its Committees have the right to consult and retain independent legal, financial, accounting and other advisers, as they determine necessary or appropriate to carry out their duties, at Zebra's expense.

Executive Sessions and Chairman
The Board and its Committees regularly meet in executive session with and without the CEO, who is also an officer of Zebra. Chairman Michael Smith chairs executive sessions of the Board. Mr. Smith is a non-executive independent director whose duties include advising the CEO of matters discussed in executive sessions, where appropriate, as well as approving Board agenda items.

Limitation of Service on other Boards; Director Education; Retirement and Term Limits
Zebra's Corporate Governance Guidelines limit to four the number of other publicly traded for-profit boards on which a non-employee director may serve. Employee directors and executive officers are limited to service on the board of one for-profit entity other than Zebra, as approved by the Chairman. Zebra assists the Board by providing orientation for new directors and reimbursing the costs of continuing education programs. The Board does not endorse a mandatory retirement age, term limits, or automatic re-nomination to serve as a director. The Board believes that Board and Committee self-evaluation processes are the most effective means of determining whether a director should continue to serve as a director.

Director Compensation
The Compensation Committee periodically reviews the compensation of our directors. In 2013, 2014 and 2015, the Committee conducted peer group comparisons of non-employee director compensation. As a result of the 2015 review, the Committee approved and recommended to the Board for its approval, which the Board approved, changes in the compensation of non-employee directors. Those changes, which became effective as of January 1, 2016, are discussed under "Director Compensation" below.

Stock Ownership Guidelines
In February 2015, the Board approved a revision of our Stock Ownership Guidelines for executive officers and non-employee directors. The Board increased the "multiple of pay" stock ownership guideline requirement for the Chief Executive Officer (from 4x to 5x), Executive Vice President (from 3x to 4x) and Senior Vice Presidents (from 2x to 3x). The revised Guidelines became effective as of February 11, 2015, the date of Board approval. Participants must satisfy the applicable minimum stock ownership levels by the later of December 31, 2017 or five years after becoming subject to the Guidelines. A cap does not exist on the maximum value or number of shares that can be held by a covered participant. Participants are required to retain a portion of the after-tax shares acquired upon exercise or vesting of an equity award until a minimum stock ownership level is satisfied. The minimum stock ownership levels for participants under the revised Guidelines are:

Covered Participant		**Multiple of Pay**		**Number of Shares**
Chief Executive Officer	Satisfy	5x annual base salary	or	100,000
Executive Vice President	Satisfy	4x annual base salary	or	30,000
Senior Vice President	Satisfy	3x annual base salary	or	20,000
Vice President	Satisfy	1x annual base salary	or	10,000
Non-Employee Directors	Satisfy	5x annual board cash retainer	or	10,000

In February 2016, the Compensation Committee reviewed compliance with the Guidelines in effect as of December 31, 2015, for all incumbent directors and executive officers. Except for Mr. Desai, who joined the Board in December 2015, all of our non-employee directors satisfied the applicable stock ownership level as of December 31, 2015. Each of Zebra's executive officers either satisfied or is on track to satisfy the applicable stock ownership level. A copy of the revised Stock Ownership Guidelines is available on Zebra's website at *http://www.zebra.com* under "About Zebra-Investor Relations-Governance-Governance Documents."

Oversight of Risk Management
The goal of risk management is to provide reasonable assurance to our senior management and Board that a controllable risk will not have a material or significant adverse effect on Zebra. As set forth in our Corporate

Governance Guidelines, the Board is responsible for the oversight of risk management. This responsibility is discharged primarily through the Audit Committee. The Audit Committee receives regular reports from a risk committee comprised of management employees regarding the identification and management of risk in our businesses. In addition, the Compensation Committee is responsible for the oversight of risk related to our compensation policies and practices. Both the Audit Committee and Compensation Committee give regular reports to the Board regarding their oversight roles and the directors regularly discuss significant risks facing Zebra. Management categorizes identified risks as environmental (such as economic environment, competitive landscape, and currency/foreign exchange rates), strategic (such as product research and development, brand positioning, marketing and pricing), operational (such as distribution and logistics, and sales), financial (such as tax, accounting, information technology, and liquidity) or legal and compliance (such as governance, international trade, anti-bribery, product compliance, international laws and regulations, and litigation) risk. Risks arising out of Zebra's compensation policies and practices may, depending on the actions or behavior encouraged by a performance or similar goal, be categorized as a strategic, operational, financial, or legal and compliance risk. Identified risks that may be controlled are then assessed by management in terms of impact on Zebra, the likelihood of occurrence, and ultimately, Zebra's level of risk exposure. Environmental risks, such as general economic conditions, are not directly controllable by management, but are evaluated against Zebra activities to manage Zebra's exposure to these risks.

Management conducts an annual assessment of the risks arising out of Zebra's compensation policies and practices. Management reviewed each significant element of compensation for the purpose of determining whether that element of compensation, including any related performance goals and targets, encourages identifiable risk-taking behavior and whether any identified risks could have a material adverse effect on Zebra. As part of this review management considers whether a compensation plan is designed to mitigate or cap risk, including features such as compensation caps under our Zebra Incentive Plan. Management reviewed base salaries, the 2015 Zebra Incentive Plan, and equity awards granted under the 2011 and 2015 Long-Term Incentive Plans. Based on this review, management then prepared a report and discussed its review and conclusions with the Compensation Committee. Management determined that our policies and practices are not reasonably likely to have a material adverse effect on Zebra.

Code of Business Conduct; Code of Ethics for Senior Financial Officers

Zebra has a Code of Business Conduct that applies to directors, officers and employees. We also have a Code of Ethics for Senior Financial Officers that applies to our CEO, Chief Financial Officer and Chief Accounting Officer. The Code of Business Conduct and Code of Ethics for Senior Financial Officers each address matters such as conflicts of interest, confidentiality, fair dealing and compliance with laws and regulations. During 2013, Zebra approved a revised Code of Business Conduct and reviewed the Code of Ethics for Senior Financial Officers. Copies of the Code of Business Conduct and Code of Ethics for Senior Financial Officers are available on Zebra's website at *http://www.zebra.com* under "About Zebra-Investor Relations-Governance-Governance Documents."

Related-Party Transactions

Zebra has a written related-party transaction policy that may apply to any transaction, arrangement or relationship in which Zebra and any related person are parties. A related person includes our directors and executive officers, their immediate family members, entities in which a director, executive officer or immediate family member is a partner or has a 10% or more beneficial interest, and beneficial owners of more than 5% of our common stock and their immediate family members. Our General Counsel and Audit Committee administer Zebra's policy, with the General Counsel first assessing whether a proposed transaction is subject to the policy. If the General Counsel determines that a proposed transaction is a related-party transaction, then the Chairman of the Audit Committee or the full Audit Committee will review the proposed transaction to determine if it should be approved. Under Zebra's policy, all relevant available facts and circumstances are to be considered, including: (i) the benefits to Zebra; (ii) the impact on a director's independence in the event that the related person is a director, an immediate family member of a director or an entity in which a director is a partner, stockholder or executive officer; (iii) the availability of other sources for comparable products or services; (iv) the related person's interest in the transaction; (v) the terms of the transaction; and (vi) the terms available to unrelated third parties or to employees generally. At the end of the second quarter 2015, we conducted a related party survey with all of our directors and executive officers. The survey required each director and executive officer to identify (a) all related parties, including family members and entities with which such director, executive officer or family member has an ownership interest or is a director or officer, and (b) any transactions between Zebra and such related parties. On subsequent quarter ends, we asked directors and executive officers to identify any changes or updates to the previously provided information. In addition, we ask new directors and executive officers to complete the related party survey, which is then similarly updated after subsequent quarters. The survey responses indicated there were no related-party transactions in 2015.

Compliance Reporting
Zebra maintains a compliance hotline and website for compliance reporting. The compliance hotline and website establish a confidential means for employees or other persons to communicate to management or the Board any concerns that they may have, including concerns regarding accounting, internal controls or audit matters or compliance with laws, regulations, policies or the Code of Business Conduct. Our Chief Compliance Officer reports regularly to the Audit Committee on our Compliance and Ethics Program, including reporting on the communications received via the compliance hotline.

Proposal 1

Election of Directors

The Board of Directors currently consists of eight directors, seven of whom are independent under NASDAQ listing requirements, and one of whom, the CEO of Zebra, is currently an executive officer. Each of the nominees for election as director currently serves as a director of Zebra.

Our Board of Directors is divided into three separate classes, with one class being elected each year to serve a staggered three-year term. The terms of the Class II Directors expire at the annual meeting, and two directors will be elected to serve for a three-year term expiring at the 2019 meeting and until their successors are elected and qualified. Our Nominating and Governance Committee has recommended, and our Board has approved, the nomination for election of Frank B. Modruson and Michael A. Smith to serve as Class II Directors.

In addition, in December 2015, the Board elected Chirantan Desai to serve as a Class I Director with a term to expire at the 2018 annual meeting. In February 2016, our Nominating and Governance Committee recommended and the Board determined that it was in the best interests of Zebra to require Mr. Desai to stand for election at the 2016 Annual Meeting to serve for the remaining term of Class I which expires at the 2018 meeting.

If at the time of the annual meeting any of the nominees is unable or declines to serve, the persons named in the proxy will, at the direction of the Board of Directors, either vote for the substitute nominee or nominees that the Board of Directors recommends or vote to allow the vacancy to remain open until filled by the Board. The Board has no reason to believe that any nominee will be unable or will decline to serve as a director if elected.

The Board of Directors recommends a Vote "FOR" the election of Chirantan Desai, Frank B. Modruson and Michael A. Smith to serve as Directors of Zebra.

The following table sets forth information regarding the nominee for Class I Director, nominees for Class II Directors and the remaining directors. Included in this biographical information is information regarding certain of the experiences, qualifications, attributes, and skills that are relevant to each individual's service as a director:

Name	Age	Position with Zebra	Director Since	Term Expires
Nominees				
Class I Director				
Chirantan Desai	45	Director	2015	2018
Class II Directors				
Frank B. Modruson	56	Director	2014	2016
Michael A. Smith	61	Director and Chairman	1991	2016

Continuing Directors

Class I Directors				
Richard L. Keyser	73	Director	2008	2018
Ross W. Manire	64	Director	2003	2018
Class III Directors				
Anders Gustafsson	55	Director and Chief Executive Officer	2007	2017
Andrew K. Ludwick	70	Director	2008	2017
Janice Roberts	60	Director	2013	2017

Nominee for Class I Director

Chirantan Desai has been a director since December 2015. Since 2013, Mr. Desai has served as President of the Emerging Technologies Division at EMC. In this role, he oversees R&D, launching new products, and growing new businesses as the company transitions from a hardware-centric to a more software-oriented solutions company that helps customers accelerate their journey to cloud computing. Prior to working at EMC, Mr. Desai was Executive Vice President at Symantec, where he led the firm's Information Management Group. In this role, Mr. Desai was responsible for a $3 billion business and a team of approximately 4,000 people. Previously, Mr. Desai also was responsible for Endpoint Security and Mobility group at Symantec where he became the go-to security expert for top enterprises. Prior to Symantec, Mr. Desai built and ran businesses in Bangalore, India for Oracle and Pivotal through which he developed best practices in product development and go-to-market strategy. Mr. Desai, who earned a master's degree in Computer Science and an MBA from the University of Illinois, began his career with Oracle and was a key member of the team that launched Oracle's first cloud services. Mr. Desai brings vision, insight and experience in some of Zebra's key vertical markets and in security, a foundational element to the stable growth of the Internet of Things and enterprise asset intelligence. Mr. Desai is a member of our Compensation Committee.

Nominees for Class II Director

Frank B. Modruson has been a director since 2014. From 2003 to 2014, Mr. Modruson served as the Chief Information Officer at Accenture, a world-wide leader in management consulting, information technology, systems integration, and business process outsourcing services. As CIO, he was responsible for the information technology strategy, applications and infrastructure supporting a global business of 281,000 employees. He also chaired Accenture's Information Technology Steering Committee and was a member of the Accenture Operating Committee and Global Leadership Council. In 2010, Mr. Modruson was elected to *CIO Magazine's* CIO Hall of Fame. In addition, *InfoWorld* named him to its list of Top 25 CTOs and *ComputerWorld* named him one of its Premier 100 CTOs. Prior to becoming CIO at Accenture, Mr. Modruson worked there as a Partner and Associate Partner for 15 years. Mr. Modruson currently serves on the board of Taleris, a private company and joint venture of GE Aviation and Accenture, which provides intelligent operations services for airlines and cargo carriers. He is also a volunteer firefighter and serves on the Board of the Directors of the Lyric Opera of Chicago. Mr. Modruson has a B.A. in Computer Science from Dickinson College and a Masters in Computer Science from Pennsylvania State University. Mr. Modruson is a member of our Audit Committee and the Chair of our Information Technology Committee. His experience transforming IT into an asset for Accenture will assist Zebra as it looks to expand and move into new markets.

Michael A. Smith has substantial knowledge of Zebra and its industry, including prior service as a director of a public company in the automatic identification sector. He has served as a director of Zebra since 1991 and as Chairman since 2007. The Board and the Committees on which Mr. Smith serves also benefit from Mr. Smith's experience and skills in financial services as well as from his 25 years of industry experience. Since 2000, he has served as Chairman and Chief Executive Officer of FireVision LLC, a private investment company that he founded. From 1998 to 1999, Mr. Smith was Senior Managing Director and head of the Chicago and Los Angeles offices of the Mergers & Acquisitions Department of NationsBanc Montgomery Securities and its successor entity, Banc of America Securities, LLC. Previously, he was Senior Managing Director and co-head of the Mergers and Acquisitions Department of BancAmerica Robertson Stephens; co-founder and head of the investment banking group, BA Partners, and its predecessor entity, Continental Partners Group; Managing Director, Corporate Finance Department, Bear, Stearns & Co.; and Vice President and Manager of the Eastern States and Chicago Group Investment Banking Division of Continental Bank. Mr. Smith graduated Phi Beta Kappa from the University of

Wisconsin with a BA degree and received an MBA degree from the University of Chicago. Mr. Smith is a member of the Board of Directors of SRAM International Corp., a global designer, manufacturer and marketer of premium bicycle components. Mr. Smith is a managing member of Blue Star Lubrication Technology LLC and Blue Star Lubrication Technology Investors LLC, a provider of industrial lubricants and greases. Mr. Smith is the Chair of our Audit and Nominating and Governance Committees and a member of our Compensation Committee. Mr. Smith is also a Board Leadership Fellow of the National Association of Corporate Directors, having completed NACD's comprehensive program of study for experienced corporate directors.

Continuing Directors
Anders Gustafsson became Zebra's Chief Executive Officer and a director in 2007. Prior to joining Zebra, Mr. Gustafsson served as Chief Executive Officer of Spirent Communications plc, a publicly-traded telecommunications company, from 2004 until 2007. From 2000 until 2004, he was Senior Executive Vice President, Global Business Operations, of Tellabs, Inc., a communications networking company. Mr. Gustafsson also served as President, Tellabs International, as well as President, Global Sales, and Vice President and General Manager, Europe, Middle East and Africa. Earlier in his career, he held executive positions with Motorola, Inc. and Network Equipment Technologies, Inc. Mr. Gustafsson is a member of the Board of Directors of Dycom Industries Inc., a company that provides construction and specialty services to the telecommunications industry. Mr. Gustafsson has an MS degree in Electrical Engineering from Chalmers University of Technology in Gothenburg, Sweden, and an MBA degree from Harvard Business School.

Richard L. Keyser has been a director since 2008. Mr. Keyser spent much of his career at W.W. Grainger, Inc., an international distributor of maintenance, repair and operating supplies. In 2010, Mr. Keyser was honored as the National Association of Corporate Directors ("NACD") 2010 Public Company Director of the Year. The NACD's award criteria include an unwavering commitment to integrity, confidence, informed judgment, and performance. Mr. Keyser served as Chairman Emeritus of Grainger from 2009 to 2010. Previously, he served as Grainger's Chairman from 2008 to 2009, as Chairman and Chief Executive Officer from 1995 until 2008, and President and Chief Operating Officer from 1994 to 1995. Prior to joining Grainger in 1986, he held positions at NL Industries and Cummins Engine Company. Mr. Keyser received a BS degree from the United States Naval Academy and an MBA degree from Harvard Business School. Mr. Keyser is a member of the Board of Directors and Human Resources Committee of the Principal Financial Group, Inc., a financial services firm. Mr. Keyser served as a director of the Rohm & Haas Company, a manufacturer of specialty chemicals, until 2009. Mr. Keyser serves as a trustee of the Shedd Aquarium, a director of the North Shore University Health System, a trustee of the Field Museum, and Chairman of the National Merit Scholarship Corporation. Mr. Keyser was appointed as the Chair of our Compensation Committee in May 2015, upon the retirement of Dr. Robert Potter. He also serves as a member of our Information Technology Committee. Since Zebra primarily sells its products through distributors and resellers, Mr. Keyser's experience with these channels provides significant strategic and operational benefits to Zebra.

Andrew K. Ludwick has been a director since 2008. Mr. Ludwick has extensive experience in technology and start-up businesses, including serving as Chief Executive Officer of Bay Networks, Inc., a multi-billion dollar communications networking company, from 1994 to 1996, and Founder, President and Chief Executive Officer of SynOptics Communications, Inc., a communications networking company, from 1985 to 1994. He has been a private investor since 1997. Mr. Ludwick holds a BA from Harvard College and an MBA from Harvard Business School. He has served since 2008 as a member and chairman of the Board of Directors of Rovi Corporation (f/k/a Macrovision Corporation), a provider of technologies for the protection, enhancement and distribution of businesses' digital goods. He is a member of our Audit Committee and Information Technology Committee. The Board, Audit Committee and Information Technology Committee benefit from Mr. Ludwick's extensive experience as an entrepreneur, manager and investor in technology businesses. Mr. Ludwick's operational background provides the experience necessary to help the Board fulfill its oversight duties with regard to Audit Committee responsibilities and also to advise the Board and management on technology matters.

Ross W. Manire has been a director since 2003. He has served since 2002 as Chairman and Chief Executive Officer of ExteNet Systems, Inc., a wireless networking company Mr. Manire founded. Mr. Manire's professional career includes serving as a partner in the Entrepreneurial Services Group at Ernst & Young, LLP, a leading accounting firm, from 1983 to 1989. Prior to joining ExteNet, Mr. Manire was President of the Enclosure Systems Division of Flextronics International, Ltd., an electronics contract manufacturer, from 2000 to 2002. He was President and Chief Executive Officer of Chatham Technologies, Inc., an electronic packaging systems manufacturer that merged with

Flextronics, in 2000. Prior to joining Chatham, he was Senior Vice President of the Carrier Systems Business Unit of 3Com Corporation, a provider of networking equipment and solutions. He served in various executive positions with U.S. Robotics from 1991 to 1995, including Chief Financial Officer, Senior Vice President of Operations and Senior Vice President of the Network Systems Division prior to its merger with 3Com in 1997. From 1989 to 1991, Mr. Manire was a partner in Ridge Capital, a private investment company. Mr. Manire holds a BA degree from Davidson College and an MBA degree from the University of Chicago. He is a member of the Board of Directors and Finance and Audit Committees of The Andersons, Inc., a diversified business with interests in agribusiness, railcars and retailing. Mr. Manire is a member of our Audit, Information Technology, and Nominating and Governance Committees. The Board, Audit Committee and Information Technology Committee benefit from his business, operational, accounting and financial knowledge and experience. For example, Mr. Manire's experience with electronics contract manufacturing proved important as Zebra initiated and completed its project to outsource printer manufacturing. Mr. Manire's financial and accounting experience facilitates the Board's oversight of Zebra's accounting, internal control and auditing functions and activities.

Janice Roberts has been a director since 2013. Ms. Roberts is currently a partner with Benhamou Global Ventures, an early-stage venture capital firm based in Silicon Valley. Ms. Roberts was previously a Venture Advisor at Mayfield Fund, a global venture capital fund based in Silicon Valley. For more than 10 years, she was a Managing Director at Mayfield Fund, where she invested in mobile, wireless, communications and consumer technology companies. Prior to joining Mayfield Fund, Ms. Roberts held various executive positions at 3Com Corporation (acquired by the Hewlett-Packard Corporation), including leading its global marketing and business development operations, as well as a number of the company's new business initiatives, including its Palm Computing subsidiary and 3Com Ventures. Ms. Roberts currently serves on the Boards of ARM Holdings plc, and RealNetworks, Inc., where she is a member of both of their compensation committees. Additionally, she serves on the board of the Ronald McDonald House at Stanford, which is located in Palo Alto, CA, and as an advisor for Illuminate Ventures, a group dedicated to investing in companies that are inclusive of women entrepreneurs. Ms. Roberts has a B.A. degree in Economics from the University of Birmingham in Birmingham, United Kingdom. Ms. Roberts' experience with technology companies, venture deals and her board work will prove important as Zebra expands its business into additional technological spheres, including the Internet of Things. Ms. Roberts is a member of our Compensation Committee. Her experience with compensation committee work aids the Board in its oversight of the compensation practices of Zebra.

Board and Committees of the Board

Our business is managed under the direction of our Board, which is kept advised of Zebra's business through regular and special meetings of the Board and its Committees, written reports and analyses and discussions with the CEO and other officers.

During 2015, our Board met seven (7) times. All directors attended 75 percent or more of the meetings of our Board and standing committees on which they served in 2015. All directors, except for Mr. Desai (who was not a director at the time), attended the 2015 Annual Meeting of stockholders held in May 2015. Our Board has four standing committees, each of which is composed entirely of independent directors: the Audit Committee, the Compensation Committee, the Information Technology Committee, and the Nominating and Governance Committee.

The following table shows each Committee on which each director served, the Chair of each Committee and the number of meetings held by each Committee.

Independent Director	**Nominating and Governance**	**Compensation**	**Audit**	**Information Technology**
Chirantan Desai		Member		
Richard L. Keyser		Chair		Member
Andrew K. Ludwick			Member	Member
Ross W. Manire	Member		Member	Member
Frank B. Modruson			Member	Chair
Janice Roberts		Member		
Michael A. Smith	Chair	Member	Chair	
Meetings in 2015	4	6	7	7

Audit Committee. The Audit Committee functions as the standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. Our Board has determined that Mr. Manire is an "audit committee financial expert" as defined under Securities and Exchange Commission regulations. In addition to the Board's determination that each member of the Committee meets the independence requirements under NASDAQ and rules of the Securities and Exchange Commission, (1) each member of this Committee satisfies the NASDAQ requirements that no member have participated in the preparation of financial statements of Zebra or any current subsidiary of Zebra within the past three years and (2) Mr. Manire meets the financial sophistication requirement established by NASDAQ. This Committee assists the Board in fulfilling its oversight functions with respect to matters involving the financial reporting, independent and internal audit processes, disclosure controls and procedures and internal control over financial reporting, and matters such as related-party transactions and risk management. The Committee is responsible for appointing, retaining, compensating, evaluating, and terminating, when appropriate, our independent auditor; reviewing and discussing with management and the independent auditor, Zebra's annual and quarterly financial statements; and discussing policies with respect to risk assessment and risk management. The Committee has the authority to engage and determine funding for outside legal, accounting or other advisors.

Compensation Committee. The Compensation Committee determines the total compensation philosophy relating to our CEO and other executive officers and determines Zebra's peer group for compensation purposes. The Committee oversees overall compensation corporate governance, the administration of Zebra's short-term and long-term compensation plans and determines (or with respect to the CEO recommends to the Board) the total compensation and terms of employment for executive officers, including salary, short-term incentive targets, long-term incentive targets, performance goals and performance targets for both cash and equity awards, and the timing, terms and number of equity awards. The Committee also oversees Zebra's Stock Ownership Guidelines for the non-employee directors and executive officers. The Committee has delegated to the CEO the right to grant a limited number of equity awards to non-executive officers between regular meetings of the Committee. The Committee also oversees the performance management and talent management processes used by Zebra and recommends to the Board the compensation of non-employee directors.

Towers Watson (now Willis Towers Watson) served in 2015 as the independent executive compensation consultant to the Committee to provide competitive compensation data, analysis and guidance throughout the process of determining compensation for Zebra's executive officers. The role of Willis Towers Watson in determining executive compensation is further described below under "Compensation Discussion and Analysis." The Committee has the authority to engage outside legal counsel, tax and accounting, or other advisors.

Information Technology Committee. In March 2015, our Board established the Information Technology Committee. The Information Technology Committee assists our Board in fulfilling its oversight functions with respect to matters involving appraising our information technology ("IT") strategy and architecture; appraising major IT-related projects and technology architecture decisions; ensuring that our IT programs effectively support our business objectives and strategies; evaluating our cybersecurity programs in light of relevant market risks; and updating our Board on IT-related matters.

Nominating and Governance Committee. The Nominating and Governance Committee identifies individuals qualified to be Board members, recommends director nominees, and assists our Board in discharging its responsibilities relating to corporate governance. For more information regarding the Nominating and Governance Committee, see "Corporate Governance." The Committee has the authority to retain a search firm to identify director candidates and to engage outside legal counsel or other advisors.

Director Compensation

The Compensation Committee recommends to the Board the compensation of non-employee directors. When reviewing compensation, the Committee considers market data and historical practices. In 2012, the Committee engaged its independent compensation consultant, The Delves Group, to conduct a non-employee director compensation analysis. The Committee reviewed market data on both non-employee director compensation and financial performance of publicly-traded companies viewed as comparable to Zebra. The 22 peer companies then used for non-employee director compensation were the same companies used when assessing executive officer compensation for 2013 compensation purposes. The compensation information also consisted of data from the 2011-2012 National Association of Corporate Directors Director Compensation Report. The compensation data indicated that Zebra's total board compensation was then aligned with the 25th percentile of the peer group, with the cash retainer then being aligned with the median of the peer group, total cash compensation was between the 25th percentile and the median, and equity compensation then aligned with the 25th percentile. In addition, Zebra's mix of cash and equity awards was then aligned with the median mix of the peer group. The Committee also reviewed the compensation of members of the then three standing committees of the Board, with the compensation data indicating that the compensation of the Chairman of the Audit Committee was then aligned with the 25th percentile and the compensation of the Chairmen of the Compensation Committee and Nominating and Governance Committee was between the 25th percentile and the median. Audit Committee member compensation was then aligned with the median, Compensation Committee member compensation was between the median and 75th percentile, and Nominating and Governance Committee member compensation was aligned with the 25th percentile. In October 2015, the Compensation Committee conducted a review with Willis Towers Watson of market data on non-employee director compensation. This review indicated that non-employee director compensation was at or below median for each primary element of compensation, including cash retainer (median of peer group and 25th percentile of general industry), total cash compensation (median of peer group and 25th percentile of general industry), equity grants (between 25th percentile and median of peer group and 75th percentile of general industry), and committee retainers (median of peer group and general industry for members who do not serve as chair; and less than 25th percentile of peer group and general industry for each committee chair).

As a result of this 2012 review, the Committee made recommendations regarding the non-employee director compensation and the Board approved the following compensation:

Annual Cash Retainer	Effective January 1, 2013, the annual cash retainer for all non-employee directors to be $60,000, with Chairman Smith's annual cash retainer to be $110,000.
Annual Equity Retainer	Effective with the May 2013 annual equity grant to non-employee directors, the target grant date fair value to be $150,000 in the form of fully-vested stock.
Additional Cash Fees	An additional cash fee of $2,000 is paid for each in-person Board meeting in excess of five in-person Board meetings per year and $1,000 for each telephonic Board meeting in excess of two telephonic Board meetings per year.

In 2012, the Committee also made recommendations regarding the compensation for service on committees of the Board and the Board approved the following compensation:

Annual Cash Retainer for Committee Chair	• Maintain at $15,000 for the Compensation Committee Chair. • Maintain at $15,000 for the Audit Committee Chair. • Maintain at $8,000 for the Nominating and Governance Committee Chair.
Annual Cash Retainer for Committee Members	• Maintain at $10,000 for each Compensation Committee member who is not serving as Chair. • Maintain at $10,000 for each Audit Committee member who is not serving as Chair. • Effective January 1, 2013, the annual cash retainer for each Nominating and Governance Committee member who is not serving as Chair would be $5,000.
Cash Fees for Additional Committee Meetings	• Maintain at $1,500 for the Chair and $1,000 for other committee members for each in-person committee meeting in excess of five in-person committee meetings per year with no additional fee for telephonic committee meetings.

When the Board established the Information Technology Committee in March 2015, the Board fixed compensation for service on the Information Technology Committee at $10,500 for the committee chair and $7,500 for each committee member not serving as chair.

Non-employee directors may participate in our non-qualified deferred compensation plan and our group medical and dental plans, and they are reimbursed for expenses incurred in attending Board and committee meetings. Mr. Gustafsson does not receive additional compensation for service as a director.

2015 Non-Employee Director Compensation
In May 2015, the Committee approved 2015 annual grants to the six directors then serving as non-employee directors with a targeted grant value of $150,000 in common stock, each fully vested upon grant. Each of these non-employee directors was granted 1,370 fully vested shares. The following table provides information regarding the compensation of our non-employee directors for 2015. Chirantan Desai joined our Board in December 2015 and was granted a pro rated award of common stock.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($) (1)	All other Compensation ($)	Total ($)
Chirantan Desai(2)	2,663	62,735	0	65,398
Richard L. Keyser	84,367	150,001	0	234,368
Andrew K. Ludwick	76,867	150,001	0	226,868
Ross W. Manire	81,867	150,001	0	231,868
Frank B. Modruson	79,214	150,001	0	229,215
Robert J. Potter(3)	28,823	0	0	28,823
Janice Roberts	71,000	150,001	0	221,001
Michael A. Smith	144,000	150,001	0	294,001

[(1)] On May 15, 2015, Ms. Roberts and Messrs. Keyser, Ludwick, Manire, Modruson and Smith were each granted an award of 1,370 shares of common stock. All of the 2015 equity awards to directors were fully vested upon grant. The amounts in the table represent the aggregate grant date fair value for these awards computed in accordance with Financial Accounting Standards Codification 718, Compensation – Stock Compensation. Please see Note 18, "Share-Based Compensation," of Zebra's consolidated financial statements included in Zebra's Annual Report on Form 10-K for the year ended December 31, 2015, for a discussion of assumptions made in calculating the grant date fair value of these awards.

[(2)] Mr. Desai was appointed director on December 18, 2015.

[(3)] Dr. Potter retired as a director on May 14, 2015.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis set forth below. Based on its review and discussion with management, the Compensation Committee has recommended to Zebra's Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and in Zebra's Annual Report on Form 10-K for the year ended December 31, 2015.

Compensation Committee

Richard L. Keyser, Chair
Chirantan Desai
Janice Roberts
Michael A. Smith

Executive Summary - Compensation Discussion and Analysis

Our Compensation Discussion and Analysis focuses on Zebra's total rewards philosophy, the role of the Compensation Committee (for purposes of the Compensation Discussion and Analysis section, the "Committee"), the components of our compensation, market and peer group data, and the approach used by the Committee when determining elements of the compensation package of our executive officers, including base pay, annual incentive targets and achievement relative to target, long-term equity incentive targets and achievement relative to targets, benefits and employment agreements.

Acquisition of Enterprise Business of Motorola Solutions, Inc.

In October 2014, Zebra acquired the Enterprise business of Motorola Solutions, Inc. The Enterprise business had approximately $2.5 billion in net sales in 2013 when owned by Motorola Solutions. Zebra's net sales in 2013 were $1.038 billion. As a result of the acquisition being completed in October 2014, Zebra's GAAP-based net sales in 2014 were $1.671 billion and in 2015 were $3.652 billion. The acquisition resulted in new and different recruiting needs with regard to executive officer positions, as well as changes in the duties of current executive officers. For example, our sales and marketing function was separated in late 2014 into global sales and global marketing positions, each of which was filled by a new executive officer joining Zebra in 2014. Another new executive officer, William Burns, joined Zebra in 2015 as our Senior Vice President, Enterprise Visibility and Mobility. Mr. Burns is a named executive officer (as defined below).

The following executive officers' compensation is disclosed and discussed in this proxy statement (the "named executive officers"):

- Anders Gustafsson, Chief Executive Officer
- William Burns, Senior Vice President, Enterprise Visibility and Mobility
- Hugh K. Gagnier, Senior Vice President, Asset Intelligence and Tracking
- Joachim Heel, Senior Vice President, Global Sales
- Michael C. Smiley, Chief Financial Officer

Setting 2015 Compensation and Incentive Targets for Executive Officers
Zebra's total rewards program is designed to align our business strategy with increasing stockholder value. An important aspect of our compensation philosophy and programs is to pay competitively and reward for company and individual performance. Base pay, annual incentive and long-term equity components are determined within a pay-for-performance approach, targeted generally at market median when target performance goals are achieved. Superior performance can result in above median compensation when target financial or individual performance goals are exceeded.

In designing and implementing our total compensation program for 2015, we were primarily guided by 2013 market compensation data of a peer group of publicly-traded companies, and market compensation data provided by Willis Towers Watson from three broad-based surveys. 2014 market compensation data for the peer group was not then available due to the July timing of the review. The peer group data included: revenue; earnings before interest, taxes, depreciation and amortization; net income; market capitalization; enterprise value; number of full-time employees; one- and three-year revenue growth; one- and three-year EBITDA growth; one- and three-year net income growth; net profit margin; return on invested capital ("ROIC"); and one-, three- and five-year total stockholder return ("TSR") for each of the 15 peer group companies.

Zebra's executive officers' base salary compensation as of July 2014 ranged from 13% below to 26% above the consensus market median. (i.e., average of the peer group and three broad-based surveys). Mr. Gustafsson's base salary was 5% below consensus market median. The market data for target annual cash incentive compensation indicated that our executive officers' target annual cash incentive compensation as of July 2015 ranged from 17% below to 19% above the consensus market median. The target annual cash incentive compensation in absolute dollar terms for our executive officers ranged from 18% below to 47% above the consensus market median. Mr. Gustafsson's target annual cash incentive as a percentage of base salary was 17% below the consensus market median and his target annual cash incentive compensation in absolute dollar terms was 15% below the consensus market median. The market data for target long-term incentive equity awards indicated that our executive officers' equity compensation from the 2015 annual grant to then Zebra executive officers ranged from 33% below to 42% above the consensus market median. Mr. Gustafsson's target long-term incentive equity award from his 2015 annual grant was 9% below the consensus market median.

Named Executive Officer Compensation
After reviewing market data, considering our total rewards philosophy, the recommendations of the CEO with respect to executive officer compensation, and additional corporate governance issues such as a pay for performance analysis, the Board or the Committee took the following actions with respect to 2015 compensation and stock ownership:

- Approved increases in base salaries for all executive officers as of April 1, 2015, including the CEO's base salary, except for two executive officers whose base salaries significantly exceeded the consensus market median, two new hires and one promotion.
- Approved increases over the 2014 annual cash incentive targets as a percentage of earned base salary of 5 percentage points for three of eleven then executive officers. Approved increases over the 2014 annual cash incentive targets as a percentage of earned base salary of ten percentage points for two of eleven then executive officers. The CEO's 2015 annual cash incentive target was increased over 2014 from 100% of earned base salary to 115% of earned base salary.
- Approved 2015 annual cash incentive award targets to be paid in March 2016 to each named executive officer based on achieving certain levels of adjusted EBITDA and net sales. For each named executive officer, 50% (62.5% for Mr. Gustafsson) of the payout was based on achieving at least 80% of the 2015 adjusted EBITDA performance target, with no payout if performance is below that threshold performance. Actual 2015 adjusted EBITDA as calculated per Zebra's incentive plan was $610 million, representing 98.2% of the adjusted EBITDA performance target of $621.2 million. For each named executive officer, 30% (37.5% for Mr. Gustafsson) of the payout was based on achieving at least 92.5% of the 2015 net sales performance target, with no payout if performance is below the that threshold performance. Actual 2015 net sales as calculated per Zebra's incentive plan were $3.668 billion, representing over 100% of the net sales performance target of $3.654 billion. The remaining 20% of the payout for each named executive officer was based on achievement of individual performance goals. As discussed further in the Compensation Discussion and Analysis, the weighted average payout percentage was 101.3% of the target incentive for named executive officers (other than Mr. Gustafsson) and, because he does not have an

individual performance goal, the weighted average payout percentage for Mr. Gustafsson was 101.6% of the target incentive.

- In March 2015, the Committee approved performance-vested restricted stock awards that constituted 40% of the grant date fair value of the named executive officers' target equity awards, time-vested restricted stock awards that constituted 40% of the grant date fair value of the named executive officers' target equity awards, and time-vested stock appreciation rights that constituted 20% of the grant date fair value of the named executive officers' target equity awards.
- The performance-vested restricted stock awards granted in May 2015 have a three-year performance period ending on December 31, 2017, and a payout based on achieving target levels of (1) net sales CAGR (weighted 60%) in 2015, 2016 and 2017 and (2) adjusted EBITDA margin (weighted 40%) in 2015, 2016 and 2017.
- Approved the vesting in May 2015 of the 2012 performance-vested restricted stock awards that had a three-year performance period ended December 31, 2014. These awards vested at 180% of the target number of shares due to the achievement over the performance period of (1) a net sales CAGR (19.7%) that exceeded the 10.0% target for maximum payout established in 2012 and (2) an ROIC (24.9%) that exceeded the 21.99% target for maximum payout established in 2012.
- Reviewed compliance with our stock ownership guidelines as of December 31, 2015, for non-employee directors and executive officers. This review showed that all directors and named executive officers exceeded or are on track to exceed the stock ownership goals applicable to them.

Stockholders Approve Compensation of Zebra's Named Executive Officers (Say on Pay)
At Zebra's 2015 Annual Meeting, we conducted a stockholder advisory vote regarding the 2014 compensation of executive officers as disclosed in the 2015 proxy statement. Zebra's Board of Directors recommended stockholders approve the executive officers' compensation. The proposal was approved by 89.0% of the votes cast for the proposal plus the votes cast against the proposal.

The Committee discussed the results and determined that no changes to compensation philosophy or strategy were required or should be considered as a result of the favorable stockholder vote. While the advisory vote was positive, our Board, Compensation Committee and executive officers regularly consider changes to our total rewards programs to align our strategy to Zebra's business strategy and stockholder expectations. For example, the performance goals for our 2015 performance-vested restricted stock awards included a goal related to compound average growth rate in net sales (similar to our 2010-13 awards) and a goal related to adjusted earnings before interest, taxes, depreciation and amortization ("EBITDA") margin percentage. The adjusted EBITDA performance goal, which was also included in the November 2014 awards of performance-vested restricted stock, was added to reflect our strategy to integrate the Enterprise business while meeting or exceeding a target adjusted EBITDA margin percentage which we believe would create value for our stockholders.

Annual Advisory Vote on Compensation of Named Executive Officers (Say on Frequency)
Zebra holds an annual stockholder advisory vote on the compensation of our named executive officers. The next stockholder advisory vote on the frequency of stockholder advisory votes on named executive officer compensation is anticipated to be held in 2017.

Independent Compensation Committee
Only independent directors served on the Compensation Committee during 2015. Dr. Robert Potter served as the Chair of the Compensation Committee until his retirement at our 2015 Annual Meeting of stockholders. Mr. Keyser was appointed the Chair of the Compensation Committee at that time. Ms. Janice Roberts and Mr. Michael Smith also served as members of the Compensation Committee throughout 2015. Mr. Desai was appointed to the Compensation Committee in December 2015. None of the Compensation Committee members has ever been an officer or employee of Zebra.

Compensation Discussion and Analysis

Acquisition of Enterprise Business of Motorola Solutions, Inc.

In October 2014, Zebra acquired the Enterprise business of Motorola Solutions, Inc. The Enterprise business had approximately $2.5 billion in net sales in 2013 when owned by Motorola Solutions. Zebra's net sales in 2013 were $1.038 billion. As a result of the acquisition being completed in October 2014, Zebra's GAAP-based net sales in 2014 were $1.671 billion and in 2015 were $3.652 billion. The acquisition resulted in new and different recruiting needs with regard to executive officer positions, as well as changes in the duties of current executive officers. For example, our sales and marketing function was separated in late 2014 into global sales and global marketing positions, each of which was filled by a new executive officer joining Zebra in 2014. Another new executive officer, William Burns, joined Zebra in 2015 as our Senior Vice President, Enterprise Visibility and Mobility. Mr. Burns is a named executive officer.

Our Total Rewards Philosophy

The Committee annually reviews the total rewards philosophy. Zebra's total rewards program is designed to align our business strategy with increasing stockholder value. Created with all employees in mind, our philosophy provides a holistic approach containing five inter-related dimensions that focus on the overall employment value proposition:

Total Rewards Component	Purpose of Component
Compensation	Base salary- to attract and retain employees by compensating them for the primary functions and responsibilities of the position. Annual cash incentive awards- to attract, retain, motivate and reward employees for achieving or surpassing key target performance goals at the Zebra, business unit and individual level. Long-term equity awards- to attract, retain, motivate and reward top talent for the successful creation of stockholder value.
Benefits	To attract and retain employees by providing competitive health, welfare and retirement benefits packages in order to maintain their overall health.
Work-Life and Well-Being	To attract and retain employees by providing programs that actively support and facilitate employees to achieve success at work and home through good health and wellness for body and mind.
Performance and Recognition	To attract, retain, motivate and reward employees for achievements that meet and surpass expectations.
Development and Career	To attract, retain and motivate employees by providing a learning foundation that allows employees to take charge of their career in support of business requirements.

The objectives of Zebra's total rewards approach are to:

- Increase stockholder value through long-term stock price growth.
- Maximize the financial performance of Zebra.
- Facilitate the delivery of the highest quality goods and services to our customers.
- Encourage our employees to take actions that balance short-term achievements with long-term success without excessive risk.
- Motivate behavior to attain Zebra's objectives.
- Attract, retain and reward the highest performing employees who contribute to our success.

Role of Our Compensation Committee
The Committee is comprised entirely of independent directors and assists the Board with its responsibilities regarding the total compensation of our executive officers and non-employee directors by overseeing our compensation and benefit programs. The Committee fulfills its responsibility by:

- Reviewing our total rewards philosophy annually to ensure the components align with the objectives of our total rewards philosophy.
- Seeking the counsel of our management team and advisors, such as that of a compensation consultant, for input and guidance.
- Reviewing its charter annually to ensure its actions align with its responsibility delegated by the Board.
- Fulfilling its responsibilities identified in its charter using a sound corporate governance approach that balances an appropriate level of risk tolerance with a total rewards philosophy.

Zebra's Independent Compensation Consultants
With respect to 2015, the Compensation Committee engaged Willis Towers Watson as its independent executive compensation consultant to provide competitive peer group and executive compensation data, analysis and guidance when (1) establishing a peer group for compensation purposes, (2) setting executive officer and non-employee director compensation, and (3) reviewing performance and determining payouts with respect to performance-based awards. The Committee assessed Willis Towers Watson's independence pursuant to relevant SEC and NASDAQ rules. In connection with that assessment, the Committee received a letter from Willis Towers Watson addressing the firm's independence. The Committee concluded that no conflict of interest exists that would prevent Willis Towers Watson from independently representing the Committee.

Our Compensation Approach
In designing and implementing our total compensation program for 2015, we were primarily guided by market compensation data of a peer group of publicly-traded companies which our Committee views as comparable to Zebra, as well as market compensation data from three broad-based surveys. As detailed further below, the peer group companies were selected by the Committee as being within a reasonable range of similar revenue and market capitalization to Zebra, having a global business, having similar alignment with a variety of financial metrics, having a similar business model and products of a similar technical nature, and with a consideration of whether a potential peer also regards Zebra as a peer. The competitive compensation data is reviewed and utilized by the Committee when developing the design of our executive officer compensation program and setting executive compensation levels and targets.

Our Total Compensation Components
Our total compensation program includes four components: base salary, annual incentive, long-term equity incentive and employee benefits. Each component serves a particular purpose and, therefore, each is considered independent of the other components, although all four components combined provide a holistic total compensation approach within our overall total rewards philosophy in order to attract, retain, motivate, develop and reward our employees. For 2015, the Committee determined each executive officer's compensation component levels by comparing each total compensation component to market data reflective of that compensation component. The Committee did not use a targeted pay mix to allocate total compensation among these components.

The base salary, annual incentive and long-term equity incentive components are determined within a pay-for-performance approach, targeted at market median when target performance goals are achieved, and can result in superior pay when target performance goals are exceeded and/or individual performance exceeds expectations. Actual cash compensation varies based upon the attainment of financial and individual performance goals, as well as each executive officer's position, responsibilities and overall experience. The process by which individual performance goals are established and reviewed is described below under "*Performance Management Process and Talent Management Review.*" Employee benefits are designed with features that align with market median program offerings. The following table describes the purpose of each component and how that component is related to our pay-for-performance approach and budget:

Compensation Component	Purpose of Compensation Component	Compensation Component in Relation to Performance and Budget
Base salary	To attract and retain employees by compensating them for the primary functions and responsibilities of the position.	Any base salary increase an employee receives depends upon the employee's individual performance, and the employee's displayed skills and competencies, all established within the overall salary budget.
Annual cash incentive awards	To attract, retain, motivate and reward employees for achieving or surpassing key target performance goals at the Zebra, business unit and individual level.	Financial and individual performance determines the actual amount of the employee's annual cash incentive award. Award amounts are "self-funded" because they are included in Zebra's financial performance results when determining actual financial performance.
Long-term equity awards	To attract, retain, motivate and reward top talent to increase stockholder value.	The employees' past performance and future potential determines the amount of equity granted to them, established within an annual equity grant budget. Additionally, the collective performance of our employees to attain our financial goals is one of many factors influencing stock price growth resulting in wealth creation.
Employee benefits	To attract and retain employees by providing competitive health, welfare and retirement benefits packages in order to maintain their overall health.	Established within the overall employee benefit budget.

Performance Management Process and Talent Management Review

Our annual performance management process and the results of our annual talent management review are important aspects of the Committee's determination of compensation component levels and targets for our executive officers. Individual performance criteria and an executive officer's talent assessment consist of a combination of objective and subjective criteria. Individual performance goals were established for all executive officers as of January 1, 2015 and final evaluations were conducted in early 2016 under our annual performance review process.

Performance Management Process for Individual Performance Goals: At the beginning of each year, Mr. Gustafsson meets with each executive officer and discusses the executive officer's individual performance goals for the year. In general, individual performance goals for an executive officer are those strategic initiatives led by the executive officer. Mr. Gustafsson then presents each executive officer's individual performance goals to the Committee for approval. The Board of Directors and Chairman Smith work with Mr. Gustafsson to establish Mr. Gustafsson's individual performance goals for the year, though Mr. Gustafsson's performance goals for the year are not given an incentive weight within our short-term or long-term compensation programs. After the year end, Mr. Gustafsson evaluates the attainment of each individual performance goal and the executive officer's leadership and contributions in achieving the performance goal, and presents his assessment to the Committee for their review, including Mr. Gustafsson's recommended "multiplier" for each executive officer. The multiplier is 1.0 if the executive officer has met expectations with respect to individual performance goals, and is a below 1.0 or above 1.0 to the extent the executive officer has not met, or has exceeded, individual performance goals as recommended by Mr. Gustafsson and approved by the Committee. The Board has an annual formal evaluation process led by Chairman Smith, through which it assesses the performance of Mr. Gustafsson, including determining the extent to which Mr. Gustafsson's individual performance objectives are met. For 2015 performance, Chairman Smith, Mr. Keyser and Mr. Ludwick communicated the results of the Board's evaluation to Mr. Gustafsson. Mr. Gustafsson communicated to each executive officer the results of his evaluation and recommendations to the Committee, as well as the Committee's discussion and decision as to the 2015 annual incentive award. The performance evaluations by Mr. Gustafsson may take into account other factors such as (1) performance of daily responsibilities; (2) particular or general contributions to the overall management of Zebra; and (3) display of behaviors against Zebra's values.

Talent Management Review: After completing the annual performance evaluations, Mr. Gustafsson presents an overall talent management review to the Board, discussing the past performance and future potential of each executive officer and each of their direct reports, including a discussion of key skills, competencies, developmental opportunities and succession plans.

Establishing Our Peer Group

In October 2014, Zebra acquired the Enterprise business of Motorola Solutions, Inc. The Enterprise business had approximately $2.5 billion in net sales in 2013 when owned by Motorola Solutions, resulting in Zebra's pro forma net sales for 2013 being approximately $3.5 billion. In July 2014, while the acquisition was pending, the Committee engaged Willis Towers Watson to review Zebra's peer group and make recommendations regarding changes to Zebra's peer group for purposes of reviewing and analyzing both executive compensation and non-employee director compensation. The peer group is one factor considered by the Committee when reviewing executive and non-employee director compensation. The Committee reviewed market data prepared by Willis Towers Watson on the financial performance of 15 publicly-traded companies viewed as comparable to Zebra if the acquisition were completed. Current and prospective members of Zebra's peer group were evaluated along the following factors: complexity and business model (similar industry, comparable cost structure, business model, level of complexity and degree of global coverage); size of proposed peer group member, with revenue being the most important factor (revenue should be 0.5x to 2.0x Zebra 2013 pro forma sales of $3.5 billion); size of peer group, with 15-20 members of the peer group regarded as appropriate; competitive talent market; and investor profile (i.e., the proposed peer group member is considered a reasonable investment alternative; and the proposed peer group member attracts investors with the similar risk/return expectations). The Committee then approved the peer group recommended by Willis Towers Watson. Six of these 15 companies (Arris Group, Inc., Ciena Corporation, KLA-Tencor Corporation, Lam Research Corporation, Teradata Corporation and Trimble Navigation Limited) were in the peer group used for 2014 executive compensation purposes. The new peer group, which was used by the Committee for purposes of evaluating and determining 2015 executive compensation, is set forth below:

Zebra's Peer Group for 2015 Compensation Purposes		
Analog Devices, Inc.	Harris Corporation	Motorola Solutions, Inc.
Arris Group, Inc.	Juniper Networks, Inc.	NCR Corporation
Brocade Communications Systems, Inc.	KLA-Tencor Corporation	Rockwell Collins Inc.
Ciena Corporation	Lam Research Corporation	Teradata Corporation
Eastman Kodak Co.	Lexmark International Inc.	Trimble Navigation, Ltd.

Peer Group Performance

In July 2014 Towers Watson provided comparative financial and stock market performance data about each proposed peer group member, including:

- annual revenue (8 of 15 companies larger than Zebra 2013 pro forma net sales);
- earnings before interest, taxes, depreciation and amortization (9 of 15 companies larger than Zebra 2013 pro forma EBITDA);
- net income (11 of 15 companies larger than Zebra 2013 pro forma net income);
- current market value (11 companies of 15 larger than Zebra, noting that Zebra's market value did not reflect the acquisition of the Enterprise business until after the completion of the acquisition in October 2014);
- enterprise value (7 companies of 15 larger than Zebra, noting that Zebra's enterprise value did not reflect the acquisition of the Enterprise business until after the completion of the acquisition in October 2014);
- number of full-time employees (9 companies of 15 had more employees than Zebra);
- one-year revenue growth (0 of 15 companies higher than Zebra, using 2013 pro forma net sales);
- three-year revenue growth (0 of 15 companies higher than Zebra, using 2013 pro forma net sales);
- one-year EBITDA growth (0 of 15 companies higher than Zebra, using 2013 pro forma EBITDA);
- three-year EBITDA growth (1 of 15 companies higher than Zebra, using 2013 pro forma EBITDA);
- one-year net income growth (4 of 15 companies higher than Zebra, using 2013 pro forma net income);
- three-year net income growth (5 of 15 companies higher than Zebra, using 2013 pro forma net income);
- net profit margin (11 of 15 companies higher than Zebra, using 2013 pro forma net profit margin);

- return on invested capital (8 of 15 companies higher than Zebra, using 2013 pro forma ROIC);
- one-year total stockholder return as of June 30, 2014 (1 of 15 companies higher than Zebra);
- three-year total stockholder return as of June 30, 2014 (1 of 15 companies higher than Zebra); and
- five-year total stockholder return as June 30, 2014 (1 of 15 companies higher than Zebra).

This information assists the Committee in assessing Zebra's relative size and performance against all peer group companies. This information offers a perspective on the appropriateness of the peer group membership for purposes of Zebra's executive compensation and how well Zebra, and therefore its executive officers, are performing vis-a-vis peer group members.

Peer Group and Broad-Based Survey Executive Compensation Data

For 2015 compensation purposes, in July 2014, Willis Towers Watson presented to the Committee compensation data regarding compensation of 11 executive officer positions, including two executive positions as to which executive searches were ongoing. The compensation data sources used by Willis Towers Watson consisted of 2013 compensation data from our peer group of 15 companies, a general industry survey of 346 companies from Willis Towers Watson, a high technology industry survey of 57 companies from Willis Towers Watson, and the Radford Executive Survey (reflecting data from high technology companies with annual revenues between $1.9 billion and $7.0 billion). 2014 market compensation data for the peer group was not then available due to the July timing of the review.

From these sources, Willis Towers Watson compiled market-based compensation data at the 25th percentile, median and 75th percentile levels from each of these data sources, as well as consensus (i.e., average) compensation data, for base salaries, target annual cash incentive awards, target long-term equity awards and total target direct compensation (the sum of base salaries, target annual cash incentive awards and target long-term equity awards) for individual executive officer positions.

The compensation data presented to the Committee was prepared in anticipation of completing the acquisition of the Enterprise business of Motorola Solutions, Inc., which was expected to result in annual net sales of Zebra increasing from $1.038 billion in 2013 to over $3.5 billion in 2015. Zebra completed the acquisition in October 2014. As expected, and as described below, the compensation data reflected a wide disparity from the median for each element of compensation for most executive officer positions, including the CEO.

- ***Base Salary.*** The market compensation data indicated that our individual executive officers' base salary compensation as of July 2014 ranged from 19% below to 52% above the consensus market median. The market data indicated that Mr. Gustafsson's base salary was 7% below the consensus market median.

- ***Target Annual Cash Incentive Compensation.*** The market data for target annual cash incentive compensation indicated that our individual executive officers' target annual cash incentive compensation as a percent of base salary as of July 2014 ranged from 29% below to 31% above the consensus market median. In addition, the target annual cash incentive compensation in absolute dollar terms ranged from 31% below to 158% above the consensus market median. The market data indicated that Mr. Gustafsson's target annual cash incentive as a percentage of base salary was 29% below the consensus market median and his target annual cash incentive compensation in absolute dollar terms was 25% below the consensus market median.

- ***Long-Term Incentive Equity Award.*** The market data for target long-term incentive equity awards indicated that our executive officers' equity compensation from the 2014 annual grant to then Zebra executive officers and the 2014 annual grant by Motorola Solutions to employees of the Enterprise business who were expected to become Zebra executive officers upon completing the acquisition of the Enterprise business ranged from 37% below to 165% above the consensus market median. Mr. Gustafsson's target long-term incentive equity award from his 2014 annual grant was 37% below the consensus market median.

Recommendations by CEO Regarding 2015 Compensation
In connection with establishing the compensation of executive officers (other than the CEO) for 2015, Mr. Gustafsson reviewed the competitive executive compensation data described above. Mr. Gustafsson also reviewed the historical compensation of executive officers, including base salary, target and actual annual cash incentive awards, and the grant date fair value of prior equity awards granted to each executive officer. Mr. Gustafsson presented, and the Committee reviewed, Mr. Gustafsson's compensation recommendations regarding each executive officer at the March 2015 meeting of the Committee and, with respect to Mr. Burns, the Committee took action in June 2015.

- ***2015 Base Salaries.*** For 2015, Mr. Gustafsson recommended increases in base salaries of six executive officers effective as of April 1, 2015. For five executive officers, four of whom had recently joined Zebra in connection with the acquisition of the Enterprise business, and whose salaries were set forth in recently executed employment agreements, Mr. Gustafsson did not recommend an increase in base salary. Mr. Heel joined Zebra in September 2014 and Mr. Burns joined Zebra in June 2015. Their salaries reflected in the table below are the salaries set forth in their respective employment agreements. Mr. Gustafsson also recommended, as further described below, that the Committee approve increases in the target annual cash incentive award of five executive officers. For six executive officers, four of whom had recently joined Zebra in connection with the acquisition of the Enterprise business, and whose target annual cash incentive awards were set forth in recently executed employment agreements, Mr. Gustafsson did not recommend an increase in the target. The Committee discussed Mr. Gustafsson's recommendations and approved the recommended base salaries of the executive officers for 2015. The Committee also recommended to the Board that Mr. Gustafsson's 2015 base salary be increased to $900,000 from $850,000. The Board considered the Committee's recommendation and approved the increase in Mr. Gustafsson's base salary.

Our named executive officers' annual base salaries are included in the following table:

Named Executive Officer	2013 Salary	2014 Salary	2015 Salary	Percentage Increase	Effective Date
Anders Gustafsson	$800,000	$850,000	$900,000	5.88%	4/1/2015
William Burns	N/A	N/A	$450,000	N/A	6/8/2015
Hugh K. Gagnier	$373,500	$380,970	$425,000	11.56%	4/1/2015
Joachim Heel	N/A	$450,000	$450,000	0%	9/15/2014
Michael C. Smiley	$381,600	$396,864	$450,000	13.39%	4/1/2015

- ***2015 Target Annual Cash Incentive Awards.*** Each executive officer has a target annual cash incentive award, which is established by the Committee (or, in the case of Mr. Gustafsson, the Board) and set as a percentage of base salary. As noted above, Mr. Gustafsson recommended that the Committee consider approving increases in the target annual cash incentive award of five executive officers. For six executive officers, four of whom had recently joined Zebra in connection with the acquisition of the Enterprise business, and whose target annual cash incentive awards were set forth in recently executed employment agreements, Mr. Gustafsson did not recommend an increase in the target.

  Except for Messrs. Heel and Burns, whose target annual cash incentives are set forth in their respective employment agreements, the Committee reviewed the market data, discussed each executive officer's performance with Mr. Gustafsson and assessed each executive officer's target annual incentive in terms of both a percentage of base salary and in absolute dollar amounts in comparison to the market data. The 2015 target annual and maximum incentive percentages for named executive officers were established as follows:

Named Executive Officer	2013 Target Annual Cash Incentive	2013 Maximum Annual Cash Incentive	2014 Target Annual Cash Incentive	2014 Maximum Annual Cash Incentive	2015 Target Annual Cash Incentive	2015 Maximum Annual Cash Incentive
Anders Gustafsson	100%	200%	100%	200%	115%	230%
William Burns	N/A	N/A	N/A	N/A	75%	150%
Hugh K. Gagnier	65%	130%	70%	140%	75%	150%
Joachim Heel	N/A	N/A	75%	150%	75%	150%
Michael C. Smiley	75%	150%	75%	150%	85%	170%

The actual annual incentive awards that would be payable to each executive officer are calculated as a percentage of the officer's eligible compensation defined as base salary earned during the calendar year.

Performance Goals under the 2015 Annual Cash Zebra Incentive Plan

The 2015 Zebra Incentive Plan ("ZIP") provided for an annual cash incentive award based on the achievement of financial and individual performance goals during 2015. All named executive officers participated in the ZIP. The ZIP contained an initial financial performance goal for executive officers, which is intended to qualify the ZIP awards as performance-based compensation under Section 162(m) of the Internal Revenue Code. Qualified performance-based compensation is fully tax deductible by Zebra as compensation under the Internal Revenue Code. The initial financial performance goal was positive adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"), which was applied before any additional financial or individual performance goals were applied. Under this goal, the ZIP award amount for the Chief Executive Officer could not exceed 1.5% of positive Adjusted EBITDA or exceed 0.5% of positive Adjusted EBITDA for each other executive officer.

Additional financial performance goals were established for the purpose of exercising negative discretion under the ZIP. For the 2015 ZIP, both Zebra's net sales and Adjusted EBITDA were established as financial performance goals with specific performance targets established for threshold, target and maximum payouts. The threshold and maximum performance payout percentages were 50% and 225%, respectively. Achievement below the threshold would result in a 0% payout percentage. For Mr. Gustafsson, the Board established his 2015 target annual cash incentive based solely on the financial performance goals of net sales weighted 37.5% and Adjusted EBITDA weighted 62.5%, with the threshold and maximum performance payout percentages being 50% and 200% of his 115% target incentive. For each executive officer other than Mr. Gustafsson, his or her 2015 target annual cash incentive award was weighted 30% based on the achievement of net sales performance levels, 50% based on achievement of Adjusted EBITDA performance levels, and 20% based on achievement of individual performance goals. The initial amount earned, however, could be modified by the Board (for Mr. Gustafsson) or Committee (for all other executive officers) as a result of individual performance goal achievement. An incentive award may not be increased above a maximum 200% award payout (230% in the case of Mr. Gustafsson).

- *Individual Performance Goals under the ZIP:* As noted above, 20% of each executive officer's (other than Mr. Gustafsson's) 2015 target annual cash incentive award was weighted for the achievement of individual performance goals. These goals varied by executive officer as recommended by Mr. Gustafsson and approved by the Committee and, with respect to Mr. Gustafsson, as established by the Board. Mr. Gustafsson presents his performance assessment relative to individual performance goals and proposed incentive award recommendations to the Committee for their review and approval regarding goal attainment and approval of annual incentive award amounts.

- *2015 Financial Performance Goals and Performance Targets:* The 2015 financial performance goals and performance targets, as well as the threshold, target, maximum and actual results are reflected in the following three tables:

2015 Financial Performance Goals and Targets

Performance Goal	Definition	2015 Performance Threshold[2,3]	2015 Performance Target[3]	2015 Performance Maximum[3]
Net Sales	2015 Consolidated Net Sales of Zebra (before adjustments for purchase accounting) (weighted 30% for named executive officers other than Mr. Gustafsson; weighted 37.5% for Mr. Gustafsson).	92.5% of net sales target ($3,379,950,000) Award is 50% of target incentive	100.0% of net sales target ($3,654,000,000) Award is 100% of target incentive	105.0% of net sales target ($3,836,700,000) Award is 225% of target incentive
Adjusted EBITDA	Earnings before interest income and expense, taxes, depreciation, amortization and Other Income/Expense of Zebra, adjusted to remove equity-based compensation expense, adjustments for purchase accounting, and Non-Recurring Charges.[1] (weighted 50% for named executive officers other than Mr. Gustafsson; weighted 62.5% for Mr. Gustafsson)	80.0% of adjusted EBITDA target ($496,960,000) Award is 50% of target incentive	100.0% of adjusted EBITDA target ($621,200,000) Award is 100% of target incentive	112.5% of adjusted EBITDA target ($698,850,000) Award is 225% of target incentive

[1] "Non-Recurring Charges", as approved by the Compensation Committee, specifically include such items as (i) one-time charges, non-operating charges or expenses incurred that are not under the control of operations management; (ii) restructuring expenses; (iii) exit expenses; (iv) acquisition, integration and divestiture expenses; (v) Board of Directors projects (e.g., director searches); (vi) gains or losses on the sale of assets; (vii) acquired in-process technology; (viii) impairment charges; and (ix) changes in Generally Accepted Accounting Principles. The above list is not exhaustive and is meant to represent examples of the kind of expenses typically excluded from the calculations of EBITDA. For example, with respect to acquisitions, generally, for the first quarter beginning at least six months after an acquisition closes, the financial targets will be adjusted to incorporate the acquired company's budget or financial plan. The reported financial performance will also be adjusted to include the acquired company's actual performance for the first quarter beginning at least six months after an acquisition closes.

[2] Performance below 92.5% of net sales performance target (i.e., threshold performance) or performance below the 80.0% adjusted EBITDA performance threshold results in a 0% payout.

[3] Performance between performance threshold and performance target achievement and performance between performance target achievement and performance maximum achievement is interpolated on a straight line basis.

2015 Financial Performance Goal Achievement and Payout Percentage

Performance Goal	Actual Performance Achievement	Payout Percentage[1]
Net Sales	$3.668 billion, or 100.4% of net sales performance target	33.5% of target incentive
Adjusted EBITDA	$610 million, or 98.2% of adjusted EBITDA performance target	47.7% of target incentive

[1] The Payout Percentage indicated is for each named executive officer other than Mr. Gustafsson. For Mr. Gustafsson, because he does not have individual performance goals, the payouts were 41.9% of target incentive for Net Sales and 59.7% of target incentive for Adjusted EBITDA.

2015 Annual Cash Incentive Award by Named Executive Officer

Named executive officer	Threshold[1]	Target	Maximum	Actual Award As a Percent of Eligible Compensation	Actual Award
Anders Gustafsson	57.5%	115.0%	230.0%	110.52%	$982,524
William Burns	37.5%	75.0%	150.0%	75.00%	$191,404
Hugh K. Gagnier	37.5%	75.0%	150.0%	72.08%	$299,364
Joachim Heel	37.5%	75.0%	150.0%	72.08%	$324,338
Michael C. Smiley	42.5%	85.0%	170.0%	81.68%	$358,069

[1] Performance less than threshold results in no payout.

The amount of each of the named executive officers' actual incentive award under the 2015 ZIP depended upon the level of attainment of the net sales and adjusted EBITDA performance goals and, except for Mr. Gustafsson, attainment of individual performance goals. For Messrs. Gustafsson, Burns, Gagnier, Heel, and Smiley, the incentive award amounts are calculated based on 2015 net sales performance of 100.4% of target, which resulted in a payout percentage of 41.9% for Mr. Gustafsson and 33.5% for the other named executive officers and 2015 adjusted EBITDA performance of 98.2% of target, which resulted in a payout percentage of 59.7% for Mr. Gustafsson and 47.7% for the other named executive officers, resulting in an aggregated payout percentage based on achievement of financial performance goals of 101.6% for Mr. Gustafsson and 81.3% of each of the other named executive officer's target incentive. Mr. Gustafsson also assessed the individual performance of each executive officer, which included weighting strategic priorities and applying a discretionary modifier (either up or down not exceeding 5%) to determine the recommended portion of the 2015 incentive award (not exceeding 20% of the target) for each executive officer. Mr. Gustafsson recommended that each executive officer's incentive amount be paid out at the percentages shown in the table above, which the Compensation Committee then reviewed. The Compensation Committee, with respect to the executive officers other than Mr. Burns (who was paid at 100% of target), and the Board, with respect to Mr. Gustafsson, adjusted the actual incentive award payouts down to 96.1% of the target incentive award.

2015 Long-Term Equity Incentive Awards. Each executive officer has a target annual long-term equity award, which is established by the Committee after receiving the recommendation of Mr. Gustafsson. The Board establishes Mr. Gustafsson's target annual long-term equity award after hearing the recommendation of the Compensation Committee. The Committee believes it is important that all of our executive officers are incented to create stockholder value over a long-term investment horizon. Zebra grants time-vested stock appreciation rights ("SARs"), time-vested restricted stock and performance-vested restricted stock. Over the past few years we have adjusted the allocation of awards among the equity vehicles to improve alignment with Zebra's stockholders and better reflect current compensation practices in order to attract, retain, motivate, develop and reward our employees.

Utilizing the market median data information for the executive officers as a guide, Mr. Gustafsson recommended to the Committee in March 2015 (June 2015 in the case of Mr. Burns) long-term equity incentive awards with a specified value at grant date for each executive officer. With respect to the total value at grant date of Mr. Gustafsson's equity awards in 2015, the Committee consulted with Willis Towers Watson and considered factors similar to those considered when determining the values at grant date of equity awards for the other executive officers. The Committee recommended to the Board, and the Board approved, a 2015 equity award to Mr. Gustafsson having a total value at grant date equal to $3,900,000. This represented a grant date value equal to the consensus median target long-term incentive award, as presented by Willis Towers Watson, and was an increase from the grant date value of $2,500,000 in 2014, which was prior to the acquisition of the Enterprise business. The values at grant date of the 2015 awards were allocated 40% to performance-vested restricted stock, 40% to time-vested restricted stock and 20% to time-vested SARs for Mr. Gustafsson and the named executive officers. When calculating the number of performance-vested restricted shares and time-vested restricted shares, the actual number of shares is set by dividing the grant date fair value by the closing price of our common stock on the grant date, without a reduction for the restricted nature of the shares. For time-vested SARs, the actual number of SARs is set by dividing the grant date fair value by the binomial value of a SAR.

2015 Annual Equity Grants

In March 2015 (June 2015 in the case of Mr. Burns), the Committee approved performance-vested restricted stock awards which constituted 40% of the grant date fair value of the named executive officers' target equity awards, time-vested restricted stock awards which constituted 40% of the grant date fair value of the named executive officers' target equity awards, and time-vested stock appreciation rights which constituted 20% of the grant date fair value of the named executive officers' annual target equity awards. The actual grant date was May 15, 2015 (June 8, 2015 in the case of Mr. Burns).

Named executive officer	Grant Date Fair Value	Target Number of Performance-Vested Restricted Shares Granted 2015	Number of Time Vested-Restricted Shares Granted 2015	Number of Time-Vested SARs Granted 2015
Anders Gustafsson	$3,900,088	14,418	14,418	21,191
William Burns	$1,000,143	3,542	3,542	5,205
Hugh K. Gagnier	$850,169	3,143	3,143	4,619
Joachim Heel	$833,112	3,080	3,080	4,526
Michael C. Smiley	$1,000,054	3,697	3,697	5,434

- *Performance-Vested Restricted Stock.* The performance-vested restricted stock awards granted on May 15, 2015 have a three-year performance period ending on December 31, 2017, and a payout based on achieving target levels of (1) compound average growth ("CAGR") in 2015, 2016 and 2017 net sales over $3,593,000,000 (weighted 60%) and (2) adjusted earnings before interest, taxes, depreciation and amortization ("EBITDA") margin in 2015, 2016 and 2017 (weighted 40%). A separate calculation of actual achievement is made for each performance goal. Achievement of the 2015 or 2016 net sales CAGR performance target would result in the "banking" for each year of 20% of the target number of shares under an award; achievement of the 2015 or 2016 adjusted EBITDA margin performance target would result in the "banking" for each year of 13.3% of the target number of shares under an award. After the three-year performance period, the number of shares of restricted stock that are eligible to vest on May 15, 2018, will be the greater of either the total number of banked shares or the number of shares earned based upon the achievement of the 2017 net sales CAGR performance target and the 2017 adjusted EBITDA margin performance target as set forth in the table below:

Performance Goals	Performance Threshold[1]	Performance Target	Performance Maximum
Net Sales CAGR of 2017 over $3,593,000	30% of target shares vest	60% of target shares vest	108% of target shares vest
Adjusted EBITDA Margin in 2017	20% of target shares vest	40% of target shares vest	72% of target shares vest

[1] Performance in 2017 in between the stated performance levels is interpolated on a straight line basis.

The net sales CAGR performance targets for 2015, 2016 and 2017 (i.e., performance targets) were set based upon management's net sales and adjusted EBITDA margin forecasts when preparing the 2015 plan. The 2017 net sales CAGR performance threshold is 1.7% below the 2017 net sales CAGR performance target; the 2017 net sales CAGR performance maximum is 1.7% above the 2017 net sales CAGR performance target. The 2017 adjusted EBITDA margin performance threshold is 1.5 percentage points below the 2017 adjusted EBITDA margin performance target; the 2017 adjusted EBITDA margin performance maximum is 1.5 percentage points above the 2017 adjusted EBITDA margin performance target. If the performance thresholds are not achieved, 0% of the shares vest. The threshold column represents the number of shares that would vest if both performance thresholds are attained. The maximum column represents the number of shares that would vest if both performance maxima are attained.

The number of shares of performance-vested restricted stock that could vest for each of the named executive officers is as follows.

Range of Potential Vesting of 2015 Performance-Vested Restricted Stock

Named executive officers	Fail to Meet Threshold Sales CAGR and Adjusted EBITDA Margin	Attain Threshold Sales CAGR and Adjusted EBITDA Margin	Attain Target Sales CAGR and Adjusted EBITDA Margin	Attain Maximum Sales CAGR and Adjusted EBITDA Margin
Anders Gustafsson	0	7,209	14,418	25,952
William Burns	0	1,771	3,542	6,376
Hugh K. Gagnier	0	1,572	3,143	5,657
Joachim Heel	0	1,540	3,080	5,544
Michael C. Smiley	0	1,849	3,697	6,655

- *Three-Year Vesting Period for Time-Vested Restricted Stock:* To provide a significant long-term perspective and retention incentive, the Committee determined that the time-vested restricted stock awards for executive officers, including Mr. Gustafsson, would vest 100% on May 15, 2018 (for Mr. Burns, June 8, 2018), the third anniversary of the grant date.

- *Base Price and Vesting Period of Time-Vested SARs:* The actual base (or exercise) price of the SARs was set using the closing price of our common stock on May 15, 2015 (for Mr. Burns, June 8, 2015). Consistent with recent annual equity grant award terms, the Committee determined that the SAR awards for executive officers, including Mr. Gustafsson, would vest 25% on the first four anniversaries of the grant date, or each May 15 beginning 2016, and would expire on May 15, 2025 (for Mr. Burns, on each June 8 beginning 2016, and would expire on June 8, 2025).

Restricted Stock that Vested in 2015

Performance-Vested Restricted Stock: On April 30, 2012, Zebra granted its then executive officers performance-vested restricted stock with a three-year performance period ending December 31, 2014. The 2012 performance-vested restricted stock awards vested on April 30, 2015, at 180% of target. The grants had a performance target of 7.5% compounded annual growth rate of total net sales (“CAGR”) in 2014 over 2011 total net sales of $983.5. The total net sales CAGR threshold (i.e., minimum) for the three-year performance period was 5.0%, and the total net sales CAGR maximum was 10.0%. Total net sales for 2014 were $1,686,300,000, resulting in a three-year net sales CAGR of 19.7%, which exceeded the maximum performance target. As a result of exceeding the maximum total net sales CAGR, the target number of shares granted in 2012 was decreased by 50%. In addition, the maximum return on invested capital (“ROIC”) modifier (i.e., 22.0%) for the three-year performance period was exceeded (actual three-year average ROIC was 24.9%), resulting in a 20% increase in the number of shares vested pursuant to the total net sales CAGR performance goal (i.e., 180% of target shares vested). Although share price was not a performance goal under the grants, during the three-year period from the April 30, 2012 grant date until the vesting date on April 30, 2015, the stock price rose from $38.79 per share to $92.08 per share.

Set forth below is the number of shares of performance-vested restricted stock that vested for each named executive officer, including the value of the shares on the vesting date.

Performance-Vested Restricted Stock

Named executive officer	Grant Date Fair Value of Award at Time of Grant in 2012	Target Number of Shares Granted in 2012	Number of Shares Vested in 2015	Value of Shares Vested in 2015
Anders Gustafsson	$833,326	21,483	38,670	$3,560,734
William Burns	N/A	N/A	N/A	N/A
Hugh K. Gagnier	$208,341	5,371	9,668	$890,229
Joachim Heel	N/A	N/A	N/A	N/A
Michael C. Smiley	$208,341	5,371	9,668	$890,229

Time-Vested Restricted Stock: On April 30, 2012, Zebra granted the named executive officers time-vested restricted stock with three-year cliff vesting on April 30, 2015. In addition, on May 6, 2010, the Board approved the grant to Mr. Gustafsson of an award of time-vested restricted stock as to which 50% of the 2010 award (i.e., 22,466 shares) vested on May 6, 2015. During the three-year period from the April 30, 2012 grant date until the vesting date on April 30, 2015, the stock price rose from $38.79 per share to $92.08 per share. During the five-year period from the May 6, 2010 grant date to Mr. Gustafsson until the vesting date on May 6, 2015, the stock price rose from $27.82 per share to $89.68 per share. Set forth below is the number of shares of time-vested restricted stock that vested for each named executive officer, including the value of the shares on the vesting date.

Time-Vested Restricted Stock

Named executive officers	Grant Date Fair Value of Award at Time of Grant	Number of Shares Vested	Value of Shares Vested
Anders Gustafsson	$625,004	22,466	$2,014,751
	$833,326	21,483	$1,978,155
William Burns	N/A	N/A	N/A
Hugh K. Gagnier	$208,341	5,371	$494,562
Joachim Heel	N/A	N/A	N/A
Michael C. Smiley	$208,341	5,371	$494,562

Employee Benefits Component: Our executive officers are also eligible to participate in various benefit programs offered generally to Zebra's U.S. salaried employees, such as our health plans and group disability and life insurance plans. We provide a 401(k) plan to eligible employees with a company match, and also provide a non-qualified deferred compensation plan for highly compensated employees in which Zebra does not provide for company contributions. We generally do not provide other long-term compensation plans, supplemental executive retirement plans or a defined benefit pension plan. We have not historically provided any perquisites.

Zebra also provides a supplemental executive disability policy for executives to replace the difference between what the group disability policy provides and the 60% earnings replacement cap under the group policy. Zebra pays for the supplemental executive disability coverage and the covered executive is taxed on this benefit, which amount is then reimbursed to the executive.

Our Executive Officer Employment Agreements

Each executive officer has an employment agreement, addressing matters such as compensation (including base salary, annual cash incentive awards, long-term equity awards and employee benefits), termination of employment, non-competition and/or non-solicitation provisions. We believe that providing an employment agreement facilitates the attraction of high performing and high potential executive officers by providing them a minimum level of total compensation. We also believe the employment agreements provide a minimum level of assurance in the event of a termination of employment in connection with a change in control, for good reason by the executive officer, or by Zebra without cause, as defined in each executive officer's employment agreement and summarized under Executive Compensation – Employment Agreements.

The various components of total compensation as reflected within the employment agreements are reviewed on an annual basis by the Committee as described within this Compensation Discussion and Analysis. All other provisions of the employment agreements are established at the onset of the employee being appointed as an executive officer and are reviewed and updated on an as needed basis.

Specific to the non-compete and/or non-solicitation provisions, we believe these provisions align with our desire to protect the company and the stockholders from negative actions that could be caused by an executive officer who joins a competitor and engages in activities that could result in competitive harm to Zebra or our customers.

We believe that the severance amounts as reflected under Potential Payments upon Termination of Employment are fair and reasonable in order to allow the executive officer to transition from Zebra with minimal disruption to our overall business and, in the event of a change in control, to help secure the continued employment and dedication of our executive officers, notwithstanding any concern they may have regarding their own employment.

Tax Effects

Compliance with Section 162(m). Section 162(m) of the Internal Revenue Code provides that compensation paid to named executive officers (other than our chief financial officer) in excess of $1,000,000 cannot be deducted for federal income tax purposes unless such compensation is performance-based, is established by an independent committee of directors, is objective and the plan or agreement providing for such performance-based compensation has been approved in advance by our stockholders. The Committee structures compensation to take advantage of the performance-based compensation exemption under Section 162(m) to the extent practicable, while satisfying Zebra's compensation policies and objectives. If in the judgment of our Committee the benefits to Zebra of a compensation program that does not satisfy the conditions of Section 162(m) outweigh the costs to Zebra of the failure to satisfy these conditions, the Committee may adopt such a program.

Executive Compensation

The following table summarizes the compensation earned during 2015, 2014 and 2013 by our Chief Executive Officer, our Chief Financial Officer and our three other most highly compensated executive officers as of December 31, 2015. We refer to these five executive officers as the named executive officers.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option/SAR Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)(3)	Total ($)
Anders Gustafsson Chief Executive Officer	2015	889,041	0	3,120,055	780,033	982,524	26,169	5,797,822
	2014	838,904	0	1,978,021	436,664	1,677,808	26,887	4,958,284
	2013	800,000	0	2,000,083	499,936	691,152	33,597	4,024,768
William Burns, Senior Vice President, Enterprise Visibility and Mobility	2015	255,205	0	800,138	200,005	191,404	547,204	1,993,956
Hugh K. Gagnier Senior Vice President, Asset Intelligence Tracking	2015	415,350	0	680,145	170,024	299,364	16,540	1,581,423
	2014	379,312	0	553,917	122,265	531,037	6,173	1,592,704
	2013	373,500	0	540,033	134,993	209,743	1,451	1,259,719
Joachim Heel Senior Vice President, Global Sales	2015	450,000	0	666,512	166,600	324,338	374,028	1,981,478
	2014	133,151	0	877,503	210,957	199,726	17,188	1,438,525
Michael C. Smiley Chief Financial Officer	2015	438,354	0	800,031	200,024	358,069	11,889	1,808,367
	2014	393,477	0	593,377	131,001	590,215	6,759	1,714,829
	2013	381,600	0	580,021	144,991	247,260	6,559	1,360,431

(1) The amounts reflect the aggregate grant date fair value, computed in accordance with Financial Accounting Standards Codification Topic 718, Compensation – Stock Compensation, of restricted stock and stock appreciation rights ("SAR") granted in 2015, 2014 and 2013. The amounts included in this column include the grant date fair value of time-vested restricted stock and SARs, as well as performance-vested restricted stock, which is calculated based on the probable

satisfaction of the performance conditions for such awards. If the highest level of performance is achieved for the performance-vested restricted stock granted in 2015, the grant date fair value of all stock awards would be as follows: Mr. Gustafsson – $2,808,050; Mr. Burns – $720,124; Mr. Gagnier – $612,130; Mr. Heel – $599,861; and Mr. Smiley – $720,028. Please see Note 18, "Share-Based Compensation," of Zebra's consolidated financial statements included in Zebra's Annual Report on Form 10-K for the year ended December 31, 2015 for a discussion of assumptions made in calculating the aggregate grant date fair value of these awards.

(2) The amounts in this column reflect the annual incentive compensation earned under Zebra's annual incentive plan.

(3) All other compensation for 2015 consists of 401(k) matching contributions (Mr. Gustafsson – $5,231; Mr. Burns – $6,144; Mr. Gagnier – $10,600; Mr. Heel – $10,600; and Mr. Smiley – $7,926); life insurance premiums (Mr. Gustafsson – $570; Mr. Burns – $570; Mr. Gagnier – $570; Mr. Heel – $570; and Mr. Smiley – $570); a tax gross up in connection with income recognized for long-term disability premiums paid by Zebra (Mr. Gustafsson – $8,371; Mr. Burns – $808; Mr. Gagnier – $5,370; Mr. Heel – $1,559; and Mr. Smiley – $3,393); Zebra paid executive long-term disability insurance premiums (Mr. Gustafsson – $11,997); and relocation benefits (Mr. Burns – $539,682; and Mr. Heel – $361,299).

GRANTS OF PLAN-BASED AWARDS IN 2015[1]

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards[2]			Estimated Future Payouts Under Equity Incentive Plan Awards[3]			All Other Stock Awards: Number of Shares of Stock (#)[4]	All Other Options Awards, Number of Securities Underlying Options(#)[5]	Exercise or Base Price of Option Awards ($/Sh)[6]	Grant Date Fair Value of Stock and Option Awards ($)[7]
		Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
Anders Gustafsson		600,103	1,022,397	2,044,794							
	5/15/15								21,191	108.20	780,033
	5/15/15							14,418			1,560,028
	5/15/15				7,209	14,418	25,952				1,560,028
William Burns		95,702	191,104	382,808							
	6/8/15								5,205	112.95	200,005
	6/8/15							3,542			400,069
	6/8/15				1,771	3,542	6,376				400,069
Hugh K. Gagnier		155,756	311,513	623,025							
	5/15/15								4,619	108.20	170,024
	5/15/15							3,143			340,073
	5/15/15				1,572	3,143	5,657				340,073
Joachim Heel		168,750	337,500	675,000							
	5/15/15								4,526	108.20	166,600
	5/15/15							3,080			333,256
	5/15/15				1,540	3,080	5,544				333,256
Michael C. Smiley		186,300	372,601	745,202							
	5/15/15								5,434	108.20	200,024
	5/15/15							3,697			400,015
	5/15/15				1,849	3,697	6,655				400,015

(1) See “Compensation Discussion and Analysis” for additional discussion of Zebra’s 2015 annual incentive plan and equity awards.

(2) The amounts in this column represent potential earnings under the 2015 annual incentive plan. The threshold, target and maximum amounts are based on a percentage of incentive eligible compensation. The amount earned was subject to attaining levels of achievement of financial performance goals and, other than for the chief executive officer, individual performance goals as described in the “Compensation Discussion and Analysis.” If the threshold performance target is not met, the annual incentive award is $0. At threshold performance, 50% of the target incentive will be earned. At target performance, 100% of the target incentive will be earned (115% in the case of Mr. Gustafsson). At maximum performance, 200% of the target incentive will be earned (230% in the case of Mr. Gustafsson). The actual amounts earned in respect of 2015 are reported in the summary compensation table.

(3) The target column represents the number of shares of performance-vested restricted stock granted on May 15, 2015 (for Mr. Burns, June 8, 2015). These awards would vest on May 15, 2018 (for Mr. Burns, June 8, 2018), have a three-year performance period ending on December 31, 2017, and a payout based on achieving target levels of (1) compound average growth in net sales in 2015, 2016 and 2017 over $3,593,000 (weighted 60%), and (2) adjusted earnings before interest, taxes, depreciation and amortization (“EBITDA”) margin in 2015, 2016 and 2017 (weighted 40%). A separate calculation of actual achievement is made for each performance goal. Achievement of the 2015, 2016 or 2017 net sales CAGR performance target would result in the “banking” of 20% of the target number of shares under an award; achievement of the 2015, 2016 or 2017 adjusted EBITDA margin performance target would result in the “banking” of 13.3% of the target number of shares under an award, with a maximum banking in either year of 33.3% of the target number of shares under an award. After the three-year performance period, the number of shares of restricted stock that are eligible to vest on May 15, 2018 (for Mr. Burns, June 8, 2018), will be the greater of either the total number of banked shares or the number of shares earned based upon the achievement of the 2017 net sales CAGR performance target and the 2017 adjusted EBITDA margin performance target as set forth in the table below:

Performance Goals	Performance Threshold	Performance Target	Performance Maximum
Net Sales CAGR in 2017 over $3,593,000	30% of target shares vest	60% of target shares vest	108% of target shares vest
Adjusted EBITDA Margin in 2017	20% of target shares vest	40% of target shares vest	72% of target shares vest

Performance in 2017 in between the stated performance levels is interpolated on a straight line basis. The net sales CAGR and adjusted EBITDA margin performance targets for 2015, 2016 and 2017 (i.e., performance targets) were set based upon a number of inputs, including management's net sales and adjusted EBITDA margin forecasts when preparing the strategic plan and the 2015 plan. The 2017 net sales CAGR performance threshold is 1.7% below the 2017 net sales CAGR performance target; the 2017 net sales CAGR performance maximum is 1.7% above the 2017 net sales CAGR performance target. The 2017 adjusted EBITDA margin performance threshold is 1.5 percentage points below the 2017 adjusted EBITDA margin performance target; the 2017 adjusted EBITDA margin performance maximum is 1.5 percentage points above the 2017 adjusted EBITDA margin performance target. If the performance thresholds are not achieved, 0% of the shares vest. The threshold column represents the number of shares that would vest if both performance thresholds are attained. The maximum column represents the number of shares that would vest if both performance maxima are attained. Except for Mr. Gustafsson, if an executive officer's employment is terminated by reason of death or disability prior to December 31, 2017, the vesting of these awards will accelerate at the target number of shares. Except for Mr. Gustafsson, if an executive officer's employment is terminated by reason of death or disability on or after December 31, 2017, but before May 15, 2018 (for Mr. Burns, June 8, 2018), or by the officer by reason of retirement or by Zebra other than for cause at any time during the performance period, the vesting of these awards will be determined in accordance with the performance-based vesting goals, with pro rata vesting in the case of retirement or termination by Zebra other than for cause. If an executive officer's employment is terminated for any reason other than death, disability, by the officer by reason of retirement or by Zebra other than for cause, the shares of restricted stock will be forfeited. If Mr. Gustafsson's employment is terminated by reason of death, disability, by Mr. Gustafsson for good reason or by Zebra other than for cause, the number of vested shares will be the target number of shares prorated based on days elapsed from May 15, 2015 (for Mr. Burns, June 8, 2015), to the date of termination of employment (unless otherwise determined by the Board or the Compensation Committee). If Mr. Gustafsson's employment is terminated for any reason other than death, disability, by Mr. Gustafsson for good reason or by Zebra other than for cause, the shares of restricted stock will be forfeited. For performance-vested restricted stock awards, if a change in control involves stockholders receiving consideration consisting of publicly traded common stock, and if the restricted stock agreement is assumed or a provision is made for the continuation of the restricted stock agreement, then there will be a substitution of the common stock into which Zebra common stock is converted in the change in control and the target number of shares of restricted stock will vest. If a change in control does not involve stockholders receiving publicly traded common stock, then there will be a cash payment to the holder representing the value of the target number of shares of restricted stock. The definitions of change in control, good reason and cause are summarized under "Employment Agreements" below.

(4) Represents shares of time-vested restricted stock granted on May 15, 2015 (for Mr. Burns, June 8, 2015). These awards vest 100% on May 15, 2018 (for Mr. Burns, June 8, 2018). Dividends are not paid on our common stock. The vesting of these awards will be accelerated in full upon a termination of employment by reason of death or disability, and accelerated pro rata upon a termination by reason of retirement or termination by Zebra without cause, except that for Mr. Gustafsson the number of vested shares would be prorated based on days elapsed from the grant date to the date of termination of employment (unless otherwise determined by the Board or the Compensation Committee). For all executive officers, (1) if a change in control involves stockholders receiving consideration consisting of publicly traded common stock, and if the restricted stock award agreement is assumed or a provision is made for the continuation of the agreement, then there will be a substitution of the common stock into which Zebra common stock is converted in the change in control and the restricted stock award agreement will continue in accordance with its terms and (2) if a change in control does not involve stockholders receiving publicly traded common stock, then there will be a cash payment to the holder representing the value of the shares of restricted stock.

(5) Represents the number of shares underlying SAR awards granted on May 15, 2015 (for Mr. Burns, June 8, 2015). SARs become exercisable in 25% increments on each of the first four anniversaries of the grant date and expire on the tenth anniversary of the grant date. For all awards held by executive officers other than Mr. Gustafsson, (i) upon termination of employment by reason of death or disability, the unvested portion will vest in full and the SAR will remain exercisable until the earlier of the expiration date or one year after the termination of employment; (ii) upon retirement, any unexercised vested portion will remain exercisable until the earlier of the expiration date or one year after retirement; (iii) upon termination for cause, the SAR will be forfeited; and (iv) upon termination for any other reason, any unexercised vested portion will remain exercisable until the earlier of the expiration date or (a) 90 days after termination if terminated by Zebra and (b) 30 days after termination if termination is voluntary. For Mr. Gustafsson, upon termination of employment (i) by reason of his death, disability, resignation for good reason, or termination by Zebra without cause, the SAR will vest pro rata based on the number of days from the grant date through and including the date of termination of employment, giving credit for any SARs vested prior to termination of employment, and the SAR will remain exercisable until the earlier of the

expiration date or one year after his termination of employment due to death or disability or 90 days after his termination of employment by reason of resignation for good reason or termination by Zebra without cause; (ii) upon retirement, any unexercised vested portion will remain exercisable until the earlier of the expiration date or one year after retirement; (iii) upon termination for cause, the SAR will be forfeited; and (iv) upon termination for any other reason, any unexercised vested portion will remain exercisable until the earlier of the expiration date or 30 days after his termination of employment. For all executive officers, (1) if a change in control involves stockholders receiving consideration consisting of publicly traded common stock, and if the SAR agreement is assumed or a provision is made for the continuation of the SAR agreement, then there will be a substitution of the common stock into which Zebra common stock is converted in the change in control and the SAR will continue in accordance with its terms and (2) if a change in control does not involve stockholders receiving publicly traded common stock, then there will be a cash payment to the holder representing the difference between the value of a share on the date of the transaction over the base price of the SAR.

(6) The base price equals the closing market price of our common stock on the date of grant.

(7) The amounts included in this column were determined in accordance with Financial Accounting Standards Codification Topic 718, Compensation – Stock Compensation and, in the case of performance-vested restricted stock awards, are calculated based on the probable satisfaction of the performance conditions. Please see Note 18, "Share-Based Compensation," of Zebra's consolidated financial statements included in Zebra's Annual Report on Form 10-K for the year ended December 31, 2015 for a discussion of assumptions made in calculating the aggregate grant date fair value of these awards.

OUTSTANDING EQUITY AWARDS AT 2015 FISCAL YEAR-END									
	Option/SAR Awards					**Stock Awards**			
Name	**Number of Securities Underlying Unexercised Options/SARs (#) Exercisable**	**Number of Securities Underlying Unexercised Options/SARs (#) Unexercisable**	**Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)(1)**	**Market Value of Shares or Units of Stock That Have Not Vested ($) (2)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(2)**
Anders Gustafsson (3)									
4/24/2008	90,000	0		36.49	4/24/2018				
5/7/2009	40,000	0		19.56	5/7/2019				
5/6/2010	120,299	0		27.82	5/6/2020				
5/5/2011	54,484	0		41.57	5/5/2021				
4/30/2012	46,716	15,573		38.79	4/30/2022				
5/3/2013	18,100	18,101		46.07	5/3/2023				
5/3/2013						21,707	1,511,893		
5/3/2013 (4)								32,561	2,267,874
5/8/2014	4,873	14,620		74.72	5/8/2024				
5/8/2014						13,384	932,196		
11/6/2014(5)								9,235	643,218
5/15/2015	0	21,191		108.20	5/15/2025				
5/15/2015						14,418	1,004,214		
5/15/2015(6)								7,209	502,107
William Burns(7)									
6/8/2015	5,205	0		112.95	6/8/2025				
6/8/2015						3,542	246,700		
6/8/2015(6)								1,771	123,350
Hugh K. Gagnier (8)									
5/5/2011	4,687	0		41.57	5/5/2021				
4/30/2012	11,679	3,893		38.79	4/30/2022				
5/3/2013	4,887	4,888		46.07	5/3/2023				
5/3/2013						5,861	408,219		
5/3/2013 (4)								8,792	612,363
5/8/2014	1,364	4,094		74.72	5/8/2024				
5/8/2014						3,748	261,048		
11/6/2014(5)								2,587	180,185
5/15/2015	0	4,619		108.20	5/15/2025				
5/15/2015						3,143	218,910		
5/15/2015(6)								1,572	109,490
Joachim Heel(9)									
9/15/14	2,143	6,429		73.50	9/15/2024				
9/15/14						5,987	416,995		
11/6/2014(6)								4,132	287,794
5/15/2015	0	4,526		108.20	5/15/2025				
5/15/2015						3,080	214,522		
5/15/2015(6)								1,540	107,261

Michael C. Smiley [10]									
5/7/2009	29,122	0		19.56	5/7/2019				
5/6/2010	15,100	0		27.82	5/6/2020				
5/5/2011	12,516	0		41.57	5/5/2021				
4/30/2012	11,679	3,893		38.79	4/30/2022				
5/3/2013	5,249	5,250		46.07	5/3/2023				
5/3/2013						6,295	438,447		
5/3/2013 [4]								9,443	657,705
5/8/2014	1,462	4,386		74.72	5/8/2024				
5/8/2014						4,015	279,645		
11/6/2014 [5]								2,771	193,000
5/15/2015	0	5,434		108.20	5/15/2025				
5/15/2015						3,697	257,496		
5/15/2015 [6]								1,849	128,783

(1) These restricted stock awards vest three years after the grant date.

(2) The market value is based on the $69.65 closing price of our common stock on The NASDAQ Stock Market on December 31, 2015.

(3) The stock appreciation right ("SAR") granted on April 30, 2012, will vest with respect to 15,573 rights on April 30, 2016; the SAR granted on May 3, 2013 will vest with respect to 9,050 rights on May 3, 2016, and 9,051 rights on May 3, 2017; the SAR granted on May 8, 2014 will vest with respect to 4,873 rights on each of May 8, 2016 and 2017 and with respect to 4,874 on May 8, 2018; and the SAR granted on May 15, 2015 will vest with respect to 5,297 rights on May 15, 2016 and 5,298 rights on each of May 15, 2017, 2018 and 2019.

(4) Represents the number of restricted shares that are expected to vest on May 3, 2016, based upon achievement of a 54.4% compounded annual growth rate ("CAGR") of 2015 total net sales over 2013 total net sales and achievement of a 18.9% return on invested capital ("ROIC") over the three-year performance period ended December 31, 2015.

(5) Represents the number of restricted shares that are expected to vest on May 15, 2017, based upon expected achievement of the target 2016 total net sales and expected achievement of 2016 adjusted EBITDA margin. The maximum number of restricted shares that may vest based upon the achievement of a maximum 2016 total net sales and a maximum 2016 adjusted EBITDA margin is as follows: Mr. Gustafsson – 24,091 shares; Mr. Gagnier – 6,746 shares; Mr. Heel – 10,777; and Mr. Smiley – 7,227 shares.

(6) Represents the number of restricted shares that would vest on May 15, 2018 (and for Mr. Burns on June 8, 2015), based upon achievement of a threshold target CAGR of 2017 net sales over 2014 total net sales and a threshold target of 2017 adjusted EBITDA margin. The maximum number of restricted shares that may vest based upon the achievement of a maximum target level of 2017 net sales and a maximum target level of 2017 adjusted EBITDA margin is as follows: Mr. Gustafsson – 25,592 shares; Mr. Burns – 6,376 shares; Mr. Gagnier – 5,657 shares; Mr. Heel – 5,544 shares; and Mr. Smiley – 6,655 shares. See "Grants of Plan-Based Awards in 2015" table and footnote 3 to that table for a more detailed description of these awards.

(7) The SAR granted on June 8, 2015 will vest with respect to 1,301 rights on each of June 8, 2016, 2017 and 2018 and with respect to 1,302 rights on June 8, 2018.

(8) The SAR granted on April 30, 2012 will vest with respect to 3,893 rights on April 30, 2016; the SAR granted on May 3, 2013 will vest with respect to 2,444 rights on each of May 3, 2016 and 2017; the SAR granted on May 8, 2014 will vest with respect to 1,364 rights on May 8, 2016, and 1,365 rights on each of May 8, 2017 and 2018; and the SAR granted on May 15, 2015 will vest with respect to 1,154 rights on May 15, 2016 and 1,155 rights on each of May 15, 2017, 2018 and 2019.

(9) The SAR granted on September 15, 2014 will vest with respect to 2,143 rights on each of September 15, 2016, 2017 and 2018; and the SAR granted on May 15, 2015 will vest with respect to 1,131 rights on each of May 15, 2016 and 2017 and 1,132 rights on each of May 15, 2018 and 2019.

(10) The SAR granted on April 30, 2012 will vest with respect to 3,893 rights on April 30, 2016; the SAR granted on May 3, 2013 will vest with respect to 2,625 rights on each of May 3, 2016 and 2017; the SAR granted on May 8, 2014 will vest with respect to 1,462 rights on each of May 8, 2016, 2017 and 2018 and the SAR granted on May 15, 2015 will vest with respect to 1,358 rights on each of May 15, 2016 and 2017 and 1,359 rights on each of May 15, 2018 and 2019.

Option/Stock Appreciation Right Exercises and Stock Vested

The table below sets forth information with respect to stock options and stock appreciation rights exercised by the named executive officers during 2015 and awards of restricted stock that vested in 2015.

Options and Stock Appreciation Rights Exercised and Stock Vested in 2015

Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)[(1)]	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
Anders Gustafsson	0	0	82,619	7,553,639
William Burns	0	0	0	0
Hugh K. Gagnier	6,658	514,945	15,039	1,384,791
Joachim Heel	0	0	0	0
Michael C. Smiley	11,700	622,557	15,039	1,384,791

(1) Value calculated as the difference between the market price of the underlying securities on the date of exercise and the exercise or base price of the exercised stock options or stock appreciation rights.

Non-Qualified Deferred Compensation

Pursuant to Zebra's non-qualified deferred compensation plan, a named executive officer may defer, on a pre-tax basis, up to 80% of his base salary and annual incentive award. Deferred compensation balances are credited with gains or losses which mirror the performance of benchmark investment funds selected by the participant under the plan. All credited amounts are unfunded general obligations of Zebra, and participants have no greater rights to payment than any unsecured general creditor of Zebra.

The value of a participant's account changes based upon the performance of a participant's selected benchmark investment funds. Account balances are paid either in a lump sum or in annual installments. The plan permits payment upon, among other things, a termination of employment or a change in control of Zebra. Zebra does not make contributions to the plan, but pays the costs of administration.

The table below shows the funds available under the plan and the 2015 rates of return.

Fund Name	2015 Rate of Return
American Funds Europac Grw R6 (RERGX)	(0.48%)
T. Rowe Price International Discovery Fund (PRIDX)	9.88%
T. Rowe Price Dividend Growth Fund (PRDGX)	2.36%
T. Rowe Price Small-Cap Stock Fund (OTCFX)	(3.18%)
T. Rowe Price Inst. Large Cap Growth (TRLGX)	10.08%

The table below sets forth information regarding the named executive officers' participation in the plan in 2015.

Nonqualified Deferred Compensation for 2015

Name	Executive Contributions in Last Fiscal Year ($)(1)	Registrant Contributions in Last Fiscal Year ($)	Aggregate Earnings in Last Fiscal Year ($)(2)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last Fiscal Year-End ($)
Anders Gustafsson	0	0	0	0	0
William Burns	11,250	0	(114)	0	11,136
Hugh K. Gagnier	0	0	5,852	0	63,920
Joachim Heel	0	0	0	0	0
Michael C. Smiley	0	0	21,576	0	419,487

(1) The amount(s) reported in this column are included in the summary compensation table under the "Salary" and "Non-Equity Incentive Plan Compensation" columns.
(2) The amount(s) reported in this column are not included in the summary compensation table.

Employment Agreements

Zebra has employment agreements with each of the named executive officers. Mr. Gustafsson's employment agreement is substantially the same as the agreements of Messrs. Burns, Gagnier, Heel and Smiley, except as described below.

Messrs. Burns, Gagnier, Heel, and Smiley. Messrs. Burns, Gagnier, Heel, and Smiley are entitled to annual base salaries and are eligible to earn targeted annual incentive awards under Zebra's annual incentive plan. Eligibility to receive equity-based compensation is determined in the sole discretion of the Compensation Committee.

If the officer terminates his employment for good reason or Zebra terminates his employment without cause and under circumstances other than death or disability, the officer will be entitled to (i) a severance payment equal to one-year continuation of base salary; (ii) a pro rata portion of his annual incentive for the year in which his employment terminates, if the incentive otherwise would have been earned; (iii) any unpaid previously earned annual incentive; (iv) a severance payment equal to 100% of the officer's target annual incentive for the year in which employment terminates; (v) outplacement services not to exceed $32,000; and (vi) the continuation of coverage under Zebra's medical and dental insurance plans, with Zebra contributing to the cost of such coverage at the same rate Zebra pays for health insurance coverage for its active employees under its group health plan, until the earlier of (a) one year after the date of termination, or (b) the officer becoming eligible for coverage under another group health plan that does not impose preexisting condition limitations. "Cause" includes the commission, indictment or conviction of a felony or misdemeanor involving fraud or dishonesty; a material breach of the employment agreement; willful or intentional misconduct, gross negligence, or dishonest, fraudulent or unethical behavior; failure to materially comply with a direction of the Board; or breach of fiduciary duty to Zebra.

If the officer terminates employment for good reason or Zebra terminates the officer's employment without cause, and the termination occurs within 120 days immediately preceding or one year following a "change in control," then the officer will be entitled to all compensation and benefits set forth in the immediately preceding paragraph, except that the officer will receive a payment equal to two times base salary in lieu of one-year salary continuation, plus two times target annual incentive in lieu of one times, which payment would be payable within 60 days following the later of the change in control or termination of employment. A "change in control" includes (1) an acquisition by a person or group of 35% or more of Zebra's common stock; (2) a change in a majority of the Board within a 24-month period; (3) the approval by our stockholders of a complete liquidation or dissolution of Zebra; or (4) the consummation of a reorganization, merger or consolidation of Zebra or sale or other disposition of all or substantially all of the assets of Zebra. "Good reason" includes a demotion to a lesser position or assignment of duties materially inconsistent with the officer's position, status or responsibilities; a material breach by Zebra of the employment agreement; or a decrease in base salary (unless applied proportionally).

If payments or benefits exceed the threshold under Section 4999 of the Internal Revenue Code and an excise tax becomes due, the officer would be entitled to a gross-up payment such that, after payment by him of all applicable taxes and excise taxes, he retains an amount equal to the amount he would have retained had no excise tax been imposed; provided, that if the threshold under Section 4999 is exceeded by 10% or less, the total payments he would be entitled to would be reduced so that no excise tax would be due. Messrs. Burns and Heel are not entitled to a gross-up payment if payments exceed the 3X parachute payment threshold under the Internal Revenue Code. If the parachute payments would exceed the 3X threshold, then the payments will be cut back to an amount that is one dollar less than the threshold. However, this cut back would not be made if Mr. Burns or Mr. Heel, as applicable, would have more "after excise tax" dollars if he paid the excise tax.

Each officer is bound by non-competition and non-solicitation provisions until two years following termination, except Mr. Gagnier is bound for one year following termination. Each officer has agreed to confidentiality covenants during and after employment.

Mr. Gustafsson. Mr. Gustafsson's employment agreement provides for a minimum base salary of $700,000, a target annual incentive equal to 100% of salary and a maximum annual incentive equal to 200% of salary.
Mr. Gustafsson's agreement also provides (i) that any decrease in Mr. Gustafsson's starting date salary permits him to terminate his employment for good reason and (ii) if Mr. Gustafsson terminates employment for good reason or Zebra terminates his employment without cause and under circumstances other than death or disability, he will not receive outplacement services, the unvested portion of non-performance-based equity awards will vest immediately (unless otherwise expressly set forth in an award agreement, such as Mr. Gustafsson's time-vested SAR and restricted stock award agreements granted in 2012, 2013 and 2014 and 2015), the continuation of his salary will be for a period of two years, and, unless it is otherwise terminated, the continuation of healthcare coverage will be for a period of two years.

Potential Payments upon Termination of Employment or Change in Control

Described below are the potential payments and benefits to which the named executive officers would be entitled from Zebra under their employment agreements, their equity award agreements, and Zebra's compensation and benefit plans upon termination of employment, if such termination had occurred as of December 31, 2015. Amounts actually received would vary based on factors such as the date on which a named executive officer's employment terminates and the price of our common stock on such date. The tables exclude payments and benefits that are provided on a non-discriminatory basis to full-time salaried employees, such as accrued salary and vacation pay.

The named executive officers are not entitled to any payments or benefits as a result of a termination of employment for cause.

Retirement or Voluntary Resignation

Name	Salary Severance ($)	Incentive Severance ($)	Earned Incentive ($)(1)	Accelerated Options and SARs ($)	Accelerated Restricted Stock ($)(2)	Total ($)(3)
Anders Gustafsson	0	0	0	0	0	0
William Burns	0	0	0	0	0	0
Hugh K. Gagnier	0	0	0	0	0	0
Joachim Heel	0	0	0	0	0	0
Michael C. Smiley	0	0	0	0	0	0

(1) Under the 2015 annual incentive plan, a participant may be paid any earned incentive award amount in the event of termination by reason of retirement, but not voluntary resignation. None of the named executive officers was eligible for retirement under the 2015 annual incentive plan.

(2) Although none of the named executive officers was age 65 as of December 31, 2015, the time-vested restricted stock awards and performance-vested restricted stock awards granted in 2014 and 2015 provide for pro rata vesting for a termination of employment by reason of retirement on or after age 65 or prior to age 65 with the approval of the officer responsible for human resources. The performance-vested restricted stock awards would vest pro rata in accordance with the performance goals.

(3) Excludes the amount of previously earned and fully vested deferred compensation under Zebra's deferred compensation plans that would become immediately payable. See "Non-Qualified Deferred Compensation" above for additional information.

Death or Disability

Name	Salary Severance ($)	Incentive Severance ($)	Earned Incentive ($)(1)	Accelerated SARs ($)(2)	Accelerated Restricted Stock ($)(3)	Total ($)(4)
Anders Gustafsson	0	0	982,524	462,533	4,040,500	5,485,557
William Burns	0	0	191,404	0	493,401	684,805
Hugh K. Gagnier	0	0	299,364	235,397	1,980,463	2,515,224
Joachim Heel	0	0	324,338	0	1,263,033	1,587,371
Michael C. Smiley	0	0	358,069	243,933	2,170,398	2,772,400

(1) Under the 2015 annual incentive plan, participants are entitled to any earned incentive award amount in the event of termination of employment by reason of death or disability. The amount assumes termination of employment at year end and is based on actual performance.

(2) Time-vested SARs accelerate vesting in full, except that Mr. Gustafsson's 2015, 2014, 2013 and 2012 time-vested SAR awards vest pro rata based on the number of days from the grant date through and including the date of termination of employment. The amounts reflect the difference between the exercise price of each SAR and the $69.65 closing price of our common stock on The NASDAQ Stock Market on December 31, 2015 for the following number of in-the-money SARs: Mr. Gustafsson – 16,400; Mr. Burns – 0; Mr. Gagnier – 8,781; Mr. Heel – 0; and Mr. Smiley – 9,143.

(3) Time-vested restricted stock awards accelerate vesting in full, except that Mr. Gustafsson's 2015, 2014 and 2013 time-vested restricted stock awards vest pro rata based on the number of days from the grant date through and including the date of termination of employment. For performance-vested restricted stock awards, the target number of shares accelerates, except that Mr. Gustafsson's performance-vested restricted stock awards vest at target in a pro rata amount based on the number of days from the grant date through and including the date of termination of employment. The amounts reflect the $69.65 closing price of our common stock on The NASDAQ Stock Market on December 31, 2015, for the following number of shares of restricted stock: Mr. Gustafsson – 58,011; Mr. Burns – 7,084; Mr. Gagnier – 28,435; Mr. Heel – 18,134; and Mr. Smiley – 31,162.

(4) Excludes the amount of previously earned and fully vested deferred compensation under Zebra's deferred compensation plans that would become immediately payable. See "Non-Qualified Deferred Compensation" above for additional information.

Termination by Zebra without Cause or by Officer for Good Reason

Name	Salary Severance ($)(1)	Incentive Severance ($)(1)	Earned Incentive ($)(2)	Accelerated SARs ($)(3)	Accelerated Restricted Stock ($)(4)	Medical, Dental, Outplacement ($)(5)	Total ($)(6)
Anders Gustafsson	1,800,000	1,035,000	982,524	462,533	4,040,500	18,344	8,338,901
William Burns	450,000	337,500	191,404	0	92,759	46,684	1,118,347
Hugh K. Gagnier	425,000	318,750	299,364	0	1,328,707	46,684	2,418,505
Joachim Heel	450,000	337,500	324,338	0	538,963	46,684	1,697,485
Michael C. Smiley	450,000	382,500	358,069	0	1,435,752	46,684	2,673,005

(1) The named executive officers are entitled to severance equal to salary for one year and one times target incentive, except Mr. Gustafsson, who is entitled to salary for two years and one times target incentive.

(2) Under the 2015 annual incentive plan, and in accordance with the named executive officers' employment agreements, the named executive officer may be paid an earned incentive award amount in the event of termination by Zebra without cause or termination by the named executive officer for good reason. The amount assumes termination of employment at year end and is based on actual performance.

(3) Mr. Gustafsson's 2015, 2014, 2013 and 2012 time-vested SAR awards vest pro rata based on the number of days from the grant date through and including the date of termination of employment. At December 31, 2015, 16,400 in-the-money SARs held by Mr. Gustafsson would have accelerated vesting. The amount reflects the difference between the $69.65 closing price of our common stock on The NASDAQ Stock Market on December 31, 2015 and the base price of each SAR.

(4) Time-vested restricted stock awards granted in 2013 accelerate vesting in full, except for Mr. Gustafsson, whose 2013 time-vested award would vest pro rata. Time-vested restricted stock awards granted in 2015 and 2014 to all executives vest pro rata based on the number of days from the grant date through and including the date of termination of employment. Performance-vested restricted stock awards granted in 2014 and 2013 to executives other than Mr. Gustafsson accelerate vesting in accordance with the performance-based vesting goals. Performance-vested restricted stock awards granted in 2015 and 2014 to executives other than Mr. Gustafsson accelerate vesting in accordance with

the performance-based vesting goals on a pro rata basis. Because no portion of the performance periods ending December 31, 2016 or December 31, 2017 has been completed as of December 31, 2015, the 2014 and 2015 performance-vested restricted stock awards granted to executives other than Mr. Gustafsson are reflected in the table on a pro-rata basis at target performance. Mr. Gustafsson's 2015, 2014 and 2013 performance-vested restricted stock awards vest pro rata based on the number of days from the grant date through and including the date of termination of employment. The amounts reflect the $69.65 closing price of our common stock on The NASDAQ Stock Market on December 31, 2015 for the following number of shares of restricted stock: Mr. Gustafsson – 58,011; Mr. Burns – 1,332; Mr. Gagnier – 19,077; Mr. Heel – 7,738; and Mr. Smiley – 20,614.

(5) The named executive officers are entitled to healthcare and dental coverage for up to one year and outplacement services with a value up to $32,000, except Mr. Gustafsson, who is entitled to healthcare and dental coverage for up to two years, but no outplacement services.

(6) Excludes the amount of previously earned and fully vested deferred compensation under Zebra's deferred compensation plans that would become immediately payable. See "Non-Qualified Deferred Compensation" above for additional information.

Termination by Zebra without Cause or by Officer for Good Reason Concurrently with a Change in Control [1]

Name	Salary Severance ($)[2]	Incentive Severance ($)[2]	Earned Incentive ($)[3]	Accelerated SARs ($)[4][5]	Restricted Stock ($)[4][6]	Medical, Dental, Outplacement ($)[7]	Excise Tax Gross Up ($)[8]	Total ($)[9]
Anders Gustafsson	1,800,000	2,070,000	982,524	907,404	6,896,604	18,344	0	12,674,876
William Burns	900,000	675,000	191,404	0	493,401	46,684	0	2,306,489
Hugh K. Gagnier	850,000	637,500	299,364	235,397	1,776,354	46,684	0	3,845,299
Joachim Heel	900,000	675,000	324,338	0	1,263,033	46,684	0	3,209,055
Michael C. Smiley	900,000	765,000	358,069	243,933	1,951,175	46,684	0	4,264,861

(1) The named executive officers are entitled to the severance amounts and earned incentive award, if any, if Zebra terminates the named executive officer's employment without cause or the named executive officers terminate employment for good reason within 120 days before or one year after a change in control, commonly referred to as a "double trigger." The meanings of change in control, good reason and cause are set forth under "Employment Agreements" above.

(2) The named executive officers are entitled to severance equal to two times salary and target incentive.

(3) Under the 2015 annual incentive plan, participants are entitled to any earned incentive award amount in the event of termination by Zebra without cause or, in accordance with the named executive officers' employment agreements, termination by the named executive officer for good reason in the event of a change in control. The amount assumes termination of employment at year end and is based on actual performance.

(4) Under the 2011 Long-Term Incentive Plan and the 2015 Long-Term Incentive Plan (collectively the "LTIPs"), and beginning with equity awards to the named executive officers in 2012, if pursuant to a change in control of Zebra effective December 31, 2015 stockholders receive consideration consisting solely of publicly traded common stock and outstanding equity awards are assumed or provision is made for the continuation of these awards after the change in control, then such awards will continue in accordance with their terms. These awards, however, also provide that if the participant's employment is terminated by the participant for good reason or by Zebra without cause during the one-year period after the change in control, then vesting of the awards will accelerate. Because Securities and Exchange Commission rules require that we assume a termination of employment occurs concurrently with a change in control, the amounts set forth in the table includes equity awards that under the LTIPs contain "double trigger" acceleration provisions.

(5) The following number of unvested in-the-money SARs held by the named executive officers would be accelerated as a result of a change in control and concurrent termination of employment on December 31, 2015: Mr. Gustafsson – 33,674; Mr. Burns – 0; Mr. Gagnier – 8,781; Mr. Heel – 0; and Mr. Smiley – 9,143. The amounts reflect the difference between the $69.65 closing of our common stock on The NASDAQ Stock Market on December 31, 2015 and the base price of each SAR.

(6) The following total number of unvested shares of restricted stock held by the named executive officers would be accelerated as a result of a change in control and concurrent termination of employment on December 31, 2015: Mr. Gustafsson – 99,018; Mr. Burns – 7,084; Mr. Gagnier – 25,504; Mr. Heel – 18,134; and Mr. Smiley – 28,014. Performance-vested restricted stock awards granted in 2015, 2014 and 2013 vest at the target number of shares. The amounts reflect the $69.65 closing price of our common stock on The NASDAQ Stock Market on December 31, 2015.

(7) The named executive officers are entitled to healthcare and dental coverage for up to one year and outplacement services with a value up to $32,000, except Mr. Gustafsson, who is entitled to healthcare and dental coverage for up to two years, but no outplacement services.

(8) Represents estimated tax gross ups on severance, accelerated options, SARs and restricted stock, and healthcare and dental benefits.

(9) Excludes the amount of previously earned and fully vested deferred compensation under Zebra's deferred compensation plans that would become immediately payable. See "Non-Qualified Deferred Compensation" above for additional information.

Equity Compensation Plan Information

The following table provides information related to Zebra's equity compensation plans as of December 31, 2015.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity Compensation Plans Approved by Security Holders…………………………………	1,617,586(1)	$54.7327	4,605,158 (2)
Equity Compensation Plans Not Approved by Security Holders…………………………………	0	$0	0
Total……………………………………...	1,617,586	$54.7327	4,605,158

(1) Reflects shares of Zebra common stock issuable pursuant to outstanding options and stock appreciation rights under the 1997 Stock Option Plan, 2006 Incentive Compensation Plan, 2002 Non-Employee Director Stock Option Plan, 2011 Long-Term Incentive Plan and 2015 Long-Term Incentive Plan.

(2) Reflects the number of shares available under the 2015 Long-Term Incentive Plan ("2015 LTIP") (3,431,848 shares) and 2011 Employee Stock Purchase Plan (1,173,310 share). All of the shares under the 2015 LTIP are available for any award made under the 2015 LTIP, including options, stock appreciation rights, restricted stock, restricted stock units, performance shares or performance units.

Compensation Committee Interlocks and Insider Participation

Only independent directors served on the Compensation Committee during 2015. Mr. Keyser is the Chair of the Compensation Committee, and Ms. Roberts and Messrs. Desai and Smith are members. None of them (i) has ever been an officer or other employee of Zebra or (ii) has any relationship requiring disclosure under Item 404 of the Security and Exchange Commission's Regulation S-K. No executive officer of Zebra served in 2015 on the compensation committee or similar body of any organization that determined compensation payable to any member of the Compensation Committee.

Proposal 2

Advisory Vote to Approve Compensation of Named Executive Officers

Zebra is seeking your advisory vote to approve the compensation of our named executive officers as disclosed in this proxy statement in accordance with Section 14A of the Securities Exchange Act of 1934 and the rules of the Securities and Exchange Commission. This is known as a "say-on-pay" proposal. At Zebra's 2015 Annual Meeting of stockholders, the proposal was approved by 89.0% of the votes cast for or against the proposal. At the 2011 Annual Meeting, our stockholders indicated a preference of holding an annual say on pay vote.

We ask our stockholders to approve the following resolution:

"Resolved, that the compensation of the named executive officers of Zebra Technologies Corporation, as disclosed pursuant to Item 402 of Regulation S-K, as described in and including the Executive Summary-Compensation Discussion and Analysis, Compensation Discussion and Analysis, compensation tables and narrative discussion contained in this proxy statement, is approved by the stockholders of Zebra."

As described in detail under "*Executive Summary - Compensation Discussion and Analysis" and "Compensation Discussion and Analysis*," our total rewards and executive compensation programs are designed to attract, retain, motivate, develop and reward our named executive officers, who are critical to our success. Under these programs, our named executive officers are rewarded for the achievement of specific annual, long-term and strategic goals, corporate and individual goals, and the realization of increased stockholder value.

Our Compensation Committee regularly reviews the compensation programs for our named executive officers to ensure they achieve the desired goals of aligning our executive compensation structure with our stockholders' interests and current market practices. Our Compensation Committee also regularly reviews its own processes to ensure alignment with its charter and recent regulatory requirements. This review includes such topics as peer review analysis, total rewards philosophy, Compensation Committee charter review and a compensation risk assessment.

We are asking our stockholders to approve our named executive officer compensation as described in this proxy statement. This proposal gives you the opportunity to express your view on the compensation of our named executive officers. This stockholder vote is not intended to address any specific element of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. We ask you to vote "FOR" the approval of the resolution included above.

This vote is advisory, and therefore not binding on Zebra, our Compensation Committee, or our Board of Directors. Our Board of Directors and Compensation Committee value the opinions of our stockholders and will consider the results of the vote, as appropriate, in making future decisions regarding the compensation of our named executive officers.

The Board of Directors recommends a vote "FOR" approval of the compensation of our named executive officers.

Report of the Audit Committee

The Audit Committee of Zebra's Board of Directors is comprised of four directors, all of whom are independent under applicable listing requirements of The NASDAQ Stock Market. The Audit Committee operates under a written charter adopted by the Board of Directors. The members of the Audit Committee are: Mr. Smith, Chair, and Messrs. Ludwick, Modruson and Manire.

The Audit Committee received reports from and met and held discussions with management, the internal auditors and the independent accountants. It reviewed and discussed Zebra's audited financial statements with management, and management has represented to the Audit Committee that Zebra's financial statements were prepared in accordance with accounting principles generally accepted in the United States and that such financial statements taken as a whole, present fairly, in all material respects, the information set forth therein. The Committee also discussed with the independent accountants the matters required to be discussed by applicable accounting standards. The Audit Committee received the written disclosures and letter from the independent accountants required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and discussed with the independent accountants the independent accountants' independence.

The Audit Committee recommended that the Board of Directors include the audited financial statements of Zebra in Zebra's Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission. This recommendation was based on the Audit Committee's review and discussions with management, internal auditors and Zebra's independent accountants, as well as the Committee's reliance on management's representation described above.

Audit Committee

Michael A. Smith, Chair
Andrew K. Ludwick
Ross W. Manire
Frank Modruson

Fees of Independent Auditors

Ernst & Young LLP acted as the principal independent auditor for Zebra during 2015 and 2014. The firm also provided certain audit-related, tax and permitted non-audit services. The Audit Committee pre-approves all audit, audit-related, tax and permitted non-audit services performed for Zebra by its independent auditors. In 2015 and 2014, the Audit Committee approved in advance all engagements by Ernst & Young LLP on a specific project-by-project basis, including audit, audit-related, tax and permitted non-audit services. No impermissible non-audit services were rendered by Ernst & Young LLP to Zebra in 2015 or 2014.

For 2015, fees for audit, audit-related and tax compliance and tax preparation services were $9,025,719, while fees for non-audit services, including tax advice, tax planning, and tax consulting services, were $5,509,902. For 2014, fees for audit, audit-related and tax compliance and tax preparation services were $7,456,152, while fees for non-audit services, including tax advice, tax planning, and tax consulting services, were $6,379,032. Zebra paid Ernst & Young LLP the following fees and expenses for services provided for the years ended December 31, 2015 and 2014:

Fees	2015	2014
Audit Fees (1)	$7,807,988	$6,374,400
Audit-Related Fees	2,000	702,000
Tax Fees (2)	6,727,633	5,397,114
All Other Fees		1,361,670
Total	$14,535,621	$13,835,184

(1) Consists of fees for the audit of Zebra's annual financial statements and reviews of the financial statements included in the quarterly reports on Form 10-Q. Also includes fees for the 2015 and 2014 audits of internal control over financial reporting.

(2) For 2015, tax compliance and tax preparation fees were $1,217,731 and tax advice, tax planning and tax consulting fees were $5,509,902, of which $3,337,768 related to Zebra's international holding company restructuring. For 2014, tax compliance and tax preparation fees were $379,752 and tax advice, tax planning and tax consulting fees were $5,017,362, of which $4,016,775 related to Zebra's international holding company restructuring.

Proposal 3

Ratification of Appointment of Independent Auditors

The Audit Committee appointed Ernst & Young LLP, independent certified public accountants, as auditors of Zebra's financial statements for the year ending December 31, 2016.

The Board wants to give stockholders the opportunity to express their opinions on the matter of auditors for Zebra, and, accordingly, is submitting a proposal to ratify the Audit Committee's appointment of Ernst & Young. If this proposal does not receive the affirmative vote of a majority of the votes cast affirmatively or negatively at the annual meeting, the Audit Committee may appoint another independent registered public accounting firm or may decide to maintain the appointment of Ernst & Young.

Zebra expects that representatives of Ernst & Young will be present at the meeting and available to respond to questions. These representatives will be given an opportunity to make a statement if they would like to do so.

The Board of Directors and the Audit Committee recommend a vote "FOR" the ratification of the appointment of Ernst & Young LLP as auditors for the year ending December 31, 2016.

Executive Officers

The following information identifies and gives other information about our executive officers, other than Anders Gustafsson, our CEO, about whom information is given above under “Proposal 1- Election of Directors.”

William Burns, age 48, Senior Vice President, Enterprise Visibility and Mobility. Mr. Burns joined Zebra in June 2015 to lead its largest business unit as Senior Vice President, Enterprise Visibility and Mobility, which includes mobile computing, data capture and wireless LAN products and solutions. Mr. Burns served as chief executive officer of Embrane, a Silicon Valley-based venture capital backed start-up, which was acquired by Cisco in April 2015. Prior to joining Embrane, Mr. Burns served as chief executive officer of Spirent Communications, a global leader in test and measurement solutions publically traded on the London Stock Exchange. He has also held various executive and sales leadership roles at Tellabs, Inc., now Coriant. Mr. Burns has a Master of Business Administration from Temple University, a B.S. degree in business administration from Misericordia University, and an associate's degree in engineering from Pennsylvania State University.

Michael Cho, age 47, Senior Vice President, Corporate Development. Mr. Cho joined Zebra in 2010 and served as Vice President, Strategy from 2010 until 2011. From 2008 to 2010 he served as Vice President, Business Development, of the Healthcare division of Amcor Limited, a global packaging company. Prior to that, Mr. Cho served from 2007 to 2008 as Vice President, Business Development of CommScope Inc., a global communications solutions company. From 2005 to 2007, Mr. Cho served as Vice President, Business Development of the Antenna & Cable Products Group at Andrew Corporation, which he joined in 2004 as Director, Corporate Development & Strategy. From 1999 to 2004 Mr. Cho was a consultant with McKinsey & Company. Mr. Cho received an MBA from Harvard Business School and a B.S. in Finance from the University of Illinois at Urbana-Champaign.

Hugh K. Gagnier, age 60, Senior Vice President, Operations. Mr. Gagnier served as Senior Vice President, Operations of our Specialty Printer Group from 2006 to 2011. Mr. Gagnier joined Zebra as Vice President and General Manager upon Zebra’s merger with Eltron International, Inc. in 1998. At Eltron, he was President and Chief Operating Officer. Mr. Gagnier received a B.S. degree in Mechanical Engineering from the University of Southern California.

Joe Heel, age 50, became Senior Vice President, Global Sales in September 2014. Previously, Mr. Heel served as vice president of enterprise sales at IBM, where he oversaw the sales of the company’s product and services portfolio in Germany, Austria and Switzerland and, later, for the U.S. Midwest region. He is the former senior vice president of global services for Avaya, a provider of business collaboration and communications solutions, as well as for Sun Microsystems, which was later acquired by Oracle Corporation. Earlier in his career, Mr. Heel was a partner at McKinsey & Company, where he worked for 13 years. Mr. Heel received MBA and M.S. degrees from the University of Karlsruhe in Germany and a Ph.D. in electrical engineering from the Massachusetts Institute of Technology.

Jim Kaput, age 55, became Senior Vice President, General Counsel and Corporate Secretary in 2009. From 2008-2009, he served as Counsel to the Chairman of the Securities and Exchange Commission. Mr. Kaput was Senior Vice President and General Counsel of The ServiceMaster Company, a consumer services company, from 2000 to 2007. Mr. Kaput received his JD from Cornell University School of Law and his B.S. from The University of Pennsylvania.

Jeffrey Schmitz, age 52, Senior Vice President and Chief Marketing Officer. Mr. Schmitz joined Zebra in February 2016. Since 2009, Mr. Schmitz served in growing levels of responsibility for Spirent Communications, including general manager of Networks & Applications, chief marketing officer and, most recently, executive vice president. Prior to Spirent, Mr. Schmitz served as senior vice president of Sales and Marketing at Rivulet Communications, a medical imaging company, vice president of Marketing & Product Management at Visual Networks, and enterprise software company, and Tellabs, where he held various executive positions. He holds a B.S. degree in electrical engineering from Marquette University and a M.S. degree in computer science from the Illinois Institute of Technology.

Michael C. Smiley, age 56, became Chief Financial Officer in 2008. From 2004 until joining Zebra, he served Tellabs, Inc., a provider of telecommunications networking products, as general manager of the Tellabs Denmark

A/S unit. From 2002 to 2004, he held various finance and operations executive positions at Tellabs including interim chief financial officer, vice president, international finance, and treasurer. Prior to 2002, Mr. Smiley held a number of finance positions including Vice President, Asia Pacific Finance located in Taipei, Taiwan, for General Semiconductor and Assistant Treasurer for General Instrument. Mr. Smiley also serves as a member of the Board of Directors of Twin Disc, Incorporated, a publicly traded international manufacturer and worldwide distributor of heavy-duty off-highway and marine power transmission equipment and related products. Mr. Smiley holds a B.S. in accounting from Brigham Young University and an MBA degree from the University of Chicago.

Michael H. Terzich, age 54, Senior Vice President, Chief Administrative Officer. Mr. Terzich served as Senior Vice President, Global Sales and Marketing from 2011 until becoming Chief Administrative Officer in December 2014. Mr. Terzich served as Senior Vice President, Global Sales and Marketing of our Specialty Printer Group from 2006 to 2011. From 2003 until 2006 he served as Zebra's Senior Vice President, Office of the CEO, and from 2001 until 2003, as Vice President and General Manager, Tabletop and Specialty Printers. Since joining Zebra in 1992, Mr. Terzich has held a variety of positions of increasing responsibility including Vice President and General Manager, Vice President of Sales for North America, Latin America, and Asia Pacific, Vice President of Strategic Project Management, Director, Integration Project Management, Director of Printer Products, and Director of Customer and Technical Services. Mr. Terzich earned his B.S. degree in Marketing from the University of Illinois - Chicago and an MBA from Loyola University of Chicago.

Gina Vascsinec, age 49, joined Zebra in November 2014 as our Chief Accounting Officer. From 2010 until 2014, she served as Vice President, Controller & Chief Accounting Officer, of Hawker Beechcraft, an aerospace manufacturing company. Previously, from 1997 to 2010, Ms. Vascsinec held various finance positions at Illinois Tool Works, Inc., a manufacturing company producing specialized industrial equipment and consumables, including Vice President, Corporate Controller, Assistant Corporate Controller, Director-External Reporting, Manager-External Reporting, and Manager-Financial Consolidations. Earlier in her career, she held senior auditor positions at Philip Morris and Andersen LLP. Ms. Vascsinec holds a B.S.B.A. in accounting from Duquesne University and an MBA from the University of Chicago. She is a certified public accountant.

The Board of Directors approves the appointment of Zebra's executive officers. There are no family relationships among any of our directors or executive officers.

Ownership of Our Common Stock

This table shows how many shares of our common stock certain individuals and entities beneficially owned on March 24, 2016, unless otherwise noted. These individuals and entities include: (1) owners of more than 5% of our outstanding common stock, (2) our directors, (3) the named executive officers and (4) all directors and executive officers as a group. A person has beneficial ownership over shares if the person has sole or shared voting or investment power over the shares or the right to acquire that power within 60 days. Investment power means the power to direct the sale or other disposition of the shares. Each individual or entity included in the table below has sole voting and investment power over the shares, except as described below.

Name and Address	Number	% of Shares (1)
More than 5% Stockholders		
Jackson Square Partners, LLC	5,481,403 (2)	10.5%
Capital Research Global Investors	5,342,202 (6)	10.2%
The Vanguard Group, Inc.	3,617,880 (4)	6.9%
Blackrock, Inc.	3,594,308 (3)	6.9%
Neuberger Berman Group LLC	3,282,223 (5)	6.3%
Directors and Executive Officers		
Anders Gustafsson	734,444 (7)	1.4%
Chirantan J. Desai	974 (7)	*
Richard L. Keyser	55,504 (7)	*
Andrew K. Ludwick	54,610 (7)	*
Ross W. Manire	24,064 (7)	*
Frank Modruson	6,058 (7)	*
Janice Roberts	5,293	*
Michael A. Smith	65,054 (7)	*
William Burns	13,085 (7)	*
Hugh K. Gagnier	90,065 (7)	*
Joachim Heel	38,151 (7)	*
Michael C. Smiley	145,616 (7)	*
All Executive Officers and Directors as a group (17 persons)	1,298,374 (7)	2.5%

* Less than one percent.

(1) Based on 52,153,341 shares of common stock outstanding on March 24, 2016.

(2) Jackson Square Partners, LLC is an investment advisor located at 101 California Street, Suite 3750, San Francisco, California 94111. According to its Schedule 13G filed on February 16, 2016, as of December 31, 2015, Jackson Square had sole voting power with respect to 1,484,494 shares, shared voting power with respect to 2,267,836 shares, and sole dispositive power with respect to 5,481,403 shares.

(3) Blackrock, Inc. is a holding company located at 55 East 52nd Street, New York, New York 10055. According to Amendment No. 4 to its Schedule 13G filed on January 27, 2016, as of December 31, 2015, Blackrock had sole voting power with respect to 3,412,399 shares and dispositive power as to all shares listed in the table.

(4) The Vanguard Group, Inc. is an investment advisor located at 100 Vanguard Blvd., Malvern, Pennsylvania, 19355. According to Amendment No. 4 to its Schedule 13G filed on February 11, 2016, as of December 31, 2015, Vanguard had sole voting power with respect to 38,454 shares, sole dispositive power with respect to 3,579,829 shares, and shared dispositive power with respect to 38,051 shares.

(5) Neuberger Berman Group LLC is a holding company located at 605 Third Avenue, New York, New York 10158. According to Amendment 7 to its Schedule 13G filed on February 9, 2016, the shares are beneficially owned by Neuberger Berman Group LLC and Neuberger Berman Investment Advisers LLC. Neuberger Berman Investment Advisers LLC serves as investment manager of Neuberger Berman Group LLC's various registered mutual funds. Neuberger Berman Group LLC and Neuberger Berman Investment Advisors LLC have shared voting power with respect to 3,277,218 shares, and shared dispositive power with respect to 3,282,223 shares.

(6) Capital Research Global Investors is an investment advisor located at 333 South Hope Street, Los Angeles, California 90071. According to Amendment No. 1 to its Schedule 13G filed on January 8, 2016, as of December 31, 2015, Capital Research had sole voting and investment power as to all shares listed in the table.

(7) Includes shares of common stock that may be acquired by May 23, 2016 upon exercise of stock options and stock appreciation rights as follows: Mr. Gustafsson – 443,957 shares; Mr. Desai – 0 shares; Mr. Keyser – 37,240 shares; Mr. Ludwick – 43,240 shares; Mr. Manire – 2,000 shares; Mr. Smith – 11,240 shares; Mr. Burns – 5,205 shares; Mr. Gagnier – 40,111 shares; Mr. Heel – 13,098 shares; Mr. Smiley – 94,091 shares; and directors and executive officers as a group – 659,875.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and greater than ten percent stockholders to file reports of holdings and transactions in our common stock with the Securities and Exchange Commission. To our knowledge, all required reports were filed in a timely manner.

Stockholder Proposals and Other Business

We expect the 2017 Annual Meeting of Stockholders to be held on or about May 19, 2017. To be considered for inclusion in our proxy materials for the 2016 Annual Meeting, a stockholder proposal must be received at our principal executive offices at Three Overlook Point, Lincolnshire, Illinois 60069 by December 17, 2016. In addition, our Amended and Restated By-Laws establish an advance notice procedure for stockholder proposals to be brought before an annual meeting of stockholders, including proposed nominations of persons for election to the Board. A stockholder proposal or nomination intended to be brought before the 2017 annual meeting must be delivered to the Corporate Secretary no earlier than January 15, 2017, and no later than February 14, 2017. All proposals and nominations should be directed to our Corporate Secretary, Zebra Technologies Corporation, Three Overlook Point, Lincolnshire, Illinois 60069.

The Board and our management have not received notice of and are not aware of any business to come before the 2016 annual meeting other than the proposals we refer to in this proxy statement. If any other matter comes before the annual meeting, the persons on our proxy committee will use their best judgment in voting the proxies.

We have mailed our 2015 Annual Report to Stockholders in connection with this proxy solicitation, which includes our Annual Report on Form 10-K. If you would like another copy of our 10-K, excluding certain exhibits, please contact the Chief Financial Officer at the following address: Zebra Technologies Corporation, Three Overlook Point, Lincolnshire, Illinois 60069.