



350 Ellis Street
Mountain View, California 94043

NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS
to be held on:
November 3, 2015
9:00 a.m. Pacific Time

Dear Stockholder:

You are cordially invited to attend our 2015 Annual Meeting of Stockholders, which will be held at 9:00 a.m. (Pacific Time) on Tuesday, November 3, 2015, at Symantec Corporation's offices located at 350 Ellis Street, Mountain View, California 94043. For your convenience, we are pleased to offer a live and re-playable webcast of the Annual Meeting at www.symantec.com/invest.

We are holding the Annual Meeting for the following purposes, which are more fully described in the proxy statement:

1. To elect the nine nominees named in the proxy statement to Symantec's Board of Directors;
2. To ratify the appointment of KPMG LLP as Symantec's independent registered public accounting firm for the 2016 fiscal year;
3. To hold an advisory vote to approve executive compensation;
4. To consider and vote upon a stockholder proposal, if properly presented at the meeting; and
5. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

We are furnishing proxy materials to our stockholders primarily via the Internet to expedite stockholders' receipt of proxy materials, lower the cost of the Annual Meeting and help conserve natural resources. On or about September 14, 2015, we expect to send to our stockholders (other than those who previously requested electronic or paper delivery) a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials, including our proxy statement and our annual report, and to vote through the Internet or by telephone.

Only stockholders of record as of the close of business on September 4, 2015 are entitled to notice of, and vote at, the Annual Meeting or any postponement or adjournment thereof. A list of stockholders entitled to vote will be available for inspection at our offices for ten days prior to the Annual Meeting. If you would like to view this stockholder list, please contact Investor Relations at (650) 527-6273.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, please vote at your earliest convenience by following the instructions in the Notice of Internet Availability of Proxy Materials or the proxy card you received in the mail. You may revoke your proxy at any time before it is voted. Please refer to the "Meeting Information" section of the proxy statement for additional information.

BY ORDER OF THE BOARD OF DIRECTORS

SCOTT C. TAYLOR
*Executive Vice President, General
Counsel and Secretary*

Mountain View, California
September 10, 2015

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON NOVEMBER 3, 2015. The proxy statement and Symantec's Form 10-K for the 2015 fiscal year are available at <http://investor.symantec.com/investor-relations/financial-reports/annual-reports/default.aspx>.

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PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

2015 ANNUAL MEETING OF STOCKHOLDERS INFORMATION

Date and Time: Tuesday, November 3, 2015 at 9:00 a.m. Pacific Time
 Place: Symantec Corporation's offices located at 350 Ellis Street, Mountain View, California 94043
 Webcast: A live and re-playable webcast of the Annual Meeting is available on our Investor Relations website at www.symantec.com/invest
 Record Date: September 4, 2015

VOTING MATTERS

<u>Proposals</u>	<u>Board Recommendation</u>	<u>Page Number for Additional Information</u>
1. Election of Directors	FOR	13
2. Ratification of Independent Registered Public Accounting Firm	FOR	21
3. Advisory Vote to Approve Executive Compensation	FOR	23
4. Stockholder Proposal, if properly presented at the meeting	AGAINST	25

OUR DIRECTOR NOMINEES

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Principal Occupation</u>	<u>Independent</u>	<u>Committee Memberships</u>			<u>Other Current Public Boards</u>
					<u>AC</u>	<u>CC</u>	<u>NGC</u>	
Michael A. Brown	56	2005	President and Chief Executive Officer	No				—
Frank E. Dangeard	57	2007	Managing Partner, Harcourt	Yes	● ■		● ■	2
Geraldine B. Laybourne	68	2008	Chairman of the Board, Kandu	Yes		● ■		—
David L. Mahoney	61	2003	Director	Yes		● ■	● ■	2
Robert S. Miller	73	1994	President and CEO, International Automotive Components Group	Yes		● ■	● ■	2
Anita M. Sands	39	2013	Director	Yes	● ■			1
Daniel H. Schulman	57	2000	President and CEO, PayPal Holdings, Inc.	Yes		● ■	● ■	1
V. Paul Unruh	66	2005	Director	Yes	● ■			2
Suzanne M. Vautrinot	55	2013	President, Kilovolt Consulting Inc.	Yes	● ■			2

AC = Audit Committee Governance Committee

CC = Compensation and Leadership Development Committee

NGC = Nominating &

● = Member ■ = Chair

















OUR CORPORATE GOVERNANCE FACTS

Current size of Board	9
Current number of Independent Directors	8
Board Committees Consist Entirely of Independent Directors	Yes
All Directors Attended at least 75% of Meetings Held	Yes
Annual Election of All Directors	Yes
Majority Voting for Directors	Yes
Separate Chairman and CEO	Yes
Chairman is Independent Director	Yes
Independent Directors Meet Regularly in Executive Session	Yes
Annual Board and Committee Self-Evaluations	Yes
Risk Oversight by Full Board and Committees	Yes
Stockholder Ability to Call Special Meetings (15% threshold)	Yes
Stockholder Ability to Act by Written Consent	Yes
Non-stockholder Approved Poison Pill	No
Annual Advisory Vote on Executive Compensation	Yes
Prohibit Short-selling, Hedging and Pledging Symantec Securities	Yes
Stock Ownership Requirements for Directors and Executive Officers	Yes

OUR EXECUTIVE COMPENSATION PHILOSOPHY AND PRACTICES

The overriding principle driving our compensation programs continues to be our belief that it benefits our employees, customers, partners and stockholders to have management’s compensation tied to our current and long-term performance. The following factors demonstrate our continued and heightened commitment to pay-for-performance and to corporate governance best practices:

OUR COMPENSATION GOVERNANCE FACTS

<u>What We Do:</u>	<u>What We Do Not Do:</u>
 We reward performance that meets our predetermined goals.	 We do not payout performance-based cash or equity awards for unmet performance goals.
 We cap payouts under our plans to discourage excessive or inappropriate risk taking by our NEOs.	 Our compensation plans do not have minimum guaranteed payout levels.
 We have a representative and relevant peer group.	 We do not permit short-sales, hedging or pledging of our stock.
 We have long-standing stock ownership guidelines for our executives and directors, which includes stock holding requirements until threshold has been met.	 We do not provide tax gross-ups under §4999 of IRC for our NEOs.
 Our compensation plans contain clawback provisions.	 We do not provide material perquisites.
 We have double-trigger change in control provisions.	 We do not permit repricing of stock options without stockholder approval.
 We limit any potential severance payments to well under 3x our NEOs’ total target cash compensation.	
 Our Compensation Committee retains an independent compensation consultant.	
 We hold an annual advisory vote on executive compensation.	
 We seek feedback on executive compensation through stockholder engagement.	

COMPENSATION COMPONENTS FOR FISCAL 2015:

<u>Component</u>	<u>Key Characteristics</u>
Base Salary	Based on talent, experience, performance, contribution levels, individual role, positioning relative to market, and our overall salary budget.
Executive Annual Incentive Award	Our executive officers were eligible to receive performance-based cash compensation contingent upon our achievement of targeted non-GAAP operating income for fiscal 2015 and targeted non-GAAP revenue during fiscal 2015.
Restricted Stock Units	Restricted stock units vest over four years.
Performance-based Restricted Stock Units (PRUs)	Under our PRUs, our executive officers were eligible to receive shares following the third fiscal year following the award based upon (i) our achievement of annual non-GAAP earnings per share for the first fiscal year covered by the award; and (ii) the achievement of the total shareholder return ("TSR") ranking for our company as compared to the S&P 500 for the two and three years ended as of the end of the second and third fiscal year, respectively, covered by the award.

MEETING INFORMATION

We provide information about Symantec's 2015 Annual Meeting of Stockholders (the "Annual Meeting"), voting and additional information starting on page 64.

CORPORATE GOVERNANCE

Symantec is strongly committed to good corporate governance practices. These practices provide an important framework within which our Board and management can pursue our strategic objectives for the benefit of our stockholders.

Corporate Governance Guidelines

Our Corporate Governance Guidelines generally specify the distribution of rights and responsibilities of Symantec Corporation's Board of Directors (the "Board"), management and stockholders, and detail the rules and procedures for making decisions on corporate affairs. In general, the stockholders elect the Board and vote on certain extraordinary matters; the Board is responsible for the general governance of our company, including selection and oversight of key management; and management is responsible for running our day-to-day operations.

Our Corporate Governance Guidelines are available on the Investor Relations section of our website, which is located at www.symantec.com/invest, by clicking on "Company Charters," under "Corporate Governance." The Corporate Governance Guidelines are reviewed at least annually by our Nominating and Governance Committee, and changes are recommended to our Board for approval as appropriate. The fundamental premise of our board-level corporate governance guidelines is the independent nature of our Board and its responsibility to our stockholders.

Code of Conduct and Code of Ethics

We have adopted a code of conduct that applies to all of our Board members, officers and employees. We have also adopted a code of ethics for our Chief Executive Officer and senior financial officers, including our principal financial officer and principal accounting officer. Our *Code of Conduct* and *Code of Ethics for Chief Executive Officer and Senior Financial Officers* are posted on the Investor Relations section of our website located at www.symantec.com/invest, by clicking on "Company Charters," under "Corporate Governance." Any amendments or waivers of our *Code of Conduct* and *Code of Ethics for Chief Executive Officer and Senior Financial Officers* pertaining to a member of our Board or one of our executive officers will be disclosed on our website at the above-referenced address.

Policy Against Short-Selling, Hedging and Pledging Symantec Securities

Our Insider Trading Policy prohibits all directors and employees from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities, including hedging transactions. This policy was established in part because there is often a conflict of interest involved when an employee bets against or hedges a bet regarding our company's performance. In addition, our Insider Trading Policy prohibits pledging Symantec stock as collateral for a loan, since the stock may be sold in foreclosure if the borrower defaults on the loan at a time when the pledgor is aware of material, nonpublic information.

Stock Ownership Guidelines

It is the policy of the Board that our directors and officers interests align with those of our stockholders. In furtherance of this policy, our Board adopted stock ownership guidelines to better align our directors' and officers' interests with those of our stockholders. Details of our directors' stock ownership guidelines are disclosed under Director Compensation on page 19, and details of our executive officers' stock ownership guidelines are disclosed under Stock Ownership Requirements on page 47. The Compensation and Leadership Development Committee determines the stock ownership guidelines and the Nominating and Governance Committee monitor compliance under such guidelines.

Stockholder Engagement

We are committed to ongoing engagement with our stockholders to gain valuable insight into the issues that matter most to them and to enable our company to address them effectively. This past year we engaged with our

top investors representing approximately 45% of our outstanding shares to discuss corporate governance and executive compensation matters. A summary of the feedback we received was provided to the Board for review and consideration.

Majority Vote Standard and Director Resignation Policy

Our Bylaws and Corporate Governance Guidelines provide for a majority voting standard for the election of directors. Under the majority vote standard, each nominee must be elected by a majority of the votes cast by the shares present in person or represented by proxy and entitled to vote at any meeting for the election of directors at which a quorum is present. A “majority of the votes cast” means the votes cast “for” a nominee’s election must exceed the votes cast “against” that nominee’s election. A plurality voting standard will apply instead of the majority voting standard if: (i) a stockholder has provided us with notice of a nominee for director in accordance with our Bylaws; and (ii) that nomination has not been withdrawn as of 10 days before we first deliver proxy materials to stockholders.

To effectuate this policy with regard to incumbent directors, the Board will not nominate an incumbent director for re-election unless prior to such nomination the director has agreed to promptly tender a resignation if such director fails to receive a sufficient number of votes for re-election at the stockholder meeting with respect to which such nomination is made. Such resignation will be effective upon the earlier of (i) the Board’s acceptance of such resignation or (ii) the 90th day after certification of the election results of the meeting; provided, however, that prior to the effectiveness of such resignation, the Board may reject such resignation and permit the director to withdraw such resignation.

If an incumbent director fails to receive the required vote for re-election, the Nominating and Governance Committee shall act on an expedited basis to determine whether to recommend acceptance or rejection of the director’s resignation and will submit such recommendation for prompt consideration by the Board. The Board intends to act promptly on the Committee’s recommendation and will decide to accept or reject such resignation and publicly disclose its decision within 90 days from the date of certification of the election results. The Nominating and Governance Committee and the Board may consider such factors they deem relevant in deciding whether to accept or reject a resignation tendered in accordance with this policy. The Board expects a director whose resignation is under consideration to abstain from participating in any decision regarding the resignation.

Board Leadership Structure

Our Board does not have a policy on whether the roles of Chief Executive Officer and Chairman should be separate. Instead, it retains the flexibility to determine on a case-by-case basis whether the Chief Executive Officer, or an independent director, should serve as Chairman. During those periods in which the positions of Chairman and Chief Executive Officer are combined, the independent directors appoint an independent director as a Lead Independent Director. Currently, the roles of Chief Executive Officer and Chairman are separate. Daniel Schulman, one of our independent directors, was appointed as non-executive Chairman of the Board in January 2013. The Board believes that having an independent director serve as the non-executive Chairman of the Board is the appropriate leadership structure for our company at this time because it allows our Chief Executive Officer to focus on executing our company’s strategic plan and managing our company’s operations and performance, while allowing the Chairman of the Board to focus on the effectiveness of the Board and independent oversight of our senior management team.

Board Independence

It is the policy of the Board and NASDAQ’s rules require that listed companies have a board of directors with at least a majority of independent directors, as defined under NASDAQ’s Marketplace Rules. Currently, each member of our Board, other than our President and Chief Executive Officer, Michael A. Brown, is an independent director and all standing committees of the Board are composed entirely of independent directors, in each case under NASDAQ’s independence definition. The NASDAQ independence definition includes a series of objective tests, such as that the director is not an employee of the company and has not engaged in various types of business dealings with the company. In addition, the Board has made a subjective determination as to

each independent director that no relationship exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the directors reviewed and discussed information provided by the directors and our company with regard to each director's business and other activities as they may relate to Symantec and our management. Based on this review and consistent with our independence criteria, the Board has affirmatively determined that the following current directors and director nominees are independent: Frank E. Dangeard, Geraldine B. Laybourne, David L. Mahoney, Robert S. Miller, Anita M. Sands, Daniel H. Schulman, V. Paul Unruh and Suzanne M. Vautrinot.

Change in Director Occupation

Our Corporate Governance Guidelines include a policy that our Board should consider whether a change in any director's professional responsibilities directly or indirectly impacts that person's ability to fulfill his or her directorship obligations. To facilitate the Board's consideration, all directors shall submit a resignation as a matter of course upon retirement, a change in employer, or other significant change in their professional roles and responsibilities. Such resignation may be accepted or rejected in the discretion of the Board.

Board and Committee Effectiveness

It is important to Symantec that our Board and its committees are performing effectively and in the best interests of our company and its stockholders. The Nominating and Governance Committee reviews the size, composition and needs of the Board with established criteria to ensure the Board has the appropriate skills and expertise to effectively carry out its duties and responsibilities. In addition, an evaluation of the Board's and its committees' operations and performance is conducted annually by the Nominating and Governance Committee. Changes are recommended by the Nominating and Governance Committee for approval by the full Board as appropriate.

Board's Role in Risk Oversight

The Board executes its risk management responsibility directly and through its committees. The Audit Committee has primary responsibility for overseeing our company's enterprise risk management process. The Audit Committee receives updates and discusses individual and overall risk areas during its meetings, including our company's financial risk assessments, risk management policies and major financial risk exposures and the steps management has taken to monitor and control such exposures. The Compensation Committee oversees risks associated with our compensation policies and practices with respect to both executive compensation and compensation generally. The Compensation Committee receives reports and reviews whether Symantec's compensation policies and practices to confirm that they are not reasonably likely to have a material adverse effect on our company or encourage unnecessary risk-taking. The Nominating and Governance Committee oversee the management of risks that may arise in connection with our company's governance structures, processes and policies.

The Board is kept abreast of its committees' risk oversight and other activities via reports of the committee chairmen to the full Board during the Board meetings. In addition, the Board participates in regular discussions with our senior management of many core subjects, including strategy, operations and finance, in which risk oversight is an inherent element. The Board believes that its leadership structure, as described above under "Board Leadership Structure," facilitates the Board's oversight of risk management because it allows the Board, with leadership from the independent, non-executive Chairman and each independent committee chair, to participate actively in the oversight of management's actions.

Outside Advisors

The Board and its committees are free to engage independent outside financial, legal and other advisors as they deem necessary to provide advice and counsel on various topics or issues, at Symantec's expense, and are provided full access to our officers and employees.

Board Structure and Meetings

The Board and its committees meet throughout the year on a set schedule, and also hold special meetings and act by written consent from time to time. The Board held a total of 17 meetings during fiscal 2015. During this time, no directors attended fewer than 75% of the aggregate of the total number of meetings held by the Board and the total number of meetings held by all committees of the Board on which such director served (during the period which such director served).

Agendas and topics for board and committee meetings are developed through discussions between management and members of the Board and its committees. Information and data that are important to the issues to be considered are distributed in advance of each meeting. Board meetings and background materials focus on key strategic, operational, financial, governance and compliance matters applicable to us, including the following:

- Reviewing annual and longer-term strategic and business plans;
- Reviewing key product, industry and competitive issues;
- Reviewing and determining the independence of our directors;
- Reviewing and determining the qualifications of directors to serve as members of committees, including the financial expertise of members of the Audit Committee;
- Selecting and approving director nominees;
- Selecting, evaluating and compensating the Chief Executive Officer;
- Reviewing and discussing succession planning for the senior management team, and for lower management levels to the extent appropriate;
- Reviewing and approving material investments or divestitures, strategic transactions and other significant transactions that are not in the ordinary course of business;
- Evaluating the performance of the Board;
- Overseeing our compliance with legal requirements and ethical standards; and
- Overseeing our financial results.

Executive Sessions

After each regularly scheduled Board meeting, the independent members of our Board hold a separate closed meeting, referred to as an “executive session.” These executive sessions are used to discuss such topics as the independent directors deem necessary or appropriate. At least annually, the independent directors hold an executive session to evaluate the Chief Executive Officer’s performance and compensation. Executive sessions of the Board are led by the independent, non-executive Chairman.

Succession Planning

Our Board recognizes the importance of effective executive leadership to Symantec’s success, and meets to discuss executive succession planning at least annually.

Attendance of Board Members at Annual Meetings

We encourage our directors to attend our annual meetings of stockholders. All directors who were elected to the Board at our 2014 Annual Meeting were in attendance at that meeting.

THE BOARD AND ITS COMMITTEES

There are three primary committees of the Board: the Audit Committee, Compensation and Leadership Development Committee and Nominating and Governance Committee. The Board has delegated various responsibilities and authorities to these different committees, as described below and in the committee charters. The Board committees regularly report on their activities and actions to the full Board. Each member of the Audit Committee, Compensation and Leadership Development Committee and Nominating and Governance Committee was appointed by the Board. Each of the Board committees has a written charter approved by the Board and available on our website at www.symantec.com/invest, by clicking on “Company Charters,” under “Corporate Governance.”

The following table shows our current directors, their independence status, their roles on the Board and its committees, and the number of meetings the Board and each of its committees held in fiscal 2015:

<u>Director</u>	<u>Independent</u>	<u>Board</u>	<u>Audit</u>	<u>Compensation</u>	<u>Nominating & Governance</u>
Michael A. Brown	No	● ■			
Frank E. Dangeard	Yes	● ■	● ■		● ■
Geraldine B. Laybourne	Yes	● ■		● ■	
David L. Mahoney	Yes	● ■		● ■	● ■ C
Robert S. Miller	Yes	● ■	● ■*	● ■ C	● ■
Anita M. Sands	Yes	● ■	● ■		
Daniel H. Schulman	Yes	● ■ C		● ■	● ■
V. Paul Unruh	Yes	● ■	● ■ C		
Suzanne M. Vautrinot	Yes	● ■	● ■		
Number of Meetings in Fiscal 2015		17	11	9	4

● = Member ■ = Member C = Chair

* Mr. Miller was a member of the Audit Committee until October 28, 2014.

Audit Committee

Our Audit Committee oversees our company’s accounting and financial reporting processes and the audits of our financial statements, including oversight of our systems of internal controls and disclosure controls and procedures, compliance with legal and regulatory requirements, internal audit function and the appointment, retention and compensation of our independent auditors. Its duties and responsibilities include, among other things, to:

- Review our company’s quarterly and annual financial statements.
- Review the adequacy and effectiveness of our company’s accounting and financial reporting processes.
- Appoint and, if necessary, terminate any registered public accounting firm engaged to render an audit report or to perform other audit, review or attest services for our company.
- Review and approve processes and procedures to ensure the continuing independence of our company’s independent auditors.
- Review the internal audit function of our company, including the independence and authority of its reporting obligations and the coordination of our company’s internal audit function with the independent auditors.
- Review our company’s practices with respect to risk assessment and risk management and meet with management and members of internal audit to discuss our company’s significant risk exposures and the steps management has taken to monitor, control and mitigate such exposures.

- Review our company’s ethics compliance program, including policies and procedures for monitoring compliance, and the implementation and effectiveness of our company’s ethics and compliance program.

Our Board has unanimously determined that all Audit Committee members are financially literate under current NASDAQ listing standards, and at least one member has financial sophistication under NASDAQ listing standards. In addition, our Board has unanimously determined that V. Paul Unruh qualifies as an “audit committee financial expert” under the Securities and Exchange Commission (the “SEC”) rules and regulations. Mr. Unruh is independent as defined by current NASDAQ listing standards for Audit Committee membership. Designation as an “audit committee financial expert” is an SEC disclosure requirement and does not impose any additional duties, obligations or liability on any person so designated.

Compensation and Leadership Development Committee

Our Compensation and Leadership Development Committee (the “Compensation Committee”) oversees our compensation policies and practices so that they align with the interests of our stockholders; encourage a focus on our company’s long-term success and performance; and incorporate sound corporate governance principles. It also oversees our programs to attract, retain and develop our executive officers. Its duties and responsibilities include, among other things, to:

- Review executive and leadership development practices that support our company’s ability to retain and develop the executive and leadership talent required to deliver against our company’s short term and long term business strategies, including succession planning for the executive officers.
- Review our company’s compensation policies, plans and programs to confirm they (i) are designed to attract, motivate and retain talented executive officers; (ii) compensate the executive officers effectively in a manner consistent with the strategy of our company and the interests of stockholders; (iii) are consistent with a competitive framework; and (iv) support the achievement of our company’s overall financial results and individual contributions.
- Review and recommend to the independent directors of our Board all compensation arrangements for our Chief Executive Officer.
- Determine stock ownership guidelines for our Board and executive officers.
- Review our company’s overall compensation and benefits and programs.
- Administer our equity incentive and stock purchase plans.
- Review and recommend to the Board compensation for non-employee members of the Board.
- Review our company’s compensation policies and practices to confirm that such policies and practices are not likely to have a material adverse effect on our company and no not encourage excessive or inappropriate risk-taking by our executives.
- Review and make recommendations to the Board with respect to stockholder proposals and stockholder advisory votes related to executive compensation matters.

Nominating and Governance Committee

Our Nominating and Governance Committee oversees our company’s corporate governance procedures and policies, and ensures that they represent best practices and are in the best interests of our company and its stockholders, which includes establishing appropriate criteria for nominating qualified candidates to the Board. Its duties and responsibilities include, among other things, to:

- Establish the criteria and determine the desired qualifications, expertise and characteristics of the Board, with the goal of developing a diversity of perspectives, backgrounds, experiences, knowledge and skills on the Board.
- Consider the size, composition and needs of the Board and evaluate and recommend qualified candidates for election to the Board consistent with the established criteria to ensure the Board has the appropriate skills and expertise.

- Advise the Board on corporate governance matters and recommend to the Board appropriate or necessary actions to be taken by our company, the Board and the Board's committees.
- Identify best corporate governance practices and develop and recommend to the Board a set of corporate governance guidelines applicable to our company.
- Review and assess the adequacy of our company's corporate governance policies, including our company's Corporate Governance Guidelines and Code of Conduct, and make recommendations to the Board of modifications as appropriate.
- Oversee and review our company's policies and programs concerning (i) corporate social responsibility; (ii) public policy; (iii) philanthropy; (iv) political activities and expenditures; (v) our company's participation and visibility as a global corporate citizen; and (vi) our company's sustainability performance, including impacts to our business of environmental, social and governance issues.
- Monitor compliance under the stock ownership guidelines as set by the Compensation and Leadership Development Committee for the Board and executive officers.
- Implement and oversee the processes for evaluating the Board, its committees and the CEO on an annual basis.
- Oversee the management of risks that may arise in connection with our company's governance structures and processes.

DIRECTOR NOMINATIONS AND COMMUNICATION WITH DIRECTORS

Criteria for Nomination to the Board

The Nominating and Governance Committee will consider candidates submitted by Symantec stockholders, as well as candidates recommended by directors and management, for nomination to the Board. The Nominating and Governance Committee has generally identified nominees based upon suggestions by outside directors, management and executive recruiting firms. The goal of the Nominating and Governance Committee is to assemble a Board that offers a diverse portfolio of perspectives, backgrounds, experiences, knowledge and skills derived from high-quality business and professional experience. The Nominating and Governance Committee annually reviews the appropriate skills and characteristics required of directors in the context of the current composition of the Board, our operating requirements and the long-term interests of our stockholders.

The key attributes, experience and skills we consider important for our directors in light of our current business and structure are:

- *Industry and Technology Expertise.* Since we are a technology and software provider, understanding new technologies and emerging industry trends or experience in relevant technology is useful in understanding our research and development efforts, competing technologies, the various products and processes that we develop, the market segments in which we compete, and evolving customer requirements.
- *Global Expertise.* We are a global organization with employees and customers in many countries. Directors with global expertise can provide a useful business and cultural perspective regarding many significant aspects of our business.
- *Leadership Experience.* Directors who have served in senior leadership positions, as a general manager of a business, or the functional leader of a global sales, marketing or product development organization, are important to us, because they bring experience and perspective in analyzing, shaping, and overseeing the execution of important strategic, operational and policy issues at a senior level.
- *Public Company Board Experience.* Directors who have served on other public company boards can offer advice and insights with regard to the dynamics and operation of a board of directors; the relations of a board to the chief executive officer and other management personnel; the importance of particular agenda and oversight matters; and oversight of a changing mix of strategic, operational, and compliance-related matters.
- *Business Combinations and Partnerships Experience.* Directors who have a background in M&A and partnership transactions can provide insight into developing and implementing strategies for growing our business through combination with other organizations.
- *Financial Expertise.* Knowledge of financial markets, financing operations, and accounting and financial reporting processes is important because it assists our directors in understanding, advising, and overseeing Symantec's capital structure, financing and investing activities, financial reporting, and internal control of such activities.
- *Diversity.* In addition to a diverse portfolio of professional background, experiences, knowledge and skills, the composition of the Board should reflect the benefits of diversity as to gender, race, and ethnic background.

The information provided under "Director Qualifications" below each of the brief biographical descriptions set forth under Proposal 1. "Election of Directors — Nominees for Director" below includes the key individual attributes, experience and skills of each of our directors that led to the conclusion that each director should serve as a member of the board of directors at this time.

Process for Identifying and Evaluating Nominees

The Nominating and Governance Committee considers candidates by first evaluating the current members of the Board who intend to continue in service, balancing the value of continuity of service with that of obtaining new perspectives, skills and experience. If the Nominating and Governance Committee determines that an opening exists, it identifies the desired skills and experience of a new nominee, including the need to satisfy rules of the SEC and NASDAQ.

The Nominating and Governance Committee generally will evaluate each candidate based on the extent to which the candidate contributes to the range of talent, skill and expertise appropriate for the Board generally, as well as the candidate's integrity, business acumen, diversity, availability, independence of thought, and overall ability to represent the interests of Symantec's stockholders. The Nominating and Governance Committee does not assign specific weights to particular criteria, and no particular criterion is necessarily applicable to all prospective nominees. Although the Nominating and Governance Committee uses these and other criteria as appropriate to evaluate potential nominees, it has no stated minimum criteria for nominees. In addition, we do not have a formal written policy with regard to the consideration of diversity in identifying candidates; however, as discussed above, diversity is one of the numerous criteria the Nominating and Governance Committee reviews before recommending a candidate. We have from time to time engaged, for a fee, a search firm to identify and assist the Nominating and Governance Committee with identifying, evaluating and screening Board candidates for Symantec and may do so in the future.

Stockholder Proposals for Nominees

The Nominating and Governance Committee will consider potential nominees properly submitted by stockholders. Stockholders seeking to do so should provide the information set forth in our corporate Bylaws regarding director nominations. The Nominating and Governance Committee will apply the same criteria for candidates proposed by stockholders as it does for candidates proposed by management or other directors.

To be considered for nomination by the Nominating and Governance Committee at next year's annual meeting of stockholders, submissions by stockholders must be submitted by mail and must be received by the Corporate Secretary no later than May 17, 2016 to ensure adequate time for meaningful consideration by the Nominating and Governance Committee. Each submission must include the following information:

- the full name and address of the candidate;
- the number of shares of Symantec common stock beneficially owned by the candidate;
- a certification that the candidate consents to being named in the proxy statement and intends to serve on the Board if elected; and
- biographical information, including work experience during the past five years, other board positions, and educational background, such as is provided with respect to nominees in this proxy statement.

Information regarding requirements that must be followed by a stockholder who wishes to make a stockholder nomination for election to the Board for next year's annual meeting is described in this proxy statement under "Additional Information — Stockholder Proposals for the 2016 Annual Meeting."

Contacting the Board of Directors

Any stockholder who wishes to contact members of our Board may do so by mailing written communications to:

Symantec Corporation
350 Ellis Street
Mountain View, California 94043
Attn: Corporate Secretary

The Corporate Secretary will review all such correspondence and provide regular summaries to the Board or to individual directors, as relevant, will retain copies of such correspondence for at least six months, and make copies of such correspondence available to the Board or individual directors upon request. Any correspondence relating to accounting, internal controls or auditing matters will be handled in accordance with Symantec's policy regarding accounting complaints and concerns.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

Our Board currently consists of nine directors, each of whom is nominated for election at the Annual Meeting, including eight independent directors and our President and Chief Executive Officer. Each director is elected to serve a one-year term, with all directors subject to annual election. At the recommendation of the Nominating and Governance Committee, the Board has nominated the following nine persons to serve as directors for the term beginning at the Annual Meeting on November 3, 2015: Michael A. Brown, Frank E. Dangeard, Geraldine B. Laybourne, David L. Mahoney, Robert S. Miller, Anita M. Sands, Daniel H. Schulman, V. Paul Unruh and Suzanne M. Vautrinot.

Unless proxy cards are otherwise marked, the persons named as proxies will vote all proxies **FOR** the election of each nominee named in this section. Proxies submitted to Symantec cannot be voted at the Annual Meeting for nominees other than those nominees named in this proxy statement. However, if any director nominee is unable or unwilling to serve at the time of the Annual Meeting, the persons named as proxies may vote for a substitute nominee designated by the Board. Alternatively, the Board may reduce the size of the Board. Each nominee has consented to serve as a director if elected, and the Board does not believe that any nominee will be unwilling or unable to serve if elected as a director. Each director will hold office until the next annual meeting of stockholders and until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal.

Nominees for Director

The names of each nominee for director, their ages as of August 1, 2015, and other information about each nominee is shown below.

<u>Nominee</u>	<u>Age</u>	<u>Principal Occupation</u>	<u>Director Since</u>
Michael A. Brown	56	President and Chief Executive Officer	2005
Frank E. Dangeard	57	Managing Partner, Harcourt	2007
Geraldine B. Laybourne . .	68	Chairman of the Board, Kandu	2008
David L. Mahoney	61	Director	2003
Robert S. Miller	73	President and CEO, International Automotive Components Group	1994
Anita M. Sands	39	Director	2013
Daniel H. Schulman	57	President and CEO, PayPal Holdings, Inc.	2000
V. Paul Unruh	66	Director	2005
Suzanne M. Vautrinot	55	President, Kilovolt Consulting Inc.	2013

Mr. Brown has served as our President and Chief Executive Officer since September 2014 and as a member of our Board since July 2005, following the acquisition of Veritas. He previously served as our interim President and Chief Executive Officer from March 2014 to September 2014. Mr. Brown had served on the Veritas board of directors since 2003. Mr. Brown previously served as Chairman of Line 6, Inc., a provider of musical instruments, amplifiers and audio gear that incorporate digital signal processing, from October 2005 to January 2014. From 1984 until September 2002, Mr. Brown held various senior management positions at Quantum Corporation, a leader in computer storage products, and most recently as Chief Executive Officer from 1995 to 2002 and Chairman of the Board from 1998 to 2003. He has previously served as a director of a variety of public companies, including Digital Impact, Maxtor Corporation, Nektar Therapeutics and Quantum Corporation. Mr. Brown holds a master's of business administration from Stanford Business School and a bachelor's degree from Harvard University.

Director Qualifications:

- *Industry and Technology Experience* — former Chief Executive Officer and Chairman of Quantum Corporation; former member of the board of directors of Quantum Corporation, Equal Logic and Digital Impact.

- *Global Experience* — President and Chief Executive Officer of Symantec Corporation.
- *Leadership Experience* — former Chairman of Line 6, Inc. and former Chief Executive Officer and Chairman of Quantum Corporation.
- *Public Company Board Experience* — served as Chairman of Quantum Corporation and as a board member of Nektar Therapeutics, Maxtor Corporation and Digital Impact.
- *Business Combinations and Partnerships Experience* — former Chief Executive Officer of Quantum and former Chairman of Line 6.
- *Financial Experiences* — former Chief Executive Officer of Quantum; former Chairman of Line 6 and Equal Logic; and served on the Audit Committee of Digital Impact and Line 6.

Mr. Dangeard has served as a member of our Board since January 2007. He has been the Managing Partner of Harcourt, an advisory and investment firm, since March 2008. Mr. Dangeard was Chairman and Chief Executive Officer of Thomson S.A., a provider of digital video technologies, solutions and services, from September 2004 to February 2008. From September 2002 to September 2004, he was Deputy CEO of France Telecom, a global telecommunications operator. From 1997 to 2002, Mr. Dangeard was Senior Executive Vice President of Thomson and Vice Chairman in 2000. Prior to joining Thomson, Mr. Dangeard was Managing Director of SG Warburg & Co. Ltd. from 1989 to 1997, and Chairman of SG Warburg France from 1995 to 1997. Prior to that, Mr. Dangeard was a lawyer with Sullivan & Cromwell LLP, in New York and London. Mr. Dangeard also serves on the boards of Atari, Telenor, RPX Corporation and three private companies. Mr. Dangeard has previously served as a director of a variety of companies, including Moser Baer, SonaeCom SGPS, Thomson S.A. and Electricité de France S.A. He graduated from the École des Hautes Études Commerciales, the Paris Institut d'Études Politiques and from Harvard Law School.

Director Qualifications:

- *Industry and Technology Experience* — former Chairman and Chief Executive Officer of Thomson S.A. and former Deputy CEO of France Telecom
- *Global Experience* — Member of the board of directors of Telenor (Norway), former Chairman and Chief Executive Officer of Thomson S.A. (France); former Deputy CEO of France Telecom (France); former member of the board of directors of SonaeCom (Portugal) and MoserBaer (India).
- *Leadership Experience* — Managing Partner of Harcourt, Chairman of Atari, former Chairman and Chief Executive Officer of Thomson S.A., Deputy CEO of France Telecom, Chairman of SG Warburg France and Managing Director of SG Warburg & Co. Ltd.
- *Public Company Board Experience* — current member of the board of directors of Telenor, Atari and RPX; and former member of the board of directors of Electricite de France S.A., Thomson S.A., Moser Baer and SonaeCom SGPS.
- *Business Combinations and Partnerships Experience* — Chairman of SG Warburg France and lawyer at Sullivan & Cromwell LLP
- *Financial Experiences* — Chairman of the Audit Committee of Atari, former Chairman and Chief Executive Officer of Thomson, former Deputy CEO of France Telecom, former Chairman of the Audit Committee of Electricite de France, and former member of the Audit Committee of Moser Baer.

Ms. Laybourne has served as a member of our Board since January 2008. She has been the Chairman of the Board of Kandu, a children's software company, since April 2013, and was acting Chief Executive Officer from October 2014 to May 2015. Ms. Laybourne was the Chairman of the Board of Defy Media, LLC, a media company, from November 2010 to April 2015. She founded Oxygen Media in 1998 and served as its Chairman and Chief Executive Officer until November 2007 when the network was acquired by NBC Universal. Prior to starting Oxygen Media, Ms. Laybourne spent 16 years at Nickelodeon. From 1996 to 1998, Ms. Laybourne was President of Disney/ABC Cable Networks where she was responsible for overseeing cable programming for the Walt Disney Company and ABC. Ms. Laybourne is also a member of the board of directors of three private

companies in addition to Kandu. She earned a bachelor of arts degree in art history from Vassar College and a master of science degree in elementary education from the University of Pennsylvania.

Director Qualifications:

- *Leadership Experience* — Chairman of Defy Media, Founder and former Chairman and Chief Executive Officer of Oxygen Media LLC, President of Disney/ABC Cable Networks, President of Nickelodeon and Vice Chairman of MTV Networks.
- *Public Company Board Experiences* — former board member of J.C. Penney Company, Inc., Electronic Arts, Inc. and Move, Inc.
- *Business Combinations and Partnerships Experience* — Founder, former Chairman and Chief Executive Officer of Oxygen Media LLC until it was acquired by NBC Universal.

Mr. Mahoney has served as a member of our Board since April 2003. Mr. Mahoney previously served as co-Chief Executive Officer of McKesson HBOC, Inc., a healthcare services company, and as Chief Executive Officer of iMcKesson LLC, also a healthcare services company, from July 1999 to February 2001. Mr. Mahoney is a member of the board of directors of Adamas Pharmaceuticals, Corcept Therapeutics Incorporated, and two non-profit organizations as well as a trustee of the Schwab/Laudus fund family. He has previously served as a director of a variety of companies, including Tercica Incorporated. Mr. Mahoney has a bachelor's degree from Princeton University and a master's of business administration from Harvard Business School.

Director Qualifications:

- *Industry and Technology Experience* — Co-Chief Executive Officer of McKesson HBOC, Inc., Chief Executive Officer of iMcKesson LLC, various executive roles at McKesson Corporation, Principal at McKinsey & Co.
- *Leadership Experience* — Co-Chief Executive Officer of McKesson HBOC, Inc., Chief Executive Officer of iMcKesson LLC, various executive roles at McKesson Corporation, Principal at McKinsey & Co.
- *Public Company Experience* — serves on the board Corcept Therapeutics and as Lead Director at Adamas Pharmaceuticals; and served on the board of Tercica Incorporated.
- *Business Combinations and Partnerships Experience* — Co-Chief Executive Officer of McKesson HBOC, Inc., Chief Executive Officer of iMcKesson LLC, various executive roles at McKesson Corporation, Principal at McKinsey & Co.
- *Financial Experiences* — former roles at McKesson HBOC, serves on the Audit Committee of Corcept Therapeutics, the Audit and Valuation Committee of the Schwab/Laudus fund family and served on the Audit Committee of Tercica Incorporated.

Mr. Miller has served as a member of our Board since September 1994. Mr. Miller is President and CEO, International Automotive Components (IAC) Group, an automotive components supplier. He is also the Chairman of the Board of MidOcean Partners, a private equity firm specializing in leveraged buyouts, recapitalizations and growth capital investments in middle-market companies. He served as Chairman of the Board of American International Group (AIG), an insurance and financial services organization, from July 2010 to June 2015. Mr. Miller served as Chief Executive Officer of Hawker Beechcraft, an aircraft manufacturing company, from February 2012 to February 2013. He served as Executive Chairman of Delphi Corporation, an auto parts supplier from January 2007 until November 2009 and as Chairman and Chief Executive Officer from July 2005 until January 2007. From January 2004 to June 2005, Mr. Miller was non-executive Chairman of Federal Mogul Corporation, an auto parts supplier. From September 2001 until December 2003, Mr. Miller was Chairman and Chief Executive Officer of Bethlehem Steel Corporation, a large steel producer. Prior to joining Bethlehem Steel, Mr. Miller served as Chairman and Chief Executive Officer on an interim basis upon the departure of Federal Mogul's top executive in September 2000. Hawker Beechcraft filed a voluntary petition for reorganization under the United States Bankruptcy Code (USBC) in May 2012; Delphi Corporation and certain of its subsidiaries filed voluntary petitions for reorganization under the USBC in October 2005; and Federal Mogul Corporation and Bethlehem Steel Corporation and certain of their subsidiaries, filed voluntary petitions for reorganization under

the USBC in October 2001. Mr. Miller is also a member of the board of directors of AIG, WL Ross Holding Corp. and two private companies in addition to MidOcean Partners. In addition to his executive roles, Mr. Miller has previously served as a director of a variety of companies, including UAL Corporation, Reynolds American, Inc., U.S. Bancorp, and Waste Management, Inc. Mr. Miller earned a degree in economics from Stanford University, a law degree from Harvard Law School and a master's of business administration, majoring in finance from Stanford Business School.

Director Qualifications:

- *Global Experience* — Former Chairman of AIG; former Chief Executive Officer of Hawker Beechcraft, Inc.; former Chief Executive Officer of Delphi Corporation and former Vice Chairman of Chrysler Corporation.
- *Leadership Experience* — Chairman of Mid Ocean Partners; former Chairman of AIG; former Chief Executive Officer of Hawker Beechcraft, Inc.; former Chairman and Chief Executive Officer of Delphi Corporation; former Chairman and Chief Executive Officer of Federal Mogul Corporation; and former Chairman and Chief Executive Officer of Bethlehem Steel Corporation.
- *Public Company Board Experience* — serves on the board of AIG; served on the boards of s of UAL Corporation, Reynolds American, Inc., U.S. Bancorp, and Waste Management, Inc.
- *Business Combinations and Partnerships Experience* — former Chief Executive Officer of Hawker Beechcraft, Inc., Delphi Corporation and Federal Mogul Corporation; and former Vice Chairman of Chrysler Corporation.
- *Financial Experiences* — former Chief Financial Officer of Chrysler Corporation; and served on the Audit Committees of AIG, UAL Corporation, Reynolds American, Waste Management, U.S. Bancorp, Federal Mogul Corporation and Pope & Talbot.

Ms. Sands has served as a member of our Board since October 2013. Ms. Sands has served as Group Managing Director, Head of Change Leadership and a member of the Wealth Management Americas Executive Committee of UBS Financial Services, a global financial services firm, from April 2012 to September 2013. She was Group Managing Director and Chief Operating Officer of Wealth Management Americas at UBS Financial Services from April 2010 to April 2012. Prior to that, Ms. Sands was a Transformation Consultant at UBS Financial Services from October 2009 to April 2010. Prior to joining UBS Financial Services, Ms. Sands was Managing Director, Head of Transformation Management at Citigroup's Global Operations and Technology organization. Ms. Sands also held several leadership positions with RBC Financial Group and CIBC. Ms. Sands is on the board of directors of ServiceNow, Inc. She received a bachelor's degree in physics and applied mathematics from The Queen's University of Belfast, Northern Ireland, a doctorate in atomic and molecular physics from The Queen's University of Belfast, Northern Ireland and a master's degree of science in public policy and management from Carnegie Mellon University.

Director Qualifications:

- *Industry and Technology Experience* — former Managing Director and Chief Operating Officer and various executive positions of global financial services firms.
- *Global Experience* — former Managing Director and Chief Operating Officer and various executive positions of global financial services firms.
- *Leadership Experience* — former Managing Director and Chief Operating Officer and various executive positions of global financial services firms.
- *Public Company Board Experience* — serves on the board of ServiceNow, Inc.
- *Financial Experiences* — former Managing Director and Chief Operating Officer and various executive positions of global financial services firms.

Mr. Schulman has served as a member of our Board since March 2000. Mr. Schulman has served as President and Chief Executive Officer of PayPal Holdings, Inc., an online payment system company, since July 2015.

Previously, he served as Group President, Enterprise Group of American Express, a financial products and travel-related services provider, from August 2010 to September 2014. Mr. Schulman was President, Prepaid Group of Sprint Nextel Corporation, a cellular phone service provider, from November 2009 until August 2010, when Sprint Nextel acquired Virgin Mobile USA, a cellular phone service provider. Mr. Schulman served as Chief Executive Officer of Virgin Mobile USA from September 2001 to November 2009, and a member of the board of directors of Virgin Mobile USA from October 2001 to November 2009. From May 2000 until May 2001, Mr. Schulman was President and Chief Executive Officer of priceline.com Incorporated, an online travel company, after serving as President and Chief Operating Officer from July 1999. He is a member of the board of directors of Flextronics International Ltd. and a non-profit organization. He received a bachelor's degree in economics from Middlebury College, and a master's degree in business administration, majoring in Finance, from New York University.

Director Qualifications:

- *Industry and Technology Experience* — President and Chief Executive Officer of PayPal; former Group President, Enterprise Group of American Express and former Chief Executive Officer and Chief Operating Officer of priceline.com.
- *Leadership Experience* — President and Chief Executive Officer of PayPal; former Group President, Enterprise Group of American Express, former President, Prepaid Group of Sprint Nextel Corporation, former Chief Executive Officer of Virgin Mobile USA and former Chief Executive Officer and Chief Operating Officer of priceline.com.
- *Public Company Board Experience* — serves on the board of Flextronics International Ltd and served on the board of Virgin Mobile USA.
- *Business Combinations and Partnerships Experience* — President and Chief Executive Officer of PayPal; former Chief Executive Officer of Virgin Mobile USA.
- *Financial Experiences* — President and Chief Executive Officer of PayPal; former Group President, Enterprise Group of American Express, former President, Prepaid Group of Sprint Nextel Corporation, former Chief Executive Officer of Virgin Mobile USA and former Chief Executive Officer and Chief Operating Officer of priceline.com.

Mr. Unruh has served as a member of our Board since July 2005 following the acquisition of Veritas. Mr. Unruh had served on Veritas' board of directors since 2003. Mr. Unruh retired as Vice Chairman of Bechtel Group, Inc., a global engineering and construction services company, in June 2003. During his 25-year tenure at Bechtel Group, he held a number of management positions including Treasurer, Controller, and Chief Financial Officer. Mr. Unruh also served as President of Bechtel Enterprises, the finance, development and ownership arm from 1997 to 2001. He is a member of the board of directors of Heidrick & Struggles International, Inc., and three private companies. Mr. Unruh is a certified public accountant.

Director Qualifications:

- *Global Experience* — former Vice Chairman and various executive positions of Bechtel Group, Inc. and former President of Bechtel Enterprises.
- *Leadership Experience* — former Vice Chairman and various executive positions of Bechtel Group, Inc. and former President of Bechtel Enterprises.
- *Public Company Board Experience* — serves on the board of Heidrick & Struggles International Inc., and served on the boards of Move, Inc. and URS Corporation
- *Business Combinations and Partnerships Experience* — former board member of Veritas Corporation, Move, Inc. and URS Corporation.
- *Financial Experiences* — a certified public accountant; former Chief Financial Officer, Treasurer and Controller of Bechtel Group, Inc.; former President of Bechtel Enterprises; and serves on the Audit Committees of Heidrick & Struggles International, Inc. and served on the Audit Committee of Move, Inc.

Ms. Vautrinot has served as a member of our Board since October 2013. Ms. Vautrinot has been President of Kilovolt Consulting Inc., an advisory firm, since October 2013. She retired from the United States Air Force in October 2013 after over 30 years of service. During her career with the United States Air Force, she served in a number of leadership positions including Major General and Commander, 24th Air Force/Network Operations from April 2011 to October 2013; Special Assistant to the Vice Chief of Staff from December 2010 to April 2011; Director of Plans and Policy, U.S. Cyber Command from May 2010 to December 2010 and Deputy Commander, Network Warfare, U.S. Strategic Command, from June 2008 and May 2010. Ms. Vautrinot is a member of the board of directors of Ecolab, Inc., Wells Fargo & Company and a private company. She received a bachelor of science degree from the U.S. Air Force Academy, a master’s degree in systems management from University of Southern California, and completed Air Command and Staff Collage as well as Air War College.

Director Qualifications:

- *Industry and Technology Experience* — Major General and Commander (retired) and various leadership positions of United States Air Force.
- *Global Experience* — Major General and Commander (retired) and various leadership positions of United States Air Force
- *Leadership Experience* — Major General and Commander (retired) and various leadership positions of United States Air Force
- *Public Company Board Experience* — serves on the board of Ecolab, Inc. and Wells Fargo & Company.
- *Financial Experiences* — serves on the Audit Committees of Ecolab, Inc. and Wells Fargo & Company.

Summary of Director Qualifications and Experience

	Brown	Dangeard	Laybourne	Mahoney	Miller	Sands	Schulman	Unruh	Vautrinot
<i>Industry and Technology Expertise</i> . . .	√	√		√		√	√	√	√
<i>Global Expertise</i>	√	√			√	√		√	√
<i>Leadership Experience</i>	√	√	√	√	√	√	√	√	√
<i>Public Company Board Experience</i> . . .	√	√	√	√	√	√	√	√	√
<i>Business Combinations and Partnerships Experience</i>	√	√	√	√	√		√	√	
<i>Financial Expertise</i>	√	√		√	√	√	√	√	√
<i>Diversity</i>			√			√			√

Director Compensation

The Compensation Committee, which consists solely of independent directors, has the primary responsibility to review and recommend to the Board for approval the compensation programs for non-employee members of the Board, including but not limited to retainers, committee fees, committee chair fees and equity compensation. The Compensation Committee reviews the non-employee directors’ compensation annually and takes various factors into consideration when determining the Board’s annual compensation, including, but not limited to the following:

- the responsibilities of the Board, the committees and committee chairs;
- compensation paid to directors of our peer group; and
- recommendations made by the Compensation Committee’s independent compensation consulting firm, Mercer.

The policy of the Board is that compensation for independent directors should be a mix of cash and equity-based compensation. Symantec does not pay employee directors for Board service in addition to their regular employee compensation. Independent directors may not receive consulting, advisory or other compensatory fees from the Company.

Annual Fees: In accordance with the recommendation of the Compensation Committee, the Board determined the non-employee directors' compensation for fiscal year 2015 as follows:

- \$50,000 annual cash retainer
- \$15,000 annual fee for committee membership (\$20,000 for Audit membership)
- \$25,000 annual fee for chairing a committee of the Board (\$15,000 for chairing the Nominating and Governance Committee)
- \$100,000 annual fee for the Lead Independent Director/Independent Chairman

The payment of the annual cash retainer is subject to the terms of the 2000 Director Equity Incentive Plan, as amended, which allows directors to choose to receive common stock in lieu of cash for all or a portion of the retainer payable to each director for serving as a member. We pay the annual retainer fee and any additional annual fees to each director at the beginning of the fiscal year. Directors who join the Company after the beginning of the fiscal year receive a prorated cash payment in respect of their annual retainer fee and fees. These payments are considered earned when paid. Accordingly, we do not require them to be repaid in the event a director ceases serving in the capacity for which he or she was compensated.

Annual Equity Awards. Pursuant to a Non-Employee Director Grant Policy adopted by our Board, each non-employee member of the Board receives an annual award of fully-vested restricted stock under the 2013 Plan having a fair market value on the grant date equal to a pre-determined dollar value, which was \$235,000. The restricted stock awards granted for fiscal year 2015 were granted on May 13, 2014 and are fully vested.

Director Stock Ownership Guidelines: Since May 2007, the Compensation Committee has instituted the following stock ownership guidelines to better align our directors' interests with those of our stockholders:

- Directors must maintain a minimum holding of 10,000 shares of Company stock;
- New directors will have three years to reach the minimum holding level; and
- Notwithstanding the foregoing, directors may sell enough shares to cover their income tax liability on vested grants.

Symantec stock ownership information for each of our directors is shown under the heading "Security Ownership of Certain Beneficial Owners and Management" on page 29 of this proxy statement.

As a result of the Compensation Committee's annual review, no changes were made to our non-employee directors' compensation for fiscal 2015. The following table provides information for fiscal year 2015 compensation for all of our non-employee directors:

Fiscal Year 2015 Director Compensation

<u>Name</u>	<u>Fees Earned or Paid in Cash \$(1)(2)</u>	<u>Stock Awards \$(3)(4)</u>	<u>Option Awards \$(5)</u>	<u>Total (\$)</u>
Frank E. Dangeard	85,018	234,983	—	320,000
Geraldine B. Laybourne	65,018	234,983	—	300,000
David L. Mahoney	95,018	234,983	—	330,000
Robert S. Miller	75,038	234,983(6)	—	310,020
Anita M. Sands	70,018	234,983	—	305,000
Daniel H. Schulman	180,018	234,983	—	415,000
V. Paul Unruh	95,018	234,983	—	330,000
Suzanne M. Vautrinot	70,018	234,983	—	305,000

(1) Non-employee directors receive an annual retainer fee of \$50,000 plus an additional annual fee of \$15,000 (Compensation Committee and Nominating and Governance Committee) or \$20,000 (Audit Committee) for

- membership on each committee. The chair of each committee receives an additional annual fee of \$15,000 (Nominating and Governance Committee) or \$25,000 (Audit Committee and Compensation Committee).
- (2) Includes cash payout of \$17.50 for fractional share from stock awards granted to each non-employee director.
 - (3) Amounts shown in this column reflect the aggregate full grant date fair value calculated in accordance with FASC Topic 718 for awards granted during the fiscal year.
 - (4) Each non-employee director was granted 11,058 RSUs on May 13, 2014, with a per share fair value of \$21.25 and a full grant date fair value of \$234,983.
 - (5) Only one non-employee director held stock options at 2015 fiscal year-end: Mr. Miller (12,000).
 - (6) In lieu of cash, Mr. Miller received 100% of his annual retainer fee of \$50,000 in the form of our common stock. Accordingly, pursuant to the terms of the 2000 Director Equity Incentive Plan, he was granted 2,352 shares at a per share fair value of \$21.25 and a full grant date fair value of \$49,980. The balance of his fee was paid in cash as reported in the “Fees Earned or Paid in Cash” column in the table above.

**THE BOARD RECOMMENDS A VOTE “FOR” ELECTION OF
EACH OF THE NINE NOMINATED DIRECTORS.**

PROPOSAL NO. 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed KPMG LLP (“KPMG”) as Symantec’s principal independent registered public accounting firm to perform the audit of Symantec’s consolidated financial statements for fiscal year 2016. As a matter of good corporate governance, the Audit Committee has decided to submit its selection of independent audit firm to stockholders for ratification. In the event that this appointment of KPMG is not ratified by a majority of the shares of common stock present or represented at the Annual Meeting and entitled to vote on the matter, the Audit Committee will review its future selection of KPMG as Symantec’s independent registered public accounting firm.

The Audit Committee first approved KPMG as our independent auditors in September 2002, and KPMG audited Symantec’s financial statements for Symantec’s 2015 fiscal year. Representatives of KPMG are expected to attend the meeting with the opportunity to make a statement and respond to appropriate questions from stockholders present at the meeting.

Principal Accountant Fees and Services

We regularly review the services and fees from our independent registered public accounting firm, KPMG. These services and fees are also reviewed with the Audit Committee annually. In accordance with standard policy, KPMG periodically rotates the individuals who are responsible for Symantec’s audit. Symantec’s Audit Committee has determined that the providing of certain non-audit services, as described below, is compatible with maintaining the independence of KPMG.

In addition to performing the audit of Symantec’s consolidated financial statements, KPMG provided various other services during fiscal years 2015 and 2014. Symantec’s Audit Committee has determined that KPMG’s provisioning of these services, which are described below, does not impair KPMG’s independence from Symantec. The aggregate fees billed for fiscal years 2015 and 2014 for each of the following categories of services are as follows:

<u>Fees Billed to Symantec</u>	<u>2015</u>	<u>2014</u>
Audit fees(1)	\$7,773,692	\$ 9,002,082
Audit related fees(2)	1,494,333	911,038
Tax fees(3)	401,111	121,450
All other fees(4)	<u>132,858</u>	<u>91,511</u>
Total fees	<u>\$9,801,994</u>	<u>\$10,126,081</u>

The categories in the above table have the definitions assigned under Item 9 of Schedule 14A promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and these categories include in particular the following components:

- (1) “*Audit fees*” include fees for audit services principally related to the year-end examination and the quarterly reviews of Symantec’s consolidated financial statements, consultation on matters that arise during a review or audit, review of SEC filings, audit services performed in connection with Symantec’s acquisitions and statutory audit fees.
- (2) “*Audit related fees*” include fees which are for assurance and related services other than those included in Audit fees.
- (3) “*Tax fees*” include fees for tax compliance and advice.
- (4) “*All other fees*” include fees for all other non-audit services, principally for services in relation to certain information technology audits.

An accounting firm other than KPMG performs supplemental internal audit services for Symantec. Another accounting firm provides the majority of Symantec’s outside tax services.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

The Audit Committee’s policy is to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

All of the services relating to the fees described in the table above were approved by the Audit Committee.

THE BOARD RECOMMENDS A VOTE “FOR” APPROVAL OF PROPOSAL NO. 2

PROPOSAL NO. 3

ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

In accordance with Section 14A of the Exchange Act, stockholders are entitled to cast an advisory vote to approve the compensation of our named executive officers, as disclosed in this proxy statement. Accordingly, you are being asked to vote on the following resolution at the Annual Meeting:

“RESOLVED, that the compensation paid to Symantec Corporation’s named executive officers, as disclosed in this proxy statement pursuant to the Securities and Exchange Commission’s compensation disclosure rules, including the Compensation Discussion & Analysis, compensation tables and narrative discussion, is hereby approved.”

As described more fully in the Compensation Discussion & Analysis section of this proxy statement, our named executive officers are compensated in a manner consistent with our pay-for-performance philosophy and corporate governance best practices. A few highlights, which are discussed further in the Compensation Discussion & Analysis, are:

- We reward performance that meets our predetermined goals. Our compensation plans do not have guaranteed payout levels, and our named executive officers do not receive any payouts under performance-based cash or equity awards if the goals are not met. Our compensation plans are also capped to discourage excessive or inappropriate risk-taking by our executive officers.
- We continue to grant performance-based restricted stock units (“PRUs”) to our named executive officers as a regular part of our annual executive compensation program. We do not award any stock options to our executives.
- Our various incentive plans use multiple, non-duplicative measures that correlate to stockholder value, such that no single metric is overly emphasized in determining payouts.
- Our peer group consists primarily of businesses with a focus on software development, or software and engineering-driven companies that compete with us for talent. Our peer group companies are comparable to us in terms of complexity, global reach, revenue and market capitalization.
- We have long-standing stock ownership guidelines for our named executive officers, requiring them to hold a minimum value in shares so that they have an even greater financial stake in our company, thereby further aligning the interests of our executive officers with those of our stockholders. We also prohibit the sale of any shares (except to meet tax withholding obligations) if doing so would cause them to fall below the required ownership levels.
- We do not provide for gross-ups of excise tax values under Section 4999 of the Internal Revenue Code.
- We limit any potential cash severance payments to not more than 3x our executive officers’ total target cash compensation.
- We have clawback provisions in all of our executive compensation plans (providing for the return of any excess compensation received by an executive officer if our financial statements are the subject of a restatement due to error or misconduct).
- Our executive officers are prohibited from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities, and are also prohibited from pledging their Symantec stock.
- Our equity incentive plan prohibits the repricing or exchange of equity awards without stockholder approval.
- We seek stockholder feedback on our executive compensation through an annual advisory vote and ongoing stockholder engagement.

We believe that our compensation program balances the interests of all of our constituencies — our stockholders, our executive officers, the remainder of our employee base, our business partners and our community — by, among other things, focusing on achievement of corporate objectives, attracting and retaining highly-

qualified executive management and maximizing long-term stockholder value. We encourage you to read the Compensation Discussion & Analysis, compensation tables and narrative discussion in this proxy statement.

The vote to approve the compensation of our named executive officers is advisory, and therefore not binding. Although the vote is non-binding, the Compensation Committee and the Board value your opinion and will consider the outcome of the vote in establishing compensation philosophy and making future compensation decisions.

THE BOARD RECOMMENDS A VOTE “FOR” APPROVAL OF PROPOSAL NO. 3

STOCKHOLDER PROPOSAL

Proposal 4 is a stockholder proposal. If the respective stockholder proponent, or representative who is qualified under state law, is present at the Annual Meeting and submits the proposal for a vote, then the proposal will be voted upon. The stockholder proposal is included in this proxy statement exactly as submitted by the stockholder proponent. The Board's recommendation on the proposal is presented immediately following the proposal. We will promptly provide you with the name, address and, to Symantec's knowledge, the number of voting securities held by the proponent of the stockholder proposal, upon receiving a written or oral request directed to: Symantec Corporation, Attn: Scott C. Taylor, Corporate Secretary, 350 Ellis Street, Mountain View, California 94043, telephone: (650) 527-8000.

PROPOSAL NO. 4

Shareholder Proposal on International Policy Committee

Resolved: shareholders recommend that Symantec Corporation (the Company) establish an International Policy Committee with outside independent experts to oversee the Company's policies and practice regarding environment, human rights, social responsibility, regulations, and other international issues that may affect the Company's operations, performance, reputation, and shareholders' value.

Supporting Statement

According to the Company Annual Report 2014, "Symantec operates one of the largest global threat-intelligence network, and provides leading security, backup and availability solutions." (p.4) "[W]e employed more than 20,800 people worldwide, approximately 44% of whom reside in the U.S." (p. 10) The Company operates "in more than 50 countries" (p.4) and the international net revenue has been 52% for three years 2012-14 (p.41). However, none of the three primary committees (Audit, Compensation, and Nomination & Governance) or other committees (if the Company has) has the capability and function to deal with the increasing complicated international issues regarding environment, human rights, social responsibility, and regulations, which are also related the legitimacy of the Company's operation worldwide.

Especially in the dynamic Asia Pacific region, where the Company leased 1,986 square foot out of total 3,871 square foot worldwide (ibid. p. 26), the Company's core business has great opportunities as well as challenges. The Chinese government has increased regulatory pressures to foreign ICT companies. The Japanese government has utilized the 1989 Tiananmen Tragedy to abandon its peace constitution, towards rearmament and militarization to mislead the U.S. under the U.S.-Japan Security Treaties to crash with the rising power of a nationalistic China.

Partly to respond to my proposals (which I withdraw), Microsoft established a similar policy committee in 2012. It is time for the Company to establish an international policy committee to deal with today's complicated international affairs affecting our business.

Our Board of Directors' Statement in Opposition to Proposal 4

The Board unanimously recommends a vote against the proposal. Our Board believes that Symantec's policies and practices, which include appropriate Board oversight, already actively and effectively identify and address issues regarding the environment, human rights, social responsibility and international policy that are relevant to Symantec's business. As such, the Board does not believe that forming a separate international policy committee of the Board is necessary.

Symantec considers the security of information central to corporate responsibility. As access to data protection, security, and privacy continues to dominate as a key societal issue in the connected world, our attention to corporate responsibility priorities enhances our ability to create business value.

Our Board and management have demonstrated a commitment to prioritizing corporate responsibility — including ethical operation, the environment, human rights, social responsibility, and other international issues — and appropriately positioning it within the organization. We believe that integration of corporate responsibility

into everything we do is central to our company's business success and a cornerstone of value creation. Clear expectations for corporate social responsibility performance are set by the highest levels of management. Pursuant to its charter, the Nominating and Governance Committee of the Board is expressly responsible for oversight of the company's compliance with legal requirements, ethical standards, and corporate responsibility performance, including public policy and sustainability performance. The Nominating and Governance Committee actively participates in regular discussions with management regarding core matters, including the environment, human rights, and social responsibility. For more information about how the Board and management engage on matters of corporate responsibility, please visit www.symantec.com/cr and click on "Our Approach" and then "Managing Corporate Responsibility".

Our corporate responsibility strategy is organized into three pillars:

- Our People, which includes employee satisfaction, talent management and diversity and inclusion.
- Your Information, which includes, cybersecurity, online safety, privacy and customer experience.
- The World, which includes climate change, responsible sourcing, human rights and community investment.

Our priorities are established through regular engagement with a variety of stakeholder groups, including those cited by the proponent. Since 2006, Symantec has supported the ten principles of the United Nations Global Compact (UNGC) to protect human rights, uphold ethical labor conditions, preserve the environment, and combat corruption. In the years since, we have worked diligently to strengthen our own performance and encouraged other companies to adopt the UNGC's principles. We also continue to be an active member in the UNGC U.S. Network and maintain full adherence to the UNGC Advanced Criteria.

Additionally, environmental stewardship is an integral part of our business strategy. We look for and implement ways to decrease energy, water, and materials use and to integrate environmental sustainability to our products and services. For example, we continue to work towards the LEED certification goal we set for all newly owned or long-leased facilities. This initiative, along with acceptance to the Electronic Industry Citizenship Coalition reflects the passion that Symantec has for preserving our environmental resources and creating better social, economic and environmental outcomes for our industry. We are a participant in the United Nations Global Compact LEAD initiative, a platform for corporate sustainability leadership that was launched by the UNGC in 2011.

For more information about our corporate responsibility programs and performance, visit our corporate responsibility website at www.symantec.com/cr.

Given the broad, worldwide scope of our current policies and practices relating to corporate responsibility matters in the areas described by the proponent and our existing commitment to continuing engagement on these issues, our Board does not believe that adding a specific international policy committee of the Board is necessary. In our view, Symantec has in place policies and practices to adequately and effectively identify and address the various international policy issues that require our attention, and our resources are being deployed with regard to international policy issues in a manner that is in the best interest of Symantec and its stockholders.

Vote Required

This Proposal No. 4 is advisory in nature and would constitute a recommendation to our Board if it is approved by stockholders. The affirmative vote of a majority of the stock having voting power present in person or represented by proxy and entitled to vote is required to approve this Proposal No. 4. Unless you indicate otherwise, your proxy will be voted "AGAINST" this proposal.

THE BOARD RECOMMENDS A VOTE "AGAINST" PROPOSAL NO. 4.