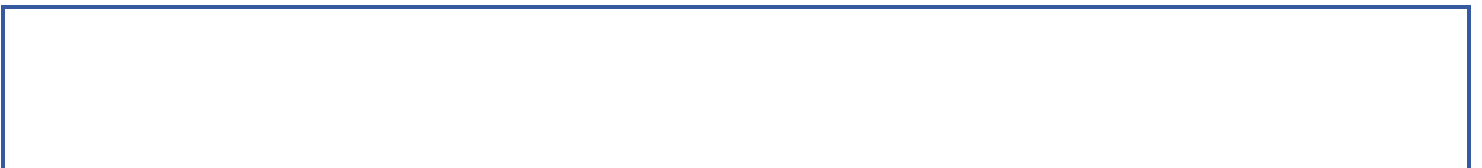
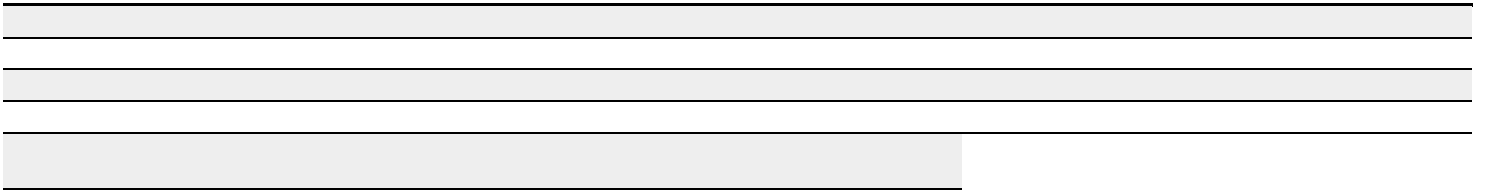


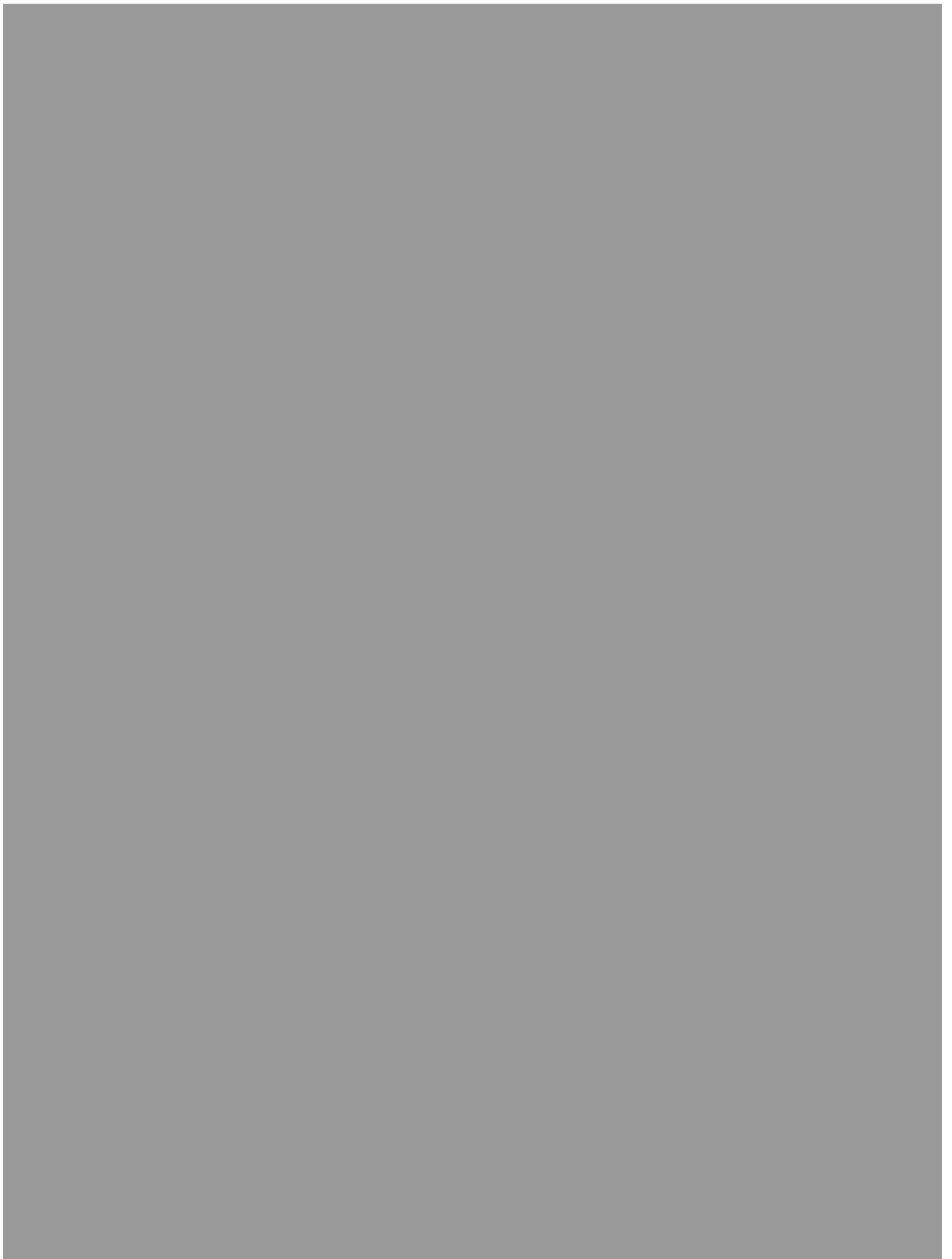


Notice of Annual Meeting of Shareholders

To Be Held On May 7, 2013







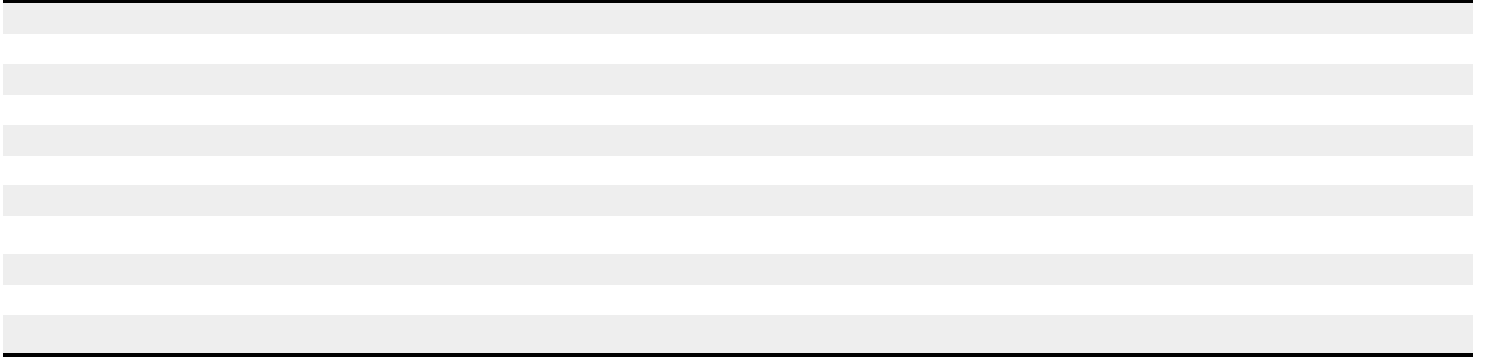
PROXY STATEMENT

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

- 1. What is the difference between a “shareholder of Lof Lof Le L e L e**
-
-
-

Abstentions and broker non-votes will have no effect with respect

Identification Miscellaneous



Richard K. Riederer

First Becam

PROPOSAL 2 APPROVE AN AMENDMENT TO SECOND AMENDED ARTICLES OF INCORPORATION TO REQUIRE MAJORITY VOTING IN UNCONTESTED DIRECTOR ELECTIONS

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Impact of Performance on 2012 Compensation

In re e

[Redacted]

[Redacted]

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[Redacted]

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[Redacted]

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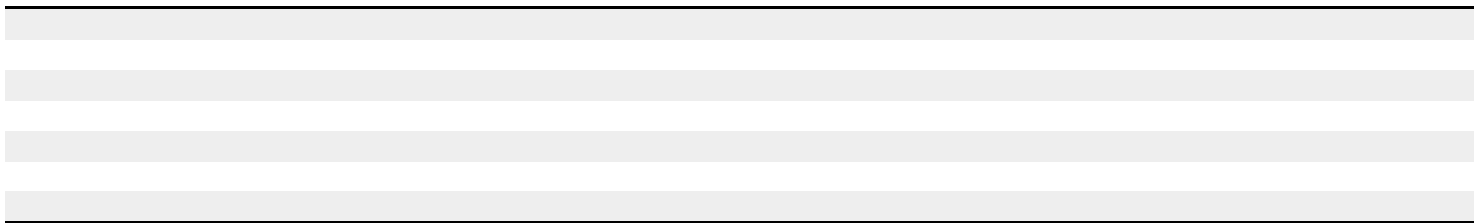
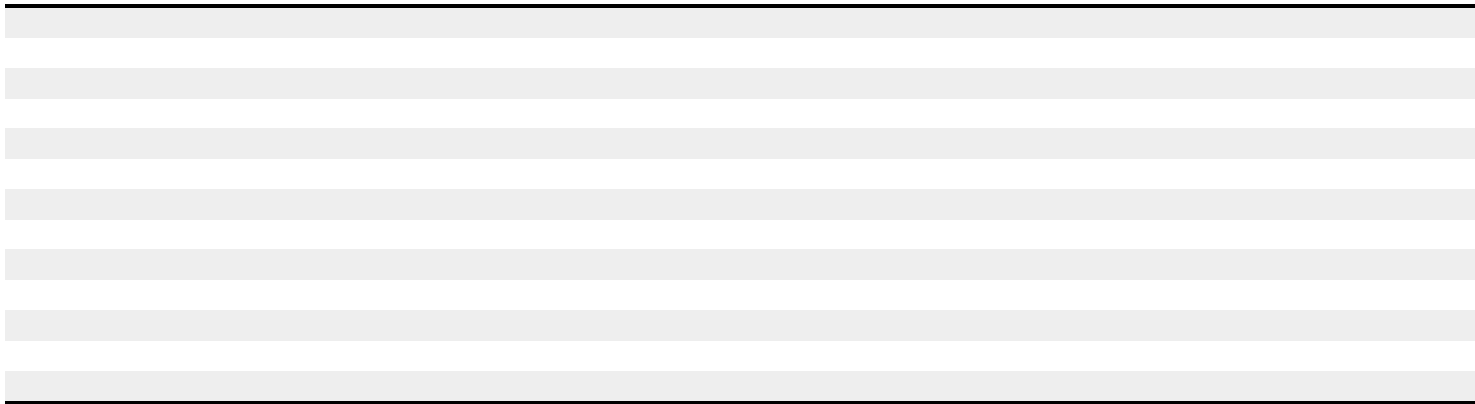
[Redacted]

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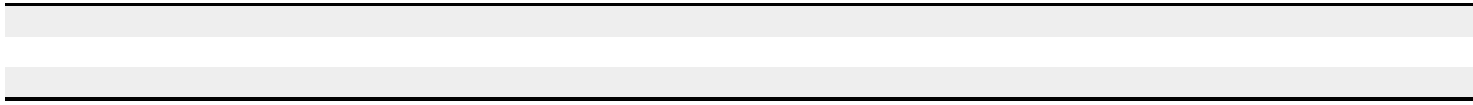
[Redacted]

2013 Award Opportunities and EMPI Plan Performance Measures. The EMPI Plan award opportunities for 2013 continue to use a “performance scorecard” with multiple performance standards that are related to our annual business plan, including profitability-related and cost control performance, and our current strategic objectives. There was no substantial change to 2013 target award opportunities for the named executive officers compared to prior years.

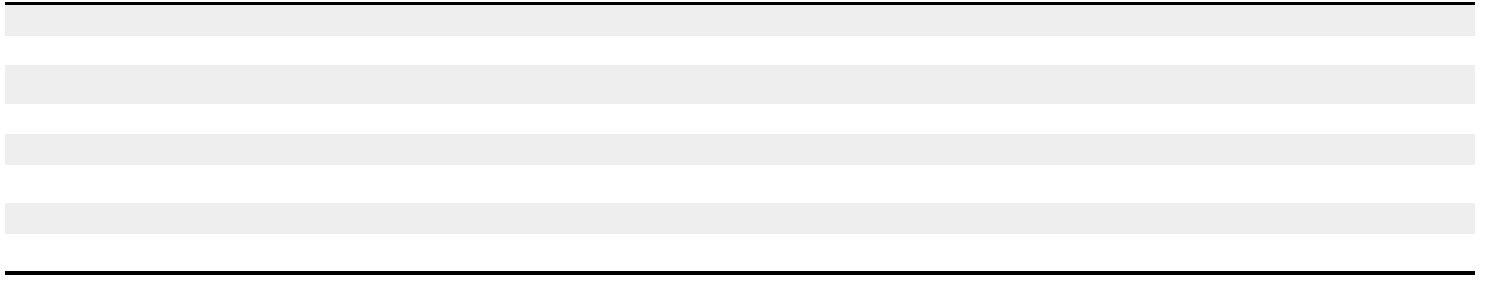
Long-Term Incentive Program ~~NER~~ Mr w X



Retirement and Deferred Compensation



Severance Agreement and Release. Effective Marc.D



[Redacted text block]

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Payments in Connection with Mr. Price's Termination

In connection with Mr. Price's involuntary termination on October 1, 2017, the following payments were made to Mr. Price:

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AUDIT COMMITTEE REPORT

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Annex A

The full text of Article Fifth of the Company's Second Amended Articles of H ¼1 e
