



Acme Packet, Inc.



APKT NASDAQ

Communications Equipment

Market Capitalization USD:

\$2,832.84 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Andrew D. Ory

Age: 45

CEO Since: 2000

	2009	2010	2011
Base Salary	\$400,000	\$415,000	\$450,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$387,137	\$441,983	\$305,923
Benefits and Perquisites	\$1,544	\$1,808	\$1,980
TOTAL ANNUAL COMPENSATION	\$788,681	\$858,791	\$757,903
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$322,875	\$869,801	\$2,552,205
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$1,111,556	\$1,728,592	\$3,310,108
Median of Other Named Executive Officers Total Compensation	\$684,200	\$1,073,885	\$1,772,068
Value Realized on Exercise of Stock Option	\$0	\$2,775,000	\$0
Value Realized on Vesting of Stock	\$17,664	\$61,755	\$308,233
TOTAL REALIZED EQUITY COMPENSATION	\$17,664	\$2,836,755	\$308,233

Proxy Date: 22 Mar 2012

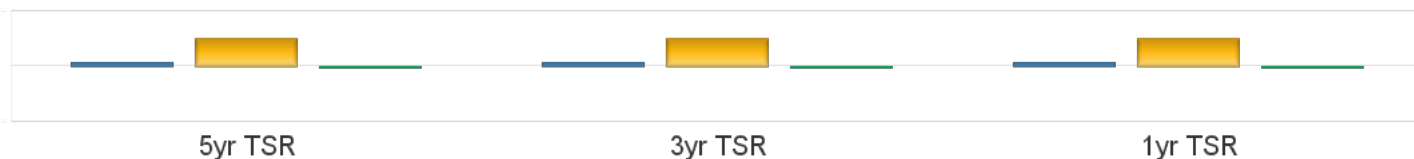
Annual Meeting Date: 4 May 2012

Equity Reserves: 15.56%

Stock Option Run Rate: 3.28%

Performance Comparison

■ vs S&P500 ■ vs Industry ■ APKT



Peer Comparisons (TRBC) =Communications Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
APKT	Acme Packet, Inc.	\$1,111,556	\$1,728,592	\$3,310,108	\$2,832,839,522
TRMB	Trimble Navigation Limited	\$3,655,538	\$6,348,794	\$6,637,941	\$4,119,912,455
HRS	Harris Corporation	\$8,598,322	\$10,707,385		\$4,052,632,014
PLCM	Polycom, Inc.	\$2,944,633	\$4,341,868		\$3,249,092,751
RVBD	Riverbed Technology, Inc.	\$3,875,651	\$5,185,183		\$3,101,856,734
JDSU	JDS Uniphase Corporation	\$5,945,954	\$2,317,663		\$2,283,965,037
ARUN	Aruba Networks, Inc.	\$2,552,312	\$400,000		\$2,209,737,246

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Aruba Networks, Inc., NetScout Systems, Inc., Emulex Corporation, Oclaro, Inc., Infinera Corporation, Riverbed Technology Inc., Inter Digital, Inc., Sonus Networks, Inc., Ixia, Tekelec

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Robert Hower	Chairman	47	Male	9	Outside
Garv J. Bowen	Member	65	Male	11	Outside Related
Russell Muirhead	Member	46	Male	1	Outside