

BRIGHTPOINT INC
Form DEF 14A
March 31, 2010

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**United States
Securities and Exchange Commission
Washington, D.C. 20549
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. __)**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- Preliminary proxy statement**
- Confidential, for use of the Commission only
(as permitted by Rule 14a-6(e)(2))**
- Definitive proxy statement**
- Definitive additional materials**
- Soliciting material pursuant to § 240.14a-12**

Brightpoint, Inc.

(Name of Registrant as Specified in Its Charter)

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

Payment of filing fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined.)

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials:

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

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March 31, 2010

Dear Shareholder:

You are cordially invited to attend the 2010 Annual Meeting of Shareholders of Brightpoint, Inc. that will be held on Tuesday, May 11, 2010, at 9:00 a.m. local time, at Brightpoint's Corporate headquarters located at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278.

As permitted by rules adopted by the United States Securities and Exchange Commission, we are mailing to many of our shareholders a notice, instead of a paper copy, of this proxy statement and our 2009 Annual Report to Shareholders. The notice contains instructions on how to access those documents over the Internet. The notice also contains instructions on how each of those shareholders can receive a paper copy of our proxy materials, including this proxy statement, our 2009 Annual Report to Shareholders and a proxy card. We believe that this process will provide our shareholders with easier access to these proxy materials, reduce the costs of printing and distributing our proxy materials and conserve environmental resources.

At the annual meeting you will be asked to vote on proposals to (1) elect as Class I directors the nominees specified in the accompanying proxy statement, and (2) ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010. In addition, you will be asked to act on such other business as may properly come before the annual meeting.

Your board of directors believes that each of the foregoing proposals is in the best interests of Brightpoint and its shareholders and, accordingly, unanimously recommends a vote FOR each of such proposals.

Enclosed is a notice of annual meeting and proxy statement containing detailed information concerning the foregoing proposals. Whether or not you plan to attend the annual meeting, we urge you to read this material carefully and encourage you to vote promptly. You may vote your shares via a toll-free telephone number or over the Internet. If you received a proxy card by mail, you may vote by signing, dating and mailing the proxy card in the envelope provided. Instructions regarding all three methods of voting are contained on the proxy card.

Thank you and I look forward to seeing you at the meeting.
Sincerely yours,

Robert J. Laikin
Chairman of the Board and
Chief Executive Officer

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
OF BRIGHTPOINT, INC.
TO BE HELD ON MAY 11, 2010**

To the Shareholders of Brightpoint, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Brightpoint, Inc., an Indiana corporation, will be held on May 11, 2010, at 9:00 a.m. local time, at Brightpoint's Corporate headquarters located at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278, to consider and vote upon the following matters, as explained more fully in the accompanying proxy statement:

1. a proposal to elect three Class I directors, each to hold office until Brightpoint's Annual Meeting of Shareholders to be held in 2013;
2. a proposal to ratify the appointment of Ernst & Young LLP as Brightpoint's independent registered public accounting firm for the fiscal year ending December 31, 2010; and
3. any other matters properly brought before the annual meeting, including approval of any adjournment or postponement of the meeting.

A live webcast of the annual meeting can be accessed through the Investors section of Brightpoint's website at www.brightpoint.com. A written report of the results of the annual meeting will be posted on Brightpoint's website following the annual meeting.

Only shareholders of record at the close of business on March 19, 2010 are entitled to notice of and to vote at the annual meeting and any adjournments or postponements thereof. You may vote your shares via a toll-free telephone number or over the Internet. If you received a proxy card by mail, you may vote by signing, dating and mailing the proxy card in the envelope provided. Whether or not you attend the meeting, it is important that your shares be represented and voted.

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Your board of directors believes that the election of the nominees specified in the accompanying proxy statement as directors at the annual meeting is in the best interests of Brightpoint and its shareholders and, accordingly, unanimously recommends a vote **FOR** such nominees. Further, the board believes that the ratification of the appointment of Ernst & Young LLP as Brightpoint's independent registered public accounting firm is in the best interests of Brightpoint and its shareholders and, accordingly, unanimously recommends a vote **FOR** such proposal. By Order of the Board of Directors,

Steven E. Fivel
Executive Vice President, General Counsel and Secretary
Indianapolis, Indiana
March 31, 2010

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE ENSURE YOU TAKE THE TIME TO CAST YOUR VOTE.

YOU MAY VOTE BY SUBMITTING YOUR PROXY BY TELEPHONE, THE INTERNET OR MAIL. IF YOU ARE A REGISTERED SHAREHOLDER AND ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE YOUR SHARES IN PERSON. IF YOU HOLD YOUR SHARES THROUGH A BANK OR BROKER AND WANT TO VOTE YOUR SHARES IN PERSON AT THE MEETING, PLEASE CONTACT YOUR BANK OR BROKER TO OBTAIN A LEGAL PROXY.

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BRIGHTPOINT, INC.

2010 PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 11, 2010

GENERAL INFORMATION

This proxy statement is furnished in connection with the solicitation of proxies by our board of directors for use at our annual meeting of shareholders to be held on May 11, 2010, at 9:00 a.m. local time, at Brightpoint's Corporate headquarters located at 7635 Interactive Way, Suite 200, Indianapolis Indiana 46278, including any adjournments or postponements thereof. At the annual meeting, Brightpoint shareholders will have the opportunity to consider and vote upon the proposals set forth in the accompanying notice to shareholders, including the following, each of which is discussed in further detail elsewhere in this proxy statement:

the election of three Class I directors to serve as such commencing immediately following the annual meeting and until the annual meeting of shareholders in 2013;

ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010; and

any other matters properly brought before the annual meeting, including approval of any adjournment or postponement of the meeting.

The board of directors of Brightpoint has unanimously approved each of the foregoing proposals and unanimously recommends that Brightpoint shareholders vote **FOR** each of the proposals set forth above, each as outlined elsewhere in this proxy statement.

A live webcast of the annual meeting can be accessed through the Investors section of Brightpoint's website at www.brightpoint.com and it is anticipated that our executive officers and certain directors will be present at the annual meeting.

Proxies in the accompanying form, duly executed and returned to Brightpoint's management and not revoked, will be voted at the annual meeting. Any proxy given by a shareholder may be revoked by the shareholder at any time prior to the voting of the proxy by a subsequently dated proxy, by written notification to Brightpoint's corporate secretary, or by personally withdrawing the proxy at the annual meeting and voting in person.

Unless otherwise indicated, all references in this proxy statement to we, us, our, our company, or the company refer to Brightpoint, Inc. and its consolidated subsidiaries.

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AVAILABILITY OF PROXY STATEMENT AND QUESTIONS AND ANSWERS ABOUT THE PROPOSALS TO BE VOTED UPON AND THE VOTING PROCEDURES

Notice of Electronic Availability of Proxy Statement and Annual Report. As permitted by rules adopted by the United States Securities and Exchange Commission (sometimes referred to as the SEC), Brightpoint is making this proxy statement and its annual report available to its shareholders electronically via the Internet. On March 31, 2010, we mailed to our shareholders a notice containing instructions on how to access this proxy statement and our annual report and vote online. If you received a notice by mail, you will not receive a printed copy of the proxy materials in the mail. The notice instructs you on how to access and review all of the important information contained in the proxy statement and annual report. The notice also instructs you on how you may submit your proxy over the Internet. If you received a notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the notice.

Q. What am I voting on?

A. You are being asked to vote on two proposals at this year's annual meeting:

Proposal 1 to elect three Class I directors (Eliza Hermann, Robert J. Laikin, and Cynthia L. Lucchese) to serve as such commencing immediately following our May 2010 annual meeting and until our annual meeting of shareholders in 2013;

Proposal 2 to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010.

In addition, you may be asked to consider and vote upon other matters that may properly come before the annual meeting, including approval of any adjournment or postponement of the meeting.

Q. Who is entitled to vote at the annual meeting?

A. Shareholders of record as of the close of business on March 19, 2010, the record date, are entitled to vote on each of the proposals at the annual meeting. Each shareholder is entitled to one vote per each share of our common stock held by such shareholder on the record date with respect to each proposal.

Q. How do I vote?

A. Shareholders can vote in person at the annual meeting or by proxy. There are three ways to vote by proxy:
By Telephone You can vote by telephone by calling 1-800-690-6903 and following the instructions on the notice or the printed proxy card;

By Internet You can vote over the Internet at www.proxyvote.com by following the instructions on the notice or the printed proxy card; or

By Mail If you received your proxy materials by mail, you can vote by mail by signing, dating and mailing the enclosed proxy card.

Telephone and Internet voting facilities for shareholders of record will be available 24 hours a day and will close at 11:59 p.m. (EDT) on May 10, 2010.

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If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Telephone and Internet voting also will be offered to shareholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you plan to vote your shares in person at the annual meeting, you should contact your broker or agent to obtain a legal proxy or broker's proxy card and bring it to the annual meeting in order to vote.

Q. How may I revoke or change my vote?

- A. You have the right to revoke your proxy any time before the meeting by (a) notifying Brightpoint's corporate secretary of your revocation or (b) returning a later-dated proxy. The last vote received chronologically will supersede any prior vote. You may also revoke your proxy by voting in person at the annual meeting. Attendance at the meeting, without voting at the meeting, will not in and of itself serve as a revocation of your proxy.

Q. What does it mean if I receive more than one notice or set of proxy materials?

- A. It may mean that you are the registered holder of shares in more than one account. You may call our transfer agent, American Stock Transfer & Trust Company, at 1-800-937-5449, if you have any questions regarding the share information or your address appearing on the notice or proxy materials.

Q. What is Householding?

- A. The SEC's Householding rule affects the delivery of our annual disclosure documents (such as annual reports, proxy statements, notices of internet availability of proxy materials and other information statements) to shareholders. Under this rule, we are allowed to deliver a single set of our annual report and proxy statement to multiple shareholders at a shared address or household, unless a shareholder at that shared address delivers contrary instructions to us through our transfer agent, American Stock Transfer & Trust Company. Each shareholder will continue to receive a separate proxy card or voting instruction card even when a single set of materials is sent to a shared address under the Householding rule. The Householding rule is designed to reduce the expense of sending multiple disclosure documents to the same address.

If you are a registered shareholder and you want to request a separate copy of this proxy statement or accompanying annual report, you may send a request to Brightpoint Inc. at 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278, Attention: Investor Relations and a copy will be promptly sent to you. If you wish to receive separate documents in future mailings, please contact our transfer agent, American Stock Transfer & Trust. Our 2009 annual report and this proxy statement are also available through our website at www.brightpoint.com.

Two or more shareholders sharing an address can request delivery of a single copy of annual disclosure documents if they are receiving multiple copies by contacting American Stock Transfer & Trust in the manner set forth above.

Q. Who will count the votes?

- A. It is expected that a vice president of Brightpoint will tabulate the votes and act as the inspector of election.

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Q. What constitutes a quorum?

A. A majority of the outstanding shares, present or represented by proxy, of Brightpoint's common stock will constitute a quorum for the annual meeting. As of the record date, there were 70,112,982 shares of Brightpoint common stock, \$.01 par value per share, issued and outstanding.

Q. How many votes are needed for Proposal 1 the election of the three Class I directors?

A. Assuming a quorum is present, the three Class I directors will be elected by a plurality of the votes cast at the annual meeting, meaning the three nominees receiving the highest number of votes will be elected as directors. Only votes cast for a nominee will be counted, except that a properly executed proxy that does not specify a vote with respect to the nominees will be voted for the three nominees whose names are printed on the proxy card (Eliza Hermann, Robert J. Laikin, and Cynthia L. Lucchese). Because the vote on this proposal is determined by a plurality of the votes cast, neither abstentions nor broker non-votes (as described below) will have any effect on the election of directors.

Q. How many votes are needed to approve the other Proposal?

A. Assuming a quorum is present, the affirmative vote of the holders of a majority of the shares of Brightpoint common stock represented at the annual meeting, either in person or by proxy, and entitled to vote at the annual meeting is required for Proposal 2 to pass. As described below, for this proposal, abstentions and broker-non votes will have the same effect as a vote against the proposal.

Q. What happens if I abstain from voting?

A. If an executed proxy card is returned and the shareholder has explicitly abstained from voting on any proposal, the shares represented by the proxy will be considered present at the annual meeting for the purpose of determining a quorum. In addition, while they will not count as votes cast in favor of the proposal, they will count as votes cast on the proposal. As a result, other than with respect to Proposal 1, which will be determined by a plurality of the votes cast, an abstention on a proposal will have the same effect as a vote against the proposal.

Q. What is a broker non-vote ?

A. A broker non-vote occurs when a broker submits a proxy that does not indicate a vote for one or more of the proposals because the broker has not received instructions from the beneficial owner on how to vote on such proposals and does not have discretionary authority to vote in the absence of instructions. While broker non-votes will be counted for the purposes of determining whether a quorum exists at the annual meeting, they will not be considered to have voted on any of the proposals on which such instructions have been withheld. In the case of those proposals requiring a majority vote in favor of the proposal, they will have the same effect as a vote against the proposal.

Q. Who bears the cost of soliciting of proxies?

A. The entire cost of soliciting proxies, including the costs of preparing, assembling, printing and mailing the notice and, as applicable, this proxy statement, the proxy and any additional soliciting material furnished to shareholders, will be borne by us. In addition, arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy materials to the beneficial owners of stock, and

we may reimburse such persons for their expenses.

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**PROPOSAL 1:
TO ELECT THREE CLASS I DIRECTORS**

General

Our by-laws provide that our board of directors be divided into three classes (Class I, Class II and Class III). At each annual meeting of shareholders, directors constituting one class are elected for a three-year term. At this year's annual meeting, three Class I directors will be elected to hold office for a term expiring at the annual meeting of shareholders to be held in 2013. Based upon the review of and recommendation by our board's Corporate Governance and Nominating Committee, the board has nominated Eliza Hermann, Robert J. Laikin and Cynthia L. Lucchese to serve as Class I directors.

In July 2009, Jorn Jensen and Jan Gesmar-Larsen resigned from the board of directors in connection with the company's purchase of shares from NC Telecom Holding A/S (NC Holding) and in accordance with the terms of the shareholder agreement entered into between the company and NC Holding upon the closing of the company's purchase of Dangaard Telecom A/S. In October 2009 Thorlief Krarup resigned from the board of directors in connection with the purchase by the company of shares from NC Holding and under the Settlement Agreement entered into between the company and NC Holding that extinguished NC Holding's right to designate candidates for consideration by the Corporate Governance and Nominating Committee of Brightpoint's board of directors. Cynthia L. Lucchese and Gov. Thomas J. Ridge were approved as directors and joined the board of directors in August 2009 and September 2009, respectively.

Each of the directors will be elected to serve during his or her term until a successor is elected and qualified or until the director's earlier resignation or removal.

At this year's annual meeting, the proxies granted by shareholders will be voted individually for the election, as directors of Brightpoint, of the persons listed below, unless a proxy specifies that it is not to be voted in favor of a nominee for director. Effective January 1, 2010, your broker is no longer permitted to vote on your behalf with respect to the election of the directors unless you affirmatively provide your broker with instructions as to how you wish to vote your shares. You may not vote your proxy for the election of a person to fill a directorship for which no nominee is named in this proxy statement. If, at the time of the annual meeting, any of the nominees named in the enclosed proxy should be unable or decline to serve as a director, the proxies are authorized to be voted for such substitute nominee or nominees as the board recommends. The board has no reason to believe that any nominee will be unable or decline to serve as a director.

Recommendation of our Board of Directors

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR
THE ELECTION OF THE NOMINEES SPECIFIED BELOW.**

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The following table sets forth for each nominee, his or her age, a brief description of his or her principal occupation and business experience during the past several years, certain other directorships held and how long he or she has been a director of Brightpoint. None of the nominees, except Robert J. Laikin who is the company's Chief Executive Officer, is employed by Brightpoint or any entity that is an affiliate of Brightpoint:

Nominees for Class I Directors

(Term expires in 2013)

Name of director	Age	Principal occupation and other information
Eliza Hermann	48	<i>Ms. Hermann</i> has been a member of our board of directors since January 2003, and is currently chairperson of our Compensation and Human Resources Committee and a member of our Corporate Governance and Nominating Committee. She also serves as a Non-Executive Director on the board of the National Health Service for Hertfordshire in the UK, where she is chairperson of the Finance and Performance Committee, and she holds a Crown appointment as an independent Civil Service Commissioner. She was formerly employed by BP plc from 1985-2008 where she served most recently as Vice President Human Resources at global headquarters for 7 years, and was previously part of the business leadership in the oil and gas exploration and production division for over 10 years. She has particular experience in developing and implementing business strategy, emerging market entry, mergers and acquisitions including pre deal due diligence and post deal integration, and in all aspects of human resources. Throughout her career she has focused on international business, having led projects in over 20 countries in Asia, Europe, the Middle East, the countries of the former Soviet Union, and in North and South America. She was instrumental in the establishment of several Joint Ventures in Russia and Central Asia, and during the late 1990's she was integrally involved in the merger of British Petroleum and Amoco Corporation, participating in the organization design and cultural integration of the two companies.
Robert J. Laikin	46	<i>Mr. Laikin</i> , founder of Brightpoint, has served as a member of our board of directors since its inception in August 1989 and serves on its Strategy Committee. Mr. Laikin has been Chairman of the Board and Chief Executive Officer of Brightpoint since January 1994. Mr. Laikin was President of Brightpoint from June 1992 until September 1996 and Vice President and Treasurer of Brightpoint from August 1989 until May 1992. From July 1986 to December 1987, Mr. Laikin was Vice President and, from January 1988 to February 1993, President of Century Cellular Network, Inc., a company engaged in the retail sale of cellular telephones and accessories.

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Name of director	Age	Principal occupation and other information
Cynthia L. Lucchese	49	<i>Ms. Lucchese</i> has been a member of our board of directors since August 2009 and is a member of our Audit Committee. Ms. Lucchese was elected Senior Vice President and Chief Financial Officer of Hillenbrand effective February 2008. From 2005 to 2007, she served as Senior Vice President and Chief Financial Officer for Thoratec Corporation. Prior to that, she worked 10 years for Guidant Corporation, now a part of Boston Scientific Corporation, in a variety of senior finance roles, including Vice President and Treasurer, Corporate Controller and Chief Accounting Officer, and Vice President of Finance and Administration of the Guidant Sales Corporation. Ms. Lucchese also serves on the Audit Committee of the Indiana Sports Corporation, a not-for-profit entity.

Incumbent Class II and Class III Directors

The following two tables set forth similar information with respect to incumbent Class II and Class III directors who are not nominees for election at the annual meeting:

Class II Directors

(Term expires in 2011)

Name of director	Age	Principal occupation and other information
Marisa E. Pratt	45	<i>Ms. Pratt</i> has served as a member of our board of directors since January 2003 and is currently a member of our Audit Committee. Since 2009, Ms. Pratt has held the position of Senior Director of Global Finance at IHS Inc. Prior to that, Ms. Pratt was employed by Eli Lilly and Company, a pharmaceutical company, in various finance and treasury related positions. Ms. Pratt served as Vice President of Corporate Services and Chief Financial Officer of Eli Lilly Canada beginning in October of 2002 and she also served as a member of Eli Lilly Canada's Senior Management team and as the Product Team's Director of Finance.

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Name of director	Age	Principal occupation and other information
Richard W. Roedel	60	<p><i>Mr. Roedel</i> has served as a member of our board of directors and as chairman of our Audit Committee since October 2002 and currently serves as a member of our Corporate Governance and Nominating Committee. Mr. Roedel is a director, and chairman of the Audit Committee of Sealy Corporation, Lorillard, Inc. and Broadview Network Holdings, Inc., and is a director and member of the Audit Committee of IHS Inc. and Luna Innovations Incorporated, where he also serves as non-executive chairman. He is also a director of the Association of Audit Committee Members, Inc., a non-profit organization. Mr. Roedel was a director and chairman of the Audit Committee of Dade Behring Holdings, Inc. from October 2002 until November 2007 when Dade was acquired by Siemens AG. Mr. Roedel served in various capacities while with Take-Two Interactive Software, Inc. from November 2002 to June 2005, including as its chairman and chief executive officer. From 1999 to 2000, Mr. Roedel was chairman and chief executive officer of the accounting firm BDO Seidman LLP, the United States member firm of BDO International. Before becoming chairman and chief executive officer, he was the managing partner of BDO Seidman's New York metropolitan area from 1994 to 1999, the managing partner of its Chicago office from 1990 to 1994 and an audit partner from 1985 to 1990. Mr. Roedel is a certified public accountant.</p>

Class III Directors

(Term to expire in 2012)

Name of director	Age	Principal occupation and other information
Gov. Thomas J. Ridge	64	<p>Governor Ridge has served as a member of our board of directors since September 2009 and is a member of our Strategy Committee. Governor Ridge is President and Chief Executive Officer of Ridge Global, LLC, Washington, D.C., a global strategic consulting company. He has held that position since July 2006. From April 2005 to July 2006, he was President and Chief Executive Officer of Thomas Ridge LLC. From October 2001 to February 2005, Governor Ridge was Secretary of the U.S. Department of Homeland Security. Prior to his service as Secretary of Homeland Security, he was Governor of Pennsylvania from 1995 to 2001. He is a director of The Hershey Company, Exelon Corporation and Vonage Holdings Corp.</p>

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Name of director	Age	Principal occupation and other information
Jerre L. Stead	67	<p><i>Mr. Stead</i> has served as a member of our board of directors since June 2000 and currently serves as our lead independent director. Mr. Stead is a member of our Compensation and Human Resources Committee and chairman of our Corporate Governance and Nominating Committee. Mr. Stead has been Chairman of IHS Inc. since December 2000 and its Chief Executive Officer since September 2006. From August 1996 to June 2000, Mr. Stead served as Chairman of the Board and Chief Executive Officer of Ingram Micro Inc., a worldwide distributor of information technology products and services. Mr. Stead served as Chairman, President and Chief Executive Officer of Legent Corporation, a software development company from January 1995 until its sale in September 1995. From 1993 through 1994, Mr. Stead was Executive Vice President of American Telephone and Telegraph Company, a telecommunications company, and Chairman and Chief Executive Officer of AT&T Global Information Solutions, a computer and communications company, formerly NCR Corp. Mr. Stead was President of AT&T Global Business Communications Systems, a communications company, from 1991 to 1993. Mr. Stead was Chairman, President and Chief Executive Officer from 1989 to 1991 and president from 1987 to 1989 of Square D Company, an industrial control and electrical distribution products company. In addition, he held numerous positions during a 21-year career at Honeywell. Mr. Stead is currently a Director of Armstrong Holdings, Inc., Conexant Systems, Mobility Electronics, Inc. and TBG Group.</p>
Kari-Pekka Wilska	62	<p><i>Mr. Wilska</i> has served as a member of our board of directors since November 2005 and is chairperson of our Strategy Committee. Since November 2005, Mr. Wilska has been a venture partner in Austin Ventures, a venture capital fund that focuses on investing in Texas. Mr. Wilska served in a variety of leadership positions in Nokia's U.S. mobile phone operations from 1993 to 2004, including as President of Nokia, Inc. (Nokia Americas) from 1999 to December 2004 and as President of Vertu Ltd., a subsidiary of Nokia, Inc. From November 2004 until December 2005, Mr. Wilska served as a director of Zarlink Semiconductor Inc., and from December 2005 until it was merged with LSI Corporation, Mr. Wilska served as a director of Agere Systems, a global leader in semiconductors and software solutions for storage, mobility and networking markets. From June 2004 until its merger with American Tower Corporation in August 2005, Mr. Wilska served as a director of SpectraSite, Inc. Mr. Wilska also serves on the boards of directors of 724 Solutions Inc., BlackSand Inc., Sotto Wireless Inc., Mavenir Systems Inc., and PulseWave RF Inc.</p>

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Directors Qualifications

In furtherance of our corporate governance principles, each of our directors brings unique qualities and qualifications to the company's board. We believe that all of our director nominees and directors have a reputation for honesty, integrity and adherence to high ethical standards. They each have demonstrated business acumen, leadership and an ability to exercise sound judgment, as well as a commitment to serve Brightpoint and our board. The following descriptions demonstrate the qualifications of each director:

Class I Directors:

Eliza Hermann:

Ms. Hermann's extensive international business experience, her experience of successfully integrating the cultures of two diverse global companies and her years of leadership in human resources, including executive compensation and succession planning, have strengthened the company's efforts to capitalize on multinational expansion opportunities as well as bringing appropriate Board oversight to the Company's compensation and people processes.

Robert J. Laikin:

Mr. Laikin brings his very close relationships with numerous senior executives at wireless equipment manufacturers and wireless network operators, as well as other leaders in the wireless industry. These relationships have been forged through over twenty years of Mr. Laikin's wireless industry leadership experience. Mr. Laikin possesses unrivaled qualifications in managing an organization devoted to the wireless industry supply chain.

Cynthia L. Lucchese:

Ms. Lucchese brings to the board her strong experience in financial strategy within the context of complex multinational corporations. She is a certified public accountant with extensive experience in accounting and has robust practical experience from serving as the chief financial officer of a public company. Ms. Lucchese has also been determined to be an audit committee financial expert as defined under Item 407(d) (5) (ii) of Regulation S-K of the SEC.

Class II Directors:

Marisa E. Pratt:

Ms. Pratt's broad and diverse background in finance for a Fortune 200 company with a global financial presence allows our board to better evaluate opportunities and manage risks as the company increases its international ties. Ms. Pratt is a financial expert and provides the board with a critical view over the company's financial operation and has been determined to be an audit committee financial expert as defined under Item 407(d) (5) (ii) of Regulation S-K of the SEC.

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Richard W. Roedel:

Mr. Roedel's combination of decades of experience in public accounting and his status as a leading authority on issues facing audit committees enhances our Audit Committee's ability to effectively carry out its functions. His leadership of the Audit Committee provides the board with a well seasoned financial expert that is capable to provide the requisite oversight of the company's financial processes including assessment of the overall internal control function.

Mr. Roedel has been determined to be an audit committee financial expert as defined under Item 407(d) (5) (ii) of Regulation S-K of the SEC.

Class III Directors:

Gov. Thomas J. Ridge:

Governor Ridge has been a recognized leader in both government and industry and this allows him to bring a unique set of leadership qualities to our board as it helps guide the company through risk management assessment, global strategic issues, supply chain safety and corporate security in an increasingly complex business environment.

Jerre L. Stead:

Mr. Stead brings to the board his many years of experience as a corporate leader for IT and communications companies, which allows the board to better oversee the company's growth efforts in the fast paced wireless industry. Mr. Stead has served as our Lead Independent Director and takes an active role in many vital areas of board oversight. He is able to provide this valuable service to the company as a result of his service on numerous boards of directors and having served as the CEO of Fortune 500 companies.

Kari-Pekka Wilska:

Mr. Wilska's leadership experience with Nokia provides us with a strong industry perspective to the board as it analyzes paths to further strengthen the company. Mr. Wilska has numerous contacts with handset manufacturers and wireless network operators on an international basis. Coupled with his technical background and international business experience, Mr. Wilska is uniquely qualified to provide strategic oversight to the company.

Meetings of the Board of Directors

During the fiscal year ended December 31, 2009, our board of directors held nine meetings and took action three times by unanimous consent in lieu of a meeting. During 2009, each member of the board, except Mr. Jensen who, as further described in this Proxy Statement, resigned from the board in 2009, participated in at least 75% of all board and applicable committee meetings held during the period in which he or she was a director. The board of directors and each of its committees met regularly in executive sessions. Our board of directors is generally not required to attend our annual meeting of shareholders. Seven of the members of our board attended our 2009 annual meeting in person.

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Board Committees

Our board of directors maintains an Audit Committee, a Corporate Governance and Nominating Committee, a Compensation and Human Resources Committee and a Strategy Committee. Each of these committees, except for the Strategy Committee, is comprised solely of persons who meet the definition of an independent director under our governance principles and NASDAQ Marketplace Rules. Each of these committees has adopted a charter, and each of these charters is available on our website www.brightpoint.com.

The functions of each of the board committees are described below:

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee is responsible for developing and reviewing the effectiveness of our corporate governance guidelines, recommending appropriate board and board committee structures and membership, establishing procedures for the director nomination process and recommending nominees for election to the board. In 2009, the Corporate Governance and Nominating Committee met five times and took action three times by unanimous written consent in lieu of a meeting. The Corporate Governance and Nominating Committee considers qualified nominees for election to our board of directors, including those recommended by shareholders following the procedures set forth in this proxy statement under the section entitled Shareholder Proposals for Next Annual Meeting, based on the criteria and standards set forth below under the section entitled Director Selection Process. In addition, the members of this committee are responsible for analyzing and approving the compensation for our directors. The current members of the Corporate Governance and Nominating Committee are:

Jerre L. Stead, Chair,

Eliza Hermann and

Richard W. Roedel.

Audit Committee

The Audit Committee has the responsibility to oversee the integrity of the company's financial statements and the related system of internal controls, the internal audit function, the selection and performance of our independent registered public accountants and compliance with the company's code of business conduct and ethics and applicable legal and regulatory requirements. During 2009, the Audit Committee held twelve meetings and took action one time by unanimous consent in lieu of a meeting. The current members of the Audit Committee are:

Richard W. Roedel, Chair,

Cynthia L. Lucchese and

Marisa E. Pratt

None of the members of the Audit Committee are employees of Brightpoint and each meets the independence requirements under our governance principles and NASDAQ Marketplace Rules and financial literacy requirements under NASDAQ Marketplace Rules. In addition, our board of directors has determined that Mr. Roedel is an audit committee financial expert as defined under Item 407(d) (5) (ii) of Regulation S-K of the SEC and it has been determined that, subject to ratification by our board of

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directors at its next meeting, that Ms. Lucchese and Ms. Pratt are also audit committee financial experts.

Compensation and Human Resources Committee

The Compensation and Human Resources Committee has responsibility for approving our compensation policies and for reviewing and recommending for approval by our board of directors all elements of compensation for our officers and other highly compensated members of management. The Compensation and Human Resources Committee provides oversight of the administration of our compensation program. The committee also provides oversight of the administration of the issuance of securities under our equity-based compensation plans and cash incentive and deferred compensation plans for our executives. The Compensation and Human Resources Committee also has responsibility for reviewing the supplementary benefits paid to our executive officers as well as retirement and other benefits and any special compensation. In addition, the committee reviews and recommends for approval by our board executive employment agreements, severance agreements and change of control provisions for our Chief Executive Officer and other senior executives. The committee also directs the succession planning process for our Chief Executive Officer and other senior executives. The committee provides oversight of our global diversity activities and reviews its charter and evaluates its performance as a committee on an annual basis.

The Compensation and Human Resources Committee met eight times in 2009 and took action one time by unanimous consent in lieu of a meeting. The committee has direct access to independent legal counsel and independent compensation consultants for survey data and other information as it deems appropriate, and it utilized these independent counsel and consultants from time to time during the year.

The current members of the Compensation and Human Resources Committee are:

Eliza Hermann, Chair, and

Jerre L. Stead

Strategy Committee

The Strategy Committee has responsibility for the oversight of our strategic plan. The committee works to maintain a cooperative, interactive strategic planning process with the company's executive management and works to identify and set strategic goals and expectations. The committee also reviews potential acquisitions, joint ventures, and strategic alliances. The Strategy Committee met one time in 2009.

The current members of the Strategy Committee are:

K.P. Wilska, Chair,

Gov. Thomas J. Ridge, and

Robert J. Laikin

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Director Selection Process

The qualities and skills sought in prospective members of the board are determined by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee requires that director candidates be qualified individuals who, if added to our board, would provide the mix of director characteristics and diverse experiences, perspectives and skills appropriate for us. The criteria for selection of candidates will include, but not be limited to: (i) business and financial acumen, as determined by the Corporate Governance and Nominating Committee in its discretion, (ii) relevant education or training, (iii) a commitment to business ethics and the Brightpoint Values, (iv) tenure and breadth of experience in a significant leadership capacity, as well as a proven record of accomplishment and ability to work with others, (v) knowledge of our industry, (vi) relevant experience and knowledge of corporate governance practices, and (vii) expertise in an area relevant to our company. The Corporate Governance and Nominating Committee also seeks candidates who could create a diverse mix of industry expertises, functional and positional experiences and who have held leadership positions in both private industry and government. Any prospective director nominee must be independent under NASDAQ Marketplace Rules and our corporate governance principles. Such nominees should not have commitments that would conflict with the time commitments of being our director. Such nominees shall be of high repute and recognized integrity and not have been convicted in a criminal proceeding or be named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses). Such nominees shall not have been found in a civil proceeding to have violated any federal or state securities or commodities law, and shall not be subject to any court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity. Such nominees shall have other characteristics considered appropriate for membership on our board of directors, as determined by our Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee will consider candidates for director nominees put forward by shareholders. The proposal should state how the proposed candidate meets the criteria described above and the shareholder must comply with the other requirements set forth in the section in this proxy statement entitled Shareholder Proposals for Next Annual Meeting. The Corporate Governance and Nominating Committee will consider candidates proposed by shareholders by evaluating such candidates in the same manner and using the criteria described above. The Corporate Governance and Nominating Committee will also adhere to all applicable laws and regulations.

Director Compensation

General

Our Corporate Governance and Nominating Committee is responsible for approving and recommending to our board of directors, our directors' compensation. Each year, the Corporate Governance and Nominating Committee initiates discussions with respect to directors' compensation for the following year at its August committee meeting. At this meeting, the committee typically reviews director compensation surveys from off-the-shelf sources such as the NACD or Corporate Board Member magazine and commences discussions regarding any philosophical shifts or external trends in the marketplace. Thereafter, more data is compiled and reviewed by the members of the committee. Then, at its November meeting, the Corporate Governance and Nominating Committee discusses all the data collected and prepares its recommendation to the board. The committee's general philosophy is one of not wanting to change director compensation each year, i.e., it has an explicit view that changing director compensation annually would be too frequent.

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2009 Director Compensation

On December 20, 2007, our board of directors, upon the recommendation of the Corporate Governance and Nominating Committee, approved the compensation plan for our independent directors for 2008, 2009 and 2010. The board's independent director compensation for those years will be paid entirely in cash as opposed to a combination of cash and equity. Each independent director, except for the lead independent director, will receive an annual cash retainer of \$120,000. In addition, the chairs of the Audit, Compensation and Human Resources, Strategy, and Corporate Governance and Nominating Committees will receive additional annual fees of \$80,000, \$30,000, \$10,000 and \$30,000, respectively. The lead independent director will receive an annual cash retainer of \$250,000, but will not be eligible to receive any additional compensation for board service, including for serving as chair of a committee.

Accordingly, the board no longer requires that any portion of annual board compensation be paid in shares of stock. Instead, in February 2009, our board of directors adopted an independent director stock ownership policy, which requires that directors shall beneficially own shares of our common stock with a market value of at least one and one-half (1^{1/2}) times the annual cash retainer. Each director must achieve these requirements within five years of the adoption of this policy. The board has modified our corporate governance principles to be consistent with this new compensation structure.

In February 2009 the board also adopted our executive stock ownership policy, which requires that the Chief Executive Officer beneficially own shares of our common stock with a market value of at least one and one-half (1^{1/2}) times his annual base salary and that our other named executive officers beneficially own shares of our common stock with a market value at least equal their annual base salary.

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The following table sets forth information concerning the compensation of our directors except for Robert J. Laikin, our chief executive officer and chairman of our board of directors, during our fiscal year ended December 31, 2009:

Name	Fees earned or paid in cash (\$)	Stock awards \$(¹)	Total
Jerre L. Stead	\$250,000	\$ 0	\$250,000
Eliza Hermann	\$150,000	\$ 0	\$150,000
Richard W. Roedel	\$200,000	\$ 0	\$200,000
Kari-Pekka Wilska	\$120,000	\$ 0	\$120,000
Marisa E. Pratt	\$120,000	\$ 0	\$120,000
Gov. Thomas J. Ridge	\$ 40,000	\$ 0	\$ 40,000
Cynthia L. Lucchese	\$ 45,000	\$ 0	\$ 45,000
Jan Gesmar Larsen, Jorn Jensen, Thorlief Krarup(2)	\$ 59,540	\$ 0	\$ 59,540

(1) As of December 31, 2009, there were no unvested restricted stock awards held by the directors.

(2) Messrs. Jensen and Gesmar-Larsen resigned from the board of directors effective July 28, 2009 in connection with the company's purchase of shares from NC Telecom Holding A/S (NC Holding) and in

accordance with the terms of the shareholder agreement entered into between the company and NC Holding upon the closing of the company's purchase of Dangaard Telecom A/S. Mr. Krarup resigned from the board of directors effective October 1, 2009 in connection with the purchase by the company of shares from NC Holding and under the Settlement Agreement entered into between the company and NC Holding that extinguished NC Holding's right to designate candidates for consideration by the Corporate Governance and Nominating Committee of Brightpoint's board of directors to become nominees for election to Brightpoint's board of directors. Each

of
Messrs. Jensen
Gesmar-Larsen
and Krarup
received fees in
the amount of
\$59,540 for
their service as a
director in 2009.

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Corporate Governance

Corporate Governance Principles

The board of directors of Brightpoint has adopted a set of corporate governance principles which are consistent with the board's responsibility for management oversight. These governance principles are designed to strengthen our company and protect the interests of Brightpoint shareholders while helping to ensure the continued vitality of the board. Copies of these governance principles may be accessed at our website www.brightpoint.com.

Highlights of the corporate governance principles adopted by the board include:

requiring that the board consist of a majority of independent directors and adopting a definition of independent director that is designed to help ensure that persons who serve as independent directors are truly independent;

appointing a lead independent director to act as a liaison between the board and management;

limiting the compensation that can be paid by Brightpoint to the members of the board to only compensation relating to their board or board committee service;

requiring the chairperson of the Audit Committee to be a financial expert;

prohibiting independent directors or their family members from conducting business with Brightpoint;

establishing director compensation practices intended to align more closely the interest of the independent directors with Brightpoint's shareholders; and

encouraging the independent directors to meet in executive session.

Director Independence

The board has determined that all of our current directors, with the exception of Mr. Laikin (our Chairman and Chief Executive Officer), have met the independence requirements set forth in our corporate governance principles and NASDAQ Marketplace Rules. In making determinations regarding a director's independence, the board considers all relevant facts and circumstances, including the director's commercial, banking, consulting, legal, accounting, charitable and familial relationships, and such other criteria as the board may determine from time to time.

Combination of Board Chairperson and Chief Executive Officer

At the present time the board believes that combining the positions of Chairperson and Chief Executive Officer is more beneficial than separating the positions because it allows for a more unified vision and corporate leadership. The board further believes that the company's ongoing commitment to good governance practices, its strong focus on an independent board of directors, the frequent use of executive sessions at board meetings and for all board committees, and the robust role the company requires of its lead independent director all mitigate the potential negative aspects of combining the Chairperson and Chief Executive Officer positions.

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Risk Oversight

The company's risk mitigation strategy begins with a regular review of financial and broader, enterprise-level, strategic risks by our executive management team. The executive management team then prioritizes the risks and reports to the Audit Committee, which is charged with oversight of the company's enterprise risk management process. The Audit Committee, along with the other board committees and the full board, develops and continuously refines plans to mitigate both financial and strategic risks. The full board regularly conducts discussions about the most significant risks that may impact the company. The independent composition of the board and the depth and breadth of experience of the board members create both a structure and the capacity to effectively manage risk.

Shareholder Communications with Directors

Our board of directors, through its Corporate Governance and Nominating Committee, has established a process for shareholders to send communications to the board. You may communicate with the board, individually or as a group, by writing to: The Board of Directors of Brightpoint, Inc. c/o Corporate Secretary, 7635 Interactive Way, Suite 200, Indianapolis, Indiana 46278 or via e-mail: board.directors@brightpoint.com. You should identify your e-mail or other communication as being from a Brightpoint shareholder in the subject line of such communication. The corporate secretary may require reasonable evidence that your communication or other submission is made by a Brightpoint shareholder before transmitting your communication to the board of directors.

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Our board of directors elects executive officers annually, following our annual meeting of shareholders, to serve until the meeting of the board following the next annual meeting of our shareholders. The following management table sets forth the name of each executive officer as of the record date (all of which, except for Anurag Gupta also served as such as of December 31, 2009) and the principal positions and offices he holds with Brightpoint. The table also sets forth the current directors of Brightpoint. See the section entitled "Proposal 1" above for additional information relating to each of the directors listed below:

Name	Age	Position(s)
Robert J. Laikin (4)	46	Chairman of the Board, Chief Executive Officer and Class I Director
J. Mark Howell	45	President, Americas
Anthony W. Boor	47	Executive Vice President, Chief Financial Officer and Treasurer
Steven E. Fivel	49	Executive Vice President, General Counsel and Secretary
R. Bruce Thomlinson	48	President, Asia Pacific
John Alexander du Plessis Currie	45	Executive Vice President and Chief Information Officer
Anurag Gupta	45	President, Europe, Middle East and Africa
Eliza Hermann (1)(2)	48	Class I Director
Cynthia L. Lucchese (3)	49	Class I Director
Gov. Thomas J. Ridge (4)	64	Class III Director
Marisa E. Pratt (3)	45	Class II Director
Richard W. Roedel (1)(3)	60	Class II Director
Jerre L. Stead (1)(2)	67	Class III Director
Kari-Pekka Wilska (4)	62	