

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>FEI COMPANY 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1991</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FEI COMPANY</u> <u>5350 NE DAWSON CREEK DR.</u> <u>HILLSBORO, OR 97124</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>93-0621989</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>503-726-7500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>334410</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>93-0621989</u>	2c Plan Sponsor's telephone number <u>503-726-7500</u>	2d Business code (see instructions) <u>334410</u>	
2b Employer Identification Number (EIN) <u>93-0621989</u>					
2c Plan Sponsor's telephone number <u>503-726-7500</u>					
2d Business code (see instructions) <u>334410</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2015	BRAD THIES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 984
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 793
a(2) Total number of active participants at the end of the plan year	6a(2) 773
b Retired or separated participants receiving benefits	6b 2
c Other retired or separated participants entitled to future benefits.....	6c 209
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 984
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 2
f Total. Add lines 6d and 6e	6f 986
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 938
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 35
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>FEI COMPANY 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FEI COMPANY</u>	D Employer Identification Number (EIN) <u>93-0621989</u>	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
<u>FIDELITY INVESTMENTS INSTITUTIONAL</u>

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	18213	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	2256	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON ASSET INST - DST SYSTEMS, IN 43-1581814	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLK RK EQUITY DIV I - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LOOMIS SM CAP VAL I - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.15%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF GROWTH I - BOSTON FINANCIAL D 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH I - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM REAL RETURN INST - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.03%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP SHORT TERM BOND - T. ROWE PRIC 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>FEI COMPANY 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FEI COMPANY</u>		D Employer Identification Number (EIN) <u>93-0621989</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	0	0
	(2) Participant contributions.....	1b(2)	0	0
	(3) Other.....	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1972488	1654576
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common.....	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property).....	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans.....	1c(8)	1560896	1564027
	(9) Value of interest in common/collective trusts	1c(9)	4918462	4304102
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	94837621	101074185
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	103289467	108596890

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	103289467	108596890
---	-----------	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2082035	
(B) Participants	2a(1)(B)	6773352	
(C) Others (including rollovers)	2a(1)(C)	508635	
(2) Noncash contributions	2a(2)	0	9364022
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	272	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	50589	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		50861
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7856781	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		7856781
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		32808
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-1909896
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		15394576

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	10055920	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		10055920
f Corrective distributions (see instructions).....	2f		3676
g Certain deemed distributions of participant loans (see instructions).....	2g		7063
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	18213	
(4) Other.....	2i(4)	2281	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		20494
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		10087153

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5307423
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: KIECKHAFFER SCHIFFER & COMPANY LLP

(2) EIN: 33-0688321

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		1000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>FEI COMPANY 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FEI COMPANY</u>	D Employer Identification Number (EIN) <u>93-0621989</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

FEI COMPANY 401(k) PLAN

Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

EIN #: 93-0621989

Plan #: 001

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, interest rate, collateral, and par, or maturity value	(d) Cost**	(e) Current value
		Mutual funds:		
	PIMCO Funds	Total Return Fund Institutional Class	\$	2,499,555
	Morgan Stanley Investment Management Inc.	Growth Portfolio Class I		5,410,489
	Morgan Stanley Investment Management Inc.	Mid Cap Growth Fund Class I		8,079,393
	BlackRock Advisors LLC	Equity Dividend Fund Institutional Shares		7,939,189
	PIMCO Funds	Real Return Fund Institutional Class		1,031,397
	Loomis Sayles & Company LP	Small Capital Value Fund Institutional Class		3,587,405
	Vanguard Investments	Inflation-Protected Securities Fund Admiral Shares		560,328
	T. Rowe Price Associates Inc.	Short Term Bond Fund		134,216
	Baron Investment Funds	Asset Fund Institutional Class		5,064,867
	Artisan Partners Funds, Inc.	Mid Cap Value Fund Investor Shares		2,009,368
	Thornburg Investment Management Inc.	International Value Fund Class R6		5,937,965
*	Fidelity Investments	Spartan Extended Market Index Fund Investor Class		2,793,390
*	Fidelity Investments	Spartan International Index Fund Investor Class		2,474,778
*	Fidelity Investments	Fund Class K		11,057,342
*	Fidelity Investments	Puritan Fund Class K		4,673,845
*	Fidelity Investments	Freedom K Income Fund		613,615
*	Fidelity Investments	Freedom K 2005 Fund		66,144
*	Fidelity Investments	Freedom K 2010 Fund		1,290,290
*	Fidelity Investments	Freedom K 2015 Fund		2,040,533
*	Fidelity Investments	Freedom K 2020 Fund		3,721,602
*	Fidelity Investments	Freedom K 2025 Fund		3,046,217
*	Fidelity Investments	Freedom K 2030 Fund		5,258,070
*	Fidelity Investments	Freedom K 2035 Fund		1,885,587
*	Fidelity Investments	Freedom K 2040 Fund		3,130,081
*	Fidelity Investments	Freedom K 2045 Fund		1,595,431
*	Fidelity Investments	Freedom K 2050 Fund		1,178,956
*	Fidelity Investments	Spartan U.S. Bond Index Fund Advantage		3,013,636
*	Fidelity Investments	Spartan 500 Index Fund Investor Class		10,704,056
*	Fidelity Investments	Freedom K 2055 Fund		276,440
		Total mutual funds		101,074,185
		Common collective trust fund:		
*	Fidelity Investments	Managed Income Portfolio		4,304,102
		Money market fund:		
*	Fidelity Investments	Retirement Government Money Market		1,654,576
*	Participant loans	Interest ranging from 3.25%–7.75% and maturing through 2024	—	1,564,027
				<u>\$ 108,596,890</u>

* Represents a party-in-interest with respect to the Plan

** As all investments are participant-directed, cost information has been omitted.

See accompanying independent auditors' report and notes to financial statements.

FEI COMPANY 401(k) PLAN

Financial Statements and Supplemental Schedule
December 31, 2014 and 2013

With Independent Auditors' Report

KS&Co

Kieckhafer Schiffer & Company LLP
CERTIFIED PUBLIC ACCOUNTANTS

FEI COMPANY 401(k) PLAN
December 31, 2014 and 2013

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Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)	13
Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



Kieckhafer Schiffer & Company LLP
CERTIFIED PUBLIC ACCOUNTANTS

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Independent Auditors' Report

To the 401(k) Committee and Participants
FEI Company 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of FEI Company 401(k) Plan which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6 which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2014 and 2013 and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedule

The supplemental schedule of assets (held at end of year) as of December 31, 2014 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in black ink that reads "Kieckhafer Schiffer & Company LLP". The signature is written in a cursive, flowing style.

KIECKHAFFER SCHIFFER & COMPANY LLP

September 4, 2015
Portland, Oregon

FEI COMPANY 401(k) PLAN

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets:		
Participant-directed investments – at fair value (Notes 3 and 4):		
Mutual funds	\$ 101,074,185	\$ 94,837,621
Common collective trust fund	4,304,102	4,918,462
Interest-bearing cash (money market account)	<u>1,654,576</u>	<u>1,972,488</u>
Total investments	<u>107,032,863</u>	<u>101,728,571</u>
Receivables:		
Notes receivable from participants	<u>1,564,027</u>	<u>1,560,896</u>
Net assets available for benefits at fair value	108,596,890	103,289,467
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(62,911)</u>	<u>(74,136)</u>
Net assets available for benefits	<u>\$ 108,533,979</u>	<u>\$ 103,215,331</u>

See accompanying independent auditors' report and notes to financial statements.

FEI COMPANY 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Additions:		
Investment income:		
Net appreciation (depreciation) in fair value of mutual funds (Notes 3 and 4)	\$ (1,909,624)	\$ 13,647,007
Interest and dividend income	<u>7,900,814</u>	<u>3,768,154</u>
Net investment income	<u>5,991,190</u>	<u>17,415,161</u>
Interest on notes receivable from participants	50,589	48,322
Contributions:		
Participant contributions	6,773,352	6,489,499
Employer contributions	2,082,035	2,079,071
Rollover contributions	<u>508,635</u>	<u>440,214</u>
Total contributions	<u>9,364,022</u>	<u>9,008,784</u>
Total additions	15,405,801	26,472,267
Deductions:		
Benefits paid to participants	10,066,659	4,464,171
Administrative expenses	<u>20,494</u>	<u>21,061</u>
Total deductions	<u>10,087,153</u>	<u>4,485,232</u>
Increase in net assets available for benefits	5,318,648	21,987,035
Net assets available for benefits – beginning of year	<u>103,215,331</u>	<u>81,228,296</u>
Net assets available for benefits – end of year	<u>\$ 108,533,979</u>	<u>\$ 103,215,331</u>

See accompanying independent auditors' report and notes to financial statements.

FEI Company 401(k) Plan

Notes to Financial Statements

December 31, 2014 and 2013

(1) Description of Plan

The following description of the FEI Company 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering all employees of FEI Company (the Company) based in the United States who are 18 years of age or older and interns who have completed at least 1,000 hours of service and are 21 years of age or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The 401(k) Committee and Plan Administrator control and manage the operation and administration of the Plan. Fidelity Management Trust Company (FMTTC) acts as trustee for the Plan. Fidelity Investments Institutional Operations Company, Inc. (FIIOCI) acts as recordkeeper of the Plan.

(b) Contributions

Participants may contribute up to 60% of eligible annual compensation, as defined by the Plan subject to Internal Revenue Code (IRC) limits. Participants who attain 50 years of age before the close of the year are eligible to make additional catch-up contributions as described in the Plan document. The Plan includes an automatic enrollment feature whereby new employees are automatically enrolled after 30 days of employment with a 3% deferral rate unless they elect another deferral percentage or choose not to participate in the Plan.

The Company makes matching contributions equal to 100% of the first 3% of compensation, as defined, that a participant contributes to the Plan. The Company may also make a discretionary profit sharing contribution to be determined at Plan year-end by the Board of Directors. Discretionary profit sharing contributions were not made during the 2014 or 2013 Plan years. Participants may also rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

(c) Participant Accounts

Individual accounts are valued daily and maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Company discretionary contributions, participant forfeitures and plan earnings, and charged with withdrawals and an allocation of plan losses and administrative expenses. Allocations are based on participant earnings (losses) or account balances. The benefit to which a participant is currently entitled to is the benefit that can be provided by the participant's vested account.

(d) Investments

Participants direct the investment of their contributions and the Company's matching and discretionary contributions, if any, into various investment options offered by the Plan. The Plan currently offers several mutual funds, a common collective trust fund, and a money market fund as

investment options for participants. Participants may change their investment allocation or make transfers between funds on a daily basis.

(e) Vesting

Participants are immediately vested in their contributions plus actual earnings (losses) thereon. Vesting in the Company contribution portion of their accounts plus actual earnings (losses) thereon is based on years of credited service. A participant is 33% vested after one year of credited service, 66% vested after two years of credited service and 100% vested after three years of credited service.

(f) Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance reduced by the highest outstanding loan amount during the past twelve months, whichever is less. Participants may only have one loan outstanding at any given time. Loan transactions are treated as a transfer between the investment funds and the loan fund. Loan terms range from one to five years or up to ten years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Plan Administrator (rates ranged from 3.25% to 7.75% on loans outstanding at December 31, 2014 with maturity dates through 2024). Principal and interest is paid ratably through payroll deductions. The custodian charges each participant obtaining a loan a onetime set-up fee and an annual maintenance fee.

(g) Payment of Benefits

Upon termination, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account balance or defer receipt of distribution and remain in the Plan until retirement age. Distributions cannot be deferred if the participant's vested account balance is \$5,000 or less, in which case vested account balances exceeding \$1,000 will be distributed to an individual retirement account for the benefit of the participant and vested account balances less than \$1,000 will be distributed to the participant as a lump-sum.

(h) Hardship Withdrawals

Upon certain conditions, participants, while still employed by the Company, are permitted to withdraw, in a single sum, a portion of their elective deferrals, rollover contributions, and vested employer matching contributions as a result of an immediate and heavy financial need. These conditions include unreimbursed medical expenses, the purchase of the participant's principal residence, the payment of post-secondary education tuition, the payment of burial or funeral costs of immediate family members, the payment of natural disaster clean-up on the participant's principal residence or to prevent eviction or foreclosure from the participant's principal residence. A participant's right to make deferrals to the Plan will be suspended for six months after the receipt of a hardship withdrawal.

(i) Forfeited Amounts

Forfeited balances of terminated participants' nonvested amounts are used first to pay administrative expenses of the Plan and any remaining amounts are used to reduce future employer contributions. During the years ended December 31, 2014 and 2013, Company contributions were reduced by approximately \$39,000 and \$0, respectively, from forfeited amounts. At December 31, 2014 and 2013, forfeited nonvested amounts available to reduce Company contributions and plan administrative expenses were approximately \$43,000 and \$48,000, respectively.

(2) Summary of Significant Accounting Policies

(a) *Basis of Accounting*

The financial statements of the Plan are prepared based on the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America.

(b) *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) *Investment Valuation and Income Recognition*

The Plan's investments are stated at fair value. Shares of mutual funds are based on quoted market prices, which represent the net asset value (NAV) of shares held by the Plan at year-end. The common collective trust fund is stated at fair value, as determined by the issuer of the common collective trust fund, and is based on the fair market value of the underlying investments. The common collective trust fund with the underlying investments in benefit-responsive investment contracts are valued at the fair market value of the underlying investments and then adjusted by the issuer to contract value.

The Fidelity Managed Income Portfolio Fund (MIP) is a stable value fund that is a common collective trust fund of the Fidelity Group Trust for Employee Benefit Plans. The portfolio is an open-end commingled pool dedicated exclusively to the management of assets of defined contribution plans. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Certain events, such as a change in law, regulation, or administrative ruling or employer-initiated termination of the Plan, may limit the ability of the Plan to transact the common collective trust fund at contract value with the issuer. Contract value represents the contributions made to the fund, plus earnings, less participant withdrawals. The overall effective yield and crediting interest rate for the MIP was 1.67% and 1.07%, respectively, for 2014 and 1.54% and 0.89%, respectively, for 2013. Earnings from the investment are included in interest and dividend income on the accompanying statements of changes in net assets available for benefits.

The statements of net assets available for benefits present the fair value of the investments in the common collective trust fund relating to fully benefit-responsive investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from a fair value to contract value basis. The statements of changes in net assets available for benefits are presented on a contract value basis and are not affected by the Financial Accounting Standards Board's (the FASB's) guidance. Fair value of the contract is valued at the asset value per unit as determined by the common collective trust fund as of the valuation date, which is determined using a market approach on the basis of the relative interest of each participating investor in the fair value of the underlying net assets of the trust, which approximates fair value.

Net appreciation (depreciation) in fair value of mutual funds consists of the net change in unrealized gains or losses during the year and the realized gain or loss on investments sold during the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

(d) Benefit Payments

Benefit payments to participants are recorded upon distribution.

(e) Administrative Expenses

The Plan's expenses are substantially paid by the Company or the Plan, as provided by the Plan document. For the years ended December 31, 2014 and 2013, direct expenses of \$20,494 and \$21,061, respectively, were paid by the Plan.

(f) Notes Receivable from Participants

Notes receivable from participants are carried at amortized cost plus accrued interest.

(g) New Accounting Pronouncement

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. ASU 2015-07 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, to remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendment also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. ASU 2015-07 is effective for fiscal years beginning after December 15, 2015 and should be applied retrospectively. Management does not expect this ASU to have a material impact on the financial statements.

(3) Investments

The Plan's investments that exceeded 5% of net assets available for benefits as of December 31, 2014 and 2013 are as follows:

	2014	2013
Fidelity Fund Class K	\$ 11,057,342	\$ 10,867,491
Morgan Stanley Mid Cap Growth Fund Class I	8,079,393	8,943,923
Thornburg International Value Fund Class R6	5,937,965	7,041,435
Fidelity Spartan 500 Index Fund Investor Class	10,704,056	8,398,257
BlackRock Equity Dividend Fund Institutional Shares	7,939,189	7,220,795

During the years ended December 31, 2014 and 2013, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) by (\$1,909,624) and \$13,647,007, respectively.

(4) Fair Value of Investments

ASC 820 establishes a framework for fair value measurements, which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 — inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 — Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The factors or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those investments.

Following are the Plan's investments carried at fair value on a recurring basis as of December 31, 2014 and 2013:

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 1,654,576	\$ -	\$ -	\$ 1,654,576
Mutual funds:				
Bond funds	7,239,132	-	-	7,239,132
Growth funds	35,550,056	-	-	35,550,056
Value funds	9,948,557	-	-	9,948,557
Blend funds	19,559,629	-	-	19,559,629
Allocation funds	4,673,845	-	-	4,673,845
Retirement income funds	613,615	-	-	613,615
Target-date mutual funds:				
Conservative allocation	7,118,569	-	-	7,118,569
Moderate allocation	13,319,955	-	-	13,319,955
Large blend allocation	3,050,827	-	-	3,050,827
Common collective trust fund	-	4,304,102	-	4,304,102
	<u>\$ 102,728,761</u>	<u>\$ 4,304,102</u>	<u>\$ -</u>	<u>\$ 107,032,863</u>

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 1,972,488	\$ -	\$ -	\$ 1,972,488
Mutual funds:				
Bond funds	6,472,795	-	-	6,472,795
Growth funds	36,279,664	-	-	36,279,664
Value funds	9,505,623	-	-	9,505,623
Blend funds	15,084,511	-	-	15,084,511
Allocation funds	4,587,394	-	-	4,587,394
Retirement income funds	405,756	-	-	405,756
Target-date mutual funds:				
Conservative allocation	8,086,837	-	-	8,086,837
Moderate allocation	12,079,474	-	-	12,079,474
Large blend allocation	2,335,567	-	-	2,335,567
Common collective trust fund	-	4,918,462	-	4,918,462
	<u>\$ 96,810,109</u>	<u>\$ 4,918,462</u>	<u>\$ -</u>	<u>\$ 101,728,571</u>

Following is a description of the valuation methodologies used for assets measured at fair value:

Money Market Fund – Money market fund is stated at cost, which approximates fair value.

Mutual Funds – Mutual funds are valued at quoted market prices, which represent the NAV of the securities held in such funds.

Common Collective Trust Fund – The common collective trust fund is valued at the NAV per unit as determined by the collective trust as of the valuation date, which is determined using a market approach on the basis of the relative interest of each participating investor in the fair value of the underlying net assets of the trust, which approximates fair value.

The following table provides information regarding redemption of investments where the NAV has been used as a practical expedient to measure fair value at December 31, 2014 and 2013:

	2014	2013	Redemption Frequency	Redemption Notice Period
Common collective trust fund	\$ 4,304,102	\$ 4,918,462	Daily	1-2 days

There were no unfunded commitments at December 31, 2014 and 2013.

(5) Risks and Uncertainties

The Plan assets are invested in a variety of investments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

(6) Information Certified by the Trustee

FMTC, the trustee of the Plan, has certified that the following information included in the financial statements and supplemental schedule as of and for the years ended December 31, 2014 and 2013 is complete and accurate:

- Participant-directed investments – at fair value
- Notes receivable from participants
- Adjustment from fair value to contract value for fully benefit-responsive investment contracts
- Net investment income
- Interest on notes receivable from participants
- Investments (Note 3)
- Schedule of Assets (Held at End of Year)

(7) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of any termination of the Plan, or upon complete or partial discontinuance of contributions, the accounts of each affected participant shall become fully vested.

(8) Federal Income Tax Status

The current Plan utilizes FMTC's Nonstandard Prototype Profit Sharing/401(k) Plan document (Fidelity Prototype Plan Document). FMTC received an opinion letter from the IRS for the Fidelity Prototype Plan Document dated March 31, 2008 stating that the Plan as then designed was in compliance with the applicable sections of the IRC. The Plan has been amended since the date of the opinion letter; however, management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. Therefore, no provision for income taxes has been included in the Plan's financial statements for 2014 or 2013.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine

audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2011.

(9) Exempt Party-in-Interest Transactions

Certain plan investments are shares of mutual funds or interests in a common collective trust fund managed by FIIOCI under the control of FMTC. As FIIOCI, the recordkeeper of the Plan, and FMTC, the trustee of the Plan, are both wholly owned subsidiaries of FMR Corporation, these transactions qualify as exempt party-in-interest transactions.

The Plan sponsor, FEI Company, is a party-in-interest to the Plan; however, there were no transactions with the Plan sponsor other than the funding of contributions to the Plan and payment of certain administrative expenses of the Plan.

(10) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Plan's Form 5500 at December 31:

	2014	2013
Net assets available for benefits per the financial statements	\$ 108,533,979	\$ 103,215,331
Adjustment to contract value	62,911	74,136
Net assets available for benefits per the Form 5500	<u>\$ 108,596,890</u>	<u>\$ 103,289,467</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31:

	2014	2013
Increase in net assets available for benefits per the financial statements	\$ 5,318,648	\$ 21,987,035
Change in adjustment from fair value to contract value for fully benefit-responsive investment contracts	(11,225)	(70,309)
Participant contributions receivable	-	17,373
Employer contributions receivable	-	7,030
Increase in net assets available for benefits per the Form 5500	<u>\$ 5,307,423</u>	<u>\$ 21,941,129</u>

(11) Subsequent Events

The Plan has evaluated subsequent events through September 4, 2015, the date the financial statements were available for issuance.

FEI COMPANY 401(k) PLAN

Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

EIN #: 93-0621989

Plan #: 001

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, interest rate, collateral, and par, or maturity value	(d) Cost**	(e) Current value
		Mutual funds:		
	PIMCO Funds	Total Return Fund Institutional Class	\$	2,499,555
	Morgan Stanley Investment Management Inc.	Growth Portfolio Class I		5,410,489
	Morgan Stanley Investment Management Inc.	Mid Cap Growth Fund Class I		8,079,393
	BlackRock Advisors LLC	Equity Dividend Fund Institutional Shares		7,939,189
	PIMCO Funds	Real Return Fund Institutional Class		1,031,397
	Loomis Sayles & Company LP	Small Capital Value Fund Institutional Class		3,587,405
	Vanguard Investments	Inflation-Protected Securities Fund Admiral Shares		560,328
	T. Rowe Price Associates Inc.	Short Term Bond Fund		134,216
	Baron Investment Funds	Asset Fund Institutional Class		5,064,867
	Artisan Partners Funds, Inc.	Mid Cap Value Fund Investor Shares		2,009,368
	Thornburg Investment Management Inc.	International Value Fund Class R6		5,937,965
*	Fidelity Investments	Spartan Extended Market Index Fund Investor Class		2,793,390
*	Fidelity Investments	Spartan International Index Fund Investor Class		2,474,778
*	Fidelity Investments	Fund Class K		11,057,342
*	Fidelity Investments	Puritan Fund Class K		4,673,845
*	Fidelity Investments	Freedom K Income Fund		613,615
*	Fidelity Investments	Freedom K 2005 Fund		66,144
*	Fidelity Investments	Freedom K 2010 Fund		1,290,290
*	Fidelity Investments	Freedom K 2015 Fund		2,040,533
*	Fidelity Investments	Freedom K 2020 Fund		3,721,602
*	Fidelity Investments	Freedom K 2025 Fund		3,046,217
*	Fidelity Investments	Freedom K 2030 Fund		5,258,070
*	Fidelity Investments	Freedom K 2035 Fund		1,885,587
*	Fidelity Investments	Freedom K 2040 Fund		3,130,081
*	Fidelity Investments	Freedom K 2045 Fund		1,595,431
*	Fidelity Investments	Freedom K 2050 Fund		1,178,956
*	Fidelity Investments	Spartan U.S. Bond Index Fund Advantage		3,013,636
*	Fidelity Investments	Spartan 500 Index Fund Investor Class		10,704,056
*	Fidelity Investments	Freedom K 2055 Fund		276,440
		Total mutual funds		101,074,185
		Common collective trust fund:		
*	Fidelity Investments	Managed Income Portfolio		4,304,102
		Money market fund:		
*	Fidelity Investments	Retirement Government Money Market		1,654,576
*	Participant loans	Interest ranging from 3.25%–7.75% and maturing through 2024	—	1,564,027
				<u>\$ 108,596,890</u>

* Represents a party-in-interest with respect to the Plan

** As all investments are participant-directed, cost information has been omitted.

See accompanying independent auditors' report and notes to financial statements.