

MSC INDUSTRIAL DIRECT CO INC (MSM)

2025 DEF 14A · filed 2025-12-11 · CIK 0001003078

Headline facts

CEO TOTAL PAY

\$5,873,837

Erik Gershwind · 2025 · + 32% YoY

CEO PAY RATIO ITEM 402(U)

88 to 1

Median employee: \$66,908

SAY ON PAY

Not disclosed

COMPENSATION COMMITTEE CD&A

Compensation Committee

Governance policies

CLAWBACK

present

PLEDGING

prohibited

HEDGING

Not disclosed

STOCK OWNERSHIP GUIDELINES

present

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Erik Gershwind Chief Executive Officer	\$871,411	\$3,549,966	\$1,425,750	\$26,710	\$5,873,837
Martina McIsaac President and Chief Operating Officer	\$625,327	\$899,892	\$473,266	\$242,703	\$2,241,188
Kristen Actis-Grande Former Executive Vice President Chief Financial Officer	\$600,000	\$849,969	—	\$26,011	\$1,475,980
Neal Dongre Senior Vice President, General Counsel and Corporate Secretary	\$457,308	\$449,946	\$217,702	\$15,377	\$1,140,333
Kimberly Shacklett Senior Vice President, Sales	\$428,433	\$399,862	\$203,653	\$23,294	\$1,055,242
Gregory Clark Vice President and Interim Chief Fi- nancial Officer	\$312,279	\$149,928	\$137,332	\$22,823	\$622,362

CEO pay mix (latest year)

Base salary	15%
Cash incentive	24%
Equity	60%
Other	0%
At-risk	85%

Every fact above, traced back to filing text

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CEO pay ratio = 88 to 1

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.94

“Executive Officer. For fiscal year 2025: •the annual total compensation of our median associate was \$66,908; and •the annual total compensation of our Chief Executive Officer, as reported in the Summary Compensation Table appearing under “Executive Compensation,” was \$5,873,837 Based on this information, the ratio of the annual total compensation of our Chief Executive Officer to the annual total compensation of our median associate for fiscal year 2025 was 88:1. The SEC rules permit companies to identify the median paid associate once every three years as long as there has been no change in t...”

Median employee compensation = \$66,908

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.9

“of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our median associate and the annual total compensation of our Chief Executive Officer. For fiscal year 2025: •the annual total compensation of our median associate was \$66,908; and •the annual total compensation of our Chief Executive Officer, as reported in the Summary Compensation Table appearing under “Executive Compensation,” was \$5,873,837 Based on this information, the ratio of the annual ...”

Compensation committee = Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“In its review, the Compensation Committee noted the following features”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Recoupment Policy”

Hedging policy = —

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Hedging Policy”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Our insider trading policy also prohibits pledging Company shares in margin accounts”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“Executive Stock Ownership Guidelines”