INTEL CORP
Form DEFA14A
April 03, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

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

INTEL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the 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:

This week Intel published its 2018 Annual Report and 2019 Proxy Statement in preparation for the company s Annual Stockholders Meeting.

100% virtual

This year s meeting will take place on May 16 at 8:30 a.m. Pacific and like last year, will be hosted virtually at *https://intel.onlineshareholdermeeting.com*.

Summary of proxy proposals

All Intel stockholders as of the record date (March 18, 2019), including Intel employees who own shares of stock, have the right to vote on proposals outlined in the proxy before the stockholders meeting. The proxy asks stockholders to vote on the following proposals:

1. Elect the 10 nominees to the Board of Directors named in the proxy statement

2. Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for 2019

3. Advisory vote to approve executive compensation of our listed officers

4. Approval of amendment and restatement of the 2006 Equity Incentive Plan

5. Stockholder proposal on whether to allow stockholders to act by written consent, if properly presented

6. Stockholder proposal requesting a report on the risks associated with emerging public policies addressing the gender pay gap, if properly presented

7. Stockholder proposal requesting an annual advisory vote on political contributions, if properly presented

The company s board of directors is recommending a vote FOR all the nominees listed, FOR proposals 2, 3, and 4, and AGAINST proposals 5, 6, and 7. Please refer to the proxy materials for more detailed explanations of these proposals.

Understanding the voting process

Starting today, you ll receive voting information along with the 2019 Proxy Statement from Broadridge, Intel s proxy mailing agent. The proxy statement, annual report, and voting information are delivered by email or U.S. mail, according to your instructions. This information outlines the voting deadlines and explains how to submit your votes. You may receive multiple sets of voting information if you hold Intel stock in multiple accounts, so votes should be submitted for each set of voting information received.

More information

Companies hold formal annual meetings of stockholders to elect directors and to vote on other items on the agenda. A proxy statement describes the proposals presented to the stockholders for their vote and includes information on how to vote.

Intel has approximately three million stockholders. Most stockholders vote on the proposals before the meeting. For each share of stock owned, stockholders get:

- One vote for each of the directors being elected. There are 10 directors nominated in 2019, so you ll get 10 votes, one for each director nominee; and
- One vote on each of the other proposals on the agenda.

Questions?

For questions about submitting your vote or viewing the online versions of the Annual Report and Proxy Statement, email Electronic Delivery or contact Intel Investor Relations for assistance.

Intel Corporation

2019 Annual Stockholders Meeting

May 16, 2019 at 8:30 a.m. Pacific Time

Via the Internet at *intel.onlineshareholdermeeting.com*

Proxy Login Details:

Control Number: 0123456789012345

We are pleased to deliver your proxy statement and annual report via email and provide you with the opportunity to vote online. The proxy statement and annual report are now available, and you can now vote your shares for the 2019 Annual Stockholders Meeting.

To view Intel s annual meeting materials, access the following links: proxy statement and annual report.

To cast your vote, submit questions for the meeting in advance, or change your delivery preference, please visit www.proxyvote.com and follow the on-screen instructions. You will be prompted to enter your 16 Digit Control Number provided above in this email to access this voting site. Note that votes submitted through this site must be received by 11:59 p.m. Eastern Time on May 15, 2019.

To attend the meeting, which will be held exclusively via the Internet, please visit intel.onlineshareholdermeeting.com and be sure to have your 16 digit Control Number to enter the meeting.

Thank you for viewing the 2019 Intel Corporation annual meeting materials and for submitting your very important vote.

April 3, 2019

Vote now on Intel s Annual Stockholders Meeting proposals

Critical voting deadlines: May 13 and May 15

You have received this message on behalf of Intel Corporation from Broadridge, Intel s proxy mailing agent. ***Each email you receive contains a unique control number to vote, so if you receive more than one email, do not delete any.***

2019 Annual Stockholders Meeting Notice

Intel s 2019 Annual Stockholders Meeting will be held Thursday, May 16 at 8:30 a.m. (Pacific) exclusively via the Internet at: intel.onlineshareholdermeeting.com.

The meeting agenda includes: the annual election of directors, ratification of the selection of the independent registered public accounting firm, advisory vote to approve executive compensation of our listed officers, approval of amendment and restatement of the 2006 Equity Incentive Plan, and the stockholder proposals listed to the right, if each is properly presented.

This notice provides voting instructions and deadlines to vote the shares of Intel stock you may hold in your:

- Intel stock account at E*TRADE
- 401(k) Savings Plan and Free Stock investments in the Intel Stock Fund through Fidelity Investments (U.S. only)
- Direct Stock Purchase and Dividend Reinvestment Plan accounts
- Name with Computershare (i.e., stock certificates that you hold)

Voting Recommendations

Intel s Board of Directors recommends that you vote as follows:

Ö FOR: Election of the 10 director nominees named in the proxy statement
Ö FOR: Ratification of the selection of the independent registered public accounting firm
Ö FOR: Advisory vote to approve executive compensation of our listed officers
Ö FOR: Approval of amendment and restatement of the 2006 Equity Incentive Plan
X AGAINST: Stockholder proposal on whether to allow stockholders to act by written consent, if properly presented
X AGAINST: Stockholder proposal requesting a report on the risks associated with emerging public policies addressing the gender pay gap, if properly presented
X AGAINST: Stockholder proposal requesting an annual advisory vote on political contributions, if properly presented

Please refer to the 2019 Proxy Statement for detailed information on each of the proposals and the Annual Stockholders Meeting.

Voting instructions

Visit Proxy Login to vote and follow the instructions. To vote, you will need your 16 Digit Control Number noted below:

Control Number: 0123456789012345

Critical voting deadlines

- If you participate in the Intel Stock Fund through the 401(k) Savings Plan (U.S. only), you must submit your vote by 11:59 p.m. (Eastern) on **May 13, 2019** to allow Fidelity Investments time to receive your voting instructions and vote on behalf of the plan. Fidelity Investments has designated Broadridge, Intel s proxy mailing agent, to collect and tally the votes for the plan shares and vote on behalf of the plan. Broadridge will keep your vote confidential only total results will be reported at the Annual Stockholders Meeting or to Intel.
- The deadline to vote your shares in all other accounts is 11:59 p.m. (Eastern) on **May 15, 2019**. If you hold shares in your Intel stock account at E*TRADE, E*TRADE and its designee will keep your beneficial ownership information as well as your voting instructions confidential, and only total voting results will be reported at the Annual Stockholders Meeting or to Intel.

For more information

- Participate at the Annual Stockholders Meeting via the Internet and submit questions by following the instructions on the site. A Webcast of the meeting can also be replayed until December 31, 2019.
- View Intel s 2018 Annual Report.

Questions?

If you have any questions about submitting your vote or viewing the online versions of the Annual Report and Proxy Statement, email Electronic Delivery or contact Intel Investor Relations at investor.relations@intel.com.