

Discovery, Inc.
Form DEFA14A
March 28, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 under §240.14a-12

Discovery, Inc.

(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 the transaction applies:

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

(3) Per unit price or other underlying value of the 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 the transaction:

(5) Total fee paid:

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:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 10, 2018.**

DISCOVERY, INC.

DISCOVERY, INC.

ONE DISCOVERY PLACE

SILVER SPRING, MD 20910

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 16, 2018

Date: May 10, 2018 **Time:** 10:00 a.m., Eastern Time

Location: The Henry Room
Lotte Palace Hotel
455 Madison Avenue
New York, NY 10022

You are receiving this communication because you hold shares in the company named above.

Edgar Filing: Discovery, Inc. - Form DEFA14A

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy

materials and voting instructions.

E43287-P05378

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com

- 2) *BY TELEPHONE:* 1-800-579-1639

- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 26, 2018 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. Directions to the Annual Meeting are available on our Investor Relations website (<http://ir.corporate.discovery.com>), by contacting us at investor_relations@discovery.com or at 240-662-2000.

Edgar Filing: Discovery, Inc. - Form DEFA14A

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

E43288-P05378

Voting Items

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR

PROPOSALS 1, 2 AND 3, AND AGAINST PROPOSAL 4.

1 ELECTION OF DIRECTORS

Nominees:

01) Robert R. Beck

02) Susan M. Swain

03) J. David Wargo

2. Ratification of the appointment of PricewaterhouseCoopers LLP as Discovery, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2018.
3. To approve certain amendments to the Discovery Communications, Inc. 2013 Incentive Plan adopted by the Board of Directors on February 22, 2018.
4. To vote on a stockholder proposal requesting the Board of Directors to adopt a policy that the initial list of candidates from which new management-supported director nominees are chosen shall include qualified women and minority candidates.
5. By the proxy holders, in their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.

E43289-P05378

Voting Items

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR

PROPOSALS 1, 2 AND 3, AND AGAINST PROPOSAL 4.

ELECTION OF DIRECTORS

Nominees:

01) S. Decker Anstrom

02) Robert J. Miron

03) Steven A. Miron

2. Ratification of the appointment of PricewaterhouseCoopers LLP as Discovery, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2018.
3. To approve certain amendments to the Discovery Communications, Inc. 2013 Incentive Plan adopted by the Board of Directors on February 22, 2018.
4. To vote on a stockholder proposal requesting the Board of Directors to adopt a policy that the initial list of candidates from which new management-supported director nominees are chosen shall include qualified women and minority candidates.
5. By the proxy holders, in their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.

E43290-P05378

Important Notice Regarding the Availability of Materials

DISCOVERY, INC.

DISCOVERY, INC.

ONE DISCOVERY PLACE

SILVER SPRING, MD 20910

E43160-Z72018

You are receiving this communication because you hold securities in the company listed above. They have released informational materials that are now available for your review. **This notice provides instructions on how to access DISCOVERY, INC. materials for informational purposes only.**

You may view the materials online at www.materialnotice.com and easily request a paper or e-mail copy (see reverse side).

How to Access the Materials

Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.materialnotice.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these materials, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.materialnotice.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@materialnotice.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

E43161-Z72018

**THIS NOTICE WILL ENABLE YOU TO ACCESS
MATERIALS FOR INFORMATIONAL PURPOSES ONLY**

E43162-Z72018

THIS PAGE WAS INTENTIONALLY LEFT BLANK

E43163-Z72018