

EMC CORP  
Form DEFA14A  
April 16, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

EMC 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:

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(1) Amount Previously Paid:

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

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(3) Filing Party:

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(4) Date Filed:

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The following letter was sent to EMC Corporation shareholders on or about April 16, 2015:

Fellow Shareholders,

Your Board of Directors is asking you to vote “AGAINST” shareholder Proposal 5, which seeks to require that the Board appoint an independent Chairman.

It is our unanimous view that EMC and its shareholders are best served by retaining the flexibility that currently exists for the Board to determine at any point in time the independent leadership structure that is in the best interests of the Company and its shareholders. The Board reviews this structure in a deliberate fashion on an annual basis and is focused on providing the right structure at the right time. After our most recent annual review, we concluded that maintaining the current structure - with Joe Tucci serving as our Chairman and CEO, and Bill Green serving as our independent Lead Director - is in the best interests of the Company and its shareholders at this point in time. In particular, we note that:

At a time when the IT industry is experiencing one of the most disruptive periods in its history, having a combined Chairman and CEO ensures that EMC is fully aligned around a central, strategic vision and is able to respond quickly in a dynamic environment.

After this year’s annual review, we designated a new independent Lead Director, who has significant duties and authority over Board affairs and is available for consultation and direct communication with major shareholders.

EMC’s Board has a robust refreshment process and earlier this year, we added two highly experienced independent Directors, and rotated several committee chairs and committee members.

EMC’s Board is independent, experienced and provides diverse and relevant industry perspectives.

EMC’s Board engages in a comprehensive annual self-assessment process.

EMC has implemented a best-in-class corporate governance program that provides independent oversight of management and accountability to shareholders.

We believe that requiring the appointment of an independent Chairman would be extremely disruptive and would pose a significant risk to our business at this time. Therefore, your Board strongly believes you should vote AGAINST Proposal 5 as it is not in the best interests of the Company or its shareholders.

Please review the attached material which provides additional information, including further details regarding EMC’s business strategy and strong governance practices. We also urge you to review the information in the Proxy Statement. If you have any questions, please email us at [EMCBoardOfDirectors@emc.com](mailto:EMCBoardOfDirectors@emc.com).

Thank you for your continued support of EMC.

Sincerely,

JOSÉ E. ALMEIDA

MICHAEL W. BROWN

DONALD J. CARTY

RANDOLPH L. COWEN

GAIL DEEGAN

JAMES S. DISTASIO

JOHN R. EGAN

WILLIAM D. GREEN

EDMUND F. KELLY

JAMI MISCIK

PAUL SAGAN

DAVID N. STROHM

NON-MANAGEMENT MEMBERS OF THE EMC BOARD OF DIRECTORS



























The following e-mail was sent to EMC senior leaders on or about April 16, 2015:

For Internal Distribution Only

TO: VPs and above  
FROM: Paul T. Dacier  
SUBJECT: EMC Annual Meeting of Shareholders - Please Vote

Fellow EMC'ers,

It's that time of year again when EMC gets ready for its annual meeting of shareholders. This year, our meeting will take place on April 30. As many of you are shareholders in our great company, I want to take a few minutes to urge you to vote on the matters that are being presented at the meeting and to make your voice heard.

By now, you should have received our proxy materials, either in hard copy by mail or via an e-mail that contained instructions on how to access the proxy materials electronically. The proxy materials describe the matters that we shareholders are being asked to vote on, and they also provide our Board of Directors' vote recommendations for each matter.

Our Board of Directors recommends a vote "FOR" Proposals 1-4 and "AGAINST" Proposal 5.

If you have already voted, thank you for your prompt response. If you have not yet voted, you may fill out your proxy card or voting instruction form or follow the instructions in the e-mail that you may have received. If you hold shares in multiple brokerage accounts, you will need to vote each account separately.

Remember, your vote is important, and every vote truly counts!

If you have any questions about any of the proposals or how you can vote, please contact Rachel Lee at [rachel.lee@emc.com](mailto:rachel.lee@emc.com).

Thanks,  
Paul