

MEDTRONIC INC  
Form DEFA14A  
August 07, 2014

**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**

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

**Medtronic, 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-60(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):

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.. Fee paid previously with preliminary materials.

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**AN IMPORTANT REMINDER!**

August 6, 2014

Dear Shareholder:

We have previously mailed you a Proxy Statement concerning the upcoming Annual Meeting of Shareholders of Medtronic, Inc. (the Annual Meeting). According to our latest records, your proxy instructions for the Annual Meeting have not been received. The Annual Meeting is scheduled to be held on Thursday, August 21, 2014 at 10:30 a.m. (Central Daylight Time) at Medtronic's Mounds View Campus, 8200 Coral Sea Street N.E., Mounds View, Minnesota 55112.

We are seeking your support on eight matters to be voted upon at the Annual Meeting: (1) to elect ten directors for a one year term; (2) to ratify the appointment of PricewaterhouseCoopers LLP as Medtronic's independent registered public accounting firm for fiscal year 2015; (3) to approve, in a non-binding advisory vote, named executive officer compensation (a Say-on-Pay vote); (4) to approve the Medtronic, Inc. 2014 Employees Stock Purchase Plan; (5) to amend and restate the Company's Articles of Incorporation to provide that directors will be elected by a majority vote in uncontested elections; (6) to amend and restate the Company's Articles of Incorporation to allow changes to the size of the Board of Directors upon the affirmation vote of a simple majority of shares; (7) to amend and restate the Company's Articles of Incorporation to allow removal of a director upon the affirmation vote of a simple majority of shares; and (8) to amend and restate the Company's Articles of Incorporation to allow amendments to Section 5.3 of Article 5 upon the affirmation vote of a simple majority of shares.

Each of these proposals is described in greater detail in the Proxy Statement mailed to you on or about July 11, 2014. The Board of Directors recommends that you vote **FOR** approval of each of the eight proposals.

***Please act now to ensure that your Medtronic shares are represented at the Annual Meeting.*** Your vote is very important, regardless of the number of shares you currently own. **We urge you to vote your shares today**, by following either the telephone or internet voting instructions that are enclosed with this letter.

Thank you for your prompt attention to this matter and for your continued support of your Company.

Very truly yours,

Omar Ishrak

Chairman and CEO