

EMERSON ELECTRIC CO  
Form DEFA14A  
January 12, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
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 Materials Pursuant to § 240.14a-12

EMERSON ELECTRIC CO.

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

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(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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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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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:

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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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8000 W. Florissant Avenue  
St. Louis, MO 63136

\*\*\*YOUR IMMEDIATE ATTENTION IS REQUESTED\*\*\*

January 12, 2018

Dear Emerson Shareholder:

We value your input as an Emerson shareholder in connection with the matters being voted upon at Emerson's upcoming annual meeting on February 6, 2018. According to our records your shares are unvoted. Your vote is important no matter how few shares you own. We urge you to please take a few moments to cast your vote. Voting now will save your Company money.

We are specifically asking you to vote FOR our Director nominees in Proposal 1. These nominees have demonstrated the commitment and knowledge necessary to support the Company as it strives to produce high levels of financial and shareholder returns and operational excellence.

We are also asking you to vote FOR the Company's executive compensation ("say-on-pay") in Proposal 3. Our pay-for-performance executive compensation program, the core of which was established in 1977, is an integral part of our consistent and rigorous management process. We believe it has effectively motivated and rewarded Emerson executives to meet the challenges of recessions, inflationary periods, technological changes and intense global competition.

We are also asking you to vote FOR the proposed amendment to the Company's Restated Articles of Incorporation to allow shareholders to amend our Bylaws in Proposal 4 and FOR ratification of the Company's forum selection Bylaw in Proposal 5.

We are asking you to vote AGAINST various shareholder proposals (Proposals 6 through 9) for the reasons we outline in our proxy statement, which was filed with the Securities and Exchange Commission on December 15, 2017, as supplemented on January 10, 2018, which we urge you to review. The Company does not believe these proposals are in its or its shareholders' best interests. The proposals relate to the following:

• Independent Chair (Proposal 6) - requires the Company to adopt a policy requiring an independent Board chair, to be phased in for the transition to the next Chief Executive Officer.

The Board believes imposing such a requirement is not necessary given the Company's strong corporate governance structure and that any decision on this matter should be made in connection with seeking the most qualified individual as the Company's next CEO.

• Reporting of Political Contributions (Proposal 7) - requires a detailed report of Company political spending for independent expenditures, electioneering communications and contributions to certain other organizations that are used for political purposes.

The Company already provides information on political spending activities in its updated Corporate Social Responsibility Report and on its Political Spending and Trade Associations and Lobbying webpages. The Board therefore believes that the measures requested by the proposal are not necessary and are not in the best interests of Emerson or its shareholders.

• Reporting on Lobbying (Proposal 8) - requires a detailed report of the Company's policies, procedures and expenditures related to lobbying activities.

The Company already provides information on lobbying activities in its updated Corporate Social Responsibility Report and on its Political Spending and Trade Associations and Lobbying webpages. The

Board therefore believes that the measures requested by the proposal are not necessary and are not in the best interests of Emerson or its shareholders.

Greenhouse Gas Emissions (Proposal 9) - requires the Company to adopt quantitative, company-wide goals for reducing total greenhouse gas emissions and issue a report on its plans to achieve those goals.

The Emerson Board acknowledges the importance of addressing and minimizing the environmental impact of the Company's operations. To that end, the Company's emissions data are available through the Carbon Disclosure Project. We also disclose information regarding our greenhouse gas emissions and other environmental factors as part of our Corporate Social Responsibility Report. These disclosures include comparative data regarding greenhouse gas emissions to better allow shareholders to evaluate our progress over time. This report is available at [www.emerson.com](http://www.emerson.com), About Us, Corporate Social Responsibility.

For your convenience, a combined notice of internet availability and proxy card are enclosed, along with telephone and internet voting instructions. Voting by internet or over the telephone is a simple process that takes only a few moments. Please take the time to vote your shares this year.

Thank you for your investment in Emerson and your consideration of the matters presented at this year's annual meeting. We appreciate the confidence you've shown in us.

Sincerely,  
David N. Farr  
Chairman of the Board and  
Chief Executive Officer

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

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 6, 2018.

Meeting Information

EMERSON Meeting Type: Annual

ELECTRIC CO. For holders as of: November 28, 2017

Date: February 6, 2018 Time: 10:00 A.M., CST

Location: Emerson Electric Co. Headquarters

8000 West Florissant Avenue

St. Louis, MO 63136

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

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](http://www.proxyvote.com), scan the QR Barcode on the reverse side, 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.

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS, PROXY STATEMENT AND FORM OF PROXY

2. ANNUAL REPORT TO SHAREHOLDERS ON FORM 10-K FOR THE YEAR ENDED SEPTEMBER 30, 2017

How to View Online:

Have the information that is printed in the box marked by the arrow —>xxxx xxxx xxxx xxxx (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com), or scan the QR Barcode below.

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](http://www.proxyvote.com)

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

3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto: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 —>xxxx xxxx xxxx xxxx (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 January 23, 2018 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** A ticket is required for admission to the meeting. If you plan to attend and are a shareholder of record, you will need to request a paper or e-mail copy of the proxy materials which will include an admission ticket. You may request a paper or e-mail copy of the materials by following the instructions above. Please contact the Company at 314-553-2197 to obtain directions to the meeting. At the meeting, you will need to request a ballot or legal proxy to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com), or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow —>xxxx xxxx xxxx xxxx (located on the following page) available and follow the instructions.

**Vote By Telephone:** To vote now by telephone, call 1-800-690-6903. Use any touch-tone telephone to transmit your voting instructions. Have your proxy card in hand when you call and follow the instructions.

**Vote By Mail:** Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Voting Items	For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
<p>THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE FOLLOWING NOMINEES:</p> <p>ELECTION OF DIRECTORS FOR TERMS ENDING IN 2021</p> <p>Nominees:</p> <p>1. 01) A. F. Golden 02) C. Kendle 03) J. S. Turley</p> <p>ELECTION OF DIRECTOR FOR TERM ENDING IN 2020</p> <p>04) G. A. Flach</p>	o	o	o	<p>THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST THE FOLLOWING:</p> <p>Approval of the shareholder proposal to adopt an independent Board Chair policy as described in the proxy statement.</p> <p>6. <span style="margin-left: 100px;">o</span> <span style="margin-left: 20px;">o</span> <span style="margin-left: 20px;">o</span></p> <p>Approval of the shareholder proposal requesting issuance of a political contributions report as described in the proxy statement.</p> <p>7. <span style="margin-left: 100px;">o</span> <span style="margin-left: 20px;">o</span> <span style="margin-left: 20px;">o</span></p>
<p>THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE FOLLOWING:</p> <p>Ratification of KPMG LLP as Independent Registered Public Accounting Firm.</p> <p>2. <span style="margin-left: 100px;">o</span> <span style="margin-left: 20px;">o</span> <span style="margin-left: 20px;">o</span></p> <p>Approval, by non-binding advisory vote, of Emerson Electric Co. executive compensation.</p> <p>3. <span style="margin-left: 100px;">o</span> <span style="margin-left: 20px;">o</span> <span style="margin-left: 20px;">o</span></p> <p>Approval of an amendment to Emerson's Restated Articles of Incorporation to provide shareholders the right to amend the Bylaws.</p> <p>4. <span style="margin-left: 100px;">o</span> <span style="margin-left: 20px;">o</span> <span style="margin-left: 20px;">o</span></p> <p>Ratification, on an advisory basis, of the Company's forum</p> <p>5. <span style="margin-left: 100px;">o</span> <span style="margin-left: 20px;">o</span> <span style="margin-left: 20px;">o</span></p>	For	Against	Abstain	<p>Approval of the shareholder proposal requesting issuance of a lobbying report as described in the proxy statement.</p> <p>8. <span style="margin-left: 100px;">o</span> <span style="margin-left: 20px;">o</span> <span style="margin-left: 20px;">o</span></p> <p>Approval of the shareholder proposal on greenhouse gas emissions as described in the proxy statement.</p> <p>9. <span style="margin-left: 100px;">o</span> <span style="margin-left: 20px;">o</span> <span style="margin-left: 20px;">o</span></p> <p>To act upon such other business as may properly come before the meeting, or any adjournment or</p>

selection Bylaw.

postponement thereof.

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Non-Voting  
Items Yes No

Please indicate if you plan to attend this meeting. Change of Address/Comments  
o Please print new address or comments in the box below.

THIS PROXY IS  
SOLICITED ON  
BEHALF OF THE  
BOARD OF  
DIRECTORS

The undersigned, revoking all prior proxies, does hereby appoint D. N. FARR, S. Y. BOSCO, and J. G. SHIVELY, or any of them, with full powers of substitution, the true and lawful attorneys-in-fact, agents and proxies of the undersigned to represent the undersigned at the Annual Meeting of the Shareholders of EMERSON ELECTRIC CO., to be held on February 6, 2018, commencing at 10:00 A.M., Central Standard

Time, at the Headquarters of the Company, 8000 West Florissant Avenue, St. Louis, Missouri, and at any and all adjournments of said meeting, and to vote all the shares of Common Stock of the Company standing on the books of the Company which the undersigned is entitled to vote as specified and in their discretion on such other business as may properly come before the meeting. The matters stated on the reverse side were proposed by the Company, except as indicated.

THIS PROXY  
WILL BE VOTED  
AS SPECIFIED  
AND IN THE  
DISCRETION OF  
THE PROXIES  
WITH RESPECT  
TO SUCH  
OTHER  
BUSINESS AS  
MAY PROPERLY  
COME BEFORE  
THE MEETING.  
IF NO  
SPECIFICATION  
IS MADE, THIS  
PROXY WILL BE  
VOTED FOR  
THE NOMINEES

IN PROPOSAL 1,  
FOR  
PROPOSALS 2, 3,  
4 AND 5, AND  
AGAINST  
PROPOSALS 6, 7,  
8 AND 9.

Authorized Signatures -

This section must be completed for your instructions to be executed.

(NOTE: Please sign exactly as your name(s) appear(s) hereon. All holders must sign. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. If a corporation, please sign in full corporate name by authorized officer. If a partnership, please sign in partnership name by authorized person.)

Signature

1  
- Signature Date -  
(Please 2- (Joint (Please  
sign Owners) print  
on date)  
line)