

WILLIAMS SONOMA INC  
Form DEFA14A  
May 02, 2016

**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

**Williams-Sonoma, 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):

- x 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:
  
  
  - 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:

**ADDITIONAL PROXY MATERIAL**

This additional proxy material is being filed to supplement the disclosure of the eligibility provisions of the amended and restated Williams-Sonoma, Inc. 2001 Incentive Bonus Plan discussed in Proposal No. 2 of our Proxy Statement filed with the Securities and Exchange Commission on April 15, 2016 (the Proxy Statement ). The paragraph under the heading Eligibility to Receive Awards on page 20 of the Proxy Statement is hereby amended and restated to read as follows below. There are no other changes to our proxy materials. Capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Proxy Statement.

***Eligibility to Receive Awards***

Executive officers, employees who are deemed covered employees for purposes of Section 162(m) and other key employees who are selected by the committee to participate in the plan are eligible to participate in the amended and restated 2001 Incentive Bonus Plan. For purposes of Section 162(m), covered employees include our Chief Executive Officer and the company's next three most highly compensated executive officers (other than the Chief Financial Officer), for a total of 4 covered employees. We currently have 7 executive officers (including the 4 covered employees) and 6 other individuals that we consider key employees for this purpose. Except as otherwise determined by the committee, a participant whose employment or service relationship with the company terminates before the end of any award period generally is not entitled to participate in the plan or receive any awards under the plan in the then current or a later fiscal year, unless he or she again becomes eligible to participate in the plan.