EMC CORP
Form DEFA14A
April 17, 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
(Amendment No.)
Filed by the Registrant ý 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
ý 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):
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(1) Amount Previously Paid:

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

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The following letter was sent to EMC Corporation shareholders today:

Fellow Shareholders,

Your Board of Directors is asking you to vote “AGAINST” shareholder Proposal 4, which seeks to require that the Board appoint an independent Chairman.

It is our considered and 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. At this time, as our businesses develop best-of-breed customer solutions in an IT market undergoing major transformation, we believe the current structure - with Joe Tucci serving as our Chairman and CEO, and Dave Strohm, an independent director, serving as our Lead Director - is working effectively and has served EMC and our shareholders exceptionally well.
Please review the attached material which provides additional information, including further details regarding EMC’s governance practices and business strategy. We also urge you to review the information in the Proxy Statement. In particular, we note that:

- EMC has implemented a best-in-class corporate governance program that provides independent oversight of management and accountability to shareholders.
- We have appointed an independent Lead Director, who has significant duties and authority over Board affairs.
- We are transitioning to a Federation operating model to take advantage of the massive opportunity in our industry. Having a single, experienced and knowledgeable leader to serve as the key link between the Board and management, and to align the strategies across the Federation businesses, is critical to our success.

We believe that the appointment of an independent Chairman would be extremely disruptive to orderly CEO succession planning by imposing a rigid model on the Board. Furthermore, the proposal is a risk to our business at a critical time for the Federation. Therefore, your Board strongly believes this proposal is not in the best interests of shareholders or the Company.

If you have any questions, please email us at EMCBoardOfDirectors@emc.com.

Thank you for your continued support of EMC.

Sincerely,

MICHAEL W. BROWN EDMUND F. KELLY
RANDOLPH L. COWEN JAMI MISCIK
GAIL DEEGAN WINDLE B. PRIEM
JAMES S. DISTASIO PAUL SAGAN
JOHN R. EGAN DAVID N. STROHM
WILLIAM D. GREEN

NON-MANAGEMENT MEMBERS OF THE EMC BOARD OF DIRECTORS

The following e-mail was sent to EMC senior leaders today:

For Internal Distribution Only

SUBJECT: EMC Annual Meeting of Shareholders - Please Vote
FROM: Paul T. Dacier
TO: Senior Leaders

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 1-3 and "AGAINST" Proposals 4-5.

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.

Thanks,
Paul