

DARDEN RESTAURANTS INC  
Form DEFA14A  
August 05, 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

**DARDEN RESTAURANTS, 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 the transaction applies:

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

(3) Per unit price or other underlying value of the 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:

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

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on September 17, 2015.**

**DARDEN RESTAURANTS, INC.**

*1000 DARDEN CENTER DRIVE*

*ORLANDO, FL 32837*

**Meeting Information**

**Meeting Type:** Annual

**For holders as of:** July 24, 2015

**Date:** September 17, 2015      **Time:** 10:00 a.m., EDT

**Location:** Rosen Shingle Creek  
9939 Universal Blvd.  
Orlando, Florida 32819

For information on how to obtain directions to be able to attend the Annual Meeting and vote in person, please contact the Company's Corporate Secretary at 1000 Darden Center Drive, Orlando, FL 32837 or by calling 407-245-5005

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

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. You may view the proxy

materials online at [www.proxyvote.com](http://www.proxyvote.com) 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.

## Before You Vote

### How to Access the Proxy Materials

#### Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT    ANNUAL REPORT

#### How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:  
[www.proxyvote.com](http://www.proxyvote.com).

#### 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 (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 September 3, 2015 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.



## Voting Items

**The Board of Directors recommends you vote FOR ALL on proposal 1.**

1. To elect a full Board of 12 directors from the named director nominees to serve until the next annual meeting of shareholders and until their successors are elected and qualified. The 12 director nominees are as follows:

**Nominees:**

- |                               |                                 |
|-------------------------------|---------------------------------|
| 01) Margaret Shân Atkins      | 07) William H. Lenehan          |
| 02) Jean M. Birch             | 08) Lionel L. Nowell, III       |
| 03) Bradley D. Blum           | 09) William S. Simon            |
| 04) James P. Fogarty          | 10) Jeffrey C. Smith            |
| 05) Cynthia T. Jamison        | 11) Charles (Chuck) M. Sonsteby |
| 06) Eugene (Gene) I. Lee, Jr. | 12) Alan N. Stillman            |

**The Board of Directors recommends you vote FOR proposals 2, 3, 4, 5, 6, 7, 8 and 9.**

2. To obtain advisory approval of the Company's executive compensation.
3. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending May 29, 2016.
4. To amend the Company's Articles of Incorporation (the Charter) to reduce the percentage of shares required to call a special meeting of shareholders.
5. To amend the Charter to eliminate the supermajority voting requirement for shareholder amendments to provisions of the Charter.
6. To amend the Charter to eliminate the supermajority voting requirement for shareholders to remove directors for cause.

7. To amend the Charter to eliminate the supermajority voting requirement for certain business combinations with interested shareholders.
8. To ratify the provision of the Company's Bylaws designating Orange County, Florida as the exclusive forum for certain shareholder litigation.
9. To approve the Darden Restaurants, Inc. 2015 Omnibus Incentive Plan.

**The Board of Directors recommends you vote AGAINST proposal 10.**

10. To vote on a shareholder proposal regarding lobbying disclosure described in the accompanying proxy statement, if properly presented at the meeting.

**NOTE:** To transact such other business, if any, as may properly come before the meeting and any adjournment.



