

JOHNSON & JOHNSON
Form DEFA14A
March 13, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

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 the Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

JOHNSON & JOHNSON

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Johnson & Johnson Shareholder Meeting to Be Held on April 25, 2019.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: February 26,
2019

Date: April 25, 2019

Time: 10:00 a.m. Eastern Time

Location: Hyatt Regency New
Brunswick

Two Albany Street

New Brunswick, NJ 08901

To attend the annual meeting please
request a ticket at

www.proxyvote.com/JNJ.

You are receiving this communication
because you hold shares in
Johnson & Johnson.

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. You
may view the proxy materials online at
www.proxyvote.com/JNJ or 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.

JOHNSON & JOHNSON
ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NJ 08933

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

How to Request a PAPER or E-MAIL Copy of the Proxy Materials:

Please choose one of the following methods to make your request on or before April 11, 2019 to facilitate timely delivery. There is no charge for requesting a copy.

- 1) BY INTERNET: www.proxyvote.com/JNJ
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* 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.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: All shareholders as of the record date, February 26, 2019, may vote in person at the meeting. To attend the meeting, please request an admission ticket in advance. See Shareholder Meeting Ticket Request below.

Vote By Internet: Go to www.proxyvote.com/JNJ. Have available the information that is printed in the box marked by the arrow (located on the following page) and follow the instructions.

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

Shareholder Meeting Ticket Request: You must register for and print your ticket at the shareholder meeting registration site: www.proxyvote.com/JNJ. If you are unable to print your ticket, please call Shareholder Meeting Registration Phone Support (Toll Free) 1-844-318-0137 or (International Toll Call) 1-925-331-6070 or email AnnualMeeting@its.jnj.com for assistance.

Voting Items

The Board of Directors
recommends a vote
FOR all Director
nominees listed:

1 Election of Directors

1a. Mary C. Beckerle

1b. D. Scott Davis

1c. Ian E. L. Davis

1d. Jennifer A. Doudna

1e. Alex Gorsky

1f. Marilyn A.
Hewson

1g. Mark B. McClellan

1h. Anne M. Mulcahy

1i. William D. Perez

1j. Charles Prince

1k. A. Eugene
Washington

1l. Ronald A.
Williams

The Board of Directors recommends a vote FOR the following proposals:

2. Advisory Vote to Approve Named Executive Officer Compensation

3. Ratification of Appointment of PricewaterhouseCoopers LLP as the Independent

3. Registered Public Accounting Firm for 2019

The Board of Directors recommends a vote AGAINST the following proposals:

4. Shareholder Proposal – Clawback Disclosure

5. Shareholder Proposal – Executive Compensation and Drug Pricing Risks

