

INTEL CORP
Form DEFA14A
April 03, 2006

SCHEDULE 14A
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 Use of the Commission Only

Definitive Proxy Statement

(as permitted by Rule 14a-6(e)(2))

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

INTEL 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):

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:

April 3, 2006

Vote now on Annual Stockholders Meeting Proposals

Critical voting deadlines: May 12 and May 17, 2006

You have received this message on behalf of Intel Corporation from Computershare Investor Services, Intel's transfer agent

2006 Annual Stockholders Meeting Notice

Intel's 2006 Annual Stockholders Meeting will be held May 17 at the Santa Clara Convention Center in Santa Clara, Calif. The meeting agenda includes the annual election of directors, amendment of the Second Restated Certificate of Incorporation (Certificate of Incorporation) to repeal the fair price provision, amendment of the Certificate of Incorporation to repeal the supermajority vote provisions, ratification of the selection of the independent registered public accounting firm, approval of the 2006 Equity Incentive Plan, and approval of the 2006 Stock Purchase Plan. Your vote counts on each of these important items. Please refer to the 2006 Proxy Statement for detailed information on each of the proposals and the annual meeting.

Voting Recommendations

Intel's Board of Directors recommends that you vote as follows:

- ü FOR: Election of the director nominees.
- ü FOR: Amendment of the Certificate of Incorporation to Repeal the Fair Price Provision.
- ü FOR: Amendment of the Certificate of Incorporation to Repeal the Supermajority Vote Provisions.
- ü FOR: Ratification of the selection of the independent registered public accounting firm.
- ü FOR: Approval of the 2006 Equity Incentive Plan.
- ü FOR: Approval of the 2006 Stock Purchase Plan.

Please refer to the 2006 Proxy Statement for detailed information on each of the proposals and the annual meeting meeting.

This notice concerns the Intel stock you may hold in one or more of the following accounts:

Intel stock plan account at UBS Financial Services Inc.

401(k) Savings Plan and Free Stock investments in the Intel Stock Fund through Fidelity (U.S. only)

Dividend Reinvestment Plan accounts

Intel stock registered directly and solely in your name with Computershare (i.e., stock certificates that you hold.)

Voting instructions

Visit Proxy Login to vote and follow the instructions. To vote you will need your Holder Account Number and your Proxy Access Number noted in the following table:

Holder Account Number:

Proxy Access Number:

Total Record Date Shares¹ :

Critical voting deadlines

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The deadline to vote your shares in accounts other than Intel's 401(k) Savings Plan (U.S. only) is 1 a.m., Central Time on **May 17, 2006**.

If you participate in the Intel Stock Fund through the 401(k) Savings Plan, you must submit your vote by **May 12, 2006** to allow Fidelity Investments, the plan's trustee, time to receive your voting instructions and vote on behalf of the plan. Fidelity has designated Computershare, Intel's transfer agent, to collect and tally the votes for the plan shares and vote on behalf of the plan. Computershare will keep your vote confidential - only total results will be reported at the annual meeting or to Intel.

If you hold shares in your Intel stock plan account at UBS Financial Services Inc., UBS and its designee will hold your beneficial ownership information as well as your voting instructions confidential, and only total voting results will be reported at the annual meeting.

For more information

See the [Stockholders meeting & proxy vote set for May](#) article in *Circuit News*.

View the annual meeting via [live Webcast](#) and submit questions by following the instructions on the site. The Webcast can also be replayed until June 16, 2006.

See the [Stockholder materials to be sent electronically](#) article in *Circuit News* for information on why you may have received some materials in paper form.

To view Intel's 2005 Annual Report, visit [2005 Annual Report](#).

Questions?

If you have any questions about submitting your vote or viewing the online versions of the [2006 Proxy Statement and 2005 Annual Report](#), e-mail [Electronic Delivery](#) or call Intel Investor Relations at (iNet) 765-1480 (408-765-1480).

1 This is your share balance as of the Record Date, March 20, 2006