

PROOFPOINT INC  
Form DEFA14A  
June 05, 2015

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

**SCHEDULE 14A**

(Rule 14a-101)

**SCHEDULE 14A INFORMATION**

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 under §240.14a-12

PROOFPOINT, 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):

- 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.:

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(3) Filing Party:

(4) Date Filed:

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**PROOFPOINT, INC.**

**892 Ross Drive**

**Sunnyvale, CA 94089**

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**SUPPLEMENT TO PROXY STATEMENT FOR 2015 ANNUAL MEETING OF STOCKHOLDERS**

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To Our Stockholders:

On April 24, 2015, Proofpoint, Inc. ( we, us or Company ) filed with the U.S. Securities and Exchange Commission and mailed on April 24, 2015, to each shareholder entitled to vote at our 2015 Annual Meeting of Stockholders, a definitive proxy statement ( Proxy Statement ) and a proxy solicitation card ( proxy card ). The 2015 Annual Meeting of Stockholders ( 2015 Annual Meeting ) will be held on Monday, June 8, 2015, at 9:00 a.m. (Pacific Time), at the Santa Clara Marriott located at 2700 Mission College Boulevard, Santa Clara, CA 95054. At our 2015 Annual Meeting, our stockholders will only be voting on the following matters, which are more fully described in the Proxy Statement: (1) to elect three Class III directors of Proofpoint, Inc. each to serve until the third annual meeting of stockholders following this meeting and until his or her successor has been elected and qualified or until his or her earlier resignation or removal; and (2) to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.

This supplement dated June 5, 2015 ( Supplement ) to our Proxy Statement is intended to inform you that the Company has determined that it is in the best interests of the Company and its stockholders to defer consideration and decision on whether to approve the amendment of our 2012 Equity Incentive Plan, which is described in Proposal No. 2 in the Proxy Statement. Accordingly, Proposal No. 2 will be withdrawn from the agenda of the 2015 Annual Meeting

***No Voting for Amendment of the Company's 2012 Equity Incentive Plan***

On page 17 of the Proxy Statement, please delete and disregard the information concerning Proposal No. 2 Approval to Amend our 2012 Equity Incentive Plan. The Board has determined that it is in the best interests of the Company and its stockholders to not consider this Proposal No. 2 at the 2015 Annual Meeting.

***Proxy Card***

The Company has not changed the proxy card used for voting your shares at the 2015 Annual Meeting that was previously filed with the Proxy Statement. A vote submitted on your proxy card FOR or AGAINST Proposal No. 2 will not be counted. The proxy card sent to you is correct

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with respect to Proposal No.1 and Proposal No. 3, and we encourage you to submit your proxy, whether by telephone or by mail. Specific instructions are included on your proxy card.

Gary Steele  
*Chief Executive Officer*

Sunnyvale, California

June 5, 2015

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**YOUR VOTE IS IMPORTANT**

**WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, WE ENCOURAGE YOU TO VOTE AND SUBMIT YOUR PROXY BY TELEPHONE OR BY MAIL. FOR ADDITIONAL INSTRUCTIONS ON VOTING BY TELEPHONE, PLEASE REFER TO YOUR PROXY CARD. TO VOTE AND SUBMIT YOUR PROXY BY MAIL, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE. IF YOU ATTEND THE ANNUAL MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON. IF YOU HOLD YOUR SHARES THROUGH AN ACCOUNT WITH A BROKERAGE FIRM, BANK OR OTHER NOMINEE, PLEASE FOLLOW THE INSTRUCTIONS YOU RECEIVE FROM THEM TO VOTE YOUR SHARES.**

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