

3M CO
Form DEFA14A
March 27, 2019

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 Under Rule 14a-12

3M Company

(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.:
 - 3) Filing Party:
 - 4) Date Filed:
-

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

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 14, 2019.

3M COMPANY

3M CENTER
BLDG. 220-9E-02
ST. PAUL, MN 55144-1000

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 19, 2019

Date: May 14, 2019 Time: 8:30 a.m. EDT

Location:

Conrad Indianapolis
50 West Washington Street
Indianapolis, Indiana 46204

TO ATTEND ANNUAL MEETING: RSVP AND PRINT YOUR ADMISSION TICKET AT WWW.PROXYVOTE.COM

Questions? Contact us at 1-800-364-3577

You are receiving this communication because you hold shares in 3M Company.

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, scan the QR Barcode on the reverse side, 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 **XXXX XXXX XXXX XXXX** (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

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 |
| 2) BY TELEPHONE: | 1-800-579-1639 |
| 3) BY E-MAIL*: | 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 **XXXX XXXX XXXX XXXX** (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 May 1, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

SCAN TO

VIEW MATERIALS & VOTE

Vote By Internet: To vote now by Internet, go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow **XXXX XXXX XXXX XXXX** available and follow the instructions. Your voting must be completed by 11:59 p.m. EDT on May 13, 2019 (or by 11:59 p.m. EDT on May 12, 2019 for participants in 3M's Voluntary Investment Plan and Employee Stock Ownership Plan and the 3M Savings Plan). When you go online, you can help the environment by consenting to receive electronic delivery of future mailings.

Vote By Phone: Instructions to vote by phone will be included with printed and/or online proxy materials.

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

Vote In Person: If you are a stockholder of record, you may grant your proxy to 3M or vote in person at the meeting by requesting a ballot. To attend the meeting, register and print your admission ticket in advance at www.proxyvote.com.

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Voting Items

The Board of Directors recommends you vote FOR proposals 1, 2 and 3:

Vote on Directors

1. To elect twelve members to the Board of Directors, each for a term of one year.
- Nominees:**
- | | |
|-----|------------------------|
| 1a. | Thomas "Tony" K. Brown |
| 1b. | Pamela J. Craig |
| 1c. | David B. Dillon |
| 1d. | Michael L. Eskew |
| 1e. | Herbert L. Henkel |
| 1f. | Amy E. Hood |
| 1g. | Muhtar Kent |
| 1h. | Edward M. Liddy |
| 1i. | Dambisa F. Moyo |
| 1j. | Gregory R. Page |
| 1k. | Michael F. Roman |
| 1l. | Patricia A. Woertz |

To ratify the appointment of PricewaterhouseCoopers LLP as 3M's

2. independent registered public accounting firm.

3. Advisory approval of executive compensation.

The Board of Directors recommends you vote AGAINST proposal 4:

4. Stockholder proposal on setting target amounts for CEO compensation.

NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.
