

ARCHER DANIELS MIDLAND CO
Form DEFA14A
April 05, 2018

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

ARCHER-DANIELS-MIDLAND 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:

ARCHER-DANIELS-MIDLAND COMPANY

77 West Wacker Drive, Suite 4600, Chicago, Illinois 60601

2018 Annual Meeting of Stockholders Exercise Your Right to Vote

Dear Fellow Stockholder:

This letter is a reminder to exercise your right to vote your shares of Archer-Daniels-Midland Company (the Company) stock at the Company s 2018 annual meeting of stockholders. You previously received a copy of our 2018 letter to stockholders, proxy statement, and 2017 annual report, or a notice of availability of proxy materials for our annual meeting with instructions to access such materials online. You are encouraged to read the proxy statement and any amendments in their entirety, which can be accessed at <https://www.proxy-direct.com/MeetingDocuments/29653/ARCHER-DANIELS-MIDLAND.pdf>.

The Company encourages you to vote according to the Board of Directors recommendations as follows:

FOR each of the nominees for director;

FOR ratification of the appointment of Ernst & Young LLP as independent auditors for the year ending December 31, 2018;

FOR the advisory vote on the compensation of our named executive officers;

FOR the proposal to approve the material terms of the ADM Employee Stock Purchase Plan; and

AGAINST the stockholder proposal requesting an independent board chairman.

With respect to the stockholder proposal requesting an independent board chairman, the Board believes that the proposal is not in the best interests of the Company or its stockholders and recommends a vote **against** the proposal for the following reasons:

Our independent directors elect a Lead Director, who has well-defined responsibilities as set forth in our Corporate Governance Guidelines that ensure our Board provides effective independent oversight of management.

In addition to having a Lead Director position with significant responsibilities, we have a number of governance structures in place to support the independent operation of the Board, including ten out of eleven current directors being independent and non-management directors meeting privately in executive session presided over by the Lead Director at least quarterly.

The Board should have flexibility to determine who should serve as Chairman at any point in time in light of the specific circumstances facing the Company, and the Board is committed to determining the governance structure based upon the best interests of the Company and its stockholders.

At present, the independent directors have determined that the Company is well-served by having both Chairman and Chief Executive Officer roles performed by Mr. Juan Luciano, who provides excellent leadership and direction for both management and the Board and who facilitates the flow of business information and communications. This structure allows our Chief Executive Officer to speak for and lead the Company and Board while also providing for effective oversight and governance by an independent Board through the independent Lead Director.

Your vote is important regardless of the number of shares you own. We encourage you to vote your shares promptly to ensure they are voted at the annual meeting. As a reminder, you can vote your shares on the internet, by telephone, or by mailing the enclosed proxy card or voting instruction form. Please follow the instructions on the enclosed proxy card or voting instruction form to vote your shares today. If you need assistance in voting your shares, please call our proxy solicitor, Georgeson, toll-free at 1-866-257-5415.

Sincerely,
D. C. FINDLAY, SECRETARY