

DELL INC  
Form DEFA14A  
May 27, 2010

**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

**Dell 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:

- o Fee paid previously with preliminary materials.
- o 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:

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\*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on July 16, 2010. Meeting Information DELL INC. Meeting Type: Annual Meeting For holders as of: May 21, 2010 Date: July 16, 2010 Time: 8:00 a.m., CDT Location: Dell Round Rock Campus Building 2-East Houston/Dallas Conference Rooms 501 Dell Way Round Rock, Texas 78682 Meeting live via the Internet-please visit [www.virtualshareholdermeeting.com/dell](http://www.virtualshareholdermeeting.com/dell) [www.dell.com](http://www.dell.com) You are receiving this communication because you hold DELL INC. shares in the above named company. ONE DELL WAY ROUND ROCK, TX 78682 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](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important -Z53224 information contained in the proxy materials before voting. See the reverse side of this notice to obtain M25521 proxy materials and voting instructions.

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Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:  
NOTICE AND PROXY STATEMENT ANNUAL REPORT ON FORM 10-K How to View Online:  
Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on  
the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). 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](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*:  
[sendmaterial@proxyvote.com](mailto: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 (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 July 2, 2010 to facilitate timely delivery. How To Vote Please Choose One of the Following  
Voting Methods Vote In Person: Many shareholder meetings have attendance requirements including, but  
not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please  
check the meeting materials for any special requirements for meeting attendance. At the Meeting you will  
need to request a ballot to vote these shares. Vote By Internet: Before The Meeting: Go to  
[www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow XXXX XXXX  
XXXX available and follow the instructions. M25522-Z53224 DuringThe Meeting: Go to  
[www.virtualshareholdermeeting.com/dell](http://www.virtualshareholdermeeting.com/dell). Have the information that is printed in the box marked by the  
arrow XXXX XXXX XXXX available and follow the instructions. Vote By Mail: You can vote by mail  
by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items Proposal 1 Election of Directors The Board of Directors recommends a vote FOR all nominees Nominees: 01) James W. Breyer 07) Klaus S. Luft 02) Donald J. Carty 08) Alex J. Mandl 03) Michael S. Dell 09) Shantanu Narayen 04) William H. Gray, III 10) Sam Nunn 05) Judy C. Lewent 11) H. Ross Perot, Jr. 06) Thomas W. Luce, III Stockholder Proposal 1 Proposal 2 Ratification of Independent Auditor Reimbursement of Proxy Expenses The Board of Directors recommends a vote FOR the Ratification of Independent Auditor The Board of Directors recommends a vote AGAINST the Stockholder Proposal Relating to Reimbursement of Proxy Expenses Proposal 3 Amendment of Certificate of Incorporation to Eliminate Stockholder Proposal 2 Supermajority Vote Provisions Advisory Vote on Executive Compensation The Board of Directors recommends a vote FOR the Amendment The Board of Directors recommends a vote AGAINST the Stockholder Proposal to the Certificate of Incorporation Relating to Advisory Vote on Executive Compensation In their discretion, the Proxies are authorized to vote on such other business as may properly come before the meeting or any postponement or adjournment thereof. Z53224 -M25523

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