

ARCHER DANIELS MIDLAND CO
Form DEFR14A
March 29, 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. 1)

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

AMENDMENT NO. 1 TO ARCHER-DANIELS-MIDLAND COMPANY

PROXY STATEMENT

FOR ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD THURSDAY, MAY 3, 2018

EXPLANATORY NOTE

This Amendment No. 1 to Schedule 14A (Amendment No. 1) is being filed to amend Archer-Daniels-Midland Company s definitive proxy statement for its Annual Meeting of Stockholders to be held on Thursday, May 3, 2018 (the Proxy Statement), which was filed with the Securities and Exchange Commission on March 23, 2018, in order to correct an error to Juan R. Luciano s compensation set forth in the Proxy Summary section on page 1 of the Proxy Statement. All other items of the Proxy Statement are incorporated herein by reference without changes. Except as specifically discussed in this Explanatory Note, this Amendment No. 1 does not otherwise modify or update any other disclosures presented in the Proxy Statement. In addition, this Amendment No. 1 does not reflect events occurring after the date of the Proxy Statement or modify or update disclosures that may have been affected by subsequent events.

CHANGE TO PROXY STATEMENT

The Executive Compensation subsection of the Proxy Summary section on page 1 of the Proxy Statement is amended as follows:

Executive Compensation

See pages 37-47

CEO: Juan R. Luciano

CEO 2017 TOTAL DIRECT COMPENSATION:

Salary: \$1,300,008

Non-Equity Incentive Plan Compensation: \$2,251,600

Long-Term Incentives: \$12,166,416

CEO Employment Agreement: No

Change-in-Control Agreement: No

Stock Ownership Guidelines: Yes

Hedging Policy: Yes

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE

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STOCKHOLDER MEETING TO BE HELD ON MAY 3, 2018:

THIS AMENDMENT NO. 1, THE PROXY STATEMENT AND ANNUAL REPORT TO

STOCKHOLDERS ARE AVAILABLE AT

<https://www.proxy-direct.com/MeetingDocuments/29653/ARCHER-DANIELS-MIDLAND.pdf>.

; ">

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Fiscal Year 2015 Target Annual Incentives

On June 2, 2015, the Compensation Committee of the Board of Directors of Agilysys, Inc. (the “Committee”) approved fiscal year 2015 target annual incentives for the Company’s named executive officers, as set forth below:

| Name | Title | Target Annual Incentive |
|------------------|---|-------------------------|
| James H. Dennedy | President and CEO | \$360,500 |
| Janine Seebeck | Senior VP, CFO & Treasurer | \$127,500 |
| Kyle C. Badger | Senior VP, General Counsel & Secretary | \$130,000 |
| Larry Steinberg | Senior VP, Chief Technology Officer | \$157,500 |
| Rehan Jaddi | Senior VP, Customer Support & Service Solutions | \$117,500 |

Item 9.01 Financial Statements and Exhibits
(d) Exhibits - none

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AGILYSYS, INC.

By: /s/ Kyle C. Badger
Kyle C. Badger
Senior Vice President, General Counsel and Secretary

Date: June 8, 2015