

INGRAM MICRO INC
Form DEFA14A
May 25, 2016

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 x

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

Ingram Micro 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.:

(3) Filing Party:

(4) Date Filed:

**SUPPLEMENT TO THE PROXY STATEMENT OF INGRAM MICRO INC. DATED APRIL 26, 2016
FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD JUNE 8, 2016**

In connection with Proposal No. 3 (Approval of Second Amendment to 2011 Incentive Plan) in its proxy statement for its 2016 annual meeting of shareholders, Ingram Micro Inc. (the “Company”) hereby provides the following supplemental information:

The Company has decided to further amend the 2011 Incentive Plan to reduce the number of shares of stock available for issuance. Instead of requesting an additional 12,000,000 shares, the Company is now requesting an additional 10,000,000 shares. As a result, the aggregate number of shares of common stock that may be issued or delivered pursuant to awards granted under the Plan (from its initial adoption date) will increase from 37,234,000 shares to a total of 47,234,000 shares instead of 49,234,000 shares, effective only upon approval by the Company’s shareholders. Specifically, the first sentence of Section 4(a) of the 2011 Incentive Plan will be amended to read as follows:

“(a) *Number of Shares.* Subject to adjustment as provided in Section 4(c) and 4(d), a total of 47,234,000 Shares may be issued or delivered pursuant to Awards under the Plan, less one (1) Share for every one (1) Share issued in respect of an Option or Stock Appreciation Right granted after the Amendment Effective Date, and 2.29 Shares for every one (1) Share issued in respect of a Full Value Award granted after the Amendment Effective Date...”

Any vote previously cast as “For” or “Against” or “Abstain” with respect to Proposal No. 3 (Approval of Second Amendment to 2011 Incentive Plan) will be counted, respectively, as “For” or “Against” or “Abstain” with respect to the Second Amendment to the 2011 Incentive Plan as amended. Any shareholder who has already voted and wishes to change that vote can do so: (i) by sending in another signed proxy card with a later date; (ii) providing subsequent Internet or telephone voting instructions; (iii) notifying the Company’s Secretary in writing before the meeting that they wish to revoke their proxy; or (iv) voting in person at the meeting.