

J C PENNEY CO INC
Form DEFA14A
April 30, 2018

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

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
§240.14a-12

J. C. Penney Company, 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:
-

Commencing on or about April 30, 2018, J. C. Penney Company, Inc. sent the following communication to certain stockholders:

**** IMPORTANT REMINDER ****

Dear Fellow JCPenney Stockholder:

By now, you should have received your proxy material for the 2018 Annual Meeting of Stockholders of J. C. Penney Company, Inc. which is scheduled to be held on May 25, 2018. Our records indicate you have not yet voted your shares at the time of the mailing of this reminder letter.

Each stockholder's vote is extremely important. There are 4 proposals on the agenda for this year's Annual Meeting as discussed further in the proxy statement you should have already received.

Your vote is extremely important. PLEASE CAST YOUR VOTE TODAY. The fastest and easiest way to vote is by telephone or over the Internet. Instructions on how to vote your shares over the telephone or Internet are enclosed with this letter. Alternatively, you may sign and return the enclosed voting form in the envelope provided.

WE URGE YOU TO EXERCISE YOUR RIGHT TO VOTE TODAY

Your Board of Directors recommends that you vote your shares FOR all proposals. If you sign and return the enclosed proxy card without indicating a different choice, your shares will be voted FOR all proposals. Important information regarding all 4 proposals is contained in the Proxy Statement dated April 9, 2018 which was previously mailed to you and which we urge you to read.

****PLEASE VOTE TODAY****

If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow Sodali LLC, at 1-877-787-9239.

Thank you for your investment in JCPenney and for taking the time to vote your shares.

Sincerely,
Salil R. Virkar, Secretary

Commencing on or about April 30, 2018, J. C. Penney Company, Inc. sent the following email communication to employees and posted the following communication on its corporate intranet website:

VOTE YOUR JCPENNEY SHARES TODAY

The JCPenney 2018 Annual Meeting of Stockholders is fast approaching. If you hold shares of JCPenney stock, by now you should have received mail or an email with instructions on how to vote your shares.

Your vote matters! Whether you're voting your shares directly or as a participant in a 401(k) plan, every vote counts toward advising management on matters essential to running our Company.

If you have not yet done so, **PLEASE CAST YOUR VOTE TODAY** to make sure your vote is counted before the Annual Meeting of Stockholders on Friday, May 25. We have a number of important proposals on which to vote. As indicated in the Company's Proxy Statement, your Board of Directors recommends that stockholders vote "FOR" all proposals.

The individual proposals are:

1. Election of 11 directors nominated by the Board;
2. Ratification of the appointment of KPMG LLP as JCPenney's independent auditor for the fiscal year ending Feb. 2, 2019;
3. Approval of the 2018 Long-Term Incentive Plan; and
4. Advisory vote on executive compensation.

The Company's Proxy Statement can be viewed at JCPenney 2018 Proxy Statement. Please refer to the Proxy Statement for more details regarding all of the proposals.

The fastest and easiest way to vote is by telephone or over the internet. See the instructions provided on the proxy card or voting form you should have received. Associates who hold JCPenney stock in more than one account get voting materials for each account, so please vote each of your Control Numbers to make sure all of your shares are voted. If you have questions, please call Morrow Sodali LLC, our proxy solicitor, toll-free at 1-877-787-9239.

Your vote is important, so please vote today!

Sincerely,

Salil Virkar

VP, Associate General Counsel and Secretary

Trent Kruse

VP, Treasury and Investor Relations