

MCDONALDS CORP
Form DEFA14A
April 11, 2019

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 Under Rule 14a-12

McDonald's Corporation

(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:
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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:
-

Notice of Annual Meeting

***** Exercise Your *Right* to Vote *****

Important Notice Regarding the Availability of Proxy Materials for the McDonald's Annual Shareholders' Meeting to be Held on May 23, 2019

McDONALD'S CORPORATION

*C/O McDONALD'S CORPORATION
POST OFFICE BOX 9112
FARMINGDALE, NY 11735-9544*

Annual Shareholders' Meeting Information

Date: May 23, 2019
Time: 9:00 a.m. Central Time
Location: The Grand Hyatt, Dallas-Fort Worth
Airport, Americas Ballroom
2337 South International Parkway
Dallas, Texas 75261

Listen to the live audiocast on
www.investor.mcdonalds.com.

You must **pre-register** to attend the meeting in person; information is available in the Proxy Statement.

You are receiving this communication because you hold shares in the company named above. 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 contain important information and are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR code with your smartphone on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review the proxy materials before voting.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE at www.proxyvote.com:

NOTICE AND PROXY STATEMENT 2018 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 XXXX (located on the following page) and visit www.proxyvote.com, or scan the QR code below with your smartphone.

How to Request and Receive a PAPER or EMAIL Copy at No Charge:

For timely delivery, use one of the following methods by May 9, 2019 to request a paper copy of the proxy materials. Future delivery requests can also be submitted via one of these methods.

1) *BY INTERNET:* www.proxyvote.com

2) *BY TELEPHONE:* 1-800-579-1639

Send a blank email with the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX

3) *BY EMAIL:* (located on the following page) in the subject line to sendmaterial@proxyvote.com.

You will only receive a paper or email copy of the proxy materials if you request one. To request and receive an electronic copy of the proxy materials by email, log onto www.proxyvote.com and follow the online instructions.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Ballots will be available to shareholders attending the meeting in person. **You must pre-register with McDonald's Shareholder**

Services to attend the meeting in person. Please review the Pre-registration and Admission Policy regarding meeting attendance in the Proxy Statement, which is available at www.proxyvote.com. Directions to the meeting are available at www.investor.mcdonalds.com.

Vote By Internet: Go to www.proxyvote.com or, from a smartphone, scan the QR code above. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions to vote these shares by submitting a proxy via the Internet.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote By Telephone: You can vote by telephone by requesting a paper copy of the materials, which will include a proxy card that will provide instructions to vote these shares by proxy via telephone.

Voting Items

The Board of Directors recommends a vote **FOR** each of the following nominees.

1. Election of Directors (each for a one-year term expiring in 2020):
 - 1a. Lloyd Dean
 - 1b. Stephen Easterbrook
 - 1c. Robert Eckert
 - 1d. Margaret Georgiadis
 - 1e. Enrique Hernandez, Jr.
 - 1f. Richard Lenny
 - 1g. John Mulligan
 - 1h. Sheila Penrose
 - 1i. John Rogers, Jr.
 - 1j. Paul Walsh
 - 1k. Miles White

This is not a ballot or a proxy. You cannot use this notice to vote these shares.

The Board of Directors recommends a vote **FOR** management proposals 2 through 4.

2. Advisory vote to approve executive compensation.
3. Advisory vote to approve the appointment of Ernst & Young LLP as independent auditor for 2019.
Vote to approve an amendment to the Company's Certificate of Incorporation to lower the authorized range of the number
4. of Directors on the Board to 7 to 15 Directors.

The Board of Directors recommends a vote **AGAINST** proposal 5.

5. Advisory vote on a shareholder proposal requesting the ability for shareholders to act by written consent, if properly presented.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

