VERIZON COMMUNICATIONS INC
Form DEFA14A
March 21, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE

(RULE 14a-101)

SCHEDULE 14A INFORMATION

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

x Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

VERIZON COMMUNICATIONS 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):

x 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:

Click to see Director names (for mobile version only)

Lowell C. McAdam

Chairman and CEO, Verizon Communications Inc.

Shellye L. Archambeau

CEO, MetricStream, Inc.

Rodney E. Slater

Partner, Squire Patton Boggs LLP

Mark T. Bertolini

Chairman and CEO, Aetna Inc.

Kathryn A. Tesija

Strategic Advisor, Target Corporation

Gregory G. Weaver

Former Chairman and CEO, Deloitte & Touche LLP

Richard L. Carrión

Chairman and CEO, Popular, Inc.

Melanie L. Healey

Former Group President of The Proctor & Gamble Company

Gregory D. Wasson

Former President and CEO, Walgreens Boots Alliance, Inc.

Clarence Otis, Jr.

Former Chairman and CEO, Darden Restaurants, Inc.

M. Frances Keeth (Lead Director)

Retired Executive Vice President, Royal Dutch Shell plc

Karl-Ludwig Kley

Chairman of the Executive Board and CEO, Merck KGaA

Donald T. Nicolaisen

Retired Chief Accountant of the U.S. Securities and Exchange Commission

Video: Lowell McAdam

I think the telecommunications industry is at a real opportunity point as we transition to new technology. We ve got a long history of disrupting ourselves before we need to be disrupted. If you look at how we moved off of copper and onto Fios, we literarily led the industry. Now fiber to the home is a standard product offering.

If you look at how the product sets are evolving, a reliable, high-quality network is more important than it s ever been in the past. What we have to do is not rest on our laurels and we re not doing that. We re making further investments to expand our fiber presence. And just recently we ve declared for 5G on the wireless side. Now that adds literally 200 times the speed that we have over the 4G LTE network. It reduces our cost by a factor of 20. It will literally open up an entire new era of growth for the wireless industry.

By 2020, literally 60% of the purchasing power will be by millennials. They use the phone for data and video as a primary source of watching and gaining access to the Internet. Now one of the things we did in 2015 was to remake the brand image around Better Matters. What we want to do is convince this group that network quality matters, that we are a simple company to do business with, and we will be bringing them the products that make their lives better as we go forward.

In 2015, Verizon introduced two very important product sets. Go90, which is a social network based on video. Early returns are very positive, but we re just at the starting gate. The second thing that we ve done is introduce our Internet of Things Platform called ThingSpace. This allows us to move heavily into areas such as smart cities, healthcare, tech, agriculture, transportation systems and all the things that make up the intelligent Internet of Things. Verizon is at the cross roads to really stay ahead of the future needs of our industry.

END

Video: M. Frances Keeth

For me, the Lead Director s role is to ensure that we have an effective and an efficient Board that makes sure that we meet all of our shareholder requirements and responsibilities.

What I do as a Lead Director is ensure that we have these discussions. I make sure that there s time and room for every person to bring their perspective into the room. Then we work together, and we make sure that we try to come to a consensus, and we re generally successful. In doing all of this, I m really trying to be there for Lowell and be a sounding board for him. So not on just agenda items, but on business priority issues, initiatives and personnel issues.

Committees are absolutely essential to manage the flow of work of a board. When a new Director comes on, they do not go onto a committee right away for at least the first year. They attend every committee meeting and that way they get to see what each and every committee does and what the responsibilities are. And are better informed when it comes time for them to join a committee.

Strategy is mission critical. But strategy s not something that you do once and set aside. Nor is it something that you change every year. It s more like a living organism. You have to nurture it. You have to care for it so it reaches its full potential. And for that reason, we do spend a lot of time at every Board meeting on strategy, as well as we do an offsite session once a year, where we only talk about strategy.

Then we have to develop a business plan that actually implements that strategy. And measure our performance against that business plan, making adjustments as we need to. And of course, we do succession planning for all the key roles at Verizon.

Twice a year, Verizon management meets with our key investors. First of all, it gives me an opportunity to understand what it is that they are looking for in Verizon. And secondly, it gives me an opportunity to explain to them how governance works at Verizon, and really get down into the nitty gritty and the core of what we do and how we do it and why do it. It s very helpful because it also helps us understand how we can improve.

I m proud of our governance. I believe it s world class. But I m always looking for ways to improve our governance and to also improve the transparency of information to our shareholders. So, thank you.

END

From: Shareowner Services [mailto:employee.news@verizon.com]

Sent:

To: V Team Shareholder

Subject: Got Verizon stock? Learn how to vote your shares.

Verizon.com News Article

Available now: Verizon s interactive annual report

Verizon today published its 2015 annual report, 2015 corporate responsibility supplement and 2016 proxy statement.

Verizon s interactive annual report includes Chairman and CEO Lowell McAdam s letter to shareowners, as well as a 3-minute video of Lowell discussing how the company is positioning itself for future growth. The interactive annual report also includes an easy-to-view section of financial highlights, with charts.

Embed video: https://youtu.be/vXHjodXp_tg.

Annual meeting & proxy

Verizon s annual meeting website provides shareholders with information about Verizon s upcoming 2016 annual meeting in Albuquerque, New Mexico. Among other things, you can view the meeting agenda, including the management and shareholder proposals, and an explanation of how shareholders can vote.

The annual meeting website is not intended to be a substitute for reading Verizon s 2016 proxy statement, which includes information required by the SEC. Verizon encourages shareholders to read the proxy statement in full before voting, which can be done online.

View a brief video of Verizon s independent Lead Director Fran Keeth discussing governance at Verizon.

Embed video link: https://youtu.be/wmlILUimZN4

2015 corporate responsibility supplement

The company s interactive corporate responsibility supplement includes stories about how:

Verizon creates innovative solutions

Verizon delivers on the promise of the digital world one student at a time

The Internet of Things creates even more opportunities

Technology is essential to a low-carbon future

When purpose is aspirational, employees can achieve great things

View corporate responsibility supplement > link to PDF