

PROCTER & GAMBLE Co
Form DEFA14A
August 24, 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.)

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

The Procter & Gamble Company

(Name of Registrant as Specified In Its Charter)

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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 the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the 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 the 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:

YOUR VOTE IS IMPORTANT!

Questions & Answers

Why am I receiving this Notice of Internet Availability?

Pursuant to the SEC Notice and Access proxy rules, companies are permitted to send the enclosed Notice instead of a full printed set of proxy materials. The Notice gives you instructions on how to view your company's proxy materials and vote online, or how to receive a full set of printed materials by mail.

There are several advantages to your company sending a Notice instead of a full set of materials including lowering your company's costs, and reducing the environmental impact from printing and mailing full sets of proxy materials.

How do I view the proxy materials online?

Go to www.proxyvote.com and follow the instructions. You will need to enter the number printed on the enclosed Notice in the box marked by the arrow

What if I still prefer to receive a paper copy of the proxy materials?

You can easily request a paper copy at no cost. Refer to the Before You Vote section of the Notice for further instructions.

Can I request to receive my proxy materials for future meetings by e-mail rather than receive a Notice?

Yes, you may request to receive proxy materials for all future meetings by e-mail. Follow the simple online instructions at www.proxyvote.com.

How can I vote my shares?

Refer to the How to Vote section of the Notice for further instructions.

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For more information please visit,

www.sec.gov/spotlight/proxymatters/e-proxy.shtml

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

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on October 9, 2018.**

THE PROCTER & GAMBLE COMPANY

SHAREOWNER SERVICES

P.O. BOX 64945

ST. PAUL, MN 55164-0945

Meeting Information

Meeting Type: Annual

For holders as of: August 10, 2018

Date: October 9, 2018 **Time:** 9:00 a.m.

Location: General Offices of the

Procter & Gamble Company

1 Procter & Gamble Plaza

Cincinnati, OH 45202

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 are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before September 25, 2018 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Phone: To vote now by telephone, dial 1-800-690-6903, using any touch-tone telephone. Have the information that is printed in the box marked by the arrow available and follow the instructions.

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

Vote In Person: To vote and/or attend the meeting, go to the Register for Meeting link at www.proxyvote.com. At the meeting, you will need to request a ballot to vote these shares.

Voting Items

The Board of Directors recommends a vote **FOR**

the following action:

1. ELECTION OF DIRECTORS

Nominees:

1a. Francis S. Blake

1b. Angela F. Braly

1c. Amy L. Chang

1d. Kenneth I. Chenault

1e. Scott D. Cook

1f. Joseph Jimenez

1g. Terry J. Lundgren

1h. W. James McNerney, Jr.

1i. Nelson Peltz

1j. David S. Taylor

1k. Margaret C. Whitman

1l. Patricia A. Woertz

1m. Ernesto Zedillo

The Board of Directors recommends a vote **FOR** the following proposals:

2. Ratify Appointment of the Independent Registered Public Accounting Firm
3. Advisory Vote on the Company's Executive Compensation (the "Say on Pay" vote)

