

UNITED TECHNOLOGIES CORP /DE/
Form DEFA14A
March 15, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A INFORMATION

**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 §240.14a-12

United Technologies 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:

(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:

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

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareowners to be held on April 25, 2016.

UNITED TECHNOLOGIES CORPORATION

*UNITED TECHNOLOGIES CORPORATION
10 FARM SPRINGS ROAD
FARMINGTON, CT 06032*

Meeting Information

Meeting Type: Annual Meeting
For Shareowners as of: February 29, 2016
Date: April 25, 2016 **Time:** 8:00 a.m. EDT
Location: The Vinoy® Renaissance St. Petersburg
Palm Court Ballroom
501 5th Avenue NE
St. Petersburg, Florida 33701

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, scan the QR Barcode on the reverse side, 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.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

PROXY STATEMENT AND NOTICE 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, or scan the QR Barcode below.

How to Request and Receive a PAPER or EMAIL Copy:

If you want to receive a paper or email 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 EMAIL*:* sendmaterial@proxyvote.com

* If requesting materials by email, please send a blank email 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 email address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before April 11, 2016 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet: Go to www.proxyvote.com or, from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) 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: Many Shareowner meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any

special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Voting Items

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR EACH OF THE FOLLOWING NOMINEES AND FOR
PROPOSALS 2, 3 AND 4.**

1. Election of Directors

1a. John V. Faraci

Appointment of
PricewaterhouseCoopers
2. LLP to serve as
Independent Auditor for
2016.

1b. Jean-Pierre Garnier

Amendment to our
Restated Certificate of
3. Incorporation to
eliminate cumulative
voting for directors.

1c. Gregory J. Hayes

An advisory vote to
approve the
4. compensation of our
named executive
officers.

1d. Edward A. Kangas

1e. Ellen J. Kullman

1f. Marshall O. Larsen

1g. Harold McGraw III

1h. Richard B. Myers

1i. Fredric G. Reynolds

1j. Brian C. Rogers

1k. H. Patrick Swygert

1l. André Villeneuve

1m. Christine Todd Whitman

Dear UBS Account Holder,

The following communication from United Technologies Corporation (“UTC”) is being provided to you at the request of UTC. Please be advised that the information and recommendations provided below are from UTC alone, and UBS Financial Services Inc. (“UBS”) expressly disclaims any and all responsibility and/or liability for the information and recommendations provided. UBS makes no representation concerning the accuracy or completeness of the information provided and takes no position with respect to the advisability of the recommendations made. Any questions or concerns should be addressed to UTC management.

United Technologies Corporation
Annual Meeting of Shareowners
April 25, 2016 at 8:00 a.m. EDT

Dear Fellow Shareowner,

The 2016 Annual Meeting of UTC Shareowners will be held on April 25, 2016.

YOUR VOTE IS VERY IMPORTANT. IF YOU HAVE NOT ALREADY DONE SO, WE URGE YOU TO SUBMIT VOTING INSTRUCTIONS FOR YOUR SHARES OF UTC COMMON STOCK HELD THROUGH UBS AS SOON AS POSSIBLE.

The Board of Directors recommends that you vote FOR the election of each of the nominees for director and FOR Proposals 2, 3, and 4.

CONTROL NUMBER: 0123456789012345

You can enter your voting instructions and view the shareowner material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com/00123456789012345>

FURTHER INFORMATION CONCERNING THE FOLLOWING PROPOSALS IS INCLUDED IN UTC’S 2016 PROXY STATEMENT:

Proposal 1 - Election of Directors, Nominees:

01 John V. Faraci

02 Jean-Pierre Garnier

03 Gregory J. Hayes

04 Edward A. Kangas

05 Ellen J. Kullman

06 Marshall O. Larsen

07 Harold McGraw III

08 Richard B. Myers

09 Fredric G. Reynolds

10 Brian C. Rogers

11 H. Patrick Swygert

12 André Villeneuve

13 Christine Todd Whitman

Proposal 2 - Appointment of PricewaterhouseCoopers LLP to serve as Independent Auditor for 2016.

Proposal 3 - Amendment to our Restated Certificate of Incorporation to eliminate cumulative voting for directors.

Proposal 4 - An advisory vote to approve the compensation of our named executive officers.

We urge you to carefully review the additional information concerning these proposals that is provided in your Proxy Statement.

This reminder to vote has been sent in connection with your shares of UTC Common Stock held through UBS. If you also hold shares of UTC Common Stock through another account, you should receive a separate communication from the firm administering those holdings that explains how to vote those shares. For shares held through a bank or through another broker, shares registered directly in your name or shares held through the UTC Savings Plan, you should receive communications from Broadridge Financial Solutions, Inc.

UTC is an exceptional company and I'm confident our global scale, industry leading franchises and world-class technologies position us to deliver long term shareowner value. Of course, UTC's performance relies on our incredibly talented and dedicated global workforce and I would like to thank you for your contributions to UTC's success.

Gregory J. Hayes
President and Chief Executive Officer

This message has been forwarded to you by Broadridge Financial Services, Inc., on behalf of UBS and at the request of UTC, in connection with your holdings of UTC Common Stock through your account with UBS.

The UTC Annual Report for 2015 and the Proxy Statement for the 2016 Annual Meeting of Shareowners are available at the following link:

<https://www.proxyvote.com/00123456789012345>

Broadridge will receive and tabulate voting instructions and act as independent Inspectors of Election. VOTING IS CONFIDENTIAL, AS DESCRIBED IN UTC'S PROXY STATEMENT. TO SUBMIT YOUR VOTING INSTRUCTIONS FOR SHARES OF UTC COMMON STOCK HELD THROUGH UBS, PLEASE VISIT THE SECURE AND CONFIDENTIAL ONLINE VOTING SITE AT [HTTPS://WWW.PROXYVOTE.COM](https://www.proxyvote.com) AND

FOLLOW THE ON-SCREEN INSTRUCTIONS. YOU WILL NEED YOUR CONFIDENTIAL VOTING CONTROL NUMBER PROVIDED ABOVE TO SUBMIT YOUR VOTING INSTRUCTIONS FOR YOUR SHARES OF UTC COMMON STOCK HELD THROUGH YOUR BROKER.

USING YOUR VOTING CONTROL NUMBER PROVIDED ABOVE, YOU CAN ALSO SUBMIT YOUR CONFIDENTIAL VOTING INSTRUCTIONS BY TELEPHONE BY CALLING 1-800-474-7485.

Please visit our website at

<http://financialservicesinc.ubs.com/wealth/E-maildisclaimer.html> for important disclosures and information about our e-mail policies. For your protection, please do not transmit orders or instructions by e-mail or include account numbers, Social Security numbers, credit card numbers, passwords, or other personal information.

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