

TEXAS INSTRUMENTS INC
Form DEFA14A
March 04, 2014

United States Securities and
Exchange Commission
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

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:

- | | | | |
|-------------------------------------|---|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Soliciting Material Under Rule 14a-12 |
| <input type="checkbox"/> | Confidential, For Use of the
Commission Only (as permitted
by Rule 14a-6(e)(2)) | | |
| <input type="checkbox"/> | Definitive Proxy Statement | | |
| <input checked="" type="checkbox"/> | Definitive Additional Materials | | |

Texas Instruments Incorporated
(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):

- | | |
|-------------------------------------|---|
| <input checked="" type="checkbox"/> | No fee required. |
| <input type="checkbox"/> | Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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: |
| <input type="checkbox"/> | Fee paid previously with preliminary materials: |
| <input type="checkbox"/> | 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 |

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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
Shareholder Meeting to Be Held on April 17, 2014.**

TEXAS INSTRUMENTS INCORPORATED

TEXAS INSTRUMENTS INCORPORATED
ATTN: JANE NAHRA
P.O. BOX 655474
MS 3999
DALLAS, TX 75265-5474

Meeting Information

Meeting Type: Annual Meeting

For holders as of: February 18, 2014

Date: April 17, 2014 Time: 10:00 a.m.

Location: Texas Instruments Incorporated
12500 TI Boulevard
Dallas, Texas 75243

See page 106 of the Proxy Statement (available at www.proxyvote.com) for directions to the meeting location.

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:

1. 2014 Notice and Proxy Statement
2. 2013 Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (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 → XXXX XXXX XXXX (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 April 3, 2014 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder 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.

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 → XXXX XXXX XXXX (located on the following page) and follow the instructions. For registered shares, you may vote by Internet up until 11:59 p.m. Eastern time on April 16, 2014. For shares allocable to a benefit plan account, voting instructions must be received no later than 11:59 p.m. Eastern time on April 14, 2014.

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

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Voting Items

The board of directors recommends you vote FOR each of the nominees for director and FOR Proposals 2 through 5.

1. Election of Directors

Nominees:

- | | |
|-----|-----------------|
| 1a. | R. W. Babb, Jr. |
| 1b. | M. A. Blinn |
| 1c. | D. A. Carp |
| 1d. | C. S. Cox |
| 1e. | R. Kirk |
| 1f. | P. H. Patsley |
| 1g. | R. E. Sanchez |
| 1h. | W. R. Sanders |
| 1i. | R. J. Simmons |
| 1j. | R. K. Templeton |
| 1k. | C. T. Whitman |

- | | |
|----|--|
| 2. | Board proposal regarding advisory approval of the Company's executive compensation. |
| 3. | Board proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014. |
| 4. | Board proposal to approve the TI Employees 2014 Stock Purchase Plan. |
| 5. | Board proposal to reapprove the material terms of the performance goals under the Texas Instruments 2009 Long-Term Incentive Plan. |

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