

NEW YORK TIMES CO  
Form DEFA14A  
March 17, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 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 Pursuant to §240.14a-12

**THE NEW YORK TIMES COMPANY**

(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.

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- (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  
Stockholder Meeting to Be Held on April 30, 2014.**

**THE NEW YORK TIMES COMPANY**

**Meeting Information**

**Meeting Type:** Annual  
**For holders as of:** March 3, 2014  
**Date:** April 30, 2014      **Time:** 10:00 a.m., Eastern Time  
**Location:** TheTimesCenter

242 West 41<sup>st</sup> Street

New York, NY 10018

***620 EIGHTH AVENUE***

***NEW YORK, NY 10018***

***ATTENTION: CORPORATE SECRETARY***

You are receiving this communication because you hold shares in the above named company. Information on how to obtain directions to attend the Annual Meeting is available at <http://TheTimesCenter.com>.

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](http://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.

**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:

1. NOTICE OF ANNUAL MEETING AND PROXY STATEMENT
2. 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](http://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](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL\**: [sendmaterial@proxyvote.com](mailto: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 April 16, 2014 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** 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 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.

## **Voting Items**

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

**the following:**

1. Election of Directors

**Class A Nominees:**

- 01) Raul E. Cesan
- 02) Joichi Ito
- 03) David E. Liddle
- 04) Ellen R. Marram

**The Board of Directors recommends you vote FOR the following proposal:**

2. Approval of amendment and restatement of The New York Times Company 2010 Incentive Compensation Plan

**The Board of Directors recommends you vote FOR the following proposal:**

4. Ratification of the selection of Ernst & Young LLP as auditors

**NOTE:** In their discretion, the proxies are authorized to vote on such other business as may properly come before the meeting or any adjournment or postponement thereof.

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

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## Voting Items

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

**the following:**

1. Election of Directors

### **Class B Nominees:**

- |                          |                            |
|--------------------------|----------------------------|
| 01) Robert E. Denham     | 06) Brian P. McAndrews     |
| 02) Michael Golden       | 07) Arthur Sulzberger, Jr. |
| 03) Steven B. Green      | 08) Mark Thompson          |
| 04) Carolyn D. Greenspon | 09) Doreen A. Toben        |
| 05) James A. Kohlberg    |                            |

**The Board of Directors recommends you vote FOR the following proposal:**

2. Approval of amendment and restatement of The New York Times Company 2010 Incentive Compensation Plan

**The Board of Directors recommends you vote FOR the following proposal:**

3. Advisory vote to approve executive compensation

**The Board of Directors recommends you vote FOR the following proposal:**

4. Ratification of the selection of Ernst & Young LLP as auditors

**NOTE:** In their discretion, the proxies are authorized to vote on such other business as may properly come before the meeting or any adjournment or postponement thereof.