

UNITED TECHNOLOGIES CORP /DE/
Form DEFA14A
March 18, 2019

**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:

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 29, 2019.

UNITED TECHNOLOGIES CORPORATION

UNITED TECHNOLOGIES CORPORATION
10 FARM SPRINGS ROAD
FARMINGTON, CT 06032

Meeting Information

Meeting Type: Annual Meeting
For Shareowners as of: February 28, 2019

Date: April 29, 2019 **Time:** 8:00 a.m. Eastern Time

Location: UTC Center for Intelligent Buildings
13995 Pasteur Boulevard
Palm Beach Gardens, Florida 33418

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:

PROXY STATEMENT NOTICE AND ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow XXXX 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 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 15, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet: Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (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 see the Proxy Statement regarding meeting attendance because

seating is limited. 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 director nominees:

- | | | |
|----|-----------------------|------------------------|
| 1. | Election of Directors | |
| | 1a. | Lloyd J. Austin III |
| | 1b. | Diane M. Bryant |
| | 1c. | John V. Faraci |
| | 1d. | Jean-Pierre Garnier |
| | 1e. | Gregory J. Hayes |
| | 1f. | Christopher J. Kearney |
| | 1g. | Ellen J. Kullman |
| | 1h. | Marshall O. Larsen |
| | 1i. | Harold W. McGraw III |
| | 1j. | Margaret L. O'Sullivan |
| | 1k. | Denise L. Ramos |
| | 1l. | Fredric G. Reynolds |
| | 1m. | Brian C. Rogers |

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

- | | |
|----|--|
| 2. | Advisory Vote to Approve Executive Compensation. |
| 3. | Appoint PricewaterhouseCoopers LLP to Serve as Independent Auditor for 2019. |

4. Approve an Amendment to the Restated Certificate of Incorporation to Eliminate Supermajority Voting for Certain Business Combinations.
 5. Ratify the 15% Special Meeting Ownership Threshold in the Company's Bylaws.
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