

DUPONT E I DE NEMOURS & CO
Form DFAN14A
April 27, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

**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

E. I. du Pont de Nemours and Company

(Name of Registrant as Specified In Its Charter)

Triam Fund Management, L.P.

Triam Fund Management GP, LLC

Trian Partners, L.P.

Trian Partners Strategic Investment Fund, L.P.

Trian Partners Strategic Investment Fund II, L.P.

Trian Partners Master Fund, L.P.

Trian Partners Parallel Fund I, L.P.

Trian Partners Master Fund (ERISA), L.P.

Trian Partners Strategic Investment Fund-A, L.P.

Trian Partners Strategic Investment Fund-D, L.P.

Trian Partners Strategic Investment Fund-N, L.P.

Trian SPV (SUB) VIII, L.P.

Trian Partners Fund (Sub)-G, L.P.

Trian Partners Fund (Sub)-G II, L.P.

Nelson Peltz

Peter W. May

Edward P. Garden

John H. Myers

Arthur B. Winkleblack

Robert J. Zatta

(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:

Trian Fund Management, L.P. (“Trian”) placed the following advertisement in a Wilmington, Delaware newspaper on April 26, 2015 and may from time to time place such advertisement in additional publications:

TRIAN BRINGS A VOTE
 AN OWNERSHIP FOR TRIAN’S
 MENTALITY TO NOMINEES IS A VOTE
 THE BOARDROOM FOR FOUR HIGHLY
 QUALIFIED EXECUTIVES
 When Trian joins a board, we WHO WILL SEEK TO WORK
 work collaboratively with other CONSTRUCTIVELY WITH
 board members to increase MANAGEMENT AND THE
 management accountability, BOARD TO IMPROVE
 enhance engagement in the DUPONT’S PERFORMANCE
 boardroom, and increase AND INCREASE ITS VALUE.

long-term value for the benefit

of **all** stockholders.

Trian’s nominees bring strong records of value creation, a diverse set of relevant skills and

I have nothing but the highest regard for Nelson

independent perspectives that can help make

DuPont **GREAT** again.

Peltz. We served together on the Heinz board

and I found him constructive, open-minded and

NELSON PELTZ is CEO and a founding partner of Trian. Trian believes that Mr. Peltz, through his 40 years of experience as a hands-on executive and active board member at numerous companies, has developed strong operating experience and strategic planning skills that will benefit DuPont’s operational initiatives and its long-term strategy.

thoughtful. He played by the rules and was a

positive influence. He had a lot of good ideas to help

make Heinz a better company, including increased

JOHN H. MYERS is the former President and CEO of GE Asset Management, where he was responsible for approximately \$200 billion in assets under management. Trian believes Mr. Myers’ qualifications to serve on DuPont’s Board

marketing and reducing corporate overhead. He

include the knowledge and experience he has gained while serving in various management positions for over 35 years with General Electric.

definitely added value for all Heinz shareholders.”

THOMAS J. USHER

Former Chairman and CEO,
United States Steel Corporation

ARTHUR B. WINKLEBLACK is the former Executive Vice President and CFO of H.J. Heinz Company, where he worked with Mr. Peltz and Trian to create a more streamlined and focused business. Trian believes his substantial experience as an executive provides him with knowledgeable perspectives on strategic planning, international operations, acquisitions and divestitures, and cost and financial controls experience.

Non-Executive Chairman of the Board of Marathon Petroleum Corporation

Director of The PNC Financial Services Group, Inc. and PPG Industries, Inc.

ROBERT J. ZATTA is the former Acting CEO and long-time CFO of Rockwood Holdings, Inc., a leading global developer, manufacturer, and marketer of specialty chemicals. Mr. Zatta was instrumental in leading the turnaround and transformation of Rockwood, which resulted in its 2014 acquisition by Albemarle Corporation. Trian believes Mr. Zatta’s extensive background in the specialty chemical sector will enable him to bring valuable industry experience to DuPont.

Former Director of H.J. Heinz Company

VOTE THE GOLD PROXY CARD

For more information, visit
DuPontCanBeGreat.com

© 2015 Trian Fund Management, L.P. All rights reserved. Trian Fund Management, L.P. (“Trian”) and the investment funds that it manages that hold shares of E.I. du Pont de Nemours and Company (the “Company”), together with other Participants (as defined below), filed a definitive proxy statement and an accompanying proxy card with the Securities and Exchange Commission (the “SEC”) on March 25, 2015 to be used to solicit proxies in connection with the 2015 Annual Meeting of Stockholders of the Company, including any adjournments or postponements thereof or any special meeting that may be called in lieu thereof (the “2015 Annual Meeting”). Information relating to the participants in such proxy solicitation (the “Participants”) has been included in that definitive proxy statement and in any other amendments to that definitive proxy statement. Stockholders are advised to read the definitive proxy statement and any other documents related to the solicitation of stockholders of the Company in connection with the 2015 Annual Meeting because they contain important information, including additional information relating to the Participants. The Participants’ definitive proxy statement and a form of proxy have been mailed to stockholders of the Company. These materials and other materials filed by the Participants in connection with the solicitation of proxies are available at no charge at the SEC’s website at www.sec.gov. The definitive proxy statement and other relevant documents filed by the Participants with the SEC are also available, without charge, by directing a request to Trian’s proxy solicitor,

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MacKenzie Partners, Inc. 105 Madison Avenue, New York, New York 10016 (call collect: 212-929-5500; call toll free: 800-322-2885) or email: proxy@mackenziepartners.com.

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