

SENSIENT TECHNOLOGIES CORP
Form DEFA14A
April 11, 2013

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ o

Check the appropriate box:

- ☐ o Preliminary Proxy Statement
- ☐ o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ o Definitive Proxy Statement
- ☒ x Definitive Additional Materials
- ☐ o Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

SENSIENT TECHNOLOGIES CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- ☒ x No fee required
- ☐ o 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:

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(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):

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- ☐ o Fee paid previously with preliminary materials.

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(1)

Amount Previously Paid:

(2)

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Commencing April 11, 2013, the following materials and information will be used by employees of Sensient Technologies Corporation ("Sensient" or the "Company") to communicate about Sensient's upcoming Annual Meeting of Shareholders (the "2013 Annual Meeting") and may be sent to certain shareholders. The information below supplements information contained in Sensient's definitive proxy statement dated March 15, 2013 as previously supplemented. This information may be deemed "soliciting materials" within the meaning of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission (the "SEC").

Sensient Technologies: Glass Lewis Now Recommends Voting FOR Approval of the Amended and Restated 2007 Stock Plan

Dear Shareholder,

Glass Lewis has updated its report to reflect the additional compensation disclosures made by Sensient since the filing of its definitive proxy statement dated March 15, 2013. Glass Lewis is now recommending that shareholders vote FOR approval of the Amended and Restated 2007 Stock Plan (Proposal 3) as well as FOR the advisory vote on executive compensation (Proposal 2). The updated note from Glass Lewis reads as follows:

Revision: April 11, 2013. We have amended our analysis of Proposal 3 to take into consideration the Company's disclosure, as stated in a Form DEFA14A filed April 5, 2013, that it intends to incorporate performance-based equity awards into its next executive award cycle. Given that certain terms of the proposed amendment are necessary in order to allow such awards to be tax deductible under IRS Rule 162(m), we feel that shareholders should support this proposal. As such, we now recommend that shareholders vote "FOR" Proposal 3.

If you have any questions, or would like to arrange a discussion with Sensient, please call D.F. King & Co., Inc. at 212-493-6933.

Thank you.