

TEXAS INSTRUMENTS INC
Form DEFA14A
March 06, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
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

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):

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 the transaction applies:

- (2) Aggregate number of securities to which the transaction applies:

- (3) Per unit price or other underlying value of the 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 the 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
Shareholder Meeting to Be Held on April 20, 2017.**

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 21, 2017
Date: April 20, 2017 **Time:** 8:30 a.m.
Location: Texas Instruments Incorporated

12500 TI Boulevard

Dallas, Texas 75243

See page 51 of the Proxy Statement (available at www.proxyvote.com) for attendance requirements and 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.

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. 2017 Notice and Proxy Statement
2. 2016 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.

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) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | 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 6, 2017 to facilitate timely delivery.**

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you plan to attend the annual meeting you will be required to show proof of ownership as of February 21, 2017, and a government-issued photo ID. Please see page 4 of the proxy statement for more

information. 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 (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 19, 2017. For shares allocable to a benefit plan account, voting instructions must be received no later than 11:59 p.m. Eastern time on April 17, 2017.

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.

Voting Items

The board of directors recommends you vote FOR each of the nominees for director, FOR Proposals 2 and 4 and FOR 1 year on proposal 3.

1. Election of Directors

Nominees:

1a. R. W. Babb, Jr.

1b. M. A. Blinn

1c. T. M. Bluedorn

1d. D. A. Carp

1e. J. F. Clark

1f. C. S. Cox

1g. J. M. Hobby

1h. R. Kirk

1i. P. H. Patsley

1j. R. E. Sanchez

1k. W. R. Sanders

1l. R. K. Templeton

2. Board proposal regarding advisory approval of the Company's executive compensation.
3. Board proposal regarding advisory approval of annual frequency for future advisory votes on executive compensation.
4. Board proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2017.

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

