

SERVICE CORPORATION INTERNATIONAL  
Form DEFA14A  
April 27, 2016

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
- Service Corporation International  
(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:

(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.

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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:

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In the Service Corporation International (“Company”) Form 10-K for the year ended December 31, 2015, we disclosed in footnote 13 to the financial statements relating to share-based compensation that 1,531,410 shares of the Company stock were reserved for future option and restricted stock grants under the Company’s stock benefit plans as of December 31, 2015. Of those shares reserved, 253,378 were remaining available for future grants under the Amended and Restated Director Fee Plan and 1,278,032 shares were remaining available for future grants under the 2011 Amended and Restated Incentive Plan (the “Plan”). All such 1,278,032 shares were available to be granted in awards that were stock options. However, pursuant to a limitation set forth in the Plan, as of December 31, 2015, only 407,516 shares of common stock out of the aforementioned 1,278,032 shares could be granted in full value awards consisting of bonus awards payable in stock, restricted stock awards, restricted stock units, stock equivalent units and performance grants.