

YUM BRANDS INC
Form DEFA14A
May 09, 2012

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 under §240.14a-12

YUM! BRANDS, INC.

(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.
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.
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 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
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Commencing on or about May 9, 2012, Yum! Brands, Inc. sent the following communication to certain shareholders.

To: Yum Employees
From: Timothy P. Jerzyk, Senior Vice President, Investor Relations
Re: Vote Your Yum! Shares

Our annual shareholder meeting is quickly approaching. The meeting will be held on Thursday, May 17th. If you own shares of Yum! directly or through a broker or the 401(k) plan, we encourage you to vote those shares at your earliest convenience. Your participation in this process is important to ALL of us, and we encourage you to vote today.

As a reminder, our Board of Directors recommends that you vote FOR items 1, 2 and 3 and AGAINST items 4 and 5.

The purposes of the meeting are:

1. Election of All Nominees for Director
2. Ratification of Independent Auditors
3. Advisory Vote to Approve Executive Compensation
4. Shareholder Proposal to Appoint an Independent Chairman
5. Shareholder Proposal to Adopt a Sustainable Palm Oil Policy

All shareholders of Yum! (including those who own Yum! stock through the Yum 401(k)) recently received in the mail at their homes directions on how to vote over the internet and/or through the mail. This mailing included your control number which is required to vote your shares at www.proxyvote.com.

The deadline for voting is Wednesday, May 16th. If you have any questions regarding the voting procedures, please contact Linda Neat at 502-874-2742.

Thanks for your support.