

JOHN HANCOCK PREMIUM DIVIDEND FUND  
Form DEFA14A  
February 06, 2014

**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

**JOHN HANCOCK PREMIUM DIVIDEND FUND**

(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.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

**February 6, 2014**

**JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND**

**JOHN HANCOCK HEDGED EQUITY & INCOME FUND**

**JOHN HANCOCK PREFERRED INCOME FUND**

**JOHN HANCOCK PREFERRED INCOME FUND II**

**JOHN HANCOCK PREFERRED INCOME FUND III**

**JOHN HANCOCK PREMIUM DIVIDEND FUND**

**JOHN HANCOCK TAX-ADVANTAGED DIVIDEND INCOME FUND**

**JOHN HANCOCK TAX-ADVANTAGED GLOBAL SHAREHOLDER YIELD FUND**

**ADDITIONAL MATERIAL FOR PROXY STATEMENT**

**FOR THE ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON FEBRUARY 18, 2014**

Dear Fellow Shareholder:

We are writing to inform you of revisions to the proxy statement for the John Hancock Closed-End Funds dated December 23, 2013, which you have already received. The proxy statement relates to the Annual Meeting of Shareholders of the Funds that will be held at 601 Congress Street, Boston, Massachusetts 02210, on Tuesday, February 18, 2014, at 2:00 P.M., Eastern Time.

James R. Boyle, who was a nominee for election at the Annual Meeting, is no longer a Trustee of the Funds and is not seeking to stand for re-election. Accordingly, Mr. Boyle is removed as a nominee for election to the Board of Trustees and any references to him in the Funds' proxy statement dated December 23, 2013 are hereby deleted. Additionally, any votes received for Mr. Boyle will not be counted at the Annual Meeting of Shareholders on February 18, 2014. Other than Mr. Boyle, the nominees named in the proxy statement will stand for election at the Annual Meeting.

We also would like to take this opportunity to thank Mr. Boyle for his faithful and distinguished service on behalf of the shareholders of the Funds.

If you have questions, please call a John Hancock Investments Customer Service Representative at 855-742-8269, Monday through Friday, between 9:00 A.M. and 8:00 P.M., Eastern time.

Sincerely,

Andrew G. Arnott

President and Chief Executive Officer

John Hancock Investments