

FRANKLIN RESOURCES INC
Form DEFA14A
February 08, 2010

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. 1)

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 Section 240.14a-12

FRANKLIN RESOURCES, 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):

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x 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:

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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:

FRANKLIN RESOURCES, INC.

One Franklin Parkway, San Mateo, California 94403-1906

**SUPPLEMENT TO NOTICE OF THE ANNUAL MEETING AND
PROXY STATEMENT**

for

Annual Meeting of Stockholders

Tuesday, March 16, 2010, 10:00 a.m. Pacific Time

H. L. Jamieson Auditorium, One Franklin Parkway, Building 920

San Mateo, California

DEAR STOCKHOLDER:

The Board of Directors of Franklin Resources, Inc. (the "Company") regrets to report that Mr. Robert D. Joffe passed away on January 28, 2010. Mr. Joffe had served as a Director since 2003 and chaired the Company's Corporate Governance Committee.

Mr. Joffe was a nominee for election to the Company's Board of Directors at the Company's annual meeting of stockholders to be held on March 16, 2010 (the "Annual Meeting"). Because of Mr. Joffe's death, Mr. Joffe is removed as a nominee for election to the Board of Directors at the Annual Meeting. The Board of Directors has not designated a substitute nominee for Mr. Joffe and has reduced the size of the Company's Board of Directors from twelve to eleven. The Board of Directors will therefore present only eleven nominees for election to the Company's Board of Directors at the Annual Meeting. The Board of Directors recommends that you vote FOR each of these eleven nominees.

If you have already voted your shares by proxy, your shares will be voted as specified in your prior vote with regards to the existing nominees, unless you choose to revoke your proxy. If you have not already voted your shares by proxy, you may still use the original proxy card that we previously distributed, and your vote with respect to nominees for director will be counted accordingly, other than votes with respect to Mr. Joffe, which will be disregarded for purpose of the election of directors at the Annual Meeting.

By order of the Board of Directors,

MARIA GRAY

SECRETARY

FEBRUARY 8, 2010

SAN MATEO, CALIFORNIA