

WALT DISNEY CO/
Form DEFA14A
March 01, 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:

| | | | |
|-------------------------------------|---|--------------------------|--|
| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> | Definitive Proxy Statement | | |
| <input checked="" type="checkbox"/> | Definitive Additional Materials | | |
| <input type="checkbox"/> | Soliciting Material Pursuant to §240.14a-12 | | |

The Walt Disney Company

(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.

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(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):

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On March 1, 2012, The Walt Disney Company issued the following statement:

Disney fundamentally disagrees with certain of ISS's recommendations, which are based on both flawed premises and methodology. The Company's Board of Directors adheres to a rigorous performance test for compensation, and the Company's tremendous performance under Bob Iger is evident. Disney had record financial performance in Fiscal Year 2011 and its total shareholder return is more than four times greater than that of the S&P 500 during Mr. Iger's more than six years of leadership. After careful and considered deliberation, the Board took action to secure Mr. Iger's leadership through his expected retirement in 2016 to provide for an effective, seamless succession and management transition and continuity of the Company's proven strategy. In addition, the board will appoint an independent lead director with duties and responsibilities that, ironically, exceed in scope those recommended by ISS.