

AFLAC INC  
Form DEFA14A  
March 27, 2017

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 [X]  
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

**Aflac Incorporated**  
(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:

Edgar Filing: AFLAC INC - Form DEFA14A

- 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:
-

## EXPLANATORY NOTE

On March 16, 2017, Aflac Incorporated (the Company) filed a definitive proxy statement (the Proxy Statement) with the Securities and Exchange Commission. Due to a clerical error, the 2016 Director Compensation table on page 28 of the Proxy Statement omitted compensation information for Takuro Yoshida. In all other respects, the table and related footnotes were correct as filed. The corrected table appears below with the footnotes that were provided with the original table.

## 2016 Director Compensation

The following table identifies each item of compensation paid to Non-employee Directors for 2016.

Name(1)	Fees Earned or Paid in Cash (2) (\$)	Stock Awards (3) (\$)	Option Awards (4) (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (5) (\$)	All Other Compensation (6) (\$)	Total (7) (\$)
<b>W. Paul Bowers</b>	140,000	135,011				<b>275,011</b>
<b>Toshihiko Fukuzawa</b>	76,667	134,527				<b>211,194</b>
<b>Elizabeth J. Hudson</b>	130,000	135,011			4,724	<b>269,735</b>
<b>Douglas W. Johnson</b>	175,000		261,185		10,401	<b>446,586</b>
<b>Robert B. Johnson</b>	135,000	135,011				<b>270,011</b>
<b>Thomas J. Kenny</b>	115,032	135,011				<b>250,043</b>
<b>Charles B. Knapp</b>	145,000	135,011			2,993	<b>296,477</b>
<b>Joseph L. Moskowitz</b>	125,000	67,540	130,599		12,844	<b>335,983</b>
<b>Barbara K. Rimer, DrPH</b>	130,000	135,011			3,803	<b>268,814</b>
<b>Melvin T. Stith</b>	125,000	135,011				<b>260,011</b>
<b>Takuro Yoshida*</b>	38,333					<b>38,333</b>

\* Takuro Yoshida's term on the Board of Directors ended May 2, 2016.

Daniel P. Amos, Paul S. Amos II, and Kriss Cloninger III are not included in the table; they are employees and thus do not receive compensation (1) for their service as Directors. The compensation received by these individuals as employees is shown in the Summary Compensation Table.

(2) Thomas J. Kenny elected to receive his annual retainer in restricted stock. The value of these shares on the grant date was \$115,032.

This column represents the dollar amount recognized in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (ASC 718) for financial statement purposes with respect to the 2016 fiscal year for the fair value of restricted stock granted in 2016. The fair values of the awards granted in 2016 were calculated using the closing per-share stock price on the date of grant of \$69.13. As of December 31, 2016, each Non-employee Director held the following number of restricted stock awards: W. Paul Bowers, 6,740; Toshihiko Fukuzawa, 1,946; Elizabeth J. Hudson, 4,125; Robert B. Johnson, 4,125; Thomas J. Kenny, 4,405; Joseph L. Moskowitz, 2,527; and Melvin T. Stith, 6,078. The following shares issued in 2016 to the retirement eligible Non-employee directors, as defined in the equity agreements, were accelerated to vest within the year and are not included in the number of restricted shares held: Elizabeth J. Hudson, 1,953;

(3) Robert B. Johnson, 1,953; Charles B. Knapp, 1,953, and Barbara K. Rimer, 1,953.

In accordance with the SEC's reporting requirements, this column represents the dollar amount recognized in accordance with ASC 718 for financial statement purposes with respect to the 2016 stock option grants. The Company's valuation assumptions are described in Note 12

Share-Based Compensation in the Notes to the Consolidated Financial Statements in the Company's Annual Form 10-K filed with the SEC for the year ended December 31, 2016. Stock options granted to Non-employee Directors vest in one year. As of December 31, 2016, each non-employee Director held stock options covering the following number of shares of Common Stock: Elizabeth J. Hudson, 25,026; Douglas W. Johnson, 62,661; Robert B. Johnson, 7,000; Thomas J. Kenny, 14,735; Charles B. Knapp, 48,749; Joseph L. Moskowitz, 9,713; Barbara K. Rimer, 38,249; and Takuro Yoshida, 31,988.

(4) Represents change in pension value. W. Paul Bowers, Toshihiko Fukuzawa, Douglas W. Johnson, Robert B. Johnson, Thomas J. Kenny, Joseph L. Moskowitz, Melvin T. Stith and Takuro Yoshida do not participate in the Director retirement plan since they first became Directors after (5) the plan was closed to new participants in 2002.