

MOSAIC CO
Form DEFA14A
April 05, 2018

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 Pursuant to §240.14a-12

The Mosaic 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):

- ☒ 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:

These materials (also referred to herein as “this Supplement”) amend and supplement our definitive proxy statement filed with the Securities and Exchange Commission on March 28, 2018 (the “Proxy Statement”) relating to The Mosaic Company’s Annual Meeting of Stockholders (the “Annual Meeting”) to be held on May 10, 2018, at 10:00 a.m. Central Time. The Annual Meeting will be a virtual meeting of stockholders, conducted via live webcast available at www.virtualshareholdermeeting.com/MOS2018.

The information contained in this Supplement is intended to replace the disclosure in the Compensation, Discussion and Analysis under “Short-Term Incentive Program” on page 39 of the Proxy Statement regarding the minimum, target and maximum levels of performance set for the Incentive Controllable Operating Costs per Tonne measure under our 2017 incentive plan. After the filing and mailing of our Proxy Statement, we discovered an inaccuracy in the maximum performance level of the Incentive Controllable Operating Costs per Tonne measure under our 2017 incentive plan as a result of an administrative error. The information below regarding the minimum, target and maximum levels of performance set for the Incentive Controllable Operating Costs per Tonne measure under our 2017 incentive plan replaces, and therefore should be read in lieu of, the disclosure of that information contained in the Proxy Statement as filed on March 28, 2018.

All information in the Proxy Statement, as amended and supplemented by the information in this Supplement, should be considered in casting your vote by proxy or at the Annual Meeting.

The date of these materials is April 5, 2018.

The minimum, target and maximum levels of performance set for the Incentive Controllable Operating Costs per Tonne measure under our 2017 incentive plan are amended and restated in their entirety as follows:

Measure	Minimum		Target		Maximum	
	Performance Level	Payout Percentage	Performance Level	Payout Percentage	Performance Level	Payout Percentage
Incentive Controllable Operating Costs per Tonne (1)	\$106	0%	\$102	30%	\$98	60%

(1) Payout for this measure is limited to 100% if Incentive ROIC is less than 4.5%.