

TERADATA CORP /DE/
Form DEFA14A
April 15, 2015

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

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

Teradata Corporation

(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):

- 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:
- (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:

EMAIL TO ALL TERADATA EMPLOYEES [DIRECTORS]

Subject: Teradata 2015 Annual Stockholders Meeting PLEASE VOTE

Dear Teradata Employee [Director] Stockholders,

Every year, Teradata stockholders have the opportunity to participate in the governance of our company by voting at our annual stockholders meeting.

This year, Teradata's annual meeting will be held on April 28, 2015. It is important that you show your support for Teradata and vote your shares at the annual stockholders meeting. In particular, we are asking that you support Teradata by voting FOR all of Teradata's director nominees (voting item #1), FOR the Advisory Say-on-Pay Vote on Executive Compensation (voting item #2), and FOR the ratification of our Independent Registered Public Accounting Firm (voting item #3). For the reasons explained in our 2015 proxy statement, we believe that such votes are in the best interests of our company, our employees, and our stockholders.

Additional information regarding the annual meeting and the items to be voted on at the meeting can be found in the 2015 proxy statement which is available at

<http://www.sec.gov/Archives/edgar/data/816761/000119312515078975/d868726ddef14a.htm>.

HOW TO VOTE

If you were a Teradata stockholder as of February 27, 2015, the record date for this year's annual meeting, you will receive a Notice that your proxy materials are available online. The Notice details the items that are up for approval at this year's annual meeting. (If you previously elected a preferred method of delivery for your materials (mail or email), you will not receive the Notice, but you will receive your materials directly via the delivery method you requested.)

If you are a registered stockholder (holding Teradata stock in your own name through an account with our transfer agent, Computershare Investor Services), you can vote your proxy by mail, by phone (1-800-690-6903) or by accessing the Internet voting website at <http://www.proxyvote.com>. Please have your Notice or proxy card in hand when going online or calling.

If you indirectly hold your Teradata shares through a nominee, such as a bank or broker, you can vote your shares using the methods provided by your nominee.

If you have already voted, thank you. Your vote and your investment in Teradata are most appreciated.

Laura Nyquist, General Counsel

FOR TERADATA.NET (employee intranet)

Annual Stockholders Meeting Notice

IMPORTANT REMINDER FOR EMPLOYEE STOCKHOLDERS [Link to article below]: Employees who own Teradata stock are encouraged to vote their shares in connection with Teradata's annual meeting of stockholders on April 28, 2015. Additional information regarding the annual meeting and the items to be voted on at the meeting can be found in the 2015 proxy statement which is available at <http://www.sec.gov/Archives/edgar/data/816761/000119312515078975/d868726ddef14a.htm>.

Subject: Upcoming Teradata Proxy Vote

Dear Teradata employee stockholders,

Every year, Teradata stockholders have the opportunity to participate in the governance of our company by voting at our annual stockholders meeting.

This year, Teradata's annual meeting will be held on April 28, 2015. It is important that you show your support for Teradata and vote your shares at the annual stockholders meeting. In particular, we are asking that you support management and the Board of Directors by voting FOR all of Teradata's director nominees (voting item #1), FOR the Advisory Say-on-Pay Vote on Executive Compensation (voting item #2), and FOR the ratification of our Independent Registered Public Accounting Firm (voting item #3). For the reasons explained in our 2015 proxy statement, we believe that such votes are in the best interests of our company, its employees, and its stockholders.

Additional information regarding the annual meeting and the items to be voted on at the meeting can be found in the 2015 proxy statement which is available at <http://www.sec.gov/Archives/edgar/data/816761/000119312515078975/d868726ddef14a.htm>.

HOW TO VOTE

If you were a Teradata stockholder as of February 27, 2015, the record date for this year's annual meeting, you will receive a Notice that your proxy materials are available online. The Notice details the items that are up for approval at this year's annual meeting. (If you previously elected a preferred method of delivery for your materials (mail or email), you will not receive the Notice, but you will receive your materials directly via the delivery method you requested.)

If you are a registered stockholder (holding Teradata stock in your own name through an account with our transfer agent, Computershare Investor Services), you can vote your proxy by mail, by phone (1-800-690-6903) or by accessing the Internet voting website at <http://www.proxyvote.com>. Please have your Notice or proxy card in hand when going online or calling.

If you indirectly hold your Teradata shares through a nominee, such as a bank or broker, you can vote your shares using the methods provided by your nominee.

If you have already voted, thank you. Your vote and your investment in Teradata are most appreciated.

Laura Nyquist, General Counsel