

DARDEN RESTAURANTS INC
Form DEFA14A
September 17, 2014

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

DARDEN RESTAURANTS, 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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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 the transaction applies:
- (2) Aggregate number of securities to which the transaction applies:
- (3) Per unit price or other underlying value of the 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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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Is
This
Starboard
12-Person
Slate
Really
the

Best
Board
to
Independently
Represent ALL
Shareholders and to Control
a Multibillion Dollar Consumer-Facing
Company With 150,000 Employees?

Margaret
Atkins
No restaurant
experience and
currently sits on four
other Boards

Loyalty Oath

4

Jean Birch

Loyalty Oath

4

Lionel Nowell

Currently sits on three
other boards

Loyalty Oath

4

Alan Stillman

Potential conflict of
interest due to
competitor restaurant
ownership and exceeds
retirement age under
Board guidelines

Loyalty Oath

4

Key

Starboard Paid Nominee¹

Starboard Paid Advisor¹

Starboard Employee

History of Starboard Activism

Brinker

Office Depot

Regis

Reynolds American

Wausau Paper

Loyalty Oath to Starboard

Agenda

William

Lenahan

No experience as
senior executive at
large public

company, no
restaurant
experience
Loyalty Oath

4
With
all
of
these
connections,
we
urge
you
to
decide
if
you
want
to
give
Starboard
control
of
the
Board.

1
For
more
information
about
the
compensation
arrangements
between
Starboard
and
its
nominees,
see
the
Starboard
Proxy
Statement
filed
on
Schedule
14A
with
the
SEC,

dated
August
28,
2014,
at
pp.
26-29.
2
Only
considered
large
public
company
experience
if
they
held
a
publicly
disclosed
executive
position
in
a
listed
company.
Considered
no
restaurant,
retail,
or
real
estate
experience
if
not
publicly
disclosed;
does
not
include
directorships as meaningful operational experience. *Peter Feld and Jeff Smith were previously nominated on multiple Starboard but was not chosen to be added in the settlement; he was also nominated by Starboard to the Regis Board and was elected at the Board and appointed via settlement; she was

nominated
by
Starboard
to
Wausau
Paper's
Board
in
2014,
but
not
appointed
in
settlement.
4

Loyalty
Oath :
Promise
to
implement
Starboard
plan
as
per
Starboard
Proxy:
Each
of
our
director
nominees
is
committed
to
the
implementation
of
our
comprehensive
turnaround
plan
for
Darden.
Therefore,
in
the
event
that
our
director

nominees
comprise
a
majority
of
the
Board
following
the

Annual Meeting, we expect that the Board will implement our comprehensive turnaround plan for Darden.

STARBOARD

JEFFREY SMITH

No experience as senior
executive at large public
company, no restaurant
or retail experience

Betsy Atkins

No restaurant
operations
experience, no
experience as senior
executive at large

public company

Loyalty Oath

4

Cynthia

Jamison

History of activism
with Starboard

Loyalty Oath

4

Charles

Sonsteby

Is a paid Starboard
advisor

Loyalty Oath

4

STARBOARD

PETER FELD

Starboard Managing
Partner with Smith

Loyalty Oath

4

Brad Blum

Previously launched
activism campaign
to become CEO at
Cosi, is a paid

Starboard Advisor

Loyalty Oath

4

Starboard Nominees Lack

Important Qualifications

4 nominees

have

NO

restaurant, retail or real
estate executive experience²

4 nominees

have been

nominated and added to at

least one board through

Starboard nomination³

5

nominees

have

NO

experience as senior
executives of large public
companies²

James Fogarty

No experience as

senior executive at

large public company, no

restaurant experience and

history of activism with

Starboard

Loyalty Oath

4

Starboard Directors Have A Number of Historical Relationships That May Bias Decision Making

Connection

Background

Starboard Paid Nominee

All of the nominees have compensation relationships with Starboard. For more information, see Starboard's proxy statement filed with the SEC on August 28, 2014, at pages 26-29.

Starboard Paid Advisor

C. Sonstebly and B. Blum were hired by Starboard to serve as Starboard's paid advisors in connection with its election contest at Darden. For more information, see Starboard's proxy statement filed with the SEC on August 28, 2014, at pages 26-29.

Starboard Employee

J. Smith is currently the Managing Member, CEO and Chief Investment Officer of Starboard. P. Feld is a Managing Member of Starboard and Starboard's Head of Research.

Loyalty Oath to

Starboard Agenda

Each nominee has pledged to Starboard that they will implement Starboard's agenda while a director. For more information, see Starboard's proxy statement filed with the SEC on August 28, 2014 (Starboard:

Each
of
our
director
nominees
is
committed
to
the
implementation
of
our
comprehensive
turnaround
plan
for
Darden.
Therefore,
in
the
event
that
our
director
nominees
comprise
a
majority
of
the
Board
following
the
Annual
Meeting,
we
expect
that
the

Board
will
implement
our
comprehensive
turnaround
plan for Darden.) (emphasis added).
History of Activism with
Starboard
C. Jamison, J. Smith, J. Fogarty and P. Feld are repeat Starboard nominees. J. Smith is currently the
Managing
Member,
CEO
and
Chief
Investment
Officer
of
Starboard.
P.
Feld
is
a
Managing
Member
of
Starboard and Starboard's Head of Research.
Brinker International
J.
Birch
served
in
executive
roles
at
Romano's
Macaroni
Grill
(2008-2010)
and
Corner
Bakery
Café
(2003-
2005), both owned by Brinker, when C. Sonstebly was CFO of Brinker from 2001 to 2010.
Office Depot
C. Jamison, J. Fogarty and J. Smith were Starboard's paid nominees in connection with its proxy contest at
Office Depot. J. Fogarty eventually withdrew his nomination. C. Jamison and J. Smith served together on
the Office Depot Board until beginning of September 2014, when J. Smith resigned.
Regis

J. Smith
and
J.
Fogarty
served
together
as
Starboard
nominees
on
the
Board
of
Regis
from
2011
to
2013.
Reynolds American
L.
Nowell
and
B.
Atkins
served
together
on
the
Board
of
Reynolds
American
from
2007
to
2010.
Wausau Paper
J.
Smith
and
C.
Jamison
were
each
nominated
to
the
Wausau
Board
by

Starboard
in
2014.