

EMC CORP  
Form DEFA14A  
May 12, 2008

**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

**EMC Corporation**

**(Name of Registrant as Specified In Its Charter)**

Edgar Filing: EMC CORP - Form DEFA14A

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 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):

---

(4) Proposed maximum aggregate value of the 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:

---

May 12, 2008

Dr. Martha Carter

RiskMetrics Group

2099 Gaither Road

Suite 501

Rockville, MD 20850-4045

Re: EMC Corporation

Dear Dr. Carter:

This letter is to confirm our phone conversations today with you and your staff regarding our director W. Paul Fitzgerald.

Mr. Fitzgerald is a fully independent director under the rules of the Securities Exchange Commission and the New York Stock Exchange as well as the Company's Categorical Standards of Independence. Moreover, ISS classified Mr. Fitzgerald as an independent director in 2007 pursuant to your own policies. Based on this, Mr. Fitzgerald has continued to serve on the Corporate Governance and Nominating Committee (the Governance Committee).

On Tuesday, May 6, 2008, ISS issued its final proxy analysis which changed your prior classification of Mr. Fitzgerald from an independent director to an affiliated outsider, while recommending a vote FOR Mr. Fitzgerald's election to the Board. Then, on Saturday, May 10, 2008, at 4:30 a.m., and without any prior notice to us, ISS issued an alert changing your recommendation regarding Mr. Fitzgerald to WITHHOLD votes from his election because of his service on the Governance Committee.

Accordingly, Mr. Fitzgerald has resigned from the Governance Committee today, effective immediately. Based on his resignation, you have confirmed that ISS will promptly issue a revised alert to recommend a vote FOR Mr. Fitzgerald's election to the Board and will re-vote any shares you have voted on behalf of your institutional clients to a vote FOR Mr. Fitzgerald.

If you have any questions or would like to discuss this matter further, please do not hesitate to call me at (508) 293-7254.

Sincerely,

/s/ Susan I. Permut

Susan I. Permut

Senior Vice President and Deputy General Counsel