

TERADATA CORP /DE/  
Form DEFA14A  
March 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**

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:

**\*\*\* Exercise Your *Right to Vote* \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on April 29, 2014.**

**Meeting Information**

**TERADATA CORPORATION**

**Meeting Type:** Annual Meeting

**For holders as of:** February 28, 2014

*TERADATA CORPORATION*

**Date:** April 29, 2014      **Time:** 8:00 AM

*10000 INNOVATION DRIVE*

**Location:** The Terry Executive Education Center  
3475 Lenox Road NE  
Atlanta, Georgia 30326

*DAYTON, OH 45342*

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

## Before You Vote

### How to Access the Proxy Materials

#### Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT      ANNUAL REPORT

#### How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*:            [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*:        1-800-579-1639
- 3) *BY E-MAIL\**:            [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 15, 2014 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## Voting Items

**The Board of Directors recommends that you vote FOR the Director**

**Nominees listed below and FOR each of the other proposals listed below:**

1. Election of Directors

**Class III Nominees:**

1a. Nancy E.  
Cooper

1b. David E.  
Kepler

1c. William S.  
Stavropoulos

2. An advisory (non-binding) vote to approve executive compensation.

Approval of an amendment of the Company's certificate of incorporation to provide for the  
3. declassification of our Board of Directors.

Approval of the ratification of the appointment of independent registered public accounting  
4. firm for 2014.

Proposal 3 would amend the Company's Certificate of Incorporation to initiate the elimination of the staggered, three-class structure of our Board of Directors. If the amendment is approved, then, commencing with the class of directors standing for election at the 2014 annual meeting of stockholders, our directors will be elected by our stockholders for one-year terms. The amendment also provides that directors serving in a class of directors having one year-terms may be removed from office with or without cause by 80% of the voting power of the stock entitled to vote thereon and provides that directors serving in a class of directors having three-year terms may be removed only for cause by 80% of the voting power of the stock entitled to vote at an election of directors. This summary is qualified by reference to proposal 3 set forth in Teradata Corporation's proxy statement for the 2014 annual meeting of stockholders and Appendix A thereto, which sets forth the full text of the proposed amendment. You are urged to read Appendix A in its entirety by accessing a copy of such proxy materials by following the instructions on this notice.

**Source: Telephone proxy voting script (1-800-690-6903)**

**Dates: March 18, 2014 April 28, 2014**

Thank you for calling the automated proxy voting service. You must be calling from a touch-tone telephone in order to use this system and already have read the proxy statement and made your voting decisions. Press one if you are calling from a touch-tone phone and have your proxy form in front of you.

Let's begin. Please enter the 12-digit control number, which is labeled as such, or located in the box indicated by the arrow on your vote instruction form, followed by the pound sign.

[enter control number]

Press one to vote each item individually. You are encouraged to specify your choices by voting each item individually. However, if you do not vote each item individually, your vote will be cast as recommended by the board of directors. Press two if you will not vote on each item individually.

[if press one]

Proposal voting. There are six to vote on.

We are ready to accept your vote for proposal 1A. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 1B. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 1C. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 2. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 3. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 4. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

You have completed proposal voting. If you plan to attend this meeting, press one. Otherwise, press two.

One moment while I log your ballot. A vote has been recorded for control number [                      ]. Let me confirm.

You have voted [For/Against/Abstain] Proposal 1A.

You have voted [For/Against/Abstain] Proposal 1B.

You have voted [For/Against/Abstain] Proposal 1C.

You have voted [For/Against/Abstain] Proposal 2.



You have voted [For/Against/Abstain] Proposal 3.

You have voted [For/Against/Abstain] Proposal 4.

You have indicated you will attend this meeting.

If these elections are correct, press one. To vote again, press two. To hear your vote again, press three.

If this concludes your business, press one. If you would like to vote for another proxy election, press two.

All of your votes have been recorded by the telephone proxy voting service. Do not mail in your proxy card. Keep it as a record of your vote. Thank you for calling; this concludes your transaction. Goodbye.

[if press two]

If you plan to attend this meeting, press one. Otherwise, press two.

One moment while I log your ballot. A vote has been recorded for control number [                      ]. Let me confirm. You have elected to vote as the board recommends. You have indicated you will attend this meeting. If these elections are correct, press one. To vote again, press two. To hear your vote again, press three.

If this concludes your business, press one. If you would like to vote for another proxy election, press two.

All of your votes have been recorded by the telephone proxy voting service. Do not mail in your proxy card. Keep it as a record of your vote. Thank you for calling; this concludes your transaction. Goodbye.

**Source: Internet Voting Website and Notice and Access Website ([www.proxyvote.com](http://www.proxyvote.com))**

**Dates: March 18, 2014 April 28, 2014**

Submit your proxy voting instructions

View electronic versions of proxy voting materials

Sign up to receive future shareholder materials via email

Request proxy voting materials if you received a Notice of Internet Availability

**It is easy to get started**

**Simply enter your 12 digit control number in the box below. This control number can be found in several places depending on the type of notification you received.**

Vote Instruction Form and Proxy Card recipients can find the control number next to the label **Control No.** or in the box next to the arrow.

Email Notification recipients can find the control number next to the label Control Number.

Notice of Internet Availability of meeting materials. Your control number is located in the box indicated by the arrow.

Enter Control Number:

[            ]

[Submit]

U.S. Investors    [Click here](#) to view our Shareholder Education website.

Canadian Investors    Our Canadian Shareholder Education website is coming soon.

[Click here](#) to view the SEC's proxy voting education website.

TERADATA CORPORATION

Control# [            ]

View our shareholder material by choosing the option below

Request material be sent to you by email or hardcopy at no charge by choosing the option below

Vote by choosing the option below or vote by phone at 1-800-690-6903

**Links to 2014 Shareholder Material(s)**

[Proxy Statement](#)

[Annual Report](#)

**Request Copy of Shareholder Material(s)**

[Click Here](#)

[Learn more about Notice and Access](#)

**Vote Your Shares**

[Click Here](#)

[Download Adobe Acrobat](#)

You may need Adobe Acrobat to view the documents listed above.

TERADATA CORPORATION

Control# [            ]

**2014 Annual Meeting of Shareholders**

**Meeting Material(s)**

**Tuesday, April 29, 2014**

[Proxy Statement](#)

**For holders as of: Friday, February 28, 2014**

[Annual Report](#)

**Cusip: 88076W-103**

As your vote is very important, we recommend that all voting instructions be received at least one business day prior to the voting cut-off time stated in the proxy materials. Scroll down for proxy instructions and voting.

To vote via telephone, call **1-800-690-6903**.

1. Vote

**PROXY BALLOT**

**TERADATA CORPORATION**

**2014 Annual Meeting of Shareholders**

To be held on Tuesday, April 29, 2014 for holders of record as of Friday, February 28, 2014

**TERADATA CORPORATION**

**Proxy/Voting Instruction Card**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**FOR TERADATA S 2014 ANNUAL MEETING OF STOCKHOLDERS**

The undersigned stockholder of Teradata Corporation, a Delaware corporation ( Teradata or the Company ), hereby appoints Michael Koehler, Stephen Scheppmann and Laura Nyquist, and each of them, proxies, with full power of substitution, to vote all shares of common stock of Teradata that the undersigned is entitled to vote at Teradata s Annual Meeting of Stockholders to be held in Atlanta, Georgia, on April 29, 2014, and at any postponement or adjournment thereof, in the manner indicated on the reverse side and, in such proxyholders sole discretion, upon any matter that may properly come before the meeting, or any postponement or adjournment thereof, including to vote for the election of a substitute nominee for director as such proxyholders may select in the event any nominee named on this proxy card is unable to serve. This proxy card also provides voting instructions to the trustee of the Teradata Corporation Savings Plan, the Company s 401(k) plan (the Teradata Savings Plan ) and to the trustees and administrators of other plans, with regard to shares of Teradata common stock the undersigned may hold under such plans for which the undersigned is entitled to vote at said meeting to the extent permitted by such plans and their trustees and administrators. By executing this proxy card, the undersigned acknowledges receipt from the Company of the notice of the 2014 Annual Meeting of Stockholders and accompanying proxy statement and hereby revokes any previously granted proxy that relates to the aforementioned annual meeting.

**The proxyholders or the trustees and administrators of the plans, as the case may be, will vote the shares in accordance with the directions on this proxy card. If you do not indicate your choices on this proxy card, the proxyholders will vote the shares in accordance with the directors recommendations. If you are a Teradata Savings Plan participant entitled to vote at the 2014 Annual Meeting of Stockholders and do not indicate your choices on this proxy card, those shares will be voted by the trustee of such plan.**

	<b>Proposal(s)</b>	<b>Recommendations of the Board of Directors</b>	<b>Vote Options</b>
1A.	<b>ELECTION OF DIRECTOR: NANCY E. COOPER</b>	<b>For</b>	( ) For ( ) Against ( ) Abstain

- 1B. **ELECTION OF DIRECTOR: DAVID E. KEPLER** For ( ) For ( ) Against ( ) Abstain
- 1C. **ELECTION OF DIRECTOR: WILLIAM S. STAVROPOULOS** For ( ) For ( ) Against ( ) Abstain
2. **AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.** For ( ) For ( ) Against ( ) Abstain
3. **APPROVAL OF AN AMENDMENT OF THE COMPANY S CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS.** For ( ) For ( ) Against ( ) Abstain
4. **APPROVAL OF THE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.** For ( ) For ( ) Against ( ) Abstain

**Other Items**

PLEASE INDICATE IF YOU PLAN TO ATTEND THIS MEETING. ( ) Yes ( ) No

**Submit Reset**

TERADATA CORPORATION  
PROXY FINAL SUBMISSION

Control# [            ]

Please check all of the information below for accuracy.

If any of the information is incorrect, return to the Proxy Ballot by using the Back button below.

If your vote(s) are reflected correctly, click on the Final Submission button below.

**2014 Annual Meeting of Shareholders**

**Tuesday, April 29, 2014**

**For holders as of: Friday, February 28, 2014**

**Cusip: 88076W-103**

2. Review

PROXY BALLOT

You have elected as follows:

Proposal(s)	Recommendations of the Board of Directors	Your Vote
1A. ELECTION OF DIRECTOR: NANCY E. COOPER	<b>For</b>	[For/Against/Abstain]
1B. ELECTION OF DIRECTOR: DAVID E. KEPLER	<b>For</b>	[For/Against/Abstain]
1C. ELECTION OF DIRECTOR: WILLIAM S. STAVROPOULOS	<b>For</b>	[For/Against/Abstain]
2. AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	<b>For</b>	[For/Against/Abstain]
3. APPROVAL OF AN AMENDMENT OF THE COMPANY S CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS.	<b>For</b>	[For/Against/Abstain]
4. APPROVAL OF THE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	<b>For</b>	[For/Against/Abstain]

**Other Items**

PLEASE INDICATE IF YOU PLAN TO ATTEND THIS MEETING. [Yes/No]



**TERADATA CORPORATION**  
**2014 Annual Meeting of Shareholders**

Control# [            ]

**Tuesday, April 29, 2014**

**For holders as of: Friday, February 28, 2014**

**Cusip: 88076W-103**

**THANK YOU FOR VOTING!**

If you sign up for e-mail notification of voting instructions and shareholder communications today, you will receive the benefits of:

You have immediate accessibility to shareholder communications;

You will receive fewer bulky packages while contributing to overall postage savings;

It is environmentally responsible;

You will receive automatic postal mail forwarding if we are not notified of a change to your e-mail address;

It is free and you have the choice to opt-in or opt-out at any time;

Your email address is safe and will never be used without your consent (Read our [Privacy Statement](#)). To receive future shareholder communications electronically, we require your permission. Participation is completely your choice.

In the future, when, and if, material is available electronically, we will send you an e-mail which will contain information that will point you to an Internet location where the material is available, along with a link to ProxyVote.com (when applicable) to submit your voting instructions. We hope you will give this option your serious consideration.

[Enroll in Electronic Delivery] [Enter Your Next Control Number] [Back to Shareholder Portal]

3. Confirmed

Below is a record of your voting instructions:

**You have voted as follows:**



Proposal(s)	Recommendations of the Board of Directors	Your Vote
1A. ELECTION OF DIRECTOR: NANCY E. COOPER	For	[For/Against/Abstain]
1B. ELECTION OF DIRECTOR: DAVID E. KEPLER	For	[For/Against/Abstain]
1C. ELECTION OF DIRECTOR: WILLIAM S. STAVROPOULOS	For	[For/Against/Abstain]
2. AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	For	[For/Against/Abstain]
3. APPROVAL OF AN AMENDMENT OF THE COMPANY S CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS.	For	[For/Against/Abstain]
4. APPROVAL OF THE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	For	[For/Against/Abstain]

**Other Items**

PLEASE INDICATE IF YOU PLAN TO ATTEND THIS MEETING. [Yes/No]