

SHERWIN WILLIAMS CO  
Form DEFA14A  
March 21, 2016

**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 Sherwin-Williams 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):

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):

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(1) Amount previously paid:

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## **Valspar Transaction Announcement**

### **Employee FAQs**

#### **What is the rationale for this transaction?**

This is a transformative transaction and a milestone in Sherwin-Williams history.

Sherwin-Williams and Valspar have highly complementary product offerings, when combined will firmly establish Sherwin-Williams as a premier global paints and coatings provider.

The combination will enable us to provide customers with a broader portfolio of brands and technologies, including capabilities in the packaging and coil segments.

The transaction will also expand our global footprint with scale and enable a platform for growth across China, Australia and New Zealand, as well as enhance our R&D capabilities.

We expect this broadened product range, reach, and development capability will deliver increased value to all of our customers, partners and shareholders.

#### **What does this mean for employees of Sherwin-Williams and Valspar?**

We intend to build a dynamic organization that brings together two world-class companies and offers greater opportunities for employees as part of a premier global paints and coatings provider.

#### **Will there be any headcount reductions?**

This combination is about future growth – employee opportunities will be created by a combined company with strong growth prospects that is better able to serve customers.

The vast majority of employees will be unaffected by the transaction. We will bring together a team from both companies to ensure a smooth integration.

#### **What should we be telling our customers? Why is this good for them?**

You should tell them that we are very excited about this transaction and believe our customers will benefit significantly from access to an expanded product portfolio across a wider geography. The combination will also enhance our technology and innovation capabilities.

Customers should also know that until the transaction closes in early 2017, it's business as usual both Sherwin-Williams and Valspar will continue to operate as separate companies, and customers' points of contacts will remain the same.

And, of course, we will continue to provide the same level of high-quality products and outstanding service.

**What are the next steps in the process?**

The transaction is expected to close in early 2017 following regulatory and other required approvals. Until then, it is business as usual, and both Sherwin-Williams and Valspar will continue to operate as separate companies.

**What should employees be doing now?**

We encourage all Sherwin-Williams employees to remain focused on delivering the highest quality of products and outstanding service our customers have come to expect.

**What should I say to my Valspar counterparts?**

As competitors, you should not be interacting with them. Until the transaction closes, we remain totally separate companies.

**Who should I contact if I have additional questions? Where can I find more information about the transaction?**

Please reach out to your division or group leadership team with any questions.

Additional information about the transaction has been posted on [mysherwin.com](http://mysherwin.com) and [sherwin-williams.com](http://sherwin-williams.com).

We will keep you informed as we move toward completing this transaction and provide updates on integration details.

**The Sherwin-Williams Company**      101 Prospect Ave. NW, Cleveland, OH 44115

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This communication contains statements which, to the extent they are not statements of historical or present fact, constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those anticipated or implied in forward looking statements are described in Sherwin-Williams Form 10-K under the heading Cautionary Statement Regarding Forward-Looking Information , as well as the information included in Sherwin-Williams Current Reports on Form 8-K and other factors that are set forth in management s discussion and analysis of Sherwin-Williams most recently filed reports with the SEC. Additional important factors that could cause actual results to differ materially from those indicated by forward-looking statements include risks and uncertainties relating to: the merger not being timely completed, if completed at all; prior to the completion of the merger, Sherwin-Williams and/or Valspar s respective businesses experiencing disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, business partners or governmental entities; and the parties being unable to successfully implement integration strategies. While Sherwin-Williams and/or Valspar may elect to update forward-looking statements at some point in the future, Sherwin-Williams and Valspar specifically disclaim any obligation to do so, even if estimates change and, therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.

### **Additional Information and Where to Find It**

In connection with the proposed transaction, Valspar intends to file a preliminary proxy statement on Schedule 14A with the SEC. VALSPAR S SHAREHOLDERS ARE ENCOURAGED TO READ THE PRELIMINARY PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. The final proxy statement will be mailed to shareholders of Valspar. Investors and security holders will be able to obtain the documents free of charge at the SEC s website, [www.sec.gov](http://www.sec.gov), or from Valspar at its website, [www.valspar.com](http://www.valspar.com), or by contacting Bill Seymour at 612-656-1328.

### **Participants in Solicitation**

Sherwin-Williams and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed merger. Information concerning Sherwin-Williams participants is set forth in the proxy statement, filed March 7, 2016, for Sherwin-Williams 2016 annual meeting of shareholders as filed with the SEC on Schedule 14A. Additional information regarding the interests of such participants in the solicitation of proxies in respect of the proposed merger will be included in the proxy statement and other relevant materials to be filed with the SEC when they become available.

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