

FREEPORT-MCMORAN INC
Form DEFA14A
April 28, 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

Freeport-McMoRan 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):

- 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:

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(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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**Important Notice Regarding the Availability of Proxy Materials for the
Freeport-McMoRan Inc. Stockholder Meeting To Be Held on June 8, 2016**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual meeting of stockholders are available on the Internet. Follow the instructions below to view the proxy materials and to submit your proxy and voting instructions online. The items to be voted on and location of the annual meeting of stockholders are on the reverse side of this Notice. Your vote is important!

This communication presents only an overview of the more complete proxy materials, which contain important information and are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before submitting your proxy and voting instructions.

To view the proxy materials, which consist of the proxy statement and annual report to stockholders, request a paper or email copy of the proxy materials, and/or select a future delivery preference, please have this notice available and visit www.eproxyaccess.com/fcx2016. Use the control number/voter ID located in the shaded bar below to log in and request a paper or email copy of the current proxy materials or to submit your delivery preference for future proxy materials.

Once you have reviewed the proxy materials, you may submit your proxy and voting instructions over the Internet at:

www.ivselection.com/freeport16

Please have this notice available when you access the voting website. Follow the instructions on the screen to log in to vote. Please note that submitting your proxy and voting instructions online authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned a proxy card.

If you would like to receive a paper or email copy of the proxy materials and/or select a future delivery preference, you may also do so by:

Telephone Call us free of charge at 1-866-593-3354 from within the United States or Canada.

Email Send us an email at fcx@eproxyaccess.com, using the control number above as the subject line, and state whether you wish to receive a paper or email copy of the proxy materials and whether your request is for this meeting only or all future meetings.

There is no charge to you for requesting a copy of the proxy materials. Please make your request for a copy as instructed above on or before June 1, 2016 to facilitate timely delivery.

Freeport-McMoRan Inc. s Annual Meeting of Stockholders will be held on Wednesday, June 8, 2016 at Hotel du Pont, 11th and Market Streets, Wilmington, Delaware 19801, at 10:00 a.m. Eastern Time.

Proposals to be voted on at the meeting are listed below along with the board of directors recommendations.

The board of directors recommends a vote FOR Proposal Nos. 1, 2, 3, 4, 5, 6 and 7 below.

1. Election of eight directors. Nominees are: 01 Richard C. Adkerson; 02 Gerald J. Ford; 03 Lydia H. Kennard; 04 Andrew Langham; 05 Jon C. Madonna; 06 Courtney Mather; 07 Dustan E. McCoy; 08 Frances Fragos Townsend.
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2016.
3. Approval, on an advisory basis, of the compensation of our named executive officers.
4. Approval of an amendment to our amended and restated by-laws to implement stockholder proxy access.
5. Approval of an amendment to our amended and restated certificate of incorporation to increase the number of authorized shares of common stock to 3,000,000,000.
6. Approval of an amendment to our amended and restated certificate of incorporation to clarify that any director may be removed with or without cause.
7. Approval of the adoption of the Freeport-McMoRan Inc. 2016 Stock Incentive Plan.

The board of directors recommends a vote AGAINST Proposal No. 8 below.

8. Stockholder proposal requesting a report on the company s enhanced oil recovery operations. After you have reviewed the proxy materials, you can submit your proxy and voting instructions online at www.ivselection.com/freeport16 by logging in with your control number/voter ID located in the shaded bar on the reverse side of this Notice.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares of Freeport-McMoRan Inc. common stock you must submit your proxy and voting instructions online or request a paper or email copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Directions to the Freeport-McMoRan Inc. 2016 Annual Meeting of Stockholders

If you plan to attend our 2016 annual meeting of stockholders, you can obtain directions to the Hotel du Pont at the hotel's website, www.hoteldupont.com/map-and-directions-en.html. The proposals to be voted on at the meeting are listed above, along with the recommendations of our board of directors.