

CAMPBELL SOUP CO
Form DFAN14A
November 09, 2018

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 §240.14a-12

CAMPBELL SOUP COMPANY

(Name of the Registrant as Specified In Its Charter)

THIRD POINT LLC

DANIEL S. LOEB

THIRD POINT PARTNERS QUALIFIED L.P.

THIRD POINT PARTNERS L.P.

THIRD POINT OFFSHORE MASTER FUND L.P.

THIRD POINT ULTRA MASTER FUND L.P.

THIRD POINT ENHANCED LP

THIRD POINT ADVISORS LLC

THIRD POINT ADVISORS II LLC

SARAH HOFSTETTER

MUNIB ISLAM

BOZOMA SAINT JOHN

KURT SCHMIDT

WILLIAM TOLER

(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:

(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:

2018 ANNUAL MEETING OF STOCKHOLDERS

OF

CAMPBELL SOUP COMPANY

SUPPLEMENT NO. 3

TO

PROXY STATEMENT

OF

THIRD POINT LLC

This Supplement No. 3 (this Supplement No. 3) to the Proxy Statement first sent to stockholders of Campbell Soup Company, a New Jersey Corporation (the Company) on or about September 28, 2018 as supplemented by Supplement No. 1 thereto on October 1, 2018 and Supplement No. 2 thereto on October 9, 2018 (the Proxy Statement), is being furnished by Third Point LLC (Third Point), Daniel S. Loeb, Third Point Partners Qualified L.P., Third Point Partners L.P., Third Point Offshore Master Fund L.P., Third Point Ultra Master Fund L.P., Third Point Enhanced LP, Third Point Advisors LLC and Third Point Advisors II LLC (collectively, together with Third Point, the Third Point Entities, or we), as well as Sarah Hofstetter, Munib Islam, Bozoma Saint John, Kurt Schmidt and William Toler (collectively, the Third Point Nominees) in connection with our solicitation of proxies for use at the 2018 Annual Meeting of Stockholders and at any and all adjournments, continuations or postponements thereof (the Annual Meeting).

As more fully discussed in the Proxy Statement, we are soliciting proxies to be used at the Annual Meeting for the election of each of the Third Point Nominees as directors of the Company. The Company has announced that the Annual Meeting will be held at Aloft Hotel Mount Laurel, 558 Fellowship Road, Mt. Laurel, NJ 08054 at 8:00 a.m. Eastern Time on November 29, 2018. Only stockholders of record at the close of business on October 9, 2018, the record date, are entitled to vote at the Annual Meeting.

This Supplement No. 3 amends and modifies and should be read in conjunction with the Proxy Statement. Capitalized terms used and not otherwise defined herein shall have the respective meanings assigned to such terms in the Proxy Statement. This Supplement No. 3 is dated November 9, 2018. **THIS SOLICITATION IS BEING MADE BY THE THIRD POINT ENTITIES, AND NOT ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY.**

IF YOU HAVE ANY QUESTIONS, REQUIRE ASSISTANCE IN VOTING THE **WHITE** PROXY CARD, OR NEED ADDITIONAL COPIES OF OUR PROXY MATERIALS, PLEASE CONTACT OUR PROXY SOLICITOR AT THE PHONE NUMBER LISTED BELOW:

Okapi Partners LLC

1212 Avenue of the Americas, 24th Floor

New York, New York 10036

Stockholders may call toll-free: (855) 208-8902

Banks and brokers call: (212) 297-0720

E-mail: CPBinfo@okapipartners.com

UPDATED THIRD POINT NOMINEES

On November 9, 2018 Third Point withdrew Franci Blassberg, Matthew Cohen, Lawrence Karlson, Raymond Silcock, David Silverman, Michael Silverstein and George Strawbridge, Jr., as nominees to be elected to the Board of Directors of the Company (the Board) at the Annual Meeting. Sarah Hofstetter, Munib Islam, Bozoma Saint John, Kurt Schmidt and William Toler continue to be Third Point's Nominees for election to the Board at the 2018 Annual Meeting.

The Third Point Nominees, if elected, would constitute a minority of the Board, and under the proxy rules we may solicit proxies in support of the Third Point Nominees and also seek authority to vote for all of the Company's nominees other than those Company nominees we specify. This allows a stockholder who desires to vote for up to a full complement of twelve director nominees to use the **WHITE** proxy card to vote for the Third Point Nominees as well as the Company's nominees for whom we are seeking authority to vote other than those nominees as to which the stockholder does not seek authority to vote and will not exercise authority to vote. The Board consists of twelve directors. As discussed above, we have determined to nominate a slate of five nominees, Sarah Hofstetter, Munib Islam, Bozoma Saint John, Kurt Schmidt and William Toler. We are also seeking authority to vote for up to all of the Company's nominees other than Bennett Dorrance, Randall W. Larrimore, Mary Alice D. Malone, Nick Shreiber and Les C. Vinney. As a result, should a stockholder so authorize us on the **WHITE** proxy card, we would cast votes for the five Third Point Nominees and for between none and seven of the Company's nominees other than those Company nominees we specify. None of the Company's nominees for whom we seek authority to vote has agreed to serve with any of the Third Point Nominees, if elected, and there is no assurance that any of the Company's nominees will serve as directors if any or all of the Third Point Nominees are elected to the Board. You should refer to the Company's proxy statement for the 2018 Annual Meeting for the names, backgrounds, qualifications and other information concerning the Company's nominees.

We have updated the WHITE proxy card to reflect the updated slate of Third Point Nominees and the discretionary authority being sought by Third Point to cast votes for certain of the Company's nominees, as described above. If you have already cast your vote for Sarah Hofstetter, Munib Islam, Bozoma Saint John, Kurt Schmidt and/or William Toler on the previously circulated form of WHITE proxy card, your shares will be voted for the five Third Point Nominee(s) at the 2018 Annual Meeting. However, if you do not resubmit your vote on the WHITE proxy card accompanying this proxy statement supplement, your shares will not be voted for any Company nominee for which Third Point is seeking discretionary authority to vote. THEREFORE, EVEN IF YOU HAVE ALREADY SENT A PROXY CARD TO THE COMPANY OR VOTED ON THE PREVIOUSLY CIRCULATED FORM OF WHITE PROXY CARD, WE URGE YOU TO RESUBMIT YOUR VOTE ON THE WHITE PROXY CARD ACCOMPANYING THIS PROXY STATEMENT SUPPLEMENT.

WE URGE YOU NOT TO RETURN ANY PROXY CARD YOU RECEIVE FROM THE COMPANY EVEN AS A PROTEST VOTE. EVEN IF YOU PREVIOUSLY HAVE SUBMITTED A PROXY CARD FURNISHED BY THE COMPANY, IT IS NOT TOO LATE TO CHANGE YOUR VOTE BY INTERNET OR TELEPHONE OR SIMPLY BY SIGNING, DATING AND RETURNING THE ENCLOSED WHITE PROXY CARD. WE URGE THAT YOU VOTE BY INTERNET OR TELEPHONE OR BY SIGNING, DATING AND RETURNING THE ENCLOSED WHITE PROXY CARD TO US TODAY.

If you return a valid proxy and no specification is made, the shares of capital stock will be voted (i) FOR ALL of the Third Point Nominees, (ii) to grant authority to vote for the persons who have been nominated by the Company to serve as directors, other than Bennett Dorrance, Randall W. Larrimore, Mary Alice D. Malone, Nick Shreiber and Les C. Vinney, (iii) FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2019, and (iv) AGAINST the advisory resolution to approve executive compensation. The Third Point Entities are not aware of any other matter to be considered at the Annual Meeting. However, if the Third Point Entities learn of any other proposals made at a reasonable time before the

Annual Meeting, the Third Point Entities will either supplement this Proxy Statement and provide stockholders with an opportunity to vote by proxy directly on such matters or will not exercise discretionary authority with respect thereto. If other proposals are made thereafter, the persons named as proxies on the **WHITE** proxy card solicited by the Third Point Entities will vote such proxies in their discretion.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting This Proxy Statement and our WHITE proxy card are available at:

www.OkapiVote.com/CPB

www.refreshcampbells.com

