

SunEdison Semiconductor Ltd
Form DEFA14A
June 17, 2015

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 under §240.14a-12

SunEdison Semiconductor Limited
(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:

(2) Aggregate number of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.
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(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
Annual General Shareholder Meeting to Be Held on July 29, 2015.

SUNEDISON SEMICONDUCTOR LIMITED

Meeting Information

Meeting Type: Annual Meeting

For holders as of: June 5, 2015

Date: July 29, 2015 Time: 7:00 AM
CDT

Location: Embassy Suites Hotel
2 Convention Center Plaza
St. Charles, Missouri 63303

SUNEDISON SEMICONDUCTOR LIMITED
501 PEARL DRIVE
ST. PETERS, MO 63376

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 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.

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
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: 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 July 15, 2015 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 you vote FOR the following proposals:

1. Election of Directors

Nominees:

1a. Mr. Antonio R. Alvarez

1b. Mr. Gideon Argov

1c. Mr. Michael F.
Bartholomeusz

1d. Mr. Jeffrey A. Beck

1e. Ms. Justine F. Lien

1f. Dr. Shaker Sadasivam

1g. Mr. Abdul Jabbar Bin Karam Din

2. To approve the re-appointment of KPMG LLP as SunEdison Semiconductor's independent registered public accounting firm and independent Singapore auditor for the year ending December 31, 2015, and to authorize the Audit Committee of the Board of Directors to fix its remuneration through the date of SunEdison Semiconductor's 2016 Annual General Meeting of Shareholders.

3.

To approve the cash compensation for SunEdison Semiconductor's non-employee directors for services rendered by them through the date of SunEdison Semiconductor's 2016 Annual General Meeting of Shareholders and for each approximately 12-month period thereafter, as set forth in SunEdison Semiconductor's notice of, and proxy statement relating to, its 2015 Annual General Shareholder Meeting.

4.

To approve the general authorization for the directors of SunEdison Semiconductor to allot and issue ordinary shares, as set forth in SunEdison Semiconductor's notice of, and proxy statement relating to, its 2015 Annual General Shareholder Meeting.

5.

To approve the Share Repurchase Mandate authorizing the acquisition by SunEdison Semiconductor of its own issued ordinary shares, as set forth in SunEdison Semiconductor's notice of, and proxy statement relating to, its 2015 Annual General Shareholder Meeting.

In their discretion, the proxies, and each of them acting alone, are authorized to vote on such other business as may properly come before the meeting and any adjournment or postponement thereof.

Further details in respect of the above resolutions are set out in the proxy statement of SunEdison Semiconductor which is available at www.proxyvote.com.

