

RYDER SYSTEM INC
Form DEFA14A
April 26, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
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

Ryder System, 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:

(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:

[The following is an e-mail from Gregory T. Swienton, Chairman and Chief Executive Officer to Company employees]

April 26, 2010

To: All Ryder Employees

From: Greg Swienton

Subject: Vote Your Ryder Shares

We recently distributed the proxy materials for our 2010 Annual Meeting of Shareholders to Ryder shareholders. The proxy materials include a copy of Ryder's 2009 Annual Report, in which we highlight that Ryder is delivering now and is expecting to in the future. We delivered in the toughest of times using improved processes and personal leadership. We are making progress today and we are ready to drive increased earnings in the future as conditions improve. Again this year, we have elected to take advantage of the Securities and Exchange Commission's notice and access rule that allows us to furnish proxy materials to shareholders online. In addition, we elected to distribute the proxy materials electronically to our employees who are shareholders and who have a Ryder-issued e-mail address. These actions eliminate unnecessary printing and postage costs and help benefit the environment, while also providing timely, easily accessible information for our shareholders. In the Notice, you will find instructions explaining how to access the proxy materials and vote your shares of Ryder stock. If you received a Notice either by mail or electronically, you will not receive a printed copy of the proxy materials, unless you specifically request one. Instructions on how to receive a paper copy of the proxy materials are included in the Notice.

There are four agenda items for this year's annual meeting:

- (1) the election of three directors;
- (2) the ratification of PricewaterhouseCoopers LLP as Ryder's independent registered certified public accounting firm for the 2010 fiscal year;
- (3) the reapproval of performance criteria under our 2005 Equity Compensation Plan; and
- (4) the approval of an amendment to our Stock Purchase Plan for Employees to increase the number of shares issuable under the Plan by 1,000,000.

I, and the other members of Ryder's Board of Directors, recommend a vote in favor of each of these proposals. I encourage those of you who own Ryder stock to vote your shares. Not only is every vote important, it also serves to demonstrate your continued support and confidence in our Company, its leadership, and our future success.

Please review these materials carefully and take the time to vote your shares.

Thank you for your continued support.