

FEDEX CORP
Form DEF 14A
August 12, 2013

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[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

FedEx Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Table of Contents

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held September 23, 2013

To Our Stockholders:

We cordially invite you to attend the 2013 annual meeting of FedEx's stockholders. The meeting will take place in the auditorium at the FedEx Express World Headquarters, 3670 Hacks Cross Road, Building G, Memphis, Tennessee 38125, on Monday, September 23, 2013, at 8:00 a.m. local time. We look forward to your attendance either in person or by proxy.

The purposes of the meeting are to:

1. Elect the eleven nominees named in the attached proxy statement as FedEx directors;
2. Hold an advisory vote to approve named executive officer compensation;
3. Approve an amendment to FedEx's 2010 Omnibus Stock Incentive Plan to increase the number of authorized shares;
4. Ratify the appointment of Ernst & Young LLP as FedEx's independent registered public accounting firm for fiscal year 2014;
5. Act upon seven stockholder proposals, if properly presented at the meeting; and
6. Transact any other business that may properly come before the meeting.

Only stockholders of record at the close of business on July 29, 2013, may vote at the meeting or any postponements or adjournments of the meeting.

By order of the Board of Directors,

Christine P. Richards
*Executive Vice President, General Counsel
and Secretary*

August 12, 2013

HOW TO VOTE: Please complete, date, sign and return the accompanying proxy card or voting instruction card, or vote electronically via the Internet or by telephone. The enclosed return envelope requires no additional postage if mailed in the United States.

REDUCE MAILING COSTS: If you vote on the Internet, you may elect to have next year's proxy statement and annual report to stockholders delivered to you electronically. We strongly encourage you to enroll in electronic delivery. It is a cost-effective way for us to

provide you with proxy materials and annual reports.

ANNUAL MEETING ADMISSION: If you attend the annual meeting in person, you will need to present your admission ticket, or an account statement showing your ownership of FedEx common stock as of the record date, and a valid government-issued photo identification. The indicated portion of your proxy card or voting instruction card or the ticket accompanying your voting instruction card will serve as your admission ticket. If you are a registered stockholder and receive your proxy materials electronically, you should follow the instructions provided to print a paper admission ticket.

Your vote is very important. Please vote whether or not you plan to attend the meeting.

Table of Contents

2013 PROXY STATEMENT

TABLE OF CONTENTS

	Page
<u>INFORMATION ABOUT THE ANNUAL MEETING</u>	<u>2</u>
<u>What are the purposes of the annual meeting?</u>	<u>2</u>
<u>Who is entitled to vote?</u>	<u>2</u>
<u>What is the difference between holding shares as a stockholder of record and as a beneficial owner? Am I entitled to vote if my shares are held in "street name"?</u>	<u>2</u>
<u>What does it mean if I receive more than one proxy card or voting instruction card?</u>	<u>2</u>
<u>How many shares must be present to hold the meeting?</u>	<u>3</u>
<u>What if a quorum is not present at the meeting?</u>	<u>3</u>
<u>How do I vote?</u>	<u>3</u>
<u>How do I vote my shares held in the FedEx employee stock purchase plan or in any FedEx benefit plan?</u>	<u>3</u>
<u>Who can attend the meeting?</u>	<u>4</u>
<u>Can I change my vote after I submit my proxy?</u>	<u>4</u>
<u>Will my vote be kept confidential?</u>	<u>4</u>
<u>Who will count the votes?</u>	<u>4</u>
<u>How does the Board of Directors recommend I vote on the proposals?</u>	<u>5</u>
<u>What if I am a registered stockholder and do not specify how my shares are to be voted on my proxy card?</u>	<u>5</u>
<u>Will any other business be conducted at the meeting?</u>	<u>5</u>
<u>How many votes are required to elect each director nominee?</u>	<u>5</u>
<u>What happens if a director nominee does not receive the required majority vote?</u>	<u>5</u>
<u>What happens if a director nominee is unable to stand for election?</u>	<u>6</u>
<u>How many votes are required to approve the advisory vote on named executive officer compensation?</u>	<u>6</u>
<u>How many votes are required to approve the amendment to FedEx's 2010 Omnibus Stock Incentive Plan?</u>	<u>6</u>
<u>How many votes are required to ratify the appointment of FedEx's independent registered public accounting firm?</u>	<u>6</u>
<u>How many votes are required to approve each of the stockholder proposals?</u>	<u>6</u>
<u>How will abstentions be treated?</u>	<u>6</u>
<u>How will broker non-votes be treated?</u>	<u>6</u>
<u>Will the meeting be webcast?</u>	<u>7</u>
<u>STOCK OWNERSHIP</u>	<u>8</u>
<u>Directors and Executive Officers</u>	<u>8</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>9</u>
<u>Significant Stockholders</u>	<u>9</u>
<u>CORPORATE GOVERNANCE MATTERS</u>	<u>10</u>
<u>Corporate Governance Documents</u>	<u>10</u>
<u>Board Leadership Structure</u>	<u>10</u>
<u>Board Risk Oversight</u>	<u>11</u>
<u>Executive Management Succession Planning</u>	<u>11</u>
<u>Director Independence</u>	<u>12</u>
<u>Audit Committee Financial Expert</u>	<u>13</u>
<u>Director Mandatory Retirement</u>	<u>13</u>
<u>Stock Ownership Goal for Directors and Senior Officers</u>	<u>13</u>
<u>Policy on Poison Pills</u>	<u>14</u>

Table of Contents**TABLE OF CONTENTS**

(continued)

	Page
<u>Executive Sessions of Non-Management Directors</u>	14
<u>Communications with Directors</u>	14
<u>Nomination of Director Candidates</u>	14
<u>Majority-Voting Standard for Director Elections</u>	15
<u>Policy on Review and Preapproval of Related Person Transactions</u>	15
<u>Related Person Transactions</u>	15
<u>MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS</u>	17
<u>Meetings</u>	17
<u>Committees</u>	17
<u>Attendance at Annual Meeting of Stockholders</u>	18
<u>PROPOSAL 1 ELECTION OF DIRECTORS</u>	19
<u>Nominees for Election to the Board</u>	19
<u>Experience, Qualifications, Attributes and Skills</u>	21
<u>EXECUTIVE COMPENSATION</u>	26
<u>Report of the Compensation Committee of the Board of Directors</u>	26
<u>Compensation Discussion and Analysis</u>	26
<u>Summary Compensation Table</u>	46
<u>Grants of Plan-Based Awards During Fiscal 2013</u>	51
<u>Outstanding Equity Awards at End of Fiscal 2013</u>	53
<u>Option Exercises and Stock Vested During Fiscal 2013</u>	55
<u>Fiscal 2013 Pension Benefits</u>	56
<u>Potential Payments Upon Termination or Change of Control</u>	59
<u>DIRECTORS' COMPENSATION</u>	63
<u>Outside Directors' Compensation</u>	63
<u>Retirement Plan for Outside Directors</u>	63
<u>Fiscal 2013 Director Compensation</u>	65
<u>PROPOSAL 2 ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION</u>	66
<u>Effect of the Proposal</u>	67
<u>Vote Required for Approval</u>	67
<u>PROPOSAL 3 AMENDMENT TO 2010 OMNIBUS STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES</u>	68
<u>Overview of Proposed Amendment</u>	68
<u>Number of Shares That May Be Awarded Under the Plan and Outstanding Awards Under All Plans</u>	69
<u>Plan Highlights</u>	70
<u>Purpose of the Plan</u>	71
<u>Administration of the Plan</u>	71
<u>Shares Awarded Under the Plan</u>	71
<u>Eligibility to Receive Awards</u>	72
<u>Types of Awards</u>	72
<u>Term of the Plan</u>	73
<u>Exercise Term of Stock Options and Stock Appreciation Rights</u>	73
<u>Limitations on Individual Awards</u>	73
<u>Performance Goals</u>	73
<u>Retainers and Meeting Fees for Non-Employee Directors</u>	74
<u>Limitations on Transfer; Beneficiaries</u>	74
<u>Termination of Participant Service; Acceleration Upon Certain Events</u>	75
<u>Adjustments</u>	76
<u>Amendment and Termination of the Plan and of Outstanding Awards</u>	76

Table of Contents**TABLE OF CONTENTS**

(continued)

	Page
<u>Repricing Prohibited</u>	76
<u>Loans Prohibited</u>	76
<u>New Plan Benefits</u>	77
<u>Existing Plan Benefits to Named Executive Officers and Others</u>	77
<u>Foreign Jurisdictions</u>	77
<u>Expenses</u>	77
<u>Federal Income Tax Consequences</u>	77
<u>Vote Required for Approval</u>	79
<u>EQUITY COMPENSATION PLANS</u>	80
<u>Equity Compensation Plans Approved by Stockholders</u>	80
<u>Equity Compensation Plans Not Approved by Stockholders</u>	80
<u>Summary Table</u>	80
<u>REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS</u>	81
<u>AUDIT AND NON-AUDIT FEES</u>	82
<u>PROPOSAL 4 RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	83
<u>Appointment of Independent Registered Public Accounting Firm</u>	83
<u>Policies Regarding Independent Auditor</u>	83
<u>Vote Required for Ratification</u>	84
<u>PROPOSAL 5 STOCKHOLDER PROPOSAL: INDEPENDENT BOARD CHAIRMAN</u>	85
<u>Board of Directors' Statement in Opposition</u>	85
<u>Vote Required for Approval</u>	87
<u>PROPOSAL 6 STOCKHOLDER PROPOSAL: PROXY ACCESS FOR SHAREHOLDERS</u>	88
<u>Board of Directors' Statement in Opposition</u>	88
<u>Vote Required for Approval</u>	90
<u>PROPOSAL 7 STOCKHOLDER PROPOSAL: "LIMIT ACCELERATED EXECUTIVE PAY"</u>	91
<u>Board of Directors' Statement in Opposition</u>	91
<u>Vote Required for Approval</u>	93
<u>PROPOSAL 8 STOCKHOLDER PROPOSAL: HEDGING AND PLEDGING POLICY</u>	94
<u>Board of Directors' Statement in Opposition</u>	94
<u>Vote Required for Approval</u>	96
<u>PROPOSAL 9 STOCKHOLDER PROPOSAL: POLITICAL CONTRIBUTIONS REPORT</u>	97
<u>Board of Directors' Statement in Opposition</u>	98
<u>Vote Required for Approval</u>	99
<u>PROPOSAL 10 STOCKHOLDER PROPOSAL: CONGRUENCY BETWEEN CORPORATE VALUES AND POLITICAL CONTRIBUTIONS</u>	100
<u>Board of Directors' Statement in Opposition</u>	100
<u>Vote Required for Approval</u>	101
<u>PROPOSAL 11 STOCKHOLDER PROPOSAL: VOTE COUNTING TO EXCLUDE ABSTENTIONS</u>	102
<u>Board of Directors' Statement in Opposition</u>	103
<u>Vote Required for Approval</u>	104
<u>OTHER MATTERS</u>	105
<u>ADDITIONAL INFORMATION</u>	105
<u>Proxy Solicitation</u>	105
<u>Householding</u>	105
<u>Stockholder Proposals for 2014 Annual Meeting</u>	105
<u>APPENDIX A Companies in Executive Compensation Comparison Survey Group</u>	A-1
<u>APPENDIX B 2010 Omnibus Stock Incentive Plan</u>	B-1

Table of Contents

FedEx Corporation

**942 South Shady Grove Road
Memphis, Tennessee 38120**

2013 PROXY STATEMENT

FedEx's Board of Directors is furnishing you this proxy statement in connection with the solicitation of proxies on its behalf for the 2013 Annual Meeting of Stockholders. The meeting will take place in the auditorium at the FedEx Express World Headquarters, 3670 Hacks Cross Road, Building G, Memphis, Tennessee 38125, on Monday, September 23, 2013, at 8:00 a.m. local time. At the meeting, stockholders will be voting on the following items: (1) the election of the eleven nominees named in this proxy statement to the FedEx Board of Directors; (2) an advisory vote to approve named executive officer compensation; (3) an amendment to FedEx's 2010 Omnibus Stock Incentive Plan to increase the number of authorized shares; (4) the ratification of FedEx's independent registered public accounting firm; and (5) if properly presented at the meeting, seven stockholder proposals. Stockholders also will consider any other matters that may properly come before the meeting.

By submitting your proxy (either by signing and returning the enclosed proxy card or by voting electronically on the Internet or by telephone), you authorize Christine P. Richards, FedEx's Executive Vice President, General Counsel and Secretary, and Alan B. Graf, Jr., FedEx's Executive Vice President and Chief Financial Officer, to represent you and vote your shares at the meeting in accordance with your instructions. They also may vote your shares to adjourn the meeting and will be authorized to vote your shares at any postponements or adjournments of the meeting.

FedEx's Annual Report to Stockholders for the fiscal year ended May 31, 2013, which includes FedEx's fiscal 2013 audited consolidated financial statements, accompanies this proxy statement. Although the Annual Report is being distributed with this proxy statement, it does not constitute a part of the proxy solicitation materials and is not incorporated by reference into this proxy statement.

We are first sending the proxy statement, form of proxy and accompanying materials to stockholders on or about August 12, 2013.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON SEPTEMBER 23, 2013: The following materials are available on the Investor Relations page of the FedEx website at <http://investors.fedex.com>:

The Notice of Annual Meeting of Stockholders To Be Held September 23, 2013;

This proxy statement; and

FedEx's Annual Report to Stockholders for the fiscal year ended May 31, 2013.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE PROMPTLY VOTE YOUR SHARES EITHER BY MAIL, VIA THE INTERNET OR BY TELEPHONE.

Effect of Not Casting Your Vote: If your shares are held in "street name" (*i.e.*, your shares are held by a bank, brokerage firm or other nominee the "bank or broker"), in order to ensure your shares are voted in the way you would like, you must provide voting instructions to your bank or broker by the deadline provided in the materials you receive from your bank or broker. If you hold your shares in street name and you do not instruct your bank or broker as to how to vote your shares, your broker may vote your shares in its discretion on the ratification of the appointment of the independent registered public accounting firm (Proposal 4), but will not be allowed to vote your shares on any of the other proposals described in this proxy statement, including the election of directors. If you are a stockholder of record and you do not sign and return your proxy card or vote electronically on the Internet or by telephone, no votes will be cast on your behalf on any of the items of business at the meeting.

Table of Contents

INFORMATION ABOUT THE ANNUAL MEETING

What are the purposes of the annual meeting?

At the annual meeting, the stockholders will be asked to:

Elect the eleven nominees named in this proxy statement as FedEx directors;

Cast an advisory vote to approve named executive officer compensation;

Approve an amendment to FedEx's 2010 Omnibus Stock Incentive Plan to increase the number of authorized shares;

Ratify the appointment of Ernst & Young LLP as FedEx's independent registered public accounting firm; and

Act on seven stockholder proposals, if properly presented.

Stockholders also will transact any other business that may properly come before the meeting. Members of FedEx's management team will be present at the meeting to respond to appropriate questions from stockholders.

Who is entitled to vote?

The record date for the meeting is July 29, 2013. Only stockholders of record at the close of business on that date are entitled to vote at the meeting. The only class of stock entitled to be voted at the meeting is FedEx common stock. Each outstanding share of common stock is entitled to one vote for all matters before the meeting. At the close of business on the record date there were 316,117,338 shares of FedEx common stock outstanding.

What is the difference between holding shares as a stockholder of record and as a beneficial owner? Am I entitled to vote if my shares are held in "street name"?

If your shares are registered in your name with FedEx's transfer agent, Computershare Trust Company, N.A., you are the "stockholder of record" (or "registered stockholder") of those shares, and these proxy materials have been provided directly to you by FedEx.

If your shares are held by a bank, brokerage firm or other nominee, you are considered the "beneficial owner" of shares held in "street name." If your shares are held in street name, these proxy materials are being forwarded to you by your bank, brokerage firm or other nominee (the "bank or broker"), along with a voting instruction card. As the beneficial owner, you have the right to direct your bank or broker how to vote your shares by using the voting instruction card or by following its instructions for voting by telephone or on the Internet (if available), and the bank or broker is required to vote your shares in accordance with your instructions.

If you do not give voting instructions, your broker will nevertheless be entitled to vote your shares in its discretion on the ratification of the appointment of the independent registered public accounting firm (Proposal 4). Absent your instructions, the broker will not be permitted, however, to vote your shares on the election of directors (Proposal 1), the advisory vote to approve named executive officer compensation (Proposal 2), the amendment to FedEx's 2010 Omnibus Stock Incentive Plan (Proposal 3) or the adoption of the seven stockholder proposals (Proposals 5 through 11), and your shares will be considered "broker non-votes" on those proposals. See "How will broker non-votes be treated?" below.

As the beneficial owner of shares, you are invited to attend the annual meeting. If you are a beneficial owner, however, you may not vote your shares in person at the meeting unless you obtain a legal proxy, executed in your favor, from your bank or broker.

What does it mean if I receive more than one proxy card or voting instruction card?

If you receive more than one proxy card or voting instruction card that means your shares are registered differently and are held in more than one account. To ensure that all your shares are voted, please sign and return by mail all proxy cards and voting instruction cards or vote each account over the Internet or by telephone (if made available by the bank or broker with respect to any shares you hold in street name).

Table of Contents

How many shares must be present to hold the meeting?

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or represented by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum. Proxies received but marked as abstentions or treated as broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

What if a quorum is not present at the meeting?

If a quorum is not present at the meeting, the holders of a majority of the shares entitled to vote at the meeting who are present, in person or represented by proxy, or the chairman of the meeting, may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given.

How do I vote?

1. *YOU MAY VOTE BY MAIL.* If you properly complete, sign and date the accompanying proxy card or voting instruction card and return it in the enclosed envelope, it will be voted in accordance with your instructions. The enclosed envelope requires no additional postage if mailed in the United States.

2. *YOU MAY VOTE BY TELEPHONE OR ON THE INTERNET.* If you are a registered stockholder, you may vote by telephone or on the Internet by following the instructions included on the proxy card. If you vote by telephone or on the Internet, you do not have to mail in your proxy card. If you wish to attend the meeting in person, however, you will need to bring your admission ticket. Internet and telephone voting are available 24 hours a day. Votes submitted through the Internet or by telephone must be received by 11:59 p.m. Eastern time on September 22, 2013.

If you are the beneficial owner of shares held in street name, you still may be able to vote your shares electronically by telephone or on the Internet. The availability of telephone and Internet voting will depend on the voting process of your bank or broker. We recommend that you follow the instructions set forth on the voting instruction card provided to you.

NOTE: If you vote on the Internet, you may elect to have next year's proxy statement and annual report to stockholders delivered to you electronically. We strongly encourage you to enroll in electronic delivery. It is a cost-effective way for us to provide you with proxy materials and annual reports.

3. *YOU MAY VOTE IN PERSON AT THE MEETING.* If you are a registered stockholder and attend the meeting, you may deliver your completed proxy card in person. Additionally, we will pass out ballots to registered stockholders who wish to vote in person at the meeting. If you are a beneficial owner of shares held in street name who wishes to vote at the meeting, you will need to obtain a legal proxy from your bank or broker, bring it with you to the meeting, and hand it in with a signed ballot that will be provided to you at the meeting. Beneficial owners will not be able to vote their shares at the meeting without a legal proxy.

How do I vote my shares held in the FedEx employee stock purchase plan or in any FedEx benefit plan?

If you own shares of FedEx common stock through the FedEx employee stock purchase plan or any FedEx or subsidiary benefit plan, you can direct the record holder or the plan trustee to vote the shares held in your account in accordance with your instructions by completing the proxy card and returning it in the enclosed envelope or by registering your instructions via the Internet or telephone as directed on the proxy card. If you register your voting instructions by telephone or on the Internet, you do not have to mail in the proxy card. If you wish to attend the meeting in person, however, you will need to bring the admission ticket attached to the proxy card with you. In order to instruct a record holder or plan trustee on the voting of shares held in your account, your instructions must be received by September 18, 2013. If your voting instructions are not received by that date, each plan trustee will vote your shares in the same proportion as the plan shares for which voting instructions have been received.

Table of Contents

Who can attend the meeting?

Only stockholders eligible to vote or their authorized representatives will be admitted to the meeting. If you plan to attend the meeting, detach and bring with you the stub portion of your proxy card, which is marked "Admission Ticket." You also must bring a valid government-issued photo identification, such as a driver's license or a passport. If you received your proxy materials through the Internet, you should follow the instructions provided to print a paper admission ticket.

If your shares are held in street name, you must bring the "Admission Ticket" that either accompanies or is the stub portion of your voting instruction card. Alternatively, you may bring other proof of ownership, such as a brokerage account statement, which clearly shows your ownership of FedEx common stock as of the record date. In addition, you must bring a valid government-issued photo identification, such as a driver's license or a passport.

Security measures will be in place at the meeting to help ensure the safety of attendees. Metal detectors similar to those used in airports will be located at the entrance to the meeting room, and briefcases, handbags and packages will be inspected. No cameras or recording devices of any kind, or signs, placards, banners or similar materials, may be brought into the meeting. Anyone who refuses to comply with these requirements will not be admitted.

Can I change my vote after I submit my proxy?

Yes, if you are a registered stockholder you may revoke your proxy and change your vote prior to the completion of voting at the meeting by:

submitting a valid, later-dated proxy card or a later-dated vote by telephone or on the Internet in a timely manner (the latest-dated, properly completed proxy that you submit in a timely manner, whether by mail, by telephone or on the Internet, will count as your vote); or

giving written notice of such revocation to the Secretary of FedEx prior to or at the meeting or by voting in person at the meeting.

Your attendance at the meeting itself will not revoke your proxy unless you give written notice of revocation to the Secretary before your proxy is voted or you vote in person at the meeting.

If your shares are held in street name, you should contact your bank or broker and follow its procedures for changing your voting instructions. You also may vote in person at the meeting if you obtain a legal proxy from your bank or broker.

Will my vote be kept confidential?

Yes, your vote will be kept confidential and not disclosed to FedEx unless:

required by law;

you expressly request disclosure on your proxy; or

there is a proxy contest.

Who will count the votes?

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FedEx's transfer agent, Computershare Trust Company, N.A., will tabulate and certify the votes. A representative of the transfer agent will serve as the inspector of election.

Table of Contents

How does the Board of Directors recommend I vote on the proposals?