

AVON PRODUCTS INC
Form DEFA14A
April 25, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

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.

Avon Products, 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.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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****** IMPORTANT ******

Dear Shareholder:

Enclosed are additional proxy materials relating to the Annual Meeting scheduled to be held on May 5, 2011.

Your vote is important and we strongly encourage you to exercise your right to vote. Your Board of Directors recommends that you vote for:

- (1) the election of each director,
 - (2) the advisory vote on executive compensation,
 - (3) holding an advisory vote on executive compensation every year,
 - (4) the ratification of auditors, and
 - (5) the amendments to our Restated Certificate of Incorporation and By-Laws to eliminate supermajority vote requirements.
- The Board believes that the removal of the supermajority vote requirements in our governing documents is in the best interest of the Company and our shareholders. In addition, the Board believes that the amendments, if adopted, would empower shareholders by enhancing voting rights and director accountability.

Because we have not heard from you, we are sending you this reminder notice, and we urge you to vote your proxy immediately. Instructions on how to vote are included in this package.

If you sign and return the enclosed form without indicating a choice, your shares will be voted as recommended by your Board. If you hold shares through a broker, unless you provide instructions, your broker will not be authorized to vote your shares with respect to proposals 1, 2, or 3 above.

Please Vote Today

If you have questions or need help voting, please call our proxy solicitor, Morrow & Co., LLC. at 1-877-797-6040.

Regards,
Andrea Jung
Chairman of the Board and
Chief Executive Officer

