

PROCTER & GAMBLE Co
Form DFAN14A
October 06, 2017
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 Under Rule 14a-12

The Procter & Gamble Company

(Name of Registrant as Specified in Its Charter)

Triam Fund Management, L.P.
Triam Fund Management GP, LLC
Triam Partners, L.P.
Triam Partners Co-Investment Opportunities Fund, Ltd.
Triam Partners Master Fund, L.P.
Triam Partners Parallel Fund I, L.P.
Triam Partners Master Fund (ERISA), L.P.
Triam Partners Strategic Investment Fund-A, L.P.
Triam Partners Strategic Co-Investment Fund-A, L.P.
Triam Partners Strategic Investment Fund-D, L.P.
Triam SPV (Sub) XII L.P.
Triam Partners Fund (Sub)-G, L.P.
Triam Partners Strategic Fund-G II, L.P.
Triam Partners Strategic Fund-G III, L.P.
Triam Partners Strategic Investment Fund-N, L.P.
Triam Partners Strategic Fund-K, L.P.
Triam Partners Strategic Fund-C, Ltd.

Nelson Peltz
Peter W. May
Edward P. Garden
Clayton C. Daley, Jr.

(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 Rule 14a-6(i)(4) 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:

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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:

From time to time, Trian Fund Management, L.P. may distribute the following advertisement in various publications or media outlets:

**DON'T MISS THIS CHANCE
TO ADD A HIGHLY QUALIFIED
SHAREHOLDER TO THE P&G BOARD**

Vote **FOR** Nelson Peltz on Trian's **WHITE** proxy card TODAY
to ensure your shares are represented at the
October 10th Annual Meeting

“Shareholders should cast their vote for Mr. Peltz. Having an investor in the room, among around a dozen board members, can only aid robust board discussions, the bedrock of good corporate governance...

A watchful outsider has a valuable role to play on the inside, and management's stubborn resistance to [Nelson Peltz's] presence raises troubling questions about its openness to change.

After a half-decade of disappointments, P&G has lost the right to say:
Just trust me.”

–Wall Street Journal: Heard on the Street; Stephen Wilmot, September 15, 2017

TIME IS SHORT!

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you have the right to change your vote—
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