

WILLIAMS SONOMA INC  
Form DEFR14A  
May 16, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. 1)**

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

**Williams-Sonoma, Inc.**

(Name of Registrant as Specified In Its Charter)

**Not Applicable**

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

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4. Date Filed:

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AMENDMENT AND SUPPLEMENT TO  
PROXY STATEMENT

EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Proxy Statement on Schedule 14A, as originally filed with the Securities and Exchange Commission on April 7, 2011, to revise the proposal entitled Proposal 2 Reincorporation of the Company from California to Delaware. Since the date of the filing of the Proxy Statement, we have received input from interested parties and, after considering that input, we have determined to delete the requirement in the Amended and Restated Certificate of Incorporation and Delaware Bylaws that would require the holders of at least 10% of the voting power entitled to call a special meeting to have held at least a 10% net long position for at least one year.

Although we believe that longer-term holders of our shares have interests that are more aligned with our longer-term interests, we have concluded that shareholder approval of the Reincorporation is more likely to be achieved if we remove the requirement that those who can call a special meeting have held at least a 10% net long position for at least one year.

This affects the original Proxy Statement as follows:

The phrase, *provided* that such holders have held at least a 10% net long position in the company's outstanding shares for at least one year is deleted from the W-S Delaware column on page 25.

The phrase, that such holder or holders have held at least a 10% net long position in the Corporation's outstanding shares for at least one year; *provided, further,* is deleted from Article X of the Williams-Sonoma, Inc. Amended and Restated Certificate of Incorporation on page B-3.

The phrase, that such holder or holders have held at least a 10% net long position in the Corporation's outstanding shares for at least one year; *provided, further,* is deleted from Section 2.3 of the Amended and Restated Bylaws of Williams-Sonoma, Inc. on page C-4.

You should read this Amendment and Supplement and the original Proxy Statement carefully in making your voting decisions.

A VOTE FOR THE REINCORPORATION PROPOSAL WILL BE A VOTE FOR THE REINCORPORATION PROPOSAL AS AMENDED BY THIS AMENDMENT AND SUPPLEMENT. IF YOU HAVE ALREADY VOTED, YOU DO NOT NEED TO VOTE AGAIN UNLESS YOU WISH TO CHANGE YOUR VOTE. IF YOUR SHARES ARE REGISTERED DIRECTLY IN YOUR NAME, YOU MAY VOTE OR CHANGE YOUR

VOTE THROUGH THE INTERNET OR BY TELEPHONE OR BY RETURNING A HARD COPY OF THE PROXY CARD OR BY ATTENDING AND VOTING AT THE ANNUAL MEETING. IF YOUR SHARES ARE HELD IN AN ACCOUNT AT A BROKERAGE FIRM, YOU SHOULD FOLLOW THE INSTRUCTIONS ON THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS OR THE PROXY CARD. YOU MAY REVOKE YOUR PROXY AT ANY TIME PRIOR TO THE CLOSE OF VOTING AT THE ANNUAL MEETING AS SET FORTH ON PAGE 5 OF THE ORIGINAL PROXY STATEMENT.

May 16, 2011