

ADOBE SYSTEMS INC  
Form DEFA14A  
April 02, 2012

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

**Adobe Systems Incorporated**  
(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:                                   |
-

April 2, 2012

Dear Stockholder:

We have previously sent to you proxy materials for the 2012 Annual Meeting of Stockholders of Adobe Systems Incorporated to be held on Thursday, April 12, 2012. **Your Board of Directors has unanimously recommended that stockholders return the enclosed proxy card voting FOR all of the proposals.**

**Your vote is important**, no matter how many or how few shares you may own. **Even if you have already done so, please vote TODAY by telephone, via the internet, or by signing, dating and returning the enclosed proxy card in the envelope provided to ensure that your votes are validly received prior to the Annual Meeting.**

Thank you for your support.

Sincerely,

Karen Cottle  
*Senior Vice President, General Counsel & Corporate Secretary*

**REMEMBER:**

**You can vote your shares by telephone, or via the internet.**

**Please follow the easy instructions on the enclosed card.**

If you have any questions, or need assistance in voting  
your shares, please call our proxy solicitor,

**INNISFREE M&A INCORPORATED**

**TOLL-FREE, at 1-888-750-5834.**

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**YOU CAN VOTE OVER THE INTERNET OR BY TELEPHONE  
QUICK \* EASY \* IMMEDIATE \* AVAILABLE  
24 HOURS A DAY \* 7 DAYS A WEEK**

*345 PARK AVENUE*

*SAN JOSE, CA 95110-2704*

Adobe Systems Incorporated encourages you to take advantage of convenient ways to vote. If voting by proxy, you may vote over the internet, by telephone or by mail. Your internet or telephone vote authorizes the named proxies to vote in the same manner as if you marked, signed, and returned your proxy card. To vote over the internet, by telephone, or by mail, please read the accompanying proxy statement and then follow these easy steps:

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on April 11, 2012. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on April 11, 2012. Have your proxy card in hand when you call and then follow the instructions.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by Adobe Systems Incorporated in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the internet. To sign up for electronic delivery, please follow the instructions above to vote using the internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in the future.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Adobe Systems Incorporated, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

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TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M41634-P20045

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**ADOBE SYSTEMS INCORPORATED**

**Vote on Directors**

**The Board of Directors recommends a vote FOR all nominees.**

<p>1. Election of the five (5) Directors proposed in the accompanying Proxy Statement to serve for a one-year term.</p>	<p><b>For</b></p>	<p><b>Against</b></p>	<p><b>Abstain</b></p>		<p>3. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending on November 30, 2012.</p>	<p><b>For</b></p>	<p><b>Against</b></p>	<p><b>Abstain</b></p>
1a. Edward W. Barnholt	o	o	o			o	o	o
1b. Michael R. Cannon	o	o	o					
1c. James E. Daley	o	o	o					
1d. Charles M. Geschke	o	o	o		<p>4. Approve, on an advisory basis, the compensation of the named executive officers.</p>	o	o	o
1e. Shantanu Narayen	o	o	o					

**Vote on Proposals**

**The Board of Directors recommends a vote FOR Proposals 2, 3 and 4:**

<p>2. Approval of the amendment of the 2003 Equity Incentive Plan to increase the available share reserve by 12.39 million shares, increase the maximum number of shares that may be granted as incentive stock options, and approve new performance metrics as described in the accompanying Proxy Statement.</p>	<p><b>For</b></p>	<p><b>Against</b></p>	<p><b>Abstain</b></p>
	o	o	o

Sign exactly as your name(s) appear(s) on the stock certificate. If shares of stock stand of record in the names of two or more persons, or in the name of husband and wife, whether as joint tenants or otherwise, both or all of such persons should sign the proxy card. If shares of stock are held of record by a corporation, the proxy card should be executed by the President or Vice President and the Secretary or Assistant Secretary. Executors or administrators or other fiduciaries who execute the proxy card for a deceased stockholder should give their full title. Please date the proxy card.

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

**Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

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<b>ADOBE SYSTEMS INCORPORATED</b>
<b>PROXY FOR ANNUAL MEETING OF STOCKHOLDERS</b>
<b>THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY</b>
The undersigned hereby appoints John E. Warnock and Shantanu Narayen, and each of them, with full power of substitution, to represent the undersigned and to vote all of the shares of stock in Adobe Systems Incorporated (the Company) which the undersigned is entitled to vote at the Annual Meeting of Stockholders of the Company, to be held at the Company's headquarters, 321 Park Avenue, East Tower, San Jose, California 95110-2704 on Thursday, April 12, 2012 at 9:00 a.m. local time and at any adjournment or postponement thereof: (1) as hereinafter specified upon the proposals listed on the reverse side and as more particularly described in the Company's Proxy Statement, receipt of which is hereby acknowledged, and (2) in their discretion upon such other matters as may properly come before the meeting.
The shares represented hereby shall be voted as specified. <b>If no specification is made, such shares shall be voted FOR the election of the nominees listed on the reverse side for the Board of Directors and FOR Proposals 2, 3 and 4.</b> Whether or not you are able to attend the meeting, you are urged to sign and mail the proxy card in the return envelope so that the stock may be represented at the meeting.
<b>IF YOU ELECT TO VOTE BY MAIL, PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD</b>
<b>PROMPTLY</b>
<b>USING THE ENCLOSED ENVELOPE</b>

<i>(CONTINUED AND TO BE SIGNED ON REVERSE SIDE)</i>