

Domtar CORP
Form DEFA14A
April 19, 2018

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 Pursuant to §240.14a-12

DOMTAR CORPORATION

(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:

As part of its semi-annual shareholder engagement process, Domtar Corporation sent this email on April 19, 2018:

In connection with our upcoming annual meeting on May 8, 2018, we want to renew our offer to talk with stockholders in order to answer any questions that you might have. If you would like to schedule a discussion, please let either Daniel Buron, our Chief Financial Officer, or Zygmunt Jablonski, our Chief Legal and Administrative Officer, know. A copy of the proxy statement for the meeting is available at http://www.domtar.com/files/corporate/Domtar_RA2017_Proxy_Eng.pdf.

We place great value talking and meeting with our stockholders and over the years have found the discussions to be mutually beneficial on important topics like our business strategy, executive compensation, corporate governance and sustainability initiatives.

As you are reviewing our Say-on-Pay proposal this year, and as you are aware from our earnings call of February 8, 2018, please note that our 2017 GAAP financial results were significantly impacted by a non-cash goodwill impairment charge to our Personal Care business. While we reported strong sales for this unit, the Personal Care business has become increasingly competitive, with pressure in both the healthcare and retail markets. As a result, we recorded a non-cash goodwill impairment charge, which contributed substantially to the net loss we reported for the year. From an operational perspective, though, we continued to generate strong results, with cash flow from operating activities amounting to \$449 million during 2017.

If you have specific feedback or thoughts you would like to share, or have any questions prior to voting your shares this year, please let us know. To the extent that you have no concerns, we appreciate your continued support of Domtar, and look forward to speaking in the future .