CATERPILLAR INC
Form DEFA14A
April 25, 2016

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 Rule 14a-12

Caterpillar 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)(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):
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- [ ] Fee paid previously with preliminary materials:
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  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Caterpillar Inc. Annual Meeting of Stockholders to Be Held on June 8, 2016

As allowed under U.S. Securities and Exchange Commission rules, you are receiving this notice that the proxy materials, including the 2016 proxy statement and 2015 Form 10-K, for the Caterpillar Inc. 2016 Annual Meeting of Stockholders are available on the Internet. Follow the instructions below to view the proxy materials and vote online or request paper or e-mail copies. Information about the annual meeting, including the items to be voted on, is provided on the reverse side of this notice.

THIS IS NOT A PROXY CARD. If you wish to cast your vote on a traditional proxy card, you must request that a paper copy of the proxy materials be mailed to you by following the instructions at the bottom of this page.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, please have this notice available and visit:

www.eproxyaccess.com/cat2016

Please have this notice available when you access the voting website. Follow the instructions on the screen to log into the website to vote. Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned a proxy card.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one by following the instructions below:

Internet Go to www.eproxyaccess.com/cat2016 and follow the registration instructions.

Telephone Call us free of charge at 1-866-580-7648 from within the United States or Canada. From other locations please call +1 215-521-1342.

E-mail Send us an e-mail at cat@eproxyaccess.com, using the number in the box above as the subject line, and state whether you wish to receive a paper or e-mail copy of the proxy materials and whether your request is for this meeting only or all future meetings.

There is no charge to you for requesting a copy. Please make your request for a copy as instructed above on or before May 27, 2016 to facilitate timely delivery.

Caterpillar Inc.

Notice of Annual Meeting of Stockholders

The annual meeting of stockholders of Caterpillar Inc. will be held on Wednesday, June 8, 2016 at 8:00 a.m., local time, at Electro-Motive Diesel, 3500 South Cowan Rd., Muncie, IN 47302.

The matters intended to be acted upon at the meeting are listed below:

1. Election of the following nominees as directors: David L. Calhoun, Daniel M. Dickinson, Juan Gallardo, Jesse J. Greene, Jr., Jon M. Huntsman, Jr., Dennis A. Muilenburg, Douglas R. Oberhelman, William A. Osborn, Debra L. Reed, Edward B. Rust, Jr., Susan C. Schwab and Miles D. White.

2. Ratify the appointment of the independent registered public accounting firm for the 2016 fiscal year.

3. Advisory vote to approve executive compensation.

4. Stockholder proposal Provide a report of lobbying activities.

5. Stockholder proposal Allow stockholders to act by written consent.

6. Stockholder proposal Require the Chairman of the Board to be independent whenever possible.

7. To consider such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors recommends that you vote FOR the election of each of the nominees for director, FOR the ratification of the appointment of the independent registered public accounting firm for the 2016 fiscal year and FOR executive compensation. The Board of Directors recommends that you vote AGAINST the three stockholder proposals.

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These items of business are more fully described in the proxy materials relating to the annual meeting. Follow the instructions on the reverse side of this notice to view the proxy materials and vote via the Internet or to request a paper or e-mail copy of the proxy materials. Any action on the items of business described above may be considered at the annual meeting at the time and on the date specified above or at any time and date to which the annual meeting may be properly adjourned or postponed.

You are entitled to vote at the annual meeting only if you were a stockholder of Caterpillar Inc. as of the close of business on April 11, 2016, which is the record date for the annual meeting.

You must have an admission ticket to attend the meeting. Procedures for requesting an admission ticket are included in the proxy materials. Directions to attend the meeting will be provided along with admission tickets.

Christopher M. Reitz

Corporate Secretary