

ADAMS DIVERSIFIED EQUITY FUND, INC.
Form DEF 14A
February 26, 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 (S) 240.14a-11(c) or (S) 240.14a-12

ADAMS DIVERSIFIED EQUITY FUND, 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):

(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:

Notes:

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Adams Diversified Equity Fund, Inc.
500 E. Pratt Street, Suite 1300
Baltimore, MD 21202

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

February 26, 2018

To the Stockholders of

ADAMS DIVERSIFIED EQUITY FUND, INC.:

Notice is hereby given that the Annual Meeting of Stockholders of ADAMS DIVERSIFIED EQUITY FUND, INC., a Maryland corporation (the "Fund"), will be held at the Fund's offices at 500 E. Pratt St., Suite 1300, Baltimore, MD 21202, on Thursday, April 19, 2018, at 9:00 a.m., local time, for the following purposes:

- (1)
to elect directors as identified in the Proxy Statement to serve until the annual meeting of stockholders in 2019 and until their successors are duly elected and qualify;
- (2)
to ratify the appointment of PricewaterhouseCoopers LLP to serve as the Fund's independent registered public accounting firm to audit the books and accounts of the Fund for or during the fiscal year ending December 31, 2018; and
- (3)
to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Stockholders of record, as shown by the transfer books of the Fund, at the close of business on February 2, 2018, are entitled to notice of and to vote at this meeting. All Stockholders are cordially invited to attend the Annual Meeting.

By order of the Board of Directors,

LAWRENCE L. HOOPER, JR.

Vice President, General Counsel & Secretary

Baltimore, MD

Note: Even if you plan to attend the meeting, stockholders are requested to fill in, sign, date and return the accompanying proxy in the enclosed envelope without delay. Stockholders may also authorize their proxies by telephone and internet as described further in the enclosed materials.

Because space will be limited, please call the Fund at (800) 638-2479 or send an email to contact@adamsfunds.com if you will be attending the Annual Meeting.

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500 E. Pratt Street, Suite 1300
Baltimore, MD 21202

Proxy Statement

INTRODUCTION

The Annual Meeting of Stockholders of Adams Diversified Equity Fund, Inc., a Maryland corporation (the “Fund”), will be held on Thursday, April 19, 2018, at 9:00 a.m., local time, at the Fund’s offices at 500 E. Pratt St., Suite 1300, Baltimore, MD 21202, for the purposes set forth in the accompanying Notice of Annual Meeting and also set forth below. This proxy statement is furnished in connection with the solicitation by the Board of Directors of proxies to be used at the meeting and at any and all adjournments or postponements thereof and is first being sent to stockholders on or about February 26, 2018.

At the Annual Meeting, action is to be taken on (1) the election of a Board of Directors; (2) the ratification of the selection of an independent registered public accounting firm; and (3) the transaction of such other business as may properly come before the meeting or any adjournment or postponement thereof.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held On April 19, 2018:

This Proxy Statement, the Notice of Annual Meeting, a form of the proxy, and the 2017 Annual Report to stockholders are all available on the internet at the following website: <http://www.astproxyportal.com/ast/13579/>

How You May Vote and Voting By Proxy

You may vote in person at the Annual Meeting or by proxy. To authorize a proxy to cast your votes, please date, execute, and mail the enclosed proxy card, or authorize a proxy by using telephone or internet options as instructed in the proxy card. Except for Proposals (1) and (2), referred to above, the proxies confer discretionary authority on the persons named therein or their substitutes with respect to any business that may properly come before the meeting. Stockholders retain the right to revoke executed proxies at any time before they are voted by written notice to the Fund, by executing a later dated proxy, or by appearing and voting at the meeting. All shares represented at the meeting by proxies in the accompanying form will be voted, provided that such proxies are properly executed. In cases where a choice is indicated, the shares represented will be voted in accordance with the specifications so made. In cases where no specifications are made, the shares represented will be voted FOR Proposal (1) and FOR Proposal (2).

If your shares are held in the name of a bank, broker, or other holder of record, you will receive instructions from the holder of record that you must follow in order to vote your shares. If your shares are not registered in your own name and you plan to vote your shares in person at the Annual Meeting, you should contact your broker or agent to obtain a broker’s proxy card and bring it with you to the Annual Meeting in order to vote.

If you have questions regarding how to attend the meeting and vote in person, please contact the Secretary of the Fund by telephone at (800) 638-2479 or by email at contact@adamsfunds.com.

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Who May Vote

Only stockholders of record at the close of business on February 2, 2018, may vote at the Annual Meeting. The total number of shares of common stock of the Fund ("Common Stock") outstanding and entitled to be voted on the record date was 101,662,964. Each share is entitled to one vote. The Fund has no other class of security outstanding.

Vote Requirement

For Proposal (1), referred to above, directors shall be elected by a plurality of the votes cast at the meeting. Proposal (2), referred to above, requires the affirmative vote of a majority of the votes cast at the meeting.

Quorum Requirement

A quorum is necessary to hold a valid meeting. If stockholders entitled to cast a majority of all the votes entitled to be cast at the Annual Meeting are present in person or by proxy, a quorum will exist. Proxies received by the Fund that are marked "withhold authority" or abstain, or that constitute a broker non-vote, are counted as present for purposes of establishing a quorum. A broker non-vote occurs when a broker returns a valid proxy but does not vote on a particular matter because the broker does not have the discretionary voting power for that matter and has not received instructions from the beneficial owner. Proxies marked "withhold authority," abstentions, and broker non-votes do not count as votes cast with respect to any proposal, and therefore, such proxies would have no effect on the outcome of Proposals (1) and (2), above.

Appraisal Rights

Under Maryland law, there are no appraisal or other dissenter rights with respect to any matter to be voted on at the Annual Meeting that is described herein.

Other Matters

The Fund will pay all costs of soliciting proxies in the accompanying form. See "Other Matters and Annual Report" below. Solicitation will be made by mail, and officers, regular employees, and agents of the Fund may also solicit proxies by telephone or personal interview. The Fund expects to request brokers and nominees who hold stock in their names to furnish this proxy material to their customers and to solicit proxies from them, and will reimburse such brokers and nominees for their out-of-pocket and reasonable clerical expenses in connection therewith.

Fund Complex

The Fund is part of a fund complex (the "Fund Complex"), which is composed of the Fund and Adams Natural Resources Fund, Inc., a closed-end investment company ("PEO") that is also traded on the New York Stock Exchange. In 2015, the Fund and PEO became part of a newly-branded Adams Funds platform.

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Board Highlights

Our corporate governance is structured in a manner our Board of Directors believes aligns our interests with those of our stockholders. Features of the Board's makeup and our corporate governance structure include:

Diversity of Background

4 of 8 Current and former CEOs

3 of 8 Leading academics

1 of 8 Resides outside the U.S.

Diversity of Experience

8 of 8 Extensive leadership experience

6 of 8 Background in finance

5 of 8 Investment experience

Diversity of Gender and

Age

25% are
women

40% are 62
or younger

Mandatory
director
retirement
age

Corporate Governance Highlights

Board member
independence – 7 of 8
directors are
independent

Independent Board
Chair

Audit, Compensation,
and Nominating and
Governance

Committees
comprised solely of
independent directors

Board holds 7
regularly-scheduled
meetings each year

100% attendance at
Board and committee
meetings in 2017

Diverse Board

Annual election of all
directors

Significant share
ownership

requirements for
directors and senior
executives

Annual Board
self-assessment

Executive session of
independent directors
at each regular
meeting

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(1) NOMINEES FOR ELECTION AS DIRECTORS

Unless contrary instructions are given by the stockholder signing a proxy, it is intended that each proxy in the accompanying form will be voted at the Annual Meeting for the election of the following nominees to the Board of Directors to serve until the annual meeting of stockholders in 2019 and until their successors are duly elected and qualify, all of whom have consented to serve if elected:

Enrique R. Arzac	Roger W. Gale	Craig R. Smith
Kenneth J. Dale	Lauriann C. Kloppenburg	Mark E. Stoeckle*
Frederic A. Escherich	Kathleen T. McGahran	

If for any reason one or more of the nominees above-named shall become unable or unwilling to serve when the election occurs, proxies in the accompanying form will, in the absence of contrary instructions, be voted for the election of the other above-named nominees and may be voted for substitute nominees in the discretion of the persons named as proxies in the accompanying form. As an alternative to proxies being voted for substitute nominees, the size of the Board of Directors may be reduced so that there are no vacancies caused by a nominee above-named becoming unable or unwilling to serve. The directors elected will serve until the next annual meeting or until their successors are duly elected and qualify, unless otherwise provided in the Bylaws of the Fund.

Information as to Nominees for Election as Directors (as of December 31, 2017)

Set forth below with respect to each nominee for director are his or her name, address and age, any positions held with the Fund, other principal occupations, other directorships during the past five years, business affiliations, the year in which he or she first became a director, and the number of shares of Common Stock beneficially owned by him or her. Also set forth below is the number of shares of Common Stock beneficially owned by all the directors and executive officers of the Fund as a group. A separate table is provided showing the dollar value range of the shares beneficially owned by each director.

Name, Age, Positions with the Fund, Other Principal Occupations and Other Directorships	Has Been a Director Since	Number of Portfolios in Fund Complex Overseen by Director or Nominee for Director	Shares of Common Stock Beneficially Owned (a)(b)(c)(d)
Independent Directors			
Enrique R. Arzac, Ph.D., 76, Professor Emeritus of Finance and Economics at the Graduate School of Business, Columbia University. Currently a director of PEO(e), Aberdeen Asset Management Funds (6 closed-end investment companies), and Mirae Discovery Funds (6 open-end funds). In addition, within the past five years, Dr. Arzac served as a director of Credit Suisse Asset Management Funds (2 closed-end investment companies and 8 open-end funds) and Epoch Holdings Corporation (an investment management and investment advisory services company).	1983	2	52,577
Kenneth J. Dale, 61, Senior Vice President and Chief Financial Officer of The Associated Press. Formerly, Vice President, J.P. Morgan Chase & Co. Inc. Currently, a director of PEO(e).	2008	2	12,885

*

Mr. Stoeckle is an “interested person,” as defined by the Investment Company Act of 1940, as amended, because he is an officer of the Fund.

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Name, Age, Positions with the Fund, Other Principal Occupations and Other Directorships	Has Been a Director Since	Number of Portfolios in Fund Complex Overseen by Director or Nominee for Director	Shares of Common Stock Beneficially Owned (a)(b)(c)(d)
Frederic A. Escherich, 65, Private Investor. Formerly, Managing Director and head of Mergers and Acquisitions Research and the Financial Advisory Department of J.P. Morgan & Co. Inc. Currently, a director of PEO(e).	2006	2	40,347
Roger W. Gale, Ph.D., 71, President & CEO of GF Energy, LLC (consultants to electric power companies). Formerly, member of management group of PA Consulting Group (energy consultants). Currently, a director of PEO(e). Dr. Gale also served as a director of Ormat Technologies, Inc. (geothermal and renewable energy) within the past five years.	2005	2	17,502
Lauriann C. Kloppenburg, 57, Retired Chief Strategy Officer and former Chief Investment Officer - Equity Group of Loomis Sayles & Company, LP (a U.S. investment management firm). Currently, a member of the investment committee of 1911 Office, LLC (a family office offering trust services). Formerly, Executive in Residence, Hughey Center for Financial Services, Bentley University. Currently, a director of PEO(e) and also served as a director of Loomis Sayles & Company, LP within the past five years.	2017	2	5,300
Kathleen T. McGahran, Ph.D., J.D., CPA, 67, President & CEO of Pelham Associates, Inc. (an executive education provider). Adjunct Professor, Tuck School of Business, Dartmouth College. Formerly, Associate Dean and Director of Executive Education and Associate Professor, Columbia University. Currently, the Chair of the Board and a director of PEO(e) and a director of Scor Global Life Reinsurance and Scor Reinsurance of New York.	2003	2	21,664
Craig R. Smith, M.D., 71, Retired President, Williston Consulting LLC (consultants to pharmaceutical and biotechnology industries). Formerly, Chief Operating Officer of Algenol LLC (ethanol manufacturing) and Chairman, President & CEO of Guilford Pharmaceuticals (pharmaceutical and biotechnology). Currently, a director of PEO(e). Dr. Smith also	2005	2	36,090

served as
a director of Algenol Biofuels, Inc. and a manager of Algenol LLC, and
as a
director of Depomed, Inc. (specialty pharmaceuticals) within the past
five
years.

Interested Director

Mark E. Stoeckle, 61, CEO of the Fund since February 11, 2013,
President
since January 21, 2015, and director since February 14, 2013. Currently,
the
CEO and a director of PEO(e). Formerly, Chief Investment Officer,
U.S.
Equities and Global Sector Funds, BNP Paribas Investment Partners.
Directors and executive officers of the Fund as a group.

2013 2 64,368

441,576

(a)

To the Fund’s knowledge, except for 2,332 shares shown for Dr. McGahran, which are beneficially owned by her spouse and as to which she disclaims beneficial ownership, and the shares referred to in footnote (c) below, each director and officer had sole investment and sole voting power with respect to the shares shown opposite his or her name.

(b)

Of the amount shown as beneficially owned by the directors and executive officers as a group, 104,261 shares were held by the Trustee under the Employee Thrift Plan of the Fund and the Employee Thrift Plan of PEO.

(c)

The amounts shown include nonvested restricted stock shares or vested but deferred restricted stock units and deferred stock units under the Fund’s 2005 Equity Incentive Compensation Plan (see “2005 Equity Incentive Compensation Plan” below) held by each director (30,171 held by Dr. Arzac, 8,625 held by Mr. Dale, 12,693 held by Mr. Escherich, 2,250 held by Dr. McGahran, 7,326 held by Mr. Stoeckle, 0 held by Dr. Gale, and 0 held by Dr. Smith), and by directors and executive officers as a group (61,065 shares).

(d)

Calculated on the basis of 101,735,657 shares of Common Stock outstanding on December 31, 2017, each director owned less than 1.0% of the Common Stock outstanding. The directors and executive officers as a group owned less than 1.0% of the Common Stock outstanding.

(e)

Non-controlled affiliate of the Fund (a closed-end investment company), which is part of the Fund Complex.

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The address for each director is the Fund's office, 500 E. Pratt Street, Suite 1300, Baltimore, MD 21202. Additional information about each director follows (supplementing the information in the table above) describing some of the specific experience, qualifications, attributes, or skills each director possesses that led the Board to conclude he or she should serve as a director.

Independent Directors

1) Enrique R. Arzac, Ph.D.

Dr. Arzac brings to the Board extensive expertise in asset management and securities valuation, international finance, and corporate finance gained from his many years on the faculty of Columbia University's Graduate School of Business, and through consulting with corporations and financial institutions for more than 30 years. Dr. Arzac has published many articles on corporate finance, valuation, portfolio management, and commodity markets in numerous academic journals. He has been deemed an audit committee financial expert, as that term is defined in federal securities regulations, by his fellow directors and served as Chair of the Fund's Audit Committee for several terms. In addition, Dr. Arzac's service on the boards of other investment companies provides him with a deep understanding of investment company oversight.

2) Kenneth J. Dale

Mr. Dale brings broad expertise in financial management to the Board. He serves as Senior Vice President and Chief Financial Officer of The Associated Press (AP), one of the largest newsgathering organizations in the world. His responsibilities at AP include all corporate finance activities, internal audit, global real estate, and administrative services, and oversight of AP's software business, ENPS. Prior to joining AP, Mr. Dale spent 21 years as an investment banker at J.P. Morgan Chase & Co. Inc., advising media and entertainment clients on mergers and acquisitions and corporate finance transactions. He has been deemed an audit committee financial expert, as that term is defined in federal securities regulations, by his fellow directors and served as the immediate past Chair of the Fund's Audit Committee.

3) Frederic A. Escherich

Mr. Escherich brings to the Board extensive knowledge of securities investing and stock valuation gained from his 25 years at J.P. Morgan & Co. Inc. During his tenure at J.P. Morgan, Mr. Escherich served as head of mergers and acquisitions research for many years, and his responsibilities included evaluating numerous issues related to maximizing shareholder value and setting policies and procedures in connection with the valuation of companies, the assessment of various transaction types, analytical techniques, and securities. Since retiring in 2002, Mr. Escherich has focused full-time on private investing and is familiar with the dynamics of today's equity markets. He has been deemed an audit committee financial expert, as that term is defined in federal securities regulations, by his fellow directors and currently serves as the Chair of the Fund's Audit Committee.

4) Roger W. Gale, Ph.D.

Dr. Gale brings to the Board in-depth knowledge of the electric power industry and U.S. and international energy policy from his service in private industry and the public sector. Dr. Gale has gained electric utility industry expertise through his many years of service as a consultant, and has been quoted on electric utility issues in leading business publications and television news programs. He

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previously served on the boards of a Fortune 500 energy conglomerate and a publicly-traded geothermal energy company. Dr. Gale holds a Ph.D. in political science from the University of California, Berkeley.

5) Lauriann C. Kloppenburg

Ms. Kloppenburg is the most recent addition to the Board and joined it in October 2017. She brings a wealth of knowledge of securities investing and the investment management industry to the Board, having served in many key roles at Loomis Sayles & Company, an investment management firm with more than \$250 billion under management, and through her current role on the investment committee of a family office. During her more than 30-year career with Loomis Sayles, Ms. Kloppenburg was, at various times, the Director of Equity Research, Director of Large Cap Equities, Chief Investment Officer - Equity Group, and Chief Strategy Officer, in addition to serving as a member of the firm's board of directors.

6) Kathleen T. McGahran, Ph.D.

Dr. McGahran has served as the Chair of the Fund's Board of Directors since March 19, 2013. She is a CPA, a lawyer, and holds a Ph.D. in Accounting and Finance from New York University, and brings to the Board a very broad and valuable skill set. She is the President and CEO of Pelham Associates, an executive education provider. She has served on the faculties of the Tuck School of Business at Dartmouth College, the Graduate School of Business at Columbia University, and the Stern School of Business at New York University. Dr. McGahran has expertise in financial analysis and has conducted financial analysis training programs for Wall Street firms and Fortune 500 companies. She has been deemed an audit committee financial expert, as that term is defined in federal securities regulations, by her fellow directors and served as Chair of the Fund's Audit Committee for several terms.

7) Craig R. Smith, M.D.

Dr. Smith, a physician and former long-time member of the faculty at the Johns Hopkins University School of Medicine, brings to the Board extensive experience in the pharmaceuticals and biotech industries. He recently retired as the Chief Operating Officer of Algenol LLC, a research company focusing on the production of ethanol and other high-value green chemicals from algae. He previously was President and founder of Williston Consulting, a consulting company for the pharmaceutical and biotech industries. Prior to founding Williston Consulting, Dr. Smith was Chairman, President, CEO, and a co-founder of Guilford Pharmaceuticals, a biopharmaceutical company.

Interested Director

8) Mark E. Stoeckle

Mr. Stoeckle has been CEO of the Fund and PEO since February 11, 2013. He was elected to the Board of Directors of the Fund and PEO on February 14, 2013, and has served as President of the Fund since January 21, 2015. Mr. Stoeckle has had a distinguished career in financial services and asset management for over 30 years, and brings a wealth of investment and business experience to the role. Previously, he was Chief Investment Officer, U.S. Equities and Global Sector Funds, at the global investment management firm BNP Paribas Investment Partners.

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Stock Ownership

Independent Directors	Dollar Value of Shares Owned(1)
Enrique R. Arzac	greater than \$100,000
Kenneth J. Dale	greater than \$100,000
Frederic A. Escherich	greater than \$100,000
Roger W. Gale	greater than \$100,000
Lauriann C. Kloppenburg	\$50,001 - \$100,000
Kathleen T. McGahran	greater than \$100,000
Craig R. Smith	greater than \$100,000
Interested Director	
Mark E. Stoeckle	greater than \$100,000

(1)

The valuation date used in calculating the dollar value of shares owned is December 31, 2017.

The Board has adopted equity ownership requirements for the directors and senior staff. Under these equity ownership requirements, the Chief Executive Officer, portfolio managers, research analysts, and other executive officers must own a certain value of equity in the Fund equal to a multiple of his or her annual salary. Non-employee directors must own at least \$100,000 of the Fund's Common Stock within 10 years of joining the Board.

The nominees for election as directors of the Fund identified above are also the nominees for election to the Board of Directors of PEO, the Fund's non-controlled affiliate that is part of the Fund Complex, of which the Fund owned 2,186,774 shares, or approximately 7.5% of the outstanding Common Stock, on December 31, 2017.

Board Leadership Structure

Seven of the Fund's eight directors are not "interested persons," as defined by the Investment Company Act of 1940, as amended (the "Act"), and are independent directors. Mr. Stoeckle is the only member of the Board who is an "interested person" under the Act and thus is not an independent director. The Board has elected Dr. Kathleen T. McGahran, an Independent Director, to serve as the Chair of the Board.

Board's Oversight of Risk Management for the Fund

The Board's role in risk management of the Fund is that of oversight. The internal staff of portfolio managers, research analysts, and administrative personnel is responsible for the day-to-day management of the Fund, including risk management (including management of investment performance and investment risk, valuation risk, issuer and counterparty credit risk, compliance risk, and operational risk). As part of its oversight, the Board has delegated to the Audit Committee the primary role of overseeing the assessment and management of risks, including major financial risks, by the Fund's management and the steps that management has taken to monitor and control such risks. The Audit Committee reports to the Board on a periodic basis on its discussions of these items with management. In addition, the Board, acting at its regularly scheduled meetings, receives reports from senior management, including the Fund's portfolio management team, the Chief Compliance Officer, and the Chief Financial Officer. Between Board meetings, the Executive Committee, and/or the Chair of the Board, and/or the Chairman of the Audit Committee, as appropriate, interact with the CEO and other senior executives on any matter requiring action by or notice to the Board. The Board also receives

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periodic presentations from senior management regarding specific operational, compliance, or investment areas, such as business continuity, personal trading, valuation, investment research, and securities lending, and receives reports from the Fund's General Counsel regarding regulatory, compliance, and governance matters. The Fund believes that its leadership structure enhances risk oversight. It should be noted that, in its oversight role, the Board is not a guarantor of the Fund's investments or activities.

Process for Stockholders to Communicate with Board

The Board of Directors has implemented a process for stockholders of the Fund to send communications to the Board. Any stockholder desiring to communicate with the Board, or with specific individual directors, may do so by writing to the Secretary of the Fund at Adams Diversified Equity Fund, Inc., 500 E. Pratt Street, Suite 1300, Baltimore, MD 21202, or by sending an email message to the Secretary at contact@adamsfunds.com. The Secretary has been instructed by the Board to promptly forward all such communications to the addressees indicated thereon.

Policy on Board of Directors' Attendance at Annual Meetings

The Fund's policy with regard to attendance by the Board of Directors at Annual Meetings is that all directors are expected to attend, absent unusual and extenuating circumstances that prohibit attendance. All of the directors then serving attended the 2017 Annual Meeting.

Section 16(a) Beneficial Ownership Reporting Compliance

Each director and officer of the Fund who is subject to Section 16 of the Securities Exchange Act of 1934, as amended, and persons who own more than ten percent of a registered class of the Fund's securities are required to report to the Securities and Exchange Commission (the "Commission") by a specified date his or her beneficial ownership of or transactions in the Fund's securities. Based upon a review of filings with the Commission, such forms received by the Fund, and written representations that no other reports are required, the Fund believes that each director, officer, and greater than ten percent beneficial owners filed all requisite reports with the Commission on a timely basis during 2017, except for Ms. Prue, former Executive Vice President and Director of Shareholder Communications, who retired in June 2017. Upon her retirement, certain shares granted to her under the Fund's 2005 Equity Incentive Compensation Plan vested. When those shares vested, she elected to forfeit shares to cover tax liabilities and the Form 4 to report the surrender of these shares was filed late.

Information as to Other Executive Officers

Set forth below are the names, ages, and positions with the Fund, as of December 31, 2017, of all executive officers of the Fund other than those who also serve as directors. Executive officers serve as such until the election of their successors.

Mr. James P. Haynie, 55, has served as Executive Vice President of the Fund since January 21, 2015, and before that, served as President of the Fund beginning in August 19, 2013. He has also served as the President of PEO since January 21, 2015 and as the Executive Vice President of PEO from August 19, 2013 to January 21, 2015. Prior to joining the Fund, he was Chief Investment Officer, U.S. Equities at BNP Paribas Investment Partners from February - August 2013 and was Senior Portfolio Manager at BNP Paribas Investment Partners from 2005 to 2013.

Mr. Brian S. Hook, 48, has served as Vice President, Chief Financial Officer and Treasurer of the Fund and PEO since March 19, 2013. Prior thereto, he served as Chief Financial Officer and Treasurer

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of the Fund and PEO from March 20, 2012 to March 19, 2013, as Treasurer of the Fund and PEO from June 1, 2009 to March 20, 2012, and as Assistant Treasurer of the Fund and PEO from September 2008 to June 1, 2009. Prior to joining the Fund, he was a Vice President and Senior Manager at T. Rowe Price from March 1998 to August 2008, and a business assurance manager with Coopers & Lybrand L.L.P. prior thereto.

Mr. Lawrence L. Hooper, Jr., 65, has served as the Chief Compliance Officer of the Fund and PEO since April 8, 2004, as Vice President of the Fund and PEO since March 30, 1999, and as General Counsel and Secretary of the Fund and PEO since April 1, 1997. Prior thereto, he was a partner in a Baltimore, Maryland law firm.

Mr. D. Cotton Swindell, 54, has served as Executive Vice President since January 21, 2015. Prior to that, he served as Vice President - Research beginning on March 30, 2004, and as a research analyst beginning in 2002.

The address for each executive officer is the Fund's office, 500 E. Pratt Street, Suite 1300, Baltimore, MD 21202.

Name	Security Ownership of Management of the Fund(a) Shares of Common Stock Beneficially Owned (b)(c)(d)(e)
James P. Haynie	88,537
Brian S. Hook	22,605
Lawrence L. Hooper, Jr	46,625
D. Cotton Swindell	35,412

(a)
As of December 31, 2017. Share ownership of directors and executive officers as a group is shown in the table beginning on page 5 and footnotes thereto.

(b)
To the Fund's knowledge, other than the shares referred to in footnote (d) below, each officer had sole investment and sole voting power with respect to the shares shown opposite his or her name.

(c)
Of the amounts shown, the following shares beneficially owned by the respective officer were held by the Trustee under the Employee Thrift Plan of the Fund and the Employee Thrift Plan of PEO: Mr. Haynie (13,261) shares), Mr. Hook (9,903 shares), Mr. Hooper (33,731 shares), and Mr. Swindell (35,412 shares).

(d)
The amounts shown include nonvested shares of restricted stock under the Fund's 2005 Equity Incentive Compensation Plan (see "2005 Equity Incentive Compensation Plan" below) held by Mr. Haynie (8,974 shares), Mr. Hook (1,465 shares), Mr. Hooper (1,648 shares), and Mr. Swindell (3,699 shares).

(e)
Calculated on the basis of 101,735,657 shares of Common Stock outstanding on December 31, 2017, each of the executive officers listed above owned less than 1.0% of the Common Stock outstanding.

Principal Stockholder

At December 31, 2017, one group of persons was known by the Fund to own beneficially more than five percent of any class of the Fund's voting securities.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
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Common Stock	Edith H. Bergstrom P.O. Box 126 Palo Alto, CA 94302	9,075,000 shares held directly and indirectly(1)	9%
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(1)

Reflects shares held in name of Erik E. Bergstrom Living Trust (Administrative Trust) (1,795,000 shares), Erik E. Bergstrom Charitable Remainder Trust (1,000,000 shares), Erik E. and Edith H. Bergstrom Foundation (6,160,000 shares), and Edith H. Bergstrom Living Trust (120,000 shares). Ms. Bergstrom has sole voting and dispositive power over the shares held in the Erik E. Bergstrom Living Trust (Administrative Trust) (1,795,000 shares), Erik E. Bergstrom Charitable Remainder Trust (1,000,000 shares) and Edith H. Bergstrom Living Trust (120,000 shares). Ms. Bergstrom, along with three other trustees, Julia R. Bolous,

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Janet Grieg, and Wylie Grieg, has shared voting and dispositive power over the shares held in the Erik E. and Edith H. Bergstrom Foundation (6,160,000 shares). Ms. Bergstrom disclaimed beneficial ownership of all of these shares other than the 120,000 shares held in the Edith H. Bergstrom Living Trust. Each of Julia R. Bolous, Janet Grieg, and Wylie Grieg disclaimed beneficial ownership of the 6,160,000 shares held in the Erik E. and Edith H. Bergstrom Foundation. Board Meetings and Committees of the Board

Overall attendance at the seven meetings of the Board held in 2017 was 100%. Each incumbent director attended at least 75% of the total of all (i) meetings of the Board and (ii) meetings of committees of the Board on which he or she served in 2017.

Audit Committee

Mr. Escherich (Chair), Dr. Arzac, Dr. Gale, Ms. Kloppenburg, and Dr. Smith, each of whom is an independent director as such is defined by the rules of the New York Stock Exchange, and none of whom is an “interested person” as such is defined by the Act, constitute the membership of the Board’s standing Audit Committee, which met four times in 2017. The Board has determined Mr. Escherich to be an audit committee financial expert, as that term is defined in federal securities regulations. The Board has adopted a written charter under which the Committee operates. A copy of the Audit Committee Charter (“Charter”) is available on the Fund’s website: www.adamsfunds.com. Set forth below is the report of the Committee:

Audit Committee Report

The purposes of the Audit Committee are set forth in the Committee’s written Charter. As provided in the Charter, the role of the Committee is to assist the Board of Directors in its oversight on matters relating to accounting, financial reporting, internal control, auditing, risk assessment and risk management, regulatory compliance activities, and other matters the Board deems appropriate. The Committee also selects the Fund’s independent registered public accounting firm in accordance with the provisions set out in the Charter. Management, however, is responsible for the preparation, presentation, and integrity of the Fund’s financial statements, and for the procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent registered public accounting firm is responsible for planning and carrying out proper audits and reviews.

In fulfilling its responsibilities, the Committee has reviewed and discussed the audited financial statements contained in the 2017 Annual Report of the Fund with the Fund’s management and with PricewaterhouseCoopers LLP (“PwC”), the Fund’s independent registered public accounting firm. In addition, the Committee has discussed with PwC the matters required to be discussed pursuant to Statement of Auditing Standards No. 61, as modified or supplemented. The Committee has also received from PwC the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding PwC’s communications with the Committee concerning independence, considered whether the provision of nonaudit services by PwC is compatible with maintaining PwC’s independence, and discussed with PwC its independence.

In reliance on the reviews and discussions with management and PwC referred to above, and subject to the limitations on the responsibilities and role of the Committee set forth in the Charter and discussed above, the Committee recommended to the Board of Directors, and the Board has approved, that the audited financial statements be included in the Fund’s 2017 Annual Report for filing with the Securities and Exchange Commission.

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Respectfully submitted on February 15, 2018, by the members of the Audit Committee of the Board of Directors:

Frederic A. Escherich, Chair

Enrique R. Arzac

Roger W. Gale

Lauriann C. Kloppenburg

Craig R. Smith

Compensation Committee

Mr. Dale (Chair), Ms. Bonanno**, Mr. Escherich, and Dr. Smith constituted the membership of the Board's standing Compensation Committee, which met two times in 2017. The Committee reviews and recommends changes in the compensation of directors, officers, and employees, including salaries and the cash incentive compensation plans in which the executive officers, officers, and employees of the Fund are eligible to participate.

Executive Committee

Dr. McGahran (Chair), Mr. Dale, Mr. Escherich, Dr. Gale, and Mr. Stoeckle constitute the membership of the Board's standing Executive Committee, which met two times in 2017. The Committee has the authority of the Board of Directors between meetings of the Board except as limited by law, the Fund's Bylaws, or Board resolution.

Nominating and Governance Committee

Dr. Gale (Chair), Dr. Arzac, Ms. Bonanno**, and Mr. Dale constituted the membership of the Board's standing Nominating and Governance Committee, which met five times in 2017. The Board has adopted a written charter under which the Nominating and Governance Committee operates, a copy of which is available to stockholders at the Fund's website: www.adamsfunds.com.

Each of the members of the Committee is an independent director as such is defined by the rules of the New York Stock Exchange and none is an "interested person" as such term is defined by the Act.

Among other responsibilities, the Committee supervises and reviews the Board composition, Board evaluations, director nominations, and corporate governance matters. For director nominations, the Committee recommends to the full Board nominees for director and leads the search for qualified director candidates. The Committee has used a third-party search firm to help identify candidates who may meet the needs of the Board. The firm provides information on candidates for review and discussion by the Committee.

The Committee will consider unsolicited recommendations for director candidates from stockholders of the Fund. Stockholders may recommend candidates for consideration by the Committee by writing to the Secretary of the Fund at the office of the Fund, 500 E. Pratt Street, Suite 1300, Baltimore, MD 21202, giving the candidate's name, biographical data, and qualifications, and stating whether the candidate would be an "interested person" of the Fund. A written statement from the candidate, consenting to be named as a candidate, and if nominated and elected, to serve as a director, should accompany any such recommendation.

**

Ms. Bonanno is retiring from the Board and is not standing for reelection.

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The process that the Committee uses for identifying and evaluating nominees for director is as follows: When there is a vacancy on the Board, either through the retirement or other withdrawal of a director or the Board's determination that the size of the Board should be increased, nominations to fill that vacancy are made by independent directors on the Board. The members of the Committee meet with the prospective director nominee. If a majority of the Committee members are satisfied that the prospective director nominee is qualified and will make a positive addition to the Board, as many of the other independent directors meet with him or her as is possible. The Committee then nominates the candidate at a meeting of the Board and a vote is taken by the full Board on whether to elect the nominee to the Board and to include the nominee in the Fund's proxy for election at the next annual meeting of stockholders. The Fund anticipates that a similar process will be used for any qualified director candidate properly recommended by a stockholder.

The Board does not have a formal policy regarding the consideration of diversity in identifying Board candidates. When considering a new candidate for the Board, the Committee and the full Board may consider the diversity of skills, experience and/or perspective a prospective nominee will bring to the Board as part of their evaluation of the contribution that such prospective director nominee will make to the Board. Such factors will be considered in the context of the Board's existing membership at the time such potential candidate is considered.

Board of Directors Compensation

During 2017, each director who is not an interested person, except for Dr. McGahran and Ms. Kloppenburg, received an annual retainer fee of \$60,000. Dr. McGahran, the Board Chair, received an annual retainer fee of \$75,000. Since Ms. Kloppenburg joined the Board in October 2017, she received a retainer of \$15,000 for her service in 2017. The Chairperson of each committee received an additional annual retainer fee of \$2,500 for that committee. The total amount of fees paid to the independent directors in 2017 was \$457,500.

Transactions with Adams Natural Resources Fund, Inc.

The Fund shares certain expenses for research, accounting services, other office services (including proportionate salaries and other employee benefits), rent and related expenses, and miscellaneous expenses, such as office supplies, postage, subscriptions, and travel, with PEO, of which all of the above-named nominees are also directors. These expenses were paid by the Fund and, on the date the payment was made, PEO simultaneously paid to the Fund its allocated share of such expenses, based on either the proportion of the size of the investment portfolios of the two companies, relative net assets of the two companies, or, where possible, on an actual usage basis. In 2017, PEO's share of such expenses was \$1,064,360.

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Compensation of Directors and Executive Officers

The following table sets forth for each of the persons named below the aggregate compensation received from the Fund during the fiscal year ended December 31, 2017, for services in all capacities:

Name	Position	Aggregate Compensation from the Fund (1)(2)(3)(4)(5)	Total Compensation from Fund and Fund Complex paid to Directors(6)
Mark E. Stoeckle	Chief Executive Officer and President(a)	\$ 884,855	N/A
James P. Haynie	Executive Vice President	506,945	N/A
D. Cotton Swindell	Executive Vice President	544,824	N/A
Independent Directors			
Enrique R. Arzac	Director(b) (d)	60,000	\$ 120,000
Phyllis O. Bonanno*	Director(c) (d)	60,000	120,000
Kenneth J. Dale	Director(a) (c) (d)	62,500	125,000
Frederic A. Escherich	Director(a) (b) (c)	62,500	125,000
Roger W. Gale	Director(a) (b)(d)	62,500	125,000
Lauriann C. Kloppenburg	Director(b)	15,000	30,000
Kathleen T. McGahran	Chair of the Board(a)	75,000	150,000
Craig R. Smith	Director(b) (c)	60,000	120,000

*
Ms. Bonanno is retiring from the Board and is not standing for re-election.

(1)
Of the amounts shown, direct salaries paid by the Fund to Messrs. Stoeckle, Haynie, and Swindell were \$230,000, \$157,500, and \$226,200, respectively.

(2)
Of their direct salaries, \$16,200, \$10,500, and \$15,600 were deferred compensation to Messrs. Stoeckle, Haynie, and Swindell, respectively, under the Fund's Employee Thrift Plan and Executive Nonqualified Supplemental Thrift Plan (see "Employee Thrift Plans" below). The non-employee directors do not participate in this Plan.

(3)
Of the amounts shown, \$567,000, \$290,000, and \$264,500 were cash incentive compensation accrued for Messrs. Stoeckle, Haynie, and Swindell, respectively, in 2017 and paid to them in 2018. These amounts include \$34,020, \$17,400, and \$15,870 of deferred compensation to Messrs. Stoeckle, Haynie, and Swindell, respectively, under the Fund's Employee Thrift Plan and, for Messrs. Stoeckle and Haynie, under the Executive Nonqualified Supplemental Thrift Plan (see "Employee Thrift Plans" below).

(4)
Under the Employee Thrift Plans, the Fund makes contributions to match the contributions made by eligible employees and may, at the discretion of the Board of Directors, make an additional contribution. The amounts shown include the Fund's matching contributions of \$41,880, \$25,292, and \$26,937 made on behalf of Messrs. Stoeckle, Haynie, and Swindell, respectively, during 2017, and an additional discretionary contribution of \$35,865, \$20,138, and \$22,082 made for 2017 on behalf of Messrs. Stoeckle, Haynie, and Swindell, respectively.

(5)

Of the amounts shown, \$10,110, \$14,015, and \$5,105 were distributions paid to Messrs. Stoeckle, Haynie, and Swindell, respectively, on shares of restricted stock held under the 2005 Equity Incentive Compensation Plan (see “2005 Equity Incentive Compensation Plan” below).

(6)

Includes only aggregate compensation paid to directors for service on the boards of investment companies in the Fund Complex, which is composed of two closed-end investment companies, including the Fund.

(a)

Member of Executive Committee

(b)

Member of Audit Committee.

(c)

Member of Compensation Committee.

(d)

Member of Nominating and Governance Committee.

Outstanding Equity Awards at Fiscal Year-End under the 2005 Equity Incentive Compensation Plan

The following table presents information regarding outstanding equity awards under the 2005 Equity Incentive Compensation Plan to the three executive officers listed in the Compensation Table above at the end of 2017:

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Name	Stock Awards		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested
	Number of Shares or Units of Stock That Have Not Vested (#)(1)	Market Value of Shares or Units of Stock That Have Not Vested(2)		
Mark E. Stoeckle	7,326	\$ 110,110	0	\$ 0
James P. Haynie	8,974	134,879	0	0
D. Cotton Swindell	3,699	55,596	0	0

(1)

These shares vested as follows: Mr. Stoeckle, 7,326; Mr. Haynie, 8,974; and Mr. Swindell, 3,699, all on January 8, 2018.

(2)

Using the December 31, 2017 closing market price for the Fund's stock of \$15.03.

Stock Vested under the 2005 Equity Incentive Compensation Plan

The following table presents information regarding the vesting of restricted stock awards during 2017 for the three executive officers listed in the Compensation Table above:

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting
Mark E. Stoeckle	7,704	\$ 99,767
James P. Haynie	20,311	279,447
D. Cotton Swindell	3,466	44,885

2005 Equity Incentive Compensation Plan

In 2005, the Board of Directors adopted an equity incentive compensation plan for the Fund, called the 2005 Equity Incentive Compensation Plan (the "2005 Plan"), to replace the Stock Option Plan adopted in 1985, and described below. The 2005 Plan was reapproved by the stockholders at the 2010 Annual Meeting. The 2005 Plan expired by its terms on April 27, 2015, and grants can no longer be made under it.

Administration

The 2005 Plan is administered by the Compensation Committee of the Board of Directors. The Compensation

Committee has general responsibility to ensure that the 2005 Plan is operated in a manner that serves the best interests of the Fund's stockholders.

Available Shares

The Fund had reserved and made available 3,413,131 shares for use as awards (4% of the Common Stock outstanding on the effective date of the 2005 Plan). With the expiration of the 2005 Plan, grants can no longer be made under it.

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Awards

The following types of awards are currently outstanding under the 2005 Plan:

- restricted stock;

- restricted stock units;

- deferred stock units.

In addition, dividend equivalents were awarded in connection with awards under the 2005 Plan.

The awards are described more fully below.

Restricted Stock. The 2005 Plan permitted shares of the Common Stock to be granted to Participants as restricted stock. Restricted stock is stock that is subject to restrictions on transferability, risk of forfeiture and/or other restrictions. A Participant who receives restricted stock will have all the rights of a stockholder, including the right to vote the restricted stock and the right to receive dividends, unless the Participant is limited by the terms of the 2005 Plan or any award agreement relating to the restricted stock. During the period of restriction, the Participant may not sell, transfer, pledge, hypothecate, margin, or otherwise encumber the restricted stock.

Restricted Stock Units. The 2005 Plan permitted restricted stock units to be granted to Participants. Restricted stock units represent rights to receive stock and are subject to certain restrictions and a risk of forfeiture.

Deferred Stock Units. The 2005 Plan authorized deferred stock units to be granted to Participants. A deferred stock unit is the right to receive stock, cash, or a combination of stock and cash at the end of a time period specified by the Compensation Committee. Deferred stock units may or may not be subject to restrictions (which may include a risk of forfeiture), which restrictions will lapse at the expiration of the specified deferral period or at earlier times, as determined by the Compensation Committee.

Employee Thrift Plans

Employees of the Fund who have completed six months of service may defer up to 100% of base salary and cash incentive compensation to a tax qualified thrift plan instead of being paid currently, and the Fund contributes an amount equal to 100% of each employee's contribution (up to 6% of base salary and cash incentive compensation) but not in excess of the maximum permitted by law (see footnotes to the Compensation Table set forth on page 15 regarding 2017 contributions for the officers identified therein). The Fund also has the discretion to contribute annually to each employee's thrift plan account an amount of up to 6% of the employee's combined base salary and cash incentive compensation attributable to the prior year's service with the Fund. All employee contributions are credited to the employee's individual account. Employees may elect that their salary deferral and other contributions be invested in Common Stock, or the common stock of PEO, or a number of mutual funds, or a combination thereof. All of the Fund's matching contribution is invested in accordance with the employee's investment elections. An employee's interest in amounts derived from the Fund's contributions becomes non-forfeitable upon completion of 36 months of service or upon death or retirement. Payments of amounts not withdrawn or forfeited under the Thrift Plan may be made upon retirement or other termination of employment.

The Fund also maintains an Executive Nonqualified Supplemental Thrift Plan for eligible employees of the Fund (the "Nonqualified Plan"). The purpose of the Nonqualified Plan is to provide deferred compensation in excess of contribution limits imposed by the Internal Revenue Code on tax-qualified thrift plans, including the Employee Thrift Plan of the Fund described above. In accordance with such

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limitations, for 2017, the maximum annual amount that an individual can defer to all tax-qualified thrift plans offered by the Fund is \$18,000 for those under the age of 50, and \$24,000 for those age 50 and over, and the maximum combined amount – consisting of both the employee’s contributions and the Fund’s matching contributions – that can go into any single tax-qualified thrift plan is \$54,000 per year for those under the age of 50 and \$60,000 per year for those age 50 and over.

The Nonqualified Plan permits an eligible employee to contribute to the Nonqualified Plan up to the maximum amount of 6% of the employee’s salary and cash incentive compensation that he or she is prevented from contributing to the tax-qualified thrift plan because of the Internal Revenue Code’s limitations on annual contributions, and for the Fund to contribute the 100% matching contribution on that sum and/or the Fund’s discretionary contribution that would otherwise be limited by the Internal Revenue Code’s limitations on annual contributions. The employee’s contributions and the Fund’s contributions to the Nonqualified Plan are invested in eligible mutual funds in accordance with the employee’s investment elections.

Brokerage Commissions

During the past fiscal year, the Fund paid brokerage commissions in the amount of \$765,777 on the purchase and sale of portfolio securities traded on the New York Stock Exchange and the National Association of Securities Dealers Automated Quotation System, and swap transactions, substantially all of which were paid to brokers providing research and other investment services to the Fund. The average per share commission rate paid by the Fund was \$0.03. No commissions were paid to an affiliated broker.

Portfolio Turnover

The portfolio turnover rate (purchases or sales, whichever is lower, as a percentage of weighted average portfolio value) for the past three years has been as follows:

2017	2016	2015
39.2%	32.0%	22.0%

Expense Ratio

The ratio of expenses to the average net assets of the Fund for the past three years has been as follows:

2017	2016
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