

MCCLATCHY CO
Form DEFA14A
April 01, 2011

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

The McClatchy Company

(Name of the 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:
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- 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:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 18, 2011.**

THE MCCLATCHY COMPANY

THE MCCLATCHY COMPANY

P.O. BOX 15779

SACRAMENTO, CA 95852

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 22, 2011
Date: May 18, 2011 **Time:** 9:00 AM PDT
Location: Hyatt Hotel
Regency F Ballroom, 1st Floor

1209 L Street

Sacramento, CA 95814

You are receiving this communication because you hold shares in the above named company.

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This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 4, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends that

you vote FOR the following:

1. Election of Directors

Nominees:

- 01) Elizabeth Ballantine
- 02) Kathleen Feldstein
- 03) S. Donley Ritchey

The Board of Directors recommends you vote FOR the following proposals:

2. To ratify the appointment of Deloitte & Touche LLP as McClatchy's independent auditors for the 2011 fiscal year

3. To approve, in a non-binding vote, the compensation of the Company's named executive officers.

The Board of Directors recommends you vote **THREE YEARS on the following proposal:**

4. To recommend, in a non-binding vote, whether a resolution that a non-binding shareholder vote to approve compensation of the Company's named executive officers should occur every one, two or three years.

Voting Items

The Board of Directors recommends that

you vote FOR the following:

1. Election of Directors

Nominees:

- | | |
|-------------------------------|--------------------------|
| 01) Leroy Barnes, Jr. | 05) William B. McClatchy |
| 02) Molly Maloney Evangelisti | 06) Theodore Mitchell |
| 03) Brown McClatchy Maloney | 07) Gary Pruitt |
| 04) Kevin S. McClatchy | 08) Frederick R. Ruiz |

The Board of Directors recommends you vote FOR the following proposals:

2. To ratify the appointment of Deloitte & Touche LLP as McClatchy's independent auditors for the 2011 fiscal year
3. To approve, in a non-binding vote, the compensation of the Company's named executive officers.

The Board of Directors recommends you vote **THREE YEARS on the following proposal:**

4. To recommend, in a non-binding vote, whether a resolution that a non-binding shareholder vote to approve compensation of the Company's named executive officers should occur every one, two or three years.

