GENERAL ELECTRIC CO
Form DEFA14A
March 24, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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

General Electric Company

(Name of Registrant as Specified In Its Charter)

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 the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the 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 the 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.

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(3)	Filing Party:
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Commencing on or after March 24, 2016, General Electric Company sent the following communication to certain shareowners.

GE S 2016 PROXY 10 ITEMS NOT TO MISS

Board/Governance

1. **Significant Board refreshment (3 new directors & 3 retiring directors in 2016) & new director term limit policy** see How We Think About Board Refreshment (p. 2) & How We Refresh the Board (p. 17)

For 2016, 3 new directors & 3 retiring directors adopted new 15-year term limit policy for independent directors in September 2015

Over the last 5 years, 8 new directors & 8 retiring directors resulting in 57% Board refreshment since 2011

2. **Expanded disclosure to provide glimpse inside GE Boardroom** see Board Rhythm, A Typical GE Board Meeting & the Recent Focus Areas call-out boxes for the full Board/committees (p. 4) as well as An Active & Engaged Board & Independent Board Leadership (p. 1)

Annual Board rhythm

A typical Board meeting schedule

Recent Board & committee focus areas

3. **Realigned Board committees to reflect changes in GE s strategy** see Committee Changes Reflect Strategic Shift (p. 20)

Expansion of Technology & Industrial Risk Committee (formerly the Science & Technology Committee) reflects our increased investment in software/analytics with the launch of GE Digital

GE Capital Committee (formerly the Risk Committee) refocused specifically on risks from our remaining financial services businesses, consistent with the GE Capital exit plan

Executive/Director Compensation

4. **GE outperformed, but bonus pool funded at only near target levels** see CEO Compensation Aligns With Performance (p. 33) & How Our Incentive Compensation Plans Paid Out in 2015 (p. 30)

GE had one of the best performance years in its history:

- GE s 1-, 3and 5-year TSR outperformance versus the S&P 500 and Industrial Select Sector Index
- Our unprecedented portfolio changes (launch and substantial execution of the $200 billion GE Capital exit plan, $20 billion split-off of Synchrony Financial and $10 billion acquisition of Alstom)
- Record $33 billion returned to shareowners

Notwithstanding this performance, the company s overall bonus pool was funded at only 103% of target, evidencing the challenging nature of our incentive compensation performance targets

5. **More detail on incentive compensation plan operation & alignment with our investor frameworks** see Aligning Pay With Performance (p. 6) & 2016-2018 LTPAs (p. 38)

Explains how our new more formulaic bonus program as well as our long-term performance award (LTPA) and performance share unit (PSU) programs operated/paid out & how the performance goals aligned with our investor frameworks

Adds voluntary, forward-looking disclosure of our new LTPA program for 2016-2018, including the performance goals and threshold/maximum performance levels

6. **Adjustments to bonus & LTPA to keep performance targets relevant amidst strategic shifts** see How the Compensation Committee Adjusted Performance Metrics (pp. 30 and 33)

In light of the significant shift in strategy this past year, it was important for the Management Development & Compensation Committee to adjust our incentive compensation programs so that they continued to provide active incentives; for a discussion of the adjustments, see pages 30 and 33

Our Lead Director explains why it was important for the Board to adjust performance goals in Q&A With Our Lead Director (p. 1)

7. **Eliminated director charitable award program** see Changes to Director Compensation (p. 50)

Our legacy program allowed directors to designate charities that would receive a $1 million contribution from GE upon the director s retirement

We closed the program to directors who join the Board after 2015

Audit

8. **New disclosure on the selection of KPMG s lead engagement partner** see Rotation of Key Audit Partners and Audit Firms (p. 54)

Explains the Audit Committee s role in overseeing the process

Complements our existing significant voluntary disclosure on the KPMG engagement process

Other Disclosure Enhancements

9. **First-ever integrated summary report: boils 350+ pages of reporting down to 65 pages www.ge.com/ar2015/integrated-report**

Combines in one concise document the most important information from our proxy statement, annual report & sustainability website

The full documents, which contain additional detail, are still available online

10. **New online proxy www.ge.com/proxy**

Interactive & mobile-friendly

Features 5 videos with our Lead Director on critical board oversight topics: capital allocation, proxy access, succession planning, term limits & compensation plan changes

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