

PROCTER & GAMBLE Co

Form DFAN14A

July 17, 2017

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 Rule 14a-12

**The Procter & Gamble Company**

(Name of Registrant as Specified in Its Charter)

**Triam Fund Management, L.P.**

**Triam Fund Management GP, LLC**

**Triam Partners, L.P.**

**Triam Partners Co-Investment Opportunities Fund, Ltd.**

**Triam Partners Master Fund, L.P.**

**Triam Partners Parallel Fund I, L.P.**

**Triam Partners Master Fund (ERISA), L.P.**

**Triam Partners Strategic Investment Fund-A, L.P.**

**Triam Partners Strategic Co-Investment Fund-A, L.P.**

**Triam Partners Strategic Investment Fund-D, L.P.**

**Triam SPV (Sub) XII L.P.**

**Trian Partners Fund (Sub)-G, L.P.**

**Trian Partners Strategic Fund-G II, L.P.**

**Trian Partners Strategic Fund-G III, L.P.**

**Trian Partners Strategic Investment Fund-N, L.P.**

**Trian Partners Strategic Fund-K, L.P.**

**Trian Partners Strategic Fund-C, Ltd.**

**Nelson Peltz**

**Peter W. May**

**Edward P. Garden**

**Clayton C. Daley, Jr.**

(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 Rule 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:

On July 17, 2017, Trian Fund Management, L.P. ("Trian") launched a website ([www.RevitalizePG.com](http://www.RevitalizePG.com)) containing various soliciting materials (the "Website"). Copies of the materials posted to the Website are filed herewith as Exhibit 1.

Also on July 17, 2017, Trian issued the following online advertisements:

Advertisement 1

Revitalize P&G – Trian Can Help

[www.RevitalizePG.com](http://www.RevitalizePG.com)

Let's build sustainable long-term shareholder value – together. Learn more.

Advertisement 2

Trian Can Help Revitalize P&G – Committed to Value Creation

[www.RevitalizePG.com](http://www.RevitalizePG.com)

Elect Nelson Peltz to the P&G Board as a representative for all shareholders.