

ILLINOIS TOOL WORKS INC
Form DEFA14A
March 24, 2017

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

ILLINOIS TOOL WORKS 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:

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- 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:

SEC 1913 (11-01)

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholders Meeting to Be Held on May 5, 2017.**

ILLINOIS TOOL WORKS INC.

ILLINOIS TOOL WORKS INC.

ATTN: SHAREHOLDER RELATIONS

155 HARLEM AVENUE

GLENVIEW, IL 60025

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 7, 2017

Date: May 5, 2017 **Time:** 10:00 AM CDT

Location: Illinois Tool Works Inc.

155 Harlem Avenue

Glenview, IL 60025

*** Enter the campus from Waukegan Road at
Overlook Drive. Signage will direct you to the
meeting location.**

**Directions to the meeting location can be found
on the Company's website at www.itw.com.**

You must register to attend the meeting.

**Information is available in the Notice of Annual
Meeting of Stockholders accompanying the proxy
statement.**

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

This is not a ballot or proxy card. 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:

- | | |
|-------------------------------|----------------------------|
| 1. NOTICE AND PROXY STATEMENT | 2. ANNUAL REPORT/FORM 10-K |
|-------------------------------|----------------------------|

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) available 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) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | 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 April 21, 2017 to facilitate timely delivery.

How To Vote
Please Choose One of the Following Voting Methods

Vote In Person: You must register to attend the meeting and present a ticket to gain entrance. 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 (located on the following page) 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.

Shareholder Meeting Registration: To attend the meeting, go to [Register for Meeting](#) link at www.proxyvote.com.

Voting Items

The Board of Directors recommends you vote FOR all nominees:

1. Election of Directors
 - 1a. Daniel J. Brutto
 - 1b. Susan Crown
 - 1c. James W. Griffith
 - 1d. Jay L. Henderson
 - 1e. Richard H. Lenny
 - 1f. E. Scott Santi
 - 1g. James A. Skinner
 - 1h. David B. Smith, Jr.
 - 1i. Pamela B. Strobel
 - 1j. Kevin M. Warren

 - 1k. Anré D. Williams

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

2. Ratification of the appointment of Deloitte & Touche LLP as ITW's independent registered public accounting firm for 2017;

3. Advisory vote to approve compensation of ITW's named executive officers;

The Board of Directors recommends you vote for 1 Year under the following proposal:

4. Advisory vote on the frequency of the advisory vote on compensation of named executive officers; and

The Board of Directors recommends you vote AGAINST the following proposal:

5. A non-binding stockholder proposal, if presented at the meeting, to permit stockholders to act by written consent.

IMPORTANT NOTICE TO ITW 401(K) PLAN PARTICIPANTS: YOUR VOTING DEADLINE IS MAY 2, 2017 AT 11:59 PM EASTERN TIME, TWO DAYS EARLIER THAN THE MAY 4 VOTING DEADLINE FOR NON-PLAN SHARES

You are receiving this communication because you have the right to vote shares of Illinois Tool Works Inc. held in your 401(k) Plan account at the Annual Meeting. When you vote, you are instructing the Trustee of the 401(k) Plan how to vote your shares. If you do not vote, the Trustee will vote your shares in the same proportion as the shares for which it receives voting instructions. In order to give the Trustee time to tabulate the votes of the plan participants and vote the Plan shares by the May 4 cutoff shown on ITW's proxy card, the deadline for voting your Plan shares is May 2, 2017 at 11:59 pm Eastern Time.

If you receive more than one request to vote, you should follow the voting instructions using the 16-digit control number from each request to be sure all of your shares are voted.

Your voting instructions are confidential and are not disclosed to ITW.