

ROCKWELL COLLINS INC
Form DEFA14A
December 15, 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

Rockwell Collins, 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)(1) 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:

Dear Employee:

You are receiving this e-mail because Rockwell Collins shares are allocated to your account under the Rockwell Collins Retirement Savings Plan or the B/E Aerospace, Inc. Savings Plan. You may direct the plan trustee on how the shares allocated to your account should be voted in connection with the Annual Meeting of Shareowners of Rockwell Collins by following the voting instructions below. To reduce costs and be environmentally responsible, the company is sending you this e-mail and providing you with electronic access to the Proxy Statement, Annual Report and Form 10-K instead of sending paper copies of these annual meeting materials.

Below you will find links to the electronic voting site to view the Proxy Statement, Annual Report and Form 10-K. This electronic voting site enables you to confidentially direct the trustee on how to vote online, at your convenience, with the control number listed below.

You can view your materials and vote electronically by visiting: www.proxydocs.com/col

Your 11 digit control number is: [XXXXXXXXXXXXXXXXXX]

Although we encourage you to view the Proxy Statement, Annual Report and Form 10-K online, you may order paper copies by making a request on the following site: www.proxydocs.com/col

If you hold shares in other accounts, you may receive a separate notice or a paper delivery of the annual meeting materials for those accounts. I encourage you to elect to receive future electronic delivery of meeting materials for your account(s) by visiting <http://www.proxydocs.com/col> and following the instructions.

We sincerely hope that you will direct the trustee on how to vote the shares allocated to your savings plan account in connection with the Annual Meeting of Shareowners.

Sincerely,

Robert J. Perna

Senior Vice President,

General Counsel & Secretary

Rockwell Collins, Inc.

* Please do not reply to this e-mail. This e-mail is for informational purposes only.

Shareowner Services
P.O. Box 64945

St. Paul, MN 55164-0945

**ROCKWELL COLLINS, INC.
ANNUAL MEETING OF SHAREOWNERS
Thursday, February 1, 2018**

11:00 a.m. (CST)

The meeting will be held at:

THE CEDAR RAPIDS MARRIOTT

**1200 Collins Road NE
Cedar Rapids, IA 52402**

Important Notice Regarding the Availability of Proxy Materials for the

Annual Shareowner Meeting to be Held on February 1, 2018.

Notice is hereby given that the Annual Meeting of Shareowners of Rockwell Collins, Inc. will be held at The Cedar Rapids Marriott, 1200 Collins Road NE, Cedar Rapids, IA on Thursday, February 1, 2018 at 11:00 a.m. (CST).

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. You are encouraged to request to receive your future proxy materials by e-mail delivery. Go to www.investorelections.com/col and follow the instructions.

The Proxy Statement, Annual Report and Form 10-K are available at www.proxydocs.com/col

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before January 19, 2018 to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

The Board of Directors recommends a vote FOR proposals 1, 2 and 3:

1. For the election of three directors to serve as Class II directors.

2. For a non-binding resolution to approve the compensation of the named executive officers.
3. For the selection of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2018.

You may immediately vote your proxy on the Internet at:

www.proxypush.com/col

Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 11:59 p.m. (CST) on January 31, 2018.

Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy.

Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

To request paper copies of the proxy materials, which include the proxy card, Proxy Statement, Annual Report and Form 10-K, please contact us via:

Internet Access the Internet and go to www.investorelections.com/col. Follow the instructions to log in, and order copies.

Telephone Call us free of charge at 866-870-3684 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.

E-mail Send us an e-mail at paper@investorelections.com with COL Materials Request in the subject line. The e-mail must include:

The 11-digit control # located in the box in the upper right hand corner on the front of this notice.

Your preference to receive printed materials via mail **-or-** to receive an e-mail with links to the electronic materials.

If you choose e-mail delivery you must include the e-mail address.

If you would like this election to apply to delivery of material for all future meetings, write the word Permanent and include the last 4 digits of your Tax ID number in the e-mail.