

MONSANTO CO /NEW/
Form DEFA14A
January 10, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Exchange Act of 1934 (Amendment No. ____)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement.
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to § 240.14a-12

Monsanto Company

(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):

- x No fee required.
- o 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:

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o 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:

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ADDITIONAL SOLICITING MATERIAL
 RELATED TO 2012 PROXY STATEMENT

January 10, 2013

This additional soliciting material related to our proxy statement dated December 10, 2012, or the “proxy statement,” provides additional information with respect to our 2013 annual meeting of shareowners which will be held on Thursday, January 31, 2013. The meeting will be held at 1:30 p.m. Central Standard Time in “A” Building at our Creve Coeur Campus, 800 N. Lindbergh Boulevard, St. Louis County, Missouri. This additional soliciting material is being filed with the Securities and Exchange Commission and being made available to shareowners on January 10, 2013.

On page 39 of the proxy statement, the table entitled “Fiscal 2012 AIP Summary of Goals” states that actual results for net sales for fiscal 2012 were \$13,516 million. As reported in Monsanto’s Form 10-K for the fiscal year ended August 31, 2012, net sales for fiscal 2012 were actually \$13,504 million.

As stated on page 46 of the proxy statement, our People and Compensation Committee (the “Committee”) reviews compensation data for our comparator group to compare our size and performance to the comparator group with respect to key publicly available financial metrics. At the time the Committee determined our proxy officers’ fiscal 2012 compensation, our revenue was in the median range (which we define as 90% to 110% of median) of the comparator group, and our one-year EPS growth and market capitalization each was above the median range of our comparator group:

Dollars In Millions	Revenue	One Year EPS Growth	Market Capitalization
75th Percentile	\$17,708.5	26.4%	\$42,429.9
Median	\$12,843.0	16.2%	\$25,646.2
Median Range (90-110% of median)	\$11,558.7 – \$14,127.3	14.6% – 17.8%	\$23,081.6 – \$28,210.8
25th Percentile	\$6,731.0	-0.9%	\$15,034.6
Monsanto Company	\$11,822.0	22.8%	\$37,394.5

(data reflect most recent fiscal year end prior to October 2011)

