

ECOLAB INC.
Form DEFA14A
March 15, 2019
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 under §240.14a-12

ECOLAB 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)

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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:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 2, 2019.

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ECOLAB INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 5, 2019
Date: May 2, 2019
Time: 9:30 AM
Location: Ecolab Global Headquarters
1 Ecolab Place
Saint Paul, Minnesota 55102

ECOLAB INC.
CORPORATE SECRETARY
1 ECOLAB PLACE
SAINT PAUL, MN 55102-2739

You are receiving this communication because you hold shares in the company named above. This is not a ballot. 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, scan the QR Barcode on the reverse side, 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:
NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:
Have the information
that is printed in the box (located on the following page)
marked by the arrow
and visit: www.proxyvote.com, or scan the QR Barcode
below.

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) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: 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 19, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have
attendance requirements including, but not limited to, the
possession of an attendance ticket issued by the entity
holding the meeting. 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: Go to www.proxyvote.com or from a
smart phone, scan the QR Barcode above. Have the
information that is printed
in (located on the following page)
the available and follow the
box instructions.
marked
by
the

arrow

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR each of the nominees listed in proposal 1:

1. Election of Directors.

Nominees:

- 1a. Douglas M. Baker, Jr.
- 1b. Shari L. Ballard
- 1c. Barbara J. Beck
- 1d. Leslie S. Biller
- 1e. Jeffrey M. Ettinger
- 1f. Arthur J. Higgins
- 1g. Michael Larson

The Board of Directors recommends you vote FOR management proposals 2 and 3:

2. Ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for the current year ending December 31, 2019.

3. Advisory vote to approve the compensation of executives disclosed in the Proxy Statement.

The Board of Directors recommends you vote AGAINST proposal 4:

4. Stockholder proposal requesting an independent board chair, if properly presented.

- 1h. David W. MacLennan
- 1i. Tracy B. McKibben
- 1j. Lionel L. Nowell, III

- 1k. Victoria J. Reich
 - 1l. Suzanne M. Vautrinot
 - 1m. John J. Zillmer
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