

AETNA INC /PA/  
Form DEFA14A  
April 07, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

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:

<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material Under §240.14a-12

**Aetna 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):

<input type="checkbox"/>	No fee required.
<input type="checkbox"/>	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:
<input type="checkbox"/>	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  
Shareholder Meeting to Be Held on May 19, 2017.**

**AETNA INC.**

AETNA INC.  
151 FARMINGTON AVENUE, RW61  
HARTFORD, CT 06156-3215

**Meeting Information**

<b>Meeting Type:</b>	Annual Meeting
<b>For holders as of:</b>	March 17, 2017
<b>Date:</b> May 19, 2017	<b>Time:</b> 9:30 AM Central Time
<b>Location:</b> Waldorf Astoria Chicago 11 E Walton Street Chicago, IL 60611	

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](http://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.



## Before You Vote

### How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

AETNA INC. 2017 NOTICE OF ANNUAL MEETING AND PROXY STATEMENT  
AETNA INC. 2016 ANNUAL REPORT ON FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://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) *BY INTERNET:* [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL\*:* [sendmaterial@proxyvote.com](mailto: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 XXXX XXXX XXXX XXXX (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 May 5, 2017 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

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**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) in hand 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.

**Vote In Person:** Aetna has specific requirements for attendance at the Annual Meeting, including the possession of an admission ticket issued by Aetna. Please check the proxy statement for directions to the meeting and specific requirements for meeting attendance. If you wish to vote these shares in person, you will need to obtain an admission ticket from Aetna and request a ballot at the meeting.

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**Voting Items**

**The Board of Directors recommends a vote FOR each of the nominees.**

1. Election of Directors

**Nominees:**

- |     |                       |
|-----|-----------------------|
| 1a. | Fernando Aguirre      |
| 1b. | Mark T. Bertolini     |
| 1c. | Frank M. Clark        |
| 1d. | Betsy Z. Cohen        |
| 1e. | Molly J. Coye, M.D.   |
| 1f. | Roger N. Farah        |
| 1g. | Jeffrey E. Garten     |
| 1h. | Ellen M. Hancock      |
| 1i. | Richard J. Harrington |
| 1j. | Edward J. Ludwig      |
| 1k. | Joseph P. Newhouse    |
| 1l. | Olympia J. Snowe      |

**The Board of Directors recommends a vote FOR proposals 2, 3 and 4.**

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- 2. Company Proposal - Approval of the Appointment of the Independent Registered Public Accounting Firm
- 3. Company Proposal - Approval of Amendment to Amended Aetna Inc. 2010 Stock Incentive Plan to Increase Number of Shares Authorized to be Issued
- 4. Company Proposal - Approval of the Company's Executive Compensation on a Non-Binding Advisory Basis

**The Board of Directors does not have a voting recommendation with respect to proposal 5.**

- 5. Company Proposal - Non-Binding Advisory Vote on the Frequency of the Vote on Executive Compensation

**The Board of Directors recommends a vote AGAINST proposals 6A and 6B.**

- 6A. Shareholder Proposal - Annual Rerport on Direct and Indirect Lobbying
- 6B. Shareholder Proposal - Annual Report on Gender Pay Gap

**NOTE:** The proxies may vote in their discretion on any and all other matters that may properly come before the meeting or any adjournment or postponement thereof.

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