

DELL INC  
Form DEFA14A  
June 02, 2008

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

Dell Inc.

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(Name of Registrant as Specified In Its Charter)

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(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:

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2) Aggregate number of securities to which transaction applies:

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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):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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- Fee paid previously with preliminary materials.
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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:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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SEC 1913 (04-05)

**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.**

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**DELL INC.**

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Material**

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

**This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.**

[www.dell.com](http://www.dell.com)

ONE DELL WAY

ROUND ROCK, TX 78682

**Stockholder Meeting to be held on 07/18/08**

**Proxy Material Available**

2008 Notice and Proxy Statement

Annual Report on Form 10-K for Fiscal Year Ended February 1, 2008

Chairman's Letter to Stockholders

Admission Ticket

**PROXY MATERIAL VIEW OR RECEIVE**

**You can choose to view the material Online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

**To facilitate timely delivery, please make the request as instructed below on or before 07/04/08.**

**HOW TO VIEW MATERIAL VIA THE INTERNET**

Have the 12 Digit Control Number(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIAL**

- |                 |  |
|-----------------|--|
| 1) BY INTERNET  | - <a href="http://www.proxyvote.com">www.proxyvote.com</a>                   |
| 2) BY TELEPHONE | - 1-800-579-1639   |
| 3) BY E-MAIL*   | - <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> |

\*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

*See the Reverse Side for Meeting Information and Instructions on How to Vote*

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## Meeting Information

Meeting Type: Annual  
Meeting Date: 07/18/08  
Meeting Time: 8:00 A.M. CDT  
For holders as of: 05/23/08

## Meeting Location:

Austin Convention Center  
Ballrooms B and C  
500 E. Cesar Chavez  
Austin, TX 78701

## Meeting Directions:

For Meeting Directions Please Call:  
512-728-7800

## How To Vote

### 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 material for any special requirements for meeting attendance and voting at the meeting.

### Vote By Internet

To vote *now* by Internet, go to **[WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM)**. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

This meeting is for Dell stockholders. To attend the meeting in person, you will need an admission ticket or an account statement showing your ownership of Dell stock as of May 23, 2008, and proper photo identification. An admission ticket can be printed from [www.proxyvote.com](http://www.proxyvote.com) or will be included in the proxy materials if you request a paper copy of the proxy materials.

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**Voting items**

**Proposal 1** Election of Directors  
**The Board of Directors Recommends a Vote  
FOR All Nominees**

**Nominees:**

- |                           |                         |
|---------------------------|-------------------------|
| (01) Donald J. Carty      | 07) Thomas W. Luce, III |
| (02) Michael S. Dell      | 08) Klaus S. Luft       |
| (03) William H. Gray, III | 09) Alex J. Mandl       |
| (04) Sallie L. Krawcheck  | 10) Michael A. Miles    |
| (05) Alan (A.G.) Lafley   | 11) Samuel A. Nunn, Jr. |
| (06) Judy C. Lewent       |                         |

**Proposal 2** Ratification of Independent Auditor  
**The Board of Directors Recommends a Vote FOR the Ratification of Independent Auditor**

**Proposal 3-** Approval of Executive Annual Incentive Bonus Plan  
**The Board of Directors Recommends a Vote FOR the Approval of the Executive Annual Incentive Bonus Plan**

**Stockholder Proposal 1-**  
Reimbursement of Proxy Expenses  
**The Board of Directors Recommends a Vote AGAINST the Stockholder Proposal Relating to Reimbursement of Proxy Expenses**

**Stockholder Proposal 2-**  
Advisory Vote on Executive Compensation  
**The Board of Directors Recommends a Vote AGAINST the Stockholder Proposal Relating to an Advisory Vote on Executive Compensation**