

MONSANTO CO /NEW/  
Form DFAN14A  
September 14, 2016

**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

**Monsanto Company**

(Name of Registrant as Specified In Its Charter)

Bayer Aktiengesellschaft

(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.

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- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
-

**EXHIBIT INDEX**

|              |                                                                         |
|--------------|-------------------------------------------------------------------------|
| Exhibit 99.1 | Investor Conference Call Presentation, dated September 14, 2016.        |
| Exhibit 99.2 | Media Conference Call Presentation, dated September 14, 2016.           |
| Exhibit 99.3 | Employee Webcast Presentation, dated September 14, 2016.                |
| Exhibit 99.4 | Factsheet published on September 14, 2016.                              |
| Exhibit 99.5 | Updated content of transaction website published on September 14, 2016. |
| Exhibit 99.6 | Form of letter to certain persons, dated September 14, 2016.            |
| Exhibit 99.7 | Answers provided in response to individual inquires.                    |