

DEAN FOODS CO
Form DEFA14A
April 30, 2014

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

Dean Foods 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.
- .. 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.
 - 1) Amount Previously Paid:

 - 2) Form, Schedule or Registration Statement No.:

 - 3) Filing Party:

4) Date Filed:

Dean Foods Company

April 30, 2014

Supplement to Notice of Meeting of Stockholders and

Definitive Proxy Statement Dated April 11, 2014

The following information is related to the Dean Foods Company (the Company) 2014 Annual Meeting of Stockholders and amends and supplements the related Definitive Proxy Statement filed with the Securities and Exchange Commission on April 11, 2014.

Proposal Two: Adoption and Approval of an Amendment to the Company s Restated Certificate of Incorporation, as amended, Decreasing the Total Number of Authorized Shares of our Capital Stock

Following its review of the Company s Definitive Proxy Statement, the New York Stock Exchange (the NYSE) determined that Proposal Two: Adoption and Approval of an Amendment to the Company s Restated Certificate of Incorporation, as amended, Decreasing the Total Number of Authorized Shares of our Capital Stock was a routine proposal. Brokers have discretionary voting power to vote only on matters considered to be routine. Therefore, pursuant to the rules of the NYSE, your broker, in its discretion, will be permitted to vote for you without instruction with respect to Proposal Two, as well as Proposal Four regarding the ratification of Deloitte & Touche LLP.

If your shares are held in street name and you do not instruct your broker how to vote your shares, your brokerage firm will leave your shares unvoted (a broker non-vote) with respect to all proposals other than Proposals Two and Four.