

EXPEDITORS INTERNATIONAL OF WASHINGTON INC

Form DEFA14A

April 02, 2007

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  x

Filed by a Party other than the Registrant  o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

**EXPEDITORS INTERNATIONAL OF WASHINGTON, 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):

- x No fee required.
- o 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:
- o Fee paid previously with preliminary materials.
- 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:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

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Washington, Inc.*

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March 30, 2007

To our shareholders:

The Board of Directors adopted the following majority vote policy:

In an election for a position on the Board of Directors, any successful nominee for Director who receives a greater number of votes withheld from his or her election than votes for such election (a Majority Withheld Vote ) shall tender his or her resignation immediately following certification of the shareholder vote.

The Nomination Committee shall promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Nomination Committee's recommendation within 90 days following certification of the shareholder vote.

The Board will promptly disclose its decision with respect to the resignation, together with a brief statement explaining the decision, in a Form 8-K furnished to the Securities and Exchange Commission.

Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nomination Committee recommendation or Board action regarding whether to accept the resignation offer. If every member of the Nomination Committee received a Majority Withheld Vote at the same election, then the independent Directors, if any, who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. In all other circumstances, the resignation offers shall be considered by the Board of Directors without a committee recommendation and all Directors may participate in the action regarding whether to accept the resignation offers.