

AETNA INC /PA/
Form DEFA14A
April 18, 2014

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:

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

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):

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:

(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:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 30, 2014.**

AETNA INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 28, 2014
Date: May 30, 2014 **Time:** 9:30 AM Mountain Time
Location: The Ritz-Carlton, Denver
1881 Curtis Street

Denver, CO 80202

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 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.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

AETNA INC. 2014 NOTICE OF ANNUAL MEETING AND PROXY STATEMENT AND 2013 ANNUAL REPORT, FINANCIAL REPORT TO SHAREHOLDERS

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: 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
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* 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 (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 22, 2014 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will

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contain the appropriate instructions. 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 specific requirements for meeting attendance. If you wish to vote these shares in person, you will need to provide the original *legal proxy* and request a ballot at the meeting.

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. Barbara Hackman Franklin
 - 1h. Jeffrey E. Garten
 - 1i. Ellen M. Hancock
 - 1j. Richard J. Harrington

 - 1k. Edward J. Ludwig

 - 1l. Joseph P. Newhouse

The Board of Directors recommends a vote FOR proposals 2, 3, 4, 5 and 6.

2. Approval of the Appointment of the Independent Registered Public Accounting Firm
3. To approve amendments to Aetna's Articles of Incorporation and By-Laws to eliminate supermajority voting provisions
4. To approve an amendment to Aetna's Articles of Incorporation to provide holders of at least 25% of the voting power of all outstanding shares the right to call a special meeting of shareholders
5. Approval of the Proposed Amendment to the Amended Aetna Inc. 2010 Stock Incentive Plan
6. Approval of the Company's Executive Compensation on a Non-Binding Advisory Basis

The Board of Directors recommends a vote AGAINST proposals 7A, 7B and 7C.

- 7A. Shareholder Proposal on Independent Board Chair
- 7B. Shareholder Proposal on Political Contributions-Board Oversight
- 7C. Shareholder Proposal on Political Contribution Disclosure

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

Voting Instructions