

HENRY JACK & ASSOCIATES INC
Form DEFA14A
November 04, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

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-11(c) or §240.14a-12

JACK HENRY & ASSOCIATES, 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:
 - 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:
-

EXPLANATORY NOTE

This amendment is being filed to reflect a revised schedule of audit and non-audit fees on page 33 of the proxy statement.

The following table presents fees for professional audit services rendered by PricewaterhouseCoopers LLP and Deloitte & Touche LLP for the audits of the Company's annual consolidated financial statements for the fiscal years ended June 30, 2016 and 2015, respectively, and reviews of the financial statements included in the Company's Forms 10-Q for those fiscal years, the audit of the Company's assessment and effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002, and fees for other services rendered during those periods.

| Audit and Non-Audit Fees | 2016 | | 2015 | |
|--------------------------|------------------------|-------------|-------------|------------------------|
| | Deloitte & Touche Fees | PwC Fees | Total Fees | Deloitte & Touche Fees |
| Audit fees | \$71,500 | \$1,251,639 | \$1,323,139 | \$1,601,910 |
| Audit-related fees (1) | 770,264 | 589,205 | 1,359,469 | 1,301,244 |
| Tax fees (2) | — | — | — | 92,508 |
| All other Fees | — | — | — | — |
| Total All Fees | \$841,764 | \$1,840,844 | \$2,682,608 | \$2,995,662 |

Performed in accordance with SSAE 16 and SOC 1 & 2 and the review of other SEC filings. SSAE 16 and SOC 1 (1) & 2 reviews are conducted to evaluate the effectiveness of operational controls in various regulated business operations of the Company, including our data processing service bureaus.

(2) Tax fees for 2015 relate to U.S. federal, state, and local tax planning and compliance, and included the completion of Form 5500 for one employee benefit plan.