

DELL INC  
Form DEFC14A  
June 26, 2013

**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**

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

**Dell Inc.**

(Name of Registrant as Specified In Its Charter)

**Southeastern Asset Management, Inc.**

**Icahn Enterprises L.P.**

(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:

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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:

SPECIAL MEETING OF STOCKHOLDERS  
OF  
DELL INC.  
TO BE HELD ON JULY 18, 2013

PROXY STATEMENT  
OF  
SOUTHEASTERN ASSET MANAGEMENT, INC.  
ICAHN ENTERPRISES L.P.

SOLICITATION OF PROXIES IN OPPOSITION TO  
MATTERS RELATING TO THE PROPOSED  
GOING PRIVATE TRANSACTION OF DELL INC.

This Proxy Statement (“Proxy Statement”) and the enclosed **GOLD** proxy card are being furnished by Southeastern Asset Management, Inc., a Tennessee corporation (“SAM”), and Icahn Enterprises, L.P., a Delaware master limited partnership (“IEP”, and together with the Icahn Participants (as defined in Annex B), “Icahn”) (Icahn, together with SAM, “SAM/Icahn”), for use at the special meeting of stockholders of Dell Inc. (“Dell”), and at any continuation, adjournment, or postponement thereof (the “Special Meeting”), relating to the proposed going private transaction of Dell (the “Proposed Going Private Transaction” or the “Proposed Merger”). The Special Meeting will be held on July 18, 2013, at 8:00 a.m., Central Time, at the Dell Round Rock Campus, 501 Dell Way, Round Rock, Texas 78682.

Pursuant to this Proxy Statement, SAM/Icahn are soliciting proxies from holders of shares of common stock of Dell, par value of \$0.01 per share (“Common Stock”), in respect of the following proposals to be considered at the Special Meeting, each as described in greater detail in the definitive proxy statement of Dell (the “Dell Proxy Statement”) filed with the U.S. Securities and Exchange Commission (the “SEC”) on May 31, 2013 for the Special Meeting (such proposals, the “Dell Special Meeting Proposals”):

to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of February 5, 2013, as it may be amended from time to time, (the “Merger Agreement”), by and among Denali Holding Inc., a Delaware corporation (“Parent”), Denali Intermediate Inc., a Delaware corporation and a wholly-owned subsidiary of Parent<sup>1</sup> (“Intermediate”), Denali Acquiror Inc., a Delaware corporation and a wholly-owned subsidiary of Intermediate (“Merger Sub” and, taken together with Intermediate and Parent, the “Parent Parties”), and Dell (the “Merger Agreement Proposal”);

to approve, on an advisory (non-binding) basis, the compensation that may become payable to the named executive officers of Dell in connection with the merger, as disclosed in the Dell Proxy Statement in the table under “*Special 2. Factors—Interests of the Company’s Directors and Executive Officers in the Merger – Quantification of Payments and Benefits – Potential Change of Control Payments to Named Executive Officers Table*”, including the associated footnotes and narrative discussion (the “Golden Parachute Proposal”);

to approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the proposal to adopt the Merger Agreement (the “Adjournment Proposal”); and

4. to act upon other business as may properly come before the Special Meeting or any adjournment or postponement thereof by or at the direction of the Board of Directors of Dell (the “Other Business Proposal”).

**SAM/ICAHN URGE YOU TO VOTE THE GOLD PROXY CARD (1) “AGAINST” THE MERGER AGREEMENT PROPOSAL, (2) “AGAINST” THE GOLDEN PARACHUTE PROPOSAL, (3) “AGAINST” THE ADJOURNMENT PROPOSAL AND (4) “AGAINST” THE OTHER BUSINESS PROPOSAL.**

The Board of Directors of Dell (the “Dell Board”) has established the close of business on June 3, 2013 as the record date (the “Record Date”) for determining those stockholders who will be entitled to notice of, and to vote at, the Special Meeting. According to Dell’s Form 10-Q for the quarterly period ended May 3, 2013, as of June 6, 2013, there were 1,756,073,637 shares of Dell Common Stock outstanding. As of June 25, 2013, Icahn beneficially owned 152,478,650 shares, or approximately 8.7%, of Dell Common Stock outstanding and SAM beneficially owned 71,313,728 shares, or approximately 4.1%, of Dell Common Stock outstanding, for a combined total of 223,792,378 shares, or approximately 12.8%, of Dell Common Stock outstanding.

This Proxy Statement and the enclosed **GOLD** proxy card are first being sent or given to stockholders of Dell on or about June 26, 2013.

**This solicitation is being made by SAM/Icahn and not by or on behalf of the Dell Board.**

A proxy may be given by any person who held shares of Dell Common Stock on the Record Date. Whether or not you plan to attend the Special Meeting, you are urged to sign and date the enclosed **GOLD** proxy card and return it in the postage-paid envelope provided. **Your latest-dated proxy is the only one that counts, so you may return the GOLD proxy card even if you have already delivered any other proxy.** Please do not return any proxy card sent to you by Dell. If you have already returned a proxy card sent to you by Dell, that card will be automatically revoked if you complete and return the enclosed **GOLD** proxy card.

If you have any questions concerning this Proxy Statement or would like additional copies, please contact:

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Toll Free: 1-800-347-4750  
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## BACKGROUND OF THIS SOLICITATION

SAM has been a holder of Dell Common Stock since August 2005.

In June 2010, rumors began to circulate that Dell may be taken private when Michael S. Dell, the company's founder and Chief Executive Officer, while participating in the Sanford C. Bernstein Strategic Decisions Conference, publicly acknowledged that he had considered taking the company private. Mr. Dell would not, however, comment on what circumstances would lead him to make such a decision, opting instead to focus the rest of his discussion on the company's transformation away from being a PC-reliant business, the long-term investments such a transformation required, and the bright future he believed the company would enjoy once these investments have matured.

Consistent with its normal course interaction with management teams at companies in which it has invested, SAM has engaged in routine meetings and conversations with Dell's management since 2005. Depending on company operations and market conditions, these conversations have included exploration of a wide variety of potential value creating opportunities – shared not from an “activist” perspective, but with receptive management in a spirit of partnership, to assist in evaluating strategies that might build long-term value per share. During one such communication, on June 15, 2012, a representative from SAM asked Mr. Dell whether he continued to think about a going private transaction. Mr. Dell responded that he had yet to reach a definitive conclusion. SAM sent Mr. Dell a spreadsheet assuming for discussion purposes that the price in such a transaction would be approximately \$17.00 per share, and illustrating the company's capacity comfortably to finance such a transaction should SAM and Mr. Dell be the only stockholders to remain. For the next several weeks, Mr. Dell and a representative from SAM continued high-level discussions about the structuring and economics of such a transaction.

During the same period, SAM also explored with Mr. Dell potential asset dispositions and significant share repurchases, not knowing what value creating opportunities he and the Board might view as in the best interests of stockholders. In connection with such discussions, on July 13, 2012, SAM sent Mr. Dell a spreadsheet exploring the potential sale of the Dell Financial Services business and/or issuance of debt to fund a significant share repurchase. While brief follow-up conversations occurred over the late summer and fall of 2012, SAM's attempts to get further detail, including requests through counsel for a confidentiality agreement, were not successful.

In January 2013, rumors again began to circulate that Dell may be taken private, and further that Dell was actively engaged with potential buyers. On January 24, 2013, SAM again requested that Dell enter into a confidentiality agreement that would permit SAM to receive information about any material transaction under consideration. On January 29, 2013, SAM and its outside counsel met with Alex J. Mandl, Dell's lead independent director and the chairman of Dell's Special Committee, and the Special Committee's outside counsel. At the meeting, SAM discussed a variety of transactions in which Dell could engage that would be designed to enhance the future success of Dell and permit Dell stockholders to continue owning an equity interest in Dell. SAM also indicated that it had read reports of a potential going private transaction in the range of \$14 or \$15 per share. SAM indicated that it would oppose any deal

involving merger consideration in the range of \$14 or \$15 per share that did not provide existing stockholders a choice to roll over all or a portion of their equity interests in Dell. SAM again requested that Dell enter into a confidentiality agreement that would permit SAM to receive information about any proposed going private or other material transaction. The request was declined.

On February 5, 2013, Dell and the Parent Parties executed and delivered the Merger Agreement and related agreements. Pursuant to the Merger Agreement, Dell stockholders would receive \$13.65 per share of Dell Common Stock in cash, and as a result of the merger, Dell would cease to be a publicly traded company.

On February 8, 2013, SAM sent a letter to the Dell Board (the "February 8 Board Letter") expressing SAM's disappointment with the Dell Board's approval of the Proposed Going Private Transaction, which in SAM's view grossly undervalues Dell and excludes Dell's stockholders from being able to participate in Dell's future upside. The letter also expressed SAM's intent to vote against the Proposed Going Private Transaction as currently structured. Further, the letter stated that SAM intended to avail itself of all options at its disposal to oppose the Proposed Going Private Transaction, including but not limited to a proxy fight, litigation claims, and any available Delaware statutory appraisal rights. On the same date, SAM filed a Schedule 13D with the SEC disclosing the February 8 Board Letter.

On February 11, 2013, SAM engaged D.F. King & Co., Inc. (“D.F. King”) to provide certain consulting and related services (the “D.F. King Engagement Letter”). On February 12, 2013, SAM filed Amendment No. 1 to the Schedule 13D with the SEC disclosing the D.F. King Engagement Letter.

From mid-February to mid-April 2013, SAM had discussions with a private equity firm regarding alternatives to the Proposed Going Private Transaction. The private equity firm ultimately decided not to proceed with an alternative.

On March 5, 2013, Longleaf Partners Fund (“Longleaf”), which is SAM’s largest client, made a demand to Dell that Dell furnish Longleaf with a list of stockholders and certain related records of Dell pursuant to Section 220 of the Delaware General Corporation Law (the “Demand Letter”).

Also on March 5, 2013, SAM sent a letter to the Dell Board (the “March 5 Board Letter”) reiterating its opposition to the Proposed Going Private Transaction. On the same date, SAM filed Amendment No. 2 to the Schedule 13D with the SEC disclosing the Demand Letter and the March 5 Board Letter.

Also on March 5, 2013, Icahn sent a letter to the Dell Board stating that Icahn believed the Proposed Going Private Transaction substantially undervalues the company and proposed an alternative leveraged recapitalization transaction.

On March 10, 2013, in connection with an alternative leveraged recapitalization transaction, Icahn entered into a confidentiality agreement with Dell to review certain Dell materials.

On March 14, 2013, Longleaf entered into a confidentiality agreement (the “Confidentiality Agreement”) with Dell in order to receive Dell’s list of stockholders. On March 15, 2013, SAM filed Amendment No. 3 to the Schedule 13D with the SEC disclosing the Confidentiality Agreement.

On March 22, 2013, Icahn delivered a letter to the Dell Board that included an Acquisition Proposal (as defined in the Merger Agreement).

On April 9, 2013, SAM sent a letter to the Dell Special Committee (the “April 9 Special Committee Letter”) in which SAM discussed its view that Dell’s preliminary proxy statement failed to provide a compelling case for Dell’s stockholders to approve the Proposed Going Private Transaction and that the Special Committee conducted a process that resulted in an inadequate outcome. On the same date, SAM issued a press release containing the April 9 Special

Committee Letter and filed a Schedule 14A with the SEC that contained the April 9 Special Committee Letter.

On April 12, 2013, SAM sent a letter to its clients (the “April 12 Client Letter”) in which SAM updated its clients on the progress of SAM’s discussions with Dell and discussed SAM’s opposition to the Proposed Going Private Transaction. On the same date, SAM filed a Schedule 14A with the SEC disclosing the April 12 Client Letter.

On April 16, 2013, Icahn issued a press release stating that it had entered into an agreement with Dell that would facilitate discussions among Dell stockholders. On the same date, Icahn filed a Schedule 14A with the SEC that included the press release.

On May 9, 2013, SAM and Icahn jointly sent a letter to the Dell Board (the “May 9 Board Letter”) disclosing that SAM and Icahn had formed a group in order to promote certain proposals related to Dell. SAM and Icahn proposed in the May 9 Board Letter that Dell undertake a transaction in which Dell stockholders would maintain their equity position in Dell and would also be given the opportunity to elect to receive a distribution of \$12.00 per share in either cash or Dell Common Stock.

On May 10, 2013, SAM filed Amendment No. 4 to the Schedule 13D with the SEC disclosing the May 9 Board Letter. On the same date, Icahn filed a Schedule 13D with the SEC disclosing the May 9 Board Letter and disclosing the beneficial ownership by Icahn of approximately 4.52% of Dell’s Common Stock. Also on May 10, 2013, SAM and Icahn each filed a Schedule 14A with the SEC disclosing the May 9 Board Letter.

Also on May 10, 2013, the Dell Special Committee issued a press release stating that it was reviewing the alternative proposal described in the May 9 Board Letter.

On May 13, 2013, Longleaf (which is SAM's largest client) hand delivered to Dell a letter pursuant to Dell's bylaws (the "SAM Nomination Letter") in which Longleaf stated its intent to nominate six individuals (the "SAM Nominees") for election to the Dell Board at the 2013 annual meeting of stockholders or at any other meeting of stockholders at which directors may be elected (the "2013 Annual Meeting"). Also on May 13, 2013, Icahn hand delivered to Dell a letter pursuant to Dell's bylaws (the "Icahn Nomination Letter") in which Icahn nominated six individuals (the "Icahn Nominees") for election to the Dell Board at the 2013 Annual Meeting. The SAM Nomination Letter and the Icahn Nomination Letter indicated that SAM and Icahn intend to solicit proxies for the SAM Nominees and the Icahn Nominees as a single slate, and intend to jointly prepare, file and mail a proxy statement in connection with such solicitation.

Also on May 13, 2013, SAM filed Amendment No. 5 to the Schedule 13D with the SEC disclosing the SAM Nomination Letter. SAM also filed a Schedule 14A with the SEC disclosing the SAM Nomination Letter. On the same date, Icahn filed Amendment No. 1 to the Schedule 13D with the SEC disclosing the Icahn Nomination Letter. Icahn also filed a Schedule 14A with the SEC disclosing the Icahn Nomination Letter.

Also on May 13, 2013, the Dell Special Committee sent a response letter to the May 9 Board Letter to each of SAM and Icahn requesting certain clarifications and additional materials regarding the alternative transaction proposed by SAM and Icahn.

On May 14, 2013, SAM filed a Schedule 14A with the SEC containing the biographies of the SAM Nominees. On the same date, Icahn filed a Schedule 14A with the SEC containing the biographies of the Icahn Nominees.

Also on May 14, 2013, SAM filed a Schedule 14A with the SEC disclosing Longleaf's quarterly report for the quarter ended March 31, 2013.

On May 15, 2013, Longleaf exercised 25,000,000 December 2015 call options with certain counterparties. The exercise of the options provided SAM with rights to exercise voting authority over the underlying securities. On May 16, 2013, SAM filed Amendment No. 6 to the Schedule 13D with the SEC disclosing the exercise of the options. The exercise of the options did not alter SAM's beneficial ownership of the underlying securities, since SAM had previously reported beneficial ownership of such securities in its initial Schedule 13D.

On May 17, 2013, SAM filed a Form 3 disclosing that it had become a member of a 10% ownership group with Icahn. On May 20, 2013, Icahn filed a Form 3 disclosing that they had become a member of a 10% ownership group with SAM.

On May 20, 2013, the Dell Special Committee sent a letter to SAM and Icahn stating that the Special Committee was not permitted to provide SAM and Icahn with the requests for information made by SAM and Icahn unless the alternative transaction proposed by SAM and Icahn could reasonably be expected to result in a "Superior Proposal" as defined in the Merger Agreement. The Special Committee indicated that, until it received the information requested in its May 13, 2013 letter, it was not in a position to evaluate whether or not the alternative transaction proposed by SAM and Icahn conforms to the definition of "Superior Proposal" that the Dell Special Committee agreed to with Michael Dell and Silver Lake under the Merger Agreement.

On May 22, 2013, SAM posted to its website SAM's observations (the "Earnings Observations") regarding Dell's first quarter earnings results, as reported on an accelerated basis following a series of leaks to the marketplace. In the Earnings Observations, SAM analyzed the results to demonstrate why its reaction differed significantly from most public commentary. On the same date, SAM filed a Schedule 14A with the SEC that included the Earnings Observations.

On June 18, 2013, Icahn proposed, in an open letter to Dell stockholders, that Dell engage in a tender offer to repurchase Dell Common Stock. In order to implement this tender offer proposal, Icahn stated that it would seek to defeat the Proposed Going Private Transaction and, once it was defeated, would seek, together with SAM, to elect the Icahn Nominees and the SAM Nominees to the Dell Board at the 2013 Annual Meeting. Icahn also disclosed

that certain of the Icahn Beneficial Owners (as defined in Annex B) had purchased approximately 72 million shares of Dell Common Stock from SAM. On the same date, Icahn filed Amendment No. 2 to the Schedule 13D with the SEC and a Schedule 14A with the SEC disclosing the letter and the purchase of shares of Dell Common Stock from SAM. Also on June 18, 2013, SAM issued a statement disclosing the sale of shares of Dell Common Stock to Icahn and reaffirming SAM's intention to vote against the Proposed Going Private Transaction. On the same date, SAM filed a Schedule 14A with the SEC that included this statement. Also on that date, the Dell Special Committee issued a statement that it was reviewing Icahn's tender offer proposal but that the Special Committee could not endorse such proposal in its present state.

The tender offer transaction proposed by Icahn on June 18, 2013 is subject to a number of contingencies. First, any such tender offer transaction would require that Dell stockholders defeat the Proposed Going Private Transaction at the Special Meeting. Second, Dell stockholders would need to elect a Board that is willing to pursue the tender offer transaction. As discussed above, Icahn and Longleaf have notified Dell that they intend to nominate the Icahn Nominees and the SAM Nominees, respectively, for election to the Dell Board at the 2013 Annual Meeting. Finally, the Dell Board would then need to approve the tender offer transaction after reviewing it consistent with the fiduciary duties of the directors as well as cause Dell to have the financing for the tender offer. While we believe that the Icahn Nominees and the SAM Nominees (or a majority thereof), if elected, will approve the tender offer, there can be no assurance that a tender offer transaction will occur, even if Dell stockholders defeat the Proposed Going Private Transaction at the Special Meeting and even if some or all of the Icahn Nominees and the SAM Nominees are subsequently elected to the Dell Board.

On June 19, 2013, SAM filed Amendment No. 7 to the Schedule 13D with the SEC disclosing the sale of shares of Dell Common Stock to Icahn. Also on that date, SAM sent a letter to its clients disclosing the sale of shares of Dell Common Stock to Icahn and reaffirming SAM's intention to vote against the Proposed Going Private Transaction. On the same date, SAM filed a Schedule 14A with the SEC that included SAM's letter to its clients.

## THE DELL SPECIAL MEETING PROPOSALS

*For a detailed discussion of the Dell Special Meeting Proposals, including various arguments in favor of such proposals, please refer to the Dell Proxy Statement.*

According to the Dell Proxy Statement, the Dell Board will make the following proposals at the Special Meeting:

### **Proposal 1 – Proposal to Adopt the Agreement and Plan of Merger**

To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of February 5, 2013, as it may be amended from time to time, (the “Merger Agreement”), by and among Denali Holding Inc., a Delaware corporation (“Parent”), Denali Intermediate Inc., a Delaware corporation and a wholly-owned subsidiary of Parent (“Intermediate”), Denali Acquiror Inc., a Delaware corporation and a wholly-owned subsidiary of Intermediate (“Merger Sub” and, taken together with Intermediate and Parent, the “Parent Parties”), and Dell (the “Merger Agreement Proposal”).

### **Recommendation**

SAM/Icahn believe that Dell stockholders should be able to remain holders of shares of Dell Common Stock, and oppose the cash out merger at \$13.65 per share agreed to in the Merger Agreement. SAM/Icahn have repeatedly indicated their opposition to the Proposed Going Private Transaction in their letters to the Dell Board and the Dell Special Committee. These letters, which were filed with the SEC, included SAM/Icahn’s analysis supporting their belief that the proposed \$13.65 per share does not properly reflect the value of the company. Accordingly, SAM/Icahn recommend that you vote **“AGAINST”** Proposal 1 (Proposal to Adopt the Agreement and Plan of Merger).

### **Proposal 2 – Proposal to Approve Executive Compensation**

To approve, on an advisory (non-binding) basis, the compensation that may become payable to the named executive officers of Dell in connection with the merger, as disclosed in the Dell Proxy Statement in the table under “*Special Factors—Interests of the Company’s Directors and Executive Officers in the Merger – Quantification of Payments and Benefits – Potential Change of Control Payments to Named Executive Officers Table*”, including the associated footnotes and narrative discussion (the “Golden Parachute Proposal”).



**Recommendation**

SAM/Icahn believe that change of control provisions are designed to protect officers in the event they lose their jobs upon a change of control of a company. SAM/Icahn believe that the compensation payable under the Golden Parachute Proposal rewards the very people that are taking Dell private. As a result, SAM/Icahn do not believe that the officers of Dell engaged in the Proposed Going Private Transaction should benefit from their change of control provisions. Therefore, SAM/Icahn recommend that you vote **“AGAINST”** Proposal 2 (Proposal to Approve Executive Compensation).

**Proposal 3 – Proposal to Approve Adjournment of Special Meeting**

To approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the proposal to adopt the Merger Agreement (the “Adjournment Proposal”).

**Recommendation**

SAM/Icahn recommend that you vote **“AGAINST”** Proposal 3 (Proposal to Approve Adjournment of Special Meeting).

**Proposal 4 – Proposal to Grant Authority to Act Upon Other Business**

To act upon other business as may properly come before the Special Meeting or any adjournment or postponement thereof by or at the direction of the Board of Directors of Dell (the “Other Business Proposal”).

**Recommendation**

SAM/Icahn recommend that you vote **“AGAINST”** Proposal 4 (Proposal to Grant Authority to Act Upon Other Business).

**SAM/ICAHN URGE YOU TO VOTE THE GOLD PROXY CARD (1) “AGAINST” THE MERGER AGREEMENT PROPOSAL, (2) “AGAINST” THE GOLDEN PARACHUTE PROPOSAL, (3) “AGAINST” THE ADJOURNMENT PROPOSAL AND (4) “AGAINST” THE OTHER BUSINESS PROPOSAL.**

**CERTAIN INFORMATION REGARDING THE PROPOSED MERGER**

At the Special Meeting, Dell stockholders of record at the close of business on the Record Date will be voting on, among other things, whether to adopt the Merger Agreement. According to the Dell Proxy Statement, in the Proposed Merger, each issued and outstanding share of Common Stock (other than certain excluded shares and dissenting shares) will be converted into the right to receive the Merger Consideration.

The foregoing description is not complete and is qualified in its entirety by reference to the full text of the Merger Agreement, as well as any amendment thereto, a copy of which is included as Annex A to the Dell Proxy Statement. The Proposed Merger and each of the Dell Special Meeting Proposals are described in further detail in the Dell Proxy Statement, which is available at <http://www.sec.gov>.

**VOTING PROCEDURES**

To vote **“AGAINST”** each of the Dell Special Meeting Proposals, please sign and date the enclosed **GOLD** proxy card and return it to Southeastern Asset Management, Inc., c/o First Coast Results, Inc., PO Box 3672, Ponte Vedra Beach,

FL 32004-9911, in the enclosed postage-paid envelope. Submitting a proxy will not affect your right to attend the Special Meeting and vote in person.

**Q. When and where is the Special Meeting?**

A. The Special Meeting will be held on July 18, 2013, at 8:00 a.m., Central Time, at the Dell Round Rock Campus, 501 Dell Way, Round Rock, Texas 78682.

**Q. What am I being asked to vote on at the Special Meeting?**

A. You are being asked to consider and vote on the following proposals:

1. to consider and vote on a proposal to adopt the Merger Agreement, which we refer to as the “Merger Agreement Proposal”;

2. to approve, on an advisory (non-binding) basis, the compensation that may become payable to the named executive officers of Dell in connection with the merger, as disclosed in the Dell Proxy Statement in the table under “*Special Factors—Interests of the Company’s Directors and Executive Officers in the Merger – Quantification of Payments and Benefits – Potential Change of Control Payments to Named Executive Officers Table*”, including the associated footnotes and narrative discussion, which we refer to as the “Golden Parachute Proposal”;

3. to approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the proposal to adopt the Merger Agreement, which we refer to as the “Adjournment Proposal”; and

4. to act upon other business as may properly come before the Special Meeting or any adjournment or postponement thereof by or at the direction of the Board of Directors of Dell.

**Q. What vote is required for Dell's stockholders to approve the Merger Agreement Proposal?**

- Under Delaware law and as a condition to the consummation of the merger, stockholders holding at least a majority of the shares of Dell Common Stock outstanding and entitled to vote at the close of business on the Record Date must vote "for" the proposal to adopt the Merger agreement. In addition, the Merger Agreement requires, as a condition to the consummation of the merger, that stockholders holding at least a majority of the shares of Dell Common Stock outstanding and entitled to vote at the close of business on the Record Date, other than the Parent Parties, Mr. Dell and certain entities related to Mr. Dell, any other officers and directors of Dell and any other person having an equity interest in, or any right to acquire any equity interest in, Merger Sub or any person of which Merger Sub is a direct or indirect subsidiary, must vote "for" the proposal to adopt the Merger Agreement. A failure to vote your shares of Dell Common Stock or an abstention from voting or broker non-vote will have the same effect as a vote "against" the Merger Agreement Proposal.

**Q. What vote is required for Dell's stockholders to approve on an advisory (non-binding) basis the Golden Parachute Proposal?**

- Approval on an advisory (non-binding) basis of the Golden Parachute Proposal requires the affirmative vote of the holders of a majority of the voting power of Dell Common Stock present or represented by proxy and entitled to vote thereon at the Special Meeting. The Parent Parties, Mr. Dell and certain entities related to Mr. Dell, and the other officers and directors of Dell have retained their right to vote on the Golden Parachute Proposal.

**Q. What vote is required for Dell's stockholders to approve the Adjournment Proposal?**

- Approval of the Adjournment Proposal requires the affirmative vote of the holders of a majority of the voting power of Dell Common Stock present or represented by proxy and entitled to vote thereon at the Special Meeting. The Parent Parties, Mr. Dell and certain entities related to Mr. Dell, and the other officers and directors of Dell have retained their right to vote on the Adjournment Proposal.

**Q. Who can vote at the Special Meeting?**

- Stockholders of record as of the close of business on June 3, 2013, the Record Date for the Special Meeting, are entitled to receive notice of, and to vote at, the Special Meeting. Each record holder of shares of Dell Common Stock as of the Record Date is entitled to cast one vote on each matter properly brought before the Special Meeting for each share of Dell Common Stock that such holder owns as of the Record Date. According to the Dell Proxy Statement, as of May 22, 2013, there were 1,755,951,717 shares of Dell Common Stock outstanding.

**Q. What is a quorum?**

A. The presence at the Special Meeting, in person or by proxy, of the holders of a majority of the voting power of the shares of Dell Common Stock outstanding and entitled to vote on the Record Date will constitute a quorum, permitting Dell to conduct its business at the Special Meeting. Abstentions and broker non-votes, if any, are counted as present for the purpose of establishing a quorum.

**Q. How do I vote?**

A. If you are a stockholder of record as of the Record Date, you may vote your shares on matters presented at the Special Meeting in any of the following ways:

- in person—You may attend the Special Meeting and cast your vote there; or

by Internet—Access the website [www.firstcoastresults.com/dell](http://www.firstcoastresults.com/dell) up until 11:59 P.M. Eastern Time the day prior to the Special Meeting date. Please have your proxy card in hand when you access the website and follow the instructions listed; or

by telephone—Use any touch-tone telephone and call 1-800-218-2910 up until 11:59 P.M. Eastern Time the day prior to the Special Meeting date. Please have your proxy card in hand when you call the toll-free number and follow the instructions listed; or

•by mail—Mark, sign, date, and return the enclosed **GOLD** proxy card in the accompanying prepaid reply envelope.

If you are a beneficial owner of Dell Common Stock as of the Record Date, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you. Your bank, brokerage firm or other nominee may provide for Internet and telephone voting. Please consult with your bank, brokerage firm or other nominee to determine if these options are available. Please note that if you are a beneficial owner and wish to vote in person at the Special Meeting, you must have a legal proxy from your bank, brokerage firm or other nominee. The control number located on your proxy card is designed to verify your identity and allow you to vote your shares of Dell Common Stock, and to confirm that your voting instructions have been properly recorded when submitting a proxy over the Internet or by telephone.

**Q. What is the difference between being a “stockholder of record” and a “beneficial owner”?**

If your shares of Dell Common Stock are registered directly in your name with Dell’s transfer agent, you are considered, with respect to those shares of Dell Common Stock, the “stockholder of record.” In that case, this Proxy Statement, and your proxy card, have been sent directly to you by SAM/Icahn.

If your shares of Dell Common Stock are held through a bank, brokerage firm or other nominee, you are considered the “beneficial owner” of shares of Dell Common Stock held in “street name.” In that case, this Proxy Statement has been forwarded to you by your bank, brokerage firm or other nominee which may be, with respect to those shares of Dell Common Stock, the stockholder of record. As the beneficial owner, you have the right to direct your bank, brokerage firm or other nominee as to how to vote your shares of Dell Common Stock by following their instructions for voting.

**Q. If my shares of Dell Common Stock are held in street name by my bank, brokerage firm or other nominee, will my bank, brokerage firm or other nominee vote my shares of Dell Common Stock for me?**

A. Your bank, brokerage firm or other nominee will only be permitted to vote your shares of Dell Common Stock if you instruct your bank, brokerage firm or other nominee as to how to vote. You should follow the procedures provided by your bank, brokerage firm or other nominee regarding the voting of your shares of Dell Common Stock. If you do not instruct your bank, brokerage firm or other nominee as to how to vote your shares of Dell

Common Stock, your shares of Dell Common Stock will not be voted and it will have the same effect as a vote cast against the Merger Agreement Proposal and will not have any effect on the Golden Parachute Proposal or the Adjournment Proposal.

**Q. What is a proxy?**

A. A proxy is your legal designation of another person to vote your shares of Dell Common Stock. This written document describing the matters to be considered and voted on at the Special Meeting is called a Proxy Statement. The document used to designate a proxy to vote your shares of stock is called a proxy card.

**Q. If a stockholder gives a proxy, how are the shares of Dell Common Stock voted?**

A. Regardless of the method you choose to submit a proxy, the individuals named on the enclosed **GOLD** proxy card will vote your shares of Dell Common Stock in the way that you indicate. When completing the

enclosed **GOLD** proxy card, you may specify whether your shares of Dell Common Stock should be voted “**FOR**” or “**AGAINST**,” or to “**ABSTAIN**” from voting on, all, some or none of the specific items of business to come before the Special Meeting.

If you properly sign the enclosed **GOLD** proxy card but do not mark the boxes indicating how your shares should be voted on a matter, the shares represented by your properly signed proxy will be voted “**AGAINST**” the Merger Agreement Proposal, “**AGAINST**” the Golden Parachute Proposal, and “**AGAINST**” the Adjournment Proposal.

**Q. What should I do if I receive a proxy card from Dell?**

If you submit a proxy to us by signing and returning the enclosed **GOLD** proxy card, do not sign or return any proxy card or follow any voting instructions provided by Dell unless you intend to change your vote, because only A. your latest-dated proxy will be counted. If you have already sent a proxy card to Dell and voted in favor of the Dell Special Meeting Proposals, you may revoke it and vote against the Dell Special Meeting Proposals simply by signing, dating and returning the enclosed **GOLD** proxy card.

**Q. Can I change or revoke my vote?**

A. Yes. You have the right to revoke a proxy at any time before it is exercised by

(1) submitting another proxy at a later date through any of the methods available to you, including by signing, dating and returning the enclosed **GOLD** proxy card, or

(2) delivering a written revocation to (a) Southeastern Asset Management, Inc., c/o First Coast Results, Inc., PO Box 3672, Ponte Vedra Beach, FL 32004-9911, or (b) the Corporate Secretary of Dell, which must be filed with the Corporate Secretary of Dell by the time the Special Meeting begins, or

(3) attending the Special Meeting and voting in person.

If your shares of Dell Common Stock are held in street name by your bank, broker or other nominee, please refer to the information forwarded by your bank, broker or other nominee for procedures on changing or revoking your proxy.



**Q. What happens if I do not vote or submit a proxy card, or do not instruct my bank, broker or other nominee as to how to vote, or abstain from voting?**

A. If you fail to vote, either in person or by proxy, or fail to instruct your bank, broker or other nominee as to how to vote, it will have the same effect as a vote cast against the Merger Agreement Proposal.

If you fail to vote, either in person or by proxy, or fail to instruct your bank, broker or other nominee as to how to vote, it will not have any effect on the Golden Parachute Proposal or the Adjournment Proposal.

If you abstain from voting it will have the same effect as a vote cast against all the proposals.

**Q. What do I do if I receive more than one proxy or set of voting instructions?**

A. If you hold shares of Dell Common Stock in street name, or through more than one bank, brokerage firm or other nominee, and also directly as a record holder or otherwise, you may receive more than one proxy or set of voting instructions relating to the Special Meeting. These should each be executed and returned separately in accordance with the instructions provided in this Proxy Statement in order to ensure that all of your shares of Dell Common Stock are voted.

**Q. What happens if I sell my shares of Dell's Common Stock before the Special Meeting?**

A. The Record Date for stockholders entitled to vote at the Special Meeting is prior to both the date of the Special Meeting and the consummation of the Proposed Merger. If you transferred your shares of Dell

Common Stock before the Record Date, you will not be entitled to vote at the Special Meeting and will not be entitled to receive the Merger Consideration. If you transfer your shares of Dell Common Stock after the Record Date but before the Special Meeting, you will, unless special arrangements are made, retain your right to vote at the Special Meeting but will transfer the right to receive the Merger Consideration to the person to whom you transfer your shares. Unless special arrangements are made, the person to whom you transfer your shares of Dell Common Stock after the Record Date will not have a right to vote those shares at the Special Meeting.

**Q. Who will solicit and pay the cost of soliciting proxies?**

SAM/Icahn have engaged D.F. King to assist in the solicitation of proxies for the Special Meeting. SAM/Icahn have agreed to pay D.F. King a fee not to exceed \$2,500,000. SAM/Icahn have also agreed to reimburse D.F. King for all documented expenses and to indemnify D.F. King against certain losses, claims, damages, liabilities and out-of-pocket expenses. For more information regarding SAM/Icahn's arrangement with D.F. King, please see "*Solicitation of Proxies*." SAM/Icahn also will reimburse banks, brokers and other custodians, nominees and A. fiduciaries representing beneficial owners of shares of Dell Common Stock for their expenses in forwarding soliciting materials to beneficial owners of Dell Common Stock and in obtaining voting instructions from those owners. The officers and employees of SAM/Icahn may also solicit proxies by telephone, by facsimile, by mail, over the Internet or in person. They will not be paid any additional amounts for soliciting proxies. The entire expense of soliciting proxies for the Special Meeting by or on behalf of SAM/Icahn is being borne by SAM/Icahn. SAM/Icahn will not seek reimbursement of the cost of the solicitation from Dell.

**Q. What do I need to do now?**

Even if you plan to attend the Special Meeting, after carefully reading and considering the information contained in this Proxy Statement, please submit your **GOLD** proxy card promptly to ensure that your shares are represented at the Special Meeting. If you hold your shares of Dell Common Stock in your own name as the stockholder of record, A. please submit your proxy for your shares of Dell Common Stock by completing, signing, dating and returning the enclosed **GOLD** proxy card in the accompanying prepaid reply envelope. If you decide to attend the Special Meeting and vote in person, your vote by ballot at the Special Meeting will revoke any proxy previously submitted. If you are a beneficial owner of shares of Dell Common Stock, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you.

**SAM/ICAHN URGE YOU TO VOTE THE GOLD PROXY CARD (1) "AGAINST" THE MERGER AGREEMENT PROPOSAL, (2) "AGAINST" THE GOLDEN PARACHUTE PROPOSAL, (3) "AGAINST" THE ADJOURNMENT PROPOSAL AND (4) "AGAINST" THE OTHER BUSINESS PROPOSAL.**

**Q. Am I entitled to exercise appraisal rights under the Delaware General Corporation Law (the "DGCL") instead of receiving the Merger Consideration for my shares of Common Stock?**

Yes. Stockholders who do not vote in favor of the Merger Agreement Proposal are entitled to statutory appraisal rights under Delaware law in connection with the Proposed Merger. This means that if you comply with the requirements of Section 262 of the DGCL, you are entitled to have the “fair value” (as defined pursuant to Section 262 of the DGCL) of your shares of Common Stock determined by the Court of Chancery of the State of Delaware and to receive payment based on that valuation instead of receiving the Merger Consideration. To exercise your appraisal rights, you must comply with the requirements of the DGCL. Please see “*Appraisal Rights*.”

**Q. Who can help answer my other questions?**

If you have additional questions about the Proposed Merger, need assistance in submitting your proxy or voting your shares of Dell Common Stock, or need additional copies of the Proxy Statement or the enclosed **GOLD** proxy card, please contact:

D.F. King & Co., Inc.  
48 Wall Street, 22<sup>nd</sup> Floor  
New York, NY 10005  
Toll Free: 1-800-347-4750  
E-mail: [dell@dfking.com](mailto:dell@dfking.com)  
[www.dfking.com/dell](http://www.dfking.com/dell)

## APPRAISAL RIGHTS

Under the DGCL, if you do not wish to accept the Merger Consideration provided for in the Merger Agreement and the Proposed Merger is consummated, you have the right to seek appraisal of your shares of Common Stock and to receive payment in cash for the fair value of your Common Stock. To exercise your appraisal rights, you must submit a written demand for appraisal to Dell before a vote is taken on the Merger Agreement, you must not submit a proxy voting FOR the Merger Agreement Proposal, or otherwise vote FOR the Merger Agreement Proposal, you must hold your shares continuously through the effective time of the Proposed Merger, and you must otherwise comply with Section 262 of the DGCL.

## SOLICITATION OF PROXIES

Proxies will be solicited by mail, telephone, facsimile, telegraph, the Internet, e-mail, newspapers and other publications of general distribution and in person. Officers and certain employees of members of SAM/Icahn may assist in the solicitation of proxies without any additional remuneration.

SAM/Icahn have retained D.F. King for solicitation and advisory services in connection with solicitations relating to the Special Meeting. SAM/Icahn have agreed to pay D.F. King a fee not to exceed \$2,500,000. To date, D.F. King has received \$25,000 for its services. SAM/Icahn have also agreed to reimburse D.F. King for all documented expenses and to indemnify D.F. King against certain losses, claims, damages, liabilities and out-of-pocket expenses. D.F. King will solicit proxies for the Special Meeting from individuals, brokers, banks, bank nominees and other institutional holders. It is anticipated that approximately 150 people will be employed by D.F. King in connection with the solicitation of proxies for the Special Meeting.

SAM/Icahn may reimburse banks, brokers, custodians or other record holders for their reasonable out-of-pocket expenses incurred in connection with forwarding, at SAM/Icahn's request, all materials related to this solicitation of proxies to the beneficial owners of shares of Dell Common Stock they hold of record.

In addition to the costs related to the engagement of D.F. King, costs related to the SAM/Icahn solicitation of proxies include expenditures for printing, postage, legal services, public relations, and other related items. Total costs, including the fees of D.F. King set forth above, are expected to be approximately \$7,100,000. Total payments of costs to date, including payments to D.F. King set forth above, are approximately \$1,400,000. SAM and Icahn have agreed to share on a proportionate basis the expenses of D.F. King, the expenses of public relations advisors, and the expenses of printing and distributing this Proxy Statement. SAM and Icahn will each pay the expenses of their own legal advisors.

The entire expense of soliciting proxies for the Special Meeting by or on behalf of SAM/Icahn is being borne by SAM/Icahn. SAM/Icahn will not seek reimbursement of the cost of the solicitation from Dell.

If you have any questions concerning this Proxy Statement or the procedures to be followed to execute and deliver a **GOLD** proxy card, please contact:

D.F. King & Co., Inc.  
48 Wall Street, 22<sup>nd</sup> Floor  
New York, NY 10005  
Toll Free: 1-800-347-4750  
E-mail: [dell@dfking.com](mailto:dell@dfking.com)  
[www.dfking.com/dell](http://www.dfking.com/dell)

## OTHER PROPOSALS

Other than as set forth above, SAM/Icahn are not currently aware of any other proposals to be brought before the Special Meeting. Should other proposals be brought before the Special Meeting, the persons named on the **GOLD** proxy card will vote on such proposals in their discretion (provided, however, that such persons named on the **GOLD** proxy card will be permitted to use such discretionary authority only for matters that they do not know, a reasonable time before the solicitation, are to be presented at the Special Meeting).

## CERTAIN INFORMATION REGARDING PARTICIPANTS IN THIS SOLICITATION OF PROXIES

SAM and Icahn are participants in this solicitation of proxies for the Special Meeting. Certain other entities and individuals identified in [Annex A](#) and [Annex B](#) to this Proxy Statement are also participants in such solicitation. Information concerning SAM, Icahn, and other persons who are participants in this solicitation of proxies for the Special Meeting is set forth in [Annex A](#) and [Annex B](#) to this Proxy Statement and is incorporated into this Proxy Statement by reference.

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this Proxy Statement, and the documents referred to or incorporated by reference into this Proxy Statement, are forward-looking statements including, but not limited to, statements that are predications of or indicate future events, trends, plans or objectives. Undue reliance should not be placed on such statements because, by their nature, they are subject to known and unknown risks and uncertainties. Forward-looking statements are not guarantees of future performance or activities and are subject to many risks and uncertainties. Due to such risks and uncertainties, actual events or results or actual performance may differ materially from those reflected or contemplated in such forward-looking statements. Forward-looking statements can be identified by the use of the future tense or other forward-looking words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate,” “should,” “may,” “will,” “projection,” “forecast,” “management believes,” “continue,” “strategy,” “position” or the negative of those terms or other variations of them or by comparable terminology.

Important factors that could cause actual results to differ materially from the expectations set forth in this Proxy Statement include, among other things, the factors identified under the section entitled “Risk Factors” in Dell’s Annual Report on Form 10-K for the year ended February 1, 2013 and under the section entitled “Cautionary Statement Concerning Forward-Looking Information” in the Dell Proxy Statement. Such forward-looking statements should therefore be construed in light of such factors, and SAM/Icahn are under no obligation, and expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

#### NOTICE OF INTERNET AVAILABILITY

The Proxy Statement, as well as all other proxy materials distributed by SAM/Icahn, are available free of charge online at [www.dfking.com/dell](http://www.dfking.com/dell). However, SAM/Icahn are not relying on SEC rules that permit the electronic distribution of this Proxy Statement in lieu of physical delivery.

#### OTHER INFORMATION

The information concerning Dell and the Proposed Merger contained herein has been taken from, or is based upon, publicly available documents on file with the SEC and other publicly available information. Although SAM/Icahn have no knowledge that would indicate that statements relating to Dell or the Proposed Merger contained in this Proxy Statement, in reliance upon publicly available information, are inaccurate or incomplete, to

date SAM/Icahn have not had access to the full books and records of Dell, were not involved in the preparation of such information and statements, and are not in a position to verify any such information or statements.

Pursuant to Rule 14a-5 promulgated under the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the “Exchange Act”), reference is made to the Dell Proxy Statement for information concerning the Merger Agreement and related documents, the Proposed Merger, financial information regarding Dell, the Dell Special Meeting Proposals, shares of Dell Common Stock, the beneficial ownership of shares of Dell Common Stock by the principal holders thereof, appraisal rights of holders of Dell Common Stock, other information concerning Dell’s management, and certain other matters regarding Dell and the Special Meeting. SAM/Icahn assume no responsibility for the accuracy or completeness of any such information.

#### INFORMATION REGARDING DELL

The principal executive offices of Dell are located at One Dell Way, Round Rock, Texas 78682. You can find additional business and financial information about Dell in reports and documents previously filed with the SEC. Such information is available to you without charge at the SEC’s website at <http://www.sec.gov>. In addition, according to Dell, you may also obtain these reports and documents, without charge, through the “Investor Relations” section of Dell’s website at [www.dell.com/investor](http://www.dell.com/investor).

#### PROXY SOLICITATION CONCERNING ELECTION OF DIRECTORS AND NEXT STEPS