

LOCKHEED MARTIN CORP
Form DEFA14A
March 24, 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 ss.240.14a-12

LOCKHEED MARTIN CORPORATION

(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:

Lockheed Martin Corporation
Annual Meeting of Stockholders
April 24, 2014

Commencing March 24, 2014, the following statement may be sent to certain stockholders or used by Lockheed Martin employees to communicate to stockholders about the upcoming annual meeting and Proposal 7 included in the 2014 Proxy Statement dated March 14, 2014. For more information, see our 2014 Proxy Statement. The Proxy Statement and our Annual Report may be viewed online on our website at <http://www.lockheedmartin.com/investor>.

In response to comments regarding our policy on the clawback of incentive compensation, we are clarifying our intention with regard to disclosure of clawbacks under the policy. As noted in our 2014 Proxy Statement, we believe that efforts to recoup payments from senior level executives likely would be related to actions requiring disclosure under federal securities laws. These circumstances would include termination of employment, financial restatement, or changes in an executive officer's compensation.

In the event the Board of Directors recoups incentive compensation under our policy, management intends to disclose the aggregate amount of incentive compensation recovered, so long as the underlying event has already been publicly disclosed in our filings with the SEC. This disclosure would appear in the proxy statement following any such Board action and would provide the aggregate amount of recovery for each event if there is more than one applicable event.