

CONAGRA BRANDS INC.
Form DEFA14A
August 11, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

**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 Pursuant to Section 240.14a-12

Conagra Brands, Inc.

(Name of Registrant as Specified In Its Charter)

[NOT APPLICABLE]

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(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.

[Not Applicable]

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.

[Not Applicable]

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

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on September 22, 2017.**

CONAGRA BRANDS, INC.

222 Merchandise Mart Plaza
Suite 1300
Chicago, Illinois 60654

Meeting Information

Meeting Type: Annual Meeting

For holders as of: July 31, 2017

Date: September 22, 2017 **Time:** 8:30 a.m. CDT

Location: The Gwen Hotel, Floor 11

The Grand Salon Room

521 North Rush Street

Chicago, Illinois 60611

Directions: Information on how to obtain directions to attend the meeting and vote in person is available by writing to us at Corporate Secretary, Conagra Brands, Inc., 222 Merchandise Mart Plaza, Suite 1300, Chicago, Illinois 60654

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.

E31875-P96061

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

ANNUAL REPORT

NOTICE & PROXY STATEMENT

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. You may also request paper or e-mail copies of the proxy materials for all future meetings. 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 September 8, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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 proxy card.

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Voting Items

The Board of Directors recommends a vote FOR

the following nominees for director:

1. Election of directors

- | | |
|-------------------------|-----------------------|
| 01) Bradley A. Alford | 07) Joie A. Gregor |
| 02) Thomas K. Brown | 08) Rajive Johri |
| 03) Stephen G. Butler | 09) Richard H. Lenny |
| 04) Sean M. Connolly | 10) Ruth Ann Marshall |
| 05) Thomas W. Dickson | 11) Craig P. Omtvedt |
| 06) Steven F. Goldstone | |

The Board of Directors recommends a vote FOR the following proposal:

2. Ratification of the appointment of independent auditor for fiscal 2018

The Board of Directors recommends a vote FOR the following proposal:

3. Advisory approval of the Company's named executive officer compensation

The Board of Directors recommends a vote of ONE YEAR for the following proposal:

4. Recommendation, on an advisory basis, regarding the frequency of future advisory votes on named executive officer compensation

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