

STORAGE TECHNOLOGY CORP
Form DEFA14A
April 19, 2005

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 §240.14a-12

Storage Technology 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)(4) and 0-11

(1) Title of each class of securities to which transaction applies:

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(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):

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- 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.

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following material regarding Proposal 3, a stockholder proposal, in Storage Technology Corporation's Proxy Statement dated March 21, 2005 is being provided supplementally to stockholders upon request:

StorageTek has in place significant safeguards to protect the interests of our stockholders through our strong corporate governance policies that we believe make cumulative voting unnecessary. In addition to meeting all applicable NYSE standards, we go beyond the basics, including:

- o All directors are elected annually (no staggered board)
- o We do not have a poison pill
- o All directors, other than the CEO, are independent under NYSE rules
- o Stockholders have the right to call a special meeting and act by written consent
- o We do not have a dual-class capital structure
- o Our Board does not have sole right to alter size of board beyond a range established by stockholders