

LEGG MASON, INC.
Form DEFA14A
June 20, 2018

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 Under Rule 14a-12

Legg Mason

(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:
-

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting of

COMMON

To Be Held On July 31, 2018 at 10:00 a.m.

100 International Drive, 4th Floor Conference Center, Baltimore, Maryland 21202

**COMPANY NUMBER
ACCOUNT NUMBER
CONTROL NUMBER**

You are receiving this communication because you hold shares in the above named company. 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 or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Have the information that is printed in the boxes above and visit <http://www.astproxyportal.com/ast/25493>, where the following materials are available for view:

- HOW TO VIEW PROXY MATERIALS ONLINE: Notice of Annual Meeting of Stockholders
- HOW TO REQUEST AND RECEIVE A PAPER OR E-MAIL COPY OF PROXY MATERIALS: Proxy Statement
- Annual Report
- Form of Online Proxy Card
- Directions to the Legg Mason Global Headquarters

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before July 20, 2018. Please choose one of the following methods to make your request:

TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)
E-MAIL: info@astfinancial.com

WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. Have the information that is printed in the boxes above available and follow the instructions. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM EDT the day before the cut-off or meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit www.voteproxy.com to view the materials and to obtain the toll free number to call.

HOW TO VOTE: **MAIL:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form, as is described above.

The Board recommends a vote FOR the following nominees.

1. The election of 10 directors named in the proxy statement for a one-year term;
 - Robert E. Angelica
 - Carol Anthony "John" Davidson
 - Michelle J. Goldberg
 - Barry W. Huff
 - John V. Murphy
 - Alison A. Quirk
 - W. Allen Reed
 - Margaret Milner Richardson
 - Kurt L. Schmoke
 - Joseph A. Sullivano

The Board recommends a vote FOR the following proposals.

2. An advisory vote to approve the compensation of Legg Mason's named executive officers;
- Ratification of the appointment of PricewaterhouseCoopers LLP as Legg Mason's independent registered public accounting firm for the fiscal year ending March 31, 2019; and
3. **Note:** Any other matter that may properly come before the meeting or any adjournment thereof.

Please note that you cannot use this notice to vote by mail.
