

KINDER MORGAN, INC.
Form DEFA14A
March 30, 2012

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

KINDER MORGAN, INC.

(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 ANNUAL MEETING
INFORMATION

Vote Your Class P Shares by Internet

- Go to www.envisionreports.com/kmii
- Follow the steps outlined on the secure website

Stockholder Meeting Notice

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR
ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 9, 2012

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

The Notice of the Company's 2012 Annual Meeting of Stockholders (the "Annual Meeting"), the Proxy Statement and the Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (collectively, the "Proxy Materials") are available at:

www.envisionreports.com/kmii

Easy Online Access — A Convenient Way to View Proxy Materials and Vote Your Class P Shares When you go online to view materials, you can also vote your Class P shares.

Step 1: Go to www.envisionreports.com/kmii to view the materials.

Step 2: Click on Cast Your Vote or Request Materials.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Copies of the Proxy Materials, including a Proxy Card, will be delivered to all holders of Class A, Class B and Class C shares. Holders of such shares **MUST** vote by completing and returning that Proxy Card or by voting at the Annual Meeting. Holders of Class A, Class B and Class C shares may not vote such shares online.

Obtaining a Copy of the Proxy Materials - If you want to receive paper or email copies of the Proxy Materials, you must request them as instructed below. There is no charge to you for requesting a copy. Please make your request for copies of the Proxy Materials on or before April 29, 2012 to facilitate timely delivery.

Stockholder Meeting Notice

The 2012 Annual Meeting of our Stockholders will be held at the Doubletree Hotel at Allen Center, 400 Dallas Street, Houston, Texas, on Wednesday, May 9, 2012, beginning at 10:00 a.m. local time. At the Annual Meeting, the holders of our common stock will act on the following matters:

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. Class P and Class A shares may be voted on all the Proposals. Class B and Class C shares may only be voted on Proposal 1.

The Board of Directors recommends that you vote FOR all the nominees listed and FOR Proposals 2, 3 and 3 years for Proposal 4:

- (1) Election of the following Directors: Richard D. Kinder, C. Park Shaper, Steven J. Kean, Henry Cornell, Deborah A. Macdonald, Michael Miller, Michael C. Morgan, Kenneth A. Pontarelli, Fayez Sarofim, Joel V. Staff, John Stokes, R. Baran Tekkora and Glenn A. Youngkin.
- (2) Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2012.
- (3) Approval, on an advisory basis, of the compensation of our named executive officers.
- (4) Frequency with which we will hold an advisory vote on the compensation of our named executive officers.

PLEASE NOTE -YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must (1) vote online or by telephone (only if you hold Class P shares) or (2) request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Here's how to order a copy of the proxy materials and select future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below. Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the

materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

g Telephone - Call us free of charge at 1-866-641-4276 using a touch-tone phone and follow the instructions to log in and order a set of proxy materials.

g Internet - Go to www.envisionreports.com/kmii. Follow the instructions to log in and order a set of proxy materials.

g Email - Send an email message with "Proxy Materials Kinder Morgan, Inc." in the subject line and, in the body of the message, your full name and address and the control number located in the shaded bar on the reverse to investorvote@computershare.com.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 29, 2012.