

CHEESECAKE FACTORY INC  
Form DEFA14A  
May 19, 2010

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  X

Filed by a Party other than the Registrant  O

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

The Cheesecake Factory Incorporated  
(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:

May 19, 2010

Dear Stockholder:

Our latest records indicate that you have not yet voted on the proposals to be decided upon at our Annual Meeting of Stockholders to be held on June 2, 2010. **Your Board of Directors recommends that stockholders vote FOR all proposals on the agenda.**

As a shareholder, you have a say in these important matters. Since approval of Proposals 2 - 4 require the approval of a majority of the outstanding shares of stock present in person or represented by proxy, **your vote is important**, no matter how many or how few shares you may own. Please also note that due to recent NYSE and SEC rule changes that were enacted changing how shares held in brokerage accounts are voted in director elections, if you do not vote your shares on Proposal 1 (Election of Directors), your brokerage firm can no longer vote them for you and your shares will remain unvoted.

If you have not done so already, please vote by telephone, *via* the Internet, or by signing, dating and returning the enclosed proxy card today. Your prompt response is greatly appreciated and will help avoid the expense of further solicitation.

Thank you for your cooperation.

Very truly yours,

David Overton

*Chairman of the Board and Chief Executive Officer*

*IMPORTANT TIME IS SHORT!*



**You can also vote your shares by telephone or *via* the Internet.**

**Please follow the easy instructions on the enclosed card.**

**If you have any questions, or need assistance in voting**

**your shares, please call our proxy solicitor,**

**INNISFREE M&A INCORPORATED**

**TOLL-FREE, at 1-877-687-1871.**

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***THE CHEESECAKE FACTORY***

***ATTN: JILL PETERS***

***26901 MALIBU HILLS ROAD  
CALABASAS HILLS, CA 91301***

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**Electronic Delivery of Future PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receive all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**The Board of Directors recommends you vote FOR the following proposal(s):**

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>1.</b>	Election of Directors			
01	ALLEN J. BERNSTEIN	o	o	o
02	THOMAS L. GREGORY	o	o	o

**The Board of Directors recommends you vote FOR the following proposal(s):**

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>2</b>	Approval of the 2010 Stock Incentive Plan.	o	o	o
<b>3</b>	Approval of the 2010 Amended and Restated Annual Performance Incentive Plan.	o	o	o
<b>4</b>	Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 28, 2010.	o	o	o

**NOTE:** In addition, to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Please sign exactly as your name(s) appear(s) on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If signer is a corporation or partnership, please sign full corporate or partnership name by authorized person.

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Annual Report, Notice & Proxy Statement are available at [www.proxyvote.com](http://www.proxyvote.com).

**THE CHEESECAKE FACTORY INCORPORATED**

**Solicited on behalf of the Board of Directors of THE CHEESECAKE FACTORY INCORPORATED** ( Company ) for use at its Annual Meeting of Stockholders ( Meeting ) to be held on June 2, 2010 at 10:00 A.M. Pacific Daylight Time at the Janet and Ray Scherr Forum Theatre, Thousand Oaks Civic Arts Plaza, 2100 Thousand Oaks Boulevard, Thousand Oaks, California 91362, or any adjournment or postponement thereof.

The undersigned hereby appoints Debby R. Zurzolo and Jill S. Peters, or either one of them, as the Named Proxies with the full power of substitution, to vote all shares of common stock of the Company held of record by the undersigned on April 6, 2010 at the Meeting or at any adjournment or postponement thereof, on the proposals set forth on the reverse side.

**This proxy, when properly executed and returned, will be voted in the manner directed by the undersigned stockholder. IF THIS PROXY IS PROPERLY EXECUTED AND RETURNED BUT NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR ALL NOMINEES LISTED ON THE REVERSE SIDE AND FOR PROPOSALS 2, 3 and 4.** In their discretion, the Named Proxies are authorized to vote upon such other business as may properly come before the Meeting. All proxies heretofore given by the undersigned are hereby revoked. Receipt of the Notice dated April 23, 2010 of the 2010 Annual Meeting of Stockholders and the accompanying Proxy Statement relating to the Meeting is acknowledged.

**IMPORTANT: THIS PROXY CARD MUST BE SIGNED AND DATED ON THE REVERSE SIDE.**

**PLEASE REFER TO THE REVERSE SIDE OF THIS PROXY CARD FOR TELEPHONE AND INTERNET VOTING INSTRUCTIONS.**

Continued and to be signed on reverse side

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