

Rock-Tenn CO  
Form DEFA14A  
December 16, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**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 under Rule 14a-12

**ROCK-TENN COMPANY**

(Name of Registrant as Specified in Charter)

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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 the 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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

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.. 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:

**Shareholder Meeting Notice**

**Important Notice Regarding the Availability of Proxy Materials for the  
Rock-Tenn Company Shareholders Meeting to be Held on January 27, 2012**

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

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy, annual report and form of proxy are available at:**

[www.envisionreports.com/RKT](http://www.envisionreports.com/RKT)

**Easy Online Access A Convenient Way to View Proxy Materials and Vote**

**When you go online to view materials, you can also vote your shares.**

**Step 1:** Go to [www.envisionreports.com/RKT](http://www.envisionreports.com/RKT) 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.**

**Obtaining a Copy of the Proxy Materials - If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before January 17, 2012 to facilitate timely delivery.**

**Shareholder Meeting Notice**

**Rock-Tenn Company's Annual Meeting of Shareholders will be held on January 27, 2012 at the Grand Hyatt Atlanta, 3300 Peachtree Road, N.E., Atlanta, GA 30305, at 9:00 a.m. Eastern Time.**

**Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. The board of directors recommends a vote for all the nominees listed and for proposals 2, 3 and 4.**

1. To elect six directors:

1 - Ralph F. Hake

2 - Terrell K. Crews

3 - Timothy J. Bernlohr

4 - James A. Rubright

5 - Bettina M. Whyte

6 - James E. Young

2. To adopt and approve an amendment and restatement of the Rock-Tenn Company 2004 Incentive Stock Plan to increase by 3,300,000 the number of shares of our Class A Common Stock available for equity awards under the plan, to increase the term of the plan for ten additional years and to provide that a change in control under the Rock-Tenn Company 2004 Incentive Stock Plan will not in the case of certain transactions be deemed to have occurred until the applicable transaction has been consummated rather than merely approved by the shareholders.
3. To ratify the appointment of Ernst & Young LLP to serve as the independent registered public accounting firm of Rock-Tenn Company.
4. An advisory vote on executive compensation.
5. To transact any other business that properly comes before the annual meeting or any adjournment of the annual meeting.

**PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card.**

Meeting Directions:

For directions to the Annual Meeting of Shareholders of Rock-Tenn Company, please call Investor Relations at 678-291-7900 or 770-448-2193.

**Here's how to order a copy of the proxy materials and select a 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 or by email 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.

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- g **Internet** - Go to [www.envisionreports.com/RKT](http://www.envisionreports.com/RKT). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a paper or email copy of the current meeting materials and submit your preference for email or paper delivery of future meeting 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 paper copy of the materials by mail for the current meeting. You can also submit a preference to receive an email or a paper copy for future meetings.
  
- g **Email** - Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with Proxy Materials RockTenn in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse side, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive an email or a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by January 18, 2012.