

CITRIX SYSTEMS INC
Form DEFA14A
April 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

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

Citrix Systems, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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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:

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.

*** Exercise Your *Right* to Vote ***

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 23, 2013.**

Meeting Information

CITRIX SYSTEMS, INC.

Meeting Type: Annual Meeting

For holders as of: April 1, 2013

Date: May 23, 2013 **Time:** 4:00 PM PDT

Location: The Hilton Anaheim
777 W. Convention Way
Anaheim, CA 92802

CITRIX SYSTEMS, INC.

ATTN: LEGAL DEPARTMENT

14 CROSBY DRIVE

BEDFORD, MA 01730

You are receiving this communication because you hold shares in the company named above.

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. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report 2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 9, 2013 to facilitate timely delivery.

How To Vote
Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR

the following nominees and proposals:

1. Election of Directors

Nominees:

1a. Mark B. Templeton

1b. Stephen M. Dow

1c. Godfrey R. Sullivan

2. Approval of an amendment to the Amended and Restated 2005 Equity Incentive Plan

3. Approval of an Amended and Restated Certificate of Incorporation to declassify the Board of Directors

4. Ratification of Ernst & Young LLP as the company's independent registered public accounting firm for 2013

5. Advisory vote to approve the compensation of the company's named executive officers

NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

To the Stockholders of Citrix Systems, Inc.:

Notice of Proposed Amended and Restated Certificate of Incorporation

Citrix Systems, Inc. (the "Company") hereby provides additional notice, under Section 242 of the Delaware General Corporation Law, that it is submitting an Amended and Restated Certificate of Incorporation to declassify the Company's Board of Directors (the "Board") for stockholder approval at the Company's 2013 annual meeting of stockholders (appearing as Proposal 3 in the Company's proxy materials for the 2013 annual meeting).

If Proposal 3 is approved by at least 75% of the shares outstanding and entitled to vote on the record date and the Amended and Restated Certificate of Incorporation is adopted, the declassification of the Board would be phased-in commencing with the Company's 2014 annual meeting of stockholders, whereupon directors standing for reelection, or their successors, will be elected for one-year terms. The unexpired three-year terms of directors elected prior to the effectiveness of the Amended and Restated Certificate of Incorporation (including directors elected at the 2013 annual meeting) would not change and would result in the Board being fully declassified (and all Board members standing for annual elections) commencing with the 2016 annual meeting of stockholders.

This summary is qualified by reference to Proposal 3 set forth in the Company's proxy statement for the 2013 annual meeting of stockholders and Exhibit B thereto, which sets forth the full text of the proposed Amended and Restated Certificate of Incorporation. You are urged to read the proxy materials in their entirety by following the instructions provided in the accompanying Notice Regarding the Availability of Proxy Materials.