

WALT DISNEY CO/  
Form DEFA14A  
February 26, 2013

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**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:

- |  |   |
|--|---|
| <input type="checkbox"/> Preliminary Proxy Statement<br><input type="checkbox"/> Definitive Proxy Statement<br><input checked="" type="checkbox"/> Definitive Additional Materials<br><input type="checkbox"/> Soliciting Material Pursuant to §240.14a-12 | <input type="checkbox"/> <b>Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))</b> |
|--|---|

**The Walt Disney Company**  
(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):

- |                                       |   |     |   |     |  |     |   |     |  |     |                 |
|---------------------------------------|---|-----|---|-----|--|-----|---|-----|--|-----|-----------------|
| <input checked="" type="checkbox"/> x | No fee required.  |     |   |     |  |     |   |     |  |     |                 |
| <input type="checkbox"/> o            | Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11. <table border="0" style="width: 100%;"><tr><td style="width: 10%; text-align: center;">(1)</td><td>Title of each class of securities to which transaction applies:</td></tr><tr><td style="text-align: center;">(2)</td><td>Aggregate number of securities to which transaction applies:</td></tr><tr><td style="text-align: center;">(3)</td><td>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):</td></tr><tr><td style="text-align: center;">(4)</td><td>Proposed maximum aggregate value of transaction:</td></tr><tr><td style="text-align: center;">(5)</td><td>Total fee paid:</td></tr></table> | (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: |
| (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:   |     |   |     |  |     |   |     |  |     |                 |
| <input type="checkbox"/> o            | Fee paid previously with preliminary materials.   |     |   |     |  |     |   |     |  |     |                 |
| <input type="checkbox"/> o            | 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.   |     |   |     |  |     |   |     |  |     |                 |

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- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
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On February 26, 2013, The Walt Disney Company issued the following statement:

The facts are irrefutable: Disney delivered record net income, revenue and earnings per share and exceptional shareholder returns in fiscal 2012. Total shareholder return for the year was 76.3%, compared to 30.2% for the S&P 500.

Disney's performance during Mr. Iger's tenure has been nothing short of spectacular, with TSR of 139% that dramatically exceeds the S&P 500's return of 36%, and 15% growth in diluted EPS on a compounded basis. Disney has delivered results that speak for themselves.

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