

NEWELL RUBBERMAID INC

Form DEFA14A

April 18, 2007

OMB APPROVAL

OMB Number: 3235-0059
Expires: January 31, 2008
Estimated
average burden
hours per
response 14

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

Newell Rubbermaid 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:

o Fee paid previously with preliminary materials.

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.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

SEC 1913 (02-02)

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

The following letter was first released by Newell Rubbermaid Inc. (the Company) to certain stockholders of the Company on April 18, 2007:

[Newell Rubbermaid Inc. Letterhead]

Dear _____:

It was a distinct pleasure discussing with you the election of Directors at our upcoming annual meeting of shareholders. I much appreciate the thoughtfulness that you are bringing to your decision making process. I hope our conversation was helpful to you.

As we discussed:

At the present juncture of our Company's efforts to restructure strategically, we believe that the decision to retain our classified Board is in the best interest of our shareholders;

This decision was made in the context of a Board which has eleven entirely independent Directors out of twelve, including an independent, non-executive chairman;

The Company's overall governance structure has earned the Company high ratings from ISS;

In October 2005, the Board replaced its CEO and has since elected a 30-year veteran of Procter & Gamble who has added great focus and leadership to the Company as evidenced by a shareholder return of over 25% in 2006; and

We continue to attract talented, independent individuals, such as the recently elected Michael Todman of Whirlpool, to our Board. In addition to Mr. Todman, we have added Tom Clarke of Nike, Ray Viault of General Mills, Mike Cowhig of Gillette, Steve Strobel of Motorola and Mark Ketchum of Procter & Gamble since 2002.

We would hope that you would see fit to vote for all of our Directors who are standing for election and not withhold your vote.

I very much appreciate your time and thank you for your consideration

With best regards,

William D. Marohn

Chairman of the Board

cc: _____

The following letter was first released by Newell Rubbermaid Inc. (the Company) to certain stockholders of the Company on April 18, 2007:

[Newell Rubbermaid Inc. Letterhead]

Dear _____:

It was a distinct pleasure discussing with you the election of Directors at our upcoming annual meeting of shareholders. I much appreciate the thoughtfulness that you are bringing to your decision making process. I hope our conversation was helpful to you.

As we discussed:

At the present juncture of our Company's efforts to restructure strategically, we believe that the decision to retain our classified Board is in the best interest of our shareholders;

This decision was made in the context of a Board which has eleven entirely independent Directors out of twelve, including an independent non-executive chairman;

The Company's overall governance structure has earned the Company high ratings from ISS;

The Company achieved superior results in 2006, including a shareholder return of over 25%; and

We continue to attract talented, independent individuals, such as the recently elected Michael Todman of Whirlpool, to our Board. In addition to me and Mr. Todman, we have added Tom Clarke of Nike, Ray Viault of General Mills, Mike Cowhig of Gillette and Steve Strobel of Motorola since 2002.

We would hope that you would see fit to vote for all of our Directors who are standing for election and not withhold your vote.

I very much appreciate your time and thank you for your consideration

With best regards,

Mark D. Ketchum

President and Chief Executive Officer

cc: _____

The following letter was first released by Newell Rubbermaid Inc. (the Company) to certain stockholders of the Company on April 18, 2007:

[Newell Rubbermaid Inc. Letterhead]

Dear _____:

It was a distinct pleasure discussing with you the election of Directors at our upcoming annual meeting of shareholders.

As we discussed:

At the present juncture of our Company's efforts to restructure strategically, we believe that the decision to retain our classified Board is in the best interest of our shareholders;

This decision was made in the context of a Board which has eleven entirely independent Directors out of twelve, including an independent non-executive chairman;

The Company's overall governance structure has earned the Company high ratings from ISS;

The Company achieved superior results in 2006, including a shareholder return of over 25%; and

We continue to attract talented, independent individuals, such as the recently elected Michael Todman of Whirlpool, to our Board. In addition to me and Mr. Todman, we have added Tom Clarke of Nike, Ray Viault of General Mills, Mike Cowhig of Gillette and Steve Strobel of Motorola since 2002.

We would hope that you would see fit to vote for all of our Directors who are standing for election and not withhold your vote.

I very much appreciate your time and thank you for your consideration

With best regards,

Mark D. Ketchum

President and Chief Executive Officer

cc: _____