

TEXAS INSTRUMENTS INC  
Form DEFA14A  
March 12, 2019

**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

**Texas Instruments 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 the transaction applies:
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which the transaction applies:
  
  
  
  
  
  
  
  
  
  
- (3) Per unit price or other underlying value of the 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 the 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:

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

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on April 25, 2019.**

**TEXAS INSTRUMENTS INCORPORATED**

*TEXAS INSTRUMENTS INCORPORATED*

*ATTN: JANE NAHRA*

*P.O. BOX 655474*

*MS 3999*

*DALLAS, TX 75265-5474*

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** February 25, 2019

**Date:** April 25, 2019 **Time:** 8:30 a.m.

**Location:** Texas Instruments Incorporated

12500 TI Boulevard

Dallas, Texas 75243

See page 53 of the Proxy Statement (available at [www.proxyvote.com](http://www.proxyvote.com)) for directions to the meeting location. To attend the annual meeting you must request an advance registration form at [www.proxyvote.com](http://www.proxyvote.com)

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](http://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. 2019 Notice and Proxy Statement
2. 2018 Annual Report

#### 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](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or EMAIL Copy:

If you want to receive a paper or email 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](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY EMAIL* \*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by email, please send a blank email 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 email address will NOT be forwarded to your investment advisor. **Please make the request as instructed above on or before April 11, 2019 to facilitate timely delivery.**

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** If you plan to attend the annual meeting you must print your advance registration form by 11:59 p.m. Eastern time on April 24, 2019 at the Stockholder Meeting Registration site: [www.proxyvote.com](http://www.proxyvote.com). If you are unable to print your advance registration form call (Toll Free) 1-844-318-0137 or (InternationalToll Call) 1-925-331-6070. At the meeting you will also be required to show a government-issued photo ID and you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) and follow the instructions. For registered shares, you may vote by Internet up until 11:59 p.m. Eastern time on April 24, 2019. For shares allocable to a benefit plan account, voting instructions must be received no later than 11:59 p.m. Eastern time on April 22, 2019.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials (as indicated above), which will include a proxy card.

**Voting Items**

The Board of Directors recommends you vote **FOR**

each of the nominees for Director and **FOR** Proposals 2 and 3.

1. Election of Directors

**Nominees:**

1a. M. A. Blinn

1b. T. M. Bluedorn

1c. J.F. Clark

1d. C. S. Cox

1e. M.S. Craighead

1f. J.M. Hobby

1g. R. Kirk

1h. P. H. Patsley

1i. R.E. Sanchez

1j. R.K. Templeton

2. Board proposal regarding advisory approval of the Company's executive compensation.

3. Board proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2019.



**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

