

SALESFORCE COM INC
Form DEFA14A
February 28, 2013

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-2

salesforce.com, 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)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(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.

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(4) Date Filed:

On February 28, 2013, salesforce.com, inc. (the Company) made the following communication available to institutional shareholders:

We wanted to bring to your attention that Glass, Lewis & Co., one of the leading institutional proxy advisors, recommends that salesforce.com shareholders vote FOR the increase in authorized common shares. Glass Lewis concluded, *...the Company has an additional need for shares to accommodate its planned forward stock split with the intent of lowering the per share price of the Company's common stock to attract increased investment and liquidity. In light of this factor, we believe that the proposed increase in shares is reasonable. Accordingly, we recommend that shareholders vote **FOR** this proposal.*

The Board of Directors of the Company unanimously recommends that stockholders vote for the increase in authorized common stock at the Special Meeting of Stockholders scheduled for March 20, 2013.

* * *

This communication may be deemed soliciting material within the meaning of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. Permission to use quotations from Glass, Lewis & Co. was neither sought nor obtained.

The Company has filed its proxy statement for the Special Meeting of Stockholders that contains important information relating to the meeting. The proxy statement for the Special Meeting of Stockholders is available for free on the SEC Filings section of the Investor Information section of the Company's website at www.salesforce.com/investor and on the Securities and Exchange Commission's EDGAR website at www.sec.gov.