

MONSANTO CO /NEW/
Form DEFA14A
December 13, 2016

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

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 under § 240.14a-12

MONSANTO 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):

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:

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
Shareholder Meeting to Be Held on January 27, 2017.**

MONSANTO COMPANY

Meeting Information

Meeting Type: Annual Meeting

For holders as of: December 5, 2016

Date: January 27, 2017 **Time:** 8:00 AM C.S.T.

Location: AA Building, AA 1825
Chesterfield Village Research Center
700 Chesterfield Parkway West
Chesterfield, Missouri 63017

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

MONSANTO COMPANY

800 NORTH LINDBERGH BLVD.

ST. LOUIS, MO 63167

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.

E14081-P83419

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

2016 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.

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 January 13, 2017 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.

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Voting Items

The Board of Directors recommends you vote FOR

proposals 1, 2 and 3:

1. Election of Directors

Nominees:

1a. Dwight M. Mitch Barns

1b. Gregory H. Boyce

1c. David L. Chicoine, Ph.D.

1d. Janice L. Fields

1e. Hugh Grant

1f. Arthur H. Harper

1g. Laura K. Ipsen

1h. Marcos M. Lutz

1i. C. Steven McMillan

2. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2017.

3. Advisory (Non-Binding) vote to approve executive compensation.

The Board of Directors recommends you vote for 1 year:

4. Advisory (Non-Binding) vote on frequency of advisory votes on executive compensation.

The Board of Directors recommends you vote FOR proposal 5:

5. Approval of Performance Goals under, and an amendment to, the Long-Term Incentive Plan.

The Board of Directors recommends you vote AGAINST the following proposals:

6. Shareowner proposal: Lobbying Report.

7. Shareowner proposal: Glyphosate Report.

1j. Jon R. Moeller

1k. George H. Poste, Ph.D., D.V.M.

1l. Robert J. Stevens

1m. Patricia Verduin, Ph.D.
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