

SERVICE CORP INTERNATIONAL
Form DEFA14A
March 30, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

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 Under Rule 14a-12
- Service Corporation International
(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 May 10, 2017

SERVICE
CORPORATION
INTERNATIONAL

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 13, 2017
Date: May 10, 2017 Time: 9:00 AM CDT
Location: Conference Center
Heritage I and II
Service Corp. International
1929 Allen Parkway
Houston, Texas 77019

SERVICE
CORPORATION
INTERNATIONAL
ATTN: INVESTOR
RELATIONS
1929 ALLEN PARKWAY
HOUSTON, TX 77019

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

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.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

- 1. Notice & Proxy Statement
- 2. Form 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow \Rightarrow XXXX XXXX XXXX (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 XXXX XXXX XXXX (located on the following page) in the subject line by the arrow \Rightarrow XXXX

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 April 26, 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 available marked by the arrow \Rightarrow XXXX XXXX XXXX XXXX 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.

Voting items

The Board of Directors recommends you vote
FOR the following:

1 Election of Directors
Nominees

01 Thomas L. Ryan 02 Clifton H. Morris, Jr. 03 W. Blair Waltrip

The Board of Directors recommends you vote FOR proposals 2 and 3.

2 To approve the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2017.

3 To approve, by advisory vote, named executive officer compensation.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

To approve holding an advisory vote on named executive officer compensation every one, two or three years, as 4 indicated.

The Board of Directors recommends you vote FOR the following proposal:

5 To approve the Amended and Restated 2016 Equity Incentive Plan.

The Board of Directors recommends you vote AGAINST proposals 6 and 7.

6 To approve the shareholder proposal to require independent board chairman.

7 To approve the shareholder proposal to adopt simple majority vote.

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

