

TERADATA CORP /DE/
Form DEFA14A
March 09, 2012

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 Pursuant to Section 240.14a-12

Teradata Corporation

(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):

x 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:

***** Notice of Annual Meeting *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 20, 2012.**

TERADATA CORPORATION

TERADATA CORPORATION

10000 INNOVATION DRIVE

DAYTON, OH 45342

Meeting Information

Meeting Type: Annual Meeting

For holders as of: February 28, 2012

Date: April 20, 2012 **Time:** 8:00 AM

Location: The Terry Executive Education Center
3475 Lenox Road NE

Atlanta, Georgia 30326

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.

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* 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 g (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 April 8, 2012 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 g 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.

Voting Items

The Board of Directors recommends that you vote FOR the Director

Nominees listed below and FOR each of the other proposals listed below:

1. Election of Directors

Class II Nominees:

1a. Michael F. Koehler

1b. James M. Ringler

1c. John G. Schwarz

2. Approval of the Teradata 2012 Stock Incentive Plan.
3. Approval of the Teradata Corporation Employee Stock Purchase Plan, as amended and restated.
4. An advisory (non-binding) vote on executive compensation.
5. Approval of an amendment of the Company's Certificate of Incorporation to provide for the annual election of directors.
6. Approval of the ratification of the appointment of independent registered public accounting firm for 2012.

Proposal 5 would amend the Company's Certificate of Incorporation to eliminate the three-class structure of the Board of Directors and provide that, beginning with the 2013 annual meeting of stockholders, (i) directors elected at an annual meeting of stockholders or appointed to vacant or new directorships will serve for terms expiring at the next annual meeting of stockholders following such election or appointment and (ii) directors will be removable without cause by the affirmative vote of the holders of 80% of the voting power of the capital stock entitled to vote thereon. Directors whose terms would not yet have expired at the 2013 annual meeting (because they were elected for three-year terms while the Board of Directors was classified) have submitted resignations that each such director's term will expire at the annual meeting in 2013, but only if certain conditions are satisfied, including that Proposal 5 receive stockholder approval. In addition, each reference in Articles Fourth, Seventh and Eleventh to Amended and Restated Certificate of Incorporation would be amended to read Certificate of Incorporation. This summary is qualified by reference to Proposal 5 set forth in the proxy statement for the 2012 annual meeting of stockholders and Appendix C thereto, which sets forth the full text of the proposed amendment. You are urged to read Appendix C in its entirety by accessing a copy of such proxy materials by following the instructions on this notice.

Source: Telephone proxy voting script (1-800-690-6903)

Dates: March 9, 2012 April 19, 2012

Thank you for calling the automated proxy voting service. You must be calling from a touch-tone telephone in order to use this system and already have read the proxy statement and made your voting decisions. Press one if you are calling from a touch-tone phone and have your proxy form in front of you.

Let's begin. Please enter the 12-digit control number, which is labeled as such, or located in the box indicated by the arrow on your vote instruction form, followed by the pound sign.

[enter control number]

If you would like to vote as the Board recommends, press one. To vote on directors and proposals individually, press two.

[if press one]

Let me confirm; you have elected to vote as the Board recommends. If these elections are correct, press one; to vote again, press two; to hear your vote again, press three.

[if press two]

Proposal voting. There are eight to vote on. After you cast all your votes, you will have a chance to review them.

We are ready to accept your vote for proposal 1A. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 1B. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 1C. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 2. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 3. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 4. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 5. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 6. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

You have completed proposal voting. Let me confirm.

You have voted [For/Against/Abstain] Proposal 1A.

You have voted [For/Against/Abstain] Proposal 1B.

You have voted [For/Against/Abstain] Proposal 1C.

You have voted [For/Against/Abstain] Proposal 2.

You have voted [For/Against/Abstain] Proposal 3.

You have voted [For/Against/Abstain] Proposal 4.

You have voted [For/Against/Abstain] Proposal 5.

You have voted [For/Against/Abstain] Proposal 6.

If these elections are correct, press one. To vote again, press two. To hear your vote again, press three.

One moment while I log your ballot. A vote has been recorded for control number [control number]. If this concludes your business, press one. If you would like to vote for another proxy election, press two.

All of your votes have been recorded by the telephone proxy voting service. Do not mail in your proxy card. Keep it as a record of your vote. Thank you for calling; this concludes your transaction. Goodbye.

Source: Internet Voting Website and Notice and Access Website (www.proxyvote.com)

Dates: March 9, 2012 April 19, 2012

Submit your proxy voting instructions

View electronic versions of proxy voting materials

Sign up to receive future shareholder materials via email

Request proxy voting materials if you received a Notice of Internet Availability

It is easy to get started

Simply enter your 12 or 14 digit control number in the box below. This control number can be found in several places depending on the type of notification you received.

Vote Instruction Form and Proxy Card recipients can find the control number next to the label **Control No.** or in the box next to the arrow.

Email Notification recipients can find the control number next to the label Control Number.

Notice of Internet Availability of meeting materials. Your control number is located in the box indicated by the arrow.
Enter Control Number:

[]

[Submit]

U.S. Investors Click [here](#) to view our Shareholder Education website.

Canadian Investors Our Canadian Shareholder Education website is coming soon.

[Click here](#) to view the SEC's proxy voting education website.

TERADATA CORPORATION

Control# [_____]

View our shareholder material by choosing the option below

Request material be sent to you by email or hardcopy at no charge by choosing the option below

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Vote by choosing the option below or vote by phone at 1-800-690-6903

Links to 2012 Shareholder Material(s)

[\[Proxy Statement\]](#)

[\[Annual Report\]](#)

Request Copy of Shareholder Material(s)

[\[Click Here\]](#)

[\[Learn more about Notice and Access\]](#)

[\[Download Adobe Acrobat\]](#)

You may need Adobe Acrobat to view the documents listed above.

Vote Your Shares

[\[Click Here\]](#)

TERADATA CORPORATION

Control# [_____]

2012 Annual Meeting of Shareholders

Meeting Material(s)

Friday, April 20, 2012

[Proxy Statement]

For holders as of: 02/28/2012

[Annual Report]

Cusip: 88076W-103

As your vote is very important, we recommend that all voting instructions be received at least one business day prior to the voting cut-off time stated in the proxy materials. Scroll down for proxy instructions and voting.

To vote via telephone, call **1-800-690-6903**.

1. Vote

PROXY BALLOT

TERADATA CORPORATION

2012 Annual Meeting of Shareholders

To be held on 04/20/2012 for holders of record as of 02/28/2012

TERADATA CORPORATION

Proxy/Voting Instruction Card

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

FOR TERADATA S 2012 ANNUAL MEETING OF STOCKHOLDERS

The undersigned stockholder of Teradata Corporation, a Delaware corporation (Teradata or the Company), hereby appoints Michael Koehler, Stephen Scheppmann and Laura Nyquist, and each of them, proxies, with full power of substitution, to vote all shares of common stock of Teradata that the undersigned is entitled to vote at Teradata s Annual Meeting of Stockholders to be held in Atlanta, Georgia, on April 20, 2012, and at any postponement or adjournment thereof, in the manner indicated on the reverse side and in such proxyholders sole discretion upon any matter that may properly come before the meeting, or any postponement or adjournment thereof, including to vote for the election of a substitute nominee for director as such proxyholders may select in the event any nominee named on this proxy card is unable to serve. This proxy card also provides voting instructions to the trustee of the Teradata Corporation Savings Plan, the Company s 401(k) plan (the Teradata Savings Plan) and to the trustees and administrators of other plans, with regard to shares of Teradata common stock the undersigned may hold under such plans for which the undersigned is entitled to vote at said meeting to the extent permitted by such plans and their trustees and administrators. By executing this proxy card, the undersigned acknowledges receipt from the Company of the notice of the 2012 Annual Meeting and accompanying proxy statement and hereby revokes any previously granted proxy that relates to the aforementioned Annual Meeting.

The proxyholders or the trustees and administrators of the plans, as the case may be, will vote the shares in accordance with the directions on this proxy card. If you do not indicate your choices on this proxy card, the proxyholders will vote the shares in accordance with the directors recommendations. If you are a Teradata Savings Plan participant entitled to vote at the 2012 Annual Meeting of Stockholders and do not indicate your choices on this proxy card, those shares will be voted by the trustee of such plan.

Recommendations of the Board of Directors:

Choose this option if you would like to vote your shares with the recommendations of the Board of

Directors. See below or refer to the proxy statement for details on the recommendations.

[Vote with the Board's Recommendations]

Recommendations of the		
Proposal(s)	Board of Directors	Vote Options
1A. ELECTION OF DIRECTOR: MICHAEL F. KOEHLER	For	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
1B. ELECTION OF DIRECTOR: JAMES M. RINGLER	For	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
1C. ELECTION OF DIRECTOR: JOHN G. SCHWARZ	For	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
2. APPROVAL OF THE TERADATA 2012 STOCK INCENTIVE PLAN.	For	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
3. APPROVAL OF THE TERADATA CORPORATION EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED.	For	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
4. AN ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.	For	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
5. APPROVAL OF AN AMENDMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	For	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
6. APPROVAL OF THE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	For	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain

[Submit] [Reset]

TERADATA CORPORATION
PROXY FINAL SUBMISSION

Control# [_____]

Please check all of the information below for accuracy.

If any of the information is incorrect, return to the Proxy Ballot by using the Back button below.

If your vote(s) are reflected correctly, click on the Final Submission button below.

2012 Annual Meeting of Shareholders

Friday, April 20, 2012

For holders as of: 02/28/2012

Cusip: 88076W-103

2. Review

PROXY BALLOT

You have elected as follows:

		Recommendations of the	
Proposal(s)		Board of Directors	Your Vote
1A.	ELECTION OF DIRECTOR: MICHAEL F. KOEHLER	For	[For/Against/Abstain]
1B.	ELECTION OF DIRECTOR: JAMES M. RINGLER	For	[For/Against/Abstain]
1C.	ELECTION OF DIRECTOR: JOHN G. SCHWARZ	For	[For/Against/Abstain]
2.	APPROVAL OF THE TERADATA 2012 STOCK INCENTIVE PLAN.	For	[For/Against/Abstain]
3.	APPROVAL OF THE TERADATA CORPORATION EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED.	For	[For/Against/Abstain]
4.	AN ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.	For	[For/Against/Abstain]
5.	APPROVAL OF AN AMENDMENT OF THE COMPANY S CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.	For	[For/Against/Abstain]
6.	APPROVAL OF THE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	For	[For/Against/Abstain]

If any of the above information is incorrect, return to the Proxy Ballot form by using the **Back** button below.

If you would like to receive an electronic confirmation when this vote is recorded, enter your e-mail address here:

[]

[\[Final Submission\]](#) [\[Back\]](#)

TERADATA CORPORATION
2012 Annual Meeting of Shareholders

Control# [_____]

Friday, April 20, 2012

For holders as of: 02/28/2012

Cusip: 88076W-103

THANK YOU FOR VOTING!

If you sign up for e-mail notification of voting instructions and shareholder communications today, you will receive the benefits of:

You have immediate accessibility to shareholder communications;

You will receive fewer bulky packages while contributing to overall postage savings;

It is environmentally responsible;

You will receive automatic postal mail forwarding if we are not notified of a change to your e-mail address;

It is free and you have the choice to opt-in or opt-out at any time;

Your email address is safe and will never be used without your consent (Read our [Privacy Statement](#)).
 To receive future shareholder communications electronically, we require your permission. Participation is completely your choice.

In the future, when, and if, material is available electronically, we will send you an e-mail which will contain information that will point you to an Internet location where the material is available, along with a link to ProxyVote.com (when applicable) to submit your voting instructions. We hope you will give this option your serious consideration.

[Enroll in Electronic Delivery] [Enter Your Next Control Number] [Back to Shareholder Portal]

3. Confirmed

Below is a record of your voting instructions:

You have voted as follows:

	Proposal(s)	Recommendations of the	
		Board of Directors	Your Vote
1A.	ELECTION OF DIRECTOR: MICHAEL F. KOEHLER	For	[For/Against/Abstain]
1B.	ELECTION OF DIRECTOR: JAMES M. RINGLER	For	[For/Against/Abstain]
1C.		For	[For/Against/Abstain]

ELECTION OF DIRECTOR: JOHN G. SCHWARZ

- | | | | |
|----|--|------------|-----------------------|
| 2. | APPROVAL OF THE TERADATA 2012 STOCK INCENTIVE PLAN. | For | [For/Against/Abstain] |
| 3. | APPROVAL OF THE TERADATA CORPORATION EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED. | For | [For/Against/Abstain] |
| 4. | AN ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION. | For | [For/Against/Abstain] |
| 5. | APPROVAL OF AN AMENDMENT OF THE COMPANY S CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS. | For | [For/Against/Abstain] |
| 6. | APPROVAL OF THE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012. | For | [For/Against/Abstain] |