

Time Inc.
Form DEFA14A
April 21, 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

(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

(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.

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- (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
Stockholder Meeting to Be Held on June 7, 2016.**

TIME INC.

TIME INC.

225 LIBERTY STREET

NEW YORK, NY 10281

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 12, 2016

Date: June 7, 2016 **Time:** 9:00 AM, EDT

Location: Time Inc.
225 Liberty Street
New York, NY 10281

Meeting live via the Internet-please visit
www.virtualshareholdermeeting.com/TIME2016.

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, scan the QR Barcode on the reverse side, 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:

NOTICE AND PROXY STATEMENT

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, or scan the QR Barcode below.

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 May 24, 2016 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: To vote in person at the meeting, you will first need to gain admittance to the meeting as described below under Attend the Meeting in Person. At the meeting, you will need to request a ballot to vote these shares. If you are a beneficial shareholder, to vote at the meeting you will also need a proxy from your brokerage firm, bank or other nominee.

Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. 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.

Attend the Meeting In Person: To attend the meeting in person, go to the request meeting admission link at www.proxyvote.com. You may also attend live via the Internet by visiting www.virtualshareholdermeeting.com/TIME2016.

Voting Items

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

1. Election of Directors

Nominees:

1a. Joseph A. Ripp

1b. David A. Bell

1c. John M. Fahey, Jr.

1d. Manuel A. Fernandez

1e. Dennis J. FitzSimons

1f. Betsy D. Holden

1g. Kay Koplovitz

1h. J. Randall MacDonald

1i. Ronald S. Rolfe

1j. Sir Howard Stringer

1k. Michael P. Zeisser

The Board of Directors unanimously recommends you vote FOR proposals 2, 3 and 4.

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2016

3. To approve the compensation of our named executive officers on an advisory basis

4. To approve the Time Inc. 2016 Omnibus Incentive Compensation Plan

NOTE: To consider such other business as may properly come before the Annual Meeting of Stockholders or any adjournments or postponements thereof.

