

DARDEN RESTAURANTS INC  
Form DEFA14A  
April 14, 2014

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 § 240.14a-12

Darden Restaurants, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed 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:
-

FOR IMMEDIATE RELEASE

NEWS/INFORMATION  
Corporate Relations  
P.O. Box 695011  
Orlando, FL 32869-5011

Contacts:

(Analysts) Matthew Stroud (407) 245-5288

(Media) Bob McAdam (407) 245-5366

DARDEN ISSUES STATEMENT FOLLOWING ISS AND GLASS LEWIS REPORTS

ORLANDO, Fla., April 11, 2014 – Darden Restaurants, Inc. (NYSE: DRI) issued the following statement regarding an April 11 report by Institutional Shareholder Services (“ISS”). The ISS report relates to whether Darden shareholders should submit consents to Starboard Value LP and its affiliates (“Starboard”) in connection with Starboard’s efforts to call a Special Meeting of Darden shareholders.

Although we disagree with ISS’s conclusion, the ISS analysis importantly recognizes the validity of the position that “shareholders have a diversity of opinions on what the company should do, and that direct engagement with the board and management, rather than a single yes/no vote on a nonbinding proposal, is a more robust process for understanding ‘what shareholders want’”<sup>1</sup>.

We have been in ongoing discussions with shareholders and value the feedback we have received. We look forward to continuing these conversations and are committed to doing what is in the best interest of all Darden shareholders.

With regard to the April 11 report issued by Glass, Lewis & Co. regarding Starboard’s consent solicitation, the Company stated:

The Glass Lewis report does not give appropriate consideration to the facts, including Darden’s actual operating and financial performance and value creation initiatives, and the assertions regarding Darden’s record of engagement are demonstrably false. Further, the conclusions reach far beyond the question of whether to call a Special Meeting, which is currently the only matter before Darden shareholders. We are disappointed that Glass Lewis issued this report without meeting any members of Darden’s Board of Directors or management team.

All of us at Darden are focused on improving performance and enhancing shareholder value, and we believe the actions we are taking best position the Company to achieve these objectives.

If Darden shareholders have already submitted a white written request card to Starboard supporting the call of a Special Meeting, they can revoke such consent by submitting a BLUE revocation card to the Company today. If shareholders have not submitted a white written request card to Starboard, shareholders may nevertheless communicate that they do not believe a Special Meeting is necessary or express their opposition to calling a special meeting by submitting the BLUE revocation card to the Company.

Shareholders who have questions regarding the consent solicitation, or need additional assistance, should contact Darden’s proxy solicitor, Innisfree M&A Incorporated, toll-free at (877) 750-5836.

About Darden

Darden Restaurants, Inc., (NYSE: DRI), the world's largest full-service restaurant company, owns and operates more than 2,100 restaurants that generate over \$8.5 billion in annual sales. Headquartered in Orlando, Fla., and employing

more than 200,000 people, Darden is recognized for a culture that rewards caring for and responding to people. In 2014, Darden was named to the FORTUNE “100 Best Companies to Work For” list for the fourth year in a row. Our restaurant brands – Red Lobster, Olive Garden, LongHorn Steakhouse, Bahama Breeze, Seasons 52, The Capital Grille, Eddie V's and Yard House – reflect the rich diversity of those who dine with us. Our brands are built on deep insights into what our guests want. For more information, please visit [www.darden.com](http://www.darden.com).

#### Information About Forward-Looking Statements

Forward-looking statements in this news release regarding our expected earnings per share and U.S. same-restaurant sales for the fiscal year, new restaurant growth and all other statements that are not historical facts, including without limitation statements concerning our future economic performance, plans or objectives, are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. Any forward-looking statements speak only as of the date on which such statements are made, and we undertake no obligation to update such statements to reflect events or circumstances arising after such date. We wish to caution investors not to place undue reliance on any such forward-looking statements. By their nature, forward-looking statements involve risks and uncertainties that could cause actual results to materially differ from those anticipated in the statements. The most significant of these uncertainties are described in Darden's Form 10-K, Form 10-Q and Form 8-K reports (including all amendments to those reports). These risks and uncertainties include the ability to achieve the strategic plan to enhance shareholder value including the separation of Red Lobster, the high costs in connection with a spin-off which may not be recouped if the spin-off is not consummated, food safety and food-borne illness concerns, litigation, unfavorable publicity, risks relating to public policy changes and federal, state and local regulation of our business including health care reform, labor and insurance costs, technology failures, failure to execute a business continuity plan following a disaster, health concerns including virus outbreaks, intense competition, failure to drive sales growth, failure to successfully integrate the Yard House business and the additional indebtedness incurred to finance the Yard House acquisition, our plans to expand our smaller brands Bahama Breeze, Seasons 52 and Eddie V's, a lack of suitable new restaurant locations, higher-than-anticipated costs to open, close, relocate or remodel restaurants, a failure to execute innovative marketing tactics and increased advertising and marketing costs, a failure to develop and recruit effective leaders, a failure to address cost pressures, shortages or interruptions in the delivery of food and other products, adverse weather conditions and natural disasters, volatility in the market value of derivatives, economic factors specific to the restaurant industry and general macroeconomic factors including unemployment and interest rates, disruptions in the financial markets, risks of doing business with franchisees and vendors in foreign markets, failure to protect our service marks or other intellectual property, impairment in the carrying value of our goodwill or other intangible assets, a failure of our internal controls over financial reporting, or changes in accounting standards, an inability or failure to manage the accelerated impact of social media and other factors and uncertainties discussed from time to time in reports filed by Darden with the Securities and Exchange Commission.

---

<sup>1</sup> Permission to use quotation neither sought nor obtained.