

P F CHANGS CHINA BISTRO INC
Form DEFA14A
March 10, 2011

**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

P.F. CHANG'S CHINA BISTRO, INC.

(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)(4) 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.
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o 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 Annual Meeting of Stockholders to Be Held on April 19, 2011. Meeting Information P.F. CHANG S CHINA BISTRO, INC. Meeting Type: Annual Meeting For holders as of: February 25, 2011 Date: April 19, 2011 Time: 8:00 a.m. MST Location: P.F. CHANG S CHINA BISTRO, INC. 7676 E. Pinnacle Peak Road Scottsdale, AZ 85255 You are receiving this communication because you hold shares in the above named company. P.F. CHANG S CHINA BISTRO, INC. 7676 E. PINNACLE PEAK RD This is not a ballot. You cannot use this notice to vote SCOTTSDALE, AZ 85255 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. M32095-P06371

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 JXXXX 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 by the arrow JXXXX XXXX XXXX (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 5, 2011 to facilitate timely delivery. How To Vote Please Choose One of the Following
Voting Methods Vote In Person: Many stockholder 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 JXXXX
XXXX XXXX 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. M32096-P06371

Voting Items The Board of Directors recommends you vote FOR the following proposals: 1. Election of Directors Nominees: The Board of Directors recommends you vote 1 year on the following proposal: 1a. Kerrii B. Anderson 5. Advisory vote on the frequency of a 1b. F. Lane Cardwell, Jr. stockholder vote on executive compensation. 1c. Richard L. Federico The Board of Directors recommends you 1d. Lesley H. Howe vote FOR the following proposal: 1e. Dawn E. Hudson 6. Approval of adjournment of annual meeting to solicit additional proxies. 1f. M. Ann Rhoades 1g. James G. Shennan, Jr. NOTE: Such other business as may properly come before the meeting or any adjournment thereof. 1h. R. Michael Welborn 1i. Kenneth J. Wessels 2. Ratify the appointment of KPMG LLP as independent registered public accounting firm for the fiscal year ending January 1, 2012. 3. Approval of revised performance criteria under the Amended and Restated 2006 Equity Incentive Plan. 4. Advisory vote on executive compensation. M32097-P06371

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