

AUTOMATIC DATA PROCESSING INC

Form DEFA14A

October 18, 2017

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

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 Rule 14a-11(c) or Rule 14a-12

AUTOMATIC DATA PROCESSING, 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)(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:

The press release attached as Exhibit 1 hereto may be provided to stockholders of Automatic Data Processing, Inc. (the "Company").

According to the Schedule 13D Amendment filed on August 31, 2017 by Pershing Square Capital Management, L.P., PS Management GP, LLC and William A. Ackman (collectively, "Pershing Square"), Pershing Square's ownership interest in the Company is comprised of: (i) 8,798,442 shares of the Company's common stock ("Shares") and (ii) 28,005,233 Shares underlying listed and over-the-counter American-style call options. According to published reports and statements by William Ackman, CEO of Pershing Square Capital Management, L.P., Pershing Square did not elect to convert all of those securities in advance of the September 8, 2017 record date for the Company's 2017 Annual Meeting of Stockholders (the "Annual Meeting"), and as a result, only the approximately 2% of the Company's common stock held by Pershing Square in the form of Shares can be voted by Pershing Square at the Annual Meeting.
