

CVS CAREMARK CORP
Form DEFA14A
March 30, 2011

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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:

- | | | |
|-------------------------------------|---|--|
| <input type="checkbox"/> | Preliminary Proxy Statement | |
| <input type="checkbox"/> | Definitive Proxy Statement | <input type="checkbox"/> Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input checked="" type="checkbox"/> | Definitive Additional Materials | |
| <input type="checkbox"/> | Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12 | |

CVS CAREMARK 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):

- ☒ 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:

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(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:

Not Applicable

(2) Form, Schedule or Registration Statement No.:

Not Applicable

(3) Filing Party:

Not Applicable

(4) Date Filed:

Not Applicable

CVS CAREMARK CORPORATION

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting

to Be Held on Wednesday, May 11, 2011

The Proxy Statement, Annual Report and other proxy materials are available at:

<http://www.proxyvoting.com/cvs>

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

CVS CAREMARK CORPORATION

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 2, 2011 to facilitate timely delivery.

TO REQUEST PAPER COPIES OF PROXY MATERIALS:

(please reference your 11-digit control number when requesting materials)

By opting out to receive printed materials, your preference for future proxy mailings will be kept on our file.

Telephone: **1-888-313-0164**
(outside of the U.S and Canada call 201-680-6688)

Email: **shrrelations@bnymellon.com**
(you must reference your 11-digit control number in your email)

Internet: **<http://www.proxyvoting.com/cvs>**

TO VOTE YOUR SHARES SEE INSTRUCTIONS ON REVERSE SIDE

This is not a proxy card. You cannot use this notice to vote your shares.

Dear CVS Caremark Corporation Stockholder:

The 2011 Annual Meeting of CVS Caremark Corporation (the Company) will be held at the Company Headquarters, One CVS Drive, Woonsocket, Rhode Island 02895, on Wednesday, May 11, 2011, at 9:00 a.m. (the Meeting).

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Proposals to be considered at the Annual Meeting:

- (1) to elect twelve Directors to the Board of Directors;
- (2) to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2011 fiscal year;
- (3) to approve, on an advisory basis, the Company's executive compensation as disclosed in the proxy statement;
- (4) to recommend, on an advisory basis, the frequency of future executive compensation votes;
- (5) to vote on a stockholder proposal regarding political contributions and expenditures; and
- (6) to vote on a stockholder proposal regarding stockholder action by written consent.

In their discretion, Messrs. Merlo and Dorman, as proxies, are authorized to vote in accordance with their judgment upon such other business as may properly come before the Meeting.

The Board of Directors recommends a vote FOR Items 1, 2 and 3.

The Board of Directors recommends a vote for EVERY (1) YEAR on Item 4.

The Board of Directors recommends a vote AGAINST Items 5 and 6.

The Board of Directors has fixed the close of business on March 15, 2011 as the record date (the Record Date) for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN

CONTROL NUMBER

YOU REQUEST A PAPER COPY OF THE PROXY MATERIALS OR TO

VOTE YOUR PROXY ELECTRONICALLY.

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Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting.

Meeting Location:

Company Headquarters

One CVS Drive

Woonsocket, Rhode Island 02895

The following Proxy Materials are available for you to review online:

the Company's 2011 Proxy Statement (including all attachments thereto); and
the Company's Annual Report for the year ended December 31, 2010 (which is not deemed to be part of the official proxy soliciting materials).

To request a paper copy of the Proxy Materials:

(you must reference your 11-digit control number located on the reverse side of this form)

Telephone: **1-888-313-0164** (outside of the U.S and Canada call 201-680-6688)

Email: **shrrelations@bnymellon.com** *(you must reference your 11-digit control number in your email)*

Internet: **<http://www.proxyvoting.com/cvs>**

The Proxy Materials for CVS Caremark Corporation are available to review at:

<http://www.proxyvoting.com/cvs>

Have this notice available when you request a PAPER copy of the Proxy Materials,

when you want to view your proxy materials online,

OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.

HOW TO VOTE BY INTERNET

We encourage you to review the proxy materials online before voting.

Use the Internet to vote your shares. On the landing page of the above website in the box labeled "To Vote

Your Shares by Internet" click on **Vote Now** to access the electronic proxy card and

vote your shares. Have this letter in hand when you access the website.

You will need to reference the 11-digit control number located on the reverse side.

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