

STARBUCKS CORP  
Form DEFA14A  
February 20, 2009

**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

**STARBUCKS 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:

(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:

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**EXPLANATORY NOTE**

Starbucks Corporation (the Company ) is filing the following information as additional soliciting material related to the solicitation of proxies for its 2009 Annual Meeting of Shareholders, which the Company also included in a Current Report on Form 8-K filed with the Securities and Exchange Commission on February 20, 2009.

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**Item 8.01 Other Events.**

Effective February 19, 2009, the Compensation and Management Development Committee (the "Compensation Committee") of the Board of Directors of Starbucks Corporation (the "Company") approved an amendment (the "Amendment") to the Company's 2005 Long-Term Equity Incentive Plan (the "Plan") to delete a provision of the Plan providing that shares underlying exercised awards that are not issued in settlement of the awards will become available for future awards under the Plan. The Amendment arose from discussions with RiskMetrics Group in connection with its review of the Company's proposed stock option exchange program. The Company included a proposal seeking shareholder approval of an amendment to the Company's equity incentive plans to allow for a one-time stock option exchange program in its definitive proxy statement for the 2009 Annual Meeting of Shareholders to be held March 18, 2009, filed with the Securities and Exchange Commission on January 22, 2009. The Amendment deleted the following sentence from Section 4(a) of the Plan:

Without limiting the foregoing, unless the Plan shall have been terminated, Shares underlying an Award that has been exercised, either in part or in full, including any Shares that would otherwise be issued to a Participant that are used to satisfy any withholding tax obligations that arise with respect to any Award, shall become available for future Awards under the Plan except to the extent Shares were issued in settlement of the Award.