

EMC CORP  
Form DEFA14A  
April 20, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**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:

- 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 Section 240.14a-12

**EMC CORPORATION**

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(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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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 the transaction applies:

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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):

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4.) Proposed maximum aggregate value of transaction:

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1.) Amount Previously Paid:

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

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At the 2007 Annual Meeting of Shareholders of EMC Corporation ( EMC ), which is scheduled for Thursday, May 3, 2007, shareholders will act upon a shareholder proposal regarding pay-for-superior performance (Proposal 9) (if properly presented).

EMC has for many years been deeply committed to pay-for-performance, and we believe our executive compensation programs embody strong pay-for-performance practices. The Compensation Committee expects outstanding performance from EMC senior executives and ties a substantial portion of their compensation to the achievement of challenging quarterly, annual and long-term goals which drive EMC s revenue and profitability. These compensation programs are designed not only to reflect strong pay-for-performance tied to key objectives, but also to encourage continuity of management. In furtherance of this commitment to pay-for-performance, EMC s Compensation Committee will grant *at least 50%* of the total number of shares awarded to EMC s executive officers in any fiscal year as part of their long-term compensation, as *performance-based awards* (subject to exceptions in certain limited circumstances, such as to achieve retention or new hire objectives).

The Compensation Committee believes that this commitment regarding future equity grants further enhances EMC s pay-for-performance practices and, for these reasons, EMC urges shareholders to vote against Proposal 9.