

CHURCH & DWIGHT CO INC /DE/  
Form DEFR14A  
March 23, 2017

**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. 1)**

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 under §240.14a-12

**Church & Dwight Co., 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:

**Princeton South Corporate Park****500 Charles Ewing Boulevard****Ewing, New Jersey 08628**

On March 22, 2017, Church & Dwight Co., Inc., a Delaware corporation ( Company ), filed a definitive proxy statement (the Proxy Statement ) with the Securities and Exchange Commission (the SEC ) in connection with the solicitation of proxies on behalf of the Board of Directors of the Company for use at the Company s 2017 Annual Meeting of Stockholders (the Annual Meeting ) and at any adjournments thereof. The Annual Meeting will be held on Thursday, May 4, 2017 at 12:00 p.m., Eastern Daylight Time at the Company s Headquarters, Princeton South Corporate Park, 500 Charles Ewing Boulevard, Ewing, New Jersey 08628.

This amendment to the Proxy Statement is being filed with the SEC by the Company to correct a clerical error in the Proxy Statement with respect to the Potential Payments Upon Termination table for Matthew T. Farrell, which inadvertently misstated the total amount Mr. Farrell would receive upon a *Non-Change in Control Termination without Cause*.

The Potential Payments Upon Termination table for Mr. Farrell appearing on page 59 of the Proxy Statement is hereby replaced in its entirety with the following:

**Matthew T. Farrell**

| Benefit Type                | Change in        | Non-Change       | Voluntary   | Death or   |
|-----------------------------|------------------|------------------|-------------|------------|
|                             | Control          | in Control       |             |            |
|                             | Termination      | Termination      | Termination | Disability |
|                             | without Cause    | without          | (\$)        | (\$)       |
|                             | or for Good      | Cause(\$)        |             |            |
|                             | Reason (\$)      |                  |             |            |
| Severance Payments          | 6,000,000        | 2,000,000        |             |            |
| Stock Options               | 3,073,141        |                  |             |            |
| Restricted Stock            |                  |                  |             |            |
| Excise Tax and Gross-Ups    |                  |                  |             |            |
| Health and Welfare Benefits | 23,881           | 15,921           |             |            |
| <b>Total</b>                | <b>9,097,022</b> | <b>2,015,921</b> |             |            |

Except as described above, this amendment to the Proxy Statement does not modify, amend, supplement or otherwise affect the Proxy Statement.