

DELUXE CORP
Form DEF 14A
March 20, 2018
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**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 under §240.14a-12

Deluxe 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):

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form or schedule and the date of its filing.

1) Amount previously paid:

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Notice of Annual Meeting of
Shareholders

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ANNUAL MEETING INFORMATION

Date: Wednesday, May 2, 2018

Place: Deluxe Corporation, 3680 Victoria Street North, Shoreview, MN 55126

Time: 2:00 p.m. Central

Record Date: March 8, 2018

AGENDA

1. Election of 10 directors to hold office until the 2019 annual meeting of shareholders.

2. Advisory vote (non-binding) on the compensation of our Named Executive Officers.

3. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

4. Take action on any other business that may properly come before the meeting and any adjournment thereof.

Shareholders of record at the close of business on March 8, 2018, are entitled to vote at the meeting and at any adjournment thereof. In this Proxy Statement, we may also refer to Deluxe Corporation as Deluxe, the Company, we, our, or us.

Once again, we are furnishing proxy materials to our shareholders over the Internet. This process expedites the delivery of proxy materials, reduces paper waste and saves the Company expense. In addition, these materials remain easily accessible, and shareholders receive clear instructions for voting and requesting paper copies of the materials if they so desire.

We are mailing the Notice of Internet Availability of Proxy Materials (Internet Notice) to shareholders of record beginning on or about March 22, 2018. The Internet Notice contains instructions on how to access our Proxy Statement and Annual Report, and how to vote online. In addition, the Internet Notice contains instructions on how to (i) request a paper copy of the Proxy Statement and Annual Report, if

Important notice regarding the availability of proxy materials for the Deluxe annual meeting of shareholders to be held on Wednesday, May 2, 2018.

The proxy statement, proxy card and 2017 annual report of Deluxe are available for review at:
www.proxyvote.com

Your vote is important

Please vote as soon as possible

You can help the Company reduce expenses by voting your shares by telephone or Internet; your proxy card or voting instruction card contains the instructions. Or complete, sign and date your proxy card or voting instruction card and return it as soon as possible in the enclosed postage paid envelope.

you received only an Internet Notice this year, or (ii) elect to receive your Proxy Statement and Annual Report only over the Internet, if you received them by mail this year.

Deluxe Corporation
3680 Victoria Street North
Shoreview, MN 55126

P.O. Box 64235
St. Paul, MN 55164
www.deluxe.com

It is important that your shares be represented at the annual meeting. Regardless of whether you plan to attend the annual meeting in person, please vote as soon as possible to ensure the presence of a quorum and save Deluxe further solicitation expense. You may vote your shares by telephone or the Internet, or if you received a paper proxy card, you may sign, date and mail the proxy card in the envelope provided. Instructions regarding the methods of voting are contained in the Internet Notice and in the Proxy Statement. Voting by telephone, the Internet or mail will not limit your right to vote in person or to attend the annual meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Lisa Beth Lentini
Corporate Secretary
March 20, 2018

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Dear Fellow Shareholders:

On behalf of Deluxe Corporation's Board of Directors (Board), I welcome you to the 2018 annual meeting of shareholders. Your Board is committed to employing governance best practices and ensuring independent oversight to support achieving the best results for you, the shareholders.

Deluxe Corporation attempts to recruit and retain directors with a diversity of backgrounds, skill sets and life experiences, to best ensure we achieve the benefits of both strong, independent oversight and a breadth of expertise to enable success in our complex and changing businesses. Our governance structure and practices enable balanced Board operations, independent thought, and appropriate levels of Board involvement and oversight.

As non-executive Chairman of the Board, I am focused on the important obligations that our Board owes to you. My responsibilities include (among other things): acting as a liaison between management and the Board; providing independent advice and counsel to the Chief Executive Officer (CEO); in concert with the CEO, developing and setting the agendas for meetings of the Board and annual meetings of shareholders; acting as Chair at meetings of the Board; calling special meetings of the Board where appropriate; acting as Chair at meetings of shareholders; and ensuring that, upon completion of the ordinary business of a meeting of the Board, the Directors hold discussions without management present.

It has been my privilege to serve as Deluxe Corporation's non-executive Chairman of the Board for the past six years. I look forward to continuing my service to the Company. Know that your Board remains focused on effective governance and performance that delivers value to you, today and long into the future.

On behalf of the Board, thank you for investing in Deluxe Corporation.

Sincerely,

Martyn R. Redgrave
Non-Executive Chairman of the Board

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