

MEREDITH CORP
Form DEFA14A
September 25, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 Section 240.14a-11(c) or Section 240.14a-12

MEREDITH 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)(4) 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:

COMPANY #

MEREDITH CORPORATION

ANNUAL MEETING OF SHAREHOLDERS

Wednesday, November 5, 2008

10:00 a.m.

1716 Locust Street

Des Moines, Iowa 50309

Directions to the Meredith Corporation 2008 Annual Meeting are available on our website and can be viewed at www.meredith.com/meredith_corporate/findus.html.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on November 5, 2008

Notice is hereby given that the Annual Meeting of Shareholders of Meredith Corporation will be held at 1716 Locust Street, Des Moines, Iowa on Wednesday, November 5, 2008 at 10:00 a.m.

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.

The Proxy Statement and Annual Report are available at www.idelivercommunications.com/proxy/mdp.

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this Notice on or before October 27, 2008 to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

The Board of Directors recommends that you vote FOR each of the nominees for directors, FOR proposals 2 and 3 and AGAINST proposal 4.

Proposal 1: To elect four Class I directors for terms expiring in 2011

Proposal 2: To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending June 30, 2009

Proposal 3: To vote upon a proposed amendment to the Meredith Corporation Employee Stock Purchase Plan of 2002 to authorize an additional 500,000 shares for issuance and sale to employees

Proposal 4: To vote on shareholder proposals, if properly presented at the meeting

**You may
immediately
vote your
proxy
on the
Internet at:**

www.eproxy.com/mdp

**Use the
Internet to
vote your
proxy 24
hours a
day, 7 days
a week,
until 12:00
p.m. (CT)
on
November
4, 2008.**

**Please have this Notice
and the last four digits
of your Social Security
Number or Tax
Identification Number
available. Follow the
instructions to vote your
proxy.**

**Your Internet vote
authorizes the named
proxies to vote your shares
in the same manner as if you
marked, signed and
returned your proxy card.**

To request copies of the proxy materials, which include the proxy card,

Proxy Statement and Annual Report, please contact us via:

Internet Access the Internet and go to www.idelivercommunications.com/proxy/mdp. Follow the instructions to log in, order copies and indicate future delivery preference.

Telephone Call us free of charge at 877-847-4696 in the U.S. or Canada to order copies. Please have available the 3-digit company # and the 11-digit control # located in the box in the upper right hand corner on the front of this Notice.

E-mail Send us an e-mail aideliver@afpi.com with MDP Materials Request in the subject line.

The e-mail must include:

Your full name and the 3-digit company # and the 11-digit control # located in the box in the upper right-hand corner on the front of this Notice.

Your preference to receive printed materials via mail *-or-* to receive an e-mail with links to the electronic materials.

If you choose e-mail delivery you must include your e-mail address.

If you would like this election to apply to delivery of material for all future meetings, write the word Permanent.

MEREDITH CORPORATION

**** IMPORTANT NOTICE ****

Regarding the Availability of Proxy Material

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.

Shareholder Meeting to be held on Nov 5, 2008

Proxy Material Available

- 1 Annual Report
- 2 Notice & Proxy Statement

PROXY MATERIAL - VIEW OR RECEIVE

You can choose to view the material online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

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To facilitate timely delivery please make the request as instructed below on or before October 23, 2008

HOW TO VIEW MATERIAL VIA THE INTERNET

Have the 12 Digit Control Number(s) available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIAL

- 1) BY INTERNET - www.proxyvote.com
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL* - sendmaterial@proxyvote.com

*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

Return Address Line 1
Return Address Line 2
Return Address Line 3
51 MERCEDES WAY
EDGEWOOD NY 11717

Investor Address Line 1
Investor Address Line 2
Investor Address Line 3
Investor Address Line 4
Investor Address Line 5
John Sample
1234 ANYWHERE STREET
ANY CITY, ON A1A 1A1

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of # Sequence

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type: Annual Meeting
Meeting Date: November 05, 2008
Meeting Time: 10:00 AM CST
For holders as of: September 11, 2008
Meeting Location:

Meredith Corporation
1716 Locust Street
Des Moines, IA 50309-3023

How To Vote

Vote In Person

Should you choose to vote these shares in person at the meeting you must request a legal proxy. To request a legal proxy please follow the instructions at www.proxyvote.com or request a paper copy of the material. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance.

Vote By Internet

To vote *now* by Internet, go to

WWW.PROXYVOTE.COM

Please refer to the proposals and follow the instructions.

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Voting items

The Board of Directors recommends that you vote For the following.

1. Election of Directors

Nominees

01 Alfred H. Drewes 02 David J. Londoner 03 Philip A. Marineau 04 Elizabeth E. Tallett

The Board of Directors recommends you vote FOR the following proposal(s).

- 2. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending June 30, 2009.
- 3. To vote upon the proposed Amendment to the Meredith Corporation Employee Stock Purchase Plan of 2002 to authorize an additional 500,000 shares for issuance and sale to employees.

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The Board of Directors recommends you vote AGAINST the following proposal(s).

- 4. To vote on shareholder proposals, if properly presented at the meeting.

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Voting Instructions

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO
BANKS AND BROKERS
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

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THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

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