

PIER 1 IMPORTS INC/DE
Form DEFA14A
May 11, 2017

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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

PIER 1 IMPORTS, 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:

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Follow the steps outlined on the secure website

Important Notice Regarding the Availability of Proxy Materials for the

Pier 1 Imports, Inc. Annual Meeting of Shareholders to be Held on Thursday, June 22, 2017

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the Annual Meeting of Shareholders are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials which contain important information and are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy materials include the Pier 1 Imports, Inc. s 2017 Annual Report, which includes Pier 1 Imports, Inc. s Form 10-K for the fiscal year ended February 25, 2017, Notice of Annual Meeting, and 2017 Proxy Statement, all of which are available at:

Have this notice available when you request a paper or email copy of the proxy materials, when you want to view your proxy materials online or when you want to vote your shares electronically.

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.investorvote.com/PIR.

Step 2: Click on the icon on the right to view current meeting materials.

Step 3: Return to the investorvote.com/PIR window and follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of these documents, you must request one. Paper copies of the proxy materials will include the form of proxy. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before June 2, 2017 to facilitate timely delivery.

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Pier 1 Imports, Inc. Notice of Annual Meeting of Shareholders

The 2017 Annual Meeting of Shareholders of Pier 1 Imports, Inc., a Delaware corporation (the Company), will be held at the Pier 1 Imports, Inc. Corporate Headquarters, Mezzanine Level, Conference Center Room C, 100 Pier 1 Place, Fort Worth, Texas 76102, on Thursday, June 22, 2017, at 10:00 a.m. local time.

Items to be considered at the meeting:

- Proposal No. 1 To elect as directors the nine nominees named in the Proxy Statement to hold office until the next annual meeting of shareholders and until their successors are elected and qualified;
- Proposal No. 2 To adopt a non-binding, advisory resolution to approve the compensation of Pier 1 Imports named executive officers as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and narrative discussion in the Proxy Statement under the caption Compensation;
- Proposal No. 3 To hold a non-binding, advisory vote with respect to the frequency of future shareholder advisory voting on the compensation of Pier 1 Imports named executive officers;
- Proposal No. 4 To approve an amendment of the Pier 1 Imports, Inc. 2015 Stock Incentive Plan to increase the number of shares available for grant under the plan; and
- Proposal No. 5 To ratify the audit committee's engagement of Ernst & Young LLP as Pier 1 Imports independent registered public accounting firm for fiscal 2018.
- To transact any other business as may properly come before the annual meeting or any adjournment or postponement of the meeting.

The Board of Directors recommends a vote FOR the election as a director of each of the nominees named in Proposal No. 1, a vote FOR Proposal Nos. 2, 4 and 5, and a vote for a frequency of EVERY YEAR on Proposal No. 3.

The Board of Directors has fixed the close of business on April 27, 2017 as the record date (the Record Date) for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment or postponement thereof.

PLEASE NOTE THIS IS NOT A PROXY CARD. YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials, which will include a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Shareholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting of Shareholders to vote in person. Instructions on attending, gaining admission and voting at the Annual Meeting of Shareholders can be found in the Proxy Statement.

Directions to the Pier 1 Imports, Inc. 2017 Annual Meeting

are available on the last page of the Proxy Statement,

which can be viewed at www.investorvote.com/PIR.

Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below. Paper copies of the proxy materials will include the form of proxy.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of proxy materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side of this notice when requesting a set of proxy materials.

- g **Internet** Go to www.investorvote.com/PIR. Follow the instructions to log in and order a copy of the materials and submit your preference for email or paper delivery of future materials.

- g **Telephone** Call us free of charge at 1-866-641-4276 within the USA, US territories and Canada and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings. Outside of the USA, US territories and Canada, please use the Internet and Email options.

- g **Email** Send email to investorvote@computershare.com with Proxy Materials Pier 1 Imports, Inc. in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse side of this notice, and state in the email that you want a paper copy of materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by June 2, 2017.

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