

ILLINOIS TOOL WORKS INC
Form DEFA14A
March 21, 2014

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 Pursuant to §240.14a-12

ILLINOIS TOOL WORKS 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)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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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:

SEC 1913 (11-01)

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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IMPORTANT INFORMATION FOR ITW 401(K) PLAN PARTICIPANTS
REGARDING THE
ILLINOIS TOOL WORKS INC.
2014 PROXY STATEMENT,
2013 ANNUAL REPORT TO STOCKHOLDERS AND FORM 10-K

Dear ITW 401(k) Plan Participant:

Enclosed is an Important Notice Regarding the Availability of Proxy Materials (the Notice), informing you that our proxy statement, annual report and Form 10-K are now available by Internet. Please refer to the Notice for instructions on how to access the proxy materials online and how to vote your shares in person, by Internet or by mail. In order to vote you must use one of these methods. You will need the information that is printed in the box marked by the arrow g from the Notice to gain Internet access through www.proxyvote.com and to vote your shares in connection with the Annual Meeting of Stockholders to be held May 2, 2014.

The enclosed Notice includes instructions for how to request and receive a paper or e-mail copy of the proxy materials. You may also pick up a paper copy of the proxy statement and annual report/Form 10-K from your Human Resources Department, but you must follow the instructions on the Notice in order to cast your vote. If you receive more than one Notice, you should follow the voting instructions using the information that is printed in the box marked by the arrow g from each Notice to be sure all of your shares are voted.

THE NOTICE IS NOT A PROXY CARD AND CANNOT BE USED TO CAST YOUR VOTE.

The deadline for voting shares held through the ITW 401(k) Plan is 10:59 p.m. Central Daylight Time, Tuesday, April 29, 2014. **PLEASE NOTE THAT THIS DEADLINE IS EARLIER THAN THE DATE STATED ON THE PROXY CARD.**

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Please follow the instructions on the enclosed Notice to access your proxy materials and vote.

DEADLINE FOR VOTING 401(k) PLAN SHARES IS APRIL 29, 2014