

ARROW ELECTRONICS INC  
Form DEFA14A  
March 27, 2019  
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

ARROW ELECTRONICS, 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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\*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 9, 2019. ARROW ELECTRONICS, INC. You are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. ARROW ELECTRONICS, INC. 9201 EAST DRY CREEK ROAD CENTENNIAL, COLORADO 80112 proxy materials and voting instructions. E69262-P19281 See the reverse side of this notice to obtain Meeting Information Meeting Type:Annual Meeting For Holders as of: March 12, 2019 Date:May 9, 2019 Time:8:00 a.m. Mountain time Location:The Jacquard Hotel 222 Milwaukee Street Denver, Colorado 80206

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Before You Vote How to Access the Proxy Materials Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line. How To Vote Please Choose One of the Following Voting Methods: marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions. E69263-P19281 Vote in Person: 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 materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. Vote by Internet: To vote now by internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box Vote by Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. Vote by Phone: You can use a touch-tone telephone to transmit your vote. Have your proxy card in hand when you call and follow the instructions. Proxy Materials Available to VIEW or RECEIVE: PROXY STATEMENTANNUAL REPORT How to View Online: following page) available and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or EMAIL Copy: If you want to receive a paper or email copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET:[www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY EMAIL\*:[sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by email, please send a blank email to the address above. Include the information that is printed Requests, instructions and other inquiries sent to this email address will NOT be forwarded to your investment advisor. Requests must be received on or before April 25, 2019 to facilitate timely delivery.

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The board of directors recommends you vote FOR the following: 1. Election of Directors Nominees: 01) Barry W. Perry 06) M.F. (Fran) Keeth 02) Philip K. Asherman 07) Andrew C. Kerin 03) Steven H. Gunby 04) Gail E. Hamilton 05) Richard S. Hill 08) Laurel J. Krzeminski 09) Michael J. Long 10) Stephen C. Patrick The board of directors recommends you vote FOR the following proposals: 2. To ratify the appointment of Ernst & Young LLP as Arrow's independent registered public accounting firm for the fiscal year ending December 31, 2019. 3. To re-approve and amend the Company's Omnibus Incentive Plan. 4. To approve, by non-binding vote, executive compensation. NOTE: Such other business as may properly come before the meeting or any adjournment thereof. E69264-P19281 Voting Items

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E69265-P19281

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