Accenture plc Form DEFA14A December 07, 2012

### **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 x

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
- x Soliciting Material Pursuant to §240.14a-12

# Accenture plc

(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):

- x 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:

Beginning on December 10, 2012, Accenture plc will use the following presentation to provide additional information about the proposed amendment to the Accenture plc 2010 Share Incentive Plan that will be voted on at the 2013 Annual General Meeting of Shareholders.

Accenture s Use of Equity in Employee Compensation

© 2012 Accenture All Rights Reserved.

**Key Statistics** 

Fiscal Year 2012

54

120 +

40+

153,000+

11% growth in local currency (9% U.S. dollars)

257,000 employees

Executive leadership team with an average of 26 years

of Accenture experience

Approximately 4,900 Senior Executives

Geographies

Offices and operations in 54 countries around the globe

Serving clients in more than 120 countries

Revenue breakdown: 45% Americas; 41% EMEA; 14% Asia Pacific

A Strong Focus on Industry

Serving clients in more than 40 industries

More than 153,000 industry-aligned professionals

257,000

26 years 4,900

Our People \$27.9B

Revenue

Accenture s Equity Compensation Programs Are Based on Responsible Guiding Principles

Principle Strategy

1.

Performance-Based

Awards are tied to company and individual performance

Three Year Future Performance: Awarded to our most senior leadership and vests based on meeting future targets for operating income and relative total shareholder return

2

Attract & Retain Talent

Approximately 4,900 Senior Executives with an average of 15 years of Accenture experience

Senior Executive compensation weighted toward equity that vests over a number of years

Our

success

is

closely

tied

to

our ability attract and retain the best talent to serve our G2000 clients; need to stay market-relevant in order to do so Acts as a barrier to acquiring whole practice areas or key people from Accenture 3. Align Compensation with **Shareholder Interests** 100% of Senior Executives granted equity have ownership requirements Senior Executives as shareholders are motivated to drive the business to maximize returns over the long term 3 ©

2012 Accenture All Rights Reserved.

Accenture s Total Shareholder Returns Have Outperformed the Market Annualized Total Shareholder Return shown as of August 31, 2012 Sustained profitable growth since the IPO: 7% Revenue Growth in local currency, 9% in U.S. Dollars 11% Operating Income Growth 21% EPS Growth Source:

Market

Bloomberg.

cap

weighted

Compensation

Peer

Group,

S&P500

Total

Return

Index Comparison of Total Shareholder Return FY07 FY08 FY09 FY10 FY11 FY12 2012 Accenture All Rights Reserved. \$164 \$133 \$107 \$0 \$50 \$100 \$150 \$200 Accenture Compensation Peer Group S&P 500 Total Return Index 10% 6% 1% 0% 2% 4% 6% 8% 10% 12% Accenture Compensation Peer Group S&P 500 **Total Return Index** Past 5 Years 26% 14% 12% 0% 10% 20% 30% Accenture S&P 500 Total Return Index

Compensation Peer Group Past 3 Years

2012 Accenture All Rights Reserved. Disciplined Approach to Share Management and Shareholder Returns Since IPO Accenture has reduced weighted average diluted shares by more than 280 million, or 28% since IPO. FY01 FY12 1,050 1,000 950 900 850 800 750 700 1,008 million 726 million Accenture has a broad share

repurchase program

Generated \$25 billion in free cash flow, returning \$22.3 billion, approximately 90% to shareholders Repurchased 52 million shares on average each fiscal year

Free cash flow of \$25 billion was a result of cash generated by operating activities of \$28.3 billion, net of property and equipment of the second se

©
2012 Accenture All Rights Reserved.
6
How We Think About Responsible Capital Allocation
Normalized Capital Generation
Normalized Capital Allocation
Operating Cash Flow
Proceeds from Share Issuances to Employees
Capital Expenditures
Acquisitions
Share Repurchases
Dividends

```
Responsible Capital Allocation Share Issuances and Repurchases
Repurchases
Issuances
Actual
Estimated*
Impact on Weighted Average
Diluted Shares
* Assumes current Capital Allocation strategy.
~2% Net
We expect that the net impact of both together will be about a 2% reduction in our share count per year
*
Impact of Share Repurchases and Issuances on Weighted Average Diluted Shares
0
5
```

2012 Accenture All Rights Reserved.

FY10

FY11

FY12

FY13

(C)

2012 Accenture All Rights Reserved.

8

We Do Not Foresee a Time When Share

Issuances Would Exceed Share Repurchases

Employee purchase programs have capped participation levels Predominantly directed to Senior Executives, a slower growing population by design

Awards are discretionary and based on achieving financial goals Awards are U.S. Dollar denominated, not driven by shares, and provide a natural hedge to repurchases

We proactively manage affordability to prevent dilution Here s why 9 ©

2012 Accenture All Rights Reserved.

**Proxy Statement** 

Accenture plc ( Accenture ) filed a preliminary proxy statement in connection with its

2013

Annual

General

Meeting

of

Shareholders

on

Friday,

December

7,

2012.

Accenture

shareholders are strongly advised to read the preliminary proxy statement as well as the definitive proxy statement when it becomes available, as each contains important information. Shareholders can obtain the preliminary proxy statement, and the definitive proxy

statement

when

it

becomes

available,

and

any

amendments

_ 1.gov ·g ·c þ. · · · · · · · · · · · · · ·
or
supplements
to
the
proxy
statements
and
other
documents
filed
by
Accenture
with
the
U.S.
Securities
and
Exchange Commission (the SEC) for free at the Internet website maintained by the SEC at <a href="https://www.sec.gov">www.sec.gov</a> . Copies of the preliminary proxy statement, and the definitive proxy statement when it becomes available, and any amendments and supplements to the proxy statements are also available for free at Accenture s website at
www.accenture.com.
In addition, shareholders can obtain a copy of the definitive proxy statement when it becomes available, and any amendments and supplements to the definitive
proxy
statement,
by
contacting
our
Investor
Relations
Group
at
Accenture,
Investor Relations, 1345 Avenue of the Americas, New York, New York 10105, USA.
Detailed information regarding the names, affiliations and interests of individuals

who are participants in the solicitation of proxies of Accenture s shareholders is available

in the preliminary proxy statement filed on Schedule 14A with the SEC on Friday,

December 7, 2012.

10 ©

2012 Accenture All Rights Reserved.

Forward-Looking Statements

Except for the historical information and discussions contained herein, statements in this presentation may constitute forward-l Litigation Reform Act of 1995. Words such as may, anticipates, will, should. likely, expects, intends. identify these forward-looking statements. These statements involve a number of risks, uncertainties and other factors that could expressed or implied. These include, without limitation, risks that: the company s results of operations could be adversely affective. the effects of these conditions on the company s clients businesses and levels of business activity; the company s business of demand for the company s services and solutions, and a significant reduction in such demand could materially affect the comp supply of skills and resources in balance with client demand around the world and attract and retain professionals with strong l the company s professionals and the company s results of operations may be materially adversely affected; the markets in wh company might not be able to compete effectively; the company could have liability or the company s reputation could be dar or information systems as obligated by law or contract or if the company s information systems are breached; as a result of the strategy to continue geographic expansion, the company is more susceptible to certain risks; the company s results of operation foreign currency exchange rates; the company s Global Delivery Network is increasingly concentrated in India and the Philipp results of operations could materially suffer if the company is not able to obtain sufficient pricing to enable it to meet its profit accurately anticipate the cost, risk and complexity of the company performing its work or third parties upon whom it relies do have delivery inefficiencies and be unprofitable; the company s work with government clients exposes the company to addition the company s business could be materially adversely affected if the company incurs legal liability in connection with providi and ability to grow could be materially negatively affected if the company cannot adapt and expand its services and solutions i new entrants; the company s alliance relationships may not be successful or may change, which could adversely affect the cor continued expansion of the company s other services and solutions into new areas subject the company to different operational company s services or solutions could infringe upon the intellectual property rights of others or the company might lose its ab only a limited ability to protect its intellectual property rights, which are important to the company s success; the company s on its reputation in the marketplace; the company might not be successful at identifying, acquiring or integrating businesses or suffer if its cost-management strategies are unsuccessful, and the company may not be able to improve its profitability through in the past; many of the company s contracts include payments that link some of its fees to the attainment of performance or b service levels, which could increase the variability of the company s revenues and impact its margins; changes in the company proceedings, or changes in the company s treatment as an Irish company, could have a material adverse effect on the company company is unable to manage the organizational challenges associated with its size, the company might be unable to achieve it receivables or unbilled services, the company s results of operations, financial condition and cash flows could be adversely af could fluctuate and be difficult to predict; the company s results of operations and share price could be adversely affected if it may be subject to criticism and negative publicity related to its incorporation in Ireland; as well as the risks, uncertainties and of Accenture plc s most recent annual report on Form 10-K and other documents filed with or furnished to the Securities and Exas of the date they were made, and Accenture undertakes no duty to update any forward-looking statements made in this present changes in Accenture s expectations.