

RYDER SYSTEM INC
Form DEFA14A
April 12, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(RULE 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
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 ☐ o

Check the appropriate box:

☐ o Preliminary Proxy Statement

☐ o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☐ o Definitive Proxy Statement

☒ x Definitive Additional Materials

☐ o Soliciting Material Pursuant to §240.14a-12

Ryder System, 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):

☒ x No fee required.

☐ o 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:

☐ o Fee paid previously with preliminary materials:

☐ o 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:

[The following is an e-mail from Gregory T. Swinton, Chairman and Chief Executive Officer to Company employees]

April 12, 2011

To: All Ryder Employees

From: Greg Swinton, Chairman and Chief Executive Officer

Subject: Vote Your Ryder Shares

Proxy materials for our 2011 Annual Meeting of Shareholders were recently released to Ryder shareholders. The exceptional progress we made across many areas of our business in 2010 ultimately helped us deliver total shareholder returns that were more than double the returns of the S&P 500 index. With a year of strong progress behind us, and a year of expected gradual economic recovery ahead, Ryder is well positioned to accelerate profitable growth into the future.

In line with the Securities and Exchange Commission's notice and access rule, Ryder makes proxy materials available to shareholders online. Additionally, we elect to distribute the proxy materials electronically to our employees who are shareholders and who have a Ryder-issued e-mail address. This helps eliminate unnecessary printing and postage costs and helps benefit the environment, while providing timely, easily accessible information for our shareholders. In the Notice, employee shareholders will find instructions explaining how to access the proxy materials and vote your shares of Ryder stock. You will not receive a printed copy of the proxy materials unless you specifically request one. Instructions on how to receive a paper copy of the proxy materials are included in the Notice.

There are four agenda items for this year's annual meeting:

- (1) the election of four directors;
- (2) the ratification of PricewaterhouseCoopers LLP as Ryder's independent registered certified public accounting firm for the 2011 fiscal year;
- (3) the approval, on an advisory basis, of the compensation of our named executive officers, which we refer to as Say on Pay; and
- (4) the approval, on an advisory basis, of the frequency of the shareholder vote on the compensation of our named executive officers (every one, two or three years), which we refer to as Say on Frequency.

Ryder's Board of Directors recommends a vote in favor of the first three proposals, and in favor of the option of every three years for the fourth proposal. We encourage those of you who own Ryder stock to review these materials carefully and take the time to vote your shares. Not only is every vote important, it also demonstrates your confidence in our Company, its leadership, and our future success. Thank you for your continued support.