

EMC CORP
Form DEFA14A
May 12, 2008

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

EMC Corporation

(Name of Registrant as Specified In Its Charter)

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No fee required.

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

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the 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):

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(4) Date Filed:

May 12, 2008

Dr. Martha Carter

RiskMetrics Group

2099 Gaither Road

Suite 501

Rockville, MD 20850-4045

Re: EMC Corporation

Dear Dr. Carter:

This letter is to confirm our phone conversations today with you and your staff regarding our director W. Paul Fitzgerald.

Mr. Fitzgerald is a fully independent director under the rules of the Securities Exchange Commission and the New York Stock Exchange as well as the Company's Categorical Standards of Independence. Moreover, ISS classified Mr. Fitzgerald as an independent director in 2007 pursuant to your own policies. Based on this, Mr. Fitzgerald has continued to serve on the Corporate Governance and Nominating Committee (the Governance Committee).

On Tuesday, May 6, 2008, ISS issued its final proxy analysis which changed your prior classification of Mr. Fitzgerald from an independent director to an affiliated outsider, while recommending a vote FOR Mr. Fitzgerald's election to the Board. Then, on Saturday, May 10, 2008, at 4:30 a.m., and without any prior notice to us, ISS issued an alert changing your recommendation regarding Mr. Fitzgerald to WITHHOLD votes from his election because of his service on the Governance Committee.

Accordingly, Mr. Fitzgerald has resigned from the Governance Committee today, effective immediately. Based on his resignation, you have confirmed that ISS will promptly issue a revised alert to recommend a vote FOR Mr. Fitzgerald's election to the Board and will re-vote any shares you have voted on behalf of your institutional clients to a vote FOR Mr. Fitzgerald.

If you have any questions or would like to discuss this matter further, please do not hesitate to call me at (508) 293-7254.

Sincerely,

/s/ Susan I. Permut

Susan I. Permut

Senior Vice President and Deputy General Counsel