

GENUINE PARTS CO  
Form DEFA14A  
March 24, 2015

**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

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

Genuine Parts Company  
(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.

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- 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:

The Company is communicating the information below to its shareholders commencing March 24, 2015.

March 24, 2015

Dear GPC Shareholder:

I am writing to you on behalf of the Board of Directors to request that you vote **FOR** the election of Mr. Gary Rollins as a director of Genuine Parts Company, along with all other director-nominees named in the Company's 2015 Proxy Statement.

Last year, as well as this year, Institutional Shareholder Services (ISS) recommended that shareholders withhold their vote with respect to Mr. Rollins due to over-boarding, as determined by a policy revision adopted by ISS in 2013. As discussed in the Company's current proxy statement, Mr. Rollins serves, and has served during his entire tenure as a director of the Company, as CEO of Rollins, Inc. and on the boards of two related, closely held companies -- RPC, Inc. and Marine Products Corporation. Although we understand the ISS policy, we believe that Mr. Rollins has amply demonstrated his ability to manage his corporate and board obligations and merits an exemption from application of the ISS policy. We ask that you consider the following:

Mr. Rollins has been an exemplary Director throughout his tenure, with perfect attendance and excellent participation at board and committee meetings since the beginning of his directorship in 2005.

Mr. Rollins serves on our Compensation, Nominating, and Governance committee and as our Lead Independent Director.

Mr. Rollins' service as CEO of Rollins Inc. and as a director of Rollins, Inc., RPC Inc., and Marine Products Corporation predate the revised ISS overboarding policy by eight years and have remained unchanged throughout his tenure.

Mr. Rollins' situation is truly unique due to the interrelated nature of Rollins, RPC, and Marine Products:

- i The three companies were at one time one company Rollins, Inc.
- i The three companies are considered controlled companies by NYSE rules.
- i The three companies are majority owned by Mr. Rollins and his brother.
- i The board and committee meetings for all three companies are held at the same location on the same day, with no travel required, thereby facilitating Mr. Rollins' ability to meet his commitments to each company.

Despite ISS's Withhold recommendation last year, Mr. Rollins received enough For votes to be elected well over the 50% threshold required.

Prior to ISS's 2013 policy change, Mr. Rollins received the support of ISS and consistently garnered For votes in the high<sup>90</sup> percentile.

Please refer to the 2015 Proxy Statement previously sent to you (also available at <http://proxydocs.com/gpc>) for instructions on how to submit your vote. The Proxy Statement also contains instructions on how you may change your vote if you have already voted.

For the reasons set forth above, the Board strongly recommends a vote **FOR** the election of Mr. Rollins, along with all other director-nominees named in the Company's 2015 Proxy Statement.

Sincerely yours,

Tom Gallagher  
Chairman and Chief Executive Officer