

CHEESECAKE FACTORY INC  
Form DEFA14A  
May 23, 2011

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  O

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

The Cheesecake Factory Incorporated  
(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:

May 23, 2011

Dear Staff Members and Holders of The Cheesecake Factory Restricted Stock,

As part of your compensation, you were granted shares of restricted stock in our Company. That makes you a shareholder of The Cheesecake Factory. Some of your shares still may be restricted (meaning that you can't sell them until they vest) and some of your shares may have already vested (meaning that you own those shares outright and may sell them, subject to our policies and procedures regarding trading in the Company's shares). In either case, as a shareholder you have the right to vote both unvested and vested shares at our upcoming Annual Shareholders Meeting on June 1st.

**IT IS VERY IMPORTANT THAT YOU VOTE ALL OF THE SHARES THAT YOU ARE ENTITLED TO VOTE. PLEASE VOTE TODAY, BUT CERTAINLY NO LATER THAN MAY 31.**

This year, we have five proposals in our proxy statement. The proposals are:

1 - Election of seven directors: David Overton, Allen Bernstein, Alexander Cappello, Tom Gregory, Jerry Kransdorf, David Pittaway and Herbert Simon.

2 - Approve an amendment to our 2010 Stock Incentive Plan to increase the number of shares we have available to grant stock options and restricted stock (in addition to other types of equity awards) as part of your compensation package. We are requesting an additional 1 million shares, which we believe should provide us with enough shares for equity grants for this year, and the next two years.

3 - Ratify the Audit Committee's selection of PricewaterhouseCoopers as our independent accountants for 2011.

4 - Approve the compensation of our executive officers.

5 - Approve how frequently shareholders will vote on executive compensation every 1, 2 or 3 years.

**We recommend that shareholders vote FOR Proposals 1-4 and vote 3 years for Proposal 5.**

I thought it would be helpful to give you a brief overview of the voting process because it's different for shares that are currently restricted than it is for shares that have vested.

**(a) Restricted stock that has NOT yet vested**

These shares are held in what is known as your registered name. That means the shares are held in your name at our transfer agent, Computershare.

A few weeks ago, we sent you a package containing an annual report, proxy statement and a voting ballot. If you opted to receive materials from us electronically, we sent you an email, with the subject line THE CHEESECAKE FACTORY INCORPORATED Annual Meeting. The email contains instructions on where to access the materials and how to vote.

The voting ballot and email contain a control number – a unique 12- or 14-digit number identifying you and the number of shares you are entitled to vote.

If you did not receive the package or the email from us or inadvertently discarded it – contact Caroline Paladino at Broadridge (caroline.paladino@broadridge.com), our mailing agent and vote tabulator, to request your control number.

Once you have your control number, go to [www.proxyvote.com](http://www.proxyvote.com). Enter the control number in the box indicated and follow the instructions on screen to vote your shares.

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**(b) Restricted stock that HAS vested**

These shares are held in what is known as Street name. When the shares vested, they were deposited into your Charles Schwab & Co. account. Schwab, as your broker, holds these shares on your behalf.

If you did not sell these shares prior to the April 5, 2011 cut-off date for voting eligibility, Schwab sent you a package containing an annual report, proxy statement and voting ballot, or an email with the subject line THE CHEESECAKE FACTORY INCORPORATED Annual Meeting. The email contains instructions on where to access the materials and how to vote.

If you did not receive any communication from Schwab or inadvertently discarded it follow the instructions below to obtain your control number. Once you have your control number, go to [www.proxyvote.com](http://www.proxyvote.com). Enter the control number in the box indicated and follow the instructions on screen to vote your shares.

To contact Charles Schwab:

- 1 - Call Charles Schwab Client Reporting and Security Services at 800-323-4332, select option 3 for Proxy Services;
- 2 - You will be asked to enter your social security number for identification purposes;
- 3 - Once the representative comes on the line, you will be asked a couple of questions for security verification purposes (i.e., date of birth, mother's maiden name, etc);
- 4 - The representative will then be able to provide you with your control number.

Please note that if you transferred the vested shares to another broker other than Charles Schwab & Co., you will need to contact that broker directly to obtain your control number.

As a shareholder of our Company, you have a say in how the Company is run. I encourage you to vote today. If you have any questions about our proposals or how to vote your shares please contact our Stock Plan Administrator, Mike Chandler at [mchandler@thecheesecakefactory.com](mailto:mchandler@thecheesecakefactory.com) or (818) 871-3046.

Doug

W. Douglas Benn

Executive Vice President and Chief Financial Officer

The Cheesecake Factory Incorporated

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