

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE**

**(RULE 14a-101)**

**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

**VERIZON COMMUNICATIONS INC.**

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(Name of Registrant as Specified in Its Charter)

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(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:

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

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(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):

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☐ 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:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**M. Frances Keeth**  
Lead Director  
Chair, Corporate Governance and Policy Committee

Verizon Communications Inc.  
1095 Avenue of the Americas  
New York, New York 10036

March 21, 2016

Dear Shareholder,

I have been privileged to serve as the independent Lead Director of the Verizon Board and Chair of the Corporate Governance and Policy Committee for the past two years. As you would expect, I spend a great deal of time looking at and directing governance activities in these roles. This year's proxy statement contains a shareholder proposal (Item 7 on the proxy card) requesting that the Board adopt a policy to require its Chairman to be an independent Director. I am writing to explain why my fellow Board members and I believe it would be unwise to adopt the proposed policy or any policy that rigidly prescribes the leadership structure of the Board.

Verizon operates in a dynamic and highly competitive industry. It is therefore essential that the Board have the flexibility to regularly evaluate and, if necessary, change its leadership structure in order to remain highly effective and efficient in response to this dynamic environment. A policy that would dictate the board leadership structure would hinder the Board's ability to fashion its leadership structure in a way that it felt would be most effective.

When we evaluate how we can make our Board more efficient and effective in its independent oversight responsibilities, we take a holistic view. We want to make sure that we have Directors with the right skills and experience and that our committees have clearly delineated responsibilities with the right leadership to effectively oversee management's operational and financial performance, strategic planning, risk management, talent development and so forth.

As a Board, we believe that we are most effective when each and every one of us has a voice in the operation of the Board. We work collaboratively amongst ourselves and with the executive team. One of my key roles as Lead Director is to represent the range of views of the Board, including minority viewpoints, to Lowell McAdam, our Chairman and CEO. This involves facilitating discussion among the independent Directors during regular executive sessions and providing frank and substantive feedback to Lowell. I also serve as a sounding board for Lowell as he establishes our meeting agendas and priorities and I take a lead role in the Board's annual self-evaluation process. My authority and responsibilities as the Lead Director are established in Verizon's Corporate Governance Guidelines and described in detail on page 5 of the proxy statement.

If you are interested in hearing more from me about my role as Lead Director and the operation of our Board, I encourage you to visit Verizon's annual meeting website at <http://www.verizon.com/about/sites/default/files/annual/annual-meeting-2016.html> and view my video letter to the company's shareholders. I am proud of Verizon's governance and believe that it is world class. I hope that you will consider the Board's position on the important issue of Board leadership and vote against Item 7.

Sincerely,

A handwritten signature in black ink, appearing to read "M. J. Keith". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.