

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 under §240.14a-12

KLA Corporation

(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 all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

Glass Lewis recommends shareholders vote AGAINST proposal #4.

Glass Lewis's thorough analysis of the issues resulted in a recommendation that shareholders vote AGAINST Proposal #4, in agreement with KLA Board of Directors recommendation

According to Glass Lewis*:

- "It is our view that **the Company has already met the request of the proposal....**"
- "The Company provides **robust climate-related disclosures...and reporting in line with the recommendations of the TCFD.**"
- "...with respect to Scope 3 targets, **the Company has stated that it maintains goals to evaluate and announce progress toward the development of Scope 3 emissions reduction goals by the end of 2023....**"
- "...at this time, we believe that **the Company has fulfilled the request of this resolution**, as written....**we are not convinced support for this proposal is warranted** at this time."
- "We recommend that shareholders vote **AGAINST** this proposal."**

KLA continues to urge stockholders to vote AGAINST proposal #4

- KLA recognizes the importance of taking action on climate change and knows from deep industry experience that we must analyze real data to determine what is feasible.
- Proposal #4 is not aligned with market norms and does not take an industry-specific, materiality-driven approach to climate-related action.
- Proposal #4 demands an immediate conclusion, without meaningful backup or support.
- KLA's approach is honest, focused on doing the real work, and reporting back to investors in no more than 14 months.