Section 1: DEFA14A (DEFA14A)

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 under §240.14a-12

Ameriprise Financial, Inc.

(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.
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(1) Amount Previously Paid:
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Why You Should Support Ameriprise Financial's Say-on-Pay Vote

April 10, 2019

Ameriprise has an active shareholder engagement program

In 2017 and 2018, we held discussions with **17 of our largest shareholders**; we engaged with **13 of those investors** more than once.

We appreciate the **comments** and **suggestions** made by our shareholders, and responded by making **significant changes to our compensation program.**

ISS and Glass Lewis both acknowledged that the Compensation and Benefits Committee **was responsive to shareholder concerns** we heard during our extensive engagement efforts.

Management and Compensation and Benefits Committee members will again **participate in engagement calls** before and after the 2019 annual meeting.

Three reasons to vote "FOR" Say on Pay

1

We listened to shareholder concerns and responded. We made significant changes to our executive compensation program.

2

As a result of the **changes we implemented**, CEO total direct compensation **declined by 23%** and **cash** compensation **declined by 43%** from 2017.

3

2018 financial performance was strong and well above the peer group. **ISS acknowledged** we were at the high end of peer group performance. There is a **direct link between performance** and our executive **compensation**.

We heard you. We took action.

✔ Reduced

the maximum payout percentage for the total incentive pool. Now 25 percentage points lower

✔ Reduced

CEO target incentive by $1.8 million

✔ Increased

equity to 70% of 2018 total incentives for the Chairman and CEO, and reduced cash to 30%

✔ Disclosed

CEO target incentive, as distinct from incentive pool for all NEOs

✔ Improved

disclosure to emphasize that targets for all metrics are established at the beginning of the performance cycle

✔ Increased

stock ownership threshold for CEO from 6x to 10x base salary, and NEOs from 3x to 4x base salary

✔ Maintained

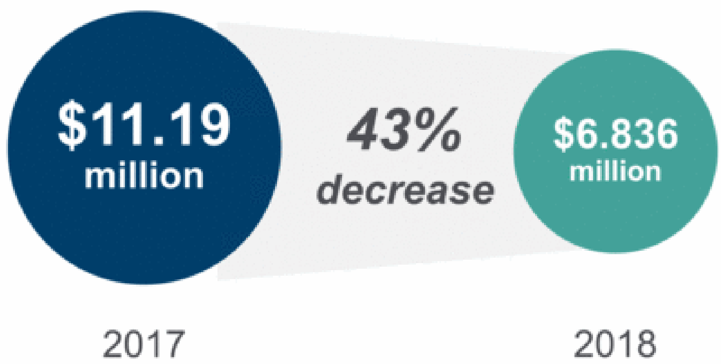
total incentive pool for 2018 flat and initiated no base salary increases for NEOs

✔ Eliminated

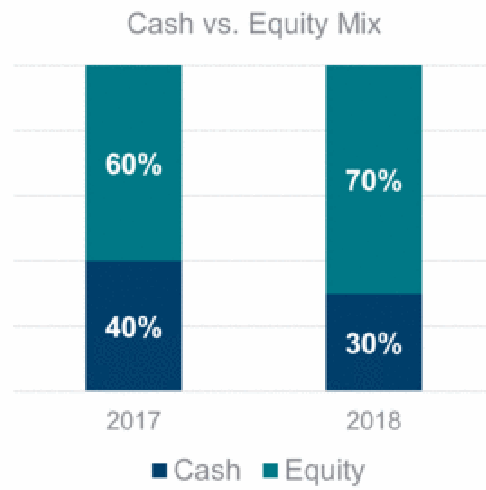
perquisite allowance for Executive Leadership Team

Our 2018 total compensation program is directly linked to Ameriprise performance

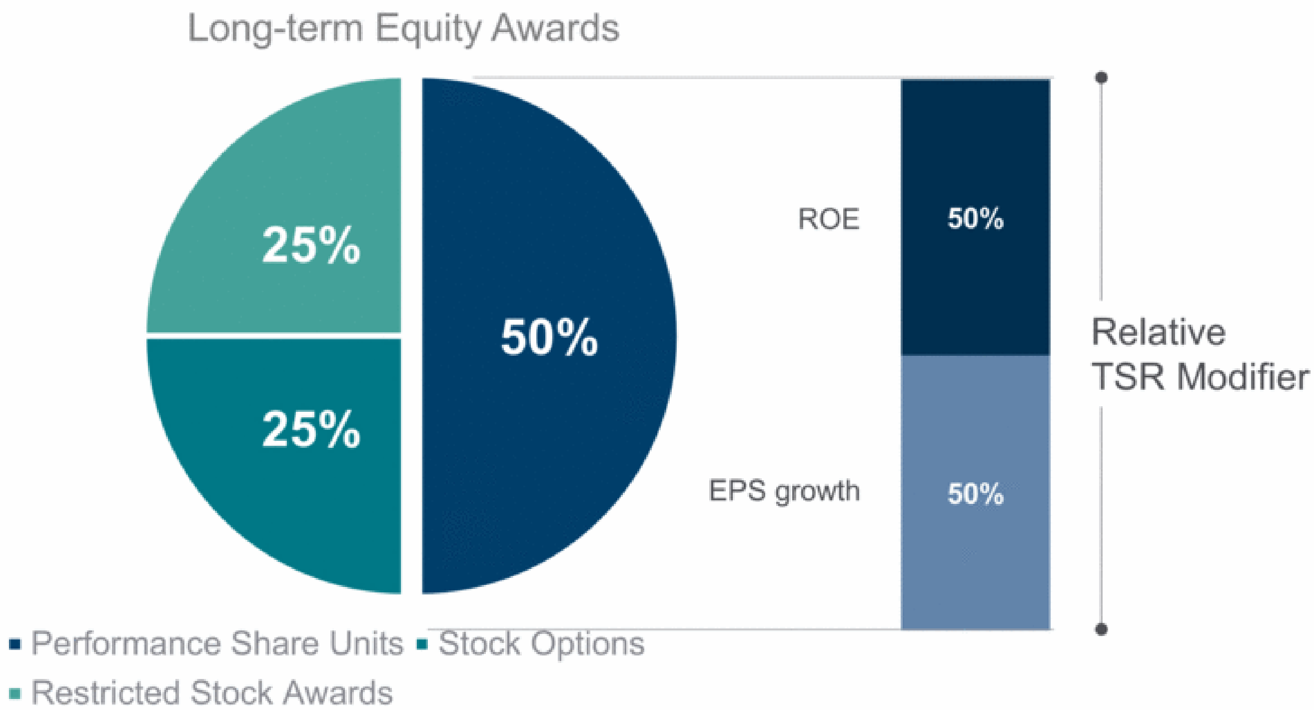
- Cash compensation for the CEO declined



- The percentage of equity compensation for the CEO increased

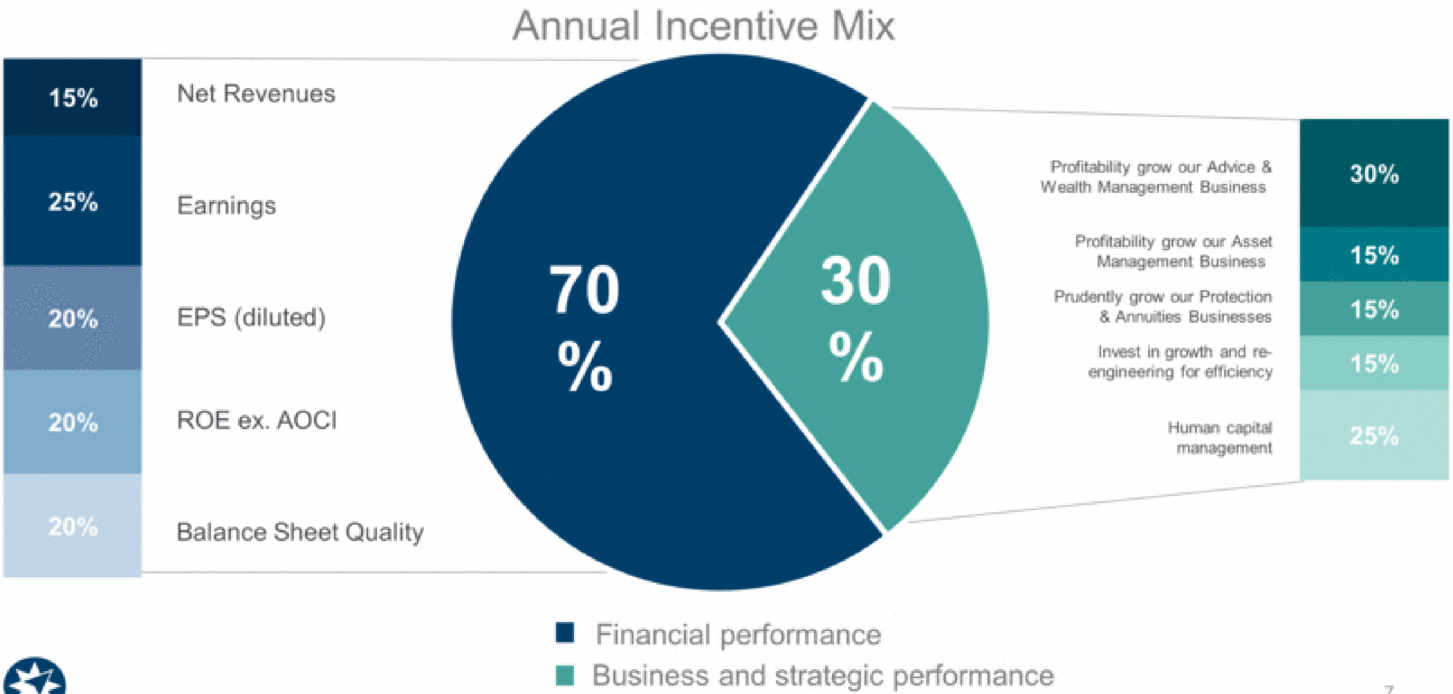


Our long-term equity awards are directly linked to Ameriprise performance



Our annual incentives are directly linked to Ameriprise performance

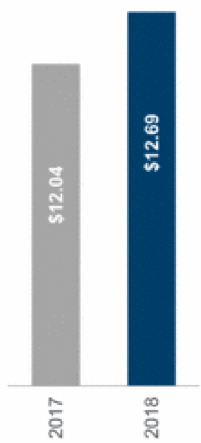
Annual incentive awards are based on pre-set metrics for financial as well as business and strategic performance. These awards are formulaic, and performance is measured against the pre-set goals for each metric; the Committee does not have discretion to alter the amounts.



Performance on our annual incentive financial metrics improved across the board in 2018

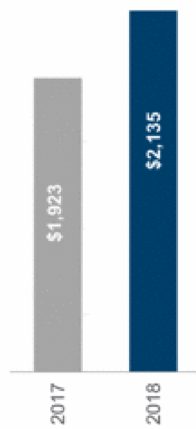
Adjusted Operating Net Revenues(1)
$ in billions

+5.4%



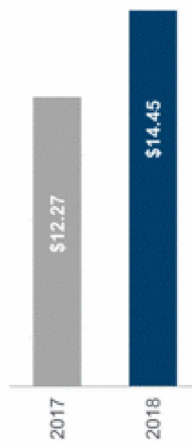
Adjusted Operating Earnings(1)
$ in millions

+11%



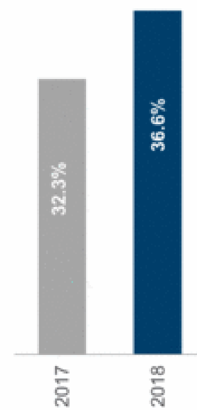
Adjusted Operating Earnings Per Diluted Share(1)

+17.8%



Adjusted Operating Return on Equity, ex. AOCI(1)

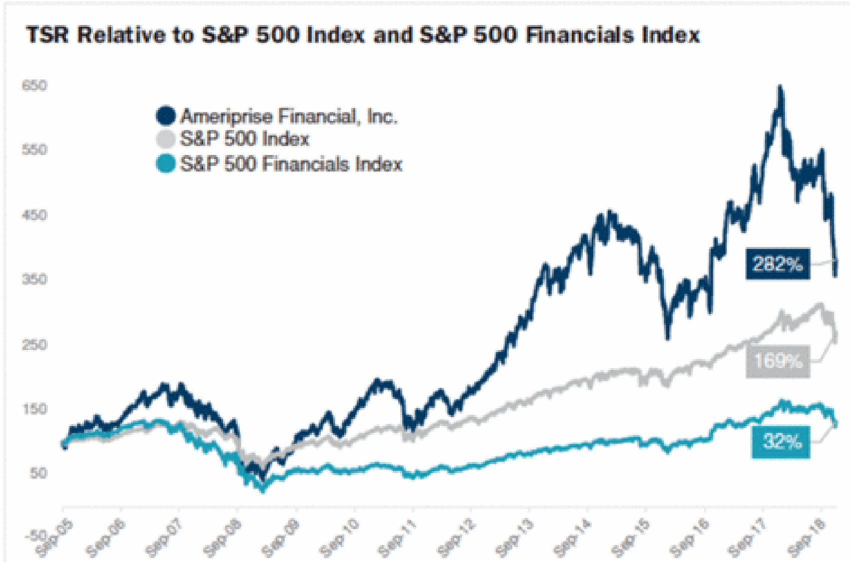
+4.3 pts



(1) For the purposes of evaluating 2017 performance, the Compensation and Benefits Committee of the Ameriprise Board excluded $320 million of Net Income remeasurement impacts associated with the enactment of federal tax reform. Our longer-term operating performance is also very strong on a relative basis, with industry leading ROE, and ROIC in the top quartile of peers. See pages 41-42 of our 2018 proxy statement for important disclosures and related details.

Our long-term total shareholder return is exceptional

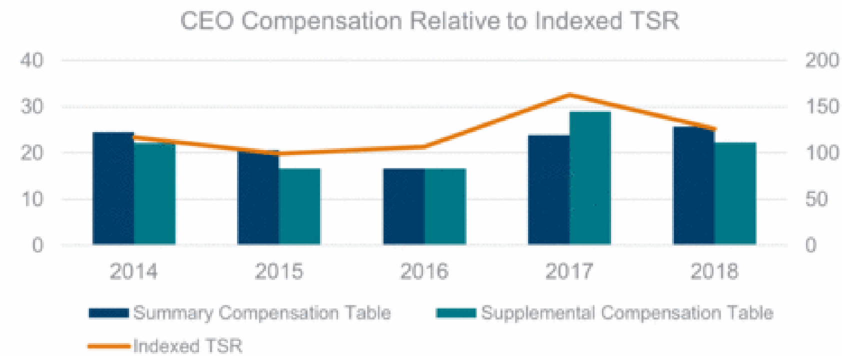
- We have generated consistent annual returns of **10.6%** since our spin-off from American Express in 2005, **compared to 2.1% for the S&P 500 Financials**.
- We **continue** to demonstrate significant long-term growth and **outperform the S&P 500 and S&P 500 Financials** by 113 and 250 percentage points, respectively.



Linking TSR to compensation

We base compensation primarily on financial and operational performance. Total shareholder return is used only as a modifier in the Performance Share Unit program.

We believe there is a strong alignment between pay and performance.



Our stock price has **appreciated by 30%** since the beginning of 2019, compared to an average of 13% for our proxy peers as of 4/2/2019.

(1) The supplemental table on page 55 of our proxy statement shows total direct compensation for our CEO and the other named executive officers for the period 2016-2018 so that our shareholders have a clearer picture of the structure of our executive compensation program.

Total shareholder return

While we recognize TSR as an important metric for our shareholders, we know that our 3-year TSR from 2016 – 2018 was significantly impacted by the stock price dislocation in the fourth quarter of 2018.

4th quarter volatility

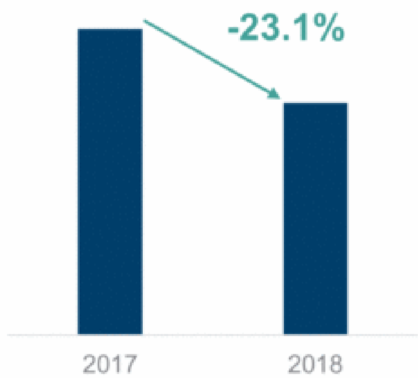
In the fourth quarter of 2018, our TSR was negatively impacted by significant market volatility. This timing was particularly problematic, because the end of 2018 is when ISS took its TSR snapshot and identified a “high” pay-for-performance concern based on our 3-year TSR at that specific point of time.

For example, based on our understanding of the methodology that ISS follows, our 3-year TSR would have scored significantly better if the TSR snapshot had been taken at either the end of the third quarter of 2018, or the end of the first quarter of 2019 – likely resulting in a lower concern on ISS’s Relative Degree of Alignment quantitative test.

Total direct compensation more accurately reflects 2018 compensation

Total Direct Compensation

2018 CEO compensation decreased 23.1% from 2017(1)



Misalignment Based on ISS's Calculation

The Summary Compensation Table presents a distorted picture of executive compensation because there is a one-year lag in reporting equity awards. In 2018, we are reporting the value of equity awards made for 2017 performance. ISS treated these equity awards as part of 2018 total compensation.

ISS increases the CEO's total compensation by $1.27 million by using its own option valuation model, rather than the one disclosed in our proxy statement.

Finally, most of the compensation ISS is evaluating was granted before our 2018 say-on-pay vote and before we made significant changes to our program.

(1) The table on page 39 of our proxy statement describes the calculation of total direct compensation.

Conclusion

The Compensation and Benefits Committee is deliberate in its **focus on long-term financial and business performance**, rather than near term stock price or stock price at a particular point in time.

In response to the feedback received from investors, the Committee **made significant changes** that directly address the feedback received.

As a result, CEO total direct compensation **declined by 23%** and cash incentives **declined by 43%** over the prior year.

Given the significant changes the Board implemented, compensation would have declined even more if 2018 performance had not been so strong.

For all of the reasons mentioned above, the Committee respectfully requests that you vote "For" our Say on Pay proposal, Item 2 on the ballot at our April 24, 2019, annual meeting. Thank you.

Jeffrey Noddle, Chairman
Dianne Neal Blixt
Amy DiGeso
Lon R. Greenberg
Robert F. Sharpe, Jr.

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