

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

SCHEDULE 14A

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT
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

QUALCOMM 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: _____

The following material may be provided to stockholders of Qualcomm Incorporated ("Qualcomm").



Important Information About Protecting Your Investment



To Reject Broadcom's
Hostile Takeover Attempt:
Vote the WHITE Proxy Card
FOR ALL of Qualcomm's
Highly Qualified Directors

Qualcomm

To learn more visit: qcomvalue.com



A message from your

The 5G Revolution

Exciting opportunities in new industries



Board of Directors

Vote now. Your vote matters.

Support Qualcomm by voting FOR ALL of our highly qualified directors on the WHITE proxy card today.

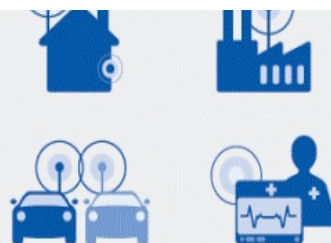
Your Board of Directors is committed to serving all stockholders' best interests and delivering significant value to you.

Your vote will have a significant impact on the value of your investment and the future of the Company.

Thank you for your support.

Broadcom's Low-Value, High-Risk Proposal Would Steal Value From You

- ✘ Lowball offer
- ✘ High-risk regulatory process
- ✘ Cannot deliver anything to you for at least 18 months, if ever
- ✘ Would give their conflicted nominees control of your Company



By 2035, 5G is expected to*

ENABLE

\$12.3 trillion

worth of goods and services

SUPPORT

22 million

jobs

* Source: IHS Economics & IHS Technology. The 5G economy: How 5G technology will contribute to the global economy. January 2017.

Qualcomm: Making 5G a Reality in 2019

Leader in 5G technology

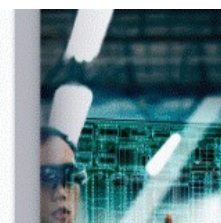
Great partnerships



Well ahead of the competition

Delivering Substantial Value to Stockholders

A clear path to creating near-term value



\$25-\$45 / share
in additional value from
licensing resolution

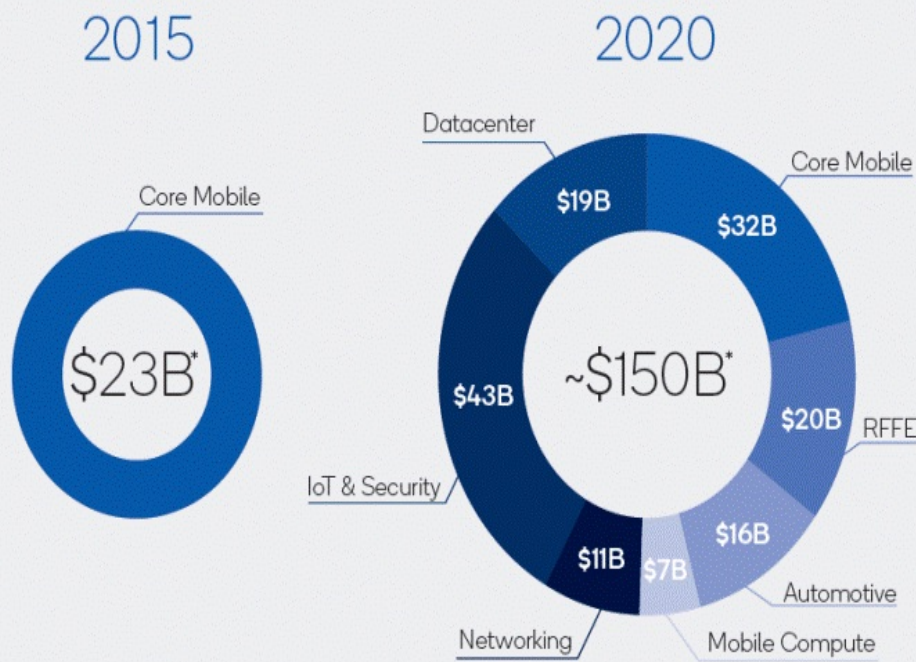
Significant earnings
per share growth
from NXP or share
repurchases

\$1 billion
in cost reductions

Continued business
growth
from core & 5G

Substantial
Non-GAAP EPS
Growth by FY19

Long-term growth opportunities will expand by **6 TIMES**



* Serviceable Addressable Market ("SAM") excludes QTL. 2015 SAM excludes adjacent opportunities outside of Core Mobile. Source: Combination of third party and internal estimates.

The Right Board of Directors

- ✓ 9 of 11 directors are independent
- ✓ Our CEO and Chairman have both led the Company through every previous mobile transition
- ✓ Deep understanding of Qualcomm's complex business
- ✓ Broad experience across relevant industries

✓ Vote FOR ALL of Qualcomm's highly qualified directors on the WHITE proxy card today.

Voting Your Shares is Quick and Easy



You will receive two proxy cards: Qualcomm (WHITE) and Broadcom (Blue).



You only need the **WHITE** card—it is labelled “WHITE.”



Throw away all Blue proxy cards you receive. Do not vote on the Blue card, not even “withhold”.

3 Easy Ways To Vote



Online

- Locate the Control Number on your WHITE proxy card
- Access the website indicated on your WHITE proxy card
- Follow the instructions provided



By Telephone

- Locate the Control Number on your WHITE proxy card
- Dial the telephone number indicated on your WHITE proxy card



By Mail

- Simply sign, date and return your WHITE proxy card in the postage-paid envelope provided

Remember: only your latest-dated vote counts

Even if you have already voted the Blue proxy card, you can still vote the **WHITE** card **FOR** Qualcomm’s highly qualified Board of Directors today. Only your latest-dated vote counts.

If you hold your shares through more than one account, you will receive a **WHITE** proxy card or **WHITE** voting instruction form for each account. It is very important that you vote with respect to each account you own.

**If you have questions about how to vote your shares,
please contact the firm assisting us with the solicitation:**

INNISFREE M&A INCORPORATED

Toll-Free at (877) 456-3442 (from the U.S. and Canada)
(412) 232-3651 (from other locations)

ADDITIONAL INFORMATION: Qualcomm has filed a definitive proxy statement and WHITE proxy card with the U.S. Securities and Exchange Commission (the “SEC”) in connection with its solicitation of proxies for its 2018 Annual Meeting of Stockholders (the “2018 Annual Meeting”). Qualcomm stockholders are strongly encouraged to read the definitive proxy statement (and any amendments and supplements thereto) and accompanying white proxy card as they contain important information. Stockholders may obtain the proxy statement, any amendments or supplements to the proxy statement and other documents as and when filed by Qualcomm with the SEC without charge from the SEC’s website at www.sec.gov.

CERTAIN INFORMATION REGARDING PARTICIPANTS: Qualcomm, its directors and certain of its executive officers may be deemed to be participants in connection with the solicitation of proxies from Qualcomm’s stockholders in connection with the matters to be considered at the 2018 Annual Meeting. Information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the proxy statement and other materials to be filed with the SEC. These documents can be obtained free of charge from the sources indicated above.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS: Any statements contained in this document that are not historical facts are forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Additionally, statements regarding operating results for future years, growth in operating results and the factors contributing to future operating results; the resolution of licensing disputes and the impact and timing thereof; expected market, industry, geographic and organic growth and trends; future serviceable addressable market size and growth; anticipated contributions from and growth in new opportunities; benefits from planned cost reductions; technology and product leadership and trends; Qualcomm’s positioning to benefit from any of the above; potential benefits and upside to Qualcomm’s stockholders related to any of the above; and the regulatory process and regulatory uncertainty are forward-looking statements. Words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “project,” “predict,” “should,” “will” and similar expressions are intended to identify such forward-looking statements. These statements are based on Qualcomm’s current expectations or beliefs, and are subject to uncertainty and changes in circumstances. Actual results may differ materially from those expressed or implied by the statements herein due to changes in economic, business, competitive, technological, strategic and/or regulatory factors, and other factors affecting the operations of Qualcomm. More detailed information about these factors may be found in Qualcomm’s filings with the SEC, including those discussed in Qualcomm’s most recent Annual Report on Form 10-K and in any subsequent periodic reports on Form 10-Q and Form 8-K, each of which is on file with the SEC and available at the SEC’s website at www.sec.gov. SEC filings for Qualcomm are also available in the Investor Relations section of Qualcomm’s website at www.qualcomm.com. Qualcomm is not obligated to update these forward-looking statements to reflect events or circumstances after the date of this document. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates.

Protect your investment by voting only the **WHITE** Voting Instruction Form **TODAY!!**

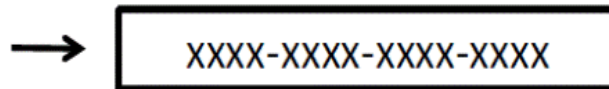
Use one of the easy ways to vote below:

Vote by Phone
1-800-454-8683



Vote by Web
www.proxyvote.com

You'll need your **Control Number**, which can be found on the **WHITE** Voting Instruction Form in the box next to the arrow, as shown in the example below:



You may also vote by simply signing, dating and returning the **WHITE** Voting Instruction Form in the postage-paid envelope provided.

ANY QUESTIONS? Please see the Stockholder Voting Guide on the reverse side!

Stockholder Voting Guide

What will I receive?

You will receive several mailings from both Qualcomm and Broadcom ahead of Qualcomm's 2018 Annual Meeting of Stockholders. To support Qualcomm's Board, you need to vote **FOR ALL** nominees on the **WHITE** Voting Instruction Form, for each of your accounts holding Qualcomm shares.

You should **DISCARD** Broadcom's Blue Voting Instruction Form. Even a protest vote against Broadcom's nominees and its hostile takeover attempt on the Blue Voting Instruction Form will revoke any prior votes on Qualcomm's **WHITE** Voting Instruction Form.

How do I vote?

Use the easy-to-follow instructions on the reverse side of this voting guide.

What if I vote more than once?

ONLY your latest-dated vote will be counted, and it will override your previous votes.

If I do not vote, is that an automatic vote for Qualcomm?

No. If you do not vote, your shares will not be counted.

Any questions?

Please call our proxy solicitor, Innisfree M&A Incorporated

Toll free: 1-877-456-3442 (from the U.S. or Canada)

or +1-412-232-3651 (from other locations)

Protect your investment by voting only the **WHITE** Proxy Card **TODAY!!**

Use one of the easy ways to vote below:



Vote by Web

<https://www.proxyvotenow.com/qcom>

Vote by Phone

1-866-594-5270

You'll need your **Control Number**, which can be found on the **WHITE** Proxy Card in the box labelled as follows:

CONTROL NUMBER:

XXX-XXX-XXXX

You may also vote by simply signing, dating and returning the **WHITE** Proxy Card in the postage-paid envelope provided.

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Certain Information Regarding Participants

Qualcomm, its directors and certain of its executive officers may be deemed to be participants in connection with the solicitation of proxies from Qualcomm's stockholders in connection with the matters to be considered at the 2018 Annual Meeting. Information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the proxy statement and other materials to be filed with the SEC. These documents can be obtained free of charge from the sources indicated above.

Cautionary Note Regarding Forward-Looking Statements

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