

**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**

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

Invesco Ltd.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

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- No fee required.
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On May 4, 2021, Invesco Ltd. made the following disclosure to update certain sections of its Proxy Statement (the “Proxy Statement”) filed with the Securities and Exchange Commission on March 26, 2021 (with the amendments to the original text in ***bold italics*** and all charts shown below being either revised or new, as indicated).

Company scorecard results for 2020 – aligning pay with results

The 2020 company scorecard on page 42 of the Proxy Statement is updated as follows:

The outcomes for our 2020 company scorecard are described below with an overall company score of 72%—targets partially achieved. ***In addition, the scorecard shows for each measure the 2020 Goal or Target, 2020 end of year outcome and the percentage achieved. All measures within each category are equally weighted and the three categories are weighted as shown in the scorecard.***

Category Weighting Factor	Objective	Measures	2020 Goal/Target	2020 EOY	% of Achievement
Financial Performance 50%	Deliver strong operating results and financial outcomes	- Adjusted earnings per share (Diluted EPS)	\$2.38	\$1.93	81%
		- Adjusted operating income	\$1,866M	\$1,665 M	89%
	Cash management	- Leverage ratio (adjusted debt/EBITDA) ²	0.92.x	1.37x	67%
	Drive efficiency and effectiveness	- Adjusted operating margin	38.0%	37.0%	97%
		- <i>Operating Expense per average AUM</i>	24.5	23.7	103%
	Increase shareholder returns	- Dividend growth	3.2%	-50.0%	0%
		- Cumulative capital returned to shareholders (5 year period)	\$4,752M	\$4,335M	91%
- Total shareholder return vs. total returns of S&P 500 and our peer group (top half of peer group)		Top half of peer group	Bottom half of peer group	0%	
Category Assessment					66%
Delivering to Clients 30%	Achieve strong investment performance and advocate responsible investment practices	- <i>Sustain responsible investment and corporate stewardship commitment (PRI rating)</i>	A+	A+	100%
		- <i>Quality and breadth of mature investment capabilities (share of investment strategies with market leading ISPM scores)</i>	62%	49%	79%
		- <i>60% of actively managed assets in top half of peer group over 3- & 5- year</i>			
		- 3- year	60%	58%	96%
		- 5- year	60%	61%	101%
		- <i>Organic Growth</i> ³	-0.2%	-1.7%	14%
		- <i>Absolute Gross flows</i> ³	\$280.8B	\$310.9B	111%
		- <i>Absolute Net flows</i> ³	-\$2.4B	-\$15.8B	0%
- <i>Redemption rate</i> ³	-27.8%	-34.3%	0%		
Category Assessment					63%
Organizational Strength 20%	Ensure organizational health and high performance culture	- Leadership and management practices:			
		<i>Leadership Effectiveness</i>			
		* <i>Foster and build a diverse and inclusive culture (female representation in senior management)</i>	≥ 32%	32%	100%
		** <i>Sustainable employee engagement scores</i>	≥ 85%	82%	96%
** <i>Employee retention (employee turnover rate)</i>	< 10%	6.5%	100%		
Category Assessment					99%
Overall Weighted Assessment					72%

¹ 2020 End of year results through the end of 2020

² Amounts exclude the outstanding preferred shares

³ Based on average long-term assets and flows

Assessment/Total Incentive percentage range

Exceptional achievement 126% - 130%

Targets exceeded 111% - 125%

Targets achieved 85% - 110%

Targets partially achieved 50% - 84%

Targets not
achieved

0% - 49%

Performance-based equity awards – Performance award vesting matrix

The vesting matrix that begins on page 55 of the Proxy Statement is updated as follows:

The number of shares that vest will equal the target award amount multiplied by the vesting percentage associated with the Average AOM and Relative TSR ranking on the chart below. *The company has revised the vesting matrix to require Relative TSR to equal the 55% percentile (previously the matrix required a “median” outcome) to achieve 100% vesting — assuming Absolute 3-year Average AOM is 37.5%. Vesting may range from 0% to 150%; provided, however, if the company’s 3-year absolute TSR is negative, vesting will be capped at 100%.* We believe that the linked vesting performance thresholds provide significant rigor to our incentive program, as payouts are not a range of outcomes but represent specific performance levels.

The below *revised* vesting matrix is for performance-based equity awards granted in connection with 2020 pay.

Absolute 3-year Average AOM	Relative TSR ¹				
	Lowest	40% tile	55%tile	75%tile	Highest
≥41.0%	100%	116%	133%	142%	150%
40.0%	83%	103%	122%	133%	142%
39.0%	67%	90%	111%	123%	133%
37.5%	50%	75%	100%	113%	125%
36.0%	33%	58%	83%	100%	117%
34.5%	17%	42%	68%	88%	108%
≤33.0%	0%	25%	50%	75%	100%



¹ Points between the stated data points are determined by ratable straight-line interpolation.

If Invesco's Relative TSR is the lowest percentile and Absolute 3-year Average AOM is 33% or less, then our CEO and each of our executives will not be entitled to a distribution of any shares or accrued dividends. ***In addition, if the company's 3-year absolute TSR is negative, vesting will be capped at 100%.***

The rigor of the thresholds, as well as the partial vesting of awards for failure to meet the target range and an upside opportunity for performance beyond the target range, align with the company's operating plan and committee's belief that the company's performance-based awards demonstrate our pay-for-performance philosophy.

2021 Company Scorecard

As shown below, for 2021, we will further reduce the number of company scorecard metrics and update the weightings of the categories to increase the impact of financial factors. Consistent with our revised disclosure for the 2020 company scorecard, the company intends to publish for the 2021 company scorecard for each measure the 2021 goal or target, 2021 end of year outcome and percentage achieved.

Category Weighting Factor	Measure
Financial Performance 66.7% 	Long-term net flows
	Net revenue
	Adjusted operating income
	Adjusted operating margin
	Adjusted earnings per share (diluted EPS)
Organizational Strength 33.3% 	Deliver sustainable Investment
	Talent Development
	Execute Enterprise Wide Strategic Objectives

All metrics are equally weighted within each of the two categories. The score for each of the categories are weighted as shown.