

BLACK BOX CORP
Form DEFA14A
June 29, 2017

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

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

Black Box Corporation

(Name of Registrant as Specified In Its Charter)

N/A

(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:
-

BLACK BOX CORPORATION

Important Notice Regarding the Availability of Proxy Materials
for the Annual Meeting of Stockholders

To Be Held On:

August 8, 2017, at 9:00 a.m. Eastern Time

at the offices of the Company at 1000 Park Drive, Lawrence, Pennsylvania

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

Please note that this is not a ballot and you cannot use this Notice to vote by mail. This Notice presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as instructed below before 07/21/2017.

Please visit www.proxydocs.com/bbox, where the following materials are available for view:

• Notice of Annual Meeting of Stockholders and Proxy Statement

• Annual Report

TO REQUEST MATERIAL: TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)
E-MAIL: info@amstock.com

WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

TO VOTE: ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time on the day before the cut-off or meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting. Please note that you may be required to present a valid picture identification to enter the meeting.

TELEPHONE: To vote by telephone, please visit www.voteproxy.com to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

1. Election of nine (9) members of the Board of Directors:

NOMINEES:

Cynthia J. Comparin

Richard L. Crouch

Richard C. Elias

Thomas W. Golonski

Thomas G. Greig

John S. Heller

William H. Hernandez

E.C. Sykes

Joel T. Trammell

2. Ratification of the appointment of BDO USA, LLP as the independent registered public accounting firm of the Company for the fiscal year ending March 31, 2018.

3. Advisory Vote to Approve Named Executive Officer Compensation.

4. Advisory Vote on Frequency of Executive Compensation Votes.
 5. Approval of the Amended and Restated 2008 Long-Term Incentive Plan.
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The Board of Directors has established the close of business on Friday, June 16, 2017 as the record date for the determination of the stockholders entitled to notice of and to vote at the Annual Meeting. Proxies shall have discretionary power to vote upon such other matters as may come before the meeting or any adjournment thereof.

Our Board of Directors unanimously recommends a vote FOR each of the nominees named in Proposal 1 for election as director; FOR ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for Fiscal 2018; FOR approval, on an advisory basis, of the compensation of our named executive officers, as disclosed in the Proxy Statement; FOR approval, on an advisory basis, of annual votes on executive compensation; and FOR approval of the Amended and Restated 2008 Long-Term Incentive Plan.

Please note that this is not a ballot and you cannot use this notice to vote by mail.