

MGP INGREDIENTS INC  
Form DFAN14A  
July 23, 2013

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 under §240.14a-12

MGP Ingredients, Inc.  
(Name of Registrant as Specified In Its Charter)

Karen Seaberg

Laidacker M. Seaberg

Cloud L. Cray, Jr.

Cray Family Management LLC

Cray MGP Holdings LP

John P. Bridendall

M. Jeannine Strandjord  
(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:
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- Fee paid previously with preliminary materials.

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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:
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## Edgar Filing: MGP INGREDIENTS INC - Form DFAN14A

On June 12, 2013, the Atchison Globe published a news article related to MGP Ingredients, Inc. (the Company) and the solicitation of proxies by Karen Seaberg, Laidacker M. Seaberg, Cloud L. Cray, Jr., Cray Family Management LLC, Cray MGP Holdings LP, John P. Bridendall and M. Jeannine Strandjord (the Participants) for the Company's 2013 Annual Meeting of Stockholders, and any adjournments, postponements, continuations or rescheduling thereof (the 2013 Annual Meeting). In that news article, Karen Seaberg is quoted saying "I got a call from a competitor that [Tim Newkirk, the CEO of MGP Ingredients, Inc.] was going to visit and [t]hat pretty much was the last straw. The article quotes Ms. Seaberg saying that [w]e believe in the strategy. It's good, she is quoted as saying, [w]e're just unhappy with the management. Ms. Seaberg is also quoted as saying, "This is a closely held company in such a small share base. [ ] We do feel that the bulk of the stock supports us.

On June 29, 2013, the Atchison Globe published another news article on the same topic. In that news article, Ms. Seaberg is quoted saying "I think what this is about is entrenchment and delay. The article quotes Ms. Seaberg as saying "Current directors and officers want to put off the annual shareholders' meeting as long as they can before the shareholders can get their say on the issues my family has raised in its Proxy Statement. Describing the proposal presented in the Participants' Definitive Proxy Statement as Proposal 4, Confidential Voting, Ms. Seaberg is quoted saying, "We don't want [Mr. Newkirk] to retaliate. Ms. Seaberg is quoted saying, "He's shown in the past that he will retaliate against those who disagree with him.

ON JULY 10, 2013, THE PARTICIPANTS FILED A DEFINITIVE PROXY STATEMENT WITH THE SECURITIES AND EXCHANGE COMMISSION (THE SEC). SECURITY HOLDERS ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY THE PARTICIPANTS FROM THE STOCKHOLDERS OF THE COMPANY FOR USE AT THE 2013 ANNUAL MEETING BECAUSE THEY CONTAIN IMPORTANT INFORMATION RELATING TO THE PARTICIPANTS. THE DEFINITIVE PROXY STATEMENT IS AVAILABLE AT NO CHARGE AT THE SEC'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). THE PARTICIPANTS' DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WERE FIRST SENT TO HOLDERS OF THE COMPANY'S COMMON STOCK AND PREFERRED STOCK ON OR ABOUT JULY 12, 2013.

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