

AZZ INC  
Form DEFA14A  
June 05, 2018

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

AZZ 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.

☐ 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:

AZZ INC.

SUPPLEMENT DATED JUNE 4, 2018  
TO PROXY STATEMENT  
FOR THE ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 10, 2018

On May 25, 2018, AZZ Inc. (“AZZ” or the “Company”) filed a definitive proxy statement (the “Proxy Statement”) with the Securities and Exchange Commission, which was recently distributed in connection with the Company’s Annual Meeting of Shareholders scheduled for Tuesday, July 10, 2018. The Company is filing this supplement to its Proxy Statement (this “Supplement”) solely to provide supplemental information with respect to Proposal 3 – Approval of the AZZ Inc. 2018 Employee Stock Purchase Plan (the “2018 ESPP”). The following supplemental information should be added to the end of the section titled “Eligibility” under Proposal 3 – Approval of the AZZ Inc. 2018 Employee Stock Purchase Plan of the Proxy Statement:

As of the date of the Proxy Statement, there are approximately 4,031 employees eligible to participate in the 2018 ESPP.

Defined terms used but not defined in this Supplement have the meanings set forth in the Proxy Statement. This disclosure should be read in conjunction with the Proxy Statement, which should be read in its entirety. This Supplement does not change or update any of the other disclosures contained in the Proxy Statement.