

Dorman Products, Inc.
Form DEFA14A
April 03, 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 Rule 14a-12

Dorman Products, Inc.

(Name of the Registrant as Specified In Its Charter)

Not Applicable

(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:

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- (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:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 16, 2017.**

DORMAN PRODUCTS, INC.

WELLS FARGO SHAREOWNER SERVICES

1110 CENTRE POINTE CURVE

SUITE 101

MENDOTA HEIGHTS, MN 55120

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 17, 2017
Date: May 16, 2017 **Time:** 8:30 a.m.
Location: Offices of Blank Rome, LLP
One Logan Square
18th & Cherry St.
Philadelphia, PA 19103

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents or future documents, you must make a request. There is NO charge to receive a copy. Please choose one of the following methods to make your request to receive the current proxy materials or to select a future delivery preference:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 2, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you are a shareholder of record as of the close of business on March 17, 2017, you may vote in person at the shareholder meeting. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

*** If voting by proxy, cumulative voting for directors can only be processed by using the proxy card method of voting.**

Voting Items

The Annual Meeting of Shareholders of Dorman Products, Inc. has been called to consider and act upon the following matters:

The Board of Directors recommends you vote FOR the following six directors:

1. Election of Directors

Nominees:

- | | |
|-----------------------|------------------------|
| 01) Steven L. Berman | 04) Paul R. Lederer |
| 02) Mathias J. Barton | 05) Richard T. Riley |
| 03) John J. Gavin | 06) G. Michael Stakias |

The Board of Directors recommends you vote FOR the following proposal:

2. Advisory approval of the compensation of our named executive officers.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

3. Advisory vote on the frequency of the advisory vote on named executive officer compensation.

The Board of Directors recommends you vote FOR the following proposal:

4. Approval of amendments to our Amended and Restated Articles of Incorporation and Amended and Restated By-laws to implement a majority voting standard for uncontested director elections.

The Board of Directors recommends you vote FOR the following proposal:

5. Approval of an amendment to our Amended and Restated Articles of Incorporation to eliminate cumulative voting in director elections.

The Board of Directors recommends you vote FOR the following proposal:

6. Approval of an amendment to our Amended and Restated By-laws to increase the maximum number of directors to nine members.

The Board of Directors recommends you vote FOR the following proposal:

7. Approval of the Dorman Products, Inc. Employee Stock Purchase Plan.

The Board of Directors recommends you vote FOR the following proposal:

8. Ratification of KPMG LLP as the Company's independent registered public accounting firm for the 2017 fiscal year.

NOTE: Such other business as may properly come before the meeting or any postponement or adjournment thereof.

If the Annual Meeting of Shareholders is adjourned because of the absence of a quorum, those shareholders entitled to vote who attend the adjourned annual meeting, although constituting less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors. If the Annual Meeting of Shareholders is adjourned for one or more periods aggregating at least fifteen (15) days because of the absence of a quorum, those shareholders entitled to vote who attend the reconvened annual meeting, if less than a quorum as determined under applicable law, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth herein.

