

CASTLE A M & CO  
Form DEFA14A  
June 17, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**SCHEDULE 14A**

**(RULE 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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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  
Section  
240.14a-12

**A.M. Castle & Co.**

**(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)(4)  
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:

(4)

Proposed  
maximum  
aggregate  
value of  
transaction:

Total fee  
paid:

(5)

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.

Amount  
previously  
paid:

(1)

Form,  
Schedule or  
Registration  
Statement

(2) No.:

Filing Party:

(3)

Date Filed:

(4)

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

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on July 27, 2016**

*A.M. CASTLE & CO.*

**Meeting Information**

**Meeting Type:** Annual  
Meeting

**For**  
**holders as June 06, 2016**  
**of:**

**Date:** July 27,  
2016    **Time:** 10:00  
AM CDT

A.M. Castle &  
Co. Corporate  
HQ  
1420  
Kensington  
Rd, Suite 220

**Location:** Oak Brook,  
Illinois 60523

*A.M. CASTLE & CO.*  
*ATTN: MAREC E. EDGAR*

*1420 KENSINGTON ROAD, SUITE 220*  
*OAK BROOK, ILLINOIS 60523*

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

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. 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.**

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## **Before You Vote**

How to Access the Proxy Materials

### **Proxy Materials Available to VIEW or RECEIVE:**

1. Annual Report
2. Notice & Proxy Statement

### **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, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL\*:* [sendmaterial@proxyvote.com](mailto: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 July 13, 2016 to facilitate timely delivery.

## **How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder 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 available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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**Voting  
items  
The Board of  
Directors  
recommends  
you vote  
FOR the  
following:**

1. Election  
of  
Directors

**Nominees**

01 Gary A. Masse 02 Michael Sheehan 03 Richard N. Burger

**The Board of Directors recommends you vote FOR proposals 2, 3 and 4.**

2. To approve the Company's executive compensation on an advisory (non-binding) basis.

3. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

4. To approve amendment of the Company's 2008 Omnibus Incentive Plan to increase the number of shares authorized there under and effect such other changes as described in the Proxy Statement.

**NOTE:** This proxy confers discretionary authority for the proxy holders to vote on any other matter that may properly come before the meeting or any adjournments or postponements thereof.

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