

INDEPENDENCE HOLDING CO  
Form DEFA14A  
September 26, 2017

**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 (Amendment No. 1)

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

**INDEPENDENCE HOLDING COMPANY**  
(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:

Aggregate number of securities to which transaction applies:

(2)

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):

(3)

Proposed maximum aggregate value of transaction:

(4)

Total fee paid:

(5)

Fee paid previously with preliminary materials.

o

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 No.:

(2)

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 November 10, 2017.**

**Meeting Information** INDEPENDENCE HOLDING COMPANY Meeting Type: Annual Meeting For holders as of: September 15, 2017 Date: November 10, 2017 Time: 10:00 AM Eastern Time Location: Meeting live via the Internet-please visit [www.virtualshareholdermeeting.com/IHC2017](http://www.virtualshareholdermeeting.com/IHC2017)

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit [www.virtualshareholdermeeting.com/IHC2017](http://www.virtualshareholdermeeting.com/IHC2017) and be sure to have the information that is printed in the box marked by the arrow (located on the following page). g XXXX XXXX XXXX XXXX

*INDEPENDENCE HOLDING COMPANY 96 CUMMINGS POINT ROAD STAMFORD, CT 06902* 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. You may view the proxy materials online at [www.proxyvote.com](http://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.

E33106-P96970

**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](http://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. g XXXX XXXX XXXX XXXX g XXXX XXXX XXXX XXXX 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 October 27, 2017 to facilitate timely delivery. **How To Vote** E33107-P96970 Please Choose One of the Following Voting Methods **Vote By Internet:** *Before The Meeting:* Go to [www.proxyvote.com](http://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. *During The Meeting:* Go to [www.virtualshareholdermeeting.com/IHC2017](http://www.virtualshareholdermeeting.com/IHC2017). Have the information that is printed in the box marked by the arrow (located on the following page) 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. g XXXX XXXX XXXX XXXX g XXXX XXXX XXXX XXXX

Voting Items The Board of Directors recommends you vote FOR the following: 1. Election of Directors Nominees: 01) Larry R. Graber 02) Teresa A. Herbert 03) David T. Kettig 04) Allan C. Kirkman 05) John L. Lahey 06) Steven B. Lapin 07) Ronald I. Simon 08) James G. Tatum 09) Roy T.K. Thung The Board of Directors recommends you vote FOR the following proposals: 2. To ratify the appointment of RSM US LLP as IHC's independent registered public accounting firm for the fiscal year ending December 31, 2017. 3. To approve, by non-binding vote, executive compensation. The Board of Directors recommends you vote 3 YEARS on the following proposal: 4. To recommend, by non-binding vote, the frequency of executive compensation votes. NOTE: Transact any other business that may properly come before the meeting. E33108-P96970

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: KEEP THIS PORTION FOR YOUR RECORDS DETACH AND RETURN THIS PORTION ONLY THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. Signature (Joint Owners) Date Signature [PLEASE SIGN WITHIN BOX] Date VOTE BY INTERNET Before The Meeting - Go to [www.proxyvote.com](http://www.proxyvote.com) Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form. During The Meeting - Go to [www.virtualshareholdermeeting.com/IHC2017](http://www.virtualshareholdermeeting.com/IHC2017) You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box below marked by the arrow available and follow the instructions. VOTE BY PHONE - 1-800-690-6903 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions. VOTE BY MAIL Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. INDEPENDENCE HOLDING COMPANY 96 CUMMINGS POINT ROAD STAMFORD, CT 06902 E33100-P96970 For All Withhold All INDEPENDENCE HOLDING COMPANY To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below. For All Except The Board of Directors recommends you vote FOR the following: !!! 1. Election of Directors Nominees: 01) Larry R. Graber 02) Teresa A. Herbert 03) David T. Kettig 04) Allan C. Kirkman 05) John L. Lahey 06) Steven B. Lapin 07) Ronald I. Simon 08) James G. Tatum 09) Roy T.K. Thung Abstain Against For The Board of Directors recommends you vote FOR the following proposals: !!! 2. To ratify the appointment of RSM US LLP as IHC's independent registered public accounting firm for the fiscal year ending December 31, 2017. !!! 3. To approve, by non-binding vote, executive compensation. 1 Year The Board of Directors recommends you vote 3 YEARS on the following proposal: Abstain 2 Years 3 Years !!!! 4. To recommend, by non-binding vote, the frequency of executive compensation votes. NOTE: Transact any other business that may properly come before the meeting. ! For address changes and/or comments, please check this box and write them on the back where indicated. No Yes !! Please indicate if you plan to attend this meeting. Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by an authorized officer. V.1.2

INDEPENDENCE HOLDING COMPANY ANNUAL STOCKHOLDERS' MEETING NOVEMBER 10, 2017  
PLEASE SEE REVERSE SIDE FOR VOTING INSTRUCTIONS Important Notice Regarding the Availability of  
Proxy Materials for the Annual Meeting: The Notice and Proxy Statement and Annual Report are available at  
www.proxyvote.com. E33101-P96970 REVOCABLE PROXY INDEPENDENCE HOLDING COMPANY  
ANNUAL MEETING OF STOCKHOLDERS NOVEMBER 10, 2017, 10:00 AM EASTERN TIME THIS PROXY  
IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS The undersigned stockholder of Independence  
Holding Company (the "Company") hereby appoints Teresa A. Herbert and Loan T. Nisser, and each or either of  
them, the true and lawful proxies, agents and attorneys of the undersigned, each with full power to act without the  
other and with full power of substitution to vote all shares of the Company which the undersigned would be entitled to  
vote if personally present at the Annual Meeting of Stockholders of the Company to be held on Friday, November 10,  
2017 at 10:00 AM Eastern Time, at www.virtualshareholdermeeting.com/IHC2017 and at any adjournment or  
postponement thereof. The shares represented by this proxy card will be voted as directed on the reverse side. If no  
direction is given and the proxy card is validly executed, the shares will be voted FOR proposals 1, 2 and 3 and 3  
YEARS on proposal 4. Address Changes/Comments:

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(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.) Continued  
and to be signed on reverse side V.1.2