

CatchMark Timber Trust, Inc.

Form DEFA14A

April 18, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

(RULE 14A-101)

SCHEDULE 14A INFORMATION

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 Rule 14a-12

CATCHMARK TIMBER TRUST, INC.

(Name of Registrant as Specified in its Charter)

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:

CatchMark Timber Trust, Inc.
IMPORTANT PROXY INFORMATION
Your Vote Counts!

PLEASE USE THE 14-DIGIT CONTROL NUMBER and 8-DIGIT SECURITY CODE LISTED IN THE BOXES BELOW WHEN VOTING OR REQUESTING MATERIAL VIA THE TELEPHONE OR INTERNET.

Stockholder
Meeting
Notice:
THIS IS
NOT A
PROXY.
Please read
carefully for
voting
instructions.
Important
Notice
Regarding
the
Availability
of Proxy
Materials for
CatchMark
Timber Trust,
Inc.
for the
Annual
Meeting of
Stockholders
to be Held
June 23,
2017

As a stockholder, it is important for you to vote! The Annual Meeting of Stockholders (the “Annual Meeting”) of CatchMark Timber Trust, Inc. (“CatchMark”) will be held on June 23, 2017, at 10:00 a.m., local time, at the Westin Atlanta Perimeter North, 7 Concourse Parkway NE, Atlanta, Georgia 30328. To obtain directions to attend the meeting and vote in person, please visit www.CatchMark.com/proxy.

On the back of this notice, you will find a summary of the proposals that require a stockholder vote at the meeting. This communication is NOT a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The proxy statement for the Annual Meeting, 2016 Annual Report and form of proxy are available at:
www.CatchMark.com/proxy

If you want to receive a paper copy of the documents or an email with a link to the proxy materials, you must request them. There is no charge to you for requesting a paper copy. Paper materials will be mailed to the address on file within three business days of receipt of such request. If you wish to make such a request, please do so as soon as possible but no later than June 16, 2017, to facilitate timely delivery.

YOU MAY ACCESS THE PROXY MATERIALS ONLINE, OR YOU MAY REQUEST PAPER COPIES AND/OR ELECT A PERMANENT DELIVERY PREFERENCE FOR FUTURE STOCKHOLDER MEETINGS USING ONE OF THE THREE METHODS BELOW.

TO ACCESS MATERIALS OR
REQUEST PAPER COPIES
ONLINE:

GO TO THE WEBSITE:

www.CatchMark.com/proxy

On this site, you can view the proxy statement for the Annual Meeting, 2016 Annual Report and a form of proxy electronically. You also can click the link under "REGISTERED Stockholders" to access a secure website where you may vote your proxy, request paper copies of the proxy materials for the Annual Meeting, request an email with a link to the proxy materials, and/or set your permanent delivery preference for future stockholder meetings. Just follow the steps outlined on this secure website.

TO REQUEST PAPER COPIES BY PHONE OR
EMAIL:

| | |
|---|--|
| CALL: | EMAIL: |
| 877-816-5331 | proxymaterials@computershare.com |
| Use a touch-tone phone to request paper copies of the | Request paper copies of the proxy materials for the Annual Meeting and/or set permanent delivery preferences for future stockholder meetings via email. In your email request: |
| | <ul style="list-style-type: none">• To request paper copies of the proxy materials, provide only your 14-Digit Control Number and 8-Digit Security |

proxy materials for the Annual Meeting and/or set your permanent delivery preference for future stockholder meetings. Call toll-free from the United States or Canada, at NO CHARGE to you.

Code as listed on this notice.
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To elect to receive all future proxy materials in paper form or via email, please note which method is your preference and provide your email address, if applicable.

Follow the instructions provided in the recorded messages.

HOW TO VOTE:

You may vote your proxy in one of four ways:

- **BY INTERNET:** Go to the website www.CatchMark.com/proxy and click the link under “REGISTERED Stockholders” to access the secure voting website, where you may follow the instructions to submit your vote.

- **BY TELEPHONE:** Call toll-free at 1-800-337-3503 and follow the instructions to submit your vote.

- **BY MAIL:** Request a paper copy of the proxy materials for the Annual Meeting via one of the three methods described on the front of this notice. These materials will include a proxy card, which you may complete and return by mail per the instructions on the proxy card.

- **IN PERSON:** If you wish to attend and vote at the Annual Meeting, please bring this notice and proper identification with you.

The following matters will be considered at the meeting:

1. Election of seven directors to hold office for one-year terms expiring in 2018.
2. Approval, on an advisory basis, of the compensation of CatchMark’s named executive officers.
3. Approval of our 2017 Incentive Plan.
4. Ratification of the appointment of Deloitte & Touche LLP as CatchMark’s independent registered public accounting firm for the fiscal year ending December 31, 2017.
5. Any other business that may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors recommends that you vote “FOR” each director nominee in Proposal No. 1 and “FOR” Proposal Nos. 2, 3 and 4.

Please refer to the proxy materials for further details on the proposals.
Your vote is important no matter how many shares you own!

COMMON
QUESTIONS
ABOUT
NOTICE
AND
ACCESS

Why am I receiving a Notice of Internet Availability instead of a proxy card and proxy statement?

CatchMark has elected to utilize a distribution model authorized by the Securities and Exchange Commission (the “SEC”) in 2007. This model, known as Notice and Access, allows public companies to send you a notice instead of a full set of printed proxy materials. As a stockholder, you can select the means by which you access these proxy materials. You can view the materials electronically via the Internet, or request a full set of printed materials for this stockholder meeting and all future stockholder meetings, or you can make that choice on a case-by-case basis.

How do I access the materials, record my vote, and/or set my preference for future stockholder meeting materials?

On the front side of this notice are easy-to-follow instructions on how to access proxy materials electronically via the Internet or request a full set of printed materials by telephone or email. You can also use these methods to record your preference for how you wish to receive materials for future stockholder meetings.

When you are ready to vote, electronic voting is available via the Internet or touch-tone phone by using the 14-Digit Control Number and 8-Digit Security Code on the front of this notice. (Please note that the telephone number for ordering materials is different from the telephone number for voting your shares, which is displayed on the proxy card). If you want to vote by mail, you will need to use a proxy card, which you can receive by requesting a paper copy of the proxy materials.

If I request printed proxy materials, how long will it take for me to receive them?

The SEC rule requires that the proxy materials be sent to you via first-class mail within three business days of receipt of your request.