

CASTLE A M & CO
Form DEFA14A
June 17, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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**

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.**

0000295177_1 R1.0.1.25

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
- 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 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.

0000295177_2 R1.0.1.25

**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.

0000295177_3 R1.0.1.25