

WORTHINGTON INDUSTRIES INC
Form DEFA14A
August 16, 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

WORTHINGTON INDUSTRIES, INC.
(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:

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 September 29, 2016.

Meeting Information

Meeting Type: Annual Meeting

WORTHINGTON INDUSTRIES, INC.

For holders as of: August 2, 2016

Date: September 29, 2016 **Time:** 2:00 P.M., EDT

Meeting live via the Internet - please visit

Location: www.virtualshareholdermeeting.com/WOR16.

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/WOR16 and be sure to have the information that is printed in the box marked by the arrow (located on the following page).

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

*WORTHINGTON INDUSTRIES, INC.
ATTN: SHAREOWNER SERVICES
P.O. BOX 218
PORTLAND, OR 97228-2168*

This is not a ballot. You cannot use this notice to vote these common 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.

E12994-P81817

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

Notice of Annual Meeting of Shareholders Proxy
Statement Company's 2016 Annual Report to
Shareholders

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
proxy materials, 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 proxy 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 September 15, 2016 to facilitate timely
delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Date of the Meeting:

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.

During The Meeting:

Go to www.virtualshareholdermeeting.com/WOR16. 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 proxy materials, which will include a proxy card.

E12995-P81817

Voting Items

The Board of Directors recommends a vote FOR each of the listed nominees for election as a director and FOR Proposals 2, 3 and 4.

Election of three directors each to serve for a term of

1. three years to expire at the 2019 Annual Meeting of Shareholders:

Nominees:

- 01) Kerri B. Anderson
- 02) John P. McConnell
- 03) Mary Schiavo

2. Approval of advisory resolution on executive compensation.

Approval of the Second Amendment to the Worthington Industries, Inc.

3. Amended and Restated 2006 Equity Incentive Plan for Non-Employee Directors.
4. Ratification of selection of KPMG LLP as the independent registered public accounting firm of the Company for the

fiscal year ending May
31, 2017.

NOTE: In their discretion, the proxies are authorized to vote on such other business as may properly come before the Annual Meeting.

E12996-P81817

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

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E12998-P81798

Before You Vote

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Shareholders

How to View Online:

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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

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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 September 15, 2016 to facilitate timely delivery.

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E12999-P81798

Voting Items

The Board of Directors recommends you vote FOR the following:

- Election of three
directors each to
serve for a term of
1. three years to expire
at the 2019 Annual
Meeting of
Shareholders:

Nominees:

- 01) Kerri B.
Anderson
- 02) John P.
McConnell
- 03) Mary
Schiavo

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

- Approval of advisory
2. resolution on executive
compensation.

- Approval of the
Second Amendment to
the Worthington
Industries, Inc.
3. Amended and Restated
2006 Equity Incentive
Plan for
Non-Employee
Directors.
 4. Ratification of
selection of KPMG
LLP as the independent
registered public

accounting firm of the
Company for the fiscal
year ending May 31,
2017.

NOTE: In their discretion, the proxies are authorized to vote on such other business as may properly come before the Annual Meeting.

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**Voting
Instructions**

E13001-P81798