

INSTEEL INDUSTRIES INC
Form DEF 14A
January 03, 2014

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

INSTEEL INDUSTRIES, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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1373 Boggs Drive

Mount Airy, North Carolina 27030

(336) 786-2141

Notice of Annual Meeting of Shareholders
Wednesday, February 12, 2014

9:00 a.m., Eastern Time

Cross Creek Country Club, 1129 Greenhill Road, Mount Airy, North Carolina 27030

Dear Shareholder:

At our Annual Meeting, we will ask you to:

1.

Elect the two nominees named in this proxy statement to the Board of Directors, each for three-year terms;

2.

Approve the material terms of the Insteel Industries, Inc. Return on Capital Incentive Compensation Plan.

3.

Hold an advisory vote on the compensation of our executive officers;

4.

Ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for our fiscal year 2014; and

5.

Transact such other business, if any, as may properly be brought before the meeting or any adjournment thereof.

Only shareholders of record at the close of business on December 10, 2013 are entitled to vote at the Annual Meeting.

Whether or not you plan to attend the meeting and vote your common stock in person, please mark, sign, date and promptly return the enclosed proxy card or voting instruction form in the postage-paid envelope according to the instructions printed on the card. Any proxy may be revoked at any time prior to its exercise by delivery of a later-dated proxy or by properly voting in person at the Annual Meeting.

Enclosed is a copy of our Annual Report for the year ended September 28, 2013, which includes a copy of our Annual Report on Form 10-K filed with the Securities and Exchange Commission.

By Order of the Board of Directors

James F. Petelle

Secretary

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January 3, 2014

Dear Shareholder:

You are cordially invited to attend the 2014 Annual Meeting of Shareholders of Insteel Industries, Inc. to be held Wednesday, February 12, 2014 at 9:00 a.m. Eastern Time. The meeting will take place at the Cross Creek Country Club, 1129 Greenhill Road, Mount Airy, North Carolina.

The attached proxy statement and formal notice of the meeting describe the matters expected to be acted upon at the meeting. We urge you to review these materials carefully and to use this opportunity to take part in the Company's affairs by voting on the matters described in the proxy statement. At the meeting, we will also discuss our operations, fiscal year 2013 financial results and our plans for the future. Our directors and management team will be available to answer any questions you may have. We hope that you will be able to attend.

Your vote is important to us. Whether you plan to attend the meeting or not, please complete the enclosed proxy card and return it as promptly as possible. If you attend the meeting, you may elect to have your shares voted as instructed in the proxy or you may withdraw your proxy at the meeting and vote your shares in person. If you hold shares in "street name" and would like to vote at the meeting, you should follow the instructions provided in the proxy statement.

Thank you for your continued support and interest in Insteel Industries.

Sincerely

H.O. Woltz III

Chairman of the Board

PROXY STATEMENT

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on February 12, 2014:

The Notice of Annual Meeting of Shareholders, Proxy Statement, Form of Proxy and 2013 Annual Report to the Shareholders are available on our corporate website at <http://investor.insteel.com/annuals.cfm>.

This proxy statement is furnished in connection with the solicitation of proxies by our Board of Directors for use at the Annual Meeting of Shareholders (the “Annual Meeting”) to be held on Wednesday, February 12, 2014 at 9:00 a.m., Eastern Time, and at any adjournments or postponements of the Annual Meeting. The meeting will take place at the Cross Creek Country Club, 1129 Greenhill Road, Mount Airy, North Carolina. This proxy statement, accompanying proxy card and the 2013 Annual Report, which includes a copy of our Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”), are first being mailed to our shareholders on or about January 3, 2014.

This proxy statement summarizes certain information you should consider before you vote at the Annual Meeting. However, you do not need to attend the Annual Meeting to vote your shares. If you do not expect to attend or prefer to vote by proxy, you may follow the voting instructions on the enclosed proxy card. In this proxy statement, Insteel Industries, Inc. is generally referred to as “we,” “our,” “us,” “Insteel Industries,” “Insteel” or “the Company.”

The enclosed proxy card indicates the number of shares of Insteel Industries common stock that you own as of the record date of December 10, 2013. In this proxy statement, outstanding Insteel Industries common stock (no par value) is sometimes referred to as the “Shares.”

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Why am I receiving this proxy statement and proxy card?

You are receiving a proxy statement and proxy card from us because you owned shares of our common stock at the close of business on the December 10, 2013 record date for the Annual Meeting. This proxy statement describes matters on which we would like you, as a shareholder, to vote. It also gives you information on these matters so that you can make an informed decision.

When you sign and return the proxy card, you appoint H.O. Woltz III and James F. Petelle, and each of them individually, as your representatives at the meeting. Messrs. Woltz III and Petelle will vote your Shares at the meeting as you have instructed them. This way, your Shares will be voted regardless of whether you attend the Annual Meeting. Even if you plan to attend the meeting, it is a good idea to complete, sign and return the enclosed proxy card in advance of the meeting just in case your plans change. Returning the proxy card will not affect your right to attend or vote at the Annual Meeting.

If a matter comes up for vote at the Annual Meeting that is not described in this proxy statement or listed on the proxy card, Messrs. Woltz III and Petelle will vote your Shares, under your proxy, in their discretion. As of the date of this proxy statement, we do not expect that any matters other than those described in this proxy statement will be voted upon at the Annual Meeting.

What is being voted on at the Annual Meeting?

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At the Annual Meeting, shareholders entitled to vote will be asked to act upon the following matters as set forth in the accompanying notice of meeting:

- the election of the two nominees named in this proxy statement to the Board of Directors, each for three-year terms as discussed herein;
- the approval of the material terms of the Insteel Industries, Inc. Return on Capital Incentive Compensation Plan;
- an advisory vote on the compensation of our executive officers;
- the ratification of our appointment of Grant Thornton LLP as our independent registered public accounting firm for our fiscal year 2014; and
- any other matters that may properly come before the meeting or any adjournment or postponement thereof.

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Who is entitled to vote?

All holders of record of our Shares at the close of business on December 10, 2013 are entitled to receive notice of the Annual Meeting and to vote the Shares held by them on the record date. Each outstanding Share entitles its holder to cast one vote for each matter to be voted upon.

May I attend the meeting?

All holders of record of our Shares at the close of business on the record date, or their designated proxies, are entitled to attend the Annual Meeting.

What constitutes a quorum in order to hold and transact business at the meeting?

Consistent with state law and our bylaws, the presence, in person or by proxy, of holders of at least a majority of the total number of Shares entitled to vote is necessary to constitute a quorum for purposes of voting on a particular matter at the Annual Meeting. As of the record date, there were 18,202,022 Shares outstanding and entitled to vote at the Annual Meeting. Once a Share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and any adjournment thereof unless a new record date is or must be set for the adjournment. Shares held of record by shareholders or their nominees who do not vote by proxy or attend the Annual Meeting in person will not be considered present or represented at the Annual Meeting and will not be counted in determining the presence of a quorum. Signed proxies that withhold authority or reflect abstentions or “broker non-votes” will be counted for purposes of determining whether a quorum is present. “Broker non-votes” are proxies received from brokerage firms or other nominees holding Shares on behalf of their clients who have not been given specific voting instructions from their clients with respect to non-routine matters. See “Will my Shares be voted if I do not sign and/or return my proxy card?”

How do I vote?

Voting by Holders of Shares Registered in the Name of a Brokerage Firm, Bank or Other Nominee. If your Shares are held by a brokerage firm, bank or other nominee (i.e., in “street name”), you should receive directions from your nominee that you must follow in order to have your Shares voted. **“Street name” shareholders who wish to vote in person at the meeting will need to obtain a proxy form from the brokerage firm or other nominee that holds their common stock of record.**

Voting by Holders of Shares Registered Directly in the Name of the Shareholder. If you hold your Shares in your own name as a holder of record, you may vote in person at the Annual Meeting or instruct the proxy holders named in the enclosed proxy card how to vote your Shares by mailing your completed proxy card in the postage-paid envelope that we have provided to you. Please make certain that you mark, sign and date your proxy card prior to mailing. All valid proxies received and not revoked prior to the Annual Meeting will be voted in accordance with instructions.

What are the Board’s recommendations?

If no instructions are indicated on your valid proxy, the representatives holding proxies will vote in accordance with the recommendations of the Board of Directors. The Board of Directors recommends a vote:

-

FOR the election of the two director nominees named in this proxy statement, each for three-year terms as set forth herein;

•

FOR the approval of the material terms of the Insteel Industries, Inc. Return on Capital Incentive Compensation Plan.

•

FOR the approval, on an advisory basis, of the compensation of our executive officers; and

•

FOR the ratification of our selection of Grant Thornton LLP as our independent registered public accounting firm for our fiscal year 2014.

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Will other matters be voted on at the Annual Meeting?

We are not aware of any matters to be presented at the Annual Meeting other than those described in this proxy statement. If any other matters not described in the proxy statement are properly presented at the meeting, Messrs. Woltz III and Petelle will vote your Shares, under your proxy, in their discretion.

Can I revoke or change my proxy instructions?

You may revoke or change your proxy at any time before it has been exercised by:

-

notifying our Secretary at 1373 Boggs Drive, Mount Airy, North Carolina 27030 in writing before the Annual Meeting that you have revoked your proxy;

-

delivering a later dated proxy to our Secretary prior to or at the Annual Meeting; or

-

appearing in person and voting by ballot at the Annual Meeting.

Any shareholder of record as of the record date attending the Annual Meeting may vote in person whether or not a proxy has been previously given, but the presence of a shareholder at the Annual Meeting without further action will not constitute revocation of a previously given proxy.

What vote is required to approve each proposal in this proxy statement, assuming a quorum is present at the Annual Meeting?

-

The election of directors will be determined by a plurality of the votes cast at the Annual Meeting. Shareholders do not have cumulative voting rights in connection with the election of directors. This means that the two nominees receiving the highest number of "FOR" votes will be elected as directors. Withheld votes and broker non-votes, if any, are not treated as votes cast, and therefore will have no effect on the proposal to elect directors.

-

The vote to approve the material terms of the Insteel Industries, Inc. Return on Capital Incentive Compensation Plan will be approved if the votes cast in favor of the proposal exceed the votes cast against the proposal. Abstentions and broker non-votes are not treated as votes cast, and therefore will have no effect on the proposal.

-

The advisory vote on the compensation of our executive officers will be approved if the votes cast in favor of the proposal exceed the votes cast against the proposal. Abstentions and broker non-votes are not treated as votes cast, and therefore will have no effect on the advisory vote. Because your vote is advisory, it will not be binding on the Board or the Company. However, the Board and the Executive Compensation Committee will consider the outcome

of the vote when making future compensation decisions for our executive officers.

•

The vote to ratify the appointment of our independent registered public accounting firm will be approved if the votes cast in favor of the proposal exceed the votes cast against the proposal. Abstentions are not treated as votes cast, and therefore will have no effect on the proposal. Because your vote is advisory, it will not be binding on the Board or the Company. However, the Board and the Audit Committee will consider the outcome of the vote when making future decisions regarding the selection of our independent registered public accounting firm.

Will my Shares be voted if I do not sign and/or return my proxy card?

If your Shares are held in “street name” and you fail to give instructions as to how you want your Shares voted (a “non-vote”), the brokerage firm, bank or other nominee who holds Shares on your behalf may, in certain circumstances, vote the Shares in their discretion.

With respect to “routine” matters, such as the ratification of the appointment of our independent registered public accounting firm, a brokerage firm or other nominee has authority (but is not required) under the rules governing self-regulatory organizations (the “SRO rules”), including the NASDAQ Global Select Market (“NASDAQ”), to vote its clients’ Shares if the clients do not provide instructions. When a brokerage firm or other nominee votes its clients’ Shares on routine matters without receiving voting instructions, these Shares are counted both for establishing a quorum to conduct business at the meeting and in determining the number of Shares voted FOR, ABSTAINING or AGAINST with respect to such routine matters.

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With respect to “non-routine” matters, such as the election of directors, the approval of the material terms of the Return on Capital Incentive Compensation Plan and the advisory vote on the compensation of our executive officers, a brokerage firm or other nominee is not permitted under the SRO rules to vote its clients’ Shares if the clients do not provide instructions. The brokerage firm or other nominee will so note on the voting instruction form, and this constitutes a “broker non-vote.” “Broker non-votes” will be counted for purposes of establishing a quorum to conduct business at the meeting but not for determining the number of Shares voted FOR, WITHHELD FROM, AGAINST or ABSTAINING with respect to such non-routine matters.

In summary, if you do not vote your proxy, your brokerage firm or other nominee may either:

- vote your Shares on routine matters and cast a “broker non-vote” on non-routine matters; or

- leave your Shares unvoted altogether.

We encourage you to provide instructions to your brokerage firm or other nominee by voting your proxy. This action ensures that your Shares will be voted in accordance with your wishes at the Annual Meeting.

What other information should I review before voting?

Our 2013 Annual Report, which includes a copy of our Annual Report on Form 10-K filed with the SEC, is included in the mailing with this proxy statement. The Annual Report, however, is not part of the proxy solicitation material. Additional copies of our Annual Report on Form 10-K filed with the SEC, including the financial statements and financial statement schedules, may be obtained without charge by:

- writing to our Secretary at: 1373 Boggs Drive, Mount Airy, North Carolina 27030;

- accessing the EDGAR database at the SEC’s website at www.sec.gov;

- accessing our website at <http://investor.insteel.com>; or

- contacting the SEC by telephone at (800) SEC-0330.

The contents of our website are not and shall not be deemed to be a part of this proxy statement.

Where can I find the voting results of the meeting?

We will announce preliminary voting results at the Annual Meeting. We will publish the final results in a current report on Form 8-K that we will file with the SEC shortly after the meeting.

What is householding?

The SEC rules allow for householding, which is the delivery of a single proxy statement and Annual Report to an address shared by two or more of our shareholders. A single copy of the Annual Report and the proxy statement will be sent to multiple shareholders who share the same address unless we have received contrary instructions from one or more of the shareholders.

If you prefer to receive a separate copy of the proxy statement or the Annual Report, please write to Investor Relations, Insteel Industries, Inc., 1373 Boggs Drive, Mount Airy, North Carolina 27030; or telephone our Investor Relations Department at (336) 786-2141, and we will promptly send you separate copies. If you are currently receiving multiple copies of the proxy statement and Annual Report at your address and would prefer to receive only a single copy of each, you may contact us at the address or telephone number provided above.

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CORPORATE GOVERNANCE GUIDELINES AND BOARD MATTERS

The Board of Directors

Our bylaws provide that our Board of Directors will have not less than six nor more than 10 directors, with the precise number to be established by resolution of the Board from time to time. On May 17, 2011, the Board set the number of directors at seven. Our Nominating and Governance Committee annually considers whether the size of the Board is optimal, given its work-load and the Committees on which directors serve.

The Board of Directors oversees our business affairs and monitors the performance of management. In accordance with basic principles of corporate governance, the Board does not involve itself in day-to-day operations. The directors keep themselves informed through discussions with the Chairman, our lead independent director, key executive officers and our principal external advisers (legal counsel, auditors, investment bankers and other consultants), by reading reports and other materials that are sent to them and by participating in Board and committee meetings.

At its meeting on August 25, 2009, the Board of Directors adopted Board Governance Guidelines, which are available on our website at <http://investor.insteel.com/documents.cfm>.

The Board of Directors, at its meeting on November 5, 2013, determined that the following members of the Board, which constitute a majority thereof, each satisfy the definition of “independent director,” as that term is defined under NASDAQ listing standards: Duncan S. Gage, Louis E. Hannen, Charles B. Newsome, Gary L. Pechota, W. Allen Rogers II and C. Richard Vaughn. Our Chairman and Chief Executive Officer, H.O. Woltz III, is currently our only non-independent director. In addition to considering the objective independence criteria established by NASDAQ, the Board also made a subjective determination as to each of these directors that no transactions, relationships or arrangements exist that, in the opinion of the Board, would interfere with the exercise of the director’s independent judgment in carrying out his responsibilities as one of our directors. In making these determinations, the Board reviewed information provided by the directors and us with regard to each director’s business and personal activities as they may relate to us and our management. Additionally, the Board specifically considered Mr. Newsome’s position as Executive Vice President and General Manager of Johnson Concrete Company, which purchased approximately \$674,000 of materials from us during fiscal 2013, and determined that this relationship did not impair or otherwise affect Mr. Newsome’s status as an independent director. See “Certain Relationships and Related Person Transactions” for additional information regarding this relationship.

Directors are expected to attend all meetings of the Board of Directors and all meetings of Board committees on which they serve. The independent directors meet in executive session with no members of management present before or after each regularly scheduled meeting (see “Executive Sessions” below). The Board of Directors met five times in fiscal 2013. Each director attended at least 75% of the applicable meetings of the Board and the committees on which he served.

Director Attendance at Annual Meetings

The Board has determined that it is in our best interest for all members of the Board of Directors to attend the Annual Meeting of Shareholders. All members of our Board of Directors attended our 2013 Annual Meeting.

Committees of the Board

The Audit Committee. The Board has an Audit Committee, which assists the Board in fulfilling its responsibilities to shareholders concerning our accounting, financial reporting and internal controls, and facilitates open communication between the Board, outside auditors and management. The Audit Committee discusses the financial information prepared by management, our internal controls and our audit process with management and with outside auditors. The Audit Committee is charged with the responsibility of selecting our independent registered public accounting firm. The independent registered public accounting firm meets with the Audit Committee (both with and without the presence of management) to review and discuss various matters pertaining to the audit process, including our financial statements, the scope and terms of its work, the results of its year-end audit and quarterly reviews, and its recommendations concerning the financial practices, controls, procedures and policies we employ. The Board has adopted a written charter for the Audit Committee as well as a Pre-Approval Policy regarding all audits, audit-related, tax and other non-audit related services to be performed by the independent registered public accounting firm.

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The Audit Committee is a separately-designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Securities Exchange Act of 1934 (the “Exchange Act”) that consists of Messrs. Gage (Chairman), Hannen, Pechota and Rogers. The Board, at its meeting in November 2013, determined that each of the members of the Audit Committee meets the definition of “independent director” and certain Audit Committee-specific independence requirements under NASDAQ rules and is also independent under SEC requirements for Audit Committee members. At the same meeting, the Board also determined that each of the Committee’s members qualify as an “Audit Committee Financial Expert” as defined under SEC rules. The Board of Directors has also determined that each of the Audit Committee members is financially literate as such qualification is interpreted in the Board’s judgment. The functions of the Audit Committee are further described herein under “Report of the Audit Committee.” The Audit Committee met six times during fiscal 2013 and members of the Audit Committee consulted with management of the Company, the internal auditor and the independent registered public accounting firm at various times throughout the year. The charter for the Audit Committee, as most recently revised February 19, 2008, is available on our website at <http://investor.insteel.com/documents.cfm>.

The Executive Compensation Committee. The Executive Compensation Committee is responsible for (i) determining appropriate compensation levels for our executive officers, including any employment, severance or change in control arrangements; (ii) evaluating officer and director compensation plans, policies and programs; (iii) reviewing benefit plans for officers and employees; and (iv) producing an annual report on executive compensation for inclusion in the proxy statement.

The Executive Compensation Committee Report is included in this proxy statement. The Executive Compensation Committee also reviews, approves and administers our incentive compensation plans and equity-based compensation plans and has sole authority for making awards under such plans, including their timing, valuation and amount. In addition, the Executive Compensation Committee reviews and recommends the structure and level of outside director compensation to the full Board. The Executive Compensation Committee has the discretion to delegate any of its authority to a subcommittee, but did not do so during fiscal 2013. The Executive Compensation Committee, which consists of Messrs. Vaughn (Chairman), Gage, Hannen and Newsome, met five times during fiscal 2013. At its meeting in November 2013, the Board of Directors determined that each of the members of the Executive Compensation Committee meets the definition of “independent director” as that term is defined under NASDAQ rules. The charter of the Executive Compensation Committee, as adopted on September 18, 2007, is available on our website at <http://investor.insteel.com/documents.cfm>.

The Executive Compensation Committee consults with members of our executive management team on a regular basis regarding our executive compensation program. Our executive compensation program, including the role members of our executive management team and outside compensation consultants play in assisting with establishing compensation, is discussed in more detail below under “Executive Compensation - Compensation Discussion and Analysis.” Our Executive Compensation Committee has retained Pearl Meyer & Partners (“Pearl Meyer”) to serve as its outside consultant.

The Nominating and Governance Committee. The Nominating and Governance Committee was established by the Board of Directors at the August 25, 2009 Board meeting. This Committee is responsible for establishing Board membership criteria, identifying individuals qualified to become Board members consistent with such criteria and recommending nominations of individuals when openings exist, recommending the appointment of Board committee members and chairs, and reviewing corporate governance issues. Specifically, this Committee periodically reviews our Shareholder Rights Plan, classified board structure and our director election qualifications and procedures, and makes recommendations as appropriate to our Board. The Committee also reviews and recommends changes as necessary to the Board Governance Guidelines and our Code of Business Conduct and facilitates an annual Board self-assessment process.

The Nominating and Governance Committee, which consists of Messrs. Rogers (Chairman), Newsome, Pechota and Vaughn, met three times during fiscal 2013. The Board of Directors, at its meeting in November 2013, determined that each of the members of the Nominating and Governance Committee meets the definition of “independent director” as that term is defined under NASDAQ rules. The charter of the Nominating and Governance Committee is available on our website at <http://investor.insteel.com/documents.cfm>.

Executive Sessions

Pursuant to the listing standards of NASDAQ, the independent directors are required to meet regularly in executive sessions. Generally, those sessions are chaired by the lead independent director. During fiscal 2013, the lead independent director was Mr. Vaughn. During these executive sessions, the lead independent director has the power to lead the meeting, set the agenda and determine the information to be provided. During fiscal 2013, the Board held four executive sessions. The lead independent director can be contacted by writing to Lead Independent Director, Insteel Industries, Inc., c/o James F. Petelle, Secretary, 1373 Boggs Drive, Mount Airy, North Carolina 27030. We screen mail addressed to the lead independent director for security purposes and to ensure that it relates to discrete business matters that are relevant to the Company. Mail that satisfies these screening criteria will be forwarded to the lead independent director.

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Board Governance Guidelines

In conjunction with the Board's establishment of the Nominating and Governance Committee on August 25, 2009, the Board adopted Board Governance Guidelines to set forth the framework pursuant to which the Board governs the Company. Among other things, the Board Governance Guidelines describe the expectations regarding attendance at the Annual Meeting and at Board meetings, require regular meetings of independent directors in executive session, describe the functions of the Board's standing committees, including an annual self-assessment process facilitated by the Nominating and Governance Committee, and set forth the procedure pursuant to which shareholders may communicate with directors.

Board Leadership Structure

Our CEO also serves as Chairman of our Board of Directors, and we have an independent lead director. The Board has determined that this structure is appropriate because it believes that at this time it is optimal to have one person speak for and lead the Company and the Board, and that the CEO should be that person. We believe that our lead director position, the number and strength of our independent directors and our overall governance practices minimize any potential conflicts that otherwise could result from combining the positions of Chairman and CEO.

Our lead director since February 2007 has been C. Richard Vaughn. The lead director presides at meetings of our independent directors, which are held prior to or following all of our regularly scheduled Board meetings. As noted above, the lead director may call for other meetings of the independent directors or of the full Board if he deems it necessary. The lead director also consults with the Chairman regarding meeting agendas, and serves as the principal liaison between the independent directors and the Chairman.

Risk Oversight

Our Board has overall responsibility for risk oversight. The Board as a whole exercises its oversight responsibilities with respect to strategic, operational and competitive risks, as well as risks related to crisis management and executive succession issues. The Board has delegated oversight of certain other types of risks to its committees. The Audit Committee oversees our policies and processes relating to our financial statements and financial reporting, risks relating to our capital, credit and liquidity status, and risks related to related person transactions. The Executive Compensation Committee oversees risks related to our compensation programs and structure, including our ability to motivate and retain talented executives. The Nominating and Governance Committee oversees risks related to our governance structure and succession planning for Board membership.

The risk oversight responsibilities described above have been in place for a number of years. However, during fiscal 2010, we instituted a more formal process in which the major business risks facing the company are identified and assessed, and appropriate strategies are identified to respond to such risks. This risk assessment process is conducted and reviewed with the Board on an ongoing basis.

The Board believes that its ability to oversee risk is enhanced by having one person serve as the Chairman of the Board and CEO. With his in-depth knowledge and understanding of the Company's operations, Mr. Woltz III as Chairman and CEO is better able to bring key strategic and business issues and risks to the Board's attention than would a non-executive Chairman of the Board.

Code of Business Conduct

Consistent with the Board's commitment to sound corporate governance, on August 11, 2003, the Board adopted a Code of Business Conduct (the "Code of Conduct"), which applies to all of our employees, officers and directors. The

Code of Conduct incorporates an effective reporting and enforcement mechanism. The Board has adopted this Code of Conduct as its own standard. The Code of Conduct was prepared to help employees, officers and directors understand our standard of ethical business practices and to promote awareness of ethical issues that may be encountered in carrying out their responsibilities. The Code of Conduct is included in an employment manual, which is supplied to all of our employees and officers and in a Board of Directors Manual for directors, each of whom are expected to read and acknowledge in writing that they understand such policies.

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Stock Ownership Guidelines

The Executive Compensation Committee adopted stock ownership guidelines that apply to our directors and executive officers effective August 19, 2011. Under the guidelines, the CEO is expected to own Company stock valued at three times his annual salary, while our other executive officers are expected to own stock valued at one-and-one-half times their annual salary. Current executive officers have five years to comply with the guidelines from the date of adoption and executive officers who become subject to the guidelines in the future would have five years to comply from the date upon which they become covered under the guidelines. Directors are required to own three times their annual cash retainers, and have three years in which to comply.

Policy Prohibiting Hedging of Insteel Stock

On November 13, 2012, the Board adopted a policy prohibiting Insteel directors and officers who are subject to Section 16 reporting requirements (“Section 16 Officers”) from entering into financial transactions designed to hedge or offset any decrease in the market value of our stock. In addition, the policy requires that directors and Section 16 Officers pre-disclose to the Board any intention to enter into a transaction involving the pledge or other use of our stock as collateral to secure personal loans.

Availability of Bylaws, Board Governance Guidelines, Code of Conduct and Committee Charters

Our Bylaws, Board Governance Guidelines, Code of Business Conduct, Audit Committee Charter, Audit Committee Pre-Approval Policy, Executive Compensation Committee Charter and Nominating and Governance Committee Charter are available on our website at <http://investor.insteel.com/documents.cfm>, and in print to any shareholder upon written request to our Secretary.

Shareholder Rights Plan

We have a Shareholder Rights Plan, which we refer to as the “Rights Plan.” Our Rights Plan was adopted on April 27, 1999, and on April 25, 2009, our Board amended and extended the Rights Plan for an additional 10-year term. Our Rights Plan is not intended to prevent any takeover or deter a fair offer for our securities. Rather, it is designed to:

- enable all of our shareholders to realize the full value of their investment;
- provide for fair and equal treatment in the event that an unsolicited attempt is made to acquire us;
- guard against abusive takeover tactics;
- encourage anyone seeking to acquire control of us to make an offer that represents fair value to all our shareholders;
and
-

provide our Board with adequate time to fully consider an unsolicited takeover bid and, if necessary, explore other alternatives that would maximize shareholder value.

Rights plans have been studied extensively over the past decade, and our Board believes that these types of plans can be effective in accomplishing the above objectives.

Some proxy advisory services to institutional investors maintain rigid positions opposing the adoption or extension of plans, such as our Rights Plan, unless they have been approved by shareholders. These organizations typically recommend against election of director nominees, such as ours, whose companies have adopted or extended shareholder rights plans. We do not believe this rigid, “one-size-fits-all” position is appropriate or in the best interests of our shareholders for the reasons set forth below.

Prior to extending the Rights Plan in April 2009, our Board engaged in a detailed review of the merits of shareholder rights plans. The Board carefully considered the views of opponents of such plans, as well as the views of its financial advisor and principal outside counsel. The Board also took note of the volatility of our stock price over the last several years and our then-current market capitalization and considered whether a rights plan continued to be in the best interests of us and our shareholders. Ultimately, the Board concluded that the protection afforded to all shareholders by our Rights Plan, as amended in 2009, is appropriate and desirable. When selecting this year’s director nominees our Nominating and Governance Committee considered the Board’s 2009 extension of the Rights Plan, confirmed that the Board followed appropriate procedures and came to a proper decision regarding the extension of the Rights Plan, and determined to recommend for re-election the two director nominees named in this proxy statement.

Our Board also considered whether to submit the Rights Plan to a vote of shareholders. The Board noted that a shareholder vote was not required, that extensive modifications to the Rights Plan would be required to obtain a favorable recommendation from certain proxy advisory services and that the modifications would greatly reduce the effectiveness of the Rights Plan. The Board also noted that we would incur additional expenses if we were to submit the Rights Plan to shareholders.

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After considering these and other factors, and in the exercise of its business judgment and fiduciary duty, the Board concluded that it should not modify the Rights Plan in an effort to make it more palatable to certain proxy advisory services, or submit the Rights Plan for shareholder ratification, since it believes that the Rights Plan in its current form is in the best interests of us and our shareholders. The Nominating and Governance Committee and the full Board review this issue annually. Most recently, in November 2013 both the Nominating and Governance Committee and the Board concluded that the maintenance of the Rights Plan continues to be in the best interests of our shareholders.

Shareholder Recommendations and Nominations

The Nominating and Governance Committee Charter provides that the Committee will review the qualifications of any director candidates that have been properly recommended to the Committee by shareholders. Shareholders should submit any such recommendations in writing c/o Insteel Industries, Inc., 1373 Boggs Drive, Mount Airy, North Carolina 27030, Attention: James F. Petelle, Vice President and Secretary. In addition, in accordance with our bylaws, any shareholder entitled to vote for the election of directors at the applicable meeting of shareholders may nominate persons for election to the Board if such shareholder complies with the notice procedures set forth in the bylaws and summarized in “Shareholder Proposals for the 2015 Annual Meeting” below.

Process for Identifying and Evaluating Director Candidates

Pursuant to its charter and our Board Governance Guidelines, the Nominating and Governance Committee is responsible for developing and recommending to the Board criteria for identifying and evaluating candidates to serve as directors. These criteria include standards for assessing independence; business and management experience; familiarity with our business, customers and suppliers; consideration of the diverse talents, backgrounds and perspectives of each candidate and the composition of the Board as a whole; integrity; leadership; ability to exercise sound judgment; other company board relationships and existing time commitments; and relevant regulatory and NASDAQ membership requirements for the Board and its committees. A candidate’s qualifications are evaluated based on these criteria when being considered for nomination or re-nomination to the Board for election at our annual meeting or to fill vacated or newly created positions on the Board. We do not have a formal policy on Board diversity as it relates to race, gender or national origin. The Nominating and Governance Committee periodically assesses whether the number of directors on our Board is appropriate and whether any vacancies are anticipated due to retirement or other reasons.

The Committee works with the Chairman of the Board to identify and recruit qualified director candidates in accordance with the director qualifications set forth in our Board Governance Guidelines, and also may retain a third party search firm to assist in the identification of possible candidates for election to the Board. In addition, the Committee will consider any director candidates that have been properly recommended to the Committee by our shareholders or directors. Upon the recommendation of the Committee, the Board evaluates each director candidate based upon the totality of the merits of each candidate and not based on minimum qualifications or attributes. When considering a director candidate standing for re-election, in addition to the above criteria, the Board will also consider that individual’s past contribution and future commitment to us. Upon completion of discussions by the full Board regarding the candidates recommended by the Committee, the Board determines, as applicable, whether to (i) approve and recommend one or more candidates to the shareholders for election at our annual meeting, or (ii) elect one or more candidates to fill vacated or newly created positions on the Board.

Communications with the Board of Directors

The Board has approved a process for shareholders to send communications to the Board. Shareholders can send communications to the Board and, if applicable, to any of its committees or to specified individual directors in writing c/o Insteel Industries, Inc., 1373 Boggs Drive, Mount Airy, North Carolina 27030, Attention: James F. Petelle, Vice

President and Secretary.

We screen mail addressed to the Board, its Committees or any specified individual director for security purposes and to ensure that the mail relates to discrete business matters that are relevant to our Company. Mail that satisfies these screening criteria is required to be forwarded to the appropriate director or directors.

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[Back to Contents](#)**VOTING SECURITIES**

On the record date, to our knowledge, no one other than the shareholders listed below beneficially owned more than 5% of the outstanding shares of our common stock. For information regarding ownership of our common stock by our officers and directors, please see the “Security Ownership” table on page 38 of this proxy statement.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
H.O. Woltz III ⁽¹⁾ 1373 Boggs Drive Mount Airy, NC 27030 Van Den Berg Management, Inc. ⁽²⁾	1,210,757	6.6%
805 Las Cimas Parkway, Suite 430 Austin, Texas 78746 FMR LLC and Edward C. Johnson 3d ⁽³⁾	1,254,203	6.9%
82 Devonshire Street Boston, Massachusetts 02109 T. Rowe Price Associates, Inc. and T. Rowe Price Small-Cap Value Fund, Inc. ⁽⁴⁾	1,146,632	6.3%
100 E. Pratt Street Baltimore, Maryland 21202 BlackRock, Inc. and affiliates ⁽⁵⁾	1,037,100	5.7%
40 East 52 nd Street New York, New York 10022 Paradigm Capital Management, Inc. ⁽⁶⁾	1,020,455	5.6%
Nine Elk Street Albany, New York 12207 Thomson, Horstmann and Bryant, Inc. ⁽⁷⁾	946,224	5.2%
501 Main Avenue	920,425	5.0%

Norwalk, Connecticut 06857

(1)

This number reflects the shares beneficially owned by H.O. Woltz III as of September 28, 2013, our fiscal year end. This includes 8,513 shares held in the estate of Howard Woltz, Jr., for which H.O. Woltz III serves as co-executor and 589,010 shares held in various trusts for which Mr. Woltz III serves as co-trustee. Mr. Woltz III shares voting and investment power for all shares held in the estate and in trust.

(2)

Based upon information set forth in a Schedule 13G filed with the SEC by Van Den Berg Management, Inc. on February 14, 2013 reporting sole power to vote or direct the vote of and to dispose or direct the disposition of all such shares.

(3)

Based upon information set forth in a Schedule 13G/A filed with the SEC by FMR LLC and Edward C. Johnson 3d (“Johnson”) on February 14, 2013 reporting sole power to dispose or to direct the disposition of all such shares. Fidelity Management & Research Company (“FMRC”), a wholly owned subsidiary of FMR LLC, is the beneficial owner of all such shares as a result of acting as investment adviser to investment companies registered under Section 8 of the Investment Company Act of 1940. The ownership of one investment company, Fidelity Low-Priced Stock Fund (the “Fund”), amounted to all of such shares. Johnson and FMR LLC, through its control of FMRC, and the Fund each has sole power to dispose of the shares owned by the Fund.

(4)

Based upon information set forth in a Schedule 13G/A filed with the SEC by T. Rowe Price Associates, Inc. (“Price Associates”) and T. Rowe Price Small-Cap Value Fund, Inc. (“Price Fund”) on February 13, 2013 reporting sole power of Price Associates to vote or direct the vote of 17,600 shares and dispose or direct the disposition of 1,037,100 shares, and sole power of Price Fund to vote or direct the vote of 1,019,500 shares.

(5)

Based upon information set forth in a Schedule 13G/A filed with the SEC by BlackRock, Inc. on February 8, 2013 reporting sole power to vote or direct the vote of and dispose or direct the disposition of all such shares.

(6)

Based on the NASDAQ Institutional Ownership report dated November 15, 2013.

(7)

Based on the NASDAQ Institutional Ownership report dated November 15, 2013.

ITEM NUMBER ONE: ELECTION OF DIRECTORS

Introduction

Our bylaws, as last amended February 8, 2011, provide that the number of directors, as determined from time to time by the Board, shall be not less than six nor more than 10, with the precise number to be determined from time to time

by resolution of the Board. The Board has most recently fixed the number of directors at seven. The bylaws further provide that directors shall be divided into three classes serving staggered three-year terms, with each class to be as nearly equal in number as possible.

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The Board has nominated each of the persons named below to serve a three-year term expiring at the 2017 Annual Meeting of Shareholders or until their successors are elected and qualify. Both of the nominees presently serve as our directors. The remaining five directors will continue in office as indicated. It is not contemplated that any of the nominees will be unable or unwilling for good cause to serve; but, if that should occur, it is the intention of the agents named in the proxy to vote for election of such other person or persons to serve as a director as the Board may recommend. If any director resigns, dies or is otherwise unable to serve out his term, or the Board increases the number of directors, the Board may fill the vacancy until the expiration of such director's term.

Vote Required

The nominees for director will be elected by plurality of the votes cast at the meeting at which a quorum representing a majority of all outstanding Shares is present and voting, either by proxy or in person. This means that the two nominees receiving the highest number of votes "FOR" will be elected as directors.

Board Recommendation

The Board of Directors unanimously recommends a vote **FOR** the election of each of the following two nominees to serve until the 2017 Annual Meeting. If you do not cast a vote with respect to a particular nominee on your proxy card, your vote will not count as either "for" or "withheld from" such nominee.

Information Regarding Nominees, Continuing Directors and Executive Officers

We have set forth below certain information regarding our nominees for director, our continuing directors and our executive officers. The age shown for each is his age on December 10, 2013, our record date.

Nominees to serve until 2017 Annual Meeting

Gary L. Pechota, 64, has been a director since 1998. Since 2007, Mr. Pechota has been the majority owner, President and CEO of DT-Trak Consulting, Inc., a company which provides medical coding and other revenue enhancement services to medical facilities. From 2005 to 2007 Mr. Pechota was a private investor after having served as Chief of Staff of the National Indian Gaming Commission from 2003 to 2005. He was a private investor and consultant from 2001 to 2003. Prior to that, Mr. Pechota served as the CEO and Chairman of the Board of Giant Cement Holding Inc. from its inception in 1994 until 2001; was CEO of Giant Cement Company, a subsidiary of Giant Cement Holding Inc., from 1993 to 2001; and CEO of Keystone Cement Company from 1992 to 2001. Prior to joining Keystone, Mr. Pechota served as President and CEO of South Dakota Cement from 1982 to 1992. Mr. Pechota currently serves as a director of Black Hills Corporation, a publicly-held company. From 2009 to 2012, Mr. Pechota served as a director of Texas Industries, Inc., also a publicly held company. Our Board determined that Mr. Pechota should be nominated to serve as a director due to his considerable experience, including as a CEO, in the cement industry which, like ours, is closely correlated with the construction industry. Mr. Pechota also contributes his experience as a director of another publicly-held company. **Committee Memberships:** Audit Committee and Nominating and Governance Committee.

W. Allen Rogers II, 67, has been a director since 1986, except for a period of time during 1997 and 1998. Mr. Rogers is a Principal of Ewing Capital Partners, LLC, an investment banking firm founded in 2003. From 2002 to 2003 he was a Senior Vice President of Intrepid Capital Corporation, an investment banking and asset management firm. From 1998 until 2002, Mr. Rogers was President of Rogers & Company, Inc., a private investment banking boutique. From 1995 through 1997, Mr. Rogers served as a Managing Director of KPMG BayMark Capital LLC, and the investment

banking practice of KPMG. Mr. Rogers served as Senior Vice President - Investment Banking of Interstate/Johnson Lane Corporation from 1986 to 1995 and as a member of that firm's Board of Directors from 1990 to 1995. He is a director of two private companies: Ewing Capital Partners, LLC and Forest Commercial Bank. Our Board determined that Mr. Rogers should be nominated to serve as a director due to his expertise in public capital markets, investment banking and finance, some of which is attributable to his participation as an investment banker in our initial public offering. He currently chairs our Nominating and Governance Committee. **Committee Memberships:** Audit Committee, Nominating and Governance Committee and Executive Committee.

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Directors with terms expiring at the 2015 Annual Meeting

H. O. Woltz III, 57, has been a director since 1986. Mr. Woltz III has been employed by us and our subsidiaries in various capacities since 1978. He was named President and Chief Operating Officer in 1989, CEO in 1991 and Chairman of the Board in February 2009. He served as our Vice President from 1988 to 1989 and as President of Rappahannock Wire Company, formerly a subsidiary of our Company, from 1981 to 1989. He also serves as President of Insteel Wire Products Company. Mr. Woltz served as President of Florida Wire and Cable, Inc. until its merger with Insteel Wire Products Company in 2002. Mr. Woltz III currently serves as our Chairman, President and CEO. He has been an officer of the Company for over 30 years and President for over 20 years. Our Board determined that he should continue to serve as a director because he has an intimate knowledge of our products, manufacturing processes, customers and markets, and draws on that knowledge to provide the Board with detailed analysis and insight regarding the Company's performance as well as extensive knowledge of our industry. **Committee Memberships:** Executive Committee.

Charles B. Newsome, 76, has been a director since 1982. He is Executive Vice President of Johnson Concrete Company and general manager of its affiliate, Carolina Stalite Company. Mr. Newsome has been a senior executive of Johnson Concrete Company for over 30 years. Concrete product manufacturers are among our key customers, and our Board determined that Mr. Newsome should continue to serve as a director because he provides critical knowledge of that industry to our Board, as well as the experience acquired as senior executive for a substantial company in that industry for many years. Mr. Newsome is our longest serving independent director. **Committee Memberships:** Executive Compensation Committee and Nominating and Governance Committee.

Duncan S. Gage, 64, has been a director since May 2011. Mr. Gage served as President and Chief Executive Officer of Giant Cement Holding Inc., a producer of cement, concrete and aggregate for various construction markets, from 2009 to 2012. He was President of the Eastern U.S. Construction Materials Division of Rinker Materials Corporation, a producer of cement, construction aggregate, ready mix concrete and concrete pipe and block, from 2006 to 2007, and President of Rinker's Concrete Pipe Division from 2002 to 2006. Prior to 2002, Mr. Gage held a number of senior executive positions with Paris, France-based LaFarge Group, a manufacturer of cement and construction materials. Mr. Gage also serves as a director of LGI Homes, Inc, which began trading publicly in November 2013. Our Board determined that Mr. Gage should continue to serve as a director due to his extensive experience, including as a CEO, in the cement and construction materials industries, as well as his experience managing both domestic and international organizations. He currently chairs our Audit Committee. **Committee Memberships:** Audit Committee and Executive Compensation Committee.

Directors with terms expiring at the 2016 Annual Meeting.

C. Richard Vaughn, 74, a director since 1991, is retired from John S. Clark Company, LLC, a general building contracting company. Mr. Vaughn served as Vice President of John S. Clark from 1967 to 1970, as President from 1970 to 1988 and as Chairman of the Board and CEO from 1988 to 2010. He also is Chairman of the Board of Riverside Building Supply, Inc., a private company. Our Board determined that he should continue to serve as a director because Mr. Vaughn brings to the Board many years of experience in commercial construction, along with his experience as CEO of a substantial company in that industry. He currently chairs our Executive Compensation Committee and has been our lead independent director since February 2007. **Committee Memberships:** Executive Compensation Committee, Nominating and Governance Committee and Executive Committee.

Louis E. Hannen, 75, a director since 1995, served in various capacities with Wheat, First Securities, Inc., from 1975 until his retirement as Senior Vice President in 1993. He occasionally served as an independent investment advisor

and consultant from 1993 to 2010. Mr. Hannen has 30 years of experience in the securities analysis and research field, starting with the SEC in 1963. Mr. Hannen then worked for Craigie and Company from 1965 to 1970 and Legg Mason Wood Walker, Inc. from 1970 to 1975 before joining Wheat First Securities, Inc. Our Board determined that he should be continue to serve as a director because he brings extensive investment banking and financial expertise to our Board, as well as experience with the SEC. Mr. Hannen served as our first lead independent director. **Committee Memberships:** Audit Committee and Executive Compensation Committee.

Executive Officers Who Are Not Continuing Directors or Nominees:

In addition to Mr. Woltz III, the executive officers listed below were appointed by the Board of Directors to the offices indicated for a term that will expire at the next Annual Meeting of the Board of Directors or until their successors are elected and qualify. The next meeting at which officers will be appointed is scheduled for February 12, 2014, at which each of our executive officers is expected to be reappointed.

Michael C. Gazmarian, 54, joined us in 1994 as Treasurer and Chief Financial Officer. In February 2007, he was elected Vice President, Chief Financial Officer and Treasurer. Before joining us, Mr. Gazmarian had been employed by Guardian Industries Corp., a privately-held manufacturer of glass, automotive and building products, since 1986, serving in various financial capacities.

James F. Petelle, 63, joined us in October 2006. He was elected Vice President and Assistant Secretary on November 14, 2006 and Vice President - Administration and Secretary on January 12, 2007. Previously he was employed by Andrew Corporation, a publicly-held manufacturer of telecommunications infrastructure equipment, having served as Secretary from 1990 to May 2006, and Vice President – Law from 2000 to October 2006.

Richard T. Wagner, 54, joined us in 1992 and has served as Vice President and General Manager of the Concrete Reinforcing Products Business Unit of the Company's subsidiary, Insteel Wire Products Company, since 1998. In February 2007, Mr. Wagner was appointed Vice President of the parent company, Insteel Industries, Inc. Prior to 1992, Mr. Wagner served in various positions with Florida Wire and Cable, Inc., a manufacturer of PC strand and galvanized strand products, since 1977.

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ITEM NUMBER TWO: APPROVAL OF THE MATERIAL TERMS OF THE INSTEEL INDUSTRIES, INC. RETURN ON CAPITAL INCENTIVE COMPENSATION PLAN

The Executive Compensation Committee (the “Committee”) and the Board of Directors have approved the adoption of the current version of the Insteel Industries, Inc. Return on Capital Incentive Compensation Plan (the “ROCICP” or the “Plan”) and we are asking shareholders to approve the material terms of the Plan. We have attached a complete copy of the ROCICP as Appendix A to this proxy statement. Following is a description of the material terms of the Plan.

Background

We have historically provided annual incentive compensation opportunities both to our executive officers and to a broad group of our employees based on the return on capital we achieve during our fiscal year. The current version of the ROCICP was adopted by the Board of Directors in October 2006, amended in September 2007 to add a “clawback” provision (described in the “Compensation Discussion and Analysis” section, below) and further amended and restated in August 2008 to attempt to ensure compliance with Section 162(m) of the Internal Revenue Code (“Code Section 162(m”).

Under Code Section 162(m) and related regulations, compensation in excess of \$1,000,000 paid in any one year to a public company’s “covered employees” (generally, the principal executive officer and the three most highly compensated officers, other than the principal financial officer) who are employed by the company at year end, will not be deductible on that company’s federal income tax return, unless the compensation is considered “qualified performance-based compensation” (or another exemption is met). Code Section 162(m) and related regulations require that shareholders approve the material terms of the performance goals under which compensation may be paid under a plan in order for the qualified performance-based compensation deduction exception to be available. We are therefore proposing that shareholders approve the material terms of the ROCICP, so that we can preserve, to the extent practicable, our ability to deduct compensation payable under the ROCICP to our “covered employees.” The material terms subject to shareholder approval include: (i) the employees eligible to receive compensation; (ii) a description of the business criteria upon which the performance goal is based; and (iii) the formula used to calculate the amount of compensation to be paid if the performance goal is met. These material terms are described below.

The Committee intends to continue the ROCICP for our fiscal 2014. In the event that the material terms of the ROCICP are not approved by our shareholders, the Committee intends to reevaluate the cash incentive structure for our executive officers for 2014, although it is anticipated that any such incentive program would continue to be performance-based.

Eligibility

Participants in the ROCICP are certain of our (or our wholly owned subsidiaries’) employees who are selected by the Committee to participate in the Plan. At this time, all of our sales and administrative employees (107 total employees as of the end of our fiscal 2013) participate in the ROCICP, although participation in the Plan for one year does not guarantee that an employee will be selected to participate in a subsequent year. Target annual incentives vary from 10% to 60% of each participant’s actual base salary and wages paid during the year, with our executive officers currently having targeted incentives of 60%. Non-employee service providers and non-employee directors are not eligible to participate in the Plan.

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Administration; Amendment and Termination

The ROCICP is administered by the Committee. As required by Code Section 162(m), the Committee is comprised of at least two members who are “outside directors” as defined under Code Section 162(m). The Committee has the authority to take any action with respect to the ROCICP, including but not limited to the authority to: (i) determine all matters related to awards, including selection of individuals to be granted awards, and all terms, conditions, restrictions and limitations of an award; and (ii) construe and interpret the ROCICP and any related documents, establish and interpret rules and regulations for Plan administration and make all other determinations necessary or advisable for administering the ROCICP. The Committee may delegate administration of the ROCICP to one or more designees, but only with respect to matters which would not affect the deductibility under Code Section 162(m) of compensation paid to covered employees (and provided that such delegation is in accordance with applicable laws, rules and regulations).

The Committee may at any time amend or modify the ROCICP, subject to: (a) shareholder approval of any amendments if required by applicable laws, rules or regulations; and (b) participant consent if such action may adversely affect any award earned and payable under the ROCICP at that time. However, the Committee has unilateral authority to amend the ROCICP and any award (without participant consent) to the extent necessary to comply with applicable laws, rules or regulations or changes to applicable laws, rules or regulations. The Committee may at any time terminate the ROCICP if it determines in good faith that the continuation of the ROCICP is not in the best interests of us and our shareholders.

Performance Goals

Under the ROCICP, annual incentive opportunities are based solely on the return on capital achieved by the Company during each fiscal year the Plan is in effect. The Committee annually estimates its after-tax cost of capital which serves as the basis for establishing the return on capital performance goal under the Plan. Such performance goal will be established while the outcome for the performance period is substantially uncertain and no more than 90 days after the beginning of our fiscal year. The goal is established with reference to our weighted average cost of capital, which during years when we are debt-free, would be established at an after-tax rate of return that the Board of Directors believes would be acceptable to a prudent equity investor. The targeted return on capital was 9.0% during fiscal 2012 and 8.5% during fiscal 2013.

Eligibility and Target Incentives

Currently, all our sales and administrative employees participate in the ROCICP, with targeted incentives set at 10% to 60% of actual base salary and wages paid during the fiscal year. The target incentive for our executive officers is established by the Committee, and for fiscal 2013 was 60% of actual base salary during the year.

The Committee at the same time establishes the performance thresholds at which minimum (0) and maximum (twice the target) incentives will be paid. Payments are capped at twice the targeted incentive level, so during fiscal 2013 annual incentives payable to our executive officers could have varied from 0% to 120% of the executive officer’s actual base salary paid during the year.

Calculation of Incentives

Following the end of each fiscal year, we will calculate a “Bonus Multiplier” to be approved by the Committee. The Bonus Multiplier is determined by application of a formula that considers the actual return on capital earned by the Company relative to the targeted return on capital. The Bonus Multiplier is then multiplied by each participant’s “Target Bonus Percent” for the year to determine the participant’s “Bonus Percent.” The participant’s Bonus Percent is then

multiplied by his or her base salary paid to determine the participant's Bonus Award for the year. No participant may receive a bonus award for a single year exceeding \$2,500,000.

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Payment of Incentives

Incentives are calculated and paid as soon as practicable following the determination of the amounts and in any event by December 15 of each year (the “Distributions Date”).

Prior to the payment of the incentive to our executive officers, the Committee reviews the calculations and certifies that the amounts to be paid have been computed in accordance with the criteria established. The Committee may adjust awards as appropriate for partial achievement of goals and/or outside mitigating circumstances, and may also make necessary and appropriate adjustments in performance goals, but no such adjustment may be made to the award of a covered employee if the adjustment would cause the award to fail to qualify as deductible “performance-based compensation” for purposes of Code Section 162(m). While the Committee has the authority to make adjustments, no such adjustments have been made.

Effect of Termination

If a participant’s employment is terminated by reason of retirement, disability or death, the participant (or the participant’s beneficiary) will be entitled to receive an incentive payment based on the participant’s actual salary and wages paid through the time of retirement, disability or death. A participant whose employment is terminated during the fiscal year or prior to the Distribution Date for any other reason is not entitled to receive any incentive payment for that year.

Right to Recover Payments

In the event of a material restatement of our financial results for any prior year (beginning with fiscal year 2007) for which incentives have been paid, the Committee may, in its discretion, recover all or part of previously-paid incentives or reduce the amount of incentives prospectively payable under the ROCICP.

Transferability

Participants do not have the right to assign or otherwise transfer amounts to be received under the ROCICP.

Certain Federal Income Tax Consequences

The following summary generally describes the principal U.S. federal (and not foreign, state or local) income tax consequences of awards granted under the ROCICP as of the date of this proxy statement. The summary is general in nature and is not intended to cover all tax consequences that may apply to a particular employee or to us. The provisions of the Internal Revenue Code and regulations thereunder relating to these matters are complicated and their impact in any one case may depend upon the particular circumstances.

In general, a participant in the ROCICP will be taxed at ordinary income tax rates on any cash incentive in the year received. Generally, we will receive a federal income tax deduction corresponding to the amount included in the participant’s income (subject to compliance with the Code Section 162(m) requirements described herein). We will withhold any amounts required by any governmental authority to be withheld with respect to incentive payments.

Subject to Code Section 162(m) and certain reporting requirements, we will be entitled to an income tax deduction with respect to the amount of compensation includable as income to the participant. We have no responsibility to take, or to refrain from taking, any actions in order to achieve a certain tax result for any participant.

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Code Section 409A

Code Section 409A imposes certain requirements on compensation that is deemed under its provisions to involve deferred compensation. Awards granted under the ROCICP are designed to be exempt from Code Section 409A under the so-called “short term deferral” exception for payments made within 2½ months following the end of the fiscal year during which the payments are earned. However, if Code Section 409A is deemed to apply to the ROCICP or any award, and the ROCICP and award do not, when considered together, satisfy the requirements of Code Section 409A during a taxable year, the participant will recognize as ordinary income in the year of non-compliance the amount of all awards deemed to be deferred compensation that is subject to Code Section 409A to the extent that the awards are not subject to a substantial risk of forfeiture. The participant will also be subject to an additional tax of 20% on all amounts includable in income, as well as interest charges under Code Section 409A dating back to the date that the substantial risk of forfeiture lapsed.

Performance-Based Compensation – Section 162(m) Requirements

The ROCICP is structured to comply with the requirements imposed by Code Section 162(m) and related regulations in order to preserve, to the extent practicable, our tax deduction for incentives paid under the ROCICP. As described above, Code Section 162(m) generally denies an employer a deduction for compensation in excess of \$1,000,000 paid to covered employees of a publicly held corporation unless the compensation is exempt from the \$1,000,000 limitation because it is “performance-based compensation” for purposes of Code Section 162(m).

New Plan Benefits

As noted above, incentive payments under the ROCICP are based on attainment of performance goals. Since neither target incentives nor return-on-capital goals are known for future performance periods, it is not possible to determine at this time the exact amount of the awards that could be paid under the ROCICP in the future. No cash incentives were paid to the executive officers for fiscal years 2009 through 2012 under the ROCICP. Incentives were earned during fiscal year 2013, and the amounts paid to our executive officers for that year are presented in the Summary Compensation Table.

Directors’ Recommendation

The Board of Directors unanimously recommends a vote **FOR** approval of the material terms of the Return on Capital Incentive Compensation Plan.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

I. Executive Summary

Introduction. This section of our Proxy Statement provides you with a description of our executive compensation policies and programs, the decisions made by our Executive Compensation Committee regarding fiscal 2013 compensation for our executive officers and the factors that influenced those decisions. Our executive officers consist of the following individuals:

H. O. Woltz III	President and CEO
Michael C. Gazmarian	Vice President, CFO and Treasurer
James F. Petelle	Vice President - Administration and Secretary
Richard T. Wagner	Vice President - General Manager, Insteel Wire Products

Results of 2013 Say-On-Pay Vote. At our annual meeting on February 12, 2013, 98% of the shareholders who cast votes voted in favor of our Say-on-Pay proposal, confirming the merit of the Company's compensation philosophy and policies which were carried over into fiscal 2013.

Compensation Program Changes for Fiscal 2013. The Company periodically evaluates the competitiveness and appropriateness of its compensation programs. No adjustments affecting executive officers were required in fiscal 2013.

Business and Financial Performance During Fiscal 2013. The Company's revenues are derived principally from non-residential construction markets that continue to experience historically low levels of activity resulting from an anemic rate of recovery following the 2009 recession. During fiscal 2013, the modest improvement in shipments, coupled with widening spreads between selling prices and raw material costs, led to significant improvement in our earnings. Highlights of our fiscal 2013 performance are as follows:

•

Our revenues rose slightly to \$363.9M from \$363.3M in fiscal 2012 driven by a 4.6% increase in shipments.

•

Net earnings improved to \$11.7M, or \$0.64 per diluted share from \$1.8M or \$0.10 per share in fiscal 2012.

•

Our return on capital, as calculated under our ROCICP, was 7.7% compared to 1.4% in fiscal 2012.

•

In addition to our regular quarterly dividend of \$0.03 per share, we returned excess cash to our shareholders through the payment of a special dividend of \$0.25 per share in the first fiscal quarter of 2013.

-

Our improved financial performance was reflected in our stock price, which rose to \$16.00 as of the end of fiscal 2013 from \$11.73 at the end of fiscal 2012 - an increase of 36.4%.

How Our Performance Affected Executive Officer Compensation. We design our executive officer compensation program to create a close alignment between our financial performance and executive compensation. This alignment was demonstrated during fiscal 2013 by the following events:

-

For the first time in five years, short-term incentives under our ROCICP were earned by our executive officers. Pursuant to the terms of the ROCICP, the incentive increment earned was 85.6% of the targeted award for each executive officer.

-

The value realized upon vesting of RSUs, as shown in the “Options Exercised and Stock Vested” chart on p. 30 substantially exceeded the grant-date value of those awards.

-

Three of our four executive officers exercised stock options during fiscal 2013, realizing substantial income upon exercise of the options, also as shown in the chart on p. 30.

Thus as our financial performance and share price improved during fiscal 2013, our executive officers were correspondingly rewarded under the variable components of our compensation program.

Our Key Compensation Practices. Our Board and Committee maintain governance standards applicable to our executive compensation and active oversight of our program, through the following key practices:

-

A Committee comprised solely of independent directors.

-

An independent compensation consultant that reports to and is directed by the Committee, and that provides no other services to the Company.

-

A clawback policy in the event of a financial restatement.

-

Change in control payments that are contingent upon a qualifying transaction and a qualifying termination of employment (commonly referred to as a “Double Trigger”).

-

Share ownership guidelines.

-

No tax gross-ups of any kind including for any excise taxes in conjunction with payments that are contingent upon a change in control.

-

No significant perquisites.

-

Award caps that apply to both our ROCICP and to our long-term incentives.

-

Mitigation of risk, in that responsible management of our assets is an integral component of the calculation of annual incentives payable under our ROCICP.

The remainder of this section of our Proxy Statement more fully describes our compensation program.

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II. Overall Objectives

The Committee believes that the success of the Company requires experienced leadership that fully understands the realities of Insteel's challenging business environment and has demonstrated superior business judgment as well as the ability to effectively manage and operate the business. The Committee's goal in developing its executive compensation system has been to attract, motivate and retain executives who will be successful in this environment and thus enhance the value of the business for our shareholders.

The Company is committed to "pay for performance" at all levels of the organization and accordingly a substantial proportion of each executive officer's total compensation is variable, meaning the executive officer's total compensation will be determined based upon the Company's performance. The Committee does not currently have a fixed formula to determine the percentage of pay that should be variable, but reviews annually the mix between base salary and variable compensation to ensure that its goal of paying for performance will be achieved.

The Committee also believes it is critically important to retain executive officers who have demonstrated their value to the Company. Accordingly, several elements of our compensation system are intended to provide strong incentives for executive officers to remain employed by us. For example, we provide a non-qualified supplemental retirement benefit to executive officers that requires a minimum of 10 years of service before any benefit is paid, and 30 years of service to earn the full benefit provided (50% of base salary per year for 15 years following retirement).

The Committee developed its executive compensation system with the assistance of an independent consultant. The consultant reports directly to the Committee and the scope of services it provides is defined by the Committee. The consultant retained by the Committee is Pearl Meyer & Partners ("Pearl Meyer"). Consistent with the Committee's policy that its independent consultant shall not perform services for us other than the services it provides to the Committee, Pearl Meyer did not perform any other services for us during fiscal 2013. The Committee is responsible for establishing the CEO's compensation, and it reviews and approves recommendations from the CEO regarding the compensation of other executive officers. The Committee regularly meets in executive session without members of management present, and may consult with its consultant as necessary during its deliberations.

Following are the features of the compensation system that support the attainment of the Committee's fundamental objectives:

-

Attract, motivate and retain key executives by providing total compensation opportunities competitive with those provided to executives employed by companies of a similar size and/or operating in similar industries.

In formulating our approach to total compensation each year, the Committee requires its consultant, if one is retained, to compile peer group data and benchmark our compensation system against systems of other companies in similar industries, as well as comparably-sized companies in other industries. The objective of our benchmarking process is to provide total compensation opportunities to our executive officers that are near the median of our peer group. Although comparisons to compensation levels in other companies are considered helpful in assessing the overall competitiveness of our compensation practices, the Committee does not feel the need to adhere precisely to the mathematical median, and it places a relatively greater emphasis on overall compensation opportunities rather than on setting each element of compensation at or near the median for that element.

-

Tightly link performance-based compensation to corporate performance.

—

Annual Incentive. As a public company, our primary objective is to create shareholder value. To motivate our executive officers to align their interests with those of our shareholders, we provide annual incentives which are designed to reward our executive officers for the attainment of short-term goals, and long-term incentives which are designed to reward them for increases in our shareholder value over time. The annual incentive for senior executive officers is based entirely on the Company's return on capital, which is a measure that incorporates both the generation of earnings and the management of the Company's balance sheet and is closely correlated with long-term shareholder returns.

—

Long-Term Incentives. Our long-term incentives are entirely equity-based, comprised of 50% RSUs and 50% stock options. Use of these equity-based incentives ensures that their value is directly linked to changes in the price of our common stock. Our long-term incentive program does not include a cash component.

•

Encourage long-term commitment to the Company.

We believe that the value provided by employees increases over time as they become increasingly knowledgeable about our industry, customers and competitors, as well as our business processes, people and culture. We believe that providing incentives for executive officers to remain with the Company will enhance the long-term value of the Company. Accordingly, we include programs such as Retirement Security Agreements and Change-in-Control Severance Agreements as components of our executive compensation system to provide such incentives. The full benefit under our Retirement Security Agreements is not achieved until an executive officer is employed by us for 30 years and the minimum benefit under these agreements requires 10 years of service.

III. Elements of Compensation

Our executive compensation system is comprised of base salary; our Return on Capital Incentive Compensation Plan ("ROCICP") which provides for annual incentive payments; long-term incentives (consisting of RSUs and stock options); a supplemental retirement plan provided through Retirement Security Agreements with each executive officer; Change-in-Control Severance Agreements and (in the case of our CEO and CFO) Severance Agreements, each of which specifies payments and benefits upon, respectively, a change in control and involuntary termination; and certain other benefits such as medical, life and disability insurance and participation in the Company's 401(k) retirement savings plan. We do not provide significant prerequisites to executive officers.

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A brief description of each element of our executive compensation system and the objective of each element is set forth below.

Compensation Element	Description	Objective
Base Salary	Fixed cash compensation.	<p>Provide basic level of income security.</p> <p>Compensate executive officers for fulfilling basic job responsibilities.</p> <p>Provide base pay commensurate with median salaries of peer group.</p> <p>Attract and retain key executive officers.</p> <p>Align executive compensation with shareholder interests because payment of the incentive is based on return on capital, a metric closely correlated with the creation of shareholder value.</p>
ROCICP Annual Incentive Program	Variable cash compensation paid pursuant to a plan in which all of our sales and administrative employees participate.	<p>Reward executive officers based on actual returns generated relative to the Company's weighted average cost of capital.</p> <p>Further align executive compensation with shareholder interests by linking the value of these incentives to changes in the Company's common stock price.</p>
Long-Term Incentives	Variable compensation granted 50% as RSUs (vesting after three years) and 50% as stock options (vesting one-third each year for three years).	<p>Aid in retention and encourage long-term commitment to the Company.</p> <p>Aid in retention and encourage long-term commitment to the Company.</p>
Supplemental Retirement Plan (Retirement Security Agreement)	Non-qualified retirement plan providing additional income to executive officers for 15 years following retirement.	<p>Compensate for federal limits on qualified retirement plans.</p> <p>Encourage long-term commitment to the Company.</p>
Severance/Change-in-Control Severance ("CIC") Agreements	Our CEO and CFO have severance agreements that specify payments to them in the event of involuntary termination. All executive officers have CIC agreements specifying their rights related to termination of employment following a change in control of the Company.	<p>Focus executives on shareholder interests.</p> <p>Provide transition assistance in the event of job loss.</p>
Other Benefits	Medical, life and disability insurance; 401(k) savings plan.	Provide insurance and basic retirement benefits of the same nature that other Company employees receive.

The discussion below provides more detailed information regarding the elements of our compensation program for executive officers.

Base Salaries

Base salaries are established by the Committee and reviewed annually. The Committee does not necessarily adjust salaries annually and did not adjust them in either fiscal 2012 or fiscal 2013. In establishing and adjusting base salaries, the Committee considers the following factors:

-

The executive's performance;

-

The executive's responsibilities;

-

The strategic importance of the position;

-

Competitive market compensation information;

-

Skills, experience and the amount of time the executive has served in the position; and

-

The Company's recent performance and current business outlook.

Prior to the onset of the global financial crisis, the Committee's goal had been to establish base salaries between the 25th and 50th percentile of the peer group. However, prior to the adjustments that were instituted late in fiscal 2011, the Committee did not provide salary increases to our executive officers during fiscal 2009 and 2010, and made only one salary adjustment during fiscal 2008.

Annual Incentive

The annual incentive compensation of our executive officers is based on our financial performance pursuant to the terms of our ROCICP. This plan also applies to all of our sales and administrative employees, with target annual incentive payments ranging from 10% to 60% of annual base salary during fiscal 2013, and payments capped at twice the target incentive level. The target annual incentive payments for our executive officers during fiscal 2013 were 60% of the executive officer's annual base salary. Based on peer group information, the Committee believes our annual incentive opportunity for executive officers at targeted award levels, when added to base salary levels, brings potential total cash compensation near the median for our peer group. When the annual incentive is at maximum levels, reflecting excellent Company performance, the potential total cash compensation would be above the median for our peer group. The Committee believes this balance between base salaries and annual cash incentives is appropriate, in

that our executive officers' cash compensation will be near the median for our peer group only if our short-term goals are achieved, and will exceed the median in the event of superior performance during the fiscal year.

For fiscal 2013, we calculated our weighted average cost of capital ("WACC") for purposes of calculating incentive awards under the ROCICP to be 8.5% based on a weighted average of (i) our after-tax interest rate for debt, and (ii) the after-tax return that we believe would be expected by a prudent investor in our stock (which our Committee set at 8.5%). Attaining a return equal to our WACC would have resulted in the payout of incentive compensation at the target bonus level. The performance level at which the maximum incentive payment would be earned was set at 13.5% of the beginning of the year invested capital (WACC + 5%) while the minimum threshold at which an incentive payment would be earned was set at 3.5% of the beginning of year invested capital (WACC - 5%). The actual return on our WACC during fiscal 2013 was 7.7%, resulting in incentive payments to our executive officers at 85.6% of the targeted amounts.

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For fiscal 2014, the Committee determined that the WACC, for the purposes of the ROCICP, will again be established at 8.5% based on current estimates of the Company's cost of debt and equity and its capital structure.

The Committee believes that return on invested capital is an appropriate metric for the annual incentive in that it is driven off both the generation of earnings and responsible management of our balance sheet, and is closely correlated with the creation of shareholder value. Since responsible management of our assets is an integral component of the annual incentive calculation, the Committee believes that use of this program inherently restrains excessive risk-taking on the part of management. The amounts earned annually under the ROCICP are established strictly by formula. The ROCICP does not provide for adjustments to the annual incentive based on subjective factors.

During fiscal 2007, our Board of Directors amended the ROCICP to clarify that in the event of a material restatement of earnings, the Board has the right to recover payments previously made under the ROCICP, or to reduce future payments. In making a determination whether and from whom to recover previously paid awards, or to reduce future awards, the Committee will consider the amount of the restatement, the reason for the restatement, the role played by any executive officers in the actions and decisions leading to the restatement and any other factors the Committee deems relevant.

Long-Term Incentives

Our long-term incentives are entirely equity-based, consisting of 50% RSUs and 50% stock options. These incentives are granted under our 2005 Equity Incentive Plan, as amended (the "2005 Plan"). The targeted amount of the awards was established by the Committee early in fiscal 2007 based on input from our independent consultant at that time, Mercer. The peer group that was established by Mercer included the following companies:

-

Universal Stainless & Alloy Products, Inc.

-

NN, Inc.

-

LB Foster Company

-

Materion Corporation (f/k/a Brush Engineered Materials Inc.)

-

NS Group, Inc.

-

PW Eagle, Inc.

- Olympic Steel, Inc.

- Steel Technologies, Inc.

- Gibraltar Industries, Inc.

The targeted amount of the long-term incentive was established at approximately the median for executives in similar positions, in the peer group of companies developed by Mercer. The targeted value of Mr. Petelle's long-term incentive was increased by the Committee from \$110,000 annually to \$150,000 for fiscal 2012, and continued at that level in fiscal 2013. Targeted values for our other executive officers continued at the levels established in fiscal 2007. Therefore, the targeted value of the long-term incentives for each executive officer during fiscal 2013 was as follows: Mr. Woltz III: \$600,000; Messrs. Gazmarian and Wagner: \$275,000 each; Mr. Petelle: \$150,000.

The RSUs and stock options are awarded in two equal tranches, with the first tranche effective on the date of our February annual shareholder meeting and the second tranche effective on the date that is six months after the annual shareholder meeting. These dates are typically about three weeks after the announcement of our quarterly financial results. The Committee believes that providing these awards on predetermined dates that closely follow the reporting of our quarterly financial results is the most appropriate approach for us.

The number of RSUs and stock options to be awarded to each of our executive officers on each grant date is calculated based on the closing price on such date. For example, the target value of long-term incentives granted to Mr. Woltz III during fiscal 2013 was established by the Committee at \$600,000. Accordingly, he received the awards of RSUs and stock options in the amounts shown below on the dates indicated. Since the value of each grant of options and RSUs is pre-determined by the Committee, and the awards occur on pre-established dates, management does not participate in the process of granting these options and RSUs.

Date	Type of Grant	No. of Units	Closing Price	Value on the	ASC Topic 718
				of Grant	Grant Date Value
2/12/13	RSUs	9,119	\$16.45	\$150,008	\$150,008
2/12/13	Stock Options	20,921	\$16.45	\$150,004	\$150,004
8/12/13	RSUs	8,711	\$17.22	\$150,003	\$150,003
8/12/13	Stock Options	21,583	\$17.22	\$150,002	\$150,002

The value of each share of Company stock subject to a stock option was established with the assistance of a financial consultant retained by us to calculate the value of our option grants for financial reporting purposes. We and the consultant use a Monte Carlo option valuation model to determine the value of our stock options. The value of each share of stock subject to a grant of option was established at \$7.17 per option share on February 12, 2013, and at \$6.95 per option share on August 12, 2013. Prior to fiscal 2008, we used a different option valuation method to determine how many option shares to grant to executive officers. We changed to the Monte Carlo valuation model in fiscal 2008 in order to be consistent with the valuation method that we use for financial reporting purposes.

Retirement Benefits

Our executive officers each participate in the 401(k) “defined contribution” plan that is available to substantially all our employees. Under this plan the Company will match 100% of salary deferrals up to the first 1% of the participant’s eligible compensation, and 50% of the next 5% of eligible compensation. However, IRS regulations place significant limits on the ability of our executive officers to defer the same portion of their compensation as other participants. To help compensate for these limits, but in a manner that provides significant incentives for executives to remain employed by us, the Committee has established supplemental retirement plans through retirement security agreements (each, an “SRP”) in which certain of our executives, including all our executive officers, participate. An executive officer is eligible for the full benefit under his SRP if he remains employed by us for a period of at least 30 years. In that case, we will pay the executive officer, during the 15-year period following the later of (i) retirement, or (ii) reaching age 65, a supplemental retirement benefit equal to 50% of the executive officer’s average annual base salary for the five consecutive years in which he received the highest base salary in the 10 years preceding retirement.

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An executive officer may receive reduced benefits under the SRP if he retires prior to completing 30 years of service, so long as the executive has reached at least age 55 and has completed at least 10 years of service. If the executive officer does not complete 10 years of service, no benefit is paid under the SRP. If he completes at least 10 years, but less than 30, the amount of the benefit will be reduced by 1/360th for each month short of 360 months that he was employed by us.

Under the SRP, we also provide for pre-retirement disability and death benefits. The disability benefit is payable to an executive officer if, due to disability, his employment terminates before reaching age 65 or completing 30 years of service. In this event, we would pay him, during the 10-year period following the date of disability, a supplemental retirement benefit equal to the early retirement benefit described in the preceding paragraph, except that such early retirement benefit, when added to the benefits received (if any) by the executive officer under our long-term disability insurance plan for employees, may not exceed 100% of the executive officer's highest average annual base salary for five consecutive years in the 10-year period preceding the date on which his disability occurred. If the long-term disability insurance payments end prior to the end of the 10-year period, the pre-retirement disability benefit will continue for the remainder of the 10-year period in an amount equal to 50% of his highest average annual base salary for five consecutive years in the 10-year period preceding the date on which his disability occurred.

The death benefit is payable in the event that the executive officer dies while employed by us. In this event, we will pay to the executive officer's beneficiary, for a term of 10 years following his death, a supplemental death benefit in an amount equal to 50% of his highest average annual base salary for five consecutive years in the 10-year period preceding the date of his death.

Change-in-Control Severance Agreements

We have entered into change-in-control severance agreements with each of our executive officers. These agreements specify the terms of separation in the event that termination of employment occurs following a change in control. The initial term of each agreement is two years and the agreements provide for subsequent automatic one-year renewal terms unless we or the executive officer provides notice of termination. The agreements do not provide assurances of continued employment, nor do they specify the terms of an executive officer's termination should the termination occur in the absence of a change in control.

The Committee first provided change-in-control severance agreements to our executive officers in May 2003 because it believed that such agreements should be provided to individuals serving in executive positions that can materially affect the consummation of a change-in-control transaction and are likely to be materially affected by a change in control.

These agreements are consistent with the Committee's overall objective of aligning the interests of executive officers and shareholders in that they provide protection to the executive officers in the event of job loss following a transaction. Absent this protection, the executive may be distracted by personal uncertainties and risks in the event of a proposed transaction or may not vigorously pursue certain transactions that would benefit shareholders due to potential negative personal consequences.

Under the terms of these agreements, in the event of termination within two years of a change of control, Messrs. Woltz III and Gazmarian would receive severance benefits equal to two times base salary, plus two times the average bonus for the prior three years and the continuation of health and welfare benefits (including payment of premiums for "COBRA" coverage) for two years following termination. Messrs. Wagner and Petelle would receive severance benefits equal to one times base salary, plus one times the average bonus for the prior three years and the continuation of health and welfare benefits (including payment of premiums for "COBRA" coverage) for one year following

termination. In addition, all stock options, restricted stock awards and RSUs outstanding immediately prior to termination would vest and, in the case of options, become exercisable for the remainder of the term provided for in the original agreement relating to each grant of options. Finally, we would pay up to \$15,000 for outplacement services for Messrs. Woltz III, Gazmarian, Wagner and Petelle.

The terms of the change-in-control severance agreements were based on prevailing practice at the time the agreements were entered into, as well as competitive pressures in securing and retaining the services of executive officers. The Committee determined to provide relatively greater change-in-control severance benefits for Mr. Woltz III, our CEO, and Mr. Gazmarian, our CFO, because it believed they would likely be most engaged in any negotiations leading to a transaction that would result in a change in control, and that they would be less likely to retain their positions following a change in control.

Any termination benefits payable under a change-in-control severance agreement are subject to reduction if necessary to avoid the application of the “golden parachute” rules of Section 280G and the excise tax imposed under Section 4999 of the Internal Revenue Code. The agreements do not provide for a “gross up” of any payments to cover any tax liability that may be imposed on our executive officers.

Severance Agreements

We have entered into severance agreements with Mr. Woltz III and Mr. Gazmarian. The severance agreements provide certain termination benefits in the event that we terminate the employment of Mr. Woltz III or Mr. Gazmarian without cause (as defined in each severance agreement). Each severance agreement provides for automatic one-year renewal terms unless we or Mr. Woltz III or Mr. Gazmarian provide prior notice of termination.

We first entered into the severance agreements with Messrs. Woltz III and Gazmarian in December 2004. At that time, the Committee concluded that Messrs. Woltz III and Gazmarian, who were leading efforts to restructure the Company, required additional protection in the event that either of them lost his position under circumstances in which he would not be entitled to benefits under his change-in-control severance agreement.

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Neither Mr. Woltz III nor Mr. Gazmarian would be entitled to termination benefits under a severance agreement (i) if his employment with us is terminated for cause, or (ii) if he is entitled to receive benefits under the change-in-control severance agreement described above.

Under the terms of the severance agreements, if Mr. Woltz III or Mr. Gazmarian were terminated without cause, each would receive a lump sum severance payment equal to one and one-half times his annual base salary, and the continuation of health and welfare benefits (including payments of premiums for “COBRA” coverage), for 18 months following termination. In addition, all stock options, restricted stock awards and RSUs outstanding immediately prior to termination would vest and, in the case of options, become exercisable for the remainder of the term provided for in the original agreement relating to each grant of options. Finally, we would pay up to \$15,000 each for outplacement services for Mr. Woltz III and for Mr. Gazmarian. At the time these agreements were entered into, the Committee believed their terms were comparable to those provided to senior officers of similar public companies.

Any termination benefits payable under a severance agreement are subject to reduction if necessary to avoid the application of the “golden parachute” rules of Section 280G and the excise tax imposed under Section 4999 of the Internal Revenue Code.

The Committee periodically reviews the payments that could be received by executive officers pursuant to their respective severance and change-in-control severance agreements, but does not consider the amount of the potential benefits under these agreements when it establishes the elements of each executive officer’s ongoing compensation.

Broad-Based Employee Benefits

Our executive officers participate in employee benefit plans that are offered to all employees, such as health, life and disability insurance and our 401(k) retirement savings plan. Our salaried employees are entitled to designate a beneficiary who will receive a death benefit in the event of the employee’s death while he is employed by us. The amount of the death benefit is determined by the employee’s salary grade. The death benefit payable to beneficiaries of each of our executive officers is \$500,000. We maintain “split dollar” life insurance policies on a broad group of employees, including each of our executive officers, to fund the payment of the death benefit. Proceeds of these policies are payable to us.

Our broad-based employee benefit programs are reviewed periodically to ensure that these programs are adequate based on competitive conditions as well as cost considerations.

Deductibility of Compensation

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to publicly held companies for compensation paid to certain executive officers, to the extent that compensation exceeds \$1 million per officer in any year, although certain “performance-based” compensation is not subject to the deduction limit. We generally seek to maximize the deductibility for tax purposes of all elements of compensation.

The Committee periodically reviews applicable tax provisions, such as Section 162(m), and may revise compensation plans from time to time to maximize deductibility. In addition, although the Committee’s current intention is to ensure full deductibility of future compensation, it retains the flexibility to take actions it deems necessary to attract, motivate and retain executive officers who will help us achieve our business goals.

Executive Compensation Committee Report

The Executive Compensation Committee of the Company's Board of Directors has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with Company management. Based on this review and discussion, the Executive Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into our Annual Report on Form 10-K for fiscal 2013.

This Executive Compensation Committee report shall be deemed furnished in our Annual Report on Form 10-K for fiscal 2013, is otherwise not incorporated by reference into any of our previous filings with the SEC and is not to be deemed "soliciting material" or incorporated by reference into any of our future filings with the SEC, irrespective of any general statement included in any such filing that incorporates the Annual Report on Form 10-K referenced above or this proxy statement by reference, unless such filing explicitly incorporates this report.

Executive Compensation Committee

C. Richard Vaughn (Chairman)

Duncan S. Gage

Louis E. Hannen

Charles B. Newsome

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Summary Compensation Table

The following table and accompanying footnotes provide information regarding compensation of our Chief Executive Officer, Chief Financial Officer and our two other executive officers for the fiscal year ended September 28, 2013.

SUMMARY COMPENSATION TABLE

Name and Principal	Year	Salary	Stock Awards ⁽¹⁾	Option Awards ⁽¹⁾	Non-Equity Incentive Plan Compensation ⁽²⁾	Change in Pension Value	And Nonqualified Deferred Compensation Earnings ⁽³⁾	All Other Compensation ⁽⁴⁾	Total
Position		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
H. O. Woltz III	2013	477,000	300,011	300,006	244,987		111,110	46,128	1,479,242
President and CEO	2012	477,000	299,996	299,998	-0-		294,515	26,104	1,397,613
	2011	435,423	300,009	299,999	-0-		183,810	26,122	1,245,363
Michael C. Gazmarian	2013	280,000	137,494	137,502	143,808		69,345	24,684	792,833
Vice President, CFO and Treasurer	2012	280,000	137,494	137,499	-0-		140,590	15,685	711,268
	2011	253,462	137,497	137,499	-0-		83,110	15,369	626,937
James F. Petelle	2013	170,000	75,011	75,002	87,312		27,865	15,830	451,020
Vice President - Administration and Secretary	2012	170,000	74,998	74,999	-0-		46,500	58,440	424,937
	2011	161,194	54,992	55,001	-0-		32,050	10,801	314,038
Richard T. Wagner	2013	260,000	137,494	137,502	133,536		72,270	23,646	764,448
Vice President - General Manager, Insteel Wire Products	2012	260,000	137,494	137,499	-0-		146,470	14,997	696,460
	2011	224,615	137,497	137,499	-0-		80,720	14,320	594,651

(1)

The amounts reported in these columns reflect the aggregate grant date fair value of stock and option awards granted during each fiscal year and do not reflect the actual value, if any, that may be received by executive officers for their awards. Our assumptions used in the calculation of these amounts for fiscal 2013 are set forth in Note 8 of our consolidated financial statements as reported in our Annual Report on Form 10-K. Dividend equivalents paid on RSUs are currently paid in cash and are reported in the "All Other Compensation" column.

(2)

The amounts reported in this column are the annual cash incentive amounts accrued for fiscal 2013 under our ROCICP. No cash incentive amounts were earned under the ROCICP for fiscal 2012 or 2011.

(3)

Amounts reported for each fiscal year represent the increase in the present actuarial value during such fiscal year of the executive officer's accumulated benefits under our Retirement Savings Plan determined using interest rate assumptions consistent with those set forth in Note 10 of our consolidated financial statements as reported in our 2013 Form 10-K. These amounts were calculated based on the following discount rate assumptions as of the end of each fiscal year: 2011, 4.75%; 2012, 4.0%; and 2013, 4.75%. If the discount rate assumption had not been changed during fiscal 2013, the amounts reported in this column for fiscal 2013 would have been as follows: Mr. Woltz, \$302,450; Mr. Gazmarian, \$145,340; Mr. Petelle, \$41,735; and Mr. Wagner, \$147,720. Executive officers may not be fully vested in the amounts reflected herein. We do not currently offer any program for deferring compensation and therefore there were no above-market earnings on deferrals that were required to be reported in this column.

(4)

Amounts shown for fiscal 2013 include (i) dividend equivalents paid on RSUs; (ii) the current dollar value attributed by the IRS to the death benefit program we provide to our executive officers; and (iii) the amount of matching funds paid into our Retirement Savings Plan on behalf of the executive officers. The following table shows the amount of each component described above.

Name	Dividends/Dividend		
	Equivalents Paid on RSUs	Death Benefit Value	401(k) Matching Payments
	(\$)	(\$)	(\$)
H. O. Woltz III	30,440	2,106	13,582
Michael C. Gazmarian	13,951	1,440	9,293
James F. Petelle	6,298	3,582	5,950
Richard T. Wagner	13,951	1,440	8,255

Fiscal 2013 Grants of Plan-Based Awards

The following table provides information regarding (1) annual incentive compensation payments to our executive officers under our ROCICP, and (2) the value of stock options and RSUs awarded to our executive officers during fiscal 2013 under our 2005 Plan.

Beginning in fiscal 2006, our practice has been to grant equity awards (stock options and restricted stock and, beginning in fiscal 2009, RSUs) on two dates each fiscal year: the date of our annual shareholders' meeting and the date that is six months after the shareholders' meeting. Stock options have a 10-year term and vest in equal annual increments of one-third of the amount of each grant on the first, second and third anniversaries of the grant date. Options are priced at the closing price of our stock on the date of grant, as reported on NASDAQ. Beginning in fiscal 2009, we granted RSUs instead of shares of restricted stock. RSUs are settled in shares of our common stock at the end of three years. Our executive officers do not have the right to vote the shares represented by RSUs, and may not sell or transfer RSUs, or use them as collateral. We pay dividend equivalents in cash on outstanding RSUs.

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Generally, stock options and RSUs are subject to forfeiture if an executive officer leaves our employ for reasons other than death, disability or retirement prior to vesting or lapse of restrictions. Pursuant to the Severance Agreements we have with Messrs. Woltz III and Gazmarian, vesting of stock options and RSUs will accelerate in connection with a termination without cause. For all of our executive officers, if employment with us terminates due to death, disability or retirement, or without cause in connection with a change in control pursuant to the terms of our Change-in-Control Severance Agreements, the vesting of stock options and RSUs will accelerate. See “Potential Payments Upon Termination or Change in Control.”

FISCAL 2013 GRANTS OF PLAN-BASED AWARDS

Name	Grant Date ⁽¹⁾	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/share) ⁽³⁾	Grant Date Fair Value of Stock and Option Awards (\$) ⁽⁴⁾
		Threshold (\$)	Target (\$)	Maximum (\$)				
	N/A		286,200	572,400				
H. O. Woltz III	2/12/13				9,119		150,008	
	2/12/13					20,921	16.45	150,004
	8/12/13				8,711		150,003	
	8/12/13					21,583	17.22	150,002
	N/A		168,000	336,000				
Michael C. Gazmarian	2/12/13				4,179		68,745	
	2/12/13					9,859	16.45	68,753
	8/12/13				3,992		68,742	
	8/12/13					9,892	17.22	68,749
	N/A		102,000	204,000				
James F. Petelle	2/12/13				2,280		37,506	
	2/12/13					5,230	16.45	37,499
	8/12/13				2,178		37,505	
	8/12/13					5,396	17.22	37,502
	N/A		156,000	312,000				
Richard T. Wagner	2/12/13				4,179		68,745	
	2/12/13					9,859	16.45	68,753
	8/12/13				3,992		68,742	

8/12/13

9,892

17.22

68,749

(1)

The options and RSUs granted on the dates shown in this column were granted under our 2005 Plan, as amended.

(2)

Our incentive award program, which we refer to as our Return on Capital Incentive Compensation Plan, or ROCICP, is considered a non-equity incentive plan and is discussed above under “Compensation Discussion and Analysis – Elements of Compensation.” There is no threshold amount payable under the program. The amounts shown in the “Target” column reflect each executive officer’s target bonus percentage of base salary set by the Executive Compensation Committee for fiscal 2013. The amounts shown in the “Maximum” column reflect the maximum amount payable to each executive officer under the program based on his target bonus percentage.

(3)

For each option, the exercise price per share is the closing price of our common stock on NASDAQ on the grant date.

(4)

Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. The actual value an executive officer may receive depends on the market price of our stock, and there can therefore be no assurance that amounts reflected in this column will actually be realized.

Our equity-based compensatory awards for fiscal 2013 were issued pursuant to our 2005 Plan, as amended. The original plan was approved by our shareholders in 2005, and an amendment to the Plan which increased the number of shares that can be issued pursuant to the Plan was approved by our shareholders at the 2012 annual meeting. The maximum number of shares issuable under the 2005 Plan currently may not exceed 2,670,000 shares, but only 350,000 of the 900,000 additional shares authorized at the 2012 annual meeting may be used for “full-value” grants. Awards settled in cash and shares subject to awards that were forfeited, canceled, terminated, expire or lapse for any reason do not count against this limit, except that after February 21, 2012 shares tendered to exercise outstanding options or shares tendered or withheld to pay taxes do count against the limit. Awards that may be granted under the 2005 Plan include incentive options and non-qualified options, restricted stock awards and RSUs, and performance awards. The number of shares reserved for issuance under the 2005 Plan and the terms of awards may be adjusted upon certain events affecting our capitalization. The 2005 Plan is administered by our Executive Compensation Committee. Subject to the terms of the 2005 Plan, the Executive Compensation Committee has authority to take any action with respect to the 2005 Plan, including selection of individuals to be granted awards, the types of awards and the number of shares of common stock subject to an award, and determination of the terms, conditions, restrictions and limitations of each award.

Additional discussion regarding factors that may be helpful in understanding the information included in the Summary Compensation Table and Fiscal 2013 Grants of Plan-Based Awards table is included above under “Compensation Discussion and Analysis.”

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Outstanding Equity Awards at Fiscal Year End 2013

The following table provides information regarding unexercised stock options, unvested stock awards and RSUs held by our executive officers as of September 28, 2013, the last day of our fiscal 2013. All values in the table are based on a market value of our common stock of \$16.00, the closing price reported on NASDAQ on September 27, 2013, the last trading day during fiscal 2013.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2013

	Option Awards				Stock Awards	
	Number of Securities	Number of Securities			Number of Units	Market Value of Units
Underlying	Underlying	Option	Option		of Stock	That Have
Unexercised Options	Unexercised Options	Exercise Price	Expiration		That Have	Not Vested
(#) Exercisable ⁽¹⁾	(#) Unexercisable ⁽¹⁾	(\$)	Date		(#) ⁽²⁾	Have Not Vested (\$)
	9,144	-0-	15.64	2/14/2016	70,039	1,120,624
	6,369	-0-	20.26	8/14/2016		
	14,395	-0-	17.11	2/13/2017		
	11,878	-0-	20.27	8/13/2017		
H. O. Woltz III	15,957	-0-	16.69	8/19/2018		
	11,236	-0-	9.16	8/9/2020		
	17,065	8,532	12.43	2/8/2021		
	20,619	10,309	10.72	8/8/2021		
	8,251	16,501	13.06	2/21/2022		
	10,989	21,978	10.23	8/21/2022		
	-0-	20,921	16.45	2/12/2023		
	-0-	21,583	17.22	8/12/2023		
	5,301	-0-	9.12	3/4/2015	32,099	513,584
	3,430	-0-	6.89	7/26/2015		
	4,080	-0-	15.64	2/14/2016		
	2,841	-0-	20.26	8/14/2016		
	6,598	-0-	17.11	2/13/2017		
	5,444	0-	20.27	8/13/2017		
Michael C. Gazmarian	13,196	-0-	11.15	2/19/2018		
	7,314	-0-	16.69	8/19/2018		

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14,946	-0-	7.55	2/10/2019
10,982	-0-	11.60	8/10/2019
14,881	-0-	9.39	2/9/2020
15,449	-0-	9.16	8/9/2020
7,821	3,911	12.43	2/8/2021
9,450	4,725	10.72	8/8/2021
3,782	7,563	13.06	2/21/2022
5,037	10,073	10.23	8/21/2022
-0-	9,589	16.45	2/12/2023
-0-	9,892	17.22	8/12/2023

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	Option Awards				Stock Awards		
	Number of Securities	Number of Securities			Number of Units	Market Value of	
	Underlying	Underlying	Option	Option	of Stock	Units of	
	Unexercised Options	Unexercised Options	Exercise Price	Expiration	That Have	Stock That	
(#) Exercisable ⁽¹⁾	(#) Unexercisable ⁽¹⁾	(\$)	Date	Not Vested (#) ⁽²⁾	Have Not Vested (\$)		
	2/8/14	8/8/14	2/21/15	8/21/15	2/12/16	8/12/16	
H.O. Woltz III	12,068	13,993	11,485	14,663	9,119	8,711	
Michael C. Gazmarian	5,531	6,413	5,264	6,720	4,179	3,992	
James F. Petelle	2,212	2,565	2,871	3,666	2,280	2,178	
Richard T. Wagner	5,531	6,413	5,264	6,720	4,179	3,992	

Options Exercised and Stock Vested During Fiscal Year 2013

The following table provides information regarding compensation earned by our executive officers as a result of vesting of restricted stock and exercise of stock options during fiscal 2013.

OPTIONS EXERCISED AND STOCK VESTED

Name	Option Awards		Stock Awards	
	No. of Shares	Value Realized	No. of Shares	Value Realized
	Acquired on	on Exercise	Acquired on	on Vesting
	Exercise (#)	(\$)	Vesting (#)	(\$)
H. O. Woltz III	169,660	1,286,259	32,350	530,302
Michael C. Gazmarian	0	0	14,827	243,053
James F. Petelle	10,830	94,472	5,931	97,224
Richard T. Wagner	45,455	276,545	14,827	243,053

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Pension Benefits

Through individual agreements, we provide supplemental retirement benefits to our executive officers which provide for payments to them for a 15-year period beginning on the later of their (i) retirement or (ii) reaching age 65. The maximum annual benefit payable under the supplemental retirement plan provided through each executive officer's Retirement Security Agreement (each, an "SRP") is equal to 50% of the executive officer's annual base salary for the five consecutive years in which he received the highest salary during the 10 years prior to retirement. Only base salary is included in the calculation of the benefit under the SRP.

To receive the maximum benefit under the SRP, the executive officer must be employed by us for at least 30 years. An executive officer will receive reduced benefits under the SRP if he is employed by us for at least 10 years and retires at or after reaching age 55. Since Mr. Woltz III has been employed by us for 30 years and has reached 55 years of age, his benefit under the SRP has vested. None of our other executive officers currently meet the minimum qualification for reduced retirement benefits under the SRPs. For more information regarding the SRPs, see the discussion above under the "Compensation Discussion and Analysis – Elements of Compensation" section of this proxy statement. Assumptions used in the calculation of the amounts shown in the following chart are set forth in Note 10 of our consolidated financial statements as reported in our 2013 Form 10-K.

The following table shows the present value of the accumulated benefit as of September 28, 2013 payable at, following or in connection with retirement to each of our executive officers, including the number of years of service credited to each.

FISCAL 2013 PENSION BENEFITS

Name	Plan Name	Number of	Present Value	Payments
		Years Credited	of Accumulated	During Last Fiscal Year
		Service (#)	Benefit (\$)	(\$)
H. O. Woltz III	Retirement Security Agreement	35	1,913,575	-0-
Michael C. Gazmarian	Retirement Security Agreement	19	637,615	-0-
James F. Petelle	Retirement Security Agreement	7	188,110	-0-
Richard T. Wagner	Retirement Security Agreement	21	633,065	-0-

Potential Payments Upon Termination or Change in Control

The discussion and tables below describe the potential payments that could be received by each of the executive officers if the executive officer's employment was terminated on September 27, 2013, the last business day of our fiscal year. The amounts in the tables for stock options and RSUs represent the value of the awards that vest as a result of the termination of the executive officer's employment. For purposes of valuing the stock options and RSUs, the amounts below are based on a per share price of \$16.00, which was our closing price as reported on NASDAQ on

September 27, 2013, the last trading day during fiscal 2013.

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Benefits and Payments Upon Termination

	Termination		Termination	Retirement	Death	Disability
	Voluntary	without	Cause or for			
			Good Reason			
Termination	Cause	after Change in	Control			
H. O. Woltz III						
Salary Continuation ⁽¹⁾	0	0	0	0	0	1,121,058
Severance Payment ⁽²⁾	0	715,500	1,117,325	0	0	0
Stock Options ⁽³⁾	0	260,217	260,217	260,217	260,217	260,217
RSUs ⁽⁴⁾	0	1,120,624	1,120,624	1,120,624	1,120,624	1,120,624
Benefits ⁽⁵⁾	0	29,115	38,820	0	0	0
Outplacement	0	15,000	15,000	0	0	0
Supplemental Retirement Plan ⁽⁶⁾	1,913,575	1,913,575	1,913,575	1,913,575	1,758,225	1,758,225
Death Benefit ⁽⁷⁾	0	0	0	0	500,000	0
TOTAL	1,913,575	4,054,031	4,465,561	3,294,416	3,139,066	4,260,124

	Termination		Termination	Retirement	Death	Disability
	Voluntary	Without	Cause or for			
			Good Reason			
Termination	Cause	after Change in	Control			
Michael C. Gazmarian						
Salary Continuation ⁽¹⁾	0	0	0	0	0	1,334,348
Severance Payment ⁽²⁾	0	420,000	655,872	0	0	0
Stock Options ⁽³⁾	0	119,267	119,267	119,267	119,267	119,267
RSUs ⁽⁴⁾	0	513,584	513,584	513,584	513,584	513,584
Benefits ⁽⁵⁾	0	29,115	38,820	0	0	0
Outplacement	0	15,000	15,000	0	0	0
Supplemental Retirement Plan ⁽⁶⁾	0	0	637,615	0	1,026,771	1,026,771
Death Benefit ⁽⁷⁾	0	0	0	0	500,000	0

TOTAL	0	1,096,966	1,980,158	632,851	2,159,622	2,993,970
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(1)

The amounts under the “Disability” column represent the lump-sum present value of bi-weekly payments which Messrs. Woltz III and Gazmarian would be entitled to receive, pursuant to our disability insurance program, until their “normal retirement age” as defined by the Social Security Act, in the event of disability on September 27, 2013.

(2)

These amounts would be paid to Messrs. Woltz III and Gazmarian in a lump sum following termination without cause, pursuant to their severance agreements, or in the event of a termination following a change in control, pursuant to their change-in-control severance agreements.

(3)

These amounts represent the difference between the market value of Insteel stock on September 27, 2013 and the option strike prices for unvested options that would vest (i) pursuant to the terms of the option grant agreements in the event of retirement, death or disability; (ii) pursuant to the terms of the severance agreement in the event of termination without cause; and (iii) pursuant to the terms of the change-in-control severance agreement in the event of termination following a change in control.

(4)

These amounts represent the market value of RSUs on September 27, 2013 that would vest (i) pursuant to the terms of the RSU agreements in the event of retirement, death or disability; (ii) pursuant to the terms of the severance agreement in the event of termination without cause; and (iii) pursuant to the terms of the change-in-control severance agreement in the event of termination following a change in control.

(5)

These amounts represent premiums for medical and dental insurance which would be paid by us for 18 months following termination without cause and 24 months following termination after a change in control.

(6)

The amount under the “Termination without Cause or for Good Reason after Change in Control” column represent the lump-sum present value of the accumulated benefit on September 27, 2013 of the SRP and would be payable to Mr. Gazmarian in a lump sum under his change-in-control severance agreement in the event of a termination following a change in control. The amount under the “Voluntary Termination,” “Termination without Cause,” “Termination without Cause after Change in Control,” and “Retirement” columns for Mr. Woltz III represents the lump-sum present value of his benefit, which in his case has vested. The amounts under the “Death” and “Disability” columns represent the estimated lump-sum present value of bi-weekly payments which Messrs. Woltz III and Gazmarian (or their heirs) would have been entitled to receive for a 10-year period pursuant to the SRP in the event of death or disability on September 27, 2013.

(7)

These amounts would be payable in a lump sum to the heirs of Messrs. Woltz III and Gazmarian in the event of their death, pursuant to our death benefit program.

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	Termination without						
	Voluntary		Cause or for		Retirement	Death	Disability
	Termination	without Cause	Termination	after Change in Control			
James F. Petelle							
Salary Continuation ⁽¹⁾	0	0	170,000	0	0	292,017	
Severance Payment ⁽²⁾	0	0	29,104	0	0	0	
Stock Options ⁽³⁾	0	0	59,468	59,468	59,468	59,468	
RSUs ⁽⁴⁾	0	0	252,352	252,352	252,352	252,352	
Benefits ⁽⁵⁾	0	0	11,582	0	0	0	
Outplacement	0	0	15,000	0	0	0	
Supplemental Retirement Plan ⁽⁶⁾	0	0	188,110	0	641,839	641,839	
Death Benefit ⁽⁷⁾	0	0	0	0	500,000	0	
TOTAL	0	0	725,616	311,820	1,453,659	1,245,676	

	Termination without						
	Voluntary		Cause or for		Retirement	Death	Disability
	Termination	without Cause	Termination	after Change in Control			
Richard T. Wagner							
Salary Continuation ⁽¹⁾	0	0	260,000	0	0	1,370,014	
Severance Payment ⁽²⁾	0	0	44,512	0	0	0	
Stock Options ⁽³⁾	0	0	119,267	119,267	119,267	119,267	
RSUs ⁽⁴⁾	0	0	513,584	513,584	513,584	513,584	
Benefits ⁽⁵⁾	0	0	18,638	0	0	0	
Outplacement	0	0	15,000	0	0	0	
Supplemental Retirement Plan ⁽⁶⁾	0	0	633,065	0	925,940	925,940	
Death Benefit ⁽⁷⁾	0	0	0	0	500,000	0	
TOTAL	0	0	1,604,066	632,851	2,058,791	2,928,805	

(1)

The amounts under the “Termination without Cause or for Good Reason after Change in Control” column would be paid to Messrs. Petelle and Wagner on a semi-monthly basis for a period of one year, pursuant to their respective change-in-control severance agreements. The amounts under the “Disability” column represent the lump-sum present value of bi-weekly payments which Messrs. Petelle and Wagner would be entitled to receive, pursuant to our disability insurance program, until their “normal retirement age” as defined by the Social Security Act, in the event of disability on September 27, 2013.

(2)

These amounts would be paid in a lump sum to Messrs. Petelle and Wagner in the event of a termination following a change in control, pursuant to their change-in-control severance agreements.

(3)

These amounts represent the difference between the market value of Insteel stock on September 27, 2013 and the option strike prices for unvested options that would vest (i) pursuant to the terms of the option grant agreements in the event of retirement, death or disability; and (ii) pursuant to the terms of the change-in-control severance agreement in the event of termination following a change in control.

(4)

These amounts represent the market value of RSUs on September 27, 2013, that would vest (i) pursuant to the terms of the RSU agreements in the event of retirement, death or disability; and (ii) pursuant to the terms of the change-in-control severance agreement in the event of termination following a change in control.

(5)

These amounts represent premiums for medical and dental insurance which would be paid by us for 12 months following termination after a change in control.

(6)

The amounts under the “Termination without Cause or for Good Reason after Change in Control” column represent the lump-sum present value of the accumulated benefit on September 27, 2013 of the SRP and would be payable to Messrs. Petelle and Wagner in a lump sum under their change-in-control severance agreements in the event of a termination following a change in control. The amounts under the “Death” and “Disability” columns represent the estimated lump-sum present value of bi-weekly payments which Messrs. Petelle and Wagner (or their heirs) would have been entitled to receive for a 10-year period pursuant to the SRP in the event of death or disability on September 27, 2013.

(7)

These amounts would be payable in a lump sum to the heirs of Messrs. Petelle and Wagner in the event of their death, pursuant to our death benefit program.

[Back to Contents](#)**DIRECTOR COMPENSATION**

Mr. Woltz III, our CEO, receives no additional compensation for serving on our board of directors. Since January 2007, we have paid a quarterly cash retainer to non-employee directors of \$10,000, and have paid an additional quarterly cash retainer for committee chairmen of \$1,250. Prior to fiscal 2009, we made an annual grant of restricted stock, with a one-year vesting period, to our non-employee directors on the date of our annual shareholders' meeting. In fiscal 2009 we began granting RSUs instead of restricted stock to our non-employee directors on the date of our annual shareholders meeting. The fair value of the annual grant is currently established at \$40,000, with the number of shares determined based on our closing price reported on NASDAQ on the date of our annual shareholders meeting. We do not pay additional "meeting fees" to directors for attendance at board and committee meetings.

The following table shows the compensation we provided to our non-employee directors during fiscal 2013.

Name	Fees Earned or Paid in Cash	Stock Awards	All Other Compensation	Total (\$)
	(\$)	(\$) ⁽¹⁾	(\$) ⁽²⁾	
Duncan S. Gage	43,750	40,006	1,077	84,833
Louis E. Hannen	40,000	40,006	1,077	80,183
Charles B. Newsome	41,250	40,006	1,077	82,333
Gary L. Pechota	41,250	40,006	1,077	82,333
W. Allen Rogers II	45,000	40,006	1,077	86,083
C. Richard Vaughn	43,750	40,006	1,077	84,833

(1)

This amount reflects the aggregate grant date fair value of restricted stock units awarded to each non-employee director on the date of our last annual meeting computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures, and does not reflect the actual value, if any, that may be received by our non-employee directors for their awards. The fair value of 2,432 RSUs issued to each non-employee director on February 12, 2013 was \$40,006 on that date. RSUs granted to non-employee directors vest one year after the date of grant. In addition, on September 28, 2013 Messrs. Hannen, Newsome and Rogers each held 7,200 fully vested stock options. We have not granted stock options to non-employee directors since July 2004.

(2)

This amount reflects dividend equivalents paid in cash on RSUs held by our non-employee directors.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During fiscal 2013, the Executive Compensation Committee included Messrs. Gage, Hannen, Newsome and Vaughn, none of whom have ever served as officers or employees of us or any of our subsidiaries. Mr. Newsome is Executive Vice President and General Manager of Johnson Concrete Company. During fiscal 2013, Johnson Concrete Company purchased materials from us valued at \$674,000 for use or resale in their normal course of business, an amount which

is very substantially less than 5% of our revenues and of the revenues of Johnson Concrete Company. None of our executive officers served during fiscal 2013 as a member of the board of directors or compensation committee, or other committee serving an equivalent function, of any entity that has an executive officer who serves on our Board or Executive Compensation Committee.

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ITEM NUMBER THREE: ADVISORY VOTE ON THE COMPENSATION OF OUR EXECUTIVE OFFICERS

The Dodd-Frank Act requires us to hold a Say on Pay Vote at least every three years. In light of the vote of the shareholders at our 2011 annual shareholders' meeting at which a plurality of our shareholders expressed a preference for annual Say on Pay votes, we determined to include the Say on Pay Vote in our proxy materials for each annual meeting of shareholders at least until our 2017 annual meeting of shareholders, at which time we are again required to hold an advisory vote on the frequency of Say on Pay votes.

As described in detail under the heading "Executive Compensation – Compensation Discussion and Analysis," we design our executive officer compensation programs to attract, motivate and retain the key executives who drive our success and help us maintain a market leadership position in our industry. We are committed to "pay for performance," meaning that a substantial proportion of our executive officer compensation is variable and will be determined based on our performance. In addition, we design our executive compensation to encourage long-term commitment by our executive officers to Insteel.

Please read the "Executive Compensation" section of this proxy statement, which includes our Compensation Discussion and Analysis, executive officer compensation tables and related narrative discussion, and describes in detail our compensation programs and policies for our executive officers and the decisions made by our Executive Compensation Committee for fiscal 2013. Highlights of our executive officer compensation programs and policies are as follows:

-

We closely monitor the compensation systems of companies of similar size and similar industries, with the objective of providing total compensation opportunities to our executive officers that are near the median of our peer group.

-

To motivate our executive officers and to align their interests with those of our shareholders, we provide annual incentives which are designed to reward our executive officers for the attainment of short-term goals, and long-term incentives which are designed to reward them for increases in our shareholder value over time.

-

We did not provide increases in base salaries to our executive officers during fiscal 2013 or 2012, due to the continued impact of the recessionary conditions in the construction industry on our business and markets.

-

For the first time in five years, we paid annual incentives under our ROCICP to our executive officers for fiscal 2013. Payments were at 85.6% of the targeted bonus percentages based on our return on capital, which improved significantly during fiscal 2013.

-

We provide executive officers with long-term incentives in the form of stock options and RSUs. These equity-based awards, which vest over a period of three years, link compensation with the long-term price performance of our stock, and also provide a substantial retention incentive. Due to the increase in our stock price in Fiscal 2013, our executive

officers realized significantly more income from vesting of RSUs and exercise of options than in previous years, demonstrating the alignment between our executive compensation and shareholder returns.

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Our independent compensation consultant believes that while our long-term incentives may be viewed as less performance-based than those of our peers because they do not include performance contingent vesting, our annual incentive plan is generally more performance-based than plans of our peers, and therefore, taken as a whole, our compensation program is appropriately tied to Company performance.

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We have entered into change-in-control severance agreements with each of our executive officers. These agreements provide certain benefits in the event of a termination following a change-in-control, also known as a “double-trigger” requirement. We do not provide for tax gross-up payments on any severance payments that would be made in connection with a change-in-control.

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We do not provide significant perquisites to our executive officers.

We are requesting shareholder approval of the compensation of our executive officers as disclosed in this proxy statement. This proposal, commonly known as a “say-on-pay” proposal, gives our shareholders the opportunity to express their views on our executive officers’ compensation. The vote is not intended to address any specific item of compensation, but rather the overall compensation of our executive officers and the philosophy, policies and practices described in this proxy statement.

The say-on-pay vote is an advisory vote which is not binding on us. However, the Board and our Executive Compensation Committee value the opinions expressed by shareholders in their vote on this proposal, and will carefully consider the outcome of the vote when making future compensation decisions with respect to our executive officers.

Board Recommendation

The Board of Directors unanimously recommends a vote **FOR** the approval of the compensation of our executive officers, as disclosed in this proxy statement.

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ITEM NUMBER FOUR: RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP

Independent Registered Public Accounting Firm

The Audit Committee of the Board has selected Grant Thornton LLP as our independent registered public accounting firm for our fiscal year ending September 27, 2014. We are submitting the selection of the independent registered