

NORTH AMERICAN GALVANIZING & COATINGS INC
Form DEFR14A
May 06, 2005

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule
14a-6(e) (2))

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material Pursuant to ss.240.14a-12

North American Galvanizing & Coatings, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

☒ No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
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☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid

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previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

NORTH AMERICAN GALVANIZING & Coatings, Inc.

May 6, 2005

ANNUAL MEETING - MAY 26, 2005

Dear Stockholder:

You should have recently received our proxy statement for our 2005 Annual Meeting of Stockholders. We are writing to update the biographical information contained in our proxy statement for three of our directors, Gilbert L. Klemann, II, Patrick J. Lynch and Joseph J. Morrow. These updates were inadvertently excluded from the biographical information for these individuals that appears on pages 4 and 5 of our proxy statement. When reviewing your proxy statement for the 2005 Annual Meeting, please substitute the biographies contained on the attached addendum in place of those in the proxy statement.

We apologize for this oversight and thank you for your understanding. Please remember that your vote is very important. As such, please review the proxy statement and the attached addendum and return your proxy card, or follow the Internet or telephone voting instructions on the proxy card, to ensure that your shares are represented at our 2005 Annual Meeting.

Sincerely,

Paul R. Chastain
Vice President & Corporate Secretary

North American Galvanizing & Coatings, Inc.
2250 E. 73rd Street, Suite 300 Tulsa, Oklahoma 74136-6832 USA

(918) 494-0964

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ADDENDUM

GILBERT L. KLEMANN, II, age 54, Senior Vice President and General Counsel of Avon Products Inc. since January 2001. During 2000, Mr. Klemann was Of Counsel

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for the international law firm of Chadbourne & Parke LLP, New York City. From 1991 to 1999, Mr. Klemann was an Executive Officer and General Counsel of Fortune Brands, Inc. (formerly American Brands, Inc.), a publicly-owned consumer products holding company, where he also was a member of the Board of Directors. Prior to 1990 he was a partner in the law firm of Chadbourne & Parke LLP. Mr. Klemann is also a director of Standard Commercial Corporation, a publicly-owned company, and serves on its Audit and Compensation Committees. Served as director of the Company continuously since 2000.

PATRICK J. LYNCH, age 67, Private investor and formerly Senior Vice President and Chief Financial Officer of Texaco Inc., a publicly-owned oil and petrochemicals company, from 1997 to 2001. For more than five years, Mr. Lynch was actively engaged in the business of Texaco Inc. or one of its subsidiaries or affiliated companies. He is a member of the Trustees of The American Petroleum Institute, The Conference Board Financial Executives and CFO Advisory Council, and serves as a Trustee for Iona College in New Rochelle, New York. Mr. Lynch also serves as a director of Aquila, Inc., a publicly-owned company, and serves on its Audit Committee. Served as director of the Company continuously since 2001.

JOSEPH J. MORROW, age 65, appointed Non-Executive Chairman of the Board in November 1999. Chairman of Proxy Services Corporation from 1992 to present. Chief Executive Officer of Proxy Services Corporation from 1972 to 1992. Chief Executive Officer of Morrow & Co., Inc., a privately-owned proxy solicitation firm, since 1972. Mr. Morrow is also a director of Warwick Valley Telephone Company, a publicly-owned company, and serves as a member of its Audit Committee. Served as director of the Company continuously since 1996.