

Welbilt, Inc.
Form DEFA14A
March 16, 2017

**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

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 §240.14a-12

Welbilt, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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1913
(02-02)

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on April 28, 2017.**

WELBILT, INC.

*WELBILT, INC.
(FORMERLY MANITOWOC FOODSERVICE, INC.)
2227 WELBILT BLVD.
NEW PORT RICHEY, FL 34655*

Meeting Information

Meeting Type: Annual Meeting
For holders as of: February 28, 2017

Date: April 28, 2017 **Time:** 1:00 PM, EDT

Location: Welbilt, Inc. (formerly Manitowoc
Foodservice, Inc.)
2227 Welbilt Blvd.
New Port Richey, FL 34655

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

This is not a ballot. You cannot use this notice to vote
these shares. This communication presents only an
overview of the more complete proxy materials that are
available to you on the Internet. You may view the proxy
materials online at www.proxyvote.com or easily request a
paper copy (see reverse side).

We encourage you to access and review all of the
important information contained in the proxy materials
before voting.

**See the reverse side of this notice to obtain proxy
materials and voting instructions.**

E21679-P86345

Before You Vote

How to Access the
Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

FORM 10-K

STOCKHOLDER LETTER

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 14, 2017 to facilitate timely delivery.

How To Vote

Please Choose One
of the Following
Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. You may contact Investor Relations at 1-727-853-3079 to obtain directions to the meeting.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

The Board of Directors recommends a vote FOR the nominees listed:

1. The election of seven directors for a one-year term expiring at the 2018 annual meeting or until their respective successors are duly elected and qualified;

Nominees:

- | | | | |
|-----|-----------------------|-----|--------------------------|
| 01) | Dino J. Bianco | 05) | Andrew Langham |
| 02) | Joan K. Chow | 06) | Hubertus M. Muehlhaeuser |
| 03) | Thomas D. Davis | 07) | Brian R. Gamache |
| 04) | Cynthia M. Egnotovich | | |

The Board of Directors recommends a vote FOR proposals 2 and 3.

2. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017;

3. An advisory vote to approve the compensation of the Company's named executive officers;

The Board of Directors recommends a vote for a 1 YEAR period for proposal 4.

4. An advisory vote on the frequency of the advisory vote on executive compensation;

The Board of Directors recommends a vote FOR proposal 5.

5. The approval of the material terms of the performance goals under Welbilt, Inc.'s 2016 Omnibus Incentive Plan; and

NOTE: Such other business as may properly come before the annual meeting.

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