

MYERS INDUSTRIES INC  
Form DEFA14A  
April 20, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 14A**

(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

**SCHEDULE 14A INFORMATION**

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**MYERS INDUSTRIES, INC.**

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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(1) Title of each class of securities to which transaction applies:

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(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):

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(1) Amount previously paid:

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(4) Date Filed:



News Release

NYSE: MYE

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### **Leading Independent Proxy Advisory Firms ISS and Glass Lewis Recommend**

#### **Shareholders Vote for the Company's Board of Director Nominees**

#### **and Only ONE GAMCO Nominee**

**April 20, 2015, Akron, Ohio** Myers Industries, Inc. (NYSE: MYE) announced today that Institutional Shareholder Services Inc. (ISS) and Glass, Lewis & Co., LLC (Glass Lewis), the two leading independent proxy advisory firms, have both recommended that shareholders vote FOR the election of SIX of the Company's Board of Directors nominees and ONLY ONE GAMCO nominee at the 2015 Annual Meeting of Shareholders. Each firm recommended a different GAMCO nominee. These recommendations essentially disenfranchise shareholders because it only allows them to vote for seven of the nine nominees, a result the Company does not support.

GAMCO's press release of last week regarding these voting recommendations was misleading to our shareholders because it did not explain that only one GAMCO nominee was recommended.

As a result, the Company recommends that shareholders vote FOR the election of ALL of the Company's Board of Directors nominees on the WHITE proxy card at the 2015 Annual Meeting of Shareholders. The Company also recommends that shareholders do NOT vote using the blue dissident proxy card.

BOTH ISS and Glass Lewis also recommended that shareholders vote FOR the adoption of the Amended and Restated 2008 Incentive Stock Plan (Proposal 2); FOR the ratification of Ernst & Young LLP as the Company's independent auditors (Proposal 3); FOR approval of the advisory vote on the Company's executive compensation program (Proposal 4); and AGAINST GAMCO's shareholder proposal regarding sale of a business segment and stock buyback (Proposal 5).

The Company's Annual Meeting of Shareholders will be held on April 24, 2015, at 9 a.m. ET, at the Louis S. Myers Training Center in Akron, Ohio.

If shareholders have any questions, or need assistance in voting shares, please contact the Company's proxy solicitor, Innisfree M&A Incorporated, toll free at (888) 750-5834.

#### **About Myers Industries**

Myers Industries, Inc. is an international manufacturer of polymer products for industrial, agricultural, automotive, commercial, and consumer markets. The Company is also the largest wholesale distributor of tools, equipment and supplies for the tire, wheel and under vehicle service industry in the U.S. Visit [www.myersindustries.com](http://www.myersindustries.com) to learn

more.