

SUPREME INDUSTRIES INC
Form DEF 14A
April 25, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

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

Filed by the Registrant ☒ X

Filed by a Party other than the Registrant ☐ O

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 under §240.14a-12

SUPREME INDUSTRIES, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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

2581 East Kercher Road

Goshen, IN 46528

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held May 25, 2016

To Stockholders of

SUPREME INDUSTRIES, INC.:

The annual meeting of stockholders of Supreme Industries, Inc. (the Company) will be held at the Elcona Country Club located at 56784 County Road 21, Bristol, Indiana, on May 25, 2016, at 9:00 a.m. Eastern Time for the following purposes:

1. To elect ten directors to serve until the next annual meeting of stockholders and until their respective successors shall be elected and qualified;
2. To approve, on an advisory basis, the compensation of the Company's named executive officers;
3. To approve the Company's 2016 Long-Term Incentive Plan;
4. To ratify the selection of Crowe Horwath LLP as the Company's Independent Registered Public Accounting Firm; and
5. To transact such other business as may properly come before the meeting and any adjournment thereof.

Information regarding matters to be acted upon at this meeting is contained in the accompanying Proxy Statement. Only stockholders of record at the close of business on March 28, 2016, are entitled to notice of and to vote at the meeting and any adjournment thereof.

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All stockholders are cordially invited to attend the meeting.

IT IS IMPORTANT THAT YOUR STOCK BE REPRESENTED AT THE MEETING, REGARDLESS OF THE NUMBER OF SHARES YOU HOLD. PLEASE COMPLETE, SIGN, AND RETURN PROMPTLY THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE, WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING.

By Order of the Board of Directors

Goshen, Indiana
April 25, 2016

William J. Barrett
Secretary

SOLICITATION OF PROXIES

This Proxy Statement and accompanying Proxy are furnished to owners of the Company's common stock, par value \$.10 per share (the "Common Stock"), in connection with the solicitation of proxies by the Board of Directors of Supreme Industries, Inc. (the "Company" or "Supreme") for use at the Annual Meeting of Stockholders (the "Annual Meeting") to be held at the Elcona Country Club located at 56784 County Road 21, Bristol, Indiana, on May 25, 2016 at 9:00 a.m. Eastern Time, or at any adjournment thereof. For directions, please call (574) 642-4888, Ext. 447. The Notice of Meeting, the form of Proxy, and this Proxy Statement are being mailed to the Company's stockholders on or about April 25, 2016.

The expense of proxy solicitation will be borne by the Company. The Company's officers and/or employees and those of its transfer agent may solicit proxies by telephone or personal contact, but in such event no additional compensation will be paid by the Company for such solicitation efforts, however, the Company will reimburse such persons for all accountable costs so incurred.

A copy of the 2015 Annual Report to Stockholders of the Company for its fiscal year ended December 26, 2015, is being mailed with this Proxy Statement to all such stockholders entitled to vote, but does not form any part of the information for solicitation of proxies.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on May 25, 2016

This Proxy Statement, the accompanying proxy card, and our 2015 Annual Report to Stockholders are available at www.investor.supremecorp.com/Annual_Reports_Proxy_Statements.

RECORD DATE AND VOTING SECURITIES

The Board of Directors of the Company has fixed the close of business on March 28, 2016, as the record date for determination of stockholders entitled to notice of and to vote at the Annual Meeting. As of the record date, there were 15,221,946 shares of Class A Common Stock and 1,742,482 shares of Class B Common Stock of the Company issued and outstanding. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of each of the Class A Common Stock and the Class B Common Stock as of the record date is necessary to constitute a quorum at the Annual Meeting with respect to matters upon which both classes of Common Stock are entitled to vote.

ACTION TO BE TAKEN AND VOTE REQUIRED

Action will be taken at the Annual Meeting to elect a Board of Directors, to approve, on an advisory basis, the compensation of the Company's named executive officers, to approve the Company's 2016 Long-Term Incentive Plan, and to ratify the selection of Crowe Horwath LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2016. Each proxy will be voted in

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accordance with the directions specified thereon and otherwise in accordance with the judgment of the persons designated as proxies. Any proxy that is validly executed but on which no directions are specified will be voted for the proposals set forth in this Proxy Statement for consideration at the Annual Meeting. Any person executing the enclosed proxy may nevertheless revoke it at any time prior to the actual voting thereof by filing with the Secretary of the Company either a written instrument expressly revoking it or a duly executed proxy bearing a later date. Furthermore, such person may nevertheless elect to attend the Annual Meeting and vote in person, in which event the proxy will be revoked.

The Company's Certificate of Incorporation authorizes two classes of \$.10 par value Common Stock (designated Class A and Class B) as well as one class of \$1.00 par value preferred stock. No shares of the preferred stock are outstanding. In voting on all matters expected to come before the Annual Meeting, a stockholder of either Class A or Class B Common Stock will be entitled to one vote, in person or by proxy, for each share held in his or her name on the record date.

The holders of the Class A Common Stock will be entitled to elect that number (rounded down) of directors equal to the total number of directors to be elected divided by three, i.e., three directors, and the holders of the Class B Common Stock will be entitled to elect the remaining directors. The Class A directors are elected by majority vote of shares held by holders of Class A Common Stock attending in person or represented by proxy and entitled to vote at the Annual Meeting. The Class B directors are elected by plurality vote of the holders of Class B Common Stock attending in person or represented by proxy and entitled to vote at the Annual Meeting.

In order to approve, on an advisory basis, the compensation of the Company's named executive officers, an affirmative vote of a majority of the combined shares of the Class A Common Stock and the Class B Common Stock present in person or represented by proxy and entitled to vote at the Annual Meeting is necessary. Such vote, however, will not be binding on the Company.

The affirmative vote of the holders of a majority of the combined shares of Class A Common Stock and Class B Common Stock held by the holders of such Class A Common Stock and Class B Common Stock attending in person or by proxy at the Annual Meeting and entitled to vote on such proposal is required for the approval of the 2016 Long-Term Incentive Plan.

The ratification of the selection of Crowe Horwath LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2016, must be approved by a majority vote of the combined shares of the Class A Common Stock and Class B Common Stock held by the holders of such Class A Common Stock and Class B Common Stock attending in person or represented by proxy and entitled to vote at the Annual Meeting.

The Company's Certificate of Incorporation prohibits cumulative voting. Abstentions are voted as shares present at the Annual Meeting for purposes of determining whether a quorum exists. In the election of the Class B directors, votes withheld will have no effect on the outcome of the vote. In the election of the Class A directors, the advisory vote on compensation of the Company's named executive officers, the vote on approval of the Company's 2016 Long-Term Incentive Plan, and the vote on the ratification of the selection of our independent registered public accounting firm, abstentions will have the effect of a vote against the proposal. Proxies submitted by brokers that do not indicate a vote for some or all of the proposals because the brokers do not have discretionary voting authority and have not received instructions from a stockholder as to how to vote on those proposals (so-called broker non-votes) are considered shares present for purposes of determining whether a quorum exists so long as the brokers have discretionary voting authority for at least one matter to be voted on at the Annual Meeting. However, broker non-votes are not considered to be shares entitled to vote and will not affect the outcome of any vote.

Brokers are not permitted to vote stockholders' shares for the election of directors. Therefore, we urge all stockholders to give voting instructions to their brokers on all voting items.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tabulation sets forth the names of those persons who are known to management to be the beneficial owners as of March 28, 2016, of more than five percent (5%) of the Company's Class A or Class B Common Stock. Such tabulation also sets forth the number of shares of the Company's Class A or Class B Common Stock beneficially owned as of March 28, 2016 by all of the Company's directors and nominees, named executive officers, and all directors and officers of the Company as a group. Except as set forth below, persons having direct beneficial ownership of the Company's Common Stock possess the sole voting and dispositive power in regard to such stock. Class B Common Stock is freely convertible on a one-for-one basis into an equal number of shares of Class A Common Stock, and ownership of Class B Common Stock is deemed to be beneficial ownership of Class A Common Stock under Rule 13d-3(d)(1) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). As of March 28, 2016 there were 15,221,946 shares of Class A Common Stock and 1,742,482 shares of Class B Common Stock outstanding.

The following tabulation also includes shares of Class A Common Stock covered by outstanding vested options granted under the Company's 2012 Long-Term Incentive Plan and 2004 and 2001 Stock Option Plans, which options are collectively referred to as Stock Options. The Stock Options have no voting or dividend rights until such time as the options are exercised.

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Name and Address of Beneficial Owner	Title Class	Amount and Nature of Beneficial Ownership	Percent of Class (1)
FMR LLC. 245 Summer Street Boston, MA 02210	Class A	988,992(2)	6.5%
Wilco Investment Management Corp. 14551 Meravi Drive Bonita Springs, FL 34135	Class A	987,544(3)	6.5%
Wellington Trust Company, NA 280 Congress Street Boston, MA 02210	Class A	897,907(4)	5.9%
Wellington Management Group LLP 280 Congress Street Boston, MA 02210	Class A	897,907(5)	5.9%
Wellington Trust Company, National Association Multiple Common Trust Funds Trust, Micro Cap Equity Portfolio 280 Congress Street Boston, MA 02210	Class A	794,724(6)	5.2%
Dimensional Fund Advisors LP 6300 Bee Cave Road Austin, TX 78746	Class A	780,091(7)	5.1%
William J. Barrett 2581 East Kercher Road Goshen, IN 46528	Class A	1,905,868(8)(9)(13)	11.8%
	Class B	902,856(9)	51.8%
Herbert M. Gardner 2581 East Kercher Road Goshen, IN 46528	Class A	1,131,327(8)(10)(13)	7.1%
	Class B	654,378(10)	37.6%
Edward L. Flynn 7511 Myrtle Avenue Glendale, NY 11385	Class A	320,223(11)	2.1%