

LENNOX INTERNATIONAL INC
Form DEFA14A
March 30, 2012

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: ☒ x

Filed by a Party other than the
Registrant: ☐ o

Check the appropriate box:

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

Lennox International 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):

☒ x No fee required.

☐ o Fee computed on table below per Exchange Act Rules 14(a)-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:
-

Important Notice Regarding the Availability of Proxy Materials for
the Annual Meeting of Stockholders to be held on May 10, 2012.
2140 Lake Park Blvd., Richardson, Texas 75080

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report to Stockholders are available at www.proxyease.com/lennoxintl/2012

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 2, 2012 to facilitate timely delivery.

Important information regarding the Internet availability of the Company's proxy materials, instructions for accessing your proxy materials and voting online and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.

STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.

To the Stockholders of LENNOX INTERNATIONAL INC.

Notice is hereby given that the Annual Meeting of Stockholders of Lennox International Inc. will be held on May 10, 2012 at 1:00 p.m. local time at the Company's Corporate Headquarters, 2140 Lake Park Blvd., Richardson, Texas 75080 for the following purposes:

- (1) To elect directors

The nominees are:

01 John E. Major 02 Gregory T. Swienton 03 Todd J. Teske
- (2) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2012 fiscal year.
- (3)

To approve, in an advisory vote, the compensation of the named executive officers as disclosed in our proxy statement.

- (4) To approve the Lennox International Inc. 2012 Employee Stock Purchase Plan.

The Board of Directors recommends a vote FOR each of the listed nominees in proposal 1 and FOR proposals 2, 3 and 4.

The Securities and Exchange Commission rules permit us to make our proxy materials available to our stockholders via the Internet.

Material for this annual meeting and future meetings may be requested by one of the following methods:

To view your proxy materials online, go to www.proxyease.com/lennoxintl/2012. Have the 11 digit control number available when you access the website and follow the instructions.

877-777-2857 TOLL FREE

requests@proxyease.com

*

If requesting material by e-mail, please send a blank e-mail with the company name and your 11 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

You must use the 11 digit control number located in the box below.

CONTROL NO.

LENNOX INTERNATIONAL INC.

2140 Lake Park Blvd.,
Richardson, Texas 75080

The following proxy materials are available to you to review at: www.proxyease.com/lennoxintl/2012
- the Company's combination document: Proxy Statement 2012/Annual Report 2011
Directions to the meeting can be found in the Proxy Statement

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or
to vote your proxy electronically.

You must reference your control number to vote by internet or request hard copy.

You May Vote Your Proxy When You View The Material On The Internet.

You Will Be Asked To Follow The Prompts To Vote Your Shares.

Your electronic vote authorizes the named proxies to vote your shares in the same manner
as if you marked, signed, dated and returned the proxy card.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-877-777-2857

or

By logging onto <http://www.proxyease.com/lennoxintl/2012>

or

By email at: requests@proxyease.com

Please include the company name and your control number in the subject line.