

GYRODYNE CO OF AMERICA INC

Form DEFC14A

November 09, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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  
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 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to ss.240.14a-12

GYRODYNE COMPANY OF AMERICA, INC.  
(Name of Registrant as Specified In Its Charter)

Full Value Partners L.P., Andrew Dakos and Phillip Goldstein  
(Name of Person(s) Filing Proxy Statement, if other than the  
Registrant)

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PROXY STATEMENT OF FULL VALUE PARTNERS L.P.,  
A STOCKHOLDER OF GYRODYNE COMPANY OF AMERICA, INC. IN OPPOSITION  
TO THE SOLICITATION BY THE BOARD OF DIRECTORS FOR THE 2007  
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 5, 2007

Full Value Partners L.P., a stockholder of Gyrodyne Company of  
America, Inc. ("Gyrodyne"), is sending this proxy statement and  
the enclosed GREEN proxy card to shareholders of record as of  
October 22, 2007 (the "Record Date") of Gyrodyne. We are  
soliciting a proxy to vote your shares at the Annual Meeting of  
Shareholders (the "Meeting"). Please refer to Gyrodyne's proxy

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soliciting material for additional information concerning the Meeting and the matters to be considered by shareholders including the election of directors. This proxy statement and the enclosed GREEN proxy card are first being sent to shareholders on or about November 16, 2007.

### INTRODUCTION

There are two matters that the board has scheduled to be voted upon at the Meeting: (1) to elect three Directors for a three-year term; and (2) to ratify Holtz Rubenstein Reminick LLP as auditors for the Fiscal Year ending December 31, 2007. In addition, we intend to submit a non-binding proposal to eliminate Gyrodyne's poison pill. We are soliciting a proxy to vote your shares FOR the election of our nominees as directors and FOR each of the above proposals.

### How Proxies Will Be Voted

If you wish to vote FOR the election of our nominees and/or to vote on any of the above proposals, you may do so by completing and returning a GREEN proxy card to us or to our agent. Unless you direct otherwise, your shares will be voted FOR the election of our nominees, FOR the ratification of Holtz Rubenstein Reminick LLP as auditors and FOR our proposal to eliminate Gyrodyne's poison pill. In addition, you will be granting the proxy holder(s) discretionary authority to vote on any other matters that may come before the Meeting including matters relating to the conduct of the Meeting.

### Voting Requirements

The presence in person or by proxy of more than 50% of Gyrodyne's outstanding shares shall constitute a quorum. Directors shall be elected by a plurality of the votes cast. The other proposals will be decided by a majority of the votes cast. Abstentions are not votes cast and will have no effect on the outcome of either proposal. We do not expect any broker non-votes because this is a contested election.

### Revocation of Proxies

You may revoke any proxy prior to its exercise by: (i) delivering a written revocation to us; (ii) executing and delivering a later dated proxy; or (iii) voting in person at the Meeting. Attendance at the Meeting will not in and of itself revoke a proxy. Only your latest dated proxy will be counted.

### PROPOSAL 1: ELECTION OF DIRECTORS

At the Meeting, we intend to nominate the following persons for election as directors for a three-year term. Unless instructed otherwise, your proxy will be voted FOR all of our nominees. Please refer to Gyrodyne's proxy soliciting material for additional information concerning the election of directors.

Phillip Goldstein (born 1945); 60 Heritage Drive, Pleasantville, NY 10570 - Since 1992, Mr. Goldstein has been an investment advisor and a principal of the general partner of five investment partnerships in the Bulldog Investors group of funds: Opportunity Partners L.P., Opportunity Income Plus Fund L.P., Full Value Partners L.P., Full Value Offshore Ltd. and Full Value Special Situations Fund L.P. He has been a director of the Mexico Equity and Income Fund since 2000 and Brantley Capital Corporation since 2001.

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Timothy Brog (born 1964); Mr. Brog has been the Managing Director of Locksmith Capital Management LLC since September 2007. Prior to that, Mr. Brog had been the President of Pembridge Capital Management LLC and the Portfolio Manager of Pembridge Value Opportunity Fund since 2004. Mr. Brog had been a Managing Director of The Edward Andrews Group Inc., a boutique investment bank from 1996 to 2004. From 1989 to 1995, Mr. Brog was a corporate finance and mergers and acquisition associate of the law firm Skadden, Arps, Slate, Meagher & Flom LLP. Mr. Brog is a director of The Topps Company, Inc. and Peerless Systems Corporation. Mr. Brog received a Juris Doctorate from Fordham University School of Law in 1989 and a BA from Tufts University in 1986.

Andrew Dakos (born 1966); Park 80 West, Plaza Two, Suite 750, Saddle Brook, NJ 07663 - Mr. Dakos is a self-employed investment advisor and a principal of the general partner of five investment partnerships in the Bulldog Investors group of funds: Opportunity Partners L.P., Opportunity Income Plus Fund L.P., Full Value Partners L.P., Full Value Special Situations Fund L.P., and Full Value Offshore L.P. He has been a director of the Mexico Equity and Income Fund since 2001 and Brantley Capital Corporation since 2007.

Mr. Goldstein and his wife jointly beneficially own 3,200 shares and Mr. Dakos beneficially owns 100 shares of Gyrodyne. Mr. Brog does not own any shares. Mr. Goldstein and Mr. Dakos are managing members of Full Value Advisors LLC, the General Partner of Full Value Partners. Mr. Goldstein and Mr. Dakos are principals of the General Partner of various limited partnerships (inclusive of Full Value Partners) that beneficially own a total of 167,421 shares of Gyrodyne. In aggregate, Mr. Goldstein and Mr. Dakos are deemed to beneficially own 225,616 shares of GYRO or 17.5% of the outstanding shares. There are no arrangements or understandings between Full Value Partners and any of the above nominees in connection with the nominations.

### PROPOSAL 2: RATIFICATION OF SELECTION OF AUDITORS

Unless instructed otherwise, your proxy will be voted to ratify the selection of Holtz Rubenstein Reminick LLP as auditors for the Fiscal Year ending April 30, 2007.

### PROPOSAL 3: THE COMPANY'S POISON PILL SHALL BE ELIMINATED

Gyrodyne has a poison pill that prevents shareholders from accepting a premium offer for their shares unless the board approves it. We do not believe any board should have such a veto. Therefore, we intend to introduce a non-binding proposal to eliminate Gyrodyne's poison pill. If this proposal is approved by shareholders the board can implement it but there is no certainty it will do so. Unless instructed otherwise, your proxy will be voted FOR this proposal.

### THE SOLICITATION

Persons affiliated with or employed by us or our affiliates may assist us in the solicitation of proxies. Banks, brokerage houses and other custodians, nominees and fiduciaries will be requested to forward this proxy statement and the enclosed GREEN proxy card to the beneficial owners of common shares for whom they hold shares of record. We will reimburse these

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organizations for their reasonable out-of-pocket expenses.

Initially, we will bear all of the expenses related to this proxy solicitation. Because we believe that all shareholders will benefit from this solicitation, we intend to seek reimbursement of our expenses from Gyrodyne. Shareholders will not be asked to vote on the reimbursement of our solicitation expenses which we estimate will be \$25,000, none of which has been paid thus far. We may engage a proxy solicitor to telephone shareholders but have not done so yet.

None of the participants in this solicitation and, to our knowledge, none of their associates has entered into any contracts, arrangements, or understandings with any person with respect to Gyrodyne's securities, future employment by Gyrodyne or its affiliates, or future transactions to which Gyrodyne or any of its affiliates is a party. (Note: The SEC considers a nominee to be a "participant" even if he only provides his biographical data. We believe it is misleading to call such a nominee a "participant").

Full Value Partners L.P. is the soliciting stockholder and owns 103,144 shares of Gyrodyne, of which 15,640 have been purchased within the past two years. There have not been any sales. As indicated above, two of our nominees are affiliated with Full Value Partners L.P.

November 16, 2007

PROXY CARD

Proxy Solicited in Opposition to the Board of Directors of Gyrodyne Company of America, Inc. ("Gyrodyne") by Full Value Partners L.P. for the 2007 Annual Meeting of Shareholders

The undersigned hereby appoints Phillip Goldstein, Rajeev Das, and Andrew Dakos, and each of them, as the undersigned's proxies, with full power of substitution, to attend the Annual Meeting of Shareholders of Gyrodyne and any adjourned or postponed Meeting, and to vote on all matters that come before either meeting the number of shares that the undersigned would be entitled to vote if present in person, as specified below.

(INSTRUCTIONS: Mark votes by placing an X in the appropriate [ ].)

1. ELECTION OF THREE DIRECTORS FOR A THREE-YEAR TERM.

[ ] FOR TIMOTHY BROG [ ] WITHHOLD AUTHORITY

[ ] FOR PHILLIP GOLDSTEIN [ ] WITHHOLD AUTHORITY

[ ] FOR ANDREW DAKOS [ ] WITHHOLD AUTHORITY

2: RATIFICATION OF THE SELECTION OF HOLTZ RUBENSTEIN REMINICK LLP AS AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.

FOR [ ] AGAINST [ ] ABSTAIN [ ]

3. A PROPOSAL TO ELIMINATE THE COMPANY'S POISON PILL.

FOR [ ] AGAINST [ ] ABSTAIN [ ]

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Please sign and date below. Your shares will be voted as directed. If no direction is made, this proxy will be voted FOR the election of the nominees named above and FOR Proposals 2 and 3. The undersigned hereby acknowledges receipt of the proxy statement dated November 16, 2007 of Full Value Partners L.P. and revokes any proxy previously executed.

Signature (s) \_\_\_\_\_

Dated: \_\_\_\_\_