

CELADON GROUP INC
Form DEFA14A
October 28, 2016

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

Celadon Group, Inc.
(Name of Registrant as Specified In Its Charter)

N/A
(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)(4) and 0-11.

- | | |
|---|------------|
| (1) Title of each class of securities to which transaction applies: | <u>N/A</u> |
| (2) Aggregate number of securities to which transaction applies: | <u>N/A</u> |
| (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): | <u>N/A</u> |
| (4) Proposed maximum aggregate value of transaction: | <u>N/A</u> |
| (5) Total fee paid: | <u>N/A</u> |

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: | <u>N/A</u> |
| (2) Form, Schedule or Registration Statement No.: | <u>N/A</u> |
| (3) Filing Party: | <u>N/A</u> |
| (4) Date Filed: | <u>N/A</u> |
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*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on December 09, 2016

Meeting Information

Meeting Type: Annual Meeting
For holders as of: October 11, 2016
Date: December 09, 2016 Time: 10:00 AM EST
Location: Celadon Group, Inc.
9503 East 33rd Street
Indianapolis, IN 46235

CELADON
GROUP, INC.

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

CELADON
GROUP, INC.
9503 EAST 33RD
STREET
INDIANAPOLIS,
IN 46235

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.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report 2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow [xxxx xxxx xxxx xxxx] (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 [xxxx xxxx xxxx xxxx] (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 November 27, 2016 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.

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 [xxxx xxxx xxxx xxxx] 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.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors.

Nominees

01 Paul Will 02 Catherine
03 Michael Miller 04 Kenneth Buck, Jr. 05 Robert Long
Langham

The Board of Directors recommends you vote FOR proposals 2, 3 and 4.

- 2. Advisory, non-binding vote to approve the compensation of the Company's Named Executive Officers as disclosed in the Proxy Statement.
- 3. Renewal of the material terms of the performance-based goals under the Company's 2006 Omnibus Incentive Plan, as amended to allow certain grants and awards to continue to qualify as performance-based compensation under Internal Revenue Code Section 162(m).
- 4. Approval of the Third Amendment to the 2006 Omnibus Incentive Plan, as amended, to increase by 500,000 the maximum aggregate number of shares of common stock available for the grant of awards under such plan, which would result in approximately 700,629 shares being available under such plan for future awards.

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