

BARNES GROUP INC
Form DEFA14A
March 21, 2017

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

Filed by the Registrant
Check the appropriate box:

Filed by a Party other than the Registrant

- 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

(Name of Registrant as Specified In Its Charter)

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 the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount (3) on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the 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:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 5, 2017.**

BARNES GROUP INC.

**123 MAIN STREET
BRISTOL, CT 06010**

Meeting Information

Meeting Type:

Annual Meeting

For holders as of:

March 9, 2017

Date: May 5, 2017

Time: 11:00 AM EDT

Location:

DoubleTree By Hilton
Bristol, CT 06010

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

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, scan the QR Barcode on the reverse side, 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.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT 2016 ANNUAL REPORT

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, or scan the QR Barcode below.

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 April 21, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

**SCAN TO
VIEW MATERIALS & VOTE**

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: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) 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 all of the following director nominees:

1. Election of Directors:

Nominees:

- | | |
|-----|----------------------|
| 1a. | Thomas O. Barnes |
| 1b. | Elijah K. Barnes |
| 1c. | Gary G. Benanav |
| 1d. | Patrick J. Dempsey |
| 1e. | Thomas J. Hook |
| 1f. | Mylle H. Mangum |
| 1g. | Hans-Peter Männer |
| 1h. | Hassell H. McClellan |
| 1i. | William J. Morgan |
| 1j. | Anthony V. Nicolosi |
| 1k. | JoAnna L. Sohovich |

The Board of Directors recommends you vote FOR proposals 2 and 3:

- | | |
|----|--|
| 2. | Ratify the Company's bylaw amendment allowing proxy access. |
| 3. | Advisory vote to approve the Company's executive compensation. |

The Board of Directors recommends you vote 1 Year on the following proposal:

- | | |
|----|--|
| 4. | Advisory resolution regarding the frequency advisory vote on the Company's executive compensation. |
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The Board of Directors recommends you vote FOR proposal 5:

- | | |
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| 5. | Ratify the selection of PricewaterhouseCoopers LLP as the Company's independent auditor for 2017. |
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NOTE: To conduct such other business that may properly come before the meeting or any adjournment thereof.
