

GIBALTAR INDUSTRIES, INC.  
Form DEFA14A  
April 12, 2018

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 (Amendment No. )  
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 under §240.14a-12  
Gibraltar Industries, Inc.  
(Name of Registrant as Specified In Its Charter)

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(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):

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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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GIBRALTAR INDUSTRIES, INC.  
3556 Lake Shore Road  
PO Box 2028  
Buffalo, New York 14219-0228

**SUPPLEMENT TO THE PROXY STATEMENT**  
For the Annual Meeting of Stockholders  
To be Held on May 4, 2018

The following information relates to the proxy statement (the "Proxy Statement") of Gibraltar Industries, Inc. (the "Company"), dated March 27, 2018, furnished to stockholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company (the "Board") for the 2018 Annual Meeting of Stockholders and any adjournment or postponement thereof (the "Annual Meeting"), to be held at the Gateway Building, 3556 Lake Shore Road, Buffalo, NY 14219, on Friday, May 4, 2018, at 11:00 a.m. Eastern Time. All capitalized terms used in this supplement to the Proxy Statement (the "Supplement") and not otherwise defined herein have the meaning ascribed to them in the Proxy Statement.

**THIS SUPPLEMENT SHOULD BE READ IN CONJUNCTION  
WITH THE PROXY STATEMENT.**

**Supplemental Disclosure Concerning Proposal 3**

As disclosed in the Proxy Statement, the Company is seeking stockholder approval at the Annual Meeting to approve the Gibraltar Industries, Inc. 2018 Equity Incentive Plan (the "2018 Equity Incentive Plan") which provides for the issuance of up to 1,000,000 shares of Common Stock as described in Proposal 3.

**Eligible Participants**

The individuals that are eligible to receive awards under the 2018 Equity Incentive Plan are officers and other employees of the Company and its subsidiaries, non-employee Directors of the Company and other independent advisors of the Company.

As of April 12, 2018, we expect that 4 officers and approximately 100 employees of the Company and its subsidiaries will be eligible to receive awards under the 2018 Equity Incentive Plan. We do not currently expect to issue awards to non-employee directors or other independent advisors of the Company.

The basis for participation in the 2018 Equity Incentive Plan is the Committee's decision, in its sole discretion, that an award to an eligible participant will further the 2018 Equity Incentive Plan's purposes. In exercising its discretion, the Committee will consider the recommendations of management and the purpose of the 2018 Equity Incentive Plan, which is to provide stock-based compensation to employees and non-employee directors to promote close alignment among the interest of employees, directors and stockholders. Under the 2018 Equity Incentive Plan, awards are structured to vest either solely over time or, in the case of performance-based awards, over time but only upon achievement of one or more performance criteria, provided herein. We believe the awards align employees interests with that of stockholders and will promote continuity in management and the employee base.

**Non-Qualified Options**

There are currently no federal income tax consequences to either the participant or the Company upon the grant of a non-qualified option. Upon the exercise of a non-qualified option, the participant will recognize ordinary compensation income in an amount equal to the excess of the fair market value of each share on the date of exercise

over the option price, and the Company generally will be entitled to a federal income tax deduction in the same amount. Special rules apply to a participant who exercises a non-qualified option by paying the exercise price, in whole or in part, by the transfer of shares of previously owned Gibraltar Industries, Inc. Common Stock.

Any vote previously entered, either by mailing a proxy card, over the internet or by telephone, "FOR" or "AGAINST" the 2018 Equity Incentive Plan will be counted as a vote "FOR" or "AGAINST" the 2018 Equity Incentive Plan. If you have already returned your proxy card or voted your proxy over the internet or by telephone, and would like to change your vote on any matter, you may revoke your proxy by (1) entering a new vote by mail, over the internet or by telephone before the Annual Meeting, or (2) attending the Annual Meeting and voting in person. If you hold your shares through a broker, bank, or other nominee, you must contact them in order to find out how to change your vote.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" APPROVAL OF THE GIBRALTAR INDUSTRIES, INC. 2018 EQUITY INCENTIVE PLAN.

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This Supplement is first being released to stockholders on or about April 12, 2018 and should be read together with the Proxy Statement. The information contained in this Supplement to the Proxy Statement modifies or supersedes any inconsistent information contained in the Proxy Statement.