

MYERS INDUSTRIES INC  
Form DEFA14A  
April 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(RULE 14A-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**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

**MYERS INDUSTRIES, 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):

No fee required.

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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):
  
  
  
  
  
  
  
  
  
  
- (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:

April 17, 2012

Dear Fellow Shareholder:

We wanted to share with you the attached press release announcing that the nation's leading independent proxy advisory services recommend that Myers Industries shareholders vote **FOR** all agenda items on the **WHITE** proxy card.

We urge you to vote **FOR** your Board's nominees for election on the enclosed **WHITE** proxy card and simply discard any Blue proxy card you may have received.

Thank you for your continued support.

Respectfully,

Richard P. Johnston

Chairman of the Board of Directors

John C. Orr

President and Chief Executive Officer

***YOUR VOTE IS IMPORTANT!***

**Remember, you can vote your shares by telephone or *via* the Internet.**

**Please follow the easy instructions on the enclosed **WHITE** proxy card.**

If you have any questions, or need assistance in voting

your shares, please call our proxy solicitor,

**INNISFREE M&A INCORPORATED**

**TOLL-FREE, at 1-888-750-5834.**

We urge you **NOT** to sign any Blue proxy card sent to you by GAMCO, as doing so will revoke any earlier vote you submitted. Even if you have already submitted the Blue card, you have every right to change your vote.

Contact(s):

- Donald A. Merrill, Senior Vice President & Chief Financial Officer

- Monica Vinay, Director, Investor & Financial Relations

- Max Barton, Director, Corporate Communications

(330) 253-5592

### **Proxy Advisory Firms Support Myers Industries**

#### **Board Recommended Nominees for Directors**

*Firms Recommend Shareholders Vote the Company's WHITE Proxy Card*

**April 16, 2012, Akron, Ohio** Myers Industries, Inc. (NYSE: MYE) today announced that the two leading proxy advisory firms Institutional Shareholder Services Inc. (ISS) and Glass, Lewis & Co. LLC (Glass Lewis) have recommended that shareholders vote FOR the election of all of the Company's Board of Directors nominees on the WHITE Proxy Card at the 2012 Annual Meeting

of Shareholders.

In their analyses, ISS and Glass Lewis conclude that GAMCO Asset Management, Inc., the Company's shareholder that has nominated two candidates to the Board, has not provided a compelling argument either in favor of its candidates or against the Board recommended nominees, given the Company's operating performance and share price appreciation. The proxy advisory firms note that GAMCO has offered no plans to improve upon the Company's ongoing strategy for value creation a strategy that in 2011 continued a momentum of improved sales, gross margin, income, earnings per share and cash flow, while delivering total shareholder return outperforming the Company's peer group and the S&P SmallCap 600 Index.

The firms also recommended shareholder approval for ratification of Ernst & Young LLP as the Company's independent auditors (Proposal 2); and approval for the Company's executive compensation program (Proposal 3).

The recommendations to vote FOR the Company's WHITE Card were issued to each proxy firm's respective subscribers. The firms recommended DO NOT VOTE on the Blue Card of GAMCO.

The Annual Meeting of Shareholders will be held on April 27, 2012, at 9 a.m. ET, at the Company's Louis S. Myers Training Center in Akron, Ohio.

If shareholders have any questions, or need assistance in voting shares, please contact the Company's proxy solicitor, **INNISFREE M&A INCORPORATED, TOLL-FREE, at 1-888-750-5834.**

#### **About Myers Industries**

Myers Industries, Inc. is a diversified, international manufacturer of polymer products for industrial, agricultural, automotive, commercial and consumer markets. The Company is also the largest wholesale distributor of tools, equipment and supplies for the tire, wheel and undervehicle service industry in the U.S. The Company reported net sales of \$755.7 million in 2011. Visit [www.myersindustries.com](http://www.myersindustries.com) to learn more, or visit [www.facebook.com/myersindustries](http://www.facebook.com/myersindustries) to connect with the Company's social community.

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