

MYERS INDUSTRIES INC

Form DFAN14A

April 13, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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 ss.240.14a-12

MYERS INDUSTRIES, INC.

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(Name of Registrant as Specified In Its Charter)

GAMCO ASSET MANAGEMENT INC.  
MARIO J. GABELLI  
ROBERT S. PRATHER, JR.  
EDWARD F. CRAWFORD  
AVRUM GRAY

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)  
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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:

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

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(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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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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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:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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On April 13, 2010, GAMCO Asset Management Inc. issued the following press release:

**GAMCO Asset Management Proposes Directors for Myers and Coachmen  
Has Filed to Solicit Proxies on Behalf of Nominees**

Rye, New York, April 13, 2010 – GAMCO Asset Management Inc. (“GAMCO”), a wholly-owned subsidiary of GAMCO Investors, Inc. (NYSE: GBL), has filed Preliminary Proxy Statements to elect three of its Nominees as Directors of Myers Industries, Inc. (NYSE: MYE) (“Myers”) at Myers’ 2010 Annual Meeting of Shareholders and three of its Nominees as Directors of Coachmen Industries, Inc. (NASDAQ: COHM) (“Coachmen”) at Coachmen’s 2010 Annual Meeting of Shareholders. GAMCO’s Nominees for the Myers Board are Robert S. Prather, Jr., Edward F. Crawford and Avrum Gray. Its Nominees for Coachmen are Mr. Prather, Mr. Gray and Glenn J. Angiolillo.

As of the record date for each company, GAMCO is the beneficial owner, on behalf of its investment advisory clients, of approximately 2,138,275 shares of the common stock of Myers, and 910,719 shares of the common stock of Coachmen, representing 6.03% and 5.63% respectively, of the outstanding common stock of Myers and Coachmen. Affiliates of GAMCO beneficially own an additional 1,515,900 shares of Myers and 787,000 shares of Coachmen, representing 4.27% and 4.86% respectively of the outstanding shares of Myers and Coachmen common stock.

**Additional Information and Where to Find It**

On April 6, 2010, GAMCO filed a preliminary proxy statement in connection with the Myers 2010 Annual Meeting of Shareholders, and on April 8, 2010, GAMCO filed a preliminary proxy statement in connection with the Coachmen 2010 Annual Meeting of Shareholders. Prior to the Myers Annual Meeting and the Coachmen Annual Meeting, as applicable, GAMCO will furnish a definitive proxy statement to Myers' shareholders and Coachmen's shareholders, in each case who are solicited, together with a BLUE proxy card. Shareholders may obtain GAMCO's preliminary proxy statement with respect to each of Myers and Coachmen, any amendments or supplements thereto and other documents filed by GAMCO with the Securities and Exchange Commission (the "SEC") from the SEC's website, without charge, at <http://www.sec.gov>, or from GAMCO, without charge, at <http://www.gproxyonline.com>. **SHAREHOLDERS OF MYERS AND COACHMEN ARE URGED TO READ THE APPLICABLE GAMCO PROXY STATEMENT (INCLUDING ANY SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT GAMCO WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Detailed information regarding the names, affiliations and interests of individuals who are participants in the solicitation of proxies from the shareholders of Myers and Coachmen is available in the applicable GAMCO proxy statement.

**About GAMCO**

GAMCO Investors, Inc., through its subsidiaries, manages private advisory accounts (GAMCO Asset Management Inc.), mutual funds and closed-end funds (Gabelli Funds, LLC), and partnerships and offshore funds (Gabelli Securities, Inc.). As of December 31, 2009, GAMCO had approximately \$26.3 billion in assets under management.

**Special Note Regarding Forward-Looking Information**

Our disclosure and analysis in this press release contain some forward-looking statements. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements because they do not relate strictly to historical or current facts. They use words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” and other words and terms of similar meaning. They also appear in any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance of our products, expenses, the outcome of any legal proceedings, and financial results. Although we believe that we are basing our expectations and beliefs on reasonable assumptions within the bounds of what we currently know about our business and operations, there can be no assurance that our actual results will not differ materially from what we expect or believe. Some of the factors that could cause our actual results to differ from our expectations or beliefs include, without limitation: the adverse effect from a decline in the securities markets; a decline in the performance of our products; a general downturn in the economy; changes in government policy or regulation; changes in our ability to attract or retain key employees; and unforeseen costs and other effects related to legal proceedings or investigations of governmental and self-regulatory organizations. We also direct your attention to any more specific discussions of risk contained in our Form 10-K and other public filings. We are providing these statements as permitted by the Private Litigation Reform Act of 1995. We do not undertake to update publicly any forward-looking statements if we subsequently learn that we are unlikely to achieve our expectations or if we receive any additional information relating to the subject matters of our forward-looking statements.

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