

AK STEEL HOLDING CORP
Form DEFA14A
April 13, 2015

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 (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 Pursuant to Section 240.14a-11(c) or Section 240.14a-12

AK STEEL HOLDING CORPORATION

(Name of Registrant as Specified In Its Certificate)

(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:

(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:

Vote by Internet

Go to www.envisionreports.com/AKS

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 28, 2015

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy materials, which include the Notice and Proxy Statement, Annual Report on Form 10-K and a Letter to Stockholders from the Chairman, President and Chief Executive Officer, and access to the proxy voting site are available at:

Easy Online Access – A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.envisionreports.com/AKS to view the materials.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 15, 2015 to facilitate timely delivery.

Stockholder Meeting Notice

AK Steel Holding Corporation's Annual Meeting of Stockholders will be held on Thursday, May 28, 2015 at the Hilton Columbus at Easton, 3900 Chagrin Drive, Columbus, OH 43219, at 1:30 p.m. Eastern Daylight Saving Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board recommends a vote FOR Proposals 1, 2, 3, 4 and 5.

1. To elect as Directors of the Company the eleven candidates nominated by the Board;
2. To ratify, by a non-binding advisory vote, the Audit Committee's appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015;
3. To approve, by a non-binding advisory vote, the compensation of the Company's Named Executive Officers;
4. To re-approve the material terms of the performance goals under the Company's Long-Term Performance Plan; and,
5. To re-approve of the material terms of the performance goals under the Company's Stock Incentive Plan.

The Company also will transact such other business as properly may come before the meeting.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Directions to AK Steel Holding Corporation's 2015 Annual Meeting of Stockholders:

Hilton Columbus at Easton

3900 Chagrin Drive

Columbus, Ohio 43219

From Pittsburgh:

Take Interstate 70 West to Interstate 270 North

Take Easton exit (exit #33) onto Easton Way

Remain on Easton Way through 2 traffic lights

Make right on Chagrin Drive and right into hotel parking lot

Hotel is on the corner of Chagrin Drive and Easton Way

From Indianapolis:

Take Interstate 70 East to Interstate 71 North to Interstate 670 East (to Port Columbus Airport)

Remain on Interstate 670 to Interstate 270 North

Take Easton exit (exit #33) onto Easton Way

Remain on Easton Way through 2 traffic lights

Make right on Chagrin Drive and right into hotel parking lot

Hotel is on the corner of Chagrin Drive and Easton Way

From Cincinnati:

Take Interstate 71 North to Interstate 670 (to Port Columbus International Airport)

Remain on Interstate 670 to Interstate 270 North (approximately 1 mile)

Take Easton exit (exit #33) onto Easton Way

Remain on Easton Way through 2 traffic lights

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From Cleveland:

Make right on Chagrin Drive and right into hotel parking lot

Take Interstate 71 South to Interstate 270 East

Hotel is on the corner of Chagrin Drive and Easton Way

Take Easton exit (exit #33) onto Easton Way

Remain on Easton Way through 2 traffic lights

Make right on Chagrin Drive and right into hotel parking lot

Hotel is on the corner of Chagrin Drive and Easton Way

Here s how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

g Internet Go to www.envisionreports.com/AKS. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

g Telephone Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

g Email Send an email to investorvote@computershare.com with **Proxy Materials AK Steel Holding Corporation** in the subject line. Include in the message your full name and address, plus the circled number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 15, 2015.

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