

RELIANCE STEEL & ALUMINUM CO
Form DEFR14A
April 08, 2019
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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 §240.14a-12

Reliance Steel & Aluminum Co.
(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.
- 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:

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EXPLANATORY NOTE

Our 2019 proxy statement has been revised prior to distribution to our stockholders to correct certain amounts reported in the Summary Compensation Table. Such correction also resulted in a revision to the ratio of our former CEO's compensation to our median employee's compensation.

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350 South Grand Avenue, Suite 5100

Los Angeles, California 90071

(213) 687-7700

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held May 15, 2019

To the Stockholders of Reliance Steel & Aluminum Co.:

The 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of Reliance Steel & Aluminum Co. (“Reliance” or “Company”) will be held on Wednesday, May 15, 2019, at 10:00 a.m., Pacific Daylight Time, at the Millennium Biltmore Los Angeles, 506 South Grand Avenue, Los Angeles, California 90071, for the following purposes:

1. To elect the nine directors nominated by our Board of Directors to hold office until our next annual meeting and until his or her successor is elected and qualified. The nominees for election to the Board are Sarah J. Anderson, Karen W. Colonias, John G. Figueroa, David H. Hannah, Mark V. Kaminski, Robert A. McEvoy, Gregg J. Mollins, Andrew G. Sharkey, III, and Douglas W. Stotlar. The Board of Directors recommends that stockholders vote FOR the election of each nominee as a director.
 2. To consider a non-binding, advisory vote to approve the compensation of the Company’s named executive officers. The Board of Directors recommends that stockholders vote FOR the approval of the compensation of the Company’s named executive officers.
 3. To ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for 2019. The Board of Directors recommends that stockholders vote FOR the ratification of KPMG LLP as the Company’s independent registered public accounting firm.
 4. To transact such other business, if any, as properly comes before the meeting or any adjournment thereof.
- These items of business are more fully described in the proxy statement accompanying this Notice of Annual Meeting to Stockholders (the “Notice”).

You are invited to attend the Annual Meeting. If you plan to attend the meeting, please see the instructions contained in the accompanying proxy statement.

Your vote is important. Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented, and we hope you will vote as soon as possible.

Only stockholders of record at the close of business on March 25, 2019 are entitled to notice of, and to vote at, the Annual Meeting or any adjournments thereof. A list of these stockholders is available at the offices of the Company in

Los Angeles, California.

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To make it easier, you may vote on the Internet or by telephone. The instructions attached to this Notice describe how to use these convenient services. Even if you give your proxy, you have the right to vote in person if you attend the Annual Meeting.

By Order of the Board of Directors,

William A. Smith II
Senior Vice President, General Counsel

and Corporate Secretary

Los Angeles, California
April 5, 2019

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IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

This Notice presents only an overview of the more complete proxy materials that are available to you on the Internet, if you have not received them by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting. This proxy statement, an Annual Report to Stockholders, an Annual Report on Form 10-K and a proxy form for voting are available online at www.proxyvote.com by using the 12-digit control number provided to you. To receive a paper or e-mail copy of these documents, free of charge, you must request one. Please request a copy (1) online at www.proxyvote.com; (2) by email to sendmaterial@proxyvote.com; or (3) by telephone at 1-800-579-1639. Please request your copy on or before May 1, 2019 to facilitate timely delivery.

Except as stated otherwise, none of the information on our website, Annual Report and stockholder letter constitute proxy-soliciting material.

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