AMERON INTERNATIONAL CORP
Form DEFA14A
March 07, 2011

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 (Amendment No. __)

Filed by the Registrant þ 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
þ Definitive Additional Materials
¨ Soliciting Material Pursuant to § 240.14a-12

Ameron International Corporation

(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):

þ 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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(3) Filing Party:

(4) Date Filed:

On February 24, 2011, Ameron International Corporation (Ameron) announced that the independent members of its Board of Directors completed an internal inquiry into the veracity of certain allegations made by Barington Capital Group, L.P., an activist investment firm based in New York, and issued a press release relating to the announcement, a copy of which follows.

N E W S R E L E A S E

February 24, 2011

Ameron s Independent Directors Conclude Review; Outcome Rebuts Baseless Allegations by Barington

PASADENA, Calif. February 24, 2011 Ameron International Corporation (NYSE:AMN) today announced that the independent members of its Board of Directors (the Independent Directors) have completed an internal inquiry into the veracity of certain allegations made by Barington Capital Group, L.P., an activist investment firm based in New York. After a thorough inquiry, the Company s Independent Directors concluded that Barington s allegations were baseless and unfounded. The Independent Directors initiated the inquiry shortly after receiving a letter on January 5, 2011 from Barington.

Based on, among other things, review of the Company s books and records, review of the Company s past disclosure, interviews with certain of the Company s employees and third parties and the report of outside counsel, the Independent Directors concluded that contrary to Barington s allegations: (1) James Marlen, the Company s Chief Executive Officer, has not committed any wrongdoing; (2) the Company s prior disclosures relating to perquisites for Mr. Marlen were accurate in all but insignificant respects, (3) the disclosure practices for Mr. Marlen were consistent with those of the Company s other named executive officers; and (4) the Company s prior related party transaction disclosures complied in good faith with the rules and regulations of the Securities and Exchange Commission.

Focusing on specific Barington allegations, the Independent Directors found that the Company s succession planning process is firmly on track, the atmosphere among employees is positive, the Company did not pay for any of Mr. Marlen s residences, including his apartment in Pasadena, or for his expenses if he was vacationing, and that the Board held only one meeting outside of California, and that was a meeting which was fully disclosed in the Company s 2006 proxy statement.

Regarding the employment of Mr. Marlen s sons, the Independent Directors also found that James and John Marlen were hired by the Company in a manner consistent with the Company s policies and procedures, and Andrew Marlen was hired by TAMCO, an uncontrolled unconsolidated affiliate, without Mr. Marlen s involvement in the hiring process.

The Independent Directors Recommendations

The Independent Directors recommended that the Company make additional disclosure with respect to the employment of Mr. Marlen s sons in its preliminary proxy statement, filed February 9, 2011, beyond what the

Company believes is required by the Securities and Exchange Commission rules. Additionally, the Independent Directors adopted a new related party policy in addition to the Company s existing conflict of interest policy.

About Ameron

Ameron International Corporation is a multinational manufacturer of highly-engineered products and materials for the chemical, industrial, energy, transportation and infrastructure markets. Traded on the New York Stock Exchange (AMN), Ameron is a leading producer of water transmission lines and fabricated steel products, such as wind towers; fiberglass-composite pipe for transporting oil, chemicals and corrosive fluids and specialized materials; and products used in infrastructure projects. The Company s businesses operate in North America, South America, Europe and Asia. The Company also has partial ownership in several unconsolidated affiliates in the Middle East.

All statements in this press release and in all future press releases that do not directly and exclusively relate to historical facts, including, but not limited to, those related to future operating results, strategic initiatives, geographic expansion, capital expenditures, employee opinions or morale, stockholder concerns, the undertaking or results of any review of prior public disclosures and the undertaking of any additional disclosure or implementation of any new policies, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements represent the intentions, plans, expectations and beliefs of Ameron International Corporation, and are subject to risks, uncertainties and other factors, many of which are outside the Company s control. These factors could cause actual results to differ materially from such forward-looking statements. For a written description of these factors, see the section titled Risk Factors in the Company s Annual Report on Form 10-K for the period ended November 30, 2010. The Company disclaims any intention or obligation to update these forward-looking statements whether as a result of subsequent events or otherwise, except as required by law.

Ameron International Corporation

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Ameron s Annual Report is available online at http://www.ezodproxy.com/ameron/2011.

Ameron prepared the following presentation for delivery to investors and proxy advisory firms.

Important!

Regardless of how many shares you own, your vote is very important. Unlike prior years, brokers do not have discretion to vote shares for Ameron s nominees without your instruction to do so. **If you wish to support Ameron s nominees, you must return a GOLD proxy card or voting instruction form. Brokers will not have authority to vote on any matter at the 2011 Annual Meeting without your instructions.** Notwithstanding any implication to the contrary in the definitive proxy statement filed by Ameron, brokers will not have discretionary authority with respect to any matter, including the ratification of the ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for fiscal 2011. **So please vote using the GOLD proxy card or voting instruction form you received with Ameron s proxy statement for the 2011 Annual Meeting.**

Please note that each account you have must be voted separately, so if you received more than one GOLD proxy card or voting instruction form, please submit them all.

We urge you **NOT to sign any white proxy card or voting instruction form** sent to you by Barington.

Even if you have sent a white proxy card to Barington, you have every right to change your vote. You may revoke that proxy, and vote as recommended by your Board by signing, dating and mailing the GOLD proxy card or GOLD voting instruction form enclosed with the proxy materials mailed to you.

If you have any questions on how to vote your shares, please call our proxy solicitor:

MORROW & CO., LLC

Call Toll Free at (800) 662-5200

or

Call Collect at (203) 658-9400

Additional Information and Where to Find It

Ameron has filed with the Securities and Exchange Commission (SEC), and has mailed to stockholders, a proxy statement in connection with its 2011 annual meeting of stockholders. **STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION.** Stockholders may obtain free copies of these documents and other documents filed with the SEC by Ameron through the website maintained by the SEC at http://www.sec.gov and at http://www.ezodproxy.com/ameron/2011, or by writing to Ameron International Corporation, 245 South Los Robles Avenue, Pasadena, California 91101-3638.

Certain Information Regarding Participants

Ameron and its Directors are, and certain of its officers may be deemed to be, participants in the solicitation of proxies with respect to the 2011 Annual Meeting of stockholders. A description of the direct and indirect interests of the participants, by securities holdings or otherwise, was contained in Ameron s proxy statement that was filed with the SEC on February 28, 2011.