

Armstrong Flooring, Inc.
Form DEFA14A
April 24, 2019

SCHEDULE 14A

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
ARMSTRONG FLOORING, INC.

(Name of Registrant as Specified In Its Charter)

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

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 4, 2019.

ARMSTRONG Meeting Information
FLOORING, INC.

Meeting Type: Annual Meeting

For holders as of: April 8, 2019

Date: June 4, 2019 Time: 9:00 a.m.

Location: Meeting live via the Internet-please visit
www.virtualshareholdermeeting.com/AFI2019.

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit www.virtualshareholdermeeting.com/AFI2019 and be sure to have the information that is printed in the box marked by the arrow (located on the following page).

ARMSTRONG
FLOORING, INC.

CHRISTOPHER S.
PARISI

2500 COLUMBIA
AVENUE

P.O. BOX 3025

LANCASTER, PA
17603

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You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 21, 2019 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow

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(located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/AFI2019. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote

The Board of Directors recommends you vote

FOR each of the nominees named in Proposal 1.

FOR Proposals 2 and 3.

1. Election of Directors (nominees 1a, 1b, 1c, 1d, 1e, 1f, 1g and 1h) to serve for a one-year term.

2. Advisory Vote to Approve Named Executive Officer Compensation.

Nominees:

1a. Kathleen S. Lane

3. Ratification of election of KPMG LLP as the Company's Independent Registered Public Accounting Firm.

1b. Jeffrey Liaw

NOTE: To transact other business as may properly come before the meeting or any adjournment or postponement thereof.

1c. Michael F. Johnston

1d. Donald R. Maier

1e. Michael W. Malone

1f. Larry S. McWilliams

1g. James C. Melville

1h. Jacob H. Welch

