

LAMAR ADVERTISING CO/NEW
Form DEFA14A
April 18, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

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 under Rule 14a-12

Lamar Advertising Company
(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)(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:

***** Exercise Your *Right to Vote* *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 30, 2019**

LAMAR ADVERTISING COMPANY

LAMAR ADVERTISING COMPANY

5321 CORPORATE BLVD

BATON ROUGE, LA 70808

—
—
—
—
—
Meeting Information

— **Meeting Type:** Annual Meeting

— **For holders as of:** April 01, 2019

-
-
-
-
-
-
-
-
-
-

Date: May 30, 2019 **Time:** 9:00 AM CDT

Location: Lamar Advertising Company
5321 Corporate Boulevard
Baton Rouge, LA 70808

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

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.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report
2. Notice & Proxy Statement

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 16, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow 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**

**FOR the
following:**

1. Election of
Directors

Nominees

01 John E. Koerner, III 02 Marshall A. Loeb
03 Stephen P. Mumblow 04 Thomas V. Reifenheiser
05 Anna Reilly

06 Kevin P.
Reilly,
Jr. 07 Wendell
Reilly 08
Elizabeth
Thompson

**The Board of
Directors
recommends
you vote FOR
the following
proposals:**

2. Approval of an
amendment and
restatement of
the Company's
1996 Equity
Incentive Plan to
increase the
number of shares
of Class A
Common Stock
of the Company
available for
issuance under

the plan by
2,000,000 shares
from 15,500,000
to 17,500,000
shares.

3. Approval of
the Company's
2019 Employee
Stock Purchase
Plan.

4. Ratify the
appointment of
KPMG LLP as
the Company's
independent
registered public
accounting firm
for fiscal 2019.

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

