

Rexnord Corp
Form DEFA14A
June 11, 2018

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 under Rule 14a-12

REXNORD 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):

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:

Important Notice of Availability of Proxy Materials for the Stockholder Meeting of

To Be Held At:

511 W. Freshwater Way, Milwaukee, Wisconsin 53204

on July 26, 2018, at 9:00 a.m. Central Time

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

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.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below no later than July 12, 2018.

Please visit <http://www.astproxyportal.com/ast/17558/>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders

Proxy Statement

Form of Electronic Proxy Card

Annual Report on Form 10-K

TO REQUEST MATERIALS: **TELEPHONE:** **888-Proxy-NA (888-776-9962) in the United States or 718-921-8562 from other countries**

E-MAIL: **info@astfinancial.com**

WEBSITE: **https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials**

T O VOTE: **ONLINE:** To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 p.m. Eastern Time the day before the meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit www.voteproxy.com to view the materials and to obtain the toll free number to call.

MAIL: You may request a proxy card by following the instructions above.

Matters to be acted on at the Annual Meeting: **Notice of, and Information regarding, the Annual Meeting**

1. The election of each of the following nominees as a director for a three-year term expiring in fiscal 2022:

Date: July 26, 2018 **Time:** 9:00 a.m. Central Time

Location: 511 W. Freshwater Way

NOMINEES: Milwaukee, Wisconsin 53204

For holders of record as of: May 29, 2018

Todd A. Adams

Theodore D. Crandall

Robin A. Walker-Lee

2. Advisory vote to approve the compensation of the Company's named executive officers, as disclosed in Compensation Discussion and Analysis and Executive Compensation in the Proxy Statement. You are receiving this communication because you hold shares in Rexnord Corporation, and the materials you should review before you cast your vote are now available.

3. Advisory vote related to the frequency of future advisory votes to approve named executive officer compensation.

4. Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2019.

In their discretion, the proxies are authorized to vote on any other business as may properly come before the Annual Meeting or any adjournment thereof.

**THE BOARD OF DIRECTORS
RECOMMENDS A VOTE FOR EACH OF
THE NOMINEES LISTED IN PROPOSAL 1,
FOR PROPOSALS 2 AND 4, AND FOR 1
YEAR ON PROPOSAL 3.**

Please note that you cannot use this notice to vote by mail.