KADANT INC
Form DEFA14A
March 29, 2018

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 Pursuant to Rule 14a-12

Kadant Inc.

(Name of the 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 Shareholder Meeting of

KADANT INC.

To Be Held On:

May 16, 2018 at 2:30 PM

at the corporate offices located at One Technology Park Drive, Westford, Massachusetts 01886

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. To view these materials, please have your control number available.

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 before 5/4/18.

Please visit http://www.astproxyportal.com/ast/11818/, where the following materials are available for view:

Notice of Annual Meeting of Stockholders
Proxy Statement
Form of Electronic Proxy Card
2017 Annual Report to Stockholders

TO REQUEST MATERIAL: **TELEPHONE: 888-Proxy-NA (888-776-9962) and 718-921-8562 (for international callers)**

E-MAIL: info@astfinancial.com

TO VOTE:

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

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 PM Eastern Time the day before the cut-off or 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 card by following the instructions above.

THE BOARD OF DIRECTORS OF KADANT INC. RECOMMENDS THAT YOU VOTE **FOR** THE ELECTION OF DIRECTOR.

1. Election of one director to the class to be elected for a three-year term expiring in 2021.

   NOMINEE: William P. Tully

THE BOARD OF DIRECTORS OF KADANT INC. RECOMMENDS THAT YOU VOTE **FOR**

PROPOSALS 2, 3 and 4

2. To approve, by non-binding advisory vote, our executive compensation.
3. To approve restricted stock unit grants to our non-employee directors.
4. To ratify the selection of KPMG LLP as our company s independent registered public accounting firm for 2018.
5. In their discretion on such other matters as may properly come before the Meeting or any adjournment thereof.

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