

UNITED STATES LIME & MINERALS INC
Form DEF 14A
March 24, 2016
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 §240.14a-12

UNITED STATES LIME & MINERALS, INC.
(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)(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
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materials.

Check box if any
part of the fee is
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Rule 0 11(a)(2) and
identify the filing
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previous filing by
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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:

United States Lime & Minerals, Inc.

5429 LBJ Freeway, Suite 230

Dallas, Texas 75240

March 24, 2016

Dear Shareholders:

You are cordially invited to attend the 2016 Annual Meeting of Shareholders at 10:00 a.m. local time on Friday, April 29, 2016, at the Wyndham Dallas Suites Park Central, 7800 Alpha Road, Dallas, Texas, 75240. Please refer to the back of this letter for directions. The meeting will be preceded by an informal reception starting at 9:30 a.m., at which you will have an opportunity to meet our directors and officers.

Enclosed with this letter is a Notice of 2016 Annual Meeting, proxy statement, proxy card, and 2015 Annual Report to Shareholders. Whether or not you plan to attend the meeting, it is important that your shares be represented. I urge you to complete, sign, date, and mail the enclosed proxy card at your earliest convenience, or use Internet or telephone voting according to the instructions on the proxy card. If you attend the meeting, you may revoke your proxy by voting in person. You may also revoke your proxy at any time before it is voted at the meeting by submitting to us a written notice of revocation, or you may submit a signed proxy card with a later date or vote through the Internet or by telephone at a later date.

I look forward to meeting and speaking with you at the annual meeting on April 29, 2016.

Sincerely,

Timothy W. Byrne
President and Chief Executive Officer

Enclosures

UNITED STATES LIME & MINERALS, INC.

DIRECTIONS TO THE 2016 ANNUAL MEETING OF SHAREHOLDERS

FRIDAY, APRIL 29, 2016, AT 10:00 A.M.

WYNDHAM DALLAS SUITES PARK CENTRAL

7800 ALPHA ROAD

DALLAS, TEXAS 75240

Directions from Dallas-Ft. Worth Airport:

- Take the North exit from the Airport
- East on I-635 (Lyndon B. Johnson Freeway)
- Exit at Coit Road, turning North (left) onto Coit
 - Turn left onto Westbound I-635 Service Rd
- Turn right onto Blossomheath Lane, hotel entrance is on the right

Directions from Downtown Dallas:

- North on North Central Expressway (U.S. 75)
- Exit at Coit Road (exit passes over U.S. 75 and joins Coit)
- Continue North on Coit Road until you cross over I-635 (Lyndon B. Johnson Freeway)
 - Turn left onto Westbound I-635 Service Rd

- Turn right onto Blossomheath Lane, hotel entrance is on the right
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UNITED STATES LIME & MINERALS, INC.

5429 LBJ Freeway

Suite 230

Dallas, Texas 75240

NOTICE OF 2016 ANNUAL MEETING OF SHAREHOLDERS

To Be Held on April 29, 2016

To the Shareholders of United States Lime & Minerals, Inc.:

Notice is hereby given that the 2016 Annual Meeting of Shareholders of United States Lime & Minerals, Inc., a Texas corporation (the "Company"), will be held on Friday, the 29th day of April 2016, at 10:00 a.m. local time, at the Wyndham Dallas Suites Park Central, 7800 Alpha Road, Dallas, Texas 75240 (the "Annual Meeting"), for the following purposes:

1. To elect five directors to serve until the next annual meeting of shareholders and until their respective successors have been duly elected and qualified;
2. To approve, on a non-binding advisory basis, the Company's executive compensation; and
3. To transact such other business as may properly be brought before the Annual Meeting or any adjournment thereof.

Information regarding the matters to be acted upon at the Annual Meeting is contained in the proxy statement accompanying this Notice.

The Board of Directors fixed the close of business on March 16, 2016 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting or any adjournment thereof. Only shareholders of record at the close of business on the record date are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof. A complete list of such shareholders will be available for inspection during usual business hours for ten days prior to the Annual Meeting at the corporate office of the Company in Dallas, Texas.

All shareholders are cordially invited to attend the Annual Meeting. Whether or not you plan to attend the Annual Meeting, shareholders are urged to complete, sign, and date the accompanying proxy card and to return it promptly in

the postage-paid return envelope provided, or use Internet or telephone voting according to the instructions on the proxy card. A shareholder who has given a proxy may revoke the proxy by attending the Annual Meeting and voting in person, by sending the Company a written notice of revocation, by submitting a signed proxy card with a later date or by voting through the Internet or by telephone at a later date.

By Order of the Board of Directors,

Timothy W. Byrne
President and Chief Executive Officer

Dallas, Texas
March 24, 2016

Important Notice Regarding the Availability of Proxy Materials for the 2016 Annual Meeting of Shareholders To Be Held on April 29, 2016: The Company's 2016 Proxy Statement and 2015 Annual Report to Shareholders, including the Company's 2015 Annual Report on Form 10-K, are available at http://uslm.com/shareholder_information.html.

UNITED STATES LIME & MINERALS, INC.

5429 LBJ Freeway

Suite 230

Dallas, Texas 75240

PROXY STATEMENT

FOR

2016 ANNUAL MEETING OF SHAREHOLDERS

To Be Held on April 29, 2016

INTRODUCTION

The accompanying proxy card, mailed together with this proxy statement, is solicited by and on behalf of the board of directors of United States Lime & Minerals, Inc., a Texas corporation (the “company,” “we,” “us” or “our”), for use at our 2016 Annual Meeting of Shareholders to be held at the time and place and for the purposes set forth in the accompanying Notice. The approximate date on which this proxy statement and the proxy card were first given or sent to our shareholders is March 24, 2016.

Shares of our common stock, par value \$0.10 per share, represented by valid proxy cards, duly signed, dated, and returned to us, or voted through the Internet or by telephone according to the instructions on the proxy card, and not revoked, will be voted at the annual meeting in accordance with the directions given. In the absence of directions to the contrary, such shares will be voted:

FOR the election of the five nominees named in the proxy card to our board of directors; and

FOR the approval, on a non-binding advisory basis, of the company’s executive compensation.

If any other matter is properly brought before the annual meeting for action at the meeting, which is not currently anticipated, the persons designated to serve as proxies will vote on such matters in accordance with their best judgment.

Any shareholder may revoke a proxy at any time before it is voted at the annual meeting by attending the meeting and voting in person, by giving written notice of revocation to us addressed to Timothy W. Byrne, President and Chief Executive Officer, United States Lime & Minerals, Inc., 5429 LBJ Freeway, Suite 230, Dallas, Texas 75240, by submitting a signed proxy card with a later date or by voting through the Internet or by telephone at a later date according to the instructions on the proxy card. However, no such revocation will be effective unless such revocation has been received by us before the proxy is voted at the annual meeting.

VOTING SECURITIES AND PRINCIPAL SHAREHOLDER

Only holders of record of our common stock at the close of business on March 16, 2016, the record date for the 2016 annual meeting, are entitled to notice of and to vote at the meeting or any adjournment thereof. The presence of the holders of a majority of our outstanding shares of common stock is necessary to constitute a quorum. On the record date for the meeting, there were issued and outstanding 5,563,669 shares of our stock. At the meeting, each shareholder of record on March 16, 2016 will be entitled to one vote for each share registered in such shareholder's name on the record date.

The following table sets forth, as of March 16, 2016, information with respect to the only shareholder known to us to be the beneficial owner of more than five percent of our issued and outstanding shares:

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class
Inberdon Enterprises Ltd. 1020-789 West Pender Street Vancouver, British Columbia Canada V6C 1H2(1)	3,478,390	(1) 62.52 % (1)

(1) Inberdon Enterprises Ltd. (“Inberdon”) is principally engaged in the acquisition and holding of securities of aggregate producing companies located in North America. All of the outstanding shares of Inberdon are held, indirectly through a number of private companies, by Mr. George M. Doumet.

SHAREHOLDINGS OF COMPANY DIRECTORS AND EXECUTIVE OFFICERS

The table below sets forth the number of shares beneficially owned, as of March 16, 2016, by each of our directors and named executive officers individually and by all directors and executive officers as a group:

Name	Number of Shares Beneficially Owned(1)	Percent of Class
Timothy W. Byrne	72,114	(2) (3) (4) 1.30 %
Richard W. Cardin	6,116	(3) (6)
Antoine M. Doumet (5)	21,600	(3) (6)
Billy R. Hughes	24,288	(6)
Edward A. Odishaw	—	—
David P. Leymeister	2,828	(4) (6)
M. Michael Owens	10,107	(3) (4) (6)
Russell W. Riggs	7,446	(4) (6)
All Directors and Executive Officers as a Group (8 persons)	144,499	(2) (3) (4) 2.60 %

(1) All shares are directly held with sole voting and dispositive power unless otherwise indicated.

(2) Includes 6,845 shares allocated to Mr. Byrne under our 401(k) plan.

- (3) Includes the following shares subject to stock options exercisable within the next 60 days granted under our Amended and Restated 2001 Long-Term Incentive Plan (&