

CHASE CORP
Form DEF 14A
December 21, 2017
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

Chase Corporation
(Name of Registrant as Specified In Its Charter)

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

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- No fee required.
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- (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):
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CHASE CORPORATION

295 University Avenue
Westwood, MA 02090
Telephone (781) 332-0700

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual meeting of shareholders of Chase Corporation will be held at 9:30 a.m. on Tuesday, February 6, 2018 at the Hyatt Place Boston-Braintree, 50 Forbes Road, Braintree, MA 02184 for the following purposes:

- (1) To elect eight members of the Board of Directors of the corporation, each to serve until the 2019 annual meeting of shareholders or until his or her successor is duly elected and qualified;
- (2) To conduct a non-binding advisory vote on the compensation of our named executive officers;
- (3) To conduct a non-binding vote to determine the frequency of conducting future advisory votes on executive compensation;
- (4) To re-approve the material terms of the performance measures under our 2013 Equity Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code;
- (5) To ratify the appointment of PricewaterhouseCoopers LLP as the corporation's independent registered public accounting firm for the fiscal year ending August 31, 2018; and
- (6) To transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

Only shareholders of record on the books of Chase Corporation at the close of business on November 30, 2017 are entitled to notice of and to vote at the meeting.

The Board of Directors hopes that all shareholders who can conveniently do so will personally attend the meeting.

By order of the Board of Directors,

GEORGE M. HUGHES
Corporate Secretary

December 21, 2017

SHAREHOLDERS ARE REQUESTED TO SIGN AND DATE THE ACCOMPANYING PROXY CARD AND
PROMPTLY RETURN IT IN THE ENCLOSED ENVELOPE

CHASE CORPORATION
295 University Avenue
Westwood, MA 02090
Telephone (781) 332-0700

PROXY STATEMENT
December 21, 2017

The enclosed proxy is solicited by and on behalf of the Board of Directors of Chase Corporation (the “Company”) for the annual meeting of the Company’s shareholders to be held on February 6, 2018 at 9:30 a.m., and at any adjournment thereof (the “Meeting”). The cost of solicitation will be borne by the Company. In addition to solicitation by mail, directors, officers and regular employees of the Company may solicit proxies personally or by telephone.

The authority granted by a duly executed proxy may be revoked at any time before it is exercised by filing with the Secretary of the Company a written revocation or a duly executed proxy bearing a later date or by voting in person at the Meeting. Shareholders who attend the Meeting in person will not be deemed thereby to have revoked their proxies unless they affirmatively indicate at the meeting their intention to vote their shares in person. Unless a proxy is revoked, the shares represented thereby will be voted as directed. If no specifications are made, then proxies will be voted "for" the election of the directors nominated by the Board of Directors, "for" the approval, on an advisory and non-binding basis, of the compensation of the Company's named executive officers, for the "every three years" option for the frequency, on an advisory and non-binding basis, of future advisory votes on executive compensation, , "for" the re-approval of the material terms of the performance measures under our 2013 Equity Incentive Plan, "for" the ratification of the appointment of the Company's independent registered public accounting firm, and in accordance with the judgment of the proxy holders as to any other matter that may be properly brought before the Meeting or any adjournment or postponement thereof.

On November 30, 2017, there were 9,374,840 outstanding shares of the Company’s common stock, \$0.10 par value per share, which is the only class of voting stock outstanding. Shareholders of record at the close of business on November 30, 2017 are entitled to vote at the Meeting. With respect to all matters that will come before the Meeting, each shareholder may cast one vote for each share of common stock registered in his or her name on the record date.

A majority in interest of the Company's common stock outstanding and entitled to vote represented at the Meeting in person or by proxy will constitute a quorum for the transaction of business at the Meeting. Directions to withhold authority, abstentions, and broker non-votes will be counted as present at the Meeting for purposes of determining the existence of a quorum at the Meeting. A “broker non-vote” occurs when a registered broker holding a customer’s shares in the name of the broker has not received voting instructions on a matter from the customer and is barred by applicable rules from exercising discretionary authority to vote on the matter and so indicates on the proxy.

The approximate date on which this proxy statement and accompanying proxy card will be first sent or given to shareholders is December 26, 2017. The Company's annual report for the fiscal year ended August 31, 2017 will be sent to shareholders on the same date.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 6, 2018:

The Notice of Annual Meeting of Shareholders, this proxy statement, and the Company's annual report to shareholders are available at <https://materials.proxyvote.com/16150R>.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding ownership of the Company's common stock as of November 30, 2017 by (i) all persons known to the Company to be beneficial owners of more than 5% of the Company's outstanding common stock, (ii) each of our directors or nominees for director, (iii) each of the executive officers named in our summary compensation table, and (iv) all of our directors and executive officers as a group.

Name	Nature and Amount of Beneficial Ownership				Percentage of Outstanding Shares
	Number of Shares Owned (a)	Shares Subject to Options (b)	Total Shares Beneficially Owned (c)		
FMR LLC (d) 82 Devonshire Street Boston, MA 02109	1,337,477	—	1,337,477	14.3	%
Edward L. Chase Revocable Trust (e) 39 Nichols Road Cohasset, MA 02025	875,512	—	875,512	9.3	%
Peter R. Chase 295 University Avenue Westwood, MA 02090	990,816	—	990,816	10.6	%
Adam P. Chase (f)	302,106	69,471	371,577	3.9	%
Kenneth J. Feroldi (g)	20,544	—	20,544	*	
Mary Claire Chase	1,746	—	1,746	*	
Everett Chadwick, Jr. (h)	1,397	—	1,397	*	
John H. Derby III	1,486	—	1,486	*	
Lewis P. Gack	7,054	—	7,054	*	
George M. Hughes (h)	1,899	—	1,899	*	
Chad A. McDaniel	795	—	795	*	
Dana Mohler-Faria	795	—	795	*	
Thomas Wroe, Jr.	5,972	—	5,972	*	
All executive officers and directors as a group (11 persons)	1,334,610	69,471	1,404,081	14.9	%

* Less than one percent

(a) Excludes shares that may be acquired through stock option exercises.

(b) Pursuant to Rule 13d-3(d) (1) of the Exchange Act, includes shares that may be acquired through stock option exercises within the 60-day period following November 30, 2017. Excludes shares underlying stock options that have not vested and will not vest within such 60-day period.

(c) The beneficial owners of these shares have sole voting power and sole investment power over such shares, except as otherwise indicated.

(d)