HUB GROUP INC
Form DEF 14A
March 28, 2014

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant [X]

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))
[X]	Definitive Proxy Statement
[ ]	Definitive Additional Materials
[ ]	Soliciting Material under Section 240.14a-12

HUB GROUP, 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):

[X] 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 is determined):

4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

March 28, 2014

Dear Stockholder:

You are cordially invited to attend the 2014 Annual Meeting of Stockholders of Hub Group, Inc. This meeting will be held at Hub Group's Corporate Headquarters, located at 2000 Clearwater Drive, Oak Brook, Illinois at 10:00 a.m. Central time on Friday, May 9, 2014.

The attached Notice of 2014 Annual Meeting of Stockholders and Proxy Statement describe the matters to be acted upon. The Annual Report to Stockholders on Form 10-K is also enclosed.

We hope you will be able to attend the meeting. However, even if you anticipate attending in person, we urge you to mark, sign, date, and return the enclosed proxy card to ensure that your shares will be represented. If you attend, you will, of course, be entitled to vote in person.

Sincerely,

/s/ David P. Yeager
Name: David P. Yeager
Title: Chairman and Chief Executive Officer

HUB GROUP, INC.

NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Hub Group, Inc.:

The Annual Meeting of Stockholders of Hub Group, Inc., a Delaware corporation (the "Company"), will be held at Hub Group's Corporate Headquarters, located at 2000 Clearwater Drive, Oak Brook, Illinois on Friday, May 9, 2014, at 10:00 a.m. Central time for the following purposes:

(1) To elect six directors of the Company to hold office until the next annual meeting of stockholders;

(2) To hold an advisory vote on executive compensation; and

(3) To transact such other business as may properly be presented at the Annual Meeting or any adjournment thereof.

A proxy statement with respect to the Annual Meeting accompanies and forms a part of this Notice. The Company's Annual Report to Stockholders on Form 10-K also accompanies this Notice.

The Board of Directors has fixed the close of business on March 14, 2014, as the record date for determining stockholders entitled to notice of, and to vote at, the Annual Meeting.

By order of the Board of Directors,

/s/ David C. Zeilstra
Name: David C. Zeilstra
Title: Vice President, Secretary and General Counsel

Oak Brook, Illinois
March 28, 2014

YOUR VOTE IS IMPORTANT

PLEASE MARK, SIGN AND DATE THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be Held on May 9, 2014

The Proxy Statement and Annual Report to Stockholders are
Available at www.hubgroup.com/proxy.html

HUB GROUP, INC.
2000 CLEARWATER DRIVE
OAK BROOK, ILLINOIS 60523

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Hub Group, Inc., a Delaware corporation ("Hub Group" or the "Company"), of proxies for use at the 2014 Annual Meeting of Stockholders of the Company to be held on Friday, May 9, 2014, and any adjournment thereof (the "Annual Meeting"). This Proxy Statement and accompanying form of proxy are first being sent to stockholders on or about March 28, 2014.

The Company's Class A common stock, $.01 par value (the "Class A Common Stock"), and Class B common stock, $.01 par value (the "Class B Common Stock," together with the Class A Common Stock, the "Common Stock"), are the only issued and outstanding classes of stock. Only stockholders of record at the close of business on March 14, 2014 (the "Record Date"), are entitled to notice of and to vote at the Annual Meeting. As of the Record Date, the Company had 36,790,446 shares of Class A Common Stock (each a "Class A Share") and 662,296 shares of Class B Common Stock (each a "Class B Share," and collectively with the Class A Shares, the "Shares") outstanding and entitled to vote.

VOTING RIGHTS AND PROCEDURES

Shares represented by an effective proxy given by a stockholder will be voted as directed by the stockholder. If a properly signed proxy form is returned to the Company and one or more proposals are not marked, it will be voted in accordance with the recommendation of the Board of Directors on all such proposals. A stockholder giving a proxy may revoke it at any time prior to the voting of the proxy by giving written notice to the Secretary of the Company, by executing a later dated proxy or by attending the Annual Meeting and voting in person. If your shares are held in a bank or brokerage account, you will receive proxy materials from your bank or broker, which will include a voting instruction form. If you would like to attend the Annual Meeting and vote these shares in person, you must obtain a proxy from your bank or broker. You must request this form from your bank or broker; they will not automatically supply one to you.

Each Class A Share is entitled to one (1) vote and each Class B Share is entitled to approximately eighty (80) votes. The holders of Shares having a majority of the votes that could be cast by the holders of all Shares, present in person or represented by proxy, will constitute a quorum at the Annual Meeting. Abstentions will be treated as Shares that are present and entitled to vote for purposes of determining the presence of a quorum. If a broker indicates on the proxy that it does not have discretionary authority as to certain Shares to vote on a particular matter, those Shares will be considered as present and entitled to vote for purposes of determining the presence of a quorum. As of March 14, 2014, the Yeager family members own all 662,296 shares of Class B Common Stock and 806,987 shares of Class A Common Stock. Consequently, the Yeager family controls approximately 60% of the voting power of the Company on all matters presented for stockholder action. The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Election inspectors appointed for the meeting will tabulate votes cast by proxy or in person at the Annual Meeting and such election inspectors will determine whether or not a quorum is present.

The Board of Directors knows of no matters to be presented at the Annual Meeting other than those set forth in the Notice of 2014 Annual Meeting of Stockholders enclosed herewith. However, if any other matters do come before the meeting, it is intended that the holders of the proxies will vote thereon in their discretion. Any such other matter will require for its approval the affirmative vote of the holders of Shares having a majority of the votes present in person or represented by proxy at the Annual Meeting, provided a quorum is present, or such greater vote as may be required under the Company's Certificate of Incorporation, the Company's By-laws or applicable law. A list of stockholders as of the record date will be available for inspection at the Annual Meeting and for a period of ten days prior to the Annual Meeting at the Company's offices in Oak Brook, Illinois.

ELECTION OF DIRECTORS

The number of directors of the Company, as determined by the Board of Directors under Article III of the Company's By-laws, is currently six. Each director holds office until his or her successor is elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

The nominees for whom the enclosed proxy is intended to be voted are set forth below. Each nominee for election as director currently serves as a director of the Company. It is not contemplated that any of these nominees will be unavailable for election, but if such a situation should arise, the proxy will be voted in accordance with the best judgment of the proxyholder for such person or persons as may be designated by the Board of Directors unless the stockholder has directed otherwise.

Directors are elected by a plurality of the votes cast at the Annual Meeting, provided a quorum is present. Abstentions, withholding of authority to vote in the election, or broker non-votes will not affect the outcome of the election. Stockholders are not allowed to cumulate their votes in the election of directors.

Nominees for Election as Directors

Name	Age	Business Experience During the Past Five Years and Other Information
David P. Yeager	61	David P. Yeager has served as the Company's Chairman of the Board since November 2008 and as Chief Executive Officer of the Company since March 1995. Mr. Yeager was Vice Chairman of the Board from January 1992 through November 2008. From October 1985 through December 1991, Mr. Yeager was President of Hub Chicago. From 1983 to October 1985, he served as Vice President, Marketing of Hub Chicago. Mr. Yeager started working for Hub in 1975. Mr. Yeager received a Masters in Business Administration degree from the University of Chicago in 1987 and a Bachelor of Arts degree from the University of Dayton in 1975. Mr. Yeager is the brother of Mark A. Yeager.

Mr. Yeager has been an employee of the Company for over 35 years and in that time has helped grow the Company from a small family business into the $3.4 billion enterprise it is today. Mr. Yeager has experience in all aspects of the business, including acting as founder and President of both the Pittsburgh Hub (1975) and St. Louis Hub (1980). Mr. Yeager's industry experience and Company knowledge make him uniquely suited to serve as our Chairman of the Board.

Mark A. Yeager	49	Mark A. Yeager has been the Company's Vice Chairman since November 2008, has served as President since January 2005 and has been the Chief Operating Officer and a director since May 2004. From July 1999 through December 2004, Mr. Yeager was President-Field Operations. From November 1997 through June 1999 Mr. Yeager was Division President, Secretary and General Counsel. From March 1995 to November 1997, Mr. Yeager was Vice President, Secretary and General Counsel. From May 1992 to March 1995, Mr. Yeager served as the Company's Vice President-Quality. Prior to joining the Company in 1992, Mr. Yeager was an associate at the law firm of Grippo & Elden from January 1991 through May 1992 and an associate at the law firm of Sidley & Austin from May 1989 through January 1991. Mr. Yeager received a Juris Doctor degree from Georgetown University in 1989 and a Bachelor of Arts degree from Indiana University in 1986. Mr. Yeager is the brother of David P. Yeager.

Mr. Yeager has steadily assumed additional responsibility since joining the Company over 20 years ago. As President of Field Operations, Mr. Yeager recognized the need to change the Company from a geographical network to a functional organization. Mr. Yeager helped plan and implement a successful realignment which unlocked tremendous value within the Company. Mr. Yeager's legal training and background combined with his business experience make him a valuable contributor to the Board.

Gary D. Eppen	77	Gary D. Eppen has served as a director of the Company since February 1996. Currently retired, Mr. Eppen was the Ralph and Dorothy Keller Distinguished Service Professor of Operations Management and Deputy Dean for part-time programs at The University of Chicago Booth School of Business. He received a Ph.D. in Operations Research from Cornell University in 1964, a Master of Science in Industrial Engineering from the University of Minnesota in 1960, a Bachelor of Science from the University of Minnesota in 1959 and an Associate in Arts degree in Pre-Engineering from Austin Junior College in 1956. He received an Honorary Doctor of Economics degree from the Stockholm School of Economics in 1998.

Mr. Eppen's experience with operations management has been valuable as the Company has evolved from a collection of small businesses to a unified network with a significant fleet of containers and a large drayage network. Mr. Eppen's attention to detail and familiarity with financial matters make him an effective Chair of our Audit Committee. Until February 2007, Mr. Eppen served as a Director of Landauer, Inc. Mr. Eppen has used his vast experience to help the Board identify and implement best practices. Mr. Eppen brings a wealth of both academic and business experience to his service as a Director.

Charles R. Reaves	75	Charles R. Reaves has served as a director of the Company since February 1996. Since 1994, Mr. Reaves has been President and Chief Executive Officer of Reaves Enterprises, Inc., a real estate development company. From April 1962 until November 1994, Mr. Reaves worked for Sears Roebuck & Company in various positions, ultimately as President and Chief Executive Officer of Sears Logistics Services, Inc., a transportation, distribution and home delivery subsidiary of Sears Roebuck & Company. Mr. Reaves received a Bachelor of Science degree in Business Administration from Arkansas State University in 1961.

Having served for 32 years as an executive at Sears, Mr. Reaves understands the needs of large shippers and retailers. In his capacity as Chief Executive Officer of Sears Logistics Services, Inc., Mr. Reaves gained valuable executive experience running a large transportation organization. Mr. Reaves has used this experience, as well as his industry knowledge, to effectively advise the Company in his role as a Director. As Chair of our Nominating and Governance Committee, Mr. Reaves has also used his experience at Sears to help shape the Company's Governance Policies and oversee the succession planning process.

Martin P. Slark	59	Martin P. Slark has served as a director of the Company since February 1996. Since 1976, Mr. Slark has been employed by Molex Incorporated ("Molex"), a manufacturer of electronic, electrical and fiber optic interconnection products and systems. Mr. Slark is presently a Director and Vice Chairman and Chief Executive Officer of Molex and is also a Director of Liberty Mutual Holding Company, Inc. and Northern Trust Corporation. Mr. Slark is a Companion of the British Institute of Management and received a Masters in Business Administration degree from the University of East London in 1993 and a Post-Graduate Diploma in Management Studies from Portsmouth University in 1981.

As Chief Executive Officer of a multi-national company, Mr. Slark has extensive experience running a large organization. Mr. Slark, originally from England, has worked for Molex for over 35 years in Europe, Asia and the United States. Mr. Slark's leadership skills, experience with strategic planning and contacts have been a significant benefit to the Board. In his role as Chair of the Compensation Committee, Mr. Slark has also been instrumental in helping formulate the compensation package for the Company's executives.

Jonathan P. Ward	59	Jonathan P. Ward has served as a director of the Company since January 2012. Mr. Ward is an operating partner at Kohlberg & Co. and has been with that company since July 2009. He was previously chairman of the Chicago office of Lazard Ltd. and managing director, Lazard Freres & Co., LLC, joining Lazard in November 2006. Prior to Lazard, Mr. Ward was at The ServiceMaster Company for five years, where he began as President and Chief Executive Officer in 2001 and then became Chairman and Chief Executive Officer in 2002. From 1997 to 2001, he was President and Chief Operating Officer of R.R. Donnelley & Sons Company, a commercial printing company. During his 23 years at R.R. Donnelley, he served in a variety of other leadership positions. He earned a Bachelor's degree in Chemical Engineering from the University of New Hampshire and also has completed the Harvard Business School Advanced Management Program.

Mr. Ward is a member of the board of directors of Hillshire Brands Company, SP Plus Corporation and KAR Auction Services. At Hillshire Brands, he is the Chair of the Compensation and Employee Benefits Committee and also serves on the Corporate Governance, Nominating and Policy Committee and the Executive Committee. At SP Plus, he serves as a member of the Compensation Committee. At KAR Auction Services, he is a member of the Audit Committee and Nominating and Corporate Governance Committee.

Mr. Ward's service as an executive, combined with his leadership capabilities, make him well qualified to be a member of the Company's Board of Directors. Having served on numerous public company boards, Mr. Ward is able to advise as to best practices across multiple industries. In addition, as the Chair of the Compensation Committee of a large public company, Mr. Ward brings unique insight into other compensation models and approaches. Mr. Ward's experience and perspective make him a valuable addition to the Company's Board of Directors.

The Board of Directors recommends that the stockholders vote FOR the election of each nominee for director named above.

MEETINGS AND COMMITTEES OF THE BOARD

The Board of Directors has an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. During the fiscal year ended December 31, 2013, the full Board of Directors met four times, the Audit Committee met eight times, the Compensation Committee met three times and the Nominating and Governance Committee met once. During 2013, all directors attended at least 75% of the meetings of the Board of Directors and the committees thereof on which they served. The Company encourages each member of the Board of Directors to attend each annual meeting of stockholders. All directors attended the Company's 2013 annual meeting of stockholders held on May 9, 2013.

Audit Committee

The duties of the Audit Committee are to oversee the Company's internal control structure, review the Company's financial statements and other financial information to be included in the Company's 10-K, select the independent auditors for the Company and its subsidiaries and review the Company's annual audit plan. The members of the Audit Committee are Messrs. Eppen, Reaves, Slark and Ward. The Audit Committee has a written charter which is available on the Company's website at www.hubgroup.com. The Committee annually reviews and assesses the adequacy of the Charter.

The Board of Directors has determined that Messrs. Eppen, Reaves, Slark and Ward are "independent" in accordance with the applicable corporate governance listing standards of the Nasdaq Stock Market. The Board of Directors has determined that the Audit Committee does not have an "audit committee financial expert" as that term is defined in the Securities and Exchange Commission regulations. However, the Board of Directors has determined that all of the members of the Audit Committee are able to read and understand fundamental financial statements within the meaning of the Nasdaq Audit Committee requirements and that at least one of its members has the financial sophistication required by Nasdaq. The Board of Directors has determined that by satisfying the requirements of the Nasdaq listing standards with a member of the Audit Committee that has the requisite "financial sophistication" qualifications, the Audit Committee has the financial expertise necessary to fulfill the duties and the obligations of the Audit Committee. The Board of Directors has concluded that the appointment of an "audit committee financial expert" is not necessary at this time.

Compensation Committee

The Compensation Committee is responsible for providing assistance to the Board in the discharge of its responsibilities relating to compensation and development of the Company's Chief Executive Officer and other executive officers. In addition, the Compensation Committee reviews, adopts, terminates, amends or recommends to the Board the adoption, termination or amendment of equity-based employee plans, incentive compensation plans and employee benefit plans, as further described in the Compensation Committee Charter. The Compensation Committee may use a compensation consultant to assist in the evaluation of Chief Executive Officer or executive officer compensation. The Compensation Committee has the sole authority to retain and terminate any compensation consultant and to approve the consultant's fees and other retention terms. The members of the Compensation Committee are Messrs. Eppen, Reaves, Slark and Ward. The Compensation Committee has a written charter which is available on the Company's website at www.hubgroup.com. The Committee annually reviews and assesses the adequacy of the Charter.

Nominating and Governance Committee

The duties of the Nominating and Governance Committee are to identify individuals qualified to become Board members and nominate the director nominees for the next annual meeting of stockholders, assist the Board with succession planning and develop and recommend to the Board the corporate governance guidelines applicable to the Company. The members of the Nominating and Governance Committee are Messrs. Eppen, Reaves, Slark and Ward. The Nominating and Governance Committee has a written charter which is available on the Company's website at www.hubgroup.com. The Committee annually reviews and assesses the adequacy of the Charter.

Nominations of Directors

Directors may be nominated by the Board of Directors or by stockholders in accordance with the Bylaws of the Company. As a matter of course, the Nominating and Governance Committee will review the qualifications of various persons to determine whether they might make good candidates for consideration for membership on the Board of Directors. The Nominating and Governance Committee will review all proposed nominees for the Board of Directors, including those proposed by stockholders, in accordance with the mandate contained in its charter. This will include a review of the person's judgment, experience, independence, understanding of the Company's business or other related industries and such other factors as the Nominating and Governance Committee determines are relevant in light of the needs of the Board of Directors and the Company. The Nominating and Governance Committee will select qualified candidates and review its recommendations with the Board of Directors, which will decide whether to invite the candidate to be a nominee for election to the Board of Directors. While there is no formal policy on diversity, the Nominating and Governance Committee does consider diversity when identifying nominees for director. The Nominating and Governance Committee seeks to obtain candidates who will provide viewpoints, professional experience, education and skills that complement rather than duplicate those already existing on the

Board.

The Company has not paid a fee to any third party to identify or assist in identifying or evaluating potential nominees.   Each nominee for election as a director is standing for reelection.

For a stockholder to submit a candidate for consideration by the Nominating and Governance Committee, a stockholder must notify the Company's Secretary. In addition, the Bylaws permit stockholders to nominate directors at a stockholder meeting. If a stockholder desires to nominate persons for election as directors at the next Annual Meeting of Stockholders, written notice of such stockholder's intent to make such a nomination must be given and received by the Secretary of the Company at 2000 Clearwater Drive, Oak Brook, IL 60523, either by personal delivery or by United States mail within the time period set forth below under "Stockholder Proposals." Each notice must describe the nomination in sufficient detail for the nomination to be summarized on the agenda for the meeting and must set forth: (i) the name and address, as it appears on the books of the Company, of the stockholder making the nomination, (ii) a representation that the stockholder is a holder of record of stock in the Company entitled to vote at the annual meeting of stockholders and intends to appear in person or by proxy at the meeting to present the nomination, (iii) a statement of the class and number of shares beneficially owned by the stockholder, (iv) the name and address of any person to be nominated, (v) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder, (vi) such other information regarding such nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission (the "Commission"), and (vii) the consent of such nominee to serve as a director of the Company if elected. The presiding officer of the annual meeting of stockholders will, if the facts warrant, refuse to acknowledge a nomination not made in compliance with the foregoing procedure, and any such nomination not properly brought before the meeting will not be considered.

Leadership Structure

The Company is led by David P. Yeager, who has served as the Company's Chairman of the Board since November 2008 and as Chief Executive Officer of the Company since March 1995. Having the Chief Executive Officer also serve as Chairman of the Board is a common practice of other public companies in the United States.

The Company believes that the members of the Board and the three standing Board Committees, described elsewhere in this proxy statement, provide an appropriate framework for overseeing the Company's management and operations and strike a sound balance with appropriate oversight.

The Company's non-management directors regularly meet in executive session. Typically, these meetings are held in conjunction with every Board meeting and in 2013 each Board meeting included a non-management directors' session. This allows directors to speak candidly on any matter of interest, without the Chief Executive Officer or other managers present. The Company does not have a policy regarding the conduct of these sessions or which of the non-management directors leads these sessions. We believe this structure provides consistent and effective oversight of management and the Company.

The Company's directors bring a broad range of leadership experience to the boardroom and regularly contribute to the thoughtful discussion involved in overseeing the affairs of the Company. The Board is collegial and all Board members are well engaged in their responsibilities. All Board members express their views and are open to the opinions expressed by other directors. We do not believe that appointing an independent board chairman, or a permanent lead director, would improve the performance of the Board.

Risk Oversight

The Board of Directors is ultimately responsible for overseeing risk management at the Company. The Board has delegated to the Compensation Committee responsibility for oversight of compensation risk. The Board has delegated to the Audit Committee various risk management responsibilities. To fulfill these responsibilities, at each quarterly meeting the Audit Committee receives (i) a report from the Director of Internal Audit regarding internal controls and an update on Internal Audit's annual plan, (ii) a report from the Assistant General Counsel regarding any material litigation developments or regulatory risks and (iii) a report from the Company's independent auditors. The Audit Committee reports the results of any material issues to the Board. The Board has also charged the Audit Committee with the responsibility for undertaking an annual comprehensive risk review, which includes a review of the steps taken by the Company to mitigate key risks. The list of risks is prepared by management and discussed at the Audit Committee meeting. Any issues that arise from this discussion are then reviewed with the Board as necessary. The Audit Committee also receives an annual report from the General Counsel highlighting certain non-business risks and the processes used to mitigate those risks. The Board has charged the Nominating and Governance Committee with managing the risks related to succession planning. In addition to reports from the Audit, Compensation and Nominating and Governance Committees, the Board periodically discusses risk management issues as necessary.

Controlled Company

The Board of Directors has determined that the Company is a “controlled company” as that term is defined by Nasdaq since the Yeager family, pursuant to their ownership of all Class B Common Stock, control 59% of the voting power of the Company as of March 14, 2014. Pursuant to the Yeager Family Stockholder Agreement, the Yeager family members have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares.

Code of Ethics

The Company has adopted a Code of Business Conduct and Ethics that applies to all employees. The Company’s Code of Business Conduct and Ethics may be found on the Company’s website, www.hubgroup.com.

Communicating with the Board

Stockholders may communicate directly with the Board of Directors. All communications should be directed to the Company’s Secretary at the address set forth herein and should prominently indicate on the outside of the envelope that it is intended for the Board of Directors or for non-management directors. Each communication intended for the Board of Directors and received by the Secretary which is not otherwise commercial in nature will be forwarded to the specified party following its clearance through normal security procedures.

Review of Related Party Transactions

Before any related party is offered a full time job, the independent directors review and approve the proposed compensation package and position. Annually in December, the Compensation Committee reviews and approves the proposed compensation (salary, bonus and restricted stock) for each Yeager related party and for any other related party who is paid more than $120,000 per year. Other than the foregoing, the Company does not employ specific procedures for the review, approval or ratification of related party transactions involving directors, nominees for directors, executive officers and their immediate family members, but considers such transactions on a case-by-case basis as they arise.

OWNERSHIP OF THE CAPITAL STOCK OF THE COMPANY

The following table sets forth information with respect to the number of shares of Class A Common Stock and Class B Common Stock beneficially owned by (i) each director of the Company, (ii) the current executive officers of the Company named in the table under "Compensation of Directors and Executive Officers--Summary Compensation Table," (iii) all directors and executive officers of the Company as a group, and (iv) based on information available to the Company and a review of statements filed with the Commission pursuant to Section 13(d) and 13(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each person that owns beneficially (directly or together with affiliates) more than 5% of the Class A Common Stock or Class B Common Stock, in each case as of February 28, 2014, except as otherwise noted. The Company believes that each individual or entity named has sole investment and voting power with respect to shares of the Class A Common Stock or Class B Common Stock indicated as beneficially owned by them, except as otherwise noted.

	Number (1)		
Name	Class A	Class B	Percentage(2)
David P. Yeager (3)(4)	259,527	662,296	2.5%
Mark A. Yeager (3)(5)	520,442	662,296	3.2%
Terri A. Pizzuto (6)	126,761	--	*
David C. Zeilstra (7)	94,722	--	*
James J. Damman (8)	48,041	--	*
Gary D. Eppen (9)	66,805	--	*
Charles R. Reaves (10)	67,326	--	*
Martin P. Slark (11)	72,437	--	*
Jonathan P. Ward (12)	6,336	--	*
All directors and executive officers (14 people) (13)	1,652,198	662,296	6.2%
Debra A. Jensen (3)(14)	27,018	662,296	1.8%
T. Rowe Price Associates, Inc. (15)..............................	3,329,904	--	8.9%
BlackRock, Inc. (16)..........	3,262,825	--	8.7%
The Vanguard Group (17)..........	2,276,445	--	6.1%
FMR LLC (18)..........	2,931,946	--	7.8%

* Represents less than 1% of the outstanding shares of Common Stock.

(1) Calculated pursuant to Rule 13d-3(d) under the Exchange Act. Under Rule 13d-3(d), shares not outstanding which are subject to options, warrants, rights, or conversion privileges exercisable within 60 days are deemed outstanding for the purpose of calculating the number and percentage owned by such person, but not deemed outstanding for the purpose of calculating the percentage owned by each other person listed.

(2) Represents percentage of total number of outstanding shares of Class A Common Stock and Class B Common Stock.

(3) The Yeager family members are parties to a stockholders' agreement (the "Yeager Family Stockholder Agreement"), pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Except as provided in footnotes 4 and 5, each of the Yeager family members disclaims beneficial ownership of the shares of Class B Common Stock held by the other Yeager family members. The Class B Common Stock represents approximately 59% of the total votes allocable to the

Common Stock. Members of the Yeager family own all of the Class B Common Stock.

(4) Includes 121,083 shares of Class B Common Stock owned by the David P. Yeager 2011 Exempt Children's Trust, 51,624 shares of Class B Common Stock owned by the Laura C. Yeager 1994 GST Trust, 51,624 shares of Class B Common Stock owned by the Matthew D. Yeager 1994 GST Trust and 51,624 shares of Class B Common Stock owned by the Phillip D. Yeager 1994 GST Trust and 386,341 shares of Class B Common Stock as to which David P. Yeager may be deemed to have shared voting discretion pursuant to the Yeager Family Stockholder Agreement. See Note 3. Includes 63,906 shares of restricted stock. Also includes 76,647 shares of Class A Common Stock held by the David P. Yeager Non-Exempt Trust as Mr. Yeager has sole voting and dispositive power for these shares.

(5) Includes 43,826 shares of Class A Common Stock and 44,040 shares of Class B Common Stock owned by the Alexander B. Yeager 1994 GST Trust, 43,826 shares of Class A Common Stock and 44,040 shares of Class B Common Stock owned by the Samantha N. Yeager 1994 GST Trust and 88,147 shares of Class A Common Stock and 18,296 shares of Class B Common Stock owned by the Mark A. Yeager Non-Exempt Trust, and 469,126 shares of Class B Common Stock as to which Mark A. Yeager may be deemed to have shared voting discretion pursuant to the Yeager Family Stockholder Agreement. Also includes 19,907 shares of Class A Common Stock owned by the Mark A. Yeager Perpetual Trust for which Mark A. Yeager serves as sole trustee and has sole investment and voting discretion. See Note 3. Also includes 58,794 shares of restricted stock.

(6) Includes 42,618 shares of restricted stock.

(7) Includes 34,197 shares of restricted stock.

(8) Includes 39,908 shares of restricted stock.

(9) Includes 9,999 shares of restricted stock. 56,806 shares are held in the Gary D. Eppen Trust dated April 22, 1996.

(10) Includes 9,999 shares of restricted stock.

(11)

	Cash	Stock Awards	Total Fees, Awards, and Other Compensation
John C. Lawrence, Chairman		$ 25,000	$ 25,000
Bernard Guarnera, Director		$ 15,625	$ 15,625
Gary D. Babbitt, Director	$ 36,000	$ 25,000	$ 61,000
Leo Jackson, Director(1)	$ 60,000	$ 36,755	$ 96,755
Russell Lawrence, Director		$ 25,000	$ 25,000
Hartmut Baitis, Director		$ 25,000	$ 25,000
Whitney Ferer, Director		$ 25,000	$ 25,000
Patrick Dugan, Director(1)		$ 34,438	$ 34,438

(1) Mr. Dugan left the Board of Directors in February 2012 and Mr. Jackson left the Board of Directors in May 2012.

For 2012, the fees for serving as a chair of a Board committee were as follows: (i) Audit Committee, $16,000; (ii) Compensation Committee, $14,000; and (iii) Corporate Governance & Nominating Committee, $6,000.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following summary compensation table sets forth information concerning the annual compensation for services to the Company for the years ended December 31, 2012, 2011 and 2010 paid by the Company to its principal executive officers.

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation (1)	Restricted Options/Awards (2)	All Other Compensation	Total
John C. Lawrence, President and	2012	$ 126,000	N/A	$ 5,538	$ 25,000	None	$ 156,538
Chief	2011	$ 126,000		$ 5,538	$ 40,001		$ 171,539
Executive Officer	2010	$ 102,500		$ 5,538	$ 13,520		$ 121,558
John C. Gustaven,	2012	$ 100,000	N/A			None	$ 100,000
Executive Vice	2011	$ 85,000					$ 85,000
President	2010						
Russell Lawrence,	2012	$ 100,000	N/A		$ 25,000	None	$ 125,000
Vice President for	2011	$ 85,000			$ 40,001		$ 125,001
Latin America	2010	$ 85,000			$ 13,520		$ 98,520

(1) Represents earned but unused vacation.

(2) These figures represent the fair values, as of the date of issuance, of the annual director's fee payable to Mr. Lawrence in the form of shares of USAC's common stock.

Compensation for all executive officers, except for the President/CEO position, is recommended to the Compensation Committee of the Board of Directors by the President/CEO. The Compensation Committee makes the recommendation for the compensation of the President/CEO. The Compensation Committee has identified a peer group of mining companies to aid in reviewing the President's compensation recommendations for executives, and for reviewing the compensation of the President/CEO. The full Board approves the compensation amounts recommended by the Compensation Committee. Currently, the compensation of executive management includes only base salary and health insurance. The Company does not have annual performance based salary increases, long term performance based cash incentives, deferred compensation, retirement benefits, or disability benefits. For the year ended December 31, 2011, the President/CEO received an increase in base compensation of $24,000 annually. The Board of Directors determined that this executive officer's compensation for the prior year ended December 31, 2010, was substantially less than that of chief executive officers for similar companies, and that a raise was appropriate to compensate him for management of an enterprise with the complexities of United States Antimony Corporation.

Two executive officers, the President/CEO and the Vice-President for the Latin American operations, have received restricted stock awards for their services as Board members.

Equity Compensation Awards

The following table sets forth information concerning the outstanding equity awards at December 31, 2012, held by our principal executive officer. There were not any other outstanding equity awards or plan based awards to officers or directors as of December 31, 2012.

Name	Number of Securities Underlying Unexercised Options		Outstanding Equity Awards at Fiscal Year End Number of Securities Underlying Unexercised Unearned Options	Average Exercise Price	Option Exercise Dates
	Exercisable #	Unexercisable #			
John C. Lawrence (Chairman of the Board Of	250,000	0	0	$ 0.25	None

Directors and Chief Executive
Officer)

Compensation Committee Compensation Discussion and Analysis

This discussion and analysis provides you with an understanding of our executive compensation philosophy, plans and practices, and gives you the context for understanding and evaluating the more specific compensation information contained in the tables and related disclosures set forth above.

United States Antimony Corporation (USAC or the Company) is engaged in mining and processing zeolite, antimony and precious metals. We have an operating zeolite mine and plant near Preston, Idaho and an operating antimony mine in the state of Queretaro, Mexico, a mill in Guanajuato, Mexico and antimony smelters in Coahuila, Mexico and Thompson Falls, Montana. The Company headquarters are in Thompson Falls, Montana.

The Company has had to compete for management personnel in a world market. USAC, unlike the precious-metal mining companies, faces a distinctly different metallurgical and processing regimen in producing antimony metal and related antimony products. Consequently, the pool of experienced management talent for antimony mining, milling, metallurgy and smelting is relatively limited. Despite these limitations our CEO successfully recruited and trained personnel for staffing positions in the US and Mexico.

Completing the construction of the mine, mill and smelter in Mexico and bringing into production the mines at Guadalupana, Guadalupe, Wadley, and Soyatal has been the primary focus of management and the Board of Directors. The Company understands that compensation of management and its directors lags behind its peers. At that same time the Company believes that completing and developing the Mexican projects will create shareholder value and long term viability of the Company in the global marketplace.

As antimony is an important industrial metal traded globally, the company realizes that it is not immune from world economic changes which affect the price of antimony. Historically, antimony prices have fluctuated. During 2012-2013 the Company faced depressed metal prices which affected profitability.

In analyzing executive compensation the committee recognized the hardship and risk which the CEO, John Lawrence, and the Executive Vice Presidents, John Gustaven and Russell Lawrence, faced and continue to endure in working in Mexico.

Oversight of the Executive Compensation Program

Role of the Compensation Committee. The Compensation Committee (Committee) directs the design of and oversees the compensation programs. The Committee recommends the compensation level for the Chief Executive Officer (CEO) and it recommends the compensation levels of the other company executives. The independent Directors of the Board then consider the recommendations and votes on them. The Compensation Committee also makes recommendations to the Board concerning salary guidelines and reviews compensation matters concerning all other executive officer and director compensation , including salaries, bonuses, stock-based award, and grants, and the terms and conditions of employment contracts. The Compensation Committee also oversees and consults with management on succession plans.

The Compensation Committee meets at least twice annually to consider recommendations to the board. Typically, the CEO of the Company makes recommendations to the Committee concerning individual salary levels and other compensation for the executives based on his knowledge of the work requirements and their effort and success. The CEO does not make any recommendation concerning his salary or compensation. The Compensation Committee, as noted, makes its own recommendation concerning the CEO’s salary or other compensation. The Compensation Committee also reviews the adequacy of and director compensation on an annual basis. The Compensation Committee balances the Company’s compensation levels with the present operational goals and objectives of the Company.

The Compensation Committee is currently comprised of Hart Baitis, Whitney Ferer, and Gary Babbitt, Chairman. This is the Second Compensation Committee report. The Compensation Committee did not engage a compensation consultant in either the preparation or review of this report.

Role of Executive Officers

The Chief Executive Officer makes recommendations to the Committee concerning executive officers total compensation.

The Chief Executive Officer and executive officers make recommendations to the Committee concerning long term plans and goals and short term goals for executive officers and for the CEO.

The executive officers make recommendations concerning any qualified or non- qualified stock plan which the company may have.

The Committee reviews the executive officer recommendations for compensation and exercises its discretion in amending, accepting or modifying the recommendations for compensation.

The Committee did not employ an employment consultant due to budget constraints.

Executive Compensation Principles

The following principles assist and guide the Committee in fulfilling its responsibilities as set forth in the Compensation Committee Charter and administration of the continuing executive compensation program:

Compensation should be transparent so that both the company shareholders and executives understand the executive compensation program.

Compensation programs should correspond with the Company’s long-term financial interest as well as the interests of shareholders.

Compensation should be flexible and rational in cyclical or volatile commodity markets.

Compensation should account for the inherent risks in certain geographical environments.

Compensation should be responsive to retaining qualified, high caliber executives and management.

Executive Management currently receives only a base salary and health insurance. The Company does not have annual performance based salary plans, or long term performance based cash incentives, deferred compensation, retirement benefits or disability benefits. The CEO, John Lawrence, and Russell Lawrence, the Vice President of Latin American Operations, are board members and receive compensation in the form of company common stock for serving on the board.

Market Position

While the Company has identified a peer group, the Committee recommends not to raise or change Executive Management base salaries in 2013 from the 2012 level. Moreover, the Board directors rescinded the historical annual permitted grant of restricted stock to the directors as of May 14, 2012. The directors’ compensation new compensation will be limited in 2013 and continue thereafter not to exceed $25,000 unless circumstances otherwise permit a different grant. The Company does not have percentile projections, incentives, or goals of compensation for any executive or directors of the Company. There is no other compensation to executives or directors other than what is disclosed in this report.

Market Assessments

The Committee reviews market compensation levels for the Board of Director and Executive compensation. At the present time the continuing development of the Mexican program requires that changes in base salary of the executives and compensation of directors will be carefully determined and on a case by case basis annually.

Peer Group

The Committee identified the following mining companies for the peer or comparison group for compensation analysis comparisons based on their 2012 market capitalization. These companies are mainly operating mining companies:

Alexco Resources (AXU)	Mkt Cap 70.7M
Great Panther Mining (GPL)	Mkt Cap 104.0M
General Moly (GMO)	Mkt Cap 190.0M
US Antimony (UAMY)	Mkt Cap 80.0M
Comstock Mining (Lode)	Mkt Cap 96.8M
Revett Mining (RVM)	Mkt Cap 23.5M
Santa Fe Corp (SFEG)	Mkt Cap 18.3M
Avino Gold and Silver (ASM)	Mkt Cap 22.2M

Personal Benefits for Executives

The Company does not have:

- Change in control agreements;
- Supplemental compensation policies; or
- Separation or Severance Agreements.

Executive Compensation for 2013

The following compensation table is for the fiscal years ending December 31, 2010, 2011, 2012, and 2013, for the CEO, Vice Presidents, CFO, and Secretary/Controller:

Name and Principal Position	Year	Salary	Bonus	Stock Awards (1) (2) (4)	All Other Compensation	Total
John C. Lawrence, President and Chief Executive Officer (1)	2013	$126,000	N/A	$-0-	$5,538	$131,538
	2012	$126,000		$-0-	$5,538	$131,538
	2011	$126,000		$62,400	$5,538	$193,539
	2010	$102,500		$13,520	$5,538	$121,558
John C. Gustaven, Executive Vice President (3)	2013	$115,000	N/A			$115,000
	2012	$100,000				$100,000
	2011	$ 85,000				$ 85,000
	2010	N/A				N/A
Russell Lawrence, Vice President for Latin America	2013	$120,000	N/A	$-0-		$120,000
	2012	$100,000		$-0-		$100,000
	2011	$ 85,000		$62,400		$147,400
	2010	$ 85,000		$13,520		$ 98,520
Matt Keane, Vice President of Marketing	2013	$ 50,000	N/A			$ 50,000
	2012	$ 50,000				$ 50,000
	2011	$ 50,000				$ 50,000
	2010	$ 50,000				$ 50,000
Dan Parks, Chief Financial Officer (3)	2013	$ 75,000	N/A			$ 75,000
	2012	$ 75,000				$ 75,000
	2011	$ 75,000				$ 75,000
	2010	N/A				N/A
Alicia Hill, Secretary and Controller	2013	$ 50,000	N/A			$ 50,000
	2012	$ 50,000				$ 50,000
	2011	$ 45,000				$ 45,000
	2010	$ 40,000				$ 40,000

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1. The Stock Awards made for 2010 and 2011 for all for all directors serving during those years were: 2010 (26,000 shares), 2011 (26,000 shares) The amount shown represents the dollar amount of the stock recognized with respect

to the fiscal year for the fair market value of the stock to be awarded on or before 12/31/2010 and 12/31/2011respectively. In August of 2012 the Board of Directors changed the maximum award of stock to the Directors to be not more than $25,000 per director in value unless circumstances otherwise permitted a different amount. Thus the stock awards for 2012 and 2013 for the Directors' will be shares with a value not to exceed $25,000 when issueed. All stock awards for John Lawrence and Russell Lawrence in 2010 and 2011 were included in this compensation report as part of executive salary to follow industry custom and to make the comparisons with the peer group more consistent.

2. Neither John Lawrence nor Russell Lawrence received their director shares for 2012 or 2013 as authorized.
3. John Gustaven and Dan Parks joined the Company in October, 2011.

Review of Executive Salaries with Peer Group for 2013 Salaries

In comparing salaries, in each case there were outliers that were significantly higher than all salaries. These outliers were eliminated for comparison purposes.

In 2013, USAC CEO and President John Lawrence ranked in the 10th percentile with the lowest salary among the comparison group CEO's in 2013. The salary range of the comparator group of the CEOs was $151,000 to $917,000. The average CEO salary of the peer group was $508,000. There were 8 comparators for the CEO comparison for 2012.

USAC CFO Dan Parks in 2013 was in the 20th percentile among the comparison of CFO's. The range of the CFO comparators in 2013 was between $32,000 and $409,000 for five reporting companies in this category. The average salary of the comparator CFO group was $178,400. Three comparators did not report information for their CFO's in 2012.

The USAC Executive VPs (Russell Lawrence and John Gustaven) salaries ranked below the 10th percentile for 2012. The comparison group for the VPs was only 4 due to lack of public information in 2012. The average salary of the comparator group was $226,600.

Expatriate Compensation

The Company pays for lodging, food, and transportation both domestically and internationally as needed and required in the US and Mexico. Security issues influence transportation in Mexico.

Compensation of Independent Directors

The following table sets for the information concerning the compensation of the Company Directors for the fiscal year ended December 31, 2012. The table lists all compensation received by the independent directors. The stock received by executives who were also directors, John Lawrence and Russell Lawrence, was counted under executive compensation.

Director Compensation for 2013

	Fees Earned or Paid	Stock Awards (4)	All other Compensation	Total ($)
Gary Babbitt (1) (3)	$36,000	$25,000	0	$61,000
Hart Baitis (2) (5)	0	$25.000	0	$25,000
Whitney Ferer (2) (5)	0	$25,000	0	$25,000
Barney Guarnera (5)	0	$25,000	0	$25,000

1. Gary Babbitt presently serves as Chairman of the Audit, Compensation, and Governance & Nomination Committees. He also serves on the Corporate Executive Committee and is a board member and Secretary of USAMSA, the Company's wholly owned Mexican subsidiary. In 2011 Mr. Babbitt performed worked on certain projects in Mexico and the formation of the standing committees required by Sarbanes Oxley and the NYSE.
2.

Hart Baitis and Whitney Ferer are members of the Audit, Compensation, and Governance & Nomination Committees.

3. The fees for chairmanship of the committees in 2012 are: Audit Committee $16,000, Compensation Committee $14,000; Governance & Nomination Committee $6,000. These committees are mandated by the Sarbanes Oxley Act and the NYSE. Gary Babbitt has not received his director shares for 2012 or 2013..
4. Hart Baitis, Whitney Ferer, and Barney Guarnera joined the Board of Directors in 2012.
5. The stock awards to directors in 2013 will continue to be the stock in a value equivalent to $25,000, unless circumstances permit a change in the award. The 2013 stock has not been awarded at this time to any of the directors. The above chart is a projected stock award for 2013.

The directors will receive $25,000 or equivalent value in USAC Rule 144 common stock for 2012 and 2013 and succeeding years until changed, unless circumstances permit otherwise among the comparator group of 8 companies in 2011.

The National Association of Corporate Directors published its 2011-2013 Director Compensation Report. For micro capitalized companies the average corporate director compensation increased from $96,000 in 2011 to $97,308 in 2012. The USAC directors' compensation is significantly less than the average for micro companies by over $72,000 under this study.

The “2011 BDO 600 Survey of Board Directors Pay” studied the pay of 600 NYSE Companies. In the study there were non-financial companies with revenues between $25 Million and $1 billion. This was a mid- market survey of companies. The BDO survey found that, (1) stock awards were favored over stock options; and, (2) the average stock option grant for all companies was about $20,000. The average stock grant was $25,000 for the smaller companies, i.e., $25M to 325M (which is within the capitalization range of the peer group of this report). The smaller companies had an annual total director average compensation of all sources totaling $90,575. This study also shows the position of USAC director compensation well below the average.

The Company does not have an executive or director compensation program. The Company has a measured compensation approach consistent with its growth. In short, compensation will be reviewed annually.

Committee Recommendations for 2013 Compensation of Officers and Independent Directors

The Committee recommends that the Executive Pay for 2013 for John Lawrence, CEO, John Gustaven and Russell Lawrence, Executive VPs remain the same as 2012. The Committee recommends that Chairmanship fees for the Audit, Compensation, and Governance/ Nomination Committees be accepted as set forth in this report and that Director’s fees shall be $25,000 or the equivalent amount in USAC common stock, restricted under Rule 144, for 2013.

Compensation Committee Report

The Compensation Committee of the Board of Directors has reviewed and discussed the foregoing compensation discussion and analysis with management. Based upon our review and discussions, the Compensation Committee has recommended to the Board of Directors that the compensation discussion and analysis be included in this Proxy Statement for filing with the U.S. Securities and Exchange Commission.

THE COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS

Gary D. Babbitt, Chairman
Hartmut W. Baitis
Whitney H. Ferer

OTHER GOVERNANCE MATTERS

Code of Business and Ethical Conduct

We have adopted a corporate Code of Business and Ethical Conduct administered by our President/CEO, John C. Lawrence. We believe our Code of Business and Ethical Conduct is reasonably designed to deter wrongdoing and promote honest and ethical conduct, to provide full, fair, accurate, timely and understandable disclosure in public reports, to comply with applicable laws, to ensure prompt internal reporting of code violations, and to provide accountability for adherence to the code. Our Code of Business and Ethical Conduct provides written standards that are reasonably designed to deter wrongdoing and to promote:

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

- Full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to, the Commission and in other public communications made by an issuer;
- Compliance with applicable governmental laws, rules and regulations;

The prompt internal reporting of violations of the code to an appropriate person or persons identified in the code; and

- Accountability for adherence to the code.

Our Code of Business and Ethical Conduct is available on our web site at www.usantimony.com. A copy of the Code of Business and Ethical Conduct will be provided to any person without charge upon written request to us at our executive offices: United States Antimony Corporation, P.O. Box 643, Thompson Falls, Montana 59873. We intend to disclose any waiver from a provision of our code of ethics that applies to any of our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions that relates to any element of our code of ethics on our website. No waivers were granted from the requirements of our Code of Business and Ethical Conduct during the year ended December 31, 2012, or during the subsequent period from January 1, 2013 through the date of this proxy statement.

Compensation Interlocks and Insider Participation

There were no compensation committee or board interlocks among the members of our Board.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our officers, directors, and persons who beneficially own more than 10% of our common stock, or 10% Stockholders, to file reports of ownership and changes in ownership with the Securities and Exchange Commission, or SEC. Such officers, directors and 10% Stockholders are also required by SEC rules to furnish us with copies of all Section 16(a) forms that they have filed.

Based solely on our review of the copies of Forms 3, 4 and 5 furnished to us, John Lawrence, Gary Babbitt, Hartmut Baitus, Whitney Ferer, Bernard Guanera and Russell Lawrence did not file timely Forms 3, 4 or Form 5 reports during 2012, 2011 or 2010.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Described below are transactions during the last three years to which we are a party and in which any director, executive officer or beneficial owner of five percent (5%) or more of any class of our voting securities or relatives of our directors, executive officers or five percent (5%) beneficial owners has a direct or indirect material interest. See also transactions described in notes 4, 9, 10, 11, 12, 15 and 19 to our Financial Statements as of December 31, 2012.

We reimbursed John C. Lawrence, a director and Chief Executive Officer, for operational and maintenance expenses incurred in connection with our use of equipment owned by Mr. Lawrence, including welding trucks, backhoes, and an aircraft. Reimbursements for 2012, 2011 and 2010, totaled $117,111, $47,232, and $53,932, respectively.

During the year ended 2012, we issued 100,000 shares to Herbert Denton for services provided related to the private issuance of stock in January and June of 2012. The value of the shares issued to Mr. Denton was treated as a cost of issuance and did not affect net income. We also issued 165,827 shares to Directors for services, with a value at time of issuance of $451,232. $211,818 was treated as an expense for 2012, $230,004 was expensed in 2011, and $9,410 is being carried as prepaid directors' fees.

During 2011, the Company awarded 95,835 shares of its common stock to its Board of Directors as compensation for their services as directors. In connection with the issuances, the Company recorded $230,004 in director compensation expense. The shares were issued in January of 2012.

During 2010, the Company issued 130,000 of its common stock to its Board of Directors as compensation for their services as directors. In connection with the issuances, the Company recorded $67,600 in director compensation expense.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding beneficial ownership of our common stock as of November 14, 2013, by (i) each person who is known by us to beneficially own more than 5% of our Series B, C, and D preferred stock or common stock; (ii) each of our executive officers and directors; and (iii) all of our executive officers and directors as a group. Unless otherwise stated, each person's address is c/o United States Antimony Corporation, P.O. Box 643, 47 Cox Gulch, Thompson Falls, Montana 59873.

Title of Class	Name and Address of Beneficial Owner(1)	Amount and Nature of Beneficial Ownership	Percent of Class(1)	Percent of all Voting Stock
Common stock	Reed Family Limited Partnership 328 Adams Street Milton, MA 02186	3,918,335	7	7
Common stock	The Dugan Family c/o A. W. Dugan 1415 Louisiana Street, Suite 3100 Houston, TX 77002	6,362,927(3)	10	10
Series B preferred	Excel Mineral Company PO Box 3800 Santa Barbara, CA 93130	750,000(5)	100	N/A
Series C preferred	Richard A. Woods 59 Penn Circle West Penn Plaza Apts. Pittsburgh, PA 15206	48,305(4)	27	Nil
Series C preferred	Dr. Warren A. Evans 69 Ponfret Landing Road Brooklyn, CT 06234	48,305(4)	27	Nil
Series C preferred	Edward Robinson 1007 Spruce Street 1st Floor Philadelphia, PA 19107	32,203(4)	18	Nil
Series C preferred	All Series C Preferred Shareholders as a group	177,904(4)	100	Nil
Common stock	John C. Lawrence	4,128,346(2)	7	7
Common stock	Hart Baitis	20,526	Nil	Nil

Common stock	Russ Lawrence	165,693	Nil	Nil
Common stock	Bernard Guarnera	12,275	Nil	Nil
Common stock	Gary Babbitt	134,167	Nil	Nil
Common stock	Whitney Ferer	58,026	Nil	Nil
Common stock	Matthew Keane	10,300	Nil	Nil
Common stock	Daniel Parks	35,400	Nil	Nil
Common Stock	All directors and executive officers as a group	4,564,733	7	7
Series D preferred	John C. Lawrence	1,590,672(4)	91	3
Series D preferred	Leo Jackson	102,000	5	Nil
Series D preferred	Gary Babbit	58,333	Nil	Nil
Series D preferred	All Series D Preferred Shareholders as a group	1,751,005(4)	100	3

(1) Beneficial Ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock subject to options or warrants currently exercisable or convertible, or exercisable or convertible within 60 days of November 14, 2013, are deemed outstanding for computing the percentage of the person holding options or warrants but are not deemed outstanding for computing the percentage of any other person. Percentages are based on a total of 61,896,726 shares of common stock, 750,000 shares of Series B preferred stock, 177,904 shares of Series C preferred stock, and 1,751,005 shares of Series D preferred stock outstanding on November 14, 2013. Total voting stock of 63,825,635 shares is a total of all the common stock issued, and all of the Series C and Series D preferred stock.

(2) Includes 3,801,653 shares of common stock and 250,000 stock purchase warrants. Excludes 183,324 shares owned by Mr. Lawrence's sister, as to which Mr. Lawrence disclaims beneficial ownership.

(3) Includes shares owned by the estate of Al W. Dugan and shares owned by companies owned and controlled by the estate of Al W. Dugan. Excludes 183,333 shares owned by Lydia Dugan as to which the estate of Mr. Dugan disclaims beneficial ownership.

(4) The outstanding shares of Series C and Series D preferred stock carry voting rights equal to the same number of shares of common stock.

(5) The outstanding shares of Series B preferred stock carry voting rights only if the Company is in default in the payment of declared dividends. The Board of Directors has not declared any dividends as due and payable for the Series B preferred stock.

PROPOSAL 2 – RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR

What am I voting on?

The Board of Directors and the Audit Committee have selected DeCoria, Maichel & Teague P.S. as our independent auditor for the year ending December 31, 2013 and that selection is being submitted to shareholders for ratification. Although ratification is not required by our bylaws or otherwise, the Board is submitting the selection of DeCoria, Maichel & Teague P.S. to our shareholder for ratification as a matter of good corporate practice. If the selection is not ratified, the Board will consider whether it is appropriate to select another registered public accounting firm. Even if the selection is ratified, the Board in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of USAC and our shareholders. DeCoria, Maichel & Teague P.S. served as our independent auditor for the year ended December 31, 2012.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends that you vote “FOR” the ratification of the appointment of DeCoria, Maichel & Teague P.S. as our independent auditor for 2013.

Accountant Fees and Services

The following table sets forth the aggregate fees billed to the Company by DeCoria, Maichel & Teague P.S. for professional services rendered for the fiscal years ended December 31, 2012 and 2011.

	2012	2011
Audit Fees	$172,991	$102,728
Tax Fees	$4,082	$7,408
Other Fees	—	—
Totals	$177,073	$110,136

Audit Fees

Consists of fees billed for professional services rendered for the audit of our financial statements and review of interim consolidated financial statements included in quarterly reports and services that are normally provided by the principal accountants in connection with statutory and regulatory filings or engagements.

Tax Fees

Consists of fees billed for professional services for tax compliance, tax advice and tax planning.

Audit-Related Fees

There were no other fees billed by DeCoria, Maichel & Teague P.S. during the last three fiscal years for assurance and related services that were reasonably related to the performance of the audit or review of the Company's financial statements and not reported under "Audit Fees" above.

The Audit Committee of the Board of Directors determined that all of the services performed by DeCoria, Maichel & Teague P.S. in fiscal year 2012 were not incompatible with DeCoria, Maichel & Teague P.S. maintaining its independence.

SHAREHOLDER PROPOSALS

Proposals of shareholders intended to be presented at our annual meeting to be held in 2013 must be received by us no later than July 15, 2013 to be considered for inclusion in the proxy materials and form of proxy relating to that meeting. Any such proposals shall be subject to the requirements of the proxy rules adopted under the Securities Exchange Act.

BY ORDER OF THE BOARD OF DIRECTORS

John C. Lawrence
Chairman and President

Thompson Falls, Montana
November 14, 2013

REVOCABLE PROXY
UNITED STATES ANTIMONY CORPORATION
ANNUAL MEETING OF SHAREHOLDERS
DECEMBER 14, 2013

The undersigned hereby appoints John C. Lawrence and Gary D. Babbitt, and each of them, with full powers of substitution to act as attorneys and proxies for the undersigned, to vote all shares of common stock of United States Antimony Corporation (“USAC”) which the undersigned is entitled to vote at the annual meeting of shareholders, to be held at the Ramada Inn at the airport, 8909 Airport Drive, on Saturday, December 14, 2013, at 11:00 a.m., local time, and at any and all adjournments thereof, as indicated.

		FOR	VOTE WITHHELD	
1.	The election as director of the nominees listed below (except as marked to the contrary below) John C. Lawrence Gary D. Babbitt Harmut W. Baitis Russell C. Lawrence Whitney H. Ferer Bernard J. Guarnera	o	o	
		FOR	ABSTAIN	AGAINST
2.	The ratification of the selection of De Coria, Miachel & Teague, P.S. as the independent auditor for the year ending December 31, 2013.	o	o	o

This proxy, when properly executed, will be voted in the manner directed by the undersigned stockholder. If no specification is made, this proxy will be voted FOR the election of the named nominees as directors and FOR Proposal 2, and at the discretion of the proxy on any other matter that may properly come before the meeting

If any other business is presented at the annual meeting, the proxies will vote your shares in accordance with the directors’ recommendations. At the present time, the Board of Directors knows of no other business to be presented at the annual meeting. This proxy card also confers discretionary authority on the Board of Directors to vote with respect to the election of any person as director where the nominees are unable to serve or for good cause will not serve and on matters incident to the conduct of the annual meeting.

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS

Should the undersigned be present and elect to vote at the annual meeting or at any adjournment thereof and after notification to the Secretary of USAC at the annual meeting of the shareholder's decision to terminate this proxy, then the power of said attorneys and proxies shall be deemed terminated and of no further force and effect.

The undersigned acknowledges receipt from USAC prior to the execution of this proxy of the Notice of Annual Meeting of Shareholders and the Proxy Statement dated November 14, 2013.

Dated: , 2013

PRINT NAME OF SHAREHOLDER

PRINT NAME OF SHAREHOLDER

SIGNATURE OF SHAREHOLDER

SIGNATURE OF SHAREHOLDER

Please sign exactly as your name appears on the enclosed card. When signing as attorney, executor, administrator, trustee or guardian, please give your full title. If shares are held jointly, each holder should sign.

PLEASE COMPLETE, DATE, SIGN AND MAIL THIS PROXY PROMPTLY IN THE ENCLOSED POSTAGE-PREPAID ENVELOPE. OR YOU MAY FAX THIS PROXY TO COLUMBIA STOCK TRANSFER AT 855-664-3544, OR YOU MAIL EMAIL THIS PROXY TO MICHELLE@COLUMBIA STOCK.COM.