

PPG INDUSTRIES INC
Form DEFA14A
March 10, 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 ☒ X

Filed by a Party other than the Registrant ☐ O

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

PPG Industries, 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.
- | | |
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| (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.
- | | |
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| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
| (4) | Date Filed: |

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
PPG INDUSTRIES, INC.
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 21, 2016**

You are receiving this communication because you are a shareholder of record or a participant in a retirement or savings plan maintained by PPG and have investments in PPG stock. We are furnishing our Proxy Statement and other proxy materials to our shareholders over the Internet. Instructions on how you can receive a paper copy of PPG's 2016 Proxy Statement and our 2015 Annual Report are set forth below. Information about the Annual Meeting of Shareholders, including the items to be voted on, is provided on the reverse side of this notice. The Board of Directors of PPG recommends that shareholders vote FOR the election of each of the four director nominees, FOR a nonbinding resolution to approve the compensation of the Company's named executive officers, FOR reapproval of the performance goals under the Amended and Restated Omnibus Incentive Plan, FOR the approval of the amendment and restatement of the Amended and Restated Omnibus Incentive Plan, FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2016 and AGAINST a shareholder requesting that the Board of Directors adopt a policy that gives preference to share repurchases relative to cash dividends.

THIS IS NOT A PROXY CARD. If you wish to cast your vote on a traditional proxy card, you must request that a paper copy of the proxy materials be mailed to you by following the instructions below.

HOW CAN I GET A COMPLETE SET OF THE PROXY MATERIALS?

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.

The following documents are available at: www.ViewMaterial.com/PPG

- **Notice of 2016 Annual Meeting and Proxy Statement**
- **2015 Annual Report**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 7, 2016 to facilitate timely delivery.

You may request a paper or e-mail copy of the proxy materials by following the instructions below. You will be asked to enter the 11-digit control number located by the arrow in the box below. Information on how to obtain directions to attend the Annual Meeting and vote in person may also be obtained by following the instructions below.

1. Call the toll-free telephone number 1-800-516-1564 and follow the instructions provided, or
2. Access the website www.SendMaterial.com and follow the instructions provided, or
3. Send an e-mail to papercopy@SendMaterial.com with your control number in the Subject line. Unless you instruct otherwise, we will reply to your e-mail with links to the proxy materials in PDF format for this meeting only.

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To vote your PPG Industries, Inc. shares, you can attend the PPG Industries, Inc. Annual Meeting of Shareholders and vote in person or you can:

- 1: Go to www.ViewMaterial.com/PPG**
- 2: Click on the icon to vote your shares.**
- 3: Enter the 11-digit control number (located by the arrow in the box above).**
- 4: Follow the simple instructions to record your vote.**

**You will be able to vote until 11:59 p.m.
Eastern Time, on April 20, 2016.**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

WHEN April 21, 2016 at 11:00 AM Eastern Time

WHERE Fairmont Pittsburgh, Grand Ballroom
510 Market Street
Pittsburgh, Pennsylvania 15222

WHAT

1. To elect as directors the four named nominees;
2. To vote on a nonbinding resolution to approve the compensation of the Company's named executive officers;
3. To vote on the reapproval of the performance goals under the Amended and Restated Omnibus Incentive Plan;
4. To vote on the approval of the amendment and restatement of the Amended and Restated Omnibus Incentive Plan;
5. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2016;
6. To vote on a shareholder proposal requesting that the Board of Directors adopt a policy that gives preference to share repurchases relative to cash dividends; and
7. To transact any other business that may properly come before the meeting.

RECORD DATE February 19, 2016

ANNUAL MEETING Admission to the Annual Meeting will be by Admission Card only. You must also present a photo ID for admission to the Meeting.

Anne M. Foulkes
Vice President, Associate General Counsel and Secretary

March 10, 2016
