

FINISH LINE INC /IN/

Form DEFA14A

June 03, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

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

The Finish Line, 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 with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Exercise Your Right to Vote

Important Notice Regarding the Availability of Proxy Materials for the 2016 Annual Meeting of Shareholders to Be Held on July 14, 2016.

THE FINISH LINE, INC.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: May 13, 2016

Date: July 14, 2016 Time: 9:00 a.m.,
EDT

Finish Line Customer Central
Location: 3308 N. Mitthoeffer Road
Indianapolis, IN 46235

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote theres shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

ATTN: CHRISTOPHER C. ECK
3308 N. MITTHOEFFER ROAD
INDIANAPOLIS, IN 46235

We encourage you to access and review all of the important information contained in the proxy materials before voting. This notice also constitutes Notice of the 2016 Annual Meeting of Shareholders.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:
NOTICE AND PROXY STATEMENT ANNUAL
REPORT ON FORM 10-K FORM OF PROXY

How to View Online:

Have the information that is printed in the box marked by the arrow àXXXX XXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow àXXXX XXX XXXX XXXX (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 30, 2016 to facilitate timely delivery, otherwise you may not receive a paper or e-mail copy.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. For meeting directions to Finish Line Customer Central, please call (317) 899-1022, extension 5.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow àXXXX XXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting
Items

The Board
of
Directors
recommends
you vote
FOR the
following:

- To
elect
three
Class
III
directors
to
serve
on
the
1. Company's
Board
of
Directors
until
the
2019
Annual
Meeting
of
Shareholders.

Nominees:
01) Stephen
Goldsmith
02) Catherine
A.
Langham
03) Norman
H.
Gurwitz

The Board of
Directors
recommends you
vote FOR proposals
2, 3 and 4.

- To ratify the selection of Ernst & Young LLP as the Company's independent registered
2. public accounting firm for the Company's fiscal year ending February 25, 2017.

- To approve a non-binding advisory resolution approving the compensation of the Company's named executive officers.
- 3.

4. To approve an amendment to The Finish Line, Inc. 2009 Incentive Plan to increase the number of shares of common stock available for issuance thereunder from 6,500,000 to 10,500,000, including an increase in the maximum number of shares for awards other

than stock
options or
stock
appreciation
rights from
2,500,000 to
4,000,000