

Rexnord Corp
Form DEFA14A
June 10, 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 Rule 14a-12

REXNORD CORPORATION

(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)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(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:

Important Notice of Availability of Proxy Materials for the Stockholder Meeting of

To Be Held At:

Water Council Building, 247 Freshwater Way, Milwaukee, Wisconsin 53204

on July 28, 2016, at 9:00 a.m. Central Time

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

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.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below no later than July 14, 2016.

Please visit <http://www.astproxyportal.com/ast/17558/>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders

Proxy Statement

Form of Electronic Proxy Card

Annual Report on Form 10-K

TO REQUEST MATERIAL:

TELEPHONE: 888-Proxy-NA (888-776-9962) in the United States or 718-921-8562 from other countries

E-MAIL: info@amstock.com

WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

TO VOTE:

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit www.voteproxy.com to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

Matters to be acted on at the Annual Meeting: Notice of, and Information regarding, the Annual Meeting

1. The election of each of the following nominees as a director for a three-year term expiring in fiscal 2020: **Date:** July 28, 2016 **Time:** 9:00 a.m. Central Time

NOMINEES:

Location:

Water Council Building

247 Freshwater Way
Milwaukee, Wisconsin 53204

Mark S. Bartlett

David C. Longren

For holders of record as of: May 31, 2016

George C. Moore

John M. Stropki

You are receiving this communication because you hold shares in Rexnord Corporation, and the materials you should review before you cast your vote are now available.

2. Approval of the amendment to, and restatement of, the Rexnord Corporation Performance Incentive Plan.

3.

Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2017.

In their discretion, the proxies are authorized to vote on any other business as may properly come before the Annual Meeting or any adjournment thereof.

**THE BOARD OF DIRECTORS
RECOMMENDS A VOTE FOR EACH OF
THE NOMINEES LISTED IN PROPOSAL 1
AND FOR PROPOSALS 2 AND 3.**

**Please note that you cannot use this notice to
vote by mail.**