

MANITOWOC CO INC  
Form DEFA14A  
April 10, 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**

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 Pursuant to §240.14a-12

**The Manitowoc Company, 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.

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- 4) Date Filed:

SEC 1913 (02-02) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**THE MANITOWOC COMPANY, INC.**

**2400 South 44<sup>th</sup> Street**

**P.O. Box 66**

**Manitowoc, Wisconsin 54221-0066**

**(920) 684-4410**

**SUPPLEMENT TO PROXY STATEMENT**

Dear Shareholder:

The information contained herein supplements the definitive proxy statement of The Manitowoc Company, Inc. (the Company), which was originally filed with the Securities and Exchange Commission (the SEC) on March 17, 2017 (the Proxy Statement), relating to the Company's 2017 Annual Meeting of Shareholders, which will be held at the Holiday Inn Manitowoc, located at 4601 Calumet Avenue, Manitowoc, Wisconsin 54220, on Tuesday, May 2, 2017, at 9:00 a.m. (CDT). This supplement is being filed with the SEC, posted on [www.proxydocs.com/mtw](http://www.proxydocs.com/mtw), and mailed to shareholders of record as of February 28, 2017, the record date for the 2017 Annual Meeting, beginning on or about April 10, 2017.

It recently came to the Company's attention that the voting choices on the proxy card, website and telephone interface for proposal 4, the advisory vote related to the frequency of future advisory votes to approve the compensation of the Company's named executive officers, did not include the option to vote for 1 year, 2 years or 3 years. As a result, the voting options for proposal 4 have been corrected and a revised proxy card was filed with the SEC on April 7, 2017. Shareholders who originally received a copy of the proxy card by mail are being sent a revised proxy card along with this supplement. Shareholders who received an Important Notice Regarding the Availability of Proxy Materials are directed to visit [www.proxydocs.com/mtw](http://www.proxydocs.com/mtw).

If you already voted FOR proposal 4, the Company will assume that you continue to support holding annual advisory votes to approve named executive officer compensation unless you complete a duly executed proxy or voting instruction bearing a later date. If you voted AGAINST proposal 4 and would like the Company to know your frequency preference, you will need to complete a new proxy or voting instruction, otherwise the Company will treat your vote on this proposal as an abstention. If you marked ABSTAIN for proposal 4, the Company will continue to treat your vote on this proposal as an abstention unless you complete a duly executed proxy or voting instruction bearing a later date.

As a reminder, the Board of Directors continues to recommend that shareholders vote:

**FOR** election of the nine directors named in the Proxy Statement for one-year terms expiring at the 2018 Annual Meeting of Shareholders;

**FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017;

**FOR** approval of the compensation of the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis and the Executive Compensation sections of the Proxy Statement; and

For holding future advisory votes to approve the compensation of the Company's named executive officers **EVERY YEAR** (i.e., 1 Year on the proxy card or voting instruction).

This supplement does not update any other information set forth in the Proxy Statement. As a reminder, a proxy may be revoked at any time before it is exercised by filing a written notice of revocation with the Secretary of the Company, by delivering a duly executed proxy bearing a later date, or by voting in person at the 2017 Annual Meeting.

Sincerely,

LOUIS F. RAYMOND

Vice President, General Counsel and Secretary

**The date of this supplement to the Proxy Statement is April 10, 2017**