

PPG INDUSTRIES INC
Form DEFA14A
March 07, 2019

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

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

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.
- (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:

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE PPG INDUSTRIES, INC.

ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 18, 2019

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 2019 Proxy Statement and our 2018 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 to serve in a class whose term expires in 2022, FOR the appointment of Steven A. Davis and Catherine R. Smith as directors to serve in a class whose term expires in 2021, FOR a nonbinding resolution to approve the compensation of the Company's named executive officers, FOR approval of an amendment of the Company's Articles of Incorporation to provide for the annual election of directors, FOR approval of an amendment of the Company's Articles of Incorporation and Bylaws to replace the supermajority voting requirements and FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2019.

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 2019 Annual Meeting and Proxy Statement
- 2018 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 4, 2019 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.

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 17, 2019.

NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS

| | |
|----------------|---|
| WHEN | April 18, 2019 at 11:00 AM Eastern Time |
| WHERE | Fairmont Pittsburgh, Grand Ballroom 510 Market Street Pittsburgh, Pennsylvania 15222 |
| WHAT | <ol style="list-style-type: none">1. To elect as directors the four named nominees to serve in a class whose term expires in 2022;2. To approve the appointment of Steven A. Davis and Catherine R. Smith as directors to serve in a class whose term expires in 2021;3. To vote on a nonbinding resolution to approve the compensation of the Company's named executive officers on an advisory basis;4. To vote on an amendment of the Company's Articles of Incorporation to provide for the annual election of directors;5. To vote on an amendment of the Company's Articles of Incorporation and Bylaws to replace the supermajority voting requirements6. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2019; and7. To transact any other business that may properly come before the meeting. |
| RECORD DATE | February 22, 2019 |
| 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. |

Daniel G. Fayock
Assistant General Counsel and Secretary

March 7, 2019

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 18, 2019.

Meeting Information
Meeting Annual Meeting
PPG INDUSTRIES, INC. Type:
For February 22, 2019
holders as
of:
Date: April 18, 2019
Time: 11:00 a.m.
Location: Fairmont Pittsburgh
Grand Ballroom
510 Market Street
Pittsburgh,
Pennsylvania 15222

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 these
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, scan
the QR Barcode on the reverse
side, or easily request a paper
copy (see reverse side).

We encourage you to access
and review all of the important
information contained in the
proxy materials before voting.

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

How to View Online:

Have the information that is XXXX XXXX XXXX XXXX (located on the following page) printed in the box marked by the arrow

and visit: www.proxyvote.com, or scan the QR Barcode below.

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

XXXX XXXX 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 April 4, 2019 to facilitate timely delivery.

How To Vote

SCAN TO

VIEW MATERIALS & VOTE

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. 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.

Vote By Internet: Go to www.proxyvote.com or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box

XXXX XXXX XXXX (located on the following page) available and follow the
marked by the arrow XXXX instructions.

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

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Voting Items

The Board of Directors recommends you vote FOR the following proposals:

1. APPROVE THE ELECTION OF DIRECTORS TO SERVE IN THE CLASS WHOSE TERM EXPIRES IN 2022:

1a. JAMES G. BERGES

1b. JOHN V. FARACI

1c. GARY R. HEMINGER

1d. MICHAEL H. MCGARRY

2. APPROVE THE APPOINTMENT OF DIRECTORS TO SERVE IN THE CLASS WHOSE TERM EXPIRES IN 2021:

2a. STEVEN A. DAVIS

2b. CATHERINE R. SMITH

3. APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS

4. PROPOSAL TO APPROVE AN AMENDMENT OF THE COMPANY'S ARTICLES OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS

5. PROPOSAL TO APPROVE AN AMENDMENT OF THE COMPANY'S ARTICLES OF INCORPORATION AND BYLAWS TO REPLACE THE SUPERMAJORITY VOTING REQUIREMENTS

6. RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2019

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

E62298-P17646

Voting Instructions

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