

FEDERAL SIGNAL CORP /DE/
Form DEFA14A
March 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 (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 Pursuant to §240.14a-12

FEDERAL SIGNAL 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)(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
Stockholder
Meeting to
Be Held on
April 21,
2017

FEDERAL SIGNAL CORPORATION

Meeting Information
Meeting Type: Annual Meeting
For holders as of: February 28, 2017
Date: April 21, 2017 Time: 8:30 AM CDT
Location: Regency Towers
Conference Ctr.
1515 West 22nd Street
Oak Brook, IL 60523

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

FEDERAL SIGNAL
CORPORATION
ATTN: DANIEL A.
DUPRE
1415 W. 22ND
STREET, STE. 1100
OAK BROOK, IL
60523-2004

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 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:

1. Notice & 2. Annual Report on
Proxy Statement Form 10K

How to View Online:

Have the information that is printed in
the box marked by the arrow à XXXX XXXX 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 à XXXX XXXX XXXX (located on the following page) in the subject
XXXX 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 09, 2017 to facilitate timely delivery.

— How To
Vote —
Please
Choose
One of the
Following
Voting
Methods

Vote In Person: Many stockholder 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.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box

marked
XXXX
by XXXX
the XXXX available and follow the instructions.
arrow
XXXX
à

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 ALL the following:

1. Election of Nine Directors
Nominees
01) James E. Goodwin 06) William F. Owens
02) Paul W. Jones 07) Brenda L. Reichelderfer
03) Bonnie C. Lind 08) Jennifer L. Sherman
04) Dennis J. Martin 09) John L. Workman
05) Richard R. Mudge

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

2. Approve, on an advisory basis, the compensation of our named executive officers.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

3. Approve, on an advisory basis, the frequency of future advisory votes on named executive officer compensation.

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

4. Ratify the appointment of Deloitte & Touche LLP as Federal Signal Corporation's independent registered public accounting firm for fiscal year 2017.

NOTE: This proxy also may be voted in the discretion of the proxies, on any matter that may properly come before the meeting or any adjournment(s) or postponement(s) thereof. Should a nominee be unable to serve, this proxy may be voted for a substitute selected by the Board of Directors.