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MAIL WELL INC
Form DEF 14A
March 25, 2002

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant /X/

Filed by a Party other than the Registrant / /

Check the appropriate box:

/ / Preliminary Proxy Statement / / Confidential, for Use of the
/X/ Definitive Proxy Statement Commission Only (as permitted
/ / Definitive Additional Materials by Rule 14a-6(e)(2))
/ / Soliciting Material Pursuant to
Rule 14a-11(c) or Rule 14a-12

MAIL-WELL, 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):

/X/ No fee required.

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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
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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:

MAIL-WELL, INC.
8310 SOUTH VALLEY HIGHWAY, #400
ENGLEWOOD, COLORADO 80112
[MAIL-WELL LOGO] (303) 790-8023

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 1, 2002

TO THE STOCKHOLDERS OF MAIL-WELL, INC.:

Notice is hereby given that the Annual Meeting of Stockholders of Mail-Well, Inc., a Colorado corporation (the "Company"), will be held on Wednesday, May 1, 2002, at 8:30 a.m. at the Company's principal executive offices, 8310 South Valley Highway, #400, Englewood, Colorado, for the following purposes:

1. To elect seven directors of the Company to hold office until the 2003 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified;
2. To ratify the selection of Ernst & Young LLP, independent auditors, as auditors of the Company for the year ending December 31, 2002; and
3. To transact such other business as may properly come before the meeting or any adjournments thereof.

The names of the nominees for directors are set forth in the accompanying Proxy Statement.

The Board of Directors has fixed the close of business on March 8, 2002, as the record date for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournments thereof.

A copy of the Company's 2001 Annual Report to Stockholders, which includes the Company's consolidated financial statements, was mailed with this Notice on or about March 25, 2002, to all stockholders of record on the record date. The Company's Annual Report on Form 10-K to the

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Securities and Exchange Commission may be obtained without charge upon written request directed to the Secretary of the Company at the address above. The officers and directors of the Company cordially invite you to attend the Annual Meeting.

Whether or not you expect to attend the Annual Meeting, you should complete, date and sign the enclosed proxy card and mail it promptly in the enclosed postage prepaid envelope. The proxy card must be signed and returned in order to be counted.

By Order of the Board of Directors,

/s/ Roger Wertheimer

Roger Wertheimer
Vice President--General Counsel
and Secretary

Englewood, Colorado
March 25, 2002

MAIL-WELL, INC.
8310 S. VALLEY HIGHWAY, #400
ENGLEWOOD, COLORADO 80112

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 1, 2002

INTRODUCTION

This Proxy Statement is furnished to the stockholders of Mail-Well, Inc., a Colorado corporation (the "Company"), in connection with the solicitation of proxies to be used in voting at the Annual Meeting of Stockholders to be held on Wednesday, May 1, 2002. The enclosed proxy is solicited by the Board of Directors of the Company. The proxy materials were mailed on or about March 25, 2002 to the stockholders of record at the close of business on March 8, 2002 (the "Record Date").

The Company will bear the cost of the solicitation of proxies, including the charges and expenses of brokerage firms and others who forward solicitation material to beneficial owners of the Company's common stock. In addition to the use of the mail, proxies may be solicited by personal interview, telephone or telegraph by certain employees of the Company. The Company will bear any costs relating to such solicitations by Company personnel. The Company has arranged for its stock transfer agent, Computershare Trust Company, Inc., to tabulate the votes and report on the results at the Annual Meeting.

VOTING RIGHTS AND OUTSTANDING SHARES

Only holders of record of common stock at the close of business on the Record Date will be entitled to vote at the Annual Meeting. On the Record Date, there were 48,322,248 shares of common stock outstanding. Each share of common stock is entitled to one vote on all matters on which stockholders may vote. There is no cumulative voting in the election of directors.

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Votes cast by proxy or in person at the Annual Meeting will be tabulated by the inspectors of election appointed for the meeting and will determine whether or not a quorum is present. The holders of a majority of the outstanding common stock are required for a quorum at the Annual Meeting. The inspectors of election will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum, but as unvoted for purposes of determining the approval of any matter submitted to the stockholders for a vote. If a broker indicates on the proxy that it does not have discretionary authority as to certain shares to vote on a particular matter, those shares will not be considered as present and entitled to vote with respect to that matter.

REVOCABILITY OF PROXIES

Any person giving a proxy pursuant to this solicitation has the power to revoke it at any time before it is exercised. It may be revoked by (1) filing a written notice of revocation with the Secretary of the Company at the Company's principal executive offices, 8310 South Valley Highway, #400, Englewood, Colorado 80112, (2) duly executing and delivering a proxy bearing a later date or (3) attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not, by itself, revoke a proxy.

SUMMARY OF PROPOSALS

Stockholders will be asked to vote upon the following proposals at the Annual Meeting:

1. Election of the following seven persons to the Board of Directors: Paul V. Reilly, Frank P. Diassi, Frank J. Hevrdejs, Janice C. Peters, Jerome W. Pickholz, Alister W. Reynolds and W. Thomas Stephens.
2. Ratification of the selection of Ernst & Young LLP as independent auditors for the Company for 2002.

The proxies will be voted, unless authority to do so is withheld, to elect the seven nominees recommended by the Board and to ratify the selection of Ernst & Young LLP as the Company's auditors for 2002.

INFORMATION CONCERNING DIRECTORS AND NOMINEES

The names, ages (as of December 31, 2001), positions with the Company and the business experience over the past five years of each current Board member and each Board nominee is set forth below. Each director has served continuously with the Company since the date indicated.

| NAME ---- | AGE --- | POSITION(S) ----- |
|-------------------------------|------------|--|
| Paul V. Reilly (1) | 49 | Chairman of the Board, President and Chief Executive Officer |
| Frank P. Diassi (3) (4) | 68 | Director |
| Frank J. Hevrdejs (1) (2) (4) | 56 | Director |

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| | | |
|----------------------------|----|----------------------|
| Janice C. Peters (2) (4) | 50 | Director |
| Jerome W. Pickholz (1) (3) | 69 | Director |
| Alister W. Reynolds | 44 | Nominee for Director |
| W. Thomas Stephens (1) (2) | 59 | Director |
| William R. Thomas (3) | 73 | Director |