

AGREE REALTY CORP  
Form DEFA14A  
April 26, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**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**

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

**Agree Realty 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:

**AGREE REALTY CORPORATION**

31850 Northwestern Highway

Farmington Hills, MI 48334

To the stockholders of Agree Realty Corporation:

In connection with our annual meeting of stockholders, we previously filed our definitive proxy statement with the Securities and Exchange Commission and commenced mailing our notice of Internet availability of proxy materials or our definitive proxy statement and proxy card to our stockholders on March 27, 2013. This amendment clarifies that the proposed amendment to our charter to increase the authorized number of shares (Proposal 4) is a “routine” matter (rather than a “non-routine” matter). Accordingly, brokers may vote uninstructed shares with respect to Proposal 4.

In addition, we have undertaken that (1) we will not issue the 3,850,000 additional shares of preferred stock presented in Proposal 4 without the affirmative vote of a majority of our outstanding shares of common stock, and (2) we will not reclassify any of the 16,150,000 additional shares of common stock or excess stock presented in Proposal 4 into shares of preferred stock without the affirmative vote of a majority of our outstanding shares of common stock. Notwithstanding our undertaking, our board of directors will maintain the ability, without stockholder approval, to (1) classify or reclassify the 20,000,000 shares of capital stock currently authorized under our charter into shares of common stock, preferred stock or excess stock, and (2) classify or reclassify the 3,850,000 additional shares of preferred stock presented in Proposal 4 into shares of common stock or excess stock.

Except as described above, no other changes have been made to our definitive proxy statement. This supplemental information should be read in conjunction with our definitive proxy statement.

**PROPOSAL 4 – To Amend Our Charter to Increase the Number of Authorized Shares that we have Authority to Issue**

**Voting Required for Approval**

The affirmative vote of holders of at least a majority of our outstanding shares of common stock entitled to vote thereon is required to approve Proposal 4. For purposes of Proposal 4, abstentions count toward the presence of a quorum at the annual meeting, and will have the same effect as votes “AGAINST” Proposal 4. Because this proposal is considered by us to be a “routine” matter, brokers may vote uninstructed shares with respect to this proposal.

By Order of the Board of Directors

Alan D. Maximiuk  
Vice President, Chief Financial Officer and Secretary

April 26, 2013

Farmington Hills, Michigan