

CHASE CORP
Form DEF 14A
December 22, 2015
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

Chase 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.
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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CHASE CORPORATION

26 Summer Street
Bridgewater, MA 02324
Telephone (508) 819-4200

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual meeting of shareholders of Chase Corporation will be held at 9:30 a.m. on Tuesday, February 2, 2016 at the Holiday Inn Boston-Dedham, 55 Ariadne Road, Dedham MA 02026 for the following purposes:

- (1) To elect ten members of the Board of Directors of the corporation, each to serve until the 2017 annual meeting of shareholders or until his or her successor is duly elected and qualified;
- (2) To ratify the appointment of PricewaterhouseCoopers LLP as the corporation's independent registered public accounting firm for the fiscal year ending August 31, 2016; and
- (3) To transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

Only shareholders of record on the books of Chase Corporation at the close of business on November 30, 2015 are entitled to notice of and to vote at the meeting.

The Board of Directors hopes that all shareholders who can conveniently do so will personally attend the meeting.

By order of the Board of Directors,

GEORGE M. HUGHES
Corporate Secretary

December 22, 2015

SHAREHOLDERS ARE REQUESTED TO SIGN AND DATE THE ACCOMPANYING PROXY CARD AND PROMPTLY RETURN IT IN THE ENCLOSED ENVELOPE

CHASE CORPORATION
26 Summer Street
Bridgewater, MA 02324
Telephone (508) 819-4200

PROXY STATEMENT
December 22, 2015

The enclosed proxy is solicited by and on behalf of the Board of Directors of Chase Corporation (the “Company”) for the annual meeting of the Company’s shareholders to be held on February 2, 2016 at 9:30 a.m., and at any adjournment thereof (the “Meeting”). The cost of solicitation will be borne by the Company. In addition to solicitation by mail, directors, officers and regular employees of the Company may solicit proxies personally or by telephone.

The authority granted by a duly executed proxy may be revoked at any time before it is exercised by filing with the Secretary of the Company a written revocation or a duly executed proxy bearing a later date or by voting in person at the Meeting. Shareholders who attend the Meeting in person will not be deemed thereby to have revoked their proxies unless they affirmatively indicate at the meeting their intention to vote their shares in person. Unless a proxy is revoked, the shares represented thereby will be voted as directed. If no specifications are made, then proxies will be voted “for” the election of the directors nominated by the Board of Directors, “for” the ratification of the appointment of the Company’s independent registered public accounting firm, and in accordance with the judgment of the proxy holders as to any other matter that may be properly brought before the Meeting or any adjournment or postponement thereof.

On November 30, 2015, there were 9,228,417 outstanding shares of the Company’s common stock, \$0.10 par value per share, which is the only class of voting stock outstanding. Shareholders of record at the close of business on November 30, 2015 are entitled to vote at the Meeting. With respect to all matters that will come before the Meeting, each shareholder may cast one vote for each share of common stock registered in his or her name on the record date.

A majority in interest of the Company's common stock outstanding and entitled to vote represented at the Meeting in person or by proxy will constitute a quorum for the transaction of business at the Meeting. Directions to withhold authority, abstentions, and broker non-votes will be counted as present at the Meeting for purposes of determining the existence of a quorum at the Meeting. A “broker non-vote” occurs when a registered broker holding a customer’s shares in the name of the broker has not received voting instructions on a matter from the customer and is barred by applicable rules from exercising discretionary authority to vote on the matter and so indicates on the proxy.

The approximate date on which this proxy statement and accompanying proxy card will be first sent or given to shareholders is December 29, 2015. The Company’s annual report for the fiscal year ended August 31, 2015 will be sent to shareholders on the same date.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 2, 2016:

The Notice of Annual Meeting of Shareholders, this proxy statement, and the Company's annual report to shareholders are available at <https://materials.proxyvote.com/16150R>.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding ownership of the Company's common stock as of November 30, 2015 by (i) all persons known to the Company to be beneficial owners of more than 5% of the Company's outstanding common stock, (ii) each of our directors or nominees for director, (iii) each of the executive officers named in our summary compensation table, and (iv) all of our directors and executive officers as a group.

Name	Nature and Amount of Beneficial Ownership				Percentage of Outstanding Shares	
	Number of Shares Owned (a)	Shares Subject to Options (b)	Total Shares Beneficially Owned (c)			
FMR LLC (d) 82 Devonshire Street Boston, MA 02109	926,627	-	926,627	10.0	%	
Edward L. Chase Revocable Trust (e) 39 Nichols Road Cohasset, MA 02025	882,512	-	882,512	9.6	%	
Royce & Associates, LLC (f) 1414 Avenue of the Americas New York, NY 10019	817,326	-	817,326	8.9	%	
Peter R. Chase 26 Summer Street Bridgewater, MA 02324	1,060,793	72,634	1,133,427	12.2	%	
Adam P. Chase (g)	253,585	155,234	408,819	4.4	%	
Kenneth J. Feroldi (h)	7,094	-	7,094	*		
Mary Claire Chase	5,951	-	5,951	*		
Everett Chadwick, Jr.	2,242	-	2,242	*		
John H. Derby III	691	-	691	*		
Lewis P. Gack	8,979	-	8,979	*		
George M. Hughes	5,583	-	5,583	*		
Ronald Levy (i)	23,210	-	23,210	*		
Chad A. McDaniel (j)	-	-	-	*		
Dana Mohler-Faria (j)	-	-	-	*		
Thomas Wroe, Jr.	10,632	-	10,632	*		
All executive officers and directors as a group (12 persons)	1,378,760	227,868	1,606,628	17.0	%	

* Less than one percent

(a) Excludes shares that may be acquired through stock option exercises.

(b) Pursuant to Rule 13d-3(d) (1) of the Exchange Act, includes shares that may be acquired through stock option exercises within the 60-day period following November 30, 2015. Excludes shares underlying stock options that

have not vested and will not vest within such 60-day period.

- (c) The beneficial owners of these shares have sole voting power and sole investment power over such shares, except as otherwise indicated.

- (d) These shares are deemed to be beneficially owned by FMR LLC, Edward C. Johnson 3d, Abigail P. Johnson, Fidelity Management & Research Company, and Fidelity Low Priced Stock Fund, a registered investment company, each of which has sole investment power over the shares. This information is based upon the Schedule 13G/A filed on August 10, 2015 by FMR LLC.

- (e) These shares are deemed to be beneficially owned by the Edward L. Chase Revocable Trust. The trustees have voting and investment power with respect to the shares. The trustees of the trust are Andrew Chase, Claire Chase, Sarah Chase, E. Stephen Chase, and Janet Gibson, each of whom has a business address c/o Edward L. Chase Revocable Trust, 39 Nichols Road, Cohasset, MA 02025.

- (f) These shares are deemed to be beneficially owned by Royce & Associates, LLC which has sole voting and investment power over the shares. This information is based upon the Schedule 13G/A filed on January 6, 2015 by Royce & Associates, LLC.

- (g) Of the total shares beneficially owned, 33,034 represent shares of restricted stock, subject to forfeiture under time-based vesting provisions, with respect to which the executive has the right to vote and receive dividends. Of this amount, 5,063 shares of restricted stock are further subject to forfeiture under performance vesting provisions.

- (h) Of the total shares beneficially owned, 6,334 represent shares of restricted stock, subject to forfeiture under time-based vesting provisions, with respect to which the executive has the right to vote and receive dividends. Of this amount, 1,899 shares of restricted stock are further subject to forfeiture under performance vesting provisions.

- (i) Mr. Levy is a current member of the Board of Directors. In September 2015, he informed the Company that he would not be standing for re-election at the Meeting.