

LABARGE INC  
Form DEFA14A  
June 09, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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

**LABARGE, 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:
-

**NEWS UPDATE**

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**FOR IMMEDIATE RELEASE**

**LABARGE ENTERS AGREEMENT TO  
SETTLE DELAWARE STOCKHOLDER LITIGATION**

ST. LOUIS, June 9, 2011 LaBarge, Inc. (NYSE Amex: LB), a provider of electronics manufacturing services, filed a Current Report on Form 8-K with the Securities and Exchange Commission to disclose that it has signed a memorandum of understanding with plaintiffs to settle litigation claims filed in the Chancery Court of the State of Delaware. The civil class action lawsuit related to the Agreement and Plan of Merger, dated April 3, 2011, by and among LaBarge, Inc., Ducommun Incorporated and DLBMS, Inc. The preliminary settlement is subject to a definitive agreement and final approval of the court. There can be no assurance that the parties will ultimately enter into a stipulation of settlement or that the Chancery Court will approve the settlement even if the parties do enter into such stipulation. Similar claims filed in Missouri are stayed but remain pending.

**About LaBarge, Inc.**

LaBarge, Inc. is a broad-based provider of electronics to technology-driven companies in diverse markets. The Company provides its customers with sophisticated electronic and electromechanical products through contract design and manufacturing services. Headquartered in St. Louis, Missouri, LaBarge has operations in Arkansas, Missouri, Oklahoma, Pennsylvania, Texas and Wisconsin. The Company's website address is <http://www.labarge.com>.

**Additional Information and Where to Find It**

In connection with the proposed merger, the Company filed a Definitive Proxy Statement and a form of proxy on Schedule 14A on May 23, 2011, and other related materials with the Securities and Exchange Commission ( SEC ). BEFORE MAKING ANY VOTING DECISION, STOCKHOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT, ALL RELATED SUPPLEMENTS AND AMENDMENTS (IF ANY AND WHEN THEY BECOME AVAILABLE) AND ALL OTHER RELATED MATERIALS CAREFULLY, BECAUSE THEY

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LaBarge, Inc.

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CONTAIN (AND WILL CONTAIN) IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER AND RELATED MATTERS. Investors and stockholders may obtain free copies of the Definitive Proxy Statement (and other related materials when they become available) and other documents filed with the SEC by the Company through the website maintained by the SEC at <http://www.sec.gov>, at the Company's website at <http://investors.labarge.com> by clicking on the link Financial Library, and from the Company by contacting the Company's corporate secretary, Donald H. Nonnenkamp, by mail at 9900 Clayton Road, St. Louis, Missouri 63124 or by telephone at (314) 997-0800.

#### **Participants in the Solicitation**

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of the Company in connection with the proposed merger. Information regarding the interests of these directors and executive officers in the transaction described herein is included in the Definitive Proxy Statement described above under The LaBarge Special Meeting Stock Ownership and Voting by LaBarge's Directors and Executive Officers and The Merger Interests of LaBarge Directors and Executive Officers in the Merger. Additional information regarding these directors and executive officers is also included in the Company's proxy statement for its 2010 Annual Meeting of Stockholders, which was filed with the SEC on October 18, 2010. This document is available free of charge at the SEC's website at <http://www.sec.gov> and from the Company by contacting the Company's corporate secretary, Donald H. Nonnenkamp, by mail at 9900 Clayton Road, St. Louis, Missouri 63124 or by telephone at (314) 997-0800.

*This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements reflect management's current expectations and involve a number of risks and uncertainties. Actual results may differ materially from such statements due to a variety of factors that could adversely affect LaBarge, Inc.'s operating results. These risks and factors are set forth in documents LaBarge, Inc. files with the Securities and Exchange Commission, specifically in the Company's most recent Annual Report on Form 10-K and other reports it files from time to time. These forward-looking statements speak only as of the date such statements were made, or as of the date of the report or document in which they are contained, and the Company undertakes no obligation to update such information.*

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