

American Electric Technologies Inc
Form DEFA14A
April 23, 2018

SCHEDULE 14A INFORMATION

**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 Rule 14a-12

AMERICAN ELECTRIC TECHNOLOGIES, INC.

Name of the 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)(4) 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
Shareholder Meeting to Be Held on June 05, 2018**

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 06, 2018

Date: June 05, 2018 **Time:** 11:00 AM
CDT

Location: 1250 Wood Branch Park Drive, Suite
600 Houston, TX 77079

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

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.

AMERICAN ELECTRIC TECHNOLOGIES, INC.

**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. Form 10-K
2. Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow (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 (located on the following page) in the subject 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 May 22, 2018 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder 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.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting items

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

1. Election of Directors

Nominees

1A Charles M. Dauber

1B Neal M. Dikeman

1C Peter Menikoff

1D J. Hoke Peacock, II

1E Edward L. Kuntz

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

5 To approve the potential issuance of shares of Common Stock equal to 20% or more of our outstanding Common Stock upon conversion of and payment of dividends on our Series A Convertible Preferred Stock and exercise of our Series A and Series B Common Stock Purchase Warrants.

6 To approve amendment of the 2007 Employee Stock Incentive Plan to authorize the issuance of an additional 500,000 shares of common stock under the plan and to make non-employee directors eligible to receive awards under the plan.

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

2 To ratify the selection of the independent registered public accounting firm for 2018.

3 Advisory resolution to approve executive compensation.

The Board of Directors recommends you vote 3 YEARS on the following proposal:

4 Frequency of advisory vote to approve executive compensation.

Voting items Continued

**Reserved for Broadridge Internal Control
Information**

NOTE: To transact such other business as may properly come before the meeting or any adjournment thereof.

Voting Instructions

Vote by Internet

Go to **www.investorvote.com/AETI**

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Important Notice Regarding the Availability of Proxy Materials for the
American Electric Technologies, Inc. Stockholder Meeting to be Held on June 5, 2018**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to stockholders are available at:

Easy Online Access – A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to **www.investorvote.com/AETI**.

Step 2: Click on the icon on the right to view current meeting materials.

Step 3: Return to the investorvote.com window and follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 22, 2018 to facilitate timely delivery.

American Electric Technologies, Inc. s Annual Meeting of Stockholders will be held on June 5, 2018 at American Electric Technologies, Inc., 1250 Wood Branch Park Drive, Suite 600, Houston, TX 77079, at 11:00 a.m. Central Daylight Time.

Proposals to be voted on at the meeting are listed below.

1. Election of Directors.
2. To ratify the selection of the independent registered public accounting firm for 2018.
3. Advisory resolution to approve executive compensation.
4. Frequency of advisory vote to approve executive compensation.
5. To approve the potential issuance of shares of Common Stock equal to 20% or more of our outstanding Common Stock upon conversion of and payment of dividends on our Series A Convertible Preferred Stock and exercise of out Series A and Series B Common Stock Purchase Warrants.
6. To approve amendment of the 2007 Employee Stock Incentive Plan to authorize the issuance of an additional 500,000 shares of common stock under the plan and to make non-employee directors eligible to receive awards under the plan.

To transact such other business as may properly come before the meeting or any adjournment thereof.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Here s how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

g Internet Go to www.investorvote.com/AETI. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

g Telephone Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

g Email Send email to investorvote@computershare.com with Proxy Materials American Electric Technologies, Inc. in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 22, 2018.

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