

INGLES MARKETS INC  
Form DEFA14A  
December 21, 2010

**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 Pursuant to §240.14a-12

**INGLES MARKETS, INCORPORATED**

(Name of Registrant as Specified In Its Charter)

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(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 the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the 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 the 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:

**Ingles Markets, Incorporated**

**P.O. Box 6676, Asheville, North Carolina 28816**

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting**

**to Be Held on Tuesday, February 8, 2011**

**The Proxy Statement, Annual Report and other proxy materials are available at:**

**<http://www.proxyvoting.com/imkta>**

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.

**Ingles Markets, Incorporated**

*If you want to receive a paper or e-mail 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 below on or before January 29, 2011 to facilitate timely delivery.*

**TO REQUEST PAPER COPIES OF PROXY MATERIALS:**

(please reference your 11-digit control number when requesting materials)

By opting out to receive printed materials, your preference for future proxy mailings will be kept on our file.

Telephone: **1-888-313-0164**

*(outside of the U.S and Canada call 201-680-6688)*

Email: **shrrelations@bnymellon.com**

*(you must reference your 11-digit control number in your email)*

Internet: **<http://www.proxyvoting.com/imkta>**

**TO VOTE YOUR SHARES SEE INSTRUCTIONS ON REVERSE SIDE**

*This is not a proxy card. You cannot use this notice to vote your shares.*

Dear Ingles Markets, Incorporated Stockholder

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The 2011 Annual Meeting of Stockholders of Ingles Markets, Incorporated (the Company) will be held at the Grove Park Inn, 290 Macon Avenue, Asheville, North Carolina 28804, on Tuesday, February 8, 2011, at 1:00 p.m. (local time).

Proposals to be considered at the Annual Meeting:

- (1) to elect nine directors to serve until the 2012 Annual Meeting of Stockholders;
- (2) to consider and vote on a non-binding approval of the Company's compensation for named executive officers, as disclosed in this Proxy Statement;
- (3) to consider and vote on management's proposal to conduct a triennial advisory vote on executive compensation;
- (4) to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending September 24, 2011;
- (5) to vote on a stockholder proposal, if properly presented at the meeting; and
- (6) to transact any other business that may properly come before the meeting and any adjournment or postponement thereof.

**Management recommends a vote FOR proposal 1.**

**Management recommends a vote FOR proposal 2.**

**Management recommends a vote for EVERY THREE YEARS on proposal 3.**

**Management recommends a vote FOR proposal 4.**

**Management recommends a vote AGAINST proposal 5.**

The Board of Directors has fixed the close of business on December 14, 2010, as the record date (the Record Date) for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

**CONTROL NUMBER**

**YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER**

**WHEN YOU REQUEST A PAPER COPY OF THE PROXY MATERIALS OR  
TO VOTE YOUR PROXY ELECTRONICALLY.**

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Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to attend the annual meeting where you may vote in person can be found on our website, [www.ingles-markets.com](http://www.ingles-markets.com).

**Meeting Location:**

Grove Park Inn

290 Macon Avenue

Asheville, NC 28804

You can find directions to the Annual Meeting at: [www.ingles-markets.com](http://www.ingles-markets.com)

**The following Proxy Materials are available for you to review online:**

the Company's 2010 Proxy Statement (including all attachments thereto);

the Proxy Card;

the Company's Annual Report for the year ended September 25, 2010 (which is not deemed to be part of the official proxy soliciting materials); and

any amendments to the foregoing materials that are required to be furnished to stockholders.

**To request a paper copy of the Proxy Materials:**

*(you must reference your 11-digit control number located on the reverse side of this form)*

Telephone: **1-888-313-0164** (outside of the U.S and Canada call 201-680-6688)

Email: **shrrelations@bnymellon.com** *(you must reference your 11-digit control number in your email)*

Internet: **<http://www.proxyvoting.com/IMKTA>**

**The Proxy Materials for Ingles Markets, Incorporated are available to review at:**

**<http://www.proxyvoting.com/imtka>**

Have this notice available when you request a PAPER copy of the Proxy Materials,

when you want to view your proxy materials online,

**OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.**

**HOW TO VOTE BY INTERNET**

*We encourage you to review the proxy materials online before voting.*

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Use the Internet to vote your shares. On the landing page of the above website in the box labeled To Vote

Your Shares by Internet click on **Vote Now** to access the electronic proxy card and

vote your shares. Have this letter in hand when you access the website.

You will need to reference the 11-digit control number located on the reverse side

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