

Ryerson Holding Corp
Form DEF 14A
March 16, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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 (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

Ryerson Holding 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:

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(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:

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(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

227 W. Monroe St., 27th Floor

Chicago, Illinois 60606

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Wednesday, April 26, 2017 2:00 p.m. Eastern Daylight Time

The Seelbach Hilton Louisville

500 South 4th Street

Louisville, Kentucky 40202

March 16, 2017

To our Stockholders:

You are cordially invited to the 2017 annual meeting of stockholders of Ryerson Holding Corporation scheduled to be held on Wednesday, April 26, 2017, at 2:00 p.m. Eastern Daylight Time at The Seelbach Hilton Louisville, 500 South 4th Street, Louisville, Kentucky 40202. At the meeting, we will consider:

The election of two directors;

The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2017; and

Such other business as may properly come before the meeting.

Stockholders who owned shares of our stock at the close of business on March 3, 2017 can vote on these proposals.

Your vote is important regardless of the number of shares of stock you own. **Whether you plan to attend or not, please review our proxy materials and request a proxy card to sign, date and return, or submit your voting instructions by telephone or through the Internet.** Instructions for each type of voting are included in the Notice of Internet Availability of Proxy Materials that you received and in this proxy statement. If you plan to attend the meeting and prefer to vote at that time, you may do so. If you hold your shares through a broker, bank, or other institution, please be sure to follow the voting instructions that you receive from the holder. The holder will not be able to vote your shares on any of the proposals except the appointment of Ernst & Young LLP unless you have provided voting instructions.

Mark S. Silver

Executive Vice President, General Counsel & Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON APRIL 26, 2017: THIS PROXY STATEMENT AND THE ANNUAL REPORT ARE AVAILABLE AT <http://www.proxyvote.com>.

TABLE OF CONTENTS

<u>RYERSON HOLDING CORPORATION</u>	1
<u>ANNUAL MEETING INFORMATION</u>	1
<u>Who May Vote?</u>	1
<u>Who May Attend the Meeting?</u>	1
<u>What Am I Voting On?</u>	2
<u>How Do I Vote?</u>	2
<u>Stockholders of Record</u>	2
<u>Stock Held in Street Name</u>	2
<u>What If I Do Not Provide Voting Instructions?</u>	3
<u>Can I Revoke or Change My Vote?</u>	3
<u>Who Are the Proxies and What Do They Do?</u>	3
<u>Is My Vote Confidential?</u>	3
<u>What Is the Quorum Requirement for the Annual Meeting?</u>	3
<u>How Are Abstentions, Withheld Votes and Broker Non-Votes Treated?</u>	3
<u>What Vote Is Required to Approve a Proposal?</u>	4
<u>Who Solicits Proxies and How Are They Paid?</u>	4
<u>How Do You Determine Whether I Get One or More Paper Copies of the Proxy Materials?</u>	4
<u>ITEMS YOU MAY VOTE ON</u>	4
<u>1. Election of Directors</u>	4
<u>2. Ratification of the Appointment of Independent Registered Public Accounting Firm</u>	5
<u>3. Such Other Business as May Properly Come Before the Annual Meeting</u>	6
<u>BOARD OF DIRECTORS</u>	6
<u>Composition of Board of Directors</u>	6
<u>Term and Classes of Directors</u>	6
<u>Biographies</u>	7
<u>Director Independence</u>	9
<u>CORPORATE GOVERNANCE MATTERS</u>	10
<u>DIRECTOR COMPENSATION</u>	10
<u>MEETINGS OF THE BOARD AND BOARD COMMITTEES</u>	11
<u>EXECUTIVE COMMITTEE</u>	11
<u>NOMINATING AND CORPORATE GOVERNANCE COMMITTEE</u>	12
<u>Qualifications for Directors</u>	12
<u>Governance Guidelines and Committee Charters</u>	12
<u>Code of Ethics</u>	13
<u>Communications with Directors</u>	13
<u>BOARD LEADERSHIP STRUCTURE</u>	13
<u>BOARD OVERSIGHT OF RISK</u>	13
<u>Committee Roles</u>	13
<u>Internal Audit</u>	13
<u>AUDIT COMMITTEE</u>	14
<u>Audit, Audit-related and Other Non-Audit Services</u>	15
<u>Pre-approval Policies</u>	15
<u>Other Policies</u>	16
<u>AUDIT COMMITTEE REPORT – FINANCIAL STATEMENTS RECOMMENDATION</u>	7

<u>COMPENSATION COMMITTEE</u>	18
<u>Committee Resources and Authority</u>	19
<u>Compensation Committee Interlocks and Insider Participation</u>	19
<u>COMPENSATION COMMITTEE REPORT</u>	20
<u>EXECUTIVE OFFICERS</u>	21

<u>Biographies</u>	21
<u>EXECUTIVE COMPENSATION</u>	21
<u>Compensation Discussion and Analysis</u>	21
<u>Overview</u>	21
<u>Executive Compensation Philosophy</u>	22
<u>Consideration of Results of Advisory Vote on Executive Compensation</u>	22
<u>Determination of Compensation</u>	23
<u>Mr. Lehner’s Employment Agreement</u>	23
<u>Use of Peer Groups for Compensation Matters</u>	23
<u>Components of Compensation</u>	24
<u>Relationship Among the Different Components of Compensation</u>	24
<u>Base Salary</u>	24
<u>Annual Bonus</u>	25
<u>Long-Term Incentive Program</u>	27
<u>Retirement Benefits</u>	31
<u>Perquisites and Other Benefits</u>	32
<u>Employment Agreements</u>	32
<u>Compensation Risk Management</u>	32
<u>Tax Considerations and Deductibility of Compensation</u>	33
<u>Executive Stock Ownership Guidelines</u>	33
<u>Prohibition on Speculative Stock Transactions</u>	33
<u>2017 Base Salaries</u>	33
<u>Recommendation</u>	34
<u>COMPENSATION TABLES</u>	34
<u>Summary Compensation Table</u>	34
<u>Grants of Plan-Based Awards</u>	36
<u>Narrative Relating to Summary Compensation Table and Grants of Plan-Based Awards</u>	37
<u>Outstanding Equity Awards at Fiscal Year-End</u>	39
<u>Option Exercises and Stock Vested</u>	40
<u>Pension Benefits</u>	40
<u>Qualified Pension Plan</u>	41
<u>Supplemental Pension Plan</u>	41
<u>Nonqualified Deferred Compensation</u>	41
<u>Potential Payments Upon Termination or Change in Control</u>	42
<u>STOCK OWNERSHIP</u>	43
<u>Directors and Executive Officers</u>	43
<u>Ownership of More Than 5% of Ryerson Stock</u>	44
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	44
<u>RELATED PARTY TRANSACTIONS</u>	45
<u>Investor Rights Agreement</u>	45
<u>Policies and Procedures Regarding Transactions with Related Persons</u>	45
<u>OTHER INFORMATION</u>	46
<u>Stockholder Proposals and Director Nominations for the 2018 Annual Meeting</u>	46
<u>Stockholder Nominations for Directors</u>	47

RYERSON HOLDING CORPORATION

Ryerson Holding Corporation (“Ryerson,” the “Company,” “we,” “us” or “our”) is furnishing this proxy statement to the holders of our common stock in connection with the solicitation of proxies on behalf of our board of directors (the “Board”) for use at our 2017 annual meeting of stockholders, which will be held on Wednesday, April 26, 2017, at The Seelbach Hilton Louisville, 500 South 4th Street, Louisville, Kentucky 40202.

Our common stock trades on the New York Stock Exchange (“NYSE”) under the ticker symbol ‘RYI’. The Company’s fiscal year ends on December 31 of each calendar year. Our corporate headquarters is located at 227 W. Monroe St., 27th Floor, Chicago, Illinois 60606, and our website address is www.ryerson.com. Please note that the information on our website is not, and shall not be deemed to be, a part of this proxy statement nor, by reference or otherwise (except to the extent we specifically incorporate it by reference), incorporated into any other filings we make with the Securities and Exchange Commission (“SEC”).

On August 13, 2014, we completed an initial public offering of 11 million shares of our common stock (the “IPO”). Prior to that time, all of our common stock was held by affiliates of Platinum Equity, LLC (together with such affiliates, “Platinum”), which still own approximately 57% of Ryerson’s common stock. For additional information regarding Platinum’s ownership, see below under “Ownership of More Than 5% of Ryerson Stock,” on page 44.

As the context requires, “Ryerson,” the “Company,” “we,” “us” or “our” may also include the direct and indirect subsidiaries of Ryerson Holding Corporation.

ANNUAL MEETING INFORMATION

This proxy statement contains information we must provide to you under the rules of the SEC and the NYSE in connection with the solicitation of proxies by our Board for the 2017 annual meeting of stockholders. It is designed to assist you in voting your shares of our stock. We will begin sending notice of the availability of these proxy materials on or about March 16, 2017.

Who May Vote?

You may vote if you were the holder of record of shares of our common stock at the close of business on March 3, 2017. You are entitled to one vote on each matter presented at the 2017 annual meeting of stockholders for each share of our stock you owned at that time. If you held stock at that time in “street name” through a broker, bank or other institution, you must either provide voting instructions to the holder or obtain a proxy, executed in your favor, from the holder to be able to vote those shares at the meeting.

Each share of Ryerson common stock is entitled to one vote. As of the close of business on March 3, 2017 (the record date for determining stockholders entitled to vote at the annual meeting), we had 37,132,019 shares of common stock outstanding and entitled to vote.

Who May Attend the Meeting?

You are entitled to attend our 2017 annual meeting if you were the holder of record of shares of our common stock at the close of business on March 3, 2017 or if you hold a valid proxy for the annual meeting. You should be prepared to present photo identification (a driver’s license or passport is preferred) for admittance. In addition, if you are a stockholder of record, your name is subject to verification against the list of stockholders of record on the record date prior to being admitted to the meeting. If you are not a stockholder of record but hold shares through a broker, bank or other nominee (i.e., in “street name”), you also may attend our 2017 annual meeting if you provide proof of beneficial ownership on the record date, such as your most recent account statement or similar evidence of ownership. If you do not provide photo identification or comply with the other procedures outlined above upon request, you may not be admitted to the meeting.

The annual meeting will occur at The Seelbach Hilton Louisville, 500 South 4th Street, Louisville, Kentucky 40202 and will begin promptly at 2:00 p.m. Eastern Daylight Time, and you should allow ample time for check-in procedures. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted into the meeting or adjacent areas. All items may be subject to search.

What Am I Voting On?

You are voting on:

The election of two directors;

The appointment of Ernst & Young LLP as our independent registered public accounting firm for 2017; and

Such other business as may properly come before the meeting.

How Do I Vote?

If your shares of stock are registered directly in your name, you are considered a stockholder of record and you will receive your Notice of Internet Availability of Proxy Materials directly from us. Stockholders of record can vote in advance of our annual meeting by requesting a proxy card to sign, date and return or by submitting voting instructions by telephone or through the Internet. Please see the Notice of Internet Availability of Proxy Materials you received or this proxy statement for specific instructions on how to cast your vote by any of these methods. You may obtain directions to the location of our 2017 annual meeting by contacting us at Investor Relations, 227 W. Monroe St., 27th Floor, Chicago, Illinois 60606, email: investorinfo@ryerson.com, or telephone: 312-292-5130.

If you hold your shares of stock through a broker, bank or other institution, you are considered the beneficial owner of stock held in "street name" and you will receive your notice from your broker, bank or other institution.

Stockholders of Record

For stockholders of record, voting instructions submitted via mail, telephone or the Internet must be received by Broadridge, our independent tabulator, by 11:59 p.m. Eastern Time on April 26, 2017. Submitting your voting instructions prior to the annual meeting will not affect your right to vote in person should you decide to attend the meeting.

Stockholders of record can vote by:

Requesting and returning a completed proxy card by mail to our independent tabulator, Broadridge, by 11:59 p.m. Eastern Time on April 26, 2017;

Submitting voting instructions via the Internet or telephone by 11:59 p.m. Eastern Daylight Time on April 26, 2017;
or

Completing a ballot and returning it to the inspector of election during the annual meeting.

Instructions and contact information for each of these voting options can be found in our Notice of Internet Availability of Proxy Materials.

The Internet and telephone voting procedures available to you are designed to authenticate stockholders' identities, to allow stockholders to submit voting instructions and to confirm that stockholders' voting instructions have been recorded properly. We have been advised that the Internet and telephone voting procedures are consistent with the requirements of applicable law. Stockholders voting via the Internet or telephone should understand that there may be costs associated with voting in this manner, such as usage charges from Internet access providers and telephone companies, which must be borne by the stockholder.

Stock Held in Street Name

If you hold your stock in street name, you can vote by submitting a voting instruction card to your broker, bank or other institution that sent your Notice of Internet Availability of Proxy Materials to you in accordance with their procedures. Please note that if you hold your stock in street name, the broker, bank or other institution that holds the stock will not be able to vote your shares on any proposal other than the appointment of Ernst & Young LLP unless you have provided voting instructions. If you hold your stock in street name and wish to vote at the meeting, you must obtain a proxy, executed in your favor, from the holder of record of the stock as of the record date.

What If I Do Not Provide Voting Instructions?

If you submit a valid proxy card, or validly submit voting instructions via the telephone or Internet, but you do not indicate your vote, your shares of stock will be voted for:

The election of two directors; and

The appointment of Ernst & Young LLP as our independent registered public accounting firm for 2017.

You also give the proxies discretionary authority to vote on any other business that may properly be presented at the annual meeting.

Can I Revoke or Change My Vote?

If you are a stockholder of record, you may revoke or change your proxy and voting instructions at any time prior to the vote at the annual meeting. To do so:

Submit a new proxy card or voting instructions to the independent tabulator by mail, telephone or through the Internet by 11:59 p.m. Eastern Daylight Time on April 26, 2017; or

Attend the annual meeting and vote in person by ballot.

If you hold your stock in street name, you may revoke or change your proxy instructions prior to the vote at the annual meeting by submitting new voting instructions to your broker, bank or other institution in accordance with their procedures.

Who Are the Proxies and What Do They Do?

When you vote in advance of the annual meeting, you appoint Mr. Mark S. Silver, our Executive Vice President, General Counsel & Secretary, and Ms. Camilla R. Merrick, our Senior Counsel, as proxies, each with the power to

appoint a substitute. You direct them to vote all of the shares of stock you held on the record date at the annual meeting and at any adjournment or postponement of that meeting. If you submit a valid proxy card or validly submit voting instructions via the telephone or Internet, and you do not subsequently revoke your proxy or vote, the individuals named on the card as your proxies will vote your shares of stock in accordance with your instructions. If you submit a valid proxy card or voting instructions but you do not indicate your vote, your shares of stock will be voted as described above under “What If I Do Not Provide Voting Instructions?” on page 3.

Is My Vote Confidential?

We have a confidential voting policy. Stockholders’ votes will not be disclosed to us other than in limited situations. The independent tabulator will collect, tabulate and retain all proxies and will forward any comments written on the proxy cards or otherwise received by the independent tabulator to management. Our confidential voting policy will not apply in the event of a contested solicitation.

What Is the Quorum Requirement for the Annual Meeting?

A quorum is necessary to hold a valid meeting. A quorum will exist if stockholders holding a majority of the shares of stock issued and outstanding and entitled to vote at the meeting are present in person or represented by proxy.

How Are Abstentions, Withheld Votes and Broker Non-Votes Treated?

The election inspector will treat abstentions, withholds and “broker non-votes” as shares of stock that are present and entitled to vote for purposes of determining the presence of a quorum. A “broker non-vote” occurs when a broker holding stock for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Brokers will have discretionary voting power with respect to proposal two (the appointment of Ernst & Young LLP), but not with respect to any other proposal. Abstentions and broker non-votes do not count as votes cast either for or against any of the proposals. A “withhold” vote with respect to any director nominee will have the effect of a vote against such nominee.

What Vote Is Required to Approve a Proposal?

Proposal One: A nominee will be elected to the Board if the number of votes cast “for” his or her election exceeds the number of votes “withheld” from or cast “against” his or her election.

Proposal Two: The appointment of Ernst & Young LLP as our independent registered public accounting firm for 2017 will be approved if holders of a majority of the stock present in person at the meeting or represented by proxy vote in favor of the proposal.

Who Solicits Proxies and How Are They Paid?

The proxy accompanying this proxy statement is solicited on behalf of our Board for use at the annual meeting and Ryerson pays the expenses of soliciting the proxies. In addition to this solicitation by mail, our directors, officers and other employees may contact you by personal interview, telephone, electronic mail, facsimile, Internet or otherwise to obtain your proxy. These persons will not receive any additional compensation for these activities. Brokerage houses and other custodians, nominees and fiduciaries will be requested to forward solicitation material to the beneficial owners of stock. We will reimburse these entities and our transfer agent for their reasonable out-of-pocket expenses in forwarding solicitation material. We have not retained the services of a proxy solicitor.

How Do You Determine Whether I Get One or More Paper Copies of the Proxy Materials?

To reduce the costs of printing and distributing proxy materials we are taking advantage of the SEC rule that allows companies to furnish their proxy materials over the Internet. As a result, we send many stockholders a notice regarding the Internet availability of the proxy materials instead of a paper copy of our proxy materials. This notice explains how you can access the proxy materials over the Internet and also describes how to request to receive a paper copy of the proxy materials. If you have requested paper copies of the proxy materials, you may have received one copy of our proxy statement, annual report or Notice of Internet Availability of Proxy Materials for multiple stockholders in your household. This is because we and some brokers, banks and other record holders participate in the practice of “householding” proxy statements, annual reports and Notices of Internet Availability of Proxy Materials and deliver only one copy to stockholders at one address unless we or they receive other instructions from you.

If these materials were delivered to an address that you share with another stockholder, we will promptly deliver a separate copy if you make a written or verbal request to Ryerson Holding Corporation, Investor Relations, 227 W. Monroe St., 27th Floor, Chicago, Illinois 60606, email: investorinfo@ryerson.com, or telephone: 312-292-5130.

If you are receiving multiple copies and would like to receive only one copy for your household, you may make such request as follows:

If you are a stockholder of record, by contacting Broadridge Householding Department, 51 Mercedes Way, Edgewood, New York 11717 or call Broadridge toll free: 1-866-540-7095; and

If you are a beneficial owner of stock, by contacting your broker, bank or other record holder.

The Company's proxy materials are also available at ir.ryerson.com.

ITEMS YOU MAY VOTE ON

1. Election of Directors

Our Board presently consists of seven directors, three of whom are independent under the NYSE Listed Company Manual and other NYSE rules and requirements (together, "NYSE rules"), and four of whom are affiliated with Platinum, which owns a majority of our outstanding common stock. Because Platinum owns more than 50% of the voting power of our common stock, we are considered to be a "controlled company" for purposes of the NYSE rules. As such, we are permitted, and have elected, to opt out of the NYSE rules that would otherwise require our Board to be comprised of a majority of independent directors.

The Board is divided into three separate classes, with one class being elected each year to serve a staggered three-year term. The terms of the Class III Directors expire at the 2017 annual meeting, and two directors will be elected at the annual meeting to serve as Class III Directors for a three-year term expiring at the 2020 annual meeting or until their successors are duly elected and qualified.

For the 2017 annual meeting, the Board has proposed the following nominees for election: Kirk K. Calhoun and Jacob Kotzubei.

Detailed information on each nominee and continuing director is provided below under “Biographies” on page 7. If you submit valid voting instructions, the proxies will vote your shares of stock for the election of each of the nominees, unless you indicate that you wish to vote against a nominee or withhold your vote on a nominee. If at the time of the annual meeting any of the nominees is unable or declines to serve, the persons named in the proxy will, at the direction of the Board, either vote for the substitute nominee or nominees that the Board recommends or the Board may reduce the number of directors to be elected at the meeting. The Board has no reason to believe that any nominee will be unable or will decline to serve as a director if elected.

Under our Bylaws, our directors are elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote in the election of directors. In an uncontested election, a director is elected if the votes cast “for” the director’s election exceed the votes “withheld” from or cast “against” the director’s election.

Our Board of Directors unanimously recommends a vote “FOR” the election of Kirk K. Calhoun and Jacob Kotzubei to serve as directors of the Company.

2. Ratification of the Appointment of Independent Registered Public Accounting Firm

Our Audit Committee has selected Ernst & Young LLP to serve as our independent registered public accounting firm for 2017. Ernst & Young LLP has served as the independent registered public accounting firm for the Company since 2006. Representatives of Ernst & Young LLP will be present at the annual meeting to answer questions. They will also have the opportunity to make a statement if they desire to do so.

The Audit Committee is responsible for recommending, for stockholder approval, our independent registered public accounting firm. Should stockholders fail to approve the appointment of Ernst & Young LLP, the Audit Committee would undertake the task of reviewing the appointment. Nevertheless, given the difficulty and expense of changing independent accountants mid-way through the year, there is no assurance that a firm other than Ernst & Young LLP

could be secured to deliver any or all of the Company's independent auditing services required in 2017. The Audit Committee, however, would take the lack of stockholder approval into account when recommending an independent registered public accounting firm for 2018.

The following table sets out the various fees for services provided by Ernst & Young LLP for 2016 and 2015. The Audit Committee pre-approved all of these services. For additional information, see the description of the pre-approval policies and procedures of the Audit Committee under "Pre-approval Policies," below on page 15.

Annual Fees for 2016 and 2015

Description	Amounts	
	2016	2015
Audit Fees(1)	\$4,430,841	\$4,362,000
Audit-related Fees(2)	\$1,980	\$1,995
Tax Fees(3)	\$216,929	\$687,368
Other Fees (4)	—	—
Total	\$4,649,750	\$5,051,363

- (1) Audit fees related to professional services rendered in conjunction with the audit of our annual financial statements, the audit of our internal control over financial reporting, the review of our quarterly financial statements, comfort letters, consents, and the audit of our statutory filings and other services pertaining to SEC matters.

Audit-related fees related to professional services that are reasonably related to the performance of the audit or (2) review of the Company's financial statements, including compliance-related matters, which are not specifically classified as audit fees. Such fees related to subscription fees for the audit firm's online research tool.

Tax fees related to professional services performed by the independent auditor's tax personnel and not included in audit fees or audit related fees, such as services related to tax audits, tax compliance and tax consulting and (3) planning services. Tax fees primarily related to tax consulting and planning services related to international corporate structuring, transfer pricing relative to service charges from our U.S. operations to our Canadian subsidiary, and preparation of the tax return for our Canadian subsidiary.

(4) For 2016 and 2015, there were no fees billed by Ernst & Young LLP for services provided other than those described in the three preceding footnotes.

Ernst & Young LLP's full-time, permanent employees conducted a majority of the audit of the Company's 2016 financial statements. Leased personnel were not employed with respect to the domestic audit engagement.

Our Board of Directors unanimously recommends a vote "FOR" the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2017.

3. Such Other Business as May Properly Come before the Annual Meeting

We do not know of any other matters to be voted on at the meeting. If, however, other matters are properly presented for a vote at the meeting, the persons named as proxies will vote your properly submitted proxy according to their judgment on those matters.

BOARD OF DIRECTORS

Composition of Board of Directors

Our Amended and Restated Certificate of Incorporation and Bylaws provide that the authorized number of directors shall be fixed from time to time by a resolution of the majority of our Board. Our Board is currently comprised of the following seven members: Kirk K. Calhoun, Court D. Carruthers, Eva M. Kalawski, Jacob Kotzubei, Stephen P. Larson, Philip E. Norment and Mary Ann Sigler.

In connection with the IPO, the Company and Platinum entered into an amended and restated investor rights agreement (the “Investor Rights Agreement”) in August 2014 that provided, among other things, that for so long as Platinum collectively beneficially owns (i) at least 30% of the voting power of the outstanding capital stock of the Company, Platinum will have the right to nominate for election to the Board no fewer than that number of directors that would constitute a majority of the number of directors if there were no vacancies on the Board, (ii) at least 15% but less than 30% of the voting power of the outstanding capital stock of the Company, Platinum will have the right to nominate two directors and (iii) at least 5% but less than 15% of the voting power of the outstanding capital stock of the Company, Platinum will have the right to nominate one director. The agreement also provides that if the size of the Board is increased or decreased at any time, Platinum’s nomination rights will be proportionately increased or decreased, respectively, rounded up to the nearest whole number. Under the Investor Rights Agreement, Platinum has nominated Ms. Kalawski, Mr. Kotzubei, Mr. Norment and Ms. Sigler. Our Corporate Governance Guidelines provide that if an officer serving on our Board resigns or retires from his or her executive position with the Company or if a non-management director’s external job changes from the time such director was last elected, such individual shall offer his or her resignation from the Board at the same time; however, whether or not the individual shall continue to serve on the Board is a matter for determination on a case-by-case basis by the Board.

Term and Classes of Directors

Our Board is divided into three staggered classes of directors of the same or nearly the same number. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the directors of the same class whose terms are then expiring. The terms of the directors will expire upon election and qualification of successor directors at the annual meeting of stockholders to be held during the years 2017 for the Class III directors, 2018 for the Class I directors and 2019 for the Class II directors.

Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class shall consist of one-third of the directors. The following table sets forth information as of the date of this proxy statement regarding the nominees for directors and other directors who will serve as directors in the classes and for the terms specified below:

Name	Age	Independent (Yes/No)	Director Since	Expiration of Current Term
Nominees for Director				
<i>Class III</i>				
Kirk K. Calhoun	72	Yes	2014	2017 *
Jacob Kotzubei	48	No	2010	2017 *
Continuing Directors				
<i>Class I</i>				
Court D. Carruthers	44	Yes	2015	2018
Eva M. Kalawski	61	No	2007	2018
Mary Ann Sigler	62	No	2010	2018
<i>Class II</i>				
Stephen P. Larson	60	Yes	2014	2019
Philip E. Norment	57	No	2014	2019

*Current term expires at this annual meeting.

Biographies

Additional information regarding the nominees and continuing directors is set forth below and is based on information furnished to us by the nominees and directors:

Nominees for Director

The Board has nominated Messrs. Calhoun and Kotzubei for election at the 2017 annual meeting, each to hold office until the annual meeting of stockholders in 2020 (subject to the election and qualification of their successors or the earlier of their death, resignation or removal). Each is currently a director.

Kirk K. Calhoun has been a director since August 2014. Mr. Calhoun joined the public accounting firm Ernst & Young LLP in 1965 and served as a partner of the firm from 1975 until his retirement in 2002. Mr. Calhoun has a B.S. in Accounting from the University of Southern California and is a Certified Public Accountant (non-practicing) in California. He currently serves on the board of directors and audit committees of Great Basin Scientific, Inc. and NantHealth, Inc. Mr. Calhoun has served on the boards and audit committees of six public companies up until the dates of their respective sales, including Abraxis Bioscience, Inc., Myogen, Inc., Aspreva Pharmaceutical Corporation, Adams Respiratory Therapeutics, Inc., Replidyne, Inc., and Response Genetics, Inc. Mr. Calhoun's experience serving on public company audit committees and boards of directors and his past work as a partner with Ernst & Young LLP has led the Board to conclude that Mr. Calhoun has the requisite expertise to serve as a director of the Company and qualifies as a financial expert for audit committee purposes.

Jacob Kotzubei has been a director since January 2010. Mr. Kotzubei joined Platinum in 2002 and is a Partner at the firm. Mr. Kotzubei serves as a director of a number of Platinum's portfolio companies. Prior to joining Platinum in 2002, Mr. Kotzubei was a Vice President of the Goldman Sachs Investment Banking Division – High Tech Group in New York City, and the head of the East Coast Semiconductor Group. Previously, he was an attorney at Sullivan & Cromwell LLP in New York City, specializing in mergers and acquisitions. Mr. Kotzubei received a Bachelor's degree from Wesleyan University and holds a Juris Doctor from Columbia University School of Law. Mr. Kotzubei serves on the board of directors of KEMET Corp. (NYSE: KEM) and CanWel Building Materials Group Ltd. (TMX: CWX). Mr. Kotzubei's experience in executive management oversight, private equity, capital markets and transactional matters has led the Board of Directors to conclude that he has the varied expertise necessary to serve as a director of the Company.

Continuing Directors

Messrs. Carruthers, Larson and Norment and Meses. Kalawski and Sigler will remain directors after the annual meeting.

Court D. Carruthers has been a director since August 2015. He is the founder and principal of CKAL Advisory Partners, LLC, where he advises companies in the distribution, eCommerce and supply chain sectors. He previously served as Senior Vice President and Group President, Americas, of W.W. Grainger, Inc., a broad-line supplier of maintenance, repair and operating (MRO) products, from 2013 until July 2015. Prior to that time, he had served Grainger as President, Grainger U.S., from 2012 until 2013; President, Grainger International, from 2009 until 2012; and President, Acklands-Grainger, from 2006 until 2009. He was appointed a Senior Vice President of Grainger in 2007. Mr. Carruthers serves as a director of US Foods Holding Corp., Follett Corporation, PSS Companies, Foundation Building Materials, LLC, and Shoes For Crews LLC. He is a previous director of MonotaRO Co. Ltd. Mr. Carruthers currently serves as president of the Montessori School of Lake Forest, a trustee of Cristo Rey St. Martin College Prep., and as member of the Board of Governors of the Lake Forest Winter Club. He is a Chartered Professional Accountant (CPA, CMA, Canada), holds a Bachelor's of Commerce degree from the University of Alberta in Edmonton, Alberta, Canada, and a Master's of Business Administration from Queens University in Kingston, Ontario, Canada. His substantial prior experience as a senior executive for a large international distribution company has led the Board to conclude that Mr. Carruthers has the background and skills necessary to serve as a director of the Company.

Eva M. Kalawski has been a director since July 2007. Ms. Kalawski joined Platinum in 1997, is a Partner at Platinum and serves as the firm's General Counsel and Secretary. Ms. Kalawski serves or has served as an officer and/or director of many of Platinum's portfolio companies. Prior to joining Platinum in 1997, Ms. Kalawski was Vice President of Human Resources, General Counsel and Secretary for Pilot Software, Inc. Ms. Kalawski earned a Bachelor's degree in Political Science and French from Mount Holyoke College, South Hadley, Massachusetts, and a Juris Doctor from Georgetown University Law Center, Washington, D.C. Ms. Kalawski's expertise and experience managing the legal operations of many portfolio companies has led the Board to conclude that she has the background and skills necessary to serve as a director of the Company.

Stephen P. Larson has been a director since October 2014. Mr. Larson completed a 35-year career with Caterpillar Inc. in 2014 after holding multiple positions in the areas of accounting, finance, marketing and logistics. Caterpillar is the world's leading manufacturer of construction and mining equipment, diesel and natural gas engines, industrial gas turbines and diesel-electric locomotives. His senior leadership positions for Caterpillar included roles as Product Manager; Regional Manager for Canada and the Eastern United States; Vice President, Caterpillar Financial Services - Asia Pacific; Caterpillar Logistics President - Americas region; and from 2007 until his retirement, Vice President, Caterpillar Inc. and President and Chairman of Caterpillar Logistics Services, a wholly-owned subsidiary of Caterpillar Inc. Mr. Larson previously served for six years as a Commissioner on the board of the Metropolitan Airport Authority of Peoria, Illinois. From November 2015 to August 2016, Mr. Larson has served as Interim Chief

Executive Officer and was already a member of the board of directors of Neovia Logistics Services, LLC (formerly Caterpillar Logistics Services), a global industrial contract logistics company. He earned a Bachelor of Business Administration and a Master of Business Administration both from Western Illinois University. Mr. Larson's experience in accounting, finance and other areas for a large international manufacturer has led the Board to conclude that he has the background and skills necessary to serve as a director of the Company.

Philip E. Norment has been a director since April 2014. Mr. Norment is a Partner at Platinum, is a member of Platinum's Investment Committee and serves as a senior advisor on specific operational initiatives throughout Platinum's portfolio. He is also the senior operations executive responsible for evaluating acquisition opportunities and integrating new acquisitions into the portfolio. Prior to joining Platinum in 1997, Mr. Norment served in a variety of management positions at Pilot Software, Inc., achieving the position of Chief Operating Officer. Over the course of 12 years, he worked in the areas of global support, operations, consultative services and sales support. Mr. Norment earned a bachelor's degree in Economics and a Master of Business Administration from the University of Massachusetts Amherst. Mr. Norment's experience in executive management oversight, private equity and transactional matters has led the Board to conclude that he has the varied expertise necessary to serve as a director of the Company.

Mary Ann Sigler has been a director since January 2010. Ms. Sigler serves as Platinum's Chief Financial Officer and Chief Compliance Officer. Ms. Sigler joined Platinum in 2004 and is responsible for overall accounting, tax and financial reporting as well as managing strategic planning projects for the firm. Prior to joining Platinum, Ms. Sigler was with Ernst & Young LLP for 25 years where she was a Partner. Ms. Sigler holds a Bachelor of Arts in Accounting from California State University at Fullerton and a Master's Degree in Business Taxation from the University of Southern California. Ms. Sigler is a Certified Public Accountant in California, as well as a member of the American Institute of Certified Public Accountants and the California Society of Certified Public Accountants. Ms. Sigler's experience in accounting and strategic planning matters has led the Board to conclude that she has the requisite qualifications to serve as a director of the Company and facilitate its continued growth.

Director Independence

As stated above, because Platinum owns more than 50% of the voting power of our common stock, we are considered to be a "controlled company" for purposes of the NYSE rules. As such, we are permitted, and have elected, to opt out of the NYSE rules that would otherwise require our Board to be comprised of a majority of independent directors and require our compensation committee and nominating and corporate governance committee to be comprised entirely of independent directors.

For a director to be considered independent under the NYSE rules, our Board must determine that he or she does not have any material relationship with the Company. To assist in making this determination, our Board adopted a policy on director independence based on the NYSE's independence standards. A copy of the policy is available on the corporate governance page o