

CECO ENVIRONMENTAL CORP
Form DEFA14A
April 24, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A
(RULE 14a-101)
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 Sec. 240.14a-11(c) or Sec. 240.14a-12

CECO ENVIRONMENTAL CORP.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than 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:

Important Notice of Availability of Proxy Materials for the Stockholders Meeting of

CECO ENVIRONMENTAL CORP.

To Be Held On:

Wednesday, June 5, 2019 at 8:00 a.m. CDT

at The Westin Stonebriar Hotel, 1549 Legacy Drive, Frisco, TX 75034

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication is not a form of voting and 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.

If you want to receive a paper or e-mail copy of the proxy materials for this, or any future, meeting of stockholders you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before May 25, 2019.

Please visit www.cecoenviro.com/investors.aspx, where the following materials are available for view:

Notice of Annual Meeting of Stockholders

Proxy Statement

Form of Electronic Proxy Card

Annual Report to Stockholders

TO REQUEST MATERIALS: **TELEPHONE:** 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)

E-MAIL: info@astfinancial.com

WEBSITE:

<https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

TO VOTE:

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59, p.m. EDT, the day before the meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

MAIL: You may request a card by following the instructions above.

1. Election of Directors:

2. To approve, on an advisory basis, the compensation paid to the Company's named executive officers.

NOMINEES:

3. To recommend, on an advisory basis, the frequency of future advisory votes to approve named executive officer compensation.

Jason DeZwirek

Eric M. Goldberg

4. To ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for 2019.

David B. Liner

Claudio A. Mannarino

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

Munish Nanda

Jonathan Pollack

Valerie Gentile Sachs

**THE BOARD OF DIRECTORS RECOMMENDS A
VOTE FOR THE ELECTION OF DIRECTORS,
FOR PROPOSAL NO. 2, ONE YEAR FOR
PROPOSAL NO. 3, AND FOR PROPOSAL NO. 4.**

Dennis Sadlowski

**Please note that you cannot use this notice to
vote by mail.**