

CLARCOR INC
Form DEFA14A
March 12, 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

CLARCOR 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

Edgar Filing: CLARCOR INC - Form DEFA14A

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:
-

CLARCOR Inc.
840 Crescent Centre Drive
Suite 600
Franklin, TN 37067

SUPPLEMENT TO PROXY STATEMENT
FOR THE ANNUAL MEETING OF STOCKHOLDERS
To Be Held on March 23, 2010

This proxy statement supplement, dated March 11, 2010, supplements the proxy statement (“Proxy Statement”) filed with the U.S. Securities and Exchange Commission on February 12, 2010 relating to the annual meeting of stockholders of CLARCOR Inc. (the “Company”) to be held on Tuesday, March 23, 2010 at 9:00 a.m., local time, at the Hilton Naples Florida Hotel at 5111 Tamiami Trail North, Naples, FL 34103. The purpose of this supplement is to provide additional information regarding elimination of tax gross-ups payable in connection with certain executive life insurance policies beginning in fiscal year 2011. Except as described in this supplement, the information provided in the Proxy Statement continues to apply. To the extent that information in this supplement differs from or updates information contained in the Proxy Statement, the information in this supplement is more current.

On page 19 of the Proxy Statement, the second full sentence of the first paragraph under the heading “Executive Insurance Benefits” (contained within the Compensation Discussion and Analysis) should be deleted and replaced as follows (new text italicized):

“The Company also pays the incremental tax cost to these executives (i.e., a gross-up) to offset any negative personal income tax consequences associated with the Company’s payment of the premiums; however, beginning in fiscal 2011 this gross-up will be eliminated.”