
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): February 22, 2017

Simpson Manufacturing Co., Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-13429

(Commission file number)

94-3196943

(I.R.S. Employer
Identification No.)

5956 W. Las Positas Boulevard, Pleasanton, CA 94588

(Address of principal executive offices)

(Registrant's telephone number, including area code): **(925) 560-9000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Bylaws

On February 22, 2017, the board of directors (the “Board”) of Simpson Manufacturing Co, Inc. (the “Company”), based on its own review, extensive consultation with outside advisors, and feedback from shareholders of the Company, committed to amend the Company's Bylaws to provide proxy access to qualifying shareholders after the special meeting of the Company’s shareholders to be held on March 28, 2017 (the “Special Meeting”), on terms and conditions substantially similar to the following:

- The total number of shareholder nominees for election to the Board to be included in the Company’s proxy materials for an annual meeting of the shareholders shall not exceed the greater of (i) two, or (ii) 20% (rounded down) of the total number of directors of the Board then in office;
- Only shareholders who have continuously held a number of shares representing at least 3% of the outstanding shares of common stock of the Company for at least three years as of both the record date of the annual meeting for which the Company’s proxy materials are being sent and the date of their nomination notice to the Company may have the ability to request the Company to include their director nominations in such proxy materials; and
- A group of no more than 20 shareholders may aggregate their shares to satisfy the above-described ownership threshold.

The press release and investor presentation issued by the Company announcing the Board’s commitment to implement proxy access are filed herewith as Exhibits 99.1 and 99.2.

Item 8.01 Other Events

Annual Meeting Date

On February 23, 2017, the Company announced that it plans to reschedule the Company’s 2017 annual meeting of shareholders (the “2017 Annual Meeting”) to May 16, 2017. The meeting had previously been scheduled for April 24, 2017. The 2017 Annual Meeting will be held at the Company’s home office located at 5956 W. Las Positas Blvd., Pleasanton, California 94588.

Special Meeting Definitive Proxy Statement

On February 23, 2017, the Company filed a definitive proxy statement with the U.S. Securities and Exchange Commission (the “SEC”) in connection with the Special Meeting, which will be held on March 28, 2017 at the Company’s home office located at 5956 W. Las Positas Blvd., Pleasanton, California 94588, for the shareholders to vote on the following proposals:

1. to approve and adopt the amendment to the Company’s Certificate of Incorporation to declassify the Board over a three-year period and provide that directors who are up for election be elected for one-year terms beginning at the 2017 Annual Meeting (the “Proposal 1”); and
2. to approve and adopt the amendment to the Company’s Certificate of Incorporation to eliminate the ability to exercise cumulative voting in director elections (the “Proposal 2”).

The foregoing proposals are the only proposals to be acted upon at the Special Meeting. As disclosed in the definitive proxy statement, Proposal 1 will only be implemented if the shareholders also approve and adopt Proposal 2; and, Proposal 2 will only be implemented if the shareholders also approve and adopt Proposal 1.

Important Additional Information

The Company, its directors and certain of its executive officers and other employees will be deemed to be participants in the solicitation of proxies from Company shareholders in connection with the matters to be considered at the Special Meeting. The Company has filed a definitive proxy statement and proxy card with the SEC in connection with any such solicitation of proxies from Company shareholders. **COMPANY SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING PROXY CARD AS THEY CONTAIN IMPORTANT INFORMATION.** Information regarding the ownership of the Company's directors and executive officers in Company stock, restricted stock units and options is included in the Company's SEC filings on Forms 3, 4, and 5, which can be found through the Company's website www.simpsonmfg.com in the section "Investor Relations" or through the SEC's website at www.sec.gov. Information can also be found in the Company's other SEC filings, including the Company's definitive proxy statement for its 2016 annual meeting of shareholders and its 2016 Annual Report on Form 10-K for the year ended December 31, 2015. Information regarding the identity of participants, and their direct or indirect interests in the matters to be considered at the Special Meeting, by security holdings or otherwise, is set forth in the definitive proxy statement and other materials filed by the Company with the SEC. Shareholders can obtain the definitive proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC for no charge at the SEC's website at www.sec.gov. Copies are also available at no charge at the Company's website at www.simpsonmfg.com, by writing to the Company at 5956 W. Las Positas Blvd., Pleasanton, CA 94588, or by calling the Company's proxy solicitor D.F. King at (212) 269-5550.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press Release dated February 23, 2017.
 - 99.2 Investor Presentation dated February 23, 2017.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Simpson Manufacturing Co., Inc.
(Registrant)

DATE: February 23, 2017

By /s/ BRIAN J. MAGSTADT
Brian J. Magstadt
Chief Financial Officer

Privileged & Confidential
Work Product
Prepared at the Direction of Counsel

Simpson Manufacturing Announces Commitment to Adopt Proxy Access Bylaws Amendment

FOR IMMEDIATE RELEASE
February 23, 2017

PLEASANTON, CA – February 23, 2017 – Simpson Manufacturing Co. Inc. (NYSE: SSD) today announced that its board of directors has committed to amend the company's bylaws to implement "proxy access," reflecting the board's commitment to best practices in corporate governance and taking actions in line with shareholder feedback.

The company said the board has committed to adopt the measure following a special meeting of shareholders scheduled for March 28, 2017. The proxy access bylaw will provide that a shareholder or group of not more than 20 shareholders owning at least three percent of the outstanding shares for at least three years will have the right to nominate two directors or 20 percent of the board, whichever is greater.

"Proxy access is a practice we have closely followed and discussed with our shareholders. Following a vote on the proposals we have put forth at the special meeting, proxy access is the natural next step in our steadfast and ongoing commitment to giving shareholders a voice," said Simpson Manufacturing Chairman Peter Louras, Jr.

Simpson continues to proactively take steps to enhance its corporate governance and executive compensation practices, in line with shareholder feedback and best practices. At the upcoming special meeting, shareholders will have the opportunity to vote on the board's proposals to both declassify the board of directors and to eliminate cumulative voting in the election of directors. Proxy access will be implemented regardless of the outcome of the two votes at the special meeting.

Details on that meeting can be found in the proxy statement filed with the SEC. Shareholders are not required to take any action at this time.

About Simpson Manufacturing Co. Inc.

Simpson Manufacturing Co., Inc., headquartered in Pleasanton, California, through its subsidiary, Simpson Strong-Tie Company Inc., designs, engineers and is a leading manufacturer of wood construction products, including connectors, truss plates, fastening systems, fasteners and shearwalls, and concrete construction products, including adhesives, specialty chemicals, mechanical anchors, powder actuated tools and fiber reinforcing materials. The Company's common stock trades on the New York Stock Exchange under the symbol "SSD."

Important Additional Information

Simpson Manufacturing Co., Inc. (the "Company"), its directors and certain of its executive officers and other employees will be deemed to be participants in the solicitation of proxies from Company shareholders in connection with the matters to be considered at the Company's Special Meeting scheduled to be held on March 28, 2017 (the "Special Meeting"). The Company has filed a definitive proxy statement and proxy card with the U.S. Securities and Exchange Commission (the "SEC") in connection with any such solicitation of proxies from Company shareholders. **COMPANY SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING PROXY CARD AS THEY CONTAIN IMPORTANT INFORMATION.** Information regarding the ownership of the Company's directors and executive officers in Company stock, restricted stock units and options is included in the Company's SEC filings on Forms 3, 4, and 5, which can be found through the Company's website www.simpsonmfg.com in the section "Investor Relations" or through the SEC's website at www.sec.gov. Information can also be found in the Company's other SEC filings, including the Company's definitive proxy statement for its 2016 annual meeting of shareholders and its 2016 Annual Report on Form 10-K for the year ended December 31, 2015. Information regarding the identity of participants, and their direct or indirect interests in the matters to be considered at the Special Meeting, by security holdings or otherwise, is set forth in the definitive proxy statement and other materials filed by the Company with the SEC. Shareholders can obtain the definitive proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC for no charge at the SEC's website at www.sec.gov. Copies are also available at no charge at the Company's website at <http://www.simpsonmfg.com>, by writing to the Company at 5956 W. Las Positas Blvd., Pleasanton, CA 94588, or by calling the Company's proxy solicitor D.F. King at (212) 269-5550.

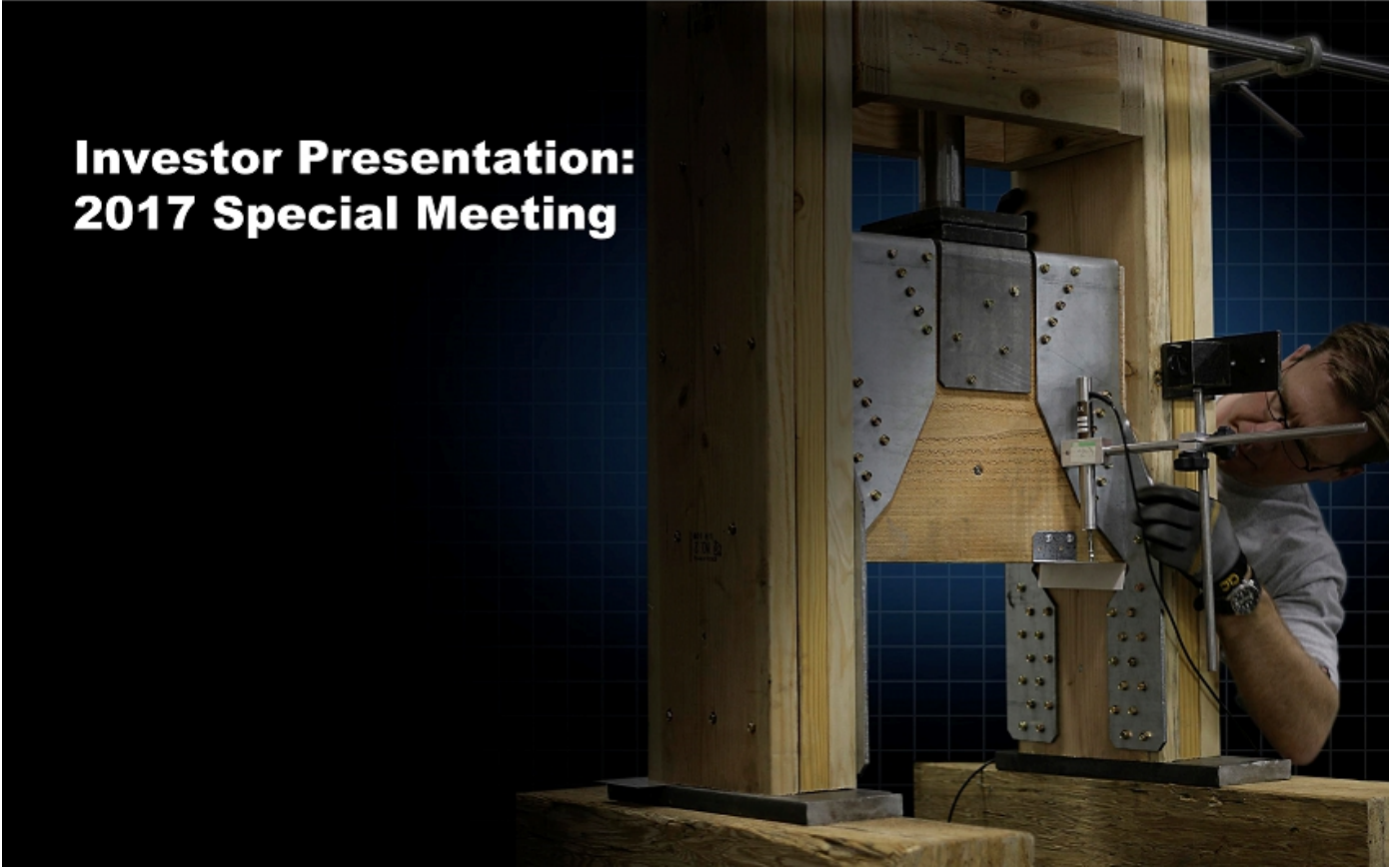
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Investor Presentation: 2017 Special Meeting



2017 Special Meeting



The Board has called a special meeting of shareholders to consider two proposed changes in the company's governance practices

2017 Special Meeting Ballot Items



FOR: Declassification of the Board

- Current: Simpson's Board is divided into three classes
- Proposal: Declassify Simpson's Board over three years beginning at 2017 Annual Meeting



FOR: Eliminate Cumulative Voting

- Current: Any shareholder can demand that cumulative voting be used in the election of directors
- Proposed: Remove the ability for a minority shareholder to elect a director that is not supported by the majority of shareholders

In addition, the Board has committed to adopt proxy access following the Special Meeting

Ballot Item Considerations



➤ Why is Simpson declassifying the Board?

- Declassifying the Board is a governance best practice that aligns with the shareholder feedback we have received

➤ Why eliminate cumulative voting?

- The Board believes that cumulative voting is inconsistent with shareholder democracy – every share should carry one vote on every ballot item and the majority should determine whether a director is elected
- Cumulative voting continues to be a very uncommon practice (only 3% of S&P 500 companies have cumulative voting provisions)

➤ Why is declassifying the Board contingent on eliminating cumulative voting?

- Declassifying the board without eliminating cumulative voting would enable an even smaller percentage of shareholders to obtain Board representation
- For example, at a meeting to elect 8 directors, cumulative voting would permit shareholders holding only ~11% of shares to unilaterally elect a director even if the other ~89% of shares oppose that nominee

➤ Why will proxy access be adopted after the Special Meeting?

- The mechanics of proxy access depend on whether shareholders approve the proposals. If cumulative voting is not eliminated, proxy access will only be operational at meetings at which no shareholder elects to cumulate votes
 - Having both cumulative voting and proxy access in operation at the same meeting would permit a minority shareholder to both nominate and elect a director without requiring the filing of a proxy statement and without obtaining majority support

***Our Board believes in sound corporate governance practices
that preserve and enhance our long-term value.
Our proposed changes are inline with shareholder feedback.***

Track Record of Shareholder Engagement and Responsiveness



2015

- Members of our management and Board engaged with shareholders, representing ~51% of our shares, regarding compensation and governance topics, which informed the following changes:
 - ✓ Introduced long-term incentive award with 3-year relative TSR performance modifier
 - ✓ Increased percentage of NEO's compensation that is delivered in equity and vests over multiple years
 - ✓ Added stock ownership guidelines for each of our Named Executive Officers and directors
 - ✓ Improved disclosure of our compensation programs
- Hired independent compensation consultant to assist the Board in redesigning the compensation plan

2016

- In direct response to shareholder feedback and a deep review of our executive compensation and governance practices, the Board approved several significant changes, including:
 - ✓ Transformed our executive compensation program to enhance long-term performance orientation
 - Increased the proportion of total NEO compensation delivered in equity with multi-year vesting
 - Established three-year performance measurement period in long-term incentive awards
 - Adopted operational metrics in long-term incentive that align with our strategy
 - Modified compensation targeting practices to target the median for compensation elements
 - ✓ Eliminated the shareholder rights plan
 - ✓ Shortened director term limits to 15 years for new directors that are elected to the Board (*current directors' term limits will remain at 20 years*)
 - ✓ Adopted compensation risk policies: clawback, anti-hedging and anti-pledging

2017

- Announced the retirement of Thomas Fitzmyers as Vice Chairman of the Board effective as of 2017 Annual Meeting and an active search for a new independent director consistent with our director succession planning process
- Called a special meeting to provide shareholders with opportunity to vote on Board declassification and elimination of cumulative voting
- Committed to adopt proxy access after the special meeting

The Board has a track record of engaging with and seeking the feedback of our shareholders – and taking action on the feedback we receive

Best in Class Governance Practices



		Simpson Manufacturing	S&P 500 (LargeCap)	S&P 600 (SmallCap)
Governance Structure	Annually Elected Directors	Yes ¹	90%	57%
	Majority Voting	Yes	90%	41%
	Proxy Access	Yes ²	52%	4%
	Cumulative Voting	No ¹	3%	6%
	Poison Pill in Force	No	3%	5%
Board Structure	% Independent Directors	88% ³	85%	-
	Independent Chair	Yes	27%	-
	Average Tenure	7 years ³	8.3 years	-
	% Women on Board	50%	21%	-
Compensation Structure	Clawback Policy	Yes	90% ⁴	-
	Anti-Hedging Policy	Yes	92% ⁴	-
	Anti-Pledging Policy	Yes	74% ⁴	-
	NEO Stock Ownership Guidelines	Yes	95% ⁴	-

Simpson's governance profile and compensation practices are aligned with those of best-in-class companies – and well in excess of similarly sized companies

Source: SharkRepellent as of February 10, 2017, 2016 Spencer Stuart Report, 2015 Equilar CEO Pay Strategies Report, and 2015 Frederic W. Cook Corporate Governance Study

¹ Assumes all management ballot items at the 2017 Special Meeting are approved by shareholders

² To be implemented following the 2017 Special Meeting

³ Gives effect to Thomas Fitzmyers' retirement as of the 2017 Annual Meeting and a new independent director elected as his replacement

⁴ Indicates compensation practice of Top 250 S&P 500 companies by market cap

Important Additional Information



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