

KADANT INC  
Form DEFA14A  
April 09, 2012

**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 Rule 14a-12

**Kadant Inc.**

(Name of the 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)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number 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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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.. 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:

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

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(3) Filing Party:

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(4) Date Filed:

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**Important Notice of Availability of Proxy Materials for the Shareholder Meeting of**

**KADANT INC.**

**To Be Held On:**

**May 23, 2012 at 2:30 PM**

**at the corporate offices located at One Technology Park Drive, Westford, Massachusetts**

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

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. To view these materials, please have your control number available.

If you want to receive a paper or e-mail copy of the proxy materials 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 5/9/12.

Please visit <http://www.amstock.com/proxyservices/viewmaterial.asp?CoNumber=11818>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders  
Proxy Statement  
Form of Electronic Proxy Card  
2011 Annual Report to Stockholders

**TO REQUEST MATERIAL:** TELEPHONE: 888-Proxy-NA (888-776-9962) and 718-921-8562 (for international callers)  
E-MAIL: [info@amstock.com](mailto:info@amstock.com)

WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

**TO VOTE:** **ONLINE:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

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

**TELEPHONE:** To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call.

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

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THE BOARD OF DIRECTORS OF KADANT INC.  
RECOMMENDS THAT YOU VOTE **FOR** THE ELECTION OF  
DIRECTORS.

1. Election of two directors to the class to be elected for a  
three-year term expiring in 2015.

**NOMINEES:** Francis L. McKone

William P. Tully

THE BOARD OF DIRECTORS OF KADANT INC. RECOMMENDS  
THAT YOU VOTE **FOR** PROPOSALS 2, 3 AND 4.

2. To approve, by non-binding advisory vote, our executive  
compensation.

3. To re-approve our annual cash incentive plan.

4. To ratify the selection of Ernst & Young LLP as our company's  
independent registered public accounting firm for 2012.

5. In their discretion on such other matters as may properly come  
before the Meeting.

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