

NORTH AMERICAN GALVANIZING & COATINGS INC
Form DEFA14A
July 07, 2004

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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 ss.240.14a-12

NORTH AMERICAN GALVANIZING & COATINGS, 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) (4) 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.

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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:

North American Galvanizing & Coatings, Inc.

Annual Meeting of Stockholders
To Be Held on July 21, 2004

July 7, 2004

Dear Stockholder:

We are writing to correct a typographical error that appeared in the printed proxy statement recently mailed to you in connection with the solicitation of proxies for our 2004 Annual Meeting of Stockholders. Under Proposal 4, "Amendments of the Company's Restated Certificate of Incorporation to Effect a Reverse Stock Split Followed by a Forward Stock Split", the second hypothetical scenario on the bottom of page 22 should read as follows:

HYPOTHETICAL SCENARIO

Ms. Eastwood has two separate record accounts. Immediately prior to the Reverse/Forward Split, she holds 100 shares of Common Stock in one account and 50 shares of Common Stock in the other. All of her shares are registered in her name only.

RESULT

Each account will be treated individually. Because of the Minimum Number of shares, Ms. Eastwood will receive the cash-out price of her Common Stock in each account receiving fractional shares. Ms. Eastwood would receive \$150 (100 shares x \$1.00 plus 50 shares x \$1.00).

If Ms. Eastwood wants to continue her investment, she may choose to consolidate or transfer her two record accounts into one account with at least the Minimum Number of shares. Alternatively, she can buy at least 50 more shares in the first account or 100 more shares for the second account so that she meets the Minimum Number of shares in each account. She would have to do this before the Reverse/Forward Split so that the consolidation is completed prior to 5:00 p.m. (central time) on July 21, 2004. If she does consolidate these accounts, there is no need for a proxy. The shares will be consolidated by the Effective Date or, if she does not give timely notice to the transfer agent, that the financial institution holding the common stock will give timely notice to the transfer agent. If the transfer agent does not give timely notice, Ms. Eastwood will receive the cash-out price for her shares.

The proxy statement that we filed electronically with the SEC did not contain this typographical error.

We wanted to advise you of this typographical error in order to avoid any confusion. Please remember that your vote is important. Be sure to review the proxy materials previously provided to you to ensure that your shares are represented at the Annual Meeting.

Sincerely,

/s/ Paul R. Chastain

Paul R. Chastain
Vice President & Corporate Secretary

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