

KEWAUNEE SCIENTIFIC CORP /DE/  
Form DEFA14A  
July 26, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 14A**

**(RULE 14a-101)**

**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 §240.14a-11(c) of §240.14a-12.

**Kewaunee Scientific Corporation**

**(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):

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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.:

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**KEWAUNEE SCIENTIFIC CORPORATION**

**PROXY STATEMENT SUPPLEMENT**

This proxy statement supplement, dated July 26, 2016, supplements the definitive proxy statement (the Proxy Statement) of Kewaunee Scientific Corporation (the Company) filed with the Securities and Exchange Commission on July 22, 2016 relating to the annual meeting of stockholders of the Company to be held at The Conference Center at UBS Tower, One North Wacker Drive, Second Floor, Chicago, Illinois, on August 31, 2016, at 10:00 A.M.

The purpose of this supplement is to correct errors in the All Other Compensation and Total columns and footnote (3) to the Summary Compensation Table for Fiscal Year 2016 appearing on page 17 of the Proxy Statement.

The Summary Compensation Table for Fiscal Year 2016 is amended to read as follows:

**Summary Compensation Table for Fiscal Year 2016**

| Name and Principal Position                                                                               | Year | Base Salary (\$) | Option Awards (\$)(1) | Bonus (\$) | Change in Pension Value And Nonequity Nonqualified Incentive Deferred Plan Compensation Earnings |         |         | All Other Compensation (\$)(3) | Total (\$) |
|-----------------------------------------------------------------------------------------------------------|------|------------------|-----------------------|------------|--------------------------------------------------------------------------------------------------|---------|---------|--------------------------------|------------|
|                                                                                                           |      |                  |                       |            | Compensation (\$)                                                                                | (\$)(2) | (\$)(3) |                                |            |
| David M. Rausch<br>President and Chief Executive Officer                                                  | 2016 | 360,000          | 39,900                |            | 31,080                                                                                           | (1,362) | 31,286  | 460,904                        |            |
|                                                                                                           | 2015 | 335,000          | 66,000                |            | 9,997                                                                                            | 19,713  | 27,600  | 458,310                        |            |
| Thomas D. Hull III (4)<br>Vice President, Finance, Chief Financial Officer, Treasurer and Secretary       | 2016 | 125,000          | 23,040                | 25,000     | 43,750                                                                                           |         | 42,626  | 259,416                        |            |
| D. Michael Parker (5)<br>Senior Vice President, Finance, Chief Financial Officer, Treasurer and Secretary | 2016 | 173,497          |                       |            |                                                                                                  | 1,379   | 325,201 | 500,077                        |            |
|                                                                                                           | 2015 | 258,982          | 39,600                |            | 7,903                                                                                            | 57,196  | 21,351  | 385,032                        |            |
| Keith D. Smith<br>Vice President, Manufacturing                                                           | 2016 | 206,914          | 15,960                |            | 17,089                                                                                           | (2,489) | 22,952  | 260,426                        |            |
|                                                                                                           | 2015 | 200,887          | 26,400                |            |                                                                                                  | 14,437  | 16,071  | 257,795                        |            |

(1) See Note 5 to the Consolidated Financial Statements included in the Company's 2016 Annual Report on Form 10-K for a discussion of the assumptions underlying the value of stock options.

(2) The amount listed for each named executive officer consists of the current year change in the present value of benefits earned under the Pension Plan. No benefits were earned under the Pension Plan during the year. See Compensation Discussion and Analysis Executive Officer Compensation Other Compensation Plans in this Proxy Statement for additional information regarding the Pension Plan.

- (3) The amounts listed for each named executive officer consist of matching and non-matching contributions made or accrued by the Company on behalf of that executive officer to the Company's 401(k) Incentive Savings Plan and 401 Plus Executive Deferred Compensation Plan. All Other Compensation for Mr. Parker also includes retirement benefits earned during fiscal year 2016 in the amount of \$311,321. All Other Compensation for Mr. Hull also includes relocation expense reimbursement of \$37,699.
- (4) Mr. Hull took office on November 2, 2015. Compensation shown is for the period from that date through April 30, 2016.
- (5) Mr. Parker retired on October 13, 2015. Compensation shown includes amounts paid during fiscal year 2016, including pursuant to Mr. Parker's separation agreement.

Except as specifically revised by the information contained herein, this supplement does not revise or update any of the other information set forth in the Proxy Statement. This supplement should be read in conjunction with the Proxy Statement. From and after the date of this supplement, any references to the Proxy Statement are to the Proxy Statement as supplemented hereby.