

S&T BANCORP INC
Form DEFA14A
April 11, 2018

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

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. 1)

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 under Rule 14a-12

S&T Bancorp, 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.

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

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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:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 21, 2018.

Meeting Information

S&T BANCORP, INC.

Meeting Type: Annual Meeting
For holders as of: March 22, 2018
Date: May 21, 2018 Time: 10:00 AM Eastern Time

Location: S&T SUPPORT CENTER
INDIANA WEST PLAZA
2416 PHILADELPHIA STREET
INDIANA, PENNSYLVANIA 15701
Meeting live via the Internet-please visit
www.virtualshareholdermeeting.com/STBA18.

S&T BANCORP, INC.

800 PHILADELPHIA ST.
INDIANA, PA 15701

You are receiving this communication because you hold shares in the company named above.

This is not a ballot, You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before
You
Vote --

How to Access the Proxy Materials

Proxy Materials Available to
VIEW or RECEIVE:
PROXY STATEMENT FOR
THE 2018 ANNUAL
MEETING OF
SHAREHOLDERS
ANNUAL REPORT ON
FORM 10-K IN A
COMBINED DOCUMENT
FOR THE FISCAL YEAR
ENDED DECEMBER 31,
2017

How to View Online:

Have the information that is
printed in the box marked by
the arrow àXXXX XXXX
XXXX XXXX (located on the
following page) and visit:
www.proxyvote.com.

How to Request and Receive a
PAPER or E-MAIL Copy:

If you want to receive a paper
or e-mail copy of these
documents, you must request
one. There is NO charge for
requesting a copy. Please
choose one of the following
methods to make your request:

1) BY INTERNET :

www.proxyvote.com

2) BY TELEPHONE

: 1-800-579-1639

3) BY E-MAIL* :

sendmaterial@proxyvote.com

* If requesting materials by
e-mail, please send a blank
e-mail with the information
that is printed in the box
marked by the arrow àXXXX
XXXX XXXX
XXXX (located on the
following page) in the subject

line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 7, 2018 to facilitate timely delivery.

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How
To
Vote

-
Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow àXXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

During The Meeting : Go

to www.virtualshareholdermeeting.com/STBA18.

Have the information that is printed in the box marked by the arrow àXXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

Vote on Directors - THE BOARD
OF DIRECTORS RECOMMENDS
A VOTE "FOR ALL".

ELECTION OF DIRECTORS TO SERVE
1. TERMS EXPIRING IN 2019

Nominees:

- | | |
|---------------------------|---------------------------|
| 01) Todd D. Brice | 08) Robert E. Kane |
| 02) Christina A. Cassotis | 09) David L. Krieger |
| 03) Michael J. Donnelly | 10) James C. Miller |
| 04) James T. Gibson | 11) Frank J. Palermo, Jr. |
| 05) Jeffrey D. Grube | 12) Christine J. Toretta |
| 06) Jerry D. Hostetter | 13) Steven J. Weingarten |
| 07) Frank W. Jones | |

Vote on Proposals - THE BOARD OF
DIRECTORS RECOMMENDS A VOTE
"FOR" PROPOSALS 2 AND 3 AND FOR
"1 YEAR" ON PROPOSAL 4.

TO RATIFY THE SELECTION OF
2. KPMG LLP AS S&T'S INDEPENDENT
REGISTERED PUBLIC ACCOUNTING
FIRM FOR THE FISCAL YEAR 2018.

TO APPROVE, ON A NON-BINDING
3. ADVISORY BASIS, THE
COMPENSATION OF S&T'S
EXECUTIVE OFFICERS.

TO APPROVE, ON A NON-BINDING
4. ADVISORY BASIS, THE FREQUENCY
OF FUTURE ADVISORY VOTES ON
THE COMPENSATION OF S&T
BANCORP, INC.'S NAMED
EXECUTIVE OFFICERS.

TO TRANSACT SUCH OTHER
BUSINESS AS MAY PROPERLY COME
BEFORE THE MEETING OR ANY
ADJOURNMENT THEREOF.