

SUPREME INDUSTRIES INC
Form DEF 14A
March 19, 2009

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant X

Filed by a Party other than the Registrant O

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-12

SUPREME INDUSTRIES, 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)(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):
 - 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 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:
-

SUPREME INDUSTRIES, INC.

2581 East Kercher Road

P.O. Box 237

Goshen, IN 46528

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held May 5, 2009

To Stockholders of

SUPREME INDUSTRIES, INC.:

The annual meeting of stockholders of Supreme Industries, Inc. (the Company) will be held at the Courtyard by Marriott, 1930 Lincolnway East, Goshen, Indiana, on May 5, 2009, at 10:00 a.m. Eastern Time for the following purposes:

1. To elect eight directors to serve until the next annual meeting of stockholders and until their respective successors shall be elected and qualified;
2. To ratify the selection of Crowe Horwath LLP as the Company's Independent Registered Public Accounting Firm; and
3. To transact such other business as may properly come before the meeting and any adjournment thereof.

Information regarding matters to be acted upon at this meeting is contained in the accompanying Proxy Statement. Only stockholders of record at the close of business on March 6, 2009, are entitled to notice of and to vote at the meeting and any adjournment thereof.

All stockholders are cordially invited to attend the meeting.

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IT IS IMPORTANT THAT YOUR STOCK BE REPRESENTED AT THE MEETING, REGARDLESS OF THE NUMBER OF SHARES YOU HOLD. PLEASE COMPLETE, SIGN, AND RETURN PROMPTLY THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE, WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING.

By Order of the Board of Directors

Goshen, Indiana
March 25, 2009

William J. Barrett
Secretary

SOLICITATION OF PROXIES

This Proxy Statement and accompanying Proxy are furnished to owners of the Company's common stock, par value \$.10 per share (the Common Stock) in connection with the solicitation of proxies by the Board of Directors of Supreme Industries, Inc. (the Company) for use at the Annual Meeting of Stockholders to be held at the Courtyard by Marriott, 1930 Lincolnway East, Goshen, Indiana, on May 5, 2009 at 10:00 a.m. Eastern Time, or at any adjournment thereof. The Notice of Meeting, the form of Proxy, and this Proxy Statement are being mailed to the Company's stockholders on or about March 25, 2009.

The expense of proxy solicitation will be borne by the Company. Although solicitation is to be made primarily through the mail, the Company's officers and/or employees and those of its transfer agent may solicit proxies by telephone or personal contact, but in such event no additional compensation will be paid by the Company for such solicitation efforts, however, the Company will reimburse such persons for all accountable costs so incurred.

A copy of the 2008 Annual Report to Stockholders of the Company for its fiscal year ended December 27, 2008, is being mailed with this Proxy Statement to all such stockholders entitled to vote, but does not form any part of the information for solicitation of proxies.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on May 5, 2009

This Proxy Statement, the accompanying proxy card and our 2008 Annual Report to Stockholders are available at www.proxy.supremeind.com.

RECORD DATE AND VOTING SECURITIES

The Board of Directors of the Company has fixed the close of business on March 6, 2009, as the record date for determination of stockholders entitled to notice of and to vote at the Annual Meeting. As of the record date, there were 12,150,823 shares of Class A Common Stock and 2,188,490 shares of Class B Common Stock of the Company issued and outstanding. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of Common Stock as of the record date is necessary to constitute a quorum at the Annual Meeting with respect to matters upon which both classes of Common Stock are entitled to vote.

ACTION TO BE TAKEN AND VOTE REQUIRED

Action will be taken at the meeting to elect a Board of Directors and to ratify the selection of Crowe Horwath LLP as the Company's Independent Registered Public Accounting Firm. The proxy will be voted in accordance with the directions specified thereon and otherwise in accordance with the judgment of the persons designated as proxies. Any proxy on which no directions are specified will be voted for the election of directors named herein and otherwise in accordance with the judgment of the persons designated as proxies. Any person executing

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the enclosed proxy may nevertheless revoke it at any time prior to the actual voting thereof by filing with the Secretary of the Company either a written instrument expressly revoking it or a duly executed proxy bearing a later date. Furthermore, such person may nevertheless elect to attend the meeting and vote in person, in which event the proxy will be suspended.

The Company's Certificate of Incorporation authorizes two classes of \$.10 par value Common Stock (designated Class A and Class B) as well as one class of \$1.00 par value preferred stock. No shares of the preferred stock are outstanding. In voting on all matters expected to come before the meeting, a stockholder of either Class A or Class B Common Stock will be entitled to one vote, in person or by proxy, for each share held in his or her name on the record date. The holders of the Class A Common Stock will be entitled to elect that number (rounded down) of directors equal to the total number of directors to be elected divided by three, i.e., two directors, and the holders of the Class B Common Stock will be entitled to elect the remaining directors. The Class A Directors are elected by majority vote of shares held by holders of Class A Common Stock attending in person or represented by proxy. The Class B Directors are elected by plurality vote of the holders of Class B Common Stock attending in person or represented by proxy. The ratification of the selection of Crowe Horwath LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 26, 2009, must be approved by majority vote of the combined shares of the Class A Common Stock and Class B Common Stock held by the holders of such Class A Common Stock and Class B Common Stock attending in person or represented by proxy. The Company's Certificate of Incorporation prohibits cumulative voting.

Abstentions are voted as "shares present" at the Annual Meeting for purposes of determining whether a quorum exists. In the election of the Class B Directors, votes withheld will have no effect on the outcome of the vote. In the election of the Class A Directors and the vote on the ratification of the selection of our independent registered public accounting firm, votes withheld and abstentions will have the effect of a vote "against" the proposal. Proxies submitted by brokers that do not indicate a vote for some or all of the proposals because the brokers do not have discretionary voting authority and have not received instructions from a stockholder as to how to vote on those proposals (so-called "broker non-votes") are considered "shares present" for purposes of determining whether a quorum exists. However, broker non-votes are not considered to be shares entitled to vote and will not affect the outcome of any vote.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tabulation sets forth the names of those persons who are known to management to be the beneficial owners as of March 6, 2009, of more than five percent (5%) of the Company's Class A or Class B Common Stock. Such tabulation also sets forth the number of shares of the Company's Class A or Class B Common Stock beneficially owned as of March 6, 2009 by all of the Company's directors and nominees, named executive officers, and all directors and officers of the Company as a group. Persons having direct beneficial ownership of the Company's Common Stock possess the sole voting and dispositive power in regard to such stock. Class B Common Stock is freely convertible on a one-for-one basis into an equal number of shares of Class A Common Stock, and ownership of Class B shares is deemed to be beneficial ownership of Class A shares under Rule 13d-3(d)(1) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As of March 6, 2009, there were 12,150,823 Class A shares and 2,188,490 Class B shares outstanding.

The following tabulation also includes Class A shares covered by options granted under the Company's 2004, 2001, and 1998 Stock Option Plans, which options are collectively referred to as "Stock Options." The Stock Options have no voting or dividend rights.

Finally, the following tabulation includes restricted Class A shares, as defined in the Company's Amended and Restated 2004 Stock Option Plan, which shares are referred to as "Restricted Stock." Restricted Stock has the right to vote and receive dividends; however, it contains restrictions regarding the holder's ability to sell, transfer, pledge, or assign such Stock.

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Name and Address of Beneficial Owner	Title Class	Amount and Nature of Beneficial Ownership		Percent of Class (1)	
Wilco Management Company, Inc. 2360 West Joppa Road, Suite 226 Lutherville, MD 21093	Class A	788,826	(2)	6.5	%
First Manhattan Co. 437 Madison Avenue New York, NY 10022	Class A	717,564	(3)	5.9	%
Dimensional Fund Advisors LP Palisades West, Building One 6300 Bee Cave Road Austin, TX 78746	Class A	622,840	(4)	5.1	%
William J. Barrett 636 River Road Fair Haven, NJ 07704	Class A	1,743,483	(5)(6)(10)(11)	13.4	%
	Class B	759,862	(6)	34.7	%
Robert J. Campbell 15690 Treasure Cove Bullard, TX 75757	Class A	156,464	(5)(6)(8)(10)	1.3	%
	Class B	47,620		2.2	%
Thomas Cantwell #1 McGill St., Apt. 1010 Montreal, Quebec, Canada H2Y 4A3	Class A	556,513	(5)(10)	4.4	%
	Class B	541,621		24.7	%
Edward L. Flynn 7511 Myrtle Avenue Glendale, NY 11385	Class A	128,014	(5)(9)	1.1	%
Herbert M. Gardner 636 River Road Fair Haven, NJ 07704	Class A	1,204,408	(5)(7)(10)(11)	9.3	%
	Class B	623,218	(7)	28.5	%
Jeffery D. Mowery 2581 East Kercher Road	Class A	82,923	(5)(11)	*	