STEEL DYNAMICS INC
Form DEFR14A
May 02, 2019

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 x

Filed by a Party other than the Registrant o

Check the appropriate box:

o	Preliminary Proxy Statement
o	**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o	Definitive Proxy Statement
x	Definitive Additional Materials
o	Soliciting Material under §240.14a-12

Steel Dynamics, 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):

x	No fee required.	
o	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:
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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):
	(4)	Proposed maximum aggregate value of transaction:
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o	Fee paid previously with preliminary materials.
o	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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(3)	Filing Party:
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AMENDMENT TO PROXY STATEMENT

FOR THE ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 16, 2019

Steel Dynamics, Inc. (the Company) is filing this Schedule 14A Amendment with the Securities and Exchange Commission (the SEC) in connection with the solicitation of proxies for the upcoming 2019 Annual Meeting of Stockholders to be held on May 16, 2019 (the Annual Meeting).

Our proposed Amended and Restated Steel Dynamics, Inc. 2015 Equity Incentive Plan (the Plan) is attached as Annex A to our Proxy Statement, filed with the SEC on March 27, 2019 (the Proxy Statement). Section 5.1(a) of the Plan states that the maximum number of shares with respect to which any Awards may be granted to any Eligible Employee in any one fiscal year shall be 500,000 shares. Pursuant to this Amendment, 500,000 shall be replaced with 300,000 in Section 5.1(a) of the Plan. In the event Proposal 4 in the Proxy Statement is approved by stockholders, Section 5.1 of the Plan will appear as follows:

5.1 **Individual Share Limitation.** Subject to the provisions of Section 10.2 below, (a) the maximum number of shares with respect to which any Awards may be granted to any Eligible Employee in any one fiscal year shall be ~~500,000~~ 300,000 shares and (b) the maximum number of shares with respect to which any Awards may be granted to any Director in any one fiscal year shall be 10,000 shares. *(strikethrough and underscore highlights change)*

No other changes have been made to the Proxy Statement, as previously supplemented by our Supplement to Proxy Statement, filed with the SEC on April 23, 2019, (the Supplement) or to the matters to be considered by the stockholders at the Annual Meeting. All other items in the Proxy Statement, as supplemented by the Supplement, are incorporated in this Amendment by reference without change. The information in this Amendment should be read in conjunction with the Proxy Statement and the Supplement, which were made available to stockholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for the Annual Meeting.