

AIRGAS INC
Form DEFA14A
July 21, 2010

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

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-12

Airgas, 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):

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x 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 240.0-11 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:

It's All About Value
It's All About Value
July 21, 2010
July 21, 2010

1
1
1
1
1
1
1
1
1
1
1
1
1

FORWARD-LOOKING
STATEMENTS

This
presentation
contains
statements
that
are
forward
looking.
Forward-looking
statements
include
the
statements
identified
as
forward-
looking
in
the
Company's
press
release
announcing
its
quarterly
earnings,
as
well
as
any
statement
that
is

not
based
on
historical
fact,
including
statements
containing
the
words
believes,
may,
plans,
will,
could,
should,
estimates,
continues,
anticipates,
intends,
expects
and
similar
expressions.
All
forward-looking
statements
are
based
on
current
expectations
regarding
important
risk
factors
and
should
not
be
regarded
as
a
representation
by
us
or
any
other
person

that
the
results
expressed
therein
will
be
achieved.
Airgas
assumes
no
obligation
to
revise
or
update
any
forward-looking
statements
for
any
reason,
except
as
required
by
law.
Important
factors
that
could
cause
actual
results
to
differ
materially
from
those
contained
in
any
forward-looking
statement
include
the
factors
identified
in
the

Company's
press
release
announcing
its
quarterly
earnings,
as
well
as
other
factors
described
in
the
Company's
reports,
including
its
March
31,
2010
Form
10-K,
subsequent
Forms
10-Q,
and
other
forms
filed
by
the
Company
with
the
Securities
and
Exchange
Commission.
The
Company
notes
that
forward-looking
statements
made
in
connection
with

a
tender
offer
are
not
subject
to
the
safe
harbors
created
by
the
Private
Securities
Litigation
Reform
Act
of
1995.
The
Company
is
not
waiving
any
other
defenses
that
may
be
available
under
applicable
law.

ADDITIONAL INFORMATION
ADDITIONAL INFORMATION

This
presentation
does
not
constitute
an
offer
to
buy
or
solicitation
of
an

offer
to
sell
any
securities.

In
response
to
the
tender
offer
commenced

by
Air
Products
Distribution,
Inc.,

a
wholly
owned
subsidiary
of
Air
Products
and
Chemicals,
Inc.,

Airgas
has
filed

a
solicitation/recommendation
statement

on
Schedule
14D-9

with
the
U.S.

Securities
and
Exchange
Commission
(SEC).

INVESTORS
AND
SECURITY
HOLDERS
OF
AIRGAS

ARE
URGED
TO
READ
THESE
AND
OTHER
DOCUMENTS
FILED
WITH
THE
SEC
CAREFULLY
IN
THEIR
ENTIRETY
BECAUSE
THEY
CONTAIN
IMPORTANT
INFORMATION.

Investors
and
security
holders
may
obtain
free
copies
of
these
documents
and
other
documents
filed
with
the
SEC
by
Airgas
through
the
web
site
maintained
by
the
SEC
at

<http://www.sec.gov>.

Also,

materials

related

to

Air

Products

Unsolicited

Proposals

are

available

in

the

Investor

Information

section

of

the

Company's

website

at

www.airgas.com,

or

through

the

following

web

address:

<http://investor.shareholder.com/arg/airgascontent.cfm>.

In

addition,

Airgas

filed

a

preliminary

proxy

statement

for

the

2010

Annual

Meeting

with

the

SEC

on

July

8,

2010,

and

Airgas
will
file
a
definitive
proxy
statement
in
advance
of
the
2010
Annual
Meeting.
Any
definitive
proxy
statement
will
be
mailed
to
stockholders
of
Airgas.
INVESTORS
AND
SECURITY
HOLDERS
OF
AIRGAS
ARE
URGED
TO
READ
THESE
AND
OTHER
DOCUMENTS
FILED
WITH
THE
SEC
CAREFULLY
IN
THEIR
ENTIRETY
WHEN
THEY
BECOME

AVAILABLE
BECAUSE
THEY
WILL
CONTAIN
IMPORTANT
INFORMATION.

Investors
and
security
holders
will
be
able
to
obtain
free
copies
of
these
documents
(when
available)
and
other
documents
filed
with
the
SEC
by
Airgas
through
the
web
site
maintained
by
the
SEC
at
<http://www.sec.gov>.

CERTAIN INFORMATION REGARDING PARTICIPANTS
CERTAIN INFORMATION REGARDING PARTICIPANTS

Airgas
and
certain
of
its
directors

and
executive
officers
may
be
deemed
to
be
participants
under
the
rules
of
the
SEC.
Security
holders
may
obtain
information
regarding
the
names,
affiliations
and
interests
of
Airgas
directors
and
executive
officers
in
Airgas
Annual
Report
on
Form
10-K
for
the
year
ended
March
31,
2010,
which
was
filed
with

the
SEC
on
May
27,
2010,
its
proxy
statement
for
the
2009
Annual
Meeting,
which
was
filed
with
the
SEC
on
July
13,
2009
and
its
preliminary
proxy
statement
for
the
2010
Annual
Meeting,
which
was
filed
with
the
SEC
on
July
8,
2010.
To
the
extent
holdings
of
Airgas

securities
have
changed
since
the
amounts
printed
in
the
proxy
statement
for
the
2009
Annual
Meeting,
such
changes
have
been
or
will
be
reflected
on
Statements
of
Change
in
Ownership
on
Form
4
filed
with
the
SEC.
These
documents
can
be