

Rosetta Resources Inc.
Form SC 13G
May 07, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

ROSETTA RESOURCES INC.

(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

77779307
(CUSIP Number)

May 6, 2014
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.
777779307

13G

Page 2 of 11 Pages

1NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Point72 Asset Management, L.P.

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH:

0

6SHARED VOTING POWER

2,920,110 (a) (see Item 4)

7SOLE DISPOSITIVE POWER

0

8SHARED DISPOSITIVE POWER

2,920,110 (a) (see Item 4)

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,920,110 (a) (see Item 4)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.8% (a) (see Item 4)

12TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT

C U S I P N o . 13G
77779307

Page 3 of 11 Pages

1NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Point72 Capital Advisors, Inc.

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH:

0
6SHARED VOTING POWER

2,920,110 (a) (see Item 4)
7SOLE DISPOSITIVE POWER

0
8SHARED DISPOSITIVE POWER

2,920,110 (a) (see Item 4)

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,920,110 (a) (see Item 4)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.8% (a) (see Item 4)

12TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT

C U S I P N o . 13G
77779307

1NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Cubist Systematic Strategies, LLC

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH:

0

6SHARED VOTING POWER

91,572 (see Item 4)

7SOLE DISPOSITIVE POWER

0

8SHARED DISPOSITIVE POWER

91,572 (see Item 4)

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

91,572 (see Item 4)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1% (see Item 4)

12TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

C U S I P N o . 13G
77779307

Page 5 of 11 Pages

1NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

EverPoint Asset Management, LLC

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH:

0
6SHARED VOTING POWER

100,000 (see Item 4)
7SOLE DISPOSITIVE POWER

0
8SHARED DISPOSITIVE POWER

100,000 (see Item 4)

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,000 (see Item 4)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2% (see Item 4)

12TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

C U S I P N o . 13G
77779307

Page 6 of 11 Pages

1NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steven A. Cohen

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH:

6SHARED VOTING POWER

3,111,682 (a) (see Item 4)

7SOLE DISPOSITIVE POWER

0

8SHARED DISPOSITIVE POWER

3,111,682 (a) (see Item 4)

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,111,682 (a) (see Item 4)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1% (a) (see Item 4)

12TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT

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Item 1(a)

Name of Issuer:

Rosetta Resources Inc.

Item 1(b)

Address of Issuer's Principal Executive Offices:

1111 Bagby Street, Suite 1600, Houston Texas, 77002

Item 2(a)

Name of Person Filing:

This statement is filed by: (i) Point72 Asset Management, L.P. ("Point72 Asset Management") with respect to shares of Common Stock, \$0.001 par value per share ("Shares"), of the Issuer held by certain investment funds it manages; (ii) Point72 Capital Advisors, Inc. ("Point72 Capital Advisors Inc.") with respect to Shares held by certain investment funds managed by Point72 Asset Management; (iii) Cubist Systematic Strategies, LLC ("Cubist Systematic Strategies") with respect to Shares held by certain investment funds it manages; (iv) EverPoint Asset Management, LLC ("EverPoint Asset Management") with respect to Shares held by certain investment funds it manages; and (v) Steven A. Cohen with respect to Shares beneficially owned by Point72 Asset Management, Point72 Capital Advisors Inc., Cubist Systematic Strategies and EverPoint Asset Management.

Point72 Asset Management, Point72 Capital Advisors Inc., Cubist Systematic Strategies, EverPoint Asset Management and Steven A. Cohen have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which they have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Act.

Item 2(b)

Address or Principal Business Office:

The address of the principal business office of (i) Point72 Asset Management, Point72 Capital Advisors Inc. and Mr. Cohen is 72 Cummings Point Road, Stamford, CT 06902; (ii) Cubist Systematic Strategies is 330 Madison Avenue, New York, NY 10173; and (iii) EverPoint Asset Management is 510 Madison Avenue, New York, NY 10022.

Item 2(c)

Citizenship:

Point72 Asset Management is a Delaware limited partnership. Point72 Capital Advisors Inc. is a Delaware corporation. Cubist Systematic Strategies and EverPoint Asset Management are Delaware limited liability companies. Mr. Cohen is a United States citizen.

Item 2(d)

Title of Class of Securities:

Edgar Filing: Rosetta Resources Inc. - Form SC 13G
Common Stock, par value \$0.001 per share

Item 2(e) CUSIP Number:

777779307

Item 3 Not Applicable

Item 4 Ownership:

The percentages used herein are calculated based upon the Shares of common stock issued and outstanding as of April 25, 2014 as reported on the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission by the Issuer for the quarterly period ended March 31, 2014.

As of the close of business on May 6, 2014:

1. Point72 Asset Management, L.P.

(a) Amount beneficially owned: 2,920,110 (a)

(b) Percent of class: 4.8% (a)

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,920,110 (a)

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,920,110 (a)

2. Point72 Capital Advisors, Inc.

(a) Amount beneficially owned: 2,920,110 (a)

(b) Percent of class: 4.8% (a)

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,920,110 (a)

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,920,110 (a)

3. Cubist Systematic Strategies, LLC

(a) Amount beneficially owned: 91,572

(b) Percent of class: 0.1%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 91,572

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 91,572

4. EverPoint Asset Management, LLC

(a) Amount beneficially owned: 100,000

(b) Percent of class: 0.2%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 100,000

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 100,000

5. Steven A. Cohen

(a) Amount beneficially owned: 3,111,682 (a)

Paul M. Flynn, FutureFuel Chemical Company's executive vice president of business and marketing, is party to an Employment Agreement dated December 31, 2014 which provides that Mr. Flynn would be entitled to certain payments or benefits, as applicable, upon the occurrence of a termination of his employment. The amount of each of these payments or benefits is contingent upon Mr. Flynn executing and delivering to the Company a general release.

Upon a termination of Mr. Flynn's employment for death or disability, Mr. Flynn would be entitled to an immediate full vesting of his restricted shares. Had such a termination occurred on December 31, 2015, Mr. Flynn would have been able to receive accelerated vesting of restricted shares worth \$1,013,000, based on the closing price of our shares on such date of \$13.50.

Upon a termination of Mr. Flynn's employment by Mr. Flynn for good reason, as defined in the employment agreement, Mr. Flynn would be entitled to: (i) an immediate full vesting of his remaining unvested restricted shares; (ii) payment of his base salary for a period of six months; (iii) if eligible, reimbursement of COBRA premiums for a period of six months. Had such a termination occurred on December 31, 2015, Mr. Flynn would have been able to receive accelerated vesting of restricted shares worth \$1,013,000, based on the closing price of our shares on such date of \$13.50, payment of his base salary for a period of six months, and \$6,000 as reimbursement for COBRA premiums for a period of six months.

Upon the Company's voluntary termination of Mr. Flynn's employment, as defined in the employment agreement, Mr. Flynn would be entitled to (i) immediate vesting of 50% of the balance of his remaining unvested restricted shares; (ii) payment of his base salary for a period of six months, to the extent eligible, reimbursement of COBRA premiums for a period of six months. Had such a termination occurred on December 31, 2015, Mr. Flynn would have been able to receive accelerated vesting of restricted shares worth \$506,000, based on the closing price of our shares on such date of \$104,000 as payment of his base salary for a period of six months, and \$6,000 as reimbursement for COBRA premiums for a period of six months.

Upon a change of control, as defined in the employment agreement, Mr. Flynn would be entitled to an immediate full vesting of all of his unvested restricted shares plus payment of the amount, if any, by which \$2,500,000 exceeds the value of the restricted shares at the time of such a termination occurred on December 31, 2015, Mr. Flynn would have been able to receive accelerated vesting of restricted shares worth \$2,500,000 based on the closing price of our shares on such date of \$13.50, plus a cash payment in the amount of \$1,488,000.

Directors and Executive Officers.**Material Proceedings.**

No director, officer, or affiliate of us, no owner of record or beneficially of more than five percent of any class of our voting securities, and no person who is a party in any material proceeding adverse to us or to any of our subsidiaries.

Directors, Executive Officers, Promoters, and Control Persons.**Identification of Directors.**

Our directors are as follows:

Name	Age	Director Term	
		Since	Expires
Paul A. Novelty, chairman of the board and chief executive officer	72	2005	2018
Edwin A. Levy ^(a)	79	2005	2016
Paul G. Lorenzini	77	2007	2018
Donald C. Bedell ^(a)	75	2008	2016
Paul M. Manheim	67	2011	2017
Dale E. Cole	68	2015	2018
Terrance C.Z.	58	2015	2016

Egger^(a)

Jeffrey L. Schwartz 67 2015 2017

Messrs. Bedell, Levy, and Egger are

(a) nominated for re-election at the 2016 Annual Shareholders Meeting.

There is no arrangement or understanding between any of the above directors and any other person pursuant to which such person is to become a director.

Identification of Executive Officers.

The current executive officers of the Company are as follows:

Name	Position	Officer	
		Age	Since
Paul A. Novelty	Chairman of the board and chief executive officer	72	2005
Rose M. Sparks	Principal financial officer and chief financial officer	49	2012
Sam W. Dortch	Executive Vice President	67	2015
Paul M. Flynn	Executive Vice President	49	2015

There is no arrangement or understanding between any of the above officers and any other person pursuant to which such person is to become an officer.

Identification of Certain Significant Employees.

The following individuals are executive officers of FutureFuel Chemical Company who are expected to make significant contributions to the Company.

Name	Position	Age	Officer
			Since
Samuel W. Dortch	Executive vice president and	67	2007

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Rose M. Sparks	general manager Chief financial officer	49	2013
Paul M. Flynn	Executive vice president of business and marketing	49	2014

There is no arrangement or understanding between any of the above officers and any other person pursuant to which such person shall become an officer.

Family Relationships.

There is no family relationship between any of our executive officers and directors.

Business Experience of Our Directors and Executive Officers.

Paul A. Novelly has been our chairman of the board since inception and chief executive officer since January 2013. Mr. Novelly was previously the chief executive officer of Apex Oil Company, Inc., a privately-held company based in St. Louis, Missouri engaged in the trading, storage and transportation of petroleum products, including liquid terminal facilities in the Midwest and Eastern United States, and towboat operations on the inland waterway system. Mr. Novelly is president and a director of AIC Limited, a Bermuda-based oil trading company, chairman and chief executive officer and a director of World Point Terminals, Inc., a Delaware company based in Missouri which is the general partner of World Point Terminals, LP which is a publicly traded master limited partnership which owns and operates petroleum storage facilities in the Midwest and Eastern United States. Mr. Novelly is also the executive officer of St. Albans Global Management, Limited Partnership, LLLP, which provides corporate management services to a number of companies on its board of directors at Boss Holdings, Inc., a distributor of work gloves, boots and rainwear, and other consumer products, and Florida Community Bank, a holding company whose material subsidiary is Florida Community Bank. Within the past five years, Mr. Novelly also served as chairman of World Point Terminals Inc., a Canadian and Toronto Stock Exchange predecessor to World Point Terminals, Inc.

Our board believes that Mr. Novelly's experience, knowledge, skills, and expertise as our chairman since 2005 and his knowledge of the effectiveness of our business strategies provide valuable perspective to our board and add significant value. Additionally, Mr. Novelly's experience as chief executive officer of Apex Oil Company, Inc., AIC Limited, and St. Albans Global Management, Limited Partnership, LLLP, as well as his service on the board of World Point Terminals, Inc., as well as a number of executive positions with other oil refining, terminalling, storage, and transportation companies, is integral to our board's assessment of our business opportunities and strategic options. Finally, Mr. Novelly's service and experience on various boards, including active involvement in strategic planning for those companies, strengthens the governance and functioning of our board.

Paul G. Lorenzini has been a member of our board since January 2007 and served as our chief operating officer from April 21, 2011 to April 21, 2015. In January 1970, Mr. Lorenzini co-founded Packaging Consultants, Inc., a distribution business supplying packaging materials to a number of companies. In 1983, Bunzl PLC, a supplier of supermarket and food service packaging, acquired Packaging Consultants, Inc. Mr. Lorenzini became president of Bunzl PLC and in 1986 became president of Bunzl USA. He subsequently became the chief executive officer and chairman of Bunzl USA. Mr. Lorenzini served as Bunzl North America to the largest food packaging distributor in North America and retired in July 2004 with the title of chairman. Mr. Lorenzini served as a director of Bunzl PLC between 1988 and 1991 and between 1999 and 2004.

Our board believes that Mr. Lorenzini's experience, knowledge, skills, and expertise as our chief operating officer and his know business strategies gained over his eight-plus years of service as chief operating officer provide valuable perspective to our board. Additionally, Mr. Lorenzini's operational and management experience with Bunzl PLC, Bunzl USA, and Bunzl North America assessment of our business opportunities and strategic options. Finally, Mr. Lorenzini's service and experience as a director for active involvement in strategic planning for those companies, strengthens the governance and functioning of our board.

Edwin A. Levy has been a member of our board since November 2005. In 1979, Mr. Levy co-founded Levy, Harkins & Co., Inc. firm, where, until recently, he served as chairman of the board and individual advisor. Mr. Levy was a director of Traffix, Inc. 2006, and served as a member of its audit committee and stock options committee. He is also a director of World Point Terminals, Inc. years, Mr. Levy was a director of World Point Terminals Inc., a Canadian and Toronto Stock Exchange predecessor to World Point Terminals Inc.

Our board believes that Mr. Levy's experience, knowledge, skills, and expertise as a member of our board and his knowledge of strategies gained over his ten-plus years of service to us in that capacity provide valuable perspective to our board and add significant value. Mr. Levy's finance and investment experience from his involvement with Levy, Harkins & Co., Inc. is integral to our board's assessment of opportunities and strategic options. Finally, Mr. Levy's service and experience as a director for other boards, including active involvement in planning for those companies, strengthens the governance and functioning of our board.

Donald C. Bedell has been a member of our board since March 17, 2008. Mr. Bedell is chairman of the board of privately held affiliates, based in Sikeston, Missouri, which operate over 35 skilled nursing, health care, pharmaceutical, hospice, and therapy facilities in Missouri and other states. Mr. Bedell is a director of First Community Bank of Batesville, Arkansas and is a member of the executive committee of the bank and its holding company. He is also a director of World Point Terminals, Inc., serving as chairman of World Point's Corporate Resources Committees. World Point Terminals, Inc. is a Delaware company based in Missouri which is the general partner of World Point Terminals, LP, which is a publicly traded master limited partnership which owns and operates petroleum storage facilities in the United States. Mr. Bedell's chairman, Paul A. Novelly, is the chairman of the board of World Point Terminal, Inc. Mr. Bedell is the former chairman of the board of World Point Conservation. In the past five years, Mr. Bedell has served on the board of directors of World Point Terminals Inc., a Canadian company which is an Exchange predecessor to World Point Terminals, Inc.

Our board believes that Mr. Bedell's experience, knowledge, skills, and expertise acquired as the chairman at Castle Partners, Inc. and his understanding of business strategy formation and execution from both a board and management perspective, add significant value to our board. Additionally, Mr. Bedell's service and experience as a director for other boards, including active involvement in strategic planning, strengthens the governance and functioning of our board.

Paul M. Manheim has been a member of our board since July 15, 2011. Mr. Manheim is currently the President and CEO of Holland America Line, Inc. He develops and owns a portfolio of real estate in the Pacific Northwest consisting of multi-family, office, and mixed-use assets. He is a subsidiary of HAL Holding N.V. Mr. Manheim joined Holland America Line, N.V., the predecessor of HAL Holding N.V., an American company traded on the Amsterdam Stock Exchange, in 1982 and filled various positions in the financial and corporate development of the company. In 2015, Mr. Manheim was the chairman of the board of Shanghai Red Star Optical Company, which owns a portfolio of optical retail stores affiliated with Europe's largest optical retailer. Mr. Manheim has served as a director and chairman of the audit committee of World Point Terminals, LP and its predecessor since 2009. Mr. Manheim received a bachelor of commerce degree from the University of New South Wales, Australia, and qualified as a Chartered Accountant in 1976.

Our board believes that Mr. Manheim's experience, knowledge, skills, and expertise acquired as the president and chief executive officer of HAL Holding N.V., including experience and understanding of business strategy formation and execution from both a board and management perspective, add significant value to our board. Additionally, Mr. Manheim's service and experience as a director for other boards, strengthens the governance and functioning of our board. Finally, Mr. Manheim's experience as the chairman of the audit committee of WPT GP, LLC and his experience as a Chartered Accountant add significant value to our board.

Dale E. Cole was elected as a director on August 27, 2015 at our annual shareholders' meeting. Mr. Cole's career in banking began with First National Bank and Trust Company in Dallas, TX. He then worked with First National Bank in Marshall, TX, and became President of Bank of America in Dallas, TX.

McKinney, TX in 1983. In 1988, Mr. Cole became Chairman and CEO of Worthen Banking Corporation, with two banks in Batesville, AR. Mr. Cole founded First Community Bank in 1997. He currently serves as Chairman and CEO of First Community Bank and its subsidiaries. As of June 30, 2016, First Community Bank had 18 branch locations in Northeast Arkansas and Southwest Missouri and maintained assets of approximately \$100 million. Mr. Cole previously served on the Board of Trustees of the Barret School of Banking in Memphis, TN, the Board of Visitors of the Batesville Community College in Batesville, AR, the Board of the Chamber of Commerce, Economic Development Foundation in Batesville, AR, the Advisory Counsel, and the board of White River Medical Center in Batesville, AR.

Mr. Cole's extensive career in banking built in him a strong foundation in business, regulatory environments, and corporate governance. His experience and exposure in banking and regulatory environments will strengthen the governance function of our board. Additionally, his experience as chairman for other boards, including active involvement in strategic planning for those companies, strengthens the functioning of our board.

Terrance C.Z. (Terry) Egger was appointed as a director by our Board on August 27, 2015. During 2015, Mr. Egger was named Chairman of the Philadelphia Media Network, parent company of the Philadelphia Inquirer, the Philadelphia Daily News and Philly.com, that network of news and entertainment companies. Mr. Egger oversees all operations of the newspaper and its affiliates. During the past two years, Mr. Egger served as Chairman of the Cleveland 2016 Host Committee, Inc., where he led the successful effort for the City of Cleveland to host the 2016 Republican National Convention. In 2013, Mr. Egger retired as chairman of The Plain Dealer Publishing Co. in Cleveland, parent company of The Plain Dealer, Ohio's largest newspaper. Mr. Egger had served in several executive capacities from 2006. From 1996 to 2006, Mr. Egger was the president and publisher of the St. Louis Post-Dispatch. He supervised all operations, including its website STLtoday.com and Suburban Journals of Greater St. Louis. Mr. Egger is a member of the Board of Directors of Medical Mutual of Ohio and a member of the Board of Trustees of the Cleveland Clinic Foundation. He has a bachelor's degree from Augustana College and a master's degree in speech communication from San Diego State University. Mr. Egger serves on the Board of Directors of the Nominating/Corporate Governance Committee.

Our board believes that Mr. Egger's experience, knowledge, skills, and expertise, including experience and understanding of business operations, supervision, operations and management add significant value to our board. Additionally, Mr. Egger's service and experience on other boards adds to the governance and functioning of our board.

Jeffrey L. Schwartz was appointed as a director by our Board on August 27, 2015. Since 2008, Mr. Schwartz has been a founder and Managing Director of Direct Ventures (DDV), which partners with companies seeking to create a digital presence for their companies. He also started and manages DDV, which invests in and provides financial and technical consulting to early stage technology companies, including successes like DraftSight, Inc. and DraftSight Incorporated. From 1995 to 2008, Mr. Schwartz was the chief executive officer of Traffix, Inc. and its predecessor, Quintel Communications, a NASDAQ listed company and leading digital marketer. Mr. Schwartz has been involved in all aspects of web-based and technology marketing, including online and search engine marketing, interactive games, list brokerage and creative services. Mr. Schwartz will serve on the Board of Directors of the Nominating/Corporate Governance Committee.

Our board believes that Mr. Schwartz's experience, knowledge, skills, and expertise, including experience and understanding of business operations, development and marketing add significant value to our board and the company.

Samuel W. Dortch was the vice president - operations services of FutureFuel Chemical Company between July 30, 2007 and August 30, 2010. On August 30, 2010, Mr. Dortch became FutureFuel Chemical Company's vice president - operations between October 15, 2007 and August 30, 2010. On August 30, 2010, Mr. Dortch became FutureFuel Chemical Company's executive vice president and general manager. In 1972, Mr. Dortch joined Eastman Chemical Company's technical services division as a development chemical engineer. He has served in numerous management positions in Kingsport, Batesville and at Eastman Chemical Company's facility. In 2004, Mr. Dortch became manager of research and development at the Batesville plant and director of research and development from 2006.

Our board believes that Mr. Dortch's experience, knowledge, skills, and expertise acquired as the executive vice president and FutureFuel Chemical Company, and his knowledge of our operations and business strategies gained over his nine years of service, and his years of service to Eastman Chemical Company, including his knowledge of the chemical business, are of significant value to us.

Rose M. Sparks has been our principal financial officer, treasurer, and principal accounting officer since November 8, 2012, and since June 1, 2013. Prior to June 1, 2013, Mrs. Sparks served as the controller of FutureFuel Chemical Company since its acquisition. She has twenty years of experience at the Batesville facility. Prior to our acquisition of FutureFuel Chemical Company, Mrs. Sparks worked as the controller at the Batesville plant. Mrs. Sparks is a certified public accountant.

Our board believes that Mrs. Sparks' experience, knowledge, skills, and expertise acquired as controller of FutureFuel Chemical Company, and her knowledge of our operations and business strategies gained over her years of service in that role, as well as experience as a certified public accountant, are of significant value to us.

Paul M. Flynn became FutureFuel Chemical Company's executive vice president of business and marketing on September 2, 2013. Mr. Flynn is a business executive with 25 years in the chemical and biotech industries. After joining Monsanto Company in 2008 as Director of Business Strategy, he spent six years developing corporate strategy, and recently led its development of a new biologicals growth platform. Prior to Monsanto, Mr. Flynn was a global business manager for automotive and electrical products for Eastman Chemical Company. He eventually led the strategy for transforming Specialty Plastics into a profitable growth division for Eastman. He has extensive global experience, including in Europe and Singapore. He received an MBA from Kellogg School of Management, Northwestern University and graduated from Athlone Institute of Technology with a B.S. in Polymer Technology.

Our board believes the experience, knowledge, skills, and expertise Mr. Flynn established in Monsanto Company's corporate strategy are of significant, strategic value to the company. Additionally, Mr. Flynn's experience with Eastman's Specialty Plastics division and his knowledge of the chemical industry provides to the company a fresh perspective and practical insight to the regional and global chemical industry.

Transactions with Related Persons.

From time to time, we enter into transactions with companies affiliated with, or controlled by, Mr. Novelly, who is the chairman of the board, executive officer and a significant shareholder as set forth above, and in which Mr. Novelly has or will have a direct or indirect financial interest. Expenses, prepaid amounts, and unpaid amounts related to these transactions during 2015 are summarized in the following table below.

Related party balance sheet accounts

	As of
	December 31, 2015
Accounts receivable	
Biodiesel, petrodiesel, blends and other petroleum products	\$ 10,000
Total accounts receivable	\$ 10,000
Prepaid expenses	
Administrative services and other	\$ 35,000
Total prepaid expenses	\$ 35,000
Accounts payable	
Natural gas and fuel purchases	\$ 233,000
Travel and administrative services	\$ 11,000
Total accounts payable	\$ 244,000
Accrued liabilities	
Travel and administrative services	\$ -
Total accrued liabilities	\$ -

Related party income statement accounts

	Year Ended
	December 31, 2015
Revenues	
Biodiesel, petrodiesel, blends and other petroleum products	\$64,981,000
Total revenues	\$64,981,000
Cost of goods sold	
Biodiesel, petrodiesel, blends, and other petroleum products	\$2,412,000
Natural gas purchases	4,190,000
Income tax, consulting services and other	60,000
Total cost of goods sold	\$6,662,000
Distribution	
Distribution and related services	\$405,000
Total distribution	\$405,000
Selling, general and administrative expenses	
Commodity trading advisory fees	\$143,000
Travel and administrative services	72,000
Total selling, general, and administrative expenses	\$215,000

Biodiesel, petrodiesel and blends

FutureFuel enters into agreements to buy and sell biofuels (biodiesel, petrodiesel, biodiesel/petrodiesel blends, RINs, and biodiesel) and other petroleum products such as gasoline with an affiliate from time to time. Such agreements are priced at the then current market price for the product, as determined from bids from other customers and/or market pricing services. Cost of goods sold related to these sales includes the cost of allocated fixed costs.

Natural gas purchases

FutureFuel utilizes natural gas to generate steam for its manufacturing process and to support certain of its air and waste treatment. Natural gas is purchased through an affiliate provider of natural gas marketing services. Expenses related to these purchases include the cost of transportation charges are paid to an independent third party.

Income tax and consulting services

An affiliate provides professional services to FutureFuel, primarily in the area of income tax preparation and consulting. FutureFuel obtains finance and accounting expertise from this affiliate as requested. Expenses related to these services are comprised of an agreed reimbursement of expense, at cost.

Distribution and related services

Distribution and related services are comprised of barge transportation and related unloading charges for petrodiesel that were obtained from an affiliate and subsequently rebilled to FutureFuel. Additionally, FutureFuel leases oil storage capacity from an affiliate under a storage agreement. This agreement provides for the storage of biodiesel, diesel or biodiesel/petrodiesel blends, methanol, and biodiesel storage tankage at designated facilities of the affiliate. Expenses related to this agreement include monthly lease charges, general associated heating, throughput, and other customary terminalling charges.

Commodity trading advisory fees

FutureFuel entered into a commodity trading advisory agreement with an affiliate. Pursuant to the terms of this agreement, the affiliate provides FutureFuel concerning the purchase, sale, exchange, conversion, and/or hedging of commodities as FutureFuel may request from time to time.

Travel and administrative services

FutureFuel reimburses an affiliate for travel and other administrative services incurred on its behalf. Such reimbursement is per diem and the affiliate realizing no profit on the transaction.

Review, Approval, or Ratification of Transactions with Related Persons.

Any transaction in which we (or one of our subsidiaries) are a participant, the amount involved exceeds the lesser of \$120,000 or our total assets, or total capital, and in which any party related to us has or will have a direct or indirect material interest must be approved by our independent directors.

disinterested members of our board of directors as fair to us and our shareholders. This policy was adopted by our board on January 1, 2011, and can be found through the “Investor Relations - Corporate Governance” section of our internet website (<http://www.FutureFuelCorporation.com>). All of the agreements described above in this section have been approved by a majority of our board of directors.

In addition, we adopted a Code of Business Conduct and Ethics which sets forth legal and ethical standards of conduct for our employees and the directors, officers, and employees of our subsidiaries. This Code is designed to deter wrongdoing and to promote high standards of conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) prompt, timely, and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in other public communications; (iii) compliance with applicable governmental laws, rules, and regulations; (iv) the prompt internal reporting of violations of the Code by persons identified in this Code; and (v) accountability for adherence to this Code. This Code was adopted by our board on February 1, 2011, and amended on January 1, 2016, is in writing, and can be found on our website at <http://ir.futurefuelcorporation.com/governance.c>. The transactions described above (under the caption “Transactions with Related Persons”) were undertaken in compliance with our Code of Business Conduct and Ethics and approved by a majority of the disinterested members of our board of directors.

Compliance with Section 16(a) of the Exchange Act.

Based solely upon a review of Forms 3 and Forms 4 and amendments thereto furnished to us under the rules of the SEC promulgated under the Exchange Act during the fiscal year ended December 31, 2015, and Forms 5 and amendments thereto furnished to us with respect to the year ended December 31, 2015, as well as any written representation from a reporting person that no Form 5 is required, we are not aware of any members of our board of directors and/or beneficial owners of more than 10% of our common stock failed to file on a timely basis the aforementioned forms, reports required by Section 16 of the Exchange Act during the year ended December 31, 2015.

Standing Audit Committee.

We have a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of our audit committee are: Paul M. Manheim (chairman), Donald C. Bedell, and Dale E. Cole.

Audit Committee Financial Expert.

Our board has determined that each member of our audit committee is an audit committee financial expert. During 2015, each member of our audit committee was independent, as independence for audit committee members is defined in the listing standards applicable to us at that time.

Board Leadership Structure and Role in Risk Oversight.

Board Leadership Structure.

We have a board currently comprised of eight members. Our chairman and chief executive officer is Mr. Novelly. Our chairman is also the lead independent director of our board and at all meetings of our shareholders. He provides strategic leadership and guidance to our board and management, works closely with our chief financial officer and other executive officers, and he works with management and other committees of our board on all matters, including opportunities, and other matters.

Six of the seven remaining members of our board are independent as described below, and these independent members comprise the majority of our board's audit committee, nominating/corporate governance committee, and compensation committee. We have not designated a lead independent director and there are no plans to do so.

We believe that consolidation of the offices of chairman and chief executive officer in Mr. Novelly is the appropriate leadership. His breadth of experience and expertise in both capacities qualifies him for such service. Given his constant communication with the board, this provides for adequate linkage between the board and management.

Role in Risk Oversight.

Our board as a whole is ultimately responsible for our risk management oversight. Our board is assisted by its committees, including the audit committee and compensation committee, whose duties are described in more detail below.

The board's oversight of our material risks is undertaken through, among other things, various reports and assessments that management provides to the board or to committees of our board, and the related board or committee discussions and decisions. The committees of our board report to the board at their meetings.

Our chief executive officer addresses risk matters at regular and special board meetings. In addition, other members of senior management report directly to our board. Finally, our audit committee works closely with our independent public accountants in their review of our financial statements.

Corporate Governance/Director Independence.

Our board has adopted corporate governance guidelines which incorporate certain rules of the SEC and U.S. securities exchange determining director independence. These guidelines include the Company's Corporate Governance Guidelines, Policy for Appointed Related Parties, and Insider Trading Policy, copies of which may be found on our website at <http://ir.futurefuelcorporation.com> also broadly considers all other relevant facts and circumstances that bear on the materiality of each director's relationship with us for conflicts of interest, when determining director independence.

The nominating/corporate governance committee of our board evaluates each incumbent director and all new director nominees against applicable regulations, and rules and makes a recommendation to the full board as to the independence of directors and director nominees. As of that, of the eight current members of the board, the following six directors have no disqualifying relationships with us or our subsidiaries: independent: Edwin A. Levy, Donald C. Bedell, Paul M. Manheim, Dale E. Cole, Terrance C.Z. Egger, and Jeffrey L. Schwartz. The board's compensation, audit, and nominating/corporate governance committees was comprised of directors who were independent. Our nominating/corporate governance committee has determined that, if elected, each of Messrs. Bedell, Levy, and Egger will be independent director under the applicable SEC and stock exchange regulations. Accordingly, if the proposed slate of nominees is elected, our board will maintain a majority of independent directors. The guidelines referenced above, as well as other corporate governance initiatives, are available to any shareholder free of charge upon request to our corporate secretary at our principal executive office set forth above.

Our independent directors meet in executive sessions (without our management) generally before or after meetings of the directors, often as the need arises. None of our non-management directors presides at meetings of our non-management directors. Rather, the independent directors preside at the beginning of each meeting.

Any interested party (and not just our shareholders) may make their concerns known to our non-management directors through <http://ir.futurefuelcorporation.com/contactus.cfm>. In the "comment" section on this page, please indicate that the message is for the independent directors, and the message will be provided to them.

Board Meetings and Committees; Annual Meeting Attendance.

Directors are expected to attend all meetings of our board and assigned committee meetings. Our board held four formal meetings and two meetings by unanimous written consent in lieu of a meeting. Two meetings were attended by all but one director, and two meetings were attended by all but two directors. Our directors are not required to attend annual shareholder meetings. The 2015 annual meeting of our shareholders was held on November 12, 2015, and one director (Mr. Novelty) attended the annual shareholder meeting.

Our board maintained the following committees during 2015: audit committee, compensation committee, and nominating/corporate governance committee. The 2015 members of each of these committees, a summary of the responsibilities and authority of each of the committees, and the resolutions held by each committee in 2015, follow.

Name of Committee and	Number of Meetings in
Functions of the Committee	
Members during 2015	2015
Audit:	- Appoints, compensates, and oversees the work of any public accounting firm employed by the Company;
	- Resolves any disagreements between management and the auditor regarding financial reporting;
Paul M. Manheim (chair) ^(a)	- Pre-approves all audit and non-audit services;
Donald C. Bedell	- Retains independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation;
Dale E. Cole ^(b)	- Seeks any information it requires from employees, all of whom are directed to cooperate with the committee requests;
Thomas R. Evans (chair) ^(a)	- Meets with the Company's officers, external auditors, or outside counsel, as necessary; and
Edwin A. Levy ^(b)	- Oversees that management has established and maintains processes to assure compliance by the Company all applicable laws, regulations, and corporate policies.
Compensation:	- In consultation with the Company's management, establishes the Company's general policies relating to compensation of the Company's officers and directors and the directors and executive officers of the Company subsidiaries, and oversees the development and implementation of such compensation programs;
Donald C. Bedell (chair)	- Approves the annual and long-term performance goals for the Company's incentive plans (including incentive plans for the Company's subsidiaries);
Edwin A. Levy	- Annually reviews and approves corporate goals and objectives relevant to the compensation of the Company executive officers and annually evaluates such officers' performance in light of those goals and objectives and such officers' compensation levels based on this evaluation;
Terrance C.Z. Egger ^(c)	- As required under applicable securities laws and rules, reviews the Compensation Discussion and Analysis section (CD&A) to be included in the Company's annual proxy statement or other reports or filings with the SEC or other governmental authorities and stock exchanges, discusses the CD&A with the Company's management and recommends to the board that the CD&A be included in the Company's annual report on Form 10-K, proxy statement on Schedule 14A or any other filing with the SEC and stock exchanges;
William J. Doré ^(c)	- Reviews and makes recommendations to the board periodically with respect to the compensation of all non-employee directors, including any compensation under the Company's equity-based plans, monitor own compliance of its directors as required by under the Company's stock ownership guidelines;
	- Evaluates the committee's performance and the adequacy of its charter on an annual basis and recommends proposed changes to the board for approval; and
	- With respect to Company directors and officers and executive officers of Company subsidiaries: review and approve base salary adjustments, managerial recommendations under Company's annual bonus and incentive compensation plan; review and approve managerial recommendations of performance share awards and participants under Company's stock option plan; review and approve managerial recommendations for new a

modified compensation and benefit programs; and monitor ownership compliance as required by Company's stock ownership guidelines.

Name of Committee and Members during 2015 Nominating/Corporate Governance:	Functions of the Committee	Number of Meetings in 2015
	- Assists the board by identifying qualified candidates for director, and recommends to the board the director nominees for the next annual meeting of shareholders;	
	- Leads the board in its annual review of board performance;	
Edwin A. Levy (chair)	- Recommends to the board director nominees for each board committee;	
Paul M. Manheim ^(d) Jeffrey L. Schwartz ^(d)	- Oversees the annual process of evaluation of the performance of the Company's management and	
Thomas R. Evans ^(d)	- Develops and recommends to the board corporate governance guidelines applicable to the Company.	
William J. Doré ^(d)		

^(a) Mr. Manheim became chair of the audit committee upon resignation of Mr. Evans on August 27, 2015.

^(b) Mr. Levy was replaced by Mr. Cole on the audit committee on August 27, 2015.

^(c) Mr. Egger was appointed to the compensation committee on August 27, 2015 upon the expiration of Mr. Doré's tenure at the meeting of the shareholders.

^(d) Messrs. Manheim and Schwartz were appointed to the nominating/corporate governance committee on August 27, 2015 upon the resignation of Mr. Evans and the end of tenure of Mr. Doré.

Nominating/Corporate Governance Committee.

Our board has a nominating/corporate governance committee. That committee has a charter, a copy of which may be found at <http://ir.futurefuelcorporation.com/governance.cfm>. A copy may also be obtained free of charge by written request to our corporate principal executive office set forth above.

Our nominating/corporate governance committee will consider director candidates recommended by our shareholders. To facilitate this process, our board has adopted Procedures for Shareholders Submitting Nominating Recommendations, which is Appendix B to our nominating/corporate governance committee charter. Those Procedures set forth the procedures for a shareholder to submit a director nominee recommendation, the process for such nominations, and the information required on each director nominee. Our board has also adopted a Policy on Shareholder Nominations and Candidates for Election as Directors, which is Appendix C to our nominating/corporate governance committee charter. This Policy is also part of the process adopted by our board. Any shareholder desiring to submit a director nominee for consideration by the nominating committee at our 2017 annual meeting of our shareholders must do so in accordance with our bylaws and policies described under "Shareholder

Meeting” beginning at page 1 above. Director nominations should be submitted in writing to our corporate secretary, acting as nominating/corporate governance committee, at FutureFuel Corp., 8235 Forsyth Blvd., Suite 400, Clayton, Missouri 63105. A Policy is available free of charge to any shareholder and may be obtained from our corporate secretary at our principal executive

Once a director nominee has been recommended, whether by a shareholder or otherwise, the nominating committee reviews the qualifications of the nominee in accordance with the Policy Regarding Qualifications of Directors adopted by our board, which is included in our nominating/corporate governance committee charter. A copy of such Policy is available free of charge to any shareholder and our corporate secretary at our principal executive office set forth above. In selecting the slate of nominees to be recommended by the nominating/corporate governance committee to our board, and in an effort to maintain a proper mix of directors that results in a highly effective governing board, the nominating/corporate governance committee also considers such factors as the occupational, geographic, and age diversity of a director; the particular skills and ability of each nominee to understand financial statements and finance matters generally; and the independence of each nominee in accordance with our corporate governance guidelines, SEC rules, and other applicable laws and regulations. Our nominating/corporate governance committee does not differentiate in its evaluation of nominees as directors depending upon whether a nominee is recommended by a shareholder.

The nominating/corporate governance committee reports its recommendations concerning each director nominee to our board. The board considers the nominating/corporate governance committee's recommendations and selects those director nominees to be submitted to the shareholders at the next annual meeting of shareholders. Our board may, as a part of its consideration, request the nominating/corporate governance committee to provide with such information pertaining to a director nominee as our board deems appropriate to fully evaluate the qualifications of the nominee.

The slate of nominees for directors for the 2016 annual meeting of our shareholders consists of Donald C. Bedell, Edwin A. Levy, and Dale E. Cole. All such nominees are standing for reelection.

Audit Committee.

As noted above, our board has a standing audit committee. The audit committee members during 2015 were: Paul M. Manheim, Dale E. Cole, Thomas R. Evans, and Edwin A. Levy (see the footnotes to the chart beginning on page 17 above for an explanation of the audit committee members). All members of our audit committee are independent as determined in accordance with the listing requirements of the NYSE. All members of our audit committee are independent as determined in accordance with the listing requirements of the NYSE.

We have adopted an audit committee charter. A copy of this audit committee charter may be accessed on our internet website at <http://ir.futurefuelcorporation.com/governance.cfm>. A copy may also be obtained free of charge from us by written request to our principal executive office set forth above.

The primary duties and responsibilities of the audit committee are to monitor: (i) the integrity of our financial statements, including the process and systems of internal controls regarding finance and accounting; (ii) our compliance with related legal and regulatory requirements; and (iii) the independence and performance of our external auditor. The audit committee also selects our independent registered public accounting firm. The Company is responsible for designing and implementing the internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of our financial statements in accordance with generally accepted auditing standards and for issuing a report thereon. The audit committee's responsibility is to monitor and oversee these processes.

In the performance of its oversight function, the audit committee has performed the duties required by its charter, and it has reviewed the consolidated financial statements for 2015 with management and the independent registered public accounting firm. The audit committee, in consultation with the independent registered public accounting firm, discussed the matters required to be discussed by the Statement on Auditing Standards Board's *Communication with Audit Committees*, as amended, as adopted by the Public Company Accounting Oversight Board (or PCAOB).

The audit committee has received the written disclosures and the letter from the independent registered public accounting firm regarding the requirements of PCAOB regarding the independent registered public accounting firm's communications with our audit committee and has discussed with the independent registered public accounting firm its independence. The audit committee also has received information from management and has considered whether the provision of any non-audit services by the independent registered public accounting firm is consistent with maintaining the independence of the auditors.

Based upon a review of the reports by, and discussions with, management and the independent registered public accounting firm, and a review of the representations of management and the report of the independent registered public accounting firm, the audit committee has recommended to the board to include the audited financial statements in our Form 10-K and Annual Report for the year ended December 31, 2015.

Paul M. Manheim, Donald C. Bedell, and Dale E. Cole

Compensation Committee.

Our board has established a compensation committee. The compensation committee has a charter which may be found at <http://ir.futurefuelcorporation.com/governance.cfm> at our internet web site. In addition, a copy will be provided free of charge to the corporate secretary at our principal executive office set forth above. Our processes and procedures for the consideration and determination of director compensation are described in "Compensation of Directors and Executive Officers" beginning below.

Shareholder Communications.

Any shareholder who wishes to contact our board or any individual director serving on our board may do so by written communication (Attention: Name of Director(s), if appropriate), Corporate Secretary, FutureFuel Corp., 8235 Forsyth Blvd., Suite 400, Clayton, NC 27020. A shareholder may also contact our board through the Investors Relations – Contact Us page of our internet site, <http://ir.futurefuelcorporation.com/contactus.cfm>. A shareholder choosing to contact us through our website must complete his or her name, the subject he or she wishes to address, and any comments he or she wishes to make. In addition, the number seen at the bottom of the page must be entered. This security requirement prevents automated submissions.

Any proper communication received will be processed by our corporate secretary as agent for our board. A copy of the communication will be forwarded to each member of our board or, if appropriate, to the member(s) of our board named in the communication. The original communication will be maintained on file in our corporate secretary's office and made readily available to any director who so requests.

Compensation of Directors and Executive Officers.

General

Our board of directors has established a compensation committee. The compensation committee's responsibilities include, among other things, setting our policy on remuneration to our (that is, FutureFuel Corp.'s) officers and directors and the executive officers and directors of our Company. Our directors receive an annual stipend of \$30,000, but the stipend is prorated if their service was for less than the full year. Our directors also receive an additional \$10,000 on an annual basis, again prorated if serving as committee chairman for less than the full year. The compensation committee also approved the payment to our directors of \$2,000 for each board and committee meeting attended in person and \$1,000 for each meeting attended telephonically. During 2015, the compensation committee reviewed and approved this fee schedule as reasonable compensation to our directors and has determined to use the same fee structure for 2016.

We determined for 2015 not to pay salaries, bonuses, or other forms of cash compensation to any of our board members that serve in their capacities as such). Executive officer compensation will be monitored during 2016 and set or adjusted as the board deems appropriate.

In 2015, we paid salaries, bonuses, and other forms of compensation to the officers of FutureFuel Chemical Company as described below.

Compensation Discussion and Analysis

The objectives of our compensation program are to provide a competitive compensation package that rewards sustained financial performance that creates long-term value for our shareholders. Our compensation programs are intended to meet the goals of attracting and retaining qualified personnel; motivating these individuals to achieve short-term and long-term corporate goals without undue risk-taking; and ensuring consistency among executive officer positions, while considering external competitiveness and differences in job responsibilities.

The elements of our compensation program include base salary, bonuses, and certain retirement, insurance, and other benefits provided to our employees. In addition, our board adopted an Omnibus Incentive Plan (or the “Incentive Plan”) which was approved by our shareholders at a meeting on June 26, 2007. The Incentive Plan provides equity-based compensation to our executive officers and our directors. Our Compensation Committee, and the company generally, makes decisions with respect to each compensation element paid or payable to our personnel on an individual-by-individual basis and does not necessarily take into account decisions made with respect to other elements of compensation for such individual. The overall goal of our compensation program, however, is to achieve the goals described above.

Cash Salaries and Bonuses

We determined not to pay cash salaries or bonuses to Messrs. Novelly, Lorenzini, or Mikles for 2015. Our chairman and chief executive officer, Mr. Novelly, receives compensation from an affiliate, St. Albans Global Management, Limited Partnership, LLLP. Our former president, Mr. Mikles, received compensation from existing business enterprises and investments, none of which are affiliated with us. None of Messrs. Novelly, Lorenzini, or Mikles received any increase in their salary, bonus, or other income to compensate them for their services to us. As to our other executive officers, the base salary for Mr. Dortch was not materially adjusted in 2015. The base salary for Mrs. Sparks was increased approximately 10% in 2015. Our salaries for 2015 should be competitive with current market levels, sufficient for the services provided, and sufficient to motivate the achievement of short-term and long-term corporate goals. Mr. Flynn was hired in 2014, with a base salary set largely in line with the compensation of FutureFuel Chemical Company and commensurate with his experience.

For the year 2015, we established a bonus pool for the employees of our subsidiary, FutureFuel Chemical Company. The total amount of the bonus pool was determined by our chief executive officer in consultation with our other executive officers. Eligible FutureFuel Chemical Company employees as of January 1, 2015 received \$250. Eligible employees hired prior to January 1, 2015 received approximately 110 hours of pay at the time of hire. Salaried employees of FutureFuel Chemical Company received an additional bonus amount ranging from \$0 to \$92,000. Bonus amounts for FutureFuel Chemical Company’s managers other than the lead executive team were determined by Future Fuel Chemical Company’s board of directors. Mr. Dortch, Mr. Flynn, Mrs. Sparks, and other lead executives of FutureFuel Chemical Company were recommended by our chief executive officer, reviewed and approved by the Compensation Committee of our Board after considering several factors, including our overall financial performance, and comparative information regarding the executive pay practices of our competitors. Such bonus distributions were designed to be commensurate with the services rendered, competitive with market rates for similar services, and sufficient to motivate these individuals to aid in our

and long-term corporate goals.

We expect to establish an annual cash bonus program for fiscal years commencing after 2015 with a target of 10% of after-tax Chemical Company, subject to certain adjustments, but solely on a discretionary basis. In determining actual bonus payouts for the compensation committee will consider performance against performance goals to be established by us, as well as individual expect that this annual cash bonus program will apply to certain key employees of FutureFuel Chemical Company in addition to compensation is described herein. The actual amount of bonuses, if any, will be determined near the end of our fiscal year.

Omnibus Incentive Plan

Our board of directors adopted the Incentive Plan, which was approved by our shareholders at our 2007 annual shareholder meeting. The primary purpose of the Incentive Plan is to:

encourage share ownership by key personnel whose long-term employment with or engagement by us or our subsidiaries (including FutureFuel Chemical Company) is considered essential to our continued progress and, thereby, encourage recipients to act in our shareholders' interests and share in our success; encourage such persons to remain in our employ or in the employ of our subsidiaries; and provide incentives to persons who are not our employees to promote our success.

The Incentive Plan authorizes us to issue stock options (including incentive stock options and nonqualified stock options), stock appreciation rights. To date, options for 1,060,500 shares of stock and awards of 414,800 shares of stock have been made. Please refer to our consolidated financial statements for a detailed discussion of 2015 stock based compensation awards.

Eligible participants in the Incentive Plan include (i) members of our board of directors and our executive officers; (ii) regular, full-time employees of us or any of our subsidiaries; and (iii) persons engaged by us or by any of our subsidiaries to render services to us or our subsidiaries.

Awards under the Incentive Plan are limited to shares of our common stock, which may be shares reacquired by us, including shares purchased on the open market, or authorized but un-issued shares. Awards are limited to 10% of the issued and outstanding shares of our common stock as of the date of adoption of the Incentive Plan. Taking into account the prior grants of stock options and stock appreciation rights, there are 1,194,700 shares remaining to be issued under the Incentive Plan.

The Incentive Plan is administered by our board's compensation committee (or "Administrator"). The Administrator may appoint one or more individuals to administer the Incentive Plan. The Administrator may delegate to one or more individuals the day-to-day administration of the functions assigned to the Administrator in the Incentive Plan. Such delegation may be revoked at any time. All decisions, disputes, and interpretations by the Administrator regarding the Incentive Plan and the terms and conditions of any award granted thereunder shall be binding on all participants.

The Administrator may grant a stock option or provide for the grant of a stock option either from time to time in the discretion of the Administrator or automatically upon the occurrence of events specified by the Administrator, including the achievement of performance goals or

or condition within the control of the participant or within the control of others. Each option agreement must contain provisions: (i) the number of shares of common stock that may be issued upon exercise of the option; (ii) the type of option; (iii) the exercise price of the shares; (iv) the term of the option; (v) such terms and conditions on the vesting or exercisability of the option as may be determined from time to time by the Administrator; (vi) restrictions on the transfer of the option and forfeiture provisions; and (vii) such further terms and conditions as may be determined from time to time by the Administrator. Unless otherwise specifically determined in the Incentive Plan, the vesting of an option will occur only while the participant is employed or rendering services to the company or its subsidiaries, and all vesting will cease upon a participant's termination of employment for any reason.

The Administrator may grant annual performance vested options. Performance will be tied to annual cash flow targets (our cash flow plus depreciation plus amortization) in amounts to be determined. Annual performance vested options will vest 25% for each year the target is achieved (with provisions for subsequent year catch-ups). Neither our management nor our compensation committee, through the year ended December 31, 2015 made any awards that were contingent upon the achievement of specified performance goals or performance-vested. Rather, through 2015, all grants were made in the discretion of our compensation committee based upon the Incentive Plan.

The Administrator may grant cumulative performance vested options. Performance will be tied to cumulative cash flow in amount periods to be determined.

The Administrator may issue other options based upon the following performance criteria either individually, alternatively, or in combination to either us as a whole or to a business unit, subsidiary, or business segment, either individually, alternatively, or in any combination annually or cumulatively over a period of years, on an absolute basis or relative to a pre-established target, to previous years' results, or to a comparison group, in each case as specified by the Administrator: (i) cash flow; (ii) earnings (including gross margin, earnings before taxes, and net earnings); (iii) earnings per share; (iv) growth in earnings or earnings per share; (v) stock price; (vi) return on average shareholders' equity; (vii) total shareholder return; (viii) return on capital; (ix) return on assets or net assets; (x) return on equity; (xi) return on operating revenue; (xii) income or net income; (xiii) operating income or net operating income; (xiv) operating profit or net operating profit; (xv) return on operating revenue; (xvi) market share; (xvii) overhead or other expense reduction; (xviii) growth in shareholder value relative to the S&P 500 Index or a peer group index; (xix) growth in shareholder value relative to the S&P 500 Index or a peer group index; (xx) strategic plan development and implementation; and (xxi) any other similar criteria.

Such options will vest and expire (including on a pro rata basis) on such terms as may be determined by the Administrator from time to time under the terms of the Incentive Plan.

The Administrator may award our common stock to participants. The grant, issuance, retention, or vesting of each stock award will be based on performance criteria and level of achievement versus these criteria as the Administrator determines, which criteria may be based on personal performance evaluations, or completion of service by the participant. Unless otherwise provided for by the Administrator, upon termination of employment other than due to death or retirement, the unvested portions of the stock award and the shares of our common stock thereto will generally be forfeited. Unless otherwise provided for by the Administrator, if a participant's termination of employment is due to death or retirement, all outstanding stock awards will continue to vest provided certain conditions to be determined are met. Unless otherwise provided for by the Administrator, if a participant's termination of employment is due to his death, a portion of each outstanding stock award granted will immediately vest and all forfeiture provisions and repurchase rights will lapse as to a prorated number of shares of common stock equal to the number of whole months since the grant date by the number of whole months between the grant date and the date that the stock award was vested.

The Administrator may grant stock appreciation rights either alone or in conjunction with other awards. The Administrator will determine the number of shares of common stock to be subject to each award of stock appreciation rights. The award of stock appreciation rights will not vest until six months after the date of grant except as the Administrator may otherwise determine in the event of death, disability, retirement, or termination of employment of the participant. Except as otherwise provided by the Administrator, the award of stock appreciation rights will be exercisable by the person exercising the award of stock appreciation rights has been at all times during the period beginning with the date of the grant and ending on the date of such exercise, employed by or otherwise performing services for us or one of our subsidiaries.

In the event there is a change in control of the Company, as determined by our board, our board may, in its discretion: (i) provide for the substitution of, or adjustment to, each outstanding award; (ii) accelerate the vesting of awards and terminate any restrictions on the exercise of awards; and (iii) provide for the cancellation of awards for a cash payment to the participant.

Retirement Benefits

We adopted a 401(k) plan for FutureFuel Chemical Company which is generally available to all of its employees.

Say-on-Pay

At our 2014 annual meeting of shareholders held on September 3, 2014, we submitted a proposal to our shareholders regarding the frequency of say-on-pay votes awarded to our executive officers (commonly known as a “say-on-pay” vote). Our shareholders approved the proposal. We hold the next say-on-pay vote and advisory vote on the frequency of say-on-pay votes (commonly known as “say-when”) at the 2017 annual meeting of shareholders.

The Compensation Committee considers the results of our say-on-pay vote as one factor in evaluating our executive compensation.

Life Insurance and Other Employee Benefits

Our executive officers other than Mr. Novelly participate in employee welfare plans (life insurance, medical insurance, disability insurance, and the like) maintained by FutureFuel Chemical Company for all of its employees.

The Compensation Committee

Our compensation committee currently consists of Donald C. Bedell (Chair), Edwin A. Levy, and Terrance C.Z. Egger. Each of Mr. Bedell, Mr. Levy, and Mr. Egger is an “independent director” under the rules of the NYSE, a “Non-Employee Director” within the meaning of Section 16 of the Exchange Act, and a director within the meaning of §162(m) of the Internal Revenue Code of 1986, as amended.

The following additional information regarding the Incentive Plan is as of December 31, 2015:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining under equity compensation plans reflected in column (c) (c)
Equity compensation plans approved by security holders	250,000	\$12.05	1,194,700

Recommendations from Management

Our chairman and chief executive officer makes recommendations to the compensation committee as to salaries and bonuses for executives and awards under the Incentive Plan. The compensation committee takes these recommendations into consideration in approving salaries and awards.

Summary Compensation Table.

Our executive officers were paid the following compensation for the three-year period ended December 31, 2015.

Summary Compensation Table

Person	Year	Salary	Bonus	Stock Awards (d)	Option Awards (d)
Paul A. Novelly ^{(a) (b)} Chairman and Chief executive officer FutureFuel Corp.	2015	\$ 0	\$0	\$ 870 ,000	\$ 0
	2014	\$ 0	\$0	\$ 903 ,000	\$ 0
	2013	\$ 0	\$0	\$ 0	\$ 0
Lee A. Mikles ^{(a) (b) (c)} Former Director and Former President of FutureFuel Chemical Company	2015	\$ 0	\$0	\$ 0	\$ 0
	2014	\$ 0	\$0	\$ 0	\$ 0
	2013	\$ 0	\$0	\$ 0	\$ 0
Paul G. Lorenzini ^{(b) (e)} Former chief operating officer FutureFuel Corp.	2015	\$ 0	\$0	\$ 0	\$ 0
	2014	\$ 0	\$0	\$ 0	\$ 0
	2013	\$ 0	\$100,000	\$ 0	\$ 0
Samuel W. Dortch ^(a) Executive vice president and general manager, FutureFuel Chemical Company	2015	\$ 220 ,000	\$92,000	\$ 0	\$ 0
	2014	\$ 209 ,000	\$70,000	\$ 0	\$ 42,000
	2013	\$ 207 ,000	\$93,000	\$ 0	\$ 0
Rose M. Sparks ^(a) Chief financial officer, principal financial officer, and treasurer, FutureFuel Corp.	2015	\$ 170 ,000	\$75,000	\$ 0	\$ 0
	2014	\$ 146 ,000	\$70,000	\$ 0	\$ 42,000
	2013	\$ 145 ,000	\$63,000	\$ 0	\$ 0
Paul M. Flynn ^{(a) (f)} Executive vice president of business and marketing, FutureFuel Chemical Company	2015	\$ 218 ,000	\$92,000	\$ 245 ,000	\$ 0
	2014	\$ 59 ,000	\$31,000	\$ 349 ,000	\$ 0

(a) Executive officers of FutureFuel Chemical Company for the years indicated.

For Messrs. Novelly, Mikles, and Lorenzini, includes \$33,000, \$35,000, and \$35,000, respectively, in director fees for 2015, \$37,000 in director fees for Mr. Novelly, \$35,000 and \$36,000 for Mr. Mikles, and \$35,000 and \$31,000 for Mr. Lorenzini, and \$31,000 for Mr. Novelly in 2013. For executive officers of FutureFuel Chemical Company, includes our contributions (including accrued contributions) to defined contribution plans, HSA matching contributions, and the dollar value of any insurance premiums paid by, or on behalf of, the named person covered fiscal year with respect to life and disability insurance for the benefit of the named person. The above amounts do not include amounts reimbursed pursuant to Company policy.

- (c) Mr. Mikles resigned as President of FutureFuel effective January 31, 2015 and resigned as a director effective February 11, 2015.
- (d) Represents the grant date valuation of the awards under FASB ASC Topic 718. Assumptions used for determining the value of the awards here are set forth in Note 13 to our consolidated financial statements.
- (e) Mr. Lorenzini resigned as Chief Operating Officer of FutureFuel Corp. effective August 27, 2015.
- (f) Mr. Flynn became FutureFuel Chemical Company's executive vice president of business and marketing effective September 1, 2015. He received 125,000 shares of our common stock, of which 25,000 vested immediately and 25,000 are to vest in each of the following four quarters.

Grants of Plan-Based Awards.

In December 2015, we granted a total of 30,000 stock options to our new board members. The options awarded have an exercise price between the highest and lowest quoted sales prices for FutureFuel's common stock as of the grant date as reported by the New York Stock Exchange. The options awarded vested immediately and expire on December 18, 2020. Please see Note 13 to our consolidated financial statements for more information on our company's plan-based awards.

No options or stock awards were granted under a plan to executive officers in 2015.

Outstanding Equity Awards at Fiscal Year End.

The following table sets forth certain information concerning unexecuted options, stock that has not vested and equity incentive awards held by our executive officers as of December 31, 2015 with respect to our executive officers:

Name	Option Awards		Equity Incentive Plan Awards:			Stock Awards		Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Number of Awards	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)		
Paul A. Novelly ^(a)	10,000	0	0	12.74	4/29/16	166,667	2,250,000		
Lee E. Mikles ^(f)	10,000	0	0	12.74	4/29/16				

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Paul G.	10,000	0	0	12.74	4/29/16		
Lorenzini ^(e)	10,000	0	0	10.62	4/10/17		
Sam W.	10,000	0	0	12.74	4/29/16		
Dortch ^(b)	10,000	0	0	10.62	4/10/17		
	5,000	10,000	0	11.34	12/2/19		
Rose M.	10,000	0	0	12.74	4/29/16		
Sparks ^{(b)(c)}	10,000	0	0	10.62	4/10/17		
	5,000	10,000	0	11.34	12/2/19		
Paul M. Flynn ^{(a) (d)}						75,000	1,013 ,000

The company issued restricted stock awards to Messrs. Novelly and Flynn on May 9, 2014 and September 2, 2014, respectively. The share award vests in three annual installments on the first, second, and third anniversaries of the grant date as service to the company. (a) total expense for the reward was \$4,195,000 and will be recognized into expense equally over those three years. 20% of the total expense for Mr. Flynn vested immediately, with the remaining 100,000 shares vesting equally over four years. The total expense for the remaining shares with 20% recognized immediately.

The option awards to Mrs. Sparks and Mr. Dortch that expire on December 19, 2019 vest annually over three years and have a value equal to (b) the mean between the highest and lowest quoted sales prices for the company's common stock as of the grant date. For a detailed estimate fair value, see Note 13 to our consolidated financial statements.

(c) Ms. Sparks became our Chief Financial Officer and treasurer effective June 1, 2013.

(d) Mr. Flynn became our Executive Vice President of business and marketing effective September 2, 2014.

(e) Mr. Lorenzini resigned as Chief Operating Officer of FutureFuel Corp. effective August 27, 2015.

(f) Mr. Mikles resigned as President of FutureFuel effective January 31, 2015 and resigned as a director effective February 11, 2015.

Option Exercises and Stock Vested.

The following table sets forth the number of options exercised by each of our executive officers in 2015, and stock awards which vested in 2015.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
	(#)	(\$)	(#)	(\$)
Paul A. Novelly ^(a)	0	0	83,333	870,000
Lee E. Mikles ^(b)	0	0		
Paul G. Lorenzini ^(c)	0	0		
Samuel W. Dortch	0	0		
Rose M. Sparks	0	0		
Paul M. Flynn ^{(a) (b)}	0	0	25,000	245,000

- The company issued restricted stock awards to Messrs. Novelly and Flynn on May 9, 2014 and September 2, 2014, respectively. The share award vests in three annual installments on the first, second, and third anniversaries of the grant date as service to the company.
- (a) total expense for the reward was \$4,195,000 and will be recognized into expense equally over those three years. 20% of the total expense for the reward was recognized immediately.
 - (b) Mr. Flynn vested immediately, with the remaining 100,000 shares vesting equally over four years. The total expense for the award was \$1,000,000 with 20% recognized immediately.
 - (c) Mr. Mikles resigned as President of FutureFuel effective January 31, 2015 and resigned as a director effective February 11, 2015.
 - (d) Mr. Lorenzini resigned as Chief Operating Officer of FutureFuel Corp. effective August 27, 2015.
- Pursuant to Mr. Flynn's restricted stock award, 25,000 shares vested. In 2015, 10,000 shares were withheld in payment of taxes on 15,000 shares.

Compensation of Directors.

Our directors receive an annual stipend of \$30,000, but prorated if their service was less than the full year. Committee heads receive an annual stipend of \$10,000, but prorated if serving as committee chairman for less than the full year. The compensation committee approves the compensation of directors of \$2,000 for each board and committee meeting attended in person and \$1,000 for each board and committee meeting attended by proxy. During 2015, the compensation committee reviewed and approved this fee schedule as reasonable and appropriate compensation for the services provided. The committee determined to use the same fee structure for 2016.

The following is the compensation our directors earned for 2015.

Director	Fees		Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-Qualified Deferred Compensation	All Other Compensation
	Earned	or Paid in Cash					
			(\$)	(\$)	(\$)	Earnings (\$)	(\$)
Paul A. Novelly ^(a)	33	,000	870,000	0	0	0	0
Lee E. Mikles ^(b)	35	,000	0	0	0	0	0
Edwin A. Levy	51	,000	0	0	0	0	0
Paul G. Lorenzini	35	,000	0	0	0	0	0
Donald C. Bedell	50	,000	0	0	0	0	0
Paul M. Manheim	41	,000	0	0	0	0	0
Dale E. Cole ^(c)	13	,000	0	0	0	0	0
Terrance C.Z. Egger ^(c)	13	,000	0	0	0	0	0
Jeffrey L. Schwartz ^(c)	12	,000	0	0	0	0	0

The company issued 250,000 restricted stock awards to Mr. Novelly on May 9, 2014. Mr. Novelly's 250,000 share award will be recognized into expense over three years. (a) installments on the first, second, and third anniversaries of the grant date as service to the company is fulfilled. The total expense is \$4,195,000 and will be recognized into expense equally over those three years.

(b) Mr. Mikles resigned as President of FutureFuel effective January 31, 2015 and resigned as a director effective February 11, 2015.

(c) Messrs. Cole, Egger, and Schwartz began their service as directors on August 27, 2015.

The following table sets forth information concerning unexercised options, stock awards that have not vested and equity incentive awards as of December 31, 2015 with respect to our directors.

Option Awards		Equity Incentive Plan Awards:					Stock Award
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Number of Awards of Securities Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	
Paul A. Novelly ^(a)	10,000	0	0	12.74	4/29/16	166,667	
Lee E. Mikles ^{(a) (b)}	10,000	0	0	12.74	4/29/16		
Paul G. Lorenzini ^{(a) (c)}	10,000	0	0	12.74	4/29/16		
Donald C. Bedell	10,000	0	0	10.62	4/10/17		
Edwin A. Levy	10,000	0	0	12.74	4/29/16		
Paul M. Manheim	10,000	0	0	12.74	4/29/16		
Dale E. Cole ^(d)	10,000	0	0	13.99	12/18/20		
Terrance C.Z. Egger ^(d)	10,000	0	0	13.99	12/18/20		
Jeffrey L. Schwartz ^(d)	10,000	0	0	13.99	12/18/20		

(a) These options are also included in the table set forth above regarding our executive officers.

(b) Mr. Mikles resigned as President of FutureFuel effective January 31, 2015 and resigned as a director effective February 11, 2015.

(c) Mr. Lorenzini resigned as Chief Operating Officer of FutureFuel Corp. effective August 27, 2015.

In December 2015, we granted a total of 30,000 stock options to our new board members. The options awarded have an exercise price equal to the average of the highest and lowest quoted sales prices for FutureFuel's common stock as of the grant date as reported by the NYSE.
(d) The options awarded vested immediately and expire on December 18, 2020. Please see Note 13 to our consolidated financial statements for more information regarding the terms of the company's plan-based awards.

No options were exercised by executive officers in 2015.

Compensation Committee Interlocks and Insider Participation.

The members of our compensation committee during 2015 were Donald C. Bedell, Edwin A. Levy, Terrance C.Z. Egger, and V footnotes to the chart beginning on page 17 above for an explanation of the timing of service of the compensation committee m chaired by Mr. Bedell. None of such individuals are or have been an officer or employee of the Company, nor did we enter into individuals during 2015 (other than the payment of director’s fees and other compensation, as noted above, solely in their capaci

Mr. Novelty, Mr. Levy (one of our directors and a member of our compensation committee), Mr. Bedell (one of our directors a compensation committee), and Mr. Manheim (one of our directors and a member of our audit committee) are directors of Worl World Point Terminals, Inc. does not have a separate compensation committee.

Compensation Committee Report.

The compensation committee of our board has reviewed and discussed the Compensation Discussion and Analysis set forth ab Based on this review and discussions, the compensation committee recommended to our board of directors that the Compensati be included in this annual proxy statement:

Donald C. Bedell, Edwin A. Levy, and Terrance C.Z. Egger

Independent Public Accountants.

The following table shows the aggregate fees billed to us by RubinBrown LLP for professional services attributable to 2014 an

	2014	2015
Audit Fees	\$260,000	\$260,000
Audit-Related Fees	10,836	17,990
Tax Fees	27,000	-
All Other Fees	-	-
Total	\$297,836	\$277,990

Audit fees include professional services rendered by RubinBrown LLP to us for the audit of our annual financial statements and statements included in our Form 10-Q and services that are normally provided by the accountant in connection with statutory and regulatory engagements for 2014 and 2015. Audit related fees include assurance and related services provided by RubinBrown LLP to us in connection with the performance of the audit or review of our financial statements and are not included in audit fees. In 2014 and 2015, Audit-related fees include employee benefit plan audits and comfort letter procedures provided by RubinBrown LLP. Tax fees include professional services provided by RubinBrown LLP for tax compliance, tax advice, and tax planning. These services include a review and preparation of our federal income tax returns. All other fees include any services provided by RubinBrown LLP to us that are not otherwise included in the above. RubinBrown LLP did not provide any other services to us in 2014 or 2015.

Our audit committee approves the engagement of our independent auditors prior to their rendering audit or non-audit services to us. Pursuant to SEC regulations, our audit committee approves all fees payable to the independent auditors for all routine and non-routine services. Our audit committee considers and approves the budget for the annual audit and financial statement review services prior to the start of the audit. Non-routine services in the ordinary course of business which are not prohibited under SEC regulation, such as tax planning, tax services generally are pre-approved on a case-by-case basis.

None of the hours expended on RubinBrown LLP's engagement to audit our financial statements for 2015 were attributed to work performed by individuals who were not RubinBrown LLP's full-time, permanent employees.

Our audit committee is also required to consider the independence of RubinBrown LLP when engaging the firm to perform an audit. It was determined by our audit committee that audit-related and other services provided and the fees paid for those services for maintaining the independence of RubinBrown LLP.

Financial Information - Annual Report.

Our Annual Report for the year ended December 31, 2015 is made available in connection herewith. We will provide without charge our Annual Report upon written request. Requests and related inquiries should be directed to Corporate Secretary, FutureFuel Corporation, Suite 400, Clayton, Missouri 63105.

Other Proposed Actions.

Our board knows of no other matter to come before the 2016 annual meeting of our shareholders. However, if any other matter of our shareholders arises, it is the intention of the persons named in the accompanying shareholder proxy to vote such proxy in accordance with their best judgment.

Voting Procedures.

Required Vote.

In accordance with Delaware law and our bylaws, our directors will be elected at the 2016 annual meeting of our shareholders by a majority of the votes cast by shareholders. "Plurality" means that the nominees receiving the largest number of votes cast are elected as directors up to the number of directors to be elected at the meeting. Any other matter on which shareholders vote at the 2016 annual meeting, including ratification of RubinBrown LLP as our independent auditor for the year ending December 31, 2016, will be determined by the affirmative vote of a majority of the votes cast.

Quorum.

The presence, in person or by proxy, of shareholders owning shares of our common stock representing a majority of the votes of our shareholders at the 2016 annual meeting will constitute a quorum for the transaction of business at the annual meeting for which

to vote. Shareholders who deliver valid proxies or vote in person at the annual meeting will be considered part of the respective represented for any purpose at the annual meeting, it is deemed present for quorum purposes for the remainder of the annual meeting. We will count abstentions as present and entitled to vote for purposes of determining the applicable quorum.

Proxies and Voting.

Shares of our common stock represented by properly executed proxies will, unless the proxies have been properly revoked, be voted in accordance with the instructions indicated on the proxies or, if no instructions are indicated, will be voted FOR the: (i) election of Donald C. Bedell and Terrance C.Z. Egger as Class A directors of the Company; and (ii) approval of the appointment of RubinBrown LLP as our independent financial advisor. You can vote for approval of a particular proposal by marking the shareholder proxy card enclosed herewith or available at <http://www.envisionreports.com/ff> with an "X" in the box under "FOR" for such proposal. If you do not wish to vote "FOR" for the election of Edwin A. Levy, and Terrance C.Z. Egger, you can mark such shareholder proxy card with an "X" in the box under "WITHHOLD" for their respective names, and you can vote against approval of any of the other proposals by marking such shareholder proxy card "AGAINST" for such proposal. Abstentions (other than with respect to the election of directors) may be specified with respect to any proposal by properly marking with an "X" in the box under "ABSTAIN" on the shareholder proxy card, and will be counted as present for the existence of a shareholder quorum.

If you own shares in “street name” in an account at a bank or brokerage firm, we generally cannot mail our proxy materials directly to you. You will receive a voting instruction form with this Proxy Statement that you should use to instruct how your shares are to be voted, and you should vote your shares by completing, signing, and returning the voting instruction form in the envelope provided. Many brokerage firms have telephonic voting of shares and provide instructions for using those services on the voting instruction form. If your shares are held in a brokerage firm may under certain circumstances vote your shares. Such entities may have authority to vote their customers’ shares on routine matters, including the ratification of auditors. When a firm votes its customers’ shares on routine matters, those shares are also counted towards establishing a quorum to conduct business at the meeting. A brokerage firm cannot vote its customers’ shares on non-routine matters from the customers. Accordingly, those shares are not counted as votes against a non-routine matter, but rather are not counted as votes. Proposal 1 (election of directors) is not considered routine matters under New York Stock Exchange rules, so brokers do not have authority to vote shares held in street name on those items. If you hold your shares in street name and wish for your shares to be voted on those items, please provide your broker with voting instructions.

You also may attend the 2016 annual meeting of our shareholders and vote your shares. We encourage you to vote your shares and attend the annual meeting. If you do attend the annual meeting, you will be asked to present valid photo identification, such as a driver’s license. If you hold your stock in an account at a brokerage firm or bank (in nominee name), you will need to bring a copy of an account statement showing ownership on or after the July 20, 2016 record date for the meeting.

Delivery and Availability of Documents to Security Holders Sharing an Address.

Our Annual Report, Proxy Statement, and Notice of Internet Availability of Proxy Materials are being delivered or made available to you by first class mail, even if two or more shareholders of record share an address. Shareholders sharing an address can request delivery of a separate copy of our Reports, Proxy Statements, and Notices of Internet Availability of Proxy Materials by requesting the same to our corporate secretary, Suite 400, Clayton, Missouri 63105.

Directions to the Annual Meeting

From North of St. Louis (Clayton, MO)

Follow I-70 East to I-170 South. Take Exit 1F for Ladue Road. Turn right on Ladue Road. Road name changes to Maryland Avenue. 8235 Forsyth (Merrill Lynch Building) is at Maryland and Forsyth. Garage parking is available behind the building. Take elevator from the main entry way of the 8235 Forsyth building. Take elevator to the 8th floor, Goldstein Conference Room.

From East of St. Louis (Clayton, MO)

Follow I-64/40 West. Take Exit 31A to I-170 North to Ladue Road exit 1F. Turn right on Ladue Road. Road name changes to Maryland Avenue. 8235 Forsyth (Merrill Lynch Building) is at Maryland and Forsyth. Garage parking is available behind the building.

entrance is from the main entry way of the 8235 Forsyth building. Take elevator to the 8th floor, Goldstein Conference Room.

From West of St. Louis (Clayton, MO)

Follow I-64/40 East toward St. Louis. Take Exit 31A to I-170 North to Ladue Road exit 1F. Turn right on Ladue Road. Road n Avenue. Follow to Forsyth Boulevard. 8235 Forsyth (Merrill Lynch Building) is at Maryland and Forsyth. Garage parking is a The meeting entrance is from the main entry way of the 8235 Forsyth building. Take elevator to the 8th floor, Goldstein Confer

From South of St. Louis (Clayton, MO)

Follow I-270 North. Take I-64/40 East. Take Exit 31A to I-170 North to Ladue Road exit 1F. Turn right on Ladue Road. Road Avenue. Follow to Forsyth Boulevard. 8235 Forsyth (Merrill Lynch Building) is at Maryland and Forsyth. Garage parking is a The meeting entrance is from the main entry way of the 8235 Forsyth building. Take elevator to the 8th floor, Goldstein Confer

By Order of the Board of Directors

/s/ Rose M. Sparks
Rose M. Sparks, Chief Financial Officer

July 29, 2016

