

CELADON GROUP INC  
Form DEFA14A  
December 03, 2015

---

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

SCHEDULE 14A

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

Filed by the Registrant  x  
Filed by a Party other than the Registrant  o  
Check the appropriate box:

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

Celadon Group, Inc.  
(Name of Registrant as Specified In Its Charter)

N/A  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
  - (1) Title of each class of securities to which transaction applies: N/A
  - (2) Aggregate number of securities to which transaction applies: N/A
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): N/A
  - (4) Proposed maximum aggregate value of transaction: N/A
  - (5) Total fee paid: N/A
- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount previously paid: N/A
  - (2) Form, Schedule or Registration Statement No.: N/A
  - (3) Filing Party: N/A
  - (4) Date Filed: N/A



Celadon Group, Inc.  
9503 East 33rd Street  
One Celadon Drive  
Indianapolis, Indiana 46235

Supplemental Proxy Materials  
for Annual Meeting of Stockholders  
to be held on December 11, 2015

To Our Stockholders:

The Board of Directors (the “Board”) of Celadon Group, Inc. (the “Company”) is saddened to report that Mr. Stephen Russell, our founder, former Chairman and Chief Executive Officer, and current director, tendered his resignation from the Board effective December 2, 2015, due to health reasons. Accordingly, Mr. Russell will no longer be a nominee for election to the Board at our annual meeting of stockholders to be held December 11, 2015 (the “Annual Meeting”). Mr. Russell’s contributions to the Company over his many years of service have been invaluable and the Board sincerely wishes him well as he takes time to focus on his health.

The Board has not designated a substitute nominee for Mr. Russell and has reduced the size of the Board from 5 to 4. The Board will therefore present 4 nominees for election at the Annual Meeting. The Board recommends that you vote FOR each of these 4 nominees.

If you have already voted your shares by proxy, your shares will be voted as specified in your prior vote with regard to the existing nominees, unless you choose to revoke your proxy. If you have not already voted your shares by proxy, you may still use the original proxy card that we previously distributed, and your vote with respect to nominees for director will be counted accordingly, other than votes with respect to Mr. Russell, which will be disregarded for purposes of the election of directors at the Annual Meeting.

By order of the Board of Directors

/s/                    Kenneth Core  
                          Kenneth Core  
                          Secretary

Indianapolis, Indiana  
December 3, 2015