

RAYONIER ADVANCED MATERIALS INC.
Form DEF 14A
April 07, 2017
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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

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Check the appropriate box:

Preliminary Proxy Statement

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Definitive Proxy Statement

Definitive Additional Materials

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Corporate Headquarters

April 7, 2017

Dear Stockholder:

You are cordially invited to attend our Annual Meeting of Stockholders on May 22, 2017, at the Conference Center, 3852 Union Carbide Road, Woodbine, Georgia, at 11:30 a.m. local time. In the following Notice of 2017 Annual Meeting and Proxy Statement, we describe the matters on which you will be asked to vote at the meeting.

The Securities and Exchange Commission rules allow us to furnish our proxy materials to you over the Internet. This allows us to provide important information to you in a more timely, efficient and cost-effective manner.

Your vote is very important. I urge you to vote on the Internet, by telephone or by mail in order to be certain that your stock is represented at the meeting, even if you plan to attend.

By: /s/ Paul G. Boynton

Paul G. Boynton

Chairman, President and Chief Executive Officer

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Corporate Headquarters

April 7, 2017

NOTICE OF 2017 ANNUAL MEETING

Notice is hereby given that the 2017 Annual Meeting of Stockholders of Rayonier Advanced Materials Inc., a Delaware corporation, will be held at the Conference Center, 3852 Union Carbide Road, Woodbine, Georgia on Monday, May 22, 2017 at 11:30 a.m. local time, for purposes of:

- 1) electing three Class III directors to terms expiring in 2020;
- 2) approving, in a non-binding vote, the compensation of our named executive officers as disclosed in the attached Proxy Statement;
- 3) approving the Rayonier Advanced Materials Inc. 2017 Incentive Stock Plan;
- 4) ratifying the appointment of Grant Thornton as our independent registered public accounting firm for 2017; and
- 5) acting upon such other matters as may properly come before the meeting.

All Rayonier Advanced Materials stockholders of record at the close of business on March 24, 2017 are entitled to vote at the meeting.

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE PROMPTLY SUBMIT YOUR PROXY OR VOTING INSTRUCTION. Most stockholders have a choice of voting over the Internet, by telephone or by using a traditional proxy card. Please refer to the enclosed proxy materials or the information forwarded by your bank, broker or other holder of record to determine which voting methods are available to you. We urge you to complete and submit your proxy electronically or by telephone (if those options are available to you) as a means of reducing the Company's expenses related to the meeting.

Please be aware that, if you own shares in a brokerage account, you must instruct your broker on how to vote your shares. Without your instructions, New York Stock Exchange rules do not allow your broker to vote your shares on any of the proposals except the ratification of the appointment of the Company's independent registered public accounting firm. Please exercise your right as a stockholder to vote on all proposals, including the election of directors, by instructing your broker by proxy.

We urge you to vote your stock, by any of the available methods, at your earliest convenience.

By: /s/ Michael R. Herman
Michael R. Herman
Corporate Secretary

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PROXY STATEMENT

2017 Annual Meeting of Stockholders of Rayonier Advanced Materials Inc.

Monday, May 22, 2017

The 2017 Annual Meeting of Stockholders of Rayonier Advanced Materials Inc. (the “Annual Meeting”) will be held on May 22, 2017, for the purposes set forth in the accompanying Notice of 2017 Annual Meeting. This Proxy Statement and the accompanying proxy card are furnished in connection with the solicitation by the Board of Directors of proxies to be used at the meeting and at any adjournment of the meeting. We may refer to Rayonier Advanced Materials Inc. in this Proxy Statement as “we”, “us”, “our”, the “Company” or “Rayonier Advanced Materials”.

GENERAL INFORMATION ABOUT THIS PROXY STATEMENT AND THE ANNUAL MEETING