

SUPREME INDUSTRIES INC
Form DEF 14A
March 20, 2003

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. _____)

Filed by the Registrant /X/

Filed by a party other than the Registrant //

Check the appropriate box:

// Preliminary Proxy Statement

/X/ Definitive Proxy Statement

// Definitive Additional Materials

// Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

// Confidential, for use of the Commission only (as permitted by Rule 14a-6 (e) (2))

SUPREME INDUSTRIES, INC.

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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

Payment of Filing Fee (check the appropriate box):

/X/ No fee required.

// 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.

 (2) Aggregate number of securities to which transaction applies.

 (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined.)

 (4) Proposed maximum aggregate value of transaction.

 (5) Total fee paid.

// Fee paid previously with preliminary materials.

// Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11 (a) (2) and identify the filing for which the fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

 (1) Amount Previously Paid.

 (2) Form, Schedule or Registration Statement No.

 (3) Filing Party.

 (4) Date Filed.

SUPREME INDUSTRIES, INC.

2581 East Kercher Road

P.O. Box 237

Goshen, IN 46528

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held May 8, 2003

To Shareholders of

SUPREME INDUSTRIES, INC.:

SOLICITATION OF PROXIES

This Proxy Statement and accompanying Proxy are furnished to shareholders in connection with the solicitation of proxies by Directors of Supreme Industries, Inc. (the "Company") for use at the Annual Meeting of Shareholders to be held at the Courtyard Marriott, 1930 Lincolnway East, Goshen, Indiana, 10:00 a.m. Eastern Standard Time on May 8, 2003, or at any adjournment thereof. The Notice of Meeting, the form of Proxy, and this Proxy Statement are being mailed to the Company's shareholders on or about May 6, 2003.

The expense of proxy solicitation will be borne by the Company. Although solicitation is to be made primarily through the mail, the Company's officers and/or employees and those of its transfer agent may solicit proxies by telephone or personal contact, but no additional compensation will be paid by the Company for such solicitation material regarding the meeting to beneficial owners of the Company's Common Stock, and in such event the Company will reimburse them for all accountable costs so incurred.

A copy of the Annual Report to Shareholders of the Company for its fiscal year ended December 28, 2002, is being mailed with this Proxy Statement to all such shareholders entitled to vote, but does not form any part of the information for solicitation of proxies.

RECORD DATE AND VOTING SECURITIES

The Board of Directors of the Company has fixed the close of business on March 13, 2003, as the record date for determination of shareholders entitled to notice of and to vote at the Annual Meeting. As of the record date, there were 8,897,986 shares of Class A Common Stock and 1,917,394 shares of Class B Common Stock of the Company issued and outstanding. The presence, in person or by proxy, of holders of a majority of the issued and outstanding shares of Common Stock as of the record date is necessary to constitute a quorum for the Annual Meeting with respect to matters upon which both classes of Common Stock are entitled to vote.

ACTION TO BE TAKEN AND VOTE REQUIRED

Action will be taken at the meeting to elect a Board of Directors and to ratify the selection of Crowe, Chizek and Company LLP as independent auditors. The proxy will be voted in accordance with the directions specified thereon, and otherwise in accordance with the judgment of the persons designated as proxies. Any proxy on which no directions are specified will be voted for the election of the persons named herein, and otherwise in accordance with the judgment of the persons designated as proxies. Any person executing the proxy may nevertheless revoke it at any time prior to the actual voting thereof by filing with the Secretary of the Company either a written instrument expressly revoking it or a duly executed proxy bearing a later date. Furthermore, such person may nevertheless elect to attend the meeting and vote in person, in which event, the proxy will be suspended.

The Company's Certificate of Incorporation authorizes two classes of \$.10 par value Common Stock (designated Class A and Class B) as well as one class of \$1.00 par value preferred stock. No shares of the preferred stock are outstanding. In voting on all matters that come before the meeting, a shareholder of either Class A or Class B Common Stock will be entitled to one vote, in person or by proxy, for each share held in his name on the record date, except that the holders of Class A Common Stock shall be entitled to elect that number (rounded down) of directors equal to the total number of directors to be elected divided by three, i.e., three directors, and the holders of Class B Common Stock shall be entitled to elect the remaining directors. The election of three directors by the holders of the Class A Common Stock requires the affirmative vote of a majority of the shares of Class A Common Stock represented in person or by proxy at the meeting at which a majority of the outstanding Class A shares is present. The Company's Certificate of Incorporation prohibits cumulative voting. The ratification of the selection of auditors requires the affirmative vote of the holders of a majority of the outstanding shares of the Class A Common Stock present, in person or by proxy, at the annual meeting.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tabulation sets forth the names of those persons who are known to Management to be the beneficial owners as of March 13, 2003 of more than five percent of the Company's Class A or Class B Common Stock. Such tabulation also sets forth the number of shares of the Company's Class A or Class B Common Stock beneficially owned as of March 13, 2003 by all of the Company's directors and officers (naming them) and all directors and officers of the Company as a group (without naming them). Persons having direct beneficial ownership of the Company's Common Stock possess the sole voting and dispositive power in regard to such stock. Class B Common Stock is convertible on a one-for-one basis into an equal number of shares of Class A Common Stock, and ownership of Class B shares shall constitute beneficial ownership of Class A shares under Rule 13d-3(d)(1) promulgated under the Securities Exchange Act of 1934. As of March 13, 2003, there were 8,897,986 Class A shares and 1,917,394 Class B shares outstanding.

The following tabulation also includes Class A shares covered by options granted under the Company's 1992, 1998 and 2001 Stock Option Plans, which options are collectively referred to as "Stock Options". The Stock Options have no voting or dividend rights.

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Omer G. Kropf	Class A	607,257 (2)
2581 East Kercher Road		
Goshen, IN 46528		
Robert J. Campbell	Class A	122,720 (2)(5)(6)
15690 Treasure Cove	Class B	40,040
Bullard, TX 75757		

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Name and Address of Beneficial Owner	Title Class	Amount and Nature of Beneficial Ownership
Rice M. Tilley, Jr.	Class A	39,811 (2)
1600 West Seventh Street		
Suite 500		
Fort Worth, TX 76102		
Robert W. Wilson	Class A	104,404 (2)
2581 East Kercher Road		
Goshen, IN 46528		
H. Douglas Schrock	Class A	81,278 (2)
68143 Clunette Street		
New Paris, IN 46553		
All directors and officers as a group of (9) persons	Class A	3,704,549 (2)(3)(4)(5)(6)
	Class B	1,742,001 (3)(4)

* Less than 1%

(1) The percentage calculations have been made in accordance with Rule 13d-3(d)(1) promulgated under the Securities Exchange Act of 1934. In making these calculations, shares beneficially owned by a person as a result of the ownership of Stock Options, or ownership of Class B Common Stock, were deemed to be currently outstanding solely with respect to the holders of such options or Class B Common Stock.

(2) Includes the number of Class A Shares set forth opposite the persons named in the following table which shares are beneficially owned as a result of the ownership of Stock Options under the Company's 1992, 1998 and 2001 Stock Option Plans.

										Stock			
										Options			
			Thomas Cantwell							13,287			
			Herbert M. Gardner							86,637			
			William J. Barrett							86,637			
			Omer G. Kropf							102,662			
			Robert J. Campbell							13,287			
			Rice M. Tilley, Jr.							15,663			
			Robert W. Wilson							83,839			
			H. Douglas Schrock							9,954			
			All directors and officers as a group							411,966			

(3) Includes 8,785 shares of Class A Common Stock and 51,447 shares of Class B Common Stock owned by Mr. Gardner's wife. Mr. Gardner has disclaimed beneficial ownership of these shares.

(4) Includes 74,260 shares of Class A Common Stock and 8,954 shares of Class B Common Stock owned by Mr. Barrett's wife. Mr. Barrett has disclaimed beneficial ownership of these shares.

(5) Includes 373 shares of Class A Common Stock owned beneficially by Mr. Campbell's wife, as custodian for their children. Mr. Campbell has disclaimed beneficial ownership of these shares.

