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. \_\_\_\_\_)

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// Preliminary Proxy Statement

/X/ Definitive Proxy Statement

/X/ No fee required.

// 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))

&nbsp SUPREME INDUSTRIES, INC.

#### (NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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

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- &nbsp (1) Title of each class of securities to which transaction applies.
- &nbsp (2) Aggregate number of securities to which transaction applies.
- &nbsp (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 filling fee is calculated and state how it was determined.)
- &nbsp (4) Proposed maximum aggregate value of transaction.

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&nbsp (5) Total fee paid.

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// Fee paid previously with preliminary materials.

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// 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 was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its

&nbsp (1) Amount Previously Paid.

&nbsp &nbsp

&nbsp (2) Form, Schedule or Registration Statement No.

&nbsp &nbsp

&nbsp (3) Filing Party.

&nbsp &nbsp &nbsp &nbsp &nbsp

&nbsp (4) Date Filed.

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#### 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

&nbsp &nbsp

To Shareholders of

## SUPREME INDUSTRIES, INC.:

&nbsp &nbsp

The annual meeting of shareholders of Supreme Industries, Inc. (the "Company") will be held at the Courtyard by Marriott, 19 East, Goshen, Indiana on May 8, 2003 at 10:00 a.m. Eastern Standard Time for the following purposes:

&nbsp &nbsp

- 1. To elect nine directors to serve until the next annual meeting of shareholders and until their respective successors sha and qualified;
- &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp
  - 2. To ratify the selection of Crowe, Chizek and Company LLP as independent auditors; and
- &nbsp &nbsp
  - 3. To transact such other business as may properly come before the meeting and any adjournment thereof.

&nbsp &nbsp

Information regarding matters to be acted upon at this meeting is contained in the accompanying Proxy Statement. Only share record at the close of business on March 13, 2003 are entitled to notice of and to vote at the meeting and any adjournment then

&nbsp &nbsp

All shareholders are cordially invited to attend the meeting. Whether or not you plan to attend, please complete, sign, and retu enclosed proxy in the accompanying addressed envelope for which postage is prepaid. You may revoke the proxy at any time commencement of the meeting.

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&nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp By Order of the Board of Directors

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Goshen, Indiana &nbsp &nbsp &nbsp &nbsp &bsp William J. Barrett

March 20, 2003 & hbsp & hbsp Secretary

&nbsp &nbsp

IT IS IMPORTANT THAT YOUR STOCK BE REPRESENTED AT THE MEETING, REGARDLESS OF THE NUMBER YOU HOLD. PLEASE COMPLETE, SIGN, AND RETURN PROMPTLY THE ENCLOSED PROXY IN THE ACCOMPANENVELOPE, WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING.

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#### **SOLICITATION OF PROXIES**

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The expense of proxy solicitation will be borne by the Company. Although solicitation is to be made primarily through the machine 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 ow Company's Common Stock, and in such event the Company will reimburse them for all accountable costs so incurred.

&nbsp &nbsp

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

&nbsp &nbsp

#### RECORD DATE AND VOTING SECURITIES

&nbsp &nbsp

The Board of Directors of the Company has fixed the close of business on March 13, 2003, as the record date for determination 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 Stock and 1,917,394 shares of Class B Common Stock of the Company issued and outstanding. The presence, in person or by holders of a majority of the issued and outstanding shares of Common Stock as of the record date is necessary to constitute a continual Meeting with respect to matters upon which both classes of Common Stock are entitled to vote.

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#### ACTION TO BE TAKEN AND VOTE REQUIRED

&nbsp &nbsp

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

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

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#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

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

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Name and Address &nbsp Title **Amount and Nature of** &nbsp &nbsp of Beneficial Owner &nbsp Class &nbsp **Beneficial Ownership** &nbsp Wellington Management Company 1,030,100 &nbsp &nbsp Class A &nbsp 75 State Street &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp Boston, MA 02109 &nbsp Ronald L. Eubel &nbsp Class A &nbsp 863,871 &nbsp 7777 Washington Village Drive, Suite 210 &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp Dayton, OH 45459 &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp &nbsp

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Mark E. Brady and Robert J. Suttman		Clas	ss A		863,236	)			
7777 Washington Village Drive, Suite 210									
Dayton, OH 45459									
William Hazel		Clas	ss A		829,994	ļ			
7777 Washington Village Drive, Suite 210									
Dayton, OH 45459									
Bernie Holtgrieve and Eubel Brady & Suttman		Clas	ss A		829,994				
Asset Management, Inc.									
7777 Washington Village Drive, Suite 210									
Dayton, OH 45459									
Will M	0 1	C1	<b>.</b>	01	554 (00				01
Wilen Management Corporation		Clas	SS A		554,680	,			
2360 West Joppa Road					\$54,680 				
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2360 West Joppa Road			 		 		•		
2360 West Joppa Road Lutherville, MD 21093		 	  	 	 	  			 
2360 West Joppa Road Lutherville, MD 21093	  	   Class	  	   	  	(2)(6)			  
2360 West Joppa Road Lutherville, MD 21093         Thomas Cantwell	   	Class	   ss A		   650,511	(2)(6)		 	   
2360 West Joppa Road  Lutherville, MD 21093             Thomas Cantwell  #1 McGill St., Apt. 1010		Class Class	   ss A		   650,511 637,224 	(2)(6)		 	
2360 West Joppa Road Lutherville, MD 21093         Thomas Cantwell #1 McGill St., Apt. 1010 Montreal, Quebec, Canada H2Y 4A3		Class Class	ss A ss B		650,511 637,224	(2)(6)			
2360 West Joppa Road Lutherville, MD 21093         Thomas Cantwell #1 McGill St., Apt. 1010 Montreal, Quebec, Canada H2Y 4A3		Class Class	ss A ss B     ss A		650,511 637,224	(2)(6)			
2360 West Joppa Road Lutherville, MD 21093         Thomas Cantwell #1 McGill St., Apt. 1010 Montreal, Quebec, Canada H2Y 4A3           Herbert M. Gardner		Class Class     Class	ss A ss B     ss A		650,511 637,224     496,285	(2)(6)      &(2)(3)(6)			
2360 West Joppa Road Lutherville, MD 21093           Thomas Cantwell #1 McGill St., Apt. 1010 Montreal, Quebec, Canada H2Y 4A3           Herbert M. Gardner 636 River Road		Class Class     Class Class Class	ss A ss B     ss A ss B		650,511 637,224     496,285	(2)(6)      &(2)(3)(6)			
2360 West Joppa Road Lutherville, MD 21093           Thomas Cantwell #1 McGill St., Apt. 1010 Montreal, Quebec, Canada H2Y 4A3           Herbert M. Gardner 636 River Road Fair Haven, NJ 07704		Class Class     Class	ss A ss B     ss A ss B		650,511 637,224     888,693 496,285	(2)(6)      &(2)(3)(6)			
2360 West Joppa Road Lutherville, MD 21093           Thomas Cantwell #1 McGill St., Apt. 1010 Montreal, Quebec, Canada H2Y 4A3           Herbert M. Gardner 636 River Road Fair Haven, NJ 07704		Class Class   Class Class   Class Class	ss A ss B     ss A ss B   ss A ss B		650,511 637,224     888,693 496,285	(2)(6)        6 (2)(3)(6) 6 (3)			

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Omer G. Kropf				Class A			607,257 (2)						
2581 Ea	ast Kerch	er Road											
Goshen	, IN 4652	8											
Robert .	J. Campb	ell				Clas	ss A		122,720 (2)(5)(6)				
15690 7	5690 Treasure Cove					Clas	Class B   40,040						
Bullard	, TX 757:	57							p       &n				
							۷	1					
Name and Address						Ti	tle		<b>Amount and Nature of</b>				
		and Au	of Beneficial Owner					· · · · · · · · · · · · · · · · · ·					
			Owner				ass		Ве	eneficial (	Ownersh	nip	
Rice M.		neficial C	Owner				ass	•	<b>Be</b> 39,811 (		Ownersh	nip	 
	of Bei	neficial C				Cla	ass			(2)		<b>&amp;</b> nbsp	•
	of Ber Tilley, J	neficial C				Clas	ass ss A		39,811	(2)		-	
1600 W Suite 50	of Ber Tilley, J	n <b>eficial C</b> r. nth Street			 	Clas Clas 	ass ss A 	  	39,811 ( 	(2) 			
1600 W Suite 50 Fort Wo	of Bei Tilley, J Test Sever	neficial C r. nth Street 76102			  	Clast	ass ss A	   	39,811 (  	(2)  	 		  
1600 W Suite 50 Fort Wo 	of Ber Tilley, J Test Sever 200 orth, TX	neficial C r. hth Street 76102 			  	Classes & nbsp & nbsp & nbsp	ass ss A		39,811 (	  	 		  
1600 W Suite 50 Fort Wo  Robert	of Bei Tilley, J Test Sever 200 orth, TX 7	neficial C r. oth Street 76102 				Class Class	ass ss A		39,811 (	  	 		

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Class A

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Class A

Class B

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All directors and officers as a group

H. Douglas Schrock

68143 Clunette Street

New Paris, IN 46553

of (9) persons

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* Less t	han 1%												
(1) The percentage calculations have been made in accordance with Rule 13d-3(d)(1) promulgated under the Securities E 1934. In making these calculations, shares beneficially owned by a person as a result of the ownership of Stock Options, Class B Common Stock, were deemed to be currently outstanding solely with respect to the holders of such options or Cl											ions, or ov		
(2) Includes the number of Class A Shares set forth opposite the persons named in the following table which shares are a result of the ownership of Stock Options under the Company's 1992, 1998 and 2001 Stock Option Plans.											are benefi		
									Sto	ock			
									Opt	tions			
			Thomas Cantwe							13,287			
			Herbert	M. Gard	ner					86,637			
			William Barrett	ı J.						86,637			
			Omer C	. Kropf						102,662			
			Robert .	J. Campb	ell					13,287			
			Rice M	. Tilley, J	r.					15,663			
			Robert	W. Wilso	n					83,839			
			H. Dou	glas Schr	ock					9,954			
			All dire	ctors and	officers	as a grou	p			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 w. Gardner has disclaimed beneficial ownership of these shares.												ardner's w	
		260 shares eneficial				k and 8,9	54 shares	s of Class	B Comr	non Stocl	k owned	by Mr. B	arrett's wif

<sup>5</sup> 

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

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(6) Includes the number of shares of Class A Common Stock which are deemed to be beneficially owned as a result of owners Class B Common Stock, which Class B shares are freely convertible on a one-for-one basis into Class A shares.

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Depositories such as The Depository Trust Company (Cede & Company) as of March 13, 2003 held, in the aggregate, more the Company's then outstanding Class A voting shares. The Company understands that such depositories hold such shares for the various participating brokers, banks, and other institutions which are entitled to vote such shares according to the instructions beneficial owners thereof. The Company has no reason to believe that any of such beneficial owners hold more than 5% of the outstanding voting securities.

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#### **ELECTION OF DIRECTORS**

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Nine directors are to be elected at the Annual Meeting of Shareholders. Unless otherwise instructed, the proxy holders will voreceived by them for the nominees shown below for the term of one year and until their successors are duly elected and have a Company's Board of Directors is currently comprised of nine members. Of the persons named below, Messrs. Schrock, Tilley have been nominated for election by the holders of Class A Common Stock, and the remaining persons have been nominated the holders of Class B Common Stock.

&nbsp &nbsp

Messrs. Gardner, Barrett, Kropf and Wilson were the executive officers of the Company as of December 28, 2002. Officers are annually by the Board of Directors at the Annual Meeting of Directors held immediately following the Annual Meeting of Shares and the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Directors held immediately following the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Directors held immediately following the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Directors held immediately following the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Directors held immediately following the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Directors held immediately following the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Shares are supported by the Board of Directors at the Annual Meeting of Shares are supported by the Board of Directors at the Board

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Although it is not contemplated that any nominee will be unable to serve as a director, in such event the proxies will be voted thereof for such other person as may be designated by the current Board of Directors. The Management of the Company has n believe that any of the nominees will be unable or unwilling to serve if elected to office, and to the knowledge of Managemen intend to serve the entire term for which election is sought.

&nbsp &nbsp