

CENTURY CASINOS INC /CO/
Form 4
January 04, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHELLMANN GOTTFRIED

2. Issuer Name and Ticker or Trading Symbol
CENTURY CASINOS INC /CO/
[CNTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

HANS WEIGELGASSE 5

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MARIA
ENZERSDORF, C4 A-02340

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/30/2015		S		1,000	D	\$ 7.7
Common Stock	12/31/2015		S		1,000	D	\$ 7.75

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Grants of Plan-Based Awards During Fiscal Year 2013

The following table shows all plan-based awards granted to the named executive officers during fiscal 2013.

Name	Grant Date	Commit- tee Action Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Stock Units (\$) ⁽¹⁾	All Other Option Awards: Number of Securi- ties Un- derlying Options (#)	Exer- cise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽²⁾
			Thresh- old (\$)	Target (\$)	Maxi- mum (\$)	Thresh- old (\$)	Target (\$)	Maxi- mum (\$)				
Maryjo Cohen	11/21/ 2013	11/21/ 2013							80,000		72,479	
Randy F. Lieble	11/21/ 2013	11/21/ 2013							76,500		69,341	
Spence W. Ahneman	11/21/ 2013	11/21/ 2013							24,000		21,751	
Lawrence J. Tienor	11/21/ 2013	11/21/ 2013							10,000		9,051	
Douglas J. Frederick	11/21/ 2013	11/21/ 2013							46,000		41,677	

(1) These amounts reflect stock awards denominated in dollars but payable in restricted stock under the Incentive Compensation Plan.

(2) These amounts reflect the grant date fair value of the awards computed in accordance with FASB ASC Topic 718 based on the closing price of the Company's common stock on the grant date and do not reflect the actual amounts earned.

The stock awards granted on November 21, 2013 were payable in common stock based on a per share price of \$80.50, the closing price of the Company's common stock on December 31, 2013, and were paid as follows: Ms. Cohen, 993 shares; Mr. Lieble, 950 shares; Mr. Ahneman, 298 shares; Mr. Tienor, 124 shares; and Mr. Frederick, 571 shares. Unless vested earlier in accordance with the Incentive Compensation Plan, the restricted stock awards will vest 100% on March 15, 2019, assuming the employee remains in the Company's employ through such date. The executive officers have voting and dividend rights in the restricted shares.

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Outstanding Equity Awards At 2013 Fiscal Year-End

The following table shows all outstanding equity awards held by the named executive officers at the end of fiscal 2013.

Name	Grant Date	STOCK AWARDS			Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
		Number of Shares or Units of Stock That Have Not Vested (#) ⁽¹⁾	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽²⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	
Maryjo Cohen	5/18/2010	915	71,658		
	11/16/2010	384	30,912		
	11/15/2011	534	42,987		
	11/15/2012	697	56,109		
	11/21/2013	993	79,937		
Randy F. Lieble	5/18/2010	274	22,057		
	11/16/2010	269	21,655		
	11/15/2011	385	30,993		
	11/21/2013	950	76,475		
Spence W. Ahneman	11/16/2010	38	3,059		
	12/30/2011	53	4,267		
	11/15/2012	69	5,555		
	11/21/2013	298	23,989		
Lawrence J. Tienor	5/18/2010	228	18,354		
	11/16/2010	38	3,059		
	11/15/2011	53	4,267		
	11/15/2012	139	11,190		
	11/21/2013	124	9,982		
Douglas J. Frederick	5/18/2010	228	18,354		
	11/16/2010	153	12,317		
	11/15/2011	320	25,760		
	11/15/2012	306	24,663		
	11/21/2013	571	45,966		

(1) Assuming the employee remains in the Company's employ through such date, the restricted stock granted on 5/18/2010 vests 100% on March 15, 2015; the restricted stock granted on 11/16/2010 vests 100% on March 15, 2016; the restricted stock granted on 11/15/2011 vests 100% on March 15, 2017; the restricted stock granted on 11/15/2012 vests 100% on March 15, 2018; and the restricted stock granted on 11/21/2013 vests 100% on March 15, 2019.

(2) Calculations based on the closing price of the Company's common stock of \$80.50 on December 31, 2013.

Option Exercises and Stock Vested in Fiscal Year 2013

No options were granted or exercised by the named executive officers and no stock awards vested during fiscal 2013.

**PROPOSAL NUMBER 2
RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

The Board of Directors is submitting the selection of BDO USA, LLP to serve as the Company's independent registered public accounting firm for fiscal 2014 for ratification in order to ascertain the views of stockholders on this selection. Proxies solicited by the Board of Directors will, unless otherwise directed, be voted to ratify the appointment by the Audit Committee of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014. If stockholders do not ratify the appointment of BDO USA, LLP, the Audit Committee will reconsider its selection, but it retains the sole responsibility for appointing and terminating the Company's independent registered public accounting firm.

It is not anticipated that a representative of the accounting firm will be present at the Annual Meeting.

The Board of Directors recommends a vote **FOR** the ratification of BDO USA, LLP as the Company's independent registered public accounting firm for fiscal 2014.

INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

The Audit Committee meets with representatives of the independent registered public accounting firm to review its comments and plans for future audits.

The following fees have been incurred by the Company:

	Audit Fees⁽¹⁾	Audit Related Fees	Tax Fees⁽²⁾	All Other Fees
Year ended December 31, 2013 ⁽³⁾	\$ 392,367	\$ ---	\$ 54,472	\$ ---
Year ended December 31, 2012 ⁽⁴⁾	\$ 399,875	\$ ---	\$ 31,750	\$ ---

⁽¹⁾ Includes audit fee for financial statement audits, 10-Q reviews, Sarbanes-Oxley 404 controls work and related expenses.

⁽²⁾ Includes tax return preparation, planning and compliance filings. Also includes fees for amended state tax returns and fees for other tax and acquisition related issues.

⁽³⁾ Fees for 2013 are estimates.

⁽⁴⁾ Fees for 2012 reflect final amounts billed.

In accordance with the Audit Committee charter, the Audit Committee must review and, in its sole discretion, pre-approve an itemized budget for the independent auditors' annual engagement letter and all audit, audit-related, tax and other permissible services proposed to be provided by the independent auditor in accordance with the applicable New York Stock Exchange listing standards and United States Securities and Exchange Commission rules, and the fees for such services. The Audit Committee approved all services provided by BDO USA during fiscal years 2013 and 2012.

PROPOSAL NUMBER 3
ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION

As required by Section 14A of the Securities Exchange Act of 1934, we are offering our stockholders an opportunity to cast an advisory vote on the compensation of our named executive officers, as disclosed in this proxy statement. Although the vote is not binding on the Company or the Board, we value continuing and constructive feedback from our stockholders on compensation and other important matters. The Board and the Compensation Committee will consider the voting results when making future compensation decisions.

As described in the EXECUTIVE COMPENSATION AND OTHER INFORMATION section of this proxy statement beginning on page 10, we believe that our Executive Compensation Program(1) provides a competitive total compensation program that enables us to attract, retain and motivate executive management employees, and (2) aligns the interests of the named executive officers with the interests of our stockholders in different ways, by focusing on both short-term and long-term performance goals, by promoting ownership of the Company, and by rewarding individual performance. For these reasons, we recommend that stockholders vote in favor of the following resolution:

RESOLVED, that the stockholders hereby approve the compensation of National Presto Industries, Inc.'s named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosures.

The Board of Directors recommends a vote FOR approval of this resolution.

OTHER MATTERS

The cost of preparing, assembling, and mailing this proxy statement, the notice, and form of proxy will be borne by the Company. The management has made no arrangement to solicit proxies for the meeting other than by use of mail, except that some solicitation may be made by telephone, facsimile, email, or personal calls by officers or regular employees of the Company. The Company will, upon request, reimburse brokers and other persons holding shares for the benefit of others in accordance with the rates approved by the New York Stock Exchange for their expenses in forwarding proxies and accompanying material and in obtaining authorization from beneficial owners of the Company's stock to give proxies.

The Board of Directors knows of no other matters to be brought before this Annual Meeting. If any other matter is properly presented for a vote at the meeting, however, it is the intention of each person named in the proxy to vote such proxy in accordance with his or her judgment on such matters.

The 2013 Annual Report is enclosed with this Proxy Statement and contains the Company's financial statements for the fiscal year ended December 31, 2013. National Presto Industries, Inc.'s 2013 Annual Report and Form 10-K annual report on file with the Securities and Exchange Commission may be obtained, without charge, upon written request to Douglas J. Frederick, Secretary, National Presto Industries, Inc., 3925 North Hastings Way, Eau Claire, Wisconsin 54703, phone number 1-800-945-0199. Copies of exhibits to Form 10-K may be obtained upon payment to the Company of the reasonable expense incurred in providing such exhibits.

STOCKHOLDER PROPOSALS

The Company expects the 2015 Annual Meeting of Stockholders will be held on May 19, 2015. Any stockholder who desires to present a proposal at the 2015 Annual Meeting must deliver the written proposal to the Secretary of the Company at 3925 North Hastings Way, Eau Claire, Wisconsin 54703:

Not later than December 16, 2014, if the proposal is submitted for inclusion in the Company's proxy materials for the 2015 Annual Meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934; or

Not later than February 19, 2015, if the proposal is submitted pursuant to the Company's bylaws, in which case the Company is not required to include the proposal in its proxy materials.

Stockholders may present a proposal at the 2015 Annual Meeting for consideration only if proper notice of the proposal has been given in accordance with one of these requirements. Recommendations of Director nominations for the 2015 Annual Meeting may be made only if advance written notice in accordance with the bylaws is delivered to the Secretary of the Company by February 19, 2015 (but December 16, 2014, if any such candidate, if subsequently nominated by the Company's Nominating Committee, is to be included in the proxy statement).

BY ORDER OF THE BOARD OF DIRECTORS

Douglas J. Frederick, Secretary

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***Notice of
Annual
Meeting
and
Proxy
Statement***

***Annual Meeting of Stockholders
May 20, 2014***

Please sign and return the
enclosed proxy card promptly.

***National Presto Industries, Inc.
3925 North Hastings Way
Eau Claire, Wisconsin 54703***

**NATIONAL PRESTO
INDUSTRIES, INC.**

IMPORTANT ANNUAL MEETING INFORMATION

000004

ENDORSEMENT_LINE _____ SACKPACK _____

MR A SAMPLE
DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6

Using a **black ink** pen, mark your votes with an **X** as shown in this example.
Please do not write outside the designated areas.

X

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Electronic Voting Instructions

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on May 20, 2014.

Explanation of Responses:

Vote by Internet

Go to www.investorvote.com/NPK

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

Vote by telephone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

Annual Meeting Proxy Card

1234 5678 9012 345

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals The Board of Directors recommends a vote FOR Proposals 1, 2 and 3.

1. Election of Directors:	For	Withhold		For	Withhold		
01 - Randy F. Lieble	<input type="radio"/>	<input type="radio"/>	02 - Joseph G. Stienessen	<input type="radio"/>	<input type="radio"/>		+

	For	Against	Abstain		For	Against	Abstain
2. Ratify the appointment of BDO USA, LLP as National Presto's independent registered public accounting firm for the fiscal year ending December 31, 2014.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	3. To approve, on a non-binding advisory basis, the compensation of National Presto's named executive officers.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
In her discretion, the proxy is authorized to vote upon such other business as may properly come before the meeting.							

B Non-Voting Items

Change of Address Please print new address below.

C Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below

Please sign exactly as name appears above. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

Date (mm/dd/yyyy) Please print Signature 1 Please keep signature Signature 2 Please keep signature

Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting: The Notice of Annual Meeting, Proxy Statement and 2013 Annual Report on Form 10-K are available at www.gopresto.com/proxy and <http://www.edocumentview.com/NPK>

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy NATIONAL PRESTO INDUSTRIES, INC.

This Proxy is Solicited on Behalf of the Board of Directors

The undersigned hereby appoints Maryjo Cohen as proxy, with the power to appoint substitutes, and hereby authorizes her to represent and to vote as designated below, all the shares of common stock of National Presto Industries, Inc., held of record by the undersigned on March 20, 2014, at the Annual Meeting of Stockholders to be held on May 20, 2014 and any adjournment thereof.

This proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted FOR Proposals 1, 2 and 3.

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

(Continued, and to be signed, on the other side)
