

GYRODYNE CO OF AMERICA INC
Form DEFA14A
July 21, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 14A Information

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

(Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

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

GYRODYNE COMPANY OF AMERICA, 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):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) 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 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:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

One Flowerfield, Suite 24
Saint James, New York 11780

IMPORTANT REMINDER

July 18, 2014

Dear Shareholder:

Our records reflect that you have not voted your proxy with respect to the Special Meeting of Shareholders of Gyrodyne Company of America, Inc. scheduled to be held on August 14, 2014. Even if you plan to attend the meeting in person, **please take a moment right now to ensure that your shares are represented at this important meeting.**

Your Board of Directors has carefully reviewed the merits of the merger proposal and unanimously recommends that shareholders vote “FOR” the proposal.

We urge you to exercise your right as a shareholder to be represented at the Special Meeting. With only weeks remaining until our Annual Meeting, it is important that you act promptly to make sure that your vote is counted at the meeting.

In order to make it convenient for you to vote, we are enclosing a duplicate proxy card for your use. We have also made arrangements for you to be able to vote by telephone or internet, as well as by mail. Simply follow the instructions on the enclosed proxy card. Given the proximity of our August 14 meeting date, telephone and internet voting are recommended.

Please vote by telephone or internet today! **Remember - every share and every vote counts!** You may also sign, date and mail your proxy card in the envelope provided. If you sign and return the enclosed proxy card without indicating a different choice, your shares will be voted as recommended by the Board of Directors. If you have any questions, please call our proxy solicitor, MacKenzie Partners, Inc., at (800) 322-2885.

Thank you for your continued support.

Sincerely,

Frederick C. Braun III

President and Chief Executive Officer

Gyrodyne Company of America, Inc.

PROXY FOR 2014 SPECIAL MEETING OF SHAREHOLDERS

VOTE BY INTERNET – www.proxyvoting.com/gyro

Use the internet to transmit your voting instructions up until 11:59 P.M. Eastern Time on August 13, 2014. Have your proxy card in hand when you access the website and follow the instructions.

VOTE BY PHONE – 1-866-894-0535 (toll-free)

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on August 13, 2014. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope provided or return it to Gyrodyne Company of America, Inc. c/o MacKenzie Partners, Inc., 105 Madison Avenue, New York, New York 10016.

CONTROL NUMBER

qCONTINUED AND TO BE SIGNED ON REVERSE SIDE q

GYRODYNE COMPANY OF AMERICA, INC.

SPECIAL MEETING OF SHAREHOLDERS, AUGUST 14, 2014

Revocable Proxy

PROXY/AUTHORIZATION AND DIRECTION FOR EXECUTION

OF PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby designates Frederick C. Braun III, Gary J. Fitlin and Peter Pitsiokos, and each of them, their true and lawful agents and proxies with full power of substitution in each, to represent the undersigned and to vote the number of shares of the Company's common stock which the undersigned would be entitled to vote if personally present at the Special Meeting of Shareholders of GYRODYNE COMPANY OF AMERICA, INC. to be held at Flowerfield Celebrations, Mills Pond Road, St. James, New York 11780 on August 14, 2014 at 11:00 A.M., and any adjournment thereof, and revoking all proxies heretofore given, as designated hereon. The above-named proxies of the undersigned are further authorized and directed to vote, in their discretion, on such other matters as may properly come before the meeting or any adjournment thereof. This proxy shall remain in effect for a period of one year from its date.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

The Notice of Meeting, Proxy Statement and Proxy Card are available at

<http://www.gyrodyn.com/proxy.php>.

q **FOLD AND DETACH HERE IF YOU ARE RETURNING YOUR VOTED PROXY BY MAIL** q

THIS PROXY/AUTHORIZATION AND DIRECTION FOR EXECUTION OF PROXY, IF PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS MADE FOR A PROPOSAL, THE SHARES WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.

Receipt of the Proxy Statement is hereby acknowledged.

A vote **FOR** Item 1 is recommended by the Board of Directors.

To consider and vote upon a proposal to authorize a proposed Plan of Merger and the transactions contemplated 1. thereby under the New York Business Corporation Law, including the merger of Gyrodyne Company of America, Inc. and Gyrodyne Special Distribution, LLC into Gyrodyne, LLC.

“ FOR “ AGAINST “ ABSTAIN

Dated: , 2014

Signature

Title

SIGN ABOVE - Please sign exactly as your name appears hereon. If shares are registered in more than one name, all should sign but if one signs, it binds the others. When signing as attorney, executor, administrator, agent, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by an authorized person. If a partnership, please sign partnership name by an authorized person.

CONTROL NUMBER