

Natural Grocers by Vitamin Cottage, Inc.  
Form DEFA14A  
January 18, 2019  
**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

**Natural  
Grocers by  
Vitamin  
Cottage,  
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:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the  
(3) 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.

Amount Previously Paid:

(1)

Form, Schedule or Registration Statement No.:

(2)

Filing Party:

(3)

Date Filed:

(4)



**NATURAL GROCERS BY VITAMIN COTTAGE, INC.**

**Important Notice Regarding the Availability of**

**Proxy Materials for the Annual Meeting of Stockholders**

**to be held on March 6, 2019 at 1:00 p.m. local time at**

**Natural Grocers by Vitamin Cottage, Inc., Home Office Auditorium**

**12612 West Alameda Parkway, Lakewood, Colorado 80228**

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**CONTROL NUMBER**

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**If you want to receive a paper or e-mail copy of the proxy materials, you must request one. Otherwise, you will not receive a paper or e-mail copy. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as instructed below before February 25, 2019.**

Please visit <http://www.astproxyportal.com/ast/18556/>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders  
Proxy Statement  
Form of Electronic Proxy Card  
2018 Annual Report

**TELEPHONE: 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers)**

**TO  
REQUEST MATERIAL: E-MAIL: [info@amstock.com](mailto:info@amstock.com)**

**WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>**

**TO  
VOTE:** **ONLINE:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the meeting date.

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting. You may obtain directions to the location of the meeting at <http://investors.naturalgrocers.com/proxynotices>.

**TELEPHONE:** To vote by telephone, please call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. You may vote by telephone until 11:59 PM Eastern Time the day before the meeting.

**MAIL:** You may request a proxy card by following the instructions above.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE**

**“FOR” THE ELECTION OF DIRECTORS AND “FOR” PROPOSALS 2, 3 AND 4.**

1. Election of Directors:

**NOMINEES:**

Elizabeth Isely

Richard Hallé

2. TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2019.

TO approve an amendment to the Natural Grocers by Vitamin Cottage, Inc. 2012 Omnibus Incentive Plan to: (i)  
3. increase the aggregate number of shares of common stock reserved for issuance thereunder by 600,000 shares and  
(ii) extend its term by five years.

4. TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

In their discretion, the proxies are authorized to vote with respect to matters incident to the conduct of the meeting and upon such other matters as may properly come before the meeting.

**Please note that you cannot use this notice to vote. It is not a ballot.**

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