

AVALON HOLDINGS CORP  
Form DEFA14A  
April 04, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**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 Pursuant to 167;240.14a-12

**AVALON HOLDINGS CORPORATION**

---

(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)(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 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:



**Avalon Holdings Corporation**

One American Way    Warren, OH 44484-5555    Phone: (330) 856-8800    Fax: (330) 856-8480

**SUPPLEMENT TO PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS**

to be held on April 25, 2019

The date of this Supplement is April 4, 2019

To the Shareholders of Avalon Holdings Corporation:

At the upcoming 2019 Annual Meeting of Stockholders (the “Annual Meeting”) scheduled for April 25, 2019, you are being asked to approve the Company’s 2019 Long-Term Incentive Plan (the “Plan”) (Proposal No. 4). The Board of Directors of the Company has solicited proxies pursuant to the Notice of Annual Meeting of Shareholders April 25, 2019 and Proxy Statement, dated March 15, 2019 (the “Proxy Statement”).

We are writing to provide additional information to our shareholders regarding the number of eligible participants in the Plan. As described in the Proxy Statement, at page 16, salaried employees of the Company and its Affiliates and outside directors of the Company will be eligible for grants under the Plan. The Company and its Affiliates currently have 98 salaried employees, and there are currently 3 outside directors of the Company.

**The Board of Directors unanimously recommends a vote FOR the approval of The Avalon Holdings Corporation 2019 Long-Term Incentive Plan.**

**Additional Information**

If you have already submitted your proxy for the Annual Meeting and wish to revoke or change your vote, you may do so at any time prior to the voting thereof by (i) by giving written notice to the Secretary of the Company, (ii) by voting in person at the Annual Meeting, or (iii) by execution of a subsequent proxy provided that such action is taken in sufficient time to permit the necessary examination and tabulation of the subsequent proxy or revocation before the vote is taken. Proxies which have already been submitted, and which are not subsequently revoked or changed as described above, will be voted at the Annual Meeting as indicated. Detailed information regarding voting procedures can be found in the Proxy Statement. The information disclosed in the Proxy Statement continues to apply. To the extent that information in this Supplement differs from information disclosed in the Proxy Statement, the information in this Supplement applies. Proxy Statement and our Annual Report to Shareholders for the fiscal year ended December 31, 2018 are available on the internet at <http://www.proxyvote.com>.

Avalon Holdings Corporation

/s/ Bryan P. Saksa

Bryan P. Saksa

*Secretary*

Warren, Ohio

April 4, 2019