

PHIBRO ANIMAL HEALTH CORP  
Form DEFA14A  
September 24, 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 Pursuant to § 240.14a-12

**Phibro Animal Health Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than 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:

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:

Phibro Animal Health Corporation  
Glenpointe Centre East, 3<sup>rd</sup> Floor  
300 Frank W. Burr Blvd., Ste 21  
Teaneck, NJ 07666

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting**

**To be held on Monday, November 10, 2014**

Dear Stockholder:

You are receiving this notice to inform you that the proxy materials for our 2014 Annual Meeting of Stockholders are available on the internet. In accordance with rules adopted by the U.S. Securities and Exchange Commission, we are using the internet as our primary means of furnishing proxy materials to our stockholders. 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.

The proxy statement and annual report to stockholders are available at: <http://www.astproxyportal.com/ast/18918>. If you want to receive a paper or e-mail copy of these documents, you must request one by sending an e-mail to [investor.relations@pahc.com](mailto:investor.relations@pahc.com) or by calling +1 (201) 329-7334. You will have the opportunity to make a request to receive paper copies for all future meetings or only for the 2014 Annual Meeting of Stockholders. There is no charge to you for requesting a copy. Please make your request for a copy on or before October 15, 2014 to facilitate timely delivery. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The 2014 Annual Meeting of Stockholders (the “Annual Meeting”) of Phibro Animal Health Corporation (the “Company”) will be held at 9:00 A.M. Eastern Time on Monday, November 10, 2014, at the Teaneck Marriott at Glenpointe located at 100 Frank W. Burr Blvd., Teaneck, NJ 07666. Only holders who owned shares of the Company’s Class A common stock and Class B common stock as of the close of business on September 15, 2014 (the “Record Date”), may vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting that may take place.

Proposals to be voted on at the Annual Meeting are listed below along with the Board of Directors' recommendations:

1. the election of the following two Class I Directors to serve until the 2017 annual meeting of stockholders and until their successors are duly elected and qualified:

Daniel M. Bendheim; and  
Sam Gejdenson.

The Board of Directors recommends that you vote **FOR** this proposal.

a proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public  
2. accounting firm for the Company's fiscal year ending June 30, 2015. The Board of Directors recommends that you vote **FOR** this proposal.

You may access the following proxy materials at <http://www.astproxyportal.com/ast/18918>:

Notice of the 2014 Annual Meeting of Stockholders;

The Company's 2014 Proxy Statement;  
The Company's Annual Report on Form 10-K for the Fiscal Year Ended June 30, 2014; and  
The Proxy Card.

If you are a stockholder of record, there are two ways to vote:

by completing and mailing your proxy card; or  
by written ballot at the Annual Meeting.

Stockholders of record as of the Record Date are encouraged and cordially invited to attend the 2014 Annual Meeting of Stockholders. Stockholders may request directions to the Teaneck Marriott at Glenpointe in order to attend the Annual Meeting by calling +1 (201) 329-7334.

By order of the Board of Directors,

Thomas G. Dagger  
Senior Vice President, General Counsel and  
Corporate Secretary  
September 24, 2014