

GOLDFIELD CORP
Form DEFA14A
May 07, 2013

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**

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

The Goldfield Corporation

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x 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:

THE GOLDFIELD CORPORATION
1684 West Hibiscus Blvd., Melbourne, FL 32901 Phone: 321-724-1700 FAX: 321-308-1163

**** **IMPORTANT** ****

Dear Goldfield Corporation Shareholder:

Enclosed you will find an additional proxy form relating to Goldfield's Annual Meeting of Shareholders to be held on May 30, 2013.

At our annual meeting, shareholders will act upon the election of directors, the appointment of our independent registered public accounting firm, the advisory approval of our executive compensation, the advisory approval of the frequency of the approval of our executive compensation, and the approval of our Long-Term Incentive Plan.

Your Board, as fellow shareholders, urges each of you to vote FOR each of the proposals outlined in the proxy statement previously sent to you.

Please Vote Today

Your vote is especially important this year because we need the support of a majority of the *outstanding* shares for approval of our Long-Term Incentive Plan.

We are sending you this reminder notice because we have not yet heard from you, and we urge you to vote your shares immediately. As a shareholder, you have the right to vote over the Internet or by telephone, and we are asking you to do so now to save Goldfield further expense and to ensure that your vote is counted. Instructions on how to vote over the telephone or Internet are enclosed in this package.

We strongly encourage you to exercise your right to vote, and to vote by telephone or over the Internet using the instructions provided.

If you sign and return the enclosed form without indicating a different choice, your shares will be voted **FOR** each of the proposals.

Thank you for your investment in The Goldfield Corporation and for voting your shares. If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow & Co., LLC at 1-855-201-1081.

Sincerely,

John H. Sottile

Chairman of the Board

**ANNUAL MEETING OF STOCKHOLDERS OF
THE GOLDFIELD CORPORATION**

May 30, 2013

PROXY VOTING INSTRUCTIONS

INTERNET - Access www.voteproxy.com and follow the on-screen instructions. Have your proxy card available when you access the web page.

TELEPHONE - 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. Have your proxy card available when you call.

COMPANY NUMBER

Vote online/phone until 11:59 PM EST the day before the meeting.

ACCOUNT NUMBER

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.amstock.com to enjoy online access.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR

THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 30, 2013:

Notice of Annual Meeting of Stockholders, Proxy Statement, Proxy Card and

2012 Annual Report are available at www.goldfieldproxy2013.com

i Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. i

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

Your Board of Directors recommends a vote FOR all nominees for director listed below.

Your Board of Directors recommends a vote FOR Proposal 2,

Proposal 3 and Proposal 5 and FOR 3 years for Proposal 4.

If no direction is given, the proxy will be voted FOR all nominees for director listed below.

If no direction is given, the proxy will be voted FOR Proposal 2,

Proposal 3 and Proposal 5 and FOR 3 years for Proposal 4.

1. ELECTION OF DIRECTORS

NOMINEES:

.. O David P. Bicks _____

FOR ALL NOMINEES

.. O Harvey C. Eads, Jr. _____

WITHHOLD AUTHORITY

FOR ALL NOMINEES O John P. Fazzini _____

FOR ALL EXCEPT O Danforth E. Leitner _____

(See instructions below)

O John H. Sottile _____
To cumulate votes, place the number of votes for a nominee on the line provided after the nominee's name. If you wish to cumulate your votes, you must vote by using the proxy card rather than voting by telephone or the Internet.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark FOR ALL EXCEPT and fill in the circle next to each nominee you wish to withhold, as shown here: 1

2. RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013

FOR .. AGAINST .. ABSTAIN ..

3. APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF NAMED EXECUTIVE OFFICER COMPENSATION

FOR .. AGAINST .. ABSTAIN ..

1 Year 2 Years 3 Years ABSTAIN

4. APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF A FREQUENCY FOR ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

..

5. APPROVAL OF THE GOLDFIELD CORPORATION 2013 LONG-TERM INCENTIVE PLAN

FOR .. AGAINST .. ABSTAIN ..

NOTE: In their discretion, the proxies named on the reverse

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side are authorized to vote in accordance with their own
judgment on such other business as may properly come
before the meeting.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder

Date:

Signature of Stockholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.