

Seneca Foods Corp  
Form DEFA14A  
June 12, 2014  
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

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 ss. 240.14a-12

SENECA FOODS CORPORATION

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(Name of Registrant as Specified in Its Charter)

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(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:

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(2) Aggregate number of securities to which transactions applies:

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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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:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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SENECA FOODS CORPORATION  
3736 South Main Street  
Marion, NY 14505

PROXY  
FOR ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 7, 2014

The undersigned shareholder of SENECA FOODS CORPORATION (the "Company") hereby appoints and constitutes ARTHUR S. WOLCOTT and KRAIG H. KAYSER, and either of them, the proxy or proxies of the undersigned, with full power of substitution and revocation, for and in the name of the undersigned to attend the annual meeting of shareholders of the Company to be held at 3736 South Main Street, Marion, New York, on Thursday, August 7, 2014, at 1:00 p.m., Eastern Daylight Savings Time, and any and all adjournments thereof (the "Meeting"), and to vote all shares of stock of the Company registered in the name of the undersigned and entitled to vote at the Meeting upon the matters set forth below:

MANAGEMENT RECOMMENDS A VOTE FOR ITEM 1, ITEM 2 AND FOR ITEM 3.

1. Election of Directors: Election of three nominees to serve until the annual meeting of shareholders in 2017 and until their successors are duly elected and shall qualify:

FOR all nominees listed below       WITHHOLD AUTHORITY to vote  
for all nominees listed below.       FOR all except nominees indicated  
below.

INSTRUCTION: To withhold authority to vote for any individual nominee, strike a line through their name in the list below:

Peter R. Call, Samuel T. Hubbard, Jr., Arthur S. Wolcott

2. To provide an advisory vote for approval on executive compensation.

FOR       AGAINST  
 ABSTAIN

3. Appointment of Auditors: Ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2015.

FOR       AGAINST  
 ABSTAIN

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the Meeting or any adjournment thereof.

The shares represented by this Proxy will be voted as directed by the shareholder. IF NO CHOICES ARE SPECIFIED, THIS PROXY WILL BE VOTED FOR ITEM 1, ITEM 2 AND FOR ITEM 3.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

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Signature\_\_\_\_\_ Dated:\_\_\_\_\_

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Joint owners should each sign. Executors, administrators, trustees, guardians, and corporate officers should give their titles.

(PLEASE SIGN AND RETURN PROMPTLY)

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