

Vishay Precision Group, Inc.
Form DEFA14A
April 14, 2017

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
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 Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

VISHAY PRECISION GROUP, 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)(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:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 25, 2017.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 4, 2017

VISHAY Date: May 25, 2017 Time: 9:00 a.m., local time

PRECISION Location: The Desmond Hotel and Conference Center

GROUP, INC. 1 Liberty Boulevard

Malvern, PA 19355

Directions to the meeting location are available at: www.vpgsensors.com

VISHAY

PRECISION

GROUP, INC.

3 GREAT

VALLEY

PARKWAY

SUITE 150

MALVERN, PA

19355

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet.

You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice and Proxy Statement 2. 2016 Annual Report

How to View Online:

Have the information that is printed in the box XXXX XXXX XXXX XXXX (located on the marked by the arrow à following page) and visit: www.proxyvote.com

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents (and similar documents for future meetings), you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked

by the arrow à XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 11, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) available and follow the à XXXX instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

- | | |
|---------|-----------|
| | Marc |
| | Zandman |
| | Janet |
| | Clarke |
| 01) | Saul |
| 02) | Reibstein |
| 03) | Timothy |
| 04) | Talbert |
| 05) 06) | Ziv |
| | Shoshani |
| | Cary |
| | Wood |

The Board of Directors recommends you vote FOR proposals 2 and 3.

To ratify the appointment of Ernst & Young LLP as Vishay Precision Group, Inc.'s registered public accounting firm for the year ending December 31, 2017.

- 2.
3. To approve the non-binding resolution relating to executive compensation.

The Board of Directors recommends you vote 1 YEAR on proposal 4.

4. To recommend, by non-binding vote, the frequency of executive compensation votes.

The Board of Directors recommends you vote AGAINST proposal 5.

5. Stockholder proposal - to adopt a recapitalization plan to eliminate the company's dual class capital structure.

NOTE: Such other
business as may properly
come before the meeting or
any adjournment thereof.
