

SIMPSON MANUFACTURING CO INC /CA/
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UNITED STATES
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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 ☒ x

Filed by a Party other than the Registrant ☐ o

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- ☐ o Preliminary Proxy Statement
- ☐ o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ y Definitive Proxy Statement
- ☐ o Definitive Additional Materials
- ☐ o Soliciting Material Pursuant to §240.14a-12

Simpson Manufacturing Co., 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):

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SIMPSON MANUFACTURING CO., INC.

5956 W. Las Positas Blvd.
Pleasanton, California 94588
Voting Roadmap

At the 2019 Annual Meeting, the Company's board of directors (the "Board") is recommending eight highly qualified and experienced nominees for election to the Board at the 2019 Annual Meeting: Karen Colonias, our CEO, James S. Andrasick, our Chairman and former chairman and CEO of Matson Navigation Company, a major shipping and ocean transportation services company, Michael A. Bless, the CEO of Century Aluminum Company, a global producer of primary aluminum, Jennifer A. Chatman, the Paul J. Cortese Distinguished Professor of Management Haas School of Business, at the University of California, Berkeley, a top business school, Gary M. Cusumano, the former chairman of Newhall Land and Farming Company, a land management Company, Philip E. Donaldson, the Executive Vice President and Chief Financial Officer of Andersen Corporation, a leading international window and door manufacturing company, Celeste Volz Ford, founder and board chair of Stellar Solutions, Inc., an award winning aerospace company, and Robin G. MacGillivray, a former executive at AT&T Inc., a leading telecommunications company. The Board is soliciting you to take the following actions and vote your shares of our common stock on the following proposals submitted for the 2019 Annual Meeting in the manner as recommended below:

Proposal	Solicited Actions	Board Recommendation
1	Elect eight directors, each to hold office until the next annual meeting or until his or her successor has been duly elected and qualified.	For the Board's eight nominees
2	Ratify the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for 2019.	For
3	Approve, on an advisory basis, the compensation of our named executive officers ("NEOs").	For

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE BOARD'S NOMINEES ON PROPOSAL 1 USING THE ENCLOSED PROXY CARD.

THE BOARD UNANIMOUSLY RECOMMENDS VOTING FOR PROPOSALS 2 AND 3.

Dear Shareholders:

Thank you for your continued investment in Simpson Manufacturing. I cordially invite you to attend the 2019 Annual Meeting of Shareholders (the "2019 Annual Meeting") of Simpson Manufacturing Co., Inc. (the "Company" or "Simpson"), to be held at 2:00 p.m., Pacific Daylight Time, on Tuesday, April 26, 2019, at our home offices located at 5956 W. Las Positas Blvd., Pleasanton, California, 94588.

We are pleased to report a year of strong performance for our shareholders, customers and employees and remain committed to positioning Simpson for long-term, sustainable and increasing profitable growth. In line with these objectives, we believe the 2020 Plan will create substantial value for all shareholders of Simpson and provide additional transparency into our strategies and financial objectives. Our 2020 Plan is centered on three key operational objectives: (1) a continued focus on our organic growth, (2) a rationalization of our cost structure to improve company-wide profitability and (3) an improvement of our working capital management primarily through the reduction of inventory levels, increasing the speed at which we collect accounts receivable and better executing on our vendor payment terms. Our management team is focused on delivering on this plan and over the coming quarters and will provide additional updates on our success and progress against the plan.

Our proxy statement is an opportunity to reflect on our performance, highlight the strengths and efforts of our Board and provide transparency into our corporate governance and executive compensation practices. Our Board has a long-standing history of being overseen by independent directors with a diverse set of skills and experiences. We are very proud that 7 out of 8 directors will be independent and 50% of our directors will be female if all of the Board nominees are elected at the 2019 Annual Meeting.

Our Board values shareholder input and prioritizes facilitating ongoing and open shareholder engagement. In 2018, Peter Louras, the former Chairman of our Board, and I have actively engaged with numerous shareholders on matters

of corporate governance, executive compensation and related matters. Overall, we were pleased with the positive feedback we received and

recognition from shareholders that their previous feedback has been an integral component of many of the corporate governance and executive compensation changes the Board has approved over the past two years as described below.

Corporate Governance Changes:

Declassified the Board: The Board has demonstrated its accountability to shareholders by declassifying the Board and requiring directors to stand for election annually through a phased-in process, so all director nominees will stand for election at the 2019 Annual Meeting.

Removed Cumulative Voting: The Board eliminated in 2017 the ability to exercise cumulative voting in director elections that could create unequal voting rights among our shareholders so that our shareholders are entitled to voting rights in proportion to their economic interest under a one-share, one-vote standard. Moreover, in any uncontested election of directors, each of the Board nominees currently needs to receive more “FOR” votes than “AGAINST” votes in order to be elected to the Board.

Adopted Proxy Access: The Board adopted proxy access in 2017. Our shareholders who have owned 3% of Simpson’s shares for three years have the ability via proxy access to nominate directors to appear on the management ballot at shareholder meetings.

Eliminated Shareholder Rights Plan: The Board approved the termination of the Company’s shareholder rights plan in 2016.

Executive Compensation Changes

Transformed Executive Compensation Program: Following an extensive shareholder outreach in direct response to shareholder feedback, internal research and consultation with Mercer, in 2017, the Board approved significant changes to and a major transformation of our executive compensation programs that closely aligns compensation with shareholder value creation and the Company’s strategic goals.

Approved Compensation Risk Management Policies: In 2016, the Board approved a number of robust policies to enhance our compensation risk management practices, including a claw-back policy and an anti-hedging and anti-pledging policy.

Our Board values shareholder feedback and is committed to being effective stewards of shareholder capital. The accompanying materials include the Notice of Annual Meeting of Shareholders and Proxy Statement for the 2019 Annual Meeting, which provide detailed information about the matters to be considered by shareholders at the 2019 Annual Meeting.

Very truly yours,

Brian J. Magstadt

Secretary

Pleasanton, California

March 14, 2019

The enclosed Notice of Annual Meeting of Shareholders and Proxy Statement are first being made available to shareholders of record as of February 27, 2019 on or about March 14, 2019.

SIMPSON MANUFACTURING CO., INC.

5956 W. Las Positas Blvd.

Pleasanton, California 94588

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held on April 26, 2019

To the Shareholders of Simpson Manufacturing Co., Inc.:

NOTICE IS HEREBY GIVEN that the 2019 Annual Meeting of Shareholders (the “2019 Annual Meeting”) of Simpson Manufacturing (the “Company” or “Simpson”) will be held at 2:00 p.m., Pacific Daylight Time, on Tuesday, April 26, 2019, at our home offices located at 5956 W. Las Positas Blvd., Pleasanton, California, 94588 for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect eight directors, each to hold office until the next annual meeting or until his or her successor has been duly elected and qualified (“Proposal 1”);
2. To ratify the Board’s selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for 2019 (“Proposal 2”);
3. To approve, on an advisory, non-binding basis, the compensation of the Company’s named executive officers (“Proposal 3”); and
4. To transact such other business properly brought before the 2019 Annual Meeting in accordance with the provisions of our Certificate of Incorporation and Bylaws.

Only our shareholders of record as of February 27, 2019, are entitled to notice of and will be entitled to vote at the 2019 Annual Meeting or any postponement or adjournment thereof. Such shareholders are urged to submit a proxy card as enclosed, even if your shares were sold after such date. If your brokerage firm, bank, broker-dealer or other similar organization is the holder of record of your shares (i.e., your shares are held in “street-name”), you will receive voting instructions from the holder of record. You must follow these instructions for your shares to be voted. We recommend that you instruct your broker or other nominee, by following those instructions, to vote your shares for the enclosed proxy card.

The accompanying materials include the Notice of Annual Meeting of Shareholders and Proxy Statement for the 2019 Annual Meeting, which provide detailed information about the matters to be considered by shareholders at the 2019 Annual Meeting. It is important that your shares be represented at the 2019 Annual Meeting whether or not you are personally able to attend. Even if you plan to attend the 2019 Annual Meeting, we hope that you will read the enclosed Notice of Annual Meeting of Shareholders and Proxy Statement and the voting instructions on the enclosed proxy card. We urge you to vote by completing, signing and dating the proxy card and mailing it in the enclosed, postage pre-paid envelope, or vote by telephone or the Internet by following the instructions on the proxy card. If your shares are not registered in your own name and you would like to attend the 2019 Annual Meeting, please ask the broker, bank or other nominee that holds the shares to provide you with evidence of your share ownership.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE BOARD'S NOMINEES ON PROPOSAL 1 USING THE ENCLOSED PROXY CARD.

THE BOARD UNANIMOUSLY RECOMMENDS VOTING FOR PROPOSALS 2 AND 3.

All shareholders are cordially invited to attend the 2019 Annual Meeting in person. In accordance with our security procedures, all persons attending the 2019 Annual Meeting will be required to present a form of government-issued picture identification. If you hold your shares in "street-name", you must also provide proof of ownership (such as recent brokerage statement). If you are a holder of record and attend the 2019 Annual Meeting, you may vote by ballot in person even if you have previously returned your proxy card. If you hold your shares in "street-name" and wish to vote in person, you must provide a "legal proxy" from your bank or broker.

Please note that, even if you plan to attend the 2019 Annual Meeting, we recommend that you vote using the enclosed proxy card prior to the 2019 Annual Meeting to ensure that your shares will be represented.

BY ORDER OF THE BOARD OF DIRECTORS,

Brian J. Magstadt

Secretary

Pleasanton, California

March 14, 2019

IMPORTANT

TO ASSURE THAT YOUR SHARES ARE REPRESENTED AT THE 2019 ANNUAL MEETING, WE URGE YOU TO COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE POSTAGE-PAID ENVELOPE PROVIDED, OR VOTE BY TELEPHONE OR THE INTERNET AS INSTRUCTED ON THE PROXY CARD, WHETHER OR NOT YOU PLAN TO ATTEND THE 2019 ANNUAL MEETING. YOU CAN REVOKE YOUR PROXY AT ANY TIME BEFORE THE PROXIES YOU APPOINTED CAST YOUR VOTES.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2019 ANNUAL MEETING: THE PROXY STATEMENT FOR THE 2019 ANNUAL MEETING AND THE ANNUAL REPORT TO SHAREHOLDERS ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018 ARE AVAILABLE FREE OF CHARGE AT [HTTPS://MATERIALS.PROXYVOTE.COM/829073](https://materials.proxyvote.com/829073).

The Notice of Annual Meeting of Shareholders and the attached Proxy Statement are first being made available to shareholders of record as of February 27, 2019 on or about March 14, 2019.

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SIMPSON MANUFACTURING CO., INC.

5956 W. Las Positas Blvd.
Pleasanton, California 94588

PROXY STATEMENT

For the Annual Meeting of Shareholders

To Be Held on April 26, 2019

March 14, 2019

This proxy statement (the “Proxy Statement”) is being furnished in connection with the solicitation of proxies by the Board of Directors (the “Board of Directors” or the “Board”) of Simpson Manufacturing Co., Inc. (the “Company” or “Simpson”), to be held at 2:00 p.m., Pacific Daylight Time, on Tuesday, April 26, 2019, at our home offices located at 5956 W. Las Positas Blvd., Pleasanton, California, 94588, and at any postponement or adjournment thereof (the “2019 Annual Meeting”). The 2019 Annual Meeting is being held for the purposes set forth in this Proxy Statement. This Proxy Statement, the enclosed proxy card, and the Annual Report to Shareholders on Form 10-K for the fiscal year ended December 31, 2018 are first being mailed to shareholders of record as of February 27, 2019 on or about March 14, 2019.

Holders of our common stock at the close of business on February 27, 2019 will be entitled to vote at the 2019 Annual Meeting. Shareholders are entitled to one vote for each share of common stock held. The presence of holders of our common stock having a majority of the votes that could be cast by the holders of all outstanding shares of our common stock entitled to vote at the 2019 Annual Meeting, in person or represented by proxy, will constitute a quorum for the transaction of business at the 2019 Annual Meeting.

We have elected to provide access to our proxy materials both by sending you this full set of proxy materials, including a Notice of Annual Meeting of Shareholders, a proxy card and the Annual Report to Shareholders on Form 10-K for the fiscal year ended December 31, 2018, and by notifying you of the availability of our proxy materials on the Internet. The Notice of Annual Meeting of Shareholders, Proxy Statement, proxy card and Annual Report to Shareholders on Form 10-K for the Company’s fiscal year ended December 31, 2018 are available at <http://materials.proxyvote.com/829073>. In accordance with rules of the Securities and Exchange Commission (the “SEC”), the materials on this website are searchable, readable and printable, and the website does not have “cookies” or other tracking devices which identify visitors.

Each of the terms “we,” “our,” “us” and similar terms used in this Proxy Statement refer collectively to Simpson Manufacturing Co., Inc., a Delaware corporation and its wholly-owned subsidiaries, including Simpson Strong-Tie Company Inc., unless otherwise stated.

“\$” signs appearing in this Proxy Statement represent U.S. dollars, unless otherwise stated.

QUESTIONS AND ANSWERS ABOUT THE 2019 Annual Meeting

Why am I receiving this Proxy Statement?

At the 2019 Annual Meeting, the Company asks you to vote on three proposals:

1. to elect eight directors, each to hold office until the next annual meeting or until his or her successor has been duly elected and qualified (“Proposal 1”);
2. to ratify the Board’s selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for the current fiscal year (“Proposal 2”); and
3. to approve, on an advisory, non-binding basis, the compensation of the Company’s named executive officers (“Proposal 3”).

The Board may also ask you to participate in the transaction of any other business that is properly brought before the 2019 Annual Meeting in accordance with the provisions of our Certificate of Incorporation, as amended (the “Certificate of Incorporation”) and Bylaws, as amended (the “Bylaws”).

You are receiving this Proxy Statement as a shareholder of Simpson as of February 27, 2019, the record date for purposes of determining the shareholders entitled to receive notice of and vote at the 2019 Annual Meeting. As further described below, we request that you promptly use the enclosed proxy card to vote, by Internet, by telephone or by mail.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE BOARD'S NOMINEES ON PROPOSAL 1 USING THE ENCLOSED PROXY CARD.

THE BOARD UNANIMOUSLY RECOMMENDS VOTING FOR PROPOSALS 2 AND 3.

When will the 2019 Annual Meeting be held?

The 2019 Annual Meeting is scheduled to be held at 2:00 p.m., Pacific Daylight Time, on Tuesday, April 26, 2019, at our home offices located at 5956 W. Las Positas Blvd., Pleasanton, California, 94588.

Who is soliciting my vote?

In this Proxy Statement, the Board is soliciting your vote.

How does the Board recommend that I vote?

The Board unanimously recommends that you vote by proxy using the proxy card with respect to the proposals, as follows:

FOR the election of all eight Board nominees set forth on the proxy card (Proposal 1);

FOR the ratification the Board's selection of Grant Thornton LLP as the Company's independent registered public accountants for the current fiscal year (Proposal 2); and

FOR the approval, on an advisory, non-binding basis, of the compensation of the Company's named executive officers (Proposal 3).

Why is the Board recommending FOR the election of each of the Board's nominees on Proposal 1 and FOR Proposals 2 and 3?

We describe all proposals and the Board's reasons for nominating each of the Board's nominees on Proposal 1 and for supporting Proposals 2 and 3 in detail beginning at page 13 of this Proxy Statement.

Who can vote?

Holders of our common stock at the close of business on February 27, 2019 may vote at the 2019 Annual Meeting.

As of February 27, 2019, the record date for the 2019 Annual Meeting, there were 45,167,115 shares of our common stock outstanding, each entitled to one vote, and there were approximately 13,233 shareholders of record.

How do I vote if I am a record holder?

You can vote by attending the 2019 Annual Meeting and voting in person, or you can vote by proxy. If you are the record holder of your stock, you can vote by proxy in three ways:

By Internet: You may vote by submitting a proxy over the Internet. Please refer to the proxy card or voting instruction form provided to you by your broker for instructions of how to vote by Internet.

By Telephone: Shareholders located in the United States that receive proxy materials by mail may vote by submitting a proxy by telephone by calling the toll-free telephone number on the proxy card or voting instruction form and following the instructions.

By Mail: If you received proxy materials by mail, you can vote by submitting a proxy by mail by marking, dating, signing and returning the proxy card in the postage-paid envelope.

In Person at the 2019 Annual Meeting: If you attend the 2019 Annual Meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which we will provide to you at the meeting. You are encouraged to complete, sign and date the proxy card and mail it in the enclosed postage pre-paid envelope regardless of whether or not you plan to attend the 2019 Annual Meeting.

How do I vote if my common shares are held in "street name"?

If you hold your shares of common stock in "street name," meaning such shares are held for your account by a broker or other nominee, then you will receive instructions from such institution or person on how to vote your shares. Your broker or other

nominee may allow you to deliver your voting instructions via the Internet and may also permit you to submit your voting instructions by telephone.

If you do not provide voting instructions to your broker or other nominee holding shares of our common stock for you, your shares will not be voted with respect to Proposals 1 and 3, as they are “non-discretionary” proposals under rules of the New York Stock Exchange (“NYSE”). We therefore encourage you to provide voting instructions on a proxy card as enclosed or a provided voting instruction form to your bank or other nominee that holds your shares by carefully following the instructions provided in such institution’s or person’s notice to you.

How many votes do I have?

Shareholders are entitled to one vote for each share of common stock held. See “Required Vote” below.

How will my shares of common stock be voted?

The shares of common stock represented by any proxy card which is properly executed and received by the Company prior to or at the 2019 Annual Meeting will be voted in accordance with the specifications you make thereon. Where a choice has been specified on the proxy card with respect to the proposals, the shares represented by the proxy will be voted in accordance with the specifications. If you return a validly executed proxy card without indicating how your shares should be voted on a matter and you do not revoke your proxy, your proxy will be voted: FOR the election of all eight Board nominees set forth on the enclosed proxy card (Proposal 1); FOR the ratification of the Board’s selection of Grant Thornton LLP as the Company’s independent registered public accountants for the current fiscal year (Proposal 2); and FOR the approval, on an advisory, non-binding basis, of the compensation of the Company’s named executive officers (Proposal 3).

Can shareholders still exercise proxy access rights for including their director nominees in the Company’s proxy materials for the 2019 Annual Meeting as of the date of this Proxy Statement?

No. The Board amended our Bylaws in 2017 to provide proxy access to qualifying shareholders for their director nominees. Pursuant to the proxy access provision of the amended Bylaws, however, notices for submitting nominees for election to the Board and being included in the Company’s proxy materials for the 2019 Annual Meeting, including this Proxy Statement, must be received by our Secretary, at our principal executive office located at 5956 W. Las Positas Blvd., Pleasanton, California, 94588, no later than the close of business on November 13, 2018 (the 120th day immediately before March 13, 2019, the first anniversary of the date when our definitive proxy statement was first sent to shareholders in connection with our 2018 annual meeting). As of November 13, 2018, we had not received any such notice. Because the notice period for exercising proxy access rights has already passed for the 2019 Annual Meeting, which is to be held on April 26, 2019 (not more than 30 days before or 60 days after March 13, 2019), as of the date of this Proxy Statement, shareholders are no longer able to exercise proxy access rights for the 2019 Annual Meeting.

Can shareholders still propose business to be considered at the 2019 Annual Meeting as of the date of this Proxy Statement?

No. Pursuant to our Bylaws, at an annual meeting of shareholders, only such business shall be conducted as shall have been properly brought before the meeting. As we publicly disclosed the date of the 2019 Annual Meeting to be held April 26, 2019 at least 85 days prior to such meeting date, for any business to be properly brought before the annual meeting by a shareholder, the shareholder must have given timely notice in writing to our Secretary at our principal executive offices located at 5956 W. Las Positas Blvd., Pleasanton, California, 94588, not less than 75 days prior to the meeting. As of February 10, 2019, we had not received any such notice. Because the period for shareholders to present business for consideration at the 2019 Annual Meeting has already passed, as of the date of this Proxy Statement, only the Board may propose business to be considered at the 2019 Annual Meeting.

Why is the election of directors at the 2019 Annual Meeting considered an uncontested election?

Pursuant to our Bylaws, as we publicly disclosed the date of the 2019 Annual Meeting to be April 26, 2019 at least 85 days prior to such meeting date, nominations for director elections (other than pursuant to the proxy access provision of our Bylaws) by shareholders for election at the 2019 Annual Meeting must be received by our Secretary, at our principal executive offices located at 5956 W. Las Positas Blvd., Pleasanton, California, 94588, not less than 75 days prior to the meeting. As of February 10, 2019, we had not received any such nomination. Because the period for shareholders to nominate director candidates for election at the 2019 Annual Meeting has already passed, as of the

date of this Proxy Statement, the eight director candidates nominated by the Board are the only nominees for election to the Board at the 2019 Annual Meeting.

When will declassification of the Board be complete?

At the March 28, 2017 special meeting of the shareholders, our shareholders approved and adopted an amendment to the Company's Certificate of Incorporation to declassify the Board over a three-year period and provide that directors who are up for election be elected for one-year terms beginning at the 2017 annual meeting of the shareholders. Declassification of the Board therefore was phased-in over a period of three years beginning with the 2017 annual meeting and concluding at the 2019 annual meeting of shareholders. Directors elected at or after the 2017 annual meeting are elected to one-year terms expiring at the next annual meeting of shareholders following their election. Directors elected to the Board before the 2017 annual meeting will complete the remainder of their respective three-year terms. As a result, declassification of the Board will be complete as of the 2019 Annual Meeting, and going forward, all members of the Board will serve one-year terms.

What vote is required with respect to the proposals?

Pursuant to our Bylaws, in an uncontested election, directors are elected by the affirmative vote of a majority of the votes cast. Under this majority voting standard, each of the eight director nominees on Proposal 1 will be elected if he or she receives more "FOR" votes than "AGAINST" votes, with broker non-votes and abstentions not counted as votes cast either "FOR" or "AGAINST" the nominee. The enclosed proxy card enables a shareholder to vote "FOR," "AGAINST" or "ABSTAIN" as to each person nominated by the Board.

Proposals 2 and 3 will be decided by the affirmative vote of a majority of the votes cast. The enclosed proxy card enables a shareholder to vote "FOR," "AGAINST" or "ABSTAIN" on these proposals. Each of Proposals 2 and 3 will pass if the total votes cast "for" a given proposal exceed the total number of votes cast "against" such given proposal.

What is the effect of abstentions and broker non-votes on voting?

Abstentions by shareholders from voting and broker non-votes will be counted towards determining whether or not a quorum is present. However, because abstentions and broker non-votes do not count as affirmative or negative votes cast, they will not affect the outcome of the vote of any proposal at the 2019 Annual Meeting, except where brokers or other nominees may exercise their discretion on "discretionary" proposals.

With respect to the 2019 Annual Meeting, Proposal 2 to ratify the appointment of our independent registered public accountants is considered a "discretionary" proposal under rules of the NYSE for which your broker or other nominee does not need your voting instruction in order to vote your shares. In contrast, your broker or other nominee will not have discretion to vote on Proposals 1 and 3 absent voting instructions from you, as they are "non-discretionary" proposals.

If you hold your shares in "street-name" through a broker or other nominee, absent voting instructions from you, your shares will not be counted as voting and will have no effect on those proposals requiring shareholder approval.

Therefore, you are urged to instruct your broker or other nominee to submit a proxy card as enclosed or vote by telephone or the internet as instructed on the proxy card.

If I have already voted by proxy against the proposals, can I still change my mind?

Yes. To change your vote by proxy, simply sign, date and return the enclosed proxy card or voting instruction form in the accompanying postage-paid envelope, or vote by proxy by telephone or via the Internet in accordance with the instructions in the proxy card or voting instruction form. We strongly urge you to vote by proxy FOR the election of each of the Board's eight nominees on Proposal 1 and FOR Proposals 2 and 3. Only your latest dated proxy will count at the 2019 Annual Meeting.

Will my shares be voted if I do nothing?

If your shares of our common stock are registered in your name, you must sign and return a proxy card in order for your shares to be voted, unless you vote over the Internet or by telephone or attend the 2019 Annual Meeting and vote in person.

If your shares of common stock are held in "street name," that is, held for your account by a broker or other nominee, and you do not instruct your broker or other nominee how to vote your shares, then, because Proposals 1 and 2 are "non-discretionary" proposals, your broker or other nominee would only have discretionary authority to vote your shares on Proposal 3 but not on other proposals. If your shares of our common stock are held in "street name," your broker or other nominee should have provided you a proxy card as enclosed or a voting instruction form with this Proxy Statement. We strongly encourage you to authorize your broker or other nominee to vote your shares by following the

instructions provided on the proxy card or voting instruction form. Please return your proxy card or voting instruction form to your broker or other nominee. Please contact the person responsible for your account to ensure that a proxy card or voting instruction form is voted on your behalf.

We strongly urge you to vote by proxy FOR the election of each of the Board's nominees on Proposal 1 and FOR Proposals 2 and 3, by signing, dating and returning the enclosed proxy card in the envelope provided. You may also vote by proxy over the Internet using the Internet address on the proxy card or by telephone using the toll-free number on the proxy card. If your shares are held in "street name," you should follow the instructions on your proxy card or voting instruction form provided by your broker or other nominee and provide specific instructions to your broker or other nominee to vote as described above.

What constitutes a quorum?

The presence of holders of our common stock having a majority of the votes that could be cast by the holders of all outstanding shares of our common stock entitled to vote at the 2019 Annual Meeting, in person or represented by proxy, will constitute a quorum for the transaction of business at the 2019 Annual Meeting.

Votes withheld, abstentions and broker non-votes, if any, will be counted as present or represented for purposes of determining the presence or absence of a quorum for this meeting. In the absence of a quorum, the 2019 Annual Meeting may be adjourned by a majority of the votes entitled to be cast represented either in person or by proxy.

Where can I find the proxy materials for the 2019 Annual Meeting?

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2019 ANNUAL MEETING: THE PROXY STATEMENT FOR THE 2019 ANNUAL MEETING AND THE ANNUAL REPORT TO SHAREHOLDERS ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018 ARE AVAILABLE FREE OF CHARGE AT [HTTP://MATERIALS.PROXYVOTE.COM/829073](http://MATERIALS.PROXYVOTE.COM/829073).

ANNUAL MEETING PROCEDURES

Annual Meeting Admission

Only Simpson shareholders or their duly authorized and constituted proxies may attend the 2019 Annual Meeting. Proof of ownership of our common stock must be presented in order to be admitted to the 2019 Annual Meeting. If your shares are held in the name of a bank, broker or other holder of record and you plan to attend the 2019 Annual Meeting in person, you must bring a brokerage statement, the proxy card mailed to you by your bank or broker or other proof of ownership as of the close of business on February 27, 2019, the record date, to be admitted to the 2019 Annual Meeting. Otherwise, proper documentation of a duly authorized and constituted proxy must be presented. This proof can be: a brokerage statement or letter from a broker, bank or other nominee indicating ownership on the record date, a proxy card, or a valid, legal proxy provided by your broker, bank or other nominee.

After the chairman of the meeting announces the opening of the polls for the first matter upon which the shareholders will vote at the 2019 Annual Meeting, further entry will be prohibited. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the 2019 Annual Meeting. All persons attending the meeting will be required to present a valid government-issued picture identification, such as a driver's license or passport, to gain admittance to the 2019 Annual Meeting.

Who Can Vote, Outstanding Shares

Holders of record of our common stock at the close of business on February 27, 2019 may vote at the 2019 Annual Meeting.

As of February 27, 2018, the record date for the 2019 Annual Meeting, there were 45,167,115 shares of our common stock outstanding, each entitled to one vote, and there were approximately 13,233 shareholders of record.

Voting Procedures

You can vote by attending the 2019 Annual Meeting and voting in person, or you can vote by proxy. If you are the record holder of your stock, you can vote by proxy in three ways:

By Internet: You may vote by submitting a proxy over the Internet. Please refer to the proxy card or voting instruction form provided to you by your broker for instructions of how to vote by Internet.

By Telephone: Shareholders located in the United States that receive proxy materials by mail may vote by submitting a proxy by telephone by calling the toll-free telephone number on your proxy card or voting instruction form and following the instructions.

By Mail: If you received proxy materials by mail, you can vote by submitting a proxy by mail by marking, dating, signing and returning the proxy card in the postage-paid envelope.

In Person at the 2019 Annual Meeting: If you attend the 2019 Annual Meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which we will provide to you at the meeting. You are encouraged to complete, sign and date the proxy card and mail it in the enclosed postage pre-paid envelope regardless of whether or not you plan to attend the 2019 Annual Meeting.

If you hold your shares of common stock in “street name,” meaning such shares are held for your account by a broker, bank or other nominee, then you will receive instructions from such institution or