

BARNES GROUP INC  
Form DEFA14A  
March 22, 2019

**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**  
**Check the appropriate box:**

**Filed by a Party other than the Registrant**

**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 under § 240.14a-12**

(Name of Registrant as Specified In Its Charter)

**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 the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount

(3) on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the 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  
Stockholder Meeting to Be Held on May 3, 2019.

BARNES GROUP INC.

123 MAIN STREET  
BRISTOL, CT 06010

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 8, 2019  
**Date:** May 3, 2019      **Time:** 11:00 AM EDT  
**Location:**

DoubleTree By Hilton  
Bristol, CT 06010

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](http://www.proxyvote.com), scan the QR Barcode on the reverse side, 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.



Voting Items

The Board of Directors recommends you vote FOR all of the following director nominees:

1. Election of Directors
- Nominees:**
- |     |                      |
|-----|----------------------|
| 1a. | Thomas O. Barnes     |
| 1b. | Elijah K. Barnes     |
| 1c. | Gary G. Benanav      |
| 1d. | Patrick J. Dempsey   |
| 1e. | Richard J. Hipple    |
| 1f. | Thomas J. Hook       |
| 1g. | Mylle H. Mangum      |
| 1h. | Hans-Peter Männer    |
| 1i. | Hassell H. McClellan |
| 1j. | William J. Morgan    |
| 1k. | Anthony V. Nicolosi  |
| 1l. | JoAnna L. Sohovich   |

**The Board of Directors recommends you vote FOR proposal 2:**

Advisory vote for the resolution to approve the Company's executive

2. compensation.

**The Board of Directors recommends you vote FOR proposal 3:**

Ratify the selection of PricewaterhouseCoopers LLP as the Company's independent auditor for

3. 2019.

**NOTE:** To conduct such other business that may properly come before the meeting or any adjournment thereof.

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