

SCHNITZER STEEL INDUSTRIES INC  
Form DEFA14A  
December 17, 2008

**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
- Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**Schnitzer Steel Industries, 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)(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)

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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:

COMPANY #

**SCHNITZER STEEL INDUSTRIES, INC.**

**ANNUAL MEETING OF STOCKHOLDERS**

**Wednesday, January 28, 2009**

**8:00 a.m.**

**Multnomah Athletic Club**

**1849 SW Salmon Street**

**Portland, Oregon 97205**

If you would like to vote in person at the Annual Meeting, bring your proxy card, along with appropriate identification, to the Multnomah Athletic Club on the day of the meeting.

Notice is hereby given that the Annual Meeting of Shareholders of Schnitzer Steel Industries, Inc. will be held at 1849 SW Salmon Street, Portland, Oregon on Wednesday, January 28, 2009 at 8:00 a.m.

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to be Held on January 28, 2009.**

- 1. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**
- 2. The Proxy Statement and Annual Report are available at [www.ematerials.com/schn](http://www.ematerials.com/schn)**
- 3. If you want to receive a paper copy or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before January 16, 2009 to facilitate timely delivery.**

**Matters intended to be acted upon at the meeting are listed below.**

**The Board of Directors recommends that you vote FOR all nominees in Item 1 and FOR the proposal in Item 2:**

1. Election of five Directors
  - 01 Robert S. Ball
  - 02 John D. Carter
  - 03 Kenneth M. Novack
  - 04 Jean S. Reynolds
  - 05 Tamara L. Lundgren
2. Approval of proposed amendment to the 1993 Stock Incentive Plan.

**You may immediately**

**vote your proxy**

**on the Internet at:**

**[www.eproxy.com/schn](http://www.eproxy.com/schn)**

Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 12:00 p.m. (CT) on January 27, 2009.

Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy.

**Your Internet vote authorizes the Named Proxies**

**to vote your shares in the same manner as if you**

**marked, signed and returned your proxy card.**

**To request paper copies of the proxy materials, which include the proxy card,  
proxy statement and annual report, please contact us via:**

**Internet** Access the Internet and go to [www.ematerials.com/schn](http://www.ematerials.com/schn) . Follow the instructions to log in, and order copies.

**Telephone** Call us free of charge at 866-697-9377 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.

**Email** Send us an email at [ep@ematerials.com](mailto:ep@ematerials.com) with Schn Materials Request in the subject line.  
The email must include:

The 3-digit company # and the 11-digit control # located in the box in the upper right hand corner on the front of this notice.

Your preference to receive printed materials via mail ~~-or-~~ to receive an email with links to the electronic materials.

If you choose email delivery you must include the email address.

If you would like this election to apply to delivery of material for all future meetings, write the word Permanent and include the last 4 digits of your Tax ID number in the email.