

BIG LOTS INC  
Form DEFA14A  
April 11, 2017

**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**

(Amendment No. )

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 under Rule 14a-12

**BIG LOTS, INC.**

**Name of the 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)(4) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction 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):

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**

**BIG LOTS, INC.**

**Meeting Type:** Annual Meeting

**For holders as of:** March 27, 2017

**Date:** May 25, 2017 **Time:** 9:00 a.m. EDT

**Location:** Big Lots, Inc.  
300 Phillipi Road  
Columbus, Ohio 43228

*ATTN: GENERAL COUNSEL*

*300 PHILLIPI ROAD*

*COLUMBUS, OH 43228*

Directions to the Annual Meeting are available in the Investor Relations section of our website located at: [www.biglots.com](http://www.biglots.com).

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) 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:

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS PROXY STATEMENT ANNUAL REPORT  
ON FORM 10-K

#### How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:  
[www.proxyvote.com](http://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, 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](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL\**: [sendmaterial@proxyvote.com](mailto: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 (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:** Please check the proxy materials for any requirements for Annual Meeting attendance. At the Annual Meeting, you will need to request a ballot to vote these shares.

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

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

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**Voting Items**

**Notice is hereby given that the 2017 Annual Meeting of Shareholders of Big Lots, Inc. will be held at our corporate offices located at 300 Phillipi Road, Columbus, Ohio, on May 25, 2017, beginning at 9:00 a.m. EDT, for the following purposes:**

**1. ELECTION OF DIRECTORS.** The Board of Directors

recommends a vote FOR the election of the nominees

named below:

- |                         |                        |
|-------------------------|------------------------|
| 01) Jeffrey P. Berger   | 06) Philip E. Mallott  |
| 02) David J. Campisi    | 07) Nancy A. Reardon   |
| 03) James R. Chambers   | 08) Wendy L. Schoppert |
| 04) Marla C. Gottschalk | 09) Russell E. Solt    |
| 05) Cynthia T. Jamison  |                        |

If any nominee named for election as a director is unable to serve or for good cause will not serve, common shares represented by proxies will be voted for such substitute nominee(s) as recommended by Big Lots Board of Directors.

- 2. APPROVAL OF THE BIG LOTS 2017 LONG-TERM INCENTIVE PLAN.** The Board of Directors recommends a vote FOR the approval of the Big Lots 2017 Long-Term Incentive Plan.
- 3. APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.** The Board of Directors recommends a vote FOR the approval of the compensation of Big Lots named executive officers, as disclosed in the Proxy Statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion accompanying the tables.
- 4. VOTE, ON AN ADVISORY BASIS, ON THE FREQUENCY OF THE SAY ON PAY VOTE.** The Board of Directors recommends that you vote for holding an advisory vote on the compensation of Big Lots named executive officers every 1 YEAR.
- 5. RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017.** The Board of Directors recommends a vote FOR the ratification of the appointment of Deloitte & Touche LLP as Big Lots independent registered public accounting firm for the 2017 fiscal year.

If any other matter properly comes before the Annual Meeting, common shares represented by proxies will be voted in accordance with the recommendation of the Board of Directors on such matter.

Only shareholders of record at the close of business on the record date, March 27, 2017, are entitled to notice of and to vote at the Annual Meeting and any postponement or adjournment thereof.

