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MAIL WELL INC
Form DEF 14A
March 14, 2003

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 /X/

Filed by a Party other than the Registrant / /

Check the appropriate box:

- / / Preliminary Proxy Statement / / Confidential, for Use of the
- /X/ Definitive Proxy Statement Commission Only (as permitted
- / / Definitive Additional Materials by Rule 14a-6(e)(2))
- / / Soliciting Material Pursuant to
- Rule 14a-11(c) or Rule 14a-12

MAIL-WELL, 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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(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
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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:

MAIL-WELL, INC.
8310 South Valley Highway, #400
Englewood, Colorado 80112
(303) 790-8023

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 1, 2003

To the Stockholders of Mail-Well, Inc.:

Mail-Well, Inc., a Colorado corporation (the "Company"), is giving notice that the annual meeting of stockholders will be held on Thursday, May 1, 2003, at 8:30 a.m. at the Company's principal executive offices, 8310 South Valley Highway, #400, Englewood, Colorado, for the following purposes:

1. To elect ten directors of the Company to hold office until the 2004 annual meeting of stockholders or until their respective successors are elected and qualified;
2. To ratify the selection of Ernst & Young LLP, independent auditors, as auditors of the Company for the year ending December 31, 2003; and
3. To transact other business that may properly come before the meeting or any adjournments.

The names of the nominees for directors are set forth in the accompanying proxy statement.

The Board of Directors has fixed the close of business on March 7, 2003, as the record date for determining stockholders entitled to receive notice of and to vote at the annual meeting or any adjournments.

The Company mailed a copy of the Company's 2002 Annual Report to Stockholders, which includes the Company's consolidated financial statements, and this Notice on or about March 17, 2003, to all stockholders of record on March 7, 2003. You may obtain without charge the Company's Annual Report on Form 10-K to the Securities and Exchange Commission by making written request to the secretary of the Company at the address above. The officers and directors of the Company cordially invite you to attend the meeting.

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Whether or not you expect to attend the meeting, you should complete, date and sign the enclosed proxy card and mail it promptly in the enclosed postage prepaid envelope. The proxy card must be signed and returned in order to be counted.

By Order of the Board of Directors,

Mark L. Zoeller
Vice President-General Counsel and Secretary

Englewood, Colorado
March 17, 2003

MAIL-WELL, INC.
8310 South Valley Highway, #400
Englewood, Colorado 80112

PROXY STATEMENT

Annual Meeting of Stockholders
To Be Held on May 1, 2003

INTRODUCTION

This proxy statement is furnished to the stockholders of Mail-Well, Inc., a Colorado corporation (the "Company"), to solicit proxies to be used in voting at the annual meeting of stockholders to be held on Thursday, May 1, 2003. The enclosed proxy is solicited by the Board of Directors of the Company. The proxy materials were mailed on or about March 17, 2003, to the stockholders of record at the close of business on the record date of March 7, 2003.

The Company will bear the cost of soliciting proxies, including the charges and expenses of brokerage firms and others who forward solicitation material to beneficial owners of the Company's common stock. Proxies may be solicited by mail, personal interview, telephone or telegraph by certain employees of the Company. The Company will bear any costs relating to solicitations by Company personnel. ADP Communication Services will tabulate the votes and the inspector of election will report on the results at the meeting.

VOTING RIGHTS AND OUTSTANDING SHARES

Only holders of record of common stock at the close of business on March 7, 2003, will be entitled to vote at the meeting. On March 7, 2003, there were 48,343,060 shares of common stock outstanding. Each share of common stock is entitled to one vote on all matters on which stockholders may vote. There is no cumulative voting in the election of directors.

Votes cast by proxy or in person at the meeting will be tabulated by the inspector of election appointed for the meeting and will determine whether or not a quorum is present. The holders of a majority of the outstanding common stock are required for a quorum at the meeting. The inspector of election will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum, but as unvoted for purposes of determining the approval of any matter submitted to the stockholders for a vote. If a broker indicates on the proxy that it does not have discretionary authority

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as to certain shares to vote on a particular matter, those shares will not be considered as present and entitled to vote on that matter.

REVOCABILITY OF PROXIES

Any person giving a proxy may revoke it at any time before it is exercised. It may be revoked by:

- o filing a written notice of revocation with the secretary of the Company at its principal executive offices, 8310 South Valley Highway, #400, Englewood, Colorado 80112;
- o executing and delivering a proxy with a later date; or
- o attending the meeting and voting in person. Attending the meeting will not by itself revoke a proxy.

SUMMARY OF PROPOSALS

Stockholders will vote on the following proposals at the meeting:

1. Electing the following ten persons to the Board of Directors: Paul V. Reilly, Thomas E. Costello, Frank P. Diassi, Frank J. Hevrdejs, Martin J. Maloney, David M. Olivier, Janice C. Peters, Jerome W. Pickholz, Alister W. Reynolds and Susan O. Rheney.

2. Ratifying the selection of Ernst & Young LLP as independent auditors for the Company for 2003.

The proxies will be voted, unless authority to do so is withheld, to elect the ten nominees recommended by the Board and to ratify the selection of Ernst & Young LLP as the Company's auditors for 2003.

INFORMATION CONCERNING DIRECTORS AND NOMINEES

The following chart shows the names, ages (as of December 31, 2002) and positions held with the Company for each current Board member and each Board nominee. Each director has served continuously with the Company since the date indicated.

Name ----	Age ---	Positions -----	Di --
Paul V. Reilly (4)	50	Chairman of the Board, President and Chief Executive Officer	
Thomas E. Costello	63	Director	
Frank P. Diassi (3) (4)	69	Director	
Frank J. Hevrdejs (1)	57	Director	
Martin J. Maloney	58	Director	
David M. Olivier	59	Director	
Janice C. Peters (2)	51	Director	
Jerome W. Pickholz (1) (3)	70	Director	
Alister W. Reynolds (2) (3)	45	Director	
Susan O. Rheney	43	Director	