

SENSIENT TECHNOLOGIES CORP
Form DFAN14A
April 03, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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

SENSIENT TECHNOLOGIES CORPORATION
(Name of Registrant as Specified in Its Charter)

FRONTFOUR CAPITAL GROUP LLC
FRONTFOUR MASTER FUND, LTD.
EVENT DRIVEN PORTFOLIO, A SERIES OF UNDERLYING FUNDS TRUST
FRONTFOUR CAPITAL CORP.
FRONTFOUR OPPORTUNITY FUND LTD.
STEPHEN LOUKAS
DAVID A. LORBER
ZACHARY GEORGE
JAMES R. HENDERSON
JAMES E. HYMAN
WILLIAM E. REDMOND, JR.

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- o 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) 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:

FrontFour Capital Group LLC together with the other Participants named herein (collectively, “FrontFour”), is filing materials contained in this Schedule 14A with the Securities and Exchange Commission (the “SEC”) in connection with the solicitation of proxies for the election of its slate of director nominees at the 2014 annual meeting of shareholders (the “Annual Meeting”) of Sensient Technologies Corporation. FrontFour has filed a definitive proxy statement and an accompanying GREEN proxy card with the SEC with regard to the Annual Meeting.

Item 1: On April 3, 2014, FrontFour issued the following press release:

**FRONTFOUR EXPRESSES SERIOUS CONCERNS REGARDING SENSIENT TECHNOLOGIES’
DIRECTOR ELAINE WEDRAL’S APPARENT CONFLICT OF INTEREST**

**Believes Board Must Announce Wedral’s Plans to Resign from the Board
Well In Advance of the 2014 Annual Meeting**

GREENWICH, Conn., April 3, 2014 /PRNewswire/ -- FrontFour Capital Group LLC, together with its affiliates (“FrontFour”), today commented on Balchem Corporation’s (“Balchem”) recent announcement to acquire Performance Chemicals & Ingredients Company (d/b/a SensoryEffects), a privately held supplier of customized food and beverage ingredient systems, and a direct competitor of Sensient Technologies Corporation (the “Company” or “Sensient”). Specifically, FrontFour noted that newly appointed lead independent director of Sensient, Dr. Elaine R. Wedral, who currently serves on the board of directors of Balchem, has an inherent conflict of interest in serving on the boards of two direct competitors.

FrontFour sent a letter to the Board of Directors of Sensient (the “Board”) on April 2, 2014, requesting the Board to promptly inform all Sensient shareholders, well in advance of the Company’s upcoming 2014 Annual Meeting of Shareholders (the “2014 Annual Meeting”), as to whether Ms. Wedral will be tendering her resignation from the Board upon the consummation of the Balchem/SensoryEffects acquisition and whether the Company will fill the vacancy so created or reduce the size of the Board.

FrontFour believes Ms. Wedral’s continued service on the Board may be a violation of Section 8 of The Clayton Antitrust Act of 1914, as amended, as well as the Company’s Code of Conduct. FrontFour notes that under the Company’s Amended and Restated By-Laws, a shareholder is not permitted to nominate a person for election to the Board without having such person affirm in writing that he or she is not an employee, director or affiliate of any competitor of the Company and will comply with applicable law and the Company’s Code of Conduct, among other things. FrontFour questions whether the Board’s silence with respect to Ms. Wedral indicates that the Board is willing to set different criteria for shareholder nominations of directors than those followed by the Board.

FrontFour has nominated four (4) nominees for election to the Board at the Annual Meeting. FrontFour encourages all shareholders to vote the GREEN proxy card today to elect FrontFour’s highly qualified director nominees.

Shareholders who have any questions, or require assistance with their vote, should contact FrontFour’s proxy solicitor, Okapi Partners LLC, at (212) 297-0720 or (877) 566-1922, or by email at info@okapipartners.com. All of FrontFour’s proxy materials are available at: www.okapivote.com/Sensient.

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