

Virginia National Bankshares Corp
Form DEFA14A
April 30, 2019

SCHEDULE 14A

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
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a -12

Virginia National Bankshares Corporation (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) 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: _____

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- (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Dated Filed: _____
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Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholder Meeting of

VIRGINIA NATIONAL BANKSHARES CORPORATION

To Be Held On:

June 14, 2019 at 10:00 a.m. EST

at the Omni Charlottesville Hotel, 212 Ridge McIntire Road, Charlottesville, Virginia 22903

**COMPANY NUMBER
ACCOUNT NUMBER
CONTROL NUMBER**

You are receiving this notice because you have shares in this company.

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.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as instructed below before 6/4/2019.

Please visit www.vnb.com/2019proxy, where the following materials are available for view:

Notice of Annual Meeting and Proxy Statement
Annual Report on Form 10-K

TO REQUEST MATERIAL:

PLEASE USE THE CONTROL NUMBER IN THE BOX TO THE RIGHT ABOVE TO REQUEST MATERIALS THROUGH ONE OF THE THREE FOLLOWING METHODS:
TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)
E-MAIL: info@astfinancial.com
WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

TO VOTE:

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 5:00 PM Eastern Time the day before the meeting date.
IN PERSON: You may vote your shares in person by attending the Annual Meeting.
MAIL: You may request a paper proxy card by following the instructions above **TO REQUEST MATERIALS.**

BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR ALL NOMINEES" IN PROPOSAL 1, "FOR" PROPOSALS 2 & 4, AND "ONE YEAR" IN PROPOSAL 3.

1. Election of the following persons as directors to serve until the next annual meeting of shareholders

NOMINEES:

H. K. Benham, III
Steven W. Blaine
William D. Dittmar, Jr.
James T. Holland
Linda M. Houston
Susan K. Payne
Glenn W. Rust
Gregory L. Wells
Bryan D. Wright

Please note that you cannot use this notice to vote by mail.

2.

Advisory (non-binding) approval of the Company's executive compensation.

3. Advisory (non-binding) approval of the frequency of advisory vote on the Company's executive compensation.
4. Ratification of the appointment of Yount, Hyde & Barbour, P.C. as the Company's independent auditors for 2019.
5. To transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

d other related documents, as they contain important information. Investors are able to obtain a free copy of the proxy statement with respect to the special meeting without charge, at the SEC's website (<http://www.sec.gov>). Copies of the proxy statement with respect to the special meeting may be obtained, without charge,

from ICE by directing a request to ICE at 2100 RiverEdge Parkway, Suite 500, Atlanta, Georgia, 30328, Attention: Investor Relations; or by emailing a request to ir@theice.com.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy the securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Participants in the Solicitation:

In addition to ICE, the following officers and employees of ICE will also be participants in the foregoing proxy solicitations: Jeffrey C. Sprecher (Chairman and Chief Executive Officer), David S. Goone (Senior Vice President, Chief Strategic Officer) and Kelly L. Loeffler (Vice President, Investor Relations and Corporate Communications). You can find information about ICE and ICE's directors and executive officers in ICE's Annual Report on Form 10-K, filed with the SEC on February 26, 2007 and in ICE's proxy statement for its 2007 annual meeting of stockholders, filed with the SEC on March 30, 2007.

Other than 1,000 shares of CBOT Class A Common Stock owned by ICE, neither ICE nor any of the other participants in either of these proxy solicitations has any interest, direct or indirect, by securities holdings or otherwise, in CBOT Holdings, Inc. or Chicago Mercantile Exchange Holdings Inc. None of the participants will receive any special compensation in connection with either of these proxy solicitations.

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