

Union Bankshares Corp
Form DEFA14A
March 20, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

UNION 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)(4) and 0-11.

Title of each class of securities to which transaction applies:

(1)

Aggregate number of securities to which transaction applies:

(2)

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):

(3)

Proposed maximum aggregate value of transaction:

(4)

(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.

Amount Previously Paid:

(1)

(2) Form, Schedule or Registration Statement No.:

Filing Party:

(3)

Date Filed:

(4)

+ Online Go to www.envisionreports.com/UBSH or scan the QR code - login details are located in the shaded bar below. Votes submitted electronically must be received by 1:00 a.m., EST, on May 2, 2019. Shareholder Meeting Notice Important Notice Regarding the Availability of Proxy Materials for the Union Bankshares Corporation Annual Meeting of Shareholders to be Held on May 2, 2019 Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the Annual Shareholders' Meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the Annual Meeting are on the reverse side. Your vote is important! 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. The Proxy Statement and 2018 Annual Report to Shareholders are available at: Easy Online Access - View your proxy materials and vote. Step 1: Go to www.envisionreports.com/UBSH. Step 2: Click on Cast Your Vote or Request Materials. Step 3: Follow the instructions on the screen to log in. Step 4: Make your selections as instructed on each screen for your delivery preferences. Step 5: Vote your shares. When you go online, you can also help the environment by consenting to receive electronic delivery of future materials. Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before April 22, 2019 to facilitate timely delivery. 2NOT + 030E9B

Shareholder Meeting Notice The Annual Meeting of Shareholders of Union Bankshares Corporation (the "Company") will be held on Thursday, May 2, 2019 at 10:00 a.m. (Eastern Time) at The Westin Richmond, located at 6631 West Broad Street in Richmond, VA. Directions to The Westin Richmond are included on the back page of the Proxy Statement. You may also find the directions to The Westin Richmond on the Internet at <https://www.marriott.com/hotels/maps/travel/ricwi-the-westin-richmond/> Shareholders of record at the close of business on March 8, 2019 are entitled to vote at the Annual Meeting. Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. The Board of Directors recommends a vote FOR all nominees listed in Proposal 1 and Proposal 2 and FOR Proposals 3, 4, 5 and 6. The proposals are as follows: 1. To elect seven Class II Directors to serve until the 2022 annual meeting of shareholders, or until their mandatory retirement date, whichever date is earlier: 01 - John C. Asbury 02 - L. Bradford Armstrong 03 - Michael W. Clarke 04 - Patrick E. Corbin 05 - Daniel I. Hansen 06 - Jan S. Hoover 07 - W. Tayloe Murphy, Jr.; 2. To elect one Class I Director to serve until the 2021 annual meeting of shareholders: F. Blair Wimbush; 3. To amend the Company's articles of incorporation to change the Company's name to "Atlantic Union Bankshares Corporation"; 4. To amend the Company's articles of incorporation to increase the number of authorized shares of the Company's common stock; 5. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019; 6. To approve, on an advisory (non-binding) basis, the Company's executive compensation; and 7. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof. PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Here's how to order a copy of the proxy materials and select delivery preferences: Current and future delivery requests can be submitted using the options below. If you request an email copy, you will receive an email with a link to the current meeting materials. PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials. - Internet - Go to www.envisionreports.com/UBSH. Click on Cast Your Vote or Request Materials. - Phone - Call us free of charge at 1-866-641-4276. - Email - Send an email to investorvote@computershare.com with "Proxy Materials Union Bankshares Corporation" in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials. To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by April 22, 2019.