

Natural Grocers by Vitamin Cottage, Inc.
Form DEFA14A
January 19, 2018
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
§240.14a-12

**Natural
Grocers by
Vitamin
Cottage,
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):

No fee required.

Fee computed on
table below per
Exchange Act Rules
14a-6(i)(1) and 0-11.

- | | Title of each
class of |
|-----|---|
| (1) | 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:
-

NATURAL GROCERS BY VITAMIN COTTAGE, INC.

Important Notice Regarding the Availability of

Proxy Materials for the Annual Meeting of Stockholders

to be held on March 7, 2018 at 1:00 p.m. local time at

Natural Grocers by Vitamin Cottage, Inc., Home Office Auditorium

12612 West Alameda Parkway, Lakewood, Colorado 80228

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

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. Otherwise, you will not receive a paper or e-mail copy. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as instructed below before February 26, 2018.

Please visit <http://www.astproxyportal.com/ast/18556/>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders
Proxy Statement
Form of Electronic Proxy Card
2017 Annual Report

**TO REQUEST
MATERIAL:**

TELEPHONE: 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers)

E-MAIL: info@amstock.com

WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

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 11:59 PM Eastern Time the day before the meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting. You may obtain directions to the location of the meeting at <http://investors.naturalgrocers.com/proxynotices>.

TELEPHONE: To vote by telephone, please call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. You may vote by telephone until 11:59 PM Eastern Time the day before the meeting.

MAIL: You may request a proxy card by following the instructions above.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION
OF DIRECTORS, “FOR” PROPOSALS 2, 3 AND 5 AND FOR “3 YEARS” ON PROPOSAL 4.**

1. Election of Directors:

NOMINEES:

Heather Isely

Kemper Isely

Edward Cerkovnik

2. TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2018.

3. TO approve, on an advisory basis, the compensation paid to THE COMPANY'S named executive officers.

4. TO hold an advisory vote on the frequency of future stockholder advisory votes regarding the compensation of THE COMPANY'S named executive officers.

5. TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

In their discretion, the proxies are authorized to vote with respect to matters incident to the conduct of the meeting and upon such other matters as may properly come before the meeting.

Please note that you cannot use this notice to vote. It is not a ballot.