

FIRST CAPITAL INC
Form DEFA14A
April 20, 2010

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 Pursuant to § 240.14a-12

First Capital, Inc.

(Name of Registrant as Specified In Its Charter)

N/A

(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.

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- (1) Title of each class of securities to which transaction applies:
N/A

- (2) Aggregate number of securities to which transactions applies:
N/A

- (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):
N/A

- (4) Proposed maximum aggregate value of transaction:
N/A

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(5) Total fee paid:

N/A

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:

N/A

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

N/A

(3) Filing Party:

N/A

(4) Date Filed:

N/A

FIRST CAPITAL, INC.

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Corydon, Indiana 47112

(812) 738-2198

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 19, 2010

As part of our efforts to cut unnecessary expenses and conserve the environment, First Capital, Inc. has elected to provide Internet access to the proxy statement for our 2010 annual meeting of shareholders and our 2009 annual report to shareholders, rather than mailing paper copies of the materials. This reduces postage and printing expenses and paper waste. The proxy statement and annual report are available at:

<http://www.cfpproxy.com/4684>

The annual meeting of shareholders will be held at First Harrison Bank's main office, 220 Federal Drive, N.W., Corydon, Indiana, on Wednesday, May 19, 2010, at 12:00 noon, local time. The matters to be acted on are:

1. The election of five directors to serve for a term of three years;
2. The ratification of the selection of Monroe Shine & Co., Inc. as our independent registered public accounting firm for the fiscal year ending December 31, 2010; and
3. The transaction of such other business as may properly come before the meeting and any adjournment or postponement of the meeting.

The Board of Directors of First Capital, Inc. recommends voting **FOR** the above proposals. To vote, you must have been a shareholder at the close of business on March 25, 2010.

You may vote by mail or in person. If you wish to vote by mail, simply cast your vote on the enclosed proxy card and sign, date and return it in the accompanying business reply envelope. We ask that you cast your vote promptly. Thank you for your continued support!

This communication presents only an overview of the 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 copy of the proxy materials, you can request one at any time. There is no charge to you for requesting a copy. Please make your request for a copy of the documents by May 5, 2010 to ensure delivery before the shareholder meeting.

To request a paper copy of these items, you will need your Shareholder Control Number that can be found in the lower right hand corner of your proxy card. Then, either:

Call our toll-free number, (800) 951-2405; or

Visit our website at <http://www.cfpproxy.com/4684>; or

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Send us an email at fulfillment@rtco.com and enter the Shareholder Control Number when prompted or, if you send us an email, enter it in the subject line.

We ask that you cast your vote promptly. Due to new regulatory changes that will affect your vote on the election of directors, you must vote your proxy for your shares to be represented and voted for the election of directors. Please help save the company additional solicitation costs by voting today.

EACH OF THE LISTED PROPOSALS.

If properly signed and dated, this revocable proxy will be voted as directed, but if no instructions are specified, this proxy will be voted FOR each of the proposals listed only if properly signed and dated. If any other business is presented at the Annual Meeting, including whether or not to adjourn the Annual Meeting, this proxy will be voted by the proxies in their best judgment. At the present time, the Board of Directors knows of no other business to be presented at the Annual Meeting. This proxy also confers discretionary authority on the Board of Directors to vote (1) with respect to the election of any person as Director, where the nominees are unable to serve or for good cause will not serve and (2) matters incident to the conduct of the meeting.

Dated:

SHAREHOLDER SIGN ABOVE

CO-HOLDER (IF ANY) SIGN ABOVE

The above signed acknowledges receipt from First Capital, before the execution of this proxy, of a Notice of Internet Availability of Proxy Materials and that the above signed has reviewed First Capital's Proxy Statement for the Annual Meeting of Shareholders and Annual Report on Form 10-K.

Please sign exactly as your name appears on this card. When signing as attorney, executor, administrator, trustee or guardian, please give your full title. If shares are held jointly, each holder may sign but only one signature is required.

PLEASE COMPLETE, DATE, SIGN AND PROMPTLY MAIL THIS PROXY

IN THE ENCLOSED POSTAGE-PAID ENVELOPE.