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WABASH NATIONAL CORP /DE  
Form DEFA14A  
April 27, 2005

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant [X]  
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 Section 240.14a-12

Wabash National Corporation

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(Name of Registrant as Specified In Its Charter)

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(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.

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1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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SEC 1913 (02-02)

WABASH NATIONAL CORPORATION  
1000 SAGAMORE PARKWAY SOUTH  
LAFAYETTE, INDIANA 47905

SUPPLEMENT TO PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS--MAY 12, 2005

This Supplement No. 1 to the Proxy Statement is furnished on or about April 29, 2005 to stockholders of Wabash National Corporation (the "Corporation"), in connection with the solicitation by the Board of Directors of the Corporation of proxies to be voted at the Annual Meeting of Stockholders to be held at the Holiday Inn, 515 South Street, Lafayette, Indiana, 47901 on Thursday, May 12, 2005, at 10:00 a.m., and at any adjournments or postponements of the Annual Meeting.

The information in this Supplement should be read in conjunction with the Proxy Statement.

The table and footnotes appearing in the proxy statement under the heading "Summary Compensation Table" beginning on page 10 of the Proxy Statement should be replaced in their entirety with the following information to reflect corrected disclosure in the table and footnotes.

SUMMARY COMPENSATION TABLE

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| NAME AND PRINCIPAL POSITION(1) | YEAR | ANNUAL COMPENSATION |            | LONG - TERM COMPENSATION A       |                             |
|--------------------------------|------|---------------------|------------|----------------------------------|-----------------------------|
|                                |      | SALARY (\$)         | BONUS (\$) | RESTRICTED STOCK AWARDS (2) (\$) | SECURIT UNDERLYI OPTION (#) |
| William P. Greubel.....        | 2004 | \$ 633,333          | \$ 437,760 | \$ 375,230                       | 23,60                       |
| President and Chief            | 2003 | \$ 600,000          | \$ 528,300 | \$ 0                             | 175,00                      |
| Executive Officer              | 2002 | \$ 393,461          | \$ 200,000 | \$ 262,500                       | 250,00                      |
| Richard J. Giromini.....       | 2004 | \$ 383,676          | \$ 219,451 | \$ 143,400                       | 9,90                        |
| Executive Vice President -     | 2003 | \$ 330,305          | \$ 242,361 | \$ 0                             | 70,00                       |
| Chief Operating Officer        | 2002 | \$ 150,208          | \$ 235,264 | \$ 70,000                        | 125,00                      |
| Rodney P. Ehrlich.....         | 2004 | \$ 261,275          | \$ 134,467 | \$ 71,700                        | 4,80                        |
| Senior Vice President -        | 2003 | \$ 251,275          | \$ 143,126 | \$ 0                             | 20,00                       |
| Chief Technology Officer       | 2002 | \$ 251,275          | \$ 0       | \$ 0                             |                             |
| Brent A. Larson.....           | 2004 | \$ 239,500          | \$ 133,127 | \$ 71,700                        | 5,00                        |
| Sr. Vice President -           | 2003 | \$ 210,000          | \$ 119,616 | 0                                | 33,00                       |
| Sales & Marketing              | 2002 | \$ 200,000          | \$ 49,612  | \$ 40,875                        | 25,00                       |
| Timothy J. Monahan.....        | 2004 | \$ 210,000          | \$ 113,633 | \$ 62,140                        | 4,20                        |
| Senior Vice President -        | 2003 | \$ 44,558           | \$ 80,000  | \$ 0                             | 10,00                       |
| Human Resources                | 2002 | \$ 0                | \$ 0       | \$ 0                             |                             |
| Robert J. Smith.....           | 2004 | \$ 188,493          | \$ 115,425 | \$ 59,750                        | 3,60                        |
| Senior Vice President -        | 2003 | \$ 134,041          | \$ 84,261  | \$ 0                             |                             |
| Chief Financial Officer        | 2002 | \$ 0                | \$ 0       | \$ 0                             |                             |

(1) Mr. Greubel became the Corporation's Chief Executive Officer on May 6, 2002. Mr. Giromini became the Corporation's Chief Operating Officer on July 15, 2002. Mr. Larson became the Corporation's Vice

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President - Sales on January 1, 2002. Mr. Monahan became the Corporation's Senior Vice President - Human Resources on October 26, 2003. Mr. Smith became the Senior Vice President - Chief Financial Officer on October 20, 2004.

(2) As of December 31, 2004, based on the closing price of the Corporation's common stock on the New York Stock Exchange on that date of \$26.93 per share, Mr. Greubel held 60,192 shares of restricted stock with an aggregate value of \$1,620,970.56; Mr. Giromini held 19,592

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shares of restricted stock with an aggregate value of \$527,612.56; Mr. Ehrlich held 3,000 shares of restricted stock with an aggregate value of \$80,790; Mr. Larson held 7,875 shares of restricted stock with an aggregate value of \$212,073.75; Mr. Monahan held 2,600 shares of restricted common stock with an aggregate value of \$70,018; and Mr. Smith held 2,500 shares of restricted common stock with an aggregate value of \$67,325.

- (3) For the year ending December 31, 2004, "All Other Compensation" included (i) contributions to the Corporation's 401(k) Plan, consisting of \$14,815 in respect of Mr. Greubel, \$16,978 in respect of Mr. Giromini, \$13,578 in respect of Mr. Ehrlich, \$8,200 in respect of Mr. Monahan and \$9,763 in respect of Mr. Smith; (ii) contributions under the Corporation's deferred compensation plan consisting of \$31,949 in respect of Mr. Greubel, \$24,125 in respect of Mr. Giromini, \$5,379 in respect of Mr. Ehrlich, \$4,545 in respect of Mr. Monahan, and \$10,272 in respect of Mr. Smith; (iii) payments by the Corporation with respect to term life insurance for the benefit of the respective officer consisting of \$1,518 in respect of each of Messrs. Greubel and Giromini, \$2,430 in respect of Mr. Ehrlich, \$983 in respect of Mr. Monahan, \$1,594 in respect of Mr. Smith, and \$508 in respect of Mr. Larson; (iv) payments by the Corporation with respect to the Executive Life Insurance Plan (which provides employees with funds to pay for a universal life insurance policy that is fully owned by the employee) consisting of \$38,913 in respect of Mr. Greubel and \$18,250 in respect of Mr. Giromini; and (v) reimbursement of relocation expenses consisting of \$30,690 in respect of Mr. Monahan.
- (4) For the year ending December 31, 2003, "All Other Compensation" included (i) contributions to the Corporation's 401(k) Plan consisting of \$2,000 in respect of Mr. Greubel, \$1,625 in respect of Mr. Giromini, \$8,000 in respect of Mr. Ehrlich and \$6,204 in respect of Mr. Smith; (ii) contributions under the Corporation's deferred compensation plan consisting of \$21,828 in respect of Mr. Giromini; (iii) payments by the Corporation with respect to term life insurance for the benefit of the respective officer consisting of \$1,518 in respect of each of Messrs. Greubel and Giromini, \$2,337 in respect of Mr. Ehrlich, \$391 in respect of Mr. Larson and \$1,183 in respect of Mr. Smith; (iv) payments by the Corporation with respect to the Executive Life Insurance Plan (which provides employees with funds to pay for a universal life insurance policy that is fully owned by the employee) consisting of \$39,189 in respect of Mr. Greubel and \$18,250 in respect of Mr. Giromini; (v) reimbursement of relocation expenses consisting of \$139,852 in respect of Mr. Greubel, \$53,693 in respect of Mr. Giromini, \$754 in respect of Mr. Larson and \$4,865 in respect of Mr. Monahan; and, (vi) tax accounting assistance related to expatriate tax liability consisting of \$16,417 in respect of Mr. Larson.
- (5) For the year ending December 31, 2002, "All Other Compensation" included (i) contributions to the Corporation's 401(k) Plan consisting of \$6,000 in respect of Messrs. Greubel and Giromini and \$8,298 in respect of Mr. Ehrlich; (ii) payments by the Corporation with respect to term life insurance for the benefit of the respective officer consisting of \$451 in respect of Mr. Greubel, \$208 in respect of Mr. Giromini, \$1,290 in respect of Mr. Ehrlich and \$270 in respect of Mr. Larson, and; (iii) reimbursement of relocation expenses consisting of \$47,273 in respect of Mr. Greubel and \$21,662 in respect of Mr. Giromini.