

NIC INC

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 03/17/17

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CIK	0001065332
Symbol	EGOV
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

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

NIC 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.

(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:

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

 - (3) Filing Party:

 - (4) Date Filed:

-

***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 2, 2017.**

NIC INC.



Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 3, 2017
Date: May 2, 2017 **Time:** 10:00 a.m. CDT
Location: Embassy Suites by Hilton Kansas City/Olathe
10401 S. Ridgeview Rd.
Olathe, KS 66061

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this Notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this Notice to obtain proxy materials and voting instructions.

— **Before You Vote** —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT TO STOCKHOLDERS

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXXXXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail and place the information that is printed in the box marked by the arrow → [XXXXXXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 18, 2017 to facilitate timely delivery.

— **How To Vote** —
Please Choose One of the Following Voting Methods

Vote In Person: Our stockholder meeting has attendance requirements. Attendees please note: you must bring this Notice and a suitable form of personal photo identification for admission to the meeting. No cell phones, cameras, recording equipment or other electronic devices may be used during the meeting. For security purposes, all briefcases, purses and bags are subject to inspection. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXXXXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

Vote on Directors

1. Election of Directors

Nominees:

- | | |
|-------------------------|-------------------------|
| 01) Harry H. Herington | 06) C. Brad Henry |
| 02) Art N. Burtcher | 07) Alexander C. Kemper |
| 03) Venmal (Raji) Arasu | 08) William M. Lyons |
| 04) Karen S. Evans | 09) Pete Wilson |
| 05) Ross C. Hartley | |

Vote on Proposals

The Board of Directors recommends you vote FOR the following proposal:

2. Approval on an advisory basis of the compensation of the Company's named executive officers as disclosed in the proxy materials;

The Board of Directors recommends you vote 1 YEAR on the following proposal:

3. Approval of holding a stockholder advisory vote upon the compensation of the Company's named executive officers every one, two or three years, as indicated;

The Board of Directors recommends you vote FOR the following proposals:

4. Approval of the Amended NIC Inc. Executive Incentive Plan; and
5. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.