

SP PLUS CORP

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/05/17

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CIK	0001059262
Symbol	SP
SIC Code	7510 - Automotive Rental And Leasing, Without Drivers
Industry	Highways & Rail Tracks
Sector	Industrials
Fiscal Year	12/31

— 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 o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material under §240.14a-12

SP PLUS 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):

- x No fee required.
- o 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: _____
- o Fee paid previously with preliminary materials.
- o 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: _____

Amendment to Proxy Statement

SP Plus Corporation (the “Company”) filed its 2017 Proxy Statement related to election of directors and other matters with the Securities and Exchange Commission on April 3, 2017 (the “Proxy Statement”). On page 13 of the Proxy Statement under the subtitle “Director Independence,” the Company inadvertently did not include Gordon H. Woodward in the list of director nominees determined by the Company’s Board of Directors to be classified as “independent.” The Board did in fact determine that Mr. Woodward is an “independent” director nominee. Accordingly, the sentence, revised by this amendment and incorporated by reference into the Proxy Statement, now reads as follows:

“Our Board has determined that each of the following director nominees is independent under the applicable NASDAQ listing rules and under our Corporate Governance Guidelines: Karen M. Garrison, Gregory A. Reid, Robert S. Roath, Wyman T. Roberts, Douglas R. Waggoner ~~and~~ Jonathan P. Ward and Gordon H. Woodward.”

The amended sentence has been marked to show changes. The amended paragraph in its entirety now reads as follows:

“Our Board has determined that each of the following director nominees is independent under the applicable NASDAQ listing rules and under our Corporate Governance Guidelines: Karen M. Garrison, Gregory A. Reid, Robert S. Roath, Wyman T. Roberts, Douglas R. Waggoner, Jonathan P. Ward and Gordon H Woodward. Our Board determined that Mr. Baumann is not considered independent because he is our President and Chief Executive Officer.”