

ACUITY BRANDS INC  
Form DEFA14A  
December 18, 2015

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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

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

ACUITY BRANDS, 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:

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### Beneficial Ownership of the Company's Securities

Our proxy statement for our 2015 Annual Meeting of Stockholders incorrectly reported the number of shares of our common stock beneficially owned by Vernon J. Nagel as of November 12, 2015 in the table titled Beneficial Ownership of the Company's Securities. The actual number of shares of our common stock beneficially owned by Mr. Nagel was 447,115 (1.0% of shares outstanding) rather than the incorrectly reported number of 786,752 (1.8% of shares outstanding). The correct number of shares beneficially owned Mr. Nagel includes 166,910 shares that may be acquired within 60 days of November 12, 2015 upon the exercise of employee stock options, rather than the 506,547 shares incorrectly reported in footnote 2 of the table. As a result of the aforementioned correction, the total shares of common stock beneficially owned by all directors and executive officers as a group as of November 12, 2015 was 721,604 (or 1.6% of shares outstanding) rather than 1,061,241 (or 2.4% of shares outstanding) as previously reported in the table.