

CONSOLIDATED TOMOKA LAND CO
Form DEFA14A
March 15, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

**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 under Rule 14a-12

CONSOLIDATED-TOMOKA LAND CO.

(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:

Vote by Internet

Go to
www.investorvote.com/CTO

Or scan the QR code with your
smartphone

Follow the steps outlined on the
secure website

**Important Notice Regarding the Availability of Proxy Materials for the
Consolidated-Tomoka Land Co. Shareholder Meeting to be Held on April 27, 2016**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online, or to request a paper copy of the proxy materials. The matters to be voted on, and location of the annual meeting, are described on the reverse side of this notice. Your vote is important!

This communication presents only an overview of the more 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. The proxy statement and annual report to shareholders are available at:

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to **www.investorvote.com/CTO**.

Step 2: Click on the icon on the right to view current meeting materials.

Step 3: Return to the investorvote.com/CTO window and follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive paper copies of these documents, you must request them. There is no charge to you for requesting copies. Please make your request for copies as instructed on the reverse side of this notice on or before April 15, 2016 to facilitate timely delivery.

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Consolidated-Tomoka Land Co. Annual Meeting of Shareholders will be held on April 27, 2016, at the LPGA International Clubhouse, 1000 Champions Drive, Daytona Beach, Florida, 32124 at 2:00 p.m. Eastern Daylight Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote FOR Proposals 1, 2, 3 and 5. The Board takes no position on Proposal 4.

1. Election of Directors:

John P. Albright, John J. Allen, Jeffrey B. Fuqua, William L. Olivari, Howard C. Serkin, A. Chester Skinner, III, and Thomas P. Warlow, III.

2. Ratify selection of Grant Thornton as the Company's Auditors.

3. Say on Pay Advisory Vote.

4. Request the Board to hire independent advisor to evaluate ways to maximize shareholder value.

5. Approval for issuance of additional shares upon conversion of our 4.50% Convertible Senior Notes due 2020.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares, you must vote online, or request a paper copy of the proxy materials to receive a proxy card and complete and return the proxy card. If you wish to attend in person and vote your shares at the meeting, please bring this notice with you.

Directions to the Consolidated-Tomoka Land Co. 2016 Annual Meeting

Directions to the Consolidated-Tomoka Land Co. 2016 annual meeting are available online, and can be viewed at www.investorvote.com/CTO.

Here s how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials, you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- ® **Internet** Go to **www.investorvote.com/CTO**. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- ® **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- ® **Email** Send email to **investorvote@computershare.com** with **Proxy Materials Consolidated-Tomoka Land Co.** in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 15, 2016.

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