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GYRODYNE CO OF AMERICA INC  
Form DEFA14A  
December 05, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 ss.240.14a-12

GYRODYNE COMPANY OF AMERICA, INC.

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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)

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- No fee required.  
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1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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On December 4, 2006, the registrant issued a press release, the text of which appears below.  
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[TEXT OF PRESS RELEASE ISSUED BY THE REGISTRANT]

Gyrodyne Company of America, Inc.  
1 Flowerfield, Suite 24  
St. James, New York 11780-1551  
Phone (631) 584-5400 Fax (631) 584-7075

December 4, 2006

Gyrodyne Company of America, Inc.  
1 Flowerfield, Suite 24  
St. James, New York 11780

FOR IMMEDIATE RELEASE

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\*\*\*\*\* NEWS \*\*\*\*\* NEWS \*\*\*\*\* NEWS \*\*\*\*\* NEWS \*\*\*\*\* NEWS \*\*\*\*\*  
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Gyrodyne's Board Slate Receives Support from ISS

Follows Similar Recommendation from Glass, Lewis

"NASDAQ:GYRO" - ST. JAMES, N.Y., December 4, 2006 - Gyrodyne Company of America, Inc. announced today that Institutional Shareholder Services ("ISS") has issued a report recommending that shareholders vote "FOR" the Company's Board of Directors nominees at its December 7 Annual Meeting. The independent advisory

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service also recommended the rejection of an alternate slate proposed by a shareholder.

The Company's nominees -- all independent -- are Paul L. Lamb, Nader G.M. Salour and Richard B. Smith. Mr. Lamb, who serves as the Company's Chairman of the Board, has served as a director since 1997. Mr. Salour has served since the Board was expanded earlier this year, while Mr. Smith has served since 2002.

Mr. Lamb is a founding partner in the law firm of Lamb & Barnosky, LLP. A past president of the Suffolk County Bar Association, he is Dean of the Suffolk Academy of Law.

Mr. Salour is a Principal of Cypress Realty of Florida, LLC., and President of its subsidiary, Abacoa Development Company. He has a 20-year career in the real estate business, overseeing the planning and development of large residential and commercial projects on three continents.

Mr. Smith is a veteran of the banking industry, currently serving as Vice President for Commercial Banking at First National Bank of Long Island. He serves as Mayor of the Incorporated Village of Nissequogue and as a Trustee for both the Smithtown Historical Society and for St. Catherine's Medical Center in Smithtown.

Gyrodyne President Stephen V. Maroney commented, "The ISS recommendation that shareholders vote for the Company's slate is consistent with the findings of Glass, Lewis, which were announced last week. Under this Board and management leadership, Gyrodyne continues to move forward to execute our strategic plan to reposition the Company and maximize value in a tax-efficient manner on behalf of all of our shareholders."

As previously announced, the Company will hold its Annual Meeting of shareholders on Thursday, December 7, 2006 at 11:00 a.m. at Flowerfield Celebrations, Mills Pond Road, Saint James, New York 11780. The Board has fixed the close of business on October 30, 2006 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting.

### Forward-Looking Statement Safe Harbor

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The statements made in this press release that are not historical facts contain "forward-looking information" within the meaning of the Private Securities Litigation Reform Act of 1995, and Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, both as amended, which can be identified by the use of forward-looking terminology such as "may," "will," "anticipates," "expects," "projects," "estimates," "believes," "seeks," "could," "should," or "continue," the negative thereof, other variations or comparable terminology. Important factors, including certain risks and uncertainties, with respect to such forward-looking statements that could cause actual results to differ materially from those reflected in such forward-looking statements include, but are not limited to, the effect of economic and business conditions, including risks inherent in the Long Island, New York and Palm Beach County, Florida real estate markets, the ability to obtain additional capital or a viable merger candidate in order to develop the existing real estate and other risks detailed from time to time in our SEC reports. We assume no obligation to update the information in this press release.

About Gyrodyne Company of America, Inc.

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Gyrodyne owns a 68-acre site approximately 50 miles east of New York City on the north shore of Long Island. The Company is currently contesting the value paid by New York State for 245.5 adjoining acres taken under eminent domain proceedings. The Company is also a limited partner in the Callery Judge Grove, L.P., which owns a 3,500 plus acre property in Palm Beach County, Florida. Gyrodyne's common stock is traded on the NASDAQ Stock Market under the symbol GYRO. Additional information about Gyrodyne may be found on its web site at <http://www.gyrodyne.com/>.

MEDIA CONTACT: Rick Matthews, Rubenstein Associates, (212) 843-8267

[END OF PRESS RELEASE]

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On November 13, 2006, the Company filed a proxy statement in connection with its 2006 Annual Meeting of Shareholders. The Company's shareholders are urged to read carefully the proxy statement and other relevant materials which were mailed to shareholders commencing on November 13, 2006, because they contain important information about the 2006 Annual Meeting.