

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Vertex Energy Inc.

Form: DEFA14A

Date Filed: 2019-04-29

Corporate Issuer CIK: 890447

**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 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.

VERTEX ENERGY, INC.

(Name of Registrant as Specified in Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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:

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF STOCKHOLDERS

DATE: JUNE 20, 2019
TIME: 10:00 A.M. HOUSTON TIME
LOCATION: 1331 GEMINI, SUITE 250, HOUSTON, TEXAS 77058

HOW TO REQUEST PAPER COPIES OF OUR MATERIALS



PHONE:

CALL TOLL FREE
1-866-752-8683



FAX:

SEND THIS CARD TO
202-521-3464



INTERNET:

[HTTPS://WWW.IPROXYDIRECT.COM/VTNR](https://www.iproxydirect.com/vtnr)
AND FOLLOW THE ON-SCREEN INSTRUCTIONS.



EMAIL:

PROXY@IPROXYDIRECT.COM
INCLUDE YOUR CONTROL ID IN YOUR EMAIL.

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS 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 IS AVAILABLE AT: [HTTPS://WWW.IPROXYDIRECT.COM/VTNR](https://www.iproxydirect.com/vtnr)

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE JUNE 10, 2019.

YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT [HTTPS://WWW.IPROXYDIRECT.COM/VTNR](https://www.iproxydirect.com/vtnr)
UNTIL 11:59 PM EASTERN TIME JUNE 19, 2019.

THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:

1. TO ELECT SIX DIRECTORS TO THE BOARD OF DIRECTORS (THE "BOARD") EACH TO SERVE A TERM OF ONE YEAR AND UNTIL THEIR RESPECTIVE SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED, OR UNTIL THEIR EARLIER RESIGNATION OR REMOVAL. THE BOARD INTENDS TO PRESENT FOR ELECTION THE FOLLOWING SIX NOMINEES: BENJAMIN P. COWART, DAN BORGAN, DAVID PHILLIPS, CHRISTOPHER STRATTON, TIMOTHY C. HARVEY AND JAMES P. GREGORY;
2. TO RATIFY THE APPOINTMENT OF HAM, LANGSTON & BREZINA, L.L.P., AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019. THE BOARD OF DIRECTORS RECOMMENDS THAT YOU APPROVE AND RATIFY THE APPOINTMENT OF HAM, LANGSTON & BREZINA, L.L.P., AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019;
3. TO CONSIDER A NON-BINDING ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. THE BOARD OF DIRECTORS RECOMMENDS THAT YOU APPROVE AND RATIFY THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS; AND
4. TO CONSIDER A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR "3YEARS" AS TO THE FREQUENCY OF HOLDING ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.
5. TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING.

PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULES, YOU ARE RECEIVING THIS NOTICE THAT THE PROXY MATERIALS FOR THE ANNUAL MEETING ARE AVAILABLE ON THE INTERNET. FOLLOW THE INSTRUCTIONS ABOVE TO VIEW THE MATERIALS AND VOTE OR REQUEST PRINTED COPIES.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON APRIL 26, 2019 AS THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE SHARES OF OUR COMMON STOCK AND PREFERRED STOCK, THEY HELD ON THAT DATE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE 'FOR' ALL PROPOSALS ABOVE.
PLEASE NOTE - THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD

Vertex Energy, Inc.
SHAREHOLDER SERVICES
500 Perimeter Park Drive Suite D
Morrisville NC 27560

FIRST-CLASS MAIL
US POSTAGE
PAID
RALEIGH NC
PERMIT # 870

TIME SENSITIVE SHAREHOLDER INFORMATION ENCLOSED

IMPORTANT SHAREHOLDER INFORMATION

YOUR VOTE IS IMPORTANT
