

AMERICAN VANGUARD CORP
Form DEF 14A
April 27, 2010

SCHEDULE 14A INFORMATION

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

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 Pursuant to Rule 14a-11(c) or Rule 14a-12

AMERICAN VANGUARD CORPORATION

(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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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

AMERICAN VANGUARD CORPORATION

4695 MacArthur Court, Suite 1250

Newport Beach, California 92660

April 27, 2010

Dear Stockholder:

It is our pleasure to invite you to attend the 2010 Annual Meeting of Stockholders (the Annual Meeting) of American Vanguard Corporation (the Company). The Annual Meeting will be held in Newport Beach, California on Thursday, June 10, 2010. In the following pages you will find the Secretary's Notice of the Meeting and the Proxy Statement which describe the matters to come before the Annual Meeting.

If you plan to attend the meeting, please note the admission procedures on the Notice of the Meeting.

Whether or not you plan to attend the Annual Meeting, please vote your shares in one of the following ways, either: (i) by marking, dating and signing the enclosed proxy card and returning it in the accompanying postage paid envelope as quickly as possible, (ii) via the Internet, by following the instructions on your proxy card, or (iii) by calling the toll-free telephone number on your proxy card.

We are grateful for your continuing interest in American Vanguard Corporation. In person or by proxy, your vote is important. Thank you.

Sincerely,

AMERICAN VANGUARD CORPORATION

Eric G. Wintemute

President and Chief Executive Officer

AMERICAN VANGUARD CORPORATION

4695 MacArthur Blvd., Suite 1250

Newport Beach, CA 92660

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held June 10, 2010

To the Stockholders of American Vanguard Corporation:

The Annual Meeting of the Stockholders of American Vanguard Corporation, a Delaware corporation, will be held at the Fairmont Hotel, 4500 MacArthur Boulevard, Newport Beach, California, on Thursday, June 10, 2010. The meeting will begin promptly at 11:00 a.m. local time. Matters to be voted on at the meeting are:

1. Elect nine (9) directors until their successors are elected and qualified; and

2. Ratify the appointment of BDO Seidman, LLP as independent auditors for the year ending December 31, 2010.

Stockholders of record at the close of business on Friday, April 23, 2010 are entitled to notice of, and to vote at, the Annual Meeting and any adjournments thereof. A copy of the Company's Annual Report, including financial statements for the year ended December 31, 2009, is enclosed with this Notice. **Please note that in order to be admitted to the Annual Meeting a person must furnish proof of his or her status as a shareholder at the site of such meeting. This proof may take the form of a proxy card if the person is a stockholder of record. If the shares are held through an intermediary, such as a bank or broker, or holder of record, a recent brokerage statement or letter from a bank or broker is an example of proof of ownership. You must also present valid photo identification.**

It is important that your shares be represented whether or not you plan to attend the Annual Meeting. You may vote your shares in any of the following ways, either: (i) by marking, dating and signing the enclosed proxy card and returning it in the accompanying postage paid envelope as quickly as possible, or (ii) via the Internet, by following the instructions on your proxy card, or (iii) by calling the toll-free telephone number on your proxy card. All shares represented by the enclosed proxy, if the proxy is properly executed and returned, will be voted as you direct. If you attend the meeting, you may withdraw your proxy at that time and vote your shares in person.

One final note: if you plan to attend the Annual Meeting in person, please RSVP by June 1, 2010 to William Kuser, Director of Investor Relations, at either 949-221-6119 or RSVP2010AVD@amvac-chemical.com.

By Order of the Board of Directors

Timothy J. Donnelly

Vice President, General Counsel

& Secretary

Newport Beach, California

April 27, 2010

AMERICAN VANGUARD CORPORATION

4695 MacArthur Court

Newport Beach, CA 92660

PROXY STATEMENT

Annual Meeting of Stockholders to be held June 10, 2010

Proxy Solicitation by the Board of Directors

The Board of Directors of American Vanguard Corporation. (the Company) is soliciting proxies to be voted at the Annual Meeting of Stockholders of the Company to be held on Thursday, June 10, 2010, at the Fairmont Hotel, 4500 MacArthur Boulevard, Newport Beach, California 92660, at 11:00 a.m., Pacific Daylight Time, and at any adjournments or postponements thereof (the Annual Meeting). This proxy statement describes issues on which the Company would like you, as a stockholder, to vote. It also gives you information on these issues so that you can make an informed decision. The approximate date on which this proxy statement and the enclosed form of proxy are first being sent or given to stockholders is April 27, 2010.

The Board of Directors of the Company (the Board of Directors or the Board) has fixed the close of business on Friday, April 23, 2010 as the record date for the determination of stockholders entitled to receive notice of, and to vote at, the Annual Meeting (the Record Date). At the Record Date, 29,402,866 shares of common stock, par value \$0.01 per share of the Company (Common Stock), were issued. Of that amount, 2,260,996 were held as treasury shares. Each share of Common Stock, excluding treasury shares, entitles its record holder on the Record Date to one vote on all matters.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on June 10, 2010. Our Proxy Statement and our 2009 Annual Report to Stockholders are available at www.american-vanguard.com. This website address contains the following documents: the Notice of the Annual Meeting; our Proxy Statement and our 2009 Annual Report to Stockholders. You are encouraged to access and review all of the important information contained in the proxy materials before voting.

QUESTIONS AND ANSWERS

Why am I receiving this annual meeting information and proxy?

You are receiving this proxy statement from us because you owned shares of Common Stock of the Company as of the Record Date. This proxy statement describes issues on which you may vote and provides you with other important information so that you can make informed decisions.

You may own shares of Common Stock in several different ways. If your stock is represented by one or more stock certificates registered in your name, you have a stockholder account with our transfer agent, American Stock Transfer & Trust, which makes you a stockholder of record. If you hold your shares in a brokerage, trust or similar account, you are a beneficial owner, not a stockholder of record.

What am I voting on?

You are being asked to vote on the election of nine (9) directors and the ratification of the appointment of BDO Seidman as the Company's independent outside auditor for fiscal year 2010. When you sign and mail the proxy card or submit your proxy by telephone or the Internet, you appoint Eric G. Wintemute and Timothy J. Donnelly as your representatives at the Annual Meeting. When we refer to the named proxies, we are referring to Mr. Wintemute and Mr. Donnelly. This way, your shares will be voted even if you cannot attend the meeting.

How do I vote my shares?

Record holders may vote in person at the Annual Meeting, or by using either the proxy card, the telephone or the Internet.

Persons who beneficially own stock can vote at the Annual Meeting provided that they obtain a legal proxy from the person or entity holding the stock for him, typically a broker, bank or trustee. A beneficial owner can obtain a legal proxy by making a request to the broker, bank or trustee. Under a legal proxy, the bank, broker or trustee confers all of its legal rights as a record holder (which, in turn, had been passed on to it by the ultimate record holder) to grant proxies or to vote at the Annual Meeting.

Set forth below are the various means Internet, telephone and mail for voting without attending the Annual Meeting.

You may submit your proxy on the Internet. Stockholders of record and most beneficial owners of Common Stock may vote via the Internet. Instructions for doing so are provided along with your proxy card or voting instruction form. If you vote on the Internet, please do not mail in your proxy card. Subject to rules relating to broker non-votes, your Internet vote will authorize the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

You may submit your proxy by telephone. Stockholders of record and most beneficial owners of Common Stock may vote by telephone. Instructions for doing so are provided along with your proxy card or voting instruction form. If you vote by telephone, please do not mail in your proxy card. Subject to rules relating to broker non-votes, your telephone vote will authorize the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

You may submit your proxy by mail. Simply sign and date the proxy card or voting instruction form received with this proxy statement and mail it in the enclosed prepaid and addressed envelope. If you mark your choices on the card or voting instruction form, your shares will be voted as you instruct.

All proxy voting procedures, including those by the internet and by telephone, will include instructions on how to withhold your vote from any or all director nominees.

What if I change my mind after I submit my proxy?

You may revoke your proxy and change your vote irrespective of the method (*i.e.*, telephone, Internet or mail) in which you originally voted by delivering a later-dated proxy or by voting at the Annual Meeting. The later-dated proxy may be delivered by telephone, Internet or mail and need not be delivered by the same means used in delivering the to-be-revoked proxy. You may do this at a later date or time by:

Submitting a proxy by telephone or on the Internet (which may not be available to some beneficial holders); your latest telephone or Internet proxy will be counted;

Signing and delivering a proxy card with a later date; or

Voting at the Annual Meeting. (If you hold shares beneficially through a broker, you must bring a legal proxy from the record holder in order to vote at the Annual Meeting.)

If you are a registered stockholder, you may obtain a new proxy card by contacting the Corporate Secretary, American Vanguard Corporation, 4695 MacArthur Court, Suite 1250, Newport Beach, California 92660, telephone (949) 260-1200. If your shares are held by a broker, bank or trustee, you may obtain a new voting instruction form by contacting your broker, bank or trustee. If you sign and date the proxy card or the voting instruction form and submit it in accordance with the accompanying instructions and in a timely manner, any earlier proxy card or voting instruction form will be revoked and your choices on the proxy card or voting instruction form will be voted as you instruct.

How will my shares be voted?

All proxies received and not revoked will be voted as directed. If you return a signed proxy card but do not mark your choices, your shares will be voted FOR the election of the Board of Directors nominees for directors. As to any other business which may properly come before the Annual Meeting, the persons named in such proxies will vote in accordance with their best judgment, although the Company does not presently know of any other such business.

How many shares must be present to hold the meeting?

Shares of Common Stock will be counted as present at the Annual Meeting if the stockholder is present and votes in person at the Annual Meeting or has properly submitted and not revoked a proxy. A quorum must be present at the Annual Meeting in order to hold the Annual Meeting and conduct business. Shares representing a majority of the voting power of the outstanding shares of Common Stock entitled to vote as of the Record Date, present in person or by proxy, will be necessary to establish a quorum for the Annual Meeting. As noted above, treasury shares are not entitled to vote and, therefore, are not counted in determining a quorum. Abstentions and non-votes will be counted for purposes of determining the existence of a quorum at the Annual Meeting.

How many votes must the director nominees receive to be elected?

Directors shall be elected by a plurality of the votes cast by the holders of shares of Common Stock present in person or represented by proxy at the Annual Meeting, and the nine nominees who receive the highest number of FOR votes will be elected. There is no cumulative voting for the Company's directors. A properly executed proxy withholding authority to vote for one or more nominees with respect to the election of directors will not be voted for the director(s) from whom authority to vote is withheld. However, the shares represented will be counted for purposes of determining whether there is a quorum. Withheld votes and broker non-votes, if applicable, will not be taken into account in determining the outcome of the election of directors.

How many votes must be received in order for the auditors' appointment to be ratified?

Approval of the proposal to ratify the appointment of BDO Seidman, LLP as independent auditors will require the affirmative vote of a majority of the votes cast at the meeting.

What are broker non-votes?

As indicated above, if you are a stockholder of record who submits a proxy but does not indicate how the proxies should vote on one or more matters, the named proxies will vote as recommended by the Company. However, if your shares are held by a broker and you do not provide instructions to the broker on how to vote (whether you use the Internet or telephone or return the enclosed voting instruction form), the absence of instructions may cause a broker non-vote on the ratification of BDO Seidman as the Company's independent outside auditor for fiscal year 2010 (however, you will not be deemed to have cast any vote with respect to re-election of directors). Accordingly, if you want to vote your shares on a matter, it is important that you provide voting instructions on that matter.

Who pays the costs of proxy solicitation?

The expenses of soliciting proxies for the Annual Meeting are to be paid by the Company. Solicitation of proxies may be made by means of personal calls upon, or telephonic or telegraphic communications with, stockholders or their personal representatives by directors, officers, employees and consultants of the Company who will not be specially compensated for such services. Although there is no formal agreement to do so, the Company may reimburse banks, brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses in forwarding this Proxy Statement to stockholders whose Common Stock is held of record by such entities.

What business may be properly brought before the meeting and what discretionary authority is granted?

Nominations for Directors for the Annual Meeting. The Bylaws of the Company (the Bylaws) set forth certain advance notice procedures relating to the nomination of directors (the Nomination Bylaw) and no person will be eligible for election as a director unless nominated in accordance with the provisions of the Nomination Bylaw. Under the terms of the Nomination Bylaw, to be timely for the Annual Meeting, a stockholder's notice must have been delivered to or mailed and received at the principal executive offices of the Company by no later than March 10, 2010. The Company did not receive any director nominations for the Annual Meeting under the Nomination Bylaw. Notwithstanding the provisions of the Nomination Bylaw, a stockholder also must comply with all applicable requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act) and the rules and regulations thereunder with respect to the matters set forth in the Nomination Bylaw.

Stockholder Proposals for the Annual Meeting. The Bylaws set forth certain advance notice procedures for properly bringing business, other than director nominations, before a meeting of the stockholders (the Stockholder Proposal Bylaw) whether or not to be included in the Company's proxy materials. Under the terms of the Stockholder Proposal Bylaw, to be timely for the Annual Meeting, a stockholder must have delivered a notice regarding a proposal delivered to the principal executive offices of the Company by no later than January 15, 2010. The Company did not receive any stockholder proposal for the Annual Meeting pursuant to either the Nomination Bylaw or the Stockholder Proposal Bylaw. The presiding officer of the Annual Meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of the Stockholder Proposal Bylaw, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

The Company has no knowledge or notice that any business other than as set forth in the Notice of Annual Meeting will be brought before the Annual Meeting. For information related to the application of the Nomination Bylaw and the Stockholder Proposal Bylaw for the 2011 Annual Meeting, see the discussion in this Proxy Statement under the caption Proposals for Submission at Next Annual Meeting and Stockholder Nomination of Directors .

Is a list of stockholders entitled to vote at the meeting available?

A list of stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting. It also will be available Monday through Friday from April 30, 2010 through June 9, 2010, between the hours of 9 a.m. and 4 p.m., Pacific Daylight Time, at the offices of the Corporate Secretary, 4695 MacArthur Court, Suite 1250, Newport Beach, California 92660. A stockholder of record may examine the list for any legally valid purpose related to the Annual Meeting.

Where can I find the voting results of the meeting?

We will publish the final results in a Form 8-K within four business days after the Annual Meeting. You can read or print a copy of that report by going to the Company's website, www.american-vanguard.com, and then choosing Investor Relations, SEC Filings. References to our website in this proxy statement are not intended to function as hyperlinks and the information contained on our website is not intended to be incorporated by reference into this proxy statement. You can find the same Form 8-K by going directly to the SEC EDGAR files at www.sec.gov. You can also get a copy by calling us at (949) 260-1200, or by calling the SEC at (800) SEC-0330 for the location of a public reference room.

PROPOSAL 1 ELECTION OF DIRECTORS

The Board is elected annually. The Certificate of Incorporation and Bylaws, as each have been previously amended and restated, of the Company currently provide that the number of directors of the Board shall not be more than nine nor less than three. As per the Bylaws, the Board has fixed the number of directors at nine. Accordingly, nine directors are to be elected at the Annual Meeting and will hold office from the time of the election until the next Annual Meeting and until their respective successors are duly elected and qualified, or until their earlier resignation or removal.

The following sets forth the names and certain information with respect to the persons nominated for election as directors, all of whom have had the same principal occupation for more than the past five years, except as otherwise noted. All such nominees have consented to serve, and seven of the nine nominees are now directors (those seven were elected by the stockholders at the 2009 annual meeting of stockholders).

NOMINEES FOR ELECTION AS DIRECTORS QUALIFICATIONS & EXPERIENCE

Herbert A. Kraft, age 86, has served as Co-Chairman of the Board since July 1994. Mr. Kraft served as Chairman of the Board and Chief Executive Officer from 1969 to July 1994. With over 40 years serving on the Board, Mr. Kraft has considerable experience as a director. In that time, he has seen the Company grow from a private start-up to a public company of its current size. No other member of the Board has his depth of knowledge as to the Company's past. Further, as a trained CPA, Mr. Kraft is intimately familiar with accounting issues and financial statements of the Company and maintains a continuous and detailed understanding of the Company's risk profile and debt structure. These attributes have made him an ideal selection for service on the Finance Committee and as lead director during non-management executive sessions.

Eric G. Wintemute, age 54, has served as a director since June 1994. Mr. Wintemute has also served as President and Chief Executive Officer since July 1994. He was appointed Executive Vice President and Chief Operating Officer of the Company in January 1994. Mr. Wintemute has been at the helm of the Company during its years of greatest growth. With 16 years experience on this Board, 32 years experience at the Company (16 years as CEO) and membership in leading crop protection trade groups (most recently, as Chairman of CropLife America), Mr. Wintemute brings a broad industry perspective to the Board. His interaction with the heads of our competitors, suppliers and customers; legislators; and enforcement authorities has enabled him to identify economic, technological and political trends affecting the Company. This is an invaluable resource to the Board, particularly when evaluating future business plans and providing strategic direction to the Company.

Lawrence S. Clark, age 51, has served as a director since 2006. Mr. Clark is the Chief Operating Officer and Chief Financial Officer for Legendary Pictures, a motion picture production company that develops, co-produces and co-finances major motion pictures in partnership with Warner Bros. and has served in that capacity since 2004. From 2003-2004 he provided financial and corporate development consulting services to media and entertainment clients. From 2000 to 2003, Mr. Clark was the Chief Financial Officer of Creative Artists Agency, a leading entertainment talent, literary and marketing agency. From 1997 to 2000, he served as Senior Vice President, Corporate Development for Sony Pictures Entertainment. Mr. Clark was Director International for The Carlyle Group, a private equity firm, from 1995 to 1997. In 1992, he co-founded Global Film Equity Corp., which provided strategic, business advisory and capital raising services to media companies. From 1989 to 1992, Mr. Clark was Vice President, Corporate Finance at Salomon Brothers, Inc. Prior to that, he was a Corporate Finance Associate at Goldman Sachs & Co. from 1987 to 1989. Mr. Clark's business acumen is a welcome addition to the Board. As an audit committee financial expert, former investment banker, and CFO for a large production company, he is well suited to service on the Company's Audit Committee. Further, his professional experience as COO and continuing study of compensation trends and philosophy have equipped him to serve as Chairman of the Company's Compensation Committee. Finally, Mr. Clark brings a financial discipline and analytical approach that makes him qualified to serve as a Board member.

Alfred F. Ingulli, age 68, is not a current director of the Company. Mr. Ingulli served as Executive Vice President and Chief Operating Officer of Crompton Corporation (later Chemtura Corporation), a \$3 billion specialty chemical company from 1989 through 2004, in which capacity he was responsible for the company's global agricultural chemical business, a \$300 million business with the highest operating profit margin in the industry. In 2004, he also served as a member of Crompton's executive committee, which consisted of the CEO, CFO and one other executive vice president. Mr. Ingulli currently serves on the board of directors of PBI/Gordon, Inc., a marketer of specialty chemicals in turf and ornamental, lawn and garden and agricultural markets and serves as a member of the compensation committee and audit committee of that board. Further, from 1996 to 2004, he served on the board of directors of Gustafson LLC, a manufacturer of seed treatment products and application equipment, and was chairman of that board from 2002 to 2004. From 1990 to 2004, Mr. Ingulli also served as a board member of CropLife America (where he served as Chairman of the Board from 2002 to 2004), which is a nationwide not-for-profit trade organization representing member companies that produce, sell, and distribute most of the active compounds used in crop protection products registered for use in the United States. Mr. Ingulli brings to our board an in-depth knowledge of our industry and P&L experience at the highest level. With his background, he can serve not only as a mentor to senior managers at the Company, but also as an advisor on implementing processes and resources to improve profitability and efficiencies within the organization. In addition, his experience on audit and compensation committees makes him an excellent choice for committee service on the Company's board. Mr. Ingulli does not have any current contractual relationship or other relationship with the Company.

John L. Killmer, age 60, was appointed a director in December 2008. Mr. Killmer was responsible for Global Marketing, Product and Supply Chain Management for Arysta LifeSciences Corporation (Arysta), the world's largest privately held crop protection and life science company from November 2004 through June 2008. At Arysta, Mr. Killmer had global responsibility for marketing and product management and, in addition, was responsible for global supply chain management. From 1980 to November 2004 he served in various capacities with Monsanto Company (Monsanto) including three years as President of Monsanto Greater China from 2001 to 2003. Mr. Killmer possesses a rare combination of considerable technical expertise and business acumen. A trained scientist, Mr. Killmer began his professional career focusing on technology and ascended the corporate ladder with increasing P&L responsibility. He has served as pro-tem Director of Technology for the Company since June 2009, during which time he has evaluated the Company's technology infrastructure and added multiple resources (both people and equipment) to help place the Company at the forefront in domestic manufacturing and process and formulation technology. Mr. Killmer brings this technical understanding and vision to the Board, while at the same time keeping a sharp focus on financial performance.

John B. Miles, age 66, has served as a director since March 1999. Mr. Miles was a Partner with the law firm McDermott Will & Emery and held the position of Partner from 1987 to 2007. He currently serves as employee counsel to that firm. Prior to 1987, Mr. Miles was a partner with Kadison Pfaelzer Woodward Quinn & Rossi. Mr. Miles has previously served on boards of directors for public and private corporations. Mr. Miles brings to the Board a wealth of experience in the realm of securities, mergers and acquisitions, business combinations and corporate governance. During his professional career, he has advised many public company boards on their fiduciary responsibilities. With this pedigree, he is well qualified to continue serving as the Chairman of the Nominating & Corporate Governance Committee. As a practicing attorney, Mr. Miles remains current on legal matters that may affect the Company's Board and its operations, including compensation trends and the ever-changing laws affecting compensation. He is a strong candidate for continuing to serve on the Compensation Committee. Further, his experience in business transactions gives the Board a valuable resource in evaluating and structuring acquisitions and other business combinations.

Carl R. Soderlind, age 76, has served as a director since June 2000. Mr. Soderlind served as Chairman and Chief Executive Officer of Golden Bear Oil Specialties, a producer of niche specialty oil and chemical products used in a variety of industrial applications from 1997 to 2001. From 1961 to 1996 he served in various capacities of Witco Corporation, with his most recent position being Senior Executive Vice President and member of the Management Committee. Mr. Soderlind has extensive experience in running businesses in both specialty oil and

chemical products. Mr. Soderlind's many years working in investor relations have given him an in-depth knowledge of the public markets and a keen awareness of investors' expectations. During his professional career, Mr. Soderlind specialized in growing businesses through well-timed acquisitions of product lines and companies. With his experience in running businesses within the chemical sector, investor relations, and M&A work, Mr. Soderlind brings sound judgment to the Board. His financial experience and acumen make him a solid selection for continued service on both the Audit Committee and Compensation Committee, and his years of working with public boards makes him qualified for continued service on the Nominating & Corporate Governance Committee.

Irving J. Thau, age 70, has served as a director since September 2003. From 1962 to 1995, he held various positions with Ernst & Young LLP, where his primary responsibilities were directing and providing accounting, auditing, and business advisory services to publicly held and privately owned organizations. He was admitted to partnership in 1974, and most recently served as Ernst & Young's West Region Director of Financial Advisory Services. In 1995, Mr. Thau founded Thau and Associates, Inc., a financial consulting company of which he currently serves as President. As an audit committee financial expert and former partner with one of the nation's largest public accounting firms, Mr. Thau has excellent credentials to continue serving as Chairman of the Audit Committee. Further, his financial acumen and depth of experience in audit work have served the Board as a valuable resource for financial planning and financial reporting. He has given the Company direction in designing its accounting and processes and provided valuable advice on complex audit issues.

Esmail Zirakparvar, age 60, is not a current director of the Company. Most recently, Mr. Zirakparvar served in executive positions at Bayer CropScience AG. From 2002–2004 he served as COO and member of the Bayer CropScience AG's Board of Management in Germany and from 2004–2006 as Head of Region of Americas, President & CEO of Bayer CropScience LP USA and Member of the Bayer CropScience AG Executive Committee. Prior to that, he served in various executive positions at Rhone-Poulenc Agrochimie and Aventis CropScience from 1986–2001, ultimately as Head of Portfolio Management and member of the Global Executive Committee in Lyon, France for these companies. In addition to his hands-on experience in product development, regulatory matters, project management, and management of agricultural chemical businesses, Mr. Zirakparvar has helped to oversee the integration, management and direction of one of the largest global agricultural chemical companies. With his background, he would give the board a world-class sense of perspective and strategic direction and would be an invaluable asset for helping to guide the Company down a path of growth and prosperity in the future. Further, his extensive P&L experience and service on managing committees qualify him for service on any number of the Company's committees. Mr. Zirakparvar does not currently serve on the board of any public companies and has no contractual arrangements or other relationship with the Company.

BOARD DIVERSITY AND LEADERSHIP

In evaluating persons for potential service on the Board, our members seek, above all, the most qualified candidates. At a minimum, viable candidates must have ample professional experience and business acumen befitting a director of a public company. In addition, we believe that a fully functioning board should include members having diverse backgrounds, including, for example, industry-specific experience, international experience, P&L responsibility in a public company, accounting and audit expertise, corporate governance expertise, scientific and technological credentials, manufacturing experience and M&A experience. Other considerations, such as gender, race and age, are of secondary importance. While the Nominating and Governance Committee does not have an express policy with respect to diversity in identifying or selecting nominees for the Company's Board, in evaluating nominees, the Committee does assesses the background of each candidate in a number of different ways, including how the individual's qualifications complement, strengthen and enhance those of existing Board members as well as the future needs of the Board. During the Board's annual self-evaluation, and at other times during the year, the Directors assess the Board's performance and ways in which such performance can be improved. With respect to the nomination of continuing directors for re-election, the individual's contributions to the Board are also considered.

The Board of Directors does not have a policy on whether or not the role of the Chairman of the Board and the Chief Executive Officer should be separate or, if it is to be separate, whether the Chairman of the Board should be selected from the non-employee directors or be an employee. For many years, the position of Chairman of the Board has been separate from that of Chief Executive Officer. We believe that this separation has served the Board well, particularly in light of the depth of experience of our Co-Chairmen, who have given direction to our senior management with a sense of objectivity. The Company continues to maintain that Board leadership should be defined according to the shareholders' best interests as measured against current circumstances.

RISK OVERSIGHT

The Company's Board of Directors has formally assumed responsibility for risk oversight and has appointed a subgroup of the Board (namely, the heads of each of the Board's Committee's) to work with the Company's risk manager in analyzing, reporting upon, and addressing the material financial, operational and reputational risks faced by the Company. The Company continuously monitors matters, whether insurable or not, that could pose material risk to its enterprise, including its operations, financial performance, assets, and personnel. Cognizant Board members and the Company's risk manager regularly re-examine risks that have been identified, identify measures taken to mitigate those risks, and, in light of changing business, economic and other circumstances, identify new risks. Further, from time to time, the Company conducts formal risk assessments in collaboration without outside consultants; most recently in 2008, working in conjunction with Marsh Company and Andersen Consulting, the Company formally assessed the risk profile of its operations and enterprise.

REQUIRED VOTE AND RECOMMENDATION

The nine directors to be elected by the holders of Common Stock shall be the nine candidates receiving the highest number of votes cast by holders of Common Stock.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE NOMINEES IDENTIFIED ABOVE.

CORPORATE GOVERNANCE OF THE COMPANY

Strong corporate governance is an integral part of the Company's core values, supporting the Company's sustainable growth mission. The Company is committed to having sound corporate governance principles and practices. Please visit the Company's website at www.american-vanguard.com for the Company's current Audit Committee Charter, Compensation Committee Charter, Nominating and Corporate Governance Committee Charter, Finance Committee Charter, the Code of Ethics and Conduct and the Employee Complaint Procedures for Accounting and Auditing Matters, and Corporate Governance Guidelines, all of which are in print to any stockholder upon request.

THE INDEPENDENCE OF DIRECTORS

It is the expectation and practice of the Board that, in their roles as members of the Board, all members will exercise their independent judgment diligently and in good faith and in the best interests of the Company and its stockholders as a whole, notwithstanding any member's other activities or affiliations.

The Board currently consists of eight members. The Board has determined that Messrs. Lawrence S. Clark, Herbert A. Kraft, John L. Killmer, John B. Miles, Carl R. Soderlind and Irving J. Thau, who constitute a majority of the Board, are independent in accordance with the applicable rules and listing standards currently prescribed by the New York Stock Exchange for general service on the Board. The Board's determination concerning independence was based on information provided by the Company's directors and discussions among the Company's directors. The Board will re-examine the independence of each of its members at least once per year and more frequently during the year if there is any change in a member's material relationship with the Company that would interfere with the member's exercise of independent judgment.

MEETINGS OF THE BOARD

The Board met seven times during the year ended December 31, 2009. All directors attended at least 75% of the aggregate of the number of meetings of the Board and the total number of meetings held by all committees of the Board for which they served.

The non-management directors of the Company meet at regularly scheduled executive sessions without any member of the Company's management present. The individual who presides at these executive sessions is currently Herbert A. Kraft. Interested parties who wish to communicate with the presiding director or with non-management directors may do so by email to directors@amvac-chemical.com.

The Board does not mandate that its members attend the Annual Meeting of Stockholders. All directors did attend the 2009 Annual Meeting of Stockholders.

COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee is currently composed of Messrs. Irving J. Thau (Chairperson), Lawrence S. Clark and Carl R. Soderlind, who are all non-employee directors and are financially literate. The Board has determined that all members of the Audit Committee are independent directors under the applicable rules and regulations currently prescribed by the Securities Exchange Commission (SEC) and the applicable rules and listing standards currently prescribed by the New York Stock Exchange, and that each of Irving J. Thau and Lawrence S. Clark are audit committee financial experts within the meaning of applicable SEC rules and regulations. The Audit Committee held seven meetings during the year ended December 31, 2009.

The responsibilities of the Audit Committee are set forth in the current Audit Committee Charter, which is available on the Company's website (www.american-vanguard.com), and include:

Employing the independent auditors, subject to stockholder ratification, to audit the Company's consolidated financial statements.

Pre-approving all services performed by the independent auditors.

Providing oversight on the external reporting process and the adequacy of the Company's internal controls.

Reviewing the scope of the audit activities of the independent auditors and appraises audit efforts.

Reviewing services provided by the independent auditors and other disclosed relationships as they bear on the independence of the independent auditors.

Establishing procedures for the receipt, retention and resolution of complaints, if any, regarding accounting, internal controls or auditing matters.

Please also see the Audit Committee Report contained in this Proxy Statement.

Compensation Committee

The Compensation Committee is currently composed of Messrs. Lawrence S. Clark (Chairperson), Carl R. Soderlind and John B. Miles. The Board has determined that all members of the Compensation Committee are independent directors under the applicable rules and listing standards currently prescribed by the New York Stock Exchange. The Board has also determined that at least two members of the Compensation Committee, who will administer the Company's compensation plan(s), are non-employee directors under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act) and are outside directors under Section 162(m) of the Internal Revenue Code of 1986. The Compensation Committee held four meetings during the year ended December 31, 2009.

The responsibilities of the Compensation Committee are set forth in the current Compensation Committee Charter, which is available on the Company's website (www.american-vanguard.com), and include:

Establishing executive compensation policy consistent with corporate objectives and stockholder interest.

Overseeing process for evaluating CEO performance against Board-approved goals and objectives and recommending to the Board compensation for the CEO.

Administering grants under the Company's compensation plan(s).

Please also see the Compensation Committee Report contained in this Proxy Statement.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is composed of Messrs. John B. Miles (Chairperson), Carl R. Soderlind and Irving J. Thau. The Board has determined that all members of the Nominating and Corporate Governance Committee are independent directors under the applicable rules and listing standards currently prescribed by the New York Stock Exchange. The Nominating and Corporate Governance Committee held three meetings during the year ended December 31, 2009.

The responsibilities of the Nominating and Corporate Governance Committee are set forth in the current Nominating and Corporate Governance Committee Charter, which is available on the Company's website (www.american-vanguard.com), and include:

Recommending to the Board nominees for election to the Board of Directors.

Reviewing principles, policies and procedures affecting directors and the Board's operation and effectiveness.

Overseeing evaluation of the Board and its effectiveness.

Finance Committee

The Finance Committee is composed of Messrs. Herbert A. Kraft (Chairperson), John L. Killmer, Irving J. Thau and Glenn A. Wintemute. The Finance Committee held three meetings during the year ended December 31, 2009.

The responsibilities of the Finance Committee are set forth in the current Finance Committee Charter, which is available on the Company's website (www.american-vanguard.com) involves working with senior management of the Company to evaluate, investigate and recommend changes to the Board of Directors in the area of corporate finance including, among other things:

The incurrence or refinancing of indebtedness,

The issuance or amendment of the Company's equity securities,

Merger and acquisition and restructuring activity, and

Short- and long-term financing plans.

REPORT OF THE AUDIT COMMITTEE

The responsibilities of the Audit Committee, which are set forth in the Audit Committee Charter, include providing oversight to the Company's financial reporting process through periodic meetings with the Company's independent registered public accounting firm and management to review accounting, auditing, internal controls and financial reporting matters. The management of the Company is responsible for the preparation and integrity of the financial reporting information and related systems of internal controls. The Audit Committee, in carrying out its role, relies on the Company's senior management, including senior financial management, and its independent auditors.

We have reviewed and discussed with senior management the Company's audited financial statements included in the Company's Annual Report on Form 10-K for filing with the SEC. Management has confirmed to us that such financial statements (i) have been prepared with integrity and objectivity and are the responsibility of management and (ii) have been prepared in conformity with generally accepted accounting principles.

We have discussed with BDO Seidman, LLP, the Company's independent registered public accounting firm, the matters required to be discussed by SAS 61 (Communications with Audit Committee). SAS 61 requires our independent auditors to provide us with additional information regarding the scope and results of their audit of the Company's financial statements, including with respect to (i) their responsibility under generally accepted auditing standards, (ii) significant accounting policies, (iii) management judgments and estimates, (iv) any significant audit adjustments, (v) any disagreements with management, and (vi) any difficulties encountered in performing the audit.

We have received from BDO Seidman, LLP, a letter providing the disclosures required by Independence Standards Board Standard No. 1. (Independence Discussions with Audit Committees) with respect to any relationships between BDO Seidman, LLP and the Company that in their professional judgment may reasonably be thought to bear on independence. BDO Seidman, LLP has discussed its independence with us, and has confirmed in such letter that, in its professional judgment, it is independent of the Company within the meaning of the federal securities laws.

Based on the review and discussions described above with respect to the Company's audited financial statements, we have recommended to the Board that such financial statements be included in the Company's Annual Report on Form 10-K for filing with the SEC.

As specified in the Audit Committee Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with generally accepted accounting principles. That is the responsibility of management and the Company's independent auditors. In addition, it is not the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditors, or to assure compliance with laws and regulations and the Company's Code of Conduct and Ethics. In giving our recommendation to the Board, we have relied on (i) management's representation that such financial statements have been prepared with integrity and objectivity and in conformity with generally accepted accounting principles, and (ii) the report of the Company's independent registered public accounting firm with respect to such financial statements.

AUDIT COMMITTEE

Irving J. Thau, Chair

Carl R. Soderlind

Lawrence S. Clark

April 27, 2010

COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

To the knowledge of the Company, the ownership of the Company's outstanding Common Stock as of December 31, 2009, by persons who are beneficial owners of 5% or more of the outstanding Common Stock is set forth below.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(*)	Percent of Class
Herbert A. Kraft 4695 MacArthur Court Newport Beach, CA 92660	3,293,924(1)	12.0%
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202(*)	3,085,332	11.3%
Heartland Advisors, Inc. 789 North Water Street Milwaukee, WI 53202	2,091,400	7.7%
St. Denis J. Villere & Company 210 Baronne Street New Orleans, LA 70112(*)	1,764,067	6.5%
Eric G. Wintemute 4695 MacArthur Court Newport Beach, CA 92660	1,576,767(3)	5.7%
Blackrock, Inc. 40 East 52 nd Street New York, NY 10022	1,490,841	5.5%

(*) Based on information reported to the SEC by or on behalf of such beneficial owner.

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To the knowledge of the Company, the ownership of the Company's outstanding Common Stock as of December 31, 2009, by persons who are directors and nominees for directors, the executive officers of the Company named in the Summary Compensation Table, and by all directors and officers as a group is set forth below. Unless otherwise indicated the Company believes that each of the persons set forth below has the sole power to vote and to dispose of the shares listed opposite his name.

Office (if any)	Name and Address Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Co-Chairman	Herbert A. Kraft 4695 MacArthur Court Newport Beach, CA 92660	3,293,924(1)	12.0%
Co-Chairman	Glenn A. Wintemute 4695 MacArthur Court Newport Beach, CA 92660	1,112,959(2)	4.1%
Director, President & CEO	Eric G. Wintemute 4695 MacArthur Court Newport Beach, CA 92660	1,576,767(3)	5.7%
Director	Carl R. Soderlind 4695 MacArthur Court Newport Beach, CA 92660	95,159(7)	(9)
Director	John B. Miles 4695 MacArthur Court Newport Beach, CA 92660	94,855(7)	(9)
Director	Irving J. Thau 4695 MacArthur Court Newport Beach, CA 92660	19,177	(9)
Director	Lawrence S. Clark 4695 MacArthur Court Newport Beach, CA 92660	20,430(8)	(9)
Director	John L. Killmer 4695 MacArthur Court Newport Beach, CA 92660	7,425	(9)
President (GEMCHEM, Inc.)	Bob Gilbane 4695 MacArthur Court Newport Beach, CA 92660	321,021(5)	1.2%
Executive Vice President & COO	Trevor Thorley Newport Beach, CA 92660	8,347	(9)

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(AMVAC Chemical Corporation)	4695 MacArthur Court		
	Newport Beach, CA 92660		
Senior Vice President	Glen D. Johnson	135,402(6)	(9)
(AMVAC Chemical Corporation)	4695 MacArthur Court		
	Newport Beach, CA 92660		
Vice President	Doug Ashmore	84,204(4)	(9)
(AMVAC Chemical Corporation)	4695 MacArthur Court		
	Newport Beach, CA 92660		
Chief Financial Officer	David T. Johnson	7,803	(9)
	4695 MacArthur Court		
	Newport Beach, CA 92660		
Directors and Officers as a Group(15)		6,939,744	24.8%

- (1) Mr. Kraft owns all of his shares with his spouse in a family trust where he and his spouse are co-trustees, except as to 13,834 shares held in an Individual Retirement Account.

- (2) Mr. Glenn Wintemute owns all of his shares with his spouse in a family trust where he and his spouse are co-trustees.
- (3) This figure includes 450,000 shares of Common Stock Mr. Eric Wintemute is entitled to acquire pursuant to stock options exercisable within sixty days of this Report. Mr. Wintemute shares voting and investment power with his spouse with respect to certain shares, including 139,336 shares of Common Stock owned by Mr. Wintemute's two children for whom Mr. Wintemute and his spouse are trustees or custodians and for which he disclaims beneficial ownership.
- (4) This figure includes 60,000 shares of Common Stock Mr. Ashmore is entitled to acquire pursuant to