

SPARTAN MOTORS INC
Form DEF 14A
April 20, 2012

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 (Amendment No.)

Filed by the Registrant S

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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

SPARTAN MOTORS, 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.

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(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:

Spartan Motors, Inc.

1541 Reynolds Rd. - Charlotte, MI 48813 - USA
Telephone 517.543.6400 - Facsimile 517.543.5403
Web Page - www.spartanmotors.com

April 20, 2012

To Our Shareholders:

You are cordially invited to attend the annual meeting of shareholders of Spartan Motors, Inc. on Wednesday, May 23, 2012, at 5:00 p.m., local time. The annual meeting will be held in the Soar Room at AL!VE, 800 W. Lawrence Avenue, Charlotte, Michigan 48813.

At the annual meeting, we will vote on a number of important matters, as listed in the enclosed Notice of Annual Meeting of Shareholders and as described in detail in the enclosed Proxy Statement. In addition, you will hear a report on Spartan Motors' business activities. On the following pages, you will find the Notice of Annual Meeting of Shareholders and the Proxy Statement. We are mailing the Proxy Statement and enclosed proxy card to our shareholders on or about April 20, 2012.

It is important that your shares be represented at the annual meeting, regardless of how many shares you own. Whether or not you plan to attend the annual meeting, please sign, date and return the enclosed proxy card as soon as possible or vote by Internet following the instructions on the proxy card. Sending a proxy card or voting by Internet will not affect your right to vote in person if you attend the meeting.

Sincerely,
John E. Sztykiel
President and Chief Executive Officer

Your vote is important. Even if you plan to attend the meeting,
PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY.

Spartan Motors, Inc.

1541 Reynolds Rd. - Charlotte, MI 48813 - USA
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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Our Shareholders:

You are cordially invited to attend the 2012 annual meeting of shareholders of Spartan Motors, Inc. The meeting will be held on Wednesday, May 23, 2012, at 5:00 p.m., local time, in the Soar Room at AL!VE, 800 W. Lawrence Avenue, Charlotte, Michigan 48813. At the meeting, you will be invited to:

- (1) vote on the election of two directors to three-year terms expiring in 2015;
- (2) vote on the ratification of the appointment of BDO USA, LLP as Spartan Motors' independent registered public accounting firm for the current fiscal year;
- (3) vote on the proposed Stock Incentive Plan of 2012;
- (4) participate in an advisory vote to approve the compensation of our executives; and
- (5) transact such other business as may properly come before the annual meeting.

You may vote at the meeting only if you were a shareholder of record of Spartan Motors common stock at the close of business on March 26, 2012.

Copies of the annual report to shareholders for the year ended December 31, 2011 and the annual report on Form 10-K for the fiscal year ended December 31, 2011 are enclosed with this notice. We are mailing the following Proxy Statement and enclosed proxy card to our shareholders on or about April 20, 2012.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on May 23, 2012: Our Proxy Statement, proxy card, Annual Report to Shareholders, and Form 10-K are available on the Internet at www.spartanmotors.com/asm. You may also contact John Bober at (517) 543-6400 or John.Bober@SpartanMotors.com to request these materials.

Sincerely,

Thomas T. Kivell
Secretary

Charlotte, Michigan
April 20, 2012

Your vote is important. Even if you plan to attend the meeting,
PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY.

SPARTAN MOTORS, INC.
ANNUAL MEETING OF SHAREHOLDERS

MAY 23, 2012

PROXY STATEMENT

Introduction

Use of Terms

In this Proxy Statement, "we," "us," "our," the "Company," "Spartan Motors," and "Spartan" refer to Spartan Motors, Inc., and "you" and "your" refer to shareholders of Spartan Motors.

Time and Place of Annual Meeting

You are cordially invited to attend the 2012 annual meeting of shareholders of Spartan Motors, Inc. The annual meeting will be held on Wednesday, May 23, 2012, at 5:00 p.m., local time in the Soar Room at AL!VE, 800 W. Lawrence Avenue, Charlotte, Michigan 48813. If you need directions, please contact Maryjane Shance at (517) 543-6400 or at MJShance@SpartanMotors.com.

Solicitation of Proxies

This Proxy Statement and the enclosed proxy card are being furnished to you in connection with the solicitation of proxies by Spartan Motors' Board of Directors for use at the annual meeting, and any adjournment of the meeting.

Mailing Date

This Proxy Statement is being mailed on and after April 20, 2012 to Spartan Motors' shareholders as of the record date.

Purposes of the Meeting

The purposes of the annual meeting are to:

- (1) vote on the election of two directors to three-year terms expiring in 2015;
- (2) vote on the ratification of the appointment of BDO USA, LLP as Spartan Motors' independent registered public accounting firm for the current fiscal year;
- (3) vote on the proposed Stock Incentive Plan of 2012;
- (4) participate in an advisory vote to approve the compensation of our executives; and
- (5) transact such other business as may properly come before the annual meeting.

We do not know of any other matters to be presented for consideration at the annual meeting. If any other matters are presented, the persons named as proxies on the enclosed proxy card will have discretionary authority to vote on those

matters in accordance with their judgment.

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Record Date

You may vote at the meeting if you were a shareholder of record of Spartan Motors common stock on March 26, 2012. Each such shareholder is entitled to one vote per share on each matter presented for a shareholder vote at the meeting.

As of March 26, 2012, there were 33,873,092 shares of Spartan Motors common stock outstanding.

How to Vote Your Shares

If you are a shareholder of record, that is, your common stock is registered directly in your name with the transfer agent, American Stock Transfer & Trust Co., you may vote by returning the enclosed proxy card. If you properly complete and sign the enclosed proxy card and return it so that we receive it before the meeting, the shares of Spartan Motors common stock represented by your proxy will be voted at the annual meeting and any adjournment of the annual meeting, as long as you do not revoke the proxy before or at the meeting.

If voting by Internet, go to the website printed on the proxy card or www.voteproxy.com and enter the control number printed on the proxy card. Your control number is the 11-digit number located beneath the Company name and account number on the upper right side of your proxy material. Proceed to follow the instructions provided.

Regardless of how you vote, if you specify a choice, your shares will be voted as specified. If you do not specify a choice on your signed, returned proxy, your shares will be voted: (1) for the election of all nominees for director named in this Proxy Statement, (2) for the ratification of the appointment of BDO USA, LLP as Spartan Motors' independent registered public accounting firm for the current fiscal year, (3) for the approval of the proposed Stock Incentive Plan of 2012, (4) for the approval of the compensation of our executives, and (5) with respect to any other matters that may come before the meeting or any adjournment of the meeting, in accordance with the discretion of the persons named as proxies on the proxy card.

"Street Name" Shareholders

If you hold your shares in "street name," that is, your shares are registered in the name of a bank, broker or other nominee, which we will collectively refer to as your "broker," your broker must vote your shares if you provide it with proper and timely voting instructions. Please check the voting forms and instructions provided by your broker or its agent.

How to Revoke Your Proxy

If you are a shareholder of record, you may revoke your proxy at any time before it is voted at the meeting by doing any of the following four things:

- by delivering written notice of revocation to Spartan Motors' Corporate Secretary, 1541 Reynolds Road, Charlotte, Michigan 48813;
- by delivering a proxy card bearing a later date than the proxy that you wish to revoke;
- by casting a subsequent vote via Internet; or
- by attending the meeting and voting in person.

Your last vote properly received before the polls are closed at the meeting is the vote that will be counted. Please note that attending the meeting will not by itself revoke your proxy.

If you are a street name holder and have instructed your broker to vote your shares, you must follow directions from your broker to change your vote.

Quorum

In order for business to be conducted at the meeting, a quorum must be present. The presence in person or by properly executed proxy of the holders of at least a majority of all of the issued and outstanding shares of Spartan Motors common stock entitled to vote is necessary for a quorum at the meeting. For purposes of determining whether a quorum is present, we will include shares that are present or represented by proxy, including abstentions and broker non-votes.

Adjournment

The shareholders present at the meeting, in person or represented by proxy, may by a majority vote adjourn the meeting despite the absence of a quorum. If there is not a quorum at the meeting, we expect to adjourn the meeting to solicit additional proxies.

Required Votes

Election of Directors. A plurality of the shares voting is required to elect directors. This means that the nominees who receive the most votes will be elected to the open director positions. In counting votes on the election of directors, abstentions, broker non-votes, and other shares not voted will be counted as not voted.

Stock Incentive Plan of 2012. The proposal to approve the Stock Incentive Plan of 2012, as described in this Proxy Statement, will be approved if a majority of the shares voted at the meeting are voted in favor of the proposal. In counting votes on this proposal, abstentions and broker non-votes will not be counted as voted. Shares that are not voted will be deducted from the total shares of which a majority is required.

Advisory Vote on Executive Compensation. The proposal to approve the compensation of our executives, as described in this Proxy Statement, is an advisory vote only. The Company will disclose the results of this vote, but is not required to take action based upon the outcome of this vote. However, the Human Resources and Compensation Committee of the Board intends to consider the outcome of the vote when considering future executive compensation arrangements.

Other Matters. The proposal to ratify the appointment of BDO USA, LLP as Spartan Motors' independent registered public accounting firm for the current fiscal year will be approved if a majority of the shares voted at the meeting are voted in favor of the proposal. In counting votes on this proposal, abstentions and broker non-votes will not be counted as voted. Shares that are not voted will be deducted from the total shares of which a majority is required.

We do not know of any other matters to be presented for shareholder action at the annual meeting.

Broker Non-Votes. A broker non-vote occurs when a shareholder holds his or her stock through a broker and the broker does not vote those shares. This usually occurs because the broker has not received timely voting instructions from that shareholder and the broker does not have discretionary voting power for the particular item upon which the vote is taken.

It is important that you instruct your broker how to vote shares held by you in street name using the vote instruction form provided by your broker. Your broker should vote your shares as you direct if you provide timely instructions on how to vote by following the information provided to you by your broker.

Proposal: Election of Directors

Nominees for Election

The Board of Directors proposes that the following two individuals be elected as directors of Spartan Motors for three-year terms expiring at the annual meeting of shareholders to be held in 2015:

John E. Szykiel
Kenneth Kaczmarek

Each nominee is presently a director of Spartan Motors whose term will expire at the annual meeting. Biographical information concerning the nominees appears below under the heading "Spartan Motors' Board of Directors and Executive Officers," beginning on page 7.

The persons named as proxies in the proxy card intend to vote for the election of each of the nominees. The proposed nominees are willing to be elected and to serve as directors of Spartan Motors. However, if any or all of the nominees become unable to serve or otherwise unavailable for election, which we do not anticipate, the incumbent Board of Directors may or may not select a substitute nominee or nominees. If a substitute nominee or nominees is or are selected, the shares represented by your proxy card will be voted for the election of the substitute nominee(s), unless you give other instructions. If a substitute is not selected, all proxies will be voted for the election of the remaining nominee(s). Proxies will not be voted for more than two nominees.

Your Board of Directors recommends that you vote FOR the election of each nominee.

Ownership of Spartan Motors Stock

Five Percent Shareholders

The following table sets forth information as to each person or other entity (including any group) known to Spartan Motors to have been the beneficial owner of more than 5% of Spartan Motors' outstanding shares of common stock as of March 26, 2012 (or any different dates specified in the footnotes to the table):

Name and Address of Beneficial Owner	Sole Voting Power	Sole Dispositive Power	Shared Voting or Dispositive Power	Total Beneficial Ownership	Percent of Class
BlackRock, Inc. (1) 40 East 52nd Street New York, New York 10022	2,723,371	2,723,371	--	2,723,371	8.04 %
Dimensional Fund Advisors LP (2) Palisades West, Building One 6300 Bee Cave Road Austin, Texas 78746	1,972,549	2,027,117	--	2,027,117	5.98 %
The Killen Group, Inc. (3) 1189 Lancaster Ave. Berwyn, PA 19312	1,892,977	1,996,677	--	1,996,677	5.89 %

- (1) Based on information set forth in an amendment to Schedule 13G filed with the SEC on February 10, 2012. Ownership is reported on behalf of various subsidiaries of BlackRock, Inc.
- (2) Based on information set forth in an amendment to Schedule 13G filed with the SEC on February 14, 2012, which indicates that all of the shares reported as beneficially owned by Dimensional Fund Advisors LP are owned by various investment companies, trusts, and other accounts for which Dimensional and/or its subsidiaries may serve as investment advisor or manager.
- (3) Based on information set forth in a Schedule 13G received by Spartan Motors on February 21, 2012 from The Killen Group, Inc. Ownership is reported on behalf of various clients of The Killen Group, Inc.

Security Ownership of Management

The following table sets forth the number of shares of common stock that each of Spartan Motors' directors and nominees for director, each of the named executive officers (as that term is defined in the Summary Compensation Table on page 19 and all directors and executive officers (including all named persons) as a group beneficially owned as of March 26, 2012:

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)		Total Beneficial Ownership(2)(3)	Percent of Class
	Sole Voting and Dispositive Power(2)	Shared Voting or Dispositive Power(3)		
William F. Foster	1,123,850	430,515	1,554,365	4.59 %
John E. Sztykiel	783,166	168,948	952,114	2.81 %
Kenneth Kaczmarek	80,359	2,500	82,859	*
Hugh W. Sloan, Jr.	59,595	--		