

CAPITAL SOUTHWEST CORP
Form DEFA14A
June 25, 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. 1)

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
 - Definitive Proxy Statement
 - Definitive Additional Materials
 - Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12
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- Capital Southwest Corporation

(Name of Registrant as Specified In Its Charter)

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-

CAPITAL SOUTHWEST CORPORATION
12900 Preston Road, Suite 700
Dallas, TX 75230

AMENDMENT TO PROXY STATEMENT
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD on July 18, 2012

EXPLANATORY NOTE

The sole purpose of this amendment to the original definitive proxy statement (the "Proxy Statement") of Capital Southwest Corporation (the "Company"), filed with the Securities and Exchange Commission on June 15, 2012, is to restate in its entirety the Summary Compensation Table for the three-year period ended March 31, 2012 set forth at the top of page 20 of the Proxy Statement by substituting the table below, which has only been revised to reflect compensation paid to Tracy L. Morris, William M. Ashbaugh, Ray D. Schwertner, and William R. Thomas, III for fiscal year 2012.

SUMMARY COMPENSATION TABLE

The following table includes information concerning compensation for the three-year period ended March 31, 2012.

Name	Fiscal Year	Salary	Bonus	Change in Pension Value and Restricted Nonqualified				Total
				Option Awards (1)	Stock Awards (1)	Deferred Compensation (2)	All Other Compensation (3)	
Gary L. Martin	2012	\$441,250	\$568,750	\$473,852	\$8,360	\$759,788	\$24,500	\$2,276,500
President and Chief Executive Officer	2011	405,000	567,291	473,852	–	483,507	24,500	1,954,150
	2010	362,500	390,625	366,609	–	462,576	24,500	1,606,810
Tracy L. Morris	2012	\$176,250	\$137,500	\$77,505	\$4,180	\$14,240	\$24,500	\$434,175
Chief Financial Officer,	2011	161,250	106,875	52,704	–	12,053	24,500	357,382
Secretary, Treasurer, and Chief Compliance Officer	2010	146,250	76,250	40,026	–	11,042	22,250	295,818
William M. Ashbaugh	2012	\$284,375	\$86,979	\$145,240	\$5,225	\$130,597	\$24,500	\$676,916
Senior Vice	2011	271,250	151,458	163,522	–	59,108	24,500	669,838
	2010	256,250	150,833	120,995	–	64,838	24,500	617,416

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President								
Ray D.	2012	\$187,500	\$137,917	\$32,564	\$4,180	\$216,149	\$24,500	\$602,810
Schwertner	2011	176,250	107,500	32,564	–	108,333	24,500	449,147
Vice President	2010	55,000	40,000	2,714	–	114,360	9,500	221,574
William R.	2012	\$195,000	\$148,333	\$111,045	\$4,180	\$24,291	\$24,500	\$507,349
Thomas, III	2011	143,750	130,625	86,244	–	7,287	24,500	392,406
Vice President	2010	140,781	81,667	73,566	–	7,401	22,245	325,660

(1) The amounts represent the portion of the grant which was expensed in that year pursuant to ASC 718 – "Compensation-Stock Compensation" ("ASC 718"). The grant date value, determined in accordance with ASC 718, for the fiscal 2012 and 2011 grants are reflected in the Grants of Plan-Based Awards table below. See Note 6 of the consolidated financial statements in the Company's Annual Report for the year ended March 31, 2012 regarding assumptions underlying valuation of equity awards.

(2) Amounts shown reflect the aggregate change during the year in actuarial present value of accumulated benefit under all pension plans (including restoration plan). See Note 8 of the consolidated financial statements in the Company's Annual Report for the year ended March 31, 2012 regarding assumptions used in determining the amounts.

(3) Includes amounts contributed to the ESOP accounts of each executive officer.

CAPITAL SOUTHWEST CORPORATION

By: /s/ Tracy L. Morris
Tracy L. Morris
Chief Financial Officer

June 25, 2012
