ENPRO INDUSTRIES, INC
Form DEFA14A
March 26, 2008

SCHEDULE 14A
(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 (Amendment No.)

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o Definitive Proxy Statement
þ Definitive Additional Materials
o Soliciting Material under Rule 14a-12

EnPro Industries, 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):
þ No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) 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:

- o Fee paid previously with preliminary materials.

- o 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:

The following slides accompanied a presentation made by officers of EnPro Industries, Inc. (EnPro) on March 26, 2008 at the Bank of America SmidCap Conference held in Boston, Massachusetts and webcast live. Replays of the presentation are not yet available.

EnPro has filed with the Securities and Exchange Commission and commenced mailing to its shareholders a definitive proxy statement for EnPro s 2008 annual meeting of shareholders. The proxy statement contains important information about EnPro and the 2008 annual meeting of shareholders. EnPro s shareholders are urged to read the proxy statement carefully. On March 25, 2008, EnPro began the process of mailing the proxy statement, together with a WHITE proxy card. Shareholders may obtain additional free copies of the proxy statement and other relevant documents filed with the Securities and Exchange Commission by EnPro through the website maintained by the Securities and Exchange Commission at *http://www.sec.gov*. Copies of the proxy statement are also be available for free at EnPro s website, *http://www.enproindustries.com*, by calling EnPro at 704-731-1552, by emailing to *investor@enproindustries.com*, or by writing to EnPro Industries, Inc., 5605 Carnegie Boulevard, Suite 500, Charlotte, North Carolina 28209, Attention: Corporate Secretary. In addition, copies of the proxy statement may be requested by contacting EnPro s proxy solicitor, MacKenzie Partners, Inc., by phone toll-free at 1-800-322-2885. EnPro and its directors, director nominees and executive officers may be deemed to be participants in the solicitation of proxies for EnPro s 2008 annual meeting, and detailed information regarding the names, affiliations and interests of these individuals is available in EnPro s proxy statement for its 2008 annual meeting of shareholders filed with the Securities and Exchange Commission on March 25, 2008.

The presentation includes references to certain financial measures which are not measures under generally accepted accounting principles in the United States. These non-GAAP financial measures are segment EBITDA, pre-asbestos operating cash flows, and adjusted earnings per share. Segment EBITDA is segment profit plus depreciation and amortization attributable to EnPro s operating segments, reduced by the profit of divested businesses and the depreciation and amortization attributable to the divested businesses. Segment profit is total segment revenue reduced by operating expenses and restructuring and other costs identifiable with the segment. Corporate expenses include general corporate administrative costs. Expenses not directly attributable to the segments, corporate expenses, net interest expense, asbestos-related expenses, gains/losses or impairments related to the sale of assets and income taxes are not included in the computation of segment profit. Pre-asbestos operating cash flow and adjusted earnings per share reflect adjustments to net cash provided by operating activities of continuing operations and diluted earnings per share from continuing operations as detailed in the reconciliations included in the presentation. Management of EnPro uses these non-GAAP financial measures in evaluating the performance of EnPro s operations. Management believes that users of EnPro s financial statements may benefit from understanding the impact of selected items, including items that may recur, on its reported net income, operating cash flows and earnings per share. This enables users to better compare EnPro with diversified industrial manufacturing companies that do not incur significant expenses related to asbestos or discontinued operations. Many such items may impact a company s reported results; this list is not intended to present all such items.

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