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ACUITY BRANDS INC
Form DEFA14A
December 16, 2003

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
Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|---|--|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Proxy Statement | |
| <input checked="" type="checkbox"/> Definitive Additional Materials | |
| <input type="checkbox"/> Soliciting Material under Rule 14a-12 | |

Acuity Brands, 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.
- (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 for 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:

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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.

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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

On December 16, 2003, the Registrant issued the following press release:

[Acuity Brands, Inc. Letterhead]

COMPANY CONTACT:
KAREN HOLCOM
ACUITY BRANDS, INC.
(404) 853-1437

ACUITY BRANDS LIMITS SHARES
TO BE ISSUED UNDER LONG-TERM INCENTIVE PLAN

ATLANTA, DECEMBER 16, 2003 - Acuity Brands, Inc. (NYSE: AYI) announced today that it will not issue more than three million of the additional shares being authorized under the amended and restated Long-Term Incentive Plan without seeking further approval of shareholders. The Plan as now proposed for approval by shareholders at the annual meeting on December 18 would otherwise add five million shares to those available for issuance under the Plan.

James S. Balloun, Acuity Brands' Chairman, President, and Chief Executive Officer, said: "Our Board of Directors has imposed this limitation in response to feedback from shareholders. While the additional shares we originally sought were within limits established by the leading institutional proxy advisory services, a number of our shareholders indicated to us that they wanted the opportunity to evaluate our long-term awards more frequently. The commitment we are announcing today will provide that opportunity."

Acuity Brands, Inc., with fiscal year 2003 net sales of approximately \$2.0 billion, is comprised of Acuity Brands Lighting and Acuity Specialty Products. Acuity Brands Lighting is a world leader in lighting fixtures and includes brands such as Lithonia Lighting(R), Holophane(R), Peerless(R), Hydrel(R), and American Electric Lighting(R). Acuity Specialty Products is a leading provider of specialty chemicals and includes brands such as Zep(R), Enforcer(R), and Selig Industries(TM). Headquartered in Atlanta, Georgia, Acuity Brands employs approximately 11,400 people and has operations throughout North America and in Europe and Asia.