

READING INTERNATIONAL INC
Form DEFA14A
April 23, 2009

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
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 under Sec. 240.14a-12

READING INTERNATIONAL, INC.
(Name of Registrant as Specified In Its Charter)

N/A
(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 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:
- 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.:
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Proxy materials being sent to stockholders of Reading International, Inc. (the “company,” “Reading,” “we,” “us,” or “our”) are being amended prior to printing to reflect a correction from the definitive proxy statement previously filed on April 22, 2009 with the Securities and Exchange Commission. The change reflects the correct number of shares of class A nonvoting common stock (“Class A Stock”) owned by James J. Cotter, our Chairman and Chief Executive Officer. Below is a fully revised beneficial ownership table with footnotes, which replace the corresponding table on pages 4 and 5 of the previously filed proxy statement.

Beneficial Ownership of Securities

The following table sets forth the shares of Class A Stock and Class B Stock beneficially owned as of April 16, 2009 by:

- each of our incumbent directors and each director nominee;
- each of our named executive officers set forth in the Summary Compensation Table of this Proxy Statement;
- each person known to us to be the beneficial owner of more than 5% of our Class B Stock; and
- all of our directors and executive officers as a group.

Except as noted, we believe that the indicated beneficial owner of the shares has sole voting power and sole investment power.

| Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership (1) | | | |
|---|---|---------------------|------------------|---------------------|
| | Class A Stock | | Class B Stock | |
| | Number of Shares | Percentage of Stock | Number of Shares | Percentage of Stock |
| James J. Cotter (2) | 2,557,042 | 12.1% | 1,123,888 | 70.4% |
| Eric Barr | 30,000(3) | * | -- | -- |
| James J. Cotter, Jr. | 554,569(3) | 2.6% | -- | -- |
| Margaret Cotter | 559,207(3) | 2.6% | -- | -- |
| William D. Gould | 67,340(3) | * | -- | -- |
| Edward L. Kane | 37,500(3) | * | 100 | * |
| Gerard P. Laheney | 30,000(3) | * | -- | -- |
| Alfred Villaseñor | 30,000(3) | * | -- | -- |
| Ellen Cotter(4) | 601,909 | 2.8% | 50,000 | 3.2% |
| John Hunter | 30,362 | * | -- | -- |
| Andrzej Matyczynski | 114,561(5) | * | -- | -- |
| Robert F. Smerling | 43,750(6) | * | -- | -- |
| Pacific Assets Management, LLC (7) 11601 Wilshire Boulevard, Suite 2180 Los Angeles, California 90025 | N/A | N/A | 133,043 | 8.9% |
| PICO Holdings, Inc. and PICO Deferred Holdings, LLC (8) | N/A | N/A | 117,500 | 7.9% |

875 Prospect St., Suite 301
 La Jolla, California 92037

Dimensional Fund Advisors LP (9)

Palisades West

Building One

6300 Bee Cave Road

Austin, Texas 78746

| | | | | |
|--|-----------|-------|-----------|-------|
| | N/A | N/A | 88,164 | 5.9% |
| All Directors and Executive Officers as a Group (15 persons)(10) | 4,682,378 | 21.7% | 1,173,988 | 71.3% |

* Less than 1%.

- (1) Beneficial ownership is determined in accordance with Securities and Exchange Commission rules. Shares subject to options that are presently exercisable, or exercisable within 60 days of April 16, 2009, which are indicated by footnote, are deemed outstanding in computing the percentage ownership of the person holding the warrants or options, but not in computing the percentage ownership of any other person. An asterisk (*) denotes beneficial ownership of less than 1%.
- (2) Mr. Cotter's address is c/o the Company, 500 Citadel Drive, Suite 300, Commerce, California 90040. The Class B Stock shown includes 100,000 shares subject to stock options and 696,080 shares owned by the James J. Cotter Living Trust. The Class A Stock shown includes 153,615 shares of Class A Stock owned by Hecco Ventures, a general partnership ("HV"). Mr. Cotter is the general partner of James J. Cotter Ltd., a 20% general partner of HV, but has control over these shares to the exclusion of the remaining partners, and does not beneficially own any other Class A Stock owned by HV. The Class A Stock shown also includes 2,216,299 shares owned by the James J. Cotter Living Trust, 29,730 shares held in Mr. Cotter's profit sharing plan, and 10,000 shares held by Cotter Enterprises, LLC.
 - (3) Includes 30,000 shares subject to stock options.
 - (4) Class A Stock includes 75,000 shares subject to stock options and Class B Stock includes 50,000 shares subject to stock options.
 - (5) Includes 100,100 shares subject to stock options.
 - (6) Consists of shares subject to stock options.
 - (7) Based on Schedule 13F filed on February 17, 2009.
 - (8) Based on Schedule 13-G/A filed on January 14, 2009.
 - (9) Based on Schedule 13-G/A filed on February 9, 2009.
 - (10) Class A Stock includes 444,350 shares subject to stock options and Class B Stock includes 150,000 shares subject to stock options.