

FIRST CAPITAL INC
Form DEFA14A
April 23, 2012

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:

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

First Capital, 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:

N/A

(2) Aggregate number of securities to which transactions applies:

N/A

- (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):

N/A

- (4) Proposed maximum aggregate value of transaction:

N/A

- (5) Total fee paid:

N/A

.. 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:

N/A

- (2) Form, Schedule or Registration Statement No.:

N/A

- (3) Filing Party:

N/A

(4) Date Filed:

N/A

FIRST CAPITAL, INC.

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING
TO BE HELD ON MAY 23, 2012**

As part of our efforts to cut unnecessary expenses and conserve the environment, we have elected to provide Internet access to the proxy statement for our 2012 annual meeting of shareholders and to our 2011 annual report to shareholders, rather than mailing paper copies of these materials. This reduces postage and printing expenses and paper waste. The proxy statement and annual report are available at:

<http://www.cfpproxy.com/4684>

The annual meeting of shareholders will be held at First Harrison Bank's main office, 220 Federal Drive, N.W., Corydon, Indiana, on Wednesday, May 23, 2012, at 12:00 noon, local time. The matters to be acted on are:

1. The election of four directors to serve for a term of three years;
2. The ratification of the selection of Monroe Shine & Co., Inc. as our independent registered public accounting firm for the fiscal year ending December 31, 2012; and
3. The transaction of such other business as may properly come before the meeting and any adjournment or postponement of the meeting.

The Board of Directors of First Capital, Inc. recommends voting **FOR** the above proposals. To vote, you must have been a shareholder at the close of business on March 28, 2012.

We have enclosed a proxy card that will reflect the proposals to be voted on at the annual meeting. You may vote on-line, by phone, by mail or in person. If you wish to vote on-line or by phone, you will need your Shareholder Control Number which can be found in the bottom right hand corner of this notice and the web address and/or toll-free phone number, both of which are included on the enclosed proxy card. No other personal information will be required in order to vote online or by telephone. If you wish to vote by mail, simply cast your vote on the enclosed proxy card and sign, date and return it in the accompanying business reply envelope. If you wish to vote in person at the annual meeting, simply check the box on the proxy card indicating that you plan to attend the meeting. We ask that you cast your vote promptly. Thank you for your continued support!

This communication presents only an overview of the complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper copy of the proxy materials, you can request one at any time. There is no charge to you for requesting a copy. Please make your request by May 9, 2012 to ensure delivery before the shareholder meeting.

To request a paper copy of the proxy materials, you will need your Shareholder Control Number that can be found in the lower right hand corner of this notice. Then, either:

Call our toll-free number, (800) 951-2405; or

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Visit our website at <http://www.cfpproxy.com/4684>; or

Send us an email at fulfillment@rtco.com and enter the Shareholder Control Number when prompted or, if you send us an email, enter it in the subject line.

Shareholder Control Number:

