

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 Rule 14a-12

Core-Mark Holding Company, 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 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. | |
| (3) | Filing Party: | |
| (4) | Date Filed: | |



Core-Mark

Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945

Core-Mark Holding Company, Inc.

ANNUAL MEETING OF STOCKHOLDERS

Tuesday, May 22, 2018

10:00 a.m. PDT

Hyatt Regency San Francisco Airport Hotel

1333 Bayshore Highway

Burlingame, California 94010

Directions to the Core-Mark Holding Company, Inc. Annual Meeting are available in the proxy statement which can be viewed at proxydocs.com/core.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 22, 2018

The Annual Meeting of Stockholders of Core-Mark Holding Company, Inc. will be held at the Hyatt Regency San Francisco Airport Hotel, 1333 Bayshore Highway, Burlingame, California 94010 on May 22, 2018 at 10:00 a.m. PDT.

This is not a form for voting. This communication presents only an overview of the more 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.

The Proxy Statement, including the form of Proxy Card, and the 2017 Annual Report on Form 10-K are available at www.proxydocs.com/core.

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is NO charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before May 10, 2018 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

IN PERSON – Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote those shares.



INTERNET/MOBILE – www.proxypush.com/core. Use the Internet to vote your proxy until 11:59 p.m. (CT) on May 21, 2018.

Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy. Scan code to the right for mobile voting.



MAIL – Vote by mail by requesting a paper copy of the proxy materials, which will include a proxy card. Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Proxy Statement
2. Annual Report on Form 10-K

How to View Online:

Have the information that is printed in the box in the upper right hand corner on the front of this notice and visit: www.proxydocs.com/core.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:



Internet/Mobile – Access the Internet and go to www.investorelections.com/core. Follow the instructions to log in, and order copies.



Telephone – Call us free of charge at 1-866-870-3684 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.



Email – Send us an email at paper@investorelections.com with “CORE Materials Request” in the subject line. The email must include:

- The 11-digit control # located in the box in the upper right hand corner on the front of this notice.
- Your preference to receive printed materials via mail -or- to receive an email with links to the electronic materials.
- If you choose email delivery you must include the email address.
- If you would like this election to apply to delivery of material for all future meetings, write the word “Permanent” and include the last 4 digits of your Tax ID number in the email.

Matters intended to be acted upon at the meeting are listed below.

The Board of Directors recommends that you vote FOR ALL of the nominees listed below and FOR Proposals 2, 3 and 4.

1. The election of nine (9) directors:
 - a. Robert A. Allen
 - b. Stuart W. Booth
 - c. Gary F. Colter
 - d. Laura Flanagan
 - e. Robert G. Gross
 - f. Thomas B. Perkins
 - g. Harvey L. Tepner
 - h. Randolph I. Thornton
 - i. J. Michael Walsh
2. The approval of an advisory resolution to approve named executive officer compensation.
3. The approval of an amendment to our Certificate of Incorporation to increase the total number of authorized shares of common stock from 100,000,000 shares to 150,000,000 shares.
4. The ratification of the selection of Deloitte & Touche LLP as Core-Mark’s independent registered public accounting firm to serve for the fiscal year ended December 31, 2018.

Important Information About the Notice of Proxy Materials

This Notice Regarding the Availability of Proxy Materials (Notice) is provided to stockholders in place of the printed materials for the upcoming Stockholder Meeting.

Information about the Notice:

In 2007, the Securities and Exchange Commission adopted a voluntary rule permitting Internet-based delivery of proxy materials. Companies can now send Notices, rather than printed proxy materials to stockholders. This may help lower mailing, printing and storage costs for the company, while minimizing environmental impact. This Notice contains specific information regarding the meeting, proposals and the internet site where the proxy materials may be found.