

Natural Grocers by Vitamin Cottage, Inc.  
Form DEFA14A  
January 19, 2018  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**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  
under  
§240.14a-12

**Natural  
Grocers by  
Vitamin  
Cottage,  
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.

- |     | Title of each<br>class of<br>securities to<br>which<br>transaction<br>applies: |
|-----|--------------------------------------------------------------------------------|
| (1) |                                                                                |
| (2) | Aggregate<br>number of<br>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:
-

**NATURAL GROCERS BY VITAMIN COTTAGE, INC.**

**Important Notice Regarding the Availability of**

**Proxy Materials for the Annual Meeting of Stockholders**

**to be held on March 7, 2018 at 1:00 p.m. local time at**

**Natural Grocers by Vitamin Cottage, Inc., Home Office Auditorium**

**12612 West Alameda Parkway, Lakewood, Colorado 80228**

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**CONTROL NUMBER**

**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.**

**If you want to receive a paper or e-mail copy of the proxy materials, you must request one. Otherwise, you will not receive a paper or e-mail copy. There is no charge to you for requesting a copy. To facilitate timely delivery, please make the request as instructed below before February 26, 2018.**

Please visit <http://www.astproxyportal.com/ast/18556/>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders  
Proxy Statement  
Form of Electronic Proxy Card  
2017 Annual Report

**TELEPHONE: 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers)**

**TO REQUEST MATERIAL:**

**E-MAIL: [info@amstock.com](mailto:info@amstock.com)**

**WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>**

**TO VOTE:**

**ONLINE:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the meeting date.

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting. You may obtain directions to the location of the meeting at <http://investors.naturalgrocers.com/proxynotices>.

**TELEPHONE:** To vote by telephone, please call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. You may vote by telephone until 11:59 PM Eastern Time the day before the meeting.

**MAIL:** You may request a proxy card by following the instructions above.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF DIRECTORS, “FOR” PROPOSALS 2, 3 AND 5 AND FOR “3 YEARS” ON PROPOSAL 4.**

1. Election of Directors:

**NOMINEES:**

Heather Isely

Kemper Isely

Edward Cerkovnik

2. TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2018.

3. TO approve, on an advisory basis, the compensation paid to THE COMPANY'S named executive officers.

4. TO hold an advisory vote on the frequency of future stockholder advisory votes regarding the compensation of THE COMPANY'S named executive officers.

5. TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

In their discretion, the proxies are authorized to vote with respect to matters incident to the conduct of the meeting and upon such other matters as may properly come before the meeting.

**Please note that you cannot use this notice to vote. It is not a ballot.**