

WEYCO GROUP INC  
Form DEF 14A  
March 29, 2010

**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  x  
Filed by a Party other than the Registrant  o  
Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to § 240.14a-11(c) or § 240.14a-12

**WEYCO GROUP, INC.**

(Name of Registrant as Specified in Its Charter)

**Filed by Registrant**

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
  - o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- 1) Title of each class of securities to which transactions applies:
  - 2) Aggregate number of securities to which transaction applies:

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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:

o Fee paid previously with preliminary materials.

Check box if any part of the fee is offset 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:

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TABLE OF CONTENTS

**Glendale, Wisconsin**

**Notice of**

**ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held May 4, 2010**

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of WEYCO GROUP, INC., a Wisconsin corporation (hereinafter called the Company), will be held at the general offices of the Company, 333 West Estabrook Boulevard, Glendale, Wisconsin 53212, on Tuesday, May 4, 2010 at 10:00 A.M. (Central Daylight Time), for the following purposes:

1. To elect two members to the Board of Directors,
  2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ended December 31, 2010, and
  3. To consider and transact any other business that properly may come before the meeting or any adjournment thereof.
- The Board of Directors recommends that the shareholders vote FOR items 1 and 2 above.**

**Important Notice Regarding the Internet Availability of**

**Proxy Materials for the**

**Shareholder Meeting to Be Held on May 4, 2010**

**The Proxy Statement and Notice of Annual Meeting**

**and the 2009 Annual Report**

**on Form 10-K are available on the Company's website**

**at**

***[http://www.weycogroup.com/sec\\_filing.html](http://www.weycogroup.com/sec_filing.html)***

The Board of Directors has fixed March 1, 2010 as the record date for the determination of the common shareholders entitled to notice of and to vote at the annual meeting or any adjournment thereof.

The Board of Directors requests that you indicate your voting directions, sign and promptly mail the enclosed proxy for the meeting. Any proxy may be revoked at any time prior to its exercise.

If you have questions or comments, please direct them to Weyco Group, Inc., 333 West Estabrook Boulevard, Glendale, Wisconsin 53212, Attention: Secretary. Please also contact the Secretary if you would like directions to the Annual Meeting.

The Proxy Statement and Notice of Annual Meeting and the 2009 Annual Report on Form 10-K are available on the

By order of the Board of Directors,

JOHN F. WITTKOWSKE  
Secretary

Date of Notice: March 29, 2010

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TABLE OF CONTENTS

**TABLE OF CONTENTS**

	Page
<u>Introduction</u>	<u>1</u>
<u>Security Ownership of Management and Others</u>	<u>2</u>
<u>Items to be Voted On</u>	<u>4</u>
<u>Proposal One: Election of Directors</u>	<u>4</u>
<u>Proposal Two: Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm for the Year Ended December 31, 2010</u>	<u>7</u>
<u>Board Information</u>	<u>8</u>
<u>Composition of the Board of Directors</u>	<u>8</u>
<u>Meetings</u>	<u>8</u>
<u>Director Independence</u>	<u>8</u>
<u>Board Leadership Structure and Role in Risk Oversight</u>	<u>8</u>
<u>Shareholder Communications with the Board</u>	<u>8</u>
<u>Nomination of Director Candidates</u>	<u>9</u>
<u>Director Compensation</u>	<u>10</u>
<u>Committees</u>	<u>10</u>
<u>Executive Committee</u>	<u>10</u>
<u>Corporate Governance and Compensation Committee</u>	<u>10</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>11</u>
<u>Code of Business Ethics</u>	<u>11</u>
<u>Audit Committee</u>	<u>11</u>