
**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 Pursuant to §240.14a-12

LENNOX INTERNATIONAL 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 No.:

(3) Filing Party:

(4) Date Filed:



Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on May 21, 2020, for Lennox International Inc.

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. To view the proxy statement and annual report, go to www.proxydocs.com/LII. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2020 Annual Meeting and need YOUR participation.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's annual meeting, please make this request on or before May 11, 2020.

**For a Convenient Way to VIEW Proxy Materials
– and –
VOTE Online go to: www.proxydocs.com/LII**

Proxy Materials Available to View or Receive:

1. Proxy Statement 2. Annual Report

Printed materials may be requested by one of the following methods:



You must use the 12 digit control number located in the shaded gray box below.

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

ACCOUNT NO.

SHARES

Lennox International Inc. Notice of Annual Meeting



Date: Thursday, May 21, 2020
Time: 10:30 A.M. Central Time
Place: 2140 Lake Park Boulevard, Richardson, TX 75080

The purpose of the Annual Meeting is to take action on the following proposals:

The Board of Directors recommends that you vote "FOR" the following.

1. Election of Directors

Nominees 01 Janet K. Cooper 02 John W. Norris, III 03 Karen H. Quintos

The Board of Directors recommends you vote FOR the following proposal(s):

2. Advisory vote to approve the compensation of the named executive officers as disclosed in our proxy statement.
3. Ratifying the appointment of KPMG LLP as our independent registered public accounting firm for the 2020 fiscal year.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

You may be asked to present valid photo identification and proof of stock ownership as of the record date to be admitted to the Annual Meeting. Evidence typically includes your proxy-voting card or your brokerage statement showing proof of stock ownership as of the close of business on March 24, 2020.

See "General Information Regarding the 2020 Annual Meeting of Stockholders—Meeting Date and Location" in the proxy statement for a discussion of the possible alternative arrangements in the event that the Annual Meeting is not held in person.

ANNUAL MEETING OF LENNOX INTERNATIONAL INC.

Date: May 21, 2020
 Time: 10:30 a.m. (Local Time)
 Place: 2140 Lake Park Blvd., Richardson, Texas 75080

Please make your marks like this: Use dark black pencil or pen only

The Board of Directors recommends a vote FOR all nominees in Proposal 1 and FOR Proposals 2, 3.

Proposal 1 Election of Directors.

| | | | |
|------------------------|--------------------------|--------------------------|--------------------------|
| | For All | Withheld All | For All Except |
| 01 Janet K. Cooper | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 02 John W. Norris, III | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 03 Karen M. Quintos | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

To withhold your vote for any individual nominee(s), mark "For All Except" box and write the number(s) of the nominee(s) on the line below.

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| Proposal 2 Advisory vote to approve the compensation of the named executive officers as disclosed in our proxy statement. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Proposal 3 Ratifying the appointment of KPMG LLP as our independent registered public accounting firm for the 2020 fiscal year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

To attend the meeting and vote your shares in person, please mark this box.

Authorized Signatures - This section must be completed for your instructions to be executed.

| | |
|------------------|-------------------|
| _____ | _____ |
| Please Sign Here | Please Date Above |
| _____ | _____ |
| Please Sign Here | Please Date Above |

Please sign exactly as your name(s) appears on your stock certificate. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the proxy. Partnerships should provide full name of partnership and title of authorized person signing the proxy.

**Annual Meeting of Lennox International Inc.
 to be held on Thursday, May 21, 2020
 for Holders as of March 24, 2020**

This proxy is being solicited on behalf of the Board of Directors

INTERNET **VOTE BY:** **TELEPHONE**

Go To www.proxypush.com/LII
 • Cast your vote online.
 • View Meeting Documents.

866-895-6903
 • Use any touch-tone telephone.
 • Have your Proxy Card/Voting Instruction Form ready.
 • Follow the simple recorded instructions.

OR

MAIL

OR

• Mark, sign and date your Proxy Card/Voting Instruction Form.
 • Detach your Proxy Card/Voting Instruction Form.
 • Return your Proxy Card/Voting Instruction Form in the postage-paid envelope provided.

The signatory of this Proxy, by execution on the reverse side of this Proxy, hereby appoints and constitutes Todd M. Bluedorn, Daniel Sessa, and John D. Torres, and each of them, with full power of substitution, with the powers the signatory of this Proxy would possess if personally present, to vote all shares of Lennox International Inc. Common Stock entitled to be voted by the signatory at the Annual Meeting of Stockholders to be held at 10:30 a.m., local time, on May 21, 2020, at the Company's Corporate Headquarters, 2140 Lake Park Blvd., Richardson, Texas 75080, or at any reconvened meeting after any adjournment or postponement thereof, on the matters set forth on the reverse side in accordance with any directions given by the signatory and, in their discretion, on all other matters that may properly come before the Annual Meeting or any reconvened meeting after any adjournment or postponement thereof.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES IN PROPOSAL 1 AND FOR PROPOSALS 2, 3.

**PROXY TABULATOR FOR
 LENNOX INTERNATIONAL INC.
 P.O. BOX 8016
 CARY, NC 27512-9903**

Please separate carefully at the perforation and return just this portion in the envelope provided.



Proxy — Lennox International Inc.
Annual Meeting of Stockholders
Thursday, May 21, 2020, 10:30 a.m., Central Time
This Proxy is Solicited on Behalf of the Board of Directors

See "General Information Regarding the 2020 Annual Meeting of Stockholders— Meeting Date and Location" in the proxy statement for a discussion of the possible alternative arrangements in the event that the Annual Meeting is not held in person.

↕ Please separate carefully at the perforation and return just this portion in the envelope provided. ↕

The undersigned appoints Todd M. Bluedorn, Daniel Sessa, and John Torres (the "Named Proxies") and each of them as proxies for the undersigned, with full power of substitution, to vote the shares of common stock of Lennox International Inc., a Delaware corporation ("the Company"), the undersigned is entitled to vote at the Annual Meeting of Stockholders of the Company to be held at the Company's Corporate Headquarters, 2140 Lake Park Blvd., Richardson, Texas 75080 and all adjournments thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no direction is made, this proxy will be voted "FOR" the election of all nominees for director and "FOR" each proposal. In their discretion, the Named Proxies are authorized to vote upon such other matters that may properly come before the Annual Meeting or any adjournment or postponement thereof.

You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE) but you need not mark any box if you wish to vote in accordance with the Board of Directors' recommendation. The Named Proxies cannot vote your shares unless you sign and return this card.