

FEDERAL SIGNAL CORP /DE/
Form DFAN14A
January 26, 2009

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant:

Filed by a Party other than the Registrant: X

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 |
| X | Soliciting Material Under Rule 14a-12 |

FEDERAL SIGNAL CORPORATION
(Name of Registrant as Specified in its Charter)

WARREN B. KANDERS
(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

X

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- | | |
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| (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.

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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: |
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Set forth hereto as Exhibit "A" is a copy of a letter dated January 16, 2009, from Warren B. Kanders, a stockholder of Federal Signal Corporation (the "Company") to the Board of Directors of the Company, in which Mr. Kanders stated that he was submitting to the Company, pursuant to a separate nomination letter ("Nomination Letter"), notice of his intent to nominate himself, Steven R. Gerbsman and Nicholas Sokolow ("Nominees") to stand for election as directors at the Company's 2009 Annual Meeting of Stockholders ("2009 Annual Meeting").

Attached hereto as Exhibit "B" are excerpts from the Nomination Letter that describe the background, credentials and experience of the three Nominees.

Important Information

Warren B. Kanders currently intends to file a proxy statement with the Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies seeking to elect the three Nominees at the Company's 2009 Annual Meeting.

MR. KANDERS ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND ANY OTHER SOLICITATION MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. THE PROXY STATEMENT AND OTHER SOLICITATION MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT WWW.SEC.GOV.

Certain Information Concerning Participants

Messrs. Kanders, Gerbsman and Sokolow may be deemed to be participants in the solicitation of proxies from stockholders in connection with the 2009 Annual Meeting. As of the date of this filing, Mr. Kanders beneficially owns 1,253,313 shares of the Company's common stock and Mr. Sokolow beneficially owns 119,043 shares of the Company's common stock.

EXHIBIT "A"

Warren B. Kanders
One Landmark Square – 22nd Floor
Stamford, Connecticut 06901
Tel: (203) 552-9600
Fax: (203) 552-9607

January 16, 2009

VIA FACSIMILE, FEDERAL EXPRESS AND
UNITED STATES FIRST CLASS MAIL

Board of Directors
Federal Signal Corporation
1415 West 22nd Street
Oak Brook, Illinois 60523

Attention: Jennifer L. Sherman,
Corporate Secretary

Re: Director Nomination Letter

Ladies and Gentlemen;

As a long term significant shareholder of Federal Signal Corporation (the "Company"), I am submitting today to the Company, notice of my intent to nominate myself, Steven R. Gerbsman, and Nicholas Sokolow, to stand for election as directors at the Company's 2009 Annual Meeting of Stockholders. As you can see from the biographies annexed to and part of my nomination letter, each of the nominees ("Nominees") has outstanding credentials and is well qualified to serve on the Company's Board of Directors ("Board"). Each is committed to working constructively with the rest of the Board to promptly address the crucial issues facing the Company.

I have been forced to take this step because the current Board has chosen to ignore the interests of the Company's real owners, the shareholders. Over the past nine months, I have sent numerous letters to the Company and the Board raising a number of issues and concerns on behalf of all the shareholders. The Company and Board, however, have failed to meaningfully respond to any of the expressed concerns. Furthermore, when Mr. Osborne joined the Company as its CEO, he publicly pledged to contact significant shareholders of the Company and to solicit their input. Although I understand that other shareholders of the Company have been contacted, Mr. Osborne has made no effort to reach out to me.

I am committed to vigorously pursuing the election of the Nominees to the Board to restore Board accountability to the Company's owners. The Company is at a crucial juncture, facing many formidable financial and operational challenges. Our Nominees have the expertise, business acumen and commitment to stockholders, necessary to provide new ideas for improving the Company's financial and operational performance and to reverse the long standing decline in the Company's stock price and rebuild shareholder value.

Sincerely,

/s/ Warren B. Kanders
Warren B. Kanders

EXHIBIT "B"

Warren B. Kanders
51 years old
One Landmark Square – 22nd
Floor, Stamford, Connecticut
06901

Mr. Kanders has served as the President of Kanders & Company since 1990. Prior to the completion of the acquisition by BAE Systems plc on July 31, 2007 of Armor Holdings, Inc., formerly a New York Stock Exchange-listed company, a manufacturer and supplier of military vehicles, armed vehicles and safety and survivability products and systems to the aerospace & defense, public safety, homeland security and commercial markets, he served as the Chairman of the Board of Armor Holdings, Inc. from January 1996 and as its Chief Executive Officer from April 2003. From April 2004 until October 2006, Mr. Kanders served as the Executive Chairman, and since October 2006, has served as the Non-Executive Chairman of the Board of Stamford Industrial Group, Inc. [STMF.PK], formerly known as Net Perceptions, Inc., a publicly-held company that, through its subsidiary, Concord Steel, is a leading independent manufacturer of steel counterweights. Since November 2004, Mr. Kanders has served as the Chairman of the Board of Directors of Langer, Inc. [GAIT], a Nasdaq-listed manufacturer of skin-care products. Mr. Kanders has served since June 2002 as a member of the Board of Directors of Clarus Corporation [CLRS.PK], a publicly-held blank check company, and as the Executive Chairman of Clarus Corporation's Board of Directors since December 2002. Since May 2007, Mr. Kanders has served as a director of Highlands Acquisition Corp., a publicly-held special purpose acquisition blank check company formed in 2007 with a focus on acquiring a business in the healthcare industry. From October 1992 to May 1996, Mr. Kanders served as Founder and Vice Chairman of the Board of Benson Eyecare Corporation, a manufacturer and provider of eye care products and services. Mr. Kanders received a B.A. degree in Economics from Brown University in 1979.

Steven R. Gerbsman
63 years old
211 Laurel Grove Avenue
Kentfield, CA 94904

Since 1980, Mr. Gerbsman has been a principal of Gerbsman Partners, a company providing consulting, management, advisory and investment banking services to its clients in a broad variety of industries. Mr. Gerbsman has significant experience in assisting companies in crisis management and turnaround situations and advising companies seeking to improve performance in specific balance sheet, financial or operating areas. Mr. Gerbsman has worked with a wide spectrum of senior and junior lenders, bondholder groups, venture capital and equity sources, private investors and institutional groups in maximizing enterprise, stakeholder and shareholder value. To date, Mr. Gerbsman has been involved in over \$2.2 billion of restructuring, financing and M&A transactions. Prior to forming Gerbsman Partners in 1980, Mr. Gerbsman was President of four operating divisions of ITEL Corporation with responsibility in the technology, leasing and business sectors. Mr. Gerbsman began his business career at IBM Corporation in 1967. Mr. Gerbsman received a BS in Accounting from Hunter College, New York and attended the Baruch Graduate School of Business in New York. Mr. Gerbsman is also a guest lecturer at the University of San Francisco's MBA program and at the Haas Graduate School of Business in Berkeley, California.

Nicholas Sokolow
59 years old
770 Lexington Ave, 6th
Floor
New York, New York 10065

Since 2007, Mr. Sokolow has been in private law practice as a partner in the firm of Lebow & Sokolow LLP. From 1994 to 2007, Mr. Sokolow was a partner in the law firm of Sokolow, Carreras & Partners. From June 1973 until October 1994, Mr. Sokolow was an associate and partner in the law firm of Coudert Brothers. Mr. Sokolow has served as a member of the Board of Directors of Stamford Industrial Group, Inc. since April 2004 and has served as a member of the Board of Directors of Clarus Corporation since June 2002. Prior to the completion by BAE Systems plc of the acquisition of Armor Holdings, Inc., on July 31, 2007, Mr. Sokolow served as a member of the Board of Directors of Armor Holdings, Inc. since January 1996. Mr. Sokolow is a graduate of the Institut D'Etudes Politiques (Economics and Finance) and the Faculte de Droit (Law) and received a Masters of Comparative Law degree from the University of Michigan.
