

DELL INC  
Form DEFA14A  
July 08, 2013

**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

**Dell Inc.**

(Exact name of registrant as specified in its charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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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:

The Special Committee of the Board of Directors of Dell Inc. mailed the following letter to the Company's shareholders today

**VOTE THE ENCLOSED WHITE CARD TO SECURE \$13.65 IN CASH FOR YOUR DELL SHARES**

July 8, 2013

Dear Shareholders:

We are writing to you in the final days leading up to the Special Meeting of Shareholders scheduled for July 18, 2013 to remind you of our recommendation that you cast your vote FOR the go-private transaction. Doing so will secure \$13.65 in cash for each share of Dell stock you own, thereby capturing a substantial and certain premium to the price at which Dell stock was trading before rumors of a transaction were reported by the media.

As an independent Special Committee of the Board of Directors, whose only goal is to achieve the best outcome for all Dell shareholders, we have conducted a rigorous and objective evaluation and analysis of the company and the full range of strategic and financial alternatives available to it. The \$13.65 per share in cash go-private transaction provides the highest value and greatest certainty of any available alternative at this point in what has been a robust and diligent 10-month process. Conversely, we believe a rejection of this transaction would expose Dell and its shareholders to risks that are likely to erode rather than create value and failing to vote has the same effect as voting against the transaction.

Once again, our recommendation has not changed and we urge you to vote the enclosed WHITE card in support of \$13.65 per share in cash.

Sincerely,

Alex J. Mandl

Janet F. Clark

Laura Conigliaro

Kenneth M. Duberstein

THE SPECIAL COMMITTEE OF THE

BOARD OF DIRECTORS OF DELL INC.

**NO MATTER HOW MANY OR FEW SHARES YOU OWN, YOUR VOTE IS ESSENTIAL!**

Telephone and internet voting has been arranged for your convenience. Simply follow the instructions on the enclosed form of proxy to vote today. Regardless of the number of shares of Company stock that you own, your vote is important. If you fail to vote or abstain from voting on the transaction, the effect will be the same as a vote against the transaction.

The Special Committee urges you to act now and secure the certain and attractive premium afforded to you by the \$13.65 go-private transaction by voting the enclosed **WHITE** proxy card TODAY. We also urge you to discard any proxy card or other materials sent to you by Carl Icahn, Southeastern Asset Management and their affiliates. If you have already returned a gold proxy card, it's not too late - you can change your vote by internet or phone, using the information on the enclosed proxy card. Only your latest dated proxy card will be counted.

If you have any questions, require assistance in voting your **WHITE** proxy card, or need additional copies of Dell's proxy materials, please call our proxy solicitation firm, MacKenzie Partners, toll-free at (800) 322-2885, or email [Dell@mackenziepartners.com](mailto:Dell@mackenziepartners.com). Shareholders also can find additional materials regarding the transaction and how to vote on our website [www.dell.com/transactioninformation](http://www.dell.com/transactioninformation).

105 Madison Avenue

New York, NY 10016

(212) 929-5500 (Call Collect)

Or

**Call Toll-Free (800) 322-2885**

Email: [Dell@mackenziepartners.com](mailto:Dell@mackenziepartners.com)

**Forward-looking Statements**

Any statements in these materials about prospective performance and plans for the Company, the expected timing of the completion of the proposed merger and the ability to complete the proposed merger, and other statements containing the words estimates, believes, anticipates, plans, expects, will, and similar expressions, other than historical facts, constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Factors or risks that could cause our actual results to differ materially from the results we anticipate include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; (2) the inability to complete the proposed merger due to the failure to obtain stockholder approval for the proposed merger or the failure to satisfy other conditions to completion of the proposed merger, including that a governmental entity may prohibit, delay or

refuse to grant approval for the consummation of the transaction; (3) the failure to obtain the necessary financing arrangements set forth in the debt and equity commitment letters delivered pursuant to the merger agreement; (4) risks related to disruption of management's attention from the Company's ongoing business operations due to the transaction; and (5) the effect of the announcement of the proposed merger on the Company's relationships with its customers, operating results and business generally.

Actual results may differ materially from those indicated by such forward-looking statements. In addition, the forward-looking statements included in the materials represent our views as of the date hereof. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date hereof. Additional factors that may cause results to differ materially from those described in the forward-looking statements are set forth in the Company's Annual Report on Form 10-K for the fiscal year ended February 1, 2013, which was filed with the SEC on March 12, 2013, under the heading "Item 1A Risk Factors," and in subsequent reports on Forms 10-Q and 8-K filed with the SEC by the Company.

#### **Additional Information and Where to Find It**

In connection with the proposed merger transaction, the Company filed with the SEC a definitive proxy statement and other relevant documents, including a form of proxy card, on May 31, 2013. The definitive proxy statement and a form of proxy have been mailed to the Company's stockholders. Stockholders are urged to read the proxy statement and any other documents filed with the SEC in connection with the proposed merger or incorporated by reference in the proxy statement because they contain important information about the proposed merger.

Investors will be able to obtain a free copy of documents filed with the SEC at the SEC's website at <http://www.sec.gov>. In addition, investors may obtain a free copy of the Company's filings with the SEC from the Company's website at <http://content.dell.com/us/en/corp/investor-financial-reporting.aspx> or by directing a request to: Dell Inc. One Dell Way, Round Rock, Texas 78682, Attn: Investor Relations, (512) 728-7800, [investor\\_relations@dell.com](mailto:investor_relations@dell.com).

The Company and its directors, executive officers and certain other members of management and employees of the Company may be deemed participants in the solicitation of proxies from stockholders of the Company in favor of the proposed merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders of the Company in connection with the proposed merger, and their direct or indirect interests, by security holdings or otherwise, which may be different from those of the Company's stockholders generally, is set forth in the definitive proxy statement and the other relevant documents filed with the SEC. You can find information about the Company's executive officers and directors in its Annual Report on Form 10-K for the fiscal year ended February 1, 2013 (as amended with the filing of a Form 10-K/A on June 3, 2013 containing Part III information) and in its definitive proxy statement filed with the SEC on Schedule 14A on May 24, 2012.