

MAGICJACK VOCALTEC LTD
Form DEFA14A
March 02, 2018

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 under §240.14a-12

magicJack VocalTec Ltd.
(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 Statement No.:

(3) Filing Party:

(4)Date Filed:

**** YOUR IMMEDIATE ATTENTION IS REQUESTED ****

Dear magicJack VocalTec Shareholder:

The extraordinary general meeting of shareholders of magicJack VocalTec Ltd. is scheduled for March 19, 2018.

We are sending this reminder notice because we cannot complete the merger with B. Riley Financial Inc. for \$8.71 per share in cash unless the merger agreement is adopted by shareholders.

Your vote is very important. Regardless of the number of shares of common stock you own we urge you promptly to submit your vote by signing, dating, and returning the enclosed proxy card.

The magicJack VocalTec board of directors has determined that the merger consideration of \$8.71 per share in cash is fair and advisable to, and in the best interests of, magicJack VocalTec and its shareholders. The magicJack VocalTec board of directors unanimously recommends that you vote "FOR" the proposal to adopt the merger agreement and "FOR" the other proposals to be voted upon at the extraordinary general meeting.

If you have any questions please contact our proxy solicitor, Saratoga Proxy Consulting at (888) 368 0379 or (212) 257 1311.

Thank you for your support.

Don Carlos Bell III
President and Chief Executive Officer
