

TELEPHONE & DATA SYSTEMS INC /DE/
 Form DEFA14A
 May 16, 2014

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|--|--|-----|---|--|--|
| 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 <input checked="" type="checkbox"/> | | | | | |
| Filed by a Party other than the Registrant <input type="checkbox"/> | | | | | |
| Check the appropriate box: | | | | | |
| <input type="checkbox"/> Preliminary Proxy Statement | | | | | |
| <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) | | | | | |
| <input type="checkbox"/> Definitive Proxy Statement | | | | | |
| <input checked="" type="checkbox"/> Definitive Additional Materials | | | | | |
| <input type="checkbox"/> Soliciting Material Pursuant to §240.14a-12 | | | | | |
| Telephone and Data Systems, 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): | | | | | |
| <input checked="" type="checkbox"/> No fee required. | | | | | |
| <input type="checkbox"/> 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: | | |
| <input type="checkbox"/> Fee paid previously with preliminary materials. | | | | | |
| <input type="checkbox"/> 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: | | |

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| | (2) | Form, Schedule or Registration Statement No.: |
| | (3) | Filing Party: |
| | (4) | Date Filed: |

Set forth below are the number of shares and votes for Telephone and Data Systems, Inc. (“TDS”) as of the close of business on March 28, 2014, the record date for the TDS 2014 Annual Proxy Meeting being held on May 22, 2014, for use in tabulating votes at such meeting:

The following shows the voting power of the outstanding shares in the election of directors as of the record date of March 28, 2014:

| <i>Class of Stock</i> | <i>Outstanding Shares</i> | <i>Votes per Share</i> | <i>Voting Power</i> | <i>Total Number of Directors Elected by Voting Group and Standing for Election</i> |
|-----------------------------|---------------------------|------------------------|---------------------|--|
| Series A Common Shares..... | 7,166,078 | 10 | 71,660,780 | |
| Preferred Shares..... | 8,240 | 1 | 8,240 | |
| Subtotal..... | N/A | | 71,669,020 | 8 |
| Common Shares..... | 101,497,036 | 1 | 101,497,036 | 4 |
| Total Directors..... | | | | 12 |

The following shows the voting power of the outstanding shares in matters other than the election of directors as of the record date of March 28, 2014:

| <i>Class of Stock</i> | <i>Outstanding Shares</i> | <i>Votes per Share</i> | <i>Total Voting Power</i> | <i>Percent</i> |
|-----------------------------|---------------------------|------------------------|---------------------------|----------------|
| Series A Common Shares..... | 7,166,078 | 10 | 71,660,780 | 56.7% |
| Common Shares..... | 101,497,036 | 0.538834 | 54,690,054 | 43.3% |
| Preferred Shares..... | 8,240 | 1 | 8,240 | * |
| | | | 126,359,074 | 100.0% |

| | | | | |
|-----------------|--|--|--|--|
| * Less than .1% | | | | |
|-----------------|--|--|--|--|

IMPORTANT INFORMATION: TDS and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from the shareholders of TDS in connection with the TDS 2014 annual meeting of shareholders. Information regarding TDS directors and executive officers and other participants that may be soliciting proxies on behalf of the TDS board of directors and their respective interests in TDS by security holdings or otherwise is set forth in TDS’s definitive proxy statement relating to its 2014 annual meeting, as filed with the Securities and Exchange Commission (“SEC”) on April 18, 2014. The 2014 proxy statement, other solicitation material and other reports that TDS files with the SEC, when available, can be obtained free of charge at the SEC’s web site at www.sec.gov or from TDS as provided on its website at www.teldta.com. TDS SHAREHOLDERS ARE ADVISED TO READ CAREFULLY THE PROXY STATEMENT AND OTHER SOLICITATION MATERIAL FILED BY TDS IN CONNECTION WITH THE TDS 2014 ANNUAL MEETING OF SHAREHOLDERS BEFORE MAKING ANY VOTING DECISION BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION RELATING TO THE ELECTION OF DIRECTORS OF TDS.
