

TOPPS CO INC
Form DFAN14A
May 31, 2007

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
(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 Rule 14a-12

THE TOPPS COMPANY, INC.

(Name of Registrant as Specified in Its Charter)

CRESCENDO PARTNERS II L.P., SERIES Y
CRESCENDO INVESTMENTS II, LLC
CRESCENDO ADVISORS LLC
ERIC ROSENFELD
ARNAUD AJDLER
THE COMMITTEE TO ENHANCE TOPPS

(Name of Persons(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.

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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:

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:

Crescendo Partners II, L.P., Series Y (Crescendo Partners II), together with the other participants named herein, has filed a definitive proxy statement and accompanying proxy card with the Securities and Exchange Commission (SEC) in connection with the solicitation of proxies against a proposed merger between The Topps Company, Inc. (the Company) and a buyout group that includes Madison Dearborn Partners, LLC and an investment firm controlled by Michael Eisner, which will be voted on at a meeting of the Company s stockholders (the Stockholders Meeting).

Item 1: Slide presentation to stockholders.

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

The Committee to Enhance Topps (the Committee), together with the other participants named below, has made a definitive filing with the Securities and Exchange Commission (SEC) of a proxy statement and an accompanying proxy card to be used to solicit votes in connection with the solicitation of proxies against a proposed merger between The Topps Company, Inc. (the Company) and a buyout group that includes Madison Dearborn Partners, LLC, and an investment firm controlled by Michael Eisner, which will be voted on at a meeting of the Company s stockholders (the Merger Proxy Solicitation).

Crescendo Advisors (Crescendo Advisors), together with the other participants named below, intends to make a preliminary filing with the Securities and Exchange Commission (SEC) of a proxy statement and an accompanying proxy card to be used to solicit votes for the election of its nominees at the 2007 annual meeting of stockholders of Topps (the Annual Meeting Proxy Solicitation).

THE COMMITTEE AND CRESCENDO ADVISORS ADVISE ALL STOCKHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS IN CONNECTION WITH EACH OF THE MERGER PROXY SOLICITATION AND THE ANNUAL MEETING PROXY SOLICITATION AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THE PROXY SOLICITATIONS WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS PROXY SOLICITOR, DF KING & CO., INC. AT ITS TOLL-FREE NUMBER: (800) 628-8532.

The participants in the Merger Proxy Solicitation are Crescendo Advisors LLC, a Delaware limited liability company (Crescendo Advisors), Crescendo Partners II, L.P., Series Y, a Delaware limited partnership (Crescendo Partners), Crescendo Investments II, LLC, a Delaware limited liability company (Crescendo Investments), Eric Rosenfeld, Arnaud Ajdler and The Committee to Enhance Topps (the Merger Proxy Solicitation Participants).

The participants in the Annual Meeting Proxy Solicitation include the Merger Proxy Solicitation Participants, together with Timothy E. Brog, John J. Jones, Michael Appel, Jeffrey D. Dunn, Charles C. Huggins, Thomas E. Hyland, Thomas B. McGrath and Michael R. Rowe (the Annual Meeting Proxy Solicitation Participants). Together, the Merger Proxy Solicitation Participants and the Annual Meeting Proxy Solicitation Participants are referred to herein as the Participants.

Crescendo Advisors beneficially owns 100 shares of common stock of the Company. Crescendo Partners beneficially owns 2,547,700 shares of common stock of the Company. As the general partner of Crescendo Partners, Crescendo Investments may be deemed to beneficially own the 2,547,700 shares of the Company beneficially owned by Crescendo Partners. Eric Rosenfeld may be deemed to beneficially own 2,547,900 shares of the Company, consisting of 100 shares held by Eric Rosenfeld and Lisa Rosenfeld JTWROS, 2,547,700 shares Mr. Rosenfeld may be deemed to beneficially own by virtue of his position as managing member of Crescendo Investments and 100 shares Mr. Rosenfeld may be deemed to beneficially own by virtue of his position as managing member of Crescendo Advisors. Mr. Ajdler beneficially owns 2,301 shares of the Company.

Timothy E. Brog beneficially owns 437,567 shares of common stock of the Company, John J. Jones owns 2,301 shares of common stock of the Company, and none of Michael Appel, Jeffrey D. Dunn, Charles C. Huggins, Thomas E. Hyland, Thomas B. McGrath and Michael R. Rowe beneficially own any shares of common stock of the Company.

For Additional Information Please Contact:

D.F. King & Co., Inc.
(800) 628-8532