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NATIONAL SERVICE INDUSTRIES INC
Form DEFA14A
May 14, 2003

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 [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- | | |
|---|--|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission permitted by Rule 14a-6(e)(2) |
| <input type="checkbox"/> Definitive Proxy Statement | |
| <input type="checkbox"/> Definitive Additional Materials | |
| <input checked="" type="checkbox"/> Soliciting Material under Rule 14a-12 | |

National Service Industries, 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):

- 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 for the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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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:

On May 14, 2003, the Registrant issued the following press release:

[NSI LOGO]

PRESS RELEASE

Investor Relations Contact:
Chester J. Popkowski (Chet)
Senior Vice President,

Chief Financial Officer, and Treasurer
(404) 853-1205
Web site: www.nationalservice.com

May 14, 2003

NSI

NSI ANNOUNCES DATE FOR SPECIAL MEETING OF STOCKHOLDERS

EARLY TERMINATION OF HART-SCOTT-RODINO WAITING PERIOD GRANTED

ATLANTA -- National Service Industries, Inc. (NYSE: NSI) today announced that it has established Tuesday, June 3, 2003 as the date for the special meeting of NSI's stockholders for the purpose of voting on the previously announced merger agreement and merger with NS Acquisition Corp., an affiliate of California Investment Fund, LLC. The record date for the special meeting is April 17, 2003.

NSI today also announced that the Department of Justice and Federal Trade Commission have granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in relation to the merger. Termination of the waiting period was one of the conditions to consummation of the proposed merger.

Pursuant to the merger agreement, each outstanding share of NSI common stock will be converted into the right to receive \$10.00 in cash. The closing of the transaction is subject to the approval of the NSI stockholders at the special meeting, the receipt of certain financing, and other customary conditions. The definitive proxy statement contains important information

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regarding these conditions and the transaction in general.

In connection with NSI's solicitation of proxies with respect to its special meeting of stockholders concerning the proposed merger, NSI has filed a definitive proxy statement, dated May 14, 2003, with the SEC and has commenced furnishing NSI stockholders with a free copy of the definitive proxy statement. NSI stockholders will be able to obtain a free copy of other relevant documents filed with the SEC from the SEC's website at www.sec.gov. NSI

stockholders may also obtain a free copy of the definitive proxy statement and other documents (as and when available) by directing a request by mail or telephone to National Service Industries, Inc., Suite 200, 1420 Peachtree Street, Atlanta, Georgia 30309, Attention: Investor Relations, Telephone: (404) 853-1228.

AS IN ALL PROXY MATTERS, THE DEFINITIVE PROXY STATEMENT SHOULD BE READ CAREFULLY BEFORE MAKING A DECISION CONCERNING THE MERGER. NSI STOCKHOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS RELATING TO THE PROPOSED MERGER WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

NSI and its directors may be deemed to be "participants" in the solicitation of proxies from NSI stockholders in favor of the merger agreement. Information regarding the persons who may be considered "participants" in the solicitation of proxies is set forth in the definitive proxy statement referenced above.

* * *

National Service Industries, Inc., with fiscal year 2002 sales of \$530 million, has two business segments -- textile rental and envelopes.

* * *

Certain information contained in this press release constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are inherently uncertain and involve risks. Statements that are not historical facts, including statements about management's estimates, beliefs and expectations, are forward-looking statements. Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on management's beliefs and assumptions, which in turn are based on currently available information. Important assumptions relating to the forward-looking statements include, among others, the timely satisfaction of the conditions set forth in the merger agreement, including the receipt of all necessary financing to complete the merger. These assumptions could prove inaccurate. Forward-looking statements also involve risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Many of these factors are beyond NSI's ability to control or predict. Such factors include, but are not limited to, delays in the receipt of necessary financing and third party and governmental consents to complete the merger. NSI does not undertake any obligation to publicly update or revise any forward-looking statements because of new information, future events or otherwise.

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