

HIRERIGHT INC
Form DEFA14A
June 10, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)
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 ☐ O

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

HIRERIGHT, 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.
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THIS FILING CONSISTS OF AN EMAIL TO THE COMPANY'S EMPLOYEES INFORMING THEM OF THE PROPOSED MERGER.

June 9, 2008

HireRight Team-

A few minutes ago we announced exciting news – a definitive agreement to merge HireRight with the commercial services business unit of USIS. Knowing that this comes as a great surprise to most of you, I’ve scheduled a series of special Town Hall Meetings today and tomorrow so that I can outline the reasons behind this merger, why we believe it is an exciting opportunity for the company, and additional merger details. The dates and times of the Town Hall Meetings are as follows.

Audience	Location	Date	Time
All Irvine Employees	Irvine Town Hall	Monday, June 9	3pm
All Remote Employees	Webinar	Monday, June 9	4:00pm
Extended Leadership Team	Irvine - Town Hall	Monday, June 9	5:00pm
All Tallinn Employees (Stefano)	Tallinn Facility	Tuesday, June 10	11am (Tallinn)
All Tallinn Employees (Q&A with Eric)	Webinar	Tuesday, June 10	4:30pm (Tallinn)
All Rancho Employees	Rancho	Tuesday, June 10	11:00am
Anyone Who Missed a Meeting	Webinar	Wednesday, June 11	10:00am

Nicki will be sending out meeting invitations for each of these meetings shortly. I’ve also asked Randy Dobbs, the CEO of USIS, to visit and he will be coming to our Rancho and Irvine facilities on Tuesday, June 10. Invitations for additional Town Hall meetings with Randy will be sent shortly.

Prior to the Town Hall Meetings, let me provide a few high level thoughts on the merger. When we began our conversations with USIS, I wouldn’t have guessed that it would lead to today’s announcement. I didn’t know much about USIS as a company, its market focus, or vision for the future. What I’ve learned since, however, is that our combination presents a unique opportunity to create a truly exceptional global leader in the employment screening industry.

HireRight and USIS businesses are remarkably complementary. You’re well aware of HireRight’s key strengths – our culture of innovation and customer focus, the strength of our team, the quality and depth of our technology-based solutions, the breadth of our customer base, and the extent of our partner network. USIS complements our strengths with deep vertical expertise in the transportation, retail, and insurance industries, has direct ownership of valuable data sources, and has the leverage of the largest government sector business in the industry.

A combination of our two businesses will position us as one of the largest and most capable screening solution providers in the world. We will have many distinct advantages, including our solutions platform and technical capabilities, our extensive services portfolio, strong financial resources and subject matter expertise. As you know, we have five long-term strategic goals for HireRight – Maximize our Core Business, Expand Globally, Grow Small Business, Be a Best

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Company to Work For, and Be Socially Responsible. Our merger with USIS will allow us to achieve these goals much faster; positioning us as the preeminent screening company in the world.

One thing to note is that USIS is not a public company. Rather, USIS is owned by Providence Equity Partners, an elite private equity company with a strong track record helping fund and grow outstanding businesses. This focus on growth is well aligned with our goals of growing our business both domestically and globally, and means that we will continue to focus on expansion and being the top player in the market.

We've posted information on the HireRight Intranet at the following link: <http://intranet.hireright.com/merger>. In case you get calls about this announcement, we've provided our communication guidelines on this site as well. Please take a moment to review them.

Having gone through several mergers during my career, I know that it can be difficult to deal with the uncertainty that comes with a change like this. Please know that I, along with my executive team and the senior team of USIS, will do everything we can to communicate actively and openly with you and to make decisions that reflect the best interests of our customers, employees, and shareholders. I appreciate your ongoing commitment to HireRight, our customers, and each other today and in the months ahead.

Sincerely, Eric

About USIS

USIS is a leading provider of security screenings, background investigations, employment and drug screening services, automotive insurance underwriting services, and national security solutions to government and corporate clients. Headquartered in Falls Church, Va., the company has more than 7,000 employees that support business operations in all 50 states, U.S. territories, and overseas. USIS was formed in July 1996 following a White House initiative that led to the establishment of US Investigations Services, Inc. (USIS) as the first privatization of a government program into the private sector. Today, the company is owned by Providence Equity Partners, the largest global private equity firm dedicated to investing in the media, information services and communications industries.

USIS three businesses include the Investigative Services Division, the largest supplier of background investigations to the federal government and a provider of screening services to law enforcement agencies and first responder organizations; the Commercial Services Division, one of the nation's largest employment and drug screening companies that serves the needs of more than 33,000 businesses across the U.S.; and the National Security Division, a global provider of specialized national security solutions that support the mission critical needs of a wide-range of federal programs.

About HireRight

HireRight is a leading provider of on-demand employment background and drug screening solutions that help employers efficiently implement, manage and control screening programs. Many companies, including more than 65 of the Fortune 500, trust HireRight because the company delivers customer-focused solutions that provide greater efficiency and faster results. HireRight also provides pre-integrated employment screening services through enterprise e-recruiting solutions from top providers such as Oracle/PeopleSoft, Taleo, Vurv, ADP/VirtualEdge and PeopleAdmin. HireRight's worldwide headquarters are located in Irvine, Calif., with offices and affiliates around the globe.

Additional Information about the Merger and Where to Find It

This communication is not a solicitation of a proxy, an offer to purchase nor a solicitation of an offer to sell shares of HireRight, and it is not a substitute for any proxy statement or other filings that may be made with the SEC should this proposed merger go forward. In connection with the proposed merger, HireRight plans to file a proxy statement with the SEC. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE ENTIRE PROXY STATEMENT WHEN IT BECOMES AVAILABLE, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. A definitive proxy statement will be sent to the stockholders of HireRight. Investors and security holders may also obtain a free copy of the proxy statement (when available) and other documents filed by HireRight with the SEC at the SEC's web site at <http://www.sec.gov>. Free copies of the proxy statement (when available) and other documents filed by HireRight with the SEC may also be obtained by requesting them in writing from HireRight at 5151 California Avenue, Irvine, CA 92617, or by telephone at 949.428.5855.

Proxy Solicitation

HireRight 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 its stockholders in connection with the proposed merger. Information concerning the interests of HireRight's participants in such solicitation, including their respective security holdings, is set forth in HireRight's annual proxy statement, which was filed with the Securities and Exchange Commission on April 8, 2008. Investors may obtain additional information regarding this transaction, HireRight and the interests of HireRight's participants in such solicitation by reading the proxy statement for such merger when it becomes available.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This message may contain forward-looking statements based on current expectations, estimates and projections about our industry, management's beliefs, and certain assumptions made by the companies. Words such as anticipates, expects, intends, plans, believes, seeks, estimates, may, will and variations of these words or similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to statements regarding the impact of the merger, including but not limited to, the companies' expectations with respect to the combined companies available solutions, leadership position, competitive strengths and positioning; client base, as well as the anticipated synergies, efficiencies and advantages resulting from the merger; the approval of the merger transaction by stockholders and regulators; the satisfaction of the closing conditions to the merger transaction; the lack of financing conditions; the completion of the merger on stated terms; and the timing of the completion of the merger transaction. Such statements speak only as of the date hereof and are subject to change. The companies undertake no obligation to revise or update publicly any forward-looking statements for any reason. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors. Important factors that may cause such a difference include, but are not limited to, the risk the companies' businesses and their relationships with customers, employees or suppliers could suffer due to the uncertainty relating to the merger; that the merger may not be consummated, may be consummated on different terms or may be delayed; that anticipated synergies and strategic benefits from the merger may not be fully realized; that a failure to satisfy conditions to close the merger, including obtaining the requisite regulatory and stockholder approvals, may occur; and the various other risks and uncertainties described in the Risk Factors section of HireRight's Annual Report on Form 10-K for the year ended December 31, 2007, and the general economic and political conditions and specific conditions that may impact company operations, including hiring trends. Further information on HireRight, Inc., including additional risk factors that may affect forward looking statements, is contained in its Annual Report on Form 10-K and in its other SEC filings that are available through the SEC's website (www.sec.gov).