

PACER INTERNATIONAL INC  
Form DEFA14A  
March 12, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement under 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

**PACER INTERNATIONAL, 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.

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Fee computed on table below per Exchange Act Rules 14(a)-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed under Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total Fee Paid:

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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:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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**PACER INTERNATIONAL, INC.**

**2300 Clayton Road, Suite 1200**

Concord, CA 94520

**Important Notice Regarding the Availability of Proxy Materials for the**

**Shareholder Meeting to Be Held on Tuesday, May 6, 2008**

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

Dear Shareholder:

The 2008 Annual Meeting of Shareholders of Pacer International, Inc. (the Company) will be held at the Company's office at 6805 Perimeter Drive, Dublin, Ohio 43016, on Tuesday, May 6, 2008, at 2:00 p.m. (local time).

Proposals to be considered at the Annual Meeting:

- (1) to elect two directors to serve until the 2011 annual meeting of shareholders of the Company and one director to serve until the 2010 annual meeting of shareholders of the Company;
- (2) to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm; and
- (3) to consider and act upon any other business that may properly come before the meeting or any adjournment(s) thereof.  
Management recommends a vote FOR Items 1 and 2.

The Board of Directors has fixed the close of business on February 29, 2008 as the record date (the Record Date) for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

**CONTROL NUMBER**

i

**You may vote your proxy  
when you view the materials on the Internet.  
You will be asked to enter this 11-digit control number**

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Shareholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to attend the meeting where you may vote in person can be found on our website, [www.pacer-international.com/annualmeeting.htm](http://www.pacer-international.com/annualmeeting.htm).

**If you would like to receive a paper or e-mail copy of these documents, you must request them. Such documents will be mailed to you at no charge. Please make sure you request a copy as instructed below on or before April 23, 2008 to facilitate timely delivery.**

**The following Proxy Materials are available for you to review online at:**

**[www.pacer-international.com/annualmeeting.htm](http://www.pacer-international.com/annualmeeting.htm).**

the Company's 2008 Proxy Statement (including all attachments thereto);

the Proxy Card;

the Company's Annual Report for the year ended December 28, 2007 (which is not deemed to be part of the official proxy soliciting materials); and

any amendments to the foregoing materials that are required to be furnished to shareholders.

**To request a paper copy of the Proxy Materials, please call 1-888-650-4930, or you may request a paper copy by email at [shrrelations@bnymellon.com](mailto:shrrelations@bnymellon.com).**

**ACCESSING YOUR PROXY MATERIALS ONLINE**

**YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN YOU REQUEST  
A PAPER COPY OF THE PROXY MATERIALS OR TO VOTE YOUR PROXY ELECTRONICALLY.**

**The Proxy Materials for Pacer International are available to review at:**

**[www.pacer-international.com/annualmeeting.htm](http://www.pacer-international.com/annualmeeting.htm)**

**Have this notice available when you request a PAPER copy of the Proxy Materials,**

**when you want to view your proxy materials online**

**OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.**

**VOTE BY INTERNET**

Use the internet to vote your shares. Have this card in hand when you access the above web site.

On the top right hand side of the website click on **Vote Now** to  
access the electronic proxy card and vote your shares