

PACER INTERNATIONAL INC
Form DEFA14A
March 14, 2011

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.
 - 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:

- 2) Aggregate number of securities to which transaction applies:

- 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):

- 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:

Pacer International, Inc.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting

to Be Held on Tuesday, April 26, 2011

*The Proxy Statement, Annual Report and other proxy materials are available at:
<http://www.proxyvoting.com/pacr>*

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.

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 12, 2011 to facilitate timely delivery.

PACER INTERNATIONAL, INC.

TO REQUEST PAPER COPIES OF PROXY MATERIALS:

(please reference your 11-digit control number when requesting materials)

By opting out to receive printed materials, your preference for future proxy mailings will be kept on our file.

Telephone: **1-888-313-0164**

(outside of the U.S. and Canada call 201-680-6688).

Email: **shrrelations@bnymellon.com**

(you must reference your 11-digit control number in your email)

Internet: **<http://www.proxyvoting.com/pacr>**

TO VOTE YOUR SHARES SEE INSTRUCTIONS ON REVERSE SIDE

This is not a proxy card. You cannot use this notice to vote your shares.

Dear Pacer International, Inc. Shareholder:

The 2011 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, April 26, 2011, at 2:00 p.m. (local time).

Proposals to be considered at the Annual Meeting:

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- (1) to elect two directors to serve until the 2014 annual meeting of shareholders of the Company;
- (2) to ratify the appointment of PricewaterhouseCoopers, LLP as the Company's independent registered accounting firm;
- (3) to approve amendments to the Company's charter;
- (4) to hold an advisory vote on executive compensation;
- (5) to hold an advisory vote on the frequency of holding future advisory votes on executive compensation; and
- (6) to consider and act upon any other business that may properly come before the meeting or any adjournment(s) thereof

The Board recommends a vote FOR Items 1, 2, 3 and 4 and with respect to Item 5, FOR choice 3,

an advisory vote on executive compensation by shareholders once every three years.

The Board of Directors has fixed the close of business on February 22, 2011 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

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YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN

YOU REQUEST A PAPER COPY OF THE PROXY MATERIALS OR TO g

VOTE YOUR PROXY ELECTRONICALLY.

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

Meeting Location:

The Company's offices

6805 Perimeter Drive

Dublin, OH 43016

The following materials are available for you to review online:

the Company's 2011 Proxy Statement (including all attachments thereto);
the Company's Annual Report for the year ended December 31, 2010 (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:

(you must reference your 11-digit control number located on the reverse side of this form)

Telephone: **1-888-313-0164** (outside of the U.S. and Canada call 201-680-6688)
Email: **shrrelations@bnymellon.com** *(you must reference your 11-digit control number in your email)*
Internet: **<http://www.proxyvoting.com/pacr>**

The Proxy Materials for Pacer International, Inc. are available to review at:

<http://www.proxyvoting.com/pacr>

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.

HOW TO VOTE BY INTERNET

We encourage you to review the proxy materials online before voting.

Use the Internet to vote your shares. On the landing page of the above website in the box labeled

To Vote Your Shares by Internet click on **Vote Now** to access the electronic proxy card and vote your shares.

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Have this notice in hand when you access the website.

You will need to reference the 11-digit control number located on the reverse side.