

ALASKA COMMUNICATIONS SYSTEMS GROUP INC
Form DEFA14A
February 09, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A
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 Pursuant to §240.14a-12

Alaska Communications Systems Group, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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No fee required.

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(4) Date Filed:

Alaska Communications Systems Group, Inc., a Delaware corporation (Alaska Communications), is filing materials contained in this Schedule 14A with the U.S. Securities and Exchange Commission (SEC) in connection with Alaska Communications' solicitation of proxies from its stockholders in connection with its 2018 Annual Meeting of Stockholders and at any and all adjournments or postponements thereof (the 2018 Annual Meeting). Alaska Communications has neither scheduled the 2018 Annual Meeting nor filed a preliminary or definitive proxy statement with the SEC in connection with its solicitation of proxies to be used at the 2018 Annual Meeting.

Email Sent to Alaska Communications Employees on February 9, 2018

Attached hereto is an email sent by Alaska Communications to its employees on February 9, 2018 sharing with such employees a press release issued by Alaska Communications on February 9, 2018, wherein Alaska Communications confirmed that it had received a purported notice of nominations from TAR Holdings LLC, an entity for which Karen Singer serves as the sole member, of its intention to nominate the following three candidates to stand for election to Alaska's Communications' six-member Board of Directors at the 2018 Annual Meeting: Steven G. Singer (brother-in-law of Karen Singer), Wayne Barr, Jr. and Patrick F. Doyle.

This email is being filed herewith because it may be deemed to be solicitation material in connection with Alaska Communications' solicitation of proxies to be used at the 2018 Annual Meeting.

Important Additional Information And Where To Find It

Alaska Communications, its directors and certain of its executive officers are deemed to be participants in the solicitation of proxies from Alaska Communications' stockholders in connection with the matters to be considered at Alaska Communications' 2018 Annual Meeting of Stockholders. Information regarding the names of Alaska Communications' directors and executive officers and their respective interests in Alaska Communications through security holdings or otherwise can be found in Alaska Communications' proxy statement for its 2017 Annual Meeting of Stockholders, filed with the SEC on April 27, 2017. To the extent holdings of Alaska Communications' securities have changed since the amounts set forth in Alaska Communications' proxy statement for its 2017 Annual Meeting of Stockholders, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. These documents are available free of charge at the SEC's website at www.sec.gov. Alaska Communications intends to file a proxy statement and accompanying **WHITE** proxy card with the SEC in connection with the solicitation of proxies from Alaska Communications' stockholders in connection with the matters to be considered at Alaska Communications' 2018 Annual Meeting of Stockholders. Additional information regarding the identity of participants, and their direct or indirect interests, through security holdings or otherwise, will be set forth in Alaska Communications' proxy statement for its 2018 Annual Meeting, including the schedules and appendices thereto. **INVESTORS AND STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ ANY SUCH PROXY STATEMENT AND THE ACCOMPANYING WHITE PROXY CARD AND OTHER DOCUMENTS FILED BY ALASKA COMMUNICATIONS WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Stockholders will be able to obtain the Proxy Statement, any amendments or supplements to the Proxy Statement, the accompanying **WHITE** proxy card, and other documents filed by Alaska Communications with the SEC free of charge at the SEC's website at www.sec.gov. Copies will also be available free of charge at the Investor Relations section of Alaska Communications' corporate website at www.alsk.com, by writing to Alaska Communications' Corporate Secretary at Alaska Communications Systems Group, Inc., 600 Telephone Avenue, Anchorage AK 99503 or by contacting Alaska Communications' investor relations department at (907) 564-7556.

To: All Employees

From: Anand Vadapalli

Date: Feb. 9, 5pm EST

Subject: An Update from Anand Vadapalli, President and CEO

Colleagues,

Late last year, I shared an update with you on a filing made with the U.S. Securities and Exchange Commission (SEC) by Karen Singer and TAR Holdings LLC, and our response to the filing. TAR Holdings, for which Ms. Singer is the sole member, is a stockholder in our company.

Ms. Singer and TAR Holdings have since made additional filings with the SEC. Today, we issued a press release commenting on the most recent filing. You can find the release, [here](#). I want to continue to put this situation into context and answer your questions.

As we have shared, our board welcomes feedback from our stockholders. We regularly meet with and engage in dialogue with them. We have held many discussions with representatives of TAR Holdings and Ms. Singer to understand their perspective on our long-term growth plan.

TAR Holdings is now seeking to nominate three candidates to our six-member board of directors. Our board, with the assistance of its external advisors, will review the purported notice of nomination and assess whether it complies with the board bylaws.

The Alaska Communications board will present its formal recommendation regarding director nominations in the proxy statement to be publicly filed with the Securities and Exchange Commission in connection with our 2018 Annual Meeting of Stockholders.

What is important is that we have opportunity in the market. We have a solid business plan in place. We continue to perform on that plan daily. You can help by continuing to do what you do best – providing superb service to our customers and winning in the market. Our focus must remain on serving our customers.

Thank you for your continued commitment and dedication which has made us Alaska's local, reliable, trustworthy broadband and managed IT services provider.

As is customary with these types of announcements, this news may garner some attention in the media. It is important for us to speak with one voice, and I ask that you refer any calls from outside parties to [Heather Cavanaugh](#) who will respond on our company's behalf.

Sincerely,

Anand Vadapalli, President and CEO