

AMERICAN GREETINGS CORP
Form DEFA14A
August 01, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

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 Rule 14a-12

American Greetings Corporation

(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):

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x 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:

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(2) Form, Schedule or Registration Statement No.:

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The following letter was sent by American Greetings Corporation to shareholders beginning late on July 31, 2013:

***** URGENT ATTENTION REQUESTED *****

Dear Fellow Shareholder:

You have previously received proxy material in connection with the special meeting of shareholders of American Greetings Corporation (the Company) to be held on August 7, 2013 at 10:00 a.m., Cleveland time, at the Company's world headquarters located at One American Road, Cleveland, Ohio 44144.

As described in the proxy statement, the Company has entered into an Agreement and Plan of Merger (the Merger Agreement) with Century Merger Company (Century), pursuant to which Century and its affiliates will acquire all of the Company's outstanding common shares for \$19.00 per share.

According to our latest records, your voting instructions for this meeting have not been received. Regardless of the number of shares you own, it is important they be represented at the meeting. **If you do not vote, the effect will be a vote against the merger transaction.** If we do not receive the approval of at least two-thirds of the shares entitled to vote, and the majority of the minority shareholder approval as described in the proxy statement, the currently proposed merger transaction will not be completed, and our shareholders will not receive the \$19.00 per share consideration payable under the merger agreement.

We urge you to return your proxy card in the enclosed Business Return Envelope, or to vote by following the instructions for phone or internet voting that appear on the enclosed proxy card.

Please act promptly, as the August 7th meeting date is quickly approaching, and pay special attention to the deadlines to provide your voting instructions that appear on the enclosed proxy card. We also request that you consider providing your voting instructions by phone or internet to ensure that they are received by the deadline and your shares are represented at the meeting.

Thank you for your support.

Sincerely,

Christopher W. Haffke

Vice President, General Counsel and Secretary

Additional Information and Where to Find It

In connection with the Merger, the Company filed with the SEC and furnished to the Company's shareholders the proxy statement and other relevant documents. SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND ALL OTHER DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED MERGER OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER.

Investors will be able to obtain a free copy of documents filed with the SEC at the SEC's website at <http://www.sec.gov>. In addition, investors may obtain a free copy of the Company's filings with the SEC from the investors section of the Company's website at <http://investors.americangreetings.com> or by directing a request to the Company's Corporate Secretary at our World Headquarters address at One American Road, Cleveland, Ohio 44144-2398, or via email to investor.relations@amgreetings.com.

Participants in the Solicitation

The Company and its directors, executive officers and certain other members of management and employees of the Company may be deemed participants in the solicitation of proxies from stockholders of the Company in favor of the Merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders of the Company in connection with the Merger is set forth in the proxy statement and the other relevant documents filed with the SEC. You can find information about certain of the Company's executive officers and its directors in its Annual Report on Form 10-K for the fiscal year ended February 28, 2013.