

WINDSTREAM HOLDINGS, INC.
Form DEFA14A
February 05, 2015

**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 Pursuant to §240.14a -12

WINDSTREAM HOLDINGS, 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)(4) 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 pursuant to 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: |

February 5, 2015

Dear Fellow Shareholder:

We have previously sent to you proxy material for the important Special Meeting of Shareholders of Windstream Holdings, Inc., to be held on February 20, 2015, and according to our latest records we have not yet received your proxy vote. **Your Board of Directors unanimously recommends that shareholders vote FOR all items on the agenda** to ensure Windstream's spinoff transaction remain **tax-free and yields attractive dividends**.

Your vote is important, no matter how many or how few shares you may own. If you have not already done so, **please vote TODAY** by telephone, *via* the Internet, or by signing, dating and returning the enclosed proxy card in the envelope provided.

Very truly yours,

Tony Thomas
Chief Executive Officer

REMEMBER:

**You can vote your shares TODAY by telephone, or *via* the Internet.
Please follow the easy instructions on the enclosed proxy card.**

If you have any questions, or need assistance in voting
your shares, please call our proxy solicitor,

**INNISFREE M&A INCORPORATED
TOLL-FREE, at 1-877-750-5836.**