

Edgar Filing: NEUBERGER BERMAN INC - Form DEFA14A

NEUBERGER BERMAN INC

Form DEFA14A

April 26, 2002

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 (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 (S) 240.14a-11(c) or (S) 240.14a-12

Neuberger Berman 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:

Notes:

Reg. (S) 240.14a-101.

SEC 1913 (3-99)

Edgar Filing: NEUBERGER BERMAN INC - Form DEFA14A

Dear Fellow Employee Stockholders:

The proxy tabulator for our company's stock is reporting that less than 50% of the outstanding shares in the Neuberger Berman Employee Defined Contribution Stock Incentive Plan Trust (the "Trust") have been voted. While better percentages have been reported for the employee benefit plans (i.e., Wealth Accumulation Plan ("WAP"), Employee Stock Purchase Plan ("ESPP") and the Long-Term Incentive Plan ("LTIP")), they still are below where I had hoped they would be at this point in time. As you know, the Trust holds all of the stock that has awarded to many of you when we went public almost three years ago. The WAP and ESPP are voluntary programs open to all eligible employees.

I urge you to make your voice heard with respect to the shares that you own through the Trust, the WAP, the ESPP, the LTIP, or that are held in a brokerage account. As employees as well as stockholders, we must set the example for our public stockholders that voting shares is important. A high level of participation from our employees will demonstrate to the public that we are committed to the future of Neuberger Berman. As an employee and stockholder myself, I believe and sincerely hope that by the Stockholder Meeting of May 9th, a far higher percentage of votes will have been cast by the beneficiaries of the Trust and the participants of the Plans.

For those of you with shares in the Trust, the instruction card indicates that we must have your vote by 5:00 PM on April 26th. We are extending that deadline until 5:00 PM on May 2nd.

For those of you with shares in the WAP/ESPP/LTIP or held in your brokerage accounts, we hope you will vote before the 5:00 PM, May 8th deadline indicated on your proxy card.

To ensure that your votes are received timely and are counted, please use the control number which appears on the cards and follow the instructions to cast your vote by telephone or the Internet. Let me point out that most proxy cards reflect instructions from American Stock Transfer & Trust Company to vote by telephone or using the Internet by entering an 11-digit control number. For Neuberger shares held in brokerage accounts, the proxy card reflects instructions from ADP to vote by telephone or Internet by entering a 12-digit control number set forth on the card. Accordingly, you won't be able to vote your brokerage account shares with any other shares.

Finally, let me remind you that an outside firm tabulates all the votes and management does not receive any information on how any individual voted.