

Edgar Filing: COMPETITIVE TECHNOLOGIES INC - Form DFAN14A

COMPETITIVE TECHNOLOGIES INC

Form DFAN14A

December 19, 2006

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 240.14a-12

COMPETITIVE TECHNOLOGIES, INC.
(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

THE COMMITTEE TO RESTORE STOCKHOLDER VALUE
(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:

Edgar Filing: COMPETITIVE TECHNOLOGIES INC - Form DFAN14A

- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

PRESS RELEASE RELEASED BY THE COMMITTEE TO RESTORE STOCKHOLDER VALUE

Competitive Technologies, Inc.

Dec 4, 2006, -- The Committee to Restore Stockholder Value (Committee) announced the filing with the Securities Exchange Commission (SEC) of a Letter to Stockholders advising them that the Committee intends to file proxy materials and subsequently commence a proxy solicitation to replace the current Board of Directors of Competitive Technologies, Inc. (AMEX: CTT) based in Fairfield, CT.

The Committee states that it is firmly committed to restoring CTT's profitability and shareholder value, to the replacement of the Board of Directors, and to a return of a successful management team.

The filing includes an Urgent Message letter from the Committee, requesting that current stockholders not send in proxies to management of CTT, as well as information about the upcoming proxy solicitation. The letter advises that it is NOT a proxy solicitation and that stockholders are requested to not send in proxies at this time. The Message is signed by John B. Nano, CTT's former President and CEO, a member of the Committee and a Committee nominee for Director of CTT. He served as President and CEO of CTT from 2002 to 2005.

The Committee states that they are asking stockholders to refrain from voting any proxy sent by the current CTT management until they have the opportunity to consider the Committee's material. The Committee is not yet soliciting current stockholder's proxies, but does ask them to use the coupon attached to the Message to share their views and concerns about CTT.

The letter to stockholders discusses the out-of-control current situation, reflected by current mounting losses, conflicts dividing management and a plummeting stock price. In the Committee's opinion, Competitive Technologies' viability as a public company is being seriously threatened under current management, and during the tenure of, and because of actions by the current Board and management, 80% of CTT's stock market value has been destroyed. The Message points out that during Mr. Nano's tenure:

- * Earnings rose \$9.7 million over the three-year period
- * The management team under Mr. Nano achieved three consecutive years' of significant profit improvements, reaching \$5.7 million in fiscal 2005
- * Record revenue and profit growth resulted in CTT being the fourteenth largest percentage gaining stock in 2004 as reported by The Wall Street Journal with an increase share price of 345%
- * The success of Mr. Nano's management team was reflected in CTT stock prices of over \$10 per share

After filing and clearance with the SEC, the Committee intends to mail to stockholders material soliciting their proxy to elect a slate of directors in opposition to the slate proposed by the existing management group. The Committee's proxy will describe what they believe are the failures of the current management. It will also describe the extensive qualification of their slate of candidates, whom they believe will return to CTT substantial experience in CTT's business, a successful track record in managing growth, and serious

Edgar Filing: COMPETITIVE TECHNOLOGIES INC - Form DFAN14A

management expertise through a legacy team. The Committee states that they are urgently asking for support of stockholders, advisors or brokers to restore CTT to profitability, to drive growth and to increase shareholder value.

More information on the filing and a complete copy of the letter and the coupon for shareholder response is available at the SEC website, <http://www.sec.gov> under CTT company filings.

CONTACT: The Committee to Restore Stockholder Value - John Derek Elwin III (561) 789-6449