

TELEPHONE & DATA SYSTEMS INC /DE/

Form DEFA14A

May 16, 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 (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

**Telephone and Data Systems, 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)(1) 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:

**TELEPHONE AND DATA SYSTEMS, INC.**

30 North LaSalle Street  
Suite 4000  
Chicago, Illinois 60602

**ISS AND GLASS LEWIS RECOMMEND TDS COMMON SHAREHOLDERS VOTE THE WHITE PROXY  
CARD FOR TDS BOARD NOMINEES**

**PROTECT YOUR INVESTMENT VOTE THE ENCLOSED WHITE PROXY CARD TODAY!**

Dear Fellow Shareholder: May 16, 2013

On May 14, 2013, Telephone and Data Systems, Inc. ( TDS ) announced that Institutional Shareholder Services ( ISS ) and Glass, Lewis & Co., LLC ( Glass Lewis ), the nation's two leading proxy advisory firms, recommend that holders of TDS Common Shares vote the WHITE proxy card FOR the nominees of the TDS Board of Directors.

The firms recommended that TDS shareholders DO NOT VOTE the BLUE proxy card of GAMCO Asset Management, Inc. ( GAMCO ).

Both ISS and Glass Lewis indicated that GAMCO has not made a compelling case or argument that would support a recommendation for GAMCO's nominee.

Your Board of Directors believes that GAMCO's nominee, Ryan J. Morris (age 28), does not have experience or qualifications that would add value to TDS or come close to matching the experience or qualifications of your Board of Directors' nominees.

Your Board of Directors believes that its nominees have the experience and the qualifications to lead TDS through the many changes that TDS is facing and that the re-election of TDS's incumbent directors is in the best interests of shareholders.

The TDS Board of Directors believes that:

Its current members  
have a balance of  
valuable expertise in  
telecommunications,  
retail and consumer  
marketing,  
regulatory matters  
and complex  
legal/corporate  
situations.

Its current members  
have been very  
active in urging  
meaningful action  
and helping TDS set  
its course for

sustainable,  
profitable future  
growth.

A change in  
composition of the  
Board of Directors  
risks disruption in its  
ability to effect  
needed change and  
loss of valuable  
expertise.

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**TDS NOMINEES ARE HIGHLY EXPERIENCED AND QUALIFIED**

**Clarence A. Davis**

Significant business and accounting experience director and former CEO of Nestor, a public technology company; former CFO and COO of American Institute of Certified Public Accountants

Currently director or trustee of several registered investment firms

Substantial audit committee experience, including TDS Audit Committee; designated financial expert

TDS director since 2009; originally nominated by GAMCO

**George W. Off**

Significant business and executive management experience as former CEO of retail marketing and technology companies Catalina Marketing Corporation and Checkpoint Systems, Inc.

Substantial board experience chairman of TDS Audit Committee, member of TDS Compensation Committee

TDS director since 1997

**Mitchell Saranow**

Significant management, finance, accounting and legal experience in multiple industries, including cable TV

Former senior lecturer in financial reporting and controls, Harvard Business School

Extensive public company board and audit committee experience

TDS director since 2004; member of TDS Audit Committee since 2004; designated financial expert

**Gary L. Sugarman**

Significant management experience in multiple telecommunications companies; expertise in telecom M&A

Financial expertise as founder and managing member Richfield Capital Partners

Current and former member of multiple telecommunications boards

TDS director since 2009; member of TDS Compensation Committee; originally nominated by GAMCO

**We urge you to support your Board's highly qualified and experienced nominees for election by voting the WHITE proxy card and discarding any BLUE proxy card you may receive from GAMCO.**

**Please vote in favor of your Board's nominees TODAY.**

**Thank you for your continued support.**

Very truly yours,

Walter C.D. Carlson  
Chairman of the Board of Directors

LeRoy T. Carlson, Jr.  
President and Chief Executive Officer

**IMPORTANT**

Your vote is important. No matter how many shares you own, we urge you to please vote FOR the election of the nominees nominated by the TDS Board and FOR proposals 2, 3 and 4, and AGAINST proposal 5. In addition to voting by mail, telephone and internet voting is available. Simply follow the instructions on the enclosed **WHITE** proxy card.

In addition, we ask that you do not return any BLUE proxy card you may receive from GAMCO.

**IMPORTANT INFORMATION:** TDS and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from the shareholders of TDS in connection with the TDS 2013 annual meeting of shareholders. Information regarding TDS directors and executive officers and other participants that may be soliciting proxies on behalf of the TDS board of directors and their respective interests in TDS by security holdings or otherwise is set forth in TDS's definitive proxy statement relating to its 2013 annual meeting, as filed with the Securities and Exchange Commission (SEC) on April 19, 2013. The 2013 proxy statement, other solicitation material and other reports that TDS files with the SEC, when available, can be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) or from TDS as provided on its website at [www.teldta.com](http://www.teldta.com). TDS SHAREHOLDERS ARE ADVISED TO READ CAREFULLY THE PROXY STATEMENT AND OTHER SOLICITATION MATERIAL FILED BY TDS IN CONNECTION WITH THE TDS 2013 ANNUAL MEETING OF SHAREHOLDERS BEFORE MAKING ANY VOTING DECISION BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION RELATING TO THE ELECTION OF DIRECTORS OF TDS.

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**If you have questions or need assistance voting your shares please contact**

105 Madison Avenue  
New York, New York 10016

**[TDS@mackenziepartners.com](mailto:TDS@mackenziepartners.com)**

Call Collect: (212) 929-5500

Or

*Toll-Free (800) 322-2885*

*Fax: (212) 929-0308*

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