

REGIS CORP
Form DEFA14A
October 17, 2011

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 ☒ X

Filed by a Party other than the Registrant ☐ O

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

Regis 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):

- ☒ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- | | |
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| (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.
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| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
| (4) | Date Filed: |
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On the evening of October 14, 2011, Regis Corporation distributed the following information to its employees:

To: All Regis Associates

From: Eric Bakken, Executive Vice President

Date: October 14, 2011

Subject: Reminder to Regis Associates Please Vote ALL Your Regis Shares Promptly Using the GOLD Proxy Card

Good afternoon. I am writing to remind you that our Annual Meeting of Shareholders is scheduled for Thursday, October 27, 2011. As you know, this Annual Meeting is particularly important because Starboard seeks to elect three of its own nominees, who we believe lack critical understanding of our business and our plan to create shareholder value.

The Regis Board urges all shareholders to promptly vote FOR the highly qualified Regis nominees on the GOLD proxy card by phone, by Internet or by mail. Even if you plan to attend the meeting, you will help your Company by submitting your vote using the GOLD proxy today.

- **Your vote is important.**
- **Your Board recommends that all Regis shareholders use the GOLD proxy card to vote FOR all the Regis nominees in Proposal 1, FOR Proposal 2 and 3, and One Year on Proposal 4.**
- **Even if you plan to attend the meeting, you will help your Company by voting today, by phone, by Internet or by signing, dating and returning the GOLD proxy card in the envelope provided.**
- **For assistance in voting your shares, please contact Innisfree M&A Incorporated toll-free at (877) 750-5837.**

By now many of you have received copies of our proxy materials (with the **GOLD** proxy card). Some of you may also have received copies of Starboard's proxy materials (with a White proxy card). As we approach the meeting, you may continue to receive additional letters and proxy cards from both sides.

Please also note that you may receive separate proxy cards for each account through which you hold shares. It is important that you vote the **GOLD** proxy card with respect to each account you own.

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Remember, only your latest-dated vote counts, so we urge you to simply discard any White proxy card you may receive from Starboard don't even use the White card to register a protest vote. This is because even if you vote against the Starboard nominees, using the White proxy card will revoke any previous vote you cast on the **GOLD** proxy card. If you have already inadvertently voted using Starboard's White proxy card, you have every legal right to change your vote by using Regis' **GOLD** proxy card TODAY to vote FOR the Regis nominees.

Remember, each and every vote counts. Regardless of how many shares you own, your vote is important. Also, voting is easy just follow the simple directions on each **GOLD** proxy card you receive. If you vote by phone

or by Internet you will need to refer to the Control Number shown on each **GOLD** proxy card. The Control Number will be different for each account you hold.

Just remember, if you have any questions about how to vote your shares, please feel free to contact Innisfree M&A Incorporated, which is assisting Regis in this matter, toll-free at (877) 750-5837.

Thank you for your support. And, as always, thank you for everything you do to make Regis such a great company.
