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FALMOUTH BANCORP INC
Form DEFA14A
January 09, 2004

SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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 []

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
 [X] Soliciting Material Under Rule14a-12

FALMOUTH BANCORP, 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):

[X] 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.

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Wood LLP. Independent Bank Corp. was advised by Legg Mason Wood Walker, Inc., and its legal counsel was Choate, Hall & Stewart.

The proposed transaction will be submitted to Falmouth Bancorp, Inc.'s stockholders for consideration. Falmouth will file with the SEC a proxy statement and

other relevant documents concerning the proposed transaction, and Independent Bank Corp. will file a registration statement and other relevant documents. Investors and security holders are advised to read the proxy statement and other documents related to the Falmouth Bancorp, Inc. and Independent Bank Corp. merger when they become available and any amendments to these documents when they become available because they will contain important information. Investors and security holders may obtain these documents free of charge, when available, and other documents filed by Falmouth Bancorp, Inc. with the SEC at the SEC's Internet web site (www.sec.gov) and these documents may be obtained for free from Falmouth Bancorp by directing such request to Falmouth Bancorp, Inc., 20 Davis Straits, Massachusetts 02540, telephone (508) 548-3500.

Falmouth Bancorp, Inc. and its directors and executive officers intend to solicit proxies from Falmouth shareholders in favor of the merger. Information about the directors and executive officers of Falmouth Bancorp, Inc. and their ownership of Falmouth common stock is set forth in the proxy statement, dated December 17, 2003, for Falmouth Bancorp, Inc.'s annual meeting of stockholders, as filed with the SEC. Additional information regarding their interests may be obtained by reading the proxy statement relating to the merger when it becomes available.

Falmouth Bancorp, Inc. has \$166.1 million in assets and is the holding company for Falmouth Bank, which operates four branches on Cape Cod. Founded in 1925, Falmouth Bank is committed to the local community by providing attentive, personal service with competitive products. For more information, visit our web site at www.falmouthbank.com.

This press release contains certain statements that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Reliance should not be placed on forward-looking statements because they involve unknown risks, uncertainties and other factors which are, in some cases, beyond the control of Falmouth Bancorp, Inc. Actual events, performance and results could differ materially from the anticipated event, performance or results expressed or implied in such forward-looking statements. The factors which may cause such differences include, among other factors, the ability of the parties to consummate the transactions contemplated by the Agreement, conditions imposed on the consummation of such transactions by regulatory agencies, the competitive environment and general economic conditions.