

TELEPHONE & DATA SYSTEMS INC /DE/
 Form DEFA14A
 May 22, 2014

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| 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 <input checked="" type="checkbox"/> | |
| Filed by a Party other than the Registrant <input type="checkbox"/> | |
| Check the appropriate box: | |
| <input type="checkbox"/> | Preliminary Proxy Statement |
| <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> | Definitive Proxy Statement |
| <input checked="" type="checkbox"/> | Definitive Additional Materials |
| <input type="checkbox"/> | 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): | |
| <input checked="" type="checkbox"/> | No fee required. |
| <input type="checkbox"/> | 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: |
| <input type="checkbox"/> | Fee paid previously with preliminary materials. |
| <input type="checkbox"/> | 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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| | | (2) | Form, Schedule or Registration Statement No.: |
| | | (3) | Filing Party: |
| | | (4) | Date Filed: |

EXPLANATORY NOTE

The purpose of this Schedule 14A is to file a script to be used at the Telephone and Data Systems, Inc. (“TDS”) Annual Meeting of Shareholders on May 22, 2014.

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 2014 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 2014 annual meeting, as filed with the Securities and Exchange Commission (“SEC”) on April 18, 2014. The 2014 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 or from TDS as provided on its website at 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 2014 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.

STATEMENT OF LEROY T. CARLSON, JR.

AT 2014 ANNUAL MEETING OF TDS

RE DIRECTOR NOMINATIONS

Your Board of Directors has nominated the following incumbent directors of TDS for election as directors by the holders of Common Shares: Clarence A. Davis, George W. Off, Mitchell Saranow, and Gary L. Sugarman. Your Board of Directors believes that the background and experience of its nominees make them truly qualified to serve as directors of TDS and unanimously recommends that you vote for its nominees.

Each of these nominees has been very active in urging meaningful action and helping TDS set a course for sustainable, profitable growth.

A change in composition of the Board of Directors risks disruption in TDS's ability to effect needed change and a loss of valuable expertise.

The four nominees of the TDS Board of Directors have significant business, finance and managerial experience in telecommunications, retail and consumer marketing, and other business matters that provide significant value to TDS.

Clarence Davis has significant business and accounting experience. He was a director and former Chief Executive Officer of Nestor, a public technology company. He was formerly Chief Financial Officer and Chief Operating Officer of the American Institute of Certified Public Accountants. He is currently a director or trustee of two investment funds. He also has substantial audit committee experience, including the TDS audit committee, and has served as a financial expert on the TDS audit committee and the audit committees of other companies. Clarence has been a director of TDS since 2009.

George Off has significant business and executive management experience as the former Chief Executive Officer of retail marketing and technology companies at Catalina Marketing Corporation and Checkpoint Systems, Inc. He also has substantial board experience. George is the chairman of the TDS Audit Committee and is a member of the TDS Compensation Committee. He has been a TDS director since 1997.

Mitch Saranow has been a TDS director since 2004. He has significant management, finance, accounting and legal experience in multiple industries, including cable TV. He was formerly a senior lecturer in financial reporting and controls at Harvard Business School. Mitch has extensive public company board and audit committee experience. He has been a member of the TDS Audit Committee since 2004 and is a designated financial expert on the TDS Audit Committee.

Gary Sugarman has significant management experience in multiple telecommunications companies. He has expertise in telecom mergers and acquisitions. Gary has financial expertise as a founder and managing member of Richfield Capital Partners. He is a current or former member of multiple telecommunications boards. He has been a TDS director since 2009. Gary is a member of the TDS Compensation Committee.

Your Board of Directors unanimously recommends that you vote its four highly qualified and experienced nominees.

Thank you for your support.
