

WINDSTREAM HOLDINGS, INC.

Form DEFA14A

March 25, 2014

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

Filed by a Party other than the Registrant

Check the appropriate box:

- |                                     |                                                                                 |                          |                                       |
|-------------------------------------|---------------------------------------------------------------------------------|--------------------------|---------------------------------------|
| <input type="checkbox"/>            | Preliminary Proxy Statement                                                     | <input type="checkbox"/> | Soliciting Material Under Rule 14a-12 |
| <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                                                 |                          |                                       |

Windstream Holdings, 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)(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:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 07, 2014.**

WINDSTREAM HOLDINGS, INC.

WINDSTREAM HOLDINGS INC.  
4001 N. RODNEY PARHAM ROAD  
LITTLE ROCK, AR 72212

**Meeting Information**

Meeting Type: Annual Meeting

For holders as of: March 13, 2014

Date: May 07, 2014 Time: 11:00 AM CDT

Location: The Capital Hotel  
111 West Markham Street  
Little Rock, Arkansas 72201

Meeting live via the Internet-please visit  
[www.virtualshareholdermeeting.com/win](http://www.virtualshareholdermeeting.com/win).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

## **Before You Vote**

### **How to Access the Proxy Materials**

Proxy Materials Available to VIEW or RECEIVE:

1. 2013 Annual Report, Proxy Statement and Form 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL*\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 18, 2014 to facilitate timely delivery.

## **How To Vote**

### **Please Choose One of the Following Voting Methods**

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:**

*Before The Meeting:* Go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) available and follow the instructions.

*During The Meeting:* Go to [www.virtualshareholdermeeting.com/win](http://www.virtualshareholdermeeting.com/win). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**The Board of Directors recommends you vote FOR the following proposal:**

1. Election of Directors

**Nominees:**

- 1a. Carol B. Armitage
- 1b. Samuel E. Beall, III
- 1c. Dennis E. Foster
- 1d. Francis X. Frantz
- 1e. Jeffery R. Gardner
- 1f. Jeffrey T. Hinson
- 1g. Judy K. Jones
- 1h. William A. Montgomery
- 1i. Alan L. Wells

**The Board of Directors recommends you vote FOR the following proposals:**

2. To vote on an advisory (non-binding) resolution on executive compensation.
3. To approve an amendment to the Windstream Equity Incentive Plan to increase the authorized shares by 15,000,000 and to re-approve the Plan's performance goals.
4. To approve an amendment to the Certificate of Incorporation of Windstream Corporation to eliminate certain voting provisions.
5. To approve amendments to the Certificate of Incorporation and Bylaws of Windstream Holdings, Inc., to enable stockholders to call special meetings under certain circumstances.
6. To approve amendments to the Certificate of Incorporation and Bylaws of Windstream Holdings, Inc., to eliminate super-majority provisions.
7. To ratify the appointment of PricewaterhouseCoopers LLP as Windstream's independent registered public accountant for 2014.

**The Board of Directors recommends you vote AGAINST the following proposals:**

8. Stockholder Proposal - Prohibition on Accelerated Vesting of Equity Awards.
9. Stockholder Proposal - Right to Act by Written Consent.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof. Please bring this notice or proof that you are a stockholder to enter the meeting.

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