

INTERVOICE INC
Form DFAN14A
May 30, 2007

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

INTERVOICE, INC.

(Name of Registrant as Specified In Its Charter)

DAVID W. BRANDENBURG

(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 the transaction applies:

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following press release was issued by David W. Brandenburg on May 30, 2007.

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FOR IMMEDIATE RELEASE

FORMER CHAIRMAN AND CEO OF INTERVOICE (NASDAQ: INTV)

DAVID W. BRANDENBURG DISCLOSES HIS NOMINATION OF

SEVEN DIRECTOR CANDIDATES FOR INTERVOICE S BOARD

Proposes Slate of Highly Qualified and Experienced Nominees

OSPREY, FLORIDA May 30, 2007 David W. Brandenburg today announced that he intends to solicit proxies relating to the 2007 annual meeting of shareholders of Intervoice, Inc. (Nasdaq: INTV) to elect seven highly qualified and experienced individuals, including himself and Daniel D. Hammond, a co-founder of Intervoice, to replace the existing Board of Directors of Intervoice. Mr. Brandenburg has detailed his intention in a written notice that is being delivered to Intervoice today and which will be made publicly available when it is filed with the Securities and Exchange Commission. Mr. Brandenburg owns 1,429,162 shares of Intervoice s common stock representing approximately 3.5% percent of Intervoice s issued and outstanding shares, based upon the amount of shares reported to be issued and outstanding in Intervoice s Annual Report on Form 10-K for the fiscal year ended February 28, 2007. In addition to being a major shareholder, Mr. Brandenburg is a former Chairman, CEO and director of Intervoice.

As a major shareholder focused on creating greater value for all Intervoice shareholders, I believe that it is time for a change in Intervoice s direction and in its governance, said David W. Brandenburg. In recent months, I have made recommendations to the company in an attempt to assist it in growing its revenues and enhancing its profitability. While I believe that Intervoice has adopted a few of my recommendations and ideas for positioning the company for future growth and profitability, much more remains to be done if Intervoice is going to be able to return greater value to its shareholders. As directors of a reconstituted Board, my nominees will press Intervoice to focus urgently on growing revenues and increasing returns for investors. My nominees will provide fresh thinking, fresh perspectives and fresh ideas. My fellow Intervoice shareholders should be entitled to the opportunity to vote for an alternative slate of director nominees that is the opportunity to replace the entire incumbent board with new members with a different base of experience and expertise. Alternatively, if shareholders wish to maintain the status quo, they can vote to re-elect

the incumbent directors. I believe that just the presence of an alternative slate of director nominees will benefit all shareholders and will increase the likelihood that meaningful actions will be taken to benefit Intervoice and its shareholders.

David W. Brandenburg's seven director nominees, including himself, together form a highly qualified, experienced and dedicated team that is committed to positioning the company for long-term growth and profitability and delivering value for shareholders. If elected, they will be actively engaged in guiding Intervoice's senior management, and holding them accountable for delivering consistent revenue growth and profitability.

In addition to the election of his nominees, David W. Brandenburg is also notifying Intervoice that he will also be soliciting proxies in support of shareholder proposals intended to prevent the current Board members from seeking to entrench themselves and frustrate the will of the shareholders by, among other things, expanding the size of the current Board or otherwise creating obstacles to providing Intervoice shareholders with the choice and opportunity to vote on Mr. Brandenburg's nominees.

David W. Brandenburg also announced today that, in connection with his intended solicitation of proxies to be used at the 2007 annual meeting of shareholders, he has retained the law firms of Blank Rome LLP and Akin Gump Strauss Hauer & Feld LLP as his legal advisors and Innisfree M&A Incorporated as his proxy solicitor.

Nominees Fully Committed to Driving Shareholder Value

Mr. Brandenburg has assembled the following slate of highly qualified and experienced nominees who, if elected, will provide Intervoice with the strong leadership and strategic direction necessary to drive and enhance shareholder value. They are fully committed to serving in the best interests of all shareholders. The nominees beneficially own, in the aggregate, 3,135,184 shares of Intervoice's common stock, representing approximately 8% of the issued and outstanding shares, based upon the amount of shares reported to be issued and outstanding in Intervoice's Annual Report on Form 10-K for the fiscal year ended February 28, 2007.

David W. Brandenburg Mr. Brandenburg is a former Chairman and Vice Chairman of the Board of Directors, Chief Executive Officer and President of Intervoice. Mr. Brandenburg's current principal occupation is serving as a private, self-employed investor and philanthropist. He is President of the Brandenburg Life Foundation, a 501(c)(3) charitable foundation which he founded with his wife in 1996. Mr. Brandenburg retired as Chairman and Chief Executive Officer of Intervoice in November 2004 and left Intervoice's Board of Directors in December 2004. He had re-joined Intervoice as Chief Executive Officer in June 2000 and also served as Chairman of the Board of Intervoice from December 2000 until his retirement in November 2004. Mr. Brandenburg also held the position of President of Intervoice from February 2001 to July 2002. Mr. Brandenburg served as President and Chief Executive Officer of AnswerSoft, Inc. a global provider of call center software automation solutions from November

1997 to May 1998, at which time it completed a merger with Davox Corporation. Davox subsequently changed its name to Concerto Software, Inc. and, following a merger with Aspect Communications Corp., is now part of Aspect Software, Inc., a privately-held company. Mr. Brandenburg first joined Intervoice as Chief Operating Officer in July 1990 after having served as a Director since 1989. He was promoted to President of Intervoice in 1991 where he served until December 1994 when he relinquished his position of President and assumed the position of Vice Chairman of the Board of Intervoice until May 1995.

Daniel D. Hammond Mr. Hammond currently serves as President of Hammond Development International, Inc., a privately-held real estate investment company. He is a founder of Intervoice and served as its Chief Executive Officer from June 1986 to June 2000. Mr. Hammond served on Intervoice's Board of Directors from January of 1984 until December of 2000 and as Chairman of its Board from December of 1990 until December 2000. He also served in an advisory capacity to Intervoice and its former Chief Executive Officer, David W. Brandenburg, from January of 2001 until February of 2004. Mr. Hammond is the named inventor of five U.S. patents issued to Intervoice and one U.S. patent pending.

Wilson David Bill Fargo Mr. Fargo is a former Senior Vice President, General Counsel and Corporate Secretary of Compaq Computer Corporation, which was acquired by Hewlett-Packard Company in May 2002. He served in this position from 1984 until his retirement in 1996. Mr. Fargo was previously employed by Texas Instruments, Incorporated from 1966 to 1984. During his tenure with Texas Instruments, Mr. Fargo served in various positions in that company's corporate legal department including Vice-President of U.S. and Europe Legal Operations.

Stuart Barab Mr. Barab was formerly employed with the TI Defense Systems Division of Texas Instruments, Inc. from 1967 to 1999. Raytheon Company acquired the assets of Texas Instruments' defense operations in 1997, at which time Mr. Barab became a Vice President of Raytheon Company. Mr. Barab started his career as an electrical engineer and then progressed through various levels of program and executive management positions. Prior to his retirement in 1999, Mr. Barab was President of a joint venture between Texas Instruments and Lockheed Martin which was responsible for the development, production and fielding of a new Army missile system. Since his retirement, Mr. Barab has served as a consultant with high technology defense, medical device and telecommunication companies in the areas of corporate leadership, program management and product development. Additionally, he served from May 2004 to November 2006 as the Chief Operating Officer of VuCOMP, Inc., a privately-held medical device company that specializes in creating the algorithm technology for detection of early signs of breast cancer in mammograms. Mr. Barab received his Bachelor of Science degree in Electrical Engineering from the University of Illinois in 1968 and his Master of Science degree in Electrical Engineering from Southern Methodist University in 1975.

Timothy W. Harris Mr. Harris currently serves as the President and Chief Executive Officer of Questia Media America, Inc., a privately-held company which provides copyrighted material in online digital libraries. Mr. Harris served on the Board of Directors of Questia Media from December 2002 to the present. Prior to his role as Chief Executive Officer, Mr. Harris held other positions with Questia Media including as Vice President and Chief Operating Officer from January 2000 to December 2005 and as Vice President and Chief Financial Officer from October 1999 to May 2004. Prior to joining Questia Media, Mr. Harris worked for Compaq Computer Corporation for 15 years (1983-1998) in various positions culminating as Vice President and General Manager of their Commercial Desktop Division. Prior to this position, he served as Vice President, General Manager of Compaq's Value Desktop Division, and in various financial positions at Compaq, including Vice President and Controller, Desktop PC Division and Vice President and Controller, Personal Computer Division, including financial responsibility for worldwide manufacturing operations.

Mark Weinzierl Mr. Weinzierl currently serves as the President and Chief Executive Officer of Enfora, Inc., a privately-held global provider of wireless solutions for both the enterprise and consumer markets. Enfora is focused on providing innovative wireless machine-to-machine solutions. Prior to founding Enfora, Mr. Weinzierl was a co-founder, Executive Vice President and a member of the board of directors of Inet Technologies, Inc., a provider of communications software solutions which was acquired by Tektronix, Inc. in June 2004. He helped lead Inet through its initial public offering in May 1999. In September 1999, Mr. Weinzierl founded Enfora when it acquired the wireless data assets of Inet. Mr. Weinzierl received his Bachelor of Science degree in Electrical (Computer) Engineering from Iowa State University and attended the University of Texas at Dallas MBA program. Mr. Weinzierl is the named inventor of two U.S. patents issued to Enfora.

Michael J. Willner Mr. Willner is the founder of Willner Properties Services, Inc., a privately-held, real estate development, leasing and management company specializing in both commercial and residential properties based in King of Prussia, Pennsylvania. Mr. Willner has been actively involved in developing, managing and leasing real estate for over twenty years. Earlier in his career, Mr. Willner practiced real estate law in New York City with the law firm of Milbank, Tweed, Hadley & McCloy LLP. In addition to being an attorney, Mr. Willner has also practiced as a certified public accountant and, prior to his legal career, was employed as an accountant in the tax department of the accounting firm of Arthur Andersen & Company. Mr. Willner is a graduate of Emory University's School of Law where he was a member of the law review. He serves on the Board of Directors of Meridian Bank, a privately-held, state-chartered commercial bank headquartered in Berwyn, Pennsylvania.

IMPORTANT INFORMATION

David W. Brandenburg intends to make a preliminary filing with the Securities and Exchange Commission of a proxy statement and an accompanying proxy card to be used to solicit proxies in connection with Intervoice's 2007 annual meeting of shareholders. Shareholders are advised to read the proxy statement and other documents related to the solicitation of proxies from shareholders of Intervoice for use at the 2007 annual meeting when they become available because they will contain important information, including information relating to the participants in such proxy solicitation. When completed, a definitive proxy statement and a form of proxy will be mailed to Intervoice's shareholders and will be available, along with other relevant documents, at no charge, at the Securities and Exchange Commission's website at <http://www.sec.gov> or by contacting Innisfree M&A Incorporated by telephone at (888) 750-5834. Information relating to the participants in such proxy solicitation is and will be contained in the proxy statement when it is filed by David W. Brandenburg.