

LUBYS INC  
Form DEFA14A  
December 21, 2007

**UNITED STATES**  
**SECURITIES & EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

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 Under Rule 14a -12

**Luby s, Inc.**

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(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

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On December 21, 2007, Luby's, Inc. issued the following press release:

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MacKenzie Partners, Inc.

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**FOR IMMEDIATE RELEASE**

**LUBY'S RESPONDS TO MORE RAMIUS CAPITAL MISREPRESENTATIONS**

**HOUSTON, TX, December 21, 2007** Luby's, Inc. (NYSE: LUB) today issued the following statement in response to numerous misrepresentations made by Ramius Capital regarding the qualifications of Luby's Board of Directors and Ramius' nominees seeking election to Luby's Board at the Company's January 15, 2008 Annual Meeting of Shareholders:

Ramius has once again attempted to distort the record and qualifications of Luby's experienced directors. Luby's Board of Directors is comprised of independent, diverse and open-minded business and community leaders who are, and always have been, focused on creating value for all Luby's shareholders. Luby's directors possess valuable and relevant restaurant and business experience that benefit Luby's and its shareholders in the areas of health and food safety; corporate leadership; human resources; accounting, risk management, corporate finance and compliance; bilingual marketing and customer strategy—all areas that are critical to the continued success of an organization like Luby's, which employs over 8,000 people and serves millions of customers each month.

In stark contrast to Luby's experienced directors, Ramius' nominees lack relevant experience with respect to Luby's business model and industry segment, and their fast food restaurant background includes failed strategies and poor execution. Furthermore, Ramius' nominees have financial arrangements with Ramius which compromises their independence and commitment to serving the interests of the Company and all Luby's shareholders.

Luby's Board recommends all shareholders vote **FOR** Luby's experienced directors—Dr. Judith B. Craven, Arthur R. Emerson, Frank Markantonis and Gasper Mir, III—on the **WHITE** proxy card today. For more information about Luby's director nominees, please visit the Annual Meeting section of the Company's website at <https://www.lubys.com/annualshareholdermeeting.asp>.

Luby's shareholders who have any questions or need assistance voting their **WHITE** proxy card should contact the Company's investor relations department at (713) 329-6808 or [investors@lubys.com](mailto:investors@lubys.com), or MacKenzie Partners, Inc. which is assisting the Company in this matter, toll-free at (800) 322-2885.

### **About Luby's**

Luby's operates 128 restaurants in Austin, Dallas, Houston, San Antonio, the Rio Grande Valley and other locations throughout Texas and other states. Luby's provides its customers with quality home-style food, value pricing, and outstanding customer service. For more information about Luby's, visit the Company's website at <http://www.lubys.com>.

### **Additional Information**

In connection with the solicitation of proxies, Luby's has filed with the Securities and Exchange Commission (the "SEC") a definitive proxy statement on November 29, 2007 (the "Proxy Statement"). **The Proxy Statement contains important information about Luby's and the 2008 Annual Meeting of Shareholders. Luby's shareholders are urged to read the Proxy Statement carefully.**

On November 29, 2007, Luby's began the process of mailing the Proxy Statement, together with a WHITE proxy card. Shareholders may obtain additional free copies of the Proxy Statement and other documents filed with the SEC by Luby's through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). The Proxy Statement and other relevant documents also may be obtained free of charge from Luby's by contacting Investor Relations in writing at Luby's, Inc., 13111 Northwest Freeway, Suite 600, Houston, Texas 77040; or by phone at 713-329-6808; or by email at [investors@lubys.com](mailto:investors@lubys.com). The Proxy Statement is also available on Luby's website at [www.lubys.com/06aboutusFilings.asp](http://www.lubys.com/06aboutusFilings.asp). The contents of the websites referenced above are not deemed to be incorporated by reference into the Proxy Statement. In addition, copies of the Proxy Statement may be requested by contacting the Company's proxy solicitor, MacKenzie Partners, Inc., by phone toll-free at 1-800-322-2885.

Luby's and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in connection with the 2008 Annual Meeting of Shareholders. You can find information about Luby's directors and executive officers in the Proxy Statement.

### **Forward-Looking Statements**

This press release contains 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. All statements contained in this document, other than statements of historical fact, are "forward-looking statements" for purposes of these provisions, including any statements regarding the qualifications of nominees or current members of the Company's Board of Directors. Forward-looking statements by their nature involve substantial risks and uncertainties that could significantly affect expected results, and actual future results could differ materially from those described in such statements. Some of the factors that could cause actual future results to differ materially are described under the caption "Risk Factors" in the Company's annual reports on Form 10-K and quarterly reports on Form 10-Q, which may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov) or from Luby's at [www.lubys.com](http://www.lubys.com).

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