LAIDLAW INTERNATIONAL INC
Form DEFA14A
February 09, 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

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o Definitive Proxy Statement
o Definitive Additional Materials
þ Soliciting Material Pursuant to §240.14a-12

Laidlaw International, 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):
þ No fee required.
o 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 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:

o Fee paid previously with preliminary materials.

o 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:

Set forth below is a copy of an internet communication distributed to certain customers of Laidlaw Transit Services on February 9, 2007.

As one of our most important customers, I wanted to inform you personally about the proposed acquisition of Laidlaw by FirstGroup, which was announced February 9, 2007.

Today s announcement is exciting because it means good things for Laidlaw, for our employees and for our customers.

We can continue to invest in systems and technology that will benefit the industry as a whole.

And, we can now spread the cost of those investments over a larger number of vehicles

That means that by combining the strengths of the two organizations, we will be in a better position to compete on a low cost basis against the many competitors we face locally, regionally and nationally, as well as, continue to meet customer demands for improved services.

As a valued customer, it s important that you understand that we are committed to providing the same great service you ve always received.

As we work on customer bids, please be assured that Laidlaw remains excited to work with you on your transportation needs and compete aggressively for your business.

While today we have just announced this transaction, we have many hurdles to pass. The merger transaction is subject to a number of shareholder and regulatory approvals and until the deal closes, you ll see no change in our business as we continue to operate as a separate and independent company.

As one of our customers, you may hear from the federal antitrust authorities (either the DOJ or FTC) in connection with our routine pre-merger notification filing. If they contact you, they will be primarily interested in gathering facts about the business and competitive dynamics, rather than taking a position. Their goal is to learn enough about the industry to assess whether the proposed transaction is good or bad for consumers from a competition standpoint. We believe the transaction will be good for both Laidlaw and its customers and will not adversely affect competition, especially given the intense competition we face in the marketplace today and the fact that our customers always have the option of taking their business away from us and back in-house. We hope that you will support the deal when and if the DOJ/FTC does call you. Thanks for your help.

We ll keep you updated as developments arise. Please feel free to contact me if you have any questions.

Additional Information and Where to Find It

In connection with the proposed merger and required stockholder approval, Laidlaw International, Inc. (Laidlaw) will file with the U.S. Securities and Exchange Commission a preliminary proxy statement and a definitive proxy statement. The proxy statement will be mailed to Laidlaw s stockholders. Laidlaw s stockholders are urged to read the proxy statement and other relevant materials when they become available because they will contain important information about the above-described transactions and Laidlaw. Investors and security holders may obtain free copies of these documents (when they are available) and other documents filed with the SEC at its web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Laidlaw by going to Laidlaw s Investors page on its corporate website at www.laidlaw.com or by directing a request to Laidlaw International, 55 Shuman Boulevard, Naperville, IL, 60563. Attention: Investor Relations. Laidlaw and FirstGroup and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Laidlaw connection with the above-described transactions. Information about Laidlaw and its directors and officers can be found in Laidlaw s proxy statements on Schedule 14A and annual reports on Form 10-K filed with the SEC. Information about FirstGroup and its directors and officers can be found in FirstGroup s annual reports available on FirstGroup s Investor Centre page on its corporate website at www.firstgroup.com. Additional information regarding the interests of those persons may be obtained by reading the proxy statement when it becomes available.