

TELEPHONE & DATA SYSTEMS INC /DE/
Form DEFA14A
November 10, 2016

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
 [x]
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
- [x] 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):

No fee required.

Fee computed on
table below per

Exchange Act
Rules 14a 6(i)(1)
and 0-11.

Title of each
class of
securities to
(1) which
transaction
applies:

Aggregate
number of
(2) securities to
which
transaction
applies:

Per unit
price or
other
underlying
value of
transaction
computed
pursuant
to
Exchange
(3) Act Rule 0
11 (set
forth the
amount on
which the
filing fee
is
calculated
and state
how it was
determined):

- Proposed maximum
- (4) 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.
- Amount
- (1) Previously Paid:
- Form, Schedule or
- (2) Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

EXPLANATORY NOTE

The purpose of this Schedule 14A is to file a presentation, to be provided to shareholders by Telephone and Data Systems, Inc. (“TDS”) on and after November 10, 2016 as part of its shareholder engagement program, together with the following legend:

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 2017 annual meeting of shareholders. Information regarding TDS directors and executive officers, and other persons who may also be deemed to be participants, and their respective interests in TDS by security holdings or otherwise is set forth in TDS’ proxy statement relating to its 2016 annual meeting, including schedules, as filed with the Securities and Exchange Commission (“SEC”) on April 13, 2016, which may be obtained free of charge at the SEC’s website at www.sec.gov and TDS’ website at www.tdsinc.com. There has been no material change to such directors, executive officers or other participants or their interests since that time, except to the extent noted in TDS’ filings with the SEC since that time. In addition, the class of other employees of TDS that may be employed in the solicitation of proxies include employees in investor relations and communications who report to the Senior Vice President – Corporate Relations and Corporate Secretary of TDS. The nature of their employment in such solicitations will be preparing communications (which will be filed with the SEC as required under Regulation 14A), responding to questions from shareholders and requesting shareholders to return proxies to TDS. Additional information concerning 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 will be included in the proxy statement filed by TDS in connection with its 2017 annual meeting of shareholders. The 2017 proxy statement, other solicitation materials 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 on its website at www.tdsinc.com. **TDS SHAREHOLDERS ARE ADVISED TO READ CAREFULLY THE PROXY STATEMENT AND OTHER SOLICITATION MATERIALS FILED BY TDS IN CONNECTION WITH THE TDS 2017 ANNUAL MEETING OF SHAREHOLDERS WHEN THEY BECOME AVAILABLE BEFORE MAKING ANY VOTING DECISION BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION RELATING TO THE ELECTION OF DIRECTORS OF TDS AND OTHER MATTERS TO BE CONSIDERED AT THE 2017 ANNUAL MEETING OF SHAREHOLDERS.**

