

CONSOL Energy Inc
Form DEFA14A
April 08, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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:

- 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

CONSOL Energy 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.

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

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

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[CONSOL Energy Inc. Letterhead]

Dear Current and Retired Employees of CONSOL Energy Inc. and its Subsidiaries:

I am writing today to urge you to vote your shares of CONSOL Energy Inc. (CONSOL Energy) in accordance with the recommendations of the Board of Directors of CONSOL Energy (the Board). If you are a CONSOL Energy shareholder, your vote is more important than ever. The outcome of this proxy is crucial for our entire Company and for you and your families.

Here s why:

**Proposal
Number**

Rationale for the Board s Recommendations

1. We must vote *for* the re-election of our CONSOL Energy Directors, as all of the Directors are highly-qualified individuals.
2. We must vote *for* the anticipated appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011.
3. We must vote *for* the advisory (non-binding) vote on executive compensation. This is necessary to show that our executive compensation programs properly incentivize your management team to achieve financial and other critical results for CONSOL Energy without undue risk-taking.
4. We strongly recommend a vote *for every 2 years* for the frequency of an advisory (non-binding) vote on our executive compensation. An *every 2 year* frequency will give our Compensation Committee of the Board the necessary time to properly consider and respond to the results of a previous advisory (non-binding) vote on executive compensation.

In light of the above, I hope you agree that the Board s recommendations are in the best interests of CONSOL Energy and its shareholders.

If you are a CONSOL Energy shareholder, you should receive, if you haven t already, CONSOL Energy s Proxy Statement with your voting card. ***Please complete the voting card by checking the box entitled FOR with respect to proposals 1, 2 and 3, and checking the box entitled 2 years with respect to proposal 4. Thereafter, please sign your name and return it in the postage prepaid envelope that you received.***

In closing this letter, I want to emphasize that CONSOL Energy has the right plan, the right team and the right Directors to ensure that our efforts to deliver superior value and growth will succeed. In our view, the Company, our shareholders and our employees can t afford to not vote in accordance with the Board s recommendations. This is your Company and I know you care about its present and future as much as I do.

Thank you, as always, for your contributions to the success of CONSOL Energy.

Kindest regards,

/s/ J. Brett Harvey

J. Brett Harvey