

Edgar Filing: EDISON INTERNATIONAL - Form DEFA14A

EDISON INTERNATIONAL
Form DEFA14A
April 21, 2003

SCHEDULE 14A INFORMATION

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
- Definitive Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Additional Materials
- Soliciting Material Pursuant to sec. 240.14a-11(c) or sec.240.14a-12

Edison International

(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 transaction applies:

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

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 14a-6(i)(1) and state how it was determined)

(4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and state how it was determined. Identify the previous filing by registration statement number, the form or schedule and the date of its filing.

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The following communication was mailed today to employees who hold shares through the Stock Savings Plan who do not have company-assigned E-mail addresses:

[Edison International Logo]

John E. Bryson
Chairman, President and
Chief Executive Officer

April 21, 2003

EMPLOYEE SHAREHOLDERS

We recently mailed you important proxy material and voting instructions for Edison International's 2003 Annual Meeting. Support is extremely important and I strongly recommend that you take an active role in voting.

- o Vote **"FOR"** the election of directors; and
- o Vote **"AGAINST"** the shareholder proposal to redeem the Company's shareholder rights agreement.

In 1996 the Edison International Board adopted a Rights Agreement (which we refer to as our "shareholder rights plan") to enhance the ability of our shareholders to receive fair value for their investment in the event of an attempted takeover of your company. A substantial majority of non-management Directors, has reviewed our shareholder rights plan and believes that the rights plan is in the best interests of Edison International's shareholders and the future. Our shareholder rights plan is designed not only to prevent hostile, unsolicited takeover attempts, but also to prevent the expense of fairness to the Company. Our shareholder rights plan is a "poison pill" only with respect to the ability to obtain a full and fair price for their shares.

Rights plans like ours are common among S&P 500 companies. I urge you to follow the Board's recommendation to vote "FOR" the election of directors and "AGAINST" the shareholder rights plan.

You should have received a proxy card in the mail to vote your shares. Alternatively, you may vote your shares on the Internet by entering your control number from the proxy card and following the instructions on the proxy card in the mail within the next few days or have misplaced it, you may contact Joyce L. Brown at (626) 222-4685 to obtain a new one. **Your vote must be received by 2 p.m. (Pacific Time) on May 12, 2003.**

If you also hold shares in a brokerage account and/or in your own name, you will receive a separate proxy card for these shares. Please be sure to vote these shares in addition to your employee plan shares. Be sure to vote on each card. If you have any questions, please call Jo Ann Goddard at (626) 302-2515 or Heidi Towns at (626) 302-2515.

By pulling together as a team you will help ensure the success of this year's meeting.

Thank you for your continued support.

/s/ John E. Bryson

This communication is being sent to you on behalf of your Board of Directors. For more information on the above matters, and for other important information, we strongly encourage you to read the Edison International Southern California Edison Company Joint Proxy Statement, filed with the S.E.C. on April 7, 2003. The Proxy Statement is available on the Edison International website. The Proxy Statement and 2002 Annual Report are also available free of charge on our website, www.edison.com.