

FRONTIER COMMUNICATIONS CORP  
Form DEFA14A  
March 25, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

Filed by the Registrant  S

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
- S Definitive Additional Materials
- £ Soliciting Material Under Rule 14a-12

**FRONTIER COMMUNICATIONS CORPORATION**

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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)

Payment of Filing Fee (Check the appropriate box):

S 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:  

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(2)

Aggregate  
number of  
securities to  
which  
transaction  
applies:  

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- (3) Per unit price  
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):  

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- (4) Proposed  
maximum  
aggregate  
value of  
transaction:  

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- (5) Total fee  
paid:  

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£ 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.

- (1) Amount  
previously  
paid:

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(2) Form,  
Schedule or  
Registration  
Statement  
No.:

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(3) Filing Party:

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(4) Date Filed:

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**\*\*\* Exercise Your *Right to Vote* \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 8, 2013.**

**FRONTIER COMMUNICATIONS CORPORATION**

*FRONTIER COMMUNICATIONS CORPORATION  
3 HIGH RIDGE PARK  
STAMFORD, CT 06905*

**Meeting Information**

Meeting Type: Annual Meeting  
For holders as of: March 12, 2013  
Date: May 8, 2013 Time: 10:00 AM EDT  
Location: FRONTIER COMMUNICATIONS CORPORATION  
3 HIGH RIDGE PARK  
STAMFORD, CT 06905

You are receiving this communication because you hold shares in the company named above.

**This is not a ballot. You cannot use this notice to vote these shares.** This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

— **Before You Vote** —

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

COMBINED DOCUMENT

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:  
*www.proxyvote.com*.

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639 (for callers without touch-tone phones, please call 1-877-784-2399)
- 3) *BY E-MAIL*\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 24, 2013 to facilitate timely delivery.

**— How To Vote —**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.



## **Voting Items**

The Board of Directors recommends that you vote FOR the following:

### 1. Election of Directors

#### **Nominees:**

- |                          |                            |
|--------------------------|----------------------------|
| 01) Leroy T. Barnes, Jr. | 07) Howard L. Schrott      |
| 02) Peter C.B. Bynoe     | 08) Lorraine D. Segil      |
| 03) Jeri B. Finard       | 09) Mark Shapiro           |
| 04) Edward Fraioli       | 10) Myron A. Wick, III     |
| 05) James S. Kahan       | 11) Mary Agnes Wilderotter |
| 06) Pamela D.A. Reeve    |                            |

**The Board of Directors recommends you vote FOR the following proposal:**

2. To consider and vote upon an advisory proposal on executive compensation.

**The Board of Directors recommends you vote FOR the following proposal:**

3. To adopt the 2013 Frontier Bonus Plan.

**The Board of Directors recommends you vote FOR the following proposal:**

4. To adopt the 2013 Equity Incentive Plan.

**The Board of  
Directors  
recommends you  
vote AGAINST the  
following proposal:**

5. To consider and vote upon a stockholder proposal if presented at the meeting.

**The Board of  
Directors  
recommends you  
vote FOR the  
following proposal:**

6. To ratify the selection of KPMG LLP as our independent registered public accounting firm for 2013.

**NOTE:** The named proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.



