

FIRST DEFIANCE FINANCIAL CORP
Form DEFA14A
December 07, 2007

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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 Rule 14a-12

FIRST
DEFIANCE
FINANCIAL
CORP.
(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)(4) 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 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:

Edgar Filing: FIRST DEFIANCE FINANCIAL CORP - Form DEFA14A

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:

FIRST DEFIANCE FINANCIAL CORP.

**601 Clinton Street
Defiance, Ohio 43512**

December 7, 2007

URGENT REMINDER – YOUR VOTE IS IMPORTANT

Dear Fellow Shareholder:

You have previously received proxy material in connection with the Special Meeting of Stockholders of **First Defiance Financial Corp.** to be held on **Monday, December 31st, 2007**. According to our latest records, your **PROXY VOTE** for this meeting **HAS NOT BEEN RECEIVED**.

First Defiance would appreciate your **immediate attention** to the enclosed shareholder meeting information.

Currently, no vote has been taken with respect to Proposal #1: The approval of Amendments to the Company's Code of Regulations to permit the issuance of uncertificated shares. The vote required for approval of Proposal #1 is an affirmative vote of 2/3rds of all shares outstanding. If you do not vote, your failure to vote will have the effect of a vote **AGAINST**. **If Proposal #1 does not pass, First Defiance stock will be delisted from NASDAQ.**

Regardless of the number of shares you own, it is important they be represented at the meeting. Your vote matters to us and we need your support. Your Board of Directors recommends a vote **FOR** Proposal #1.

Please follow the instructions on the enclosed proxy voting form to cast your ballot.

Since time remaining is short, we urge you to please vote using one of the following methods:

§ Using a touch-tone telephone, call the toll free # located in the box on the enclosed voting instruction form. Using your control number located in the box on your form, cast your ballot.

§ Vote over the Internet at **www.proxyvote.com** using the control number located on the vote instruction form to cast your ballot immediately.

§ Sign the voting instruction form and mail it back in the enclosed postage-paid envelope prior to the meeting date.

If there are any questions or if you require any assistance voting your shares, please feel free to call our proxy specialists, The Altman Group, Toll Free at **866-406-2284**.

Thank you in advance for your support.

William J. Small
Chairman, President and Chief Executive Officer

**IF YOU HAVE RECENTLY MAILED YOUR PROXY,
PLEASE ACCEPT OUR THANKS AND DISREGARD THIS REQUEST.**



FIRST DEFIANCE FINANCIAL CORP.

**601 Clinton Street
Defiance, Ohio 43512**

December 7, 2007

URGENT REMINDER – YOUR VOTE IS IMPORTANT

Dear Fellow Shareholder:

You have previously received proxy material in connection with the Special Meeting of Stockholders of **First Defiance Financial Corp.** to be held on **Monday, December 31st, 2007**. According to our latest records, your **PROXY VOTE** for this meeting **HAS NOT BEEN RECEIVED**.

First Defiance would appreciate your **immediate attention** to the enclosed shareholder meeting information.

Currently, no vote has been taken with respect to Proposal #1: The approval of Amendments to the Company's Code of Regulations to permit the issuance of uncertificated shares. The vote required for approval of Proposal #1 is an affirmative vote of 2/3rds of all shares outstanding. If you do not vote, your failure to vote will have the effect of a vote **AGAINST**. **If Proposal #1 does not pass, First Defiance stock will be delisted from NASDAQ.**

Regardless of the number of shares you own, it is important they be represented at the meeting. Your vote matters to us and we need your support. Your Board of Directors recommends a vote **FOR** Proposal #1.

Please follow the instructions on the enclosed proxy voting form to cast your ballot.

Since time remaining is short, we urge you to please vote using one of the following methods:

§ Using a touch-tone telephone, call toll free **1-888-216-1302** and follow the instructions on the enclosed proxy voting form.

§ Vote over the Internet at **<https://www.proxyvotenow.com/def>** and follow the instructions to cast your ballot.

§ Sign and date the proxy and fax it back to c/o The Altman Group at **201-460-0050**, where we will expedite your vote and confirm that it is cast.

§ Sign the proxy card and mail it back in the enclosed postage-paid envelope prior to the meeting date.

If there are any questions or if you require any assistance voting your shares, please feel free to call our proxy specialists, The Altman Group, Toll Free at **866-406-2284**.

Thank you in advance for your support.

William J. Small
Chairman, President and Chief Executive Officer

IF YOU HAVE RECENTLY MAILED YOUR PROXY,

PLEASE ACCEPT OUR THANKS AND DISREGARD THIS REQUEST.

R