VERTRUE INC
Form DEFA14A
June 22, 2007

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 þ
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o Definitive Proxy Statement
þ Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

VERTRUE INCORPORATED

(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):
þ No fee required.
o 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 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:

(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:

On or about June 13, 2007, we mailed a proxy statement relating to a special meeting of stockholders of Vertrue Incorporated (Vertrue or the Company) scheduled for July 12, 2007 to vote on a proposal to adopt the Agreement and Plan of Merger, dated as of March 22, 2007 (the Merger Agreement), by and among Vertrue, Velo Holdings Inc. and Velo Acquisition Inc., pursuant to which Velo Acquisition Inc. will be merged with and into Vertrue (the Merger), with Vertrue continuing as the surviving corporation and becoming a wholly-owned subsidiary of Velo Holdings Inc.

On June 22, 2007, Vertrue made a presentation to Institutional Shareholder Services, Inc. A copy of such presentation is attached as Exhibit 1 hereto.

FORWARD-LOOKING STATEMENTS

Certain statements contained herein may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Vertrue Incorporated to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks associated with the timing of and costs of financing commitments, general competitive factors and regulatory developments. More detailed information about these risks, uncertainties and other factors is set forth in Vertrue s Annual Report on Form 10-K for the fiscal year ended June 30, 2006 of Vertrue and in its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2007. Risks and uncertainties relating to the proposed transaction include the ability of the parties to the Merger Agreement to satisfy the conditions to closing specified in the Merger Agreement. Vertrue is under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements.

IMPORTANT ADDITIONAL INFORMATION REGARDING THE MERGER

In connection with the proposed Merger, Vertrue has filed a definitive proxy statement with the Securities and Exchange Commission (the SEC) on June 12, 2007. BEFORE MAKING ANY VOTING DECISION, VERTRUE S STOCKHOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT REGARDING THE MERGER CAREFULLY AND IN ITS ENTIRETY BECAUSE IT CONTAINS IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER AND THE PARTIES THERETO. Copies of such proxy statement have been mailed to record holders of the shares of Vertrue s common stock. Vertrue s stockholders may obtain, without charge, a copy of the definitive proxy statement and other relevant documents filed by Vertrue with the SEC from the SEC s website at http://www.sec.gov. Vertrue s stockholders may also obtain, without charge, a copy of the definitive proxy statement and other relevant documents by directing a request by mail or telephone to Vertrue Incorporated, Attn. Legal Department, 20 Glover Avenue, Norwalk, CT 06850, telephone: (203) 324-7635, or from Vertrue s website, http://www.vertrue.com.

Vertrue and its directors, officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from Vertrue s stockholders with respect to the proposed Merger. Information concerning the interests of Vertrue s directors and executive officers and their ownership of shares of Vertrue s common stock is set forth in the definitive proxy statement for the special meeting of Vertrue s stockholders, which was filed with the SEC on June 12, 2007. Stockholders may obtain additional information regarding the interests of Vertrue and its directors and executive officers in the Merger, which may be different than those of Vertrue s stockholders generally, by reading the definitive proxy statement and other relevant documents regarding the Merger, previously filed with the SEC.

Inquiries:

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Exhibit 1