

Edgar Filing: EDISON INTERNATIONAL - Form DEFA14A

EDISON INTERNATIONAL
Form DEFA14A
April 17, 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 0-11 (state how it was determined)

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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 0-11(b)(1) for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, the form or schedule and the date of its filing.

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(2) Form, Schedule or Registration Statement No.

(3) Filing Party:

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The following email was sent today to all employees who hold Edison International shares through Stock Savings Plus Plan:

A Message from John E. Bryson

We recently sent you an important e-mail transmitting proxy material and voting instructions for our annual shareholders meeting. Your support is extremely important and I strongly recommend that you vote.

- 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" and the proponent of the shareholder proposal refers to as a "poison pill") to enhance the ability of Edison International's shareholders to receive fair value for their investment in the event of an acquisition or takeover of your company. The Board, comprised of a substantial majority of non-management Directors, reviewed our shareholder rights plan on a regular basis and continues to believe that the rights plan is in the best interests of Edison International's shareholders and should remain in place for the future. The rights plan is designed not only to prevent hostile, unsolicited takeover attempts that deprive shareholders of the ability to obtain a full and fair price for their shares but also to prevent takeover practices at the expense of fairness to the Company. Our shareholder rights plan is a "poison pill" only with respect to those abusive practices.

Rights plans like ours are common among S&P 500 companies. I urge you to follow the Board's recommendation and vote your proxy.

You should have received a proxy card in the mail to vote your shares. Alternatively, you may vote on the Internet by entering your control number from the proxy card and following the instructions. If you have misplaced or not yet received your proxy card in the mail, you may contact Joyce Miranda at jmiranda@equiserve.com to obtain your control number. **Your vote must be received by 2 p.m. (Pacific Time) on the day of the meeting.**

If you also hold shares in a brokerage account and/or in your own name, you will receive a separate proxy card for those shares. Please be sure to vote these shares in addition to your employee plan shares. Be sure to read the instructions on each card. If you have any questions, please call Jo Ann Goddard at (626) 302-1453 or (626) 302-1453.

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

Thank you for your continued support.

This email is being sent to you on behalf of your Board of Directors. For more information on the Board's interests in the above matters, and for other important information, we strongly encourage you to read the Edison International and Southern California Edison Company Joint Proxy Statement, filed with the SEC on April 7, 2003. Copies of the Proxy Statement were sent to employee shareholders beginning on April 7, 2003. The Proxy Statement is available on the S.E.C. website, www.sec.gov. Our Proxy Statement and 2002 Annual Report are available free of charge on our website, www.edisoninvestor.com.

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