

LAIDLAW INTERNATIONAL INC

Form DEFA14A

February 09, 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

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 §240.14a-12

**Laidlaw International, Inc.**

(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)(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 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:

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Set forth below is a copy of a list of frequently asked questions for participants in certain equity plans of Laidlaw International, Inc. on February 9, 2007.

To: participants in VIP plan

Additional FAQs regarding VIP equity plans

Q. Are my equity holdings (VIPs) affected by the announcement today?

A. No. Until the deal closes, there is no impact on equity holdings.

Q. Is there anything I need to do right now?

A. No. Closing is expected to take several months, as shareholder and regulatory approvals are required.

Q. Is the Company able to make any new equity grants?

A. No. Not as long as there is a deal pending.

Q. What happens after the closing date?

A. Closing of this transaction will constitute a Change of Control. Under the terms of the VIP plan, all unvested VIPs will immediately vest.

Q. How will VIPs which vest at closing be valued?

A. According to the VIP plan, the value of unvested VIPs will be calculated based on the value of the business unit as calculated over the twelve months prior to closing, compared to the business unit value at grant date. The EBITDA multiple in the calculation will be the multiple at closing. The increase in the value will be used to determine the unit value of each VIP.

Q. What are the tax implications to me?

A. Upon closing, all unvested VIPs will vest and the cash received will be immediately taxable to the executive.

**Additional Information and Where to Find It**

*In connection with the proposed merger and required stockholder approval, Laidlaw International, Inc. ( Laidlaw ) will file with the U.S. Securities and Exchange Commission a preliminary proxy statement and a definitive proxy statement. The proxy statement will be mailed to Laidlaw s stockholders. Laidlaw s stockholders are urged to read the proxy statement and other relevant materials when they become available because they will contain important information about the above-described transactions and Laidlaw. Investors and security holders may obtain free copies of these documents (when they are available) and other documents filed with the SEC at its web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Laidlaw by going to Laidlaw s Investors page on its corporate website at www.laidlaw.com or by directing a request to Laidlaw International, 55 Shuman Boulevard, Naperville, IL, 60563. Attention: Investor Relations. Laidlaw and FirstGroup and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Laidlaw connection with the above-described transactions. Information about Laidlaw and its directors and officers can be found in Laidlaw s proxy statements on Schedule 14A and annual reports on Form 10-K filed with the SEC. Information about FirstGroup and its directors and officers can be found in FirstGroup s annual reports available on FirstGroup s Investor Centre page on its corporate website at www.firstgroup.com. Additional information regarding the interests of those persons may be obtained by reading the proxy statement when it becomes available.*