

ALLTEL CORP  
Form DEFA14A  
August 17, 2007

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**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  x

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
- x Definitive Additional Materials
- o Soliciting Material Pursuant to § 240.14a-12

**Alltel 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 Registrant)

Payment of Filing Fee (Check the appropriate box):

- x 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:

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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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- 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:

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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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**IMPORTANT SPECIAL MEETING AUGUST 29, 2007  
PLEASE ACT PROMPTLY TO VOTE YOUR SHARES**

August 17, 2007

**Dear Fellow Stockholder:**

Our latest records show that we still have not received your voting instructions for the important special meeting of stockholders of Alltel Corporation to be held on Wednesday, August 29, 2007. **Your vote is extremely important regardless of the number of shares that you own.**

If the merger is completed, you, as a holder of Alltel Corporation common stock, will be entitled to receive \$71.50 per share in cash, without interest, for each share of Alltel Corporation common stock owned by you at completion of the merger, as more fully described in the proxy statement. For the reasons set forth in the proxy statement, our board of directors recommends that you vote **FOR** the approval of the merger and the other transactions contemplated by the merger agreement. We respectfully request that you vote your shares at your earliest convenience.

**IMPORTANT RECENT DEVELOPMENT**

**Institutional Shareholder Services (ISS) and Glass Lewis & Co., the leading proxy advisory firms that issue voting recommendations to institutional investors, have both recommended that holders of Alltel Corporation common stock vote FOR the proposal to adopt the merger agreement under which Alltel Corporation would be acquired by Atlantis Holdings LLC, an entity controlled by private investment funds affiliated with TPG Partners V, L.P. and GS Capital Partners VI Fund, L.P.**

Please note that approval of the merger described in the proxy statement dated July 20, 2007, and the other transactions contemplated by the merger agreement, requires an affirmative vote by owners of a majority of Alltel Corporation's common stock outstanding and entitled to vote on the merger. Accordingly, a failure to vote will have the same effect as a vote against the merger.

Additional instructions regarding the prompt methods to vote your shares are contained on the reverse side of this letter. If you have any questions or need assistance voting your shares, please call D. F. King & Co., Inc. toll free at (888) 542-7446.

On behalf of your Board of Directors, thank you for your cooperation and continued support.

Sincerely,

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Scott T. Ford  
*President and Chief Executive Officer*

**Please use one of the following simple methods to promptly provide your voting instructions:**

1. **Vote by Internet:** Go to the website [www.proxyvote.com](http://www.proxyvote.com). Have your 12-digit control number listed on the voting instruction form ready and follow the online instructions. The 12-digit control number is located in the rectangular box on the right side of your voting instruction form. You can vote via the Internet 24 hours a day, seven days a week, up until 11:59 p.m. ET on August 28, 2007. However, you are encouraged to vote as promptly as possible.
2. **Vote by Telephone:** Call toll-free (800) 454-8683. Have your 12-digit control number listed on the voting instruction form ready and follow the simple instructions. You can vote via the telephone 24 hours a day, seven days a week, up until 11:59 p.m. ET on August 28, 2007. However, you are encouraged to vote as promptly as possible.
3. **Vote by Mail:** Mark, sign, date and return your voting instruction form in the postage-paid return envelope provided.

**Please Act Today.**