

BLOCKBUSTER INC
Form DEFA14A
June 28, 2010

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 under §240.14a-12

BLOCKBUSTER INC.

(Name of registrant as specified in its charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

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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 the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the 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 the transaction:

(5) Total fee paid:

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- .. 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 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 June 24, 2010, Blockbuster Inc. (the Company) entered into a settlement agreement (the Settlement Agreement) with Gregory S. Meyer, a stockholder of the Company who had nominated himself and was soliciting proxies with respect to his election to the Company's Board of Directors (the Board) at the Company's 2010 annual meeting of stockholders. Pursuant to the Settlement Agreement, among other things, (i) the Company agreed to increase the size of the Board from seven to eight members and appoint Mr. Meyer to fill the vacancy resulting therefrom, (ii) Mr. Meyer agreed to terminate his solicitation of proxies with respect to the 2010 annual meeting, (iii) Mr. Meyer agreed to be subject to certain standstill restrictions, transfer limitations and voting agreements relating to his shares of Company common stock, and (iv) Mr. Meyer agreed to be responsible for all fees and expenses incurred in connection with his solicitation of proxies. For additional information regarding the settlement with Mr. Meyer, please see the Company's Current Report on Form 8-K filed on June 28, 2010. The foregoing description of the Settlement Agreement is qualified in its entirety by reference to the full text of the Settlement Agreement, a copy of which is attached as Exhibit 99.1 to the Company's Current Report on Form 8-K filed on June 28, 2010.