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LUCENT TECHNOLOGIES INC Form DEFA14A April 03, 2006

## 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

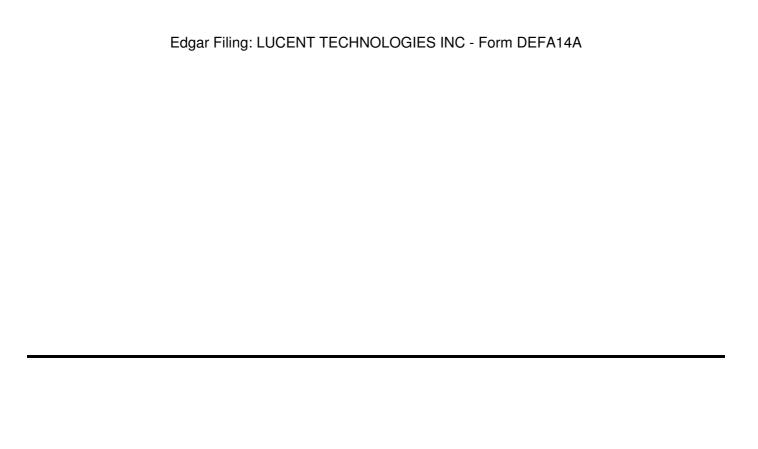
Filed by the Registrant [X]		Filed by a Party other than the Registrant [ ]	
Check	the appropriate box:		
[]	Preliminary Proxy Statement  Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))		
[]			
[]	Definitive Proxy Statement		
[]	Definitive Additional Materials		
[X]	Soliciting Material Pursuant to §240.14a-12.		
	Lucent Technolog	ies Inc.	
	(Name of Registrant as Specia	ried in Its Charter)	
Paym	(Name of Person(s) Filing Proxy Statement of Filing Fee (Check the appropriate box):	ent, if other than Registrant)	
[X]	No fee required.		
[]	Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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 (Set forth the amount on which the filing fee is calculated)	· ·	
	(4) Proposed maximum aggregate value of transaction:		

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(5) Total fee paid:

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The following slides were used in a press and investor presentation held on April 2, 2006 regarding the merger of Lucent Technologies Inc., and Alcatel:



#### IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

In connection with the proposed transaction, Alcatel and Lucent intend to file relevant materials with the Securities and Exchange Commission (the SEC), including the filing by Alcatel with the SEC of a Registration Statement on Form F-6 and a Registration Statement on Form F-4 (collectively, the Registration Statements ), which will include a preliminary prospectus and related materials to register the Alcatel American Depositary Shares (ADS), as well as the Alcatel ordinary shares underlying such Alcatel ADSs, to be issued in exchange for Lucent common shares, and Lucent and Alcatel plan to file with the SEC and mail to their respective stockholders an Proxy Statement/Prospectus relating to the proposed transaction. The Registration Statements and the Proxy Statement/Prospectus will contain important information about Lucent, Alcatel, the transaction and related matters. Investors and security holders are urged to read the Registration Statements and the Proxy Statement/Prospectus carefully when they are available. Investors and security holders will be able to obtain free copies of the Registration Statements and the Proxy Statement/Prospectus and other documents filed with the SEC by Lucent and Alcatel through the web site maintained by the SEC at www.sec.gov. In addition, investors and security holders will be able to obtain free copies of the Registration Statements and the Proxy Statement/Prospectus when they become available from Lucent by contacting Investor Relations at www.lucent.com, by mail to 600 Mountain Avenue, Murray Hill, New Jersey 07974 or by telephone at 908-582-8500 and from Alcatel by contacting Investor Relations at www.alcatel.com, by mail to 54, rue La Boétie, 75008 Paris, France or by telephone at 33-1-40-76-10-10.

Lucent and its directors and executive officers also may be deemed to be participants in the solicitation of proxies from the stockholders of Lucent in connection with the transaction described herein. Information regarding the special interests of these directors and executive officers in the transaction described herein will be included in the Proxy Statement/Prospectus described above. Additional information regarding these directors and executive officers is also included in Lucent s proxy statement for its 2006 Annual Meeting of Stockholders, which was filed with the SEC on or about January 3, 2006. This document is available free of charge at the SEC s web site at www.sec.gov and from Lucent by contacting Investor Relations at www.lucent.com, by mail to 600 Mountain Avenue, Murray Hill, New Jersey 07974 or by telephone at 908-582-8500.

Alcatel and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Lucent in connection with the transaction described herein. Information regarding the special interests of these directors and executive officers in the transaction described herein will be included in the Proxy Statement/Prospectus described above. Additional information regarding these directors and executive officers is also included in Alcatel s Form 20-F filed with the SEC on March 31, 2006. This document is available free of charge at the SEC s web site at www.sec.gov and from Alcatel by contacting Investor Relations at www.alcatel.com, by mail to 54, rue La Boétie, 75008 Paris, France or by telephone at 33-1-40-76-10-10.

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