

FRONTIER COMMUNICATIONS CORP
Form DEFA14A
March 25, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant S

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
- S Definitive Additional Materials
- £ Soliciting Material Under Rule 14a-12

FRONTIER COMMUNICATIONS CORPORATION

(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):

S 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
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:

£ 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:

***** Exercise Your *Right to Vote* *****

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 8, 2013.

FRONTIER COMMUNICATIONS CORPORATION

*FRONTIER COMMUNICATIONS CORPORATION
3 HIGH RIDGE PARK
STAMFORD, CT 06905*

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 12, 2013
Date: May 8, 2013 Time: 10:00 AM EDT
Location: FRONTIER COMMUNICATIONS CORPORATION
3 HIGH RIDGE PARK
STAMFORD, CT 06905

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— **Before You Vote** —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

COMBINED DOCUMENT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639 (for callers without touch-tone phones, please call 1-877-784-2399)
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 24, 2013 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends that you vote FOR the following:

1. Election of Directors

Nominees:

- | | |
|--------------------------|----------------------------|
| 01) Leroy T. Barnes, Jr. | 07) Howard L. Schrott |
| 02) Peter C.B. Bynoe | 08) Lorraine D. Segil |
| 03) Jeri B. Finard | 09) Mark Shapiro |
| 04) Edward Fraioli | 10) Myron A. Wick, III |
| 05) James S. Kahan | 11) Mary Agnes Wilderotter |
| 06) Pamela D.A. Reeve | |

The Board of Directors recommends you vote FOR the following proposal:

2. To consider and vote upon an advisory proposal on executive compensation.

The Board of Directors recommends you vote FOR the following proposal:

3. To adopt the 2013 Frontier Bonus Plan.

The Board of Directors recommends you vote FOR the following proposal:

4. To adopt the 2013 Equity Incentive Plan.

**The Board of
Directors
recommends you
vote AGAINST the
following proposal:**

5. To consider and vote upon a stockholder proposal if presented at the meeting.

**The Board of
Directors
recommends you
vote FOR the
following proposal:**

6. To ratify the selection of KPMG LLP as our independent registered public accounting firm for 2013.

NOTE: The named proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

