

Alberto-Culver CO
Form PREM14A
October 15, 2010
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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

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

Alberto-Culver Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

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.. No fee required

x 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:
Common stock, \$0.01 par value per share, of Alberto-Culver Company (Alberto Culver)

2) Aggregate number of securities to which transaction applies:
(i) 98,860,587 shares of Alberto Culver common stock outstanding as of October 8, 2010 (including 485,199 shares of restricted stock which will become fully vested at the effective time of the merger), (ii) 8,609,069 shares of Alberto Culver common stock underlying options to purchase Alberto Culver common stock, with a weighted average exercise price of \$22.2140, (iii) 5,081 Alberto Culver performance units outstanding as of October 8, 2010 and (iv) 36,187 Alberto Culver common stock units outstanding as of October 8, 2010.

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):
The filing fee was determined based upon the sum of (i) the product of (A) 98,860,587 shares of Alberto Culver common stock (including 485,199 shares of restricted stock) outstanding as of October 8, 2010 and (B) the merger consideration of \$37.50 per share, (ii) \$131.6 million expected to be paid upon cancellation of outstanding options, (iii) \$2.5 million expected to be paid upon the cancellation of outstanding performance units and (iv) \$1.4 million expected to be paid upon the conversion of outstanding common stock units. In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, the filing fee was determined by multiplying 0.00007130 by the sum reflected in the preceding sentence.

4) Proposed maximum aggregate value of transaction:
\$3,842,752,389

5) Total fee paid:
\$273,989

.. Fee paid previously with preliminary materials.

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PRELIMINARY PROXY STATEMENT, SUBJECT TO COMPLETION, OCTOBER 15, 2010

ALBERTO CULVER COMPANY

2525 Armitage Avenue

Melrose Park, Illinois 60160

Dear Stockholder,

You are cordially invited to attend a special meeting of stockholders of Alberto Culver Company (Alberto Culver) to be held on [], 2010, starting at [] a.m. central time at [].

At the special meeting, you will be asked to consider and vote upon a proposal to adopt the merger agreement pursuant to which Alberto Culver would be acquired by Unilever. We entered into this merger agreement on September 27, 2010. If the merger is completed, you, as a holder of Alberto Culver common stock, will be entitled to receive \$37.50 in cash, without interest and less any applicable withholding taxes, for each share of Alberto Culver common stock you owned immediately prior to the consummation of the merger, as more fully described in the accompanying proxy statement.

After careful consideration, our board of directors has unanimously determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and in the best interests of Alberto Culver and our stockholders and that the consideration to be paid in the merger is fair to our stockholders who are entitled to receive such consideration and unanimously recommends that you vote FOR the adoption of the merger agreement.

Your vote is very important, regardless of the number of shares of common stock you own. We cannot consummate the merger unless the merger agreement is adopted by the affirmative vote of a majority of the shares of Alberto Culver common stock outstanding as of [], 2010, the record date for the special meeting. **Therefore, the failure of any stockholder to vote will have the same effect as a vote by that stockholder against the adoption of the merger agreement. Whether or not you plan to attend the special meeting in person, we request that you complete, sign, date and return the enclosed proxy card or submit your proxy by telephone or over the Internet prior to the special meeting to ensure that your shares will be voted at the special meeting.**

The accompanying proxy statement provides you with detailed information about the special meeting, the merger agreement and the merger. A copy of the merger agreement is attached as Annex A to the accompanying proxy statement. We encourage you to read the accompanying proxy statement and the merger agreement carefully and in their entirety. You may also obtain more information about Alberto Culver from documents we have filed with the Securities and Exchange Commission.

Thank you in advance for your continued support and your consideration of this matter.

Sincerely,

Carol L. Bernick

Executive Chairman

This proxy statement is dated [], 2010, and is first being mailed to stockholders on or about [], 2010.

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ALBERTO CULVER COMPANY

2525 Armitage Avenue

Melrose Park, Illinois 60160

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To the Stockholders of Alberto Culver Company:

Notice is hereby given of a special meeting of stockholders of Alberto Culver Company, a Delaware corporation (Alberto Culver), to be held on [], 2010, starting at [] a.m. central time at [], for the following purposes:

1. To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of September 27, 2010, among Alberto Culver, Unilever PLC, a company incorporated under the laws of and registered in England, Unilever, N.V., a Netherlands corporation, Conopco, Inc., a New York corporation (Unilever USA) and ACE Merger Inc., a Delaware corporation and wholly-owned subsidiary of Unilever USA (Merger Sub), as it may be amended from time to time, which provides for, among other things, the merger of Merger Sub with and into Alberto Culver, with Alberto Culver continuing as the surviving corporation and a wholly-owned subsidiary of Unilever USA and the conversion of each share of common stock of Alberto Culver outstanding immediately prior to the effective time of the merger (other than shares owned by Unilever USA, Merger Sub or Alberto Culver or with respect to which appraisal rights have been properly exercised) into the right to receive \$37.50 in cash, without interest and less applicable withholding taxes.
2. To consider and vote on a proposal to adjourn the special meeting to a later date or time, if necessary or appropriate, for the purpose of soliciting additional proxies in the event there are insufficient votes at the time of the special meeting to adopt the merger agreement.
3. To consider and vote on such other business as may properly come before the special meeting by or at the direction of the Alberto Culver Board of Directors or any adjournment or postponement of the special meeting.

Only stockholders of record at the close of business on [], 2010, the record date for the special meeting, are entitled to receive notice of and to vote at the special meeting and at any adjournment or postponement thereof. Each stockholder is entitled to one vote for each share of Alberto Culver common stock held by it of record as of the close of business on the record date.

THE ALBERTO CULVER BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT AND FOR THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES.

Under Delaware law, Alberto Culver stockholders who do not vote in favor of the merger agreement and the merger will have the right to seek appraisal of the fair value of their shares as determined by the Delaware Court of Chancery if the merger is completed, but only if they submit a written demand for such an appraisal prior to the vote on the merger agreement and the merger and comply with the other Delaware law procedures explained in the accompanying proxy statement.

By Order of the Board of Directors,

Regardless of whether you plan to attend the special meeting in person, we request that you complete, sign, date and return the enclosed proxy card or submit your proxy by telephone or over the Internet prior to the special meeting to ensure that your shares will be voted at the special meeting. If you have Internet access, we encourage you to record your vote via the Internet. Properly executed proxy cards with no instructions indicated on the proxy card will be voted FOR the adoption of the merger agreement and FOR the adjournment of the special meeting for the purpose of soliciting additional proxies. If you attend the special meeting, you may revoke your proxy and vote in person if you wish, even if you have previously returned your proxy card. Your prompt attention is greatly appreciated.

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- Annex A: Agreement and Plan of Merger, dated as of September 27, 2010, by and among Unilever PLC, Unilever N.V., Conopco, Inc., ACE Merger, Inc. and Alberto Culver Company.
- Annex B: Stockholder Agreement, dated as of September 27, 2010, by and among Conopco, Inc. and the Stockholders listed on the signature pages thereto.
- Annex C: Opinion of Credit Suisse Securities (USA) LLC.
- Annex D: Section 262 of the General Corporation Law of the State of Delaware.

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SUMMARY TERM SHEET

The following summary highlights information in this proxy statement and may not contain all the information that is important to you. Accordingly, we encourage you to read carefully this entire proxy statement, its annexes and the documents referred to or incorporated by reference in this proxy statement. In this proxy statement the terms Alberto Culver, the Company, we, our or us refer to Alberto Culver Company, and where appropriate, its subsidiaries. Each item in this summary includes a page reference directing you to a more complete description of the item in this proxy statement.

The Merger (Page 12)

The Agreement and Plan of Merger, dated as of September 27, 2010, which we refer to as the merger agreement, among Alberto Culver, Unilever PLC, Unilever N.V., Conopco, Inc., which we refer to as Unilever USA, and ACE Merger, Inc., which we refer to as Merger Sub, provides that Merger Sub, a wholly-owned subsidiary of Unilever USA, will merge with and into Alberto Culver. As a result of the merger, Alberto Culver will become a wholly-owned subsidiary of Unilever USA. Upon completion of the proposed merger, shares of Alberto Culver common stock will no longer be listed on any stock exchange or quotation system. At the completion of the merger, each outstanding share of Alberto Culver common stock (other than shares of Alberto Culver common stock owned directly or indirectly by Unilever USA, Merger Sub or Alberto Culver or with respect to which appraisal rights have been properly demanded) will be converted into the right to receive \$37.50 in cash, without interest and less applicable withholding taxes.

The Special Meeting (Page 8)

Date, Time and Place. The special meeting will be held on [], 2010, starting at [] a.m. central time at [].

Purpose. You will be asked to consider and vote upon (1) the adoption of the merger agreement, (2) the adjournment of the special meeting to a later date, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement and (3) such other business as may properly come before the special meeting by or at the direction of our board of directors or any adjournments or postponements of the special meeting.

Record Date and Quorum. You are entitled to vote at the special meeting if you were the record owner of shares of Alberto Culver common stock at the close of business on [], 2010, the record date for the special meeting. Stockholders of record of Alberto Culver common stock as of the close of business on the record date will have one vote for each share of Alberto Culver common stock owned of record on the record date. As of [], 2010, there were [] shares of Alberto Culver common stock issued and outstanding and entitled to vote. A majority of the shares of Alberto Culver common stock outstanding and entitled to vote at the special meeting constitutes a quorum for the purpose of the special meeting. In the event that a quorum is not present in person or represented by proxy at the special meeting, the meeting may be adjourned or postponed to solicit additional proxies.

Vote Required. The adoption of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Alberto Culver common stock entitled to vote thereon. If a quorum is present, approval of any proposal to adjourn the special meeting, if necessary or appropriate, for the purpose of soliciting additional proxies requires the affirmative vote of the holders of a majority of the shares of Alberto Culver common stock present in person or represented by proxy at the special meeting and entitled to vote on the matter.

The Companies (Page 7)

Alberto Culver Company. Alberto Culver Company develops, manufactures, distributes and markets beauty care products as well as food and household products in the United States and more than 100 other countries. The

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Company is organized into two reportable business segments United States and International. The Company's principal executive offices are located at 2525 Armitage Avenue, Melrose Park, Illinois 60160, and its phone number is (708) 450-3000.

Unilever. The Unilever Group is one of the world's leading suppliers of consumer goods in more than 100 countries. Unilever PLC and Unilever N.V., together with their group companies, operate effectively as a single economic entity. Unilever USA is one of the group companies of Unilever PLC and Unilever N.V. in the United States. Unilever N.V.'s principal executive offices are located at Weena 455, 3013 AL, Rotterdam, The Netherlands, and its phone number is +31 (0)10 217 4000. Unilever PLC's principal executive offices are located at 100 Victoria Embankment, London, England EC4Y 0DY and its phone number is +44 (0)20 7822 5252. Unilever USA's principal executive offices are located at 800 Sylvan Avenue, Englewood Cliffs, NJ 07632 and its phone number is (201) 894-4996.

We refer to Unilever PLC and Unilever N.V. together as the Unilever Parents. We refer to the Unilever Parents collectively with all of the group companies of the Unilever Parents, including Unilever USA and Merger Sub, as the Unilever Group or Unilever.

ACE Merger, Inc. Merger Sub, a Delaware corporation and a wholly-owned subsidiary of Unilever USA, was formed solely for the purpose of facilitating Unilever USA's acquisition of Alberto Culver. Unilever USA has informed us that Merger Sub has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement. Upon consummation of the proposed merger, Merger Sub will merge with and into Alberto Culver and will cease to exist. Merger Sub's principal executive offices are located at 800 Sylvan Avenue, Englewood Cliffs, New Jersey, 07632, and its telephone number is (201) 894-4996.

Consideration to be Received in the Merger (Page 42)

If the merger is completed, each share of Alberto Culver common stock outstanding immediately prior to the effective time of the merger (other than shares owned directly or indirectly by Unilever USA, Merger Sub or Alberto Culver and shares with respect to which appraisal rights are properly demanded) will be converted into the right to receive \$37.50 in cash, which we refer to as the merger consideration, without interest and less applicable withholding taxes.

Treatment of Outstanding Options, Restricted Stock, Performance Units and Stock Units in the Merger (Page 43)

If the merger is completed,

each outstanding option to purchase Alberto Culver common stock, whether vested or unvested, will be cancelled at the effective time of the merger in consideration for the fully vested right to receive a cash payment equal to the excess, if any, of \$37.50 over the per share exercise price of the option multiplied by the number of shares of Alberto Culver common stock subject to such option;

each outstanding share of Alberto Culver common stock subject to vesting or forfeiture restrictions, which we refer to as restricted stock, will be converted into a fully vested right to receive \$37.50;

each outstanding performance unit for a performance period not yet completed will be converted into an amount of cash equal to \$1,000 multiplied by a fraction, the numerator of which is the number of months during the applicable performance period that have elapsed prior to the merger or, if at least six full calendar months of any fiscal year within the performance period have elapsed prior to the merger, then all calendar months during such fiscal year will be treated as having elapsed, and the denominator of which is the total number of months during the applicable performance period; and

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all Alberto Culver common stock units credited to the account of each participant in the Alberto Culver Deferred Compensation Plans for Non-Employee Directors will be converted into the right to receive a cash payment in an amount equal to the product of (i) the number of such common stock units credited to the account and (ii) \$37.50, and such payment will be made in accordance with the terms of such plans.

Guaranty by Unilever PLC and Unilever N.V. (Page 52)

Unilever PLC and Unilever N.V. jointly and severally, irrevocably, absolutely and unconditionally guarantee to us the prompt and complete performance of the obligations of Unilever USA described in the section of this proxy statement titled "The Merger Agreement - Efforts to Consummate the Merger; Regulatory Matters," and all monetary obligations of Unilever USA and Merger Sub under the merger agreement.

Reasons for the Merger (Page 17)

In reaching its decision to approve and declare advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement, the Alberto Culver board of directors consulted with Alberto Culver's senior management, as well as its financial and legal advisors, and considered a number of factors that the board members believed supported their decision.

Recommendation of Alberto Culver Board of Directors (Page 17)

The Alberto Culver board of directors has unanimously determined that the entry into the merger agreement and the consummation of the merger and the other transactions contemplated by the merger agreement are in the best interests of Alberto Culver and its stockholders, unanimously approved and declared advisable the merger agreement, the merger and the other transactions contemplated thereby and unanimously determined that the merger consideration is fair to the stockholders of Alberto Culver entitled to receive the merger consideration. The Alberto Culver board of directors unanimously recommends that Alberto Culver stockholders vote **FOR** the adoption of the merger agreement and **FOR** the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies.

Stockholder Agreement (Page 59)

In connection with the transactions contemplated by the merger agreement, Leonard H. Lavin and Carol L. Bernick, our chairman emeritus and executive chairman, respectively, certain trusts for the benefit of Mr. Lavin and/or his descendants, including Ms. Bernick, and a partnership whose partners are trusts for the benefit of one or more of such individuals, which we refer to collectively as the Lavin family stockholders, entered into a stockholder agreement with Unilever USA pursuant to which they agreed, among other things, to vote certain shares of Alberto Culver common stock owned by them in favor of the merger, subject to certain exceptions. Those shares represent approximately 12% of the outstanding shares of Alberto Culver common stock.

Common Stock Ownership of Directors and Executive Officers (Page 63)

As of [], 2010, the record date for the special meeting, the directors and executive officers of Alberto Culver, including the directors and executive officers party to the stockholder agreement, beneficially owned in the aggregate approximately [] shares of Alberto Culver common stock entitled to vote at the special meeting, representing approximately []% of the outstanding shares of Alberto Culver common stock.

Opinion of Credit Suisse (Page 19)

On September 26, 2010, Credit Suisse Securities (USA) LLC, which we refer to as Credit Suisse, rendered its oral opinion to our board of directors (which was subsequently confirmed in writing by delivery of Credit

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Suisse's written opinion dated the same date) to the effect that, as of September 26, 2010, and based upon and subject to the assumptions and qualifications stated in its opinion, the consideration to be received by the holders of our common stock in the merger was fair, from a financial point of view, to such stockholders.

Credit Suisse's opinion was directed to our board of directors and only addressed the fairness from a financial point of view of the consideration to be received by the holders of our common stock in the merger and did not address any other aspect or implication of the merger, or the stockholder agreement or any other agreement, arrangement or understanding entered into in connection with the merger or otherwise. The summary of Credit Suisse's opinion in this proxy statement is qualified in its entirety by reference to the full text of its written opinion, which is included as Annex C to this proxy statement and sets forth the procedures followed, assumptions made, qualifications and limitations on the review undertaken and other matters considered by Credit Suisse in preparing its opinion. However, neither Credit Suisse's written opinion nor the summary of its opinion and the related analyses set forth in this proxy statement are intended to be, and do not constitute, advice or a recommendation to any stockholder as to how such stockholder should act or vote with respect to the merger.

Material U.S. Federal Income Tax Consequences of the Merger (Page 34)

The receipt of cash for shares of Alberto Culver common stock pursuant to the merger will be a taxable transaction for U.S. federal income tax purposes. In general, for U.S. federal income tax purposes, a holder of Alberto Culver common stock will recognize gain or loss in an amount equal to the difference, if any, between (1) the amount of cash received in the merger and (2) the holder's adjusted tax basis in the shares. Stockholders should consult their tax advisors to determine the particular tax consequences to them (including the application and effect of any state, local or foreign and other tax laws) of the merger.

Interests of Alberto Culver's Directors and Executive Officers in the Merger (Page 28)

In considering the recommendation of the Alberto Culver board of directors to adopt the merger agreement you should be aware that Alberto Culver's directors and executive officers have interests in the merger that are different from, or in addition to, their interests as Alberto Culver stockholders. The Alberto Culver board of directors was aware of and considered these interests, among other matters, in reaching its decision to approve and declare advisable the merger agreement, the merger and the other transactions contemplated the merger agreement. All of Alberto Culver's executive officers are parties to change in control severance agreements with Alberto Culver, each of which provides severance and other benefits in the case of qualifying separations from service in connection with a change in control of Alberto Culver, including the consummation of the merger. Alberto Culver's executive officers and directors participate in certain other plans and arrangements that provide for payments upon the acceleration of vesting and other payments upon a change in control of Alberto Culver, including the consummation of the merger. Executive officers and directors of Alberto Culver have rights to indemnification, advancement of expenses and directors' and officers' liability insurance that will survive consummation of the merger.

Appraisal Rights (Page 37)

Under Delaware law, Alberto Culver stockholders who do not vote for the adoption of the merger agreement will have the right to seek appraisal of the fair value of their shares as determined by the Delaware Court of Chancery if the merger is completed, but only if they submit a written demand for such an appraisal prior to the vote on the merger agreement and the merger and comply with the other Delaware law procedures explained in this proxy statement.

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Conditions to the Merger (Page 52)

Conditions to Each Party's Obligations. Our, Unilever USA's and Merger Sub's obligations to effect the merger are subject to the satisfaction or waiver of the following conditions:

the adoption of the merger agreement by our stockholders;

the expiration or termination of (i) any waiting period applicable to the merger required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which we refer to as the HSR Act, and (ii) any agreement with any governmental entity not to consummate the merger;

the receipt, expiration or termination, as applicable, of all waivers, consents, approvals and waiting periods under any competition, merger control, antitrust or similar law or regulation in each jurisdiction agreed to by the parties and as may be necessary in any other jurisdiction; and

no temporary restraining order, preliminary or permanent injunction or other judgment or order issued by any court of competent jurisdiction or other statute, law, rule, legal restraint or prohibition is in effect that would, and there is no pending or threatened suit, action or proceeding by any governmental entity that would reasonably be expected to, prevent, make illegal or prohibit the consummation of the merger.

Conditions to Alberto Culver's Obligations. Our obligations to effect the merger are subject to the further satisfaction by Unilever USA and/or Merger Sub or waiver by us of the following conditions:

Unilever USA's and Merger Sub's representations and warranties (i) with respect to their corporate power and authority to execute and deliver the merger agreement and consummate the merger and state takeover laws are true and correct in all material respects and (ii) contained in the remainder of the merger agreement, in each case disregarding any exception as to materiality or Parent Material Adverse Effect (as such term is described in the section of this proxy statement titled "The Merger Agreement Representations and Warranties"), shall be true and correct, except where the failure to be so true and correct individually or in the aggregate has not had and would not reasonably be expected to have a Parent Material Adverse Effect, in each case as of the date of the merger agreement and as of the date of the closing of the merger as though made on the date of the closing of the merger (unless such representations and warranties speak as of a specified date, in which case as of such specified date), and we have received a certificate to that effect; and

Unilever USA's and Merger Sub's performance, in all material respects, of all obligations required to be performed by them under the merger agreement at or prior to the closing date of the merger, and we have received a certificate to that effect.

Conditions to Unilever USA's and Merger Sub's Obligations. Unilever USA's and Merger Sub's obligations to effect the merger are further subject to the satisfaction by us or waiver by them of the following conditions:

our representations and warranties (i) with respect to the absence of any material adverse effect on us and our subsidiaries from September 30, 2009 to the date of the merger agreement shall be true and correct; (ii) with respect to our subsidiaries, our outstanding options, our indebtedness, our corporate power and authority to execute the merger agreement and consummate the merger, the required vote of our stockholders, state takeover laws and brokers and financial advisers, in each case disregarding any exception as to materiality or material adverse effect, shall be true and correct in all material respects and (iii) contained in the remainder of the merger agreement, in each case disregarding any exception as to materiality or material adverse effect, shall be true and correct, except where the failure to be so true and correct individually or in the aggregate has not had and would not reasonably

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expected to have a material adverse effect, in each case as of the date of the merger agreement and as of the date of the

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closing of the merger as though made on the date of the closing of the merger (unless such representations and warranties speak as of a specified date, in which case as of such specified date), and Unilever USA has received a certificate to that effect;

our performance, in all material respects, of all obligations required to be performed by us under the merger agreement at or prior to the closing date, and Unilever USA has received a certificate to that effect; and

no temporary restraining order, preliminary or permanent injunction or other judgment or order issued by any court of competent jurisdiction or other statute, law, rule, legal restraint or prohibition is in effect, and there is no pending or threatened suit, action or proceeding by any governmental entity, that would reasonably be expected to result in a substantial detriment.

The concept of a material adverse effect with respect to us and our subsidiaries is described in the section of this proxy statement titled "The Merger Agreement - Representations and Warranties." The concept of substantial detriment is described in the section of this proxy statement titled "The Merger Agreement - Efforts to Consummate the Merger; Regulatory Matters."

No Solicitation (Page 48)

The merger agreement provides that we and our subsidiaries may not solicit or negotiate takeover proposals (as that term is described in the section of this proxy statement titled "The Merger Agreement - No Solicitation"). However, under certain circumstances the merger agreement permits us to respond to certain written takeover proposals we receive and, subject to payment of a termination fee, terminate the merger agreement to enter into a definitive agreement to effect a superior proposal (as that term is described in the section of this proxy statement titled "The Merger Agreement - No Solicitation").

Termination of the Merger Agreement (Page 53); Termination Fee (Page 55)

Unilever USA and Alberto Culver may terminate the merger agreement at any time upon mutual written consent of the parties. Other circumstances under which Unilever USA or Alberto Culver may terminate the merger agreement are described in the section of this proxy statement titled "The Merger Agreement - Termination of the Merger Agreement".

We are required to pay Unilever USA a termination fee of \$125,000,000 if the merger agreement is terminated following our board of directors change of its recommendation in favor of the merger or our acceptance of a superior proposal (as such term is described in the section of this proxy statement titled "The Merger Agreement - No Solicitation") from another party or under certain other circumstances, all as described in the section of this proxy statement titled "The Merger Agreement - Transaction Fees and Expenses; Termination Fee".

Unilever USA is required to pay us a termination fee of \$125,000,000 under certain circumstances relating to a failure to obtain antitrust approvals. See the section of this proxy statement titled "The Merger Agreement - Transaction Fees and Expenses; Termination Fee".

Regulatory Approvals (Page 35)

Under the provisions of the HSR Act, the merger may not be completed until notification and report forms have been filed with the Antitrust Division of the United States Department of Justice, which we refer to as the Antitrust Division, and the Federal Trade Commission, which we refer to as the FTC, by Alberto Culver and Unilever USA and the applicable waiting period has expired or been terminated. We are also required to obtain

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competition and antitrust approvals in Canada, Argentina, Mexico, the Republic of South Africa, Italy, the United Kingdom and the Republic of Ireland. Approvals may also be required in certain other jurisdictions. We and Unilever USA have been preparing required antitrust and competition law filings. While we expect to obtain all required competition and antitrust approvals, we cannot assure you that these competition and antitrust approvals will be obtained or that the granting of these competition and antitrust approvals will not involve the imposition of additional conditions on the completion of the merger or require changes to the terms of the merger agreement. For a discussion of the parties obligations to use certain efforts to obtain regulatory approvals for the merger, see the section of this proxy statement titled "The Merger Agreement - Efforts to Consummate the Merger; Regulatory Matters."

Current Market Price of Common Stock (Page 62)

Alberto Culver common stock trades on the New York Stock Exchange, which we refer to as the NYSE, under the ticker symbol "ACV". The closing sale price of Alberto Culver common stock on the NYSE on September 24, 2010, the last full trading day prior to date of the public announcement of merger agreement, was \$31.48. On [], 2010, the last full trading day prior to the date of this proxy statement, the closing price of Alberto Culver common stock on the NYSE was \$[]. You are encouraged to obtain current market quotations for Alberto Culver common stock in connection with voting your shares.

Delisting and Deregistration of Alberto Culver Common Stock (Page 36)

If the merger is completed, shares of Alberto Culver common stock will no longer be traded on the NYSE and will be deregistered under the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act.

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

The following questions and answers are intended to address briefly some questions you may have regarding the special meeting and the proposed merger. These questions and answers may not address all questions that may be important to you as a stockholder. Please refer to the more detailed information contained elsewhere in this proxy statement, as well as the additional documents to which it refers or which it incorporates by reference, including the merger agreement, a copy of which is attached to this proxy statement as Annex A.

Q: Why am I receiving this document?

A: You are receiving this proxy statement because our board of directors is soliciting proxies for use at the special meeting being held to consider and vote upon the proposal to adopt the merger agreement, among other proposals.

Q: When do you expect the merger to be completed?

A: We are working toward completing the merger as quickly as possible. However, the merger cannot be completed until the merger agreement is adopted by our stockholders, and Unilever and we obtain various antitrust and competition law approvals in various jurisdictions. We are working with Unilever to obtain those approvals in an expeditious manner and, as of the date hereof, are uncertain when they will all be received.

Q: Who can vote and attend the special meeting?

A: Holders of record of outstanding shares of Alberto Culver common stock as of the close of business on [], 2010, the record date for the special meeting, are entitled to receive notice of, attend and vote or be represented by proxy at the special meeting and any adjournment or postponement of the special meeting. Each share of Alberto Culver common stock outstanding as of the close of business on the record date is entitled to one vote on each matter properly brought before the special meeting.

Q: What vote of our stockholders is required to adopt the merger agreement or to approve an adjournment of the special meeting?

A: The affirmative vote of a majority of the outstanding shares of Alberto Culver common stock entitled to vote thereon is required to adopt the merger agreement. If a quorum is present, approval of the proposal to adjourn the special meeting to solicit additional proxies requires the affirmative vote of a majority of the outstanding shares of Alberto Culver common stock present in person or by proxy at the special meeting and entitled to vote on the matter.

If a quorum is not present at the special meeting, the special meeting may be adjourned by the chairman of the meeting or the vote of a majority of the shares of Alberto Culver common stock entitled to vote at the special meeting and present in person or by proxy.

Q: What will happen if I abstain from voting or fail to vote?

A: With respect to the proposal to adopt the merger agreement, if you abstain from voting on the proposal, fail to cast your vote in person or by proxy or if your shares are held by your broker, bank or other nominee (i.e. in street name) and fail to give voting instructions to your broker, bank or other nominee on how to vote your shares, it will have the same effect as a vote against the proposal to adopt the merger

agreement.

With respect to the proposal to approve any adjournments of the special meeting for the purpose of soliciting additional proxies, if you fail to cast your vote in person or by proxy or, if you hold your shares in street name and fail to give voting instructions to your broker, bank or other nominee on how to vote your shares, it will not have any effect on the outcome of the vote on that proposal. If you vote to abstain from the proposal, it will have the same effect as a vote against the adjournment proposal.

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Q: How does the Alberto Culver board of directors recommend that I vote?

A: The Alberto Culver board of directors unanimously recommends that our stockholders vote **FOR** the proposal to adopt the merger agreement and **FOR** the proposal to approve any adjournments of the special meeting.

Q: How do I cast my vote?

A: If you are a holder of record of Alberto Culver common stock as of the close of business on the record date, you may authorize a proxy to vote your shares at the special meeting or you may vote your shares in person at the special meeting. You can authorize your proxy by completing, signing, dating and returning the enclosed proxy card in the accompanying pre-addressed, postage-paid envelope, or, if you prefer, by telephone or via the Internet by following the instructions on the enclosed proxy card.

Q: How do I cast my vote if my shares of common stock are held of record in street name ?

A: If you hold your shares of common stock in street name through a broker, bank or other nominee, your broker, bank or nominee will not vote your shares unless you provide instructions on how to vote. You should receive a voting instruction form from the broker, bank or other nominee that is the record holder of your shares. You must follow the directions on the voting instruction form to provide your broker, bank or other nominee with instructions on how to vote your shares. The inability of your broker, bank or other nominee to vote your shares will have the same effect as a vote against the proposal to adopt the merger agreement and will have no effect on the proposal to approve any adjournments of the special meeting for the purpose of soliciting additional proxies. If your shares are held in street name, please refer to the voting instruction form used by your broker, bank or other nominee, or contact them directly, to see if you may submit voting instructions using the Internet or telephone.

Q: How will proxy holders vote my shares of common stock?

A: If you properly authorize a proxy prior to the special meeting, your shares of common stock will be voted as you direct. If you authorize a proxy but no direction is otherwise made, your shares of common stock will be voted **FOR** the proposal to adopt the merger agreement and **FOR** the proposal to approve any adjournments of the special meeting for the purpose of soliciting additional proxies. The proxy holders will vote in their discretion upon such other matters as may properly come before the special meeting by or at the direction of our board of directors or any adjournment or postponement of the special meeting.

Q: What happens if I sell my shares of common stock before the special meeting?

A: If you held your shares of Alberto Culver common stock as of the close of business on the record date but transfer them prior to the effective time of the merger, you will retain your right to vote at the special meeting, but not the right to receive the merger consideration for the shares. The right to receive such consideration when the merger becomes effective will pass to the person who owns the shares you previously owned.

Q: Can I change my vote after I have mailed my proxy card?

A: Yes. If you own shares of common stock as a record holder as of the close of business on the record date, you may revoke a previously authorized proxy at any time prior to its exercise by delivering a properly executed, later-dated proxy card, by authorizing your proxy by telephone or Internet at a later date than your previously authorized proxy, by filing a written revocation of your proxy with our Secretary

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or by voting in person at the special meeting. Attendance at the meeting will not, in itself, constitute revocation of a previously authorized proxy. If you own shares of common stock in street name, you may revoke or change previously granted voting instructions by following the instructions provided by the broker, bank or other nominee that is the registered owner of the shares.

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Q: Should I send in my certificates representing shares of common stock now?

A: No. Shortly after the merger is completed, you will receive a letter of transmittal with instructions informing you how to send your share certificates to the paying agent in order to receive the merger consideration. You should use the letter of transmittal to exchange shares of common stock for the merger consideration to which you are entitled as a result of the merger. **DO NOT SEND ANY SHARES WITH YOUR PROXY.**

Q: What will happen to the common stock that I currently own after completion of the merger?

A: Following the completion of the merger, your shares of common stock will be cancelled and will represent only the right to receive your portion of the merger consideration. Trading in Alberto Culver common stock on the NYSE will cease and price quotations for Alberto Culver common stock will no longer be available.

Q: Where can I find more information about the company?

A: We file certain information with the Securities and Exchange Commissions, which we refer to as the SEC. You may read and copy this information at the SEC's public reference facilities. You may call the SEC at 1-800-SEC-0330 for information about these facilities. This information is also available on the SEC's website at www.sec.gov and on our website at www.alberto.com. Information contained on our website is not part of, or incorporated in, this proxy statement. You can also request copies of these documents from us. See the section of this proxy statement titled "Where You Can Find More Information" on page 65.

Q: Who will solicit and pay the cost of soliciting proxies?

A: We will bear the cost of soliciting proxies for the special meeting. The Alberto Culver board of directors is soliciting your proxy on our behalf. Our directors, officers and employees may solicit proxies by telephone and facsimile, by mail, on the Internet or in person. They will not be paid any additional amounts for soliciting proxies. We have retained Innisfree M&A Incorporated to assist us in the solicitation of proxies. We expect to pay Innisfree M&A Incorporated a fee not to exceed \$75,000 for its services. We will also pay additional fees to Innisfree M&A Incorporated depending upon the extent of additional services requested by us and reimburse Innisfree M&A Incorporated for expenses it incurs in connection with its engagement by us. We also will request that banking institutions, brokerage firms, custodians, trustees, nominees, fiduciaries and other like record holders forward the solicitation materials to the beneficial owners of common stock held of record by such person, and we will, upon request of such record holders, reimburse forwarding charges and out-of-pocket expenses.

Q: Who can help answer my other questions?

A: If you have more questions about the special meeting or the merger, you should contact our proxy solicitation agent, Innisfree M&A Incorporated, as follows:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, New York 10022

Stockholders Call Toll-Free: (877) 750-9501

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Banks and Brokers May Call Collect: (212) 750-5833

If you hold your shares through a broker, bank or other nominee, you also should call your broker, bank or other nominee for additional information.

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Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders to be held on [], 2010

The Notice of Special Meeting of Stockholders, this proxy statement, and all of Alberto Culver's filings with the SEC that are incorporated in this proxy statement by reference are available at [www.\[\]](http://www.[]).

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION

This proxy statement, and the documents to which we refer you in this proxy statement, include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements contain words such as believes, estimates, anticipates, continues, predicts, potential, contemplates, expects, may, will, likely, could, should or would or other similar words or phrases. These statements are based on our management's current expectations and assessments of risks and uncertainties and reflect various assumptions concerning anticipated results, which may or may not prove to be correct. Some of the factors that could cause actual results to differ materially from estimates or projections contained in such forward-looking statements include:

the effect of the announcement of the merger on our business relationships, operating results and business generally;

the ability to retain certain of our key employees;

the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement;

the adoption of the merger agreement by our stockholders or other conditions to the completion of the transaction not being satisfied, or the regulatory approvals required for the transaction not being obtained on the terms expected or on the anticipated schedule;

the amount of the costs, fees, expenses and charges related to the merger;

Unilever's ability to meet expectations regarding the timing and completion of the merger;

the pattern of brand sales;

competition within the relevant product markets;

loss of one or more key customers;

inability of efficiency initiatives to improve our margins;

loss of one or more key suppliers or contract packers;

inability to protect our intellectual property;

the disruption of normal business activities due to our implementation of a new worldwide ERP system;

manufacturing and supply chain disruptions;

adverse changes in currency exchange rates;

special demands by key customers;

risks inherent in acquisitions, divestitures and strategic alliances, including, without limitation, undisclosed liabilities and obligations for which we may have limited or no recourse;

risks inherent in expanding in existing geographic locations and entering new geographic locations;

the risk that the expected cost savings related to reorganizations and restructurings may not be realized;

the effects of a prolonged United States or global economic downturn or recession;

health epidemics;

unavailability of raw materials or finished products;

increases in costs of raw materials and inflation rates;

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events that negatively affect the intended tax free nature of the distribution of our shares in connection with the separation of Alberto Culver and Sally Beauty Holdings, Inc. involving Clayton, Dubilier & Rice in 2006, which we refer to as the spinoff;

changes in costs;

the unanticipated costs and effects of legal or administrative proceedings;

adverse weather conditions; and

variations in political, economic or other factors such as interest rates, availability of credit, tax changes, legal and regulatory changes or other external factors over which we have no control.

These forward-looking statements speak only as of the date of this proxy statement, or in the case of forward-looking statements contained in documents incorporated in this proxy statement by reference, the date of such documents, and there is no undertaking to update or revise them as more information becomes available except as required by law. Additional factors that could cause our results to differ materially from those described in the forward-looking statements can be found in our 2009 Annual Report on Form 10-K filed with the SEC on November 24, 2009 and our Quarterly Reports on Form 10-Q for the quarterly periods ended December 31, 2009, March 31, 2010 and June 30, 2010, filed with the SEC on February 4, 2010, May 7, 2010 and August 5, 2010, respectively.

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THE COMPANIES

Alberto Culver Company

Alberto Culver Company develops, manufactures, distributes and markets beauty care products as well as food and household products in the United States and more than 100 other countries. Our beauty care products marketed in the United States include the TRESemmé, Alberto VO5, Nexxus and Consort lines of hair care products, the St. Ives and Noxzema lines of skin care products, FDS feminine deodorant sprays and the Motions, Soft & Beautiful, Just For Me, TCB and Comb-Thru lines of multicultural hair care products. Food and household products sold in the United States include Mrs. Dash salt-free seasoning blends, Static Guard anti-static spray, Molly McButter butter flavored sprinkles, SugarTwin sugar substitute and Kleen Guard furniture polish. In the United Kingdom and Europe, we sell products which include the TRESemmé, Alberto VO5, Alberto Balsam and Andrew Collinge lines of hair care products and the Simple and St. Ives lines of skin care products. In Canada, we sell most of the products marketed in the United States along with the Alberto European line of hair care products. Our products marketed in Latin America include the TRESemmé, Alberto VO5, Folicure and Antiall lines of hair care products, the St. Ives line of skin care products, Veritas soap and deodorant body powder products and Farmaco soap products. Our principal markets in Latin America are Mexico, Puerto Rico, the Caribbean, Argentina and Chile. Our beauty care products, including TRESemmé, Alberto VO5, St. Ives and the various multicultural hair care brands, are also sold in Australia and New Zealand and portions of Asia and Africa. We also perform custom label manufacturing of other companies' beauty care products in the United States. Our principal executive offices are located at 2525 Armitage Avenue, Melrose Park, Illinois 60160, and our phone number is (708) 450-3000.

Unilever

The Unilever Group is one of the world's leading suppliers of consumer goods in more than 100 countries. Consumers use the Unilever Group's products approximately two billion times every day. The Unilever Group's portfolio includes eleven billion brands, and global leadership in many categories in which it operates. The portfolio features iconic brands such as Dove, TIGI, Lux, Axe/Lynx, Omo/Persil/Ala/Skip, Domestos/Glorix, Knorr, Hellmann's, and Lipton. The Unilever Group has around 163,000 employees and generated annual sales of \$40 billion in 2009.

Unilever PLC and Unilever N.V., together with their group companies, operate effectively as a single economic entity. Unilever USA is one of the group companies of Unilever PLC and Unilever N.V. in the United States. Unilever N.V.'s principal executive offices are located at Weena 455, 3013 AL, Rotterdam, The Netherlands, and its phone number is +31 (0)10 217 4000. Unilever PLC's principal executive offices are located at 100 Victoria Embankment, London, England EC4Y 0DY and its phone number is +44 (0)20 7822 5252. Unilever USA's principal executive offices are located at 800 Sylvan Avenue, Englewood Cliffs, New Jersey 07632, and its phone number is (201) 894-4996.

ACE Merger, Inc.

Merger Sub, a Delaware corporation and a wholly-owned subsidiary of Unilever USA, and was formed solely for the purpose of facilitating Unilever USA's acquisition of Alberto Culver. Unilever USA has informed us that Merger Sub has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement. Upon consummation of the proposed merger, Merger Sub will merge with and into Alberto Culver and will cease to exist. Merger Sub's principal executive offices are located at 800 Sylvan Avenue, Englewood Cliffs, New Jersey 07632, and its telephone number is (201) 894-4996.

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THE SPECIAL MEETING

Date, Time, Place and Purpose of the Special Meeting

This proxy statement is being furnished to Alberto Culver's stockholders as part of the solicitation of proxies by the Alberto Culver board of directors for use at the special meeting to be held on [], starting at [] a.m. central time, at [], or at any postponement or adjournment thereof. The purpose of the special meeting is for Alberto Culver's stockholders to consider and vote on:

a proposal to adopt the merger agreement, which provides for, among other things, the merger of Merger Sub with and into Alberto Culver, with Alberto Culver continuing as the surviving corporation and a wholly-owned subsidiary of Unilever USA and the conversion of each share of Alberto Culver common stock outstanding immediately prior to the effective time of the merger (other than shares owned by Unilever USA, Merger Sub or Alberto Culver or with respect to which appraisal rights have been properly demanded) into the right to receive \$37.50 in cash, without interest and less applicable withholding taxes;

a proposal to adjourn the special meeting to a later date or time, if necessary or appropriate, to solicit additional proxies in the event there are insufficient votes at the time of the special meeting to adopt the merger agreement; and

such other business as may properly come before the special meeting by or at the direction of our board of directors or any adjournments or postponements of the special meeting.

We do not expect a vote to be taken on any other matters at the special meeting. If any other matters are properly presented at the special meeting for consideration, the holders of proxies, if properly authorized, will have discretion to vote on those matters in accordance with their best judgment.

Record Date and Quorum

We have fixed the close of business on [], 2010 as the record date for the special meeting, and only holders of record of Alberto Culver common stock at the close of business on the record date are entitled to notice of and to vote at the special meeting and any adjournments or postponements thereof. As of the record date, there were [] shares of Alberto Culver common stock outstanding and entitled to vote. Each holder of record of Alberto Culver common stock on the record date will be entitled to one vote for each share owned of record as of the close of business on the record date.

A majority of the shares of Alberto Culver common stock outstanding and entitled to vote at the special meeting constitutes a quorum for the purpose of considering the proposals. Shares of Alberto Culver common stock present in person or represented at the special meeting but not voted, including shares of Alberto Culver common stock for which proxies have been received but for which stockholders have abstained, will be treated as present at the special meeting for purposes of determining the presence or absence of a quorum for the transaction of all business. In the event that a quorum is not present at the special meeting, the special meeting may be adjourned by the chairman of the meeting or a majority of the shares present in person or by proxy at the meeting and entitled to vote at the special meeting.

Vote Required for Approval

Adoption of the merger agreement requires the affirmative vote of a majority of the outstanding shares of Alberto Culver common stock entitled to vote thereon. **Therefore, if you abstain or fail to vote, it will have the same effect as a vote AGAINST the adoption of the merger agreement.** In addition, if your shares are held in street name by a broker, bank or other nominee, your broker, bank or other nominee will not be entitled to vote your shares on the proposal to adopt the merger agreement in the absence of specific instructions from you. **These non-voted shares will have the same effect as a vote AGAINST the adoption of the merger agreement.**

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The adoption of the proposal to adjourn the special meeting to a later time, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of the shares of Alberto Culver common stock present in person or represented by proxy at the special meeting and entitled to vote thereon. **Therefore, if you abstain, it will have the same effect as a vote AGAINST the adoption of the proposal to adjourn the special meeting and if you fail to vote, it will have no effect on the outcome of the proposal. If you fail to provide your broker with instructions on the proposal, your shares will not be counted as shares present and entitled to vote on the proposal to adjourn the special meeting and will have no effect on the vote to adjourn the special meeting.**

As of the record date, Alberto Culver's directors and executive officers held and are entitled to vote, in the aggregate, approximately [] shares of Alberto Culver common stock, representing approximately []% of Alberto Culver's outstanding common stock. Our directors and executive officers have informed us that they intend to vote the shares of Alberto Culver common stock **FOR** the proposal to adopt the merger agreement and **FOR** the proposal to approve any adjournments of the special meeting for the purpose of soliciting additional proxies. Pursuant to a stockholder agreement entered into with Unilever USA, Leonard H. Lavin and Carol L. Bernick, our chairman emeritus and executive chairman, respectively, and certain Lavin family stockholders have agreed, among other things, to vote certain shares of Alberto Culver common stock owned by them in favor of the merger, subject to certain exceptions. Those 11,842,778 shares represent approximately []% of the [] outstanding shares of Alberto Culver common stock as of the record date, and 11,815,028 of those shares are included in the shares referenced above as to which directors and executive officers are entitled to vote.

Votes will be tabulated by the inspector of elections of the special meeting, who will separately tabulate affirmative and negative votes and abstentions.

Proxies and Revocation

Stockholders of record as of the close of business on the record date may vote their shares of Alberto Culver common stock by:

submitting their proxy by telephone by following the instructions on the enclosed proxy card;

submitting their proxy via the Internet by following the instructions on the enclosed proxy card;

signing, dating and returning the enclosed proxy card in the accompanying pre-addressed, postage-paid envelope; or

appearing and voting in person at the special meeting.

Whether or not you plan to attend the special meeting in person, we request that you complete, sign, date and return the enclosed proxy card or submit your proxy by telephone or over the Internet prior to the special meeting to ensure that your shares will be voted at the special meeting. If you properly authorize a proxy but no direction is given on how to vote your shares, your shares will be voted **FOR** the adoption of the merger agreement and **FOR** the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies, and in accordance with the discretion of the proxies on any other matters properly brought before the special meeting, or at any adjournment or postponement thereof.

If your shares of Alberto Culver common stock are held in street name by a broker, bank or other nominee, you will receive a voting instruction form from your broker, bank or other nominee with instructions that you must follow in order to have your shares voted. If you have not received such voting instructions or require further information regarding such voting instructions, contact your broker, bank or other nominee. Brokers who hold shares of Alberto Culver common stock in street name for a beneficial owner of those shares typically have the authority to vote in their discretion on routine proposals when they have not received instructions from beneficial owners. However, such brokers will not have such discretion with respect to the

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proposals contained in this proxy statement as such proposals are not considered routine proposals. Therefore, if you do not provide voting direction to your broker in accordance with the instructions provided by such broker, your shares held in street name will not be voted. Accordingly, such uninstructed shares will have the effect of votes **AGAINST** the adoption of the merger agreement, but will have no effect on the proposal to adjourn the special meeting.

Proxies received by Alberto Culver at any time before the vote being taken at the special meeting, which have not been revoked or changed before being voted, will be voted at the special meeting. If you are a stockholder of record of shares of Alberto Culver common stock, you have the right to change or revoke your proxy at any time, unless noted below, before the vote is taken at the special meeting:

by delivering to Alberto Culver's principal executives offices at 2525 Armitage Avenue, Melrose Park, Illinois 60160, Attn: Secretary, a signed written notice of revocation bearing a date later than the date of the proxy, stating that the proxy is revoked;

by attending the special meeting and voting in person (your attendance at the meeting will not, by itself, revoke your proxy; you must vote in person at the meeting);

by signing and delivering a new proxy, relating to the same shares of Alberto Culver common stock and bearing a later date; or

by submitting a new proxy by telephone or via the Internet on a later date but prior to the date of the special meeting.

If you are a street name holder of Alberto Culver common stock, you may change or revoke your vote by submitting new voting instructions to your brokerage firm, bank or other nominee. You must contact your nominee to obtain instructions as to how to change or revoke your proxy.

Questions with respect to the authorization or revocation of any proxies should be directed to:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, New York 10022

Stockholders Call Toll-Free: (877) 750-9501

Banks and Brokers May Call Collect: (212) 750-5833

Adjournments and Postponements

Although it is not currently expected, the special meeting may be adjourned or postponed for any reason. Alberto Culver's amended and restated bylaws provide that any adjournment may be made without notice if announced at the meeting at which the adjournment is taken and that no new record date need be fixed for the adjourned meeting if the adjournment is to a date that is not greater than 30 days after the original date fixed for the special meeting. If no quorum exists, the chairman of the meeting or the holders of a majority of Alberto Culver shares of common stock present in person or represented by proxy and entitled to vote at the special meeting may adjourn the special meeting. If a quorum is present, approval of the proposal to adjourn the meeting will require the affirmative vote of the holders of a majority of the shares of Alberto Culver common stock present in person or by proxy at the special meeting and entitled to vote on the matter. Abstentions will have the same effect on the proposal to adjourn the meeting as a vote **AGAINST** the proposal. Any adjournment of the special meeting for the purpose of soliciting additional proxies will allow Alberto Culver's stockholders who have already sent in their proxies to revoke them at any time prior to their use at the special meeting as adjourned or postponed.

Appraisal Rights

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Under Delaware law, stockholders of record who do not vote in favor of adopting the merger agreement will have the right to have the fair value of their shares of Alberto Culver common stock determined by the Court

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of Chancery of the State of Delaware and to receive payment based on that valuation in lieu of receiving the merger consideration, but only if they properly demand an appraisal of their shares and otherwise comply with all applicable requirements of Delaware law, which are summarized in the section of this proxy statement titled **Appraisal Rights** on page 37. The ultimate amount that dissenting stockholders receive in an appraisal proceeding may be more than, less than, or the same as, the amount that such stockholders would have received under the merger agreement. If a stockholder intends to exercise appraisal rights, among other things, the stockholder must:

send a written demand to us for appraisal in compliance with Delaware law before the vote on adopting the merger agreement at the special meeting;

not vote for the proposal to adopt the merger agreement; and

continuously hold its shares of Alberto Culver common stock from the date such stockholder makes the demand for appraisal through the effective date of the merger.

If a stockholder votes for the proposal to adopt the merger agreement, it will waive its rights to seek appraisal of its shares of Alberto Culver common stock under Delaware law. Also, merely voting against or abstaining with respect to the proposal to adopt the merger agreement will not protect a stockholder's rights to an appraisal. Failure to follow exactly the procedures specified under Delaware law will result in the loss of your appraisal rights as described in the section of this proxy statement titled **Appraisal Rights** on page 37. Delaware law requirements for exercising appraisal rights are described in further detail in this proxy statement and the relevant section of Delaware law regarding appraisal rights is reproduced and attached as Annex D to this proxy statement.

Solicitation of Proxies

We have retained Innisfree M&A Incorporated to assist in the solicitation of proxies for the special meeting. We expect to pay Innisfree M&A Incorporated a fee not to exceed \$75,000 for its services. We will also pay additional fees to Innisfree M&A Incorporated depending upon the extent of additional services requested by us and reimburse Innisfree M&A Incorporated for expenses it incurs in connection with its engagement by us. Our directors, officers and employees may also solicit proxies by personal interview, mail, e-mail, telephone, facsimile or other means of communication. These persons will not be paid additional remuneration for their efforts. We will also request brokers and other fiduciaries to forward proxy solicitation material to the beneficial owners of shares of Alberto Culver common stock that the brokers and other fiduciaries hold of record. Upon request, we will reimburse them for their reasonable out-of-pocket expenses.

Questions and Additional Information

If you have questions about the merger or how to submit your proxy, or if you need additional copies of this proxy statement or the enclosed proxy card or voting instructions, please call our proxy solicitor, Innisfree M&A Incorporated, toll-free at (877) 750-9501 or collect at (212) 750-5833.

Availability of Documents

Documents incorporated by reference (excluding exhibits to those documents unless the exhibit is specifically incorporated by reference into those documents) will be provided by first class mail without charge to each person to whom this proxy statement is delivered upon written or oral request of such person. In addition, our list of stockholders entitled to vote at the special meeting will be available for inspection at our principal executive offices at least 10 days prior to the date of the special meeting and continuing through the special meeting for any purpose germane to the meeting; the list will also be available at the meeting for inspection by any stockholder present at the meeting. See the section of this proxy statement titled **Where You Can Find More Information** for more information regarding where you can request any of the documents incorporated by reference in this proxy statement or other information concerning Alberto Culver.

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THE MERGER

This discussion of the merger is qualified in its entirety by reference to the merger agreement, which is attached to this proxy statement as Annex A and which is incorporated by reference into this proxy statement. You should read the entire merger agreement carefully as it is the legal document that governs the merger.

Background of the Merger

Alberto Culver and its board of directors regularly consider strategic alternatives in order to enhance stockholder value, including, from time to time, a possible sale of the Company.

On April 20 and 21, 2010, our board of directors met to review with management the Company's long-range strategic business plan. While our board of directors and management shared the view that continued growth of the Company's businesses at historic rates was achievable, our directors recognized that it would require greater levels of investment, which in turn would affect the Company's risk profile.

On or about April 28, 2010, an investment banker purporting to represent another company involved in our industry, which we refer to as Company A, contacted Carol Bernick, the executive chairman of our board of directors, to discuss whether Ms. Bernick would be interested in meeting with a senior officer of Company A. In subsequent phone calls with Ms. Bernick and Gary Schmidt, a senior vice president and the general counsel and secretary of the Company, the investment banker confirmed that the purpose of the meeting would be to discuss a possible acquisition of the Company.

On May 5, 2010, our board of directors spoke via teleconference to discuss the inquiry by the investment banker. Representatives of our legal counsel, Sidley Austin LLP, which we refer to as Sidley, also participated. Representatives of Sidley discussed the fiduciary duties of our directors and other legal matters. After discussion of the contact by the investment banker purportedly on behalf of Company A, our directors agreed that Ms. Bernick should meet with the officer of Company A if the officer was interested in doing so. Mr. Schmidt subsequently conveyed Ms. Bernick's willingness to have such a meeting to the investment banker and directed him to advise the officer of Company A to contact her if he was interested in such a meeting. Although there were several generalized communications over the next several weeks with the investment banker, Ms. Bernick was never contacted by the officer.

On June 9, 2010, our board of directors spoke via teleconference. Representatives of Sidley also participated. Our directors discussed the communications with the investment banker regarding Company A and concluded that the investment banker had been operating without Company A's authorization. Representatives of BDT & Company, LLC, which we refer to as BDT, then joined the teleconference. As the chair of the Company's audit committee and Mr. Schmidt had previously been advised, our directors were advised that BDT had recently provided an analysis for the Lavin family regarding the family's holdings, including its ownership interest in the Company. (The senior principal of BDT, Byron Trott, had previously advised the Company in connection with its 2006 transaction involving Sally Beauty Holdings, Inc., when he was a senior investment banker at a global investment bank.) Representatives of BDT delivered a presentation based upon the analysis it had completed for the Lavin family, which had been prepared from publicly available information regarding the Company and the personal care industry. The representatives of BDT noted that the Unilever Group might be potentially interested in a possible transaction, due to its publicly articulated strategy, its relative position in the personal care category as a regulatory matter and its financial capacity. Representatives of Sidley discussed the fiduciary duties of our directors and other legal matters. Our directors engaged in an extensive discussion with representatives of BDT. Based on discussions among directors prior to the teleconference regarding the possible retention of BDT or other financial advisors and with the intention of utilizing the services of BDT on behalf of our board of directors, our directors requested that BDT review non-public information about the Company and prepare a detailed analysis of a possible transaction on behalf of our board of directors for consideration at its next meeting.

On June 11, 2010, at the direction of our board of directors, members of our management team met with representatives of BDT to discuss the Company's long-range strategic business plan. Subsequently, BDT

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conducted further due diligence with respect to the Company in order to prepare its analysis for our board of directors.

On June 22, 2010, our board of directors met in person. Representatives of Sidley were also present. Our board of directors was informed that the Lavin family's engagement of BDT had been previously terminated. Our board of directors authorized the retention of BDT as a financial advisor in order to assist the Company in an analysis and consideration of strategic alternatives, including the possible sale of the Company. Our board of directors recognized that if it determined to pursue a sale of the Company, it would retain an additional investment banking firm to render an opinion as to fairness, as it was BDT's policy not to deliver such opinions. Representatives of BDT delivered a presentation regarding its analysis of the Company and its strategic alternatives, and indicated that, based on the factors outlined by BDT in the June 9 teleconference, the Unilever Group would be the party most likely to be interested in a possible acquisition of the Company. Representatives of BDT suggested that the Unilever Group would be likely to offer a higher price for the Company if it were offered an opportunity to reach a negotiated transaction. Following discussion, our board of directors unanimously authorized BDT to approach the Unilever Group to determine whether and at what value level it might be interested in acquiring the Company. Our board of directors made clear that, in seeking such information, it had not determined to sell the Company but desired to obtain such information that would permit it to evaluate better whether it was in the best interests of the Company's stockholders for the Company to pursue, as an independent company, the long-range business plan discussed at the April 20-21 board meetings. Following the board meeting, we entered into an engagement letter with BDT.

On June 28, 2010, a representative of BDT contacted Paul Polman, the chief executive officer of the Unilever Group, to discuss whether it had any interest in discussing with the Company a potential combination. The representative conveyed to Mr. Polman that our board of directors had not reached a determination to sell the Company, but that it was seeking information as to whether and at what value level the Unilever Group would be interested in acquiring the Company to allow it to better evaluate its strategic alternatives. Mr. Polman indicated that he was familiar with the Company and that he would contact BDT in one to two weeks to discuss the matter further after reviewing publicly available information about the Company.

On July 12, 2010, Mr. Polman contacted a representative of BDT and conveyed that the Unilever Group might be interested in considering an acquisition of the Company. They agreed to schedule a meeting among the Unilever Group, the Company and certain of their respective representatives on July 20, 2010.

On July 20, 2010, Mr. Polman met with Ms. Bernick, V. James Marino, the president and chief executive officer of the Company, and representatives of BDT to discuss a possible transaction. In the meeting, Mr. Polman expressed a preliminary interest in the Unilever Group possibly acquiring the Company in an all-cash transaction and indicated that the Unilever Group would be in a position to propose a preliminary valuation range after conducting further review of the Company and its financial performance based on publicly available information.

On July 21, 2010, our board of directors met in person at a regularly scheduled meeting. Representatives of BDT and Sidley were also present. Ms. Bernick, Mr. Marino and representatives of BDT reported on the recent communications and meeting with the Unilever Group. Our board of directors discussed a possible transaction with the Unilever Group, and representatives of Sidley discussed the fiduciary duties of our directors and, together with representatives of BDT, reviewed certain timing, transaction structure and other considerations.

On July 27, 2010, representatives of BDT spoke with representatives of the Unilever Group's financial advisor, Morgan Stanley & Co., which we refer to as Morgan Stanley, to discuss certain assumptions that Morgan Stanley planned to incorporate in its financial models for purposes of valuing the Company.

On August 12, 2010, Morgan Stanley called BDT and indicated that the Unilever Group would be interested in exploring the possibility of acquiring the Company at a price per share between \$33.00 and \$38.00 in cash, but that it was more likely to be at the lower end of that range based on the limited information regarding the Company available to the Unilever Group as of that date.

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On August 12, 2010, our board of directors met telephonically. Representatives of BDT and Sidley also participated. Representatives of BDT reported to our board of directors regarding its recent communications with Morgan Stanley and the terms of the indication of interest received that morning. Our board of directors discussed the proposed \$33.00 to \$38.00 per share valuation range, and expressed disappointment that the Unilever Group was likely to focus on the lower end of the valuation range. Our board of directors directed BDT to continue its discussions with the Unilever Group regarding the proposed valuation range.

On August 15, 2010, a representative of BDT called Mr. Polman to discuss the Unilever Group's proposed valuation range. The BDT representative informed Mr. Polman that the Company board of directors was disappointed with the breadth and level of the proposed valuation range and the particular focus on the lower half of it. Mr. Polman indicated that the proposed range was preliminary and that non-public information would be required before the Unilever Group would confirm a more specific valuation level.

On August 16, 2010, Mr. Polman called Ms. Bernick to discuss the proposed valuation range, and the need for non-public information in order to be willing to offer a price that approached or exceeded the higher end of the range.

On August 17, 2010, our board of directors met telephonically. Representatives of BDT and Sidley also participated. Ms. Bernick and the representatives of BDT reported on their conversations with Mr. Polman and Morgan Stanley. Representatives of BDT reviewed certain preliminary valuation information with our board of directors, and representatives of Sidley discussed the fiduciary duties of the directors and other legal matters. Our board of directors discussed potential responses to the indication of interest. Ms. Bernick, Mr. Marino and representatives of BDT suggested that our board of directors respond with a valuation range of between \$37.00 and \$41.00 per share. Our board of directors also considered whether to contact other potential buyers if a price above \$37.00 per share could not be reached with the Unilever Group, but after discussing other potential buyers and considering advice from representatives of BDT, among other things, concluded that financial bidders would not be able to offer as much as strategic buyers, and that involving additional strategic buyers in a sale process would be undesirable because it would require sharing more confidential information with competitors and potentially be disruptive to the business and the negotiations with the Unilever Group, without a reasonable likelihood of another party being able to offer a higher price than the Unilever Group. Following the discussion, our board of directors directed BDT to communicate to the Unilever Group a proposed price range of \$37.00 to \$41.00 per share as the basis on which the Company would be prepared to allow the Unilever Group to conduct additional due diligence.

On August 18, 2010, a representative of BDT contacted Mr. Polman and informed him of the \$37.00 to \$41.00 per share valuation range. Mr. Polman indicated that the Unilever Group would need to conduct due diligence of non-public information in order to determine whether it was prepared to offer a price in that range.

On August 21, 2010, we entered into a confidentiality agreement with Unilever United States, Inc. to facilitate the exchange of confidential information.

On August 23, 2010, members of our senior management team made presentations to the Unilever Group's management team and representatives of Morgan Stanley regarding the Company's business. During this meeting, certain financial projections that had been previously prepared by the Company's management team were shared with the Unilever Group's management team. See the section of this proxy statement titled "Financial Projections." At the conclusion of the meetings, Mr. Polman informed Ms. Bernick that the Unilever Group would continue its due diligence review and that he would revert to the board of directors of Unilever N.V. and Unilever PLC for authorization to submit a revised per share valuation.

On August 30, 2010, our board of directors met telephonically. Representatives of BDT and Sidley also participated. Ms. Bernick, Mr. Marino and representatives of BDT reported on communications with the Unilever Group since the August 17 board meeting, including a review of the August 23 meeting and the status of the Unilever Group's due diligence review. Representatives of Sidley discussed the fiduciary duties of our directors and other legal matters. Our board of directors discussed timing and transaction structure considerations, as well as possible next steps upon receipt of a revised indication of price from the Unilever Group.

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On September 6, 2010, representatives of Morgan Stanley called representatives of BDT and informed them that the Unilever Group would be willing to acquire the Company at a price per share of \$35.00.

On September 7, 2010, our board of directors met telephonically. Representatives of BDT and Sidley participated. Ms. Bernick reported on recent developments and the receipt of the revised price proposal from the Unilever Group. Our directors expressed disappointment with the \$35.00 per share offer price and discussed a possible response.

Later on September 7, 2010, Mr. Polman called Ms. Bernick to follow up on the discussion between representatives of Morgan Stanley and BDT. Ms. Bernick conveyed disappointment with the \$35.00 per share offer price and that our board of directors had been expecting a price at the higher end of the price range previously communicated to Mr. Polman. Mr. Polman indicated that he could not offer \$40.00 or \$39.00 per share but that he had some flexibility above \$35.00 or \$36.00 per share, if such a valuation were consistent with the ongoing due diligence review. In addition, Mr. Polman explained that he would need to understand what price level would likely be acceptable to our board of directors. Ms. Bernick indicated that she would be prepared to recommend to our board of directors that a price of \$38.00 per share be accepted, but that she could not assure Mr. Polman that our board of directors would be willing to accept such a price.

Later on September 7, 2010, Ms. Bernick spoke to several directors to determine whether they would be supportive of a price of \$38.00 per share.

Later on September 7, 2010, Ms. Bernick called Mr. Polman and indicated that she had spoken with certain other members of our board of directors and that our board of directors might be willing to support a transaction at a price of \$38.00 per share.

Between September 7, 2010 and September 10, 2010, the Unilever Group received and analyzed further non-public information with respect to the Company.

On September 8, 2010, our board of directors met telephonically. Representatives of BDT and Sidley also participated. Ms. Bernick reported on her conversations with Mr. Polman. Our board of directors directed Ms. Bernick to communicate a willingness to accept a price of \$38.00 per share. Our directors also discussed the retention of a second financial advisor for purposes of rendering an opinion as to the fairness, from a financial point of view, of the consideration to be received by our stockholders in the possible transaction with the Unilever Group.

On September 10, 2010, Ms. Bernick and Mr. Polman spoke telephonically, and Mr. Polman indicated that the Unilever Group would be willing to acquire the Company at a price of \$37.50 per share, subject to the Unilever Group's completion to its satisfaction of its due diligence review. Ms. Bernick agreed to recommend that price to our board of directors if the Unilever Group would be prepared to complete its due diligence review and negotiate a definitive agreement within a reasonably expeditious timeframe.

On September 10, 2010, our board of directors met telephonically. Representatives of BDT and Sidley also participated. Ms. Bernick communicated the Unilever Group's proposed price of \$37.50 per share. Our directors discussed with representatives of BDT the proposed per share consideration, and discussed with representatives of Sidley certain anticipated provisions of a merger agreement, including those that would permit the Company to accept a higher bid, if one were made after the entry into a definitive agreement. After discussion, our directors unanimously supported the continuation of discussions with the Unilever Group regarding a transaction at \$37.50 per share. Our board of directors also discussed the possible retention of Credit Suisse to advise our board of directors with respect to the fairness from a financial point of view of the proposed price per share. Our directors directed management to negotiate an engagement letter with Credit Suisse.

On September 10, 2010, representatives of Sidley and representatives of the Unilever Group's legal counsel, Cravath, Swaine & Moore LLP, which we refer to as Cravath, discussed potential structures for the proposed transaction.

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Between September 10, 2010 and September 27, 2010, the Unilever Group, Cravath, Morgan Stanley and PricewaterhouseCoopers LLP, an additional advisor to the Unilever Group, continued their due diligence review of the Company.

On September 17, 2010, Cravath distributed an initial draft of the merger agreement to Sidley and an initial draft of the stockholder agreement to the Lavin family's legal counsel, Neal, Gerber & Eisenberg LLP, which we refer to as Neal Gerber.

Also on September 17, 2010, we contacted Credit Suisse to request that they begin to prepare a preliminary financial analysis of the proposed transaction in anticipation of being engaged by our board of directors at its next meeting.

On September 20, 2010, our board of directors met in person. Representatives of BDT and Sidley were also present. Representatives of Sidley reviewed the terms of the Credit Suisse engagement letter, which our board of directors unanimously approved, at which time representatives of Credit Suisse joined the meeting and the engagement letter was executed with an effective date of September 17, 2010. Representatives of BDT reported on events since the September 10 teleconference and the status of the Unilever Group's due diligence review. Representatives of Sidley discussed the fiduciary duties of our directors, reviewed with our directors the terms of the draft merger agreement and possible negotiating responses, and outlined antitrust considerations associated with the proposed transaction. Representatives of Credit Suisse and representatives of BDT then presented their respective preliminary financial analyses of the proposed transaction.

Between September 20, 2010 and September 27, 2010, Cravath, Sidley and representatives of the Unilever Group and the Company negotiated the terms of the merger agreement. The key transaction terms discussed by the Unilever Group, the Company and their respective counsel included the circumstances under which termination fees would be payable by either party and the amounts of such termination fees, covenants by Unilever USA and the Unilever Group to take certain actions in seeking the receipt of antitrust approvals, the scope of the representations and warranties to be made by the Company and the treatment of the Company's non-executive officer employees during the pendency of the transaction and following the consummation of the merger.

Between September 21, 2010 and September 27, 2010, representatives of the Unilever Group, the stockholders party to the stockholder agreement (principally trusts for the benefit of members of the Lavin family), Cravath and Neal Gerber negotiated the terms of the stockholder agreement.

On September 22, 2010, our board of directors met telephonically. Representatives of BDT, Credit Suisse and Sidley also participated. Representatives of BDT reported on discussions with Morgan Stanley since the September 20 board meeting, management reported on the status of the Unilever Group's due diligence review and representatives of Sidley reported on the status of merger agreement negotiations.

On September 26, 2010, our board of directors met in person to consider approval of the merger agreement. Representatives of BDT, Credit Suisse and Sidley were also present. Representatives of Sidley discussed the fiduciary duties of our directors and reviewed with the directors the terms of the draft merger agreement and related documentation, and the terms of the draft stockholder agreement. BDT presented its comments on the proposed merger and reiterated its belief that the Unilever Group was the most logical buyer of all potential strategic buyers because of its publicly articulated strategy, its relative position as a regulatory matter and its financial capacity. Also at this meeting, Credit Suisse reviewed with our board of directors certain financial analyses, as described in the section of this proxy statement titled "Opinion of Credit Suisse," and rendered its oral opinion to our board of directors (which was subsequently confirmed in writing by delivery of Credit Suisse's written opinion), that, as of September 26, 2010, and based upon and subject to the assumptions and qualifications stated in its opinion, the consideration to be received by the holders of our common stock in the merger was fair, from a financial point of view, to such stockholders. After discussion and considering the factors described in the section of this proxy statement titled "Reasons for the Merger," our board of directors unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement.

Subsequent to the September 26 board meeting, the stockholders party to the stockholder agreement completed the negotiation of the terms of that agreement through their counsel, Neal Gerber.

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Early in the morning on September 27, 2010, the Company, Unilever USA, Merger Sub, Unilever PLC and Unilever N.V. executed the merger agreement and Unilever USA and the other parties to the stockholder agreement executed the stockholder agreement.

On September 27, 2010, prior to the opening of trading on the London Stock Exchange, the Unilever Group issued a press release announcing the execution of the merger agreement. Prior to the opening of trading on the NYSE, the Company issued a press release announcing the execution of the merger agreement.

Reasons for the Merger; Recommendation of Alberto Culver's Board of Directors

Our board of directors has unanimously (i) determined that the entry into the merger agreement and the consummation of the merger and the other transactions contemplated by the merger agreement are in the best interests of Alberto Culver and its stockholders, (ii) approved, and declared advisable, the merger agreement, the merger and the other transactions contemplated by the merger agreement, (iii) determined that the merger consideration is fair to the stockholders of Alberto Culver entitled to receive the merger consideration; and (iv) recommended that our stockholders vote in favor of adoption of the merger agreement.

Over the course of several meetings of our board of directors beginning in May of 2010, its members, in consultation with our senior management team and outside legal and financial advisors, considered a variety of factors, including:

The current and historical financial condition and results of operations of the Company.

The Company's financial projections and the risks associated with its ability to meet such projections if it were to continue to operate as a standalone company.

The fact that continued growth of the Company's businesses at historic rates would require greater levels of investment, which in turn would affect the Company's risk profile.

Increasing competition faced by the Company, with many of the Company's competitors being substantially larger and more diversified and having significantly greater financial resources.

Continuing challenges posed by extensive regulation world-wide with respect to the Company's products.

The possibility that the effects of a soft economy in many of the Company's key geographic areas might persist for an extended period.

Other possible strategic alternatives to the merger and the feasibility, risks and uncertainties associated with each alternative.

The likelihood that the merger will be completed given Unilever's financial condition, the parties' respective covenants to take certain actions in connection with any opposition to the merger from antitrust regulators and the limited closing conditions.

The opinion of Credit Suisse, dated September 26, 2010, to the Company's board of directors as to the fairness, from a financial point of view as of the date of the opinion, of the consideration to be received by the holders of the Company's common stock in the merger, as more fully described below in the section of this proxy statement titled "Opinion of Credit Suisse", as well as the respective financial analyses presented to the Company's board of directors by Credit Suisse and BDT on September 26, 2010.

The fact that the \$37.50 per share price to be paid in the merger represents a premium of more than 33% to the Company's 12-month volume weighted average share price (for the 12-month period ended September 24, 2010) and an 18% premium to the Company's all-time high share price (after taking into account the spinoff in 2006).

The terms of the merger agreement that, subject to certain limitations, allow the Company to provide confidential information and engage in discussions with respect to unsolicited takeover proposals.

The belief that it is unlikely that a third party would be interested in acquiring the Company on terms more favorable than those offered by Unilever. This belief was based upon (i) the statements of the

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Company's financial advisors that the \$37.50 per share price is beyond the reach of financial buyers and (ii) BDT's statements at the time of the initiation of the discussions with Unilever (reconfirmed on the date of the approval meeting) that Unilever is the most logical buyer of all potential strategic buyers because of its publicly articulated strategy, its relative position in the personal care category as a regulatory matter and its financial capacity. The board of directors of the Company considered these statements (as well as concerns about sharing competitive information with multiple potential strategic bidders and potential disruption to the Company's ongoing business) in determining to proceed only with Unilever in the pre-signing period.

The fact that the \$37.50 per share price in the merger agreement was the result of several price increases made by Unilever during the negotiation process.

The fact that the consideration to be received by the Company's stockholders in the merger will consist entirely of cash, which will provide liquidity and certainty of value.

The fact that the Company's stockholders will be entitled to appraisal rights under Delaware law.

The recommendation of the Company's senior management team in favor of the transaction.

The proposed execution of a stockholder agreement by certain Lavin family stockholders, Ms. Bernick and Mr. Lavin in connection with the execution of the merger agreement, pursuant to which they would agree to vote certain shares of the Company's common stock owned by them in favor of adoption of the merger agreement, subject to certain conditions.

The terms and conditions of the merger agreement, and the course of negotiation thereof, including:

the \$125 million termination fee;

the \$125 million reverse termination fee;

the conditions to Unilever USA's obligation to complete the merger, including the absence of a financing condition and the absence of a need for a vote of the Unilever Parents' stockholders;

the conditions to each party's obligation to complete the merger, including the condition that the merger is subject to the adoption of the merger agreement by the Company's stockholders;

Unilever's commitment to take certain actions in connection with any opposition to the merger from antitrust regulators, including the size of the divestitures that Unilever USA or its affiliates would be required to make to obtain antitrust clearance;

the structure of the transaction as a merger, which will result in detailed public disclosure and a substantial period of time prior to consummation of the merger during which any unsolicited superior proposal can be considered; and

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the Company's right, in the exercise of the board's fiduciary duties, to terminate the merger agreement in order to accept a superior proposal, subject to certain conditions (including Unilever USA's rights to match competing bids) and the payment of a termination fee of \$125 million.

Our board of directors also considered certain risks and other potentially negative factors concerning the merger, including:

The fact that, following the merger, the Company's stockholders will cease to participate in any future earnings growth of the Company or benefit from any future increase in its value.

The possibility that if the merger were not consummated, the Company would have incurred significant transaction and opportunity costs.

For United States federal income tax purposes, the receipt of the cash merger consideration will be a taxable transaction.

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The restrictions that the merger agreement places on the Company's ability to solicit competing proposals.

The requirement that the Company pay a termination fee of \$125 million if it terminates the merger agreement under certain circumstances and Unilever USA's rights to match competing bids, which could act as possible deterrents to other potential bidders.

The possible disruption to the Company's business that might result from the announcement of the merger, including the resulting distraction of the attention of the Company's senior management, and the impact on our employees and our relationships with existing and prospective customers, suppliers, business partners and other third parties.

The restrictions on the conduct of the Company's business prior to completion of the merger which could delay or prevent the Company from undertaking business opportunities that might arise pending completion of the merger.

The foregoing discussion of the information and factors considered by our board of directors is not intended to be exhaustive but, we believe, includes all material factors considered by our board of directors. Our board of directors also considered certain interests our directors and executive officers have in the merger that are different from, or in addition to, those of our stockholders, which are described in the section of this proxy statement titled "Interests of Alberto Culver's Directors and Executive Officers in the Merger" on page 28. Based on the factors outlined above, the board of directors determined that the entry into the merger agreement and the consummation of the merger and the other transactions contemplated by the merger agreement are in the best interests of Alberto Culver and its stockholders, and that the merger consideration is fair to the stockholders of the Company entitled to receive the merger consideration.

OUR BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE MERGER AGREEMENT, THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT AND UNANIMOUSLY RECOMMENDS THAT OUR STOCKHOLDERS VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT.

Opinion of Credit Suisse

We retained Credit Suisse in connection with the merger to advise us with respect to the fairness of the merger consideration. We requested that Credit Suisse evaluate the fairness, from a financial point of view, of the consideration to be received by the holders of our common stock in the merger. On September 26, 2010, our board of directors met to review the proposed merger and the terms of the proposed merger agreement. During this meeting, Credit Suisse reviewed with the board of directors certain financial analyses, as described below, and rendered its oral opinion to the board of directors (which was subsequently confirmed in writing by delivery of Credit Suisse's written opinion) that, as of September 26, 2010, and based upon and subject to the assumptions and qualifications stated in its opinion, the consideration to be received by the holders of our common stock in the merger was fair, from a financial point of view, to such stockholders.

The full text of Credit Suisse's opinion, dated September 26, 2010, which sets forth, among other things, the procedures followed, assumptions made, matters considered and limitations on the scope of the review undertaken by Credit Suisse in connection with its opinion, is attached as Annex C of the proxy statement and is incorporated into this proxy statement by reference in its entirety. Holders of our common stock are encouraged to read this opinion carefully in its entirety. Credit Suisse's opinion was provided to our board of directors in connection with its evaluation of the consideration to be received by the holders of our common stock in the merger and Credit Suisse's opinion does not constitute advice or a recommendation to any stockholder as to how such stockholder should vote or act on any matter relating to the merger. Credit Suisse's opinion addresses only the fairness to the holders of our common stock, from a financial point of view, of the consideration and does not address any other aspect or implication of the merger or the stockholder agreement or any other agreement, arrangement or understanding entered into in connection with the merger or otherwise. The following is a summary of the Credit Suisse opinion and is qualified in its entirety by reference to the full text of the opinion attached as Annex C, which you are encouraged to read in its entirety.

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In arriving at its opinion, Credit Suisse, among other things:

reviewed drafts of the merger agreement and certain related agreements, dated September 25, 2010;

reviewed certain publicly available business and financial information relating to the Company;

reviewed certain other information relating to the Company, including financial forecasts, provided to or discussed with Credit Suisse by the Company;

met with the Company's management to discuss the business and prospects of the Company;

considered certain financial and stock market data of the Company, and compared that data with similar data for other publicly held companies in businesses Credit Suisse deemed similar to that of the Company;

considered, to the extent publicly available, the financial terms of certain other business combinations and other transactions which have recently been effected or announced; and

considered such other information, financial studies, analyses and investigations and financial, economic and market criteria which Credit Suisse deemed relevant.

In connection with its review, Credit Suisse did not independently verify any of the foregoing information and assumed and relied on such information being complete and accurate in all material respects. With respect to the financial forecasts for the Company, the management of the Company advised Credit Suisse, and Credit Suisse assumed, that such forecasts were reasonably prepared on bases reflecting the best currently available estimates and judgments of the Company's management as to the future financial performance of the Company. Credit Suisse also assumed, with the Company's consent, that, in the course of obtaining any regulatory or third party consents, approvals or agreements in connection with the merger, no delay, limitation, restriction or condition would be imposed that would have an adverse effect on the Company and that the merger would be consummated in accordance with the terms of the merger agreement without waiver, modification or amendment of any material term, condition or agreement thereof. Credit Suisse also assumed, with the Company's consent, that the executed merger agreement and related agreements would be in substantially the same form as the drafts reviewed by Credit Suisse. In addition, Credit Suisse was not requested to make, and did not make, an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of the Company, and was not furnished with any such evaluations or appraisals.

Credit Suisse's opinion addressed only the fairness, from a financial point of view and as of the date of its opinion, to the holders of the Company's common stock of the consideration to be received in the merger and did not address any other aspect or implication of the merger or the stockholder agreement or any other agreement, arrangement or understanding entered into in connection with the merger or otherwise including, without limitation, the fairness of the amount or nature of or any other aspect relating to, any compensation to any officers, directors or employees of any party to the merger, or class of such persons, relative to the consideration or otherwise. The issuance of Credit Suisse's opinion was approved by its authorized internal committee.

Credit Suisse's opinion was necessarily based upon information made available to it as of the date of the opinion and financial, economic, market and other conditions as they existed and could be evaluated on such date. Credit Suisse's opinion did not address the merits of the merger as compared to alternative transactions or strategies that may be available to the Company nor did it address the Company's underlying decision to proceed with the merger. Credit Suisse was not requested to, and did not, solicit third party indications of interest in acquiring all or any part of the Company.

In preparing its opinion to the Company's board of directors, Credit Suisse performed a variety of analyses, including those described below. The summary of Credit Suisse's analyses described below is not a complete description of the analyses underlying Credit Suisse's opinion. The

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preparation of a fairness opinion is a complex process involving various quantitative and qualitative judgments and determinations as to the most appropriate and relevant methods of financial, comparative and other analyses and the adaptation and application of these

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methods to the unique facts and circumstances presented. As a consequence, neither a fairness opinion nor its underlying analyses are readily susceptible to partial analysis or summary description. Credit Suisse arrived at its opinion based on the results of all analyses undertaken by it and assessed as a whole and did not draw, in isolation, conclusions from or with regard to any individual analysis, analytic method or factor. Accordingly, Credit Suisse believes that the totality of its analyses must be considered as a whole and that selecting portions of its analyses, analytic methods and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying its analyses and opinion.

In performing its analyses, Credit Suisse considered financial information regarding the Company as of September 24, 2010 and business, economic, industry and market conditions, and other matters as they existed on, and could be evaluated as of, the date of the written opinion. No company, transaction or business used in Credit Suisse's analyses for comparative purposes is identical to the Company or the proposed merger. An evaluation of the results of Credit Suisse's analyses is not entirely mathematical. Rather, Credit Suisse's analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies or transactions analyzed. The results of each analysis were taken into account in reaching its overall conclusion with respect to fairness and Credit Suisse did not make separate or quantifiable judgments regarding individual analyses. The estimates contained in Credit Suisse's analyses and the implied reference ranges indicated by Credit Suisse's analyses are illustrative and are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by the analyses. In addition, any analyses relating to the value of businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold, which may depend on a variety of factors, many of which are beyond the control of the Company and the control of Credit Suisse. Accordingly, the estimates used in, and the results derived from, Credit Suisse's analyses are inherently subject to substantial uncertainty.

Credit Suisse was not requested to, and it did not, recommend the specific consideration payable in the merger, which consideration was determined by the Company and Unilever, and the decision to enter into the merger was solely that of the Company's board of directors. Credit Suisse's opinion and financial analyses were provided to the Company's board of directors in connection with its consideration of the proposed merger and were among many factors considered by the board of directors of the Company in evaluating the proposed merger. Neither Credit Suisse's opinion nor its financial analyses were determinative of the consideration or of the views of the Company's board of directors or the Company's management with respect to the Merger.

The following is a summary of the material financial analyses performed by Credit Suisse for the Company's board of directors in connection with the preparation of Credit Suisse's opinion and reviewed with the Company's board of directors at a meeting held on September 26, 2010. **The financial analyses summarized below include information presented in tabular format. In order to fully understand Credit Suisse's financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the methodologies underlying and the assumptions, qualifications and limitations affecting each analysis, could create a misleading or incomplete view of Credit Suisse's financial analyses.**

For purposes of its analyses, Credit Suisse reviewed a number of financial metrics including:

Enterprise Value generally the value as of a specified date of the relevant company's outstanding equity securities (taking into account its options, warrants and other convertible securities) plus the value of its net debt (the value of its outstanding indebtedness and capital lease obligations less the amount of cash and cash equivalents on its balance sheet), preferred stock and minority interests as of that date.

EBITDA generally the amount of the relevant company's earnings before interest, taxes, depreciation and amortization for a specified time period.

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EPS generally the relevant company's earnings per share of common stock.

Unless the context indicates otherwise, enterprise and per share equity values used in the selected companies analysis described below were calculated using the closing price of the Company's common stock and the common stock of the selected companies listed below as of September 24, 2010, and the enterprise value and per share equity values for the target companies used in the selected transactions analysis described below were calculated as of the announcement date of the relevant transaction based on the purchase prices paid in the selected transactions.

Selected Companies Analysis

Credit Suisse reviewed certain financial data, multiples and ratios for the following seventeen publicly traded companies in the home, health and personal care industry, referred to as HHPC.

	Procter & Gamble Co.
	Unilever PLC
	L'Oréal SA
	Colgate-Palmolive Company
	Reckitt Benckiser Group PLC
	Kimberly-Clark Corporation
HHPC Large Cap Companies	Henkel AG & Co. KGaA
	Avon Products Inc.
	Kao Corporation
	Clorox Corporation
	Estée Lauder Companies Inc.
	Beiersdorf AG
	Shiseido Company Limited
	Energizer Holdings Inc.
	Church & Dwight Co. Inc.
HHPC Mid Cap Companies	Revlon Inc.
	Elizabeth Arden Inc.

Although none of the selected companies are directly comparable to the Company, the selected companies were chosen because they are publicly traded companies that operate in a similar industry as the Company and have lines of business and financial and operating characteristics similar to the Company. Credit Suisse determined, using its professional judgment, that these selected companies were the most appropriate for purposes of this analysis and, while there may have been other companies that operate in similar industries to the Company or have similar principal lines of business or financial or operating characteristics to the Company, Credit Suisse did not specifically identify any other companies for this purpose. Credit Suisse calculated the multiples and ratios for the selected companies using closing stock prices as of

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September 24, 2010 and information it obtained from public filings, publicly available research analyst estimates and other publicly available information. With respect to the selected companies, Credit Suisse compared, among other things, enterprise values as a multiple of calendar years 2010 and 2011 estimated EBITDA and stock price as a multiple of calendar year 2010 and 2011 estimated EPS. Credit Suisse then applied reference ranges of selected multiples for the selected companies to corresponding financial data of the Company, using calendar year 2010 and 2011 EBITDA and net income estimates derived from EBITDA and net income estimates provided by the Company's management as described in the section of this proxy statement titled "Financial Projections" on page 25. This analysis indicated the following implied per share equity reference range for the Company's common stock, as compared to the consideration per share payable in the merger:

Implied Per Share Equity Reference Range for	Consideration
Alberto Culver Company	Per Share
\$26.77 - \$32.35	\$37.50

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While none of the companies (other than the Company) that participated in the selected transactions are directly comparable to the Company, the companies that participated in the selected transactions are companies with operations that, for the purposes of this analysis, may be considered similar to certain operations of the Company.

For the selected transactions, based on publicly available financial information with respect to the target companies and the selected transactions, Credit Suisse calculated enterprise value as a multiple of the target company's EBITDA over the last 12 months preceding the announcement of the transaction, which we refer to as LTM. Credit Suisse then applied a reference range of selected multiples for the selected transactions to corresponding financial data of the Company using LTM EBITDA estimates as of September 30, 2010, giving pro forma effect to the Company's acquisition of Simple Health & Beauty Limited, which closed on December 18, 2009, which we refer to as the Simple acquisition, on a pro forma basis for the full fiscal year, as described in the section of this proxy statement titled "Financial Projections" on page 25. This analysis indicated the following implied per share equity reference range for the Company's common stock as compared to the consideration per share payable in the merger:

Implied Per Share Equity Reference Range for	Consideration
Alberto Culver Company	Per Share
\$33.75 \$41.19	\$37.50

Discounted Cash Flow Analysis

Credit Suisse performed a discounted cash flow analysis of the Company in order to calculate the estimated present value of the unlevered, after tax free cash flows for the Company for the fiscal years ending September 30, 2011 through September 30, 2015, based on estimates provided to Credit Suisse by the Company's management as described in the section of this proxy statement titled "Financial Projections" on page 25. Credit Suisse calculated estimated terminal values of the Company in 2015 by applying a range of multiples from 9.0x to 11.0x to the 2015 estimated EBITDA of the Company. The range of multiples was selected based on a review of the Company's and other companies' current and historical trading multiples reviewed in connection with the companies identified under the caption "Selected Companies Analysis". The present value of the cash flows and terminal values were then calculated using discount rates ranging from 7.0% to 8.5% based on the Company's weighted average cost of capital. This analysis indicated the following implied per share reference range for the Company's common stock as compared to the equity consideration per share payable in the merger:

Implied Per Share Equity Reference Range for	Consideration
Alberto Culver Company	Per Share
\$34.66 \$42.21	\$37.50

Confirmation of Opinion

As described in greater detail in the section of this proxy statement titled "Financial Projections" on page 25, on October 11, 2010, subsequent to the execution of the merger agreement, Credit Suisse was provided certain updated financial forecasts that the Company had provided to Unilever on September 19, 2010 and certain additional updated financial forecasts derived from the updated financial forecasts provided to Unilever. These updated financial forecasts were not reflected in the financial analysis performed by Credit Suisse and presented to the Company's board of directors on September 26, 2010 or in the preparation of Credit Suisse's opinion dated as of September 26, 2010. At a meeting of the Company's board of directors held on October 13, 2010, at the Company's request, Credit Suisse confirmed, after consultation with its internal committee, that if Credit Suisse had been provided the updated financial forecasts set forth in the section of this proxy statement titled "Financial Projections" on page 25 prior to September 26, 2010, its opinion that as of September 26, 2010 the consideration to be received by the holders of the Company's common stock in the merger was fair, from a financial point of view, to such stockholders would not have changed.

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Miscellaneous

The Company engaged Credit Suisse based on Credit Suisse's qualifications, experience and reputation, and its familiarity with the Company and its business. Credit Suisse is an internationally recognized investment banking firm and is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, leveraged buyouts, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes. Pursuant to the Company's engagement letter with Credit Suisse for its financial advisory services in connection with the merger, the Company agreed to pay Credit Suisse a fee customary for transactions of this nature. Such fee was paid upon the rendering of Credit Suisse's opinion; no portion of the fee paid or payable to Credit Suisse was contingent upon the conclusions in its opinion or is contingent upon the consummation of the merger. In addition, the Company has agreed to reimburse Credit Suisse for its reasonable expenses, including fees and expenses of legal counsel, and to indemnify Credit Suisse and related parties against certain liabilities and other items, including liabilities under the federal securities laws, arising out of its engagement.

Credit Suisse and its affiliates have in the past provided, and in the future may provide, investment banking and other financial services to the Company and its affiliates for which Credit Suisse and its affiliates have received, and would expect to receive, compensation. During the past two years, these services have included acting as a financial advisor to the Company in connection with the Simple acquisition and in connection with the Company's sale of Cederroth International AB. Credit Suisse may in the future provide financial advice and services to the Company, Unilever PLC, Unilever N.V. or Unilever USA and their respective affiliates for which Credit Suisse would expect to receive compensation. Credit Suisse is a full service securities firm engaged in securities trading and brokerage activities as well as providing investment banking and other financial services. In the ordinary course of business, Credit Suisse and its affiliates may acquire, hold or sell, for its and its affiliates' own accounts and the accounts of customers, equity, debt and other securities and financial instruments (including bank loans and other obligations) of the Company and Unilever and any other company that may be involved in the merger, as well as provide investment banking and other financial services to such companies.

Financial Projections

The Company does not as a matter of course publicly disclose long-term projections as to future revenues, earnings or other results due to, among other reasons, the uncertainty of the underlying assumptions and estimates. However, the Company is including in this proxy statement certain financial forecasts that were shared with Unilever and its advisors in the course of due diligence and with the Company's advisors. These financial forecasts were not prepared with a view toward public disclosure or compliance with generally accepted accounting principles in the United States, which we refer to as GAAP, or with published guidelines of the SEC or the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information.

Neither the Company's independent auditors, nor any other independent auditors, have compiled, examined or performed any procedures with respect to the prospective financial information contained in the financial forecasts, nor have they expressed any opinion or given any form of assurance on the financial forecasts or their achievability. The auditors' reports incorporated by reference into this proxy statement relate to the Company's historical financial information. The auditors' reports do not extend to prospective financial information and should not be read to do so. In addition, the Company's financial advisors did not prepare, and assume no responsibility for, the Company's financial forecasts.

Furthermore, the financial forecasts included in this proxy statement:

necessarily make numerous assumptions, many of which are beyond the control of the Company or Unilever and may not prove to be accurate;

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do not necessarily reflect revised prospects for the Company's businesses, changes in general business or economic conditions, or any other transaction or event that has occurred or that may occur and that was not anticipated at the time the forecasts were prepared;

are not necessarily indicative of current values or future performance, which may be significantly more favorable or less favorable than as set forth below; and

should not be regarded as a representation that the financial forecasts will be achieved.

The following is a summary of forecasts the Company provided to Unilever and its advisors and to Credit Suisse: (i) projected net sales of approximately \$1.586 billion, \$1.711 billion, \$1.837 billion and \$1.953 billion for the fiscal years ending September 30, 2010, 2011, 2012 and 2013, respectively, (ii) projected earnings before interest and taxes, which we refer to as EBIT, of approximately \$228 million, \$256 million, \$289 million and \$325 million for the fiscal years ending September 30, 2010, 2011, 2012 and 2013, respectively, (iii) projected net income for the fiscal year ending September 30, 2010 of approximately \$155 million, (iv) projected earnings before interest, taxes, depreciation and amortization, which we refer to as EBITDA, and projected net income for the fiscal year ending September 30, 2013 of approximately \$360 million and \$219 million, respectively, (v) projected diluted earnings per share for the fiscal year ending September 30, 2013 of \$2.17, (vi) projected depreciation and amortization, which we refer to as D&A, for the fiscal years ending September 30, 2010 and 2013 of \$30 million and \$34 million, respectively, (vii) projected increases in working capital for the fiscal years ending September 30, 2010 and 2013 of \$25 million and \$0, respectively, (viii) projected capital expenditures for the fiscal years ending September 30, 2010 and 2013 of \$40 million and \$45 million, respectively, and (ix) projected deferred taxes/stock option expense of \$13 million for each of fiscal years ending September 30, 2010 and 2013. The projections of fiscal year 2010 EBIT and net income excluded restructuring expenses, earnings from the settlement of a dispute with a supplier, expenses related to the voluntary withdrawal of select products in the Company's relaxer kit business and transaction expenses related to the Simple acquisition. In addition, the projection of fiscal year 2010 net income also excluded a tax benefit resulting from an intercompany dividend payment and other non-recurring discrete tax items.

In addition to the forecasts described above, the Company provided the following forecasts to Credit Suisse: (i) projected net sales for the fiscal years ending September 30, 2014 and 2015 of approximately \$2.075 billion and \$2.206 billion, respectively, (ii) projected EBIT for the fiscal years ending September 30, 2014 and 2015 of approximately \$351 million and \$379 million, respectively, (iii) projected EBITDA of approximately \$258 million, \$288 million, \$322 million, \$388 million and \$417 million for the fiscal years ending September 30, 2010, 2011, 2012, 2014 and 2015, respectively, (iv) projected net income of approximately \$172 million, \$194 million, \$237 million and \$255 million for the fiscal years ending September 30, 2011, 2012, 2014 and 2015, respectively, (v) projected D&A of \$31 million, \$33 million, \$37 million and \$39 million for the fiscal years ending September 30, 2011, 2012, 2014 and 2015, respectively, (vi) projected increases in working capital of \$8 million for the fiscal year ending September 30, 2011 and \$0 for each of the fiscal years ending September 30, 2012, 2014 and 2015, (vii) projected capital expenditures of \$45 million in each of the fiscal years ending September 30, 2011 and 2012 and \$40 million in each of the fiscal years ending September 30, 2014 and 2015 and (viii) projected deferred taxes/stock option expense of \$13 million, \$13 million, \$7 million and \$3 million for the fiscal years ending September 30, 2011, 2012, 2014 and 2015, respectively. The projection of fiscal year 2010 EBITDA excluded restructuring expenses, earnings from the settlement of a dispute with a supplier, expenses related to the voluntary withdrawal of select products in the Company's relaxer kit business and transaction expenses related to the Simple acquisition. Credit Suisse used the Company's projections of net sales, EBITDA, EBIT and net income for the fiscal year ending September 30, 2010 to calculate, with the Company's consent and management's guidance, pro forma net sales, EBITDA, EBIT and net income for the fiscal year ending September 30, 2010 of approximately \$1.598 billion, \$271 million, \$241 million and \$164 million, respectively, to give effect to the Simple acquisition on a pro forma basis for the full fiscal year. The Company's projections of EBIT, D&A, increases in working capital, capital expenditures and deferred taxes/stock option expense for the fiscal years ending September 30, 2011 through 2015 were used to calculate projected unlevered free cash flows for the Company of \$167 million, \$199 million, \$225 million, \$244 million and \$261 million for

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the fiscal years ending September 30, 2011, 2012, 2013, 2014 and 2015 using an assumed effective tax rate of approximately 31.5 percent. Credit Suisse, with the Company's consent and management's guidance, performed these calculations of projected unlevered free cash flows for use in Credit Suisse's discounted cash flow analysis described in the section of this proxy statement titled "Opinion of Credit Suisse."

On September 19, 2010, as part of Unilever's due diligence investigation, the Company provided to Unilever updated forecasts of net sales and EBIT for the fiscal year ending September 30, 2010 of approximately \$1.589 billion and \$234 million, respectively, and a forecast of diluted earnings per share for the fiscal quarter ending September 30, 2010 of \$0.39 per share. The Company also provided Unilever with the Company's forecast of net sales for the fiscal quarters ending December 31, 2010 and March 31, 2011 of \$410.7 million and \$412.3 million, respectively, and its forecast of EBIT for such quarters of \$79.5 million and \$55.9 million, respectively. These forecasts of net sales and EBIT for the first and second quarter of fiscal year 2011 were consistent with the Company's forecast of fiscal years 2011 through 2015 described in the paragraph above. The updated forecasts provided to Unilever were not provided to Credit Suisse prior to September 26, 2010 for use in connection with its financial analysis or opinion delivered on September 26, 2010, as described in the section of this proxy statement titled "Opinion of Credit Suisse" on page 19. On October 11, 2010, in connection with Credit Suisse's preparation of the confirmation described in the section of this proxy statement titled "Opinion of Credit Suisse Confirmation of Opinion" on page 24, Credit Suisse was provided the same updated forecasts provided to Unilever on September 19, 2010, and the following additional forecasts derived from the updated forecasts provided to Unilever: EBITDA and net income for the fiscal year ending September 30, 2010 of approximately \$264 million and \$159 million, respectively. The projection of diluted earnings per share for the fiscal quarter ending September 30, 2010 excluded restructuring expenses and a tax benefit resulting from an intercompany dividend payment. The projections of fiscal year 2010 EBITDA, EBIT and net income excluded restructuring expenses, earnings from the settlement of a dispute with a supplier, expenses related to the voluntary withdrawal of select products in the Company's relaxer kit business and transaction expenses related to the Simple acquisition. In addition, the projection of fiscal year 2010 net income also excluded a tax benefit resulting from an intercompany dividend payment and other non-recurring discrete tax items. Credit Suisse used the Company's projections of net sales, EBITDA, EBIT and net income for the fiscal year ending September 30, 2010 to calculate, with the Company's consent and management's guidance, pro forma net sales, EBITDA, EBIT and net income for the fiscal year ending September 30, 2010 of approximately \$1.614 billion, \$277 million, \$247 million and \$168 million, respectively, to give effect to the Simple acquisition on a pro forma basis for the full fiscal year.

The financial forecasts included in this proxy statement are not a guarantee of future performance. The Company does not assume any responsibility for the accuracy of the financial forecasts included in this proxy statement. Financial forecasts involve risks, uncertainties and assumptions. The future financial results of the Company and, if the merger is completed, the combined company, may materially differ from those expressed in the financial forecasts due to factors that are beyond the Company's ability to control or predict. The Company cannot assure you that the financial forecasts will be realized or that its future financial results will not materially vary from the financial forecasts. The financial forecasts cover multiple years and such information by its nature becomes subject to greater uncertainty with each successive year. The financial forecasts do not take into account any circumstances or events occurring after the date they were prepared. **THE COMPANY DOES NOT HAVE ANY OBLIGATION TO UPDATE OR OTHERWISE REVISE THE FINANCIAL FORECASTS INCLUDED IN THIS PROXY STATEMENT TO REFLECT CIRCUMSTANCES EXISTING AFTER THEIR PREPARATION OR TO REFLECT THE OCCURRENCE OF SUBSEQUENT EVENTS, EVEN IN THE EVENT THAT ANY OR ALL OF THE ASSUMPTIONS UNDERLYING SUCH FINANCIAL FORECASTS ARE NO LONGER APPROPRIATE.**

The financial forecasts included in this proxy statement are forward-looking statements. For more information on factors which may cause the Company's future financial results to materially vary from those projected in the financial forecasts, see the section of this proxy statement titled "Cautionary Statement"

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Concerning Forward-Looking Information beginning on page 5. The Company's management has prepared its financial forecasts using accounting policies consistent with its annual and interim financial statements. The financial forecasts do not reflect the effect of any proposed or other changes in GAAP that may become effective or may be made in the future. Any such changes could have a material impact to the information shown below.

Interests of Alberto Culver's Directors and Executive Officers in the Merger

In considering the recommendation of the Alberto Culver board of directors that you vote to adopt the merger agreement, you should be aware that Alberto Culver's executive officers and directors have interests in the merger that are different from, or in addition to, those of Alberto Culver's stockholders generally. The Alberto Culver board of directors was aware of and considered these interests, among other matters, in reaching its decision to unanimously approve and declare advisable the merger agreement, the merger and the other transactions contemplated the merger agreement and unanimously determine that the merger consideration is fair to the stockholders of the Company entitled to receive the merger consideration.

Treatment of Stock Options

Each outstanding option to purchase Alberto Culver common stock, whether vested or unvested, will be cancelled at the effective time of the merger in consideration for the fully vested right to receive a cash payment equal to (i) the excess, if any, of \$37.50 over the per share exercise price of the option multiplied by (ii) the number of shares of Alberto Culver common stock subject to such option.

The table below shows information on the aggregate number of vested and unvested Alberto Culver stock options held by our directors and executive officers as of October 1, 2010 that will be cancelled in the merger and become fully vested rights to receive the cash payment described in the preceding paragraph (assuming the merger was consummated on such date).

Name	Aggregate Number of Shares Subject to Unvested Options	Cash Payment to be Received for Unvested Options	Aggregate Number of Shares Subject to Vested Options	Cash Payment to be Received for Vested Options	Total Cash Payment to be Received for All Options
Non-Employee Directors					
James G. Brocksmith, Jr.	1,625	\$ 23,400	60,201	\$ 1,264,886	\$ 1,288,286
Thomas A. Dattilo	3,700	\$ 63,622	11,100	\$ 190,865	\$ 254,487
Jim Edgar	1,625	\$ 23,400	60,201	\$ 1,264,886	\$ 1,288,286
George L. Fotiades	3,700	\$ 63,622	11,100	\$ 190,865	\$ 254,487
King Harris	1,625	\$ 23,400	69,422	\$ 1,520,535	\$ 1,543,935
Leonard H. Lavin		\$		\$	\$
Robert H. Rock	1,625	\$ 23,400	50,980	\$ 1,049,420	\$ 1,072,820
Sam J. Susser	1,625	\$ 23,400	50,980	\$ 1,049,420	\$ 1,072,820
Executive Officers					
Carol L. Bernick	103,650	\$ 1,142,124	1,385,903	\$ 28,374,134	\$ 29,516,258
V. James Marino	373,450	\$ 3,628,456	715,133	\$ 11,079,505	\$ 14,707,961
Gina R. Boswell	123,150	\$ 1,189,214	69,650	\$ 721,089	\$ 1,910,303
Richard J. Hynes	64,800	\$ 634,902	100,600	\$ 1,448,693	\$ 2,083,595
Kenneth C. Keller, Jr.	89,100	\$ 831,950	35,000	\$ 358,575	\$ 1,190,525
Ralph J. Nicoletti	107,675	\$ 1,161,820	126,225	\$ 1,674,656	\$ 2,836,476
Mary A. Oleksiuk	41,550	\$ 422,979	24,150	\$ 270,729	\$ 693,708
Gary P. Schmidt	63,700	\$ 625,277	62,950	\$ 801,301	\$ 1,426,578
All Directors and Executive Officers as a Group (16 persons)	982,600	\$ 9,880,966	2,833,595	\$ 51,259,559	\$ 61,140,525

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Ms. Bernick and Mr. Hynes have met the definition of retirement under the Employee Stock Option Plan of 2006 and, accordingly, no longer have any risk of forfeiture on their unvested options if their employment was terminated prior to the vesting dates of the unvested stock options. Messrs. Marino and Schmidt will meet the definition of retirement in June 2011 and November 2011, respectively, and, accordingly, would no longer have any risk of forfeiture on their unvested stock options if their employment was terminated after those dates.

Treatment of Restricted Stock

Each outstanding share of Alberto Culver common stock subject to vesting or other forfeiture restrictions will be converted in the merger into a fully vested right to receive a cash payment of \$37.50.

The table below shows information on the aggregate number of shares of restricted stock held by our directors and executive officers as of October 1, 2010 that will become vested and be converted into the right to receive a cash payment of \$37.50 (assuming the merger was consummated on such date).

Name	Aggregate Number of Shares of Restricted Stock Subject to Vesting	Cash Payment to be Received for Shares of Restricted Stock
Non-Employee Directors		
James G. Brocksmith, Jr.	7,400	\$ 277,500
Thomas A. Dattilo	7,400	\$ 277,500
Jim Edgar	7,400	\$ 277,500
George L. Fotiades	7,400	\$ 277,500
King Harris	7,400	\$ 277,500
Leonard H. Lavin		\$
Robert H. Rock	7,400	\$ 277,500
Sam J. Susser	7,400	\$ 277,500
Executive Officers		
Carol L. Bernick	2,600	\$ 97,500
V. James Marino	58,650	\$ 2,199,375
Gina R. Boswell	26,450	\$ 991,875
Richard J. Hynes	7,400	\$ 277,500
Kenneth C. Keller, Jr.	20,000	\$ 750,000
Ralph J. Nicoletti	30,100	\$ 1,128,750
Mary A. Oleksiuk	13,550	\$ 508,125
Gary P. Schmidt	7,800	\$ 292,500
All Directors and Executive Officers as a Group (16 persons)	218,350	\$ 8,188,125

All non-employee directors, Ms. Bernick and Mr. Hynes have met the definitions of retirement under the 2006 Restricted Stock Plan and, accordingly, no longer have any risk of forfeiture on their restricted shares if their service on our board of directors or employment was terminated prior to the vesting dates of the restricted shares. Messrs. Marino and Schmidt will meet the definition of retirement in June 2011 and November 2011, respectively, and, accordingly, would no longer have any risk of forfeiture on their restricted shares if their employment was terminated after those dates.

Table of Contents***Treatment of Shareholder Value Incentive Plan Performance Units***

Under the merger agreement, each outstanding Shareholder Value Incentive Plan performance unit for a performance period not yet completed will be converted into an amount of cash equal to \$1,000 multiplied by a fraction, the numerator of which is the number of months during the applicable performance period that have elapsed prior to the merger or, if at least six full calendar months of any fiscal year within the performance period have elapsed prior to the merger, then all calendar months during such fiscal year shall be treated as having elapsed, and the denominator of which is the total number of months during the applicable performance period.

The table below shows information for the number of performance units held by our executive officers as of October 1, 2010 that will be converted into an amount of cash in the merger (assuming the merger was consummated on such date).

Name	Performance Period Ending September 30, 2011		Performance Period Ending September 30, 2012		
	Aggregate Number of Performance Units	Cash Payment to be Received for Performance Units	Aggregate Number of Performance Units	Cash Payment to be Received for Performance Units	Total Cash Payment to be Received for All Performance Units
Carol L. Bernick	340	\$ 226,667	340	\$ 113,333	\$ 340,000
V. James Marino	555	\$ 370,000	555	\$ 185,000	\$ 555,000
Gina R. Boswell	150	\$ 100,000	150	\$ 50,000	\$ 150,000
Richard J. Hynes	115	\$ 76,667	115	\$ 38,333	\$ 115,000
Kenneth C. Keller, Jr.	150	\$ 100,000	150	\$ 50,000	\$ 150,000
Ralph J. Nicoletti	150	\$ 100,000	150	\$ 50,000	\$ 150,000
Mary A. Oleksiuk	60	\$ 40,000	60	\$ 20,000	\$ 60,000
Gary P. Schmidt	100	\$ 66,667	100	\$ 33,333	\$ 100,000
All Directors and Executive Officers as a Group (16 persons, including the above)	1,620	\$ 1,080,001	1,620	\$ 539,999	\$ 1,620,000

Management Incentive Plan

The Alberto Culver Management Incentive Plan provides that upon a change in control, each of the executive officers will receive an award calculated by multiplying:

the bonus award percentage obtained by (i) taking the financial performance of Alberto Culver from the start of the fiscal year that includes the change in control through the date of the change in control (or, if the date of the change in control is not the last day of a month, to the end of the month immediately preceding the date of the change in control) and comparing it to the performance of Alberto Culver during the same period in the preceding fiscal year and assuming that the rate of financial performance continues for the full fiscal year, and (ii) assuming the executive officer's individual business objectives, if any, for the year that includes the date of the change in control were achieved at 100% of the target objectives; by

the base salary of the officer earned up to and including the date of the change in control.

The consummation of the merger would constitute a change in control under the Management Incentive Plan. The amount to be paid to each executive officer for the performance period beginning October 1, 2010 depends on the date of the closing of the merger and the performance of Alberto Culver through such closing date. Such amounts to be paid cannot be determined at this time. Financial targets and management objectives for our 2011 fiscal year are expected to be approved by the compensation committee of our board of directors later this fall.

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Severance Agreements

Each of our executive officers is party to a severance agreement with us pursuant to which the officer is entitled to certain payments and benefits if the officer's employment is terminated other than for cause (as such term is defined in the officer's agreement) or if the officer resigns for good reason (as such term is defined in the officer's agreement) within two years following a change in control of us. The merger will constitute a change in control under the severance agreements. Specifically, the severance agreements provide for each executive officer to receive:

a lump sum payment equal to (i) 2.99 times the executive officer's base amount (as such term is defined in Section 280G(b)(3) of the Code and meaning generally the average of the executive's taxable compensation over the previous five years) for Messrs. Marino and Schmidt and Ms. Bernick and (ii) 1.99 times the executive officer's base amount for Messrs. Hynes, Keller and Nicoletti and Ms. Boswell and Ms. Oleksiuk, in each case, as long as such amount, when added to the other payments the executive is entitled to receive and that are subject to the limitations set forth in Section 280G of the Code, does not exceed 2.99 times the base amount (using applicable valuation assumptions under Section 280G of the Code); and

continuation of the executive's medical, accident, disability and life insurance benefits at the rate offered to similarly situated active employees for (i) up to three years in the case of Messrs. Marino and Schmidt and Ms. Bernick and (ii) up to two years in the case of Messrs. Hynes, Keller and Nicoletti and Ms. Boswell and Ms. Oleksiuk.

Cause is defined under the severance agreements as:

a material breach by the executive of those duties and responsibilities (other than as a result of incapacity due to physical or mental illness) which do not differ in any material respect from the executive's duties and responsibilities during the six-month period immediately prior to the change in control, which breach is demonstrably willful and deliberate, committed in bad faith or without a reasonable belief such breach is in the best interest of the Company and not remedied in a reasonable period of time after written notice; or

the commission by the executive of a felony involving moral turpitude.

The severance agreements define good reason as:

the assignment to the executive of any duties inconsistent in any material respect with the executive's positions, duties, responsibilities or status with Alberto Culver immediately prior to the change in control;

changes in the executive's reporting responsibilities, titles or offices as in effect immediately prior to the change in control;

any removal or involuntary termination of the executive from Alberto Culver otherwise than as expressly permitted by the severance agreement or any failure to reelect the executive to any position within Alberto Culver held by the executive immediately prior to the change in control;

a reduction in the executive's annual base salary, or the failure by Alberto Culver after the change in control to increase the executive's base salary each year by an amount that at least equals, on a percentage basis, the average annual percentage increase in the base salary for the executive during the two full fiscal years of Alberto Culver immediately preceding the change in control;

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any requirement that the executive be based anywhere other than at the facility where the executive is located at the time of the change in control or a substantial increase in the travel obligations of the executive compared to those obligations immediately prior to the change in control;

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the failure of Alberto Culver to continue in effect any employee benefit plan or compensation plan in which the executive is participating immediately prior to the change in control, unless the executive is permitted to participate in other plans providing substantially comparable benefits, or the taking of any action by Alberto Culver that would adversely affect the executive's participation in or materially reduce the executive's benefits under any such plan;

the failure of Alberto Culver to (i) provide welfare benefits including, without limitation, medical, prescription, dental, disability, salary continuance, employee life, group life, accidental death and travel accident insurance plans and programs; (ii) provide fringe benefits; (iii) provide paid vacation; (iv) provide office, office furnishings and secretarial assistance; or (v) reimburse the executive promptly for all reasonable employment expenses, in accordance with, in each case, the most favorable plans, practices, programs and policies of Alberto Culver and its affiliates in effect for the executive immediately prior to the change in control or, if more favorable to the executive, as in effect generally at any time after the change in control with respect to other peer executives of Alberto Culver and its affiliates; or

the failure of the Company to obtain an assumption agreement from any successor company.

In addition to the above, the severance agreements also provide for certain payments in accordance with our plans and policies and as required by law, such as the payment of accrued, but unpaid salary and vacation pay and payments under the Management Incentive Plan, the Shareholder Value Incentive Plan and our equity-based compensation plans, as described above.

The table below sets forth as of October 1, 2010 the estimated maximum cash payments to which each of the executive officers would be entitled under the agreements (not tak