

WINDSTREAM HOLDINGS, INC.  
Form DEFA14A  
February 11, 2015

**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

**WINDSTREAM HOLDINGS, INC.**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:



February 11, 2015

Dear Fellow Shareholder:

The important special meeting of Windstream Holdings, Inc. is fast approaching and according to our latest records we still have not received a proxy for your shares. **Your Board of Directors and Institutional Shareholder Services (ISS), a proxy advisory firm, recommend that shareholders vote FOR all items on the agenda.**

Your vote is important, no matter how many or how few shares you may own. **To ensure your shares are represented at the meeting** and that Windstream's spin-off transaction remains **tax-free and yields attractive dividends, PLEASE VOTE TODAY** by telephone or *via* the Internet.

Very truly yours,

Tony Thomas  
Chief Executive Officer

***TIME IS SHORT AND YOUR VOTE IMPORTANT!***  
**You can vote your shares TODAY by telephone, or *via* the Internet.**  
**Please follow the easy instructions on the enclosed proxy card.**

If you have any questions, or need assistance in the last-minute voting of your shares, please call our proxy solicitor,

**INNISFREE M&A INCORPORATED**  
**TOLL-FREE, at 1-877-750-5836.**

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