

ELECTRONIC CLEARING HOUSE INC
Form DEFA14A
January 04, 2008

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant ☒ T

Filed by a Party other than the Registrant ☐ F

Check the appropriate box:

- ☐ Preliminary Proxy Statement ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☒ Soliciting Material Under Rule 14a-12

ELECTRONIC CLEARING HOUSE, INC.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

☒ T No fee required.

☐ F Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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| (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: |
| (4) | Proposed maximum aggregate value of transaction: |
| (5) | Total fee paid: |

☐ F 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.

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

Filed by Electronic Clearing House, Inc. Pursuant to Rule 14a-12
Under the Securities Exchange Act of 1934
Subject Company: Electronic Clearing House, Inc.
Commission File No.: 000-15245

The following is a form of letter to customers of Electronic Clearing House, Inc. ("ECHO"), announcing the signing of a definitive agreement for the acquisition by Intuit Inc. ("INTUIT") of ECHO, was issued by ECHO on January 3, 2008:

Dear _____,

We have announced that we have entered into an agreement to be acquired by Intuit. We are very excited about the opportunity to join forces with Intuit and what it means to the future of ECHO and to our NCN partners.

Intuit has a very strong brand, innovative products and focus on customer driven innovation. It has many well know products such as QuickBooks, Quicken, and TurboTax. For more information on Intuit, please feel free to access their web site at www.intuit.com.

Over time, it is expected that by offering an integrated solution, merchants will see the value of single entry and an integrated solution. We believe this will provide you with a great opportunity to sell additional value to your customers. An additional benefit is that as merchants are added, the strength of the NCN national database will also increase.

We expect the transaction to close in the first quarter of calendar year 2008, at which time ECHO will become a wholly owned subsidiary of Intuit. We expect a seamless transition and, in the meantime, it will be business as usual.

I thank you for your continued business. Please feel free to call NCN Agency Support, Jane Keller, or me with any questions you may have.

Sincerely,

Sharat Shankar
SVP Strategic Partnerships
ECHO, Inc.

Additional Information About the Proposed Transaction and Where You Can Find It

This letter may be deemed to be a solicitation in respect of the proposed acquisition of ECHO by Intuit. In connection with the proposed transaction, ECHO intends to file a proxy statement and other relevant materials with the Securities and Exchange Commission ("SEC"). **BEFORE MAKING ANY VOTING DECISION WITH RESPECT TO THE PROPOSED TRANSACTION, STOCKHOLDERS OF ECHO ARE URGED TO READ THE PROXY STATEMENT, WHEN IT BECOMES AVAILABLE, AND THE OTHER RELEVANT MATERIALS FILED BY ECHO WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** The proxy statement and other relevant materials, when available, and any other documents filed by ECHO with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov. In addition, stockholders of ECHO may obtain free copies of the documents filed with the SEC by contacting ECHO's Investor Relations at 730 Paseo Camarillo, Camarillo, California, 93010, Telephone: (800) 233-0406. You may also read and copy any reports, statements and other information filed by ECHO with the SEC at the SEC public reference room at 100 F Street, N.E. Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

ECHO and its executive officers and directors may be deemed to be participants in the solicitation of proxies from ECHO stockholders in favor of the proposed transaction. Certain executive officers and directors of ECHO have interests in the transaction that may differ from the interests of stockholders generally. These interests will be described in the proxy statement when it becomes available.

In addition, Intuit and its executive officers and directors may be deemed to be participants in the solicitation of proxies from ECHO's stockholders in favor of the approval of the proposed transaction. Information concerning Intuit's directors and executive officers is set forth in Intuit's proxy statement for its 2007 annual meeting of stockholders, which was filed with the SEC on November 1, 2007, and annual report on Form 10-K filed with the SEC on September 14, 2007. These documents are available free of charge at the SEC's web site at www.sec.gov or by going to Intuit's Investor Relations Website at http://www.intuit.com/about_intuit/investors.
