J. Alexander's Holdings, Inc.
Form DEFA14A
December 28, 2017

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

J. Alexander s 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)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On December 28, 2017, J. Alexander s Holdings, Inc. (J. Alexander s or the Company) posted the material attached below to www.jalexandersand99.com.

On December 28, 2017, the Company posted a video to www.jalexandersand99.com. A transcript of the video is attached below.

Charlie Noyes, President, Ninety Nine Restaurant & Pub:

The Ninety-Nine Restaurant is a great, local, New England-based restaurant company. You walk into a Ninety-Nine. It s friendly, big, open, energetic bar. You ll see friends, family, neighbors, and it s just a fun place to be.

Our 106 restaurants throughout New England and New York, we will serve over 19 million guests this year.

When you talk to our guests as we travel around the company, people talk about their Ninety-Nine, their servers, bartenders that they like to come and see every single day. I don t think you get that in other establishment.

We are not a national brand, we re not a national company. We are right here, Boston-based, Boston-founded. We ve kept those local roots.

One of the advantages we have being a local New England, and New York-based company is the opportunity to source products locally whenever we can. Our fresh haddock is right off the boats in Gloucester, Massachusetts and delivered to our restaurants.

Certainly our most popular item year round is our broiled sirloin tips, and our boneless buffalo wings, which we of course hand bread back there, every single day.

The bar at the 99 is a big part of what we do, our bartenders are fantastic, we have big screen TVs, it s a great place to watch a game.

We re famous for our big tall frosted mugs of beer, we ve got great craft cocktails, we ve got trivia on Thursday nights, it s just a fun place to be.

The 99 is so rooted here in New England, that everybody growing up or is from New England knows of the 99 restaurants.

Gary Lentile, Restaurant Guest:

I ve been coming to the 99 for over 20 years.

Kimberly Flanagan, Restaurant Guest:

I ve been coming to the 99 for 15 years.

Gary Lentile, Restaurant Guest:

You can get anything from sandwiches to full size meals here.

Charlie Noyes, President, Ninety Nine Restaurant & Pub:

We have 6,300 team members. Between hourly members and management to supports teams and home office. The average managers alone in our restaurants is 8 years of 99 experience and 40 % of those managers have been with us over 10 years.

Amanda Smith, Service Manager: I started 13 years ago with the company as a hostess fresh out of high school, worked my way through serving, bartending and shift supervising, now I m into my management role.

Brett Zimmerman, General Manager

I started 25 years ago, I was hired as a kitchen manager, actually Charlie Noyes was my general manager at that time.

Michelle Dean, Operations Director:

I started back as a bar tender in Fall river back in 1993. Right now I am an operations director.

Ray Desmarais, Operations Director:

During my 22 years with the Company, I couldn t imagine working for anyone else.

Jahaida Gonzalez, Beverage Manager:

To me, it s just a big family, we are just so passionate to come in here every day and look forward to working everyday

Charlie Noyes, President, Ninety Nine Restaurant & Pub:

We have pictures on the walls of all the local sport teams. We are really deeply involved in the community. I m happy to say and I m proud to say we are the official family restaurant of the Boston Red Sox.

Every time the Red Sox win, kids eat free the following day. They help us celebrate our charitable contributions by hosting us for 99 night at Fenway Park every year.

Over the past three years, we ve invested quite a significant amount of capital in making sure our facilities and our quality has maintained best in class.

I m personally excited about the opportunity to work with the folks at J. Alexander s. I ve traveled through their restaurants; they ve traveled through my restaurants with me. The similarities are uncanny, in our relationship with our team members, relationship with the guests and what I would say the fanatical focus on the quality of our food and providing that great value to our guests.

I ve seen national chains come, I ve seen national chains go. What they can t replicate is the dedication and loyalty of our team, loyalty of our guests and they cannot replicate the quality we put out with a great value every day.

A lot has changed during the course of 99 s history. One thing has remained the same, is our culture here at the 99s. That s led to our long-term success, our ability to continue to grow and be successful and be what I believe is the best restaurant company in the business to work with.

On December 28, 2017, the Company published online the advertisements attached below, and may in the future send or use the same or substantially similar communications from time to time.

FORWARD-LOOKING STATEMENTS

In connection with the safe harbor established under the Private Securities Litigation Reform Act of 1995, J. Alexander s cautions that certain information contained or incorporated by reference in this document and other written and oral statements made by or with the approval of authorized personnel is forward-looking information that involves risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements contained herein. Forward-looking statements discuss our current expectations and projections relating to our financial conditions, results of operations, plans, objectives, future performance and business. Forward-looking statements are typically identified by words or phrases such as may, will, would, can, should, likely, anticipate, potential, estimate, pro forma, continue, expect, project, believe, target, outlook, forecast, the negatives thereof and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. Forward-looking statements include all statements that do not relate solely to historical or current facts, including statements regarding our expectations, intentions or strategies and regarding the future. J. Alexander s disclaims any intent or obligation to update these forward-looking statements.

Important factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements include, among other things: uncertainties as to whether the requisite approvals of J. Alexander s shareholders will be obtained; the risk of shareholder litigation in connection with the transaction and any related significant costs of defense, indemnification and liability; the possibility that competing offers will be made; the possibility that various closing conditions for the transaction may not be satisfied or waived; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, including circumstances that may give rise to the payment of a termination fee by J. Alexander s; the effects of disruptions to respective business operations of J. Alexander s or 99 Restaurants resulting from the transactions, including the ability of the combined company to retain and hire key personnel and maintain relationships with suppliers and other business partners; the risks associated with the future performance of the 99 Restaurants business; the risks of integration of the 99 Restaurants business and the possibility that costs or difficulties related to such integration of the 99 Restaurants business and J. Alexander s will be greater than expected; the possibility that the anticipated benefits and synergies from the proposed transaction cannot be fully realized or may take longer to realize than expected; the risk associated with the determination of estimated 2018 combined Adjusted EBITDA figures, which are only estimates and are subject to change because of purchase accounting entries, and other factors. Further, the 99 Restaurants business and the businesses of J. Alexander s remain subject to a number of general risks and other factors that may cause actual results to differ materially. There can be no assurance that the proposed transactions will in fact be consummated.

The statements and assumptions included in statements made by or with the approval of authorized personnel of J. Alexander s that relate to results of the combined businesses in 2018 and future years assume the accuracy of projections relating to the financial condition and future operating results of 99 Restaurants and J. Alexander s.

Additional information about these and other material factors or assumptions underlying such forward looking statements are set forth in the reports that J. Alexander s files from time to time with the Securities and Exchange Commission (the SEC), including those items listed under the Risk Factors

heading in Item 1.A of J. Alexander s Annual Report on Form 10-K for the year ended January 1, 2017, and in its subsequent Quarterly Reports on Form 10-Q, including for the quarters ended October 1, 2017, July 2, 2017, and April 2, 2017. The foregoing list of risk factors is not exhaustive. These risks, as well as other risks associated with the contemplated business combination, are more fully discussed in the definitive proxy statement filed with the SEC on December 21, 2017. These forward-looking statements reflect J. Alexander s expectations as of the date of this communication. J. Alexander s disclaims any intent or obligation to update these forward -looking statements for any reason, even if new information becomes available or other events occur in the future, except as may be required by law.

ADDITIONAL INFORMATION

J. Alexander s and certain of its directors and executive officers, under the SEC s rules, may be deemed to be participants in the solicitation of proxies of J. Alexander s shareholders in connection with the proposed merger. In connection with the proposed merger, J. Alexander s has filed with the SEC a definitive proxy statement of J. Alexander s on Schedule 14A on December 21, 2017, which was mailed to J. Alexander s shareholders on or about December 22, 2017. SHAREHOLDERS OF J. ALEXANDER S ARE STRONGLY ENCOURAGED TO READ THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD REGARDING THE PROPOSED MERGER AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the proxy statement and other filings containing information about J. Alexander s at the SEC s website at www.sec.gov. The definitive proxy statement and the other filings may also be obtained free of charge at J. Alexander s investor relations website at investor.jalexandersholdings.com under the tab More, and then under the tab SEC Filings.