

ONLINE RESOURCES CORP  
Form DEFA14A  
May 06, 2009

**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

**Online Resources Corporation**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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.

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o 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.:

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ONLINE RESOURCES PROCEDURE FOR SPLIT VOTING

The Board of Online Resources Corporation ( ORCC or the Company ) continues to strongly urge stockholders to vote Online Resources white proxy card in favor of Michael Heath, Janey Place and J. Heidi Roizen. However, ORCC has received inquiries from institutional holders of ORCC shares asking how it might be possible to split their votes for the director nominees if they are not planning to attend the Company s 2009 Annual Meeting of Stockholders scheduled for Wednesday, May 6, 2009 (the Annual Meeting ).

An institutional holder of ORCC shares that is a client of Broadridge Financial Solutions, Inc. ( Broadridge ) desiring to split its vote for the election of certain nominees from the Board s slate and certain nominees from Tennenbaum Capital Partners, LLC s ( TCP ) slate can telephone the holder s relationship advisor at Broadridge (or if the holder has no relationship advisor, the holder s back-office advisor at Broadridge) to issue specifically the following oral instructions:

1. The holder should inform Broadridge that the holder desires to split its vote among the director candidates nominated by the Board and those nominated by TCP, and that the splitting of the votes is intentional and limited to Proposal I at the Annual Meeting (The Election of Directors). The holder should specify that it will be voting for no more than three of the six director candidates nominated.
2. As to Proposal I at the Annual Meeting (The Election of Directors), the holder should instruct Broadridge to vote some or all of the Company shares owned by it for the director candidates (not to exceed three in total) specified by the holder.
3. As to Proposal II at the Annual Meeting (Ratifying the Appointment of Accountants), the holder should instruct Broadridge to vote some or all (or none) of the Company shares owned by it as the holder specifies.
4. The holder should instruct Broadridge that, with respect to all the Company shares owned by the holder, Broadridge should indicate that the shares being voted by the holder do not allow for discretionary voting on any other matters that may come before the meeting, and that this vote revokes all prior instructions to Broadridge by or on behalf of the holder with respect to the Annual Meeting.

The holder also should telephone its bank or broker to request that the bank or broker confirm with Broadridge that Broadridge has received and will follow the most recent oral instructions communicated by the holder to Broadridge. Any stockholder with questions about the procedure for splitting votes is urged to contact the Company s proxy solicitor, Morrow & Co., Inc., at 800-662-5200.