

EVOLVING SYSTEMS INC
Form DEFA14A
May 23, 2007
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 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

EVOLVING SYSTEMS, 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):

- x No fee required.
- o 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:
- o Fee paid previously with preliminary materials.
- 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.:
 - (3) Filing Party:
 - (4) Date Filed:

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On April 23, 2007, the Company filed its Definitive Proxy Statement on Schedule 14A with respect to its Annual Meeting of Stockholders to be held on June 15, 2007. In the proxy statement the Company stated its belief that the approval of the Amendment to Evolving Systems Certificate of Incorporation would be deemed a non-routine matter for brokers that hold their clients' shares in street name (in other words, absent instructions to a stockholder's broker, the broker could not exercise discretionary authority to vote such stockholder's shares and a broker non-vote would occur with respect to such shares). Broker non-votes have the effect of a vote against this proposal.

On May 17, 2007, the New York Stock Exchange informed Broadridge (formerly ADP) and the Company that the above referenced proposal is, in fact, to be considered a routine matter. Brokers that hold their clients' shares in street name, therefore, may exercise discretionary authority to vote such stockholder's shares absent specific instructions from the applicable stockholder. All references and discussions in the Company's proxy referring to Proposal No. 2 (Approval of an Amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock) as non-routine, therefore, should be changed to refer to routine matters.