

WGL HOLDINGS INC
Form DEFA14A
February 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

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 Under Rule 14a-12

WGL Holdings, Inc.

(Name of Registrant as Specified in Its Charter)

Edgar Filing: WGL HOLDINGS INC - Form DEFA14A

(Name of Person(s) Filing Proxy Statement, if Other than 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:

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials:

Edgar Filing: WGL HOLDINGS INC - Form DEFA14A

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:

**** IMPORTANT ****

Dear WGL Holdings, Inc. Shareholder:

Enclosed you will find additional proxy materials relating to the Annual Meeting of Shareholders scheduled to be held on March 1, 2012.

Your broker will ONLY be able to vote on your behalf on the ratification of auditor proposal and will **NOT** be able to vote your shares with respect to the other proposals, if do not provide specific instructions to your broker. **We strongly encourage you to submit your proxy card and exercise your right to vote.**

Your Board recommends that you vote in favor of: the election of each director; the ratification of auditors; re-approval of the Omnibus Incentive Compensation Plan; and approval of the compensation paid to certain executives. The Board recommends that you vote **AGAINST** the shareholder proposal regarding cumulative voting.

Because we have not heard from you, we are sending you this reminder notice, and we urge you to vote your proxy immediately. As a shareholder, you have the ability to vote over the Internet or telephone, and we are asking you to do so now to save WGL Holdings, Inc. further expense. Instructions on how to vote over the phone or Internet are enclosed in this package.

Your shares cannot be represented at the Annual Meeting on: the election of directors; the Omnibus Incentive Compensation Plan; compensation paid to certain executives, or the shareholder proposal, unless you either sign and return the enclosed voting form or vote by telephone or over the Internet.

If you sign and return the enclosed form without indicating a choice of For, Against or Abstain, your shares will be voted as recommended by your Board of Directors.

Please Vote Today

If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow & Co., LLC. at 800-278-2141.

Regards,

/s/ Arden T. Phillips
Arden T. Phillips

Corporate Secretary and
Governance Officer