

BLAIR CORP
Form DEFA14A
April 02, 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

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

BLAIR 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)(1) and 0-11.

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

Common Stock, no par value, of Blair Corporation

(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:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

OPEN LETTER TO BLAIR IN THE WARREN Dear Blair As you are likely Board of Directors January to agree to Topco Inc., one of the women's apparel in at this time this all stockholders, customers, and the We take Blair's legacy ment to the Warren seriously. As part of proposal, we obtained ensure the company's will continue through charitable organizations community. They clearly Warren County and are On April 24, 2007, merger agreement. We FOR t he merger agreement that allstockholders we secure a brighter and the entire Warren Thank you, Craig N. Johnson Al Chairman of the Board Blair Corporation If you have any your shares, please Georgeson Shareholder (866) 229-8451. In connection with the proposed merger and related transactions, Blair Corporation has led a de nitive proxy statement with the Securities and Exchange Commission. Blair stockholders are urged to read the de nitive proxy statement carefully, because it contains important inform ation. Stockholders are able to obtain a copy of the proxy statement and other documents containing information about Blair Corporation, free of charge, at the SEC's web site at www.sec.gov. In addition, copies of the proxy statement are available free of charge on the investor relations portion of the Blair Corporation www.blair.com, and website at may also be obtained by writing Blair Corporation's investor relations department, at 220 Hickory Street, Warren, PA 16366, or by calling Georgeson Sh areholder Communications, Inc. at (866) 229-8451. Blair Corporation and its respective directors and executive of cers and other members of management and employees may be deemed to be participants in the solicitation of proxies from Blair Corporation's stockholders in respect of the proposed transaction. Information regarding Blair Corporation's directors and executive of cers and their ownership of Blair securities is set forth in the de ni-tive proxy statement. Further information regardin g persons who may be deemed participants, including any direct or indirect interests they may have, is also set forth in the de nitive proxy statement.