

EQUUS TOTAL RETURN, INC.  
Form DEFA14A  
January 31, 2007

## SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by 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 materials pursuant to Rule 14a-11(c) or Rule 14a-12

**EQUUS TOTAL RETURN, INC.**

(Name of Registrant as Specified in Its Charter)

**Kenneth I. Denos, 2727 Allen Parkway, 13<sup>th</sup> Floor, Houston, TX 77019**

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

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x 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:

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

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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.. 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 fee for which the offsetting fee was paid previously. Identify the previous filing by registration number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

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

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(3) Filing Party:

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(4) Date Filed:



ADJOURNMENT NOTICE

Equus Total Return, Inc.

The January 31, 2007 Special Meeting of Stockholders of Equus Total Return, Inc. (the Fund ) was adjourned until February 28, 2007 at 9:00 a.m. Central Standard time at Wortham Tower, Meeting Room 1, 2727 Allen Parkway, Houston, TX 77019 in order to provide stockholders with additional time to register their vote with respect to Proposal 1.

Dear Stockholder:

I am writing to inform you that the Fund has not yet received enough votes to reach a conclusion on Proposal 1 at the Special Meeting of Stockholders on January 31, 2007. As noted above, the Meeting has therefore been adjourned until February 28, 2007 to allow stockholders additional time to vote on Proposal 1. In Proposal 1, the Fund is requesting that stockholders authorize the offer and sale, or the issuance of rights to acquire, shares of the Fund s common stock at a price below the current net asset value of such stock.

Often stockholders do not vote their shares because they think their vote will not make a difference in the outcome. Nothing could be further from the truth. **In fact, on average each account holds less than 500 shares, making each and every stockholder s vote vital.**

**EVERY VOTE COUNTS!**

Another copy of your ballot(s) is enclosed with this letter for your convenience. Should you have any questions about the voting process, please call **1-800-330-8705**.

After careful review and consideration by the Board of Directors of the Fund, the Board, including its Independent Directors, unanimously recommended that each stockholder vote in favor of each proposal.

Please utilize one of the following easy methods to register your vote:

**DON T HESITATE, PLEASE VOTE TODAY.** As the date of the Meeting approaches, if we still have not received your proxy, you may receive a call from The Altman Group, the Fund s proxy solicitor, reminding you to vote your shares.

1. **Vote by Phone** You may simply call the toll-free number found on the enclosed proxy card.

2. **Vote via the Internet** Log on to [www.proxyvote.com](http://www.proxyvote.com) and follow the simple instructions.

3. **Vote by Mail** You may cast your vote by signing the enclosed proxy card and returning it in the postage-paid envelope provided.

Thank you for your assistance.

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7. **Vote by Phone** You may simply call the toll-free number found on the enclosed proxy card.

8. **Vote via the Internet** Log on to [www.myproxyonline.com](http://www.myproxyonline.com) and follow the simple instructions.

9. **Vote by Mail** You may cast your vote by signing the enclosed proxy card and returning it in the postage-paid envelope provided.

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