

SYNOVUS FINANCIAL CORP
Form DEFA14A
December 09, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
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

Synovus Financial Corp.

(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:

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

(3) Per unit price of 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 the transaction:

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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 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:

On December 8, 2008, Synovus Financial Corp. (the Company) made the following communication available to the Company's employees:

Exercise Your Right To Vote!

All Synovus shareholders recently received, by mail, notice of a Special Meeting of Shareholders to be held on December 17, 2008. If you are a Synovus shareholder, your participation in this Special Meeting is very important. You are being asked to approve two amendments:

A. An amendment to our Articles of Incorporation to authorize the issuance of preferred stock; and

B. An amendment to our Bylaws to authorize the Board of Directors to fix the size of the Board of Directors. These two important amendments are required to enable Synovus to participate in the Capital Purchase Program, which is part of the Troubled Asset Relief Program designed to encourage U.S. financial institutions to build capital and increase flow of financing to U.S. businesses and consumers. Our application to participate in the Capital Purchase Program has been preliminarily approved by the U.S. Treasury. However, our participation remains subject to shareholder approval of the above proposed amendments.

The approval of these amendments requires affirmative vote of shares representing at least 66 2/3% of the votes entitled to be cast by shareholders. No matter your level of ownership in our company, or whether or not you plan to attend this meeting in person, it is very important that your shares be voted. To make sure your shares are represented, vote promptly using the voting materials mailed to you.

Three ways you can vote:

By mail Complete and mail your proxy card in the postage-paid envelope provided with your proxy.

By Internet Go to <http://www.proxyvoting.com/snv> and follow the easy instructions. You will need your proxy card in hand when you access the web site.

By telephone at 1-866-540-5760. You will also need your proxy card in hand to vote by phone.

Internet and telephone voting are available through 11:59 p.m. Eastern Time, December 16, 2008, the day prior to the Special Meeting.

Do your part! Help Synovus secure this additional capital. Vote today!

On December 9, 2008, the Company commenced mailing the following letter to holders of the Company's common stock:

December 9, 2008

Dear Shareholder:

According to our latest records, we have not yet received your proxy for the important Special Meeting of Synovus Financial Corp. Shareholders to be held on December 17, 2008. **Your Board of Directors unanimously recommends that shareholders return the enclosed proxy card voting FOR all of the items on the agenda.** Approval of the two agenda items is necessary for Synovus to participate in the Treasury Department's TARP program. Since the proposals require the affirmative vote of shares representing at least 66 2/3% of the votes entitled to be cast, **your vote is critical**, no matter how many or how few shares you may own.

If you fail to vote your shares it will have the same effect as a vote AGAINST the proposal to amend the Articles of Incorporation.

Please help your company avoid the expense of further solicitation by voting TODAY by telephone, *via* the Internet, or by signing, dating and returning the enclosed proxy card in the envelope provided.

Thank you for your continuing support,

Richard E. Anthony

Chairman of the Board and

Chief Executive Officer

REMEMBER:

You can vote your shares by telephone, or *via* the Internet.

Please follow the easy instructions on the enclosed card.

If you have any questions, or need assistance in voting your shares, please call our proxy solicitor,

**INNISFREE M&A INCORPORATED
TOLL-FREE, at 1-888-750-5834.**