

SECURITIES AND EXCHANGE COMMISSION

FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

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FILER

EnergySolutions, Inc.

CIK: [1393744](#) | IRS No.: **061782005** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **January 14, 2013**

EnergySolutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33830
(Commission File Number)

51-0653027
(I.R.S. Employer
Identification No.)

**423 West 300 South
Suite 200
Salt Lake City, Utah**
(Address of Principal Executive Offices)

84101
(Zip Code)

(801) 649-2000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2b)
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4c)
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Item 8.01 Other Events.

As previously announced, on January 7, 2013, EnergySolutions, Inc. (“EnergySolutions”, the “Company”, “we”, “us”, or “our”) entered into an Agreement and Plan of Merger (the “Merger Agreement”), by and among EnergySolutions, Rockwell Holdco, Inc., a Delaware Corporation (“Parent”), and Rockwell Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub”) relating to the acquisition of EnergySolutions by Parent. Parent and Merger Sub are affiliates of Energy Capital Partners, a leading private equity firm focused on investing in North America’s energy infrastructure.

Subsequently, on January 14, 2013, EnergySolutions mailed the attached letter in response to a letter sent on January 9, 2013 to EnergySolutions by Gary Siegler of Indian Creek Asset Management. The letter from EnergySolutions to Mr. Siegler is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

FORWARD-LOOKING STATEMENTS

Certain statements made herein, including, for example, the expected date of closing of the merger and the potential benefits of the merger, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, our actual results may differ materially from our expectations or projections.

The following factors, among others, could cause actual results of EnergySolutions to differ materially from those described in these forward-looking statements: the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; the outcome of any legal proceedings that have been, or will be, instituted against the Company related to the Merger Agreement; the inability to complete the merger due to the failure to obtain stockholder approval for the merger or the failure to satisfy other conditions to completion of the merger, including the receipt of all regulatory approvals related to the merger; the failure to obtain the necessary financing arrangements set forth in the debt and equity commitment letters delivered pursuant to the Merger Agreement; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the merger; the impact of the substantial indebtedness to be incurred to finance the consummation of the merger; the effects of local and national economic, credit and capital market conditions on the economy in general, and other risks and uncertainties described herein, as well as those risks and uncertainties discussed from time to time in our other reports and other public filings with the Securities and Exchange Commission (the “SEC”).

Additional information concerning these and other factors that may impact our expectations and projections can be found in our periodic filings with the SEC, including the Company’s most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, as the same may be amended from time to time. Our SEC filings are available publicly on the SEC’s website at www.sec.gov, on our website at www.energysolutions.com or upon request from our Investor Relations Department at ir@energysolutions.com. We disclaim any obligation to update the forward-looking statements, whether as a result of new information, future events or otherwise.

ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT

In connection with the proposed merger, we will file a proxy statement with the SEC. Additionally, we will file other relevant materials with the SEC in connection with the proposed acquisition of the Company by Parent pursuant to the terms of the Merger Agreement. The materials to be filed by the Company with the SEC may be obtained free of charge at the SEC’s web site at www.sec.gov. Investors and security holders of the Company are urged to read the proxy statement and the other relevant materials when they become available

before making any voting or investment decision with respect to the proposed merger because they will contain important information about the merger and the parties to the merger.

The Company, Parent, Merger Sub, and their respective directors, executive officers and other members of their management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Company stockholders in connection with the proposed merger. Investors and security holders may obtain more

2

detailed information regarding the names, affiliations and interests of certain of the Company's executive officers and directors in the solicitation by reading the Company's most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q as the same may be amended from time to time, proxy statement for the Company's 2012 annual meeting of stockholders and the proxy statement and other relevant materials filed with the SEC in connection with the merger when they become available. Information concerning the interests of the Company's participants in the solicitation, which may, in some cases, be different than those of the Company's stockholders generally, will be set forth in the proxy statement relating to the merger when it becomes available.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Exhibit</u> |
|--------------------|---|
| 99.1 | EnergySolutions, Inc. Letter to Gary Siegler of Indian Creek Asset Management, dated January 14, 2013 |

3

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ENERGYSOLUTIONS, INC.

By: /s/ Russ Workman

Name: Russ Workman

Title: General Counsel

Date: January 14, 2013

4



January 14, 2013

Mr. Gary Siegler
Managing Member of IC Holdings, LLC, as
Managing Member of Indian Creek Asset Management LLC, as
Managing Member of Indian Creek Investors LP
19999 W. Country Club Drive
Aventura, FL 33180

Dear Mr. Siegler:

Thank you for your letter dated January 9, 2013. The Board of Directors has considered your letter and believes that the issues raised will be put to rest, once full disclosure has been made as part of the proxy statement, due to be filed after the “go-shop” period.

However, in the interests of responding more promptly to the issues raised, we will comment briefly on several points.

First, as to your suggestion that shareholders of EnergySolutions be given an election to retain equity in the company going forward post-acquisition, the agreement we have in place with affiliates of Energy Capital Partners contemplates an all-cash transaction. We are, of course, committed to complying with the terms of the Merger Agreement in all respects. We have, however, forwarded your letter to Energy Capital Partners for their consideration.

Second, your letter assumes that management of EnergySolutions will retain its equity in the company or be investing in the acquisition vehicle. At the direction of the Board, management has had no discussions with Energy Capital Partners regarding such matters, or any other discussions relating to post-closing equity awards, salary, bonuses, or any other compensation, and no arrangements, understandings or agreements are in place regarding any such matters between management of EnergySolutions and Energy Capital Partners.

Third, in terms of process, a special committee of the Board of Directors, composed exclusively of independent directors, after careful consultation with our financial, legal and other advisors, recommended that the Board of Directors approve the transaction. The Board of Directors also deliberated thoroughly the recommendation of the special committee and unanimously approved the transaction.

Fourth, the transaction with Energy Capital Partners followed an extensive evaluation of strategic alternatives, which included contacting over twenty parties. At the conclusion of that process, there were no actionable proposals. In addition, as has been publicly announced, EnergySolutions is currently in a “go-shop” period in which we are actively soliciting other offers to enter into a transaction. The Board of Directors has instructed our financial advisor, Goldman, Sachs & Co., to contact (or re-contact) over twenty

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parties on our behalf in order to solicit acquisition proposals. In other words, the Board will have, by the conclusion of this process, solicited offers for the Company twice.

If you are dissatisfied with the transaction as has been negotiated and announced, and would like to make a more attractive acquisition proposal, we would encourage you to contact Goldman, Sachs & Co. Contact information is below:

JT Herman
Managing Director
Tel: (415) 249-7332
Fax: (415) 249-7400
jason.herman@gs.com

Alex Hernandez
Managing Director
Tel: (713) 276-3515
Fax: (212) 902-3000
alejandro.hernandez@gs.com

A description of this transaction will be available when the Company files its preliminary proxy statement. Before reaching conclusions about this transaction, we would encourage you to read it, including the background of the transaction, the Board's reasons for entering into the transaction and the financial analysis underpinning the Board's decision-making.

We are strongly committed to shareholder value. We have worked diligently to achieve what we believe is the best outcome for our shareholders, and will continue to do so.

Kind regards,

/s/ Steven R. Rogel

Steven R. Rogel
Chairman of the Board of Directors
EnergySolutions, Inc.

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FORWARD-LOOKING STATEMENTS

Certain statements made herein, including, for example, the expected date of closing of the merger and the potential benefits of the merger, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, our actual results may differ materially from our expectations or projections.

The following factors, among others, could cause actual results of EnergySolutions, Inc. ("EnergySolutions", the "Company", "we", "us", or "our") to differ materially from those

described in these forward-looking statements: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the outcome of any legal proceedings that have been, or will be, instituted against the Company related to the merger agreement; the inability to complete the merger due to the failure to obtain stockholder approval for the merger or the failure to satisfy other conditions to completion of the merger, including the receipt of all regulatory approvals related to the merger; the failure to obtain the necessary financing arrangements set forth in the debt and equity commitment letters delivered pursuant to the merger agreement; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the merger; the impact of the substantial indebtedness to be incurred to finance the consummation of the merger;

the effects of local and national economic, credit and capital market conditions on the economy in general, and other risks and uncertainties described herein, as well as those risks and uncertainties discussed from time to time in our other reports and other public filings with the Securities and Exchange Commission (the "SEC").

Additional information concerning these and other factors that may impact our expectations and projections can be found in our periodic filings with the SEC, including our 2011 Annual Report and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012. Our SEC filings are available publicly on the SEC's website at www.sec.gov, on our website at www.energysolutions.com or upon request from our Investor Relations Department at ir@energysolutions.com. We disclaim any obligation to update the forward-looking statements, whether as a result of new information, future events or otherwise.

ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT

In connection with the proposed merger, we will file a proxy statement with the SEC. Additionally, we will file other relevant materials with the SEC in connection with the proposed acquisition of the Company by Rockwell Holdco, Inc. pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated January 7, 2013, by and among the Company, Rockwell Holdco, Inc. ("Parent"), and Rockwell Acquisition Corp. ("Merger Sub"). The materials to be filed by the Company with the SEC may be obtained free of charge at the SEC's web site at www.sec.gov. Investors and security holders of the Company are urged to read the proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger because they will contain important information about the merger and the parties to the merger.

The Company, Parent, Merger Sub, and their respective directors, executive officers and other members of their management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Company stockholders in connection with the proposed merger. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of the Company's executive officers and directors in the solicitation by reading the Company's annual

report on Form 10-K for the fiscal year ended December 31, 2011, proxy statement for its 2012 annual meeting of stockholders and the proxy statement and other relevant materials filed with the SEC in connection with the merger when they become available. Information concerning the interests of the Company's participants in the solicitation, which may, in some cases, be different than those of the Company's stockholders generally, will be set forth in the proxy statement relating to the merger when it becomes available.
