

SECURITIES AND EXCHANGE COMMISSION

FORM DEFR14A

Definitive revised proxy soliciting materials

Filing Date: **1995-06-13**
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FILER

COMDATA HOLDINGS CORP

CIK: **814246** | IRS No.: **133396750** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **DEFR14A** | Act: **34** | File No.: **000-16151** | Film No.: **95546621**
SIC: **6099** Functions related to depository banking, nec

Mailing Address
5301 MARYLAND WAY
BRENTWOOD TN 37027

Business Address
5301 MARYLAND WAY
BRENTWOOD TN 37027
6153707000

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant /x/

Filed by a Party other than the Registrant / /

Check the appropriate box:

<TABLE>
 <S> <C>
 / / Preliminary Proxy Statement / / Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
 /x/ Definitive Proxy Statement
 / / Definitive Additional Materials
 / / Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12
 </TABLE>

COMDATA HOLDINGS 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):

/ / \$125 per Exchange Act Rules 0-11(c) (1) (ii), 14a-6(i) (1), or 14a-6(i) (2) or Item 22(a) (2) of Schedule 14A.

/ / \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i) (3).

/ / Fee computed on table below per Exchange Act Rules 14a-6(i) (4) 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 (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:

/ / Fee paid previously with preliminary materials.

/x/ 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:
\$125.00

- (2) Form, Schedule or Registration Statement No.:
DEF 14A

- (3) Filing Party:
Registrant

- (4) Date Filed:
May 18, 1995

COMDATA HOLDINGS CORPORATION
5301 MARYLAND WAY
BRENTWOOD, TENNESSEE 37027

Dear Stockholder:

You recently received a copy of the Proxy Statement, dated May 18, 1995, of Comdata Holdings Corporation for the Annual Meeting of Stockholders to be held on June 21, 1995. In connection with the final preparation, printing, and mailing of the Proxy Statement, WCAS Capital Partners, L.P. was inadvertently omitted from the table regarding security ownership on page 6 of the Proxy Statement.

Enclosed is a corrected page for inclusion in your copy of the Proxy Statement. In the event that you have already returned your Proxy Card and wish to change your vote as a result of this correction, please call the undersigned at (615) 370-7267 and you will be provided with another proxy card. Proxy cards will also be available at the Annual Meeting.

Sincerely,

Peter D. Voysey
Secretary

Enclosure

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February 15, 1995 that have been issued pursuant to the Comdata Holdings Corporation Stock Option and Restricted Stock Purchase Plan, have been exercised.

<TABLE>
<CAPTION>

NAME AND ADDRESS OF BENEFICIAL OWNERS (A)	COMPONENTS OF COMMON STOCK BENEFICIALLY OWNED		SHARES OF COMMON STOCK BENEFICIALLY OWNED	PERCENT OF CLASS
	COMMON	PREFERRED		
<S>	<C>	<C>	<C>	<C>
Welsh, Carson, Anderson & Stowe IV(b)..... One World Financial Center 200 Liberty Street, Suite 3601 New York, New York 10281	2,648,147	269,986 (c)	2,918,133	8.6%
Welsh, Carson, Anderson & Stowe VI(b)..... One World Financial Center 200 Liberty Street, Suite 3601 New York, New York 10281	--	1,258,106 (d)	1,258,106	3.7%
WCAS Information Partners(b)..... One World Financial Center 200 Liberty Street, Suite 3601 New York, New York 10281	--	18,244 (d)	18,244	0.1%
WCAS Venture Partners(b)..... One World Financial Center 200 Liberty Street, Suite 3601 New York, New York 10281	75,000	--	75,000	0.2%
WCAS Capital Partners, L.P. (b)..... One World Financial Center 200 Liberty Street, Suite 3601 New York, New York 10281	703,443	5,543,639 (d)	6,247,082	18.3%
New York Life Insurance Company(e)..... 51 Madison Avenue, Room 203 New York, New York 10010	545,558	1,437,448 (d)	1,983,006	5.8%
New York Life Insurance and Annuity Corporation(e)..... 51 Madison Avenue, Room 203 New York, New York 10010	545,558	1,437,448 (d)	1,983,006	5.8%
Northwestern Mutual Life Insurance Company..... 720 East Wisconsin Avenue Milwaukee, Wisconsin 53202	280,566	2,232,279 (d)	2,512,845	7.4%
Prudential Venture Partners II(f)..... 717 Fifth Avenue New York, New York 10022	1,111,111	435,427 (c)	1,546,538	4.5%
Advanced Telecommunications Corporation..... 945 East Paces Ferry Road, Suite 2100 Atlanta, Georgia 30325	1,728,730	161,668 (c)	1,890,398	5.5%
Charterhouse Equity Partners, L.P. (g)..... 535 Madison Avenue New York, New York 10022	--	4,299,558 (c)	4,299,558	12.6%
Bruce K. Anderson(b).....	3,426,590	7,153,485 (c) (d)	10,580,075	31.0%

Patrick J. Welsh(b).....	3,426,590	7,135,241 (c) (d)	10,561,831	31.0%
Dana J. O'Brien(f).....	1,111,111	435,427 (c)	1,546,538	4.5%
Louis P. Buglioli.....	--	--	--	*
Phyllis Haberman(g).....	--	4,299,558 (c)	4,299,558	12.6%
Stephen E. Raville.....	--	--	--	*
George L. McTavish.....	348,934	--	348,934	1.0%
Edward A. Barbieri.....	66,134	--	66,134	*
Dennis R. Hanson.....	50,600	--	50,600	*
Henry P. Cincere.....	38,508	--	38,508	*
Charles P. Harris.....	13,435	--	13,435	*
All directors and executive officers as a group (14 persons) (h).....	544,398	127,020	671,418	1.9%

</TABLE>

 * Less than 1%

(a) Except as otherwise noted below, the persons named in the table have sole voting powers and investment power with respect to all shares set forth in the table.