

LAMSON & SESSIONS CO
Form DEFA14A
October 26, 2006

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 Section 240.14a-12

The Lamson & Sessions Co.

(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 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.

Edgar Filing: LAMSON & SESSIONS CO - Form DEFA14A

- 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:

FOR IMMEDIATE RELEASE

LAMSON & SESSIONS TO HOLD SPECIAL MEETING OF SHAREHOLDERS TO INCREASE AUTHORIZED SHARES

CLEVELAND, Ohio, October 26, 2006 The Lamson & Sessions Co. (NYSE:LMS), announced today that it will hold a special meeting of its shareholders on Friday, December 15, 2006 at 9:00 a.m. EST at the Cleveland Marriott East Hotel located at 26300 Harvard Road, Warrensville Heights, Ohio 44122. The purpose of the special meeting is to vote on the proposed amendment to the Amended Articles of Incorporation of the Company to increase the number of authorized common shares from twenty million (20,000,000) to forty million (40,000,000).

Lamson's Board of Directors has approved the proposed amendment, subject to shareholder approval, and determined that it is in the best interests of the Company and its shareholders.

Lamson's Board of Directors does not believe there is an adequate number of authorized common shares to assure that there will be sufficient shares available for issuance in connection with possible future awards under employee benefit plans, stock dividends, stock splits, future acquisitions, equity and equity-based financings and other corporate purposes.

Lamson has set November 7, 2006 as the record date for the determination of shareholders entitled to notice of and to vote at the special meeting. A preliminary proxy statement on Schedule 14A detailing the foregoing is expected to be filed with the Securities and Exchange Commission on or about October 26, 2006.

This press release contains forward-looking statements that involve risks and uncertainties within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expected as a result of a variety of factors, such as factors relating to or affecting the proposal to amend the Amended Articles of Incorporation and various factors affecting Lamson's business, including those identified in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005. Because forward-looking statements are based on a number of beliefs, estimates and assumptions by management that could ultimately prove to be inaccurate, there is no assurance that any forward-looking statement will prove to be accurate.

In connection with the proposed special meeting of shareholders to vote on the proposed amendment to the Company's Amended Articles of Incorporation, the Company will be filing a proxy statement with the Securities and Exchange Commission. Pursuant to the proxy statement, the Company's Board of Directors will be soliciting proxies from the Company's shareholders. Shareholders are advised to read the proxy statement when it becomes available because it will contain important information. Information regarding the interests of the participants in the solicitation of proxies will be described in the proxy statement. Investors and other security holders can obtain copies of the proxy statement free of charge when it becomes available by directing a request to the Company, Investor Relations, 25701 Science Park Drive, Cleveland, Ohio 44122, Telephone (216) 464-3400. You may also obtain free copies of the proxy statement when it becomes available by accessing the Securities and Exchange Commission's Web site at <http://www.sec.gov>.

For more information contact:

James J. Abel

Executive Vice President and Chief Financial Officer

216-766-6557

Aileen Liebertz

Manager Investor Relations and Shareholder Communications

216-766-6560