

MEDIA GENERAL INC
Form DEFA14A
April 10, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

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

Media General, Inc.

(Name of Registrant as Specified In Its Charter)

Edgar Filing: MEDIA GENERAL INC - Form DEFA14A

(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 the transaction applies:

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

(3) Per unit price or other underlying value of the 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:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Edgar Filing: MEDIA GENERAL INC - Form DEFA14A

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:

April 10, 2008

Dear Fellow Employees,

We've received very positive responses about our March 19 letter on Harbinger, and I thought it might be useful to follow up and let you know how things are progressing.

As you know, Harbinger is attempting to displace three of our Directors and force three of its nominees onto our Board of Directors. And, as you also know, Harbinger cannot gain control of our Board under any circumstances.

Thanks to an investor forum held last week by our largest public stockholder, Mario Gabelli, we now understand a little more about what Harbinger thinks it's doing. What is most evident, however, is how misguided it was for Harbinger to refuse to talk to us before they invested in Media General last June or in the seven months that followed. Based on what we have heard, they would have benefited, and learned a lot about both the Company and our industry, from a meaningful conversation with us.

Harbinger clearly hasn't taken the time to understand Media General, including our many strengths, our economic and industry challenges, and our strategies to leverage those strengths and meet those challenges. Instead, it's proven that it has a very short-term focus. It proposes that we consider exiting entire markets, including Tampa — long one of our crown-jewel assets — and react in other knee-jerk ways, such as possibly cutting our dividend. This is a short-term mentality that, frankly, does affect much of corporate America. But, as you know, it is not the way we run Media General. We are indeed fortunate to have a dual-class stock ownership structure, so that such a short-term and misguided agenda can be seen for what it is, and can be thoughtfully compared to our carefully developed, long-term focus on building long-term value for all stockholders.

Still, I know that all of this is distracting and perhaps even somewhat disturbing for you, and I regret that. It also sometimes generates questions. Some inquiries we've received over the last several days involve what employees should do when they receive Harbinger's proxy materials. As a reminder, the Harbinger proxy materials are being mailed by Harbinger to our

401(k) participants with a *green* proxy voting card; the Media General materials always are mailed with a plain, *white* card.

You may well find it instructive to read the Harbinger proxy statement, and I encourage you to do so. But after that, I would strongly suggest you simply throw out everything that Harbinger has sent to you. Voting to withhold for the Harbinger nominees, for example, only cancels any earlier vote you may have made FOR the Company's nominees.

If you've already marked and returned a green Harbinger proxy card, or if you've otherwise voted even to withhold on the Harbinger nominees, there is an easy way to change your vote. We'll soon be mailing more white proxy cards to all Media General stockholders. As soon as you receive those new voting instructions, please send back the white card, marked FOR all of the Company's nominees, or simply call the toll-free number that's listed on the card, or take advantage of the Internet voting procedures that you'll also find described there.

Your vote FOR the Company's Directors is important.

The Board of Directors and I thank you for your careful attention. We also thank you for making a difference every day and for providing outstanding service to our readers, viewers, users and advertisers. That is the right way to build shareholder value for all of us, and we are grateful for all you are doing to stay focused and make Media General a better, stronger company.

Yours sincerely,

Marshall N. Morton
President and Chief Executive Officer