

ITT EDUCATIONAL SERVICES INC
Form DEFA14A
April 07, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 under §240.14a-12

ITT EDUCATIONAL SERVICES, INC.

(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.

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:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to be Held on May 17, 2016.

ITT EDUCATIONAL SERVICES, INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 21, 2016
Date: May 17, 2016 Time: 9:00 AM EDT
Location: Key Bridge Marriott
1401 Lee Highway
Arlington, Virginia 22209

ITT EDUCATIONAL SERVICES, INC.
13000 NORTH MERIDIAN STREET
CARMEL, IN 46032-1404

You are receiving this communication because
you hold shares in the company named above.

This is not a ballot. You cannot use this notice
to vote these shares. This communication
presents only an overview of the more
complete proxy materials that are available to
you on the Internet. You may view the proxy
materials online at www.proxyvote.com, scan
the QR Barcode on the reverse side, or easily
request a paper copy (see reverse side).

We encourage you to access and review all of
the important information contained in the
proxy materials before voting.

See the reverse side of this notice to obtain
proxy materials and voting instructions.

E04286-P73237

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:
NOTICE AND PROXY STATEMENT FORM
10-K

How to View Online:

Have the information that is printed in the box marked by the arrow àXXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*:

sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow

àXXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 3, 2016 to facilitate timely delivery.

How to Vote

Please Choose One of the Following Voting Methods

SCAN TO

VIEW MATERIALS & VOTE

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow

àXXXX XXXX XXXX XXXX (located on the following page)
available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy
of the materials, which will include a proxy card.

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Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

- 1a. Jerry M. Cohen
- 1b. Thomas I. Morgan

The Board of Directors recommends you vote FOR proposals 2 and 3.

- 2. To ratify the appointment of Deloitte & Touche LLP to serve as ITT Educational Services, Inc.'s independent registered public accounting firm for its fiscal year ending December 31, 2016.
- 3. Advisory vote to approve named executive officer compensation.

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