

FIRST DATA CORP  
Form DEFA14A  
May 22, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 14A**

**(Rule 14a-101)**

**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 § 240.14a-12

**First Data Corporation**

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(Name of Registrant as Specified in Its Charter)

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(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:

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

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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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:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Filed by First Data Corporation

Pursuant to Rule 14a-12 under the Securities Exchange Act of 1934

Subject Company: First Data Corporation

Commission File No.: 001-11073

THIS FILING CONSISTS OF A NEWSBRIEF MADE AVAILABLE TO EMPLOYEES OF FIRST DATA CORPORATION.

### **Go-Shop Period Ends**

As part of the proposed Merger Agreement with an affiliate of Kohlberg Kravis Roberts and Co. (KKR), First Data negotiated a 50-day Go-Shop period. During the Go-Shop period, First Data was permitted to solicit (or shop for) competing proposals. As of May 22, 2007, the Go-Shop period has ended.

### **What This Means**

First Data is now subject to the no-shop provisions of the merger agreement and cannot solicit any proposals, but can respond to certain unsolicited proposals.

### **What's Next**

First Data and KKR will continue to work together to close the proposed Merger Agreement by the end of the third quarter. This includes a number of financial, legal and regulatory requirements.

We will continue to issue news briefs during this transitional period about milestones that have been achieved.

You can ask Ric Duques a question or send a comment about the First Data/KKR partnership through the [ASK RIC](#) portal on FirstWeb.

*Please remember that First Data is still a public company and it's business as usual up until the time that the proposed Merger Agreement with KKR actually closes. It is imperative that all First Data employees continue to function and act in accordance with the governance of a public company as we have in the past.*

### **Additional Information About the Merger and Where to Find It**

In connection with this proposed transaction announced on April 2, 2007 with New Omaha Holdings, L.P., an affiliate of Kohlberg Kravis Roberts and Co., First Data Corporation (the Company) will file a proxy statement with the Securities and Exchange Commission (SEC). STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT FILED WITH THE SEC CAREFULLY AND IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. The final proxy statement will be mailed to the Company's stockholders. In addition, stockholders will be able to obtain the proxy statement and all other relevant documents filed by the Company with the SEC free of charge at the SEC's Web site [www.sec.gov](http://www.sec.gov) or from First Data Corporation, Investor Relations Department at 6200 S. Quebec Street, Suite 340, Greenwood Village, Colorado 80111, (303) 967-6756.

### **Participants in the Solicitation**

First Data Corporation and its directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from the stockholders of the Company in connection with the proposed transaction. Information about the Company and its directors and executive officers, and their ownership of the Company's securities, is set forth in the proxy statement for the 2007 Annual Meeting of Stockholders of the Company, which was filed with the SEC on April 17, 2007. Additional information regarding the interests of those persons may be obtained by reading the proxy statement when it becomes available.