

PHH CORP  
Form DEFA14A  
June 05, 2009

**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 (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

PHH 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):

No fee required.

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-

**RISKMETRICS GROUP NOW RECOMMENDS FOR ALL OF PHH'S PROPOSALS**

**PHH Urges Support for PHH's Nominees and PHH's Three Other Proposals**

**Mt. Laurel, NJ, June 5, 2009** PHH Corporation (NYSE:PHH) (PHH, the Company, we, our and us) today announced that RiskMetrics Group (formerly ISS) now recommends that PHH stockholders vote "**FOR**" all of the proposals that PHH will be presenting for a stockholder vote at the 2009 Annual Meeting of Stockholders on June 10, 2009 (the 2009 Annual Meeting).

At the 2009 Annual Meeting, stockholders will be asked to elect three Class I directors to serve for a three-year term. All three of the leading independent proxy advisory firms, RiskMetrics Group, Glass Lewis & Co. and PROXY Governance, Inc. have recommended that PHH stockholders vote FOR the three PHH nominees, A.B. Krongard (PHH's Board Chairman), Terence W. Edwards (PHH's President and Chief Executive Officer) and James O. Egan (PHH's Audit Committee Chair). Pennant has nominated Allen Z. Loren and Gregory J. Parseghian as candidates in opposition to Messrs. Krongard and Edwards. **The PHH Board of Directors unanimously recommends that stockholders vote FOR all three of PHH's nominees using WHITE proxy card.**

In addition to electing three Class I Directors to serve for a three-year term (Proposal No. 1) at the 2009 Annual Meeting, PHH stockholders will also be asked to vote on three other proposals (which Pennant is not opposing) the ratification of the selection of PHH's independent registered public accounting firm for 2009 (Proposal No. 2); the approval of the PHH Corporation Amended and Restated 2005 Equity and Incentive Plan (the 2005 Plan) (Proposal No. 3); and an amendment to PHH's charter to increase the number of authorized shares of capital stock (Proposal No. 4). With respect to Proposal No. 3, PHH has announced that if Proposal No. 3 is approved at the 2009 Annual Meeting, PHH is committed to adopting an amendment to Section 5 of the proposed 2005 Plan promptly following the 2009 Annual Meeting in order to reduce the aggregate number of shares authorized to be issued under the 2005 Plan by 1,000,000 shares.

Earlier today, RiskMetrics issued a revision to its original report and now recommends a vote FOR all of PHH's proposals and PHH's director nominees. PROXY Governance has also recommended a vote FOR all of PHH's proposals and PHH's director nominees. Glass Lewis has recommended a vote FOR Proposals 2 and 3 and PHH's director nominees. **The PHH Board of Directors unanimously recommends that stockholders vote FOR all of PHH's proposals and PHH's director nominees using WHITE card.**

Following the issuance of RiskMetrics' updated recommendations regarding Proposals 3 and 4, Mr. A.B. Krongard, PHH's Non-Executive Chairman of the Board, made the following statement on behalf of the PHH's Board of Directors:

PHH welcomes RiskMetrics' revised recommendations that our stockholders vote for all of PHH's proposals. The Board considers these Proposals important for PHH to have the flexibility to offer competitive equity-based compensation and issue shares of capital stock in connection with a variety of business purposes, as outlined in our proxy statement, if and when needed. The PHH Board of Directors unanimously urges stockholders to follow the voting recommendations of RiskMetrics and PROXY Governance by voting not only for all three of PHH's nominees in Proposal No. 1, but also by voting for all of the other PHH proposals to be submitted at the 2009 Annual Meeting, using the white proxy card or voting instruction form. The PHH Board also unanimously recommends that stockholders discard any materials received from Pennant.

**Although the 2009 Annual Meeting is only a few days away, any stockholders that have not voted FOR PHH's nominees and FOR PHH's other proposals still have time to vote, or to revoke a previously-executed proxy, by following the procedures described below.**

**PHH urges all of its stockholders to vote the WHITE card FOR all of its proposals.**

**Vote TODAY. Your vote matters!**

***HOW TO VOTE BEFORE THE MEETING ON JUNE 10, 2009:***

If your shares are registered in your own name, please sign, date and mail the **WHITE** proxy card to Georgeson Inc. in the self addressed, stamped envelope previously provided. If your shares are held in the name of a brokerage firm, bank, nominee or other institution, you must provide instructions to that entity so that your votes will be cast. Please sign, date and mail the **WHITE** vote instruction form previously provided by your bank, broker or other nominee and return it using the self-addressed, postage-paid envelope provided.

**YOU MAY ALSO CAST YOUR VOTE USING YOUR TOUCH TONE PHONE OR VIA THE INTERNET  
BY  
FOLLOWING THE INSTRUCTIONS ON YOUR WHITE PROXY CARD OR VOTE INSTRUCTION  
FORM**

After voting the **WHITE** proxy card, do not sign or return any proxy card sent to you by Pennant Capital Management, LLC. Remember only your latest dated proxy will determine how your shares are to be voted at the meeting.

If you have voted a gold proxy card sent by Pennant, you can change your vote by sending a later-dated **WHITE** proxy card or vote instruction form or by providing later-dated instructions by phone or internet

If you have any questions or need assistance in voting your shares, please contact our proxy solicitor.

199 Water Street, 26<sup>th</sup> Floor  
New York, NY 10038  
Banks and Brokers (212) 440-9800  
Stockholders Call Toll Free (877) 278-9668

***About PHH Corporation***

Headquartered in Mount Laurel, New Jersey, PHH Corporation is a leading outsource provider of mortgage and vehicle fleet management services. Its subsidiary, PHH Mortgage Corporation, is one of the top five retail originators of residential mortgages in the United States<sup>1</sup>, and its subsidiary, PHH Arval, is a leading fleet management services provider in the United States and Canada. For additional information about the company and its subsidiaries, please visit our website at [www.phh.com](http://www.phh.com).

1. Inside Mortgage Finance, Copyright 2009

***Important Additional Information***

PHH Corporation, on May 7, 2009, filed a proxy statement in connection with its 2009 Annual Meeting of Stockholders and advises its stockholders to read that proxy statement because it contains important information. Stockholders can obtain a free copy of that proxy statement and other documents (when available) that PHH files with the Securities and Exchange Commission at the Commission's website at [www.sec.gov](http://www.sec.gov). That proxy statement and these other documents are also available free of charge by directing a request to PHH Corporation, Attn: Investor Relations, 3000 Leadenhall Road, Mt. Laurel, New Jersey 08054 or visiting PHH's website at [www.phh.com](http://www.phh.com) under the Investor Relations tab.

PHH, its directors and named executive officers may be deemed to be participants in the solicitation of proxies from PHH stockholders in connection with the 2009 Annual Meeting of Stockholders. Information regarding the names, affiliations and interests of such individuals is contained PHH's proxy statement referred to in the preceding paragraph.

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**Contact Information:**

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