

OSI RESTAURANT PARTNERS, INC.
Form DFAN14A
November 06, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 x
Filed by a Party other than the Registrant r

Check the appropriate box:

- r Preliminary Proxy Statement
 r **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
 r Definitive Proxy Statement
 r Definitive Additional Materials
 x Soliciting material Pursuant to §240.14a-12

OSI Restaurant Partners, Inc.

(Name of Registrant as Specified In Its Charter)

not applicable

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
 r 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:

r Fee paid previously with preliminary materials.

r 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:

THE FOLLOWING LETTER HAS BEEN DISTRIBUTED TO CERTAIN EMPLOYEES AND PURVEYORS IN CONNECTION WITH THE PROPOSED MERGER:

To All OSI Officers and Concept Presidents

Attached is a partner / purveyor letter to be used in communicating the important news published today to our partners.

OSI Restaurant Partners, Inc.

November 6, 2006

Dear Business Partner,

As you may have heard by now, OSI Restaurant Partners, Inc. has just announced that its Board of Directors has approved a proposed acquisition of our company by an investor group comprised of Bain Capital Partners, LLC and Catterton Partners and the OSI founders. As a valued business partner, I wanted to inform you directly about this development.

We believe this offer represents a significant value for our shareholders and is a positive step forward for our company. Bain Capital and Catterton share our principles and beliefs and have significant restaurant industry experience. As a private company, we believe that we will be able to better focus on our long term objectives without the distractions that go with being a public company. Over the next 50 days additional offers will be solicited, although at this point we feel that the proposed transaction represents the best alternative for OSI and its shareholders.

As important as this development is for our business, I want to assure you that this potential change in ownership will have no impact on the day-to-day operations of our business or our relationships with you. We remain focused on the same strategies for enhancing our business and remain committed to our partnership with you.

We will continue to inform you of relevant developments. In the meantime, please feel free to contact us directly with any questions you may have.

Thank you for your ongoing support and partnership.

Sincerely,

Bill Allen and Paul Avery

Forward-Looking Statements

This document includes statements that do not directly or exclusively relate to historical facts. Such statements are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements include statements regarding benefits of the proposed transaction, future performance, financing for the transaction and the completion of the transaction. These statements are based on the current expectations of management of OSI Restaurant Partners. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements included in this document. For example, among other things, (1) OSI Restaurant Partners may be unable to obtain shareholder approval required for the transaction; (2) OSI Restaurant Partners may be unable to obtain regulatory approvals required for the transaction, or required regulatory approvals may delay the transaction or result in the imposition of conditions that could have a material adverse effect on OSI Restaurant Partners or cause the parties to abandon the transaction; (3) conditions to the closing of the transaction may not be satisfied; (4) the transaction may involve unexpected costs, unexpected liabilities or unexpected delays; (5) the businesses of OSI Restaurant Partners may suffer as a result of uncertainty surrounding the transaction; (6) the financing required for Bain Capital and Catterton to complete the transaction may be delayed or may not be available and (6) OSI Restaurant Partners may be adversely affected by other economic, business, and/or competitive factors. Additional factors that may affect the future results of OSI Restaurant Partners are set forth in its filings with the Securities and Exchange Commission ("SEC"), which are available at <http://www.sec.gov>. Unless required by law, OSI Restaurant Partners undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

In connection with the proposed transaction, a proxy statement of OSI Restaurant Partners and other materials will be filed with the SEC. ***WE URGE INVESTORS TO READ THE PROXY STATEMENT AND THESE OTHER MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN***

IMPORTANT INFORMATION ABOUT OSI RESTAURANT PARTNERS AND THE PROPOSED

TRANSACTION. Investors will be able to obtain free copies of the proxy statement (when available) as well as other filed documents containing information about OSI Restaurant Partners at <http://www.sec.gov>, the SEC's free internet site. Free copies of OSI Restaurant Partners' SEC filings are also available on OSI Restaurant Partners' internet site at <http://www.osirestaurantpartners.com>.

Participants in the Solicitation

OSI Restaurant Partners and its executive officers and directors may be deemed, under SEC rules, to be participants in the solicitation of proxies from OSI Restaurant Partners' stockholders with respect to the proposed transaction. Information regarding the officers and directors of OSI Restaurant Partners is included in its definitive proxy statement for its 2006 annual meeting filed with the SEC on March 30, 2006. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by securities, holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with SEC in connection with the proposed transaction.