UNISOURCE ENERGY CORP
Form DEFA14A
March 21, 2011

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 þ
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o Definitive Proxy Statement
þ Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

UNISOURCE ENERGY 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):
þ No fee required.
o 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:

o Fee paid previously with preliminary materials.

o 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:

UniSource Energy Corporation
Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on Friday, May 6, 2011

The Proxy Statement, Annual Report and other proxy materials are available at: http://www.proxyvoting.com/uns

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail.

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

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 22, 2011 to facilitate timely delivery.

TO REQUEST PAPER COPIES OF PROXY MATERIALS:

(please reference your 11-digit control number when requesting materials)

By opting out to receive printed materials, your preference for future proxy mailings will be kept on our file.

Telephone:	**1-888-313-0164** *(outside of the U.S. and Canada call 201-680-6688)*
Email:	**shrrelations@bnymellon.com** *(you must reference your 11-digit control number in your email)*
Internet:	**http://www.proxyvoting.com/uns**

TO VOTE YOUR SHARES SEE INSTRUCTIONS ON REVERSE SIDE

This is not a proxy card. You cannot use this notice to vote your shares.

Dear UniSource Energy Corporation Shareholder:

The 2011 Annual Meeting of Shareholders of UniSource Energy Corporation (the Company) will be held at U of A Tech Park, 9070 South Rita Road, Building 9052, Tucson, Arizona, on Friday, May 6, 2011, at 10:00 a.m., Mountain Standard Time (MST).

Proposals to be considered at the Annual Meeting:

(1) Proposal One: Elect 12 directors to our Board of Directors (Board) for the ensuing year.

(2) Proposal Two: Ratify the selection of the independent auditor for 2011.

(3) Proposal Three: Approval of the UniSource Energy Corporation 2011 Omnibus Stock and Incentive Plan.

(4) Proposal Four: Advisory vote on executive compensation.

(5) Proposal Five: Advisory vote on frequency of advisory vote on executive compensation.

We will also consider any other matters which properly come before the Meeting and any adjournments.

The Board of Directors recommends a vote FOR proposals 1-4.

The Board of Directors recommends that you vote for the option of 1 YEAR as the preferred frequency for advisory votes on executive compensation.

The Board of Directors has fixed the close of business on March 14, 2011 as the record date (the Record Date) for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

CONTROL NUMBER
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YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN YOU REQUEST A PAPER COPY OF THE PROXY MATERIALS OR TO VOTE YOUR PROXY ELECTRONICALLY. è

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Shareholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to attend the annual meeting where you may vote in person can be found on this notice card.

Meeting Location:

U of A Tech Park
Building 9052
9070 South Rita Road
Tucson, AZ 85747
May 6, 2011, 10 a.m., MST

The following materials are available for you to review online:

the Company s 2011 Proxy Statement (including all attachments thereto);

the Company s SEC Form 10-K for the period ended December 31, 2010 (which is not deemed to be part of the official proxy soliciting materials);

a letter from Paul J. Bonavia, UniSource Energy Chairman, President and Chief Executive Officer;

Stock Performance Graph;

any amendments to the foregoing materials that are required to be furnished to shareholders.

To request a paper copy of the Proxy Materials:

(you must reference your 11-digit control number located on the reverse side of this form)

Telephone: **1-888-313-0164** (outside of the U.S. and Canada call 201-680-6688)

Email: **shrrelations@bnymellon.com** *(you must reference your 11-digit control number in your email)*

Internet: **http://www.proxyvoting.com/uns**

The Proxy Materials for UniSource Energy Corporation are available to review at:
http://www.proxyvoting.com/uns

Have this notice available when you request a PAPER copy of the Proxy Materials,
when you want to view your proxy materials online
OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.

HOW TO VOTE BY INTERNET

We encourage you to review the proxy materials online before voting.

Use the Internet to vote your shares. On the landing page of the above website in the box labeled
To Vote Your Shares by Internet click on **Vote Now** to access the electronic proxy card and vote your shares.
Have this notice in hand when you access the website.
You will need to reference the 11-digit control number located on the reverse side.

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