

DENNYS CORP  
Form DEFA14A  
May 06, 2010

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:

- |  |  |
|--|--|
| <input type="radio"/> Preliminary Proxy Statement                | <input type="radio"/> Confidential, for Use of the |
| <input type="radio"/> Definitive Proxy Statement                 | Commission Only (as permitted by                   |
| <input checked="" type="radio"/> Definitive Additional Materials | Rule 14a-6(e)(2))                                  |
| <input type="radio"/> Soliciting Material Pursuant to            |  |
| §240.14a-12  |  |

Denny's 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.
- ☐ 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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- ☐ 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:

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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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FOR IMMEDIATE RELEASE

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PROXY Governance, Inc. Supports ALL Denny's Board Nominees in Contested Election

Firm Cites Industry Experience and Turnaround Progress as Keys to Support

Spartanburg, SC – May 6, 2010 – Denny's Corporation (NASDAQ: DENN) today announced that PROXY Governance, Inc., a leading independent proxy advisory firm, has endorsed all eight of the Company's nominees, encouraging stockholders to support those nominees over the three candidates nominated by the dissident shareholder group.

In its report, PROXY Governance, Inc. stated, "As the incumbent nominees have deep industry experience to draw on, and the incumbent board has won the approval of equity analysts in driving the turnaround to this point, we believe shareholders will be better served by re-electing the management nominees."

The report, which also questioned the dissidents' preparedness, indicating they had only one recommendation related to the Company's marketing strategy, stated, "If one's agenda for change explicitly includes refocusing the marketing message, it would seem prudent to have read up on the current message at some point along the way."

Debra Smithart-Oglesby, Denny's Board Chair, stated, "We appreciate the endorsement of our Director nominees from such a respected and independent organization as PROXY Governance, Inc., particularly its focus on the considerable restaurant industry experience of the Company's nominees. We believe this contest involves a fundamental question of which nominees are better able to help the Board and the Company at this time. We firmly believe the Company's nominees are the clear choice in this regard, and we are pleased that PROXY Governance agrees."

About Denny's

Denny's is one of America's largest full-service family restaurant chains, consisting of 1,318 franchised and licensed units and 233 company-owned units, with operations in the United States, Canada, Costa Rica, Guam, Mexico, New Zealand and Puerto Rico. For further information on Denny's, including news releases, links to SEC filings and other financial information, please visit the Denny's investor relations website.

Important Additional Information

The Company has filed with the Securities and Exchange Commission ("SEC") and mailed to its stockholders a definitive proxy statement in connection with its 2010 Annual Meeting of Stockholders. Stockholders are strongly advised to read the Company's definitive proxy statement and the accompanying WHITE proxy card before making any voting decisions. Stockholders may obtain copies of the Company's definitive proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC in connection with its 2010 Annual Meeting of Stockholders free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov), or on the Company's

website at [www.dennys.com](http://www.dennys.com). The Company, its directors and officers and certain employees may be deemed to be participants in the solicitation of proxies from stockholders in connection with the Company's 2010 Annual Meeting of Stockholders. Information concerning persons who may be considered participants in the solicitation of the Company's stockholders under the rules of the SEC is set forth in the Company's definitive proxy statement filed with the SEC on April 8, 2010.