

NATIONAL FUEL GAS CO

Form DFAN14A

January 08, 2008

**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**

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

**NATIONAL FUEL GAS COMPANY**

(Name of Registrant as Specified in its Charter)

New Mountain Vantage GP, L.L.C.

New Mountain Vantage, L.P.

New Mountain Vantage (California), L.P.

New Mountain Vantage (Texas), L.P.

New Mountain Vantage Advisers, L.L.C.

New Mountain Vantage (Cayman) Ltd.

New Mountain Vantage HoldCo Ltd.

Mr. Steven B. Klinsky

NMV Special Holdings, LLC

California Public Employees Retirement System

F. Fox Benton, III

David M. DiDomenico

Frederic V. Salerno

(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:

(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:

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On January 8, 2008, New Mountain Vantage Advisers, LLC ( Vantage ) issued a press release, a copy of which is attached as Exhibit 1. The press release was also posted to <http://www.buildnfgvalue.com>.

On January 8, 2008, Vantage began mailing a letter to shareholders of National Fuel Gas Company. A copy of the letter is attached as Exhibit 2.

On January 8, 2008, Vantage posted a disclaimer, a copy of which is attached as Exhibit 3, to <http://www.buildnfgvalue.com>. The disclaimer replaced the disclaimer that was previously posted to such website.