

BARRETT BUSINESS SERVICES INC
Form DEFA14A
January 31, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)

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

BARRETT BUSINESS SERVICES, INC.
(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
- | | |
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| (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: _

☐ Fee paid previously with preliminary materials.

☐ 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:

FOR IMMEDIATE RELEASE

Barrett Business Services, Inc. Responds to Statements by Sherertz Group

VANCOUVER, Washington, January 31, 2012 – Barrett Business Services, Inc. (BBSI) (NASDAQ: BBSI) announced today that it continues to be willing to act upon a request for a special meeting of stockholders by Kimberly J. Jacobsen Sherertz and her group if BBSI receives a request that complies with Maryland law and BBSI's bylaws.

Anthony Meeker, BBSI's chairman of the board, emphasized, "Contrary to Ms. Sherertz's most recent SEC filing, the Board has never stated, publicly or privately, that it will not call a special meeting of stockholders. In fact, management and the Board have been diligently preparing for such a meeting in light of repeated statements by Ms. Sherertz's attorneys, as recently as last Friday, that a revised request from holders of record of the required percentage of shares would be submitted shortly. Especially in light of the significant time, expense and distraction involved in holding a special stockholders meeting, the Board must assure that all legal requirements have been met consistent with its duty to act in accordance with the law and in the best interests of the company."

Mr. Meeker continued, "We must conclude from yesterday's 13D filing either that Ms. Sherertz is unable to produce the required documentation described in our counsel's January 13 letter to her attorneys or that she and her advisers have decided to drop their request for a special meeting for other reasons. For them to act as if we denied a valid request is misleading to our other shareholders."

About BBSI

BBSI is a leading provider of business management solutions, combining human resource outsourcing and professional management consulting to create a unique operational platform that differentiates it from competitors. The company's integrated platform is built upon expertise in payroll processing, employee benefits, workers' compensation coverage, risk management and workplace safety programs, and human resource administration. BBSI's partnerships help businesses of all sizes improve the efficiency of their operations. BBSI works with more than 3,000 clients across all lines of business in 25 states. For more information, please visit www.barrettbusiness.com.

Important Information

This release may be deemed to be solicitation material in respect of the solicitation of proxies from stockholders in connection with one or more meetings of BBSI's stockholders in 2012, including a special meeting of stockholders, if such a meeting is called, and the company's 2012 annual meeting. The

company will file a proxy statement with the Securities and Exchange Commission (the "SEC") in connection with any meeting of stockholders that is called. The proxy statement, any other relevant documents and other material filed with the SEC concerning the company will be, when filed, available free of charge at <http://www.sec.gov> and <http://www.barrettbusiness.com/investor-relations>. Stockholders are urged to read each proxy statement and any other relevant documents filed when they become available because they will contain important information.

Information Regarding Participants

BBSI, its directors and certain of its executive officers and employees may be deemed to be participants in the solicitation of proxies from stockholders as described above. Information concerning these participants is available in the company's proxy statement for the 2011 annual meeting of stockholders, filed with the SEC on April 18, 2011, and in subsequent SEC filings on Forms 3, 4 and 5. The company will file a proxy statement with the SEC in connection with any meeting of stockholders that is called. Stockholders are advised to read any such proxy statement and other relevant documents filed when they become available because they will contain important information, including information with respect to participants. You can obtain free copies of these referenced documents as described above.
