

STEWART & STEVENSON SERVICES INC  
Form DEFA14A  
April 25, 2006

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

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

**STEWART & STEVENSON 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:  |
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- 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.
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| (1) | Amount Previously Paid:                       |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party:                                 |
| (4) | Date Filed:                                   |
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Stewart & Stevenson Services, Inc. (the Company) has previously disclosed that the Company and six of its directors are defendants in a purported class action lawsuit relating to the proposed merger transaction with Armor Holdings (the Lawsuit). The Lawsuit was filed on April 11, 2006 in District Court in Harris County, Texas, by a purported shareholder of the Company on behalf of all other similarly situated shareholders, and alleges, among other things, that the defendants have breached their fiduciary duties to the shareholders of the Company and have failed to disclose material information or disclosed materially false information in its proxy materials relating to the shareholders' meeting to be held on May 9, 2006.

On April 21, 2006, the defendants removed the Lawsuit to the United States District Court, Southern District of Texas. On April 24, 2006, the Company and the individual defendants filed a Motion to Dismiss the Lawsuit, on the bases that, among other things:

the Securities Litigation Uniform Standards Act preempts the plaintiff's state law claims;

under Texas law, in any event, the plaintiff lacks standing to bring the action; and

plaintiff's claims that the Company's proxy statement is materially false and misleading should be dismissed under federal law because they fail to comply with the Private Securities Litigation Reform Act's rigorous pleading requirements.

The Company continues to believe that this lawsuit is wholly without merit and to vigorously defend it.

#### **About Stewart & Stevenson Services, Inc.**

Stewart & Stevenson Services, Inc., founded in 1902, is primarily engaged in the design, manufacture and service of medium and light tactical vehicles for the U.S. Army and others worldwide. Stewart & Stevenson Services, Inc. is not affiliated with Stewart & Stevenson LLC. For more information on Stewart & Stevenson Services, Inc., visit <http://www.ssss.com>.

#### **Forward Looking Statements**

Certain matters discussed herein constitute forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those projected. These statements may be identified through the use of words such as anticipates, believes, plans, potentially, expects, intends, future, and similar expressions. These risks and uncertainties are described in Armor Holdings, Inc.'s filings with the Securities and Exchange Commission (SEC), including Armor Holdings, Inc.'s Registration Statement on Form S-3, its Annual Report on Form 10-K for the year ended December 31, 2005 and most recently filed Forms 8-K and Stewart & Stevenson Services, Inc.'s filings with the SEC, including Stewart & Stevenson Services, Inc.'s Annual Report on Form 10-K for the fiscal year ended January 31, 2006, which are available at the SEC's web site at [www.sec.gov](http://www.sec.gov).

**Additional Information and Where to Find It**

In connection with the proposed merger transaction with Armor Holdings, Stewart & Stevenson has filed a definitive proxy statement with the SEC to be used to solicit shareholder approval of the proposed transaction, as well as other relevant documents concerning the proposed transaction. **Stewart & Stevenson shareholders are urged to read the definitive proxy statement regarding the proposed transaction and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they contain important information about Stewart & Stevenson, the proposed transaction and related matters.** You can obtain a free copy of the definitive proxy statement, as well as other filings containing information about Stewart & Stevenson with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of the definitive proxy statement and the SEC filings that will be incorporated by reference in the definitive proxy statement can also be obtained, when available, without charge, by directing a request to Stewart & Stevenson Services, Inc., Investor Relations, P.O. Box 1637, Houston, Texas 77251 or at Stewart & Stevenson Services, Inc.'s Investor Relations page on its corporate website at [www.ssss.com](http://www.ssss.com). You can also contact Dan Burch or Charlie Koons of MacKenzie Partners, Inc., Stewart & Stevenson's proxy solicitor, if you have any questions relating to the transaction at 800-322-2885.

Stewart & Stevenson and its directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the transactions contemplated by the merger agreement. Information regarding Stewart & Stevenson's directors and executive officers and the interests of those participants may be obtained by reading the proxy statement regarding the proposed merger and Stewart & Stevenson's Annual Report on Form 10-K for the fiscal year ended January 31, 2006.