

TOPPS CO INC  
Form DEFA14A  
July 19, 2006

SCHEDULE 14A INFORMATION

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 Section 240.14a-12

THE TOPPS COMPANY, INC.

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:
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- (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.

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Topps Files Updated Investor Presentation

NEW YORK, July 18, 2006 — The Topps Company, Inc. (Nasdaq: TOPP) today announced that it has filed with the Securities and Exchange Commission (SEC) an update to its investor presentation. The new materials on slide 15

highlight, in a side-by-side comparison, the Company's belief that Pembridge's hand-picked nominees are clearly less qualified than Topps' director nominees. The dissidents' nominees appear to have no relevant experience, and, in fact, Pembridge's nominees have very little business experience at all. In stark contrast, Topps' director nominees possess — Arthur Shorin, Leonard Stern and Edward Miller — are highly respected and proven business leaders with decades of relevant experience in sports and entertainment, media and advertising, and banking and finance.

Topps believes that stockholders' choice is clear and strongly urges Topps stockholders to vote "FOR" Topps' experienced nominees by signing, dating and returning the WHITE proxy card TODAY.

**Topps' Director Nominees Possess The Critical Industry And Business Experience to Deliver Value to Topps Stockholders**

**Arthur Shorin**

Chairman of the Board and Chief Executive Officer since 1980. Strong relationships in sports/entertainment licensing communities and with international vendors. Led Merlin acquisition/global expansion, manufacturing relocation from Pennsylvania, new product initiatives, mini collectibles. Established continuing relationship with Asian confectionery manufacturing group.

**Leonard Stern**

Founding Partner of SSK (Shepardson, Stern & Kaminsky), a communications firm offering advertising, public relations and marketing services. Head of Creative Artist Agency's corporate advisory group since November 2005. Visiting Professor at the Yale School of Management since 1991.

**Edward Miller**

Senior Vice Chairman of the Chase Manhattan Corporation from 1996 through July 1997. President and Chief Executive Officer of AXA Financial, Inc. from August 1997 through June 2001. Member of the Supervisory Board and Senior Advisor to the Chief Executive Officer of AXA Group from June 2001 through June 2003. Director of The American Express Company, Korn/Ferry International and Keyspan Corp.

**The Dissident Nominees Are Not Qualified To Serve As Directors of Topps.**

**Arnaud Ajdler**

30 years-old; has spent the three years since finishing business school as an employee of the activist hedge fund, Crescendo Partners.

**John Jones**

Worked at the same "boutique" investment bank as Timothy Brog. Consultant lawyer to Trump Entertainment Resorts and General Counsel for another gaming company. Held executive-level positions at RCN Corporation, which declared bankruptcy in May 2004.

**Timothy Brog**

President of Pembridge Capital Management, a small activist hedge fund with no public track record of performance and no employees. Worked at a law firm and the same "boutique" investment bank as John Jones.

The updated investor presentation is available at [www.sec.gov](http://www.sec.gov) and at the Company's website:

[www.topps.com](http://www.topps.com). Topps' stockholders are reminded that their vote is extremely important, no matter how many or how few shares they own. If shares are held with a broker, stockholders may be able to vote their shares by telephone or by the Internet. If this option is unavailable, stockholders may simply follow the instructions on the Company's "WHITE PROXY" card to assure a vote for Topps' directors and the governance proposals. Stockholders are advised that if they have any questions or need any assistance in voting their shares, they should contact Topps' proxy solicitor, Mackenzie Partners, Inc., toll-free at 1-800-322-2885.

The Board of Directors also urges Topps stockholders to vote FOR the binding amendments to the Company's Certificate of Incorporation and By-laws to allow for the annual election of directors and to permit stockholders to call a special meeting.

#### About Topps

Founded in 1938, Topps is a leading creator and marketer of distinctive confectionery and entertainment products. The Company's confectionery brands include "Ring Pop," "Push Pop," "Baby Bottle Pop" and "Juicy Drop Pop" lollipops as well as "Bazooka" bubble gum. Topps entertainment products include trading cards, sticker album collections, and collectible games. For additional information, visit <http://www.topps.com>.

#### Forward Looking

This release contains forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although the Company believes the expectations contained in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. This information may involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, factors detailed in the Company's Securities and Exchange Commission filings.

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