

CLAIRE'S STORES INC  
Form DEF 14A  
May 15, 2007

**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-6

**Claire's Stores, Inc.**

(Name of Registrant as Specified In Its Charter)

**N/A**

(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:

- 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:

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The following letter, together with proxy card previously distributed, was mailed to certain shareholders on May 15, 2007:

**CLAIRE S STORES, INC.  
3 S.W. 129th Avenue  
Pembroke Pines, Florida 33027  
YOUR VOTE IS IMPORTANT  
TIME IS SHORT PLEASE ACT TODAY!**

May 11, 2007

**Dear Fellow Shareholder:**

According to our latest records, we have not received your voting instructions for the important Special Meeting of Claire s Stores, Inc. to be held on Thursday, May 24, 2007. **Our board of directors unanimously recommends that Claire s Stores shareholders vote FOR the approval of the merger agreement. Your vote is important to us. Whether or not you plan to attend the Special Meeting in person, please use one of the following simple methods to promptly provide your voting instructions:**

1. **Vote by Internet:** Go to the website [www.proxyvote.com](http://www.proxyvote.com). Have your 12-digit control number listed on the voting instruction form ready and follow the online instructions. The 12-digit control number is located in the rectangular box on the right side of your voting instruction form.
2. **Vote by Telephone:** Call toll-free (800) 454-8683. Have your 12-digit control number listed on the voting instruction form ready and follow the simple instructions.
3. **Vote by Mail:** Mark, sign, date and return your voting instruction form in the postage-paid return envelope provided.

For the reasons set forth in the proxy statement, dated April 27, 2007, your Board of Directors unanimously recommends that you vote **FOR the approval of the merger agreement. The approval of the merger agreement requires the affirmative vote of the holders of a majority of the combined voting power of the company s issued and outstanding shares of the Common Stock and Class A Common Stock. The failure of any shareholder to vote on the proposal to approve the merger agreement will have the same effect as a vote against the approval of the merger agreement.** We respectfully request that you vote your shares at your earliest convenience.

If you need assistance voting your shares, please call D.F. King & Co., Inc. toll free at (888) 869-7406.

On behalf of your Board of Directors, thank you for your cooperation and continued support.

Sincerely,

/s/ Marla L. Schaefer  
Marla L. Schaefer  
Co-Chief Executive

/s/ E. Bonnie Schaefer  
E. Bonnie Schaefer  
Co-Chief Executive

**Important Legal Information:**

In connection with the proposed merger of the Company with an affiliate of Apollo Management, L.P. (the "merger"), the Company has filed with the U.S. Securities and Exchange Commission (the "SEC") and mailed to the shareholders of the Company a definitive proxy statement and a supplement thereto (the "proxy statement"). Before making any voting decision, the Company's shareholders are urged to read the proxy statement regarding the merger carefully and in its entirety because it contains important information about the proposed merger. The Company's shareholders may obtain, without charge, additional copies of the proxy statement and other relevant documents filed with the SEC from the SEC's website at <http://www.sec.gov>. The Company's shareholders may also obtain, without charge, a copy of the proxy statement and other relevant documents (when available) by directing a request to the Company's proxy solicitation agent, D.F. King & Co., Inc., toll-free at (888) 869-7406. The Company and its directors and officers may be deemed to be participants in the solicitation of proxies from the Company's shareholders with respect to the proposed merger. Information about the Company's directors and executive officers and their ownership of the Company's common stock is set forth in the Company's annual report on Form 10-K for the fiscal year ended January 28, 2006 and the Company's proxy statement for the Company's 2006 Annual Meeting of Shareholders. Shareholders may obtain additional information regarding the interests of the Company and its directors and executive officers in the merger, which may be different than those of the Company's shareholders generally, by reading the proxy statement and other relevant documents regarding the proposed merger filed with the SEC.