

NII HOLDINGS INC  
Form DEFA14A  
April 28, 2016

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

SCHEDULE 14A  
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

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

NII Holdings, 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)(4) 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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In connection with its 2016 Annual Meeting of Stockholders, NII Holdings, Inc. (the “Company”) has filed a proxy statement and other documents regarding the 2016 Annual Meeting with the Securities and Exchange Commission and has mailed or emailed the definitive proxy statement and a proxy card to each stockholder of record entitled to vote at the 2016 Annual Meeting. **STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** The proxy statement and other documents relating to the 2016 Annual Meeting can be obtained free of charge from the SEC’s website at <http://www.sec.gov>. These documents can also be obtained free of charge from the Company at [www.proxyvote.com](http://www.proxyvote.com).

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the 2016 Annual Meeting. Information regarding the Company’s directors and executive officers and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the proxy statement and other relevant materials filed with the SEC.

The following is an electronic communication sent to employee stockholders of the Company:

NII HOLDINGS, INC.  
2016 Annual Meeting  
May 25, 2016

Important proxy voting material is ready for your action.

Three Ways to Vote

Now via ProxyVote  
At the Meeting  
By Phone 1.800.690.6903

Vote by May, 24, 2016 11:59 PM ET

Dear Colleagues,

As a stockholder of NII Holdings, Inc. your shares of restricted stock provide you with a vote on matters up for consideration at our annual meeting of stockholders. We will hold the 2016 Annual Meeting of Stockholders on May 25, 2016. Included in this email are links to the proxy statement for our 2016 Annual Meeting of Stockholders and Form 10-K for the fiscal year ended December 31, 2015, as well as instructions on how to vote your shares.

You are being asked to:

1. Elect one director, Steven M. Shindler, for a one-year term ending 2017;
2. Provide an advisory vote to approve the compensation of our named executive officers;
3. Provide an advisory vote on the frequency of future executive compensation advisory votes; and
4. Ratify the appointment of KPMG LLP as NII's independent registered public accounting firm for fiscal year 2016.

The Board of Directors recommends that you vote:

FOR the nominee for director;

FOR the approval, on an advisory basis, of the compensation of the Company's named executive officers;

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FOR the approval, on an advisory basis, of an annual advisory vote on executive compensation; and  
FOR the ratification of the appointment of KPMG LLP as NII's independent registered public accounting firm.

Your vote is very important, and we ask that you please vote as soon as possible. Should you have any questions, please contact me at [shana.smith@nii.com](mailto:shana.smith@nii.com) or 703.390.7286.

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Thank you,

Shana

Shana Smith  
General Counsel and Corporate Secretary

Important Materials

Proxy Statement  
10-K Report

For holders as of April 1, 2016