

VAIL RESORTS INC  
Form DEFA14A  
October 23, 2008

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

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

**VAIL RESORTS, INC.**

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(Name of Registrant as Specified In Its Charter)

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(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:
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  - (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):
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- o 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:
-

*VAIL RESORTS, INC.*

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Materials**

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

*VAIL RESORTS, INC.  
390 INTERLOCKEN CRESCENT  
BROOMFIELD, CO 80021*

**Stockholder Meeting to be held on 12/05/08**

**Proxy Materials Available**

Notice and Proxy Statement

Annual Report

**PROXY MATERIALS VIEW OR RECEIVE**

**You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

**To facilitate timely delivery please make the request as instructed below on or before 11/24/08.**

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

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If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

**See the Reverse Side for Meeting Information and Instructions on How to Vote**

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**Meeting Information**

Meeting Type: Annual  
Meeting Date: 12/05/08  
Meeting Time: 9:30 A.M. MST  
For holders as of: 10/08/08

**Meeting Location:**

1099 Red Sky Road  
Wolcott, CO 81655

**Meeting Directions:**

For Meeting Directions Please Call:  
303-404-1819

**How To Vote**

**Vote In Person**

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote now by Internet, go to ***WWW.PROXYVOTE.COM***.

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your notice in hand when you access the web site and follow the instructions.

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**Voting items**

**The Board of Directors Recommends a Vote "FOR" Items 1, 2, 3 and 4.**

1. Election of directors

**Nominees:**

- |                         |                        |
|-------------------------|------------------------|
| 01) Roland A. Hernandez | 06) Joe R. Micheletto  |
| 02) Thomas D. Hyde      | 07) John T. Redmond    |
| 03) Jeffrey W. Jones    | 08) John F. Sorte      |
| 04) Robert A. Katz      | 09) William P. Stiritz |
| 05) Richard D. Kincaid  |                        |

2. Approve the material terms for payment of our executive incentive compensation
  3. Ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm
  4. In the discretion of the persons named as proxies in this Proxy, transact such other business as may properly come before the meeting or any adjournment thereof.
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