

DYCOM INDUSTRIES INC
Form DEFA14A
November 12, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A INFORMATION

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

Dycom Industries, 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.

- | | |
|-----|---|
| (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:

- o Fee paid previously with preliminary materials.
- 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:

November 11, 2010

Dear Shareholder:

We have previously sent to you proxy material for the Annual Meeting of Shareholders of Dycom Industries, Inc. to be held on November 23, 2010. Your Board of Directors recommends that shareholders vote FOR all items on the agenda.

Your vote is important, no matter how many or how few shares you may own. To ensure that your shares are represented at the meeting, please take a moment to vote your shares TODAY by telephone or via the Internet. Your prompt response is greatly appreciated. You may also sign, date and return the enclosed proxy card in the envelope provided.

Very truly yours,

Steven Nielsen
President and CEO

IMPORTANT – TIME IS SHORT!

You can vote your shares by
telephone, or via the Internet.
Please follow the easy instructions on
the enclosed proxy card.

If you have any questions, or need
assistance in voting
your shares, please call our proxy
solicitor,

INNISFREE M&A
INCORPORATED
TOLL-FREE, at 1-888-750-5834.