## 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. )

| iled | l by the l | Registrant $oxine$ Filed by a Party other than the Registrant $oxine$  |
|------|------------|--|
| Chec | k the ap   | propriate box:   |
|      | Prelin     | ninary Proxy Statement   |
|      | Conf       | idential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  |
|      | Defin      | itive Proxy Statement  |
| X    | Defin      | itive Additional Materials   |
|      | Solic      | iting Material Pursuant to §240.14a-12   |
|      |            | ModusLink Global Solutions, Inc. (Name of Registrant as Specified In Its Charter)  |
|      |            | (Name of Person(s) Filing Proxy Statement, if other than the Registrant)   |
| Payn | nent of F  | Filing Fee (Check the appropriate box):  |
| X    | No fe      | e required.  |
|      | Fee c      | omputed 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 p      | aid previously with preliminary materials.   |
|      |            | k 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 by registration statement number, or the Form or Schedule and the date of its filing. |
|      | (6)        | Amount Previously Paid:  |
|      | (7)        | Form, Schedule or Registration Statement No.:  |
|      | (8)        | Filing Party:  |
|      | (9)        | Date Filed:  |
|      |            |  |





## **2011 Annual Meeting of Stockholders**



#### **SEC Safe Harbor Statement**

#### Forward looking Statement

This presentation contains forward-looking statements, which address a variety of subjects including, for example, the Company's plan for sustained growth in revenue and profits; the Company's assessment of the long-termprospects for its market and the BPO market; the trend toward outsourcing key processes; the opportunity for new programs and integrated solutions in our client base; the potential benefits of the investmentand cost reduction plan including increased revenue from new programs, improved profitability, sales acceleration, increased market penetration, cost alignment, working capital improvements and improved results from new leadership; the expected annualized costs savings and benefits in fiscal 2012 and 2013 as a result of the investment and cost reduction plan; the level of reinvestment in sales and marketing and other initiatives in fiscal 2012 and 2013; and the impact of the tax benefit preservation plan. All statements other than statements of historical fact, including without limitation, those with respect to the Company's goals, plans, expectations and strategies set forth herein are forward-looking statements. The following important factors and uncertainties, among others, could cause actual results to differ materially from those described in these forward-looking statements: the Company's success, including its ability to meet its revenue, operating income and cost savings targets, maintain and improve its cash position, expand its operations and revenue, lower its costs, improve its gross margins, reach and sustain profitability, reach its long-term objectives and operate optimally, depends on its ability to execute on its business strategy, including the investment and costs savings plan and the continued and increased demand for and market acceptance of its services; global economic conditions, especially in the technology sector are uncertain and subject to volatility; demand for our clients' products may decline or may not achieve the levels anticipated by our clients; the Company's management may face strain on managerial and operational resources as they try to over see the expanded operations; the Company may not realize the expected benefits of its restructuring and cost cutting actions; the Company may not be able to expand its operations in accordance with its business strategy; the Company's cash balances may not be sufficient to allow the Company to meet all of its business and investment goals; the Companymay experience difficulties integrating technologies, operations and personnel in accordancewith its business strategy; the Company derives a significant portion of its revenue from a small number of customers and the loss of any of those customers could significantly damage the Company's financial condition and results of operations; the Company frequently sells to its supply chain management clients on a purchase order basis rather than pursuant to contracts with minimum purchase requirements, and therefore its sales and the amount of projected revenue that is actually realized are subject to demand variability; risks inherent with conducting international operations; tax rate expectations are based on current tax law and current expected income and may be affected by the jurisdictions in which profits are determined to be earned and taxed, changes in estimates of credits, benefits and deductions, the resolution of issues arising from tax audits with various tax authorities, including payment of interest and penalties and the ability to realize deferred tax assets; the potential tax benefits represented by the net operating loss carryforwards may not be realized and the tax benefit preservation plan may not be effective in preserving those benefits; the mergers and acquisitions and IPO markets are inherently unpredictable and liquidity events for companies in the Company's venture capital portfolio may not occur; increased competition and technological changes in the markets in which the Company competes; and the Company's review of strategic alternatives may not ultimately lead to a transaction that results in increased value to its stockholders. For a detailed discussion of cautionary statements that may affect the Company's future results of operations and financial results, please refer to the Company's filings with the Securities and Exchange Commission, including the Company's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Forward-looking statements represent management's current expectations and are inherently uncertain. We do not undertake any obligation to update forward-looking statements made by us.

#### Important Additional Information

On December 2, 2011, ModusLinkfiled with the Securities and Exchange Commission (the "SEC") a definitive proxy statement in connection with its 2011 annual meeting of stockholders (the "2011 Annual Meeting") and has mailed the definitive proxy statement to its stockholders. The definitive proxy statement contains important information concerning the identity and interests of ModusLink's directors, director nominees and certain of its officers and employees that may be deemed, along with ModusLink, to be participants in the solicitation of ModusLink's stockholders in connection with the 2011 Annual Meeting.

Copies of ModusLink's definitive proxy statement, any other relevant documents and other materials filed with the SEC concerning ModusLink,when filed, may be obtained free of charge at www.sec.gov and www.ir.moduslink.com. The definitive proxy statement and any other relevant documents filed with the SEC contain (or will contain) important information, and stockholders should carefully read the definitive proxy statement, the accompanying WHITE proxy card and other materials filed with the SEC when they become available before making any voting decision.



## **Investor Highlights**

- Market leader in Supply Chain Business Process Outsourcing
- \$25 billion addressable market
- More than \$875 million in FY2011 revenue
- Returned nearly \$97 million of cash since beginning of fiscal 2008
  - \$57 million of stock repurchases 12% reduction of outstanding shares
  - \$40 million (\$0.91 per share) special dividend to stockholders in March 2011
- More than 70% of revenues from Fortune 1000 companies
- Strong balance sheet\*:
  - No debt; approximately \$110 million of cash
  - Strong liquidity: current ratio of 1.8x
- Legacy CMGI NOL's of \$2 billion

\*At October 31, 2011



## **Company Snapshot**

ModusLink is a leader in global supply chain business process management, providing clients with a broad and integrated portfolio of solutions

- An extension of our clients' supply chain
  - Providing integrated forward and reverse supply chain solutions
- Focused on high growth markets
  - Computing, software, communications, storage and consumer electronics
- Global footprint with more than 25 solution centers in 15 countries
- 4,000 full-time employees worldwide
- Founded in 1986 as CMGI
- Headquartered in Waltham, MA







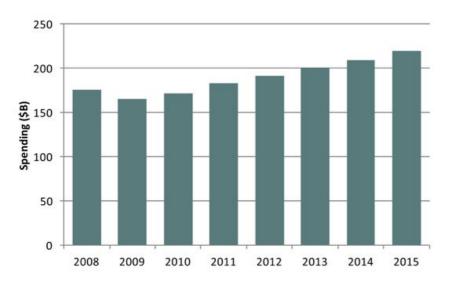


4



## **Improving Outlook for BPO Market**

#### Worldwide BPO Spending 2008 - 2015:



#### **Industry Environment:**

- Recession created adverse conditions for our clients, which in turn impacted ModusLink in fiscal 2010/2011
- Macroeconomic environment has shown weakness, especially in Europe
- Despite challenges, we believe longterm prospects for our market are very good
- Companies will continue to outsource more key processes within their supply chain to reduce costs and manage the increasing complexity that global companies face in serving their customers

Source: Gartner - Q2 2011



### **Problems We Solve for Clients**

ModusLink's solutions help clients solve their most significant supply chain challenges

### Top logistics challenges for electronics companies\*



<sup>\* 2012 16</sup> th Annual Third Party Logistics Study

6



## **ModusLink Serves Highly Dynamic Core Markets**

| Computing | Software   | Communications | Storage | Electronics |
|-----------|--|----------------|---------|-------------|
|           |  |                |         |             |
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 $<sup>^{\</sup>star}$  Images are representative of product type and not specific products handled or clients served.



## **Our Long Term Strategy**

Focus on Target
Markets With
Long-term
Growth
Prospects

Computing

Communications

Software

**Consumer Electronics** 

Storage

**New Verticals** 

BPO market expected to grow ~5% CAGR\*

Expand Client Relationships Through Innovative Solutions **Factory Feed** 

**Optimized Product Configuration** 

Aftermarket Services

e-Business

Integrated Services Up sell and cross sell opportunities with Integrated Services

Continue to Drive Operational Efficiencies

Global Standardization

Facility Optimization

**Continuous Improvement** 

Managing complexity for clients while driving lower cost for ModusLink

\* Gartner - Q2 2011

8



### **Fiscal 2011 Financial Results**

|                                   | Fisc | al 2011* | Fisc     | al 2010** |
|-----------------------------------|------|----------|----------|-----------|
| Net revenue                       | \$   | 876.5    | S        | 924.0     |
| Cost of revenue                   |      | 792.8    | <u> </u> | 807.4     |
| Gross profit                      |      | 83.6     |          | 116.6     |
| Gross margin                      |      | 9.5%     |          | 12.6%     |
| Operating expenses:               |      |          |          |           |
| SG&A                              |      | 85.2     |          | 92.9      |
| Amortization of intangible assets |      | 5.5      |          | 6.3       |
| Restructuring                     |      | 0.8      |          | (1.4)     |
| Impairment of GW and intangibles  |      | 27.2     |          | 25.8      |
| Total operating expenses          |      | 118.6    |          | 123.5     |
| Operating income                  |      | (35.0)   |          | (6.9)     |

Recession created adverse conditions for our clients, which in turn impacted ModusLink

- Use of fewer materials in packaged products
- Pricing
- Unit volumes (and its effect on revenue mix)
- Lower SG&A due to strong cost management initiatives
- Impairment charges reflect economic and competitive effects on acquired businesses; significant changes made to improve results

<sup>\*</sup> Twelve months ended July 31, 2011

<sup>\*\*</sup> Twelve months ended July 31, 2010



## **Most Recent Quarter**

### First quarter fiscal 2012

- Revenue reflects lower volumes from certain client programs, especially in Europe and the Americas
- Favorable revenue mix and benefits from cost reduction actions had a positive effect on profitability
  - Achieved highest gross profit margin in nearly two years
  - Reported first operating income in six quarters

|                                   | Q1 I | FY 2012* | Q1F  | Y 2011** |
|-----------------------------------|------|----------|------|----------|
| Net revenue                       | \$   | 206.2    | \$   | 236.4    |
| Cost of revenue                   | _    | 180.7    |      | 214.0    |
| Gross profit                      |      | 25.5     |      | 22.4     |
| Gross margin                      |      | 12.4%    |      | 9.5%     |
| Operating expenses:               |      |          |      |          |
| SG&A                              |      | 22.2     |      | 22.6     |
| Amortization of intangible assets |      | 0.3      |      | 1.7      |
| Restructuring                     |      | 8.0      |      | 0.8      |
| Total operating expenses          | 28   | 23.3     | 2 33 | 25.0     |
| Operating income                  |      | 2.2      |      | (2.7)    |

<sup>\*</sup> Three months ended Oct. 31, 2011

<sup>\*\*</sup> Three months ended Oct. 31, 2010



## **Capitalization and Liquidity**

## Maintained strong balance sheet and liquidity

(US Millions)

|                  | Capital    | Structur    | е    |   | Cash & Marketable Se        | ecur | ities |
|------------------|------------|-------------|------|---|-----------------------------|------|-------|
|                  | As of Octo | ber 31, 201 | 1    |   | As of October 31, 201       | 1    |       |
| Total Debt       | \$         | -           | 0%   |   | Cash & Cash Equivalents     | \$   | 111.5 |
| Total Common     | Equity \$  | 242.1       | 100% | 1 | Marketable Securities       | \$   | 0.1   |
| Total Capitaliza | tion \$    | 242.1       | 100% |   | Total Cash & Marketable Sec | . \$ | 111.7 |

| Liquidity           |            |         |         |         |         |         |           |         |
|---------------------|------------|---------|---------|---------|---------|---------|-----------|---------|
|                     |            |         |         |         |         |         |           |         |
|                     | FY2005     | FY2006  | FY2007  | FY2008  | FY2009  | FY2010  | FY2011Q   | LFY2012 |
| Current Assets      | \$449.1 \$ | 495.6\$ | 540.6\$ | 473.9\$ | 426.1\$ | 409.7\$ | *345.7 \$ | 404.6   |
| Current Liabilities | \$224.4 \$ | 213.4\$ | 220.4\$ | 235.2\$ | 189.1\$ | 187.1\$ | 161.5\$   | 219.3   |
| Current Ratio       | 2.0x       | 2.3x    | 2.5x    | 2.0x    | 2.3x    | 2.2x    | 2.1x      | 1.8x    |

<sup>\* \$40</sup> million cash special dividend was paid to stockholders on March 31, 2011



# Implementing Our Investment and Cost Reduction Plan in Fiscal 2012

- Executing an investment and cost reduction plan to:
  - Increase revenue from new programs
  - Improve profitability
  - Put new leadership in place to drive improved results





# Investment and Cost Reduction Plan: *Summary*

| Actions   | Fiscal 2012<br>Effect* | Fiscal 2013<br>Effect* |  |
|---|------------------------|------------------------|--|
| Cost reduction benefits                                 | \$15 to \$20 million   | \$30 to \$40 million   | Expect majority of benefits to be in Cost of Goods Sold, with remainder in Selling General & Administrative expenses |
| Reinvestment in sales & marketing and other initiatives | \$15 million           | \$9 million            | \$6 million of short-duration projects conclude in fiscal 2012   |
| Restructuring and one-time costs                        | \$10 to \$15 million   | -                      | Restructuring and other one-time expenses that are not expected to repeat in fiscal 2013                             |

<sup>\*</sup> Estimated impact relative to base year, fiscal 2011



# Actions to Enhance Stockholder Value Since Last Year's Annual Meeting

- Continued focus on improving financial performance through implementation of investment and cost reduction plan
- Returned \$40 million to stockholders through special dividend
- Enhanced corporate governance
  - Separated Chairman and CEO roles
- Adopted a tax benefit preservation plan
- Commenced review of strategic alternatives
  - Board has formed a committee comprised of independent directors that are currently conducting the review and will make associated recommendations to the full board



## Thank You