

STRATUS PROPERTIES INC  
Form DFAN14A  
April 25, 2016

**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

**Stratus Properties Inc.**

**(Name of Registrant as Specified In Its Charter)**

**Carl Berg, David M. Dean and Michael Knapp**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

x 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:

**Carl Berg Issues Stop, Look and Listen Letter to Stratus Properties Stockholders**

April 25, 2016

CUPERTINO, CA Carl Berg, the largest stockholder of Stratus Properties Inc., announced today that he has issued an open letter to the stockholders of Stratus Properties Inc. (NASDAQ STRS ) ( Stratus ) urging them to STOP, LOOK and LISTEN before taking any action in response to Stratus solicitation of proxies for the 2016 Annual Meeting of Stockholders. The complete text of the letter to stockholders follows:

CARL BERG

10050 Bandlely Drive

Cupertino, CA 95014

Phone 1-800-977-0535

April 25, 2016

**AN IMPORTANT MESSAGE FROM:**

**CARL BERG**

**TO: FELLOW STOCKHOLDERS OF**

**STRATUS PROPERTIES INC.**

**Carl Berg Urges Stratus Stockholders to**

**Look for the GOLD Proxy Card**

**For The Stratus Properties Inc. 2016 Annual Meeting**

Dear Fellow Stratus Stockholder:

Although the record date for the 2016 annual meeting of stockholders of Stratus Properties Inc. ( Stratus ) is not until May 2, 2016, you may have already received a proxy statement and proxy card from Stratus. **I STRONGLY URGE YOU NOT TO RETURN THE WHITE PROXY CARD OR VOTING INSTRUCTION FORM FROM STRATUS AND NOT TO ALLOW STRATUS TO TAKE YOUR VOTE OVER THE TELEPHONE**, but to wait for my proxy statement and **GOLD** proxy card which I will be sending you promptly after the May 2 record date. If you have already voted a white proxy card or voting instruction form or had your vote taken over the telephone, a later-dated **GOLD** proxy card will revoke your previously cast vote.

Stratus wants you to vote for re-electing two current directors to the board and to vote against my stockholder proposal that the Stratus board immediately engage a nationally recognized investment banking firm to explore the prompt sale, merger or other business combination of Stratus so that stockholders may realize the true value of their shares (the Berg Stockholder Proposal ). Because of my continued frustration over many years with the performance and management of Stratus, I am running my own slate of two highly qualified candidates for election to the

six-person Stratus board. If elected, my nominees will only constitute a minority of the board and will owe their allegiance to the stockholders of Stratus and **NOT** to the management of Stratus. You will be able to vote **FOR** my nominees only on my **GOLD** proxy card, and I will also be asking you to vote **FOR** the Berg Stockholder Proposal on my **GOLD** proxy card to send a clear message to the Stratus board that after years of value destruction the will of the Stratus stockholders is to sell Stratus or its assets.

So I am urging you to **WAIT** for and read MY PROXY MATERIALS **BEFORE** you vote or return a proxy.

**Notice: Carl Berg's PROXY CARD for the 2016 Annual Meeting will be GOLD.**

### **Who is Carl Berg?**

I am the largest stockholder of Stratus and have been so for approximately fifteen years. I beneficially own 1,421,002 shares of Stratus common stock, which is approximately 17.6% of the outstanding shares of Stratus. As such, my interests are directly aligned with your interests.

### **Why am I seeking your vote?**

I am seeking your vote to protect my and your investments in Stratus by electing my two highly qualified and experienced director nominees to the six person Stratus board of directors and also adopting the Berg Stockholder Proposal.

### **When is the Annual Meeting?**

The date of the Annual Meeting was just announced as June 6, 2016. The record date for the Stratus Annual Meeting is May 2, 2016, but Stratus has already mailed proxy solicitations to Stratus stockholders.

### **What Should I Do Now?**

Do **NOT** return any White Proxy Card or voting instruction form to Stratus and do **NOT** allow Stratus to take your vote over the telephone. If you have already voted a white proxy card or voting instruction form or had your vote recorded over the telephone, returning a later dated **GOLD** proxy card or **GOLD** voting instruction form will **revoke** your previously cast vote.

**Please wait until you receive my proxy materials and GOLD proxy card before you cast your vote in connection with the 2016 Annual Meeting.**

### **IMPORTANT**

If your shares are held in street name only your bank or broker can vote your shares, only upon receipt of your specific instructions. Please contact the person responsible for your account and instruct them **NOT** to vote at this time.

If you have any questions or need further assistance, please call me at 1-800-977-0535.

Thank you very much for your support. Our interests are directly aligned.

Carl Berg

### **Additional Information and Where to Find It**

Carl E. Berg, David M. Dean and Michael Knapp are participants in a solicitation of proxies from stockholders of Stratus Properties Inc. in connection with Stratus' 2016 Annual Stockholders Meeting (the "Annual Meeting"). Such persons have filed a preliminary proxy statement with the Securities and Exchange Commission (the "SEC") in connection with that solicitation of proxies (the "Proxy Statement"). Prior to the Annual Meeting, Messrs. Berg, Dean and Knapp may provide Stratus stockholders with a copy of a definitive Proxy Statement, together with a **GOLD** proxy card. Stratus Stockholders are strongly advised to read the definitive Proxy Statement as it contains important

information.

Stratus stockholders may obtain the preliminary Proxy Statement, any amendments or supplements thereto and other documents filed by Messrs. Berg, Dean and Knapp with the SEC in connection with the Annual Meeting at the SEC's website (<https://www.sec.gov>). Copies of the definitive Proxy Statement of Messrs. Berg, Dean and Knapp, any amendments and supplements thereto and other documents filed by Messrs. Berg, Dean and Knapp with the SEC may be obtained at the SEC website, or by writing to Mr. Berg at 10050 Bandley Drive, Cupertino, CA 95014. Detailed information regarding the affiliations and interests of Messrs. Berg, Dean and Knapp in the solicitation of proxies of Stratus stockholders is available in their preliminary Proxy Statement.

**Contacts:**

Carl Berg

1-800-977-0535