

ARI NETWORK SERVICES INC /WI
Form DEFA14A
December 11, 2002

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. ____)

Filed by the Registrant [X]

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.

(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 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:

[ARI LOGO]

WE Energies

December 11, 2002

333 West Everett

Milwaukee, WI 53203

Ms. Anne Klisurich

Anne:

This will confirm management's intention to recommend to the Board of Directors an amendment to the Company's 2000 Stock Option Plan to reduce from 500,000 to 200,000 the maximum number of option shares that may be granted to one individual in any one-year period. Until shareholder approval of such amendment, the Company does not intend to grant options for more than 150,000 shares in any one-year period to any one individual.

Please call me with any questions you may have and thanks in advance.

Sincerely,

/s/ Timothy Sherlock

Timothy Sherlock, Secretary and CFO

ARI Network Services, Inc.

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