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CROWN MEDIA HOLDINGS INC

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/05/11

Address	12700 VENTURA BOULEVARD STUDIO CITY, CA 91604
Telephone	818 755-2400
CIK	0001103837
Symbol	CRWN
SIC Code	4841 - Cable and Other Pay Television Services
Industry	Broadcasting & Cable TV
Sector	Services
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN

PROXY STATEMENT

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

Crown Media Holdings, 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:

☐ 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:

CROWN MEDIA HOLDINGS, INC.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on Wednesday, June 22, 2011

The Proxy Statement, Annual Report and other proxy materials are available at: http://www.proxyvoting.com/crwn

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.

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before June 8, 2011 to facilitate timely delivery.

CROWN MEDIA HOLDINGS, INC.

TO REQUEST PAPER COPIES OF PROXY MATERIALS:

(please reference your 11-digit control number when requesting materials)

By opting out to receive printed materials, your preference for future proxy mailings will be kept on our file.

Telephone: **1-888-313-0164**
(outside of the U.S. and Canada call 201-680-6688).

Email: **shrrelations@bnymellon.com**
(you must reference your 11-digit control number in your email)

Internet: **http://www.proxyvoting.com/crwn**

TO VOTE YOUR SHARES SEE INSTRUCTIONS ON REVERSE SIDE
This is not a proxy card. You cannot use this notice to vote your shares.

Dear Crown Media Shareholders:

The 2011 Annual Meeting of Stockholders of Crown Media Holdings, Inc. (the "Company") will be held at the offices of the Company located at 12700 Ventura Boulevard, Suite 200, Studio City, California 91604, on Wednesday, June 22, 2011, at 12:30 p.m., Pacific Time.

Proposals to be considered at the Annual Meeting:

(1) Elect 14 members to the Company's board of directors;

(2) Approval of Chief Executive Officer's and Other Executive Officers' Performance-Based Compensation;

(3) To conduct an advisory vote regarding the compensation of our Named Executive Officers;

(4) To conduct an advisory vote on the frequency of future stockholder advisory votes on the compensation of our Named Executive Officers; and

(5) Consider any other matters that properly come before the meeting and any adjournments thereof.

Management recommends a vote "FOR" Item 1, Item 2 and Item 3 and "Every Three Years" for Item 4.

The Board of Directors has fixed the close of business on May 9, 2011 as the record date (the "Record Date") for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

CONTROL NUMBER

YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN YOU REQUEST A PAPER COPY OF THE PROXY MATERIALS OR TO VOTE YOUR PROXY ELECTRONICALLY.

99866

Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting.

Meeting Location:

Crown Media Holdings, Inc. 12700 Ventura Boulevard, Suite 200, Studio City, California 91604

The following Proxy Materials are available for you to review online:

- the Company's 2011 Proxy Statement (including all attachments thereto);
- the Company's Annual Report for the year ended December 31, 2010 (which is not deemed to be part of the official proxy soliciting materials); and
- any amendments to the foregoing materials that are required to be furnished to stockholders.

To request a paper copy of the Proxy Materials:

(you must reference your 11-digit control number located on the reverse side of this form)

Telephone: **1-888-313-0164** (outside of the U.S. and Canada call 201-680-6688)

Email: **shrrelations@bnymellon.com** *(you must reference your 11-digit control number in your email)*

Internet: **http://www.proxyvoting.com/crwn**

The Proxy Materials for Crown Media Holdings, Inc. are available to review at:

http://www.proxyvoting.com/crwn

Have this notice available when you request a PAPER copy of the Proxy Materials,
when you want to view your proxy materials online
OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.

HOW TO VOTE BY INTERNET

We encourage you to review the proxy materials online before voting.

Use the Internet to vote your shares. On the landing page of the above website in the box labeled "To Vote Your Shares by Internet" click on **"Vote Now"** to access the electronic proxy card and vote your shares. Have this notice in hand when you access the website.

You will need to reference the 11-digit control number located on the reverse side.

99866

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

We encourage you to take advantage of Internet or telephone voting.
Both are available 24 hours a day, 7 days a week.

Internet and telephone voting is available through 11:59 PM Eastern Time the day prior to the annual meeting date.

CROWN MEDIA HOLDINGS, INC.

INTERNET
http://www.proxyvoting.com/crwn
Use the Internet to vote your proxy. Have your proxy card in hand when you access the web site.

OR

TELEPHONE
1-866-540-5760
Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

99866 Fulfillment 99866

▼ FOLD AND DETACH HERE ▼

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR" ITEM 1, ITEM 2 AND ITEM 3 AND "EVERY THREE YEARS" FOR ITEM 4.

Please mark your votes as indicated in this example [X]

1. ELECTION OF DIRECTORS
Nominees

		FOR ALL	WITHHOLD FOR ALL	*EXCEPTIONS
01 William J. Abbott	08 Herbert Granath	☐	☐	☐
02 Dwight C. Arn	09 Donald Hall, Jr.			
03 Robert Bloss	10 Irvine O. Hockaday, Jr.			
04 William Cella	11 A. Drue Jennings			
05 Glenn Curtis	12 Peter A. Lund			
06 Steve Doyal	13 Brad R. Moore			
07 Brian E. Gardner	14 Deanne Stedem			

(INSTRUCTIONS: To withhold authority to vote for any individual nominee, mark the "Exceptions" box above and write that nominee's name in the space provided below.)

*Exceptions

	FOR	AGAINST	ABSTAIN
2. Approval of Chief Executive Officer's and Other Executive Officers' Performance-Based Compensation.	☐	☐	☐
3. To conduct an advisory vote regarding the compensation of our Named Executive Officers.	☐	☐	☐

	ONE YEAR	TWO YEARS	THREE YEARS	ABSTAIN
4. To conduct an advisory vote on the frequency of future stockholder advisory votes on the compensation of our Named Executive Officers.	☐	☐	☐	☐

5. In their discretion, to vote upon other matters properly coming before the meeting.

Will Attend Meeting ☐ YES

Mark Here for Address Change or Comments **SEE REVERSE** ☐

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

Signature _____ Signature _____ Date _____

You can now access your Crown Media Holdings, Inc. account online.

Access your Crown Media Holdings, Inc. account online via Investor ServiceDirect® (ISD).

BNY Mellon Shareowner Services, the transfer agent for Crown Media Holdings, Inc., now makes it easy and convenient to get current information on your shareholder account.

- View account status
- View certificate history
- View book-entry information
- View payment history for dividends
- Make address changes
- Obtain a duplicate 1099 tax form
- Establish/change your PIN

Visit us on the web at http://www.bnymellon.com/shareowner/equityaccess
For Technical Assistance Call 1-877-978-7778 between 9am-7pm
Monday-Friday Eastern Time

Investor ServiceDirect®
Available 24 hours per day, 7 days per week
TOLL FREE NUMBER: 1-800-370-1163

Choose **MLink℠** for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect®** at www.bnymellon.com/shareowner/equityaccess where step-by-step instructions will prompt you through enrollment.

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Stockholders. The Proxy Statement and the 2010 Annual Report to Stockholders are available at: **http://www.hallmarkchannel.com/2011annualmeeting.html**

▼ FOLD AND DETACH HERE ▼

PROXY
CROWN MEDIA HOLDINGS, INC.
Annual Meeting of Stockholders – June 22, 2011
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY

The undersigned hereby appoints William J. Abbott and Charles L. Stanford, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of Crown Media Holdings, Inc. Class A Common Stock which the undersigned is entitled to vote, and, in their discretion, to vote upon such other business as may properly come before the Annual Meeting of Stockholders of the company to be held June 22, 2011 or at any adjournment or postponement thereof, with all powers which the undersigned would possess if present at the Meeting.

Address Change/Comments
(Mark the corresponding box on the reverse side)

BNY MELLON SHAREOWNER SERVICES
P.O. BOX 3550
SOUTH HACKENSACK, NJ 07606-9250

(Continued and to be marked, dated and signed, on the other side)

99866

Fulfillment
99966

*** Exercise Your *Right* to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on June 22, 2011

CROWN MEDIA HOLDINGS, INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: May 09, 2011
Date: June 22, 2011 **Time:** 12:30 PM PDT
Location: Crown Media Holdings, Inc.
12700 Ventura Boulevard
Studio City, California 91604

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at *www.proxyvote.com* or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement 2. Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) and visit: *www.proxyvote.com*

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com
2) *BY TELEPHONE*: 1-800-579-1639
3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will **NOT** be forwarded to your investment advisor. Please make the request as instructed above on or before June 08, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "*legal proxy*." To do so, please follow the instructions at *www.proxyvote.com* or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder 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.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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Voting items

The Board of Directors recommends you vote FOR the following proposal(s):

1. Election of Directors
Nominees

1A William J. Abbott

1B Dwight C. Arn

1C Robert C. Bloss

1D William Cella

1E Glenn Curtis

1F Steve Doyal

1G Brian E. Gardner

1H Herbert Granath

1I Donald Hall, Jr.

1J Irvine O. Hockaday, Jr.

1K A. Drue Jennings

1L Peter A. Lund

1M Brad R. Moore

1N Deanne Stedem

The Board of Directors recommends you vote FOR the following proposal(s):

2 Approval of Chief Executive Officers and Other Executive Officers' Performance-Based Compensation

3 To conduct an advisory vote regarding the compensation of our Named Executive Officers

The Board of Directors recommends you vote 3 YEARS on the following proposal:

4 To conduct an advisory vote on the frequency of future stockholder advisory votes on the compensation of our Named Executive Officers

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Voting items Continued

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Voting Instructions

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