

ANALOGIC CORP
Form DEFA14A
January 28, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

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 Section 240.14a-12

Analogic Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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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 is 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.

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Definitive Additional Proxy Materials

THE FOLLOWING DISCLOSURE WAS INCLUDED IN ITEM 8.01 OF THE CURRENT REPORT ON FORM 8-K FILED WITH THE SECURITIES AND EXCHANGE COMMISSION BY ANALOGIC CORPORATION ON JANUARY 28, 2010:

The Board of Directors of Analogic Corporation (the Company) previously nominated seven persons, including Dr. Burton P. Drayer, to stand for election as directors at the Company's Annual Meeting of Stockholders (the Annual Meeting) to be held on January 29, 2010. On January 27, 2010, after consultation with his current employer regarding service on outside boards, Dr. Drayer informed the Company of his decision to withdraw his candidacy.

As a result of Dr. Drayer's withdrawal, the Company expects that the board seat to have been filled by Dr. Drayer will not be filled at the Annual Meeting. The Company also expects that, subsequent to the Annual Meeting, the Company's Board of Directors and Nominating and Corporate Governance Committee will review alternatives with respect to the board seat.