

MINDSPEED TECHNOLOGIES, INC
Form DEFA14A
February 20, 2009

**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
- Definitive Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

MINDSPEED TECHNOLOGIES, 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):

- Fee not 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.
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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:

Mindspeed Technologies, Inc. (the Company) confirmed that: (i) out of the additional 2,815,000 shares of the Company's common stock (the Increased Amount) that the Company's stockholders are being asked to approve pursuant to proposal 3 set forth in the Company's proxy statement for the 2009 annual meeting of stockholders as an increase to the amount of shares reserved for issuance under the Mindspeed Technologies, Inc. 2003 Long-Term Incentives Plan (the Plan), if the Company's stockholders approve the Increased Amount, the Company's Board of Directors will not grant equity awards under the Plan that, in the aggregate, exceed 50% of the Increased Amount (which equals 1,407,500 shares) during the one year period following the Company's 2009 annual meeting of stockholders; and (ii) if the Company's stockholders approve the Increased Amount, the Company will not seek stockholder approval of any additional shares reserved for issuance under the Plan until at least its 2011 annual meeting of stockholders.