

Cogdell Spencer Inc.
Form DEFA14A
May 03, 2010

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. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Soliciting Material Under Rule 14a-12

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Cogdell Spencer 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)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 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:
-

COGDELL SPENCER INC.

4401 Barclay Downs Drive, Suite 300

Charlotte, NC 28209-4670

Supplement to Proxy Statement dated March 25, 2010 for the Annual Meeting of Stockholders

To be held on May 4, 2010

Dear Stockholders:

On or about March 25, 2010, we mailed to you a definitive proxy statement relating to our 2010 Annual Meeting of Stockholders to be held at 4401 Barclay Downs Drive, Suite 300, Charlotte, North Carolina 28209-4670 on Tuesday, May 4, 2010 at 9:00 a.m., local time. As described in our press release on May 3, 2010 and the Form 8-K filed on May 3, 2010, the Company announced that Frank Spencer will end his full time leadership position as CEO of the Company on October 31, 2010, but plans to continue to stand for election and to remain as a member of the Company's Board of Directors if reelected by stockholders at the Company's 2010 Annual Meeting. In connection with this development, the Company entered into a Letter Agreement with Mr. Spencer, dated May 3, 2010, which provides for, among other things, the payment by the Company of retirement payments of \$2,662,250, three years continued health benefits under the Company's group health plans and programs applicable to senior executives and vesting of an award of 62,695 LTIP Units which were granted to Mr. Spencer effective March 31, 2008. In addition, Mr. Spencer will remain subject to the non-competition covenants in his employment agreement through the later of the period that he remains a director of the Company or May 4, 2011. The foregoing description is qualified in its entirety by reference to the full text of the Letter Agreement, which is attached to the Form 8-K as Exhibit 10.1, and is incorporated herein by reference.

Our board of directors continues to unanimously recommend that holders of our common stock vote "FOR" each of the proposals described in the proxy statement dated March 25, 2010.

Your vote is very important. Whether or not you plan to attend the meeting, please submit your proxy as promptly as possible. If you attend the meeting, you may continue to have your shares of common stock voted as instructed in the proxy or you may withdraw your proxy at the meeting and vote your shares of common stock in person. We look forward to seeing you at the meeting.

Sincerely,

/s/ Frank C. Spencer

FRANK C. SPENCER,
President and Chief Executive Officer

This supplement is dated May 3, 2010, and is first being made available to stockholders on or about May 3, 2010.