

II-VI INC  
Form DEFA14A  
September 23, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

- 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 167;240.14a-12

**II-VI INCORPORATED**

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(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:

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:

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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:

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

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on November 4, 2011.**

**II-VI INCORPORATED**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** September 2, 2011  
**Date:** November 4, 2011 **Time:** 1:30 PM Local Time  
**Location:** II-VI INCORPORATED  
375 SAXONBURG BLVD.

SAXONBURG, PA16056

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](http://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.**

**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT TO SHAREHOLDERS

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://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](http://www.proxyvote.com)
- 2) *BY TELEPHONE*:                                      1-800-579-1639
- 3) *BY E-MAIL*\*:                                      [sendmaterial@proxyvote.com](mailto: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 (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 October 21, 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](http://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](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow 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.

**Voting Items**

**The Board of Directors recommends you vote FOR the following:**

- 1. Election of three Class Three Directors for a term to expire at the annual meeting of shareholders in 2014.**

**Nominees:**

1a. Carl J. Johnson

1b. Thomas E. Mistler

1c. Joseph J. Corasanti

- 2. Election of one Class One Director for a term to expire at the annual meeting of shareholders in 2012.**

**Nominee:**

2a. Howard H. Xia

**The Board of Directors recommends you vote FOR the following proposals:**

- 3. Approval of an amendment to the II-VI Incorporated Amended and Restated Articles of Incorporation to increase the number of shares of common stock that are authorized for issuance from 100,000,000 to 300,000,000 shares;**

- 4. Approval of an amendment to the II-VI Incorporated Amended and Restated Articles of Incorporation for the adoption of majority voting of directors and the related elimination of cumulative voting in the election of directors in**

- 5. Approval of an amendment to the II-VI Incorporated Amended and Restated Articles of Incorporation to amend the business purpose clause to reflect a change in the governing statute under Pennsylvania law;**

- 6. Advisory vote on the Company's executive compensation;**

**The Board of Directors recommends you vote 1 year on the following proposal:**

- 7. Advisory vote on the frequency of future shareholder advisory votes on the Company's executive compensation; and**

**The Board of Directors recommends you vote FOR the following proposal:**

- 8. Ratification of the Audit Committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2012.**

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

**order to effect majority voting;**

**Voting Instructions**