

MENTOR CORP /MN/
Form DEFA14A
September 20, 2007

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 Rule 14a-11(c) or Rule 14a-12

MENTOR CORPORATION
(Name of Registrant as Specified In Its Charter)

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:

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:

MENTOR CORPORATION ANNOUNCES SHAREHOLDERS' MEETING RESULTS AND ADJOURNMENT

On September 19, 2007, Mentor Corporation (the "Company") announced that at its annual meeting of shareholders convened on September 17, 2007, Joshua Levine, Michael Emmons, Walter Faster, Margaret Jordan, Katherine Napier, Ronald Rossi and Joseph Whitters were all re-elected to the Company's Board of Directors and Burt Rosen was elected to the Board of Directors. All directors hold office until the next annual meeting of shareholders or until their successors are duly elected and qualified. In addition, the shareholders ratified the selection of Ernst & Young LLP as Mentor's independent registered public accounting firm.

The meeting was also called for the purpose of approving an amendment to the Company's Restated Articles of Incorporation to increase the total number of shares of authorized capital stock and to provide for the issuance of preferred stock in one or more series. Approval of this proposal requires the approval of a majority of the voting power of the outstanding shares present and entitled to vote on this matter. Therefore, abstentions have the same effect as votes against such proposals. Broker non-votes as to this proposal are not deemed shares entitled to vote on the proposal, and will not be counted as votes for or against the proposal or included in the calculation of the number of votes necessary for approval of the proposal. As of the time of the meeting, approximately 49% of the votes cast had been cast in favor of the proposal, with a substantial number of broker non-votes and other shares not represented in the voting. After considering the importance of the matter, the number of votes not cast and the fact that shareholders represented at the meeting were so closely divided on the proposal, shareholders present at the meeting approved a motion presented by management to adjourn and reconvene the meeting to allow additional time to solicit proxies from those shareholders who had not voted on the proposal.

The Company's annual meeting is adjourned to October 1, 2007, at 10:00 a.m. at the Company's main office, located at 201 Mentor Drive, Santa Barbara, CA 93111. Shareholders who have not voted on the proposal to approve the amendment of the Company's Restated Articles of Incorporation are encouraged to do so promptly. For shareholders who have voted on this proposal, no additional action is required. Proxies may be submitted or revoked any time prior to the adjourned meeting on October 1, 2007. To request an additional proxy card, please contact Joseph A. Newcomb or Loren L. McFarland at (805) 879-6000.

Shareholders and other investors are urged to read the proxy statement, which contains important information that should be read carefully before any decision is made with respect to this proposal.
