

KNOLL INC  
Form DEFA14A  
April 23, 2010

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  X

Filed by a Party other than the Registrant  O

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 §240.14a-12

Knoll, 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)(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 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:

## Edgar Filing: KNOLL INC - Form DEFA14A

On March 24, 2010, Knoll, Inc. (the "Company") filed a Proxy Statement on Schedule 14A with the Securities and Exchange Commission relating to its 2010 Annual Meeting of Stockholders. In its Proxy Statement, the Company submitted to stockholders a proposal to approve the Knoll, Inc. 2010 Stock Incentive Plan (the "Plan"). The Plan, among other things, authorizes for issuance an additional 2,000,000 shares of Knoll, Inc. common stock.

The Company is clarifying that the definition of "Change in Control" in Sections 13(b)(2) and 13(b)(3) of the Plan requires that consummation of the transaction (i.e., the sale of all or substantially all of the Company's assets or consolidation or merger of the Company with another corporation) actually occur prior to the trigger of any accelerated vesting of awards under the Plan. Stockholder approval of the transaction will not, by itself, be enough to trigger the change in control provisions of Section 13(b)(2) and 13(b)(3) of the Plan.

The Company will propose amendments to the Plan further clarifying this language in the Plan at a subsequent meeting of the Company's Board of Directors.

---