

ZION OIL & GAS INC
Form DEFA14A
April 16, 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.)

Filed by the Registrant: x
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
- x Definitive Additional Materials
- .. Soliciting Material Pursuant to Rule 14a-12

ZION OIL & GAS, 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):

- x 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

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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:
-

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE 2010 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 14, 2010.

The Company's Proxy Statement for the 2010 Annual Meeting of Stockholders, Annual Report to Stockholders for the fiscal year ended December 31, 2009 and Annual Report on Form 10-K for the fiscal year ended December 31, 2009 are available at www.proxyvote.com.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The 2010 Notice of Annual Meeting of Stockholders and Proxy Statement and the 2009 Annual Report on Form 10-K for Zion Oil & Gas, Inc. are available at www.proxyvote.com.

Easy Online Access — A Convenient Way to View Proxy Materials and Vote

Step 1: Go to www.proxyvote.com to view the materials.

Step 2: Enter your Control Number and click "Submit".

Step 3: Follow the instructions on the screen to "Cast Your Vote" or to "Request Proxy Materials."

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials – If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before June 3, 2010 to facilitate timely delivery.

Zion Oil & Gas, Inc. Annual Meeting Notice & Admission Ticket

The Annual Meeting of Stockholders of Zion Oil & Gas, Inc. will be held on June 14, 2010 at 2:00 pm, local time in Israel. Only shareholders who owned stock at the close of business on the record date, April 16, 2010 (the "Record Date") may vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting that may take place.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

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

1. The election of three Class II directors of Zion Oil & Gas, Inc., each for a term of three years:
1 – Richard Rinberg; 2 – William Ottaviani; 3 – Kent Siegel.
2. The ratification of the appointment of Somekh Chaikin, Certified Public Accountants (Isr.), a member of KPMG International as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2010.
3. To consider and act upon such other matters as may properly come before the meeting.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online, or by telephone after accessing www.proxyvote.com or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Zion Oil's 2010 Annual Meeting will be held at the Dan Caesarea Hotel in Caesarea, Israel. Directions to attend the 2010 Annual Meeting where you may vote in person can be found at <http://www.danhotels.com/Hotel-Caesarea>.

Here's how to order a copy of the proxy materials:

Paper copies: Delivery requests can be submitted via the telephone or Internet options below.

Email copies: Delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the numbers in the shaded bar on the reverse side when requesting a set of proxy materials.

- “ Internet – Go to www.proxyvote.com. Enter your “Control Number” and click “Submit”. Follow the instructions to log in and order a paper or email copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- “ Telephone – Call 1-800-690-6903.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by June 3, 2010.