

ADAPTEC INC
Form DEFA14A
October 16, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

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-5(d) (2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

ADAPTEC, 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):

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b No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-5(g) 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:

Glass, Lewis & Co. Recommends Adaptec Stockholders Vote to Elect ALL Adaptec Board Nominees at Annual Meeting of Stockholders

MILPITAS, Calif. (BUSINESS WIRE) Adaptec, Inc. (Nasdaq:ADPT), the global leader in I/O innovation, today reported that Glass, Lewis & Co. has recommended that stockholders elect all seven Directors nominated by the Adaptec Board of Directors at the Annual Meeting of Stockholders to be held on Nov. 10, 2009. Stockholders may follow the recommendation of this leading proxy advisor by voting for the Adaptec Board's nominees at the Annual Meeting or completing, signing and returning the BLUE proxy card, or otherwise submitting a proxy by Internet or telephone.

We are confident that the team nominated by the Adaptec Board brings the right mix of technology, financial, and management experience to help drive Adaptec to the next level, said Douglas E. Van Houweling, Chairman of Adaptec's Governance and Nominating Committee.

If stockholders have any questions, or need assistance in voting their proxies, they may contact Georgeson at 1- 800-223-2064 or at adaptecinfo@georgeson.com or by facsimile at (212) 440-9009.

The company did not seek nor obtain permission from Glass, Lewis & Co. for the disclosure of the information contained herein.

About Adaptec

Adaptec provides innovative data center I/O solutions that protect, accelerate, optimize, and condition data in today's most demanding data center environments. Adaptec products are used in IT environments ranging from traditional enterprise environments to fast-growing, on-demand cloud computing data centers. The company's products enable data center managers, channel partners and OEMs to deploy best-in-class storage solutions to meet their customers' evolving IT and business requirements. Around the world, leading corporations, government organizations, and medium and small businesses trust Adaptec technology. More information is available at www.adaptec.com, on its blog, storageadvisors.adaptec.com, and at adaptec.com/facebook and twitter.com/Adaptec_Inc.

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* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to the Amended and Restated Management Agreement, dated January 19, 2005, by and among Arbor Commercial Mortgage, LLC ("ACM"), Arbor Realty Trust, Inc. ("ART"), Arbor Realty Limited Partnership and Arbor Realty SR, Inc., ACM is entitled to an incentive fee and has elected to have the incentive fee paid in shares of ART common stock.

(1) These shares of ART Common Stock are held by ACM, Mr. Kaufman owns 50.68% of ACM directly, Mr. Kaufman and Lisa Kaufman, his spouse jointly own 100% of Arbor Management, LLC, which owns 0.62% of ACM. The Ivan and Lisa Kaufman Family Trust owns (2) 34.68% and the Ivan Kaufman Grantor Retained Trust (of which Mr. Kaufman is also a co-trustee) owns 3.92% of ACM. Both trusts benefit the dependent children of Mr. Kaufman.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.