

COGNEX CORP
Form DEFA14A
March 14, 2012

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

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

COGNEX CORPORATION

(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:

Special Meeting in Lieu of the 2012 Annual Meeting of Shareholders Notice

Important Notice Regarding the Availability of Proxy Materials for the Cognex Corporation Special Meeting in Lieu of the 2012 Annual Meeting of Shareholders to be Held on April 26, 2012

You are receiving this notice that the proxy materials for the Special Meeting in Lieu of the 2012 Annual Meeting of Shareholders are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the meeting are on the reverse side. Your vote is important!

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 proxy statement and annual report to shareholders are available at:

www.envisionreports.com/CGNX

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

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.envisionreports.com/CGNX to view the materials.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

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. You will be able to vote electronically until 1:00 a.m. EDT on April 26, 2012.

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 April 16, 2012 to facilitate timely delivery.

Special Meeting in Lieu of the 2012 Annual Meeting of Shareholders

Cognex Corporation's Special Meeting in Lieu of the 2012 Annual Meeting of Shareholders will be held on Thursday, April 26, 2012 at Cognex Corporation, One Vision Drive, Natick, Massachusetts, at 9:00 a.m., local time.

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 nominees listed in Proposal 1 and **FOR** Proposals 2 and 3.

1. The election of three directors to serve for a term ending in 2015.

Nominees: (01) Patrick A. Alias, (02) Robert J. Shillman, and (03) Reuben Wasserman

2. To approve the compensation of Cognex's named executive officers as described in the proxy statement including the Compensation Discussion and Analysis, compensation tables and narrative discussion ("say-on-pay").

3. To ratify the selection of Grant Thornton LLP as Cognex's independent registered public accounting firm for fiscal year 2012.

4. The consideration of any other business which may properly come before the meeting or any adjournment or postponement thereof.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online 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.

Directions to the Cognex Corporation Special Meeting in Lieu of the 2012 Annual Meeting of Shareholders

DIRECTIONS TO COGNEX CORPORATION

One Vision Drive
Natick, MA 01760

Please note: Guest parking is available in the front parking lot.

From Boston and Logan Airport:

Merge onto Route 90 West (Mass Turnpike) toward Worcester

From Route 90 West, take Exit 15 (I-95/Route 128) toward Waltham/Dedham

Follow From Route 128 (I-95)

From Route 90 (Mass Turnpike):

Take Exit 13 (Natick/Framingham - Route 30)

Follow left ramp towards Natick (Route 30 East)

Follow signs to Route 9 East

Follow From Route 9 East

From Route 9 West:

Follow Route 9 West

Look for an Audi dealership on your right as you head up a hill. At the crest of that hill, Vision Drive is 0.1 miles past Wethersfield Rd. Cognex is on the left of Vision Drive.

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From Route 128 (I 95):

Take Exit 20B (Route 9 West) toward Framingham/Worcester
Follow From Route 9 West

From Route 495:

Take Exit 22 Route 90 East (Mass Turnpike) toward
Framingham/Boston
Follow From Route 90 (Mass Turnpike)

From Route 9 East:

Follow Route 9 East
Make U-turn at the left lane U-turn signal near Natick McDonald's
Follow From Route 9 West

Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email 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 number in the shaded bar on the reverse side when requesting a set of proxy materials.

- g **Internet** Go to www.envisionreports.com/CGNX. Click Cast Your Vote or Request Materials. 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. You will be able to vote electronically until 1:00 a.m. EDT on April 26, 2012.
- g **Telephone** Call us free of charge at 1-866-641-4276 using a touch-tone phone and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- g **Email** Send email to investorvote@computershare.com with Proxy Materials Cognex Corporation in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse side, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings. To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 16, 2012.

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