

IPG PHOTONICS CORP
Form DEFA14A
April 05, 2016

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
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 §240.14a-12

IPG PHOTONICS 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)(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:

p.'s Registration Statement on Form S-1 (Registration No. 333-131659) filed with the Commission on May 8, 2006, and incorporated herein by reference).

4.4 Tax Benefits Preservation Plan, dated as of June 7, 2012, by and between Vonage Holdings Corp. and American Stock Transfer & Trust Company, LLC, as Rights Agent, including as Exhibit A the form of Certificate of Designation of the Company's Series A Participating Preferred Stock and as Exhibit B the forms of Right Certificate and of Election to Purchase. (filed with the Commission on August 1, 2012 as Exhibit 4.1 to Vonage Holding Corp.'s Quarterly Report on Form 10-Q (File No. 001-32887), and incorporated herein by reference.)

4.5 2001 Stock Incentive Plan of Vonage Holdings Corp. (previously filed as Exhibit 10.1 to Amendment No. 1 to Vonage Holdings Corp.'s Registration Statement on Form S-1 (Registration No. 333-131659) filed with the Commission on April 7, 2006, and incorporated herein by reference).

4.6 Vonage Holdings Corp. Amended and Restated 2006 Incentive Plan (effective as of June 6, 2013) (filed as Exhibit 10.1 to the Registrant's Form 8-K dated June 6, 2013 and incorporated herein by reference)

5.1* Opinion of Chief Legal Officer

23.1* Consent of BDO USA, LLP

24* Power of Attorney (included on signature pages of this Registration Statement)

* Filed herewith.