

ELECTRONICS FOR IMAGING INC
Form DEFA14A
June 15, 2009

**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

(Amendment No.)

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

Electronics For Imaging, 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)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

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(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:

The following presentation slides were sent to certain stockholders of Electronics For Imaging, Inc. (the Company) on June 15, 2009. Certain numerical values and calculations included in the presentation slides are for illustrative purposes only and based on the Company's closing stock price on April 30, 2009. Final calculations, values and exchange ratios will be established shortly prior to the commencement of the option exchange and will depend on the then current fair value of the eligible option, the fair market value of the Company's common stock and the original exercise price of the eligible option.

Summary of 2009 Proxy

Proposal 1

Election of directors

Proposal 2

Approval of Employee Stock Purchase Plan

Proposal 3

Approval of 2009 equity plan (5M shares)

Proposal 4

Non NEO* fair value options exchange

Proposal 5

NEO* fair value option exchange

The Board unanimously recommends a FOR

vote for all

proposals.

* NEO = Named Executive Officers

Summary of Proposed 2009 Equity Plan

Proposal 3 -

Equity Incentive Award Plan

New authorization of 5 million shares

Limited issuance of 2.5 million shares in 2009

2009 officer grants split 50/50 (time based and performance based)

significantly

increasing

alignment

between
shareholders
and
management

Cancels all prior plans and any unissued equity

New equity plan would include shares required for proposed option
exchange programs (proposals 4 and 5)

Approximately 4.5 million shares** available for new issuances if
employees

fully
participate
in

option
for

RSU
exchange
(proposal
4

and 5)

** final exchange ratio subject to change based on stock price,
calculations

based

April
30

closing
price

Summary of Proposed 2009 Employee
Option Exchange Program
Proposal 4 -
Fair value stock option exchange for employees
other than named executive officers
Fair
value
calculated
using

Black Scholes
and/or
lattice
valuation
methodologies

Approximately 3.6 million outstanding options eligible to be exchanged
for approximately 0.3M RSUs

**

Eliminates approximately 3.3 million shares from current overhang **

Proposal maintains flexibility for option-for-option exchange or option-
for-RSU exchange

Requires an increase in shares issuable under existing equity plans
(proposal 3)

Strong
employee
participation
will
drive
a
significant
reduction
in
the
overhang.

The
2009
overhang
will
be
significantly
less
than
that
of
2008**

** final exchange ratio subject to change based on stock price,
calculations

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closing
price

Summary of Proposed 2009 NEO Option
Exchange Program
Proposal 5 -
Fair value stock option exchange for named
executive officers
Exchanges time-based stock options for performance-based awards
New
equity
will
fully

vest
100%
on
EFI
stock
price
closing
above
target
of
225%
of
the
share
price
at
the
date
of
the
exchange.
If
the
price
on
the
day
of
exchange
is
\$10,
100%
of
equity
vests
at
\$22.50
Significantly
increases
shareholder
and
management
alignment
Fair
value
calculated
using
Black Scholes
and/or
lattice

valuation

methodologies

Approximately 1.1 million existing options eligible to be exchanged for approximately 0.2M RSUs**

** final exchange ratio subject to change based on stock price,

calculations

based

April

30

closing

price