

PIPER JAFFRAY COMPANIES

Form DEFA14A

April 08, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

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 Section 240.14a-12

PIPER JAFFRAY COMPANIES

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(Name of Registrant as Specified In Its Charter)

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(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:

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(2) Aggregate number of securities to which transaction applies:

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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- o Fee paid previously with preliminary materials.
- o 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:  
\_\_\_\_\_

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April 8, 2008

Dear Shareholder:

We have previously sent to you proxy materials for our 2008 annual meeting of shareholders to be held on May 7, 2008. **The Board of Directors recommends that shareholders vote FOR all proposals to be voted on at the meeting.**

In addition to the election of directors and the ratification of our independent auditor, the proxy statement contains a proposal to approve an amended and restated version of our 2003 Annual and Long-Term Incentive Plan, which is being amended and restated principally to increase the number of shares available for grant. The increase in shares will allow us to further our goal of aligning employees' interests with the interests of shareholders, will foster an ownership culture among employees, will assist in the recruitment and retention of employees, and will allow us to pay a portion of our incentive compensation in equity, in lieu of cash. **Your vote FOR the Incentive Plan is particularly important. Absent shareholder approval of the Incentive Plan, our ability to make year-end equity awards to employees will be severely limited.**

**Your vote is important**, no matter how many or how few shares you may own. If you have not already done so, **please vote TODAY** by telephone or the Internet, or by signing, dating and returning the enclosed proxy card in the envelope provided.

Sincerely,

Andrew Duff

*Chairman and Chief Executive Officer*

**IMPORTANT**

**To vote your shares by telephone or the Internet,  
follow the instructions on the enclosed card.**

If you have any questions, or need assistance in voting your shares, please call our proxy solicitor, Innisfree M&A, at the following

**TOLL-FREE** number:

**1-888-750-5834**