

ROCKWELL MEDICAL TECHNOLOGIES INC

Form DEF 14A

April 20, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
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
- 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

ROCKWELL MEDICAL TECHNOLOGIES, 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)(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:

- 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 the 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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ROCKWELL MEDICAL TECHNOLOGIES, INC.

30142 Wixom Road

Wixom, Michigan 48393

Dear Shareholder:

You are cordially invited to attend the 2009 Annual Meeting of Shareholders of Rockwell Medical Technologies, Inc. (the Company), on Thursday, May 21, 2009 at 4:00 p.m. at the Wixom Community Center, 49015 Pontiac Trail, Wixom, Michigan. Your Board of Directors and management look forward to greeting personally those shareholders who are able to attend.

The meeting principally concerns two matters of particular interest to the shareholders: the election of two Directors for a three-year term expiring in 2012, and the approval of an amendment to the 2007 Long Term Incentive Plan to increase the common shares available for grants under the plan.

Your Board of Directors supports these proposals and believes that they are in the best interests of the Company and of the shareholders, and your Board of Directors recommends a vote FOR each such proposal. The accompanying Proxy Statement contains additional information and should be reviewed carefully by shareholders. A copy of the Company's 2008 Annual Report is also enclosed.

It is important that your shares be represented and voted at the meeting, whether or not you plan to attend. Please sign, date and mail the enclosed proxy card at your earliest convenience.

Your continued interest and participation in the affairs of the Company are greatly appreciated.

Sincerely,

Robert L. Chioini
President and CEO

Wixom, Michigan
April 20, 2009

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ROCKWELL MEDICAL TECHNOLOGIES, INC.

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held May 21, 2009**

To the Shareholders of Rockwell Medical Technologies, Inc.:

Notice is hereby given that the 2009 Annual Meeting of Shareholders of Rockwell Medical Technologies, Inc. (the Company) will be held at the Wixom Community Center, 49015 Pontiac Trail, Wixom, Michigan, on May 21, 2009, at 4:00 p.m., to consider and take action upon the following matters:

- (1) the election of two Directors for a term expiring in 2012;
- (2) the approval of an amendment to the 2007 Long Term Incentive Plan to increase the number of Common Shares available for grants thereunder; and
- (3) the transaction of such other business as may properly come before the meeting or any adjournment thereof.

Only shareholders of record at the close of business on April 3, 2009 will be entitled to notice of, and to vote at, the meeting or any adjournment of the meeting.

All shareholders are cordially invited to attend the meeting. Whether or not you intend to be present, please complete, date, sign and return the enclosed proxy card in the stamped and addressed envelope enclosed for your convenience. Shareholders can help the Company avoid unnecessary expense and delay by promptly returning the enclosed proxy card. The business of the meeting to be acted upon by the shareholders cannot be transacted unless a majority of the outstanding Common Shares of the Company is represented at the meeting.

By Order of the Board of Directors,

Thomas E. Klema
Secretary

Wixom, Michigan
April 20, 2009

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**ROCKWELL MEDICAL TECHNOLOGIES, INC.
30142 Wixom Road
Wixom, Michigan 48393**

PROXY STATEMENT

**ANNUAL MEETING OF SHAREHOLDERS
May 21, 2009**

INTRODUCTION

General

The Annual Meeting of Shareholders of Rockwell Medical Technologies, Inc., or the Company, will be held at the Wixom Community Center, 49015 Pontiac Trail, Wixom, Michigan on Thursday, May 21, 2009, at 4:00 p.m., Eastern Daylight Time, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. We expect that this proxy statement and accompanying proxy will be first sent or given to shareholders on or about April 20, 2009. References in this proxy statement to we, our and us are references to the Company.

It is important that your shares are represented at the Annual Meeting. Whether or not you plan to attend the Annual Meeting, please sign and date the enclosed proxy and return it to us. The proxy is solicited by our Board of Directors. The expenses incurred in connection with the solicitation of proxies will be borne by us and may include requests by mail and personal contact by our Directors, officers, employees and investor relations consultants without additional compensation. This proxy statement, the form of proxy and the 2008 Annual Report are being furnished to banks, brokers and other nominees who hold Common Shares on behalf of beneficial owners and if asked, we will reimburse banks, brokers and other nominees for their out-of-pocket expenses in forwarding proxy materials to beneficial owners.

Voting Rights and Outstanding Shares

Only shareholders of record of shares of our common stock, no par value, which we refer to as our Common Shares, at the close of business on April 3, 2009, the Record Date for the Annual Meeting, will be entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof. As of the close of business on the Record Date, we had 14,132,712 outstanding Common Shares, the only class of stock outstanding and entitled to vote. You are considered a shareholder of record if your shares are registered directly in your name with our transfer agent. You may vote your shares by signing and dating each proxy card and returning it in the envelope provided, or by attending the Annual Meeting and voting in person.

If your shares are held in a stock brokerage account or by a bank or other nominee, then you are not a holder of record but, rather, are considered a beneficial owner holding shares in street name. If you hold your shares in street name, the proxy statement, annual report and a vote instruction card have been forwarded to you by your broker, bank or nominee who is considered, with respect to your shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker, bank or nominee how to vote your shares by using the vote instruction card included in

the mailing. You are also invited to attend the Annual Meeting. However, since as a beneficial owner you are not the shareholder of record, you may not vote your shares in person at the meeting unless you request and obtain a legal proxy from your bank, broker or other agent or nominee.

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Each Common Share is entitled to one vote on each matter submitted for a vote at the Annual Meeting. The presence, in person or by proxy, of the holders of record of a majority of the outstanding Common Shares entitled to vote is necessary to constitute a quorum for the transaction of business at the Annual Meeting or any adjournment thereof.

Valid proxies in the enclosed form which are returned in time for the Annual Meeting and executed and dated in accordance with the instructions on the proxy will be voted as specified in the proxy. If no specification is made, the proxies will be voted **FOR** the election as a director of the nominees listed below and **FOR** the proposed amendment to the 2007 Long Term Incentive Plan.

Revocability of Proxies

A shareholder giving a proxy may revoke it at any time before it is voted by giving written notice of such revocation to our Secretary or by executing and delivering to the Secretary a later dated proxy. Attendance at the Annual Meeting by a shareholder who has given a proxy will not have the effect of revoking it unless such shareholder gives such written notice of revocation to the Company's Secretary before the proxy is voted. Any written notice revoking a proxy, and any later dated proxy, must be received by the Company prior to the date of the Annual Meeting (unless delivered directly to the Company's Secretary at the Annual Meeting) and should be sent to Rockwell Medical Technologies, Inc., 30142 Wixom Road, Wixom, Michigan 48393, Attention: Thomas E. Klema, Secretary.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to Be Held on May 21, 2009

This Proxy Statement and the Company's 2008 Annual Report to Shareholders, which includes the Annual Report on Form 10-K, are available on the internet at www.rockwellmed.com/invest.htm. Directions to attend the meeting in person may be obtained by contacting Thomas E. Klema, Secretary at (248)960-9009.

VOTING SECURITIES AND PRINCIPAL HOLDERS

The following table sets forth information regarding the ownership of the Common Shares as of April 3, 2009 (unless otherwise indicated) with respect to

each current director,

each director-nominee,

each of the persons named in the Summary Compensation Table,

all current directors and executive officers as a group, and

each person known to us to be the beneficial owner of more than five percent of the Common Shares outstanding on April 3, 2009.

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The number of shares beneficially owned is determined under rules of the Securities and Exchange Commission, or SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares which the individual has the right to acquire on April 3, 2009 or within 60 days thereafter through the exercise of any stock option or other right. The persons named in the table have sole voting power and sole dispositive power with respect to the Common Shares beneficially owned, except as otherwise noted below.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership (a)	Percent of Class
Ronald D. Boyd	176,666	1.2
Patrick J. Bagley	219,616	1.5
Robert L. Chioini (b)	2,547,383	16.0
Kenneth L. Holt	169,929	1.2
Thomas E. Klema (b)	976,359	6.5
Richard C. Yocum (c)	0	
All directors and all executive officers as a group (6 persons)	4,089,953	23.9
David A. Hagelstein	1,312,875(d)	9.3

(a) Includes restricted shares subject to forfeiture to us under certain circumstances and shares that may be acquired upon exercise of stock options as set forth in the table below. None of the shares beneficially owned by the directors or executive officers are pledged by the holder as security for loans.

	Restricted Shares	Option Shares
Ronald D. Boyd	0	176,666
Patrick J. Bagley	0	41,666
Robert L. Chioini	100,000	1,786,333