

CRYOLIFE INC
Form DEFA14A
May 11, 2011

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

CRYOLIFE, 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.

- | | |
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| (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: |

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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:

The following material may be provided to CryoLife shareholders in connection with solicitations regarding the proposal to approve CryoLife's executive compensation to be presented at its May 18, 2011 annual meeting of shareholders:

1. Glass Lewis recommended in favor of management's executive compensation recommendation while ISS recommended against the matter.

 2. ISS' methodology for calculating executive compensation is inconsistent with the SEC's guidelines on how executive compensation should be calculated. If you calculate our CEO's compensation under SEC guidelines, his compensation actually increased only 0.1% from 2008-2010, compared to the 4% increase from 2009 to 2010 utilizing ISS' methodology.

 3. ISS recommendations don't take into account the Company's recent steps taken to accelerate revenue and earnings growth.
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