BIOENVISION INC
Form DEFA14A
October 10, 2007
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 x
Filed by a Party other than the Registrant o
Check the appropriate box:

o	Preliminary Proxy Statement
o	**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o	Definitive Proxy Statement
x	Definitive Additional Materials
o	Soliciting Material Pursuant to §240.14a-12

BIOENVISION, 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):

x No fee required.
o 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 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:

This filing consists of a press release issued jointly by Bioenvision, Inc. and Genzyme Corporation.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed acquisition of Bioenvision, Inc. (Bioenvision) by Genzyme Corporation (Genzyme) and the required approval of the transaction by Bioenvision s stockholders, Bioenvision filed a definitive proxy statement and other relevant documents concerning the transaction with the Securities and Exchange Commission (SEC) on September 7, 2007. Stockholders of Bioenvision are urged to read the definitive proxy statement and any other relevant documents because they contain important information. Investors and security holders can obtain free copies of the definitive proxy statement and other relevant documents when they become available by contacting Bioenvision Investor Relations at (212) 750-6700 ext. 160. In addition, documents filed with the SEC by both Genzyme and Bioenvision are available free of charge at the SEC s web site at http://www.sec.gov.

Information regarding the identity of the persons who may, under SEC rules, be deemed to be participants in the solicitation of stockholders of Bioenvision in connection with the transaction, and their interests in the solicitation, is set forth in the proxy materials filed by Bioenvision with the SEC.

FORWARD-LOOKING STATEMENTS

Certain statements contained in the press release are forward-looking statements, including express or implied statements regarding the future approval by Bioenvision s stockholders of the pending agreement and plan of merger with Genzyme and regarding Bioenvision obtaining regulatory approval of its products. Because these statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Specifically, factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to: risks associated with whether the merger of Wichita Bio Corporation with and into Bioenvision will be approved by the stockholders of Bioenvision; risks associated with the uncertainty as to whether such merger will in fact occur, risks associated with disruptions from the proposed merger transaction which may harm relationships with customers, employees, suppliers and partners; risks associated with the outcome of litigation and regulatory proceedings to which we are currently a party and may become a party in the future; risks associated with preclinical and clinical developments in the biopharmaceutical industry in general and in Bioenvision s compounds under development in particular; the potential failure of Bioenvision s compounds under development to prove safe and effective for treatment of disease; uncertainties inherent in the early stage of Bioenvision s compounds under development; failure to successfully implement or complete clinical trials; failure to receive marketing clearance from regulatory agencies for our compounds under development; acquisitions, divestitures, mergers, licenses or strategic initiatives that change Bioenvision s business, structure or projections; the development of competing products; uncertainties related to Bioenvision s dependence on third parties and partners; and those risks described in Bioenvision s filings with the SEC. Bioenvision assumes no obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law and the statements contained in the press release are current as of the date hereof only.

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For Immediate Release
October 10, 2007

Delaware Court Approves Bioenvision, Genzyme Joint Petition

Special Meeting to be Reconvened on October 22

New York, NY and Cambridge, Mass. Bioenvision, Inc. (NASDAQ: BIVN) and Genzyme Corporation (NASDAQ: GENZ) announced today that the Court of Chancery of the State of Delaware granted a petition filed yesterday by Bioenvision and Genzyme to reconvene Bioenvision s special stockholder meeting on October 22 to vote on the merger agreement between Bioenvision and Genzyme.

Under the Chancery Court s order, Bioenvision will reconvene the special meeting of stockholders on October 22, 2007 and reopen the polls to ensure that all Bioenvision stockholders as of the record date of September 5, 2007 are afforded an opportunity to vote for or against the adoption of the Merger Agreement and for those votes to be properly counted. Bioenvision will accept for

consideration all votes, proxies or ballots related to the merger agreement delivered by any record holder. Bioenvision stockholders are not obligated to take any action or they could change their votes if they chose or vote even if they have not previously cast a vote on this matter. Appraisal rights are available to all Bioenvision stockholders prior to the taking of the vote on October 22. Bioenvision will provide additional information concerning the reconvened special meeting to all stockholders on the Record Date in a mailing to be sent October 11, 2007.

Based on a preliminary count of the votes received through October 5, 2007, 55 percent of issued and outstanding shares have voted in favor of the merger.

Stockholders who have questions about the merger, need assistance in submitting their proxy or voting their shares (or changing a prior vote of their shares) should contact Bioenvision s proxy solicitor, The Altman Group, 1200 Wall Street West, Lyndhurst, NJ 07071, (800) 622-1642 (toll-free stockholders line) or (212) 681-9600 (collect), email: info@altmangroup.com. Banks and brokerages can contact The Altman Group at (201) 806-7300.

About Bioenvision

Bioenvision s primary focus is the acquisition, development, and marketing of compounds and technologies for the treatment of cancer. Bioenvision s product pipeline is focused on: Evoltra® (clofarabine) and Modrenal®. For more information on Bioenvision please visit our website at www.bioenvision.com.

About Genzyme

One of the world s leading biotechnology companies, Genzyme is dedicated to making a major positive impact on the lives of people with serious diseases. Since 1981, the company has grown from a small start-up to a diversified enterprise with more than 9,500 employees in locations spanning the globe and 2006 revenues of $3.2 billion. In 2007, Genzyme was chosen to receive the National Medal of Technology, the highest honor awarded by the President of the United

States for technological innovation. In 2006 and 2007, Genzyme was selected by FORTUNE as one of the 100 Best Companies to Work for in the United States.

With many established products and services helping patients in nearly 90 countries, Genzyme is a leader in the effort to develop and apply the most advanced technologies in the life sciences. The company s products and services are focused on rare inherited disorders, kidney disease, orthopaedics, cancer, transplant, and diagnostic testing. Genzyme s commitment to innovation continues today with a substantial development program focused on these fields, as well as immune disease, infectious disease, and other areas of unmet medical need.

Bioenvision Safe Harbor

Certain statements contained in this press release are forward-looking statements, including express or implied statements regarding the future approval by Bioenvision s stockholders of the pending agreement and plan of merger with Genzyme. Because these statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Specifically, factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to: risks associated with whether the merger of Wichita Bio Corporation with and into Bioenvision will be approved by the stockholders of Bioenvision; risks associated with the uncertainty as to whether such merger will in fact occur, risks associated with disruptions from the proposed merger transaction which may harm relationships with customers, employees, suppliers and partners; risks associated with the outcome of litigation and regulatory proceedings to which we are currently a party and may become a party in the future; risks associated with preclinical and clinical developments in the biopharmaceutical industry in general and in Bioenvision s compounds under development in particular; the potential failure of Bioenvision s compounds under development to prove safe and effective for treatment of disease; uncertainties inherent in the early stage of Bioenvision s compounds under development; failure to successfully implement or complete clinical trials; failure to receive marketing clearance from regulatory agencies for our compounds under development; acquisitions, divestitures, mergers, licenses or strategic initiatives that change Bioenvision s business, structure or projections; the development of competing products; uncertainties related to Bioenvision s dependence on third parties and partners; and those risks described in Bioenvision s filings with the SEC. Bioenvision assumes no obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law and the statements contained in this press release are current as of the date of this release only.

Genzyme Safe Harbor

This press release contains forward-looking statements, including statements about the closing of acquisition of Bioenvision. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected in these forward-looking statements. These risks and uncertainties include, among others, the possibility that the transaction is not completed; the possibility that certain closing conditions are not met, and the other risks and uncertainties described in reports filed by Genzyme with the Securities and Exchange Commission

under the Securities Exchange Act of 1934, as amended, including without limitation the information under the heading Risk Factors in the Management s Discussion and Analysis of Financial Condition and Results of Operations section of the Genzyme Quarterly Report on Form 10-Q for the quarter ending June 30, 2007. Genzyme cautions investors not to place substantial reliance on the forward-looking statements contained in this press release. These statements speak only as of the date of this press release, and Genzyme undertakes no obligation to update or revise the statements.

Genzyme s press releases and other company information are available at www.genzyme.com and by calling Genzyme s investor information line at 1-800-905-4369 within the United States or 1-678-999-4572 outside the United States.

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