

MERGE HEALTHCARE INC
Form DEFA14A
April 21, 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

MERGE HEALTHCARE INCORPORATED
(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: |
- 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.

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- (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

Important Notice of Availability of Proxy Materials for the Stockholder Meeting of

MERGE HEALTHCARE INCORPORATED

To Be Held On:

June 2, 2011

200 East Randolph Street, Chicago, Illinois 60601

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before May 24, 2011.

Please visit www.merge.com/annualmeeting/, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders and Proxy Statement
 - Form of Electronic Proxy Card
 - Annual Report on Form 10-K

TO REQUEST
MATERIAL:

E-MAIL: shareholderinfo@merge.com

TELEPHONE: (262) 367-0700 or (877) 446-3743

WEBSITE: <http://www.merge.com/investor/request.asp>

TO VOTE:

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

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| 1. Elect seven (7) individuals to serve as Directors until the next annual meeting of Stockholders or otherwise as provided in the Company's Bylaws.` | 2. | Approve the amendment to the Merge Healthcare Incorporated 2005 Equity Incentive Plan to increase the number of shares of Common Stock authorized for issuance thereunder by 3,000,000 shares. |
| NOMINEES:
Dennis Brown
Justin C. Dearborn
Michael W. Ferro, Jr.
Gregg G. Hartemayer
Richard A. Reck
Neele E. Stearns, Jr.
Jeffery A. Surges | 3. | Ratify the Company's appointment of the firm BDO USA, LLP as the Company's independent registered public accounting firm for the 2011 fiscal year. |
| | 4. | To conduct an advisory vote on the compensation of our Named Executive Officers. |
| | 5. | To conduct an advisory vote on the frequency of including future advisory votes on the compensation of our Named Executive Officers. |

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the Annual Meeting, or any adjournment or postponement thereof.

The Board of Directors recommends a vote FOR all director nominees and FOR proposal numbers two through four, and FOR three years for proposal five.

Please note that you cannot use this notice to vote by mail.