

TRANSCAT INC
Form DEFA14A
July 31, 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 (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

TRANSCAT, 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:

- Fee paid previously with preliminary materials.
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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:

July 31, 2008

Dear Transcat Shareholder:

We recently mailed proxy materials to you in connection with our upcoming annual meeting of shareholders to be held on August 19, 2008. According to our records, we have not yet received your proxy.

It is very important that your shares be voted, regardless of the number of shares you own. **Please take a moment to vote your shares by returning your proxy in the envelope provided.** If your shares are held with a broker or bank, you can also vote by telephone or the internet by following the enclosed instructions.

Our board of directors recommends a FOR vote on all proposals.

Please disregard this letter if you have already voted your shares.

Thank you for your cooperation and support.

Sincerely,

Charles P. Hadeed
*President, Chief Executive Officer
and Chief Operating Officer*