

MERGE HEALTHCARE INC  
Form DEFA14A  
May 08, 2015

---

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

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 under Rule 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.

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 Annual Meeting Of Stockholders Of MERGE HEALTHCARE INCORPORATED to Be held on: June 17, 2015 350 north orleans Street, First Floor, Chicago, illinois 60654 OMPANY NUMBER CCOUNT 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 June 5, 2015. Please visit [www.merge.com/annualmeeting/](http://www.merge.com/annualmeeting/), where the following materials are available to view: Notice of Annual Meeting of Stockholders and Proxy Statement • Form of Electronic Proxy Card • Annual Report on Form 10-K TO REQUEST MATERIALS: TO VOTE: E-MAIL: [shareholderinfo@merge.com](mailto:shareholderinfo@merge.com) TELEPHONE: (262) 367-0700 or (877) 446-3743 WEBSITE: <http://www.merge.com/annualmeeting/> ONLINE: To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the meeting date. IN PERSON: You may vote your shares in person by attending the Annual Meeting. TELEPHONE: To vote by telephone, please visit [www.voteproxy.com](http://www.voteproxy.com) to view the materials and to obtain the toll free number to call. MAIL: You may request a card by following the instructions above. 1. Elect seven (7) individuals to serve as Directors until the next annual meeting of Stockholders and until his or her successor is duly elected and qualified, or until his or her prior death, resignation or removal (check one box). 2. Approve the adoption of the Merge Healthcare Incorporated 2015 Equity Incentive Plan. 3. Approve the amendment to our Bylaws to provide for an exclusive forums provision. 4. Approve the removal of the conversion cap limitation to the conversion of our Series A Convertible Preferred Stock into shares of our Common Stock. 5. Approve the amendment to our Certificate of Incorporation and Certificate of Designation to allow holders of preferred stock to vote separately. 6. Ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for the 2015 fiscal year. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the Annual Meeting, and any adjournment or postponement thereof. The Board of Directors recommends a vote For all director nominees and For proposal numbers two, three, four, five and six. NOMINEES: Michael J. Cole Justin C. Dearborn William J. Devers Jr. Michael W. Ferro, Jr. Matthew M. Maloney Richard A. Reck Neele E. Stearns, Jr. Please note that you cannot use this notice to vote by mail.

---