

Ocean Power Technologies, Inc.  
Form DEFA14A  
October 05, 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 Rule14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Ocean Power Technologies, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(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:

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(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:

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October 5, 2015

Dear Fellow Stockholders:

We recently mailed you proxy material in connection with our upcoming **Annual Meeting of Stockholders** to be held on October 22, 2015. According to our records, we have not yet received your proxy.

**YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES YOU HOLD.** One of the proposals presented for a stockholder vote is to approve an amendment to the Company's Certificate of Incorporation to effect a reverse stock split of our common stock, with authority granted to our Board of Directors to determine the reverse stock split ratio within a designated range. Our Board of Directors believes that the reverse stock split is an important action which is needed to assist us in maintaining the listing of our common stock on The NASDAQ Capital Market. If we do not receive the affirmative vote of our stockholders to approve the reverse stock split proposal, then our common stock could be delisted from The NASDAQ Capital Market. Our Board believes that delisting would likely result in decreased liquidity and/or increased volatility in our common stock, and could harm the Company's business and future prospects. In addition, our Board believes that, if our common stock is delisted, our stockholders would likely find it more difficult to obtain accurate quotations as to the price of the common stock and it may be more difficult for stockholders to buy or sell our common stock at competitive market prices, or at all. Please note, if your shares are held through a broker, trust, bank or other nominee holder, that holder cannot vote your shares on the approval of the amendment of the certificate of incorporation to effect the reverse stock split unless you direct the holder how to vote by marking your form of proxy and returning it as instructed. "Broker non-votes" and abstentions from voting on this proposal will have the same effect as a vote against this proposal.

Please take a moment to **VOTE** your shares by returning your proxy in the envelope provided. You may also be able to vote on the internet or by telephone as indicated in your proxy instructions.

Please disregard this letter if you have already voted your shares. Thank you for your cooperation and support.

Sincerely,

George H. Kirby  
Chief Executive Officer

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