

UROPLASTY INC
Form 425
December 22, 2014

Filed by Uroplasty, Inc.
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Subject Company: Uroplasty, Inc.
Commission File No. 001-32632

December 22, 2014

Dear Valued International Sales and Marketing partner:

We are excited to share with you that Uroplasty has signed a merger agreement with Vision-Sciences to create a medical device company offering innovative technologies for the urology, gynecology, otolaryngology, and other markets. The combined company will be known as Cogentix Medical, with an expanded team to better serve our customers. In addition to the Uroplasty's Urgent® PC and Macroplastique® products, the combined global product portfolio will include Vision-Sciences' proprietary EndoSheath® endoscopy platforms. The EndoSheath innovation is an "always sterile, always ready" technology that reduces the risks of cross-contamination associated with the reuse or "reprocessing" of conventional endoscopes - which are difficult, costly, and time-consuming to clean and sterilize and, most importantly, susceptible to human error. There have been more than five million units of the EndoSheath technology sold with ZERO reported cases of cross contamination.

It is important to us that this combination does not disrupt your business and our mutual customers and patients in any way. We expect the transaction to close in the first half of 2015. In the meantime, there will be no immediate changes to how we do business. Sales, marketing, and distribution partners will continue to be served by Uroplasty and can continue to order products and services as usual. We are committed to our partners and international customer base receiving the same consistent level of engagement and support from your Uroplasty team that you currently receive.

As we progress through this interim period, it is our goal to continue to communicate with our partners and ensure no impact in your ability to market and sell our products. Should you have any questions, please feel free to contact Uroplasty sales management, or our customer care organization, or me directly. We thank you for your business and look forward to continuing to serve you.

We wish you and your organization a healthy, happy holiday season.

Best regards,

Rob Kill
President & CEO
Uroplasty, Inc.

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Uroplasty, Vision-Sciences, their respective directors, executive officers and employees may be deemed to be participants in the solicitation of proxies from Uroplasty's and Vision-Sciences' respective shareholders in connection with the proposed transaction. Information about the directors and executive officers of Uroplasty and their ownership of Uroplasty stock is set forth in Uroplasty's annual report on Form 10-K for the fiscal year ended March 31, 2014, and its proxy statement for its 2014 annual meeting of shareholders, which was filed with the SEC on July 22, 2014. Information regarding Vision-Sciences' directors and executive officers is contained in Vision-Sciences' annual report on Form 10-K for the fiscal year ended March 31, 2014 and its proxy statement for its 2014 annual meeting of shareholders, which was filed with the SEC on June 17, 2014. These documents can be obtained free of charge from the sources indicated above. Certain directors, executive officers and employees of Uroplasty and Vision-Sciences may have direct or indirect interest in the transaction due to securities holdings, vesting of equity awards and rights to severance payments. Additional information regarding the participants in the solicitation of Uroplasty and Vision-Sciences shareholders will be included in the joint proxy statement/prospectus filed with the SEC.

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