

SURMODICS INC  
Form DEFA14A  
November 19, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**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 Under Rule 14a-12

SURMODICS, 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:

- o Fee paid previously with preliminary materials:
- o 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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On November 19, 2010, the Chairman of the Board of SurModics, Inc. ( SurModics ) sent the following letter to Ramius LLC:

Jeffrey C. Smith

Ramius LLC

599 Lexington Avenue, 20<sup>th</sup> Floor

New York, New York 10022

November 19, 2010

Dear Mr. Smith:

We welcomed the opportunity to meet with you on November 17th and value the views of all of our shareholders. As we discussed, our Board of Directors will consider your suggestions, as well as the three director candidates you submitted for nomination at the Company's 2011 Annual Meeting of Shareholders.

We are committed to carefully considering all director candidates that may further enhance the composition of the Board. Accordingly and consistent with good governance practices, the Corporate Governance and Nominating Committee of the Board has requested to meet with all three of your director nominees. We are concerned, however, that you are not allowing the Committee to meet with two of your nominees, David Dantzker, M.D. and Jeffrey A. Meckler, as well.

We will let you know of our Board's view on your director candidates in due course.

Sincerely,

/s/ Robert C. Buhrmaster

Robert C. Buhrmaster

Chairman of the Board

#### Important Information

SurModics, Inc., its directors, and certain of its officers and other employees are participants in the solicitation of proxies from SurModics' shareholders in connection with SurModics' 2011 annual shareholders meeting. Important information concerning the identity and interests of these persons is available in SurModics' Form DEF 14A filed with the SEC on December 18, 2009 and in its Form 10-K filed with the SEC on December 11, 2009, and in the statements of beneficial ownership on Forms 3, 4 or 5 filed by these persons with the SEC. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in SurModics' proxy statement for the 2011 annual shareholders meeting and other relevant materials to be filed by SurModics with the SEC.

SurModics will file a proxy statement in connection with its 2011 annual shareholders meeting. The proxy statement, any other relevant documents, and other materials filed with the SEC concerning SurModics will be, when filed, available free of charge at <http://www.sec.gov> and <http://www.surmodics.com>. Shareholders should read carefully the proxy statement and other proxy materials when they become available because they will contain important information.