

RESPIRONICS INC  
Form DEFA14A  
November 06, 2006

**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 (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 167;240.14a-12

**Respironics, 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)

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Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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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):

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4) Proposed maximum aggregate value of transaction:

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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:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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To Our Shareholders:

By now you should have received the Notice of Annual Meeting (the Meeting ) of Shareholders of Respironics, Inc. (Respironics) to be held on Tuesday, November 14, 2006, at 5:15 p.m. (local time) at the Hyatt Pittsburgh International Airport, 1111 Airport Boulevard, Pittsburgh, Pennsylvania.

Respironics is asking its stockholders to vote on three proposals:

- (1) To elect four directors;
- (2) To ratify the selection of Ernst & Young LLP as independent registered public accounting firm to examine the consolidated financial statements of the Company for the fiscal year ending June 30, 2007; and
- (3) To approve the adoption of the Respironics, Inc. 2007 Employee Stock Purchase Plan.

The Respironics Board of Directors has unanimously recommended a vote in favor of each of these proposals. Regardless of the number of shares you own, it is important that they be represented at the meeting. If you have not already voted, please vote your shares now.

The Proxy Statement that accompanied that Notice stated, on page 1, the number of shares of Common Stock of the Company as of the record date of September 29, 2006. In response to questions that we have received on this matter, we wish to clarify that on September 29, 2006; the Company's issued shares were 79,943,903, which included 6,990,315 shares held by the Company in treasury and 72,953,588 shares outstanding.

Sincerely,

Dorita A. Pishko  
Secretary

October 30, 2006