

SOLTA MEDICAL INC  
Form DEFA14A  
May 30, 2012

**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. 1)**

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 § 240.14a-12

**SOLTA MEDICAL, INC.**

**(Exact 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)(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:

(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:



**EXPLANATORY NOTE**

On April 23, 2012, Solta Medical, Inc. (the Company) filed a definitive proxy statement (the Proxy Statement) with the Securities and Exchange Commission. This filing amends the Proxy Statement in order to correct the Company's disclosure on page 3 of the Proxy Statement regarding what votes are required for Proposal One Election of Directors. The Proxy Statement previously disclosed that stockholders entitled to vote may vote either FOR or AGAINST each director nominee, or ABSTAIN from voting, and further stated that abstentions will not be considered to be votes cast for the election of directors and will not affect the outcome of the election of directors. This disclosure on page 3 of the Proxy Statement does not properly reflect the format of the proxy card and is therefore corrected and restated as follows:

*What votes are required for the items subject to approval at the meeting?*

The vote required to approve each item of business and the method for counting votes is set forth below:

**Election of Directors.** Each director nominee receiving a majority of the shares represented in person or by proxy and entitled to vote will be elected to serve as a Class III director. You may vote either FOR or WITHHOLD your vote for each director nominee. If you choose to WITHHOLD, your withhold vote has the same effect as a vote AGAINST each director nominee.

**Ratification of Independent Registered Public Accounting Firm and Advisory Vote on Executive Compensation.** For the ratification of the appointment of our independent registered public accounting firm and for the advisory vote on executive compensation, the affirmative FOR vote of a majority of the shares represented in person or by proxy and entitled to vote on the item will be required for approval. You may vote FOR, AGAINST or ABSTAIN for this item of business. If you choose to ABSTAIN, your abstention has the same effect as a vote AGAINST.

**Amendment of the Amended and Restated Certificate of Incorporation.** For the amendment of our amended and restated certificate of incorporation, the affirmative FOR vote of 66-2/3% of the shares of our common stock issued and outstanding will be required for approval. You may vote FOR, AGAINST or ABSTAIN for this item of business. If you choose to ABSTAIN, your abstention has the same effect as a vote AGAINST.

If you provide specific written instructions with regard to certain items, your shares will be voted as you instruct on such items. If you sign your proxy card or voting instruction card without giving specific instructions, your shares will be voted in accordance with the recommendations of the board (FOR our nominees to the board, FOR ratification of the independent registered public accounting firm, FOR the advisory vote on executive compensation, FOR the amendment of our amended and restated certificate of incorporation and in the discretion of the proxy holders on any other matters that properly come before the meeting).